

To Our Shareholders:

Stock code: 3475

January 7, 2021

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 15th 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 15th Ordinary General Meeting of Shareholders as follows.

In order to prevent the spread of COVID-19 infections, shareholders are asked not to attend the shareholders meeting, regardless of your current health, and to submit your votes in writing before the meeting.

Please review the Reference Documents for the General Meeting of Shareholders that follows this notice, vote on the proposals by using the enclosed Voting Form, and return it by no later than Wednesday, January 27, 2021, 6:00 p.m.

Details

1. Date and Time	Thursday, January 28, 2021 at 10 a.m. (Registration begins at 9 a.m.)
2. Place	Sumitomo Fudosan Shinjuku Grand Tower 5F, 8-17-1, Nishi-shinjuku, Shinjuku-ku, Tokyo BELLESALLE Shinjuku Grand Conference Center
3. Meeting Agenda	Matters to be reported: 1. The Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the 15th Fiscal Year (November 1, 2019 - October 31, 2020) 2. The results of audits conducted by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements for the 15th Fiscal Year (November 1, 2019 - October 31, 2020) Proposals to be resolved: Proposal No. 1: Appropriation of Retained Earnings Proposal No. 2: Partial Amendments to the Articles of Incorporation Proposal No. 3: Election of One Substitute Auditor
4. Disclosure of Information Using the Internet	In accordance with laws and regulations and Article 15 of the Good Com Asset Articles of Incorporation, the following items that are required to be provided with this shareholders meeting notice are posted on the Good Com Asset website (https://www.goodcomasset.co.jp/): information concerning share acquisition rights, etc., the system to ensure the suitability of business operations and the operational status of this system, consolidated statement of changes in equity, notes to the consolidated financial statements, non-consolidated statement of changes in equity and notes to the non-consolidated financial statements. As a result, this information is not included in this notice. Consequently, this notice includes only part of the documents that were audited by Good Com Asset’s auditors and the accounting auditor in order to prepare the audit report.

Shareholders who attend the meeting will not receive any gifts from Good Com Asset. Thank you for your understanding. If any amendment is made to the Reference Documents for the General Meeting of Shareholders, the Business Report and the Consolidated and/or the Non-Consolidated Financial Statements, the amended information will be disclosed on the Good Com Asset website (<https://www.goodcomasset.co.jp/>).

Reference Documents for the General Meeting of Shareholders

Proposal No. 1

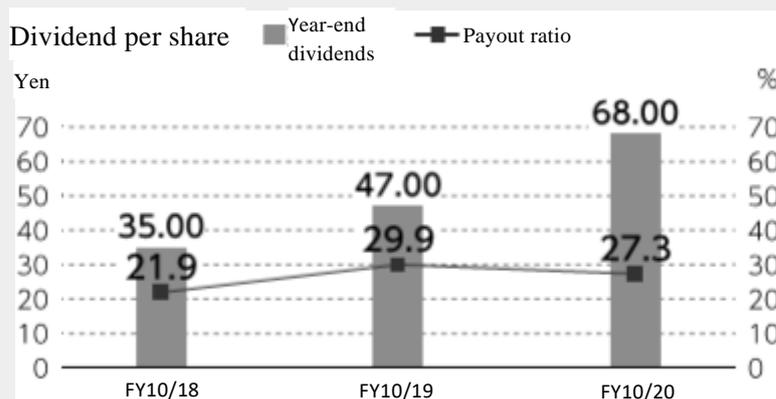
Appropriation of Retained Earnings

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 30% as the guideline.

In accordance with this policy, Good Com Asset asks shareholders to approve a year-end dividend of 68 yen per share, which is based on a comprehensive assessment of our financial position.

Matters concerning year-end dividends

Type of dividend: Cash
Dividend payment and total amount: A dividend of **68 yen** per share of common stock
Total amount of dividends will be **501,621,516 yen**
Effective date of distribution of retained earnings: January 29, 2021



Note: The Company conducted a 2-for-1 common stock split effective on November 1, 2020. The dividend per share for FY10/18, FY10/19 and FY10/20 are the actual amount before the stock split.

Partial Amendments to the Articles of Incorporation

1. Reasons for proposal

More items are to be added to Article 2 concerning the purposes of business activities in order to prepare for the future diversification and growth of the business operations of the Good Com Asset Group.

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 (8) (Omitted) (Newly established)</p> <p>(9) to (16) (Omitted) (Newly established)</p>	<p>(Purpose)</p> <p>Article 2 The purposes of the Company are to engage in the following business activities.</p> <p>(1) to (8) (Remain unchanged)</p> <p><u>(9) Guarantee of rent payments</u></p> <p>(10) to (17) (Remain unchanged)</p> <p><u>2 Ownership of the stock or equity of companies (including foreign companies) and other business entities engaged in any of the business activities in the preceding paragraph enables the Company to control and manage the business activities of these companies and other entities</u></p>

Election of One Substitute Auditor

The appointment of Mr. Takeshi Hisamoto as a substitute corporate auditor, which was approved at the 14th Ordinary General Meeting of Shareholders held on January 30, 2020, will expire at the commencement of this General Meeting of Shareholders. Accordingly, the election of one (1) substitute auditor is proposed to fill an opening if 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

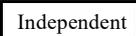
No. of shares held:

- shares

Date of Birth: June 19, 1967



Past experience and positions and responsibilities

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

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 the representative director of YASUDA MANAGEMENT and the Company has a contract with this company to receive business support services.
2. Mr. Yasuda is a candidate to be a substitute outside auditor and meets the Company's standards for independence.
3. Mr. Yasuda meets the independence requirements of the Tokyo Stock Exchange. If he is elected, the Company plans to designate him an independent auditor and submit notification of this status.
4. If Mr. Yasuda becomes an auditor, the Company will enter into an agreement with him in accordance with Paragraph 1, Article 427 of the Companies Act to limit liabilities for damages to the Company 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.

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.