

[TRANSLATION]

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Corporate Governance Report

Last Update: July 1, 2026

TISI Inc.

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<https://www.tisi.jp/en/>

The corporate governance of TISI Inc. (hereafter, “TISI” and “the Company”) is described below.

I. Basic Views on Corporate Governance, Capital Structure, Corporate Profile and Other Basic Information

1. Basic Views

TISI will constantly strive to achieve the highest level of corporate governance and will work to maintain and further enhance its approaches to corporate governance. Management believes that the key to good corporate governance is to ensure transparency and fairness in decision-making processes, make full and effective use of management resources, and raise the integrity of management practices through swift and accurate assessment of situations, from the viewpoint of promoting sustainable corporate growth and boosting medium- and long-term corporate value. Accordingly, management at the Company is committed to upholding good corporate governance in line with the following basic principles.

1. To respect the rights of shareholders and to ensure equality.
2. To consider the interests of stakeholders, including shareholders, and work with stakeholders in an appropriate manner to achieve stated goals.
3. To disclose corporate information appropriately and ensure transparency.
4. To engage in constructive dialogue with shareholders based on a medium- to long-term investment perspective.

Note that management has laid out basic views on corporate governance for TISI under Basic Policy on Corporate Governance, and the Company discloses the content of this policy on its website.

<https://www.tisi.jp/en/ir/policy/governance/>

Pursuant to a resolution passed at the 18th Annual General Meeting of Shareholders on June 23, 2026, the Company transitioned to a company with an audit and supervisory committee. The transition will reinforce corporate governance practices from a global perspective and ensure that the Company meets the expectations of domestic and international stakeholders.

Reasons for Non-compliance with the Principles of the Corporate Governance Code

TISI complies with all principles of the Corporate Governance Code.

Disclosure Based on the Principles of the Corporate Governance Code

Principle 1-4 Cross-Shareholdings

(1) Policies for cross-holdings of shares

In accordance with the basic corporate governance policies set by the Company, the Company will not newly acquire any domestic listed shares, and works to reduce domestic listed shares that it holds as much as possible by positioning it as a priority issue. On the other hand, only if it is judged that it will contribute to the sustainable growth of the Group as well as the enhancement of its medium- to long-term corporate value, shares of companies including start-up and venture companies may be strategically held. Specifically, in order to proactively promote business deployment focusing on the social issues to be resolved, which the Company has selected to contribute to the realization of a sustainable society, including “financial inclusion,” “concentration in cities/decline in rural areas,” “low-carbon/decarbonization” and “health issues,” collaboration and co-creation activity with those companies and stable alliance and cooperative relationships may be essential for continuous creation of business opportunities and utilization of technologies. We position shareholdings for that case as an investment that meets the growth strategy of the Group, and define them as “strategically held shares.”

Upon verifying the rationality of continuing to hold shares, we classify shares held into the following two categories and set a verification method for each of them.

Capital alliance partners

After making an investment, the Company will continue to hold the shares for a certain period of time determined by the Company as a period to establish the foundation of the strategic alliance.

After a certain period of time has passed, we will verify to check the progress status of the collaborative business and to see whether or not there are ongoing transactions through qualitative evaluation. As a result of the verification, if it is judged that there is little significance in holding them, listed shares will be sold based on the market conditions, etc. and unlisted shares will be sold as soon as a buyer is found in consultation with the issuer.

Others (items not covered by the above)

We will calculate the percentage of the total amount of the business-related revenue and dividends from each issuer and its affiliated companies against the amount of shares of each stock held as cross-shareholdings, which is recorded on the balance sheet to check to see whether or not it exceeds 10%. As a result of the verification, also considering the qualitative evaluation such as future transaction prospects, if it is judged that there is little significance in holding them, listed shares will be sold based on the market conditions, etc. and unlisted shares will be sold as soon as a buyer is found in consultation with the issuer.

Also, while proceeding with reduction in line with the above-mentioned policies and concepts, we aim to lower the percentage of the amount of the cross-shareholding shares recorded on the balance sheet against the consolidated net assets to the 10% level. To achieve this goal, we reduced eight issues of shares held for cross-holdings including six issues sold in full. Due to fluctuations in the market value in the stock market in addition to the above-mentioned reduction, the amount recorded on the balance sheet for the fiscal year ended March 31, 2026 decreased by 2.9 billion yen to 20.2 billion yen. As a result, the above-mentioned percentage in the fiscal

year ended March 31, 2026, is 6.0% (down 0.5 percentage points year on year), and the percentage excluding strategically held shares is 1.5%.

(2) Criteria for exercising voting rights for cross-shareholdings

We will exercise voting rights for listed shares held properly after comprehensively judging whether or not it will contribute to the sustainable growth of the Group and the investees as well as the enhancement of their medium- to long-term corporate value among others also while considering the proxy advisory policies of proxy advisory firms.

(3) Number of issues held by the Company for purposes other than portfolio investment and total amounts recorded on the balance sheet

Category	Fiscal 2025, ended March 31, 2025	Fiscal 2026, ended March 31, 2026
Number of issues	79 issues	82 issues
(of which) Strategic shareholdings	61 issues	64 issues
Cross-shareholdings	18 issues	18 issues
Total balance-sheet amount	23,140 million yen	20,212 million yen
(of which) Strategic shareholdings	14,998 million yen	14,981 million yen
Cross-shareholdings	8,141 million yen	5,231 million yen

(Note) During the fiscal year ended March 31, 2026, for the purpose of strategic collaboration to promote open innovation, etc., we newly acquired shares of nine capital alliance partner companies including a venture company (941 million yen).

(Supplementary Principles 1-4-1, 1-4-2 Relationships with strategic shareholders (those who hold a company's shares for the purpose of cross-shareholding))

When strategic shareholders, that is, cross-shareholders, of TISI indicate that they intend to sell Company shares, TISI responds appropriately and in such a way so as not to hinder the sale. In addition, the Company will not execute transactions with strategic shareholders if such transactions lack an economic rationale.

(Principle 1-7 Related Party Transactions)

Board of Directors' Approval on Related Party Transactions

If a director, subsidiary or other related party is involved in a transaction that competes with TISI or leads to a conflict of interest, the Board of Directors will have to approve such a transaction in advance to ensure that it does not impair the common interests of the Company or its shareholders. Of such transactions, any involving conflicts of interest between the Company and its directors (excluding directors who are Audit and Supervisory Committee Members) may, in accordance with Article 423, Paragraph 4 of the Companies Act, be subject to prior approval by the Audit and Supervisory Committee as well as approval by the Board of Directors. In addition, if a problem arises relating to a conflict of interest in regard to a director, the director must immediately report this to the Board of Directors and obtain the approval from the Board of Directors.

Disclosing Related Party Transactions

Details on related party transactions are provided to the Board of Directors on a regular basis, with a summary included in notes to consolidated financial statements in the *Yuka Shoken Hokokusho* (annual securities report filed in Japanese by companies listed in Japan) as well as in notes to non-consolidated financial statements presented in notices of convocation for General Shareholders Meetings, in accordance with provisions set forth under related laws and regulations.

(Supplementary Principle 2-4-1 : Ensuring Diversity in Promotion to Core Human Resources, Etc.)

Views on ensuring diversity

In our changing society, characterized by a declining workforce and an increasingly fluid labor market, we believe it is important to have highly skilled IT professionals and experienced human resources. By creating an environment in which diverse human resources can shape their own careers and create new value with high levels of vitality and engagement, we will maintain and expand the Group's competitiveness and enhance its overall ability to resolve social issues through our business activities. We are committed to fostering a corporate culture in which our people can play an active role regardless of any differences in gender, nationality, career and experience, ability/disability, age, sexual orientation, gender identity, values, work styles, and the like. To this end, we will develop work environments, including active promotion, training, higher compensation level, systems and infrastructure, in which people with diverse personalities can utilize the diversity of their opinions to create new value.

Status of ensuring diversity and voluntary and measurable goals

(1) Promotion of women to core human resources

The Group has set a goal of raising the percentage of female employees in management positions from 12% to 15% or higher toward April 2027. Each of Group companies formulates Action Plan to Promote Women's Participation, taking its issues into consideration, and continues to develop related programs and environment, and promotes the development of high-quality human resources who will support and lead its business and promotion of women to core human resources. In addition, TISI has announced its endorsement of the Challenge Initiatives for 30% of Executives to be Women by 2030 of Keidanren (Japan Business Federation) and will enhance active promotion of women to officers.

(2) Promotion of foreign nationals to core human resources

The Group is making efforts to strengthen the base of human resources with global perspective in response to increased globalization of its business activities. Such efforts include promotion of one foreign national to the position of executive officer at TISI. The TIS INTEC Group has expanded its global operations through active M&As and capital/business alliances in recent years, and currently has an office network exceeding 50 companies in 10 countries and a workforce of more than 4,000 people (both figures are total of overseas subsidiaries and affiliates accounted for using the equity method). We believe that management and development of operations should be autonomously led by local nationals to take root in each local company based on the nature of the Group's global operations. As such, local nationals have been assigned to most of the positions of top management and managers who play a central role in business operations, and such assignments will be continued

toward further business expansion. Under such a situation, we consider it is unnecessary to set voluntary and measurable goals for this subject at this time.

(3) Promotion of midcareer hires to core human resources

Each of Group companies plans midcareer hiring, taking its human resource needs into consideration. The Company is actively reinforcing recruitment and the number of people promoted to core human resources status to achieve the business portfolio described in the medium-term management plan and to realize a sustainable society through continuous business expansion. The Company calculated the number of midcareer hires needed, based on the target established for core personnel by the end of fiscal 2027, ending March 31, 2027, and has been working to boost the percentage of midcareer hires in management positions from 31.1% in fiscal 2025 to as high as 34% in fiscal 2027.

* Actual results for fiscal 2025 and the target set for fiscal 2027 are based on TIS' standalone figure prior to the merger with INTEC on July 1, 2026. The target percentage of midcareer hires in management positions for TISI is being reviewed in light of the merger.

Policy on human resource development for ensuring diversity

To build a comfortable working environment where diverse human resources actively participate with motivation, the Group will promote the sophistication of organizational management. In addition, the Group will make active investments in education and develop programs to support growth of its employees so that they can learn from various experiences.

Policy on internal environmental improvement for ensuring diversity

Focusing on differences in working mindset, living environment and operational environment of its employees, the Group strives to build a working environment where diverse human resources can fully exercise their capabilities as self-disciplined professionals. The Group will promote the workstyle reform and improve the environment for flexible workstyle, including the office, infrastructure, and human resource system and rules corresponding to "diverse needs for working".

The Group's initiatives for ensuring diversity are described on "ESG Databook" page in the corporate website.

https://www.tisi.jp/documents/en/group/sustainability/esg_databook/esgdb2025e.pdf

(Principle 2-6 Roles of Corporate Pension Funds as Asset Owners)

TISI established a defined contribution pension plan to facilitate stable asset formation for employees, carefully undertakes the selection of asset managers and investment products appropriate to this plan, and creates opportunities for employees to learn about pension systems and operation.

TISI uses the reserves of a closed defined benefit plan—that is, a defined benefit plan that provides ongoing accruals but that has been amended to limit those accruals to some or all of the employees who participated in the plan on a specified date—for investment. Personnel with the necessary experience and qualifications are assigned to the Human Resources Department and the Finance and Accounting Department, which are responsible for putting these reserves to work, and efforts are made to upgrade the skills of personnel through education and

training. The Company entrusts actual management and operation of funds to external asset managers, such as trust banks, and the departments responsible for corporate pension fund investment monitor fund performance on a regular basis and make adjustments as appropriate.

(Principle 3-1(i) Company objectives (e.g., business principles), business strategies and business plans)

Business Principles

TISI describes its corporate philosophy—Our Philosophy (the TIS INTEC Group Management Philosophy)—on its corporate website.

<https://www.tisi.jp/en/group/philosophy/>

Group Vision

TISI describes its Group Vision 2032 on its corporate website.

<https://www.tisi.jp/en/group/vision/>

Business Plan

TISI describes its Medium-Term Management Plan (2024 - 2026) on its corporate website.

<https://www.tisi.jp/en/ir/policy/midtermpolicy/>

(Principle 3-1(ii) Basic views and guidelines on corporate governance)

TISI set out its Basic Policy on Corporate Governance, based on OUR PHILOSOPHY (the TIS INTEC Group Management Philosophy) and the Group Vision, to realize a higher corporate value for the Group as a whole over the medium to long term. Efforts are continuously directed toward enhancing corporate governance practices.

(Principle 3-1(iii) Board policies and procedures in determining the remuneration of the senior management and directors)

1. Remuneration determination policies

In order to ensure objectivity and transparency of the remuneration determination process and further strengthen the corporate governance framework, the Company has set up an arbitrary remuneration committee consisting mainly of Independent External Directors as an advisory body to the Board of Directors.

Officers' remuneration is determined by the resolution of the Board of Directors after consulting and reporting to the Remuneration Committee with the basic policy of strengthening incentives to improve performance by implementing a remuneration system linked to the company performance indicators.

