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(Securities Code: 3197)

Date of sending by postal mail: March 11, 2026

Start date of measures for electronic provision: February 27, 2026

To Shareholders with Voting Rights

Makoto Tani
Chairman and Chief Executive Officer
SKYLARK HOLDINGS CO., LTD.
1-25-8 Nishikubo, Musashino-shi, Tokyo

Convocation Notice of the 15th Annual General Meeting of Shareholders

We are pleased to notify you that the 15th Annual General Meeting of Shareholders of SKYLARK HOLDINGS CO., LTD. (the “Company”) will be held for the purposes as described below.

Please be advised that you can exercise your voting rights in writing or via electromagnetic means (the Internet, etc.). Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 6:00 p.m. on Thursday, March 26, 2026 (JST).

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the General Meeting of Shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the Company’s website. Please access the website by using the Internet address shown below to review the information.

The Company’s website: <https://corp.skylark.co.jp/en/ir/stock/meeting/>

In addition to posting matters subject to measures for electronic provision on the Company’s website, we also post this information on the website of the Tokyo Stock Exchange (TSE) shown below.

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/CGK020010Action.do?Show=Show>

(Access the TSE website by using the Internet address shown above, enter “SKYLARK HOLDINGS” in “Issue name (company name)” field or the Company’s securities code “3197” in “Code” field, and click “Search,” and then click “Basic information,” select “Documents for public inspection/PR information,” and confirm “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting” under “Filed information available for public inspection.”)

- 1. Date and Time:** Friday, March 27, 2026 at 10:00 a.m. (JST)
Reception starts at 9:00 a.m. (JST)
- 2. Place:** 5F, Concord Ballroom, Main Tower, Keio Plaza Hotel Tokyo
located at 2-2-1 Nishi-Shinjuku, Shinjuku-ku, Tokyo, Japan
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 15th Business Term (January 1, 2025 - December 31, 2025) and results of audits by the Accounting Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 15th Business Term (January 1, 2025 - December 31, 2025)

Matters to be resolved:

- Proposal No. 1:** Partial Amendments to the Articles of Incorporation
- Proposal No. 2:** Election of Eight Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)
- Proposal No. 3:** Election of One Director Who Is an Audit & Supervisory Committee Member
- Proposal No. 4:** Decision of Remuneration to Grant Restricted Shares for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members and Outside Directors)

4. Information on the Exercise of Voting Rights

1. Exercise of voting rights by attending the Annual General Meeting of Shareholders
 - Please submit the voting form to the reception desk.
2. Exercise of voting rights in writing (by post) (Deadline: To be received no later than 6:00 p.m. (JST) on Thursday, March 26, 2026)
 - Please indicate your approval or disapproval of each proposal on the voting form, and return the completed form.
3. Exercise of voting rights via the internet (Deadline: To be completed no later than 6:00 p.m. (JST) on Thursday, March 26, 2026)
 - Please access the website for exercising voting rights (URL: <https://soukai.mizuho-tb.co.jp/>) (in Japanese only), enter the voting code and password printed on the voting form, and indicate your approval or disapproval of each proposal.
 - By scanning the QR Code located on the bottom right of the voting form, you can simply log in to the voting website without entering your voting code and password. (only once)
 - Institutional investors may use the electronic voting platform for institutional investors operated by ICJ, Inc.

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- Among the matters subject to measures for electronic provision, in accordance with the provisions of laws and regulations and Article 19 of the Articles of Incorporation of the Company, "Principal business," "Major offices and plants," "The status of employees," "The status of principal lenders," "Other important matters concerning the Group," "The status of stock options, etc.," "The status of the Accounting Auditor," "Policy on decisions regarding dividends of surplus, etc.," and "Systems for ensuring the propriety of business activities and overview of operations of the said systems" in the Business Report, "Consolidated Statements of Changes in Equity and Notes to the Consolidated Financial Statements," and "Non-consolidated Statements of Changes in Equity and Notes to the Non-consolidated Financial Statements" are not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents.

Therefore, the documents that are delivered to shareholders who have made a request for delivery of paper-based documents consist of a part of the Business Report, Consolidated Financial Statements and the Non-consolidated Financial Statements which are audited by the Audit & Supervisory Committee when preparing the Audit Report, and also consist of a part of the Consolidated Financial Statements and the Non-consolidated Financial Statements which are audited by the Accounting Auditor when preparing the Accounting Audit Report.

