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Securities code: 9746

November 29, 2024

Start date of measures for electronic provision: November 27, 2024

Masanori Iizuka

President and Representative Director

TKC Corporation

1758 Tsurutamachi, Utsunomiya, Tochigi,

Japan

Notice of the 58th Annual Shareholders Meeting

Dear Shareholders:

We hereby announce the 58th 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 19, 2024.

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 58th Annual Shareholders Meeting” and “Other Matters Subject to Measures for Electronic Provision (Matters Excluded From Paper-Based Documents Delivered) of the Notice of 58th 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 20, 2024 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 58th fiscal year (from October 1, 2023 to September 30, 2024)
2. Consolidated financial statements, and the audit reports on consolidated financial statements by the Accounting Auditor and the Audit & Supervisory Board for the 58th fiscal year (from October 1, 2023 to September 30, 2024)

Items to be resolved:

- Proposal 1.** Appropriation of surplus
- Proposal 2.** Election of eight (8) Directors
- Proposal 3.** Election of two (2) Audit & Supervisory Board Members

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.

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. Accordingly, by resolution of the Board of Directors, the Company has paid an interim dividend of ¥45 for the 58th fiscal year.

The Company hereby proposes the year-end dividend of the 58th 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 ¥55 per share for the fiscal year ended September 30, 2024, as stated in the "Notice of Dividends of Surplus (Increase)" (Japanese only) released on November 13, 2024.

¥55 per common share of the Company	
Breakdown of dividend per share	
Ordinary dividend	¥45
Special dividend	¥10
Total amount of dividends	¥2,879,306,100
Dividend payout ratio (non-consolidated)	46.7%
(consolidated)	46.3%

(3) Effective date of the dividends from surplus

It is proposed to set the effective date to be December 23, 2024.

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 eight (8) Directors

The term of office of all nine (9) currently serving Directors will expire at the conclusion of this Annual Shareholders Meeting.

The Company has carried out management restructuring and reduced the number of Board of Directors by one (1) to facilitate strategic and agile decision making. Therefore, it proposes the election of eight (8) Directors, comprising six (6) currently serving Directors, excluding three (3) Directors, Mr. Kiyotsugu Nakanishi, Ms. Junko Iijima, and Mr. Nobuhiko Kouga, who will all be retiring at the conclusion of this Annual Shareholders Meeting, with the addition of two (2) new Director candidates, Ms. Yuko Atsumi and Mr. Takashi Kato.

The candidates for Director are as follows:

No.	Name		Gender	Current position and responsibilities at the Company	Number of attendance at meetings of the Board of Directors
1	Masanori Iizuka	Reelection	Male	Representative Director, President and Executive Officer Director of Accounting Firm Business Division	13/13
2	Satoshi Hitaka	Reelection	Male	Representative Director, Senior Managing Director and Executive Officer Director of Local Governments Business Division	13/13
3	Ikuo Kawahashi	Reelection	Male	Director, Senior Managing Director and Executive Officer In charge of SKYCOM Corporation	13/13
4	Yoshihisa Ito	Reelection	Male	Director, Managing Director and Executive Officer Chief Director of System Planning, Systems Development Research Center, Accounting Firm Business Division	12/13
5	Takeshi Kawamoto	Reelection	Male	Director and Executive Officer Chief Director of Systems Development, Local Governments Business Division	13/13
6	Keiichiro Kato	Reelection Outside Independent	Male	Outside Director	12/13
7	Yuko Atsumi	New election Outside Independent	Female	–	–
8	Takashi Kato	New election Outside Independent	Male	–	–

