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Securities Code: 3395

June 9, 2026

(Start date of electronic provision measures: June 3, 2026)

To our shareholders:

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

Notice of the 35th Annual General Meeting of Shareholders

We are pleased to announce the 35th 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 Wednesday, June 24, 2026, at 6:00 p.m. (JST).

- 1. Date and Time:** Thursday, June 25, 2026, 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 35th fiscal year (from April 1, 2025 to March 31, 2026)
2. Report on the Non-consolidated Financial Statements for the 35th fiscal year (from April 1, 2025 to March 31, 2026)

Matters to be resolved

- Proposal No. 1:** Appropriation of Surplus
Proposal No. 2: Amendment to the Articles of Incorporation
Proposal No. 3: Election of Ten Directors
Proposal No. 4: Election of Three Audit & Supervisory Board Members

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 35th 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 ¥557,377,574. Accordingly, the annual dividend per share will be ¥52 including the interim dividend of ¥26 per share distributed in December 2025.
- (3) Effective date of dividend of surplus
The effective date of the dividend will be June 26, 2026.

Proposal No. 2: Amendment to the Articles of Incorporation

1. Reasons for the proposal

- (1) The term of office of Directors will be changed from two years to one year for the purpose of further clarifying Directors’ management responsibility, establishing a management structure that can respond promptly to changes in the management environment, and increasing opportunities to obtain the confidence of shareholders.
- (2) Based on the actual state of the Company’s business, whereby, as a business holding company, the Company conducts management administration, etc. of subsidiaries that operate businesses such as restaurants and cafes, including franchise chain systems, the descriptions in the Articles of Incorporation will be clarified and simplified.

2. Contents of amendments

The contents of amendments are as follows:

(The underline shows the amended part.)

Current Articles of Incorporation	Proposed amendment
<p>(Purpose) Article 2</p> <p>1. The purpose of the Company shall be to control and manage the business activities of companies that conduct the following businesses and foreign companies that conduct businesses equivalent thereto by owning the shares of such companies.</p> <ul style="list-style-type: none"> (1) Operation of restaurants and food sales stores (2) Operation of restaurants and food sales stores through a franchise chain system (3) Research and development operations for franchise chain systems for restaurants and food sales stores (4) Recruitment of franchise chain store members for restaurants and food sales stores and guidance operations for franchisees (5) Manufacture and sale of food products (Newly established) (Newly established) (6) Sale of paintings and other arts and crafts (7) Planning, development, introduction, maintenance and inspection of computer systems (8) Consulting business related to computer systems and management (9) Consulting business related to the planning, development and introduction of computer software (10) Provision of technical information, sale, maintenance and inspection of computer software (11) Guidance on operation and use of computer software (12) Sale, maintenance and inspection of computers and office equipment (13) Production and sale of educational books (14) Leasing, brokerage and management of real estate (15) Leasing and management of movable property (16) Mail order sales business (17) Worker dispatch business (18) Education business and training operations for human resource development (19) All operations incidental or related to each of the preceding items <p>2. The purpose of the Company, in addition to the <u>purposes</u> set forth in the preceding paragraph, shall be to conduct the following businesses.</p>	<p>(Purpose) Article 2</p> <p>1. The purpose of the Company shall be to control and manage the business activities of companies that conduct the following businesses and foreign companies that conduct businesses equivalent thereto by owning the shares of such companies.</p> <ul style="list-style-type: none"> (1) Operation of restaurants and food sales stores (2) Operation of restaurants and food sales stores through a franchise chain system (3) Research and development operations for franchise chain systems for restaurants and food sales stores (4) Recruitment of franchise chain store members for restaurants and food sales stores and guidance operations for franchisees (5) Manufacture and sale of food products (6) <u>Production, processing and sale of agricultural products</u> (7) <u>Acceptance of entrustment, contracting, and entrustment of agricultural work</u> (8) Sale of paintings and other arts and crafts (9) Planning, development, introduction, maintenance and inspection of computer systems (10) Consulting business related to computer systems and management (11) Consulting business related to the planning, development and introduction of computer software (12) Provision of technical information, sale, maintenance and inspection of computer software (13) Guidance on operation and use of computer software (14) Sale, maintenance and inspection of computers and office equipment (15) Production and sale of educational books (16) Leasing, brokerage and management of real estate (17) Leasing and management of movable property (18) Mail order sales business (19) Worker dispatch business (20) Education business and training operations for human resource development (21) All businesses incidental or related to each of the preceding items <p>2. The purpose of the Company, in addition to the <u>businesses</u> set forth in the preceding paragraph, shall be to conduct the following businesses.</p>

