

Translation:

Please note that the following purports to be a translation from the Japanese original Notice of the 10th Annual General Shareholders Meeting of TIS Inc. prepared for the convenience of shareholders outside Japan with voting rights. However, in the case of any discrepancy between the translation and the Japanese original, the latter shall prevail.

(Securities Code: 3626)
May 30, 2018

To Our Shareholders:

TIS Inc.

17-1, Nishi-shinjuku 8-chome, Shinjuku-ku, Tokyo
President and Representative Director: Toru Kuwano

Notice of the 10th Annual General Meeting of Shareholders

We are pleased to invite you to attend the 10th Annual General Meeting of Shareholders of TIS Inc. (the “Company”) to be held as described below.

If you are unable to attend the meeting, you may exercise your voting rights by means of either of the methods described in next page. We would appreciate it if you could review the “Reference Materials for the General Meeting of Shareholders” (attached below) and exercise your voting rights no later than 5:45 p.m. JST on Monday, June 25, 2018.

Schedule of the Annual General Meeting of Shareholders

1. Date & Time Tuesday, June 26, 2018 at 10 a.m. JST

2. Place Meeting room on the 1st floor of the Bellesalle Shinjuku Ground
17-3, Nishi-shinjuku 8-chome, Shinjuku-ku, Tokyo

3. Agenda:

Matters for Report:

1. Business Report, Consolidated Financial Statements and Accounting Auditor’s Report and the Audit & Supervisory Board’s Report on the Audit of the Consolidated Financial Statements for the 10th Fiscal Year of the Company (from April 1, 2017 to March 31, 2018)
2. Non-Consolidated Financial Statements for the 10th Fiscal Year of the Company (from April 1, 2017 to March 31, 2018)

Matters for Approval:

- | | |
|--------------------------|----------------------------------------------------------------------------------------------------|
| Proposition No. 1 | Appropriation of Retained Earnings |
| Proposition No. 2 | Election of Nine (9) Directors |
| Proposition No. 3 | Election of One (1) Audit & Supervisory Board Member |
| Proposition No. 4 | Determination of Amount and Details of Performance-linked Stock Incentive Plan for Directors, etc. |

4. Exercising Voting Rights

If you are unable to attend the meeting, you may exercise your voting rights by means of either of the methods described below.

[Exercising Voting Rights via Mail]

Please indicate your approval or disapproval for the propositions below on the enclosed form, and return the form to the Company no later than 5:45 p.m. JST on Monday, June 25, 2018.

[Exercising Voting Rights via Internet, etc.]

Please check the description entitled "Guidance for the Exercise of Voting Rights via the Internet, etc.", access the designated site for exercising your voting rights (<https://evote.tr.mufg.jp/>; available only in Japanese), and indicate your approval or disapproval of each of the items no later than 5:45 p.m. JST on Monday, June 25, 2018. *(The English translation of the "Guidance" is intentionally omitted as the Internet voting service is only available in Japan with the Japanese language.)*

5. Matters to be determined at the Meeting

Please refer to the "Guidance for Exercising Voting Rights". *(The English translation of the "Guidance" is intentionally omitted as the Internet voting service is only available in Japan with the Japanese language.)*

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- * Please present the enclosed voting form at the reception on the day of the meeting.
 - * A shareholder who is unable to attend the meeting may exercise his/her voting rights by authorizing another shareholder with voting rights to act as his/her proxy, provided that a document evidencing his/her power of representation for each general meeting of shareholders must be submitted.
 - * The following matters are not stated in the documents attached to this Notice of the 10th Annual General Meeting of Shareholders since they are posted on our website, based on relevant laws, regulations and Article 16 of the Articles of Incorporation.
 - (1) Notes to Consolidated Financial Statements
 - (2) Notes to Non-Consolidated Financial StatementsTherefore, the documents attached to this Notice of the 10th Annual General Meeting of Shareholders are a portion of the Consolidated Financial Statements and Non-Consolidated Financial Statements audited by the Accounting Auditors during the course of preparing accounting audit reports, and a portion of the Consolidate Financial Statements and Non-Consolidated Financial Statements audited by the Audit & Supervisory Board Members during the course of preparing auditing reports. *(Available only on the Japanese original documents)*
 - * Please note that any amendments to the Reference Materials for the General Meeting of Shareholders, and the Business Report, the Consolidated Financial Statements and the Non-Consolidated Financial Statements will be provided on the Company's website (<http://www.tis.co.jp/>).

Reference Materials for the General Meeting of Shareholders

Propositions and Reference Matters

Proposition No. 1 Appropriation of Retained Earnings

The Company strives for a sustainable and stable dividend payout in consideration of consolidated business performance while maintaining a level of retained earnings appropriate for business development over a mid- to long-term management perspective.

Based on this policy, we have set our total return ratio, which includes buyback of treasury shares, at approximately 35% during the period Third Medium-term Management Plan (from Fiscal 2016 to Fiscal 2018)of, and thus we would like to propose a year-end dividend of 26 yen per share as follows. Combined with the interim dividend, which has already been paid out, this will bring the annual dividend to 40 yen per share.

(1) Dividend Type

Cash dividend

(2) Allotment of Dividend and Total Amount of Dividends

26 yen per common share in the Company for a total sum of 2,228,004,064 yen

(3) Effective Date for the Payment of Dividend from Retained Earnings

June 27, 2018

Moreover, the Company has acquired 908,300 treasury shares (an aggregate acquisition amount is 2,859 million yen) during the current fiscal year, this brought our consolidated total return ratio to 30.5% for the aforementioned year.

(Reference) Transition of annual dividends, etc. per share

Category	The 7th Fiscal year ended March 31, 2015	The 8th Fiscal year ended March 31, 2016	The 9th Fiscal year ended March 31, 2017	The 10th Fiscal year ended March 31, 2018 (current fiscal year)
Annual dividend per share (Yen)	30	33	36	40
Annual dividends paid (Millions of yen)	2,624	2,874	3,099	3,420
Payout ratio (%)	25.6	22.7	19.0	16.6
Total return ratio (%)	30.4	35.3	31.9	30.5

(Note) While it has been the Company's basic policy for appropriation of retained earnings to continue making sustained and stable dividend payout at a level of approximately 30% in the payout ratio until the 7th fiscal year ended March 31, 2015, we revised the aforesaid policy to set our consolidated total return ratio, which includes buyback of treasury shares, at approximately 35% from the 8th fiscal year ended March 31, 2016 to strengthen shareholder returns furthermore.

