

Securities code:9746

November 25, 2022

Masanori Iizuka
President and Representative Director
TKC Corporation
1758 Tsurutamachi, Utsunomiya, Tochigi,
Japan

Notice of the 56th Annual Shareholders Meeting

Dear Shareholders:

We hereby announce the 56th 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 15, 2022.

[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 16, 2022 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 56th fiscal year (from October 1, 2021 to September 30, 2022)
2. Consolidated financial statements, and the audit reports on consolidated financial statements by the Accounting Auditor and the Audit & Supervisory Board for the 56th fiscal year (from October 1, 2021 to September 30, 2022)

Items to be resolved:

- Proposal 1.** Appropriation of surplus
- Proposal 2.** Partial amendments to the Articles of Incorporation
- Proposal 3.** Election of nine (9) Directors
- Proposal 4.** Election of one (1) Audit & Supervisory Board Member

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 a 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.
 - Of the documents to be provided in this Notice of Meeting, the following items are posted on the Company's website on the Internet (<https://www.tkc.jp/ir/calling/>) based on the provisions of the law and Article 15 of the Articles of Incorporation.
 - Business report “6. Overview of the details of the resolution on the establishment of the systems, etc. to ensure the appropriateness of business activities”
 - “7. Overview of the status of operation of the systems, etc., to ensure the appropriateness of business activities”
 - “8. Matters concerning the basic policy on the control of a stock company”
 - “9. Matters concerning the policy for determining dividends, etc., from surplus”
 - 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/ir/calling/>).

<Notice of the discontinuation of sending interim reports and business reports>.

The Company has been sending interim reports and business reports to shareholders along with the notice of interim dividends and the notice of resolutions at the Annual Shareholders Meetings to inform them of the Company's business performance and recent developments. However, in view of the recent proliferation of the Internet and smartphones, and in consideration of the global environment, the Company gives notice that it has decided to discontinue the paper version of these reports, which will only be posted on the Company's website (<https://www.tkc.jp/ir/annualreport/>).

- Discontinuation of sending business reports
From the time of sending the Notice of Resolutions for the 56th Annual Shareholders Meeting
- Discontinuation of sending interim reports
From the time of sending the notice regarding the interim dividend for the 57th fiscal year

Reference Documents for the Shareholders Meeting

Proposal 1. 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 ¥36 interim dividend has already been paid after it was approved by a resolution of the Board of Directors.

The Company hereby proposes the year-end dividend of the 56th 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 ¥42 per share for the fiscal year ended September 30, 2022, as stated in the "Notice of Dividends of Surplus (Increase) for the Fiscal Year Ended September 30, 2022" (Japanese only) released on November 9, 2022.

¥42 per common share of the Company

Breakdown of dividend per share

Ordinary dividend ¥36

Special dividend ¥6

Total amount of dividends ¥2,210,568,948

Dividend payout ratio 45.1%

(3) Effective date of the dividends from surplus

It is proposed to set the effective date to be December 19, 2022.

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 ¥5,000,000,000

(2) Item to be decreased and amount of decrease

Retained earnings brought forward ¥5,000,000,000

Proposal 2. Partial amendments to the Articles of Incorporation

1. Reason for amendment to the Articles of Incorporation

The amendment stipulated in the proviso of Article 1 of the Supplementary Provision of the Act Partially Amending the Companies Act (Act No. 70 of 2019) was effective as of September 1, 2022, and the Company hereby amends its Articles of Incorporation as follows in line with the introduction of a system of providing in electronic format materials for the Shareholders Meeting.

- (1) Article 15, Paragraph 1 of the Proposed Amendment provides that the Company shall take measures to provide in electronic format the information that is the contents of the Reference Documents for the Shareholders Meeting, etc.
- (2) Article 15, Paragraph 2 of the Proposed Amendment would establish a provision to limit the scope of matters to be included in the documents to be delivered to shareholders who have made a request for delivery of documents.
- (3) The provision for Internet disclosure and deemed provision of Reference Documents for the Shareholders Meeting and other documents. etc. (Article 15 of the current Articles of Incorporation) shall be deleted as it is no longer necessary.
- (4) In accordance with the above newly established and deleted, Supplementary Provisions are hereby established. Furthermore, this Supplementary Provision shall be deleted after the expiration date.

