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(Stock Exchange Code 9682)
June 2, 2017

To Shareholders with Voting Rights:

Koichi Nishida
Representative Director and President
DTS CORPORATION
6-19-13, Shimbashi
Minato-ku, Tokyo

**NOTICE OF
THE 45TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

You are cordially invited to attend the 45th Annual General Meeting of Shareholders of DTS CORPORATION (the “Company”). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders described hereinafter, and exercise your voting rights.

Exercise of Voting Rights by Mail

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by 5 p.m., Wednesday, June 21, 2017.

If there is no indication for or against any proposal, the vote will be deemed to have been cast for such proposal.

Exercise of Voting Rights via the Internet, etc.

If exercising your voting rights via the Internet, etc., please refer to the attached “Notes Regarding Exercise of Voting Rights via the Internet, etc.” (pp.3), and exercise your voting rights by 5 p.m., Wednesday, June 21, 2017.

If you submit your vote multiple times via the Internet, only the last vote will be valid.

If you vote both in writing using the Voting Rights Exercise Form and via the Internet, only your vote placed via the Internet will be valid.

- 1. Date and Time:** Thursday, June 22, 2017 at 10:00 a.m. (reception will open at 9:00 a.m.)
- 2. Venue:** Conference room on the ninth floor of Corporate Headquarters of the Company, located at 6-19-13, Shimbashi, Minato-ku, Tokyo
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements for the Company’s 45th Fiscal Year (April 1, 2016 - March 31, 2017) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 45th Fiscal Year (April 1, 2016 - March 31, 2017)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Partial Amendments to the Articles of Incorporation
Proposal 3: Election of Ten (10) Directors
Proposal 4: Election of One (1) Corporate Auditor

4. Other matters regarding the convocation of the General Meeting of Shareholders

If you wish to make a diverse exercise of your voting rights, please notify the Company of your intention of making a diverse exercise of voting rights and the reasons thereof by three (3) days prior to the General Meeting of Shareholders.

(Request) When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Please also bring this Notice of Convocation with you.

(Notice) Pursuant to the laws and regulations and the provisions of the Articles of Incorporation of the Company, the Notes to the Consolidated Financial Statements and the Notes to the Non-consolidated Financial Statements are posted on the Company's website, and are not included in this convocation notice.
Furthermore, the Consolidated Financial Statements and the Non-consolidated Financial Statements that were audited by the Corporate Auditors and Board of Corporate Auditors and the Accounting Auditor when creating their respective audit reports consist of all of the Financial Statements attached to this convocation notice, as well as the Notes to the Consolidated Financial Statements and the Notes to the Non-consolidated Financial Statements posted on the Company's website.
In addition, should the Reference Documents for the General Meeting of Shareholders and the Appendix require revision, the revised versions will be posted on the Company's website at the following address: <http://www.dts.co.jp/>

Notes Regarding Exercise of Voting Rights via the Internet, etc.

When exercising voting rights via the Internet, etc., please be aware of the following matters.

1. About the voting rights exercise website

Exercise of voting rights via the Internet is only possible via the voting rights exercise website designated by the Company below.

Voting rights exercise website: <http://www.web54.net>

2. Handling of voting rights

- (1) If exercising voting rights via the Internet, please use the “voting rights exercise code” and “password” written on the enclosed Voting Rights Exercise Form, and follow the on-screen instructions to enter your vote for or against the proposals.
- (2) Due to the circumstances required for tabulating votes, please exercise your voting rights via the Internet by 5 p.m., Wednesday, June 21, 2017.
- (3) If voting rights are exercised via the Internet multiple times, the last exercise of voting rights will be deemed valid.
- (4) If voting rights are exercised both via the Internet and via the Voting Rights Exercise Form, the exercise of voting rights via the Internet will be deemed valid.
- (5) Internet service provider and telecommunications carrier fees (connection fees, etc.) when accessing the voting rights exercise website shall be borne by the shareholder.

