

Securities code: 3844

June 12, 2025

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To Our Shareholders:

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

Notice of Convocation of the 41st Ordinary General Meeting of Shareholders

Notice is hereby given that the 41st Ordinary General Meeting of Shareholders of COMTURE CORPORATION (“COMTURE” or the “Company”) will be held as described below.

Reference materials for this shareholders meeting and other information (items distributed electronically) are provided electronically and posted as the Notice of Convocation of the 41st Ordinary General Meeting of Shareholders on the following websites. Please access the COMTURE website to view this information.

COMTURE website:

<https://www.comture.com/ir/irlibrary/shareholdersmeeting/>



In addition to the COMTURE website, information distributed electronically is posted on the website of the Tokyo Stock Exchange. After accessing the Tokyo Stock Exchange website (listed company information service), 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.”

Tokyo Stock Exchange website:

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show/>



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 26, 2025.

- 1 **Date and time** Friday, June 27, 2025 at 10:00 a.m. (Reception starts at 9:30 a.m.)
- 2 **Place** Meeting room, COMTURE CORPORATION, 9F East Tower, Gate City Osaki, 1-11-2, Osaki, Shinagawa-ku, Tokyo, Japan
*The location of this year’s meeting differs from the location of the prior year’s meeting.

3 **Agenda for the Meeting**

Matters to be reported

- (1) Report on the business report and the consolidated financial statements for the 41st fiscal year (April 1, 2024 to March 31, 2025), 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 41st fiscal year (April 1, 2024 to March 31, 2025)

Matters to be resolved

- Proposal 1: Appropriation of Surplus
- Proposal 2: Partial Amendments to the Articles of Incorporation
- Proposal 3: Election of Two (2) Directors (Excluding Directors who are Members of Audit & Supervisory Committee)
- Proposal 4: Election of Three (3) 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 the COMTURE website and the Tokyo Stock Exchange website.
- Of the documents to be provided to shareholders in this convocation notice, the following items 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.
 - 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
 - Notes to Non-consolidated Financial Statements

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.

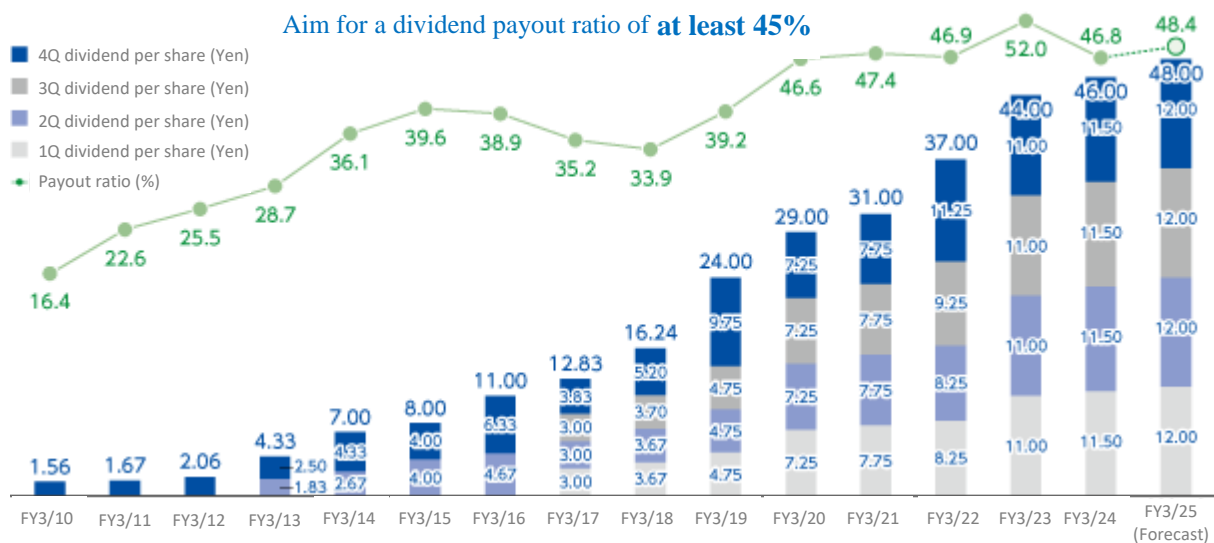
We will make effective use of retained earnings in order to expand our operations and strengthen our financial position.

