



September 6, 2024

Company: Skylark Holdings Co., Ltd.
Representative: Minoru Kanaya,
President & Chief Operating Officer
(Securities Code: 3197; TSE Prime)
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(Operating hours: 9am to 6pm)

Notice Concerning Acquisition of Shares of Sukesan Co., Ltd. and Making Sukesan Our Subsidiary

Skylark Holdings Co., Ltd. (the “Company”) hereby announces that it has resolved, at a meeting of the Board of Directors held on September 6, 2024, to acquire all shares of Sukesan Co., Ltd. (“Sukesan”) and making it a subsidiary of the Company. The details are described below.

1. Reasons for acquisition of shares of Sukesan Co., Ltd.

Sukesan operates a roadside udon noodle and Japanese cuisine restaurant chain in the Kyushu region, and has established its brand as the soul food of Kitakyushu. With a wide range of udon and Japanese cuisine menus, affordable prices, and quick food service, the restaurant is favored by many customers with a wide range of occasions for use. From last year, Sukesan has started opening new stores in the Kansai region, and in the winter of this year, there is a plan to open a new store in the Kanto region, and Sukesan needs resources to continue to expand its store count.

Skylark, on the other hand, has continued to develop new brands that can be used for brand conversions to eliminate self-cannibalizations among our own stores in local roadside areas, and is in need of a brand that is popular to a wide-range of customers, which has the power to attract guests.

Skylark has decided that, by acquiring Sukesan’s shares, a sizeable synergy will be generated to create a win-win relationship between the two companies by having Sukesan, who aspires to expand its stores nationwide, utilize our existing stores, property development capacities, supply chain, human capital, and funding.

Skylark will conserve the addictive taste and repeatable service which are values of Sukesan, and maintain the company and brand that has long been loved in Kitakyushu. At the same time, we will treasure Sukesan’s current customers and employees and support Sukesan as a group so that Sukesan’s udon menus can be served

in many more regions in the future. By doing so, we will strive to make people of Kitakyushu, the birthplace of Sukesan, be prouder of the brand.

2. Overview of the subsidiary (Sukesan Co., Ltd.)

(1) Name	Sukesan Co., Ltd.		
(2) Location	2-18-50 Kami-Kuzuhara, Kokura Minami-ku, Kitakyushu-shi, Fukuoka		
(3) Job title and name of representative	Takafumi Sato, Representative Director and CEO		
(4) Description of business	Operation of Udon Noodle and Japanese Cuisine Restaurants		
(5) Share capital	JPY 50 Million		
(6) Date of establishment (Date of foundation)	February 28, 2018 (December 10, 1980)		
(7) Major shareholders and ownership ratios	Unison Capital Partners IV, LPS 68.7% Unison Capital Partners IV (F), L.P. 14.4% Nine States IV Investment Limited Partnership 14.2% (and two other minority shareholders who own 10% or less shares (two individual shareholders))		
(8) Relationship between the Company and said company	Capital relationship	N/A	
	Personnel relationship	N/A	
	Business relationship	N/A	
(9) Operating results and financial positions of said company for the last three years			
As of / Fiscal year ended	August 31, 2022	August 31, 2023	August 31, 2024 (Forecasted)
Net assets	2,602	2,404	2,495
Total assets	9,530	9,240	10,882
Net assets per share (Yen)	8.70	8.03	8.43
Net sales	10,522	12,379	15,274
Operating profit	(405)	76	360
Ordinary profit	(481)	(16)	384
Profit attributable to owners of parent	186	(198)	93
EBITDA	398	927	1,406
Earnings per share (Yen)	0.63	(0.66)	(0.31)
Dividend per share (Yen)	—	—	—

Millions of yen, unless otherwise noted.

Forecasted figures for Fiscal Year Ended August 31, 2024 are based on information that was available as of the time of the issuance of this document and on certain assumptions about uncertainties that may have an impact on the future performance. Actual results may differ owing to various factors.