3. Handling of passwords

- (1) The password is an important means to identify if the person exercising voting rights is a shareholder. Please handle the password with due care, as if it were an official stamp or PIN.
- (2) If a password is entered incorrectly more than a certain number of times, it will become unusable. If reissuance of the password is required, please follow the on-screen guidance procedures.
- (3) The voting rights exercise code written on the Voting Rights Exercise Form is valid only for this General Meeting.

4. Contact information for inquiries on the use of personal computers, etc.

For any inquiries on how to use a personal computer, etc. in exercising voting rights via the website, please contact the following.

Dedicated line for Stock Transfer Agency Web Support, Sumitomo Mitsui Trust Bank, Limited
[Telephone] 0120 (652) 031 (Toll free within Japan)
(Open from 9:00 a.m. to 9:00 p.m.)

5. Use of the electronic voting rights exercise platform (For institutional investors)

Nominal shareholders (including standing proxies) such as management trust banks, etc. can use the electronic voting rights exercise platform operated by ICJ, Inc. if an application for participation in the platform is made in advance.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

Regarding the appropriation of surplus, the Company proposes the following.

Matters concerning year-end dividends

The Company recognizes the return of profits to shareholders as its most important management issue, and believes that the enhancement of corporate value over the medium to long term will serve as the greatest source of the return of profits. Moving forward, the Company will consider required internal reserves for business expansion, and upon comprehensively accounting for trends in business results and financial conditions, the Company believes that continuously conducting a stable dividend policy will contribute to the return of profits to shareholders over the medium to long term.

(1) Matters concerning the allotment of dividend assets and the total amount

Amount per share of common stock:	45 yen
Total amount:	1,033,886,880 yen

(2) Effective date of distribution of surplus

June 23, 2017

Proposal 2: Partial Amendments to the Articles of Incorporation

The Company proposes the partial amendment of the current Articles of Incorporation as shown in the proposed amendments to the Articles of Incorporation below.

1. Reasons for the Amendment

(1) In line with the relocation of the head office, in order to consolidate some of the Company’s offices in the Shimbashi area and further increase operational efficiency and cooperation between organizations, the Company proposes amending the location of the head office set forth in Article 3 of the current Articles of Incorporation from Minato-ku, Tokyo to Chuo-ku, Tokyo.

Furthermore, a supplementary provision shall be established to the effect that this amendment shall take effect on the date of relocation of the head office, which shall be determined at a meeting of the Board of Directors to be held by the time of the 46th Annual General Meeting of Shareholders.

(2) In order to clarify the management responsibilities of the Directors, and create a management structure that can respond promptly to changes in the business environment, the Company proposes amending the term of office of Directors from two (2) years to one (1) year. In addition, in line with this amendment, the Company proposes deleting provisions relating to adjusting the term of office.

2. Description of the amendments

Description of the amendments is as follows:

(Underlined text indicates the changes relating to the resolution of this proposal.)

Current	Proposed amendment
Article 1 to Article 2 (Omitted)	Article 1 to Article 2 (Unchanged)
Article 3 (Head office location) The head office of the Company shall be in <u>Minato-ku</u> , Tokyo.	Article 3 (Head office location) The head office of the Company shall be in <u>Chuo-ku</u> , Tokyo.
Article 4 to Article 18 (Omitted)	Article 4 to Article 18 (Unchanged)
Article 19 (Term of office) The term of office of a Director shall expire at the conclusion of the Annual General Meeting of Shareholders held with respect to the latest fiscal year ending within <u>two (2) years</u> after his or her election. <u>2. The term of office of a Director elected to increase the number of Directors or as a substitute shall be until the expiration of the term of office of the Directors in office.</u>	Article 19 (Term of office) The term of office of a Director shall expire at the conclusion of the Annual General Meeting of Shareholders held with respect to the latest fiscal year ending within <u>one (1) year</u> after his or her election. (Deleted)
Article 20 to Article 39 (Omitted) (Newly established)	Article 20 to Article 39 (Unchanged) <u>Supplementary Provisions</u> <u>The amendment to Article 3 shall take effect on the date of relocation of the head office, which shall be determined at a meeting of the Board of Directors to be held by the time of the 46th Annual General Meeting of Shareholders.</u> <u>Furthermore, this Supplementary Provision shall be deleted after the effective date of this amendment.</u>

Proposal 3: Election of Ten (10) Directors

The terms of office of all ten (10) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of ten (10) Directors is proposed.