- If revisions to the matters subject to measures for electronic provision arise, the revised versions will be posted on the Company's website (<https://corp.skylark.co.jp/en/ir/>) and the TSE website (<https://www2.jpx.co.jp/tseHpFront/CGK020010Action.do?Show=Show>).
- Resolutions of this Annual General Meeting of Shareholders will be posted on the Company's website (<https://corp.skylark.co.jp/en/ir/>)

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Partial Amendments to the Articles of Incorporation

1. Reasons for proposal

In order to strengthen group-wide communication and enhance the productivity of each employee for business expansion, as well as to improve recruitment competitiveness and consolidate the Group's currently distributed head office functions, the Company will change its registered head office location from Musashino-shi, Tokyo to Nakano-ku, Tokyo.

2. Details of amendments

The details of the amendments are as follows.

(Underlined parts are amended.)

| Current Articles of Incorporation | Proposed Amendments |
|---|--|
| <p>Chapter I General Provisions Article 1 to Article 2 (Omitted) Article 3 (Location of Head Office) The head office of the Company shall be located in <u>Musashino-shi</u>, Tokyo. Article 4 to Article 42 (Omitted) Supplementary provisions Pursuant to the provisions of Article 426 Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt an Auditor (including a person who was formerly an Auditor) from his/her liability for damages arising from neglecting his/her duties to the extent permitted by laws and regulations before the partial amendments to the Articles of Incorporation resolved at the 12th Annual General Meeting of Shareholders take effect.</p> <p>(Newly established)</p> | <p>Chapter I General Provisions Article 1 to Article 2 (Unchanged) Article 3 (Location of Head Office) The head office of the Company shall be located in <u>Nakano-ku</u>, Tokyo. Article 4 to Article 42 (Unchanged) Supplementary provisions 1. <u>(Transitional Measures Regarding Exemption of Auditors from Liability)</u> Pursuant to the provisions of Article 426 Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt an Auditor (including a person who was formerly an Auditor) from his/her liability for damages arising from neglecting his/her duties to the extent permitted by laws and regulations before the partial amendments to the Articles of Incorporation resolved at the 12th Annual General Meeting of Shareholders take effect. 2. <u>(Effective date)</u> <u>The amendment to Article 3 (Location of Head Office) of the Articles of Incorporation shall take effect as of the date of the relocation of the head office, which shall be determined at a meeting of the Board of Directors to be held by December 31, 2026. This Article shall be deleted after the effective date of the relocation of the head office has passed.</u></p> |

Proposal No. 2: Election of Eight Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The terms of office of all eight Directors (excluding Directors who are Audit & Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company would like to request approval for the election of eight Directors.

The candidates for Directors are as follows.

| Candidate No. | Name | | | Positions in the Company |
|---------------|--------------|-------------------|----------------------------------|---|
| 1 | Re-election | Makoto Tani | Male | Chairman and Chief Executive Officer |
| 2 | New election | Takuo Sato | Male | (Director of Taiwan Skylark Co., Ltd.) |
| 3 | Re-election | Yoshiaki Kita | Male | Executive Director and Chief Financial Officer Managing Director of Finance Division |
| 4 | Re-election | Akira Hirano | Male | Director Managing Director of IT Division |
| 5 | Re-election | Hisashi Nakashima | Male | Director, and President of Skylark Restaurants Co., Ltd. |
| 6 | Re-election | Hirohiko Imura | Outside Independent Male | Director |
| 7 | Re-election | Ayako Sano | Outside Independent Female | Director |
| 8 | New election | Hideki Soeda | Outside Independent Male | — |

(Notes)

