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Securities Code 8871  
June 1, 2021

To Shareholders with Voting Rights:

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

## NOTICE OF THE 30th 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 30th Annual General Meeting of Shareholders of GOLDCREST Co., Ltd. (the “Company”) will be held for the purposes as described below.

**In order to avoid the risk of infection of the novel coronavirus disease (COVID-19) at this General Meeting of Shareholders, shareholders are kindly advised to refrain from attending the meeting in person on the day of the meeting, and the Company strongly requests that you exercise your voting rights in writing.** 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 Wednesday, June 16, 2021, Japan time.

- 1. Date and Time:** Thursday, June 17, 2021 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 30th Fiscal Year (April 1, 2020 - March 31, 2021) 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 30th Fiscal Year (April 1, 2020 - March 31, 2021)
  - Proposals to be resolved:**
    - Proposal 1:** Election of Four Directors
    - Proposal 2:** Election of Three Audit & Supervisory Board Members
    - Proposal 3:** Election of One Substitute Audit & Supervisory Board Member
    - Proposal 4:** Payment of Retirement Benefits to a Retiring Director and Retiring Audit & Supervisory Board Members

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

In the event of non-uniform exercise of voting rights, please notify the Company in writing to this effect, together with the reason therefor at least three days prior to the date of the meeting.

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(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.

(Important notes)

From the perspective of preventing the spread of COVID-19, this General Meeting of Shareholders will be operated as described below. We appreciate your understanding and cooperation in regard to this matter.

(1) Venue entry

- We will provide alcohol-based disinfectant and measure body temperatures at the entrance of the venue.
  - \* Shareholders who have a fever, appear to be unwell, or have returned from abroad within the past 14 days will not be admitted to the venue.
- We request that all shareholders wear a mask.

(2) Shorter meeting length

- Detailed reports on the matters to be reported (including audit reports) and detailed explanations of the proposals will not be provided.
  - \* Shareholders are kindly asked to look through the convocation notice in advance.

Should the Reference Documents for the General Meeting of Shareholders and the Appendix require revisions, the revised versions will be posted on the Company's website.

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/>

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: 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 (current position) [Significant concurrent positions] Representative Director of GOLDCREST REAL ESTATE SALES Co., Ltd. Representative Director of JUHAN SERVICE Co., Ltd. Representative Director 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	* Hideaki Miyazawa (June 8, 1979)	April 2004 Joined the Company April 2017 Deputy General Manager of Design and Supervision Department June 2019 Deputy General Manager of Second Planning and Development Department and Design and Supervision Department January 2020 General Manager of Sales Department (current position)	100

#### (Notes)

- \* indicates new candidates for Director.
- 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. Hideaki Miyazawa is concurrently serving as Representative Director of SD Support Corporation from February 2016.
- Mr. Masao Tsumura is a candidate for Outside Director.
- The Company nominated Mr. Masao Tsumura as a candidate for Outside Director because 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 nine years at the conclusion of this General Meeting of Shareholders.
- The Company has entered into an agreement with Mr. Masao Tsumura 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. In the event that he is reelected, the Company plans to continue the said liability limitation agreement with him.

8. The Company has submitted a notification form to the Tokyo Stock Exchange to register Mr. Masao Tsumura as an Independent Director as stipulated by the Exchange.

**Proposal 2: Election of Three Audit & Supervisory Board Members**

The terms of office of all three Audit & Supervisory Board Members will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of three Audit & Supervisory Board Members is proposed.

The candidates for Audit & Supervisory Board Member are as follows.

