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Securities Code: 4345

Date of sending by postal mail: May 28, 2024

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To our shareholders:

Taizo Yokoshima
Representative Director and President
CTS Co., Ltd.
115, Kosato, Ueda-shi, Nagano

Notice of the 34th Annual General Meeting of Shareholders

You are cordially invited to attend the 34th Annual General Meeting of Shareholders of CTS Co., Ltd. (the “Company”), which will be held as indicated below.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and has posted the information on each of the following websites. Please access either of the websites to view the information.

The Company’s website:

https://www.cts-h.co.jp/ir/stock_information/ (in Japanese)

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/4345/teiji/> (in Japanese)

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the TSE website by using the internet address shown above, enter “CTS” in “Issue name (company name)” field or the Company’s securities code “4345” in the “Code” field and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

Instead of attending the meeting in person, you may exercise your voting rights by either of the following methods. Please review the Reference Documents for General Meeting of Shareholders and exercise your voting rights.

[Exercising your voting rights in writing (via postal mail)]

Please indicate your approval or disapproval of the proposals on the voting form enclosed with this notice and return it to us so that it will arrive no later than 6:00 p.m. on Thursday, June 13, 2024 (JST).

[Exercising your voting rights via the internet, etc.]

Please access the voting website designated by the Company (<https://evote.tr.mufg.jp/>), follow the guidance on the screen, and enter your approval or disapproval of the proposals no later than 6:00 p.m. on Thursday, June 13, 2024 (JST).

- 1. Date and Time:** Friday, June 14, 2024, at 10:00 a.m. (JST)
2. Place: UEDA TOKYU REI HOTEL, 3F “Shinano”
4-24-1, Tenjin, Ueda-shi, Nagano

3. Purpose of the Meeting:

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 34th fiscal year (from April 1, 2023 to March 31, 2024), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. The non-consolidated Financial Statements for the 34th fiscal year (from April 1, 2023 to March 31, 2024)

Matters to be resolved:

- Proposal No. 1** Election of Eight Directors
Proposal No. 2 Election of One Audit & Supervisory Board Member

- If attending the meeting in person, please present the voting form at the reception desk.
- If you exercise your voting rights in duplicate in writing (via postal mail) and via the internet, etc., only the vote via the internet, etc. will be counted as valid.
- If you exercise your voting rights via the internet, etc. multiple times, only the last vote will be counted as valid.
- Any voting right exercised in writing (via postal mail) without indicating approval or disapproval of a particular proposal on the voting form will be counted as a vote for approval of the proposal.
- If a proxy is attending the meeting in your stead, the proxy must be another shareholder with voting rights in accordance with Article 16 of the Company’s Articles of Incorporation. Please note that in such a case, a document certifying the authority of representation must be submitted.
- Please refrain from taking pictures or recording in the venue with cameras, smartphones, cell phones, etc.
- Paper-based documents stating items for which measures for providing information in electronic format are to be taken shall be sent to shareholders who have requested the delivery of paper-based documents, however those documents do not include the following matters in accordance with the provisions of laws and regulations and Article 14 of the Company’s Articles of Incorporation.
 - (1) Consolidated Statement of Changes in Shareholders’ Equity and Notes to Consolidated Financial Statements
 - (2) Non-consolidated Statement of Changes in Shareholders’ Equity and Notes to Non-consolidated Financial StatementsThese items are included in the Consolidated Financial Statements and Non-consolidated Financial Statements, which have been audited by Audit & Supervisory Board Members to prepare the audit report and by Financial Auditor to prepare the accounting audit report.
- If revisions are to be made to the items for which measures for providing information in electronic format to be taken, a notice of the revisions and the details of the items before and after the revisions will be posted on the aforementioned websites.

Reference Documents for General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Election of Eight Directors

The terms of office of all eight currently serving Directors will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of eight Directors.

The candidates for Director are as follows:

Candidate No.	Name	Position and responsibilities in the Company	Attendance at Board of Directors meetings in the fiscal year under review	Candidate attributes
1	Taizo Yokoshima	Representative Director and President	12/12 (100%)	Reelection
2	Hideki Akiyama	Director Sales Division	12/12 (100%)	Reelection
3	Kazutoshi Kanai	Director Marketing Division	12/12 (100%)	Reelection
4	Ren Yokoshima	Director Corporate Strategy Division	12/12 (100%)	Reelection
5	Makio Kitahara	Director Business Management Division	12/12 (100%)	Reelection
6	Akihiko Kishimoto	Director	12/12 (100%)	Reelection Outside Independent
7	Masaharu Miyasaka	Director	12/12 (100%)	Reelection Outside Independent
8	Seiichi Hirano	Director	12/12 (100%)	Reelection Outside Independent

