

(Securities Code 3724)

June 1, 2017

To Our Shareholders,

**Notice of Convocation of the 16th Annual General Meeting of Shareholders**

It is our pleasure to extend to you a cordial invitation to attend the 16th 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 20, 2017](#).**

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 21, 2017 at 10:00 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 16th fiscal year (from April 1, 2016 to March 31, 2017)
- Matters to be resolved:**
- Proposal 1** Election of five (5) Directors (excluding Directors who are Audit and Supervisory Committee members)
- Proposal 2** Election of two (2) Directors who are Audit and Supervisory Committee members

End.

---

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 statement 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 five (5) 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 five (5) Directors (excluding Directors who are Audit and Supervisory Committee members) be elected.

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)	<p>Apr. 1987    Joined CSK Corporation</p> <p>Apr. 2005    Executive Officer and General Manager, Group Human Resources of CSK Corporation</p> <p>Oct. 2005    Executive Officer of CSK Systems Corporation</p> <p>Jun. 2008    Managing Executive Officer and General Manager of Group Human Resources, CSK Holdings Corporation</p> <p>Dec. 2009    Representative Director and President of Tokyo Green Systems Corporation</p> <p>Apr. 2012    Director and Executive Officer of CSK ServiceWare Corporation</p> <p>Jun. 2013    Representative Director and President of the Company (present)</p> <p>Jan. 2014    President of Veriserve Shanghai Corporation</p> <p>Mar. 2016    Representative Director and President of VeriServe Okinawa Test Center Corporation (present)</p> <p>(Significant concurrent positions)</p> <p>Representative Director and President of VeriServe Okinawa Test Center Corporation</p>	314
<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</p>			

<p>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 based on 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) based on the decision that his contribution is necessary for achieving continuous improvement of the Company's corporate value.</p>
---

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities within the Company (Significant concurrent positions)	Number of Company shares owned
2	Yutaka Takahashi (Jun. 22, 1955)	<p>Apr. 1978    Joined COMPUTER SERVICE CORPORATION</p> <p>Apr. 1994    Joined CSI Corporation General Manager of Sales Promotion Dept.</p> <p>Jun. 2000    Full-time Corporate Auditor of CSI Corporation</p> <p>Oct. 2002    Joined CSK Corporation</p> <p>May 2003    General Manager, Group Corporate Planning Dept., Group Strategy Div. of CSK Corporation</p> <p>Jun. 2003    Director of the Company</p> <p>Jul. 2008    Director, Executive Officer and General Manager, General Accounting Dept. of the Company</p> <p>Mar. 2011    Director, Executive Officer and General Manager, Corporate Planning Div. of the Company</p> <p>Apr. 2014    Director, Executive Officer and Administrative General Manager of the Company</p> <p>Jun. 2014    Director of VeriServe Okinawa Test Center Corporation</p> <p>Apr. 2016    Director and Executive Officer of VeriServe Okinawa Test Center Corporation (present)</p> <p>Apr. 2017    Director, and Managing Executive Officer of the Company (present)</p> <p>(Significant concurrent positions) Director and Executive Officer of VeriServe Okinawa Test Center Corporation</p>	24,204
<p>Reasons for electing Mr. Yutaka Takahashi as a candidate for Director (excluding Directors who are Audit and Supervisory Committee members)</p> <p>Since Mr. Yutaka Takahashi assumed office as a Director for the Company in June 2003, he has been</p>			

<p>engaging in corporate management and business strategies at the Company based on his extensive experience and knowledge in finance and accounting, and has been promoting the strengthening of corporate governance as a Director in charge of the Administration Department. Accordingly, we elect Mr. Yutaka Takahashi as a candidate for Director (excluding Directors who are Audit and Supervisory Committee members) based on the decision that his contribution is necessary for achieving continuous improvement of the Company's corporate value.</p>
---

