

*(English Translation)*  
*This English translation is an abridged version of the original document in Japanese.*  
*In the event of any discrepancy, the Japanese version prevails.*

Securities code: 3844  
May 30, 2019

To Our Shareholders:

1-11-2, Osaki, Shinagawa-ku, Tokyo, Japan  
COMTURE CORPORATION  
Koichi Mukai, Chairman & CEO

### **Notice of Convocation of the 35<sup>th</sup> Ordinary General Meeting of Shareholders**

Notice is hereby given that the 35<sup>th</sup> Ordinary General Meeting of Shareholders of COMTURE CORPORATION (“COMTURE” or the “Company”) will be held as described below. You are cordially invited to attend the Meeting.

If you are unable to attend the Meeting in person, please review the “Reference Materials of Ordinary General Meeting of Shareholders” enclosed herewith. Please send us the enclosed voting form by return mail, indicating your votes for or against proposals, so that such voting form should arrive at the Company by 5:40 p.m., Thursday, June 13, 2019.

- 1. Date and time**                      Friday, June 14, 2019 at 10:00 a.m.
- 2. Place**                                 Gate City Hall, GATE CITY OHSAKI Cultural Facility Building Basement Level 1  
1-11-1, 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 35<sup>th</sup> fiscal year (April 1, 2018 to March 31, 2019), 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 35<sup>th</sup> fiscal year (April 1, 2018 to March 31, 2019)

**Matters to be resolved:**

- Proposal 1:**                             Appropriation of Surplus
- Proposal 2:**                             Election of Ten (10) Directors
- Proposal 3:**                             Election of One (1) Substitute Audit & Supervisory Board Member

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- \* When attending the Meeting in person, please present the enclosed voting form to the receptionist at the Meeting.
- \* Any revision of the attached documents accompanying this convocation notice and Reference Materials of Ordinary General Meeting of Shareholders will be notified on the Internet website (<https://www.comture.com/>).

## 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 19.50 yen per share of its common shares. Total dividends will be 304,670,672 yen.

Together with dividends for the first, second and third quarter, the annual dividend will be 48 yen per share, which is 15.53 yen higher than the previous fiscal year.

(3) Effective date of the distribution of retained earnings

June 17, 2019

Note: COMTURE conducted a 3-for-1 common stock split on October 1, 2017. Dividend amounts before the second quarter of the fiscal year ended March 31, 2018 are retroactively adjusted to reflect the stock split.

**Proposal 2: Election of Ten (10) Directors**

The terms of office of all directors will expire at the conclusion of this Meeting. Accordingly, we propose the election of ten (10) directors, increasing the number of Directors by two (2) to further enhance the management structure and expand business operations.

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.)	385,400
		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 34 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. 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      Executive Director in charge of Business Management of the Company April 2019      President of the Company (current)	8,080
		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 April 2004 October 2008 June 2011 June 2015 June 2017 July 2017	Joined Mitsubishi Corporation CFO of Mitsubishi International U.K. (current Mitsubishi Corporation International (Europe) Plc) General Manager, Merchant Banking, M&A Division of Mitsubishi Corporation Full time Audit & Supervisory Board Member of Mitsubishi Corporation Director, Senior Executive Officer and CFO of KFC Holdings Japan, Ltd. Managing Director of the Company Managing Director in charge of Corporate Management of the Company (current)	980
		<p>Reasons for nomination as a candidate for Director</p> <p>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.</p>		
4	Toshihiko Miyatake (November 25, 1955)	April 1980 January 1986 January 2000 January 2004 February 2010 September 2014 June 2017 June 2018 October 2018 April 2019 April 2019 April 2019	Joined The Eighteenth Bank, Ltd. Joined IBM Japan General Manager, Outsourcing Business Promotion Department of IBM Japan General Manager, AMS Business Department of IBM Japan Executive Partner, Manufacturing/Distribution Headquarters of Accenture Japan Ltd Managing Director, Manufacturing/Distribution Headquarters of Accenture Japan Ltd Executive Officer and General Manager, Business Management Division of the Company Director and General Manager, No. 1 Business Division of the Company Director and General Manager, Digital Business Consulting Division of the Company Managing Director and General Manager, Consulting Division of the Company (current) President of COMTURE Marketing Corporation (current) President of COMTURE DATA SCIENCE CORPORATION (current)	620
		<p>Reasons for nomination as a candidate for Director</p> <p>Mr. Miyatake became a Director in 2018 and, as a Managing Director since April 2019, is playing a role in the growth of new businesses and other activities. He is a candidate for reelection so that he can continue to use his many years of business experience at foreign capital companies and his outstanding leadership skills to contribute to the continued growth of the COMTURE Group.</p>		