2. Remuneration structure for officers

The Company's remuneration system consists of base remuneration, performance-linked remuneration and performance-linked stock remuneration. Each remuneration's type, calculation method and provision method are as follows.

Name	Type	Calculation method, etc.	Provision method
Base remuneration	Fixed remuneration	<ul style="list-style-type: none"> • It is determined based on the role and the scope of responsibility for each position. 	Monthly payment
Performance-linked remuneration	Variable remuneration		
Performance-linked stock remuneration		Variable compensation (performance-linked)	<ul style="list-style-type: none"> • The Company's stock is granted based on actual performance as performance-linked stock remuneration. • Relative TSR is set as an indicator, and it is calculated based on the performance-linked coefficient that is determined after three (3) fiscal years have passed from the beginning of the application (50% is paid in cash equivalent to the market value). • Performance-linked coefficient fluctuates within a range of 0% to 200%.
	<ul style="list-style-type: none"> • The Company's stock is granted in accordance with the calculation made for each position as performance-linked stock remuneration. • It is paid after three (3) fiscal years have passed from the beginning of the application (50% is paid in cash equivalent to the market value). • The provision rate is calculated as 50% of performance-linked stock remuneration when it is paid 100% for each position. 		

3. Remuneration structure for External Directors (excluding Audit and Supervisory Committee Members) and Audit and Supervisory Committee Members

Remuneration paid to external directors (excluding Audit and Supervisory Committee Members) consists solely of basic remuneration, and no performance-linked remuneration will be paid. Also, remuneration for the directors who are Audit and Supervisory Committee Members (hereafter, Audit and Supervisory Committee Members) will be determined in consultation with the Audit and Supervisory Committee and, from the perspective of ensuring a high degree of independence, will not be linked to performance and consist solely of basic remuneration.

Remuneration ratio for each position

Officer's category and position	Base remuneration	Performance-linked remuneration	Performance-linked Stock remuneration
Director (excluding Directors Who Are Audit and Supervisory Committee Members)			
President and Executive Officer	50.0%	25.0%	25.0%
Executive Vice President, Senior Managing Executive Officer	55.0%	22.5%	22.5%
Managing Executive Officer, Executive Officer	60.0%	20.0%	20.0%
Director (excluding Executive Officer)	100.0%	—	—
External Director	100.0%	—	—
Director Who is an Audit and Supervisory Committee Member			
Full-time Directors	100.0%	—	—
External Director	100.0%	—	—

*Since Non-executive Directors, External Directors and Full-time Audit and Supervisory Committee Members are in a position to manage and supervise the executing side, they are not paid performance-linked remuneration but are granted only base remuneration.

4. Other

When the performance-linked stock remuneration system was introduced, the Board of Directors resolved to stipulate activities that are not complying with the stock delivery regulations for the Executive Compensation BIP Trust (the “stock delivery regulations”) and a clause that makes it possible to request that a person who has violated the regulations returns the amount equivalent to the delivered shares, etc. and a clause that makes it possible to confiscate the awarded points.

5. Process to determine officers' remuneration

- (1) Based on the medium-term management plan, evaluate the results including the status of achievement of the business plans drawn up at the beginning of the fiscal year at a performance evaluation meeting to be held in late May, every year.
- (2) At the performance evaluation meeting mentioned in (1) above, the Representative Director, President and Executive Officer evaluates officers.
- (3) Consult on the evaluation result of (2) above and the amount of remuneration based on the evaluation result at the Remuneration Committee to be held in mid-June each year.
- (4) The Board of Directors shall resolve the amount of remuneration for officers, which has been mentioned to and discussed with the Remuneration Committee mentioned in (3) above.
- (5) Among the annual amount of officers' remuneration, which has been resolved at the meeting of the Board of Directors as described in (4) above, base remuneration is paid monthly while performance-linked remuneration is paid in one lump sum in July.
- (6) As for the level of the amount of officers' remuneration, we ask a third-party organization to conduct a survey on officers' remuneration to analyze trends of other companies from July each year.
- (7) We report the result of the officers' remuneration survey conducted by the third-party in (6) above to the Remuneration Committee in February each year to inquire about a revision of the amount of officers' remuneration.

Performance-linked stock remuneration is calculated based on the stock delivery regulations, and there is no room for discretion of the Representative Director or the Remuneration Committee.

6. Activities of the Advisory Committee with respect to determination of officers' remuneration

A total of five Remuneration Committee meetings were held in the fiscal year ended March 31, 2026, to inquire about the validity of the remuneration of the Company based on comparative analysis between the officers' remuneration amount of the Company and the officers' remuneration of other companies, which had been made by the research company. The Board of Directors put a proposal on officers' remuneration on the agenda based on the result of the advice given by the relevant organization.

7. Method of calculating remuneration

The calculation methods for the base remuneration, performance-linked remuneration and performance-linked stock remuneration shown in 2. are as follows:

(1) Base remuneration

Paid based on the magnitude of the role and the scope of responsibility for each position.

(2) Performance-linked remuneration

For the calculation of performance-linked remuneration, a provision rate is calculated based on company-wide performance, the performance of the responsible organization and individual appraisal. Then, a performance evaluation ratio for each position is added to the calculated provision rate. The delivered rate is used for the calculating individual payments (0% to 150%). The specific calculation method is as follows:

Performance-linked remuneration assessment item

(i) Allocation ratio of performance evaluation for each position

The amount of individual performance-linked remuneration is calculated by determining an allocation ratio of performance evaluation for each position as follows, and calculating an evaluation score for company-wide performance, the performance of the responsible organization and individual appraisal separately.

Position	Company-wide performance	Organizational performance	Individual performance
Director (excluding Directors Who Are Audit and Supervisory Committee Members)			
President and Executive Officer	100%	–	–
Executive Vice President, Senior Managing Executive Officer	60%	20%	20%
Managing Executive Officer, Executive Officer	40%	40%	20%

(ii) Determination of company-wide performance evaluation score

1) Company-wide performance indicator and evaluation ratio

Company-wide performance evaluation is determined with the degree of achievement of the plan for each indicator and each indicator's ratio.

A company-wide performance score is calculated based on the company-wide performance score formula in 2).

Type	Indicator	Ratio
Financial indicator	Consolidated net sales	25%
	Consolidated operating income	25%
	EPS	25%
Non-financial indicator	Stakeholders' satisfaction	15%
	ESG score	5%
	Governance	5%

*The target value for the plan of each indicator is set higher than the announced value for the operation.

2) Company-wide performance evaluation score formula

A company-wide performance evaluation score is determined using the formula below based on the degree of achievement of the target value for each company-wide performance indicator and each indicator's ratio.

Company-wide performance evaluation score = Σ (Degree of achievement of each financial indicator \times each ratio) + Σ (Degree of achievement of each non-financial indicator \times each ratio)

*The upper limit is 150% if it exceeds 150%.

(iii) Determination of organizational performance evaluation score

Organizational performance is calculated within a range of 0 to 100 points based on the degree of achievement of financial and non-financial indicators for the officer's responsible organization during the target fiscal year for the performance evaluation. The calculated organizational performance evaluation score is divided by the base score of 66.5 points so that it falls within a range of 0% to 150%, and the evaluation score is determined within a range of 0% to 150%.

Organizational performance evaluation score = Performance evaluation of responsible organization/base score

*The upper limit is 150% if it exceeds 150%.

(iv) Determination of individual performance evaluation score

An individual performance evaluation score is delivered as a final five-grade evaluation based on the two-axis evaluation assessing the progress of the strategies developed as targets by an eligible officer for his/her responsible organization in the previous fiscal year (three-grade evaluation) and the degree of leadership demonstrated (three-grade evaluation) by the officer.

*Evaluation based on organizational strategy and leadership

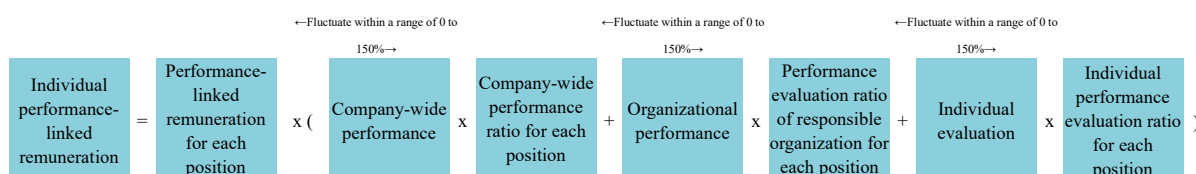
	Leadership			
Organizational strategy		3	2	1
	3	A	B	C
	2	B	C	D
	1	C	D	E

*Five-grade evaluation

Evaluation	A	B	C	D	E
Evaluation ratio	150	100	50	25	0

(v) Formula for individual performance-linked remuneration

(i) Allocation ratio of performance evaluation for each position, (ii) Company-wide performance, (iii) Organizational performance and (iv) Individual performance described above are separately evaluated. The amount of remuneration is determined with the following formula.



(vi) Upper limit of performance-linked remuneration

Position	performance-linked remuneration (Thousands of yen)
Director (excluding Directors Who Are Audit and Supervisory Committee Members)	
President and Executive Officer	45,000
Executive Vice President	29,400
Senior Managing Executive Officer	21,600

3) Performance-linked stock remuneration

Performance-linked stock remuneration is a system that provides non-monetary remuneration (hereinafter referred to as the “System”). The Company establishes an incentive plan that covers consecutive three (3) fiscal years (hereinafter referred to as the “Assessment Period”) as the consideration for executing duties during the target job execution period. Under the System set in fiscal 2024, the Company grants officers who are eligible for the System (hereinafter referred to as “Eligible Officers”) 50% each of the base points defined for each position as a performance-linked part (PSU) and fixed part (RSU) during the Assessment Period of the three (3) consecutive fiscal years from fiscal 2024 to fiscal 2026. As a general rule, in July, after the completion of the Assessment Period, for people who satisfy certain requirements, the number of base points is converted into stock delivery points based on the formula for performance-linked stock remuneration for each person, and the Company’s common stock is provided in accordance with the total number of the stock delivery points.

(1 point = 1 share)

About 50% of the Company stock is sold on the stock market to secure the funds to pay taxes and the proceeds of the sales is paid.

- PSU (Performance Share Unit) is the Company's common stock provided after three (3) fiscal years have passed from the beginning of the application to Eligible Officers who belong to the Company as of April 1 of the initial fiscal year of the application based on the growth rate of the Company's stock price during the Assessment Period. (50% is paid in cash equivalent to the market price.)
- RSU (Restricted Share Unit) system is introduced in fiscal 2024 and allows the Company to grant Eligible Officers who belong to the Company as of April 1 of the initial fiscal year of the application a fixed number of the Company's common stock after three (3) fiscal years have passed from the beginning of the application. (50% is paid in cash equivalent to the market price.)

(i) Performance evaluation period (model period from 2024 to 2026)

Established fiscal year	Type	2024	2025	2026	2027	2028	2029
Fiscal 2024	PSU	□ _____ →			■☆		
	RSU	□ _____ →			■☆		
Fiscal 2025	PSU		□ _____ →			■☆	
	RSU		□ _____ →			■☆	
Fiscal 2026	PSU			□ _____ →			■☆
	RSU			□ _____ →			■☆

Legend: □ Grant of base points ■ Convert to stock delivery points ☆ Delivery of company stock and payment of cash

(ii) Calculation of base amount for each position

Base amount used to grant points is set for each position as follows:

Base amount for each position = Base remuneration for each position × Coefficient for each position

Coefficient for each position

Position	Coefficient for each position
Director (excluding Directors Who Are Audit and Supervisory Committee Members)	
President and Executive Officer	25.0%
Executive Vice President, Senior Managing Executive Officer	22.5%
Managing Executive Officer, Executive Officer	20.0%

(iii) Method of calculating point (1 point = 1 share)

1) PSU :

A. At the beginning of fiscal year

Number of base points (PSU) =

Base amount for each position × 50% / The Company's stock price at the time of acquisition (figures below the decimal point are omitted)

B. At the time of performance evaluation (at the time of granting stock)

Number of stock delivery points (PSU) =

Number of base points (PSU) = Number of months of service / 12 months × Performance-linked coefficient (figures below 1 point are omitted)

C. Performance-linked coefficient

The performance-linked coefficient applied at the time of the performance evaluation (at the time of granting stock) is determined based on relative TSR as follows:

Relative TSR (%)	Performance-linked coefficient
200% or higher	200%
50% or higher, less than 200%	Calculated relative TSR (%)
Less than 50%	0%

2) RSU :

A. At the beginning of fiscal year

Number of base points (RSU) =

= Base amount for each position × 50% / The Company's stock price at the time of acquisition (figures below the decimal point are omitted)

B. At the time of share delivery

Number of stock delivery points (RSU)

= Number of base points (RSU) = Number of months of service/12 months × Performance-linked coefficient (figures below 1 point are omitted)

3) Number of stock delivery points:

Number of stock delivery points

= Number of stock delivery points (PSU) + Number of stock delivery points (RSU)

The upper limit on the number of base points granted to executive directors and executive officers (excluding external directors and domestic residents) who fall under the evaluation period from fiscal 2025, ended March 31, 2025, through fiscal 2027, and the upper limit on the number of stock delivery points associated with conversion of granted base points, are presented below.