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

No.	Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Company held
1	* Hayuru Tsuda (March 23, 1951)	April 1973    Joined PENTA-OCEAN CONSTRUCTION CO., LTD. June 2000    Member of the Board April 2002    Managing Director May 2006    Representative Director and Senior Managing Executive Officer October 2010    Representative Director, Executive Vice President and Executive Officer April 2016    Adviser April 2017    Joined the Company as Adviser June 2017    Director (current position)	0
2	* Jun Ozeki (April 3, 1956)	April 1979    Joined Tokyo Regional Taxation Bureau January 1984    Joined Asahi & Co. (currently KPMG AZSA LLC) May 2004    Representative Partner July 2016    Head of Ozeki Certified Public Accountant Office (current position) June 2017    Outside Director (Audit and Supervisory Committee Member) of Techno Medica Co., Ltd. (current position) March 2020    Outside Director (Audit and Supervisory Committee Member) of UMC Electronics Co., Ltd. (current position) April 2021    Representative Partner of Chiyoda Tax Accountants Corporation (current position) [Significant concurrent positions] Head of Ozeki Certified Public Accountant Office Representative Partner of Chiyoda Tax Accountants Corporation Outside Director (Audit and Supervisory Committee Member) of Techno Medica Co., Ltd. Outside Director (Audit and Supervisory Committee Member) of UMC Electronics Co., Ltd.	0
3	* Hiroshi Oshikiri (July 21, 1955)	April 1978    Joined Metropolitan Police Department February 2013    Deputy Chief of Omori Police Station March 2014    Chief of Metropolitan Police Department Resident Safety Consultation Center September 2015    Assistant Commissioner Retired from Metropolitan Police Department October 2015    Joined JAPAN SECURITIES FINANCE CO., LTD.	0

(Notes)

- \* indicates new candidates for Audit & Supervisory Board Member.
- There are no special interests between each of the above candidates and the Company.
- Mr. Jun Ozeki and Mr. Hiroshi Oshikiri are candidates for Outside Audit & Supervisory Board Members.
- The reasons for nomination as candidates for Outside Audit & Supervisory Board Member are as follows.  
Mr. Jun Ozeki's professional knowledge and experience cultivated as a certified public accountant and Mr. Hiroshi Oshikiri's knowledge and experience in the field of compliance cultivated while serving at the Metropolitan Police Department will allow them to audit the Company from an objective perspective. For these reasons, the Company judged that both of these candidates will be able to appropriately perform their duties as Outside Audit & Supervisory Board Members.
- If Mr. Jun Ozeki and Mr. Hiroshi Oshikiri are elected, the Company plans to enter into agreements with them 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.
- The Company has submitted notification forms to the Tokyo Stock Exchange to register Mr. Jun Ozeki and Mr. Hiroshi Oshikiri as Independent Auditors as stipulated by the Exchange.

**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 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. For this reason, the Company has judged that Mr. Mitsuru Takayasu 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:** Payment of Retirement Benefits to a Retiring Director and Retiring Audit & Supervisory Board Members

Mr. Hayuru Tsuda will retire from his position as Director, and Mr. Satoshi Onodera, Mr. Kenichi Onishi, and Mr. Taro Sato will retire from their positions as Audit & Supervisory Board Members at the conclusion of this General Meeting of Shareholders. In order to reward their service during their term of office, the Company proposes to pay retirement benefits within the range of a reasonable amount in accordance with the standards stipulated by the Company. The Company requests that the specific amount, timing and methods of payment, etc. for the retiring Director and retiring Audit & Supervisory Board Members be left to the deliberation by the Board of Directors and Audit & Supervisory Board Members, respectively.

All of the above persons have committed to improve the performance and corporate value of the Company as Director or Audit & Supervisory Board Member. The amount to be paid will be determined in view of their position and the final monthly remuneration as well as the length of tenure, services rendered, etc. Therefore, the Company believes that the details of the payment will be reasonable.

The past experience of the retiring Director is as follows:

Name	Past experience
Hayuru Tsuda	June 2017 Director of the Company (current position)

The past experience of the retiring Audit & Supervisory Board Members is as follows:

Name	Past experience
Satoshi Onodera	November 2012 Audit & Supervisory Board Member of the Company (current position)
Kenichi Onishi	June 2006 Audit & Supervisory Board Member of the Company (current position)
Taro Sato	June 2013 Audit & Supervisory Board Member of the Company (current position)