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Securities Code 8871

June 3, 2024

Date electronic provisional measures become available: May 27, 2024

To Shareholders with Voting Rights:

Hidetoshi Yasukawa
President & CEO
GOLDCREST Co., Ltd.
2-1-1 Otemachi, Chiyoda-ku, Tokyo

**NOTICE OF
THE 33rd ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

Please be informed that the 33rd Annual General Meeting of Shareholders of GOLDCREST Co., Ltd. (the “Company”) will be held for the purposes as described below.

In convening this Annual General Meeting of Shareholders, the Company has taken measures to provide Reference Documents for the General Meeting of Shareholders and other information (matters for electronic provision) electronically as the “Notice of the 33rd Annual General Meeting of Shareholders.” Please access the websites below to view this information.

The Company’s website

<https://www.goldcrest.co.jp/ir/english.html>

In addition to the above website, the Company has also disclosed matters for electronic provision on the below.

Tokyo Stock Exchange (TSE Listed Company Information Service)

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please access the above TSE website, enter and search for the issue name (GOLDCREST) or securities code (8871), and then click “Basic Information” and select “Documents for Public Inspection/PR Information.”

In lieu of attending in person on the day of the General Meeting of Shareholders, you can exercise your voting rights either in writing or via the internet, following the instructions for “Exercising voting rights by mail” or “Exercising voting rights by the Internet” posted on Page 3 on the websites (in Japanese).

Please review the attached Reference Documents for the General Meeting of Shareholders, indicate your approval or disapproval on the enclosed Voting Rights Exercise Form, and send it to us so that it is received by 6:00 p.m. on Tuesday, June 18, 2024, Japan time.

- 1. Date and Time:** Wednesday, June 19, 2024 at 10:00 a.m. Japan time
(Reception will open at 9:30 a.m.)
- 2. Place:** Large conference room at the Head Office of the Company located at
12F, Otemachi Nomura Building, 2-1-1 Otemachi, Chiyoda-ku, Tokyo, Japan
Please understand that souvenirs for shareholders who attend the meeting will not be provided.
- 3. Meeting Agenda:**
Matters to be reported:
1. The Business Report, Consolidated Financial Statements for the Company's 33rd Fiscal Year (April 1, 2023 - March 31, 2024) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 33rd Fiscal Year (April 1, 2023 - March 31, 2024)

Proposals to be resolved:

- Proposal 1:** Partial Amendments to the Articles of Incorporation
Proposal 2: Election of Four Directors
Proposal 3: Election of One Substitute Audit & Supervisory Board Member
Proposal 4: Revision in the Amount of Remuneration, etc. to Directors

4. Other matters with regard to convocation of the meeting:

- (1) Handling if you do not indicate your approval/disapproval on the Voting Rights Exercise Form
If you do not indicate your approval or disapproval of each agenda item on the returned Voting Rights Exercise Form, we will assume that you have indicated your approval to the Company's proposals.
- (2) If you exercise your voting rights in duplicate both in writing and via the Internet, etc., your vote exercised via the Internet, etc. will be deemed valid.
- (3) Handling in cases of exercising voting rights multiple times via the Internet
If you exercise your voting rights multiple times via the Internet, your last vote exercised will be deemed valid.

(Requests)

If you attend the meeting on the date of the meeting, you are kindly requested to present the enclosed Voting Rights Exercise Form at the reception desk at the meeting venue.

(Notes)

Amendments to the matters for electronic provisional measures will be posted on the above websites.

Any material changes in the operation of the General Meeting of Shareholders that may arise due to the situation hereafter will be posted on the Company's website.

The Company's website: <https://www.goldcrest.co.jp/ir/stock.html> (in Japanese)

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

To accommodate future expansion and diversification of the real estate-related business, etc., the Company proposes to make necessary amendments to Article 2 (Purpose) of the current Articles of Incorporation.

2. Details of the amendments

The details of the amendments are as follows.

