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July 16, 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: Atsushi Namba, Director and General Manager of Administration Division
(TEL. +81-86-246-0309)

Notice Regarding the Disposal of Treasury Shares as Restricted Stock Compensation

Saint Marc Holdings Co., Ltd. (hereinafter, "the Company") hereby announces that, at the meeting of the Board of Directors held on July 16, 2026, it resolved to dispose of treasury shares as restricted stock compensation as outlined below (hereinafter referred to as the "Disposal of Treasury Shares" or the "Disposal").

1. Overview of the Disposal

(1)	Scheduled disposal date	August 10, 2026
(2)	Type and number of shares to be disposed of	23,200 shares of the Company's common stock
(3)	Disposal price	2,550 yen per share
(4)	Total disposal amount	59,160,000 yen
(5)	Planned allottees	Directors of the Company and its subsidiaries (excluding outside directors and auditors), as well as executive officers with delegated authority of the Company (excluding individuals residing outside Japan): 25 persons, 23,200 shares

2. Purpose and reason for the Disposal

At the meeting of the Board of Directors held on May 13, 2021, the Company resolved to introduce a new compensation plan involving restricted stock (hereinafter referred to as the "Plan") for the Company's directors (excluding outside directors and auditors; collectively, the "Eligible Directors") and directors of the Company's subsidiaries, to provide incentives to improve the Company's corporate value on a sustained basis and further promote value sharing with shareholders.
Subsequently, at the Annual General Meeting of Shareholders held on June 24, 2021, the shareholders approved matters such as the payment of monetary compensation claims within the scope of the existing compensation limit for directors, up to 80 million yen per year, to be used as contribution assets for acquiring restricted stock under the Plan. In addition, at the meeting of the Board of Directors held on July 18, 2023, the scope of persons eligible under the Plan was expanded to include executive officers with delegated authority of the Company (collectively with the Eligible Directors and directors of the Company's subsidiaries, the "Eligible Officers").
An overview of the Plan is provided below.

[Overview of the Plan]
Under the Plan, the Eligible Officers shall contribute in kind the full amount of the monetary compensation claims granted by the Company or its subsidiaries and, in return, receive an allotment of the Company's common shares by way of issuance or disposal.
The total number of the Company's common shares to be issued or disposed of to the Eligible Directors under the Plan shall be limited to 30,000 shares per year. The amount to be paid in per share shall be determined by resolution of the Company's Board of Directors based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day prior to the date of the Board resolution (or the closing price on the most recent trading day if there is no closing price on such day), and shall not be particularly favorable to the Eligible Directors receiving the restricted shares.
When issuing or disposing of shares under the Plan, the Company shall enter into a Restricted Stock Allotment Agreement (the "Allotment Agreement") with each Eligible Officer. The Allotment Agreement shall include the following provisions:
(1) The Eligible Officers shall not transfer, create a security interest on, or otherwise dispose of the allotted common shares of the Company during a predetermined restriction period.
(2) The Company shall acquire the allotted common shares without compensation upon the occurrence of certain events.
Today, by resolution of the Board of Directors, the Company has decided to grant the following to 25 Eligible Officers:
(1) Monetary compensation claims: 59,160,000 yen (of which 24,735,000 yen is for the Eligible Directors)
(2) Common shares: 23,200 shares (of which 9,700 shares are for the Eligible Directors)
(The monetary compensation claims in item 1 above are hereinafter referred to as the "Monetary Compensation Claims").
In this Disposal of Treasury Shares, the Eligible Officers shall contribute the full amount of their respective Monetary Compensation Claims against the Company or its subsidiaries as in-kind contributions and shall be allotted common shares of the Company as restricted stock.
The amount of monetary compensation claims to be granted to each Eligible Officer has been determined comprehensively, considering factors such as the performance of the Company and its subsidiaries and the responsibilities of each Eligible Officer.
The Monetary Compensation Claims will be granted on the condition that the Eligible Officers enter into a Restricted Stock Allotment Agreement with the Company containing, among others, the provisions described below.

3. Summary of the allotment agreement
(1) Restriction Period: The period from August 10 , 2026 until the Eligible Officer resigns from their position as a director of the Company (or, in the case of directors of the Company's subsidiaries, from their position at the respective subsidiary), or in the case of executive officers with delegated authority, until resignation from that position.
During the above Restriction Period (hereinafter, the "Restriction Period"), the Eligible Officers shall not transfer, create a pledge, establish a security interest by way of transfer, make a gift during their lifetime or bequest upon death, or otherwise dispose of in any way the restricted shares allotted to them (hereinafter, the "Allotted Shares") (such restrictions are hereinafter referred to as the "Transfer Restrictions").
(2) Lifting of transfer restrictions
Concerning the Eligible Directors who have been allotted restricted shares, including directors of the Company and directors of the Company's subsidiaries, the Company shall lift the transfer restrictions on all of the Allotted Shares at the expiration of the Restriction Period, provided that they have continuously held their respective positions as director of the Company (or of the relevant subsidiary, in the case of subsidiary directors) during the period from the conclusion of the Ordinary General Meeting of Shareholders immediately preceding the payment date until the conclusion of the Ordinary General Meeting of Shareholders in the following year. In the case of executive officers with delegated authority, the same shall apply for the period from April 1 immediately preceding the payment date (or, for those who joined after April 1, from their respective date of joining) until March 31 of the following year (the "Service Provision Period"). However, if an Eligible Officer resigns from their position during the Service Provision Period for a reason deemed justifiable by the Company's Board of Directors, the number of shares for which the transfer restrictions are lifted and the timing of such lifting may be reasonably adjusted as necessary.

(3) Acquisition of restricted shares without compensation

If, upon the expiration of the Restriction Period as specified in section 1 of the Summary of the Allotment Agreement, any of the Allotted Shares remain subject to transfer restrictions due to not meeting the conditions for lifting those restrictions as provided in section 2, the Company shall automatically acquire such shares without compensation.

(4) Treatment in the event of reorganization

If, during the Restriction Period, a proposal regarding a merger agreement under which the Company will be the disappearing entity, a share exchange agreement or share transfer plan under which the Company will become a wholly owned subsidiary, or any other form of organizational restructuring is approved at a general meeting of shareholders of the Company (or at a meeting of the Board of Directors in cases where such shareholder approval is not required), the Company's Board of Directors may, by resolution, lift the transfer restrictions on a reasonable number of the Allotted Shares prior to the effective date of such reorganization, based on the period from the start of the Restriction Period to the date of approval of the reorganization. In such cases, the Company shall automatically acquire, without compensation, any Allotted Shares for which transfer restrictions have not been lifted as of the time immediately following the lifting of restrictions.

The Allotted Shares shall be managed during the Restriction Period in a dedicated account opened by each Eligible Officer with Mitsubishi UFJ Morgan Stanley Securities Co., Ltd., to ensure that they cannot be transferred, pledged, or otherwise disposed of until the transfer restrictions are lifted.

4. Basis and specific details for the determination of the disposal price

To eliminate arbitrariness in the determination of the disposal price, the price has been set at 2,550 yen, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on July 15, 2026, the business day immediately preceding the date of the resolution of the Board of Directors. This price reflects the market value immediately prior to the resolution date and is considered reasonable and not particularly favorable.

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