



January 29, 2026

To All

Company name	Goodcom Asset Co., Ltd.
Name of representative	Yoshikazu Nagashima, President and CEO (Code: 3475 TSE Prime and FSE)
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Notice of Disposal of Treasury Stock as Restricted Stock Awards

Good Com Asset Co., Ltd. has resolved to dispose of treasury stock (the "Disposal of Treasury Stock") at the Board of Directors meeting held today. The following is an announcement.

1. Outline of the disposal of treasury stock

(1) Disposition date	February 25, 2026
(2) Type and number of shares to be disposed of	Our common stock 51,699 shares
(3) Disposal price	1,286 yen per share
(4) Total amount disposed	66,484,914 Yen
(5) The allottees and the number thereof Number of shares to be disposed	7 Directors of the Company 45,488 shares Our three corporate auditors 1,223 shares One director of our subsidiary 1,555 shares Our 4 employees 3,433 shares

2. Purpose and reason of the disposition

At the meeting of the Board of Directors held on December 9, 2021, we resolved to introduce a restricted stock compensation plan (the "Plan") as a new compensation plan for eligible directors, etc. with the aim of providing incentives for directors other than our outside directors (hereinafter referred to as "eligible directors") and directors of our subsidiaries (hereinafter referred to as "eligible directors, etc." collectively) to achieve sustained increases in our corporate value and to promote greater value sharing with our shareholders. At the 16th Annual General Meeting of Shareholders held on January 27, 2022, it was approved to provide directors with monetary compensation claims of up to 60 million yen per year under this system, as monetary remuneration for the acquisition of restricted stock. This includes the issuance or disposal of ordinary shares of the company within 50,000 shares per year (the company conducted a stock split at a ratio of 2 shares for 1 ordinary share as of November 1, 2022, which is now 100,000 shares), and setting a transfer restriction period for restricted stock of 40 years.

At a meeting of the Board of Directors held on December 24, 2024, the Board of Directors resolved

to introduce the System to provide incentives for our outside directors and corporate auditors (hereinafter referred to as "eligible officers") to continuously increase our corporate value and to promote greater value sharing with our shareholders. At the 19th Ordinary General Meeting of Shareholders held on January 30, 2025, in accordance with the Plan, the Company received approval for monetary remuneration to make the restricted stock acquisition a capital contribution asset, including an annual amount of up to ¥20 million for Outside Directors and up to ¥10 million for Audit & Supervisory Board Members, an annual amount of up to 20000 shares for Outside Directors, issuance or disposal of the Company's common stock up to within 10000 shares per year for Audit & Supervisory Board Members, and the period of restricted stock until the date of retirement or retirement of the Company's Directors, Audit & Supervisory Board Members and other positions stipulated by the Board of Directors.

In addition, the Plan has been applied to employees of our Group in order to share the same purpose as above.

The outline of this system is as follows.

[Overview of the System]

Eligible Directors and Officers (hereinafter referred to as the "Eligible officers, etc.") shall pay all monetary compensation receivables from us under this Plan as property of contribution in kind and shall be issued or disposed of with respect to our common shares.

Furthermore, under this system, the total amount of monetary compensation claims that the company will issue to the targeted directors will be within 60 million yen annually, 20 million yen annually for external directors, and 10 million yen annually for auditors. The total number of common shares of the company to be issued or disposed of will be up to 50,000 shares annually for the targeted directors (the company conducted a stock split at a rate of 2 shares for each common share on November 1, 2022, which currently stands at 100,000 shares), up to 20,000 shares annually for external directors, and up to 10,000 shares annually for auditors. However, if a stock split (including stock grant without charge) or stock consolidation is conducted, or in any case where it is necessary to adjust the total number of restricted transferable shares to be allotted in line with these occasions, the total number of such restricted shares will be reasonably adjusted. The paid-in amount per share shall be determined by the Board of Directors and the Audit & Supervisory Board Members shall be determined by the Board of Directors and the Audit & Supervisory Board Members at the meetings of the Board of Directors to the extent that the paid-in amount per share is not particularly favorable to the officers subject to the assumption of restricted stock based on the closing price of our common stock on the Tokyo Stock Exchange on the business day prior to the date of resolution of each Board of Directors (the closing price on the latest trading day if the trading is not completed on the same day).