- There are no special interests between the Company and each candidate.
- Mr. Hirohiko Imura, Ms. Ayako Sano, and Mr. Hideki Soeda are candidates for Outside Directors. Also, the Company has designated the candidates Mr. Hirohiko Imura and Ms. Ayako Sano as Independent Board Members prescribed by the Tokyo Stock Exchange and submitted notification to the same Exchange. Furthermore, if the election of the candidate Mr. Hideki Soeda is approved, the Company intends to designate him as an Independent Board Member prescribed by the Tokyo Stock Exchange and submit notification to the same Exchange.
- With regard to candidates, namely Mr. Hirohiko Imura and Ms. Ayako Sano, pursuant to Article 427 Paragraph 1 of the Companies Act, the Company has entered into an agreement to limit the liability for damages under Article 423, Paragraph 1 of the same Act. The limit of amount of liability for damages based on such agreement shall be the minimum liability amount stipulated by Article 425 Paragraph 1 of the same Act. The Company intends to continue the said agreement in the event that the re-election of the said candidates is approved. Furthermore, if the election of the candidate Mr. Hideki Soeda is approved, the Company intends to enter into an agreement containing the same contents as the above agreement with him.
- In order to prepare for the assumption of liability by Directors, Executive Officers, etc. of the Company and its subsidiaries incurred in the course of the performance of their duties, or receipt of claims pertaining to the pursuit of such liability, the Company has entered into a Directors and Officers Liability Insurance contract with an insurance company, to cover any damage for which the insured is held liable. The candidates who are currently serving as Directors and Executive Officers are insureds under the said insurance contract, and if the election of each candidate is approved, they will be included as an insured person under the said insurance contract. In addition, the Company pays all the premiums for the said insurance contract. The Company intends to renew such contract with the same contents at the time of the next renewal.

| Candidate No. | Name (Date of birth) | Profile, status and positions in the Company, and significant concurrent positions | Remarks |
|---------------|--|---|--|
| 1 | Makoto Tani (December 25, 1951) <u>Re-election</u> | April 1977 Joined Former SKYLARK CO., LTD. December 1987 Director, and General Manager of Sales Division of NILAX Inc. January 2000 President and Chief Operating Officer of NILAX Inc. January 2007 President and Chief Operating Officer of NILAX Inc. Executive Officer, and in charge of the 1st Group of HD Business Strategy of Former SKYLARK CO., LTD. October 2007 Managing Executive Officer, and General Manager of the 2nd Sales Division of Former SKYLARK CO., LTD. August 2008 President and Chief Operating Officer of Former SKYLARK CO., LTD. September 2008 President and Chief Operating Officer, and General Manager of Corporate Planning Division of Former SKYLARK CO., LTD. February 2011 President and Chief Operating Officer, and General Manager of Merchandise Division of Former SKYLARK CO., LTD. June 2012 President and Chief Operating Officer of Former SKYLARK CO., LTD. July 2014 President and Chief Operating Officer of the Company March 2018 Chairman, President and Chief Executive Officer of the Company March 2023 Chairman of the Company (present) | Number of the Company's shares held: 50,000 Attendance at Board of Directors meetings in FY2025 13/13 times (100%) Years in office: 11 years 8 months |
| | Reasons for nomination as candidate for Director | After gaining sales experience at stores since joining the Company in 1977, Mr. Makoto Tani has successively held various posts including General Manager of Sales Division, the President and Chief Operating Officer of NILAX Inc., and assumed the position of President and Chief Operating Officer since 2008 and Chairman and Chief Executive Officer since 2023, directing and supervising all aspects of business management, including the formulation of management strategies. Throughout his career, he has accumulated a wealth of business experience at the whole Group and insights regarding general business, business operation, and management and operation in the field of family restaurants, as well as consumer marketing in the restaurant market. Accordingly, the Company proposes his re-election as Director. | |

