

To Our Shareholders:

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

Notice of Convocation of the 39th Ordinary General Meeting of Shareholders

Notice is hereby given that the 39th 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 39th Ordinary General Meeting of Shareholders on the following websites.

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

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

Shareholders who are planning on attending this meeting in person are asked to check their health and the status of the pandemic on the day of the meeting.

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 5:40 p.m., Thursday, June 22, 2023.

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|----------|----------------------|---|
| 1 | Date and time | Friday, June 23, 2023 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

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|-------------------------------|--|
| Matters to be reported | (1) Report on the business report and the consolidated financial statements for the 39 th fiscal year (April 1, 2022 to March 31, 2023), 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 39 th fiscal year (April 1, 2022 to March 31, 2023) |

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| Matters to be resolved |
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|-------------|--|
| 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 |

- In the event that these measures are updated due to the status of the pandemic up to the day of this meeting or announcements by the government or other notifications, COMTURE will post the updated information on its website (<https://www.comture.com/>).
- 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.
- In accordance with the policy of the Japanese government, shareholders who attend this meeting in person may decide on their own whether or not to wear a mask.
- 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 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.

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.

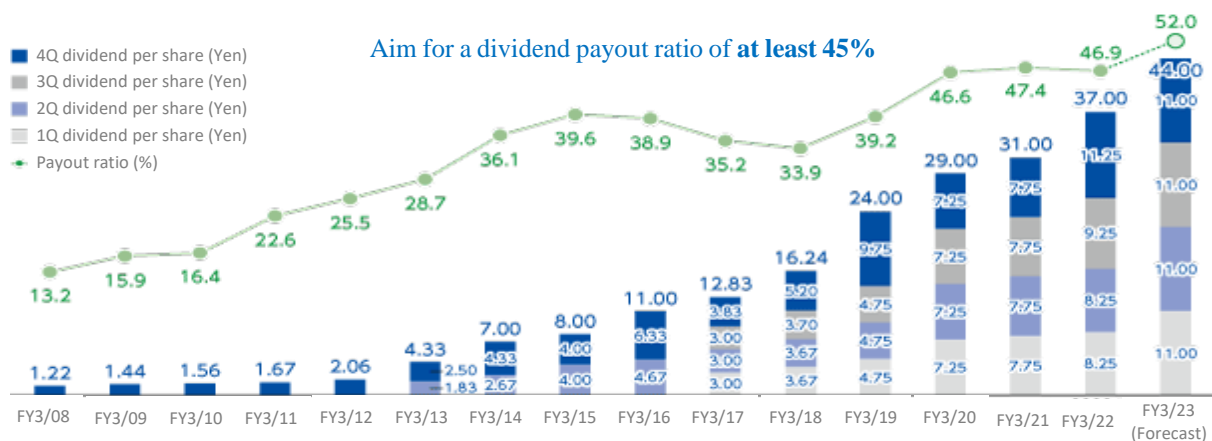
We will make effective use of retained earnings in order to expand our operations and strengthen our financial position.

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 11.00 yen per share Total dividends of 350,606,410 yen |
| 3 | Effective date of the distribution of retained earnings | June 26, 2023 |

Reference: Shareholder Return



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

All directors (excluding directors who are members of Audit & Supervisory Committee) will retire from their positions upon expiration of their terms of office. 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 (61) | President | 22/22 (100%) |
| 2 | Reelection Osamu Noma (68) | Senior Executive Director in charge of Corporate Management | 22/22 (100%) |
| 3 | Reelection Junko Dochi (59) | Director | 22/22 (100%) |

- Notes: 1. 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 2023. 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.
2. COMTURE has revised its executive officer system to a delegation-type system. The purposes are to further strengthen the function of conducting business operations and enabling faster business decisions as well as to strengthen the functions of the Board of Directors and increase the transparency of management. Due to this change, Takahiro Kamei, Ryuta Nakatani and Akio Yamashita will retire as directors by resignation and will become Managing Executive Officers responsible for business operations under the new executive officer system.