Reelection: Candidate for Director to be reelected

Outside: Candidate for Outside Director

Independent: Candidate for independent officer as provided for by the securities exchange

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Taizo Yokoshima (June 9, 1960)	<p>Sept. 1980 Joined the Company</p> <p>July 1990 Director</p> <p>July 1995 Senior Managing Director</p> <p>June 2001 Representative Director and Vice President</p> <p>Apr. 2003 Representative Director and President (current position)</p> <p>Jan. 2017 Representative Director and President of Rentarise Corporation</p> <p> Representative Director of CTS Linetech Corporation (current position)</p> <p>June 2022 Representative Director of Rentarise Corporation (current position)</p>	100,000
<p>(Reasons for nomination)</p> <p>Taizo Yokoshima has been serving as Representative Director and President since 2003. He established the management policy which the Company is to pursue, demonstrated strong leadership and decisiveness to realize it, and expanded business operations. The Company has determined that he will be able to achieve sustainable corporate growth and increase corporate value in the medium- to long-term as his experience, achievements, and insight can be applied to the management. Accordingly, the Company nominated him as a candidate for Director.</p>			
2	Hideki Akiyama (April 5, 1976)	<p>July 2000 Joined the Company</p> <p>July 2013 General Manager of Matsumoto Branch</p> <p>Apr. 2017 Executive Officer (current position)</p> <p>Jan. 2019 General Manager of Tokai Sales Department</p> <p>Feb. 2019 General Manager of Kinki Sales Department</p> <p>June 2019 Director (current position)</p> <p>Jan. 2022 General Manager of Surveying Measurement System Business Management Department (currently General Manager of Surveying Measurement System Business Promotion Department) (current position)</p> <p>Sept. 2023 General Manager of Sales Division (current position)</p> <p> General Manager of Shin-Etsu Sales Department (current position)</p>	8,112
<p>(Reasons for nomination)</p> <p>Hideki Akiyama has worked in the sales department since joining the Company in 2000, and has contributed to the expansion of business and strengthening of the sales system in his current role as Director in charge of Sales Division. The Company has determined that he will be able to achieve sustainable corporate growth and increase corporate value in the medium to long term as his experience, achievements, and insight can be applied to the management. Accordingly, the Company nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Kazutoshi Kanai (November 29, 1977)	<p>June 2002 Joined the Company</p> <p>June 2015 Acting General Manager of IT Infrastructure Team, Business Management Division</p> <p>Apr. 2016 General Manager of System Business Promotion Department</p> <p>Apr. 2017 Executive Officer (current position)</p> <p>Sept. 2018 General Manager of System Business Management Department (currently General Manager of Digital Data Service Sales Promotion Department)</p> <p>June 2019 Director (current position)</p> <p>Sept. 2023 General Manager of Marketing Division (current position)</p> <p>General Manager of Sales Promotion Department (current position)</p> <p>General Manager of Quality Assurance & Logistics Division (current position)</p>	17,612
<p>(Reasons for nomination)</p> <p>Kazutoshi Kanai has worked in the business department since joining the Company in 2002, and has contributed to the expansion of business and strengthening of the Digital Data Service business in his current role as Director in charge of Marketing Division. The Company has determined that he will be able to achieve sustainable corporate growth and increase corporate value in the medium to long term as his experience, achievements, and insight can be applied to the management. Accordingly, the Company nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned	
4	Ren Yokoshima (June 6, 1987)	Jan. 2014 June 2017 Jan. 2018 Apr. 2018 July 2018 Apr. 2019 June 2020 June 2022 Aug. 2022 Sept. 2023	Joined the Company Director of Rentarise Corporation (current position) General Manager of Corporate Planning Department of the Company Director of CTS Linetech Corporation (current position) General Manager of House Fittings Department of the Company (currently General Manager of Smart House Business Promotion Department) Executive Officer (current position) Director (current position) Representative Director and President of Rentarise Corporation Supervising the corporate planning department of the Company General Manager of Corporate Strategy Division (current position)	5,730
		<p>(Reasons for nomination)</p> <p>Ren Yokoshima has worked in the corporate planning department since joining the Company in 2014, and has contributed to strengthening the corporate management base in his current role as Director in charge of Corporate Strategy Division. The Company has determined that he will be able to achieve sustainable corporate growth and increase corporate value in the medium to long term as his experience, achievements, and insight can be applied to the management. Accordingly, the Company nominated him as a candidate for Director.</p>		
5	Makio Kitahara (August 9, 1976)	Aug. 2001 Jan. 2017 Apr. 2018 July 2018 June 2022 Sept. 2023	Joined the Company General Manager of Accounting and Finance Department Executive Officer (current position) Director of Rentarise Corporation (current position) Director of the Company (current position) General Manager of Business Management Division (current position)	63,931
		<p>(Reasons for nomination)</p> <p>Makio Kitahara has worked in the accounting and finance department since joining the Company in 2001, and has contributed to strengthening the corporate financial base in his current role as Director in charge of Business Management Division. The Company has determined that he will be able to achieve sustainable corporate growth and increase corporate value in the medium to long term as his experience, achievements, and insight can be applied to the management. Accordingly, the Company nominated him as a candidate for Director.</p>		