One base point is equivalent to one share. However, in the event of a share split, reverse split, also known as share consolidation, or other corporate action related to company shares during the trust period, the number of company shares per point (including the number of shares to be converted) will be adjusted according to the stock split ratio, reverse split ratio or other metric.

In addition, application of fixed point and performance-linked point limits, as presented under Number of Points Granted According to Position, will be based on position titles held upon conclusion of the Ordinary General Meeting of Shareholders on June 23, 2026.

The upper limit of points

The upper limit of stock delivery points
230,000

*Including 30,000 points for INTEC within the 230,000-point limit.

Number of points granted for each position

Position	Fixed points	The upper limit of performance-linked points (Performance coefficient: 200%)
Director (excluding Directors Who Are Audit and Supervisory Committee Members)		
President and Executive Officer	4,747	9,494
Executive Vice President	3,101	6,202
Senior Managing Executive Officer	2,278	4,557

*Average share purchase price is calculated using ¥3,159.80 (rounded down to third decimal place), which is the average share price at the time the required number of shares was acquired since August 7, 2024.

(iv) Calculation method of relative TSR (%) (As an example for the explanation, the case of fiscal 2024 is shown.)

Relative TSR (%) = The Company's TSR (%) / TOPIX growth rate (%)

The Company's TSR (%) = (B + C) / A

A: Average closing price of the Company's stock on the Tokyo Stock Exchange in May 2024

B: Average closing price of the Company's stock on the Tokyo Stock Exchange in May 2027

C: Total amount of dividend per share of the Company's stock from the beginning of fiscal 2024 to the end of fiscal 2026

TOPIX growth rate (%) = E / D

D: Average closing price of TOPIX on the Tokyo Stock Exchange in May 2024

E: Average closing price of TOPIX on the Tokyo Stock Exchange in May 2027

(Principle 3-1(iv) Board policies and procedures for selecting/rejecting candidates in the nomination process for senior management positions, including directors)

In nominating Directors and other officer positions, the Company will nominate persons with abundant experience, a high level of insight and advanced specialization based on the election criteria established by the Company that make them suitable as directors in order to realize effective corporate governance and contribute to the sustainable growth of the Company as well as the enhancement of its medium- to long-term corporate value while also considering aspects of diversity such as gender, internationality, career and age. When nominating candidates for directors, the Board of Directors will deliberate on the matter after consulting with the Nomination Committee, a voluntary advisory body chaired by an independent external director and composed of several directors, with the majority of members being independent external directors—and for candidates for directors who are Audit and Supervisory Committee Members, after also obtaining the consent of the Audit and Supervisory Committee. If a situation arises that requires a core member of the executive team to be removed

from office, the Board of Directors will make a proposal for dismissal. The dismissal of a director will be undertaken in accordance with the Companies Act and other relevant rules and regulations.

(Principle 3-1(v) Explanations with respect to the individual appointments/dismissals and nominations based on iv)

For all candidates being nominated to the position of director, TISI provides reasons in each proposal for electing a named candidate that appears in the reference materials of the Notice of Convocation for the General Shareholders Meeting at which these candidates are put forward for approval by shareholders. TISI presented candidates—13 directors—who were subsequently approved by shareholders at the 18th Annual General Meeting of Shareholders. They are introduced below.

Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

Toru Kuwano

After assuming the office of President and Representative Director of the Group company, Toru Kuwano was appointed as a Director of the Company in June 2013 and President and Representative Director in June 2016. Since April 2021, he has assumed the office of Chairman and Director of the Company. He has a wealth of experience and deep knowledge gained over many years about the Company's and the Group's business, as well as in business administration.

Furthermore, since April 2021, he has served as Chairman of the Board of Directors in a non-executive director position, demonstrating leadership in ensuring fair management oversight and driving efforts to strengthen our corporate governance structure. As a result, he has made a significant contribution to the Company's sustainable growth and the enhancement of its corporate value over the medium to long term.

He is nominated as a candidate for Director, since he is highly expected to continue leading discussions to ensure that the Board of Directors' supervisory functions are fully exercised, and to play a key role in significant decision-making for the Group as well as in the administration and oversight of business management.

(18th Annual General Meeting of Shareholders)

Yasushi Okamoto

Yasushi Okamoto served as Senior Managing Executive Officer and Division Manager of the planning and development department of industrial systems from July 2016, after having been engaged in corporate business in the corporate planning department of the Company for many years. Subsequently, he assumed the post of Director in June 2018, and has been leading the Company as President and Representative Director since April 2021.

Leveraging the experience and insights he has accumulated to date, he can demonstrate leadership in further driving the Group's sustainable growth and enhancing its corporate value by ensuring the steady execution of the current Medium-Term Management Plan (2024–2026) and creating synergies through the integration of management resources following the merger with INTEC Inc. In addition, he is highly expected to contribute to significant decision-making for the Group as well as to the oversight of business management. Therefore, he is nominated as a candidate for Director.

(18th Annual General Meeting of Shareholders)

Shinichi Horiguchi

Shinichi Horiguchi has been engaged in the finance/credit card business for many years, and has served as General Manager of the financial systems planning and development department for financial systems as Managing Executive Officer of the Company since April 2017. Furthermore, since joining the Company's Board of Directors in June 2023 and assuming the position of Representative Director, Executive Vice President in April 2024, he has been in charge of corporate departments and supervised company-wide corporate management functions.

He can leverage the specialized experience and insights he has accumulated to date to demonstrate leadership in driving the execution of the current Medium-Term Management Plan (2024-2026). He is nominated as a candidate for Director since he is highly expected to fulfill the duties of significant decision-making for the Group and oversight of business management as a member of the executive team.

(18th Annual General Meeting of Shareholders)

Shuzo Hikida

Shuzo Hikida has been engaged in the creation of strategic informatization directly connected to business strategy at top-class companies in the industry at INTEC Inc., one of our major Group companies, to establish the revenue base in the network & outsourcing business operation and create new services. Furthermore, he was appointed Director and Executive Vice President of INTEC Inc. in April 2023 and became a Director of the Company in June 2023. Since April 2024, he has assumed the role of President and Representative Director of INTEC Inc., taking charge of its management.

Leveraging his experience and track record to date, he can contribute to the advancement of the current Medium-Term Management Plan (2024–2026) and to the creation of synergies through the integration of management resources following the merger with INTEC Inc. as well as to the further enhancement of the Group's corporate value. In addition, he is expected to play a significant role in making decisions on important matters and overseeing business management. Therefore, he is nominated as a candidate for Director.

(18th Annual General Meeting of Shareholders)

Akira Makado

Akira Makado has spent many years working in corporate business such as finance and corporate planning departments at INTEC Inc., one of major Group companies, and possesses extensive experience and knowledge in financing and asset management. In April 2023, he was appointed as Director and Executive Vice President of INTEC Inc., and in April 2024, he became Representative Director and Executive Vice President. He plays a key role in corporate governance, overseeing INTEC Inc.'s entire corporate department.

He was appointed as Director of the Company in June 2025. He is nominated as a candidate for Director, since he is highly expected to contribute to the promotion of the current Medium-Term Management Plan (2024-2026) as well as to the further enhancement of the Group's corporate value, and to play a sufficient role in decision-making on significant matters and overseeing management operations drawing on the experience he has gained so far.

(18th Annual General Meeting of Shareholders)

Kiyotaka Nakamura

After assuming the position of Executive Officer, Kiyotaka Nakamura was involved in corporate operations and the payment business in the corporate planning department. As Managing Executive Officer since April 2018 and Senior Managing Executive Officer since April 2021, he has contributed to the business restructuring of the global business, with a focus on business expansion in the Offering Service Business. Furthermore, since his appointment as a Director of the Company in June 2025, he has been actively leveraging his extensive experience to drive initiatives aimed at further enhancing corporate value and expanding our business in line with the current Medium-Term Management Plan (2024–2026).

He is nominated as a candidate for Director, since he is highly expected to continue to fulfill the duties of significant decision-making for the Group as well as the oversight of business management.

(18th Annual General Meeting of Shareholders)

Junko Sunaga

Junko Sunaga has spent many years working in the semiconductor business, centered on mobile phones, and in April 1997 she joined the Japan arm of Qualcomm (USA), a leading company in the mobile communications industry, as its first employee. Since April 2018, she has been President and Representative Director of Qualcomm Japan, Inc., where she has achieved successful results in expanding the semiconductor business in Japan. She is expected to provide advice and recommendations from an independent perspective by utilizing these experiences and expertise in the Company's management to ensure that the decisions to be made by the Board of Directors will be reasonable and appropriate. Additionally, she serves as chair of the Nomination and Compensation Committees, which are voluntary advisory bodies to the Board of Directors. She is nominated as a candidate for External Director, since we believe she continues to contribute to enhancing corporate value and strengthening corporate governance.

Note that she has been in office as an External Director of the Company since June 2024 and shall have served two years at the conclusion of this Annual General Meeting of Shareholders.

(18th Annual General Meeting of Shareholders)

Mitsuhiro Furusawa

Mitsuhiro Furusawa, having experienced being Vice-Minister of Finance for International Affairs and Deputy Managing Director of the International Monetary Fund (IMF), has broad insight into fiscal and monetary policy as a government official, and a global perspective gained as a senior executive at an international organization. We expect him to contribute to the enhancement of corporate governance of the Company by giving advice and suggestions from an independent perspective to ensure that the decisions to be made by the Board of Directors will be reasonable and appropriate.

Furthermore, as a member of the Nomination and Compensation Committees, which are voluntary advisory bodies to the Board of Directors, he draws on his extensive experience and deep insight to offer objective observations and advice.

Moreover, although he has not participated in corporate management in any manner other than as an external officer, he is nominated as a candidate for External Director, as it is considered that he will be able to utilize his extensive experience and knowledge to appropriately perform the duties of an External Director, thereby improving the Company's corporate value and deepening and expanding global management.

Note that he has been in office as an External Director of the Company since June 2025 and shall have served one year at the conclusion of this Annual General Meeting of Shareholders.

(18th Annual General Meeting of Shareholders)

Naoko Iwasaki

Naoko Iwasaki holds a PhD in Global Information and Telecommunication Studies and possesses academic and policy expertise regarding the revitalization of an aging society through the use of ICT. As overseer of the APEC Project on Smart Silver Innovation, she promotes research on aging-related issues and the use of digital technology from a global perspective. Additionally, as President of the International Academy of CIO Japan, she is involved in formulating digital policy recommendations and contributes to solving social issues through her diverse networks. This expertise aligns closely with the social issues prioritized in the current Medium-Term Management Plan 2024–2026, such as “urban concentration/rural decline” and “health concerns.” She is nominated as a candidate for Director, since she is highly expected to contribute to enhancing the corporate value of the Company.

(18th Annual General Meeting of Shareholders)

Directors Who Are Audit and Supervisory Committee Members

Hideki Kishimoto

Hideki Kishimoto has experience in global management through his work in the finance sector promoting business overseas, and also has extensive experience and broad insight into corporate governance as head of compliance divisions.

Since assuming the position of full-time Audit & Supervisory Board Member of the Company in June 2024, he has contributed to the enhancement of the Group’s governance structure in line with its globalization by leveraging the experience and insight gained throughout his career. We believe he will continue to fully exercise his role in providing effective and impartial audit and supervision of the executive duties performed by the Company’s Directors, and have therefore nominated him as a candidate for Director who is an Audit and Supervisory Committee Member.

(18th Annual General Meeting of Shareholders)

Yukio Ono

Yukio Ono is a licensed certified public accountant. His expertise and knowledge in the field of finance and accounting and many years of experience in corporate audit are beneficial to the Company in strengthening the audit system of the Company. Furthermore, as an External Audit & Supervisory Board Member, he has contributed to strengthening the Group’s governance structure through his audit work from an independent standpoint, and we expect him to continue playing a role in strengthening governance based on his advanced expertise in corporate auditing.

Moreover, although he has not participated in corporate management in any manner other than as an external officer, he is nominated as a candidate for External Director who is an Audit and Supervisory Committee Member, as he is considered to appropriately audit and supervise the execution of duties by the Company’s Directors from an objective standpoint for the above credentials. Note that he has been in office as an External

Audit & Supervisory Board member of the Company since June 2020 and shall have served six years at the conclusion of this Annual General Meeting of Shareholders.

(18th Annual General Meeting of Shareholders)

Akiko Yamakawa

Akiko Yamakawa is a licensed attorney with extensive experience and expertise in labor and employment matters, including litigation related to employment disputes at global companies. Furthermore, through her external activities, such as initiatives to support women's advancement, she has provided effective audit function from an objective and professional standpoint regarding the Company's global business operations and human resources strategy. We expect her to continue to play a role in enhancing governance based on her advanced expertise. Additionally, as a member of the Nomination and Compensation Committees, which are voluntary advisory bodies to the Board of Directors, she leverages her extensive experience and deep insight to provide objective observations and advice.

Moreover, although she has not participated in corporate management in any manner other than as an external officer, she is nominated as a candidate for External Director who is an Audit and Supervisory Committee Member, as she is considered to appropriately audit and supervise the execution of duties by the Company's Directors from an objective standpoint for the above credentials.