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 style="text-align: center;">Reelection</p> <p style="text-align: center;">Masanori Iizuka (March 12, 1975)</p> <p>Number of years holding the position: 14 years</p> <p>Number of attendance at meetings of the Board of Directors: 13/13</p> <p>Special interest in the Company: Note 7. 1) below</p>	<p>Apr. 2002 Joined the Company</p> <p>Dec. 2010 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>Oct. 2012 Director, Executive Officer, Chief Director of Sales of Corporate Information Systems, Accounting Firm Business Division, the Company</p> <p>Dec. 2012 Director, Managing Director and Executive Officer, Chief Director of Sales of Corporate Information Systems, Accounting Firm Business Division, the Company</p> <p>Apr. 2014 Director, Managing Director and Executive Officer, Chief Director of Sales, Accounting Firm Business Division, the Company</p> <p>Oct. 2016 Representative Director, Senior Managing Director and Executive Officer, Director of Accounting Firm Business Division, Chief Director of Sales, the Company</p> <p>Oct. 2018 Representative Director, Senior Managing Director and Executive Officer, Director of Accounting Firm Business Division, the Company</p> <p>Dec. 2019 Representative Director, President and Executive Officer, Director of Accounting Firm Business Division, the Company (present)</p> <p>(Important concurrent positions) Representative Director, President, TKC Customer Support Service Co., Ltd.</p>	18,600 shares
<p>[Reason for the nomination as candidate for Director]</p> <p>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 five years as Representative Director, President 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, 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;"><u>Reelection</u></p> <p style="text-align: center;">Satoshi Hitaka (January 19, 1971)</p> <p>Number of years holding the position: 13 years</p> <p>Number of attendance at meetings of the Board of Directors: 13/13</p> <p>Special interest in the Company: Note 7. 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>	6,600 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 four 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 style="text-align: center;"><u>Reelection</u></p> <p style="text-align: center;">Ikuo Kawahashi (February 26, 1955)</p> <p>Number of years holding the position: 4 years</p> <p>Number of attendance at meetings of the Board of Directors: 13/13</p> <p>Special interest in the Company: Note 7. 3) below</p>	<p>Apr. 1977 Joined the Company</p> <p>Dec. 2006 Executive Officer, Systems Development, Local Governments Business Division, the Company</p> <p>Jan. 2008 Executive Officer, Chief of Internal Control Management Center, the Company</p> <p>Dec. 2013 Representative Director, Vice President, SKYCOM Corporation</p> <p>Dec. 2014 Representative Director, President, SKYCOM Corporation (present)</p> <p>Dec. 2019 Senior Managing Director and Executive Officer, the Company</p> <p>Dec. 2020 Director, Senior Managing Director and Executive Officer, in charge of SKYCOM Corporation, the Company (present)</p> <p>(Important concurrent positions) Representative Director, President, SKYCOM Corporation</p>	17,200 shares
<p>[Reason for the nomination as candidate for Director] Mr. Ikuo Kawahashi has been an Executive Officer of the Company for 16 years, a Representative Director, President of SKYCOM Corporation for ten years, and a Director, Senior Managing Director and Executive Officer of the Company for four years. 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>			