Proposition No. 2 Election of Nine (9) Directors

The term of office of all ten (10) current Directors will expire at the close of this Annual General Meeting of Shareholders.

To enhance transparency and objectivity in the Board of Directors, the Company has determined to increase the ratio of External Directors to not less than one-third of the Board of Directors. Accordingly, we would like to propose that nine (9) Directors including three (3) External Directors be elected by decreasing one (1).

The candidates for Directors are as follows:

List of candidates for Directors

Candidate No.	Name of Candidates for Directors	Current Position and Responsibility at the Company	Rate of Attendance at the Board Meeting (Number of Attendances)
1	Toru Kuwano (Reappointed)	President and Representative Director, in charge of Auditing Dept.	100% (Attended all 16 meetings)
2	Masahiko Adachi (Newly-appointed)	Executive Vice President, in charge of Corporate Planning SBU, Human Resources SBU and Corporate Management SBU and Division Manager of Corporate Planning SBU	-
3	Yasushi Okamoto (Newly-appointed)	Senior Managing Executive Officer and Sector Director of Service Strategy Sector	-
4	Josaku Yanai (Reappointed)	Director, Senior Managing Executive Officer and Sector Director of Industry Strategy Sector	93.8% (Attended 15 out of 16 meetings)
5	Takayuki Kitaoka (Newly-appointed)	-	-
6	Akira Shinkai (Newly-appointed)	-	-
7	Koichi Sano (Reappointed, External, Independent)	Director (External Director)	100% (Attended all 16 meetings)
8	Fumio Tsuchiya (Reappointed, External, Independent)	Director (External Director)	83.3% (Attended 10 out of 12 meetings)
9	Naoko Mizukoshi (Newly-appointed, External, Independent)	-	-

(Notes)

- (Reappointed) refers to candidates reappointed as Directors, (Newly-appointed) refers to candidates newly appointed as Directors, (External) refers to candidates for External Directors, and (Independent) refers to Directors filed with the Tokyo Stock Exchange as Independent Officers.
- The rate of attendance for Mr. Fumio Tsuchiya is based on all Board meetings held after he assumed office on June 27, 2017.

Candidate No.	Name (Date of Birth)	Career Summary, Position, and Responsibility at the Company and Important Positions of Other Organizations Concurrently Assumed	No. of Shares Held in the Company
1	Toru Kuwano (May 3, 1952) <Reappointment Candidate>	<p>April 1976 Joined Toyo Information Systems Co., Ltd. ^{*1}</p> <p>June 2000 Director of Toyo Information Systems Co., Ltd.</p> <p>April 2004 Executive Director of TIS Inc.</p> <p>April 2008 Executive Managing Director of TIS Inc.</p> <p>April 2010 Executive Vice-President and Representative Director and General Manager of Financial Industry HQ of TIS Inc.</p> <p>April 2011 President and Representative Director of TIS Inc.</p> <p>April 2013 Chairman, President and Representative Director of TIS Inc.</p> <p>June 2013 Chairman, President and Representative Director of TIS Inc. Director of the Company ^{*2}</p> <p>June 2016 Chairman, President and Representative Director of TIS Inc. President and Representative Director of the Company</p> <p>July 2016 President and Representative Director of the Company, in charge of Auditing Dept. (to present)</p>	49,800

[Reasons for the Selection of Candidate for Director]

After assuming the office of President and Representative Director of the Company's Group company, Mr. Toru Kuwano was appointed as a Director of the Company in June 2013. Since June 2016, he has assumed the office of President and Representative Director of the Company. He has a wealth of experience and knowledge about the Company's and its Group's business, as well as in business administration.

He had also been assuming duties in the execution of the Company's Medium-term Management Plan (from Fiscal 2016 to Fiscal 2018) to fulfill the function as an operating holding company. He is nominated as a candidate for Director since he is highly expected to continue to promote the new Medium-term Management Plan and fulfill the duties of significant decision-making for the Company's Group as well as the administration and oversight of business management.

*1. Toyo Information Systems Co., Ltd. changed its trade name to TIS Inc. on January 1, 2001.

*2. As of June 2013, the Company's trade name was IT Holdings Corporation.

Effective as of July 1, 2016, an absorption-style merger took effect with the Company (formerly IT Holding Corporation) being the surviving company and TIS Inc., the Company's wholly-owned subsidiary, being the absorbed company. With the merger, the trade name of the Company was changed from IT Holding Corporation to TIS Inc.

Candidate No.	Name (Date of Birth)	Career Summary, Position, and Responsibility at the Company and Important Positions of Other Organizations Concurrently Assumed	No. of Shares Held in the Company
2	Masahiko Adachi (May 9, 1956) <New Candidate>	<p>April 1981 Joined Sanwa Bank, Limited (currently MUFG Bank, Ltd.)</p> <p>April 2001 General Manager of Sugamo Branch and General Manager of Corporate Sales Department of Sanwa Bank, Limited</p> <p>January 2006 Deputy General Manager of Human Resources Department of Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.)</p> <p>October 2006 General Manager of Osaka Sales Department No. 1 of Osaka Sales Division of Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>January 2010 Manager of Corporate Planning and Management Department of UFIT Co., Ltd. ^{*1}</p> <p>April 2010 Executive Officer, Department Manager of Corporate Planning and Management Department of UFIT Co., Ltd.</p> <p>June 2010 Director and Executive Officer, Department Manager of Corporate Planning and Management Department of UFIT Co., Ltd.</p> <p>April 2011 Executive Officer, Division Manager of Corporate Management Div. of TIS Inc. ^{*1}</p> <p>April 2013 Managing Executive Officer, Division Manager of Financial Industry SBU. 1 of TIS Inc.</p> <p>April 2016 Senior Managing Executive Officer, Division Manager of Financial Industry SBU. 1 and Division Manager of Financial Industry SBU. 3 of TIS Inc.</p> <p>July 2016 Senior Managing Executive Officer, Division Manager of Financial Industry SBU. 1 and Division Manager of Financial Industry SBU. 3 of the Company ^{*2}</p> <p>April 2018 Executive Vice President, in charge of Corporate Planning SBU, Human Resources SBU, Corporate Management SBU, Division Manager of Corporate Planning SBU of the Company (to present)</p>	11,500