2. Details of the amendments

(Underlined parts are amended.)

Current Articles of Incorporation	Proposed amendments
<p><u>Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for the Shareholders Meeting, etc.)</u></p> <p><u>When the Company, in convening a Shareholders Meeting complies with the provisions of the applicable Ordinance of the Ministry of Justice and takes measures to make information pertaining to matters to be stated or indicated in the Reference Documents for the Shareholders Meeting, business corporation report, financial statements and consolidated financial statements available to the shareholders by electromagnetic means, the Company shall be deemed to have provided such information to the shareholders.</u></p> <p>(Newly established)</p> <p>(Newly established)</p> <p>(Newly established)</p>	<p>(Deleted)</p> <p><u>Article 15 (Measures to Provide in Electronic Format</u></p> <p><u>1. The Company shall, when convening a Shareholders Meeting, take measures to provide in electronic format the information that is the contents of the Reference Documents for the Shareholders Meeting, etc.</u></p> <p><u>2. The Company is entitled to omit from the document to be delivered to shareholders who have made a written request by the Record Date for voting rights all or part of the matters provided in electronic format as provided for in the applicable Ordinance of the Ministry of Justice.</u></p> <p><u>Supplementary Provision</u></p> <p><u>Article 1 (Transitional Measures Concerning Provision in Electronic Format of Materials for Shareholders Meetings)</u></p> <p><u>1. With respect to the Shareholders Meetings to be held within six months from September 1, 2022, Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for the Shareholders Meeting, etc.) of the Articles of Incorporation prior to the amendment shall furthermore remain in force and effect.</u></p> <p><u>2. The provisions of this Article shall be deleted after six months from September 1, 2022, or three months from the date of the Shareholders Meeting, whichever is later.</u></p>

Proposal 3. Election of nine (9) Directors

The term of office of all eight (8) currently serving Directors will expire at the conclusion of this Annual Shareholders Meeting.

Accordingly, the Company proposes the election of nine (9) Directors, comprising six (6) currently serving Directors, excluding Mr. Yasuo Igarashi and Mr. Yoshimasa Oshida, who will all be retiring at the conclusion of this Annual Shareholders Meeting, with the addition of three (3) new Director candidates, Mr. Yoshihisa Ito, Mr. Takeshi Kawamoto, and Mr. Keiichiro Kato, to strengthen the management team.

The candidates for Director are as follows:

No.	Name		Current position and responsibilities at the Company	Number of attendance at meetings of the Board of Directors
1	Masanori Iizuka	Reelection	Representative Director, President and Executive Officer Director of Accounting Firm Business Division	14/14
2	Satoshi Hitaka	Reelection	Representative Director, Senior Managing Director and Executive Officer Director of Local Governments Business Division	14/14
3	Ikuo Kawahashi	Reelection	Director, Senior Managing Director and Executive Officer In charge of SKYCOM Corporation	14/14
4	Kiyotsugu Nakanishi	Reelection	Director, Managing Director and Executive Officer Chief Director of Business Administration	14/14
5	Yoshihisa Ito	New election	Managing Director and Executive Officer Chief of Tax Information Systems Design Center, Systems Development Research Center, Accounting Firm Business Division	--
6	Takeshi Kawamoto	New election	Chief Director of Systems Development, Local Governments Business Division	--
7	Junko Iijima	Reelection Outside Independent	Director	13/14
8	Nobuhiko Kouga	Reelection Outside Independent	Director	13/14
9	Keiichiro Kato	New election Outside Independent	--	--

Reelection: candidate for Director to be reelected, New election: candidate for Director to be newly elected, Outside: candidate for Outside Director, Independent: Independent Officer as defined by the Tokyo Stock Exchange