This time, after consulting with the Nomination and Remuneration Committee, we have decided, considering the purpose of this system, the business conditions of our company, and the responsibilities of each concerned director and outside director, to grant a total monetary remuneration claim of 62,070,076 yen and 48,266 common shares at the Board of Directors meeting and for the auditors at the Audit & Supervisory Board meeting.

In the event of the disposition of treasury stock, 11 target officers and others who are to be allotted to the Company shall pay all of the Monetary Compensation Claims to us as property of contribution in kind and receive disposition of our common shares (hereinafter referred to as the "Allotted Shares") pursuant to the Plan. The outline of the Agreement on the Allotment of Shares with Restriction on Transfer (hereinafter referred to as the "Allotment Agreement") concluded between the Company and the Subject Directors, etc. in connection with the Treasury Share Disposition is as follows 3.

3. Summary of the Allotment Agreement

(1) Restriction Period on Transfer

eligible directors, etc.: February 25, 2026 to February 24, 2066

Eligible officers, etc.: The date until retirement or retirement of our directors, corporate auditors and other positions determined by our Board of Directors

(2) Treatment at the time of resignation, etc.

If the concerned director retires from the position of director, and the concerned officer retires from the position of director, auditor, or any other position defined by our board of directors, the company will automatically acquire the allocated shares free of charge, except in cases where the retirement is due to the expiration of the term, death, or other reasons deemed valid by the board of directors.

In addition, we will naturally acquire, without charge, the Allotment Shares for which the restrictions have not been lifted at the time immediately after the restrictions are lifted.

(3) Cancellation of Restriction on Transfer

The transfer restrictions on all the allocated shares will be lifted at the expiration of the transfer restriction period, provided that the applicable directors or officers have continuously held a position as a director of the company or its subsidiaries, or other positions defined by the company's board of directors, during the transfer restriction period. Additionally, this is contingent on the applicable officers having continuously held the position of director or auditor of the company during the period from the commencement date of the transfer restriction period until the day of the first ordinary general meeting of shareholders of the company. However, if the relevant officer resigns or retires from the position specified above before the expiration of the transfer restriction period due to the expiration of the term, death, or other reasons deemed legitimate by our Board of Directors, the number of shares subject to the release of transfer restrictions shall be the number of allotted shares held at the time of such resignation or retirement multiplied by the number obtained by dividing the number of months from the month including the payment date to the month including the resignation or retirement day of the relevant director by 12 (if this number exceeds 1, it shall be 1), rounded down to the nearest whole share if fractional shares less than one arise from the calculation. (However, the timing of cancellation shall be on or after February 1, 2027.)

(4) Management of shares

The Allotment Shares are managed by a dedicated account opened by the relevant executive officer, etc. at Nomura Securities Co., Ltd. during the period of the transfer restriction so that the transfer, establishment of security interest, or other disposition may not be made during the period

of the transfer restriction. We have entered into an agreement with Nomura Securities Co., Ltd. in connection with the management of the account of the Allotment Shares held by each target officer, etc. in order to ensure the effectiveness of the transfer restrictions, etc. related to the Allotment Shares. In addition, the Subject Officers shall agree on the details of the management of such account.

(5) Treatment in organizational restructuring, etc.

If, during the Restriction Period on Transfer, any matter relating to the merger agreement in which we become an extinguished company, the share exchange agreement or the share transfer plan in which we become a wholly owned subsidiary, or any other organizational restructuring, etc. is approved at our shareholders meeting (provided, however, that in the event that the approval of our shareholders meeting is not required for such organizational restructuring, etc., the Board of Directors of the Company), the restriction on transfer shall be terminated prior to the effective date of such organizational restructuring with respect to the number of allotted shares reasonably specified based on the period from the commencement date of the restriction period to the approval date of such organizational restructuring, etc., by a resolution of the Board of Directors. (However, the timing of the cancellation shall be on or after February 1, 2027) and immediately after the lifting of this transfer restriction, we will naturally acquire the Allotment Shares without the cancellation of the transfer restriction, without charge.

4. Basis for calculating the amount to be paid and the specific contents thereof

This treasury stock disposal involves monetary compensation receivables as invested assets. The disposal value is set at 1,286 yen, the closing price of our common stock on the Tokyo Stock Exchange Prime Market on January 28, 2026 (the business day prior to the resolution date of the Board of Directors) in order to eliminate arbitrary considerations. This is considered to be the market stock price just before the date of the board resolution and is deemed to be reasonable but not particularly advantageous.

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

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