November 7, 2023

Company Name: Skymark Airlines Inc.
President and Representative Director: Hayao Hora
(Code number: 9204, TSE Growth Market)
Contact: Executive Officer, Finance & Accounting /IR Office, Kaoru Tagami
(TEL. +81-3-6853-7222)

Notice Regarding Secondary Distribution of Shares and Change of the Largest Major Shareholder

Skymark Airlines Inc. ("**Skymark**") was informed today that it has been agreed that Integral 2 Limited Partnership, Skymark's largest major shareholder, and Integral Fund II(A)L.P., Skymark's shareholder, will transfer a portion of Skymark's common shares held by those two organizations to Suzuyo Holdings Co., Ltd. on November 7, 2023 via over-the-counter (OTC) trading (the "**Transfer**"). As the Transfer constitutes a secondary distribution of Skymark shares under the applicable law and the Transfer will result in a change of the largest major shareholder, Skymark hereby announces the following:

I. Secondary Distribution of Shares

1. Outline of Secondary Distribution

Class and number of shares for secondary distribution	7,850,000 shares of Skymark common stock
Secondary distribution price	895 yen per share This price has been determined though negotiation between the parties to the Transfer.
Total secondary distribution price	7,025,750,000 yen
Owners and number of shares for secondary distribution	Integral 2 Limited Partnership: 7,068,500 shares Integral Fund II(A)L.P.: 781,500 shares
Method of secondary distribution	Skymark common shares are transferred from Integral 2 Limited Partnership and Integral Fund II(A)L.P. to Suzuyo Holdings Co., Ltd. via over-the-counter (OTC) trading.
Subscription period	November 7, 2023
Settlement date	November 14, 2023 (planned)
Subscription deposit	None
Subscription unit of shares	1 share
Other	Skymark has submitted the foregoing in the written notice of securities under the Financial Instruments and Exchange Act.

2. Purpose of Secondary Distribution

An agreement has been reached between Integral 2 Limited Partnership, Skymark's largest major shareholder, and Integral Fund II(A)L.P., Skymark's shareholder, on the one hand and Suzuyo Holdings Co., Ltd. on the other, to conduct the Transfer of a portion of Skymark's common shares held by the former to the latter via OTC trading, and the transaction is to be conducted for the purpose of the Transfer by way of a secondary distribution of shares in accordance with the procedures set out in the relevant laws and ordinances.

As of today, there is no capital, personnel, or transactional relationship between Skymark and Suzuyo Holdings Co., Ltd.

II. Change of Largest Major Shareholder

1. Background to the Change

As a result of the secondary distribution of Skymark shares as stated above in "I. Secondary Distribution of Shares," it is expected that there will be a change of Skymark's largest major shareholder.

2. Summary of Shareholders Subject to the Change

(1) Shareholder that ceases to be the largest major shareholder

(1) Name	Integral 2 Limited Partnership
(2) Location of head office	1-9-2 Marunouchi, Chiyoda-ku, Tokyo
(3) Title and name of representative	Reijiro Yamamoto, Representative Director Integral Partners Corporation General Partner of Integral 2 Limited Partnership
(4) Description of business	Investment business

(2) New Largest Major Shareholder

(1) Name	Suzuyo Holdings Co., Ltd.
(2) Location of head office	11-1 Irifune-cho, Shimizu-ku, Shizuoka-shi, Shizuoka
(3) Title and name of representative	Yohei Suzuki, Representative Director
(4) Description of business	Financial and consulting services
(5) Stated capital	10 million yen (as of March 31, 2023)

3. Number of Voting Rights (Number of Shares) Held by Those Shareholders and Their Ratio to Voting Rights Held by All Shareholders before and after the Change

(1) Integral 2 Limited Partnership

	Number of voting rights (Number of shares held)	Ratio to voting rights held by all shareholders	Ranking out of major shareholders
Before the change	100,022 (10,002,200 shares)	16.58%	1st
After the change	29,337 (2,933,700 shares)	4.86%	5th

(2) Suzuyo Holdings Co., Ltd.

	Number of voting rights (Number of shares held)	Ratio to voting rights held by all shareholders	Ranking out of major shareholders
Before the change	—	—	—
After the change	78,500 (7,850,000 shares)	13.01%	1st

Notes: 1. The above figures are based on reports from those shareholders. Skymark has not yet confirmed that the shareholder register records these figures as the actual number of shares held by those shareholders.

2. The ratios of the voting rights held by those shareholders to the voting rights held by all Skymark shareholders after the change are calculated using as the denominator 603,294 voting rights representing Skymark's voting rights on March 31, 2023, and the results are rounded off to two decimal places.

3. The rankings of those shareholders after the change are the rankings expected at this point in time, based on the shareholder register as of March 31, 2023.

4. Planned Date of Change

November 14, 2023 (planned)

5. Future Prospects

The change of the leading major shareholder will have no impact on Skymark's business performance.

END