(Underlines indicate amended sections)

Current Articles of Incorporation	Proposed amendments
<p>(Purpose) Article 2 The purposes of the Company shall be to carry out the following businesses: (1)–(6) (Omitted) (7) Business pertaining to management of restaurants and sports facilities;</p> <p style="text-align: center;">(Newly established)</p> <p>(8) Businesses incidental to any of the businesses provided in each preceding Item.</p>	<p>(Purpose) Article 2 The purposes of the Company shall be to carry out the following businesses: (1)–(6) (Unchanged) (7) Business pertaining to <u>holding, lease, operation, administration, management and consultation</u> of restaurants, <u>accommodation facilities, hot spring bathing facilities, commercial facilities, rental meeting rooms, rental offices, sports facilities, leisure facilities, educational facilities, medical facilities, nursing facilities, childcare centers, and beauty salons, etc.;</u> (8) <u>Purchase and sale, mediation and management of investments and share in investments in specified purpose companies and special purpose companies (companies defined in the Regulation on Terminology, Forms, and Preparation Methods of Financial Statements) and real-estate investment funds;</u> (9) <u>Business pertaining to holding, purchase and sale and mediation of trust beneficiary rights and other securities;</u> (10) <u>Business based on the Act on Specified Joint Real Estate Ventures;</u> (11) <u>Travel business based on the Travel Agency Act;</u> (12) <u>Business pertaining to general leasing and general rental services;</u> (13) <u>Business pertaining to renewable energy power generation business, management and operation thereof, and supply and sale of electricity, etc.;</u> (14) <u>Advertising agency business;</u> (15) <u>Business pertaining to worker dispatching business;</u> (16) <u>Businesses incidental to or pertaining to any of the businesses provided in each preceding Item.</u></p>

Proposal 2: Election of Four Directors

The terms of office of all four Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of four Directors is proposed.

The candidates for Director are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Hidetoshi Yasukawa (June 5, 1961)	January 1992 Established the Company President & CEO (current position) [Significant concurrent positions] President & CEO of GOLDCREST COMMUNITY Co., Ltd. President & CEO of FAMILY FINANCE Co., Ltd.	1,037,740
2	Masaki Ito (June 8, 1971)	April 1994 Joined the Company November 2003 Deputy General Manager of Planning and Development Department January 2013 General Manager of Administrative Department June 2013 Director June 2021 Managing Director (current position) [Significant concurrent positions] President & CEO of GOLDCREST REAL ESTATE SALES Co., Ltd. President & CEO of JUHAN SERVICE Co., Ltd. President & CEO of HAMAMATSUCHO HOTEL MANAGEMENT Co., Ltd.	50,000
3	Masao Tsumura (May 17, 1954)	April 1985 Registered as an attorney at law and joined Tokyo Bar Association Joined Kyuzaburo Hino Law Office September 1994 Established Tsumura Law Office (current position) June 2012 Director of the Company (current position) [Significant concurrent positions] Director of Tsumura Law Office	100
4	Ryukichi Tanaka (March 13, 1950)	April 1974 Joined TAKENAKA CORPORATION March 2010 Managing Officer and General Manager of Design Division March 2012 Executive Managing Officer March 2015 Senior Executive Managing Officer March 2018 Adviser June 2022 Director of the Company (current position)	0

(Notes)

- There are no special interests between each of the above candidates and the Company.
- Mr. Hidetoshi Yasukawa falls under the category of “Parent Company, etc.” of the Company. He is concurrently serving as Director of MYU ASSET Corporation from March 2003 and Representative Director of MYU ASSET Co., Ltd. from November 2014 due to an organizational change.
- Mr. Masao Tsumura and Mr. Ryukichi Tanaka are candidates for Outside Director.
- The reasons for nomination as candidates for Outside Director and their expected roles are as follows:
Mr. Masao Tsumura has never been involved in corporate management other than as an Outside Director, however he has deep insight into corporate legal affairs and management practice which has been acquired in his many years of legal practice as an attorney at law, and he can be expected to supervise management from an independent and objective perspective for ensuring and improving the appropriateness of the Company’s business operations.
The term of office of Mr. Masao Tsumura as Outside Director of the Company will be twelve years at the conclusion of this General Meeting of Shareholders.
Mr. Ryukichi Tanaka has expertise in design and managerial experience in other company, and he can be expected to give advice on the overall management of the Company.
The term of office of Mr. Ryukichi Tanaka as Outside Director of the Company will be two years at the conclusion of this General Meeting of Shareholders.
- The Company has entered into an agreement with Mr. Masao Tsumura and Mr. Ryukichi Tanaka to limit their liability pursuant to Article 423, Paragraph 1 of the Companies Act, under which the said liability shall be limited to the minimum amount stipulated by Article 425, Paragraph 1 of the Companies Act, provided that they performed their duties in good faith and without gross negligence. In the event that they are reelected, the Company plans to continue the said liability limitation agreement with them.
- The Company has submitted notification forms to the Tokyo Stock Exchange to register Mr. Masao Tsumura and Mr. Ryukichi Tanaka as Independent Directors as stipulated by the Exchange.

