

(Securities Code 3724)

June 1, 2018

To Our Shareholders,

**Notice of Convocation of the 17th Annual General Meeting of Shareholders**

It is our pleasure to extend to you a cordial invitation to attend the 17th Annual General Meeting of Shareholders for VeriServe Corporation (hereinafter “we,” “VeriServe” or “the Company” as appropriate), which will be held as set forth below.

**If you are unable to attend the meeting in person, you can exercise your voting rights in writing. Please examine the Reference Documents for the General Meeting of Shareholders on the following pages, state whether you agree or disagree with the proposals on the enclosed Voting Rights Exercise Form, and return the same so that it arrives to us by 5:45 p.m. on Tuesday, June 19, 2018.**

With warmest regards,

Yoshiyuki Shinbori  
Representative Director and President  
VeriServe Corporation  
6-24-1, Nishi-Shinjuku, Shinjuku-ku, Tokyo

- 1. Date and time** Wednesday, June 20, 2018 at 10:00 a.m.  
(Admission begins at 9:00 a.m.)
- 2. Place** Belle Salle Shinjuku Grand, Conference Center  
Sumitomo Fudosan Shinjuku Grand Tower 5F,  
8-17-1, Nishi-Shinjuku, Shinjuku-ku, Tokyo  
(Please see the site map on the last page.)
- 3. Purpose of the meeting**
- Matters to be reported:** Business report and reports on financial statements for the 17th fiscal year (from April 1, 2017 to March 31, 2018)
- Matters to be resolved:**
- Proposal 1** Election of four (4) Directors (excluding Directors who are Audit and Supervisory Committee members)
- Proposal 2** Election of four (4) Directors who are Audit and Supervisory Committee members

End.

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Please submit the enclosed Voting Rights Exercise Form at the reception desk when attending the meeting on the above-stated date.

Should the Reference Documents for the General Meeting of Shareholders, business report or financial statements be revised, the revised matters will be posted on the Company's website (<http://www.veriserve.co.jp/>).

## Reference Documents for the General Meeting of Shareholders

**Proposal 1:** Election of four (4) Directors (excluding Directors who are Audit and Supervisory Committee members)

The terms of office of all Directors (excluding Directors who are Audit and Supervisory Committee members) expire as of the closing of this meeting. Accordingly, we hereby request that four (4) Directors (excluding Directors who are Audit and Supervisory Committee members) be elected.

This proposal has been considered at the Audit and Supervisory Committee, on the basis of a report by officers in charge regarding the proposal of electing Directors (excluding Directors who are Audit and Supervisory Committee members) and the idea behind it. As a result, the Audit and Supervisory Committee has concluded that there were no matters to be pointed out in relation to the candidates, who were proposed as Directors (excluding Directors who are Audit and Supervisory Committee members) in this proposal, taking into account the members of the Board of Directors, their expertise, experience, business performance, and other sources.

The candidates for Directors (excluding Directors who are Audit and Supervisory Committee members) are as follows.

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities within the Company (Significant concurrent positions)	Number of Company shares owned
1	Yoshiyuki Shinbori (Jul. 23, 1964) *Renominated	Apr. 1987    Joined CSK Corporation Apr. 2005    Executive Officer and General Manager, Group Human Resources of CSK Corporation Oct. 2005    Executive Officer of CSK Systems Corporation Jun. 2008    Managing Executive Officer and General Manager, Group Human Resources of CSK Holdings Corporation Dec. 2009    Representative Director and President of Tokyo Green Systems Corporation Apr. 2012    Director and Executive Officer of CSK ServiceWare Corporation Jun. 2013    Representative Director and President of the Company (present) Mar. 2016    Representative Director and President of VeriServe Okinawa Test Center Corporation (present)	315