[Reasons for the Selection of Candidate for Director]

Mr. Masahiko Adachi has been in the office of Executive Vice President since April 2018 following the office of Division Manager of corporate department and financial system department of a financial institution and the Company's Group company. Based on these experiences, he is nominated as a candidate for Director since he is highly expected to promote group governance on corporate function of the Medium-term Management Plan of the Company's Group newly to be commenced, and fulfill the duties of significant decision-making for the Company's Group and oversight of business management.

*1. Effective as of April 1, 2011, merger took effect with TIS Inc., the Company's wholly-owned subsidiary, being the surviving company and UFIT Co., Ltd., and SORUN CORPORATION being the absorbed companies.

*2. Effective as of July 1, 2016, an absorption-style merger took effect with the Company (formerly IT Holding Corporation) being the surviving company and TIS Inc., the Company's wholly-owned subsidiary, being the absorbed company. With the merger, the trade name of the Company was changed from IT Holding Corporation to TIS Inc.

Candidate No.	Name (Date of Birth)	Career Summary, Position, and Responsibility at the Company and Important Positions of Other Organizations Concurrently Assumed	No. of Shares Held in the Company
3	Yasushi Okamoto (March 3, 1962) <New Candidate>	<p>April 1985 Joined Toyo Information Systems Co., Ltd. ^{*1}</p> <p>April 2010 Managing Executive Officer, Department Manager of Corporate Planning and Management Department of SORUN CORPORATION ^{*2}</p> <p>April 2011 Executive Officer, Department Manager of Corporate Planning & Control Dept. of TIS Inc. ^{*2}</p> <p>October 2011 Executive Officer, Department Manager of Corporate Planning & Control Dept. and Section Manager of Global Business Planning Office of TIS Inc.</p> <p>January 2012 Executive Officer, Department Manager of Corporate Planning & Control Dept. and Section Manager of Global Business Planning Office of TIS Inc. Managing Director of TISI (Singapore) Pte. Ltd.</p> <p>April 2013 Managing Executive Officer, Division Manager of IT Solutions Services SBU. of TIS Inc.</p> <p>April 2016 Senior Managing Executive Officer, Division Manager of Industries & Solutions SBU of TIS Inc.</p> <p>July 2016 Senior Managing Executive Officer, Division Manager of Industries & Solutions SBU of the Company ^{*3}</p> <p>April 2017 Senior Managing Executive Officer, in charge of Industries & Solutions SBU, Business Innovation Div., Division Manager of Business Innovation Div. of the Company</p> <p>April 2018 Senior Managing Executive Officer, Sector Manager of Service Strategy Sector of the Company (to present)</p>	14,752

[Reasons for the Selection of Candidate for Director]

Mr. Yasushi Okamoto had been engaged in corporate business in the corporate planning department of the Company for many years and has been serving as Senior Managing Executive Officer and Division Manager of the planning and development department of industrial systems since July 2016. Based on these experiences, he is nominated as a candidate for Director since he is highly expected to promote the Medium-term Management Plan newly to be commenced, and fulfill the duties of significant decision-making for the Company's Group and oversight of business management.

*1. Toyo Information Systems Co., Ltd. changed its trade name to TIS Inc. on January 1, 2001.

*2. Effective as of April 1, 2011, a merger took effect with TIS Inc., the Company's wholly-owned subsidiary, being the surviving company and UFIT Co., Ltd., and SORUN CORPORATION being the absorbed companies.

*3. Effective as of July 1, 2016, an absorption-style merger took effect with the Company (formerly IT Holding Corporation) being the surviving company and TIS Inc., the Company's wholly-owned subsidiary, being the absorbed company. With the merger, the trade name of the Company was changed from IT Holding Corporation to TIS Inc.

Candidate No.	Name (Date of Birth)	Career Summary, Position, and Responsibility at the Company and Important Positions of Other Organizations Concurrently Assumed	No. of Shares Held in the Company
4	Josaku Yanai (November 14, 1963) <Reappointment Candidate>	<p>April 1987 Joined the Long-Term Credit Bank of Japan, Limited</p> <p>January 2000 Joined Toyo Information Systems Co., Ltd. *1</p> <p>April 2009 Executive Officer, Department Manager of Corporate Planning & Control Dept., Corporate Planning & Control Div. of TIS Inc.</p> <p>April 2011 Executive Officer, Division Manager of Corporate Planning Division of the Company *2</p> <p>May 2015 Managing Executive Officer, Division Manager of Corporate Planning Division of the Company</p> <p>June 2016 Director, Managing Executive Officer and Division Manager of Corporate Planning SBU of the Company</p> <p>July 2016 Director, Managing Executive Officer, in charge of Corporate Planning SBU and Corporate Management SBU of the Company Division Manager of Corporate Planning SBU of the Company</p> <p>April 2018 Director, Senior Managing Executive Officer and Sector Director of Industry Strategy Sector (to present)</p>	15,400

[Reasons for the Selection of Candidate for Director]

Mr. Josaku Yanai was mainly engaged in corporate section in the corporate planning department of the Company and its Group company for many years. He assumed the office of Executive Officer and Division Manager of corporate planning division of the Company in April 2011. Since June 2016, he has been serving as a Director of the Company. He has a wealth of experience and knowledge about the Company's and its Group's business, as well as in business administration. Based on these experiences, he is nominated as a candidate for Director since he is highly expected to continue to promote the Medium-Term Management Plan newly to be commenced, and fulfill the duties of significant decision-making for the Company's Group and the administration and oversight of business management as a Director.