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities within the Company (Significant concurrent positions)	Number of Company shares owned
3	Tatsuyasu Kumazaki (May 2, 1958)	<p>Apr. 1981    Joined COMPUTER SERVICE CORPORATION</p> <p>Apr. 2004    Executive Officer of CSK Corporation</p> <p>Jun. 2008    Senior 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 of Business Services Dept. of SCSK Corporation</p> <p>Jun. 2016    Director of the Company (present)</p> <p>Apr. 2017    Director, Executive Officer and General Manager, Business Services Dept. of SCSK Corporation (present)</p> <p>(Significant concurrent positions) Director and Executive Officer of SCSK Corporation</p>	-
<p>Reasons for electing Mr. Tatsuyasu Kumazaki as a candidate for Director (excluding Directors who are Audit and Supervisory Committee members)</p> <p>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 based on his extensive experience and knowledge in finance and accounting. Accordingly, we elect Mr. Tatsuyasu Kumazaki as a candidate for Director (excluding Directors who are Audit and Supervisory Committee members) based on the decision that we may further strengthen the Company's management system by making use of the above.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities within the Company (Significant concurrent positions)	Number of Company shares owned
4	*Yutaka Arisawa (Dec. 18, 1957)	<p>Apr. 1980 Joined Sumitomo Corporation</p> <p>Jan. 2004 Assistant General Manager, Network Business Division, Information Industry Business Unit of Sumitomo Corporation; and Assistant General Manager, Corporate Planning Group of Sumisho Computer Systems Corporation</p> <p>Apr. 2006 Assistant General Manager, Net Business Department, Network Business Division, Information Industry Business Unit of Sumitomo Corporation</p> <p>Dec. 2006 General Manager, Web Business Planning Department, Lifestyle &amp; Retail Business Division, Consumer Goods Industry Business Unit of Sumitomo Corporation</p> <p>Oct. 2008 Assistant General Manager, Lifestyle &amp; Retail Business Division, Media &amp; Lifestyle Business Unit and Deputy General Manager, Retail &amp; Wellness Business Department of Sumitomo Corporation</p> <p>Feb. 2014 Advisor to IT Solutions Business Department, Network Business Division, Media, ICT, Lifestyle-Related Goods &amp; Services Business Unit of Sumitomo Corporation and Commissioner, Assistant General Manager, Business Strategy Group of SCSK Corporation</p> <p>Apr. 2015 Executive Officer and Assistant General Manager (Business Strategy Center) of SCSK Corporation</p> <p>Apr. 2016 Senior Executive Officer and General Manager, Business Strategy Center of SCSK Corporation</p> <p>Sep. 2016 Senior Executive Officer and Officer in charge of ITM Cooperation Promotion, Business</p>	-



		<p>Service Business Dept. (present) and General Manager, Business Promotion Group of SCSK Corporation (present)</p> <p>Apr. 2017 Executive Officer of SCSK Corporation (present)</p> <p>(Significant concurrent positions) Executive Officer of SCSK Corporation</p>	
<p>Reasons for electing Mr. Yutaka Arisawa as a candidate for Director (excluding Directors who are Audit and Supervisory Committee members)</p> <p>Mr. Yutaka Arisawa has been engaging in work in the IT service industry for a long time, has professional and extensive knowledge regarding the IT service industry, and has been responsible for the business strategy and business promotion department. Accordingly, we elect Mr. Yutaka Arisawa as a candidate for Director (excluding Directors who are Audit and Supervisory Committee members) based on the decision that we may strengthen the Company's management system by making use of the above.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities within the Company (Significant concurrent positions)	Number of Company shares owned
5	Takayuki Okuhara (May 6, 1964)	<p>Apr. 1987    Joined CSK Research Institute</p> <p>Sep. 1992    Joined CSK Corporation</p> <p>Oct. 2012    Deputy General Manager, West Japan Industrial Business Department I, Industrial Systems Business Division of SCSK Corporation</p> <p>Apr. 2013    Executive Officer and General Manager, West Japan Industrial Business Department I, Industrial Systems Business Division of SCSK Corporation</p> <p>Apr. 2015    Executive Officer and General Manager, Business Strategy Center of SCSK Corporation</p> <p>Apr. 2016    Senior Executive Officer and General Manager, Corporate Planning Group of SCSK Corporation</p> <p>Jun. 2016    Director of the Company (present)</p> <p>Sep. 2016    Senior Executive Officer, General Manager, Corporate Planning Group, and General Manager, Business Strategy Center of SCSK Corporation</p> <p>Apr. 2017    Executive Officer and General Manager, Corporate Planning Group of SCSK Corporation (present)</p> <p>(Significant concurrent positions) Executive Officer of SCSK Corporation</p>	-
<p>Reasons for electing Mr. Takayuki Okuhara as a candidate for Director (excluding Directors who are Audit and Supervisory Committee members)</p> <p>Mr. Takayuki Okuhara has been engaging in work in the system development industry for a long time. Accordingly, we elect Mr. Takayuki Okuhara as a candidate for Director (excluding Directors who are Audit and Supervisory Committee members) in order to receive his appropriate advice and proposals regarding the Company's overall verification service business based on his extensive professional</p>			

	knowledge.
--	------------

(Notes)