In addition, if this proposition is approved, she is scheduled to be reappointed as a member of the Nomination and Compensation Committees at a Board of Directors meeting following this General Meeting of Shareholders. Note that she has been in office as an External Audit & Supervisory Board member of the Company since June 2020 and shall have served six years at the conclusion of this Annual General Meeting of Shareholders.

(18th Annual General Meeting of Shareholders)

Hiroko Kudo

Hiroko Kudo has deep insight into domestic and international administrative and financial affairs and a PhD in public policy, and has been active on the global stage as a university professor and researcher. Drawing on the wealth of experience and knowledge that she has gained thus far, she has provided effective audit to enhance the value of our DX initiatives aimed at addressing the social challenges we tackle through our business and to deepen and expand our global operations. We expect her to play a role in strengthening our governance based on her advanced expertise.

Moreover, although she has not participated in corporate management in any manner other than as an external officer, she is nominated as a candidate for External Director who is an Audit and Supervisory Committee Member, as she is considered to appropriately audit and supervise the execution of duties by the Company's Directors from an objective standpoint for the above credentials. Note that she has been in office as an External Audit & Supervisory Board member of the Company since June 2022 and shall have served four years at the conclusion of this Annual General Meeting of Shareholders.

(18th Annual General Meeting of Shareholders)

(Supplementary Principle 3-1-3 Sustainability Initiatives, Etc.)

TISI's own sustainability initiatives

The Group strives to conduct sustainability management based on the TIS INTEC Group Philosophy, “OUR PHILOSOPHY”, and improve value exchange with its stakeholders by resolving social issues through business activities and enhancing management in response to social needs with the aim of contributing to sustainable society and realizing sustainable enhancement of corporate value.

Details of the Group’s sustainability initiatives are available for viewing on the TISI website.

<https://www.tisi.jp/en/group/sustainability/>

Investments in human capital and intellectual property

The TIS INTEC Group sees human capital (human resources) as its most prized management resource and source of sustainable creation of corporate value. Accordingly, the Group promotes personnel strategies focusing on diversification and innovation of individuals and actively invests in its personnel to realize continuous enhancement of value exchange between employees and the company.

We also see its intangible assets, including intellectual property, as one of its important management resources for sustainable enhancement of corporate value in the increasingly uncertain environment. Aiming at growing its business and building competitive edge in long-term perspective, the Group promotes creation of intellectual property by strengthening feedback of information on customer touchpoints as well as continuously makes investments to sophisticate its important intellectual property, including human resource development systems and processes, and IT infrastructure to develop human resources which support creation, accumulation and distribution of intellectual property.

Details of initiatives for investments in human capital and intellectual property are available for viewing on the TISI website.

<https://www.tisi.jp/en/ir/policy/midtermpolicy/>

https://www.tisi.jp/en/ir/finance/annual_report/

<https://www.tisi.jp/en/group/sustainability/social/policy/>

Impact of climate change-related risks and earning opportunities on business activities and profits

We acknowledge that climate change is one of the most critical social issues which threatens the global environment and could significantly affect the business activities and profits of the TIS INTEC Group. Based on this acknowledgement, the Group has voiced its support for the Task Force on Climate-Related Financial Disclosures (TCFD), collect and analyze necessary data, and disclose information in accordance with the TCFD recommendations on the TISI website.

<https://www.tisi.jp/en/group/sustainability/environment/tcfdf/>

We are also working to reduce the greenhouse gas emissions linked to its business activities to help realize a decarbonized society. We are aiming to achieve carbon neutrality for our own greenhouse gas emissions by fiscal 2040, and realize net zero greenhouse gas emissions for the entire TISI value chain by fiscal 2050.

https://www.tisi.jp/documents/en/news/2022/20221201_1.pdf

Details of the Group’s environmental initiatives are available for viewing on the TISI website.

<https://www.tisi.jp/en/group/sustainability/environment/>

(Supplementary Principle 4-1-1 Scope of Delegation of Authority to Management)

TISI introduced an executive officer system to enhance the transparency of management- and business execution-related functions and responsibilities and to make decision-making faster and more efficient. The Company also established the Management Committee to enable the Board of Directors to delegate authority for important decisions regarding execution of operations to individual directors, allowing the Management Committee to discuss and make decisions on specific important matters related to management within the scope of authority given to the Board of Directors. Different levels of management are tasked with decisions on different issues, and the matters to be addressed as well as associated authority standards are defined in Rules for the Board of Directors, Rules for the Management Committee and Rules for Document Approval (*ringi kessai kitei*: rules for reaching a decision using a draft proposal prepared by someone in charge of the matter and circulated for collective deliberation and final approval by another executive group). This clarifies the extent of authority delegated according to position.

(Principle 4-8 Effective Use of Independent Directors)

TISI seeks to realize a higher level of fairness in the decisions and actions of the Board of Directors while also reinforcing corporate governance and does so by appointing six independent external directors—representing more than one-third of the Board of Directors—whose role is primarily to encourage active discussion at board meetings and ensure appropriate decision-making and supervision.

(Principle 4-9 Independence Standards and Qualification for Independent Directors)

TISI formulated Criteria Concerning Independence of External Directors, based on the requirements of the Companies Act as well as independence criteria established by the Tokyo Stock Exchange, and appoints independent external directors in accordance with these rules and regulations.

Criteria Concerning Independence of External Directors is available for viewing on the TISI website.

<https://www.tisi.jp/en/ir/policy/governance/>

(Supplementary Principle 4-10(1) Appropriate Involvement and Advice from Independent External Directors through Establishment of Independent Nomination Committee and Compensation Committee)

The independence of the Nomination Committee and Compensation Committee is secured because they are chaired by an independent external director and comprises a number of directors, the majority of whom are independent external directors.

The mandates and roles of the Nomination Committee and Compensation Committee are to provide recommendations on the selection of candidates to the position of director and the appropriateness of the process to decide policy on compensation for directors, etc. as an advisory body to the Board of Directors. The Board of Directors conducts deliberations based on their recommendations.

(Supplementary Principle 4-11(1) Thoughts on Composition of Board of Directors)

The Board of Directors shall comprise no more than 15 directors, at least one-third of whom shall be independent external directors. The Board of Directors recognizes its fiduciary responsibility toward shareholders, formulates

management strategy and management plans, makes decisions on other important matters and supervises the execution of Company business in accordance with relevant laws, the Articles of Incorporation and rules of the Company, and bears a responsibility to ensure sustainable growth and higher corporate value over the medium to long term. Directors shall, in accordance with selection criteria established by the Company, consider the candidacy of and ultimately nominate individuals who possess extensive experience, sharp insight and a high level of specialization well suited to the role of director, giving thought to gender, internationality, career, age and other aspects of diversity and in order to contribute to the sustainable growth of the Company as well as the enhancement of its medium- to long-term corporate value, and taking into account recommendations by the Nomination Committee, which comprises a number of executives, the majority of whom are independent external directors.

A skill matrix of directors is presented in “Skills Matrix” at the end of this report.

(Supplementary Principle 4-11(2) Status of Directors with Concurrent Roles at Other Companies)

The status of directors who hold concurrent executive posts at other listed companies is described in the business section of convocation notices for the annual general meetings of shareholders.

(Supplementary Principle 4-11(3) Evaluation of the Effectiveness of the Board of Directors)

Pursuant to the resolution of the 18th Ordinary General Meeting of Shareholders held on June 23, 2026, the Company transitioned from a company with an Audit & Supervisory Board to a company with an Audit and Supervisory Committee. The following describes the status of evaluation of the effectiveness of the Board of Directors in fiscal year 2026, ended March 31, 2026.

1. Process of evaluation

For its sustainable growth and improvement of corporate value, TISI has evaluated the effectiveness of the Board of Directors each fiscal year with the aim of identifying issues and areas for improvement and improving the Board’s effectiveness.

For evaluation, all Directors and Audit & Supervisory Board members were given a questionnaire to be submitted. The questionnaire asked them to conduct a comprehensive self-evaluation of the priority themes for further enhanced corporate governance as well as the operation of the Board of Directors. Individual interviews were also conducted, and the Board of Directors held discussions based on the results of those interviews. Note that TISI conducted this effectiveness evaluation and discussed action policies/suggestions to improve effectiveness going forward based on advice and verification by external experts.

2. Coverage of evaluation

The fiscal 2026 evaluation was conducted with a focus on the status of initiatives for the priority themes for further enhanced corporate governance, in addition to the operation of the Board of Directors in the fiscal 2026.

1) Operation of the Board of Directors

From the perspective of further enhancing monitoring, we confirmed the appropriateness of the viewpoint and the frequency of selecting and monitoring agenda items, the frequency and duration of meetings, the explanation about meeting agenda, materials provided, the amount of information contained, etc.

2) Priority themes for further enhanced corporate governance

We confirmed the appropriateness and sufficiency for the following themes:

- Board of Directors' supervisory function
- Expected roles for Directors
- Delegation of authority to execution side
- Composition of the Board of Directors
- Ideal state and functioning of advisory committees (Nomination and Remuneration)
- Coordination between the Board of Directors and auditing bodies
- Dialogue with shareholders, and other themes.

3. Initiatives for the challenges identified in the previous fiscal year

The Board of Directors of the Company set two issues identified in the previous fiscal year, "advancement of operation of the Board of Directors" and "strengthening of the monitoring board function," as priority issues, and implemented initiatives to address these.

1) Advancement of operation of the Board of Directors

- Through the formulation of an annual agenda and discussions on important themes, TISI established the operation of monitoring for management policies, the medium-term management plan, human resources, etc. and also held exchanges of opinions at the Board of Directors meetings on important themes such as AI and M&A.

2) Strengthening of the monitoring board function

- As an enhancement of the monitoring board function, including strengthening the monitoring of key strategies based on the medium-term management plan, advancing nomination and remuneration governance, and strengthening the business execution structure and group governance, consideration was given in the Corporate Governance Enhancement Project, primarily composed of external directors. Based on the results of the consideration, the Board of Directors resolved to change the organizational design, specifically the policy for the transition to a Company with an Audit and Supervisory Committee.

4. Results of the evaluation

Based on the results of our self-evaluation, etc., we have determined that the effectiveness of the Board of Directors of the Company is generally ensured, and that steady improvements have also been made in its operation. Meanwhile, the Board of Directors has recognized the need to continuously work on the evolution of the monitoring model for the Company's sustainable growth and medium- to long-term corporate value improvement. In particular, with regard to the monitoring of execution at the implementation phase of the medium- to long-term strategy, the Board of Directors has evaluated that there is a need for further advancement, such as clarifying monitoring points from the supervisory side to the execution side in order to realize the strategy.

1) Evaluation for the operation of the Board of Directors

- As for running the Board of Directors meetings, clarifying the code of conduct and setting the agenda for the Board meeting have helped to align the perspective of the Board and stimulate discussion.
- On the other hand, we have recognized from the evaluation that there is room for improvement from the viewpoint of regular monitoring of key strategies (business portfolio, M&A, ERM, human resources, finances, etc.) based on the medium-term management plan, which is the basic policy of the Company.
- As for the status of examination toward the formulation of the next medium-term management plan, it is expected to be reported to the Board of Directors as appropriate, and it is expected that thorough discussions will be held. Furthermore, regarding the global strategy, we have recognized that there is a need for continuous strategic discussions in light of the changes in the business environment and the progress status, and that it is important for the Board of Directors to hold timely and thorough discussions on rapidly changing themes such as the use of AI.

2) Evaluation for the priority themes for enhanced corporate governance

- We have recognized the need to further strengthen the operation of the monitoring board following the changes in the organizational design, with regard to strengthening governance across the Group regarding various types of capital, including human capital and financial capital, and considering the composition of the Board of Directors (in terms of the balance of internal and external Directors and their diversity) to be more suitable for monitoring them.

5. Future responses based on evaluation

In light of the results of the evaluation, TISI has classified its initiatives addressing the operation of the Board of Directors and priority themes for enhanced corporate governance into short-term category and medium- to long-term category, and will implement them step by step from fiscal 2027 on an ongoing basis.

1) Short-term initiatives

- In fiscal 2027, we will improve the management of the Board of Directors with regard to the following themes: For the formulation of the next medium-term management plan, report the execution proposals regarding important management strategies, such as the company-wide strategy, to the Board of Directors in a timely and appropriate manner, and conduct thorough discussions
- Enhance the content of discussions in Management Committee meetings from the perspective of medium- to long-term growth and corporate value enhancement, and improve the effectiveness of the Board of Directors' monitoring function over business execution by sharing opinions (especially objections and opposing opinions) in Management Committee meetings with the Board of Directors
- Enhance reporting that focuses on the issues for the Board of Directors to review, and the assumptions and risks necessary for decision-making
- Provide external directors with ongoing information on industry technology trends, competitive environment, regulatory trends, etc.

