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Masanori Iizuka

President and Representative Director

**TKC Corporation**

1758 Tsurutamachi, Utsunomiya, Tochigi,

Japan

## Notice of the 59th Annual Shareholders Meeting

Dear Shareholders:

We hereby announce the 59th 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 18, 2025.

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 59th Annual Shareholders Meeting” and “Other Matters Subject to Measures for Electronic Provision (Matters Excluded From Paper-Based Documents Delivered) of the Notice of 59th 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 19, 2025 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 59th fiscal year (from October 1, 2024 to September 30, 2025)
2. Consolidated financial statements, and the audit reports on consolidated financial statements by the Accounting Auditor and the Audit & Supervisory Board for the 59th fiscal year (from October 1, 2024 to September 30, 2025)

#### Items to be resolved:

- Proposal 1.** Appropriation of surplus
- Proposal 2.** Election of one (1) Director

**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 ¥50 for the 59th fiscal year.

The Company hereby proposes the year-end dividend of the 59th 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 ¥60 per share for the fiscal year ended September 30, 2025, as stated in the "Notice of Revision (Increase) of Dividend Forecast for the Fiscal Year Ending September 30, 2025" (Japanese only) released on August 8, 2025.

¥60 per common share of the Company	
Breakdown of dividend per share	
Ordinary dividend	¥50
Special dividend	¥10
Total amount of dividends	¥3,089,137,140
Dividend payout ratio (non-consolidated)	47.9%
(consolidated)	46.9%

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

It is proposed to set the effective date to be December 22, 2025.

### 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 ¥4,500,000,000

#### (2) Item to be decreased and amount of decrease

Retained earnings brought forward ¥4,500,000,000

**Proposal 2. Election of one (1) Director**

The number of current Directors is eight (8).

In order to strengthen the management team, the Company proposes that a candidate for Director, Mr. Yoshinori Nakajima, be newly elected.

The term of office of the Director elected at this Annual Shareholders Meeting, as stipulated in the Company’s Articles of Incorporation, will be until the conclusion of the term of office of other incumbent Directors. The career summary of the candidate for Director is described below.

Name (Date of birth)	Career summary, and position and responsibilities at the Company	Number of the Company’s shares held
<p style="text-align: center;"><u>New election</u></p> <p>Yoshinori Nakajima (October 1, 1979)</p>	<p>Feb. 2014            Joined the Company</p> <p>Sept. 2014        Registered as a certified public accountant</p> <p>Oct. 2016         Division Manager of G project Promotion, the Company</p> <p>Oct. 2024         Deputy Director of Business Administration, the Company</p> <p><b>Dec. 2024        Executive Officer, Chief Director of Business Administration, the Company (present)</b></p> <p>(Important concurrent positions)</p> <p>–</p>	<p style="text-align: center;">– shares</p>
<p>[Reason for the nomination as candidate for Director]</p> <p>Mr. Yoshinori Nakajima is a certified public accountant and has been an Executive Officer for one year. His election as Director is requested because, due to his high level of expertise and practical experience related to business accounting, he has wide-ranging knowledge enabling him to manage the Company appropriately from a perspective of the Company’s sustainable growth and medium- to long-term enhancement of its corporate value.</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. There are no special interests between the candidates for Director and 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	○	○	○		
Yoshihisa Ito	Director		○		○	
Takeshi Kawamoto	Director		○			
Yoshinori Nakajima	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	○			○	○