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned	
6	Akihiko Kishimoto (January 1, 1953)	Apr. 1971	Joined Honda Motor Co., Ltd.	2,177
		Apr. 2006	General Manager of Regional Operations (South America) Planning Office	
		Apr. 2008	Joined NISSIN KOGYO CO., LTD. General Manager of General Affairs Department, Accounting Department, and HR Development Department	
		June 2008	Director	
		June 2011	Managing Director and Chief Operating Officer of Corporate Planning & Business Management	
		June 2017	Outside Director of the Company (current position)	
<p>(Reasons for nomination and overview of expected roles)</p> <p>Akihiko Kishimoto has held important posts such as Director of the corporate planning & business management during his time at Honda Motor Co., Ltd. and NISSIN KOGYO CO., LTD., and has been supervising management through his objective opinions and decision making, based on his insight into corporate management, at meetings of the Board of Directors of the Company. The Company has determined that he will continue to be able to further strengthen the functions of the Board of Directors of the Company from a fair standpoint. Accordingly, the Company nominated him as a candidate for outside Director. He is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure will have been seven years.</p>				
7	Masaharu Miyasaka (January 29, 1953)	Apr. 1975	Joined SHINSHU HAM CO., LTD.	2,694
		Sept. 2006	Executive Officer and General Manager of Sales Division	
		Sept. 2008	Director	
		Sept. 2010	Managing Director	
		Sept. 2014	Senior Managing Director and General Manager of Business Division	
		Sept. 2016	Representative Director and President	
		June 2019	Outside Director of the Company (current position)	
		Sept. 2022	Director and Chairperson of SHINSHU HAM CO., LTD.	
		Sept. 2023	Advisor (current position)	
<p>(Reasons for nomination and overview of expected roles)</p> <p>Masaharu Miyasaka held important positions such as Representative Director and President during his time at SHINSHU HAM CO., LTD., and has been supervising management through his objective opinions and decision making, based on his insight into corporate management, at meetings of the Board of Directors of the Company. The Company has determined that he will continue to be able to further strengthen the functions of the Board of Directors of the Company from a fair standpoint. Accordingly, the Company nominated him as a candidate for outside Director. He is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure will have been five years.</p>				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
8	Seiichi Hirano (December 11, 1954)	<p>Apr. 1977 Joined Shinshu Seiki Co., Ltd. (currently Seiko Epson Corporation)</p> <p>June 2002 Director of Seiko Epson Corporation</p> <p>June 2007 Managing Director Representative Director and President of Epson Sales Japan Corporation</p> <p>June 2014 Full-time Audit & Supervisory Board Member of Seiko Epson Corporation</p> <p>Oct. 2017 President of HIROSE & CO., LTD.</p> <p>June 2022 Outside Director of the Company (current position)</p>	2,816
<p>(Reasons for nomination and overview of expected roles)</p> <p>Seiichi Hirano served as President of HIROSE & CO., LTD., and held important posts such as Director of the sales department during his time at Seiko Epson Corporation. He has been supervising management through his objective opinions and decision making, based on his insight into corporate management, at meetings of the Board of Directors of the Company. The Company has determined that he will continue to be able to further strengthen the functions of the Board of Directors of the Company from a fair standpoint. Accordingly, the Company nominated him as a candidate for outside Director. He is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure will have been two years.</p>			