No.	Name (Date of birth)	Career summary, and position and responsibilities at the Company	Number of the Company's shares held
1	<p data-bbox="405 636 512 667">[Reelection]</p> <p data-bbox="379 685 539 752">Masanori Iizuka (March 12, 1975)</p> <p data-bbox="336 781 582 837">Number of years holding the position: 12 years</p> <p data-bbox="336 882 582 960">Number of attendance at meetings of the Board of Directors: 14/14</p> <p data-bbox="357 987 561 1066">Special interest in the Company: Note 8.1) below</p>	<p data-bbox="600 322 699 353">Apr. 2002</p> <p data-bbox="600 356 699 387">Dec. 2010</p> <p data-bbox="600 501 699 533">Oct. 2012</p> <p data-bbox="600 647 699 678">Dec. 2012</p> <p data-bbox="600 792 699 824">Apr. 2014</p> <p data-bbox="600 916 699 947">Oct. 2016</p> <p data-bbox="600 1061 699 1093">Oct. 2018</p> <p data-bbox="600 1184 699 1216">Dec. 2019</p> <p data-bbox="600 1308 916 1339">(Important concurrent positions)</p> <p data-bbox="600 1341 1200 1373">Representative Director, President, TKC Customer Support Service Co., Ltd.</p> <p data-bbox="823 322 1190 495">Joined the Company</p> <p data-bbox="823 356 1190 495">Director, Executive Officer, in charge of Sales of Corporate Information Systems, Accounting Firm Business Division, and Chief Director of G Project of Sales, the Company</p> <p data-bbox="823 501 1158 640">Director, Executive Officer, Chief Director of Sales of Corporate Information Systems, Accounting Firm Business Division, the Company</p> <p data-bbox="823 647 1174 786">Director, Managing Director and Executive Officer, Chief Director of Sales of Corporate Information Systems, Accounting Firm Business Division, the Company</p> <p data-bbox="823 792 1174 909">Director, Managing Director and Executive Officer, Chief Director of Sales, Accounting Firm Business Division, the Company</p> <p data-bbox="823 916 1182 1055">Representative Director, Senior Managing Director and Executive Officer, Director of Accounting Firm Business Division, Chief Director of Sales, the Company</p> <p data-bbox="823 1061 1182 1178">Representative Director, Senior Managing Director and Executive Officer, Director of Accounting Firm Business Division, the Company</p> <p data-bbox="823 1184 1190 1290">Representative Director, President and Executive Officer, Director of Accounting Firm Business Division, the Company (present)</p>	16,200 shares
<p data-bbox="333 1402 852 1433">[Reason for the nomination as candidate for Director]</p> <p data-bbox="333 1435 1412 1514">Mr. Masanori Iizuka's management experience includes 12 years as Director and Executive Officer; three years as Director, Managing Director and Executive Officer; three years as Representative Director, Senior Managing Director and Executive Officer; and three years as Representative Director, President and Executive Officer.</p> <p data-bbox="333 1516 1412 1671">His election as Director is again requested because he has abundant operational experience and wide-ranging knowledge enabling him to manage the Company appropriately, serving as President and Representative Director, after having served as Chief Director of Sales, Accounting Firm Business Division; and Director of Accounting Firm Business Division, and possessing a thorough knowledge of the Company's operations; he can therefore be expected to strengthen the decision making and supervisory functions of the Board of Directors from a perspective of the Company's sustainable growth and increase in corporate value.</p>			