	<p>(Significant concurrent positions)</p> <p>Representative Director and President of VeriServe Okinawa Test Center Corporation</p>	
<p>- Term of office as Director (as of the closing of this meeting): five (5) years</p> <p>- Attendance to the Board of Directors: all twelve (12) times (twelve (12) meetings were held in total)</p> <p>- Special interests between the candidate and the Company: N/A</p> <p>Reasons for electing Mr. Yoshiyuki Shinbori as a candidate for Director (excluding Directors who are Audit and Supervisory Committee members)</p> <p>Mr. Yoshiyuki Shinbori has been engaging in corporate management and business strategies at the Company's parent companies, etc., and since his assumption of his post as the Company's Representative Director and President in June 2013, he has been promoting the Company's management strategies and business plans and has made appropriate decisions regarding managerially important matters with his extensive experience and knowledge. Accordingly, we elect Mr. Yoshiyuki Shinbori as a candidate for Director (excluding Directors who are Audit and Supervisory Committee members) on the basis of the decision that his contribution is necessary for achieving continuous improvement of the Company's corporate value.</p> <p>Notes regarding Mr. Yoshiyuki Shinbori as a candidate for Director (excluding Directors who are Audit and Supervisory Committee members)</p> <p>The number of the Company's shares owned by Mr. Yoshiyuki Shinbori includes the equities in the officers' shareholding association.</p>		

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities within the Company (Significant concurrent positions)	Number of Company shares owned
2	<p>Masahiko Shimizu (Aug. 20, 1964) *Newly nominated</p>	<p>Apr. 1987    Joined CSK Corporation</p> <p>Sep. 2005    General Manager, Business Administrative Department of CSK Corporation</p> <p>Apr. 2006    General Manager, Accounting Department of CSK Systems Corporation</p> <p>Oct. 2010    General Manager, Accounting Department of CSK Corporation</p> <p>Apr. 2014    Corporate Officer (present) and General Manager, Budget Department, Accounting Group of SCSK Corporation</p> <p>Apr. 2016    General Manager, IT Service Planning Department, IT Service Planning &amp; Business Innovation Group of SCSK Corporation</p> <p>Apr. 2017    Assistant General Manager, Information Systems &amp; Business Innovation Group, and General Manager, IT Service Planning Department of SCSK Corporation</p> <p>Apr. 2018    Executive Officer (present) and Executive Manager of three (3) departments (Corporate Planning, Budget, and Human Resources) of the Company (present)</p> <p>(Significant concurrent positions) Corporate Officer of SCSK Corporation</p>	-
<p>- Term of office as Director (as of the closing of this meeting): -</p> <p>- Attendance to the Board of Directors: -</p> <p>- Special interests between the candidate and the Company: N/A</p> <p>Reasons for electing Mr. Masahiko Shimizu as a candidate for Director (excluding Directors who are Audit and Supervisory Committee members)</p> <p>Mr. Masahiko Shimizu has been engaging in work in the IT service industry for a long time and has been responsible for corporate management and business strategies including business planning of the IT service with his extensive experience and knowledge in finance and accounting. Accordingly, we elect Mr. Masahiko Shimizu as a candidate for Director (excluding Directors who are Audit and Supervisory</p>			

Committee members) on the basis of the decision that we may further strengthen the Company's management system by making use of the above in the Company's management.

Notes regarding Mr. Masahiko Shimizu as a candidate for Director (excluding Directors who are Audit and Supervisory Committee members)

Mr. Masahiko Shimizu is currently an executive of SCSK Corporation, which is a specified associated company (parent company) of the Company. In addition, the positions and responsibilities of Mr. Masahiko Shimizu as the executive in such company in the past five (5) years are as stated in his career summary.

