

To Our Shareholders:

Stock code: 3475

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Sumitomo Fudosan Nishi-Shinjuku Building, 7-20-1,
Nishi-Shinjuku, Shinjuku-ku, Tokyo

Good Com Asset Co.,Ltd.

President and CEO Yoshikazu Nagashima

Notice of Convocation of the 19th Ordinary General Meeting of Shareholders

I would like to take this opportunity to thank you for your support of Good Com Asset Co.,Ltd. (“Good Com Asset” or the “Company”). We will hold the 19th Ordinary General Meeting of Shareholders and request your attendance. The meeting will be held as described below.

Reference materials and other information (electronically provided items) concerning this shareholders meeting are posted on the Good Com Asset website. Please visit the website to see this information.

Our website: <https://www.goodcomasset.co.jp/investors/irnews.html>



(After accessing this website, select “Notice of Convocation of the 19th Ordinary General Meeting of Shareholders.”)

Electronically provided items can be viewed on the Good Com Asset website and on the website of the Tokyo Stock Exchange.

Tokyo Stock Exchange website (Listed company information service):
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>



(On the Tokyo Stock Exchange website, which is in Japanese, access Good Com Asset information by entering either “Good Com Asset” in the company name box or “3475” in the securities code box and clicking “search.” Next, click “basic information” and then “documents for public information/PR information.” Shareholders meeting documents are in the “documents for public information” section.)

If you do not attend this meeting, you are able to submit your votes by using the internet or postal mail. Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights no later than 7:30 p.m. (at the end of business hours) on Wednesday, January 29, 2025 (JST).

Details

1. Date and Time	Thursday, January 30, 2025 at 10 a.m. (Registration begins at 9 a.m.)
2. Place	Shinjuku NS Building 30F, 2-4-1, Nishi-shinjuku, Shinjuku-ku, Tokyo NS Sky-Conference Room 5&6
3. Meeting Agenda	<p>Matters to be reported: 1. The Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the 19th Fiscal Year (November 1, 2023 - October 31, 2024) 2. The results of audits conducted by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements for the 19th Fiscal Year (November 1, 2023 - October 31, 2024)</p> <p>Proposals to be resolved:</p> <p>Proposal No. 1: Appropriation of Retained Earnings Proposal No. 2: Partial Amendments to the Articles of Incorporation Proposal No. 3: Election of One (1) Director Proposal No. 4: Election of One (1) Substitute Auditor Proposal No. 5: Remuneration Using Restricted Stock for Outside Directors and Auditors</p>
4. Matter to be resolved concerning the convocation of shareholders meetings	<p>(1) When voting instructions are submitted by using a paper (sent by postal mail) voting rights exercise form, any item where no voting instruction is entered will be counted as a “yes” vote.</p> <p>(2) When voting instructions are submitted using the internet more than once, the last voting instructions received will be counted.</p> <p>(3) When a shareholder submits voting instructions using both the internet and a paper (sent by postal mail) voting rights exercise form, the internet voting instructions will be counted regardless of the order in which the two voting instructions were received.</p>

- Notes: 1. Shareholders who attend the meeting will not receive any gifts from Good Com Asset. Thank you for your understanding.
2. In principle, shareholders are asked to view electronically provided items on the above websites. Paper documents of the items provided electronically are sent to shareholders who have made a request to receive these documents by a record date. However, for this shareholders meeting, paper documents of the items provided electronically are sent to all shareholders regardless of whether they have made a request to receive these documents. Pursuant to laws and regulations and Article 15 of the Good Com Asset Articles of Incorporation, items provided electronically that are sent as paper documents do not include the following items.
- (1) “Information concerning share acquisition rights, etc.,” and “The system to ensure the suitability of business operations” in the Business Report
 - (2) “Consolidated Statement of Changes in Net Assets” and “Notes to Consolidated Financial Statements” in the consolidated financial statements
 - (3) “Non-consolidated Statement of Changes in Net Assets” and “Notes to Non-Consolidated Financial Statements” in the non-consolidated financial statements
- Consequently, the business report, consolidated financial statements and non-consolidated financial statements included in the paper documents are part of the documents that are subject to examinations for the preparation of audit reports by auditors and the accounting auditor.
3. If there are revisions to items provided electronically, notification of the revisions and the information before and after revisions will be posted on the above websites.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1