No.	Name (Date of birth)	Career summary, and position and responsibilities at the Company	Number of the Company's shares held
2	<p style="text-align: center;">Reelection</p> <p style="text-align: center;">Satoshi Hitaka (January 19, 1971)</p> <p>Number of years holding the position: 11 years</p> <p>Number of attendance at meetings of the Board of Directors: 14/14</p> <p>Special interest in the Company: Note 8.2) below</p>	<p>Apr. 2003 Joined the Company</p> <p>Dec. 2010 Executive Officer, Director of ASP Service Promotion, Sales Planning, Local Governments Business Division, the Company</p> <p>Dec. 2011 Director, Executive Officer, in charge of New Business Strategy, Local Governments Business Division, the Company</p> <p>Jan. 2012 Director, Executive Officer, Chief Director of Cloud Business Promotion, Local Governments Business Division, the Company</p> <p>Dec. 2018 Director, Managing Director and Executive Officer, Chief Director of Sales, Local Governments Business Division, the Company</p> <p>Dec. 2020 Representative Director, Senior Managing Director and Executive Officer, Director of Local Governments Business Division, the Company (present)</p> <p>(Important concurrent positions) Representative Director, President, TKC Security Services K.K.</p>	5,300 shares
<p>[Reason for the nomination as candidate for Director] Mr. Satoshi Hitaka's management experience includes 11 years as Director and Executive Officer, two years as Director, Managing Director and Executive Officer, and two years as Representative Director and Senior Managing Director and Executive Officer. His election as Director is again requested because he has abundant operational experience and wide-ranging knowledge enabling him to manage the Company appropriately, having served as Chief Director of Sales, Local Governments Business Division after serving as Director of Cloud Service Promotion, Local Governments Business Division, and possessing a thorough knowledge of the Company's operations; he can therefore be expected to strengthen the decision making and supervisory functions of the Board of Directors from a perspective of the Company's sustainable growth and increase in corporate value.</p>			

No.	Name (Date of birth)	Career summary, and position and responsibilities at the Company		Number of the Company's shares held
3	<p><u>Reelection</u></p> <p>Ikuo Kawahashi (February 26, 1955)</p> <p>Number of years holding the position: 2 years</p> <p>Number of attendance at meetings of the Board of Directors: 14/14</p> <p>Special interest in the Company: Note 8.3) below</p>	<p>Apr. 1977</p> <p>Dec. 2006</p> <p>Jan. 2008</p> <p>Dec. 2013</p> <p>Dec. 2014</p> <p>Dec. 2019</p> <p>Dec. 2020</p> <p>(Important concurrent positions)</p>	<p>Joined the Company</p> <p>Executive Officer, Systems Development, Local Governments Business Division, the Company</p> <p>Executive Officer, Chief of Internal Control Management Center, the Company</p> <p>Representative Director, Vice President, SKYCOM Corporation</p> <p>Representative Director, President, SKYCOM Corporation (present)</p> <p>Senior Managing Director and Executive Officer, the Company</p> <p>Director, Senior Managing Director and Executive Officer, in charge of SKYCOM Corporation, the Company (present)</p> <p>Representative Director, President, SKYCOM Corporation</p>	15,900 shares
<p>[Reason for the nomination as candidate for Director]</p> <p>Mr. Ikuo Kawahashi's management experience includes 16 years as Executive Officer of the Company, and eight years as Representative Director, President of SKYCOM Corporation. His election as Director is again requested because he has abundant operational experience and wide-ranging knowledge enabling him to manage the Company appropriately, having served as Chief Director of Systems Development, Local Governments Business Division, Chief of Internal Control Management Center and President of the Company's subsidiary, and possessing a thorough knowledge of the Company's operations. He can therefore be expected to strengthen the decision-making and supervisory functions of the Board of Directors from a perspective of the Group's sustainable growth and increase in corporate value through the management of the Company's subsidiary.</p>				
4	<p><u>Reelection</u></p> <p>Kiyotsugu Nakanishi (August 27, 1956)</p> <p>Number of years holding the position: 2 years</p> <p>Number of attendance at meetings of the Board of Directors: 14/14</p> <p>Special interest in the Company: None</p>	<p>Apr. 1979</p> <p>Dec. 2008</p> <p>Dec. 2009</p> <p>Jan. 2015</p> <p>Dec. 2018</p> <p>Dec. 2020</p> <p>Dec. 2021</p> <p>(Important concurrent positions)</p> <p>—</p>	<p>Joined the Company</p> <p>Executive Officer, Director of General Affairs Department, the Company</p> <p>Director of General Affairs Department, the Company</p> <p>Director of Internal Audit Department, the Company</p> <p>Full-time Audit & Supervisory Board Member, the Company</p> <p>Director, Executive Officer, Chief Director of Business Administration, the Company</p> <p>Director, Managing Director and Executive Officer, Chief Director of Business Administration, the Company (present)</p>	36,600 shares
<p>[Reason for the nomination as candidate for Director]</p> <p>Mr. Kiyotsugu Nakanishi's election as Director is again requested because he has abundant operational experience and wide-ranging knowledge enabling him to manage the Company appropriately, having served as Director of General Affairs Department, and then Director of Internal Audit Department for four years, Full-time Audit & Supervisory Board Member for two years, then Director, Executive Officer and Managing Director and Executive Officer for two years and possessing a thorough knowledge of the Company's operations; he can therefore be expected to strengthen the decision making and supervisory functions of the Board of Directors from a perspective of the Company's sustainable growth and increase in corporate value.</p>				

