(English Translation)
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In the event of any discrepancy, the Japanese version prevails.

Securities code: 3844
June 1, 2017

To Our Shareholders:

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

Notice of Convocation of the 33rd Ordinary General Meeting of Shareholders

Notice is hereby given that the 33rd 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 15, 2017.

1. Date and time Friday, June 16, 2017 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 33rd fiscal year (April 1, 2016 to March 31, 2017), 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 33rd fiscal year (April 1, 2016 to March 31, 2017)

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

Proposal 4: Compensation for Granting Restricted Stock to the Directors

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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 (http://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 increase distribution of retained earnings by 11 yen per share compared to the previous fiscal year 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

We propose a dividend of 23 yen per share of the Company's common shares. Total dividends will be 111,667,760 yen. Together with dividends for the first, second and third quarter, the annual dividend will be 77 yen per share.

(3) Effective date of the distribution of retained earnings

June 19, 2017

Proposal 2: Election of Eight (8) Directors

The term of office of all directors will expire at the conclusion of this Meeting. Accordingly, we propose the election of eight (8) directors, increasing the number of Directors by two (2) to further enhance its management structure and expand business operations.

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	Joined Data Process Consultant Inc. (current IX Knowledge Inc.)	128,000
		January 1985	Established the Company, the President of the Company	
		April 2011	Chairman & CEO of the Company (current)	
		April 2016	Chairman of JMode Enterprise Co., Ltd. (current)	
2	Ken Ohno (December 19, 1948)	April 1971	Joined Nomura Computing Center Co., Ltd. (current Nomura Research Institute, Ltd.)	93,000
		June 2000	Executive Director of Nomura Computing Center Co., Ltd.	
		April 2002	Representative Director and President of NRI Data Services, Ltd.	
		June 2006	Director of Nomura Research Institute, Ltd.	
		November 2007	Chairman, CEO and President of NIWS Co. HQ Ltd.	
			Chairman, CEO and President of NIWS Co., Ltd.	
		January 2010	Advisor of the Company	
		June 2010	Director and Vice President of the Company	
		February 2011	President of COMTURE Network Corporation	
		April 2011	President of the Company (current)	
		April 2012	President of COMTURE Marketing Corporation	
		April 2014	President of COSMONET CO., LTD.	
		April 2015	President of Nippon Brainsware Co., Ltd. (current)	
		April 2016	President of COMTURE Network Corporation (current)	

No.	Name (Date of Birth)	Brief personal record, positions, responsibilities and significant concurrent positions		No. of shares owned
3	Chihiro Sawada (October 14, 1961)	April 1986	Joined IBM Japan, Ltd.	2,500
		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	
		April 2014	President of COMTURE Marketing Corporation (current)	
		June 2014	Managing Director and General Manager, Business Management Division of the Company (current)	
4	Hitoshi Sasaki (July 2, 1946)	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 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)	
5	Osamu Nimura (April 5, 1960)	April 1983	Joined Nomura Computer Systems Co., Ltd. (current Nomura Research Institute, Ltd.)	3,200
		April 2001	Head of New Business Promotions Office, Planning Department of Nomura Computer Systems Co., Ltd.	
		April 2003	Manager, BESTWAY Business Division of Nomura Computer Systems Co., Ltd.	
		April 2016	Executive Officer and General Manager, Resource and Quality Control Division of the Company	
		April 2016	President of COMTURE DATA SCIENCE CORPORATION (current)	
		June 2016	Director of the Company (current)	
		October 2016	Director of COMTURE Network Corporation (current)	

No.	Name (Date of Birth)	Brief personal record, positions, responsibilities and significant concurrent positions		No. of shares owned
6*	Osamu Noma (September 1, 1954)	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. (current)	
7*	Masayuki Tsuzuki (August 23, 1948)	April 1971	Joined Mitsubishi Corporation	-
		April 1995	Deputy General Manager, Corporate Accounting Department of Mitsubishi Corporation	
		April 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	Director of JFE Systems, Inc. (current)	
		February 2012	Research Support Coordinator, Keio Photonics Research Institute	
8*	Satoshi Niwa (March 15, 1955)	April 1978	Joined Ryoyu Keisan Co.,Ltd.	-
		January 1990	IT Promotion Office, Machinery Group of Mitsubishi Corporation	
		June 1995	Section Chief, System Technology Department of Mitsubishi Corporation	
		July 2000	General Manager, Outsource Business Division of IT Commerce Corporation	
		April 2001	General Manager, Communications System Division of IT Frontier Corporation	
		June 2009	Motor Vehicle ASEAN & South West Asia Department of Mitsubishi Corporation	
		August 2009	President of PT.Berlian Sistem Informasi (Indonesia)	
		January 2015	Deputy General Manager, Business Service Department of Mitsubishi Corporation	
		April 2015	Executive Officer and General Manager, New Business Development Office of the Company	
		April 2016	Executive Officer and General Manager, No. 2 Business Division of the Company (current)	

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

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 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 two year 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.