2) Medium- to long-term initiatives

- TISI will continue to consider the following themes, aiming at further improving the effectiveness of the Board of Directors. Further strengthen the monitoring board function, along with the

transition to a Company with an Audit and Supervisory Committee

- Continuously consider board succession planning and review the Board of Directors composition and skills matrix based on the same
- Further enhance the effectiveness of nomination and remuneration governance (verification and enhancement of executive succession)
- Strengthening of business execution structure (further strengthening of governance across the Group)

(Supplementary Principle 4-14(2) Training Policy for Directors)

For directors, including external directors, the Company will provide and arrange training opportunities that are appropriate for individual directors and will cover the cost of such training. The objective of such training is to provide opportunities to acquire knowledge necessary to the Group's business pursuits, financial affairs and organization and to understand the duties and responsibilities that directors must fulfill in assuming office, as well as to continuously update these skills and knowledge during terms of office.

(Principle 5-1 Policy for Constructive Dialogue with Shareholders)

TISI actively engages in constructive dialogue with shareholders, in accordance with the Company's investor relations (IR) policy, to support sustainable corporate growth and higher corporate value over the medium to long term. In addition, the Company is working to develop a system to promote constructive dialogue with shareholders. The director of the IR Department will supervise dialogue with shareholders, consider response methods with the President, executive officers in charge, and the IR Department, and respond appropriately. In principle, the president, assigned directors, assigned executive officers and the IR Department will engage in dialogue. However, based on shareholder requests and key topics of interest set for discussion during dialogue opportunities, the participation of any director, including external directors, will be permitted within reasonable limits. The IR Department is organically integrated into the dialogue structure, sharing information with relevant departments and exchanging opinions as necessary, based on various specialist perspectives, to support dialogue with shareholders.

For shareholders, TISI strives to enhance approaches for dialogue, including one-on-one interviews, responses by telephone, business briefings and small meetings. The Company also takes an active approach toward information disclosure, which is the basis of dialogue, and seeks to enrich the content of its Integrated Report, which is positioned as an effective tool for dialogue.

Opinions brought up in constructive dialogue with capital market participants, including shareholders, investors and securities analysts, will be shared in-house through reports to the Board of Directors and other methods and will be used in reviewing management strategy and other business-related purposes.

In conversations with shareholders, TISI will pay careful attention to fairness in information disclosure and will manage internal information appropriately, in accordance with Rules for Prevention of Insider Trading.

Status of dialogue with shareholders

The status of dialogue with shareholders is disclosed on the "Constructive Dialogue with Shareholders" page of the Company's website.

https://www.tisi.jp/en/ir/policy/governance/#anchor_05

(Principle 5-2 Establishing and Disclosing Business Strategies and Business Plans)

TISI discloses content described under this principle in its Medium-Term Management Plan (2024-2026), which runs from April 1, 2024 through March 31, 2027), as well as in its Group Vision.

Management Plan

<https://www.tisi.jp/en/ir/policy/midtermpolicy/>

Group Vision

<https://www.tisi.jp/en/group/vision/>

Action to Implement Management That Is Conscious of Cost of Capital and Stock Price

Content of Disclosure	Disclosure of Initiatives (Update)
Availability of English Disclosure	Available
Date of Disclosure Update	06/01/2026

Explanation of Actions

With OUR PHILOSOPHY (the TIS INTEC Group philosophy) as a firm axis, TISI aims to resolve social issues through its business activities and enhance value exchange with stakeholders by upgrading management to meet social demands. To this end, we promote sustainability-oriented management aimed at both fostering a sustainable society and continuously increasing corporate value.

Below is our evaluation of the current situation based on the status of recent initiatives and other factors.

- Business Income/Profitability

Achieved sustainable business growth and improved profitability while actively promoting future growth investments, including in human resources.

- Capital efficiency

Improved EPS through the dual pursuit of business and financial measures, while ROE continued to exceed the cost of equity.

- Market valuation

To earn market trust, the Company is working to enhance management through proactive information disclosure and constructive dialogue, while promoting understanding of and confidence in its management.

TISI will continue practicing management that is conscious of cost of capital and strive to sustainably increase corporate value by consistently generating returns that exceed the cost of capital.

The aforementioned measures to realize management conscious of cost of capital and stock price, etc., are disclosed in “Medium-Term Management Plan (2024 - 2026)” (page 49) on the Company’s website.

https://www.tisi.jp/documents/en/ir/finance/meeting/240508_2.pdf

In addition, analysis and evaluation of current status are disclosed on pages 27–29 of “Financial Results for the Fiscal Year Ended March 31, 2025” on the Company’s website.

https://www.tisi.jp/documents/en/ir/finance_meeting260508_1.pdf

2. Capital Structure

Percentage of Foreign Shareholders	More than 30%
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Status of Major Shareholders

Name	Number of shares	Shareholding ratio (%)
ICHIGO TRUST PTE. LTD.	27,970,300	12.64
The Master Trust Bank of Japan, Ltd.	27,730,662	12.53
Custody Bank of Japan, Ltd.	11,725,099	5.30
JP MORGAN CHASE BANK 380055	8,019,238	3.62
Nippon Life Insurance Company	7,333,159	3.31
Employees’ Shareholding Association of TIS INTEC Group	6,625,354	2.99
STATE STREET BANK AND TRUST COMPANY 505001	5,838,903	2.64
JCB Co., Ltd.	3,484,800	1.58
JP MORGAN CHASE BANK 385781	3,033,066	1.37
STATE STREET BANK AND TRUST COMPANY 505223	2,370,977	1.07

Existence of Controlling Shareholders (excluding parent company)	—
Existence of parent company	None

Supplementary Explanation

- The status of major shareholders shown above is based on the shareholder registry as of March 31, 2026.
- ICHIGO TRUST PTE. LTD., which was not a major shareholder at the end of the previous fiscal year, is now a major shareholder and the largest major shareholder as of the end of the current fiscal year.
- In a change report of large-volume holdings report made available to the public on March 18, 2026, BlackRock Japan Co., Ltd., through 10 affiliate companies, held TISI shares in the breakdown provided below, as of March 13, 2026. However, TISI is unable to confirm the actual number of shares held by these affiliate companies, and has therefore not included them in the status of major shareholders shown above.
 BlackRock Japan Co., Ltd. Number of shares held: 3,647 thousand, Ratio: 1.60%
 BlackRock Investment Management (Australia) Limited Number of shares held: 330 thousand, Ratio: 0.14%

BlackRock (Netherlands) BV Number of shares held: 718 thousand, Ratio: 0.31%
 BlackRock Fund Managers Limited Number of shares held: 454 thousand, Ratio: 0.20%
 BlackRock (Luxembourg) S.A. Number of shares held: 319 thousand, Ratio: 0.14%
 BlackRock Asset Management Canada Limited Number of shares held: 262 thousand, Ratio: 0.11%
 BlackRock Asset Management Ireland Limited Number of shares held: 3,072 thousand, Ratio: 1.35%
 BlackRock Fund Advisors Number of shares held: 5,427 thousand, Ratio: 2.38%
 BlackRock Institutional Trust Company, N.A. Number of shares held: 3,342 thousand, Ratio: 1.46%
 BlackRock Investment Management (UK) Limited Number of shares held: 1,646 thousand, Ratio: 0.72%
 Total Number of shares held: 19,222 thousand, Ratio: 8.42%

4. In a change report of large-volume holdings report made available to the public on June 16, 2026, FIL Investments (Japan) Limited held TISI shares in the breakdown provided below, as of March 13, 2026. However, TISI is unable to confirm the actual number of shares held by this company in the shareholder registry, and has therefore not included it in the status of major shareholders above.

Fidelity Management & Research Company LLC Number of shares held: 4,130 thousand, Ratio: 1.81%
 FIAM LLC Number of shares held: 1,857 thousand, Ratio: 0.81%
 Fidelity Institutional Asset Management Trust Company Number of shares held: 1,227 thousand, Ratio: 0.54%
 Total number of shares held: 7,215 thousand, Ratio: 3.16%

5. In a change report of large-volume holdings report made available to the public on April 6, 2026, Nomura Securities Co., Ltd., through three affiliate companies, held TISI shares in the breakdown provided below, as of March 31, 2026. However, TISI is unable to confirm the actual number of shares held by this company in the shareholder registry, and has therefore not included it in the status of major shareholders above.

Nomura Securities Co., Ltd. Number of shares held: 678 thousand, Ratio: 0.30%
 NOMURA INTERNATIONAL PLC Number of shares held: 355 thousand, Ratio: 0.16%
 Nomura Asset Management Co., Ltd. Number of shares held: 8,520 thousand, Ratio: 3.73%
 Total number of shares held: 9,554 thousand, Ratio: 4.18%

6. Of the above number of shares held, the number of shares in the trust business is as follows:

The Master Trust Bank of Japan, Ltd.	27,730 thousand shares
Custody Bank of Japan, Ltd.	11,725 thousand shares

3. Corporate Attributes

Listed Stock Market and Market Section	Tokyo Stock Exchange, Prime Market
Fiscal year-end	March
Type of business	Information & Communication
Number of employees (consolidated) as of the end of the previous fiscal year	More than 1000
Sales (consolidated) as of the end of the previous fiscal year	From ¥100 billion to less than ¥1 trillion

Number of consolidated subsidiaries as of the end of the previous fiscal year	From 10 to less than 50
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4. Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholder

5. Other Special Circumstances Which May Have Material Impact on Corporate Governance

II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight in Management

1. Organizational Composition and Operation

Corporate Governance System	Company with Audit and Supervisory Committee
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Directors

Number of Directors Stipulated in Articles of Incorporation	15
Directors' Term of Office Stipulated in Articles of Incorporation	One year
Chairperson of the Board	Chairperson (excluding those concurrently serving as President)
Number of Directors	13
Election of External Directors	Elected
Number of External Directors	6
Number of Independent Directors	6

External Directors' Relationship with the Company (1)

Name	Attribute	Relationship with the Company*											
		a	b	c	d	e	f	g	h	i	j	k	
Junko Sunaga	From another company												
Mitsuhiro Furusawa	Other												
Naoko Iwasaki	Academic												
Yukio Ono	CPA												
Akiko Yamakawa	Lawyer												
Hiroko Kudo	Academic												

* Categories for "Relationship with the Company"

* ○ when the director presently falls or has recently fallen under the category;

△ when the director fell under the category in the past

* ● when a close relative of the director presently falls or has recently fallen under the category;

▲ when a close relative of the director fell under the category in the past

- a. Executive of the Company or its subsidiaries
- b. Non-executive director or executive of a parent company of the Company
- c. Executive of a fellow subsidiary company of the Company
- d. A party whose major client or supplier is the Company or an executive thereof
- e. Major client or supplier of the listed company or an executive thereof
- f. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a director/member of Audit & Supervisory Board
- g. Major shareholder of the Company (or an executive of a major shareholder if the shareholder is a legal entity)
- h. Executive of a client or supplier company of the Company (which does not correspond to any of d, e, or f) (the director himself/herself only)
- i. Executive of a company between which and the Company external directors/Audit & Supervisory Board members are mutually appointed (the director himself/herself only)
- j. Executive of a company or organization that receives a donation from the Company (the director himself/herself only)
- k. Others

External directors' Relationship with the Company (2)

Name	Membership of Supervisory Committee	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
Junko Sunaga		○	—	Junko Sunaga has spent many years working in the semiconductor business, centered on mobile phones, and in April 1997 she joined the Japan arm of Qualcomm (USA), a leading company in the mobile communications industry, as its first employee. Since April 2018, she has been President and Representative Director of Qualcomm Japan, Inc., where she has achieved successful results in expanding the semiconductor business in Japan. She is expected to provide advice and recommendations from an independent perspective by utilizing these experiences and expertise in the Company's management to ensure that the decisions to be made by the Board of Directors will be reasonable and appropriate. Additionally, she serves as chair of the Nomination and Compensation Committees, which are voluntary advisory bodies to the Board of Directors. She was appointed as an External Director, since we believe she continues to contribute to enhancing corporate value and strengthening corporate governance.
Mitsuhiro Furusawa		○	—	Mitsuhiro Furusawa, having experienced being Vice-Minister of Finance for International Affairs and Deputy Managing Director of the International Monetary Fund (IMF), has broad insight into fiscal and monetary policy as a government official, and a global perspective gained as a senior executive at an international organization. We expect him to contribute to the enhancement of corporate governance of the Company by giving advice and suggestions from an independent perspective to ensure that the decisions to be made by the Board of Directors will be reasonable and appropriate. Furthermore, as a member of the Nomination and Compensation Committees, which are voluntary advisory bodies to the Board of Directors, he draws

