

(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 31, 2021

To Our Shareholders:

1-11-2, Osaki, Shinagawa-ku, Tokyo, Japan

COMTURE CORPORATION

Chihiro Sawada, President & COO

Notice of Convocation of the 37th Ordinary General Meeting of Shareholders

Notice is hereby given that the 37th 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 14, 2021.

1 Date and time Tuesday, June 15, 2021 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 37th fiscal year (April 1, 2020 to March 31, 2021), 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 37th fiscal year (April 1, 2020 to March 31, 2021)

Matters to be resolved

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Eight (8) Directors

Proposal 3: Election of One (1) Substitute Audit & Supervisory Board Member

- In the event that it becomes necessary to revise the information in the attached documents accompanying this convocation notice and Reference Materials of Ordinary General Meeting of Shareholders, or in the event that the above measures are to be updated due to the situation of the spread of the infection up to the day of this meeting or the contents of announcements by the government, etc., the Company will post the updated information on its 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.
- Of the documents to be provided to shareholders in this convocation notice, Matters Concerning the Company's Share Acquisition Rights, Corporate Structure and Policy, Consolidated Statement of Changes in Equity, Notes to Consolidated Financial Statements, Non-consolidated Statement of Changes in Net Assets, and Notes to Non-consolidated Financial Statements are not included in the attached documents accompanying this convocation notice because they are posted on the Company's website (<https://www.comture.com/ir/irlibrary/shareholdersmeeting/>) in accordance with laws and regulations and Article 12 of the Company's Articles of Incorporation. Accordingly, the attached documents accompanying this convocation notice are a part of the Consolidated Financial Statements, Non-consolidated Financial Statements, and Business Report, which were audited by the Audit & Supervisory Board Members in preparing the audit report and the accounting auditor in preparing the accounting audit report, respectively.

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

Dividend of **7.75** yen per share

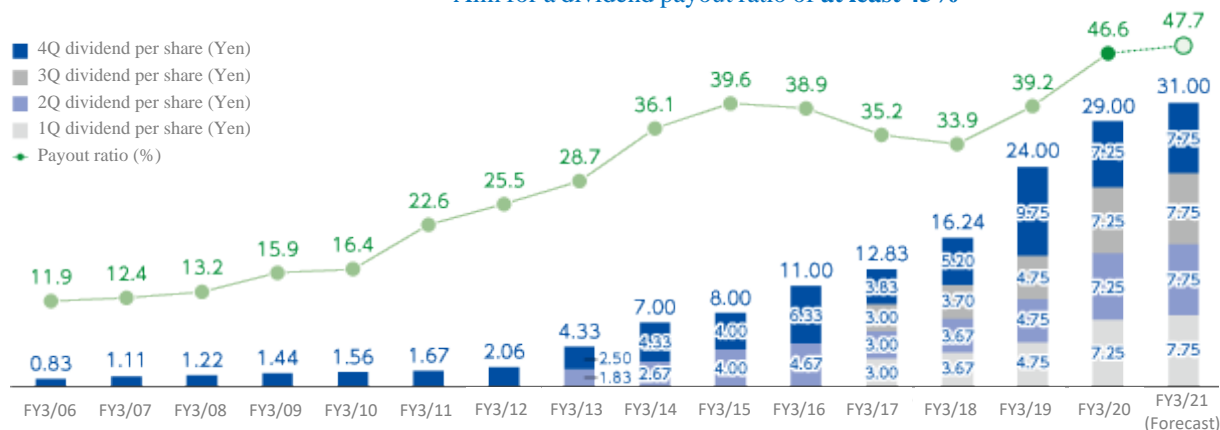
Total dividends of **247,012,495** yen

3 Effective date of the distribution of retained earnings

June 16, 2021

Reference: Shareholder Return

Aim for a dividend payout ratio of **at least 45%**



Proposal 2 Election of Eight (8) Directors

The terms of office of all directors will expire at the conclusion of this Meeting. Accordingly, we propose the election of eight (8) directors.

Candidates for Directors are as follows:

| No. | | Name (Age) | Current positions and responsibilities | Number of meetings attended/Number of meetings (Attendance rate) |
|-----|------------|-----------------------|--|--|
| 1 | Reelection | Koichi Mukai (74) | Chairman & CEO | 17/17 (100%) |
| 2 | Reelection | Chihiro Sawada (59) | President & COO | 17/17 (100%) |
| 3 | Reelection | Osamu Noma (66) | Managing Director in charge of Corporate Management | 17/17 (100%) |
| 4 | Reelection | Takahiro Kamei (48) | Director and General Manager, Corporate Planning Division | 17/17 (100%) |
| 5 | Reelection | Hitoshi Sasaki (74) | Director | Outside Director Independent officer 17/17 (100%) |
| 6 | Reelection | Masayuki Tsuzuki (72) | Director | Outside Director Independent officer 17/17 (100%) |
| 7 | Reelection | Junko Dochi (57) | Director | Outside Director Independent officer 17/17 (100%) |
| 8 | New | Ryuta Nakatani (47) | Senior Executive Officer and General Manager, Cloud Solutions Department | - |

Note: The Company has signed the liability insurance contract for executives with an insurance company as prescribed in Article 430-3-1 of the Companies Act and plans to renew this contract in September 2021. The insurance policy covers the costs of litigation and compensation for damages incurred by the insured due to corporate lawsuits, third-party lawsuits, shareholder derivative lawsuits, etc. If the director candidates in this proposal are newly appointed or reelected, this insurance coverage will continue for all of these director candidates.