(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 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)	

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.

Proposal 4: Compensation for Granting Restricted Stock to the Directors

At the 21st Ordinary General Meeting of Shareholders held on June 20, 2005, approval was received for the amount of remuneration, etc. for the Directors of the Company to be 500 million yen or less per year (not including employee salaries for Directors who serve concurrently as employees).

In addition, as part of a review of the compensation plan for executive officers, the Company will newly establish a compensation plan to grant restricted stock to the Directors excluding Outside Directors (the "Directors covered by the Plan"). The objective is to further increase the sharing of value with our shareholders through the long-term and stable holding of the Company's stock by its executive officers and by offering incentives to them for sustainable growth of corporate value.

The compensation to be paid to grant restricted stock to the Directors covered by the Plan shall be monetary claims (the "monetary compensation claims") based on this Proposal and the total amount shall be 24 million yen or less per year. The amount will be appropriated based on the above objectives. In addition, the specific payment timing and allocation for each of the Directors covered by the Plan shall be determined by the Board of Directors.

Compensation to grant restricted stock shall not be paid to Outside Directors.

Please note that the total compensation does not include employee salaries for Directors who serve concurrently as employees.

Currently there are six Directors (including one Outside Director). If Proposal 2 "Election of Eight (8) Directors" is approved as proposed, there will be eight Directors (including two Outside Directors).

Furthermore, based on the resolution of the Board of Directors of the Company, the Directors covered by the Plan shall make in-kind contributions of all monetary compensation claims provided under this Proposal and shall, in return, receive newly issued or existing common shares of the Company. The total number of common shares of the Company to be issued or distributed through this process shall be 6,000 shares or less per year. (However, if the Company conducts a stock split (including a gratis allocation) or stock consolidation of its common shares or there is any event requiring an adjustment of the total number of common shares to be issued or distributed as restricted stock, a reasonable adjustment shall be made within a reasonable scope. The amount to be paid per share shall be determined by the Board of Directors based on the closing price of the common shares of the Company in the first section of the Tokyo Stock Exchange on the business day immediately prior to the date of the corresponding resolution of the Board of Directors (if Company shares were not traded that day, the closing price on the most recent preceding trading day) within the amount not particularly advantageous to the Directors covered by the Plan who underwrite said common shares. Furthermore, when issuing or distributing the common shares of the Company through this process, a contract for allocation of restricted stock (the "Allocation Contract") containing the following terms shall be concluded between the Company and the Directors covered by the Plan.

(1) Transfer restriction period

The Directors covered by the Plan must not transfer the common shares of the Company received under the Allocation Contract (the "Allocated Shares"), establish a security interest in the Allocated Shares, or dispose of the Allocated Shares in any other way (the "Transfer Restrictions") during the period determined in advance by the Board of Directors that is between three and five years after receiving the allocation under the Allocation Contract (the "Transfer Restriction Period").

(2) Resignation or retirement of a Director

If a Director covered by the Plan resigns or retires from the position of Director of the Company or its subsidiary before the end of the Transfer Restriction Period, the Company shall automatically acquire the Allocated Shares of the Director at no cost except in the case of expiration of term of office, death, or any other legitimate reasons for the resignation or retirement.

(3) Cancellation of the Transfer Restrictions

Irrespective of the provisions in (1) above, if Directors covered by the Plan remain a director of the Company or its subsidiary during the Transfer Restriction Period, the Company shall cancel the Transfer Restrictions of all Allocated Shares upon the expiration of the Transfer Restriction Period. However, if a Director covered by the Plan resigns or retires before the end of the Transfer Restriction Period due to the expiration of a term of office, death, or other legitimate reason, as explained in (2) above, the Company shall make a reasonable adjustment of the Transfer Restrictions as needed concerning the number of Allocated Shares and the timing of the cancellation of the Transfer Restrictions.

(4) Measures in the event of a reorganization or similar action

Irrespective of the provisions in (1) above, in the event that, during the Transfer Restriction Period, a resolution is approved at the Company's General Meeting of Shareholders (Board of Directors if the approval at the General Meeting of Shareholders is not required) for a merger in which the Company is dissolved, an exchange of stock in which the Company becomes a wholly owned subsidiary, or a transfer of stock or some other reorganization, the Board of Directors can approve a resolution to cancel the Transfer Restrictions prior to the effective date of the reorganization. This cancelation applies to a reasonable number of Allocated Shares determined based on the period beginning on the first day of the Transfer Restriction Period and ending on the day the reorganization was approved. Furthermore, in the event of this cancelation, the Company shall automatically acquire all Allocated Shares for which the Transfer Restrictions were not canceled immediately after the Transfer Restriction cancelation at no cost.

(5) Other matters determined by the Board of Directors

In addition to the preceding items, the method for declarations of intentions and notifications in the Allocation Contract, the method for revising the Allocation Contract, and any other matters determined by the Board of Directors shall be included in the Allocation Contract.