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Securities Code: 3395

June 7, 2023

(Start date of electronic provision measures: June 1, 2023)

To our shareholders:

Yuki Fujikawa
Representative Director and President
Saint Marc Holdings Co., Ltd.
173-104, Hirata, Kita-ku, Okayama-shi

Notice of the 32nd Annual General Meeting of Shareholders

We are pleased to announce the 32nd Annual General Meeting of Shareholders of Saint Marc Holdings Co., Ltd. (the “Company”) will be held as set forth below.

When convening this General Meeting of Shareholders, the Company has taken measures for electronically providing information contained in the reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format. Please access either of the websites below to view the information.

[The Company’s website]

<https://www.saint-marc-hd.com/hd/ir/> (in Japanese)

[Website for posted informational materials for the general meeting of shareholders]

<https://d.sokai.jp/3395/teiji/> (in Japanese)

[TSE website (Listed Company Search)]

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the TSE website by using the internet address shown above, enter “Saint Marc Holdings” in “Issue name (company name)” or the Company’s securities code “3395” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

If you are unable to attend the meeting in person, you may exercise your voting rights via the internet or in writing (by mail). Please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by Thursday, June 22, 2023, at 6:00 p.m. (JST).

- 1. Date and Time:** Friday, June 23, 2023, at 10:00 a.m. (JST)
- 2. Venue:** Cristal Room, 3rd floor, Hotel Granvia Okayama
1-5, Ekimoto-machi, Kita-ku, Okayama-shi
(Please note that the meeting will be held in the same hotel as that in the previous year but in a different venue.)

3. Purpose of the Meeting

Matters to be reported

1. Report on the Business Report and the Consolidated Financial Statements and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board for the 32nd fiscal year (from April 1, 2022 to March 31, 2023)
2. Report on the Non-consolidated Financial Statements for the 32nd fiscal year (from April 1, 2022 to March 31, 2023)

Matters to be resolved

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Two Directors

If you are attending the meeting in person, please hand in the voting form at the reception desk.

If any revisions are made to the matters for which measures for providing information in electronic format are to be taken, a notice of the revisions and the details of the matters before and after the revisions will be posted on the aforementioned websites on the internet.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Year-end dividend

The Company has given consideration to matters including the business performance of the fiscal year and future business development, and it proposes to pay a year-end dividend for the 32nd fiscal year as follows:

- (1) Type of dividend property
To be paid in cash.
- (2) Matters concerning the allotment of dividend property and the aggregate amount
The Company proposes to pay a dividend of ¥22 per common share of the Company.
In this event, the total dividend amount will be ¥452,168,420. Accordingly, the annual dividend per share will be ¥44 including the interim dividend of ¥22 per share distributed in December 2022.
- (3) Effective date of dividend of surplus
The effective date of the dividend will be June 26, 2023.

Proposal No. 2: Election of Two Directors

The Company has decided to add two outside Directors to further strengthen the management structure, and therefore, proposes the election of two outside Directors.

The terms of office of Directors who are elected in this meeting shall expire at the expiration of the terms of office of other current Directors in accordance with the provisions of the Articles of Incorporation of the Company.

The candidates for Director are as follows:

Candidate No.	Name	Position and responsibility in the Company	
1	Mayuko Hara	-	New election Outside Independent
2	Rei Oh	-	New election Outside Independent