No.	Name (Date of birth)	Career summary, and position and responsibilities at the Company	Number of the Company's shares held
5	<p data-bbox="395 685 528 719"><u>New election</u></p> <p data-bbox="395 734 528 768">Yoshihisa Ito</p> <p data-bbox="395 779 528 813">(April 2, 1967)</p> <p data-bbox="336 835 584 891">Number of years holding the position: –years</p> <p data-bbox="336 936 584 1014">Number of attendance at meetings of the Board of Directors: –/–</p> <p data-bbox="355 1048 564 1104">Special interest in the Company: None</p>	<p data-bbox="598 293 703 327">Apr. 1990</p> <p data-bbox="598 327 703 360">Dec. 2007</p> <p data-bbox="598 443 703 477">Oct. 2010</p> <p data-bbox="598 533 703 566">Dec. 2013</p> <p data-bbox="598 651 703 685">Apr. 2014</p> <p data-bbox="598 770 703 804">Dec. 2016</p> <p data-bbox="598 916 703 949">Jan. 2018</p> <p data-bbox="598 1061 703 1095">Dec. 2019</p> <p data-bbox="598 1240 703 1274">Oct. 2020</p> <p data-bbox="598 1413 916 1447">(Important concurrent positions)</p> <p data-bbox="598 1447 608 1480">–</p> <p data-bbox="823 293 1190 1402"> Joined the Company Executive Officer and Chief Director of User Interface Design Division, Systems Development Research Center, the Company Executive Officer, Chief Director of Sales Planning, Accounting Firm Business Division, the Company Director and Executive Officer, Chief Director of Sales Planning, Accounting Firm Business Division, the Company Director and Executive Officer, Director of Sales Planning Department, Accounting Firm Business Division, the Company Executive Officer, Chief of Tax Information Systems Design Center, Systems Development Research Center, Accounting Firm Business Division, the Company Executive Officer and Chief Director of User Interface Design Division, Systems Development Research Center, Accounting Firm Business Division, the Company Managing Director and Executive Officer, Chief Director of User Interface Design Division, Systems Development Research Center, Accounting Firm Business Division, the Company Managing Director and Executive Officer, Chief of Tax Information Systems Design Center, Systems Development Research Center, Accounting Firm Business Division, the Company (present) </p>	6,000 shares
<p data-bbox="331 1509 852 1543">[Reason for the nomination as candidate for Director]</p> <p data-bbox="331 1543 1412 1671">Mr. Yoshihisa Ito has been an Executive Officer for 15 years, a Director and Executive Officer for three years, and a Managing Director and Executive Officer for three years. His election as Director is requested because he has a perspective that the Company's sustainable growth and increase in corporate value will be achieved through the creation of innovations based on a prompt and accurate grasp of future enactments and amendments of laws, advances in information technology, changes in social systems, and changes in customers' values.</p>			

