

To Our Shareholders:

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

Notice of Convocation of the 40th Ordinary General Meeting of Shareholders

Notice is hereby given that the 40th Ordinary General Meeting of Shareholders of COMTURE CORPORATION (“COMTURE” or the “Company”) will be held as described below.

Reference materials for this shareholders meeting are provided electronically and can be viewed as electronically distributed information for the Notice of Convocation of the 40th Ordinary General Meeting of Shareholders on the following websites.

COMTURE website: <https://www.comture.com/>

In addition to the COMTURE website, information is posted on the following website.

Tokyo Stock Exchange website: <https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

After accessing the Tokyo Stock Exchange website, enter either “Comture” in the company name box or “3844” in the securities code box and click search. Then select “Basic information” and then “Documents for public inspection/PR information.”

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” that are distributed electronically and send the enclosed voting form by postal mail or use the designated website for voting (<https://evote.tr.mufg.jp/>), entering your votes for or against proposals. Submit your votes by 5:30 p.m., Thursday, June 20, 2024.

- 1** **Date and time** Friday, June 21, 2024 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 40th fiscal year (April 1, 2023 to March 31, 2024), and audit results on the consolidated financial statements by the Accounting Auditor and the Audit & Supervisory Committee
 - (2) Report on the non-consolidated financial statements for the 40th fiscal year (April 1, 2023 to March 31, 2024)
 - Matters to be resolved**
 - Proposal 1: Appropriation of Surplus
 - Proposal 2: Election of Three (3) Directors (Excluding Directors who are Members of Audit & Supervisory Committee)
 - Proposal 3: Election of Two (2) Directors who are Members of Audit & Supervisory Committee
- If there are revisions to the electronically distributed information, notification of the revisions and the information before and after revisions will be posted on COMTURE website and Tokyo Stock Exchange website.
 - Of the documents to be provided to shareholders in this convocation notice, Matters Concerning the Company’s Share Acquisition Rights, etc., Corporate Structure and Policy, Consolidated Statement of Changes in Equity, Notes to Consolidated Financial Statements, Non-consolidated Statement of Changes in Equity, and Notes to Non-consolidated Financial Statements are not included 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. Shareholders who ask to receive paper documents will receive documents not containing these items. The 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 Committee for preparing the audit report and the accounting auditor for 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.

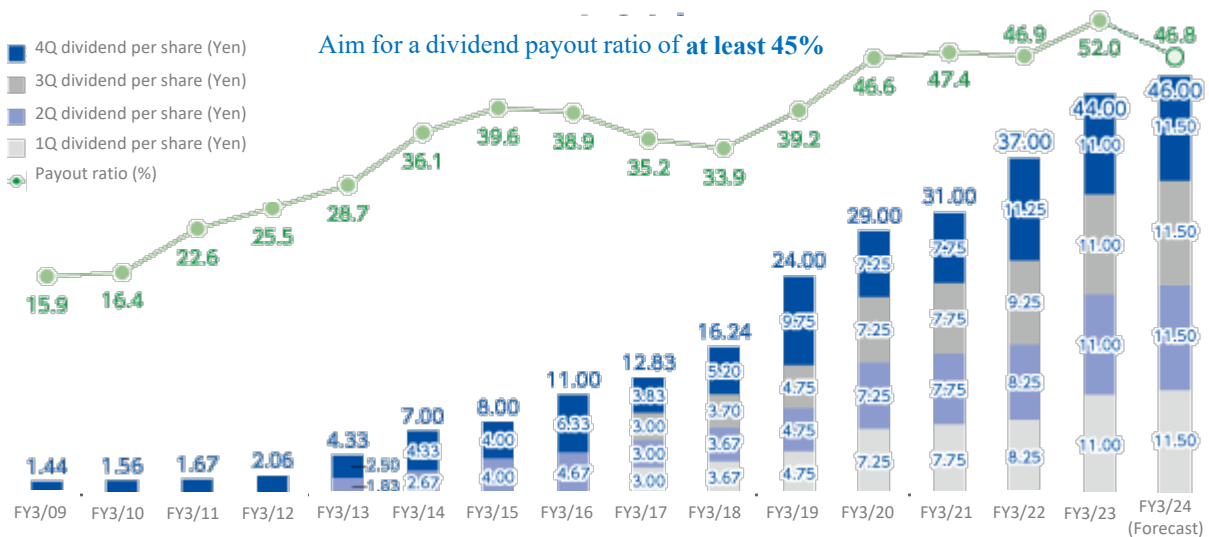
We will make effective use of retained earnings in order to expand our operations and strengthen our financial position.

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 11.50 yen per share Total dividends of 366,674,004 yen
3	Effective date of the distribution of retained earnings	June 24, 2024

Reference: Shareholder Return



Proposal 2

Election of Three (3) Directors (Excluding Directors who Are Members of Audit & Supervisory Committee)

The terms of office of all directors (excluding directors who are members of Audit & Supervisory Committee) will expire. Accordingly, we propose the election of three (3) directors.