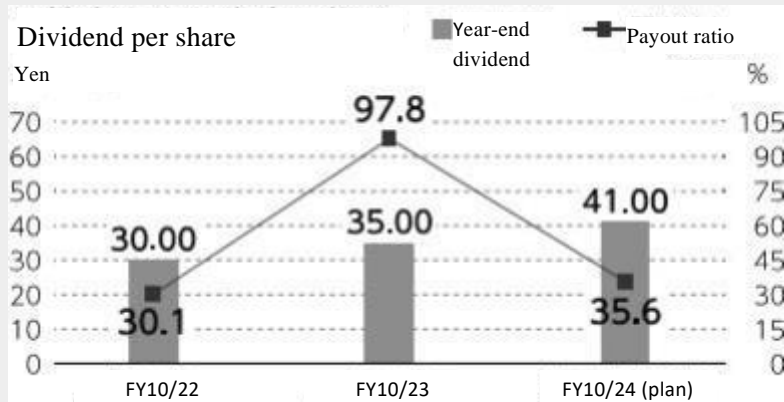
Appropriation of Retained Earnings

Good Com Asset determines the dividend based on results of operations and financial soundness as well as the need to retain earnings for strengthening business operations and making expenditures for growth in the future. The basic policy is to pay a dividend every fiscal year with a payout ratio of 35% as the guideline.

As was announced on November 28, 2024 in a press release titled “Notice of Dividend Forecast Revision (Increase to Commemorate the 20th Anniversary)” (Japanese version only), Good Com Asset is asking for the approval of a year-end dividend of 41 yen per share for the fiscal year that ended in October 2024, the sum of a 36 yen ordinary dividend and a 5 yen commemorative dividend to thank shareholders for their support and celebrate the 20th anniversary of the founding of Good Com Asset.

Matters concerning year-end dividends

Type of dividend:	Cash
Dividend payment and total amount:	A dividend of 41 yen per share of common stock (Ordinary dividend: 36 yen; Commemorative dividend for the 20th anniversary: 5 yen) Total dividend payment will be 1,181,298,847 yen
Effective date of distribution of retained earnings:	January 31, 2025



- Notes: 1. Good Com Asset conducted a 2-for-1 common stock split effective on November 1, 2022. The dividends per share for FY10/22 are adjusted to reflect the stock split.
2. The year-end dividend for FY10/22 includes the commemorative dividend of 1.5 yen (3 yen before the stock split) to mark 5th anniversary of listing.

Partial Amendments to the Articles of Incorporation

1. Reasons for proposal

- (1) An additional purpose of business operations is added to Article 2 (Purpose) due to the increasing diversity of business operations of the Good Com Asset Group and to be prepared for the growth of business operations.
- (2) The term of office of directors is reduced from two years to one year. The purposes of this change are to further clarify the responsibilities of directors concerning management, facilitate timely revisions in the framework of management to reflect changes in the business climate, and increase opportunities for shareholders to reassess their confidence in directors.
- (3) A supplementary provision is added to state clearly that the terms of office prior to this proposed amendment are still applicable to directors who were elected at the 18th Ordinary General Meeting of Shareholders held on January 30, 2024.
This supplementary provision will be deleted at the specified time.

2. Proposed amendments

The proposed amendments are as follows.

Underlined parts are amended.