Current Articles of Incorporation	Proposed amendment
<u>(1) Operation of restaurants and food sales stores</u>	(Deleted)
<u>(2) Operation of restaurants and food sales stores through a franchise chain system</u>	(Deleted)
<u>(3) Research and development operations for franchise chain systems for restaurants and food sales stores</u>	(Deleted)
<u>(4) Recruitment of franchise chain store members for restaurants and food sales stores and guidance operations for franchisees</u>	(Deleted)
<u>(5) Manufacture and sale of food products</u>	(Deleted)
<u>(6) Production, processing and sale of agricultural products</u>	(Deleted)
<u>(7) Sale of paintings and other arts and crafts</u>	(Deleted)
<u>(8) Planning, development, introduction, maintenance and inspection of computer systems</u>	(Deleted)
<u>(9) Consulting business related to computer systems and management</u>	(Deleted)
<u>(10) Consulting business related to the planning, development and introduction of computer software</u>	(Deleted)
<u>(11) Provision of technical information, sale, maintenance and inspection of computer software</u>	(Deleted)
<u>(12) Guidance on operation and use of computer software</u>	(Deleted)
<u>(13) Sale, maintenance and inspection of computers and office equipment</u>	(Deleted)
<u>(14) Production and sale of educational books</u>	(Deleted)
<u>(15) Leasing, brokerage and management of real estate</u>	(Deleted)
<u>(16) Leasing and management of movable property</u>	(Deleted)
<u>(17) Mail order sales business</u>	(Deleted)
<u>(18) Worker dispatch business</u>	(Deleted)
<u>(19) Education business and training operations for human resource development</u>	(Deleted)
<u>(20) Planning and formulation of menus for restaurants and products of food sales stores</u>	<u>(1) Planning and formulation of menus for restaurants and products of food sales stores</u>
<u>(21) Planning and formulation of business formats of restaurants and food sales stores</u>	<u>(2) Planning and formulation of business formats of restaurants and food sales stores</u>
<u>(22) Entrusted operation management services for restaurants and food sales stores</u>	<u>(3) Entrusted operation management services for restaurants and food sales stores</u>
<u>(23) Investigation and research concerning store locations and store structures</u>	<u>(4) Investigation and research concerning store locations and store structures</u>
<u>(24) Contracting for research and planning of sales promotion and advertising activities for restaurants and food sales stores</u>	<u>(5) Contracting for research and planning of sales promotion and advertising activities for restaurants and food sales stores</u>
<u>(25) Entrusted data processing and calculation services such as accounting through computer systems</u>	<u>(6) Entrusted data processing and calculation services such as accounting through computer systems</u>
<u>(26) Research and development of logistics systems and entrusted operation management services</u>	<u>(7) Research and development of logistics systems and entrusted operation management services</u>
<u>(27) Construction consulting services</u>	<u>(8) Construction consulting services</u>
<u>(28) Architectural design and supervision</u>	<u>(9) Architectural design and supervision</u>
<u>(29) Non-life insurance agency business and business related to solicitation of life insurance</u>	<u>(10) Non-life insurance agency business and business related to solicitation of life insurance</u>
<u>(30) Buying and selling, holding and investment management of securities</u>	<u>(11) Buying and selling, holding and investment management of securities</u>
<u>(31) Management guidance for other stock companies whose shares the Company owns</u>	<u>(12) Management guidance for other stock companies whose shares the Company owns</u>
<u>(32) Maintenance and management of trademarks, etc., and licensing of rights to use</u>	<u>(13) Maintenance and management of trademarks, etc., and licensing of rights to use</u>
<u>(33) All businesses incidental or related to each of the preceding items</u>	<u>(14) All businesses incidental or related to each of the preceding items</u>
3. (Omitted)	3. (Omitted)

Current Articles of Incorporation	Proposed amendment
<p>(Term of Office) Article 21</p> <ol style="list-style-type: none"> 1. The term of office of directors shall be until the conclusion of the annual general meeting of shareholders for the last fiscal year ending within <u>two</u> years after their election. 2. <u>The term of office of directors appointed to fill additional or substitute positions shall be until the expiration of the term of office of the incumbent directors.</u> 	<p>(Term of Office) Article 21</p> <ol style="list-style-type: none"> 1. The term of office of directors shall be until the conclusion of the annual general meeting of shareholders for the last fiscal year ending within <u>one</u> year after their election. (Deleted)

Proposal No. 3: Election of Ten Directors

The terms of office of all eleven Directors will expire at the conclusion of this meeting. Therefore, the Company proposes the election of ten Directors (including five outside Directors).