The director candidates (excluding directors who are members of Audit & Supervisory Committee) are as follows:

No.	Name (Age)	Current positions and responsibilities	Number of meetings attended/Number of meetings (Attendance rate)
1	Reelection Chihiro Sawada (62)	Representative Director, President	17/17 (100%)
2	Reelection Osamu Noma (69)	Representative Director, Senior Executive Vice President, General Manager, Corporate Management Division	17/17 (100%)
3	Reelection Junko Dochi (60)	Director	17/17 (100%)

Outside Director
Independent officer

Note: COMTURE has signed the liability insurance contract for executives with an insurance company as prescribed in Paragraph 1, Article 430-3 of the Companies Act, and plans to renew this contract in September 2024. The insurance policy covers the costs of litigation and compensation for damages incurred by the insured due to corporate lawsuits, third-party lawsuits, shareholder lawsuits, etc. If the director candidates in this proposal are reelected, this insurance coverage will continue for all of these individuals.



No.

1 Chihiro Sawada

Reelection

Brief personal record and positions and responsibilities at COMTURE

April 1986	Joined IBM Japan, Ltd.
January 2004	General Manager, Lotus Business Department of IBM Japan, Ltd.
April 2009	Manager, Central Laboratory of NEC Corporation
April 2013	Vice President and General Manager, Business Innovation Strategy Unit of NEC Corporation
April 2014	Joined the Company, Managing Executive Officer and General Manager, Business Management Division of the Company 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
June 2023	President of the Company (current)

Significant concurrent positions

President of COMTURE Network Corporation

■ Date of Birth (Age)

October 14, 1961 (62)

■ Attendance at Board of Directors meetings (Attendance rate)

17/17 meetings (100%)

■ No. of shares owned

23,312

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.

2 Osamu Noma

Reelection

Brief personal record and positions and responsibilities at COMTURE

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
June 2022	Senior Executive Director in charge of Corporate Management of the Company
June 2023	Senior Executive Vice President, General Manager, Corporate Management Division of the Company (current)

Significant concurrent positions

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Reasons for nomination as a candidate for Director

Since becoming a Managing Director in 2017 and a Senior Executive Vice President in June 2023, 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.

3

Junko Dochi

Reelection

Outside Director

Independent officer

Brief personal record and positions and responsibilities at COMTURE

- October 2002 Registered as attorney at law (Daichi Tokyo Bar Association)
Joined Tokyo Eiwa Law Office (current TMI Associates)
- November 2007 Joined Jones Day (Foreign Law Joint Enterprise)
- June 2008 Registered as an attorney at law in California, USA
- April 2013 Established Hills Law Office (current DOCHI Law Office) (current)
- June 2019 Outside Director of the Company (current)

- Date of Birth (Age)
August 31, 1963 (60)

- Attendance at Board of Directors meetings (Attendance rate)
17/17 meetings (100%)

- No. of shares owned
216

Significant concurrent positions

- Representative attorney of DOCHI Law Office
- Outside Director of AEON Bank, Limited
- Outside Director of AEON Credit Service (Asia) Company Limited

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

As an attorney, Ms. Dochi has extensive experience and knowledge concerning corporate legal affairs. We believe she can provide opinions involving our management from an objective and fair perspective and contribute to strengthening the Company's governance and improving corporate value. She is a candidate for reelection based on our belief that she can contribute to the consistent growth of the COMTURE Group. The next term of office of Ms. Dochi as an Outside Director will be five years starting at the conclusion of this shareholders meeting.

- Notes:
1. There are no special conflicts of interests between candidates for Directors and the Company.
 2. Ms. Junko Dochi is candidate for an Outside Director. The Company has registered Ms. Junko Dochi as an independent officer to the Tokyo Stock Exchange.
 3. If Ms. Junko Dochi is reelected as a Director, the Company intends to extend a limited liability contract with her under which the maximum amount of liability for damages is the amount prescribed by laws and regulations.
 4. The number of shares of the Company held by each candidate includes the number of equity shares held by the Directors' Shareholding Association.

Election of Two (2) Directors who Are Members of Audit & Supervisory Committee

The terms of office of Mr. Masayuki Tsuzuki and Mr. Yutaka Harada, who are members of Audit & Supervisory Committee, will expire at the conclusion of this shareholders meeting. Therefore, the Company proposes the election of two (2) directors who are members of Audit & Supervisory Committee. The Audit & Supervisory Committee has given its consent to this proposal.

Candidates for election as directors who are members of Audit & Supervisory Committee are as follows:

No.	Name (Age)	Current positions and responsibilities		Number of Board of Directors meetings attended/Number of meetings (Attendance rate)	Number of Audit & Supervisory Committee meetings attended/Number of meetings (Attendance rate)
1	Reelection Masayuki Tsuzuki (75)	Director (Audit & Supervisory Committee member)	Outside Director Independent officer	17/17 (100%)	13/13 (100%)
2	Reelection Yutaka Harada (64)	Director (Audit & Supervisory Committee member)	Outside Director	17/17 (100%)	13/13 (100%)

Note: COMTURE has signed the liability insurance contract for executives with an insurance company as prescribed in Paragraph 1, Article 430-3 of the Companies Act, and plans to renew this contract in September 2024. The insurance policy covers the costs of litigation and compensation for damages incurred by the insured due to corporate lawsuits, third-party lawsuits, shareholder lawsuits, etc. If the director candidates in this proposal are newly elected, this insurance coverage will continue for all of these individuals.



