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Securities Code: 3395

June 9, 2025

(Start date of electronic provision measures: June 3, 2025)

To our shareholders:

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

## **Notice of the 34th Annual General Meeting of Shareholders**

We are pleased to announce the 34th 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 Tuesday, June 24, 2025, at 6:00 p.m. (JST).

- 1. Date and Time:** Wednesday, June 25, 2025, at 11:00 a.m. (JST)
- 2. Venue:** OKAYAMA MIRAI HALL (AEON MALL Okayama, 5th floor)  
AEON MALL Okayama, 5th floor, 1-2-1, Shimoishii, Kita-ku, Okayama-shi

**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 34th fiscal year (from April 1, 2024 to March 31, 2025)
2. Report on the Non-consolidated Financial Statements for the 34th fiscal year (from April 1, 2024 to March 31, 2025)

**Matters to be resolved**

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Reduction of Capital Reserve

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 34th 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 ¥26 per common share of the Company.  
In this event, the total dividend amount will be ¥568,952,592. Accordingly, the annual dividend per share will be ¥52 including the interim dividend of ¥26 per share distributed in December 2024.
- (3) Effective date of dividend of surplus  
The effective date of the dividend will be June 26, 2025.

### **Proposal No. 2:** Reduction of Capital Reserve

The Company requests your approval for reducing its capital reserves and transferring the entire amount to other capital surplus in accordance with the provisions of Article 448, Paragraph 1 of the Companies Act in order to improve capital efficiency and enable agile implementation of capital policy to adapt to changes in the management environment, etc.

Matters concerning the reduction of capital reserves

- (1) Reduction of capital reserves  
The Company proposes to reduce capital reserves by ¥2,789,506,200 out of ¥17,363,105,540 and transfer the same amount to other capital surplus.
- (2) Effective date of the reduction of capital reserve  
August 1, 2025 (scheduled)

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

The following is the skill matrix of Directors and Audit & Supervisory Board Members.

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

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