No.	Name (Date of birth)	Career summary, and position and responsibilities at the Company		Number of the Company's shares held
6	<p style="text-align: center;"><u>New election</u></p> <p style="text-align: center;">Takeshi Kawamoto (August 23, 1969)</p> <p>Number of years holding the position: - years</p> <p>Number of attendance at meetings of the Board of Directors: -/-</p> <p>Special interest in the Company: None</p>	<p>Apr. 1994</p> <p>Apr. 2018</p> <p>Dec. 2019</p> <p>Dec. 2020</p> <p>Dec. 2021</p> <p>(Important concurrent positions)</p> <p>–</p>	<p>Joined the Company</p> <p>Chief of Technology Platforms Development Center, Local Governments Business Division, the Company</p> <p>Executive Officer, Chief of Technology Platforms Development Center, Local Governments Business Division, the Company</p> <p>Executive Officer, Chief Director of Systems Development, Local Governments Business Division, the Company</p> <p>Chief Director of Systems Development, Local Governments Business Division, the Company (present)</p>	– shares
<p>[Reason for the nomination as candidate for Director]</p> <p>Mr. Takeshi Kawamoto's election as Director is requested because he has served as the head of the Systems Development Division of the Local Governments Business Division and is familiar with the development of the Company's products and services, and he is expected to contribute to the Company's sustainable growth and increase its corporate value by generating innovation in the development of products, including future responses to local government system standardization.</p>				
7	<p style="text-align: center;"><u>Reelection</u></p> <p style="text-align: center;"><u>Outside</u></p> <p style="text-align: center;"><u>Independent</u></p> <p style="text-align: center;">Junko Iijima (Present family name: Sawada) (August 3, 1967)</p> <p>Number of years holding the position: 3 years</p> <p>Number of attendance at meetings of the Board of Directors: 13/14</p> <p>Special interest in the Company: None</p>	<p>Oct. 2001</p> <p>Oct. 2001</p> <p>Oct. 2019</p> <p>Dec. 2019</p> <p>(Important concurrent positions)</p> <p>Partner, TOKYO TORANOMON LAW OFFICE</p>	<p>Registered as attorney</p> <p>Joined TOKYO TORANOMON LAW OFFICE (present)</p> <p>Chairperson of Nomination and Compensation Advisory Committee, the Company (present)</p> <p>Outside Director, the Company (present)</p>	– shares
<p>[Reason for the nomination as candidate for Director and outline of expected roles]</p> <p>Ms. Junko Iijima, in addition to her wealth of experience and expertise as an attorney, has exceptional insight, particularly in corporate governance. As the chairperson of the Nomination and Compensation Advisory Committee established by the Company on October 10, 2019, she has demonstrated strong leadership in evaluating and designing policies and procedures for nominating and dismissing Directors, etc. and the officers' compensation system in accordance with the principles of the corporate governance code.</p> <p>Her election as Independent Outside Director is again requested because she is expected to further contribute to the Company's sustainable growth and medium- to long-term enhancement of its corporate value by strengthening corporate governance and provide useful advice from a female perspective, as well as strengthen the decision making and supervisory functions of the Board of Directors.</p>				