No.

1 Masayuki Tsuzuki

Reelection

Outside Director

Independent officer

Brief personal record

■ Date of Birth (Age)
August 23, 1948 (75)

■ Attendance at Board of Directors meetings (Attendance rate)
17/17 meetings (100%)

■ Attendance at Audit & Supervisory Committee meetings (Attendance rate)
13/13 meetings (100%)

■ No. of shares owned
0

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	Outside Director of the Company
June 2022	Outside Director (Audit & Supervisory Committee member) of the Company (current)

Significant concurrent positions

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Reasons for nomination as a candidate for Director who is a member of Audit & Supervisory Committee

We believe that Mr. Tsuzuki 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. Tsuzuki will be seven years as an Outside Director and two years as an Outside Director who is a member of Audit & Supervisory Committee starting at the conclusion of this Ordinary General Meeting of Shareholders.



No.

2 Yutaka Harada

Reelection

Outside Director

Brief personal record

April 1982	Joined Nomura Computer Systems Co., Ltd. (current Nomura Research Institute, Ltd.)
April 2008	Senior Managing Director, Deputy General Manager, Insurance System Division of Nomura Research Institute, Ltd.
April 2010	Senior Managing Director, General Manager, Insurance System Division of Nomura Research Institute, Ltd.
April 2013	Senior Corporate Managing Director, General Manager, Insurance Solution Division of Nomura Research Institute, Ltd.
June 2016	Full-time Audit & Supervisory Board Member of Nomura Research Institute, Ltd.
June 2022	Outside Director (Audit & Supervisory Committee member) of the Company (current)

Significant concurrent positions

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- Date of Birth (Age)
March 11, 1960 (64)
- Attendance at Board of Directors meetings (Attendance rate)
17/17 meetings (100%)
- Attendance at Audit & Supervisory Committee meetings (Attendance rate)
13/13 meetings (100%)
- No. of shares owned
0

Reasons for nomination as a candidate for Outside Director who is a member of Audit & Supervisory Committee and expected responsibilities

Mr. Harada has considerable experience and accomplishments as an Audit & Supervisory Board member in the IT industry. As a result, COMTURE believes that he has the skills required to be a Director who is a member of Audit & Supervisory Committee. The next term of office of Mr. Harada will be two years as an Outside Director who is a member of Audit & Supervisory Committee starting at the conclusion of this Ordinary General Meeting of Shareholders.

- Notes:
1. Mr. Masayuki Tsuzuki is a candidate for Outside Director who is a member of Audit & Supervisory Committee. There are no special conflicts of interests between Mr. Masayuki Tsuzuki and the Company. The Company has registered Mr. Masayuki Tsuzuki as an independent officer to the Tokyo Stock Exchange. If his election is approved by shareholders, the Company intends to conclude a limited liability contract with him under which the maximum amount of liability for damages is the amount stipulated in laws and regulations at the time he assumes office.
 2. Mr. Yutaka Harada is a candidate for Outside Director who is a member of Audit & Supervisory Committee. If his election is approved by shareholders, the Company intends to conclude a limited liability contract with him under which the maximum amount of liability for damages is the amount stipulated in laws and regulations at the time he assumes office.
 3. Mr. Harada was employed by Nomura Research Institute, Ltd., which has a business relationship with the Company. In addition, he served as Senior Corporate Managing Director of this company from April 2013 to March 2016 and as Audit & Supervisory Board Member from June 2016 to June 2020. The Company recorded sales from Nomura Research Institute concerning the construction of IT systems. These sales are less than 3% of consolidated sales.
 4. The number of shares of the Company held by each candidate includes the number of equity shares held by the Directors' Shareholding Association.

Skill Matrix for Candidates for Directors

If Proposal 2 “Election of Three (3) Directors (Excluding Directors who are Members of the Audit & Supervisory Committee) and Proposal 3 “Election of Two (2) Directors who are Members of the Audit & Supervisory Committee” are approved by shareholders with no revisions, the members of the Board of Directors will have the following skills.

	Name		Knowledge, experience, etc. of each director candidate							
			Corporate management	IT/DX	Technology/R&D	Sales/Marketing	Finance/Accounting/M&A	Governance/Internal control/Legal affairs	Human resources management	Internationality
Directors	Chihiro Sawada		●	●	●	●		●	●	●
	Osamu Noma		●				●	●	●	●
	Junko Dochi	Outside						●		●
Directors who are members of Audit & Supervisory Committee	Masayuki Tsuzuki	Outside	●	●			●	●		●
	Yutaka Harada	Outside	●	●		●		●		
	Hiroshi Tarutani	Outside	●				●	●	●	●
	Naoko Kimura	Outside					●	●		

Note: This skill matrix is not intended to encompass all of the knowledge and experience of these candidates.