

June 8, 2020

To Our Shareholders:

1-11-2, Osaki, Shinagawa-ku, Tokyo, Japan
COMTURE CORPORATION
Chihiro Sawada, President & COO

Notice of Convocation of the 36th Ordinary General Meeting of Shareholders

Notice is hereby given that the 36th Ordinary General Meeting of Shareholders of COMTURE CORPORATION (“COMTURE” or the “Company”) will be held as described below.

In order to prevent the spread of COVID-19, we ask shareholders to submit your votes in advance in writing or by using the Internet instead of attending the meeting in person. If you exercise your voting rights in advance, please review the enclosed “Reference Materials of Ordinary General Meeting of Shareholders” and send us the enclosed voting form by return mail or use the designated website for the exercise of voting rights (<https://evote.tr.mufg.jp>), entering your votes for or against proposals, and submit your votes by 5:40 p.m., Monday, June 22, 2020.

- 1. Date and time** Tuesday, June 23, 2020 at 10:00 a.m.
- 2. Place** Meeting room, COMTURE CORPORATION, 9F East Tower, Gate City Osaki,
1-11-2, Osaki, Shinagawa-ku, Tokyo, Japan

3. Agenda for the Meeting

- Matters to be reported:** (1) Report on the business report and the consolidated financial statements for the 36th fiscal year (April 1, 2019 to March 31, 2020), and audit results on the consolidated financial statements by the Accounting Auditor and the Audit & Supervisory Board
- (2) Report on the non-consolidated financial statements for the 36th fiscal year (April 1, 2019 to March 31, 2020)

Matters to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Nine (9) Directors
- Proposal 3:** Election of Two (2) Audit & Supervisory Board Members
- Proposal 4:** Election of One (1) Substitute Audit & Supervisory Board Member

-
- * Any revision of the attached documents accompanying this convocation notice and Reference Materials of Ordinary General Meeting of Shareholders will be posted on the COMTURE website (<https://www.comture.com/>).
 - * Due to the COVID-19 outbreak, shareholders who have cold symptoms or are not feeling well in any other way are asked to refrain from attending the shareholders meeting and to submit your votes in writing or by using the Internet.
 - * In order to prevent the spread of COVID-19, we will check the temperature of people who want to attend the meeting. Individuals who have an elevated temperature or are not feeling well will not be allowed to enter the meeting room and asked to leave. Shareholders who attend the meeting are asked to bring a mask and wear it at all times and to use a sanitizer dispenser. All COMTURE personnel involved in the shareholders meeting will attend this meeting only after masks are in place.

Reference Materials of Ordinary General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

COMTURE aims for increasing its corporate value based on sound growth on a continuous basis.

With regard to profit distribution, we intend to proactively return profits to our shareholders while balancing the adequacy of internal reserve and the dividend payout ratio based on the current performance.

We will make effective use of retained earnings in order to expand our operations and strengthen our financial position.

Under the policy above and in consideration of the current performance and operating environment onward, we plan to pay dividends from retained earnings as follows:

Matters concerning year-end dividends

(1) Type of dividend

Cash

(2) Matters relevant to allotment of dividends and total amount to be distributed

COMTURE proposes a dividend of 7.25 yen per share of its common shares. Total dividends will be 231,067,954 yen.

Together with dividends for the first, second and third quarter, the annual dividend will be 29 yen per share, which is 5 yen higher than the previous fiscal year.

COMTURE conducted a 2-for-1 common stock split on October 1, 2019. The annual dividend of 29 yen per share is adjusted for this stock split by dividing by two the actual first quarter and second quarter dividends of 14.50 yen per share.

(3) Effective date of the distribution of retained earnings

June 24, 2020

Proposal 2: Election of Nine (9) Directors

The terms of office of all directors will expire at the conclusion of this Meeting. Accordingly, we propose the election of nine (9) directors.