				<p>on his extensive experience and deep insight to offer objective observations and advice.</p> <p>Moreover, although he has not participated in corporate management in any manner other than as an external officer, he was appointed as an External Director, as it is considered that he will be able to utilize his extensive experience and knowledge to appropriately perform the duties of an External Director, thereby improving the Company's corporate value and deepening and expanding global management.</p>
Naoko Iwasaki		○	—	<p>Naoko Iwasaki holds a PhD in Global Information and Telecommunication Studies and possesses academic and policy expertise regarding the revitalization of an aging society through the use of ICT. As overseer of the APEC Project on Smart Silver Innovation, she promotes research on aging-related issues and the use of digital technology from a global perspective. Additionally, as President of the International Academy of CIO Japan, she is involved in formulating digital policy recommendations and contributes to solving social issues through her diverse networks. This expertise aligns closely with the social issues prioritized in the current Medium-Term Management Plan 2024–2026, such as “urban concentration/rural decline” and “health concerns.” She was appointed as an External Director, since she is highly expected to contribute to enhancing the corporate value of the Company.</p>
Yukio Ono	○	○	—	<p>Yukio Ono is a licensed certified public accountant. His expertise and knowledge in the field of finance and accounting and many years of experience in corporate audit are beneficial to the Company in strengthening the audit system of the Company. Furthermore, as an External Audit & Supervisory Board Member, he has contributed to strengthening the Group's governance structure through his audit work from an independent standpoint, and we expect him to continue playing a role in strengthening governance based on his advanced expertise in corporate auditing.</p> <p>Moreover, although he has not participated in corporate management in any manner other than as an external officer, he was appointed as an External Director who is an Audit and Supervisory Committee Member, as he is considered to appropriately audit and supervise the execution of duties by the Company's Directors from an objective standpoint for the above credentials.</p>
Akiko Yamakawa	○	○	—	<p>Akiko Yamakawa is a licensed attorney with extensive experience and expertise in labor and employment matters, including litigation related to employment disputes at global companies. Furthermore, through her external activities, such as initiatives to support women's advancement, she has provided effective audit function from an objective and professional standpoint regarding the Company's global business operations and human resources strategy. We expect her to continue to</p>

				<p>play a role in enhancing governance based on her advanced expertise. Additionally, as a member of the Nomination and Compensation Committees, which are voluntary advisory bodies to the Board of Directors, she leverages her extensive experience and deep insight to provide objective observations and advice.</p> <p>Moreover, although she has not participated in corporate management in any manner other than as an external officer, she was appointed as an External Director who is an Audit and Supervisory Committee Member, as she is considered to appropriately audit and supervise the execution of duties by the Company's Directors from an objective standpoint for the above credentials.</p>
Hiroko Kudo	○	○	—	<p>Hiroko Kudo has deep insight into domestic and international administrative and financial affairs and a PhD in public policy, and has been active on the global stage as a university professor and researcher. Drawing on the wealth of experience and knowledge that she has gained thus far, she has provided effective audit to enhance the value of our DX initiatives aimed at addressing the social challenges we tackle through our business and to deepen and expand our global operations. We expect her to play a role in strengthening our governance based on her advanced expertise.</p> <p>Moreover, although she has not participated in corporate management in any manner other than as an external officer, she was appointed as an External Director who is an Audit and Supervisory Committee Member, as she is considered to appropriately audit and supervise the execution of duties by the Company's Directors from an objective standpoint for the above credentials.</p>

Audit and Supervisory Committee

Composition of Supervisory Committee and Attributes of the Chairperson

	All Committee Members	Full-time Members	Inside Directors	External Directors	Committee Chair
Supervisory Committee	4	1	1	3	Inside Director

Appointment of Directors and/or Staff to Support the Supervisory Committee	Appointed
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Matters Concerning Independence of Said Directors and/or Staff from Executive Officers/Reasons for Adopting Current System

The Company established an Audit and Supervisory Committee as a statutory independent structure that works jointly with the Board of Directors in fulfilling some oversight responsibilities and, in its fiduciary responsibility to shareholders, audits the execution of duties by directors. Directors who also serve as Audit and Supervisory

Committee Members are described above, and they are elected at the General Meeting of Shareholders as class of directors entirely separate from executive directors.

In addition, to ensure audit effectiveness, the Company established an office for the Audit and Supervisory Committee to assist the committee in performing its duties and assigns full-time staff to run this office. These full-time staff members engage in tasks assigned by the Audit and Supervisory Committee and in support activities incidental to the execution of audits and have the authority to collect any information needed in the course of their duties.

Furthermore, any personnel transfers or performance evaluations involving the staff of this office require prior consent by the Audit and Supervisory Committee to ensure independence from executive officers.

Cooperation among the Supervisory Committee, Accounting Auditors and Internal Audit Department

The Audit and Supervisory Committee comprises four directors who serve as members of the committee, three of whom are external directors. They audit the execution of duties by directors in accordance with audit policies established by the committee. The committee maintains close ties with Ernst & Young ShinNihon LLC, the Company's contracted accounting auditor, through receipt of annual audit plans from the firm and reports on the results of audits by the firm as well as through regular information-sharing and exchange of opinions. In addition, the committee receives reports on the results of audits conducted by internal audit departments, and seeks to enhance the effectiveness of audits through close cooperation with these departments, by opinion exchange and information-sharing as well as by providing specific instructions to these departments.

Voluntary Established Committees

Voluntary Establishment of Committee(s) Corresponding to Nomination Committee or Remuneration Committee	Established
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Committee's Name, Composition, and Attributes of Chairperson

	Optional Committee Corresponding to Nomination Committee	Optional Committee Corresponding to Remuneration Committee
Committee's Name	Nomination Committee	Compensation Committee
All Committee Members	5	5
Full-time Members	0	0
Inside Directors	1	1
External Directors	4	4
Outside Experts	0	0
Other	0	0
Chairperson	Outside director	Outside director

Supplementary Explanation

1. Method of selecting committee members

Members of the Nomination Committee and the Compensation Committee are selected on the advice of the Nomination Committee, of which the majority of members are independent external directors, and given final

approval by the Board of Directors. Candidates for the position of committee chair are mutually agreed upon by the Company's four external directors, with a final decision made by each committee based on the external directors' advice.

2. Role of committee members

(1) Role of members on Nomination Committee

- Provide advice for selecting candidates to the position of director and matters related to the appointment of such individuals

(2) Role of members on Compensation Committee

- Provide advice on matters related to decisions on compensation for directors

3. Status of activities by committees (including frequency of meetings, major topics of discussion, attendance on a member basis)

(1) Nomination Committee

In fiscal 2026, ended March 31, 2026, the committee met 11 times, discussed the agenda items below, and presented proposals on changes to director composition, based on the results of the advice given by committee members.

- Appointment and retirement of directors and important employees of the Company and Group companies
- Successor nomination plan and process review (schedule, selection plan, etc.)
- Review of the Nomination Committee's operating policy and tasks

The attendance ratio for members of this committee was 94.5%.

(2) Compensation Committee

In fiscal 2026, the committee met five times and discussed the agenda items below. Proposals were made to the Board of Directors on director compensation, based on the results of the advice given by the committee.

- Performance evaluation related to remuneration for directors and executive officers
Verification of the appropriateness of the remuneration of the Company's directors and other officers based on external data
- Review of the Compensation Committee's operating policy and tasks

The attendance ratio for members of this committee was 100%.

(3) Composition of each committee in fiscal 2026 (Term running from June 24, 2025 through June 23, 2026)

Junko Sunaga (External Director) Chairperson

Naoko Mizukoshi (External Director) Committee Member

Mitsuhiro Furusawa (External Director) Committee Member

Akiko Yamakawa (External Audit & Supervisory Board Member) Committee Member

Yasushi Okamoto (President) Committee Member

4. Through a resolution by the Board of Directors, the people listed below were appointed to the Nomination Committee and the Compensation Committee, with terms running from June 23, 2026 through to the conclusion

of the general meeting of shareholders scheduled to take place in June 2027.

Mitsuhiro Furusawa (External Director) Chairperson

Junko Sunaga (External Director) Committee Member

Naoko Iwasaki (External Director) Committee Member

Akiko Yamakawa (External Director, Audit and Supervisory Committee Member) Committee Member

Yasushi Okamoto (Representative Director, President and Executive Officer) Committee Member

5. Status of structure establishment, including administrative office, and scale thereof

An administrative office was established in the office of TISI's Corporate Planning Department, with a staff of two essential personnel who serve concurrently in both offices.

Matters Concerning Independent Directors

Number of Independent Directors	6
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Other Matters Concerning Independent Directors

All outside directors who qualify as independent are designated as independent directors.

Incentives

Incentive Policies for Directors	Introduction of performance-linked compensation system
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Supplementary Explanation

Details of the policy are described in "Principle 3-1(iii) Board policies and procedures in determining compensation to senior management and directors" under Disclosure Based on the Principles of the Corporate Governance Code of this report.

Recipients of Stock Options	—
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Supplementary Explanation

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Director Remuneration

Disclosure of Individual Directors' Remuneration	Individual compensation amounts are not disclosed.
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Supplementary Explanation

TISI discloses the aggregate amount of compensation paid to all directors in the *Yuka Shoken Hokokusho* (annual securities report filed in Japanese by companies listed in Japan) and its business report, and discloses the aggregate amount of compensation paid to external directors within the total.

Policy on Determining Remuneration Amounts and Calculation Methods	Established
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Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods

Details of the policy are described in “Principle 3-1(iii) Board policies and procedures in determining compensation to senior management and directors” under Disclosure Based on the Principles of the Corporate Governance Code of this report.

Support System for External Directors

TISI provides external directors with information sufficient to participate in Board of Directors meetings by ensuring access to explanations on agenda items to be put before the Board of Directors in advance of such meetings, study sessions with experts—in-house and external—and on-site inspections of the Group’s facilities and offices. TISI also provides support to ensure smooth and proactive discussions at Board of Directors meetings, including by holding informal meetings between external directors and the President, and exclusively among external directors.

Status of People Who Have Retired from a Position Such as Representative Director and President

Information on retired presidents/CEOs holding advisory positions (*sodanyaku, komon, etc.*)

Name	Job title/position	Responsibilities	Employment terms (Full/part-time, with/without compensation, etc.)	Date when former role as president/CEO ended	Term
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Number of retired presidents/CEOs holding advisory positions (<i>sodanyaku, komon, etc.</i>)	0
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Other Matters

2. Matters on Functions of Business Execution, Auditing, Oversight, Nomination and Remuneration Decisions (Overview of Current Corporate Governance System)

In accordance with the Articles of Incorporation, the Company’s Board of Directors must comprise at least three and no more than 15 members. It is also Company policy for at least one-third of directors to be independent external directors so as to strengthen the supervisory function of the Board of Directors. Currently, six independent external directors have been appointed to the Board of Directors.

In principle, the Board of Directors meets once a month, with additional extraordinary meetings and meetings to exchange opinions held as necessary to enable Directors to make swift and flexible decisions. TISI holds an information meeting once a year to present management direction as well as meetings ahead of Board of Directors’ meetings—in principle, once a month—to give external directors sufficient background information to

participate in discussions. In addition, the Company organizes study sessions with experts—in-house and external—and arranges visits to local Group facilities and offices. TISI also provides support to ensure smooth and proactive discussions at Board of Directors meetings, including by holding informal meetings between external directors and the President, and exclusively among external directors.

Also, TISI adopted an executive officer system to accelerate management decision-making and enhance the supervisory function of the Board of Directors. Directors delegate business execution to executive officers, and these executive officers provide specific instructions and orders to the heads of business units and supervise the execution of activities.

A complementary structure to the above is the Management Committee, which is chaired by the President. This committee meets twice a month, in principle, to discuss and report on important matters affecting the execution of business activities at TISI and the Group as a whole. Full-time members of the Audit and Supervisory Committee attend Management Committee meetings.

To ensure an objective and transparent process for determining director appointments and compensation and to reinforce corporate governance, TISI voluntarily established the Nomination Committee and the Compensation Committee as advisory committees to the Board of Directors. Each committee is chaired by an independent external director, and the majority of members—a number that includes the committee chairman—are independent, external directors.

Note: The Board of Directors, mindful of the responsibility that has been entrusted to it by shareholders, aims to foster a common understanding among members and to discuss and decide on major directions, such as our management vision, management strategy, and sustainability policy, in order to achieve sustainable enhancement of the Group's value. Furthermore, the Board of Directors shall be chaired by a Director previously designated by the Board, who is also responsible for its operations. We strive to continuously improve the effectiveness of the Board of Directors by conducting meetings in a way that ensures that its monitoring mechanism is operating appropriately.

The Board of Directors met 16 times in fiscal 2026, ended March 31, 2026, and discussed the agenda items below.

- Management strategy
Medium-to-long term management policy, corporate governance, shareholder engagement (General Meeting of Shareholders/shareholder dialogue/shareholder returns)
- Internal control, financial results, performance management
Audits, risk management and internal control, financial results, budgets, forecasts
- Individual strategic themes
Individual businesses, intra-group restructuring
- Long-term strategic themes
Domestic and international group businesses, stock acquisitions and sales, etc.

The attendance record of each director in fiscal 2026 is described below.

