

*(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, 2018

To Our Shareholders:

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

### **Notice of Convocation of the 34<sup>th</sup> Ordinary General Meeting of Shareholders**

Notice is hereby given that the 34<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 14, 2018.

- 1. Date and time**                      Friday, June 15, 2018 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 34<sup>th</sup> fiscal year (April 1, 2017 to March 31, 2018), 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 34<sup>th</sup> fiscal year (April 1, 2017 to March 31, 2018)

**Matters to be resolved:**

- Proposal 1:**                                  Appropriation of Surplus
- Proposal 2:**                                  Election of Eight (8) Directors
- Proposal 3:**                                  Election of Two (2) Audit & Supervisory Board Members
- Proposal 4:**                                  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 10.40 yen per share of its common shares. Total dividends will be 151,763,664 yen.

Together with dividends for the first, second and third quarter, the annual dividend will be 32.47 yen per share, which is 6.80 yen higher than the previous fiscal year.

(3) Effective date of the distribution of retained earnings

June 18, 2018

Note: COMTURE conducted a 3-for-1 common stock split on October 1, 2017. Above amounts of dividends per share have been calculated as if this stock split had taken place at the beginning of the previous fiscal year.

**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 (Date of Birth)	Brief personal record, positions, responsibilities and significant concurrent positions		No. of shares owned
1	Koichi Mukai (December 9, 1946)	April 1970 January 1985 April 2011	Joined Data Process Consultant Inc. (current IX Knowledge Inc.) Established the Company, the President of the Company Chairman & CEO of the Company (current)	384,900
2	Ken Ohno (December 19, 1948)	April 1971 June 2000 April 2002 June 2006 November 2007 January 2010 June 2010 February 2011 April 2011 April 2012 April 2014 April 2015 April 2016	Joined Nomura Computing Center Co., Ltd. (current Nomura Research Institute, Ltd.) Executive Director of Nomura Computing Center Co., Ltd. Representative Director and President of NRI Data Services, Ltd. Director of Nomura Research Institute, Ltd. Chairman, CEO and President of NIWS Co. HQ Ltd. Chairman, CEO and President of NIWS Co., Ltd. Advisor of the Company Director and Vice President of the Company President of COMTURE Network Corporation President of the Company (current) President of COMTURE Marketing Corporation President of COSMONET CO., LTD. President of Nippon Brainsware Co., Ltd. (current) President of COMTURE Network Corporation (current)	279,750
3	Chihiro Sawada (October 14, 1961)	April 1986 January 2004 April 2009 April 2013 April 2014 April 2014 June 2014 July 2017	Joined IBM Japan, Ltd. General Manager, Lotus Business Department of IBM Japan, Ltd. Manger, Central Laboratory of NEC Corporation Vice President and General Manager, Business Innovation Strategy Unit of NEC Corporation Managing Executive Officer and General Manager, Business Management Division of the Company President of COMTURE Marketing Corporation (current) Managing Director and General Manager, Business Management Division of the Company Managing Director in charge of Business Management of the Company (current)	8,100
4	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)	600