No.	Name (Date of birth)	Career summary, and position and responsibilities at the Company		Number of the Company's shares held
8	<p style="text-align: center;"> <input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent </p> <p>Nobuhiko Kouga (January 25, 1964)</p> <p>Number of years holding the position: 2 years</p> <p>Number of attendance at meetings of the Board of Directors: 13/14</p> <p>Special interest in the Company: Note 8.4) below</p>	<p>Feb. 1996</p> <p>Feb. 1996</p> <p>Apr. 2019</p> <p>Dec. 2020</p> <p>(Important concurrent positions)</p>	<p>Registered as certified tax accountant</p> <p>Started business as certified tax accountant</p> <p>Representative Partner, Tax Accountants' Corporation Top Management (present)</p> <p>Outside Director, the Company (present)</p> <p>Representative Partner, Tax Accountants' Corporation Top Management</p>	<p>1,000 shares</p>
<p>[Reason for the nomination as candidate for Director and outline of expected roles]</p> <p>Mr. Nobuhiko Kouga, as a certified tax accountant, has considerable expertise in tax affairs and accounting. Furthermore, he has worked as a part-time instructor for many years at Koshiro Public University of Economics, and possesses considerable knowledge regarding management accounting at small and medium-sized enterprises. Moreover, he has worked as chairperson of the New Members Service Committee of the TKCNF since July 2016, and provided advice regarding follow-up activities for certified tax accountants and certified public accountants that newly joined the TKCNF in addition to activities in order to increase the number of TKC members.</p> <p>His election as Independent Outside Director is again requested because he is expected to further contribute to the Company's sustainable growth and medium-term enhancement of its corporate value, as well as strengthen the decision-making and supervisory functions of the Board of Directors.</p>				
9	<p style="text-align: center;"> <input type="checkbox"/> New election <input type="checkbox"/> Outside <input type="checkbox"/> Independent </p> <p>Keiichiro Kato (July 30, 1957)</p> <p>Number of years holding the position: - years</p> <p>Number of attendance at meetings of the Board of Directors: -/-</p> <p>Special interest in the Company: Note 8.5) below</p>	<p>Aug. 1985</p> <p>Feb. 1987</p> <p>Feb. 1987</p> <p>Jan. 2003</p> <p>(Important concurrent positions)</p>	<p>Registered as a certified public accountant</p> <p>Registered as certified tax accountant</p> <p>Started business as certified tax accountant</p> <p>Representative Partner, Kato Accounting Office (present)</p> <p>Representative Partner, Kato Accounting Office</p>	<p>11,600 shares</p>
<p>[Reason for the nomination as candidate for Director and outline of expected roles]</p> <p>Mr. Keiichiro Kato, as a certified tax accountant and a certified public accountant, has considerable expertise in tax affairs and accounting.</p> <p>In addition, as Vice Chairman of TKCNF since July 2009 and as Exclusive Vice Chairman of TKCNF since July 2017, and since July 2020 he has also chaired the Managing Committee and meeting of Chairman and Vice Chairman, and has provided guidance and advice on the movement to achieve the business objectives of TKCNF.</p> <p>His election as Independent Outside Director is requested because he is expected to further contribute to the Company's sustainable growth and medium-term enhancement of its corporate value, as well as strengthen the decision-making and supervisory functions of the Board of Directors.</p>				

- Notes:
1. The Company's Nomination and Compensation Advisory Committee deliberates on the nominations of the candidates for Director in accord with consultation with the Board of Directors, and reports the results to the Board of Directors. Following the above procedures, the Board of Directors proposes the candidates for Director at the Annual Shareholders Meeting.
 2. For the nomination of a candidate for Outside Director, the Company considers the business environment around the Company and the expertise and diversity of the Directors and Audit & Supervisory Board Members comprising the Board of Directors.
 3. Ms. Junko Iijima is a candidate for Outside Director. At the conclusion of this Annual Shareholders Meeting, her term of office as Outside Director of the Company will have been three years. The Company has notified the Tokyo Stock Exchange of her designation as an independent officer under the regulations of the said exchange.
 4. Although Ms. Junko Iijima changed her family name to Sawada following her marriage, she continues to conduct business under her former family name.
 5. Mr. Nobuhiko Kouga is a candidate for Outside Director. At the conclusion of this Annual Shareholders Meeting, his term of office as Outside Director of the Company will have been two years. The Company has notified the Tokyo Stock Exchange of his designation as an independent officer under the regulations of the said exchange.
 6. Mr. Keiichiro Kato is a candidate for Outside Director. If his election is approved, the Company will notify the Tokyo Stock Exchange of his designation as an independent officer under the regulations of the said exchange.
 7. Pursuant to the provision of Article 427, paragraph (1) of the Companies Act, the Company has provided in its Articles of Incorporation that it may conclude an agreement with Outside Directors to limit their liability as provided for in Article 423, paragraph (1) of the same Act to such minimum amount of limit of liability as provided for in the laws and regulations as long as there are good faith and no gross negligence.
If the election of Ms. Junko Iijima and Mr. Nobuhiko Kouga is approved, the Company will enter into the same contract with them again. Also, if Mr. Keiichiro Kato's election is approved, the Company will enter into a new contract with him.
 8. The entries in the field for "Special interest in the Company" include the following.
 - 1) Mr. Masanori Iizuka conducts transactions with the Company as a representative of TKC Customer Support Service Co., Ltd.
 - 2) Mr. Satoshi Hitaka conducts transactions with the Company as a representative of TKC Security Services K.K.
 - 3) Mr. Ikuo Kawahashi conducts transactions with the Company as a representative of SKYCOM Corporation.
 - 4) Mr. Nobuhiko Kouga conducts transactions with the Company as representative of Tax Accountants' Corporation Top Management.
 - 5) Mr. Keiichiro Kato conducts transactions with the Company as a representative of Kato Accounting Office.
 9. There are no special interests between the candidates for Director and the Company other than the above.

