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Securities code: 9746  
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Masanori Iizuka  
President and Representative Director  
**TKC Corporation**  
1758 Tsurutamachi, Utsunomiya, Tochigi,  
Japan

## Notice of the 55th Annual Shareholders Meeting

Dear Shareholders:

We hereby announce the 55th Annual Shareholders Meeting of TKC Corporation (the “Company”). The meeting will be held as described below.

**The Company believes that the prevention of the spread of infections of the novel coronavirus disease (COVID-19) to shareholders is its priority, and as such, same as last year, requests that you consider refraining from attending the meeting in person, regardless of your physical condition, and exercise your voting rights in writing (by mail) or via the Internet, etc.**

**Accordingly, please review the Reference Documents for the Shareholders Meeting and exercise your voting rights by 6:00 p.m. on Thursday, December 16, 2021.**

### **[Exercising voting rights in writing (by mail)]**

Please indicate your vote of approval or disapproval of each proposal on the enclosed voting form, and return the form to us so that it arrives before the above-mentioned voting deadline.

### **[Exercising voting rights by electromagnetic method (via the Internet, etc.)]**

Please access the voting website (<https://evote.tr.mufg.jp/>) designated by the Company, and enter your vote of approval or disapproval of each proposal by using the Login ID and Temporary Password shown on the enclosed voting form and following on-screen instructions.

1. **Date and time:** Friday, December 17, 2021 at 10:00 a.m.
2. **Location:** TKC Corporation Headquarters Annex, Conference room, the sixth floor  
1758 Tsurutamachi, Utsunomiya, Tochigi, Japan
3. **Agenda of the meeting**
  - Items to be reported:**
    1. Business report and non-consolidated financial statements for the 55th fiscal year (from October 1, 2020 to September 30, 2021)
    2. Consolidated financial statements, and the audit reports on consolidated financial statements by the Accounting Auditor and the Audit & Supervisory Board for the 55th fiscal year (from October 1, 2020 to September 30, 2021)
  - Items to be resolved:**

<b>Proposal</b>	Appropriation of surplus
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**4. Other items relating to the meeting:**

- (1) In the event that your approval or disapproval of each proposal is not indicated on the voting form, it shall be considered as an indication of approval.
- (2) If you exercise your voting rights more than once via the Internet, etc., only the final execution shall be deemed valid.
- (3) If you exercise your voting rights by two different methods, that is, in writing as well as via the Internet, etc., the vote via the Internet, etc. shall be deemed valid.
- (4) You may name one (1) shareholder who holds voting rights of the Company to act as proxy and exercise your voting rights. However, the proxy will be required to present documentary proof of his or her authority to exercise your voting rights.

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- For those attending on the day, please present the enclosed voting form at the reception desk upon arrival at the meeting.
  - If any revision is made with regard to the Reference Documents for the Shareholders Meeting, the business report, the non-consolidated financial statements and/or the consolidated financial statements, the Company will post such revision on the Company's website (<https://www.tkc.jp/>).

## Reference Documents for the Shareholders Meeting

### Proposal Appropriation of surplus

We propose that the appropriation of surplus be made as follows.

#### 1. Matters regarding the year-end dividend

In order to meet the expectations of the shareholders, the Company's policy concerning dividends takes a basic policy of realizing dividends that exceed the comparative industry average while ensuring the Company continually generates an appropriate level of profits every fiscal year in accordance with the medium-term management plan that is decided by the Board of Directors. Moreover, many systems inside society are undergoing tremendous change in step with the rapid progress of information and communications technology (ICT). Therefore, at the same time as reinforcing support for the Company's customers, namely tax accountancy firms and local public-sector organizations, and leading the businesses of these customers on the road to success, it will be essential into the future to continue to execute anticipatory investment in R&D and proactive investments in facilities to retain its competitiveness in the market.

Accordingly, decisions concerning the payment of dividends to the shareholders are made after giving comprehensive consideration to such circumstances as the financial position, operating performance, and the dividend payout ratio while bearing in mind the need to strike a balance between enriching the shareholders' equity as a source for R&D investment and the like and providing a long-term and stable source for dividends.

The ¥65 interim dividend has already been paid after it was approved by resolution of the Board of Directors.

The Company hereby proposes the year-end dividend of the 55th fiscal year as follows:

#### (1) Type of dividend property

Cash

#### (2) Matters regarding allocation of dividend property and total amount thereof

The Company proposes to pay a year-end dividend of ¥39.50 per share for the fiscal year ended September 30, 2021, as stated in the "Notice of Revision (Increase) of Dividend Forecast for the Fiscal Year Ending September 30, 2021" (Japanese only) released on August 11, 2021.

¥39.50 per common share of the Company	
Breakdown of dividend per share	
Ordinary dividend	¥32.50
Special dividend	¥7.00
Total amount of dividends	¥2,090,850,775
Dividend payout ratio	45.7%

Note: The Company conducted a stock split of its common shares at a ratio of 1:2 as of April 1, 2021. The above year-end dividend is equivalent to ¥79.00 per share when converted to the dividend amount per share before the implementation of the stock split. The annual dividend for the current fiscal year, including the interim dividend of ¥65.00 per share, is equivalent to ¥144.00 per share before the stock split, which represents an increase of ¥24 compared to the previous fiscal year.

#### (3) Effective date of the dividends from surplus

It is proposed to set the effective date to be December 20, 2021.

#### 2. Other appropriation of surplus

Regarding other appropriation of surplus for the fiscal year under review, we propose the following in order to ensure a suitable amount is held in internal reserves.

(1) Item to be increased and amount of increase	
General reserve	¥4,100,000,000
(2) Item to be decreased and amount of decrease	
Retained earnings brought forward	¥4,100,000,000