Board of Directors

Toru Kuwano 100% (Attended all 16 meetings)
Yasushi Okamoto 100% (Attended all 16 meetings)
Shinichi Horiguchi 100% (Attended all 16 meetings)
Kiyotaka Nakamura 100% (Attended all 12 meetings)
Shuzo Hikida 100% (Attended all 16 meetings)
Akira Makado 100% (Attended all 12 meetings)
Naoko Mizukoshi (External Director) 93.8% (Attended 15 out of 16 meetings)
Junko Sunaga (External Director) 100% (Attended all 16 meetings)
Mitsuhiro Furusawa (External Director) 91.7% (Attended 11 out of 12 meetings)

Audit & Supervisory Board Members

Makoto Tsujimoto 100% (Attended all 16 meetings)
Hideki Kishimoto 100% (Attended all 16 meetings)
Yukio Ono (External Audit & Supervisory Board Member) 100% (Attended all 16 meetings)
Akiko Yamakawa (External Audit & Supervisory Board Member) 100% (Attended all 16 meetings)
Hiroko Kudo (External Audit & Supervisory Board Member) 93.8% (Attended 15 out of 16 meetings)

Status of audits by Audit and Supervisory Committee

1. Audit and Supervisory Committee Audit System

The Audit and Supervisory Committee comprises four directors who serve as members of the committee, three of whom are external directors. They audit the execution of duties by directors in accordance with audit policies established by the committee. The committee maintains close ties with Ernst & Young ShinNihon LLC, the Company's contracted accounting auditor, through receipt of annual audit plans from the firm and reports on the results of audits by the firm as well as through regular information-sharing and exchange of opinions. In addition, the committee receives reports on the results of audits conducted by internal audit departments, and seeks to enhance the effectiveness of audits through close cooperation with these departments, by opinion exchange and information-sharing as well as by providing specific instructions to these departments.

2. Status of audits by Audit and Supervisory Committee

Pursuant to the resolution of the 18th Ordinary General Meeting of Shareholders held on June 23, 2026, the Company transitioned from a company with an Audit & Supervisory Board to a company with an Audit and Supervisory Committee. The following describes the status of audit activities by Audit & Supervisory Board Members in fiscal year 2026, ended March 31, 2026.

The Audit & Supervisory Board carries out an audit of the execution of operations by directors, an audit of the internal control systems, an audit of the execution of duties by the accounting auditor, and an audit of the status of compliance and risk management on a recurring basis based on the policies and plan determined by the Board itself.

In addition, the Auditing Department reports on the results of its internal audits and shares opinions, as necessary. This fiscal year, the following issues were tapped as audit priorities.

- Determine implementation status of strategies and measures under the medium-term management plan “Frontiers 2026,” the first stage of the journey toward realization of Group Vision 2032 and a blueprint for improving quality across all value chains, starting with forward-looking market development and business domain expansion, based on a fundamental strategy of frontier development.
- Determine operational status of Group’s risk management and compliance system.

Standing Audit & Supervisory Board Members express their opinions at important meetings, such as Board of Directors meetings and Management Committee meetings, strive to maintain an uncompromised audit environment and gather information within the Company through the inspection of meeting minutes and important approval documents, as well as visits to offices in Japan and overseas to audit, monitor and examine the design and operation of internal control systems on a routine basis. They share information and keep open communication channels with other members, in light of the nature of their position as standing members. Non-standing Audit & Supervisory Board Members attend important meetings, such as Board of Directors meetings, exchange opinions with the representative directors and other senior management personnel and the accounting auditor, and form audit opinions based on their expertise from a neutral and independent perspective. To improve the effectiveness of its audits, the Audit & Supervisory Board has been conducting an evaluation of effectiveness since fiscal 2023, ended March 31, 2023 by having each Audit & Supervisory Board Member evaluate activities based on evaluation criteria determined by the Audit & Supervisory Board and then holding discussions on the results. According to the most recent evaluation, the Company confirms that the Audit & Supervisory Board is making continuous improvements based on the results, thereby ensuring overall effectiveness.

Status of internal audits

Pursuant to the resolution of the 18th Ordinary General Meeting of Shareholders held on June 23, 2026, the Company transitioned from a company with an Audit & Supervisory Board to a company with an Audit and Supervisory Committee. The following describes the status of internal audit activities in fiscal year 2026, ended March 31, 2026.

The Company conducts internal audits from an independent and objective standpoint to add value and improve operations from an organizational perspective. Basic matters regarding such aspects as internal audit definition, implementation standards and placement within the corporate structure are set out in Internal Audit Regulations.

The department responsible for internal audits (the Auditing Department) at the Company is staffed by 30 people. The department plans out internal audits for the entire TIS INTEC Group, monitors the status of internal auditing practices implemented at subsidiaries and, for subsidiaries that do not have their own internal audit department, undertakes internal audits and provides vital advice and supervision. Each principal subsidiary has an internal audit department that performs internal audits of the company and any subsidiaries under that company and also supervises auditing processes.

The annual internal audit plan is presented to the Board of Directors following approval from the President, and internal audits are carried out from a position independent of business execution based on the plan. Audit results are reported to the President at every stage and to the Board of Directors on a regular basis.

In addition, the Auditing Department regularly holds meetings with the Audit & Supervisory Board and members of this board and with the accounting auditor to exchange opinions and share information on audit

policies and results, as necessary. The department also coordinates activities with the Internal Control Supervision Department.

Status of accounting audit

Pursuant to the resolution of the 18th Ordinary General Meeting of Shareholders held on June 23, 2026, the Company transitioned from a company with an Audit & Supervisory Board to a company with an Audit and Supervisory Committee. The following describes the status of accounting audit activities in fiscal year 2026, ended March 31, 2026.

a. Name of accounting auditor

Ernst & Young ShinNihon LLC

b. Years of continuous service

Since 1985

c. Certified public accountants who performed audits

Certified public accountant Yoshimi Kimura (five years of continuous service)

Certified public accountant Yukio Chiashi (one year of continuous service)

Certified public accountant Taro Kuramochi (four years of continuous service)

d. Structure of assistants who help accounting auditors in their duties

Assistants involved in the auditing of the Company's accounts included 12 certified public accountants, eight individuals who had passed the certified public accountant's exam or its equivalent, and 14 others.

e. Accounting auditor selection policy and reasons

When the Audit & Supervisory Board of the Company judges that the accounting auditor should be dismissed or not reappointed because the auditor has difficulties in the execution of their duties or for other reasons, it will table and appropriate agenda item related to the dismissal or non-reappointment of the accounting auditor for approval at the Shareholder Meeting. In addition, when the accounting auditor is deemed to fall under any of the categories as stipulated in the items of Article 340, paragraph 1 of the Companies Act, the accounting auditor will be dismissed with the consent of all Audit & Supervisory Board Members.

The Audit & Supervisory Board has evaluated the accounting auditor, considered the result of its evaluation and other factors, and decided to continuously appoint (reappoint) Ernst & Young ShinNihon LLC as the accounting auditor.

f. Evaluating performance of accounting auditor by corporate auditors and Audit & Supervisory Board

Corporate auditors and the Audit & Supervisory Board at the Company evaluated the accounting auditor based on its own criteria. In this evaluation, the corporate auditors and the Audit & Supervisory Board received explanations from the accounting auditor and confirmed the status of auditing services and found nothing of particular concern regarding the auditing team, compensation for auditing services, communication with corporate

auditors, the relationship with management or Group audits. In addition, the Company looked at the Transparency Report issued by the accounting auditor on accounting auditor quality control and risk of impropriety and also considered the level of quality control applied to the team assigned to the Company and found nothing of particular concern.

Summary of Content of Liability Agreements

In accordance with Article 427, Paragraph 1 of the Companies Act, each of the external directors enters into an agreement with the Company that limits legal responsibility for liability compensation as set forth under Article 423, Paragraph 1 of the same law.

The limit of liability compensation, based on these agreements, is an amount provided for in Article 425, Paragraph 1, of the same law.

Overview of the contents of the indemnity agreement, etc.

The Company has concluded an indemnity agreement as stipulated in Article 430-2, Paragraph 1 of the Companies Act with Directors. The Company will provide indemnification for expenses described in Article 430-2, Paragraph 1, item (i) of the Companies Act and losses described in item (ii) of the same, within the scope prescribed in laws and regulations. Certain measures, however, have been taken to ensure that this indemnity agreement does not impair the proper execution of duties of officers of the Company, such as excluding officers from eligibility for indemnification if the relevant duties were performed in bad faith or with gross negligence, and if the Company enforces the liability of officers.

Overview of the contents of the officers' liability insurance contract

The Company has concluded an officer liability insurance contract as stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company as follows:

a. Scope of the insured

- 1) Directors, audit & supervisory board members and executive officers of the Company and consolidated subsidiaries of the Company
- 2) Executive officers and employees who are dispatched to or concurrently serving at overseas subsidiaries and overseas investment companies of the Company

b. Overview of the contents of the insurance contract

In the event of a claim for damages due to an action (including in-action) by the insured as part of their duties as officers of the company, that falls under (a), damages including compensation for damages and legal expenses to be borne by the insured shall be compensated for under the said insurance agreement. However, damages, etc., incurred by officers themselves who have conducted a criminal act such as bribery and/or intentionally conducted an illegal act are not subject to compensation. This way, measures are taken to ensure that the appropriateness of the execution of duties by officers, etc. is not impaired.

The Company bears the full amount of insurance premiums including the rider portion, and there are no substantial premiums borne by the insured.

3. Reason for Selection of Current Corporate Governance System

To enhance corporate governance from a global perspective, TISI has adopted the Company with an Audit and Supervisory Committee model—a structure chosen to clarify the division of roles between oversight and execution, strengthen the oversight function of the Board of Directors, delegate authority to business execution functions, and expedite decision-making. In addition, the Company aims to strengthen the supervisory function of the Board of Directors by appointing external directors with industry- and corporate management-related experience and insight and drawing on advice and recommendations from an independent standpoint to ensure the validity and appropriateness of decision-making by the Board of Directors.

III. Status of Implementation of Measures for Shareholders and Other Stakeholders

1. Measures to Vitalize the Annual General Shareholders Meetings and Smooth Exercise of Voting Rights

	Supplementary Explanations
Early Notification of Annual General Meeting of Shareholders	Under the policy of shipping at least 3 weeks before the date of the Annual General Meeting of Shareholders, the convocation notice for the 18th Annual General Meeting of Shareholders, to be held on June 23, 2026, was sent out on June 1, 2026.
Scheduling AGMs Avoid Peak Day	To encourage wider shareholder involvement in Annual General Meeting of Shareholders, TISI chooses a day other than the peak day when most other companies hold their AGMs. The most recent Annual General Meeting of Shareholders was June 23, 2026.
Allowing Electronic Exercise of Voting Rights	TISI adopted an electronic voting system that enables shareholders to exercise their voting rights via the Internet or other online structure using computers, smartphones or other mobile communication devices.
Participation in Electronic Voting Platform	TISI participates in an electronic voting platform for institutional investors operated by ICJ Incorporated.
Providing Convocation Notice in English	The convocation notice for the Annual General Meeting of Shareholders is posted to the corporate website in Japanese and English.
Other	TISI utilizes such access points as its corporate website to disclose pertinent information ahead of convocation notice distribution. Under the policy of announcing about one month before the date of the Annual General Meeting of Shareholders, measures for electronic provision of information for the recent Annual General Meeting of Shareholders was started on May 16, 2026.

2. Status of IR Activities

	Supplementary Explanations
Preparation and Publication of Disclosure Policy	TISI created its Basic Policy on Information Disclosure, based on its IR policy, and posts to the corporate website. https://www.tisi.jp/en/ir/other/policy/
Regular Investor Briefings for Analysts and Institutional Investors	TISI holds performance briefings every quarter (use of a meeting venue for full-year and second-quarter briefings, and teleconferencing for first- and third-quarter briefings).
Posting of IR Materials on Website	TISI uses the IR (investor information) page on the corporate website to post a variety of materials, including financial information, such as financial results, as well as timely disclosure materials other than financial information, the <i>Yuka Shoken Hokokusho</i> (Japanese-language securities report required of listed companies), quarterly reports, briefing materials, the convocation notice for the general meeting of shareholders and notification of resolutions. https://www.tisi.jp/en/ir/

Establishment of Department and/or Manager in Charge of IR	The Investor Relations & Shareholder Relations Office is in charge of IR operations, and a manager is assigned to oversee activities on a full-time basis.
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3. Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanations
Internal Rules for Respecting the Position of Stakeholders	In each item of its Basic Policy on Corporate Sustainability, TISI specifically notes that it will respect the position of stakeholders.
Environmental Conservation Activities, CSR Activities, etc.	<p>Each Group company engages in proactive initiatives buoyed by a keen awareness of the need to protect the environment and contribute to society. Under our Environmental Vision, Environmental Declaration, and Environmental Action Guidelines, we are working to reduce greenhouse gas emissions from our business activities, including through energy-saving measures and environment-conscious design at our data centers. At the same time, we are promoting climate change responses through our business activities.</p> <p>Regarding social contribution, our business activities are focused on addressing the four social issues we believe we can help resolve, as well as activities targeting three key themes: (1) Supporting future users, (2) Spreading the benefits of digital technology in society, and (3) Reducing the negative impact of digital technology in society.</p> <p>The Group's Sustainability CSR activities are described on its corporate website. https://www.tisi.jp/en/group/sustainability/</p>
Policies on Providing Information to Stakeholders	TISI's Basic Policy on Information Disclosure, established as part of its IR Policy, emphasizes timely and accurate disclosure of information. This means not only important corporate information but also information that management feels will deepen stakeholders' understanding of TISI and the TIS INTEC Group, from the perspective of maintaining transparency.
Other	<p>We will propel a human resource strategy focusing on diversification and advancement of individuals in order to continuously enhance the value exchange between the employees and the company. We will work to improve employees' engagement by developing an environment and organizational culture in which diverse individuals can play an active role, promoting next-generation work style reform in anticipation of a new work environment and advancing human resource portfolio management through digitalization of the human resource database among others.</p> <p>We have proactively made upfront investments in human resources regarding human resources as the most important management capital. In our human resources strategies, we are investing in human resources to increase employees' engagement based on three axes, "meaning of work," "work environment," and "remuneration," and we will continue striving to further grow our company by strengthening the virtuous cycle of high added value for the company, employees and society and secure excellent domestic and overseas human resources who will realize growth.</p> <p>In the medium-term management plan (2024-2026), we will focus on increasing consultants, advanced sales human resources, and IT architects, invest in their development and acquisition, and create related frameworks, based on the themes of strengthening our issue-solving abilities, strengthening our insight, and strengthening our integration abilities.</p>

IV. Matters Related to Internal Control Systems

1. Basic Views on Internal Control System and the Progress of System Development

Basic Views on Internal Control System

In accordance with the Companies Act and associated enforcement provisions, TISI adheres to a system—the internal control system—as described below to ensure that the services provided by the Company and the corporate group to which the Company and its subsidiaries belong—“the Group” or “Group companies”—are fair, and in line with the content of the resolution to follow this system. The Company has formulated rules, established the necessary departments, implemented plans and policies, and has otherwise prepared a system to ensure a sound management structure. Of note, TISI handles business administration for Group companies that are under its direct control through group management and operating agreements signed with these companies. In principle, other Group companies, where TISI does not have direct control, handled their own business administration.