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 12.00 yen per share Total dividends of 382,665,624 yen
3	Effective date of the distribution of retained earnings	June 30, 2025

Reference: Shareholder Return



1. Reasons for proposed amendments

COMTURE has consistently aimed to achieve sound and efficient corporate management, placing emphasis on the continuous enhancement of our management structure. In response to an increasingly dynamic business environment, and with the objective of further accelerating sustainable growth, we propose to amend the Articles of Incorporation as outlined below. These amendments are intended to further strengthen our governance framework and execution capabilities.

(1) Amendment related to the appointment of executive officers, including the President and officers with specific titles
 In June 2023, COMTURE transitioned to a delegation-type executive officer system with the aim of expediting decision-making and clarifying responsibilities in business execution. In line with this, the proposed amendment explicitly stipulates that the President shall be selected from among the executive officers and sets forth provisions regarding the appointment of executive officers, including those with specific titles. (Proposed Amendment to Article 20)

(2) Amendment related to the operation of the Audit & Supervisory Committee

- 1) This amendment is intended to enhance the flexibility and responsiveness of the Audit & Supervisory Committee’s operations. (Proposed Amendment to Article 31)
- 2) This is a formal amendment to align the wording with Article 23 (Method of Resolution of the Board of Directors) and to ensure accurate expression in compliance with applicable laws and regulations. (Proposed Amendment to Article 33)

2. Details of the amendments

Details of the amendments are as follows. The amendments to the Articles of Incorporation in this proposal shall become effective at the conclusion of this Ordinary General Meeting of Shareholders.

(Underlined parts are to be amended.)

Current	Proposed amendments
Chapter 1. General Provisions Articles 1 to 4 (Omitted)	Chapter 1. General Provisions Articles 1 to 4 (Unchanged)
Chapter 2. Shares Articles 5 to 9 (Omitted)	Chapter 2. Shares Articles 5 to 9 (Unchanged)
Chapter 3. General Meeting of Shareholders Articles 10 to 15 (Omitted)	Chapter 3. General Meeting of Shareholders Articles 10 to 15 (Unchanged)

Current	Proposed amendments
<p style="text-align: center;">Chapter 4. Directors and Board of Directors</p> <p>Articles 16 to 19 (Omitted) (Representative Directors and <u>Directors with Specific Titles</u>)</p> <p>Article 20: The Representative Directors shall be appointed by resolution <u>of the Board of Directors</u> from among <u>the Directors who are not Audit & Supervisory Committee members</u>.</p> <p><u>2 The Representative Directors represent the Company and execute the Company’s business.</u> (Addition)</p> <p>3 The Board of Directors may, by its resolution, <u>select one (1) President from among Directors who are not Audit & Supervisory Committee members, and one (1) Chairman and one (1) or more Vice Presidents, Senior Managing Directors and Managing Directors as necessary.</u></p> <p>Articles 21 to 29 (Omitted)</p> <p style="text-align: center;">Chapter 5. Audit & Supervisory Committee</p> <p>Article 30 (Omitted) (Full-time Audit & Supervisory Committee Members)</p> <p>Article 31: The Audit & Supervisory Committee <u>shall</u> select full-time Audit & Supervisory Committee members from among the Audit & Supervisory Committee members.</p> <p>Article 32 (Omitted) (Method of Resolution of the Audit & Supervisory Committee)</p> <p>Article 33: Resolutions of the Audit & Supervisory Committee shall be adopted by a majority vote of the Audit & Supervisory Committee members present at the meeting where a majority of the Audit & Supervisory Committee members are present.</p> <p>Articles 34 and 35 (Omitted)</p> <p style="text-align: center;">Chapter 6. Accounting Auditor</p> <p>Articles 36 to 39 (Omitted)</p> <p style="text-align: center;">Chapter 7. Accounting</p> <p>Articles 40 to 42 (Omitted)</p> <p style="text-align: center;">Supplementary Provisions</p> <p>Articles 1 and 2 (Omitted)</p>	<p style="text-align: center;">Chapter 4. Directors and Board of Directors</p> <p>Articles 16 to 19 (Unchanged) (Representative Directors and <u>Executive Officers</u>)</p> <p>Article 20: <u>The Board of Directors</u> may, by <u>its</u> resolution, appoint the Representative Director from among <u>the Directors (excluding Directors who are not Audit & Supervisory Committee members)</u>. (Deleted)</p> <p><u>2 The Board of Directors may, by its resolution, appoint Executive Officers and delegate to them the execution of the Company’s operations in accordance with their respective responsibilities.</u></p> <p>3 The Board of Directors may, by its resolution, <u>appoint</u> President, as well as Senior Executive Vice Presidents, Senior Managing Executive Officers, Managing Executive Officers, and other titled Executive Officers.</p> <p>Articles 21 to 29 (Unchanged)</p> <p style="text-align: center;">Chapter 5. Audit & Supervisory Committee</p> <p>Article 30 (Unchanged) (Full-time Audit & Supervisory Committee Members)</p> <p>Article 31: The Audit & Supervisory Committee <u>may, by its resolution,</u> select full-time Audit & Supervisory Committee members from among the Audit & Supervisory Committee members.</p> <p>Article 32 (Unchanged) (Method of Resolution of the Audit & Supervisory Committee)</p> <p>Article 33: Resolutions of the Audit & Supervisory Committee shall be adopted by a majority vote of the Audit & Supervisory Committee members present at the meeting where a majority of the Audit & Supervisory Committee members <u>entitled to participate in the vote</u> are present.</p> <p>Articles 34 and 35 (Unchanged)</p> <p style="text-align: center;">Chapter 6. Accounting Auditor</p> <p>Articles 36 to 39 (Unchanged)</p> <p style="text-align: center;">Chapter 7. Accounting</p> <p>Articles 40 to 42 (Unchanged)</p> <p style="text-align: center;">Supplementary Provisions</p> <p>Articles 1 and 2 (Unchanged)</p>