*1. Toyo Information Systems Co., Ltd. changed its trade name to TIS Inc. on January 1, 2001.

*2. As of April 2011, the Company's trade name was IT Holdings Corporation.

Effective as of July 1, 2016, an absorption-style merger took effect with the Company (formerly IT Holding Corporation) being the surviving company and TIS Inc., the Company's wholly-owned subsidiary, being the absorbed company. With the merger, the trade name of the Company was changed from IT Holding Corporation to TIS Inc.

Candidate No.	Name (Date of Birth)	Career Summary, Position, and Responsibility at the Company and Important Positions of Other Organizations Concurrently Assumed	No. of Shares Held in the Company
5	Takayuki Kitaoka (December 14, 1960) <New Candidate>	<p>April 1984 Joined INTEC Inc.</p> <p>January 2005 General Manager of Product Solutions Marketing Dept. of INTEC Inc.</p> <p>April 2008 Manager of N&O Business Promotion Dept. of INTEC Inc.</p> <p>April 2012 Manager of Corporate Planning Department of the Company ^{*1}</p> <p>April 2015 General Manager of BPO Division of INTEC Inc.</p> <p>April 2016 Executive Officer, General Manager of Corporate Planning Division of INTEC Inc.</p> <p>April 2017 Managing Executive Officer, General Manager of Corporate Planning Division of INTEC Inc.</p> <p>April 2018 President and Representative Director of INTEC Inc. (to present)</p>	1,854

[Reasons for the Selection of Candidate for Director]

Mr. Takayuki Kitaoka was engaged in business related to IT infrastructure of INTEC Inc., the Company's major subsidiary, and had served for management administration of the Group companies at the Company for three years since April 2012. Furthermore, he has assumed the office of President and Representative Director of INTEC Inc. since April 2018. Based on these experiences and with his sight on the Group management, he is nominated as a candidate for Director since he is highly expected to promote the duties of INTEC Inc. assigned by the Medium-term Management Plan newly to be commenced, and fulfill the duties of significant decision-making for the Company's Group and the administration and oversight of business management.

*1. As of April 2012, the Company's trade name was IT Holdings Corporation.

Effective as of July 1, 2016, an absorption-style merger took effect with the Company (formerly IT Holding Corporation) being the surviving company and TIS Inc., the Company's wholly-owned subsidiary, being the absorbed company. With the merger, the trade name of the Company was changed from IT Holding Corporation to TIS Inc.

Candidate No.	Name (Date of Birth)	Career Summary, Position, and Responsibility at the Company and Important Positions of Other Organizations Concurrently Assumed	No. of Shares Held in the Company
6	Akira Shinkai (March 24, 1959) <New Candidate>	<p>February 1986 Joined Yokogawa U System Corporation *¹</p> <p>April 2000 Joined YDC Corporation *²</p> <p>June 2001 Director of YDC Corporation</p> <p>October 2009 Joined Nippon System Gijutsu Co., Ltd. *³</p> <p>June 2010 Director and Managing Executive Officer of Nippon System Gijutsu Co., Ltd.</p> <p>April 2011 Joined INTEC Inc. Deputy General Manager of NSG Department of INTEC Inc.</p> <p>June 2012 Executive Officer, General Manager of NSG Department of INTEC Inc.</p> <p>May 2015 Managing Executive Officer, General Manager of Industrial Solutions Business Division of INTEC Inc.</p> <p>April 2016 Managing Executive Officer, General Manager of Metropolitan Social Service Headquarters of INTEC Inc.</p> <p>April 2018 Director, Executive Vice President, in charge of Corporate Information Department, Business Strategy Promotion Division, and Metropolitan Distribution Service Headquarters, and General Manager of Metropolitan Distribution Service Headquarters of INTEC Inc. (to present)</p>	3,800

[Reasons for the Selection of Candidate for Director]

Mr. Akira Shinkai was engaged in business of new service planning and marketing and has assumed the office of Director and Executive Vice President of INTEC Inc., the Company's major subsidiary, since April 2018. Based on these experiences, he is nominated as a candidate for Director since he is highly expected to promote the Medium-term Management Plan newly to be commenced, and fulfill the duties of significant decision-making for the Company's Group and the administration and oversight of business management.

*1. As of October 1, 1990, Yokogawa U System Corporation merged with Digital Computer Corporation and changed its trade name to Yokogawa Digital Computer Corporation (currently DTS INSIGHT CORPORATION).

*2. YDC Corporation was established as at April 1, 2000 with the acquisition of operation resources including inter alia goodwill of Yokogawa Digital Computer Corporation.

*3. Effective as of April 1, 2011, INTEC Inc. as a surviving company merged with Nippon System Gijutsu Co., Ltd. and INTEC Systems Institute, Inc. as the absorbed companies.

Candidate No.	Name (Date of Birth)	Career Summary, Position, and Responsibility at the Company and Important Positions of Other Organizations Concurrently Assumed	No. of Shares Held in the Company
7	Koichi Sano (August 30, 1948) <Reappointment Candidate> External Director Candidate Independent Officer Candidate	<p>April 1971 Joined Mitsui Petrochemical Industries, Ltd. (currently Mitsui Chemicals, Inc.)</p> <p>June 2003 Executive Officer and Manager of Finance Department of Mitsui Chemicals, Inc.</p> <p>June 2005 Executive Director of Mitsui Chemicals, Inc.</p> <p>June 2009 Executive Vice-President and Representative Director of Mitsui Chemicals, Inc.</p> <p>June 2013 Special Councilor of Mitsui Chemicals, Inc.</p> <p>June 2015 Retired from Mitsui Chemicals, Inc.</p> <p>June 2016 Director of the Company ^{*1} (to present)</p> <p>(Other Important Concurrent Positions) External Director of Nippon Yakin Kogyo Co., Ltd.</p>	300

[Reasons for the Selection of Candidate for External Director]

Mr. Koichi Sano worked mainly in the finance and accounting departments, and served as Executive Vice-President and Representative Director of Mitsui Chemicals, Inc., and has a wide range of experience and a wealth of expertise in corporate management. He is nominated as a candidate for External Director since his advice and suggestions from an independent perspective by utilizing these experiences and expertise in the Company's business will ensure that the decisions to be made by the Company's Board of Directors will be reasonable and appropriate, and he is highly expected to be a person who will contribute to the enforcement of the corporate governance of the Company.