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 |
| June 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 | Senior Managing Director in charge of Business Management of the Company |
| April 2019 | President of the Company (current) |

Significant concurrent positions

President of COMTURE Network Corporation

■ Date of Birth (Age)

October 14, 1961 (61)

■ Attendance at Board of Directors meetings (Attendance rate)

22/22 meetings (100%)

■ No. of shares owned

19,812

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 (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 Director in June 2022, 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 (59)

■ Attendance at Board of Directors meetings (Attendance rate)
22/22 meetings (100%)

■ No. of shares owned
155

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 four 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 independent officers 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

Mr. Seiji Tamura, Mr. Hitoshi Sasaki and Mr. Akira Ishihara, who are members of Audit & Supervisory Committee, will retire by resignation 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 Board meetings attended/Number of meetings (Attendance rate) |
|-----|--|---|---|--|
| 1 | New Koji Tarutani (61) | <div style="background-color: #f4a460; padding: 2px; display: inline-block;">Outside Director</div> <div style="background-color: #92d050; padding: 2px; display: inline-block;">Independent officer</div> | - | - |
| 2 | New Naoko Kimura (62) | <div style="background-color: #f4a460; padding: 2px; display: inline-block;">Outside Director</div> <div style="background-color: #92d050; padding: 2px; display: inline-block;">Independent officer</div> | - | - |

Notes: 1 The Company 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 2023. 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.

2. Mr. Seiji Tamura, Mr. Hitoshi Sasaki and Mr. Akira Ishihara will retire as directors by resignation at the conclusion of this shareholders meeting. Mr. Tamura will remain at COMTURE as an adviser, primarily involving records for activities in prior years, in order to continue to benefit from his many years of experience at COMTURE. Mr. Ishihara is expected to sign an advisor contract and become a director of subsidiary COMTURE Network Corporation.



No.

1

Koji Tarutani

New

Outside Director

Independent officer

Brief personal record

- Date of Birth (Age)
May 13, 1962 (61)
- Attendance at Board of Directors meetings (Attendance rate)
—
- Attendance at Audit & Supervisory Board meetings (Attendance rate)
—
- 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 |

Significant concurrent positions

—

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

Mr. Tarutani was general manager of the Audit Department (special missions) and of the Legal Department of Mitsubishi UFJ Financial Group, Inc., and general manager of the Credit Audit Department and general manager of the Legal Department of MUFG Bank, Ltd. He is a Director candidate based on the belief that he has the appropriate skills to be a Director and member of the Audit & Supervisory Committee because he can use his knowledge of finance, risk management and other fields to contribute to progress and the growth of corporate value at COMTURE.



No.

2 Naoko Kimura

New

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)

Significant concurrent positions

Representative of Kimura Certified Public Accountant Office
 Outside Corporate Auditor of NIPPON FILCON CORPORATION

- Date of Birth (Age)
October 31, 1960 (62)
- Attendance at Board of Directors meetings (Attendance rate)
—
- Attendance at Audit & Supervisory Board 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. Kimura is a candidate for Director and member of the Audit & Supervisory Committee based on the belief that she has the appropriate skills for this position due to experience and knowledge involving financial auditing activities as a certified public accountant for listed companies and companies preparing to be listed. She is expected to contribute to progress and the growth of corporate value at COMTURE by using an objective and fair perspective to state opinions and provide advice concerning management.

Note: Mr. Koji Tarutani and Ms. Naoko Kimura are candidates for Outside Directors who are members of Audit & Supervisory Committee. There are no special conflicts of interests between these candidates and the Company. The Company plans to register them as independent officers to the Tokyo Stock Exchange. If their election is approved by shareholders, the Company intends to conclude a limited liability contract with them under which the maximum amount of liability for damages is the amount stipulated in laws and regulations at the time they assume office.

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.