The candidates are as follows:

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Koichi Nishida (January 24, 1956)	<p>Jun. 2001 Head, Planning Department, Financial System Platforms Sector, NTT DATA Corporation</p> <p>Nov. 2003 Deputy Head, Financial System Platforms Sector, NTT DATA Corporation</p> <p>May 2004 Deputy Head, Regional Banking System Platforms Sector, NTT DATA Corporation</p> <p>Jun. 2005 Head, General Banking Business Unit, NTT DATA Corporation Senior Vice President, NTT DATA Corporation Head, Regional Banking System Platforms Sector, NTT DATA Corporation</p> <p>Jun. 2009 Director and Vice President, the Company Executive Officer (current position)</p> <p>Apr. 2010 Representative Director and President (current position)</p>	19,500
2	Katsumi Kumasaka (February 7, 1953)	<p>Oct. 1974 Joined the Company</p> <p>Jun. 1996 Director</p> <p>Jun. 2000 Executive Officer (current position)</p> <p>Apr. 2002 Executive Managing Director</p> <p>Jun. 2009 Director, JAPAN SYSTEMS ENGINEERING Corporation Senior Managing Director (current position)</p> <p>Dec. 2009 President & CEO, Digital Technologies Corporation</p> <p>Nov. 2011 President, DTS America Corporation</p> <p>Jan. 2012 Chairman, DTS (Shanghai) Corporation</p> <p>Apr. 2014 Chairman, DTS SOFTWARE VIETNAM CO., LTD. (current position)</p>	18,900
3	Takao Sakamoto (January 4, 1961)	<p>Apr. 1987 Joined the Company</p> <p>Apr. 2004 General Manager, Planning Department, Corporate Staff Division</p> <p>Apr. 2007 Executive Officer (current position)</p> <p>Apr. 2008 Deputy General Manager, Corporate Staff Division</p> <p>Apr. 2009 Executive Manager in Charge of Corporate Planning</p> <p>Jun. 2009 Director</p> <p>Mar. 2011 Director, Digital Technologies Corporation</p> <p>Jun. 2011 Director, JAPAN SYSTEMS ENGINEERING Corporation</p> <p>Oct. 2011 Representative Director and President, DTS palette Inc. (current position)</p> <p>Apr. 2013 General Manager, Human Resources Department</p> <p>Mar. 2014 Representative Director and President, MIRUCA CORPORATION (current position)</p> <p>Apr. 2016 Executive Managing Director, the Company (current position)</p>	6,500