While the Company has business transactions with Mitsui Chemicals, Inc. ("MC"), which Mr. Sano belonged to until June 2015, MC's sales to the Company represent 0.4% and 0.8% of the Company's consolidated and non-consolidated sales, respectively. Because Mr. Sano satisfies the requirements of the "Criteria Concerning Independence of External Officers" and the proportion of sales is minimal, we have determined that the independence of External Directors is sufficiently secured.

He has assumed office as an External Director of the Company since June 2016 and shall have served two (2) years at the conclusion of this Annual General Meeting of Shareholders.

*1. As of June 2016, the Company's trade name was IT Holdings Corporation.

Effective as of July 1, 2016, an absorption-style merger took effect with the Company (formerly IT Holding Corporation) being the surviving company and TIS Inc., the Company's wholly-owned subsidiary, being the absorbed company. With the merger, the trade name of the Company was changed from IT Holding Corporation to TIS Inc.

Candidate No.	Name (Date of Birth)	Career Summary, Position, and Responsibility at the Company and Important Positions of Other Organizations Concurrently Assumed	No. of Shares Held in the Company
8	Fumio Tsuchiya (May 10, 1948) <Reappointment Candidate> External Director Candidate Independent Officer Candidate	<p>July 1971 Joined Japan Airlines Co., Ltd.</p> <p>July 1995 Regional Manager of Madrid Branch of Japan Airlines Co., Ltd.</p> <p>May 1999 Director and Section Manager of Personnel & Corporate Planning Section of JAL Hotels Co., Ltd. (currently Okura Nikko Hotel Management Co., Ltd.)</p> <p>April 2001 Manager of Corporate Planning of Japan Airlines Co., Ltd.</p> <p>October 2002 Executive Officer, Deputy Section Manager of Corporate Planning Section of Japan Airlines System, Inc. (currently Japan Airlines Co., Ltd.)</p> <p>April 2004 Executive Officer and Section Manager of Corporate Planning Section of Japan Airlines System, Inc.</p> <p>June 2004 Director and Section Manager of Corporate Planning Section of Japan Airlines Corporation (currently Japan Airlines Co., Ltd.)</p> <p>April 2006 Managing Director, in charge of PR & IR, Legal Affairs and General Affairs of Japan Airlines Co., Ltd.</p> <p>June 2007 President & CEO of JALCard, Inc.</p> <p>June 2010 Retired from JALCard, Inc.</p> <p>August 2010 Section Manager of Internal Auditing Office of Faith, Inc.</p> <p>June 2011 Full-time Audit & Supervisory Board Member of Faith, Inc. (to present)</p> <p>June 2017 Director of the Company (to present)</p>	-

[Reasons for the Selection of Candidate for External Director]

Mr. Fumio Tsuchiya previously worked in an important position in overseas offices and the Corporate Planning Department of Japan Airlines Co., Ltd. After having assumed the office of Director of Japan Airlines in June 2004, he served as Managing Director and was thereafter appointed as President & CEO of JALCard, Inc. in June 2007, which is a group company of Japan Airlines. He has a wide range of experience and a wealth of expertise in corporate management. He is nominated as a candidate for External Director since his advice and suggestions from an independent perspective by utilizing these experiences and expertise in the Company's business will ensure that the decisions to be made by the Company's Board of Directors will be reasonable and appropriate, and he is highly expected to be a person who will contribute to the enforcement of the corporate governance of the Company.

While the Company has business transactions with JALCard, Inc. ("JALCard"), which Mr. Tsuchiya belonged to until June 2010, JALCard's sales to the Company represent 0.2% and 0.4% of the Company's consolidated and non-consolidated sales, respectively. Because Mr. Tsuchiya satisfies the requirements of the "Criteria Concerning Independence of External Officers" and the proportion of sales is minimal, we have determined that the independence of External Directors is sufficiently secured.

He has assumed office as an External Director of the Company since June 2017 and shall have served one (1) year at the conclusion of this Annual General Meeting of Shareholders.

Candidate No.	Name (Date of Birth)	Career Summary, Position, and Responsibility at the Company and Important Positions of Other Organizations Concurrently Assumed	No. of Shares Held in the Company
9	Naoko Mizukoshi (September 23, 1967) <New Candidate> External Director Candidate Independent Officer Candidate	<p>April 1993 Joined Legal Training and Research Institute of Supreme Court of Japan</p> <p>April 1995 Registered as a lawyer with Osaka Bar Association Joined Miyazaki Sogo Law Office (currently Legal Professional Corporation Miyazaki Sogo Law Office)</p> <p>April 1998 Registered as a lawyer with Yokohama Bar Association (currently Kanagawa Bar Association) Joined Legal Department of Nomura Research Institute, Ltd.</p> <p>September 1999 Registered as a lawyer with Daini Tokyo Bar Association Joined Legal Department of Autodesk, Ltd.</p> <p>September 2002 Joined Legal Headquarters of Microsoft Co., Ltd. Registered as a lawyer in the State of California, U.S.A.</p> <p>November 2006 Joined TMI Associates</p> <p>January 2008 Partner of TMI Associates</p> <p>March 2010 Founded Endeavour Law Office Partner of Endeavour Law Office (to present)</p>	-

[Reasons for the Selection of Candidate for External Director]

Ms. Naoko Mizukoshi is a qualified lawyer and has a wealth of professional knowledge and experiences on intellectual property, ICT and international transactions.

Her advice and suggestions from an independent perspective will ensure that the decisions to be made by the Company's Board of Directors will be reasonable and appropriate by utilizing these experiences and expertise in the Company's business, and she is highly expected to be a person who will contribute to the enforcement of the corporate governance of the Company. She has not participated in the corporate management but has expertise on corporate legal works. Therefore, she is nominated as a candidate for External Director since she could discharge duly duties of External Director.

