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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 disposal of treasury shares as restricted stock compensation

Saint Marc Holdings Co., Ltd. (hereinafter, "the Company") hereby announces that at the meeting of its Board of Directors held today, it resolved, as described below, to conduct a disposal of treasury shares as restricted stock compensation (the "Disposal of Treasury Shares").

1. Overview of the disposal of treasury shares

(1)	Disposal date	December 18, 2026
(2)	Class and number of shares to be disposed of	Common shares of the Company: 41,347 shares
(3)	Disposal price	2,624 yen per share
(4)	Total disposal amount	108,494,528 yen
(5)	Planned allottees, their numbers, and the number of shares to be disposed of	Employees of the Company: 142 persons, 12,380 shares Employees of the Company's subsidiaries: 271 persons, 28,967 shares
(6)	Other	This disposal of treasury shares has been reported in an extraordinary report pursuant to the Financial Instruments and Exchange Act.

2. Purpose and reasons for the disposal

On May 19, 2023, the Company's Board of Directors resolved to introduce a restricted stock compensation plan for employees of the Company and its subsidiaries, to provide incentives to improve the Company's corporate value on a sustained basis and further promote value sharing with shareholders.

Today, the Company's Board of Directors resolved that, as restricted stock compensation for the period from December 18, 2026 to November 30, 2029, a total of 108,494,528 yen in monetary compensation claims granted to 142 employees of the Company and 271 employees of the Company's subsidiaries who are scheduled allottees (collectively, the "Eligible Allottees") shall be contributed in kind in full by the Eligible Allottees, and in exchange the Company shall allot 41,347 shares of its common stock as specified restricted shares. The amount of the monetary compensation claim to each Eligible Allottee has been determined

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after comprehensive consideration of various matters, including the level of contribution of each Eligible Allottee to the Company and its subsidiaries. The granting of such monetary compensation claims is conditioned, among other things, upon each Eligible Allottee entering into a restricted stock allotment agreement (the “Allotment Agreement”) with the Company that includes, in outline, the provisions set forth below.

3. Summary of the Allotment Agreement

(1) Transfer restriction period

From December 18, 2026, to November 30, 2029

During the transfer restriction period set forth above (the “Transfer Restriction Period”), the Eligible Allottees may not, with respect to the restricted shares allotted to them (the “Allotted Shares”), transfer, create a pledge, create a security interest by transfer, make an inter vivo gift or bequest, or otherwise dispose of the Allotted Shares in any way (collectively, the “Transfer Restrictions”).

(2) Acquisition of restricted shares without consideration

If, before the expiration of the Transfer Restriction Period, an Eligible Allottee resigns or retires from all positions as a director, executive officer, or employee of the Company and its subsidiaries, the Company shall, as a matter of course and without consideration, acquire the Allotted Shares at the time of such resignation or retirement, unless the Board of Directors of the Company deems that there is a justifiable reason.

Further, if, at the time of expiration of the Transfer Restriction Period (the “Time of Expiration”), any of the Allotted Shares remain subject to the Transfer Restrictions pursuant to the provisions on the lifting of Transfer Restrictions in item 3) below, the Company shall, as a matter of course and without consideration, acquire such Allotted Shares immediately after the Time of Expiration.

(3) Lifting of the Transfer Restrictions

Provided that an Eligible Allottee has continuously held any of the positions of director, executive officer, or employee of the Company or its subsidiaries during the Transfer Restriction Period, the Company shall lift the Transfer Restrictions on all the Allotted Shares held by such Eligible Allottee at the Time of Expiration. However, if an Eligible Allottee resigns or retires from all positions as a director, executive officer, and employee of the Company and its subsidiaries before the expiration of the Transfer Restriction Period for a reason that the Board of Directors of the Company deems justifiable, the Company shall, immediately after such resignation or retirement, lift the Transfer Restrictions on a number of the Allotted Shares held by such Eligible Allottee at that time equal to (the number of months from December 2026 through the month that includes the date of such resignation or retirement, divided by 36) multiplied by the number of Allotted Shares held at that time (with any fractional shares resulting from the calculation to be rounded down).

(4) Matters regarding the administration of shares

Each Eligible Allottee shall, by the method designated by the Company, complete the opening with SMBC Nikko Securities Inc. of an account in which the Allotted Shares are to be recorded, and shall keep and maintain the Allotted Shares in such account until the Transfer Restrictions are lifted.

(5) Treatment in organizational restructuring, etc.

If, during the Transfer Restriction Period, a proposal relating to organizational restructuring, etc., such as a merger agreement under which the Company becomes the disappearing company, a share exchange agreement or share transfer plan under which the Company becomes a wholly owned subsidiary, or other organizational restructuring, etc., is approved at a general meeting of shareholders of the Company (or, if approval by the general meeting of shareholders of the Company is not required for such organizational restructuring, etc., at a meeting of the Board of Directors of the Company) (the "Time of Approval of Organizational Restructuring, etc."), then, pursuant to a resolution of the Board of Directors of the Company, the Company shall, as of immediately prior to the close of business on the business day immediately preceding the effective date of such organizational restructuring, etc., lift the Transfer Restrictions on a number of the Allotted Shares held by the Eligible Allottees on the date of such approval equal to (the number of months from December 2026 through the month that includes the date of such approval, divided by 36) multiplied by the number of Allotted Shares held on the date of such approval (with any fractional shares resulting from the calculation to be rounded down).

At the Time of Approval of Organizational Restructuring, etc., the Company shall, as of the business day immediately preceding the effective date of such organizational restructuring, etc., acquire, as a matter of course and without consideration, all Allotted Shares for which the Transfer Restrictions are not lifted on that day pursuant to the provisions above.

4. Basis for calculation of the paid-in amount and details thereof

To eliminate arbitrariness in setting the disposal price for the Disposal of Treasury Shares, the price has been set at 2,624 yen, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution of the Board of Directors (November 17, 2026). This reflects the market price immediately prior to the date of the Board resolution, and the Company believes that it is reasonable and does not constitute a particularly favorable price.

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