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	Minoru Takeuchi (June 21, 1961)	<p>Apr. 1985 Joined the Company</p> <p>Apr. 2003 General Manager, Financial System Department-3</p> <p>Apr. 2007 General Manager, Financial System Business Division</p> <p>Oct. 2007 Executive Officer (current position)</p> <p>Nov. 2007 Director, DTS (Shanghai) Corporation</p> <p>Jun. 2010 Director, the Company</p> <p>Nov. 2011 Director, DTS America Corporation</p> <p>Apr. 2014 General Manager, Financial Business Division-1</p> <p>Apr. 2016 Executive Managing Director, the Company (current position)</p> <p> General Manager, Financial Business Division</p> <p> Chairman, DTS (Shanghai) Corporation (current position)</p> <p> President, DTS America Corporation</p> <p>Mar. 2017 Director, Nelito Systems Limited (current position)</p> <p>Apr. 2017 General Manager, Global Business Promotion Department, the Company (current position)</p> <p> Director and Vice President, DTS America Corporation (current position)</p>	5,100
5	Hirotooshi Kobayashi (September 4, 1960)	<p>Apr. 1980 Joined the Company</p> <p>Apr. 2003 General Manager, Social Business Department-4</p> <p>Apr. 2006 General Manager, Business Department-1, Industrial System Business Division</p> <p>Apr. 2008 General Manager, Planning Department, Corporate Staff Division</p> <p>Apr. 2010 Executive Officer (current position)</p> <p> General Manager, Management Service Business Division</p> <p>Jun. 2012 Director, DATALINKS CORPORATION</p> <p>Apr. 2013 General Manager, ICT Business Division</p> <p>Apr. 2014 Director, YOKOGAWA DIGITAL COMPUTER CORPORATION</p> <p> Director, ART System Co., Ltd.</p> <p>Mar. 2016 President & CEO, Digital Technologies Corporation (current position)</p> <p>Apr. 2016 General Manager, General Administration Department, the Company (current position)</p> <p>Jun. 2016 Director (current position)</p>	4,000
6	Isao Yokoo (April 23, 1953)	<p>Oct. 1998 Head, Financial System Platforms Sector, NTT DATA Corporation</p> <p>Apr. 2003 Head, Commercial Banks Business Unit, Financial Business Sector, NTT DATA Corporation</p> <p>Jun. 2007 President and CEO, NTT DATA MANAGEMENT SERVICE Corporation</p> <p>Jun. 2011 Executive Managing Director, NTT DATA SYSTEM TECHNOLOGIES INC.</p> <p>Apr. 2012 Executive Managing Director, Head, Financial System Platforms Sector, NTT DATA SYSTEM TECHNOLOGIES INC.</p> <p>Apr. 2013 Executive Managing Director, General Manager, Business Promotion Department, NTT DATA SYSTEM TECHNOLOGIES INC.</p> <p>Nov. 2013 Executive Officer, the Company</p> <p> Executive Officer and Vice President, DATALINKS CORPORATION</p> <p>Jun. 2014 Representative Director and President, DATALINKS CORPORATION (current position)</p> <p> Director, the Company (current position)</p>	-

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
7	Tadayuki Hagiwara (October 11, 1955) Outside	<p>Apr. 2000 General Manager, IT Project Promotion Division, IT Promotion Department, Fuji Bank, Ltd.</p> <p>Apr. 2002 Deputy General Manager, IT and Systems Control Department, Mizuho Corporate Bank, Ltd.</p> <p>Mar. 2006 Executive Officer, General Manager, IT & Systems Control Department, Mizuho Bank, Ltd.</p> <p>Jun. 2006 Director, the Company</p> <p>Apr. 2009 Executive Managing Director, Mizuho Bank, Ltd.</p> <p>Jun. 2010 Retired Director</p> <p>Apr. 2011 Managing Executive Officer, Mizuho Bank, Ltd.</p> <p>Jun. 2011 Senior General Manager, Mizuho Bank, Ltd.</p> <p>Jun. 2012 Director, the Company (current position)</p> <p>President and CEO, Avanti Staff Corporation (current position)</p> <p>Jun. 2013 Outside Corporate Auditor, FUYO AUTO LEASE CO., LTD. (current position)</p>	-
8	Shigehiko Suzuki (October 16, 1945) Outside Independent	<p>Jul. 1995 Advisor, NIPPON TELEGRAPH AND TELEPHONE CORPORATION</p> <p>Oct. 1997 Senior Advisor, NIPPON TELEGRAPH AND TELEPHONE CORPORATION</p> <p>Jun. 1998 Director, NIPPON TELEGRAPH AND TELEPHONE CORPORATION</p> <p>Jun. 2002 Executive Vice President and CEO, NTT Software Corporation</p> <p>Jun. 2003 President and CEO, NTT Software Corporation</p> <p>Jun. 2007 President and CEO, NTT Advanced Technology Corporation</p> <p>Jun. 2010 Director and Corporate Adviser, NTT Advanced Technology Corporation</p> <p>Jun. 2011 Corporate Adviser, NTT Advanced Technology Corporation</p> <p>Jun. 2012 Special Advisor, NTT Advanced Technology Corporation</p> <p>Jul. 2012 Chairman of the Board of Directors, Canon Electronics Technology Inc. (current position)</p> <p>Supreme Advisor, CANON ELECTRONICS INC. (current position)</p> <p>Jun. 2013 Director, the Company (current position)</p>	-
9	Shunichi Sakata (January 19, 1954) Outside	<p>May 2002 General Manager, Pension Investment Department, Trust Funds Investment Department, Mitsui Asset Trust and Banking Company, Limited</p> <p>Oct. 2006 Executive Officer, General Manager, General Fund Department, The Chuo Mitsui Trust and Banking Company, Limited</p> <p>Oct. 2007 Managing Executive Officer, General Manager, General Fund Department, The Chuo Mitsui Trust and Banking Company, Limited</p> <p>Apr. 2011 Director, Senior Managing Executive Officer, Chuo Mitsui Asset Trust and Banking Company, Limited</p> <p>Apr. 2012 Director, Senior Managing Executive Officer, Sumitomo Mitsui Trust Bank, Limited</p> <p>Apr. 2013 Chairman, Sumitomo Mitsui Trust Asset Management Co., Ltd.</p> <p>Jun. 2014 Director, the Company (current position)</p> <p>Outside Corporate Auditor, Japan Trustee Services Bank, Ltd. (current position)</p> <p>Permanent Auditor, Sumitomo Mitsui Trust Business Service Co., Ltd (current position)</p>	-