Election of Two (2) 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 two (2) 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 Board of Directors meetings attended/Number of meetings (Attendance rate)	Number of Audit & Supervisory Committee meetings attended/Number of meetings (Attendance rate)
1	Reelection Chihiro Sawada (63)	Representative Director, President	18/18 (100%)	-
2	New Koji Tarutani (63)	Director (Audit & Supervisory Committee member)	18/18 (100%)	12/12 (100%)

- Notes:
- There are no special conflicts of interests between candidates for Directors and the Company.
 - 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 2025. 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 or reelected, this insurance coverage will continue for all of these individuals.
 - Director Mr. Osamu Noma and Outside Director Ms. Junko Dochi will retire from their positions upon expiration of their terms of office at the conclusion of this shareholders meeting. Mr. Osamu Noma resigned as Representative Director effective March 31, 2025.
 - The number of shares of the Company held by each candidate includes the number of equity shares held by the Directors' Shareholding Association.



No.

1 Chihiro Sawada

Reelection

Brief personal record and positions and responsibilities at COMTURE

■ Date of Birth (Age) October 14, 1961 (63)	April 1986	Joined IBM Japan, Ltd.
■ Attendance at Board of Directors meetings (Attendance rate) 18/18 meetings (100%)	January 2004	General Manager, Lotus Business Department of IBM Japan, Ltd.
■ No. of shares owned 27,224	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

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 sustainable growth of the COMTURE.



No.

2 Koji Tarutani

New

Brief personal record and positions and responsibilities at COMTURE

- **Date of Birth (Age)**
May 13, 1962 (63)
- **Attendance at Board of Directors meetings (Attendance rate)**
18/18 meetings (100%)
- **Attendance at Audit & Supervisory Committee meetings (Attendance rate)**
12/12 meetings (100%)
- **No. of shares owned**
0