She used to be a partner until February 2010 of TMI Associates with which the Company has entered into patent attorney agreement since February 2018. It passed eight (8) years and two (2) months after she left the firm. Since there is no business relationship between the Company and Endeavour Law Office to which Ms. Mizukoshi currently belongs, the Company believes that she has no conflict of interest with any shareholders.

(Notes)

- None of the Director candidates above has any special interest with the Company.
- Messrs. Koichi Sano, Fumio Tsuchiya and Ms. Naoko Mizukoshi are candidates for External Directors as set forth under Item 7, Paragraph 3, Article 2 of the Regulations for the Enforcement of the Companies Act.

In accordance with the procedures, the Company has designated Messrs. Koichi Sano and Fumio Tsuchiya as independent officers and filed accordingly with the Tokyo Stock Exchange. If the re-election for Messrs. Koichi Sano and Fumio Tsuchiya is approved, the Company will renew this filing. As for Ms. Naoko Mizukoshi, a new candidate for External Director, she also meets the independence criteria of the Company. If she is elected as an External Director by shareholders' approval, the Company will file her status as an independent officer with the Tokyo Stock Exchange. The Company's independence criteria of External Officers are described on page 12.

- Limited Liability Agreement with External Directors

The Company has entered into an agreement with Messrs. Koichi Sano and Fumio Tsuchiya to limit their liability for damages as outlined under Paragraph 1, Article 423 of the Companies Act in accordance with Paragraph 1, Article 427 of the Companies Act and Article 33 of the Articles of Incorporation, thus the maximum amount of liability under said agreement is the minimum liability amount as provided in laws and regulations. If the reappointment of both individuals is approved at this Annual General Meeting of Shareholders, the Company will renew the agreement with each of them. If Ms. Naoko Mizukoshi is elected, the Company will enter into the same agreement with her.

4. The registered family name of Ms. Naoko Mizukoshi is Ms. Naoko Suzuki.
5. The number of shares of the Company that are held by each of the candidates for Directors includes the unit shares held by each candidate in the Directors' Shareholdings Association of TIS INTEC Group.

<Reference> Criteria Concerning Independence of External Officers (revised on December 21, 2016)

In order to reinforce the supervisory function of its Board of Directors, the Company has established as follows the judgment criteria for ensuring the independence of its external directors and external audit & supervisory board members (hereafter, the "external officers") as described below, with reference to the rules of the Tokyo Stock Exchange, etc., in addition to the requirements of the Companies Act.

1. External directors (including candidates) are defined by Article 2, Paragraph 15 of the Companies Act (Requirements of External Directors) and have never served as an executive director, manager or other employee of the TIS INTEC Group (Note 1) even in the past.
2. External audit & supervisory board members (including candidates) are defined by Article 2, Paragraph 16 of the Companies Act (Requirements of External Company Auditors) and have never served as a director, manager or other employee of the TIS INTEC Group even in the past.
3. In the current fiscal year and during the past three fiscal years, none of each of the following items shall apply to external officers.
 - i. A counterparty which has transactions principally with the Company (Note 2) or a person who executes that counterparty's business
 - ii. A counterparty which has transactions principally with the TIS INTEC Group (Note 3) or a person who executes that counterparty's business
 - iii. A consultant, accounting professional or legal professional who has received a large amount of money or other assets (Note 4) other than remuneration of officers from the Company. In addition, when these are received by an organization such as a corporation or partnership, this includes persons who belong to the applicable organization.
 - iv. A major shareholder of the Company (Note 5). In addition, when the major shareholder is a corporation, this includes a person who executes the business of the corporation.
 - v. A person other than those in (i), (ii) and (iii) above who executes the business of a counterparty of the Company (Note 6)
 - vi. A person who was formerly a member of a counterparty which is in a situation of cross-assumption of offices of external officers
 - vii. A counterparty or former member of the counterparty that receives donations from the Company
4. External officers must not be a relative within the second degree of a person who falls under each of the following items.
 - i. A person mentioned in (i) to (iii) of the previous clause
 - ii. A person who executes the business of a subsidiary of the Company
 - iii. A non-executive director of a subsidiary of the Company (limited to external audit & supervisory board members)
 - iv. A person who fell under (ii) or (iii) above or a person who executes the business of the Company (including a non-executive director in the case of an audit & supervisory board members) recently (in the current business year and during the past four business years)
5. In addition to the above, there exist no circumstances in which duties imposed on an independent external officer are reasonably deemed not to be achieved.

Note 1: The "TIS INTEC Group" means the Company and its subsidiaries.

Note 2: A "counterparty which has transactions principally with the Company" means a counterparty which provides products or services to the Company and whose payments from the Company constitute at least 2% of the sales of such counterpart in one fiscal year. The main bank (MUFG Bank, Ltd.*) and the lead managing underwriters (Nomura Securities Co., Ltd., Mitsubishi UFJ Morgan Stanley Securities Co, Ltd., and SMBC Nikko Securities Inc.) of the Company shall also each be a "counterpart which has transactions principally with the Company," regardless of the transaction amount.

*The name of the main bank has been changed due to the change in the trade name effectively April 1, 2018.

Note 3: A "counterparty which has transactions principally with the TIS INTEC Group" means a counterparty with sales exceeding 2% of the total consolidated sales of the TIS INTEC Group.

Note 4: "A large amount of money or other assets" means the total value exceeds 10 million yen per fiscal year. This shall apply also to a consultant, accounting professional or legal professional that enters a consulting agreement or similar arrangement and periodically pays an amount of money or other assets, regardless of the amount.

Note 5: A "major shareholder" means a person or company, and the like, that directly or indirectly holds 10% or more of total voting rights. However, the Company's leading shareholders (the top 10 approximately) shall be treated as "major shareholders."

Note 6: A "counterparty which has transactions with the Company" means the case when transactions with the Company per fiscal year constitute at least 2% of non-consolidated sales of the Company. -END-

Proposition No. 3 Election of One (1) Audit & Supervisory Board Member

Since Mr. Takuho Shimodaira will resign as Audit & Supervisory Board Member at the close of this Annual General Meeting of Shareholders, and we would like to propose that one (1) Audit & Supervisory Board Member be elected.