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities within the Company (Significant concurrent positions)	Number of Company shares owned
3	Yoshinari Okuda (Jan. 1, 1967) *Newly nominated	<p>Apr. 1989 Joined Sumitomo Corporation</p> <p>Apr. 2012 Manager, Planning Section I, Sales Planning Department, Business Strategy Group of SCSK Corporation</p> <p>Jul. 2013 General Manager, Business Strategy Promotion Department of the Company</p> <p>Apr. 2014 General Manager, Corporate Planning Department of the Company</p> <p>Oct. 2014 General Manager, Corporate Planning Department of the Company and Chief, Office of the President of the Company</p> <p>Apr. 2015 Assistant Administrative General Manager of Corporate Management of the Company</p> <p>Apr. 2017 Equivalent to Executive Officer and Corporate Executive Manager of the Company</p> <p>Oct. 2017 Equivalent to Executive Officer, Officer in charge of IT Service Planning &amp; Development Department, and Corporate Coordination General Manager of the Company</p> <p>Apr. 2018 Executive Officer (present) Executive Manager of five (5) departments (IT Service Planning &amp; Development, Solution Promotion, Manufacturing System Business, IT System Business, and Solutions Business) of the Company (present)</p> <p>(Significant concurrent positions) N/A</p>	-
<p>- Term of office as Director (as of the closing of this meeting): -</p> <p>- Attendance to the Board of Directors: -</p> <p>- Special interests between the candidate and the Company: N/A</p> <p>Reasons for electing Mr. Yoshinari Okuda as a candidate for Director (excluding Directors who are Audit and Supervisory Committee members)</p> <p>Mr. Yoshinari Okuda has been engaging in work including the corporate planning and IT service planning</p>			

departments of the Company; therefore, he is an expert in the business strategies and services of the Company. Accordingly, we elect Mr. Yoshinari Okuda as a candidate for Director (excluding Directors who are Audit and Supervisory Committee members) on the basis of the decision that we may further strengthen the Company's management system by making use of the above in the Company's management.

Notes regarding Mr. Yoshinari Okuda as a candidate for Director (excluding Directors who are Audit and Supervisory Committee members)

Mr. Yoshinari Okuda is currently, and has been, for the past five (5) years, an executive of SCSK Corporation, which is a specified associated company (parent company) of the Company. The positions and responsibilities of Mr. Yoshinari Okuda as the executive in such company are as stated in his career summary.



Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities within the Company (Significant concurrent positions)	Number of Company shares owned
4	Kenji Ichiba (Aug. 13, 1968) *Newly nominated	<p>Apr. 1991    Joined Sumitomo Corporation</p> <p>Apr. 2001    Seconded to SC ComTex</p> <p>Feb. 2003    Seconded to Sumisho Electronics Co., Ltd.</p> <p>Aug. 2005    Seconded to Sumisho Computer Systems Corporation</p> <p>Nov. 2005    Assistant General Manager, Network Business Division of Sumitomo Corporation</p> <p>Jul. 2008    Assistant General Manager, Media &amp; Lifestyle Administrative Division of Sumitomo Corporation</p> <p>Jun. 2012    Deputy General Manager, Media &amp; Electronics Division of Sumitomo Corporation Asia Pte. Ltd.</p> <p>Aug. 2013    General Manager, Media &amp; Retail Business Division of Sumitomo Corporation Asia Pte. Ltd.</p> <p>Apr. 2018    Assistant to General Manager, Digital Solution Business Department, ICT Business Division of Sumitomo Corporation (present), Corporate Officer (present) and General Manager (present), Corporate Planning Group of SCSK Corporation</p> <p>(Significant concurrent positions) Assistant to General Manager of Sumitomo Corporation Corporate Officer of SCSK Corporation</p>	-
<p>- Term of office as Director (as of the closing of this meeting): -</p> <p>- Attendance to the Board of Directors: -</p> <p>- Special interests between the candidate and the Company: N/A</p> <p>Reasons for electing Mr. Kenji Ichiba as a candidate for Director (excluding Directors who are Audit and Supervisory Committee members)</p> <p>Mr. Kenji Ichiba has been engaging in work in the IT service industry for a long time, and has professional and extensive knowledge regarding the IT service industry. Accordingly, we elect Mr. Kenji Ichiba as a candidate for Director (excluding Directors who are Audit and Supervisory Committee members) on the</p>			

basis of the decision that we may further strengthen the Company's management system by making use of the above in the Company's management.

Notes regarding Mr. Kenji Ichiba as a candidate for Director (excluding Directors who are Audit and Supervisory Committee members)

1. If Mr. Kenji Ichiba is elected, the Company will enter into an agreement with him to limit his liability under Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the Companies Act. The limit of his liability under such agreement shall be the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act.