April 1986	Joined The Mitsubishi Bank, Ltd. (current MUFG Bank, Ltd.)
December 2012	General Manager, Corporate Risk Management Department and Compliance Management Department (in charge of special missions) of MUFG Bank, Ltd.
May 2014	General Manager, Audit Department, Credit Audit Office of MUFG Bank, Ltd.
April 2016	General Manager, Audit Department of Mitsubishi UFJ Financial Group, Inc. (in charge of special missions) and General Manager, Audit Department, Credit Audit Office of MUFG Bank, Ltd.
September 2016	General Manager, Legal Department of Mitsubishi UFJ Financial Group, Inc., and General Manager, Legal Department of MUFG Bank, Ltd.
June 2019	Representative Director, Senior Managing Executive Officer, and CFO of Chiyoda Corporation
July 2019	Representative Director, Senior Managing Executive Officer, CFO and General Manager, Finance Division of Chiyoda Corporation
April 2022	Representative Director, Executive Vice President, CFO, CCO, and Division Director of Finance & Accounting Division – Finance & Accounting Division and Legal & Corporate Affairs Division of Chiyoda Corporation
April 2023	Director, Senior Advisor of Chiyoda Corporation
June 2023	Outside Director of the Company (Full-time Audit and Supervisory Committee Member) (current)

Significant concurrent positions

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Reasons for nomination as a candidate for Director

Since becoming an Outside Director in 2023, Mr. Tarutani has used his extensive knowledge and considerable experience involving corporate management, including finance and risk management, to make significant contributions to the growth of corporate value at COMTURE, using his objective standpoint to provide appropriate advice and suggestions. He is a candidate for election as a Director based on our belief that he can make contributions to further strengthening management and achieving further growth of COMTURE by participating directly in management and using his broad knowledge and experience.

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

The terms of office of Mr. Masayuki Tsuzuki, who is a member of Audit & Supervisory Committee, resigned and Mr. Koji Tarutani and Ms. Naoko Kimura, who are members of Audit & Supervisory Committee, will expire at the conclusion of this shareholders meeting. Therefore, the Company proposes the election of three (3) 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 Naoko Kimura (64)	Director (Audit & Supervisory Committee member)	18/18 (100%)	12/12 (100%)
2	New Mari Ikegaki (61)		-	-
3	New Miwako Shimizu (56)		-	-

- Notes:
- All candidates are those for Outside Directors who are members of Audit & Supervisory Committee. There are no special conflicts of interests between the candidates and the Company.
 - The Company has registered Ms. Naoko Kimura as an independent officer to the Tokyo Stock Exchange. If her reelection is approved by shareholders, she will continue to be an independent director. If Ms. Mari Ikegaki and Ms. Miwako Shimizu are elected, they will also be independent directors.
 - If their election is approved by shareholders, the Company intends to extend a limited liability contract with Ms. Kimura under which the maximum amount of liability for damages is the amount stipulated in laws and regulations. The Company intends to conclude the same contract with Ms. Ikegaki and Ms. Shimizu.
 - 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 2025. 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 or reelected, this insurance coverage will continue for all of these individuals.
 - Ms. Miwako Shimizu's name on her family register is Miwako Iida.



No.

1 Naoko Kimura

Reelection

Outside Director

Independent Officer

Brief personal record

April 1983	Joined Tokyo Metropolitan Government
December 1989	Joined Aoyama Audit Corporation (current PricewaterhouseCoopers Aarata LLC)
August 1993	Registered as a Certified Public Accountant
January 1997	Joined Deloitte Touche Tohmatsu (current Deloitte Touche Tohmatsu LLC)
July 2007	Partner of Deloitte Touche Tohmatsu LLC
October 2022	Opened Kimura Certified Public Accountant Office (current)
February 2023	Outside Corporate Auditor of NIPPON FILCON CORPORATION
June 2023	Outside Director (Audit & Supervisory Committee Member) of the Company (current)
August 2023	Established Growth Audit Company, Partner (current)
February 2024	Outside Director of NIPPON FILCON CORPORATION (Audit & Supervisory Committee Member) (current)

Significant concurrent positions

Representative of Kimura Certified Public Accountant Office
 Outside Director of NIPPON FILCON CORPORATION (Audit & Supervisory Committee Member)
 Partner of Growth Audit Company

- Date of Birth (Age)
October 31, 1960 (64)
- Attendance at Board of Directors meetings (Attendance rate)
18/18 meetings (100%)
- Attendance at Audit & Supervisory Committee meetings (Attendance rate)
12/12 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

Ms. Kimura has considerable experience and extensive knowledge involving financial auditing activities as a certified public accountant for listed companies and companies preparing to be listed. She is a candidate for Outside Director who is a member of the Audit & Supervisory Committee because she is expected to use her objective and fair perspective to perform the oversight of management and provide advice concerning all aspects of management and based on the belief that she can contribute to the growth of corporate value at COMTURE and strengthening corporate governance.