Candidates for Directors are as follows:

No.	Name (Date of Birth)	Brief personal record, positions, responsibilities and significant concurrent positions	No. of shares owned
1	Koichi Mukai (December 9, 1946)	April 1970 Joined Data Process Consultant Inc. (current IX Knowledge Inc.)	771,500
		January 1985 Established the Company, the President of the Company April 2011 Chairman & CEO of the Company (current)	
Reasons for nomination as a candidate for Director The founder of COMTURE, Mr. Mukai has supervised the management of the COMTURE Group for 35 years as the chief executive officer. He has used his extensive IT industry experience and broad knowledge of management to contribute to the group's development into a rapidly growing, value-added organization. Mr. Mukai is a candidate for reelection so that he can contribute to stable growth and increasing corporate value.			
2	Chihiro Sawada (October 14, 1961)	April 1986 Joined IBM Japan, Ltd.	16,760
		January 2004 General Manager, Lotus Business Department of IBM Japan, Ltd.	
		April 2009 Manger, Central Laboratory of NEC Corporation	
		April 2013 Vice President and General Manager, Business Innovation Strategy Unit of NEC Corporation	
		April 2014 Managing Executive Officer and General Manager, Business Management Division of the Company	
		April 2014 President of COMTURE Marketing Corporation	
		June 2014 Managing Director and General Manager, Business Management Division of the Company	
		July 2017 Managing Director in charge of Business Management of the Company	
		June 2018 Senior Managing Director in charge of Business Management of the Company	
		April 2019 President of the Company (current)	
Reasons for nomination as a candidate for Director Mr. Sawada became a Managing Director in 2014 and has been supervising all business operations since becoming President in April 2019. He is using his extensive IT industry knowledge to make important decisions about business operations. Mr. Sawada is a candidate for reelection so that he can contribute to the continued growth of the COMTURE Group.			

No.	Name (Date of Birth)	Brief personal record, positions, responsibilities and significant concurrent positions	No. of shares owned	
3	Osamu Noma (September 1, 1954)	April 1978	Joined Mitsubishi Corporation	2,460
		April 2004	CFO of Mitsubishi International U.K. (current Mitsubishi Corporation International (Europe) Plc)	
		October 2008	General Manager, Merchant Banking, M&A Division of Mitsubishi Corporation	
		June 2011	Full-time Audit & Supervisory Board Member of Mitsubishi Corporation	
		June 2015	Director, Senior Executive Officer and CFO of KFC Holdings Japan, Ltd.	
		June 2017	Managing Director of the Company	
		July 2017	Managing Director in charge of Corporate Management of the Company (current)	
		Reasons for nomination as a candidate for Director Since becoming a Managing Director in 2017, Mr. Noma has used his extensive experience and accomplishments involving accounting and finance to strengthen the operations of COMTURE, improve efficiency and implement working-style reforms. Mr. Noma is a candidate for reelection so that he can contribute to the continued growth of the COMTURE Group.		
4	Osamu Nimura (April 5, 1960)	April 1983	Joined Nomura Computer Systems Co., Ltd. (current Nomura Research Institute, Ltd. (NRI))	21,440
		April 2001	Head of New Business Promotions Office, Planning Department of NRI	
		April 2003	Manager, BESTWAY Business Division of NRI	
		April 2016	Executive Officer and General Manager, Resource and Quality Control Division of the Company	
		April 2016	President of COMTURE DATA SCIENCE CORPORATION	
		June 2016	Director of the Company	
		October 2016	Director of COMTURE Network Corporation	
		September 2018	Director and General Manager, Human Resources Division of the Company (current)	
		Reasons for nomination as a candidate for Director Since becoming a Director in 2016, Mr. Nimura has used his extensive IT industry experience and his knowledge to participate in management as a director of COMTURE Group companies. As the Director for Human Resources since September 2018, he has overseen activities for recruiting, training, maintaining proper working hours and other matters. Mr. Nimura is a candidate for reelection so that he can contribute to the continued growth of the COMTURE Group.		