2. Mr. Kenji Ichiba is currently an executive of SCSK Corporation, which is a specified associated company (parent company) of the Company. In addition, the positions and responsibilities of Mr. Kenji Ichiba as the executive in such company in the past five (5) years are as stated in his career summary.

**Proposal 2:** Election of four (4) Directors who are Audit and Supervisory Committee members

The term of office of all Directors who are Audit and Supervisory Committee members will expire at the closing of this meeting. Accordingly, we hereby request that four (4) Directors who are Audit and Supervisory Committee members, be elected.

In addition, the consent of the Audit and Supervisory Committee has been obtained in advance with respect to this proposal.

The candidate Directors who are Audit and Supervisory Committee members are as follows.

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities within the Company (Significant concurrent positions)	Number of Company shares owned
1	Yoshinori Ikawa (Feb. 25, 1960) *Renominated *Outside Director	<p>Apr. 1983    Joined Sumisho Computer Service Corporation</p> <p>May 1983    Human Resources Department of Sumisho Computer Service Corporation</p> <p>Oct. 1989    Accounting Department of Sumisho Computer Service Corporation</p> <p>Jan. 1992    Corporate Planning &amp; Coordination Department of Sumisho Computer Service Corporation</p> <p>Mar. 1992    Seconded to Sumisho Computer Service (USA), Inc.</p> <p>Nov. 2008    Assistant General Manager, ERP Solutions Business Department, Global Solutions Business Unit of Sumisho Computer Systems Corporation</p> <p>Apr. 2009    Corporate Officer and General Manager, ERP Solutions Business Department, Global Solutions Business Unit of Sumisho Computer Systems Corporation</p> <p>Apr. 2010    Corporate Officer and General Manager, ERP Solutions Business Department, Finance &amp; ERP Solutions Business Unit of Sumisho Computer Systems Corporation</p> <p>Apr. 2012    Managing Director of SUMISHO COMPUTER SYSTEMS (EUROPE) LTD.</p> <p>Apr. 2014    Corporate Officer and General Manager, ERP Solutions Business Department II, Solutions Business Division of SCSK Corporation</p> <p>Apr. 2015    Corporate Officer and Deputy General Manager, Business Promotion Group, Solutions Business Division of SCSK Corporation</p>	23