3. Overview of the counterparty to the acquisition of shares

(1)	Name	Unison Capital Partners IV, LPS	
(2)	Location	4-1 Kioi-cho, Chiyoda-ku, Tokyo	
(3)	Basis of establishment, etc.	Act on Limited Liability Partnership Agreement for Investment Business	
(4)	Overview of operating partners	Name	UCGP IV, L.P.
		Location	c/o Intertrust Corporate Services (Cayman) Limited, One Nexus Way, Camana Bay, Grand Cayman, KY1-9006, Cayman Islands
		Job title and name of representative	UCGP IV, Ltd.
(5)	Relationship between the Company and said fund	Relationship between the Company and said fund	N/A
		Relationship between the Company and operating partners	N/A

Purpose of formation, date of formation, total investment amount, investors, investment ratio, and overview of investors, description of business and share capital within overview of operating partners are undisclosed due to request from the counterparty company.

(1)	Name	Unison Capital Partners IV(F), L.P.	
(2)	Location	c/o Intertrust Corporate Services (Cayman) Limited, One Nexus Way, Camana Bay, Grand Cayman, KY1-9005, Cayman Islands	
(3)	Basis of establishment, etc.	A limited partnership under the Cayman Islands Exempted Limited Partnership Law	
(4)	Overview of operating partners	Name	UCGP IV(F), L.P.
		Location	c/o Intertrust Corporate Services (Cayman) Limited, One Nexus Way, Camana Bay, Grand Cayman, KY1-9005, Cayman Islands
		Job title and name of representative	UCGP IV(F), L.P.
(5)	Relationship between the Company and said fund	Relationship between the Company and said fund	N/A
		Relationship between the Company and operating partners	N/A

Purpose of formation, date of formation, total investment amount, investors, investment ratio, and overview of investors, description of business and share capital within overview of operating partners are undisclosed due to request from the counterparty company.

(1) Name	Nine States IV Investment Limited Partnership	
(2) Location	12-20 Kamikawabata-machi, Hakata-ku, Fukuoka	
(3) Basis of establishment, etc.	Act on Limited Liability Partnership Agreement for Investment Business	
(4) Overview of operating partners	Name	Fukuoka Capital Partners Co., Ltd.
	Location	12-20 Kamikawabata-machi, Hakata-ku, Fukuoka
	Job title and name of representative	Representative Director Hideaki Nakajima
(5) Relationship between the Company and said fund	Relationship between the Company and said fund	N/A
	Relationship between the Company and operating partners	N/A

Purpose of formation, date of formation, total investment amount, investors, investment ratio, and overview of investors, description of business and share capital within overview of operating partners are undisclosed due to request from the counterparty company.

In addition to the above, the counterparty includes two individual shareholders who hold less than 10% of Sukesan's shares whose total share ownership amounts to 2.7%. However, specific names of the individuals will remain undisclosed due to a strong request from the counterparty as well as the non-disclosure agreement among the related parties. There is no capital, human, or business relationship between the individuals and the Company. Also, there are no items to be mentioned among the related parties.

4. Number of shares acquired, acquisition costs, and shareholding before and after acquisition

(1) Number of shares held before the change	0 shares (Number of voting rights: 0 units) (Ratio of voting rights held: 0%)	
(2) Number of shares to be acquired	304,260,472 shares (Number of voting rights: 304,260,472 units)	
(3) Acquisition costs	Common shares of Sukesan Co., Ltd.	¥24,000 million
	Advisory fees and related costs (Estimate)	¥41 million
	Total (Estimate)	¥24,041 million

(4) Number of shares held after the change	304,260,472 shares (Number of voting rights: 304,260,472 units) (Ratio of voting rights held: 100%)
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5. Timetable

(1) Date of resolution at the meeting of the Board of Directors	September 6, 2024
(2) Date of conclusion of the agreement	September 6, 2024
(3) Date of commencement of share transfer	October 2024 (scheduled)

6. Future outlook

The acquisition of Sukesan's shares as outlined above will have a limited impact on the Company's consolidated results for the fiscal year ending December 31, 2024. However, should any matters arise in the future which require immediate attention, the Company will disclose such matters without delay.

7. Contact information

For further information, contact information is as follows.

General inquiries	Customer Service (Skylark Restaurants Co., Ltd.)	Phone: +81-(0)120-125-807 Operating hours: 9am to 6pm
Individual investors and shareholders	General Affairs	Phone: +81-(0)422-37-5220 Operating hours: 9am to 6pm (excl. Sat., Sun., and Public Holidays)
Media inquiries	Public Relations	Phone: +81-(0)422-37-5310 (excl. Sat., Sun., and Public Holidays)
Analysts and institutional investors	Investor Relations	Phone: +81-(0)422-37-5244 (excl. Sat., Sun., and Public Holidays)

End.