No.	Name (Date of birth)	Career summary, and position and responsibilities at the Company	Number of the Company's shares held
4	<p style="text-align: center;"><u>Reelection</u></p> <p style="text-align: center;">Yoshihisa Ito (April 2, 1967)</p> <p>Number of years holding the position: 2 years</p> <p>Number of attendance at meetings of the Board of Directors: 12/13</p> <p>Special interest in the Company: None</p>	<p>Apr. 1990 Joined the Company</p> <p>Dec. 2007 Executive Officer and Chief Director of User Interface Design Division, Systems Development Research Center, the Company</p> <p>Oct. 2010 Executive Officer, Chief Director of Sales Planning, Accounting Firm Business Division, the Company</p> <p>Dec. 2013 Director and Executive Officer, Chief Director of Sales Planning, Accounting Firm Business Division, the Company</p> <p>Apr. 2014 Director and Executive Officer, Director of Sales Planning Department, Accounting Firm Business Division, the Company</p> <p>Dec. 2016 Executive Officer, Chief of Tax Information Systems Design Center, Systems Development Research Center, Accounting Firm Business Division, the Company</p> <p>Jan. 2018 Executive Officer and Chief Director of User Interface Design Division, Systems Development Research Center, Accounting Firm Business Division, the Company</p> <p>Dec. 2019 Managing Director and Executive Officer, Chief Director of User Interface Design Division, Systems Development Research Center, Accounting Firm Business Division, the Company</p> <p>Oct. 2020 Managing Director and Executive Officer, Chief of Tax Information Systems Design Center, Systems Development Research Center, Accounting Firm Business Division, the Company</p> <p>Dec. 2022 Director, Managing Director and Executive Officer, Chief Director of System Planning, Systems Development Research Center, Accounting Firm Business Division, the Company (present)</p> <p>(Important concurrent positions) —</p>	7,400 shares
<p>[Reason for the nomination as candidate for Director] Mr. Yoshihisa Ito has been an Executive Officer for 15 years, a Director and Executive Officer for three years, a Managing Director and Executive Officer for three years, and a Director, Managing Director and Executive Officer for two years. His election as Director is again 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
5	<p style="text-align: center;"><u>Reelection</u></p> <p style="text-align: center;">Takeshi Kawamoto (August 23, 1969)</p> <p>Number of years holding the position: 2 years</p> <p>Number of attendance at meetings of the Board of Directors: 13/13</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>Dec. 2022</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</p> <p>Director and Executive Officer, Chief Director of Systems Development, Local Governments Business Division, the Company (present)</p>	2,700 shares
<p>[Reason for the nomination as candidate for Director]</p> <p>Mr. Takeshi Kawamoto has been a Director and Executive Officer for two years. His election as Director is again 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>				
6	<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;">Keiichiro Kato (July 30, 1957)</p> <p>Number of years holding the position: 2 years</p> <p>Number of attendance at meetings of the Board of Directors: 12/13</p> <p>Special interest in the Company: Note 7. 4) below</p>	<p>Aug. 1985</p> <p>Feb. 1987</p> <p>Feb. 1987</p> <p>Jan. 2003</p> <p>Dec. 2022</p> <p>(Important concurrent positions)</p> <p>Representative Partner, Kato Accounting Office</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>Outside Director, the Company (present)</p>	11,600 shares
<p>[Reason for the nomination as candidate for Outside 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. He has worked to realize the business objectives of TKCNF by providing advice and suggestions from an objective and independent perspective based on his experience and knowledge as Vice Chairman of TKCNF. 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>				