		<p>Apr. 2017     Advisor to the Company</p> <p>Jun. 2017     Director who is a Full-time Audit and Supervisory Committee member of the Company (present)</p> <p>(Significant concurrent positions)</p> <p>N/A</p>	
<p>- Term of office as Director who is an Audit and Supervisory Committee member (as of the closing of this meeting): one (1) year</p> <p>- Attendance to the Board of Directors after the assumption: all ten (10) times (ten (10) meetings were held in total)</p> <p>- Special interests between the candidate and the Company: N/A</p> <p>Reasons for electing Mr. Yoshinori Ikawa as a candidate for Outside Director who will be an Audit and Supervisory Committee member</p> <p>After engaging in work in human resources and accounting departments in the IT service industry, Mr. Yoshinori Ikawa worked in the U.S.A. After returning to Japan, he has been engaging in work in the solutions business department for a long time. Accordingly, we elect Mr. Yoshinori Ikawa as a candidate for Outside Director who will be an Audit and Supervisory Committee member on the basis of the decision that he will supervise and provide effective advice on the Company's overall verification service business with his extensive professional knowledge.</p> <p>Notes regarding Mr. Yoshinori Ikawa as a candidate for Outside Director who will be an Audit and Supervisory Committee member</p> <ol style="list-style-type: none"> <li>1. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into a liability limitation agreement with Mr. Yoshinori Ikawa to limit his liability under Article 423, Paragraph 1 of the Companies Act. The limit of his liability under such agreement shall be the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act, and, if he is reelected, such agreement will be renewed.</li> <li>2. The number of the Company's shares owned by Mr. Yoshinori Ikawa includes the equities in the officers' shareholding association.</li> <li>3. Mr. Yoshinori Ikawa is currently, and has been, for the past five (5) years, an executive of SCSK Corporation, which is a specified associated company (parent company) of the Company. The positions and responsibilities of Mr. Yoshinori Ikawa as the executive in such company are as stated in his career summary.</li> </ol>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities within the Company (Significant concurrent positions)	Number of Company shares owned
	Takeo Kajiwara (Apr. 30, 1953) *Renominated *Outside Director *Independent Director	Oct. 1976    Joined Chuo Audit Corporation Aug. 1982    Registered as a certified public accountant Mar. 1985    President of Kajiwara Certified Public Accountant Firm (present) May 1990    Representative Director and President of Chuo Management Consultant Co., Ltd. (present) Jun. 2007    Outside Company Auditor of the Company Jun. 2016    Outside Director who is an Audit and Supervisory Committee member of the Company (present) (Significant concurrent positions) President of Kajiwara Certified Public Accountant Firm Representative Director and President of Chuo Management Consultant Co., Ltd.	-
2	<p>- Term of office as Outside Director who is an Audit and Supervisory Committee member (as of the closing of this meeting): two (2) years</p> <p>- Attendance to the Board of Directors: all twelve (12) times (twelve (12) meetings were held in total)</p> <p>- Special interests between the candidate and the Company: N/A</p> <p>Reasons for electing Mr. Takeo Kajiwara as a candidate for Outside Director who will be an Audit and Supervisory Committee member</p> <p>We elect Mr. Takeo Kajiwara as a candidate for Outside Director who will be an Audit and Supervisory Committee member on the basis of the decision that he, as a certified public accountant, will contribute to the enhancement of compliance and soundness of the Company's business matters including decision making with his extensive expertise and experience.</p> <p>Notes regarding Mr. Takeo Kajiwara as a candidate for Outside Director who will be an Audit and Supervisory Committee member</p> <p>1. The Company has reported to Tokyo Stock Exchange (TSE) Mr. Takeo Kajiwara as Independent Director, stipulated in Securities Listing Regulations of TSE. If he is elected, he will continue to be Independent Director.</p>		

<p>2. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into a liability limitation agreement with Mr. Takeo Kajiwara to limit his liability under Article 423, Paragraph 1 of the Companies Act. The limit of his liability under such agreement shall be the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act, and, if he is reelected, such agreement will be renewed.</p>
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Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities within the Company (Significant concurrent positions)	Number of Company shares owned
3	Kenji Furukawa (Feb. 24, 1956) *Renominated *Outside Director *Independent Director	<p>Apr. 1978    Joined COMPUTER SERVICE CORPORATION</p> <p>Sep. 1987    General Manager, Human Resources Department, Administrative Division of COMPUTER SERVICE CORPORATION</p> <p>Sep. 1991    Seconded to CSK Research Institute</p> <p>Feb. 2000    Director and General Manager, General Affairs Department of CSK Research Institute</p> <p>Aug. 2001    Director of CRI Middleware</p> <p>Mar. 2010    Representative Director and President of CRI Middleware</p> <p>Apr. 2013    Representative Director and Chairperson of the Board of CRI Middleware</p> <p>Jun. 2015    Outside Director of the Company</p> <p>Jun. 2016    Outside Director who is an Audit and Supervisory Committee member of the Company (present)</p> <p>Dec. 2017    Director and Chairperson of the Board of CRI Middleware (present)</p> <p>(Significant concurrent positions) Director and Chairperson of the Board of CRI Middleware</p>	-
<p>- Term of office as Outside Director (as of the closing of this meeting): three (3) years</p> <p>- Term of office as Outside Director who is an Audit and Supervisory Committee member (as of the closing of this meeting): two (2) years</p> <p>- Attendance to the Board of Directors: all twelve (12) times (twelve (12) meetings were held in total)</p> <p>- Special interests between the candidate and the Company: N/A</p> <p>Reasons for electing Mr. Kenji Furukawa as a candidate for Outside Director who will be an Audit and Supervisory Committee member</p> <p>Mr. Kenji Furukawa has been engaging in work in the IT service industry and entertainment industry for a long time. Accordingly, we elect Mr. Kenji Furukawa as a candidate for Outside Director who will be an Audit and Supervisory Committee member on the basis of the decision that he will supervise and</p>			



provide beneficial advice on the Company's overall business management with his extensive knowledge and experience regarding corporate management and business strategies as a company manager.