No.	Name (Date of Birth)	Brief personal record, positions, responsibilities and significant concurrent positions	No. of shares owned
5	Osamu Nimura (April 5, 1960)	<p>April 1983      Joined Nomura Computer Systems Co., Ltd. (current Nomura Research Institute, Ltd.(NRI))</p> <p>April 2001      Head of New Business Promotions Office, Planning Department of NRI</p> <p>April 2003      Manager, BESTWAY Business Division of NRI</p> <p>April 2016      Executive Officer and General Manager, Resource and Quality Control Division of the Company</p> <p>April 2016      President of COMTURE DATA SCIENCE CORPORATION (current)</p> <p>June 2016      Director of the Company (current)</p> <p>October 2016    Director of COMTURE Network Corporation (current)</p>	10,200
6	Hitoshi Sasaki (July 2, 1946)	<p>April 1969      Joined The Dai-ichi Mutual Life Insurance Company (current The Dai-ichi Life Insurance Company, Limited)</p> <p>April 1991      Head of Investment Development Office of The Dai-ichi Mutual Life Insurance Company</p> <p>April 1994      Manager, Product Development of The Dai-ichi Mutual Life Insurance Company</p> <p>April 1997      Chairman of The Dai-ichi Life International (U.S.A.), Inc.</p> <p>April 2000      General Manager, Information Systems Department of The Dai-ichi Mutual Life Insurance Company</p> <p>April 2002      Senior General Manager and Head of IT Business Planning Department of The Dai-ichi Mutual Life Insurance Company</p> <p>April 2005      Managing Executive Officer of The Dai-ichi Mutual Life Insurance Company</p> <p>April 2007      President and Representative Director of The Dai-ichi Life Information Systems Co., Ltd.</p> <p>June 2011      Outside Audit &amp; Supervisory Board Member of NSD CO., LTD.</p> <p>June 2015      Director of the Company (current)</p>	-
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. (current)</p> <p>February 2012   Research Support Coordinator, Keio Photonics Research Institute</p> <p>June 2017      Director of the Company (current)</p>	-

No.	Name (Date of Birth)	Brief personal record, positions, responsibilities and significant concurrent positions	No. of shares owned
8*	Toshihiko Miyatake (November 25, 1955)	<p>April 1980      Joined The Eighteenth Bank, Ltd.</p> <p>January 2000    General Manager, Outsourcing Business Promotion Department of IBM Japan</p> <p>January 2004    General Manager, AMS Business Department of IBM Japan</p> <p>February 2010   Executive Partner, Manufacturing/Distribution Headquarters of Accenture Japan Ltd</p> <p>September 2014 Managing Director, Manufacturing/Distribution Headquarters of Accenture Japan Ltd</p> <p>June 2017      Executive Officer and General Manager, Business Management Division of the Company</p> <p>July 2017      Executive Officer and General Manager, No. 4 Business Division of the Company</p> <p>April 2018      Executive Officer and General Manager, No. 1 Business Division of the Company (current)</p>	300

Notes 1. Candidates for the new director post are marked \*.

We have designated Mr. Toshihiko Miyatake as a candidate for Director because we believe that he will contribute to our operations, including to new business areas, based on his abundant business experience at foreign capital companies and achievements as Executive Officer and General Manager of the Business Management Division of the Company.

2. There are no special conflicts of interests between candidates for directors and the Company.
3. Mr. Hitoshi Sasaki and Mr. Masayuki Tsuzuki are candidates for Outside Directors.

The Company has registered Mr. Hitoshi Sasaki and Mr. Masayuki Tsuzuki as an independent officer to the Tokyo Stock Exchange.

4. Reasons for appointment of the candidates for Outside Directors and limited liability contracts between the Company and Outside Directors

(1) Reasons for appointment of the candidates for Outside Directors

We have designated Mr. Hitoshi Sasaki as a candidate for an Outside Director because we believe that he will contribute to strengthen corporate governance of the Company through his objective advice on overall management of the Company based on his extensive insight gained through abundant business and management experience.

The term of office of Mr. Hitoshi Sasaki as an Outside Director of the Company will be three years at the conclusion of this Ordinary General Meeting of Shareholders.

We have designated Mr. Masayuki Tsuzuki as a candidate for an Outside Director because we believe that he is ideally qualified to provide appropriate advice to the Board of Directors in its decision-making process as he has management experience in this industry and has also provided objective advice on overall management issues from an independent standpoint.

The term of office of Mr. Masayuki Tsuzuki as an Outside Director of the Company will be one year at the conclusion of this Ordinary General Meeting of Shareholders.

(2) Limited liability contracts between the Company and Outside Directors

When appointment of Mr. Hitoshi Sasaki and Mr. Masayuki Tsuzuki is approved, the Company intends to conclude a limited liability contract between the Company and each candidate under which the maximum amount of liability for damages shall be the amount prescribed by laws and regulations.