Moreover, a candidate for Audit & Supervisory Board Member will supplement Mr. Tokuho Shimodaira, Audit & Supervisory Board Member, so that his term of office is the rest of the predecessor according to the Articles of Incorporation of the Company.

The Audit & Supervisory Board has already agreed to the submission of this proposition in advance.

The candidate for Audit & Supervisory Board Members is as follows:

Name (Date of Birth)	Career Summary, Position, and Responsibility at the Company and Important Positions of Other Organizations Concurrently Assumed	No. of Shares Held in the Company
Kei Ando (July 25, 1961) <New Candidate>	April 1984 Joined Sanwa Bank, Limited (currently MUFG Bank, Ltd.)	-
	July 2003 General Manager of Totsuka Branch of UFJ Bank Limited (currently MUFG Bank, Ltd.)	
	May 2009 General Manager of Corporate Settlement Business Department of Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.)	
	June 2010 Executive Officer, General Manager of Corporate Settlement Business Department of Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.)	
	May 2011 Executive Officer, in charge of branches in the East Japan area of Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.)	
	May 2013 Executive Officer, Head Office Associate Director-General of Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.)	
	June 2013 President and Representative Director of Mitsubishi UFJ Capital Co., Ltd.	
	June 2016 Senior Managing Director, General Manager of Product Department of Mitsubishi UFJ Kokusai Asset Management Co., Ltd. (to present)	
[Reasons for the Selection of Candidate for Audit & Supervisory Board Member] Mr. Kei Ando has a wealth of expertise in finance and accounting as well as corporate management through experience accumulated by his career at financial institutions and management of companies for many years. Since he is expected to discharge duly and fairly audit and supervisory duties of the Company's business execution by utilizing his experience, he is nominated as a candidate for Audit & Supervisory Board Member.		

*1. The aforementioned candidate for Audit & Supervisory Board Member has not any special interest with the Company.

*2. Mr. Kei Ando is scheduled to resign as Director of Mitsubishi UFJ Kokusai Asset Management Co., Ltd.

<Reference>

If Proposition No. 3 is approved as proposed, the composition of the Board of Audit & Supervisory Members will be as shown in the table below. The current internal/external mix among the board members (two Internal Audit & Supervisory Board Members and three External Audit & Supervisory Board Members) will not be changed.

Name of Audit & Supervisory Board Member	Current position at the Company	Board of directors meeting attendance ratio (Number of meetings attended/Total number of meetings)	Audit & Supervisory Board meeting attendance ratio (Number of meetings attended/Total number of meetings)
Kei Ando New appointment	-	-	-
Katsuhiko Ishii Incumbent	Standing Audit & Supervisory Board Member	100% (Attended all 16 meetings)	100% (Attended all 13 meetings)
Taigi Ito Incumbent/External/Independent	Audit & Supervisory Board Member (External)	93.8% (Attended 15 out of 16 meetings)	92.3% (Attended 12 out of 13 meetings)
Muneaki Ueda Incumbent/External/Independent	Audit & Supervisory Board Member (External)	93.8% (Attended 15 out of 16 meetings)	100% (Attended all 13 meetings)
Sadahei Funakoshi Incumbent/External/Independent	Audit & Supervisory Board Member (External)	100% (Attended all 16 meetings)	100% (Attended all 13 meetings)

(Note)

External refers to External Audit & Supervisory Board Member, Independent refers to those who are registered as an independent officer with the relevant exchange

Proposition No. 4 Determination of Amount and Details of Performance-linked Stock Incentive Plan for Directors, etc.

1. Reason for the proposal and reason for the stock remuneration

The Company has paid Directors, Executive Officers and Executive Fellows (other than External Directors, Non-Executive Directors and non-residents, hereinafter referred to as “Directors, etc.”) the “basic remuneration” and the “performance-based remuneration”. In addition, the Company would like to ask shareholders to adopt the stock remuneration system linked to the results of operation payable to Directors, etc. (hereinafter referred to as the “System”). The System is introduced to enhancing management recognition contributing to expansion of medium- and long-term of results of operation and increase of corporate value, to share interest with shareholders so that the introduction is reasonable in the Company’s judgement. Furthermore, the proposed System has been deliberated at the voluntary advisory board of the Remuneration Committee of the Company.

This Proposition is proposed to ask shareholders to approve stock remuneration to Directors, in addition to the limit of remuneration payable to Directors as a group (not more than 400 million yen per year, provided, however, that salary portion payable to Director who concurrently works as an employee to be excluded) which was approved at the first Annual General Meeting of Shareholders held on June 25, 2009.

Furthermore, if the Proposition No.4 “Election of Nine (9) Directors” is approved as proposed, the number of Directors falling under the System will be four (4).

As aforementioned, the System covers Executive Officers and Executive Fellows so that the remuneration under the System includes remuneration to Executive Officers and Executive Fellows. This Proposition is proposed on the basis that the total remuneration payable under the System is remuneration payable to Directors upon understanding that such Executive Officers and Executive Fellows might be promoted to Directors during the period when the System is applicable.

2. Amount and details of the System

(1) Summary of the System

The System is a stock remuneration system under which stock is acquired through a trust established based on resourced fund contributed by the Company from the amount for Directors’ remuneration, etc. and the Company’s stock or cash equivalent to proceeds of the Company’s stock (hereinafter referred to as the “Company’s stock, etc.”) is delivered or provided to Directors, etc. (hereinafter referred to as the “Delivery, etc.”). (The details are stated in (2) below.)

i. To whom the Company’s stock, etc. is delivered.	The Company’s Directors, Executive Officers and Executive Fellows (other than External Directors, Non-Executive Directors and non-residents)
ii. Impact on the Company’s stock deliverable under the System on the total number of issued outstanding shares	
Upper limit of amount contributed by the Company (as stated in (2) below).	500 million yen during three (3) business years.
Method by which the Company’s stock is acquired (as stated in (2) below) and upper limit of number of shares delivered to Directors, etc. (as stated in (3) below).	<ul style="list-style-type: none"> • Upper limit of shares deliverable to Directors, etc. during one (1) business year being 61,300 shares and during three (3) business years being 183,900 shares. • Rate of upper limit of shares deliverable to Directors, etc. during one (1) business year to the total number of issued outstanding shares as of March 31, 2018 would be approximately 0.07% (after deducting treasury shares). • Shares are scheduled to be purchased in the market so that no dilution will take place.
iii. Details of condition to accomplish results of operation (as stated in (3) below).	<ul style="list-style-type: none"> • Consolidated linked results of operation index fluctuates in the range of 0% to 150% according to consolidated operating profit, ROE, sales amount deriving from service related business and the degree of content of employees, etc. in each business year.
iv. Time of delivery of shares, etc. to Directors, etc. (as stated in (4) below).	<ul style="list-style-type: none"> • After the end of period during which the System is applicable.