The term of office of Ms. Kimura will be two years as an Outside Director who is a member of Audit & Supervisory Committee at the conclusion of this Ordinary General Meeting of Shareholders.



No.

2

Mari Ikegaki

New

Outside Director

Independent Officer

Brief personal record

April 1987	Joined Morgan Stanley International Ltd., Tokyo Branch (currently Morgan Stanley Japan Group Co., Ltd.)
December 2008	Director of Morgan Stanley Japan Business Group Co., Ltd.
January 2009	Head of Human Resources Department, Morgan Stanley Japan Securities Co., Ltd.
April 2010	Director, Head of Human Resources Department, Morgan Stanley Japan Group Co., Ltd. Representative Director, Morgan Stanley Japan Business Group Co., Ltd.
November 2013	Outside Director, Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.
June 2025	Trustee, Ferris Jogakuin (to be appointed) Outside Director, Inabata & Co., Ltd. (to be appointed)

Significant concurrent positions

Trustee, Ferris Jogakuin (to be appointed on June 12, 2025)
 Outside Director, Inabata & Co., Ltd. (to be appointed on June 17, 2025)

- Date of Birth (Age)
February 2, 1964 (61)
- Attendance at Board of Directors meetings (Attendance rate)
-
- Attendance at Audit & Supervisory Committee meetings (Attendance rate)
-
- 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

Ms. Ikegaki has extensive knowledge of human resources, compliance, corporate culture and other subjects due to her many years of business and management experience. She is a candidate for Outside Director who is a member of the Audit & Supervisory Committee because she is expected to use her objective and fair perspective to perform the oversight of management and provide advice concerning all aspects of management and based on the belief that she can contribute to the growth of corporate value at COMTURE and strengthening corporate governance.



No.

3

Miwako Shimizu

New

Outside Director

Independent Officer

Brief personal record

- April 1996 Registered as an attorney at law (Admitted to Tokyo Bar Association)
Joined Senga Law Office (current Toranomon Law & Economics Office)
- November 2008 Established Shimizu Miwako Law Office
- May 2010 Secretary of Legal Practice Reform Committee, Japan Federation of Bar Associations
- April 2018 Member of Civil Mediation Committee, Tokyo District Court (current)
- January 2019 Member of Tokyo Metropolitan Government Land Expropriation Project Approval Council (current)
- April 2023 Joined Igarashi-Watanabe-Esaka Law Office (current)

Significant concurrent positions

Partner, Igarashi-Watanabe-Esaka Law Office

- Date of Birth (Age)
July 1, 1968 (56)
- Attendance at Board of Directors meetings (Attendance rate)
-
- Attendance at Audit & Supervisory Committee meetings (Attendance rate)
-
- 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

Ms. Shimizu has considerable experience and extensive knowledge concerning corporate legal affairs as an attorney. She is a candidate for Outside Director who is a member of the Audit & Supervisory Committee because she is expected to use her objective and fair perspective to perform the oversight of management and providing advice concerning all aspects of management and based on the belief that she can contribute to the growth of corporate value at COMTURE and strengthening corporate governance.

Skill Matrix for Candidates for Directors

If Proposal 3 “Election of Two (2) Directors (Excluding Directors who are Members of the Audit & Supervisory Committee) and Proposal 4 “Election of Three (3) 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/Digital	Sales/Marketing	Finance/Accounting / M&A	Legal affairs/Risk management	Governance /Internal control	Human resources management	Internationality
Directors	Chihiro Sawada		●	●	●		●	●	●	●
	Koji Tarutani		●			●	●	●	●	●
Directors who are members of Audit & Supervisory Committee	Yutaka Harada	Outside	●	●	●		●	●		
	Naoko Kimura	Outside				●	●	●		
	Mari Ikegaki	Outside	●				●	●	●	●
	Miwako Shimizu	Outside					●	●		

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