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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 57th Annual Shareholders Meeting

Dear Shareholders:

We hereby announce the 57th Annual Shareholders Meeting of TKC Corporation (the “Company”). The meeting will be held as described below.

Instead of attending the meeting in person, you may exercise your voting rights either in writing or by electromagnetic method (via the Internet, etc.). Please review the Reference Documents for the Shareholders Meeting and exercise your voting rights by 6:00 p.m. on Thursday, December 14, 2023.

When convening this Shareholders Meeting, the Company takes measures for providing in electronic format the information that is the contents of the Reference Documents for the Shareholders Meeting, etc. (matters subject to measures for electronic provision), and posts this information as “Notice of the 57th Annual Shareholders Meeting” and “Other Matters Subject to Measures for Electronic Provision (Matters Excluded From Paper-Based Documents Delivered) of the Notice of 57th Annual Shareholders Meeting” on the Company’s website below. Please access the website to review the information.

The Company’s website:

<https://www.tkc.jp/ir/calling/> (in Japanese)

In addition to posting matters subject to measures for electronic provision on the Company’s website above, the Company also posts this information on the website of the Tokyo Stock Exchange (TSE). To access this information, access the TSE website (Listed Company Search) by using the Internet address shown below, enter the issue name (TKC) or securities code (9746), and click “Search,” and then click “Basic information” and select “Documents for public inspection/PR information.”

TSE website:

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

- 1. Date and time:** Friday, December 15, 2023 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 57th fiscal year (from October 1, 2022 to September 30, 2023)
2. Consolidated financial statements, and the audit reports on consolidated financial statements by the Accounting Auditor and the Audit & Supervisory Board for the 57th fiscal year (from October 1, 2022 to September 30, 2023)

Items to be resolved:

- Proposal 1.** Appropriation of surplus
- Proposal 2.** Election of one (1) Audit & Supervisory Board Member

Other items relating to the meeting:

- 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.
- If you exercise your voting rights more than once via the Internet, etc., only the final execution shall be deemed valid.
- 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.
- If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the Company's website and the TSE website.

Other Matters Subject to Measures for Electronic Provision (Matters Excluded From Paper-Based Documents Delivered):

- Pursuant to the provisions of relevant laws and regulations and Article 15 of the Company's Articles of Incorporation, the matters listed below are excluded from the paper-based documents delivered to shareholders who have made a request for delivery of documents stating matters subject to measures for electronic provision.
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"
- Accordingly, the business report included in the paper-based documents delivered to shareholders constitutes a part of the documents audited by the Audit & Supervisory Board Members in preparing the audit report.

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 targeting a dividend payout ratio (non-consolidated) of 50% while ensuring the Company continually generates an appropriate level of profits every fiscal year. 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 ¥39 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 57th 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 ¥51 per share for the fiscal year ended September 30, 2023, as stated in the "Summary of Consolidated Financial Results for the Year Ended September 30, 2023 (Based on Japanese GAAP)" released on November 14, 2023.

¥51 per common share of the Company	
Breakdown of dividend per share	
Ordinary dividend	¥39
Special dividend	¥12
Total amount of dividends	¥2,669,987,598
Dividend payout ratio (non-consolidated)	45.7%
(consolidated)	43.6%

(3) Effective date of the dividends from surplus

It is proposed to set the effective date to be December 18, 2023.

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

Among currently serving Audit & Supervisory Board Members, Mr. Hideki Tomonaga, will retire due to the expiry of his term of office at the conclusion of this Annual Shareholders Meeting. Accordingly, the Company proposes that a candidate for Audit & Supervisory Board Member, Mr. Shigeki Taenaka, be newly elected.

The career summary of the candidate for Audit & Supervisory Board Member is described below.

Name (Date of birth)	Career summary and position	Number of the Company's shares held
<div style="text-align: center;"> <div style="border: 1px solid black; padding: 2px; display: inline-block;">New election</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent</div> </div> <p>Shigeki Taenaka (September 10, 1961)</p> <p>Special interest in the Company: (Note 3)</p>	Aug. 1985	Joined Osaka Office of Aoyama Audit Corporation
	Oct. 1989	Joined Mikio Taenaka Certified Public Accountant Office
	Jun. 1995	Outside Audit & Supervisory Board Member, Nishimoto Trading Co. (currently CANON MEDTECH SUPPLY CORPORATION)
	Jan. 2006	Director, Shigeki Taenaka Certified Public Accountant Office (present)
	Jun. 2009	External Audit & Supervisory Board Member, Japan System Techniques Co., Ltd. (present)
	Jan. 2018	Outside Audit & Supervisory Board Member, DENKYOSHA CO., LTD. (currently Denkyo Group Holdings Co., Ltd.) (present)
	Jun. 2019	Outside Audit & Supervisory Board Member, DAIBIRU CORPORATION
Jan. 2022	Representative Partner, TAENAKA accounting firm (present)	
	(Important concurrent positions) Director, Shigeki Taenaka Certified Public Accountant Office Representative Partner, TAENAKA accounting firm External Audit & Supervisory Board Member, Japan System Techniques Co., Ltd. Outside Audit & Supervisory Board Member, Denkyo Group Holdings Co., Ltd.	1,600 shares
<p>[Reason for the nomination as candidate for Outside Audit & Supervisory Board Member] Mr. Shigeki Taenaka, as a certified tax accountant and a certified public accountant, has considerable expertise in tax affairs and accounting. His election as independent Outside Audit & Supervisory Board Member is requested, aiming to utilize the knowledge he has cultivated through his experience as an outside Audit & Supervisory Board Member of listed companies to strengthen the decision-making and supervisory functions of the Board of Directors from the perspective of realizing the Company's sustainable growth and increase in corporate value.</p>		

- Notes:
- 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.
 - 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 Audit & Supervisory Board Members 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, provided that they act in good faith and no gross negligence. If Mr. Shigeki Taenaka's election is approved, the Company will enter into an agreement of the same content with him.
 - Mr. Shigeki Taenaka is a candidate for Outside Audit & Supervisory Board Member. If his election is approved, the Company will designate him as an independent officer under the regulations of the Tokyo Stock Exchange. In addition, Mr. Shigeki Taenaka is Representative Partner of TAENAKA accounting firm, and there is a business relationship between this accounting firm and the Group. Nevertheless, he satisfies the "Standards concerning the independence of Outside Directors and Outside Audit & Supervisory Board Members" established by the Company.

<Reference>

Management structure after Proposal 2 is 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				○	○
Tomoyasu Hamamura	Outside Audit & Supervisory Board Member	○			○	○
Shigeki Taenaka	Outside Audit & Supervisory Board Member	○			○	○