Notes regarding Mr. Kenji Furukawa as a candidate for Outside Director who will be an Audit and Supervisory Committee member

1. The Company has reported to Tokyo Stock Exchange (TSE) Mr. Kenji Furukawa as Independent Director, stipulated in Securities Listing Regulations of TSE. If he is elected, he will continue to be Independent Director.

2. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into a liability limitation agreement with Mr. Kenji Furukawa to limit his liability under Article 423, Paragraph 1 of the Companies Act. The limit of his liability under such agreement shall be the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act, and, if he is reelected, such agreement will be renewed.

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities within the Company (Significant concurrent positions)	Number of Company shares owned
4	Tatsuyasu Kumazaki (May 2, 1958) *Newly nominated	<p>Apr. 1981    Joined COMPUTER SERVICE CORPORATION</p> <p>Apr. 2004    Executive Officer of CSK Corporation</p> <p>Jun. 2008    Senior Managing Director of Cosmo Securities Co., Ltd.</p> <p>Jan. 2009    Managing Executive Officer of CSK Holdings Corporation</p> <p>Sep. 2009    Director and Managing Executive Officer of CSK Holdings Corporation</p> <p>Jun. 2010    Outside Director of the Company</p> <p>Oct. 2011    Director and Managing Executive Officer of SCSK Corporation</p> <p>Apr. 2012    Director and Senior Managing Executive Officer of SCSK Corporation</p> <p>Jun. 2012    Representative Director and Senior Managing Executive Officer of SCSK Corporation</p> <p>Apr. 2016    Director, Senior Managing Executive Officer, and General Manager, Business Services Department of SCSK Corporation</p> <p>Jun. 2016    Director of the Company (present)</p> <p>Apr. 2017    Director, Executive Officer, and General Manager, Business Services Department of SCSK Corporation</p> <p>Jun. 2017    Senior Managing Executive Officer (present) and General Manager, Business Services Department of SCSK Corporation</p> <p>Apr. 2018    Executive Manager (Accounting) and General Manager, Accounting Group of SCSK Corporation (present)</p> <p>(Significant concurrent positions) Senior Managing Executive Officer of SCSK Corporation</p>	-
<p>- Term of office as Director who is an Audit and Supervisory Committee member (as of the closing of this meeting): -</p> <p>- Attendance to the Board of Directors: all twelve (12) times (twelve (12) meetings were held in total)</p>			

- Special interests between the candidate and the Company: N/A

Reasons for electing Mr. Tatsuyasu Kumazaki as a candidate for Director who will be an Audit and Supervisory Committee member

Mr. Tatsuyasu Kumazaki has been engaging in work in the IT service industry for a long time and has been responsible for corporate management and business strategies with his extensive experience and knowledge in finance and accounting. Accordingly, we elect Mr. Tatsuyasu Kumazaki as a candidate for Director who will be an Audit and Supervisory Committee member on the basis of the decision that he will supervise and provide beneficial advice on the Company's overall business management.

Notes regarding Mr. Tatsuyasu Kumazaki as a candidate for Director who is an Audit and Supervisory Committee member

1. If Mr. Tatsuyasu Kumazaki is elected, the Company will enter into an agreement with him to limit his liability under Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the Companies Act. The limit of his liability under such agreement shall be the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act.

2. Mr. Tatsuyasu Kumazaki is currently an executive of SCSK Corporation, which is a specified associated company (parent company) of the Company. The positions and responsibilities of Mr. Tatsuyasu Kumazaki as the executive in such company in the past five (5) years are as stated in his career summary.