The candidates for Director are as follows:

Candidate No.	Name	Position and responsibility in the Company	
1	Yuki Fujikawa	Representative Director and President	Reelection
2	Atsushi Namba	Director in charge of human resources development and risk compliance	Reelection
3	Takafumi Iida	Director and General Manager of Merchandising Division	Reelection
4	Hirofumi Hitosugi	Director and General Manager of Store Development Division	Reelection
5	Atsuhiko Okamura	Director and General Manager of Administration Division	Reelection
6	Masafumi Nakagawa	Director	Reelection Outside Independent
7	Katsushi Watanabe	Director	Reelection Outside Independent
8	Shinya Kitagawa	Director	Reelection Outside Independent
9	Mayuko Hara	Director	Reelection Outside Independent
10	Rei Oh	Director	Reelection 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	Yuki Fujikawa (December 18, 1988) Reelection	<p>Apr. 2011 Joined Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.</p> <p>Apr. 2019 Joined the Company; Department Manager in charge of IR of Administration Division</p> <p>Dec. 2019 Executive Officer and Deputy Manager of President's Office (currently, Corporate Planning Office)</p> <p>June 2020 Director and General Manager of President's Office (currently, Corporate Planning Office)</p> <p>Jan. 2022 Representative Director and President (current position)</p>	21,959
<p>Reasons for the election</p> <p>As the Representative Director and President of the Company, the Company judges that he is the right person to carry out decision-making on important matters involved in management of the Company and supervision of its business operations properly and appropriately in light of his career and practical experience at a broker-dealer, as well as the abundant expertise and broad insight cultivated by assisting the President as the Director and General Manager of the Corporate Planning Office at the Company. Accordingly, the Company continues to propose his election as a Director.</p>			
2	Atsushi Namba (September 9, 1978) Reelection	<p>Dec. 2007 Joined Deloitte Touche Tohmatsu (currently, Deloitte Touche Tohmatsu LLC)</p> <p>June 2012 Joined the Company</p> <p>Apr. 2013 Manager in charge of public relations & IR of Administration Division</p> <p>Sept. 2013 Registered as a certified public accountant (current position)</p> <p>Apr. 2017 General Manager of Administration Department, Administration Division of the Company</p> <p>Apr. 2018 Executive Officer and General Manager of Administration Department, Administration Division</p> <p>Aug. 2018 Executive Officer and General Manager of Administration Division</p> <p>June 2020 Representative Director and President</p> <p>Jan. 2022 Director in charge of human resources development and risk compliance (current position)</p>	20,559
<p>Reasons for the election</p> <p>He has served as the person in charge of the public relations & IR department of the Company, as well as a director and corporate auditor of the subsidiaries, and as the Representative Director and President of the Company, he has a wealth of experience and a wide range of insights because he has performed decision-making on important matters involved in management of the Company and supervision of its business operations properly and appropriately. Accordingly, the Company continues to propose his election as a Director.</p>			

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
3	Takafumi Iida (June 29, 1967) Reelection	Apr. 1985 Joined SAITA KOUGYOU. CO., LTD. May 2003 Joined MAGNA INC. Apr. 2009 Joined the Company Apr. 2012 General Manager of Merchandising Department 2 Apr. 2017 Executive Officer and General Manager of Merchandising Department 2 Dec. 2019 Executive Officer and Deputy General Manager of SSC Division (currently, Merchandising Division) June 2020 Director and General Manager of SSC Division (currently, Merchandising Division) (current position)	10,700
		<p>Reasons for the election</p> <p>He has served as the Director and General Manager of the Merchandising Division of the Company, and has experience and extensive insight in store facilities and overall marketing, including kitchen equipment development and maintenance in the whole Group. Accordingly, the Company continues to propose his election as a Director.</p>	
4	Hirofumi Hitosugi (March 11, 1970) Reelection	Apr. 1992 Joined SPACE CO., LTD. Mar. 2015 Joined the Company Apr. 2015 Manager in charge of design of Store Development Division Apr. 2018 Department Manager in charge of design of Store Development Division Dec. 2019 Executive Officer and Deputy General Manager of Store Development Division June 2020 Director and General Manager of Store Development Division (current position)	12,131
		<p>Reasons for the election</p> <p>He has served as the Director and General Manager of the Store Development Division of the Company, and plays an important role in constructing the foundation of our growth because he has experience and extensive insight in development of store locations and store building design for all types of stores in the Group. Accordingly, the Company continues to propose his election as a Director.</p>	
5	Atsuhiro Okamura (November 8, 1976) Reelection	Dec. 2004 Joined KPMG AZSA & Co. (currently, KPMG AZSA LLC) May 2008 Registered as a certified public accountant (current position) Sept. 2013 Joined the Company; Manager in charge of financial affairs of Administration Division Apr. 2017 Department Manager in charge of financial affairs and IR of Administration Division Dec. 2019 Executive Officer and Deputy General Manager of Administration Division June 2020 Director and General Manager of Administration Division (current position)	15,359
		<p>Reasons for the election</p> <p>He has served as Director and General Manager of the Administration Division of the Company and has experience in corporate information disclosure including financial affairs and IR, and abundant expertise as a certified public accountant. Accordingly, the Company judges that he is the right person to play the role of overseeing the Administration Division, and continues to propose his election as a Director.</p>	

