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Securities Code: 3395

June 10, 2024

(Start date of electronic provision measures: June 4, 2024)

To our shareholders:

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

Notice of the 33rd Annual General Meeting of Shareholders

We are pleased to announce the 33rd 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 25, 2024, at 6:00 p.m. (JST).

- 1. Date and Time:** Wednesday, June 26, 2024, at 11:00 a.m. (JST)
(The start time has changed. Please avoid any mistake regarding the time.)
- 2. Venue:** OKAYAMA MIRAI HALL (AEON MALL Okayama, 5th floor)
AEON MALL Okayama, 5th floor, 1-2-1, Shimoishii, Kita-ku, Okayama-shi
(Please note that the meeting will be held in a different venue from that in the previous year.)
- 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 33rd fiscal year (from April 1, 2023 to March 31, 2024)
 2. Report on the Non-consolidated Financial Statements for the 33rd fiscal year (from April 1, 2023 to March 31, 2024)
 - Matters to be resolved**
 - Proposal No. 1:** Appropriation of Surplus
 - Proposal No. 2:** Election of Eleven 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 33rd 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 ¥25 per common share of the Company.
In this event, the total dividend amount will be ¥510,779,250. Accordingly, the annual dividend per share will be ¥50 including the interim dividend of ¥25 per share distributed in December 2023.
- (3) Effective date of dividend of surplus
The effective date of the dividend will be June 27, 2024.

Proposal No. 2: Election of Eleven Directors

The terms of office of all eleven Directors will expire at the conclusion of this meeting. Therefore, the Company proposes the election of eleven 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	Takahisa Shimotsukasa	Director and General Manager of Information Systems Division	Reelection
6	Atsuhiko Okamura	Director and General Manager of Administration Division	Reelection
7	Masafumi Nakagawa	Director	Reelection Outside Independent
8	Katsushi Watanabe	Director	Reelection Outside Independent
9	Shinya Kitagawa	Director	Reelection Outside Independent
10	Mayuko Hara	Director	Reelection Outside Independent
11	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	Apr. 2011	Joined Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.	13,185
		Apr. 2019	Joined the Company; Department Manager in charge of IR of Administration Division	
		Dec. 2019	Executive Officer and Deputy Manager of President's Office (currently, Corporate Planning Office)	
		June 2020	Director and General Manager of President's Office (currently, Corporate Planning Office)	
		Jan. 2022	Representative Director and President (current position)	
<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	Dec. 2007	Joined Deloitte Touche Tohmatsu (currently, Deloitte Touche Tohmatsu LLC)	16,285
		June 2012	Joined the Company	
		Apr. 2013	Manager in charge of public relations & IR of Administration Division	
		Sept. 2013	Registered as a certified public accountant (current position)	
		Apr. 2017	General Manager of Administration Department, Administration Division of the Company	
		Apr. 2018	Executive Officer and General Manager of Administration Department, Administration Division	
		Aug. 2018	Executive Officer and General Manager of Administration Division	
		June 2020	Representative Director and President	
		Jan. 2022	Director in charge of human resources development and risk compliance (current position)	
<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)	7,400
		<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)	8,579
		<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	Takahisa Shimotsukasa (December 10, 1964) Reelection	Apr. 1989 Joined Japan Exlan Co., Ltd. Sept. 2001 Joined Synform Co., Ltd. Dec. 2011 Joined the Company; Executive Officer and General Manager of Information Systems Department, SSC Division (currently, Merchandising Division) Apr. 2020 Executive Officer and General Manager of Information Systems Division June 2020 Director and General Manager of Information Systems Division (current position)	8,941
		<p>Reasons for the election</p> <p>He has served as the Director and General Manager of the Information Systems Division of the Company and has experience and extensive insight in the area of information systems and information infrastructures of the whole Group. Accordingly, the Company judges that he is the right person as a manager of IT-related departments to oversee the information processing department such as the construction and supervision of our information security operations, 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	Atsuhiko Okamura (November 8, 1976) Reelection	Dec. 2004	Joined KPMG AZSA & Co. (currently, KPMG AZSA LLC)	10,985
		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)			
<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>				
7	Masafumi Nakagawa (February 22, 1974) Reelection Outside Independent	Apr. 1996	Joined Chuo Audit Corporation	5,076
		Apr. 1999	Registered as a certified public accountant (current position)	
July 2007	Joined Kyoto Audit Corporation (currently, PricewaterhouseCoopers Kyoto)			
June 2009	Partner of Kyoto Audit Corporation (currently, PricewaterhouseCoopers Kyoto)			
July 2011	Representative of Nakagawa CPA Office (current position)			
Sept. 2011	Registered as a certified public tax accountant (current position)			
June 2014	Director of the Company (current position)			
June 2015	Audit & Supervisory Board Member of Haruyama Trading Co., Ltd. (currently, Haruyama Holdings Inc.)			
June 2023	Director (current position)			
<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 ten 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	Katsushi Watanabe (August 29, 1965) Reelection Outside Independent	Apr. 1995 Registered as an attorney at law with the Okayama Bar Association (current position)	423
		Apr. 1995 Joined Kazumori Yamashita Law Office Apr. 1998 Head of Katsushi Watanabe Law Office (current position) Apr. 2007 Vice Chairman of Okayama Bar Association Dec. 2009 Commissioner of Board of Education, Okayama City Sept. 2012 Superintendent of Schools of Board of Education, Okayama City June 2017 Director of the Company (current position)	
<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. 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 seven years.</p>			
9	Shinya Kitagawa (April 15, 1978) Reelection Outside Independent	Apr. 2003 Joined Masayasu Kitagawa Office Oct. 2008 Special Project Leader for Management Planning, President's Office of FAGIANO Okayama Sports Club Co., Ltd.	153
		Apr. 2017 Manager of Hometown Promotion (Corporation) Department Feb. 2018 Director and Manager of Hometown Promotion (Corporation) Department Mar. 2018 Director and President Feb. 2019 Representative Director and President June 2022 Director of the Company (current position) Mar. 2024 Representative Director and Chairman of FAGIANO Okayama Sports Club Co., Ltd. (current position)	
<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 Representative Director and Chairman of FAGIANO Okayama Sports Club Co., Ltd. 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 he 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. At the conclusion of this meeting, his tenure as outside Director of the Company will have been two 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	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 (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</p> <p>Sep. 2022 Director of &Do Holdings Co., Ltd. (current position)</p> <p>June 2023 Director of the Company (current position)</p> <p>Apr. 2024 Representative Audit Committee Member of Sakai City (current position)</p>	115
<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. At the conclusion of this meeting, her tenure as outside Director of the Company will have been one year.</p>			
11	Rei Oh (December 30, 1992) Reelection 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</p> <p>June 2023 Director of the Company (current position)</p> <p>Mar. 2024 Joined MBS innovation DRIVE inc. (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 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 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. At the conclusion of this meeting, her tenure as outside Director of the Company will have been one year.</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.

(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	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			○		○