No.	Name (Date of Birth)	Brief personal record, positions, responsibilities and significant concurrent positions	No. of shares owned	
5	Osamu Nimura (April 5, 1960)	April 1983	Joined Nomura Computer Systems Co., Ltd. (current Nomura Research Institute, Ltd. (NRI))	10,520
		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.		
6	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 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 four 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
7	Masayuki Tsuzuki (August 23, 1948)	<p>April 1971      Joined Mitsubishi Corporation</p> <p>January 1995    Deputy General Manager, Corporate Accounting Department of Mitsubishi Corporation</p> <p>January 1997    Head of Core System Development Office of Mitsubishi Corporation</p> <p>April 2001      Manager in charge of Company-wide Information Technology, Corporate Strategy &amp; Planning Department of Mitsubishi Corporation</p> <p>                     Managing Executive Officer, seconded to IT Frontier Corporation</p> <p>April 2004      Senior assistant to CIO of Mitsubishi Corporation</p> <p>March 2008     Full-time Audit &amp; Supervisory Board Member of Coca-Cola Central Japan Co. Ltd.</p> <p>May 2010       Advisor of Research Support Coordination, Keio Photonics Research Institute</p> <p>June 2011       Director of JFE Systems, Inc.</p> <p>February 2012   Research Support Coordinator, Keio Photonics Research Institute</p> <p>June 2017       Director of the Company (current)</p>	-
		<p>Reasons for nomination as a candidate for Director</p> <p>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 two years starting at the conclusion of this Ordinary General Meeting of Shareholders.</p>	
8*	Takahiro Kamei (January 27, 1973)	<p>April 1995      Joined Mitsui Marine &amp; Fire Insurance Co., Ltd. (current Mitsui Sumitomo Insurance Company, Limited)</p> <p>April 1999      Joined Japan Computer Technology Japan co., Ltd. (current the Company)</p> <p>April 2011      Director of COMTURE Marketing Corporation</p> <p>April 2012      Managing Director of COMTURE Marketing Corporation</p> <p>April 2014      Executive Officer and General Manager, Business Promotion Division</p> <p>July 2017       Executive Officer and General Manager, Corporate Planning Division</p> <p>April 2019      Senior Executive Officer and General Manager, Corporate Planning Division (current)</p>	99,470
		<p>Reasons for nomination as a candidate for Director</p> <p>Mr. Kamei has many years of experience in the insurance industry 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 election as a Director so that he can contribute to the continued growth of the COMTURE Group.</p>	

No.	Name (Date of Birth)	Brief personal record, positions, responsibilities and significant concurrent positions	No. of shares owned
9*	Kenji Mukai (January 15, 1958)	<p>April 1981      Joined Sumitomo Corporation</p> <p>January 1996    Tokyo Headquarters, Sumitomo Corporation President, WAMNET Japan K.K.</p> <p>April 2011      Executive Officer and General Manager, IT Platform Solutions Division of SCSK Corporation</p> <p>April 2012      Senior Executive Officer and General Manager, IT Management Division of SCSK Corporation</p> <p>April 2014      Managing Executive Officer and General Manager, Telecommunication Systems Business Group of SCSK Corporation</p> <p>April 2018      Executive Officer of the Company</p> <p>July 2018        President of COMTURE Network Corporation (current)</p> <p>April 2019      Senior Executive Officer of the Company (current)</p>	170
		<p>Reasons for nomination as a candidate for Director</p> <p>Mr. Mukai 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 election as a Director so that he can contribute to the continued growth of the COMTURE Group.</p>	
10*	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&amp;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>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. Although Ms. Dochi has never been participated directly in corporate management, we believe that her experience and knowledge will enable her to perform the duties of an Outside Director properly.</p>	

- Notes
1. Candidates for the new director post are marked \*.
  2. There are no special conflicts of interests between candidates for directors and the Company.
  3. 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.
  4. If Mr. Hitoshi Sasaki, Mr. Masayuki Tsuzuki and Ms. Junko Dochi are newly elected as Directors, the Company intends to conclude 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 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 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
Takayuki Kumagai (September 21, 1975)	April 2000 Registered as attorney at law (Daini Tokyo Bar Association) April 2000 Joined Mitsui, Yasuda, Wani & Maeda March 2003 Established Sato Sogo Law Office February 2009 Established Kumagai & Tanaka Law Office (current KUMAGAI TANAKA & TSUDA) (current) June 2017 Director of ALMEDIO INC. (member of the Audit and Supervisory Committee) (current)	-
Reasons for nomination as a candidate for a substitute Audit & Supervisory Board Member Based on his legal knowledge and experience cultivated as a lawyer, we believe that Mr. Kumagai is able to properly perform his duties as an outside Audit & Supervisory Board Member. Mr. Kumagai is currently a consulting attorney for COMTURE, but his compensation in this role is negligible.		

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

2. Mr. Takayuki Kumagai is a substitute outside Audit & Supervisory Board Member candidate.
3. Mr. Takayuki Kumagai has experience as an outside Audit & Supervisory Board Member of the Company.
4. If Mr. Takayuki Kumagai 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.