Current Articles of Incorporation	Proposed amendments
<p>(Purpose)</p> <p>Article 2 The purposes of the Company are to engage in the following business activities.</p> <p>(1) to (3) (Omitted)</p> <p>(Newly established)</p> <p>(4) to (24) (Omitted)</p>	<p>(Purpose)</p> <p>Article 2 The purposes of the Company are to engage in the following business activities.</p> <p>(1) to (3) (Remain unchanged)</p> <p><u>(4) Management, administration, operation, planning, design and consulting concerning vehicle parking facilities</u></p> <p>(5) to (25) (Remain unchanged)</p>
<p>(Term of Office of Directors)</p> <p>Article 20 The term of office of directors expires at the end of the ordinary general meeting of shareholders for the last fiscal year that ends within <u>two years</u> of date each director was elected.</p> <p>2 The term of office of directors elected to increase the number of directors or to be a substitute director ends when the terms of the current directors end.</p> <p>(Newly established)</p>	<p>(Term of Office of Directors)</p> <p>Article 20 The term of office of directors expires at the end of the ordinary general meeting of shareholders for the last fiscal year that ends within <u>one year</u> of date each director was elected.</p> <p>(Deleted)</p>
	<p><u>(Supplementary Provisions)</u></p> <p><u>(Transitional Measure for Directors' Term of Office)</u></p> <p><u>Irrespective of the provisions of Article 20 (Term of Office of Directors), the term of office of directors elected at the ordinary general meeting of shareholders held on January 30, 2024, will expire at the end of the 18th ordinary general meeting of shareholders for the fiscal year ending in October 2025. At that time, this supplementary provision will be deleted.</u></p>

Election of One (1) Director

Shareholders are asked to approve the election of a director for the purpose of strengthening management by increasing by one the number of outside directors.

If Proposal No. 2 “Partial Amendments to the Articles of Incorporation” is approved with no revisions, the term of office of newly elected directors will be one year.

The candidate for director is as follows:

Hisashi Sugiyama

Date of Birth: January 23, 1980

Age: 44

Gender: Male

No. of shares held: 68,100 shares

Term of office as director: - years

Attendance at the Board of

Directors meetings: - times



New

Outside

Independent

Past experience and positions and responsibilities

October 2004	Registered as an attorney at law	November 2014	Representative Director of ACT NOW Co., Ltd.
October 2004	Joined AZX Law Office		
April 2009	Joined Sapporo Chuo Law Office	May 2015	Outside Director of Kitanotatsujin Corporation
November 2009	Established Akarenga Law Office (currently Legal Professional Corporation Akarenga Law Office) as Representative (to present)	May 2018	Representative liquidator of Hokkaido Petroleum Industry Employees' Pension Funds (to present)
October 2012	President of Hokkaido Petroleum Industry Employees' Pension Funds		
January 2014	Outside Director of Good Com Asset		
January 2014	Outside Director of ECONOS Co., Ltd.		

Significant concurrent positions

Representative of Legal Professional Corporation Akarenga Law Office

Reasons for nomination as a candidate for outside director and expected roles

Mr. Sugiyama has corporate law expertise as an attorney and has corporate management experience. He is an outside director candidate due to the belief that he can use this knowledge to increase the transparency of management and strengthen auditing functions, chiefly with regard to compliance.

- Notes:
1. Mr. Sugiyama is a candidate to be outside director and meets standards for independence prescribed by Good Com Asset.
 2. Mr. Sugiyama meets the independence requirements of the Tokyo Stock Exchange. If he is elected, Good Com Asset plans to designate him an independent officer.
 3. Good Com Asset has a consulting contract with Mr. Sugiyama, but the remuneration paid to Mr. Sugiyama for consulting services is negligible. As a result, Mr. Sugiyama meets the standards prescribed by Good Com Asset for the independence of outside directors and Good Com Asset therefore believes he has sufficient independence to prevent conflicts of interest with ordinary shareholders.
If shareholders approve Mr. Sugiyama's election as an outside director, Good Com Asset plans to cancel this consulting contract.
 4. If Mr. Sugiyama is elected, Good Com Asset will enter into an agreement with him in accordance with Paragraph 1, Article 427 of the Companies Act to limit liabilities for damages to Good Com Asset as stated in Paragraph 1, Article 423 of this act. The contractual limit on liabilities will be the amount specified by laws and regulations.
 5. Pursuant to Paragraph 1, Article 430-3 of the Companies Act, Good Com Asset has purchased insurance policies concerning the liability of directors and auditors. The policies cover damages due to demands concerning the obligation to fulfill responsibilities involving the performance of the duties of directors insured by these policies. However, damages resulting from an action taken with the awareness that the action violates a law or regulation are exempt from this coverage.
If Mr. Sugiyama becomes an outside director, he will be covered by this liability insurance. The Company pays the entire cost of these policies and plans to renew these policies under the same terms.
 6. Mr. Sugiyama is a former outside director of Good Com Asset.