No.	Name (Date of Birth)	Brief personal record, positions, responsibilities and significant concurrent positions	No. of shares owned	
5	Takahiro Kamei (January 27, 1973)	April 1995	Joined Mitsui Marine & Fire Insurance Co., Ltd. (current Mitsui Sumitomo Insurance Company, Limited)	199,340
		April 1999	Joined Japan Computer Technology co., Ltd. (current the Company)	
		April 2011	Director of COMTURE Marketing Corporation	
		April 2012	Managing Director of COMTURE Marketing Corporation	
		April 2014	Executive Officer and General Manager, Marketing Promotion Division of the Company	
		July 2017	Executive Officer and General Manager, Corporate Planning Division of the Company	
		April 2019	Senior Executive Officer and General Manager, Corporate Planning Division of the Company	
		June 2019	Director and General Manager, Corporate Planning Division of the Company (current)	
		Reasons for nomination as a candidate for Director Mr. Kamei became a Director in 2019 and has many years of experience and has served in many positions at COMTURE involving sales, business operations, public relations and other fields. Since becoming General Manager of the Corporate Planning Division, he has demonstrated outstanding management skills and acquired experience regarding COMTURE's business operations and overall management. Mr. Kamei is a candidate for reelection as a Director so that he can contribute to the continued growth of the COMTURE Group.		
6	Kenji Mukai (January 15, 1958)	April 1981	Joined Sumitomo Corporation	740
		January 1996	Tokyo Headquarters, Sumitomo Corporation President, WAMNET Japan K.K.	
		April 2011	Executive Officer and General Manager, IT Platform Solutions Division of SCSK Corporation	
		April 2012	Senior Executive Officer and General Manager, IT Management Division of SCSK Corporation	
		April 2014	Managing Executive Officer and General Manager, Telecommunication Systems Business Group of SCSK Corporation	
		April 2018	Executive Officer of the Company	
		July 2018	President of COMTURE Network Corporation (current)	
		April 2019	Senior Executive Officer of the Company	
June 2019	Director of the Company (current)			
		Reasons for nomination as a candidate for Director Mr. Mukai became a Director in 2019 and has extensive business experience in the IT industry and accomplishments as a manager. He also has accomplishments as an Executive Officer of COMTURE and President of COMTURE Network. Mr. Mukai is a candidate for reelection as a Director so that he can contribute to the continued growth of the COMTURE Group.		

No.	Name (Date of Birth)	Brief personal record, positions, responsibilities and significant concurrent positions	No. of shares owned	
7	Hitoshi Sasaki (July 2, 1946)	April 1969	Joined The Dai-ichi Mutual Life Insurance Company (current The Dai-ichi Life Insurance Company, Limited)	-
		April 1991	Head of Investment Development Office of The Dai-ichi Mutual Life Insurance Company	
		April 1994	Manager, Product Development Department of The Dai-ichi Mutual Life Insurance Company	
		April 1997	Chairman of The Dai-ichi Life International (U.S.A.), Inc.	
		April 2000	General Manager, Information Systems Department of The Dai-ichi Mutual Life Insurance Company	
		April 2002	Senior General Manager and Head of IT Business Planning Department of The Dai-ichi Mutual Life Insurance Company	
		April 2005	Managing Executive Officer of The Dai-ichi Mutual Life Insurance Company	
		April 2007	President and Representative Director of The Dai-ichi Life Information Systems Co., Ltd.	
		June 2011	Outside Audit & Supervisory Board Member of NSD CO., LTD.	
		June 2015	Director of the Company (current)	
Reasons for nomination as a candidate for Director We believe that Mr. Sasaki will contribute to strengthening corporate governance through his objective advice on overall management based on his extensive insight gained through extensive business and management experience. The next term of office of Mr. Sasaki as an Outside Director will be five years starting at the conclusion of this Ordinary General Meeting of Shareholders.				
8	Masayuki Tsuzuki (August 23, 1948)	April 1971	Joined Mitsubishi Corporation	-
		January 1995	Deputy General Manager, Corporate Accounting Department of Mitsubishi Corporation	
		January 1997	Head of Core System Development Office of Mitsubishi Corporation	
		April 2001	Manager in charge of Company-wide Information Technology, Corporate Strategy & Planning Department of Mitsubishi Corporation Managing Executive Officer, seconded to IT Frontier Corporation	
		April 2004	Senior assistant to CIO of Mitsubishi Corporation	
		March 2008	Full-time Audit & Supervisory Board Member of Coca-Cola Central Japan Co. Ltd.	
		May 2010	Advisor of Research Support Coordination, Keio Photonics Research Institute	
		June 2011	Outside Director of JFE Systems, Inc.	
		February 2012	Research Support Coordinator, Keio Photonics Research Institute	
		June 2017	Director of the Company (current)	
Reasons for nomination as a candidate for Director We believe that Mr. Tsuzuki is ideally qualified to provide suitable advice to the Board of Directors regarding its decision-making process because he has management experience in the IT industry and has also provided objective advice on overall management issues from an independent standpoint. The next term of office of Mr. Tsuzuki as an Outside Director will be three years starting at the conclusion of this Ordinary General Meeting of Shareholders.				

