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June 17, 2026

To whom it may concern:

Company: Saint Marc Holdings Co., Ltd.
Name of Representative: Yuki Fujikawa, Representative Director and President
(Code No. 3395, TSE Prime Market)
Contact: Atsuhiro Okamura, Director and General Manager of Administration Division
(TEL. +81-86-246-0309)

Notice Regarding Acquisition of Shares (Conversion into a Subsidiary)

Saint Marc Holdings Co., Ltd. (hereinafter, “the Company”) hereby announces that at the meeting of its Board of Directors held on June 17, 2026, it resolved to acquire the shares of Trasparente Co., Ltd. and convert it into a subsidiary, as described below.

1. Reasons for the acquisition of shares

The Company Group operates a restaurant business centered on “Bakery Restaurant Saint Marc,” “Saint Marc Cafe,” and “Kamakura Pasta,” with 868 stores in Japan as of the end of March 2026. It considers strengthening Group capabilities and enhancing corporate value among its management challenges, leveraging the Company Group's chain rollout know-how to develop and nurture new formats.

Trasparente Co., Ltd. operates the bakery cafe “Trasparente,” which Chef Naofumi Mori, who trained in Italy, started in 2008 in the shopping district of Nakameguro. It currently operates 14 stores directly, mainly in Tokyo, and has become a brand supported by local customers, including being selected for Tabelog’s “Bread TOKYO 100 Famous Stores.”

The Company has determined that by bringing Trasparente, which has high-quality bread production technologies and strong brand power, into the Group, the Company Group can further enhance the value and brands of its chains and accelerate Trasparente's growth by leveraging the Company Group's store-opening know-how and management resources. Accordingly, the Company decided to acquire the shares.

2. Overview of the subsidiary to be changed (Trasparente Co., Ltd.)

(1)	Name	Trasparente Co., Ltd.
(2)	Location	2-12-11 Kamimeguro, Meguro-ku, Tokyo
(3)	Title and name of representative	Representative Director: Naofumi Mori
(4)	Content of the business	Management of the bakery cafe “Trasparente” and other businesses
(5)	Capital	9.9 million yen
(6)	Date of establishment	February 16, 2012
(7)	Major shareholder and shareholding ratio	INFINITYCAPITAL Co., Ltd.: 100%

(8)	Relationship with the listed company	Capital relationship	None.
		Personnel relationship	None.
		Business relationship	None.

(9) Operating results and financial position of the relevant company for the past three years			
Fiscal year	FY8/2023	FY8/2024	FY8/2025
Net sales	725 million yen	788 million yen	794 million yen
Operating profit	2 million yen	3 million yen	4 million yen
Total assets	356 million yen	360 million yen	371 million yen
Net assets	83 million yen	60 million yen	57 million yen

3. Overview of the counterparty to the share acquisition

(1)	Name	INFINITYCAPITAL Co., Ltd.
(2)	Address	3-22-9 Oyamagaoka, Machida-shi, Tokyo
(3)	Relationship between the listed company and the relevant company	There are no capital, personnel, or business relationships to be disclosed between the Company and the relevant company. In addition, there are no capital, personnel, or business relationships between the Company’s related parties and affiliates and the relevant company and the relevant company’s related parties and affiliates.

4. Number of shares to be acquired, acquisition price, and status of shares owned before and after the acquisition

(1)	Number of shares owned before the change	0 shares (Number of voting rights: 0) (Voting rights ownership ratio: 0.00%)
(2)	Number of shares to be acquired	Trasparente Co., Ltd.: 990 shares (Number of voting rights: 990)
(3)	Acquisition price	The acquisition price will be withheld from disclosure at the counterparty's request.
(4)	Number of shares owned after the change	Trasparente Co., Ltd.: 990 shares (Number of voting rights: 990) (Voting rights ownership ratio: 100.00%)

5. Schedule

(1)	Date of resolution by the Board of Directors	June 17, 2026
(2)	Date of execution of the agreement	June 17, 2026
(3)	Date of execution of the share transfer	July 1, 2026 (planned)

6. Outlook

The impact on the Company’s consolidated results for the current fiscal year is expected to be minimal.

END