(2) Upper limit of amount contributed by the Company

The System is applicable during the consecutive three (3) business years (initially the three (3) business years commencing from the business year ending March 31, 2019 to the business year ending March 31, 2021, and if the trust term is extended as stated below the System will be applicable in the succeeding three business years (hereinafter referred to as the “Applicable Term”).

The Company will contribute amount not more than 500 million yen in each Applicable Term for Directors’ remuneration and establish trust for three (3) years trust term designating qualified Directors, etc. as beneficiary (hereinafter referred to as the “Trust”).

The Trust will acquire shares of the Company in the market according to instructions of the manager of the Trust based on its funds.

The Company will grant Directors, etc. points (stipulated in (3) below) and deliver shares, etc. equivalent to the accumulated points to Directors, etc. from the Trust.

Furthermore, the Trust might be continued upon amendment of the trust agreement or additional trust at the maturity of the trust term of the Trust. In such case, the trust term will be extended three (3) years. The three (3) business years upon the extension of the trust term will become newly the Applicable Term. The Company will contribute additional fund not more than 500 million yen for the extended trust term and continue to grant Directors, etc. points and the Trust will deliver shares to Directors, etc., provided, however, that if shares of the Company (other than undelivered shares equivalent to outstanding points granted to Directors, etc. (hereinafter referred to as the “Remaining Shares”) and cash (hereinafter referred to together with the Remaining Shares as the “Remaining Shares, etc.”) remain in the Trust at the time extension, the amount of the Remaining Shares, etc. and the total amount of trust fund additionally contributed shall be within 500 million yen. The extension of the trust term will not be necessarily once, but the Trust might be continued again in the same manner thereafter.

In case no amendment in the trust agreement or no additional contribution is made, no points will be granted to Directors, etc. thereafter.

(3) Method of determining the number of shares delivered to Directors, etc. and upper limit

Each business year in the trust term (the first business year being the business year ending March 31, 2019), according to the position at the end of the business year and the degree to accomplish the targeted results of operation, points calculated by the following formula will be granted to Directors, etc. at the designated time following the close of the subject business year. Following the end of the Applicable Term, shares of the Company, etc. equivalent to the accumulated granted points (hereinafter referred to as the “accumulated points”) shall be delivered to Directors, etc.

One (1) point is one (1) share; provided, however, that any event takes place reasonably necessitating to make adjustment of points such as stock split or consolidation of stock of the Company, the number of shares of the Company per one (1) point shall be adjusted according to the split ratio or consolidation ratio.

(Formula to calculate point)

$$\text{Points} = \frac{\text{Amount of stock remuneration according to position}}{\text{Average acquisition cost by the Trust}} \times \text{Linked results of operation index}^*$$

*Consolidated linked results of operation index fluctuates in the range of 0% to 150% according to consolidated operating profit, ROE, sales amount deriving from service related business and the degree of content of employees, etc. in each business year

The total number of shares of the Company delivered to Directors, etc. in the trust term of the Trust shall be limited to 61,300 shares in one business year and the aggregate number of shares delivered during the Applicable Term shall be limited to 183,900 shares. The upper limit of the number of shares of the Company delivered to Directors, etc. was set forth upon reference to the stock prices of the Company in the past taking into consideration that the upper limit of the trust fund as stated in (2) above.

(4) When and how shares of the Company are delivered to Directors, etc.

Directors, etc. qualified for beneficiary requirement will receive the delivery, etc. of the number of shares equivalent to the accumulated points calculated in accordance with the formula in (3) above. Directors, etc. shall receive the delivery of 50% of shares (disregarding less than a unit of shares) and cash converted from the rest 50% of shares within the Trust.

Furthermore, in case of severance of Directors, etc. during the trust term (other than severance for his/her own reason or removal), Directors, etc. will receive the delivery of shares equivalent to the accumulated points until the severance. In such case Directors, etc. shall receive the delivery of 50% of shares

(disregarding less than a unit of shares) and cash converted from the rest 50% of shares within the Trust. Moreover, in case of death of Directors, etc. in office, inheritors of the subject Director, etc. will receive the delivery of cash converted from the shares equivalent to the points accumulated until the time of death within the Trust. In case of Directors, etc. becoming non-resident, he/she will receive the delivery of cash converted from shares of the Company equivalent to the points accumulated to such time within the Trust.

(5) Exercise of the Voting Rights of the shares kept within the Trust

For the purpose of securing the neutrality toward the management, the voting rights associated with the shares kept within the Trust will not be exercised.

(6) Handling of Trust Property at the time of termination of the Trust

At the time of termination of the Trust (if the trust term is extended in (2) above, the time of termination of the extended trust term) if the Remaining Shares remain in the Trust, the Company will receive free distribution of the Remaining Shares from the Trust and the Company will cancel the shares upon resolution of the Board of Directors as a way of return to shareholders. Remaining dividends received on shares within the Trust during the trust term will be applied to share acquisition cost and in case of termination of the Trust due to maturity of the trust term, a portion in excess of allowance of trust expense is scheduled to be donated to an organization with which the Company or Directors, etc. have not any interest.

(7) Other details of the System

Other details of the System will be determined at the Board of Directors each time when the Trust is established, the trust agreement is amended and additional contribution is made to the Trust.

The details of the System can be found in the media release regarding this matter dated on May 10, 2018.

-END-