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	
6	Masafumi Nakagawa (February 22, 1974) Reelection Outside Independent	Apr. 1996 Apr. 1999 July 2007 June 2009 July 2011 Sept. 2011 June 2014 June 2015 June 2023	Joined Chuo Audit Corporation Registered as a certified public accountant (current position) Joined Kyoto Audit Corporation (currently, PricewaterhouseCoopers Japan LLC) Partner of Kyoto Audit Corporation (currently, PricewaterhouseCoopers Japan LLC) Representative of Nakagawa CPA Office (current position) Registered as a certified public tax accountant (current position) Director of the Company (current position) Audit & Supervisory Board Member of Haruyama Trading Co., Ltd. (currently, Haruyama Holdings Inc.) Director (current position)	6,227
		<p>Reasons for the election and outline of the role expected</p> <p>He has extensive knowledge as a certified public accountant and a wealth of experience in many companies through implementing accounting audits and consulting services. He has never in the past been involved in the management of a company except as an outside officer. However, we judge that he 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 propose his election as an outside Director. Moreover, we expect that he will appropriately deliberate on matters related to appointment and dismissal of Directors and Audit & Supervisory Board Members, and remuneration proposals as chairperson of the Nomination and Compensation Committee, which is a voluntary committee of the Company, together with his involvement in construction of the highly transparent governance structure from an independent, objective, and neutral position. At the conclusion of this meeting, his tenure as outside Director of the Company will have been 12 years.</p>		
7	Katsushi Watanabe (August 29, 1965) Reelection Outside Independent	Apr. 1995 Apr. 1995 Apr. 1998 Apr. 2007 Dec. 2009 Sept. 2012 June 2017	Registered as an attorney at law with the Okayama Bar Association (current position) Joined Kazumori Yamashita Law Office Head of Katsushi Watanabe Law Office (current position) Vice Chairman of Okayama Bar Association Commissioner of Board of Education, Okayama City Superintendent of Schools of Board of Education, Okayama City Director of the Company (current position)	525
		<p>Reasons for the election and outline of the role expected</p> <p>He has extensive knowledge and legal experience as a lawyer. He has never in the past been involved in the management of a company except as an outside officer of the Company. However, we judge that he 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 propose his election as an outside Director. Moreover, we expect that he will appropriately deliberate on matters related to appointment and dismissal of Directors and Audit & Supervisory Board Members, and remuneration proposals as a member of the Nomination and Compensation Committee, which is a voluntary committee of the Company, together with his involvement in construction of the highly transparent governance structure from an independent, objective, and neutral position. At the conclusion of this meeting, his tenure as outside Director of the Company will have been nine years.</p>		