Election of One (1) Substitute Auditor

The election of one (1) substitute auditor is proposed to prepare for a contingency in which the number of auditors falls below the statutory requirement.

This proposal has received the consent of the Board of Auditors.

The candidate for substitute auditor is as follows:

Masatoshi Yasuda

Date of Birth: June 19, 1967 No. of shares held: - shares
 Age: 57
 Gender: Male



Outside

Independent

Past experience and positions

April 1990	Joined The Fuji Bank, Ltd. (currently Mizuho Bank, Ltd.)	March 2017	Outside Director of G-FACTORY CO.,LTD.
November 2004	Representative Director of Kyowa Yasuda Co., Ltd. (currently YASUDA MANAGEMENT) (to present)	December 2018	President and CEO of TORANOMON ASSET MANAGEMENT CO.,LTD. (to present)
October 2011	Outside Auditor of G-FACTORY CO.,LTD.	March 2020	Outside Director of G-FACTORY CO.,LTD. (member of the Audit and Supervisory Committee) (to present)
September 2012	Representative Partner of Yasuda AM Partners GK (to present)		

Significant concurrent positions

Representative Director of YASUDA MANAGEMENT; Representative Partner of Yasuda AM Partners GK; President and CEO of TORANOMON ASSET MANAGEMENT CO.,LTD.

Reasons for nomination as a candidate for substitute outside auditor

Mr. Yasuda has many years of experience in corporate management and experience working at financial institutions. Due to his knowledge concerning finance and accounting, Good Com Asset believes that he is qualified as an auditor to oversee management and perform auditing duties. As a result, he has been selected as a substitute outside auditor candidate.

- Notes:
1. Mr. Yasuda is a candidate to be a substitute outside auditor and meets Good Com Asset's standards for independence.
 2. Mr. Yasuda meets the independence requirements of the Tokyo Stock Exchange. If he is elected, Good Com Asset plans to designate him an independent auditor.
 3. Mr. Yasuda is the representative director of YASUDA MANAGEMENT and Good Com Asset has a contract with this company to receive business support services.
 4. If Mr. Yasuda becomes an auditor, Good Com Asset will enter into an agreement with him in accordance with Paragraph 1, Article 427 of the Companies Act to limit liabilities for damages to Good Com Asset as stated in Paragraph 1, Article 423 of the same Act. The contractual limit on liabilities will be the amount specified by laws and regulations.
 5. Pursuant to Paragraph 1, Article 430-3 of the Companies Act, Good Com Asset has purchased insurance policies concerning the liability of directors and auditors. The policies cover damages due to demands concerning the obligation to fulfill responsibilities involving the performance of the duties of directors and auditors insured by these policies. However, damages resulting from an action taken with the awareness that the action violates a law or regulation are exempt from this coverage. If Mr. Yasuda is elected an auditor, he will be covered by this liability insurance.

Reference

- Independence criteria for independence of outside directors and auditors

Good Com Asset designates an outside director or auditor or a candidate for either of these positions as independent if, following an examination performed within reasonable limits, none of the following items is applicable.

1. Employment at the Good Com Asset Group

Currently employed or employed within the past 10 years as a manger (note 1) at Good Com Asset or a subsidiary or affiliated company

2. Involvement with a company where a Good Com Asset manager is a director or auditor

Currently a manager at a company where a manager of Good Com Asset is a director or auditor

3. Significant business relationship

An individual who has a significant business relationship (note 2) with the Good Com Asset Group or is a manager of activities involving a significant business relationship or who was associated with a cross-shareholding company of the Good Com Asset Group.