No.	Name (Date of Birth)	Brief personal record, positions, responsibilities and significant concurrent positions	No. of shares owned
9	Junko Dochi (August 31, 1963)	<p>April 1986 Joined NEC Corporation</p> <p>November 1988 Joined Japan Branch of Virgin Atlantic Airways Ltd.</p> <p>August 1995 Joined Apple Inc.</p> <p>May 1996 Joined AT&T Japan Ltd.</p> <p>October 2002 Registered as attorney at law (Daiichi Tokyo Bar Association)</p> <p>October 2002 Joined Tokyo Eiwa Law Office (current TMI Associates)</p> <p>November 2007 Joined Jones Day (Foreign Law Joint Enterprise)</p> <p>June 2008 Registered as an attorney at law in California, USA</p> <p>April 2013 Established Hills Law Office (current DOCHI Law Office) (current)</p> <p>June 2019 Director of the Company (current)</p>	-
<p>Reasons for nomination as a candidate for Director</p> <p>As an attorney, Ms. Dochi has extensive experience and knowledge concerning corporate legal affairs. We believe she can provide opinions and advice involving management from an objective and fair perspective and contribute to strengthening corporate governance. The next term of office of Ms. Dochi as an Outside Director will be one year starting at the conclusion of this Ordinary General Meeting of Shareholders.</p>			

- Notes
1. There are no special conflicts of interests between candidates for directors and the Company.
 2. Mr. Hitoshi Sasaki, Mr. Masayuki Tsuzuki and Ms. Junko Dochi are candidates for Outside Directors. The Company has registered Mr. Hitoshi Sasaki, Mr. Masayuki Tsuzuki and Ms. Junko Dochi as independent officers to the Tokyo Stock Exchange.
 3. If Mr. Hitoshi Sasaki, Mr. Masayuki Tsuzuki and Ms. Junko Dochi are elected as Directors, the Company intends to extend a limited liability contract with each individual under which the maximum amount of liability for damages is the amount prescribed by laws and regulations.

Proposal 3: Election of Two (2) Audit & Supervisory Board Members

The term of office of Mr. Seiji Tamura will expire at the conclusion of this Meeting, and Mr. Shinichi Wanaka will resign. Accordingly, we propose the election of two (2) Audit & Supervisory Board Members.

We have obtained the consent of the Audit & Supervisory Board for the submission of this proposal.

Candidates for Audit & Supervisory Board Members are as follows:

No.	Name (Date of Birth)	Brief personal record, positions, responsibilities and significant concurrent positions		No. of shares owned
1	Seiji Tamura (September 28, 1944)	March 1967	Joined Hitachi Systems Engineering Inc.	18,000
		February 1969	Transferred to Hitachi, Ltd.	
		August 1995	Transferred to Hitachi Information Systems, Ltd. (current Hitachi Systems, Ltd.)	
		July 2005	General Manager, Corporate Planning Office of the Company	
		June 2006	Director and General Manager, Corporate Planning Office of the Company	
		April 2007	Director and General Manager, Corporate Planning Division of the Company	
		June 2012	Audit & Supervisory Board Member of the Company (current)	
Reasons for nomination as a candidate for Audit & Supervisory Board Member				
Mr. Tamura has considerable experience and accomplishments in the IT industry and, as a full-time Audit & Supervisory Board Member of COMTURE, has played a key role in ensuring that management is proper and complies with laws and regulations. As a result, COMTURE believes that Mr. Tamura has the experience and capabilities required to be an Audit & Supervisory Board Member.				
2*	Akira Ishihara (July 17, 1955)	April 1979	Joined Toyo Seikan Co., Ltd.	-
		March 1985	Joined IBM Japan, Ltd.	
		January 2006	Director and General Manager, Industrial Business Department 3 of IBM Japan, Ltd.	
		January 2008	Director in charge of the Management Innovation Deal Hub of IBM Japan, Ltd.	
		July 2012	Full-time Audit & Supervisory Board Member of IBM Japan, Ltd.	
		August 2012	Audit & Supervisory Board Member of Nippon Information and Communication Corporation	
		September 2012	Audit & Supervisory Board Member of EXA CORPORATION (current)	
		October 2012	Audit & Supervisory Board Member of KOBELCO SYSTEMS CORPORATION (current)	
		March 2020	Advisor of IBM Japan, Ltd. (current)	
Reasons for nomination as a candidate for Audit & Supervisory Board Member				
Mr. Ishihara has considerable experience and accomplishments as an Audit & Supervisory Board Member in the IT industry. As a result, COMTURE believes that he has the accounting and other knowledge and skills required to be an Audit & Supervisory Board Member.				