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
8	Shinya Kitagawa (April 15, 1978) Reelection Outside Independent	<p>Apr. 2003 Joined Masayasu Kitagawa Office</p> <p>Oct. 2008 Special Project Leader for Management Planning, President's Office of FAGIANO Okayama Sports Club Co., Ltd.</p> <p>Apr. 2017 Manager of Hometown Promotion (Corporation) Department</p> <p>Feb. 2018 Director and Manager of Hometown Promotion (Corporation) Department</p> <p>Mar. 2018 Director and President</p> <p>Feb. 2019 Representative Director and President</p> <p>June 2022 Director of the Company (current position)</p> <p>Mar. 2024 Representative Director and Chairman of FAGIANO Okayama Sports Club Co., Ltd. (current position)</p>	552
<p>Reasons for the election and outline of the role expected</p> <p>He has served as Representative Director and President of FAGIANO Okayama Sports Club Co., Ltd. since February 2019 and as Representative Director and Chairman since March 2024, and has abundant experience and extensive knowledge as a manager. We judge that he will reflect the abundant experience and knowledge mentioned above in the management of the Company to give us proper advice and supervision, and propose his election as an outside Director. We expect that he will contribute to strengthening the management structure for the enhancement of corporate value in the medium to long term, and that he will appropriately deliberate on matters related to appointment and dismissal of Directors and Audit & Supervisory Board Members, and remuneration proposals as a member of the Nomination and Compensation Committee, which is a voluntary committee of the Company, together with his involvement in construction of the highly transparent governance structure from an independent, objective, and neutral position. At the conclusion of this meeting, his tenure as outside Director of the Company will have been four years.</p>			
9	Mayuko Hara (June 3, 1965) Reelection Outside Independent	<p>Apr. 1989 Joined Häagen-Dazs Japan, Incorporated. Assigned to Store Development Department</p> <p>Oct. 2002 Joined ChuoAoyama Audit Corporation (later renamed, 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</p> <p>Sept. 2022 Director of &Do Holdings Co., Ltd.</p> <p>June 2023 Director of the Company (current position)</p> <p>Apr. 2024 Representative Audit Committee Member of Sakai City (current position)</p>	256
<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 that she will contribute to strengthening the management structure for the enhancement of corporate value in the medium to long term, and that she will appropriately deliberate on matters related to appointment and dismissal of Directors and Audit & Supervisory Board Members, and remuneration proposals as a member of the Nomination and Compensation Committee, which is a voluntary committee of the Company, together with her involvement in construction of the highly transparent governance structure from an independent, objective, and neutral position. At the conclusion of this meeting, her tenure as outside Director of the Company will have been three years.</p>			

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
10	Rei Oh (December 30, 1992) Reelection Outside Independent	Apr. 2015 Joined A.T. Kearney Mar. 2017 Joined Recruit Holdings Co., Ltd. Apr. 2019 Joined STRIPE DEPARTMENT CO., LTD. Aug. 2019 Joined STRIPE INTERNATIONAL INC. June 2020 Joined Adastria Co., Ltd. Apr. 2022 Joined Fanfare Inc. June 2022 COO June 2023 Director of the Company (current position) Mar. 2024 Joined MBS innovation DRIVE inc. (current position) May 2025 Director of Belc CO., LTD. (current position)	157
	<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 also served as COO of Fanfare Inc., and has both knowledge and experience in corporate management. We expect that she will reflect the broad knowledge and a 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 that she will contribute to strengthening the management structure for the enhancement of corporate value in the medium to long term, and that she will appropriately deliberate on matters related to appointment and dismissal of Directors and Audit & Supervisory Board Members, and remuneration proposals as a member of the Nomination and Compensation Committee, which is a voluntary committee of the Company, together with her involvement in construction of the highly transparent governance structure from an independent, objective, and neutral position. At the conclusion of this meeting, her tenure as outside Director of the Company will have been three years.</p>		

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Masafumi Nakagawa, Katsushi Watanabe, Shinya Kitagawa, Mayuko Hara and Rei Oh are candidates for outside Director.
 3. The Company has submitted notification to Tokyo Stock Exchange that Masafumi Nakagawa, Katsushi Watanabe, Shinya Kitagawa, Mayuko Hara and Rei Oh have been designated as independent officers as provided for by the aforementioned exchange. If each of them is 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. Each candidate for Director who will be reelected is already 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.

Proposal No. 4: 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 meeting. Therefore, the Company proposes the election of three Audit & Supervisory Board Members.

The consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidates for the Audit & Supervisory Board Member are as follows:

Candidate No.	Name	Position in the Company	
1	Tsukasa Togashi	Full-time Audit & Supervisory Board Member	Reelection
2	Miki Kimura	Audit & Supervisory Board Member	Reelection Outside Independent
3	Tsunehisa Uehara	—	New election Outside Independent

Candidate No.	Name (Date of birth)	Career summary, position in the Company and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Tsukasa Togashi (October 17, 1956) Reelection	<p>Apr. 1980 Joined The Maruetsu, Inc.</p> <p>Sept. 1981 Joined Shintani Seika K.K.</p> <p>Mar. 1989 Joined the former Saint Marc Co., Ltd.</p> <p>Sept. 1991 Director and General Manager of General Affairs Department</p> <p>Apr. 1996 Director and General Manager of Store Operations Division</p> <p>June 2002 Managing Director and General Manager of Sales Division</p> <p>Apr. 2007 Representative Director and President of Saint Marc Co., Ltd.</p> <p>Apr. 2020 Executive Officer in charge of business companies of the Company</p> <p>June 2020 Director in charge of business companies and General Manager of Business Development Division</p> <p>June 2022 Full-time Audit & Supervisory Board Member of the Company (current position)</p>	41,010
<p>Reasons for the election</p> <p>He has been involved in overall management for many years since the founding of the Group, and is familiar with the in-house situations and has a wealth of experience and extensive insight into overall business management through experience as a Director of the Company and Representative Director and President of a subsidiary of the Company. Accordingly, we judge he will appropriately audit and supervise the management of the Company and propose his election as an Audit & Supervisory Board Member.</p>			
2	Miki Kimura (June 21, 1979) Reelection Outside Independent	<p>Oct. 2004 Registered as an attorney at law with the Osaka Bar Association (current position)</p> <p>Oct. 2004 Joined H. Okada International Law Offices (current position)</p> <p>July 2012 Registered as an attorney at law in New York State (current position)</p> <p>Mar. 2018 Audit & Supervisory Board Member of NICHIRIN CO., LTD.</p> <p>Mar. 2021 Director of NICHIRIN CO., LTD. (current position)</p> <p>June 2022 Audit & Supervisory Board Member of the Company (current position)</p>	276
<p>Reasons for the election</p> <p>She has experience and legal knowledge as a lawyer, and is also familiar with overseas legal affairs. We can expect that she will implement proper auditing and supervision of the management of the Company based on these specialized insights, and judge that she is the right person in the light of our promotion of diversity as well. Accordingly, we propose her election as an outside Audit & Supervisory Board Member. She has never in the past been involved in the management of a company except as an outside officer. However, the Company judges she will appropriately fulfill her duties as an outside Audit & Supervisory Board Member based on the above reasons. At the conclusion of this meeting, her tenure as Audit & Supervisory Board Member of the Company will have been four years.</p>			

Candidate No.	Name (Date of birth)	Career summary, position in the Company and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Tsunehisa Uehara (August 12, 1964) New election Outside Independent	Apr. 1988	Joined The Sanwa Bank, Limited (currently, MUFG Bank, Ltd.)
		Apr. 2001	Seconded to Sanwa Securities Co., Ltd. (currently, Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.)
		June 2015	Executive Officer of Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.
		Dec. 2019	Director and Managing Executive Officer of au Kabucom Securities Co., Ltd. (currently, Mitsubishi UFJ eSmart Securities Co., Ltd.)
		Apr. 2021	Director and Senior Managing Executive Officer
		July 2024	Advisor
		Mar. 2025	Outside Member of the Fund Management Committee of Tokyo University of the Arts (current position)
	<p>Reasons for the election</p> <p>He has held key positions at a major financial institution and has abundant practical experience in management, as well as extensive knowledge of governance and internal control. Accordingly, we expect that he will appropriately audit and supervise the management of the Company, and propose his election as an outside Audit & Supervisory Board Member.</p>		

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Both Miki Kimura and Tsunehisa Uehara are the candidates for outside Audit & Supervisory Board Members.
 3. The Company has submitted notification to Tokyo Stock Exchange that Miki Kimura has been designated as an independent officer as provided for by the aforementioned exchange. If her reelection is approved, we will report her as an independent officer.
 4. The Company plans to report Tsunehisa Uehara as an independent officer in accordance with the provisions of the Tokyo Stock Exchange.
 5. 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. Each candidate for Audit & Supervisory Board Member who will be reelected is already insured by the insurance. The candidate for Audit & Supervisory Board Member who will be newly elected will be insured by the insurance. In addition, the insurance contract will be renewed on the same terms at the next renewal.
 6. Miki Kimura's name on the family register is Miki Harigai.

(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 Proposals No. 3 and No. 4 are approved as proposed.

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	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	Miki Kimura	Female	○	○			
Audit & Supervisory Board Member	Tsunehisa Uehara	Male	○	○	○		○

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	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	Miki Kimura	Female			○		○
Audit & Supervisory Board Member	Tsunehisa Uehara	Male			○		○