No.	Name (Date of birth)	Career summary, and position and responsibilities at the Company	Number of the Company's shares held
7	<p data-bbox="384 405 517 434">New election</p> <p data-bbox="411 450 489 479">Outside</p> <p data-bbox="389 495 512 524">Independent</p> <p data-bbox="389 539 512 568">Yuko Atsumi</p> <p data-bbox="373 584 528 613">(June 25, 1971)</p> <p data-bbox="331 629 569 725">Number of years holding the position: -years</p> <p data-bbox="331 741 569 860">Number of attendance at meetings of the Board of Directors: -/-</p> <p data-bbox="347 875 553 949">(Present family name: Kikuchi)</p> <p data-bbox="347 965 553 1061">Special interest in the Company: Note 7. 5) below</p>	<p data-bbox="592 277 692 306">Apr. 1994</p> <p data-bbox="592 322 692 351">Nov. 1998</p> <p data-bbox="592 367 692 396">Dec. 2008</p> <p data-bbox="592 412 692 441">Dec. 2008</p> <p data-bbox="592 456 692 486">Mar. 2013</p> <p data-bbox="592 517 692 546">Nov. 2018</p> <p data-bbox="592 584 692 613">Dec. 2020</p> <p data-bbox="592 674 692 703">Mar. 2021</p> <p data-bbox="592 741 692 770">Jan. 2022</p> <p data-bbox="592 786 692 815">Nov. 2023</p> <p data-bbox="592 853 692 882">Jun. 2024</p> <p data-bbox="592 920 904 949">(Important concurrent positions)</p> <p data-bbox="592 949 1054 978">Partner Attorney of Kollect Partners Law Office</p> <p data-bbox="592 978 943 1008">Outside Director of Synspective Inc.</p> <p data-bbox="592 1008 959 1037">Outside Director of Espoirer Co., Ltd.</p> <p data-bbox="592 1037 1182 1066">Outside Audit & Supervisory Board Member of T. Rowe Price Japan, Inc.</p> <p data-bbox="592 1066 1023 1095">Outside Director of Compliance Partners Inc.</p> <p data-bbox="592 1095 1007 1124">Director of Top Notch Consulting Co., Ltd.</p> <p data-bbox="592 1124 1086 1153">*Concurrent positions are all at unlisted companies.</p>	<p data-bbox="1257 696 1335 725">- shares</p>
<p data-bbox="325 1182 1208 1211">[Reason for the nomination as candidate for Outside Director and outline of expected roles]</p> <p data-bbox="325 1211 1394 1270">Ms. Yuko Atsumi, in addition to her wealth of practical experience and expertise as an attorney, has exceptional insight, particularly in legal technology.</p> <p data-bbox="325 1270 1394 1377">Her election as Independent Outside Director is requested because in addition to the above, she is expected to provide useful advice for the Company's sustainable growth and medium- to long-term enhancement of its corporate value based on expertise she has cultivated through her experience as an outside director at other companies, 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>New election</p> <p>Outside</p> <p>Independent</p> <p>Takashi Kato (April 7, 1958)</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>Jul. 2013 General Manager of Taxation System Department, Bureau of Taxation, Tokyo Metropolitan Government</p> <p>Jul. 2016 General Manager of General Affairs Department, Bureau of Taxation, Tokyo Metropolitan Government</p> <p>Aug. 2017 Representative Director and President of Tokyo Traffic Development Co., Ltd. (Director of Bureau of Transportation, Tokyo Metropolitan Government)</p> <p>Apr. 2018 President of Local Tax Digitalization Council (Director of Bureau of Taxation, Tokyo Metropolitan Government)</p> <p>Apr. 2019 President of Local Tax Agency</p> <p>Jun. 2023 President of Tokyo Tax Association (present)</p> <p>(Important concurrent positions) President of Tokyo Tax Association</p>	- shares
<p>[Reason for the nomination as candidate for Outside Director and outline of expected roles] Mr. Takashi Kato, in addition to his expert knowledge and wealth of experience related to local taxation systems, conducted research into artificial intelligence at graduate school (graduated in 1991) and possesses high level certification as an Information Technology Engineer. In addition, as the President of the Local Tax Agency, he was engaged in information sharing and coordination with local government groups and system stakeholders, worked to bring about a local tax portal system payment website, formulated digitization policies for all application and submission processes prescribed under the Local Tax Act, and developed the eLTAX system in accordance with such policy. In addition to those and other achievements related to the promotion of the digitization of local tax, he has in-depth insight related to local government systems, etc. His election as Independent Outside Director is requested because he is expected to provide useful advice for the Company's sustainable growth and medium- to long-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. Mr. Keiichiro Kato 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.
4. Ms. Yuko Atsumi is a candidate for Outside Director. If her election is approved, the Company will notify the Tokyo Stock Exchange of her designation as an independent officer under the regulations of the said exchange. Although Ms. Yuko Atsumi changed her family name to Kikuchi following her marriage, she continues to conduct business under her former family name.
5. Mr. Takashi 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.
6. 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 Mr. Keiichiro Kato is approved, the Company will enter into the same contract with him again. Also, if the election of Ms. Yuko Atsumi and Mr. Takashi Kato is approved, the Company will enter into a new contract with them.
7. 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. Keiichiro Kato conducts transactions with the Company as a representative of Kato Accounting Office.

- 5) Ms. Yuko Atsumi conducts transactions with the Company as a Partner Attorney of Kollect Partners Law Office.
8. There are no special interests between the candidates for Director and the Company other than the above.

Proposal 3. Election of two (2) Audit & Supervisory Board Members

Among currently serving Audit & Supervisory Board Members, Mr. Tsuneo Miyashita and Mr. Tomoyasu Hamamura will retire due to the expiry of their terms of office at the conclusion of this Annual Shareholders Meeting. Accordingly, the Company proposes that two candidates for Audit & Supervisory Board Member, Mr. Koji Iwai and Mr. Nobuhiro Harada, be newly elected.