4. Major shareholder

An individual who effectively owns 10% or more of total voting rights of Good Com Asset or a manager of an entity that owns 10% or more of total voting rights

5. Accounting auditor

An individual who is employed at the auditing company that audits the Good Com Asset financial statements

6. Professional services

An individual or member of an organization that receives significant payments or other compensation (note 3) from the Good Com Asset Group, other than compensation as a director or auditor, for services or consulting as an attorney, certified public accountant, tax accountant, judicial scrivener, patent attorney, consultant or other role

7. Recipient of donations

An individual who receives significant donations (note 4) from the Good Com Asset Group or is a member of an organization that receives these donations

8. Related party in the past

An individual to whom any of items 2 through 7 have applied during the past three years

9. Close relatives

An individual within two generations of a family member to whom any of items 1 through 8 apply

Notes: 1. A manager is a director, executive or employee who conducts business operations.

2. A significant business relationship is a relationship with an individual or company where the Good Com Asset Group accounted for at least 5% of consolidated sales in the most recent fiscal year.

3. Significant payments or other compensation by the Good Com Asset Group is a total of 10 million yen or more or an amount equal to at least 5% of the consolidated sales of the organization receiving the payments or other compensation in the most recent fiscal year.

4. A significant donation is a total of 10 million yen or more or an amount equal to at least 5% of the consolidated sales of the organization receiving the donation in the most recent fiscal year.

· Skill matrix for directors and auditors

If shareholders approve Proposal No. 3 at this General Meeting of Shareholders, the skill matrix concerning the professional skills and experience of the directors and auditors will be as follows.

Name	Category	Independence Outside	Gender	Professional skills and experience						
				Corporate management	Real estate	Finance/ accounting	Legal affairs	Human resource/ labor	Finance	Sustainability
Yoshikazu Nagashima	Director		Male	●	●					●
Maoki Higashi	Director		Male	●	●			●		
Shutaro Morimoto	Director		Male	●	●					
Shoji Matsuyama	Outside Director	●	Male			●				
Kaoru Oda	Outside Director	●	Female			●				
Mikiharu Noma	Outside Director	●	Male	●		●			●	●
Hisashi Sugiyama	Outside Director	●	Male	●			●			
Hironori Mukae	Outside Auditor	●	Male		●				●	
Soichiro Akimoto	Outside Auditor	●	Male			●				
Hajime Koizumi	Outside Auditor	●	Male				●			

Remuneration Using Restricted Stock for Outside Directors and Auditors

At the 7th Ordinary General Meeting of Shareholders held on January 31, 2013, shareholders approved aggregate annual remuneration for directors of up to 200 million yen, which does not include salaries paid to directors who serve concurrently as employees. At the same meeting, shareholders approved aggregate annual remuneration for auditors of up to 30 million yen. At the 16th Ordinary General Meeting of Shareholders held on January 27, 2022, shareholders approved separate annual remuneration of up to 60 million yen for directors (excluding outside directors) in the form of restricted stock. The purpose was to give directors an incentive to achieve the consistent growth of corporate value and to further align the interests of directors with those of shareholders.

Shareholders are asked to approve this proposal that provides for restricted stock remuneration for outside directors and auditors for the purpose of further aligning their interests with those of shareholders. Distributions of restricted stock to outside directors will be included in the limit for remuneration of all directors and distributions of restricted stock to auditors will be in addition to the 30 million yen limit.

In accordance with this proposal, outside directors and auditors will receive an amount of monetary remuneration that is suitable to accomplish the goal of further aligning their interests with those of shareholders by also distributing restricted stock. For outside directors, maximum annual restricted stock remuneration is 20 million yen, which is included in the annual stock remuneration limit for all directors. For auditors, restricted stock remuneration of up to 10 million yen is in addition to 30 million yen limit.