No.

1

Koichi Mukai

Reelection

Brief personal record

| | |
|--------------|---|
| April 1970 | Joined Data Process Consultant Inc. (current IX Knowledge Inc.) |
| January 1985 | Established the Company, the President of the Company |
| April 2011 | Chairman & CEO of the Company (current) |

■ Date of Birth (Age)

December 9, 1946 (74)

■ No. of attendance to the Board of

Directors meetings (Attendance rate)

17/17 meetings (100%)

■ No. of shares owned

772,579

Significant concurrent positions

-

Reasons for nomination as a candidate for Director

The founder of COMTURE, Mr. Mukai has supervised the management of the COMTURE Group for 36 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 as a Director so that he can contribute to stable growth and increasing corporate value by utilizing his skills for leadership, decision making and taking actions.

No.

2

Chihiro Sawada

Reelection

Brief personal record

| | |
|--------------|---|
| 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 |
| June 2014 | President of COMTURE Marketing Corporation |
| July 2017 | 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) |
| April 2021 | President of COMTURE Network Corporation (current) |

Significant concurrent positions

President of COMTURE Network Corporation

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 as a Director so that he can contribute to the continued growth of the COMTURE Group.

No.

3

Osamu Noma

Reelection

- Date of Birth (Age)
September 1, 1954 (66)
- No. of attendance to the Board of Directors meetings (Attendance rate)
17/17 meetings (100%)
- No. of shares owned
3,403

Brief personal record

| | |
|--------------|--|
| April 1978 | Joined Mitsubishi Corporation |
| 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) |

Significant concurrent positions

-

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 as a Director so that he can contribute to the continued growth of the COMTURE Group.

No.

4

Takahiro Kamei

Reelection

- Date of Birth (Age)
January 27, 1973 (48)
- No. of attendance to the Board of Directors meetings (Attendance rate)
17/17 meetings (100%)
- No. of shares owned
201,629

Brief personal record

| | |
|------------|--|
| April 1995 | Joined Mitsui Marine & Fire Insurance Co., Ltd. (current Mitsui Sumitomo Insurance Company, Limited) |
| April 1999 | Joined Japan Computer Technology Japan 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) |

Significant concurrent positions

-

Reasons for nomination as a candidate for Director

Mr. Kamei 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.

No.

5

Hitoshi Sasaki

Reelection

Outside
DirectorIndependent
officer

- Date of Birth (Age)

July 2, 1946 (74)

- No. of attendance to the Board of Directors meetings (Attendance rate)

17/17 meetings (100%)

- No. of shares owned

0

Brief personal record

| | |
|------------|--|
| 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) |

Significant concurrent positions

-

Reasons for nomination as a candidate for Outside Director and expected responsibilities

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 six years starting at the conclusion of this Ordinary General Meeting of Shareholders.

No.

6

Masayuki Tsuzuki

Reelection

Outside
DirectorIndependent
officer

- Date of Birth (Age)

August 23, 1948 (72)

- No. of attendance to the Board of Directors meetings (Attendance rate)

17/17 meetings (100%)

- No. of shares owned

0

Brief personal record

| | |
|--------------|--|
| 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 |
| April 2004 | Managing Executive Officer, seconded to IT Frontier Corporation |
| March 2008 | Senior assistant to CIO of Mitsubishi Corporation |
| May 2010 | Full-time Audit & Supervisory Board Member of Coca-Cola Central Japan Co. Ltd. |
| June 2011 | Advisor of Research Support Coordination, Keio Photonics Research Institute |
| June 2017 | Outside Director of JFE Systems, Inc. |
| June 2017 | Director of the Company (current) |

Significant concurrent positions

-

Reasons for nomination as a candidate for Outside Director and expected responsibilities

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 from an independent standpoint. The next term of office of Mr. Tsuzuki as an Outside Director will be four years starting at the conclusion of this Ordinary General Meeting of Shareholders.

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:

| | |
|---|--|
| | <u>Brief personal record</u> |
| Yoshiyuki Wada | April 1974 Joined Coopers & Lybran 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 |
| <ul style="list-style-type: none"> ■ Date of Birth (Age) March 2, 1951 (70) ■ No. of attendance to the Board of Directors meetings (Attendance rate) - ■ No. of shares owned 0 | September 2014 Audit & Supervisory Board Member of Zero Co., Ltd. June 2016 Directors of LIXIL VIVA Corporation July 2016 Resigned Grant Thornton Taiyo LLC August 2016 Representative of Wada Accounting Office (current) |
| | <u>Significant concurrent positions</u> |
| | Representative of Wada Accounting Office Director of Forval Telecom, Inc. Director of CAREER DESIGN CENTER CO.,LTD. Director of Zero Co., Ltd. Audit & Supervisory Board Member of Kuribayashi Steamship Co., Ltd. |

Reasons for nomination as a candidate for a substitute Audit & Supervisory Board Member

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.

- 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.
 4. The Company has signed the liability insurance contract for executives with an insurance company as prescribed in Article 430-3-1 of the Companies Act and plans to renew this contract in September 2021. The insurance policy covers the costs of litigation and compensation for damages incurred by the insured due to corporate lawsuits, third-party lawsuits, shareholder derivative lawsuits, etc. If an appointment of Mr. Yoshiaki Wada is approved, he will be included in this insurance coverage when he assumes the office of outside Audit & Supervisory Board Member.