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

No.	Name	Gender	Current position at the Company	Number of attendance at meetings of the Board of Directors	Number of attendance at meetings of the Audit & Supervisory Board
1	Koji Iwai	Male	Leader in charge of DX Promotion, System Planning, Systems Development Research Center	–	–
2	Nobuhiro Harada	Male	New election Outside Independent	–	–

New election: candidate for Audit & Supervisory Board Member to be newly elected, Outside: candidate for Outside Audit & Supervisory Board Member, Independent: Independent Officer as defined by the Tokyo Stock Exchange

No.	Name (Date of birth)	Career summary and position	Number of the Company's shares held	
1	<div style="border: 1px solid black; display: inline-block; padding: 2px;">New election</div> Koji Iwai (August 30, 1967) Special interest in the Company: None	Apr. 1991 Jan. 2009 Oct. 2012 Oct. 2016 Dec. 2018 Jan. 2021 Dec. 2022 (Important concurrent positions) –	Joined the Company Chief Director of System Development, Systems Development Research Center, and Chief of .NET Engineering Center, the Company Deputy Director of Business Administration, the Company Director of Corporate Information Sales III, Sales Division, the Company Executive Officer, Chief Director of Accounting, and Manager of In-House Systems Promotion Section, the Company Chief of DX Development Center, President's Office, the Company Leader in charge of DX Promotion, System Planning, Systems Development Research Center, the Company (present)	– shares
[Reason for the nomination as candidate for Audit & Supervisory Board Member] Mr. Koji Iwai has been an Executive Officer for around six years. He has a thorough knowledge of the Company's operations gained from his experience serving in many divisions, including the Systems Development Research Center, the President's Office, and the Business Administration Division, as well as abundant operational experience and wide-ranging knowledge enabling him to manage the Company appropriately. His election as Audit & Supervisory Board Member is requested because he is 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.				

No.	Name (Date of birth)	Career summary and position	Number of the Company's shares held
2	<p style="text-align: center;"> New election Outside Independent </p> <p>Nobuhiro Harada (July 30, 1960)</p> <p>Special interest in the Company: Note 4 below</p>	<p>Apr. 1983 Joined MITSUI LIFE INSURANCE COMPANY LIMITED (currently TAIJU LIFE INSURANCE COMPANY LIMITED)</p> <p>Mar. 1992 Joined Aoyama Audit Corporation (currently PricewaterhouseCoopers Japan LLC)</p> <p>Aug. 1995 Joined Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC)</p> <p>Jan. 1997 Director, Harada Certified Public Accountant and Tax Accountant Office (present)</p> <p>Jan. 2002 Representative Director, Business Brain Harada Accounting Co., Ltd. (present)</p> <p>Feb. 2023 Representative Director, Business Support Harada Accounting Co., Ltd. (present)</p> <p>(Important concurrent positions) Director, Harada Certified Public Accountant and Tax Accountant Office Representative Director, Business Brain Harada Accounting Co., Ltd. Representative Director, Business Support Harada Accounting Co., Ltd.</p>	5,200 shares
<p>[Reason for the nomination as candidate for Outside Audit & Supervisory Board Member] Mr. Nobuhiro Harada, as a certified tax accountant and a certified public accountant, has in-depth expertise in tax affairs and accounting. Furthermore, he has been involved in providing management support for many companies as a certified public accountant, tax accountant and accounting advisor, and has significantly contributed to the development of local economies. From an independent standpoint, and based on his experience and extensive knowledge, he is expected to provide advice and proposals for ensuring legality, appropriateness and suitability of the Board of Directors' decision making and resolutions. His election as Outside Audit & Supervisory Board Member is requested because he is 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>			

- Notes: 1. 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.
2. 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. Nobuhiro Harada's election is approved, the Company will enter into an agreement of the same content with him.
3. Mr. Nobuhiro Harada 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.
4. Mr. Nobuhiro Harada conducts transactions with the Company as a representative of Business Brain Harada Accounting Co., Ltd. and Business Support Harada Accounting Co., Ltd.

<Reference>

Management structure after Proposals 2 and 3 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	○	○	○		
Yoshihisa Ito	Director		○		○	
Takeshi Kawamoto	Director		○			
Keiichiro Kato	Outside Director	○			○	○
Yuko Atsumi	Outside Director		○			○
Takashi Kato	Outside Director	○	○			
Yasuo Igarashi	Full-time Audit & Supervisory Board Member				○	○
Koji Iwai	Full-time Audit & Supervisory Board Member					○
Shigeki Taenaka	Outside Audit & Supervisory Board Member	○			○	○
Nobuhiro Harada	Outside Audit & Supervisory Board Member	○			○	○