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November 18, 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 Absorption-Type Merger of a Wholly Owned Subsidiary (Simplified Merger and Short-Form Merger) and Change in a Specified Subsidiary

Saint Marc Holdings Co., Ltd. (hereinafter, “the Company”) hereby announces that at the meeting of its Board of Directors held today, it decided to conduct an absorption-type merger of its wholly owned subsidiary, Saint Marc Café Co., Ltd. (hereinafter, “the Merger”), as described below.
As the Merger is a simplified absorption-type merger involving a wholly owned subsidiary, some disclosure items and details have been omitted. In addition, Saint Marc Café Co., Ltd., which will be dissolved as a result of the Merger, is a specified subsidiary of the Company.

## 1. Purpose of the Merger

The Company Group operates restaurant chains across multiple business formats. The Company, as a holding company, has sought to improve the efficiency of business management by performing functions common to its restaurant businesses, including administration, store development, business format development, product development, and training, while delegating business execution to operating subsidiaries for each business format to clarify responsibilities and authority, and has managed its businesses to improve customer satisfaction.
Saint Marc Café Co., Ltd. is currently in its 39th fiscal year. Although it is introducing limited-time products, strengthening sales promotion measures, and improving the efficiency of store operations, it has not been able to fully absorb upward cost pressures amid continued increases in raw material costs, personnel expenses, logistics costs, and other costs. Further improvement in profitability therefore remains a challenge. Having considered the need to restructure its business model, the Company has decided to absorb Saint Marc Café Co., Ltd. and transition to a structure under which the Company directly operates the business as the Saint Marc Café Business Division. Through this transition, the Company aims to consolidate management resources and improve organizational efficiency, achieve faster decision-making and higher profitability, and pursue sustainable growth through future expansion of its store network. Following the absorption-type merger, the Company will have six consolidated domestic operating subsidiaries.

## 2. Summary of the Merger

(1) Schedule of the Merger

| | |
|---|---|
| Date of Board of Directors resolution on the Merger | November 18, 2026 |
| Date of execution of the Merger Agreement | November 18, 2026 |
| Date of the Merger (effective date) | April 1, 2027 (planned) |

*The Merger constitutes a simplified merger under Article 796, Paragraph 2 of the Companies Act for the Company and a short-form merger under Article 784, Paragraph 1 of the Companies

Act for Saint Marc Café Co., Ltd. Accordingly, neither company will hold a general meeting of shareholders to approve the merger agreement.

(2) Method of the Merger

The Merger will be conducted as an absorption-type merger in which the Company will be the surviving company and Saint Marc Café Co., Ltd. will be dissolved.

(3) Details of allotment in connection with the Merger

As the Merger is with a wholly owned subsidiary of the Company, no new shares will be issued, and no cash payments will be made in connection with the Merger.

(4) Treatment of share acquisition rights and bonds with share acquisition rights in connection with the Merger

Not applicable.

3. Overview of the Parties to the Merger (as of September 30, 2026)

| | Surviving company | Absorbed company |
|---|---|---|
| (1) Trade name | Saint Marc Holdings Co., Ltd. | Saint Marc Café Co., Ltd. |
| (2) Head office location | 173-104 Hirata, Kita-ku, Okayama-shi, Okayama | 173-104 Hirata, Kita-ku, Okayama-shi, Okayama |
| (3) Title and name of representative | Representative Director and President: Yuki Fujikawa | Representative Director and President: Noritaka Koyama |
| (4) Content of the business | Overall business management | Operation of Saint Marc Café |
| (5) Capital | 4,738 million yen | 100 million yen |
| (6) Date of establishment | July 19, 1991 | December 6, 1979 |
| (7) Total number of issued shares | 22,941,111 shares | 2,000 shares |
| (8) Fiscal year-end | March 31 | March 31 |
| (9) Major shareholders and shareholding ratios | Chiemi Katayama 19.69%<br>The Master Trust Bank of Japan, Ltd. (Trust Account) 9.37%<br>Creo Co., Ltd. 4.80%<br>The Chugoku Bank, Ltd. (Standing proxy: Custody Bank of Japan, Ltd.) 2.26%<br>BNP PARIBAS NEW YORK BRANCH - PRIME BROKERAGE CLEARANCE ACCOUNT (Standing proxy: The Hongkong and Shanghai Banking Corporation Limited, Tokyo Branch) 1.66%<br>Custody Bank of Japan, Ltd. (Trust Account) 1.09%<br>Saint Marc Foundation 1.07%<br>SMBC Nikko Securities Inc. | The Company 100% |

| | | |
|---|---|---|
| | 1.06%<br>Okayama Tochi Soko Co., Ltd. 1.01%<br>JP MORGAN CHASE BANK 385781 (Standing proxy: Mizuho Bank, Ltd., Settlement & Clearing Services Department) 0.91% | |

| (10) Financial position and operating results for the immediately preceding fiscal year | | |
|---|---|---|
| | FY3/2026 (consolidated) | FY3/2026 (non-consolidated) |
| Net assets | 31,488 million yen | 8,366 million yen |
| Total assets | 70,453 million yen | 13,502 million yen |
| Net assets per share | 1,468.83 yen | 4,183,471.13 yen |
| Net sales | 88,432 million yen | 23,793 million yen |
| Operating profit | 5,149 million yen | 1,123 million yen |
| Ordinary profit | 5,058 million yen | 1,289 million yen |
| Profit attributable to owners of parent or net income | 2,705 million yen | 896 million yen |
| Net income per share | 125.23 yen | 448,216.99 yen |

4. Status After the Merger

There will be no changes to the Company's trade name, location, representative, business activities, capital, or fiscal year-end as a result of the Merger.

5. Outlook

As the Merger is with a consolidated subsidiary of the Company, its impact on the Company's consolidated results will be minimal.

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