1. The candidates marked with \* are new candidates for Director.
2. There are no special interests between any of the candidates and the Company.
3. SCSK Corporation is the Company's parent company.
4. Veriserve Shanghai Corporation is the Company's subsidiary. This company completed its liquidation procedures in December 2015.
5. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into liability limitation agreements with Mr. Tatsuyasu Kumazaki and Mr. Takayuki Okuhara to limit their liabilities under Article 423, Paragraph 1 of the Companies Act. The limit of their liabilities under such agreements shall be the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act, and, if they are reelected, such agreements will be renewed.
6. If Mr. Yutaka Arisawa 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.
7. Mr. Tatsuyasu Kumazaki, Mr. Takayuki Okuhara and Mr. Yutaka Arisawa are currently, and have been, for the past five (5) years, executives of SCSK Corporation, which is a specified associated company (parent company) of the Company. Mr. Yoshiyuki Shinbori has also 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. Yoshiyuki Shinbori, Mr. Tatsuyasu Kumazaki, Mr. Takayuki Okuhara and Mr. Yutaka Arisawa as executives in such company are as stated in their career summaries.
8. The numbers of the Company's shares owned include the equities in the officers' shareholding association.

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

Directors Mr. Yoshihiro Tsunoda and Mr. Yasuhiko Oka, who are both Audit and Supervisory Committee members, will resign at the closing of this meeting. Accordingly, we hereby request that two (2) Directors who are Audit and Supervisory Committee members, be elected. The terms of office of the elected Directors who are Audit and Supervisory Committee members shall be until the expiry of the terms of office of their predecessors based on the provisions of the Company's Articles of Incorporation.

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)	<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    Executive Officer, General Manager, ERP Solutions Business Department, Global Solutions Business Unit of Sumisho Computer Systems Corporation</p> <p>Apr. 2010    Executive Officer, 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    Executive Officer and General Manager, ERP Solutions Business Department II, Solutions Business Division of SCSK Corporation</p> <p>Apr. 2015    Executive Officer, Deputy General Manager, Business Promotion Group, Solutions Business Division of SCSK Corporation</p>	-

		<p>Apr. 2017      Advisor to the Company (present)</p> <p>(Significant concurrent positions)</p> <p>N/A</p>	
<p>Reasons for electing Mr. Yoshinori Ikawa as a candidate for a 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 a Director who will be an Audit and Supervisory Committee member based on the decision that he will supervise and provide effective advice on the Company's overall verification service business based on his extensive professional knowledge.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities within the Company (Significant concurrent positions)	Number of Company shares owned
2	*Yasushi Shimizu (Jul. 24, 1962)	<p>Apr. 1987    Joined CSK Corporation</p> <p>Apr. 2008    Executive Officer of CSK Holdings Corporation</p> <p>Jun. 2008    Outside Corporate Auditor of JIEC Co., Ltd. and Outside Corporate Auditor of the Company</p> <p>Oct. 2011    Executive Officer of SCSK Corporation</p> <p>Apr. 2012    Executive Officer and General Manager, Finance &amp; Risk Management Group of SCSK Corporation</p> <p>Apr. 2013    Executive Officer and General Manager, Corporate Planning Group of SCSK Corporation</p> <p>Apr. 2014    Senior Executive Officer and General Manager, Corporate Planning Group of SCSK Corporation</p> <p>Jun. 2014    Outside Director of the Company</p> <p>Apr. 2016    Senior Executive Officer and General Manager (Accounting) of SCSK Corporation</p> <p>Apr. 2017    Executive Officer, General Manager (Accounting) (present) and General Manager, Accounting Group of SCSK Corporation (present)</p> <p>(Significant concurrent positions) Executive Officer of SCSK Corporation</p>	-



	<p>Reasons for electing Mr. Yasushi Shimizu as a candidate for a Director who will be an Audit and Supervisory Committee member</p> <p>Mr. Yasushi Shimizu has extensive experience and knowledge in finance and accounting and has also been engaging in work in corporate planning and administration departments in the IT service industry for a long time. Accordingly, we elect Mr. Yasushi Shimizu as a candidate for a Directors will be an Audit and Supervisory Committee member based on the decision that he will supervise and provide effective advice on the Company's overall management based on his extensive professional knowledge.</p>
--	---

(Notes)

1. The candidates marked with \* are new candidates for Director.
2. There are no special interests between either of the candidates and the Company.
3. SCSK Corporation is the Company's parent company.
4. If Mr. Yoshinori Ikawa and Mr. Yasushi Shimizu are elected, the Company will enter into an agreement with each of them to limit their liabilities under Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the Companies Act. The limit of their liabilities under such agreements shall be the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act.
5. Mr. Yoshinori Ikawa and Mr. Yasushi Shimizu are currently and have been, for the past five (5) years, executives of SCSK Corporation, which is a specified associated company (parent company) of the Company. The positions and responsibilities of Mr. Yoshinori Ikawa and Mr. Yasushi Shimizu as executives in such company are as stated in their career summaries.

End.