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

The terms of office of Mr. Hideaki Nakamoto and Mr. Shinichi Wanaka will expire at the conclusion of this Meeting. 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	Shinichi Wanaka (October 9, 1942)	April 1966	Joined Toyo Menka Kaisha, Limited (current Toyota Tsusho Corporation)	2,700
		June 1991	General Manager, Accounting Department of Tomen Corporation	
		June 2000	Full-time Audit & Supervisory Board Member of Tomen Corporation	
		June 2003	Auditor of Sanyo Chemical Industries, Ltd.	
		June 2010	Audit & Supervisory Board Member of the Company (current)	
2*	Shinichi Inoue (July 29, 1956)	April 1980	Joined Nomura Computer Systems Co., Ltd. (current Nomura Research Institute, Ltd. (NRI))	-
		December 1998	Head of Business Development Office of NRI	
		April 2001	Manager, Enterprise IT Platform Department, IT Platform Services Division of NRI	
		April 2003	Deputy General Manager, IT Platform Services Division of NRI	
		April 2006	Deputy General Manager, Systems Management Division of NRI	
		July 2016	Administrative Office, Data Center Service Division of NRI (current)	

Notes 1. Candidates for the new Audit & Supervisory Board Member post are marked \*.

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

3. Mr. Shinichi Wanaka and Mr. Shinichi Inoue are candidates for Audit & Supervisory Board Members.

The Company has registered Mr. Shinichi Wanaka as an independent officer to the Tokyo Stock Exchange.

4. Reasons for appointment of the candidates for Outside Audit & Supervisory Board Members and limited liability contracts between the Company and Outside Audit & Supervisory Board Members

(1) Reasons for appointment of the candidates for Outside Audit & Supervisory Board Members

We have designated Mr. Shinichi Wanaka as a candidate for Outside Audit & Supervisory Board Member because we believe that he has gained considerable experience at the accounting division of Tomen Corporation and also as auditor at Tomen and Sanyo Chemical Industries. He will bring his extensive experience and judgement to the Company's audit operations. We have designated Mr. Shinichi Inoue as a candidate for Outside Audit & Supervisory Board Member because we believe that he has wide ranging experience through his work at NRI, and is familiar with corporate governance issues. We have designated the above executives for Outside Audit & Supervisory Board Members because we believe that they are ideally qualified and will bring their extensive experience and judgement to the Company's audit operations.

The term of office of Mr. Shinichi Wanaka as an Outside Audit & Supervisory Board Member of the Company will be eight years at the conclusion of this Ordinary General Meeting of Shareholders.

(2) Limited liability contracts between the Company and Outside Audit & Supervisory Board Member

When appointment of Mr. Shinichi Wanaka and Mr. Shinichi Inoue is approved, the Company intends to conclude a limited liability contract between the Company and each candidate under which the maximum amount of liability for damages shall be 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 would fall 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 & TSUDA (former Kumagai & Tanaka Law Office) (current)	
	June 2017 Director of ALMEDIO INC. (member of the Audit and Supervisory Committee) (current)	

- 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 candidate for the substitute outside Audit & Supervisory Board Member.
3. Mr. Takayuki Kumagai has experience as an outside Audit & Supervisory Board Member of the Company.
4. Reasons for appointment of the candidate for a substitute outside Audit & Supervisory Board Member and a limited liability contract between the Company and the substitute outside Audit & Supervisory Board Member
- (1) Reasons for appointment of the candidate for a substitute outside Audit & Supervisory Board Member  
Based on his legal knowledge and experience cultivated as a lawyer, the Company decided that Mr. Takayuki Kumagai is able to properly carry out his duties as an outside Audit & Supervisory Board Member of the Company.
- (2) Limited liability contract between the Company and the substitute outside Audit & Supervisory Board Member  
When the appointment of Mr. Takayuki Kumagai is approved, the Company intends to conclude a limited liability contract between the Company and him under which the maximum amount of liability for damages shall be the amount prescribed by laws and regulations at the time he assumes office.