Outside directors and auditors will receive all monetary remuneration claims due to this proposal in the form of payments in kind. These individuals will receive newly issued or existing Good Com Asset common stock as restricted stock. The total number of shares of common stock that can be distributed in a fiscal year is 20,000 for outside directors and 10,000 for auditors. The 20,000 share limit for outside directors is part of the original restricted stock limit of 50,000 shares for all directors. This limit is now 100,000 shares following an adjustment to reflect the two-for-one common stock split on November 1, 2022.

The total number of shares of restricted stock that can be distributed can be adjusted as needed if there is a common stock split (including a gratis stock allotment), a reverse stock split or some other action that requires an adjustment of the number of shares of restricted stock after the date when shareholders approve this proposal.

The amount per share to be paid for newly issued or existing Good Com Asset common stock distributed to outside directors and auditors is the closing price on the Tokyo Stock Exchange on the business day prior to the day of the Board of Directors resolution for the distribution of the stock or the nearest previous business day when Good Com Asset stock was last traded.

For the distribution of newly issued or existing Good Com Asset stock and payments of monetary compensation claims as payments in kind, outside directors and auditors will sign restricted stock allocation contracts with Good Com Asset that have the following terms.

The specific number of shares of restricted stock received is determined by the Board of Directors, following discussions by the Nomination and Remuneration Committee, for outside directors and is determined by the Board of Auditors for auditors.

If Proposal No. 3 is approved by shareholders with no revisions, there will be four outside directors and three auditors.

(1) Transfer restriction period

Outside directors and auditors who receive restricted stock according to the terms of the restricted stock allocation contract are not allowed to sell, use as collateral or transfer ownership in any other way this stock during the period beginning on the day the stock was received until the day a holder of the stock is no longer a director or auditor of Good Com Asset or in any other position at the company designated by the Board of Directors.

(2) Resignation or retirement of a director

If an outside director or auditor who has received restricted stock leaves either one of these positions at Good Com Asset before the first ordinary general meeting of shareholders after the first day of the restriction period, Good Com Asset will acquire that individual's restricted stock at no cost except when the Board of Directors determines that the individual departed for a legitimate reason, such as completion of a term of office, death or some other reason.

(3) Cancellation of the transfer restrictions

Irrespective of the provisions of the preceding item (1), the restrictions will be canceled at the end of the restriction period for all restricted stock held by an individual if the individual has been a Good Com Asset director or auditor continuously since receiving this stock.

However, if an outside director or auditor leaves either one of these positions stipulated in the preceding item (2) before the completion of the required period due to a legitimate reason, such as completion of a term of office, death or some other reason, there will be a reasonable adjustment as needed concerning the number of shares of restricted stock and the time for the cancellation of restrictions.

When these restrictions are canceled as described in the preceding sentences, immediately afterward, Good Com Asset will acquire at no cost all restricted stock for which the restrictions were not canceled.

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

Irrespective of the provisions of the preceding item (1), the Board of Directors can cancel restrictions on restricted stock prior to the date of a reorganization event based on a reasonable number of shares of restricted stock in accordance with the length of the period between the first day of the restriction period and the date of the approval at a shareholders meeting (or Board of Directors meeting if the approval of shareholders is not required) of the reorganization event. These events include a merger agreement resulting in the dissolution of Good Com Asset during the restriction period, an agreement for an exchange or stock or other stock transfer plan making Good Com Asset a wholly owned subsidiary, and other actions involving a reorganization.

When these restrictions are canceled as described in the preceding sentences, immediately afterward, Good Com Asset will acquire at no cost all restricted stock for which the restrictions were not canceled.

(5) Other matters determined by the Board of Directors

The restricted stock allocation contract includes the method for explaining the intent of the contract, the notification method, the method for revising the contract, and other terms stipulated by the Board of Directors

Reference

The number of shares of stock distributed to outside directors, including the maximum number of shares, must be within the limit for the stock compensation for directors that was approved at the 16th Ordinary General Meeting of Shareholders held on January 27, 2022. As a result, there will be no additional dilution of Good Com Asset common stock due to the distribution of restricted stock to outside directors.

Consequently, Good Com Asset has concluded that the terms of this proposal are suitable.