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Mayuko Hara (June 3, 1965) New election Outside Independent	<p>Apr. 1989 Joined Häagen-Dazs Japan, Incorporated Assigned to Store Development Department</p> <p>Oct. 2002 Joined ChuoAoyama Audit Corporation (currently, MISUZU Audit Corporation)</p> <p>Jan. 2007 Registered as a certified public accountant (current position)</p> <p>Aug. 2007 Joined Deloitte Touche Tohmatsu (currently, Deloitte Touche Tohmatsu LLC)</p> <p>Apr. 2012 Joined the government of the City of Osaka Assigned to Audit Department, Secretariat to Administrative Commissions</p> <p>Apr. 2017 Representative of Hara CPA Office (current position)</p> <p>June 2019 Audit & Supervisory Board Member of PALTAC CORPORATION (current position)</p> <p>Sep. 2022 Director of &Do Holdings Co., Ltd. (current position)</p>	–
<p>Reasons for the election and outline of the role expected</p> <p>She has extensive knowledge and wealth of accounting experience as a certified public accountant. She has never in the past been involved in the management of a company except as an outside officer. However, we expect that she will reflect the broad knowledge and experience of working for a food service company running many branches mentioned above in the management of the Company to give us proper advice and supervision, and we have judged that she is also appropriate from the perspective of promoting diversity. Accordingly, the Company proposes her election as an outside Director. We expect she will contribute to strengthening the management structure and be involved in construction of a highly transparent governance structure to secure enhancement of the mid-and long-term enterprise value from an independent, objective, and neutral position.</p>			
2	Rei Oh (December 30, 1992) New election Outside Independent	<p>Apr. 2015 Joined A.T. Kearney</p> <p>Mar. 2017 Joined Recruit Holdings Co., Ltd.</p> <p>Apr. 2019 Joined STRIPE DEPARTMENT CO., LTD.</p> <p>Aug. 2019 Joined STRIPE INTERNATIONAL INC.</p> <p>June 2020 Joined Adastria Co., Ltd.</p> <p>Apr. 2022 Joined Fanfare Inc.</p> <p>June 2022 COO (current position)</p>	–
<p>Reasons for the election and outline of the role expected</p> <p>She has extensive knowledge and wealth of experience in BtoC business. She has also served as COO of Fanfare Inc. since June 2022, and has both knowledge and experience in corporate management. We expect that she will reflect the broad knowledge and wealth of experience mentioned above in the management of the Company to give us proper advice and supervision, and we have judged that she is also appropriate from the perspective of promoting diversity. Accordingly, the Company proposes her election as an outside Director. We expect she will contribute to strengthening the management structure and be involved in construction of a highly transparent governance structure to secure enhancement of the mid-and long-term enterprise value from an independent, objective, and neutral position.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Both of Mayuko Hara and Rei Oh are the candidates for outside Directors.
 3. If both of Mayuko Hara and Rei Oh are elected, we will report them as independent officers.
 4. The Company has concluded a Directors and Officers Liability Insurance contract as stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, and an outline of details of the insurance contract is that the insurance company promises to pay compensation under the said insurance contract for damage arising from the insured bearing liability in relation to the execution of duties or the receipt of a demand pursuing such liability. If both of Mayuko Hara and Rei Oh are elected, they will be newly insured by the insurance. In addition, the insurance contract will be renewed on the same terms at the next renewal.
 5. Mayuko Hara's name on the family register is Mayuko Arima.
 6. Rei Oh's name on the family register is Rei Miki.

(Reference) Skill matrix of Directors and Audit & Supervisory Board Members

The following is the skill matrix of Directors and Audit & Supervisory Board Members in the event that Proposal No. 2 is approved as proposed.

Position in the Company	Name	Outside officer	Independent officer	Corporate management	Marketing & store development	Finance & accounting
Representative Director and President	Yuki Fujikawa			○	○	○
Director	Atsushi Namba			○		○
Director	Takafumi Iida			○	○	
Director	Hirofumi Hitosugi			○	○	
Director	Takahisa Shimotsukasa			○		
Director	Atsuhiko Okamura			○		○
Director	Masafumi Nakagawa	○	○			○
Director	Katsushi Watanabe	○	○			
Director	Shinya Kitagawa	○	○	○	○	
Director	Mayuko Hara	○	○		○	○
Director	Rei Oh	○	○	○	○	
Full-time Audit & Supervisory Board Member	Hisashi Kitajima	○				○
Full-time Audit & Supervisory Board Member	Tsukasa Togashi			○	○	
Audit & Supervisory Board Member	Kazuyoshi Fukuhara	○				○
Audit & Supervisory Board Member	Miki Kimura	○	○			

Position in the Company	Name	IT & DX	Personnel & labor management, and human resource development	Legal & risk management	Sustainability & ESG	Global
Representative Director and President	Yuki Fujikawa	○	○		○	○
Director	Atsushi Namba		○	○	○	
Director	Takafumi Iida				○	
Director	Hirofumi Hitosugi				○	
Director	Takahisa Shimotsukasa	○			○	
Director	Atsuhiko Okamura			○	○	○
Director	Masafumi Nakagawa		○	○	○	
Director	Katsushi Watanabe		○	○	○	
Director	Shinya Kitagawa	○	○		○	○
Director	Mayuko Hara			○	○	
Director	Rei Oh	○	○		○	○
Full-time Audit & Supervisory Board Member	Hisashi Kitajima		○			
Full-time Audit & Supervisory Board Member	Tsukasa Togashi		○			
Audit & Supervisory Board Member	Kazuyoshi Fukuhara			○		
Audit & Supervisory Board Member	Miki Kimura			○		○