Proposal 4. Election of one (1) Audit & Supervisory Board Member

The Company proposes the election of one (1) Audit & Supervisory Board Members, increasing the number of Audit & Supervisory Board Members by one to strengthen the audit system.

The Audit & Supervisory Board has already given their consent to this proposal.

Name (Date of birth)	Career summary and position at the Company		Number of the Company's shares held
<p>New election</p> <p>Yasuo Igarashi (January 4, 1967)</p> <p>Number of years holding the position: -years</p> <p>Number of attendance at meetings of the Board of Directors: 14/14</p> <p>Attendance at meetings of the Audit & Supervisory Board: -/-</p> <p>Special interest in the Company: None</p>	<p>Apr. 1989</p> <p>Aug. 2012</p> <p>Dec. 2016</p> <p>Dec. 2017</p> <p>Jan. 2018</p> <p>(Important concurrent positions)</p> <p>-</p>	<p>Joined the Company</p> <p>Executive Officer, Chief of Accounting Information Systems Development Center, Systems Development Research Center, Accounting Firm Business Division, the Company</p> <p>Director and Executive Officer, Director of Sales Planning, Sales, Accounting Firm Business Division, the Company</p> <p>Director, Managing Director and Executive Officer, Director of Sales Planning, Accounting Firm Business Division, the Company</p> <p>Director, Managing Director and Executive Officer, Chief of Systems Development Research Center, Accounting Firm Business Division, the Company (present)</p>	<p>6,600 shares</p>
<p>[Reason for the nomination as candidate for Audit & Supervisory Board Member]</p> <p>Mr. Yasuo Igarashi's management experience includes six years as Director and Executive Officer, and five years as Director, Managing Director and Executive Officer. His election as an Audit & Supervisory Board Member is requested because he has abundant operational experience and wide-ranging knowledge enabling him to manage the Company appropriately, having served as Chief of Systems Development Research Center, Accounting Firm Business Division and possessing a thorough knowledge of the Company's operations; he can therefore be expected to strengthen the decision making and supervisory functions of the Board of Directors from a perspective of the Company's sustainable growth and increase in corporate value.</p>			

Note: The Board of Directors nominates candidates for Audit & Supervisory Board Member and proposes them at the Annual Shareholders Meeting after having gained approval from the Audit & Supervisory Board.

<Reference>

Management structure after Proposals 3 and 4 are approved at the Annual Shareholders Meeting (planned)

Name	Position at the Company	Specific expertise and experience expected				
		Business Management Business Strategy	Innovation Technology	Marketing Sales	Finance Accounting Tax	Legal Affairs CG Risk Management
Masanori Iizuka	Representative Director	○	○	○		
Satoshi Hitaka	Representative Director	○		○		○
Ikuo Kawahashi	Director	○	○	○		
Kiyotsugu Nakanishi	Director				○	○
Yoshihisa Ito	Director		○		○	
Takeshi Kawamoto	Director		○			○
Junko Iijima	Outside Director					○
Nobuhiko Kouga	Outside Director	○		○	○	
Keiichiro Kato	Outside Director	○			○	○
Tsuneo Miyashita	Full-time Audit & Supervisory Board Member				○	○
Yasuo Igarashi	Full-time Audit & Supervisory Board Member				○	
Hideki Tomonaga	Outside Audit & Supervisory Board Member				○	○
Tomoyasu Hamamura	Outside Audit & Supervisory Board Member	○			○	○