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
10	Masayuki Hirata (July 30, 1947) Outside Independent	<p>Jun. 1998 General Manager, Business Administration Department, Group Company Headquarters, NIPPON TELEGRAPH AND TELEPHONE CORPORATION</p> <p>Jul. 1999 Head, Fourth Sector, NIPPON TELEGRAPH AND TELEPHONE CORPORATION</p> <p>Jun. 2000 Member of the Board of Directors, General Manager of Affiliated Business Department, NTT DOCOMO, INC.</p> <p>Jun. 2001 Executive Managing Director, General Manager of Accounts and Finance Department, NTT DOCOMO, INC.</p> <p>Jun. 2004 Senior Executive Vice President, General Manager of Global Business Division, NTT DOCOMO, INC.</p> <p>Jun. 2008 President & CEO, InfoCom Research, Inc.</p> <p>Jun. 2013 Corporate Adviser, InfoCom Research, Inc. Outside Board Director, SKY Perfect JSAT Holdings Inc.</p> <p>Jul. 2014 Adviser, InfoCom Research, Inc.</p> <p>Jun. 2015 Outside Director, CHUCO Co., Ltd. (current position) Director, the Company (current position)</p> <p>Jul. 2016 Senior Fellow, InfoCom Research, Inc. (current position)</p>	-

(Notes)

- Among the candidates for Director, the persons with a special interest with the Company are as follows:

Mr. Isao Yokoo is Representative Director and President of DATALINKS CORPORATION, with which the Company has a transactional relationship in areas such as system development, and DATALINKS CORPORATION conducts transactions with a third party that are categorized as sales operations for the Company.

Mr. Tadayuki Hagiwara is Representative Director and President of Avanti Staff Corporation, with which the Company has a transactional relationship in areas such as system development, and Avanti Staff Corporation conducts transactions with a third party that are categorized as dispatch work operations for the Company.
- Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Messrs. Tadayuki Hagiwara, Shigehiko Suzuki, Shunichi Sakata, and Masayuki Hirata to limit their liability stipulated in Article 423, Paragraph 1 of the Companies Act. Under the agreement, their liability is limited to one (1) million yen or the amount stipulated in Article 425, Paragraph 1 of the Companies Act, whichever is greater. If the reappointment of each of these candidates is approved, the Company plans to continue these liability limitation agreements with the candidates.
- Messrs. Tadayuki Hagiwara, Shigehiko Suzuki, Shunichi Sakata, and Masayuki Hirata are candidates for Outside Director. The Company has notified the Tokyo Stock Exchange that Messrs. Shigehiko Suzuki and Masayuki Hirata are Independent Officers.
- The Company has elected Messrs. Tadayuki Hagiwara, Shigehiko Suzuki, Shunichi Sakata, and Masayuki Hirata as candidates for Outside Director for the following reasons:

Mr. Tadayuki Hagiwara has experience being in charge of the IT division of a city bank and abundant experience and knowledge, etc. of the industry and as a manager, and in order to utilize this experience and knowledge in the management decisions of the Company, and also obtain advice regarding management as a whole from an outside, objective, specialist perspective, his election as an Outside Director is requested. Furthermore, his term of office as an Outside Director of the Company will be five (5) years as of the conclusion of this Annual General Meeting of Shareholders.

Mr. Shigehiko Suzuki has abundant experience and a high level of insight regarding industry trends in the IT industry and corporate management, and in order to utilize this experience and insight in the management decisions of the Company, and also obtain advice regarding management as a whole from an outside, objective, specialist perspective, his election as an Outside Director is requested. Furthermore, his term of office as an Outside Director of the Company will be four (4) years as of the conclusion of this Annual General Meeting of Shareholders.

Mr. Shunichi Sakata has abundant experience and a high level of insight as a manager of a trust bank, and in order to utilize this experience and insight in the management decisions of the Company, and also obtain advice regarding management as a whole from an outside, objective, specialist perspective, his election as an Outside Director is requested. Furthermore, his term of office as an Outside Director of the Company will be three (3) years as of the conclusion of this Annual General Meeting of Shareholders.

Mr. Masayuki Hirata possesses wide-ranging operational experience in the telecommunications industry and abundant experience and a high level of insight, and in order to utilize this experience and insight in the management decisions of the Company, and also obtain advice regarding management as a whole from an outside, objective, specialist perspective, his election as an Outside Director is requested. Furthermore, his term of office as an Outside Director of the Company will be two (2) years as of the conclusion of this Annual General Meeting of Shareholders.

Proposal 4: Election of One (1) Corporate Auditor

Corporate Auditor Mr. Seiki Saga resigned as of March 31, 2017. Accordingly, the election of one (1) Corporate Auditor is proposed. (If this Proposal is approved and resolved, there will be four (4) Corporate Auditors, including incumbent Corporate Auditors.)

The Board of Corporate Auditors has given its consent to this Proposal.

The candidate is as follows:

Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of shares of the Company held
Kenichiro Akamatsu (June 9, 1957) New candidate	Nov. 2002 General Manager, Trust Operations Department, Mitsui Asset Trust and Banking Company, Limited	900
	Mar. 2004 General Manager, Okayama Branch, The Chuo Mitsui Trust and Banking Company	
	Jan. 2007 General Manager, Sales Department II, Osaka Branch, The Chuo Mitsui Trust and Banking Company	
	Jan. 2009 Planning Officer, Markets Department, JAPAN POST BANK Co., Ltd.	
	Apr. 2011 Deputy General Manager, Financial Business Division, the Company	
	Apr. 2012 Executive Officer (current position)	
	Apr. 2013 General Manager, Financial Solutions Sales Department	
	Apr. 2013 General Manager, Finance Department-2, Financial Business Division	
	Apr. 2014 General Manager, Financial Business Division-2	
Apr. 2016 General Manager, Social Business Division		

(Notes)

1. There are no special interests between Mr. Kenichiro Akamatsu and the Company.
2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, if Mr. Kenichiro Akamatsu's election is approved, the Company plans to enter into an agreement with him to limit his liability stipulated in Article 423, Paragraph 1 of the Companies Act. Under the agreement, his liability shall be limited to one (1) million yen or the amount stipulated in Article 425, Paragraph 1 of the Companies Act, whichever is greater.