- (Notes)
1. There is no special interest between any of the candidates and the Company.
 2. Akihiko Kishimoto, Masaharu Miyasaka, and Seiichi Hirano are candidates for outside Director.
 3. The Company has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. In the event that this proposal is approved and adopted and each candidate is elected as a Director, each will become an insured under this insurance policy. The insurance policy is scheduled to be renewed with the same terms and conditions at the next renewal.
 4. The Company has entered into an agreement with Akihiko Kishimoto, Masaharu Miyasaka, and Seiichi Hirano to limit their liability for damages under Article 423, paragraph (1) of the Companies Act. The maximum amount of liability for damages under this agreement is the amount provided for under laws and regulations. If this proposal is approved and adopted and they are reelected, the Company plans to renew this agreement with them.
 5. The Company has submitted notification to the Tokyo Stock Exchange that Akihiko Kishimoto, Masaharu Miyasaka, and Seiichi Hirano have been designated as independent officers as provided for by the aforementioned exchange. If this proposal is approved and adopted and they are reelected, the Company plans for their appointment as independent officers to continue.
 6. The number of the Company's shares owned includes the candidate's holdings through CTS Officers' Shareholding Association.

Proposal No. 2 Election of One Audit & Supervisory Board Member

At the conclusion of this meeting, the term of office of the Audit & Supervisory Board Member Hiromichi Sasaki will expire. The Company therefore proposes the election of one Audit & Supervisory Board Member.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

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

Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
Hiromichi Sasaki (November 13, 1960)	Apr. 1995 Registered as an attorney at law Apr. 1998 Established Hiromichi Sasaki Law Office (currently SASAKI LAW OFFICE), Senior Partner (current position) June 2008 Audit & Supervisory Board Member of the Company (current position)	–

(Reasons for nomination)

Hiromichi Sasaki has professional knowledge as a lawyer in general legal affairs including corporate legal affairs. The Company has determined that he will be able to audit the performance and duties of Directors from an impartial and fair perspective, and has therefore nominated him as a candidate for outside Audit & Supervisory Board Member.

He is currently an outside Audit & Supervisory Board Member of the Company, and at the conclusion of this meeting, his tenure will have been 16 years.

- (Notes)
1. There is no special interest between Hiromichi Sasaki and the Company.
 2. Hiromichi Sasaki is a candidate for outside Audit & Supervisory Board Member.
 3. The Company has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. In the event that this proposal is approved and adopted and Hiromichi Sasaki is elected as an Audit & Supervisory Board Member, he will become an insured under this insurance policy. The insurance policy is scheduled to be renewed with the same terms and conditions at the next renewal.
 4. The Company has entered into an agreement with Hiromichi Sasaki to limit his liability for damages under Article 423, paragraph (1) of the Companies Act. The maximum amount of liability for damages under this agreement is the amount provided for under laws and regulations. If this proposal is approved and adopted and Hiromichi Sasaki is reelected, the Company plans to renew this agreement with him.
 5. The Company has submitted notification to the Tokyo Stock Exchange that Hiromichi Sasaki has been designated as an independent officer as provided for by the aforementioned exchange. If this proposal is approved and adopted and he is reelected, the Company plans for his appointment as an independent officer to continue.

<Reference> Officer Skill Matrix

The following skill matrix for officers is based on the assumption that Proposals No. 1 and No. 2 are approved as proposed at the General Meeting of Shareholders and that the current Audit & Supervisory Board Members are in office.

Name	Position and responsibilities in the Company	Attribute		Experience, skills, etc.							Diversity	
		Outside	Independent	Corporate management	Sales/marketing	Business-related expertise	IT	Finance/accounting	Personnel affairs/general affairs	Legal affairs/compliance	Experience in other business fields/industries	Overseas experience
Taizo Yokoshima	Representative Director and President			●	●	●						
Hideki Akiyama	Director Sales Division				●	●						
Kazutoshi Kanai	Director Marketing Division				●	●	●				●	
Ren Yokoshima	Director Corporate Strategy Division					●		●	●	●	●	
Makio Kitahara	Director Business Management Division							●		●	●	
Akihiko Kishimoto	Director	○	○	●				●	●	●	●	●
Masaharu Miyasaka	Director	○	○	●	●						●	
Seiichi Hirano	Director	○	○	●	●	●	●		●	●	●	●
Takeshi Miyazaki	Full-time Audit & Supervisory Board Member				●	●				●		
Hiromichi Sasaki	Audit & Supervisory Board Member	○	○	●						●	●	
Junichi Takemura	Audit & Supervisory Board Member	○	○	●				●			●	
Takashi Yokoyama	Audit & Supervisory Board Member	○	○					●		●	●	

* The above skill matrix lists the primary areas of expertise and experience for each officer. It does not represent all of the knowledge possessed by the officers.