1. System to Ensure that the Execution of Duties by Directors and Employees of Group Companies Conforms to Laws and Regulations as well as the Articles of Incorporation

- (1) To ensure the execution of duties by directors and employees of Group companies conforms to laws and regulations and the Articles of Incorporation, TISI will establish a Basic Policy on Corporate Sustainability. It is the job of the representative director to ensure this policy is rolled out effectively to directors and employees throughout the Group and to make it abundantly clear that all corporate activity is conditioned upon respect for laws and regulations and social ethics.
- (2) Directors and employees of Group companies will follow rules pertaining to the organization, division of duties and designated authority in executing their respective duties.
- (3) TISI will appoint a director responsible for compliance who will coordinate compliance practices on a groupwide basis. The Company will also establish a compliance control department, build a compliance structure that cuts across the Group, identify problem points and make efforts to guide, educate and train directors and employees to effectively uphold compliance standards.
- (4) TISI will maintain an internal reporting system that enables directors and employees at Group companies to report directly to a designated contact point any behavior that may violate compliance standards.
- (5) Individuals using the internal reporting system will not be treated unfairly (put at a disadvantage) on the basis of such action. In addition, necessary measures will be enforced to protect individuals who have made reports.
- (6) Management believes that measures to prevent relationships with antisocial forces are absolutely imperative, in terms of corporate social responsibility and also as a corporate defense strategy, emphasizes a groupwide uncompromising attitude toward antisocial forces, and declares that no association whatsoever will be tolerated with such individuals or groups.
- (7) TISI will put in writing that no relationships with antisocial forces are to be tolerated. In addition, the Company will, through the compliance control department, collect information and always be on the lookout for relationships that could involve antisocial forces, and will also maintain a structure underpinned by close cooperation with lawyers and agencies, such as the police, to facilitate appropriate courses of action when required.

2. System for Storing Information Related to the Execution of Duties by Directors

TISI will properly store and maintain the minutes of Board of Directors' meetings as well as authorization documents and other important information pertaining to the execution of duties by directors of the Company, in accordance with laws and regulations for document management.

3. Regulations and Other Systems for Limiting Loss Exposure

- (1) TISI will duly recognize Group risk and establish Rules for Risk Management aimed at preventing the occurrence of loss. In accordance with these rules, the Company will appoint a director responsible for risk management who will coordinate risk management activities for the Group and will also set up a risk management supervision division and promote the establishment of a risk management structure.
- (2) TISI will formulate a groupwide risk management policy and take steps to verify the status of measures to control risk on a regular basis.
- (3) TISI will set up a task force in the event a major risk appears at a Group company and will devise appropriate measures to minimize loss if the risk manifests into loss.

4. System to Ensure Efficient Execution of Duties by Directors at Group Companies

- (1) The Board of Directors at TISI will decide on matters stipulated by law and provided for under Rules for the Board of Directors as well as important matters related to business, and will monitor the status of operations executed by directors responsible for those business activities.
- (2) TISI will introduce an executive officer system to realize fast and highly efficient corporate management.
- (3) To support efficient Board of Directors' meetings, TISI will establish a management committee that will discuss important matters related to the execution of business by TISI and Group companies and undertake duties within the scope of authority delegated by the Board of Directors.

5. System to Ensure Appropriate Operations at Group Companies

- (1) To support accurate and effective management practices throughout the Group while respecting the independence of subsidiaries to run their own operations, TISI established Our Philosophy—a management philosophy for the TIS INTEC Group—, Basic Rules for Internal Control Management and Management Rules for the Group. Subsidiaries, too, are required to uphold the philosophy and rules, with efforts directed toward achieving consistency in outlook and the environment for internal controls across the Group.
- (2) The Company will send its own directors or employees to subsidiaries to serve as directors and corporate auditors, as necessary, to strengthen governance of the Group as a whole, and will monitor management practices at subsidiaries.
- (3) TISI will appoint a director responsible for coordinating internal control measures on a groupwide basis and will also set up an internal control supervision department, put in place an internal control structure that cuts across the Group to identify problem points. The Company established the Group Internal Control Committee, which has the internal control supervision department as its secretariat, to evaluate and discuss important matters from an internal control perspective, including compliance, risk management and information security, and then report its conclusions to the Board of Directors.
- (4) The department responsible for internal audits at TISI will implement internal audits in each division of the Company, and will also implement or coordinate audits at subsidiaries and monitor the status of internal

control practices established by subsidiaries in line with the standard set by TISI. It will offer guidance, when necessary, to ensure that internal control mechanisms are functioning properly.

6. Matters Relating to Employees Assigned to Assist the Audit and Supervisory Committee in the Performance of Its Duties

Employees with the required skills and know-how are assigned to assist the Audit and Supervisory Committee in performing its duties.

7. Matters Relating to Independence of Employees Assisting Audit and Supervisory Committee Members in their Duties from Directors (excluding Directors Who Are Audit and Supervisory Committee Members)

- (1) To ensure the independence of employees assisting Audit and Supervisory Committee members in their auditing duties, they will not take instructions or orders from directors (excluding directors who are Audit and Supervisory Committee Members) when executing said duties.
- (2) Transfers, personnel evaluations and disciplinary action involving employees who assist Audit and Supervisory Committee Members will require the consent of the Audit and Supervisory Committee.
- (3) Employees assigned to assist Audit and Supervisory Committee Members will engage in tasks made at the request of members of the committee as well as support activities incidental to the execution of audits and have the authority to collect any information needed in the course of their duties.

8. System for Directors and Employees of Group Companies to Report to the Company's Audit and Supervisory Committee, and Other Systems for Reporting to the Company's Audit and Supervisory Committee

- (1) Directors and employees at Group companies will provide reports to the Company's Audit and Supervisory Committee regarding management practices, operations, finances, compliance, risk management and the status of internal audits on a regular basis, mainly through the committee meeting structure that runs laterally through the Group, to facilitate information sharing and discussion on issues and solutions as well as to confirm business direction. In addition, directors and employees at Group companies will inform the Company's Audit and Supervisory Committee immediately should facts be discovered that indicate a potentially serious violation of laws or internal rules or might lead to a material loss.
- (2) TISI will not treat unfairly (put at a disadvantage) any director or employee at a Group company who has reported a concern to the Company's Audit and Supervisory Committee on the basis of such action.
- (3) The compliance control department will report to the Company's Audit and Supervisory Committee on a regular basis regarding the operating status of the internal reporting system as well as important information and matters requiring consultation.
- (4) Directors and employees at Group companies will offer explanations on matters pertaining to the execution of business activities whenever requested to do so by the Company's Audit and Supervisory Committee.

9. System for Ensuring that Other Audits by the Audit and Supervisory Committee Are Effective

- (1) Directors who serve as Company's Audit and Supervisory Committee Members (hereafter, "Audit and Supervisory Committee Members") will attend meetings of the Company's Board of Directors as well as

those of the Management Committee and other key structures, and may express opinions at any of these meetings.

- (2) The representative director of the Company, the accounting auditor and the internal audit department meet separately with Company's Audit and Supervisory Committee Members on a regular basis to exchange opinions.
- (3) The Company will engage experts, including lawyers and certified public accountants, as necessary, when required by the Audit and Supervisory Committee and will ensure opportunities to access advice related to auditing duties.

2. Basic Views on Eliminating Antisocial Forces and Status of Policy Implementation

Basic views on eliminating antisocial forces

Management believes that measures to prevent relationships with antisocial forces are absolutely imperative, in terms of corporate social responsibility and also as a corporate defense strategy, emphasizes an uncompromising attitude toward anti-social forces that runs through the Group, and declares that no association whatsoever will be tolerated with such individuals or groups.

Status of efforts to eliminate antisocial forces

TISI puts in writing that no relationships with antisocial forces are to be tolerated. In addition, the Company will, through the compliance control department, collect information and always be on the lookout for relationships that could involve antisocial forces, and will also maintain a structure underpinned by close cooperation with lawyers and agencies, such as the police, to facilitate appropriate courses of action when required.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not Adopted
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Supplementary Explanation

TISI will not introduce takeover defense measures based on the belief that continuously enhancing corporate value through sound and rational management is in and of itself the most effective defense against hostile takeover bids.

2. Other Matters Concerning the Corporate Governance System

From the perspective of maintaining transparency through proactive information disclosure, TISI provides information in compliance with Securities Listing Regulations of the Tokyo Stock Exchange and the Financial Instruments and Exchange Act as well as important information, particularly information on decisions, events and business results, that may influence investment decisions. In addition, TISI voluntarily discloses information beyond that which is required and to the greatest extent possible if management feels such information will promote deeper understanding of TISI and the TIS INTEC Group.

The internal system for timely disclosure of corporate information is shown as reference material on the next page.

Skills Matrix

The Board of Directors needs to have a wide range of knowledge, experience and diversity in order to ensure the sustainable growth of the Company and increase its corporate value over the medium to long term. The experience, knowledge, skills, etc. that we consider to be particularly necessary have been set out below based on our materiality, GroupVision2032, and Medium-Term Management Plan (2024-2026).

Skills Item	Skills Explanation
Company Management	Experience as a company representative director, or practical experience in evaluating important business opportunities and risks, making risk-taking decisions, and achieving business transformation as a manager with knowledge of corporate governance premised on sustainable management
Industry Knowledge	Cutting-edge knowledge of ICT and DX, as well as extensive knowledge and expertise in the information services industry and cybersecurity, all of which are necessary for promoting DX together with customers
Globalization	Practical experience in management of a company that operates globally, or practical experience in understanding the opportunities and risks of global business and engaging in business expansion overseas
Intellectual Property, Technology and Innovation	Expertise in intellectual property, which is essential for sustained improvement of corporate value, or practical experience and knowledge in driving innovation that brings prosperity to society through applied technology, and other such tools
Human Resources	Knowledge and practical experience to secure and promote the active participation of talented human resources capable of providing high added value, and to foster a work environment and corporate culture in which diverse human resources can work with motivation and peace of mind
Finance/Accounting	Possess knowledge of corporate finance necessary for medium- to long-term sustainable value creation, and practical experience in decision-making regarding investment and financial strategies
Legal Affairs/Risk Management	Expertise and practical experience in legal matters essential for the development of service businesses and global businesses, or knowledge of risk management necessary for a company to survive

Skills matrix: Among the skills possessed by each member, the skills that are particularly expected

Name	Position	Independent Officer	Skill set showing the top three skills required of the Directors						
			Company Management	Industry Knowledge	Globalization	Intellectual Property, Technology and Innovation	Human Resources	Finance/Accounting	Legal Affairs/Risk Management
Toru Kuwano	Chairman and Director		○	○			○		
Yasushi Okamoto	Representative Director President and Executive Officer		○	○					○
Shinichi Horiguchi	Representative Director Executive Vice President		○				○	○	
Shuzo Hikida	Representative Director Executive Vice President		○	○					○
Akira Makado	Director Executive Vice President		○	○				○	
Kiyotaka Nakamura	Director Senior Managing Executive Officer			○	○	○			
Junko Sunaga	External Director	■	○		○	○			
Mitsuhiro Furusawa	External Director	■			○			○	○
Naoko Iwasaki	External Director	■		○	○	○			
Hideki Kishimoto	Director (Full-Time Audit and Supervisory Committee Member)				○			○	○
Yukio Ono	External Director (Audit and Supervisory Committee Member)	■			○			○	○
Akiko Yamakawa	External Director (Audit and Supervisory Committee Member)	■			○		○		○
Hiroko Kudo	External Director (Audit and Supervisory Committee Member)	■		○	○	○			