



February 13, 2026

Company: Skylark Holdings Co., Ltd.  
Representative: Makoto Tani, Chairman & CEO  
(Securities Code: 3197; TSE Prime)  
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### **Notice Regarding the Introduction of Restricted Stock Compensation Plan**

Skylark Holdings Co., Ltd. (Headquarters: Musashino City, Tokyo; Chairman and CEO: Makoto Tani, hereafter “the Company”) hereby announces its Board of Directors today resolved to introduce a Restricted Stock Compensation Plan (“the Plan”). Accordingly, the Company will submit a proposal regarding the Plan to the 15<sup>th</sup> Annual General Meeting of Shareholders (the “Shareholders’ Meeting”), scheduled for March 27, 2026. Details are as follows.

#### **1. Purpose of introduction of the Plan**

The objective of the Plan is to provide an incentive for the Company’s Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors; hereinafter “Eligible Directors”) to strive for the sustainable enhancement of corporate value and to further promote value sharing between the Directors and shareholders.

Under the Plan, monetary compensation claims will be granted to Eligible Directors for the purpose of allocating restricted stock. Therefore, the implementation of the plan is subject to shareholder approval of such compensation at the Shareholders’ Meeting. While the 12<sup>th</sup> Annual General Meeting of Shareholders held on March 30, 2023, approved a maximum annual compensation for Directors (excluding Audit and Supervisory Committee Members) of 600 million yen (excluding the employee-portion salary for Directors who concurrently serve as employees), the Company intends to seek approval at this Shareholders’ Meeting to establish a new, separate compensation limit specifically for the Plan.

#### **2. Outline of the Plan**

Under the Plan, the total amount of monetary compensation claims to be paid to Eligible Directors shall not exceed 400 million yen per year (excluding the employee-portion salary). The total number of common shares to be newly issued or disposed of by the Company under the Plan shall not exceed 250,000 shares per year. (However, this total number may be adjusted within a reasonable range in the event of a stock split, a reverse stock split, or any other circumstances requiring adjustment on or after the date of the resolution at the Shareholders’ Meeting.)

Eligible Directors shall contribute all monetary compensation claims granted under the Plan as property contributed in kind and shall receive the issuance or disposal of the Company’s common stock. The per-share payment amount will be determined by the Board of Directors based on the closing price of the Company’s common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of each Board resolution (if no transaction is carried out on that day, the closing price of the most recent preceding trading day). This amount will be set within a range that does not provide a particularly advantageous price to the Eligible Directors. The specific timing and allocation of payments to each Eligible Director will be determined by the Board of Directors, following a proposal by the Compensation Committee, an advisory body to the Board.

The issuance or disposal of common stock under the Plan (the “Shares”) shall be subject to the execution of a Restricted Stock Allotment Agreement between the Company and each Eligible Director. This agreement will include provisions such as:

(1) Transfer Restriction:

A prohibition on the transfer, granting of security interests, or any other disposal of the Shares to a third party for a specified period (the “Transfer Restricted Period”)

(2) Acquisition without Consideration:

The Company’s right to acquire the Shares without consideration under certain specified conditions.

To ensure compliance with these restrictions, the Shares will be managed in dedicated accounts opened by the Eligible Directors at Nomura Securities Co., Ltd.

Furthermore, subject to the approval of the Plan at the Shareholders’ Meeting, the Company plans to introduce a similar Restricted Stock Compensation Plan for Executive Officers who do not concurrently serve as Directors, as well as for Directors of the Company’s subsidiaries.

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