[Skill Matrix of Directors and Audit & Supervisory Board Members]

Appointment	Name	Position at the Company	Outside/Independent	Expertise and experience						
				Corporate management	Real estate	Design	Sales and marketing	Accounting and finance	Legal, compliance, and risk management	Personnel and labor affairs
Director	Hidetoshi Yasukawa	President & CEO		○	○	○	○	○	○	○
	Masaki Ito	Managing Director		○	○			○	○	○
	Masao Tsumura	Director	Outside Independent						○	○
	Ryukichi Tanaka	Director	Outside Independent	○		○			○	
Audit & Supervisory Board Member	Hayuru Tsuda	Full-time Audit & Supervisory Board Member		○	○			○	○	○
	Jun Ozeki	Audit & Supervisory Board Member	Outside Independent					○	○	
	Hiroshi Oshikiri	Audit & Supervisory Board Member	Outside Independent						○	○

Proposal 3: Election of One Substitute Audit & Supervisory Board Member

In order to prepare for cases where the number of Audit & Supervisory Board Members falls below the number stipulated by laws and regulations, the prior election of one Substitute Audit & Supervisory Board Member is proposed.

The candidate for Substitute Audit & Supervisory Board Member is as follows.

The Audit & Supervisory Board has previously given its approval to the submission of this proposal.

Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Company held
Mitsuru Takayasu (March 13, 1957)	April 1975 Joined Tokyo Regional Taxation Bureau July 2008 Deputy District Director of Kisarazu Tax Office July 2016 District Director of Mobara Tax Office September 2017 Opened the business as a certified public tax accountant (current position)	0

(Notes)

1. There are no special interests between the above candidate and the Company.
2. The above candidate is a candidate for Substitute Outside Audit & Supervisory Board Member.
3. Matters regarding the candidate for Substitute Outside Audit & Supervisory Board Member are as follows.
 - (1) Reasons for nomination
His professional knowledge and experience cultivated as a certified public tax accountant will allow him to audit the Company from an objective perspective. Although Mr. Mitsuru Takayasu has never been involved in corporate management, for the reason mentioned, the Company has judged that he will be able to appropriately perform the duties of Outside Audit & Supervisory Board Member.
 - (2) Liability limitation agreement
In the event that Mr. Mitsuru Takayasu assumes office of Outside Audit & Supervisory Board Member, the Company plans to enter into an agreement with him to limit his liability pursuant to Article 423, Paragraph 1 of the Companies Act, under which the said liability shall be limited to the minimum amount stipulated by Article 425, Paragraph 1 of the Companies Act, provided that he performed his duties in good faith and without gross negligence.
4. Mr. Mitsuru Takayasu satisfies the criteria for Independent Auditors set forth by the Tokyo Stock Exchange.

Proposal 4: Revision in the Amount of Remuneration, etc. to Directors

Based on the resolution adopted at the Annual General Meeting of Shareholders held on June 21, 2000, the amount of remuneration, etc. to Directors of the Company shall be up to 300 million yen per year (not including the employee salary portion paid to Directors who concurrently serve as employees). As 24 years have passed since the previous resolution, and taking into consideration economic circumstances thereafter, etc., the revision is proposed in the amount of remuneration, etc., including bonuses, to Directors. The revised amount shall be up to 400 million yen per year (of which, 50 million yen per year shall be remuneration to Outside Directors; not including the employee salary portion paid to Directors who concurrently serve as employees).

This proposal has been determined after the deliberation by the Board of Directors, upon comprehensively taking into account the Company's business scale, its officer remuneration scheme and the level of payment, as well as the current number of officers and future trends going forward. The proposal is therefore deemed appropriate.

The Company currently has four Directors (including two Outside Directors). If Proposal 2 is approved and adopted as originally proposed, the Company will continue to have four Directors (including two Outside Directors).

If this proposal is approved and adopted, the basic policy for the determination of remuneration, etc. to Directors will be revised pursuant to resolution of the Board of Directors, to be made consistent with the contents of this proposal.