Notes 1. Candidate for the new Audit & Supervisory Board Member post is marked *.

2. There are no special conflicts of interests between candidates for Audit & Supervisory Board Members and the Company.

3. Mr. Akira Ishihara is a candidate for an Outside Audit & Supervisory Board Member.

If Mr. Akira Ishihara is elected, the Company intends to register him as an independent officer to the Tokyo Stock Exchange.

4. Limited liability contract between the Company and the Audit & Supervisory Board Member

If Mr. Seiji Tamura is elected, the Company intends to extend a limited liability contract with him under which the maximum amount of liability for damages is the amount prescribed by laws and regulations. If Mr. Akira Ishihara is elected, the Company intends to conclude a limited liability contract with him under which the maximum amount of liability for damages is the amount prescribed by laws and regulations.

Proposal 4: Election of One (1) Substitute Audit & Supervisory Board Member

To prepare for a contingency in which the number of Audit & Supervisory Board Members falls short of the number required by laws and regulations, we propose the election of one (1) substitute Audit & Supervisory Board Member in advance.

We have obtained the consent of the Audit & Supervisory Board for the submission of this proposal.

The candidate for the substitute Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Brief personal record, positions and significant concurrent positions	Number of shares owned
Yoshiyuki Wada (March 2, 1951)	April 1974 Joined Coopers & Lybrand	-
	June 1977 Joined Chuo Audit Corporation	
	September 1978 Registered as a Certified Public Accountant	
	August 1985 Full-time employee of Chuo Audit Corporation	
	May 2003 Business Development Executive of Chuo Audit Corporation	
	August 2007 Joined Taiyo ASG (current Grant Thornton Taiyo LLC) as Representative	
	September 2014 Audit & Supervisory Board Member of Zero Co., Ltd.	
	June 2015 Director of Forval Telecom, Inc. (current)	
	December 2015 Director of CAREER DESIGN CENTER CO.,LTD. (current)	
	June 2016 Director of LIXIL VIVA CORPORATION (current)	
	July 2016 Resigned Grant Thornton Taiyo LLC	
	August 2016 Representative of Wada Accounting Office (current)	
September 2017 Director of Zero Co., Ltd. (current)		
<p>Reasons for nomination as a candidate for a substitute Audit & Supervisory Board Member</p> <p>Mr. Wada has specialized knowledge and experience as a certified public accountant and COMTURE believes that he is capable of performing his duties as an Outside Audit & Supervisory Board Member, including ensuring the suitability of audits from an objective standpoint.</p>		

Notes: 1. There are no special conflicts of interests between the candidate for the substitute Audit & Supervisory Board Member and the Company.

2. Mr. Yoshiyuki Wada is a substitute outside Audit & Supervisory Board Member candidate.
If Mr. Yoshiyuki Wada is elected as the substitute Audit & Supervisory Board Member, the Company intends to register him as an independent officer to the Tokyo Stock Exchange.
3. If Mr. Yoshiyuki Wada is elected, the Company intends to conclude a limited liability contract with him under which the maximum amount of liability for damages is the amount prescribed by laws and regulations at the time he assumes office.