| Candidate No. | Name (Date of birth) | Profile, status and positions in the Company, and significant concurrent positions | Remarks |
|---------------|--|---|--|
| 2 | <p style="text-align: center;">Takuo Sato (March 10, 1971)</p> <p style="text-align: center;">New election</p> | <p>April 1993 Joined SKYLARK CO., LTD.</p> <p>April 2005 Full-time official of SKYLARK labor union</p> <p>October 2017 Leader of Sales Policy Group of Skylark Restaurants Co., Ltd.</p> <p>June 2018 Leader of Gusto Kanagawa and Shizuoka Field Operation Team of Skylark Restaurants Co., Ltd.</p> <p>June 2019 Field Operation Leader of Gusto Keihin Sales Department of Skylark Restaurants Co., Ltd.</p> <p>December 2020 Field Operation Director of Gusto Central Japan Sales Division of Skylark Restaurants Co., Ltd.</p> <p>May 2022 Chairperson of Taiwan Skylark Co., Ltd.</p> <p>February 2026 Director of Taiwan Skylark Co., Ltd. (present)</p> | <p style="text-align: center;">Number of the Company's shares held: 7,000</p> <p style="text-align: center;">Attendance at Board of Directors meetings in FY2025 —</p> <p style="text-align: center;">Years in office: —</p> |
| | <p style="text-align: center;">Reasons for nomination as candidate for Director</p> | <p>Since joining the Company in 1993, Mr. Takuo Sato has held a number of important positions, including Field Operation Leader and General Manager of Sales Division. In addition to extensive practical knowledge in the field of family restaurants developed through these experiences, he has organizational management capability with a wide-ranging perspective, based on the experience of a full-time official of a labor union. Moreover, he has established a track record in international management as Chairperson of Taiwan Skylark Co., Ltd. since 2022, and has a perspective firmly rooted in the frontline operations and knowledge of global strategy, with which the Company believes he will contribute to its sustainable growth. Accordingly, the Company proposes his re-election as Director. As COO representing the Skylark Group, the Company expects him to supervise and execute overall operations toward achieving the Group's performance targets.</p> | |

| Candidate No. | Name (Date of birth) | Profile, status and positions in the Company, and significant concurrent positions | Remarks |
|---------------|--|---|---|
| 3 | <p>Yoshiaki Kita (August 19, 1962)</p> <p><u>Re-election</u></p> | <p>April 1986 Joined The Sanwa Bank, Limited (currently MUFG Bank, Ltd.)</p> <p>April 1995 Senior Manager, Planning Department, The Sanwa Bank, Limited (currently MUFG Bank, Ltd.)</p> <p>April 2001 Senior Manager, Corporate Planning Department, UFJ Holdings, Limited</p> <p>October 2002 Senior Manager, Strategic Support Department, UFJ Bank Limited</p> <p>July 2003 Managing Director, Investment Banking Department, UBS Investment Bank Limited</p> <p>June 2007 Representative Director and CEO, Sharaku Co., Ltd. (currently Sharaku Partners Co., Ltd.) (present)</p> <p>June 2020 Outside Director, Traders Holdings Co., Ltd.</p> <p>April 2022 Director and Senior Managing Executive Officer of Nissho Electronics Co., Ltd. (currently Sojitz Tech-Innovation Co., Ltd.)</p> <p>April 2025 Executive Director and Chief Financial Officer, and Managing Director of Finance Division of the Company (present)</p> | <p>Number of the Company's shares held: 2,000</p> <p>Attendance at Board of Directors meetings in FY2025 9/9 times (100%)</p> <p>Years in office: 11 months</p> |
| | Reasons for nomination as candidate for Director | <p>In addition to abundant financial business experience and high-level knowledge as a consultant and financial advisor, as CFO of the Company since April 2025, Mr. Yoshiaki Kita has led the planning and execution of financial strategies and M&A strategies, among others, as well as the strengthening of the business management structure.</p> <p>The Company expects him to leverage his expertise and achieved results to execute his duties in promoting the Company's growth strategy. Accordingly, the Company proposes his re-election as Director.</p> | |

| Candidate No. | Name (Date of birth) | Profile, status and positions in the Company, and significant concurrent positions | Remarks |
|---------------|---|---|--|
| 4 | <p style="text-align: center;">Akira Hirano (May 11, 1970)</p> <p style="text-align: center;">Re-election</p> | <p>April 1994 Joined Chuo Audit Corporation</p> <p>July 1997 Joined Andersen Consulting (currently Accenture)</p> <p>January 2005 Manager, BPM Business Division, SAS Institute Japan</p> <p>September 2009 Global Sourcing Manager of Quintiles Transnational Japan K.K. (currently IQVIA Services Japan G.K.)</p> <p>April 2015 Group Director of Finance Division of the Company</p> <p>May 2016 Group Director of Business Transformation Group of Finance Division of the Company</p> <p>January 2019 Executive Officer, and Deputy Managing Director of IT Division of the Company</p> <p>July 2020 Executive Officer, and Managing Director of IT Division of the Company</p> <p>December 2021 Director of Taiwan Skylark Co., Ltd.</p> <p>September 2022 Executive Officer, and Managing Director of Marketing Division of the Company</p> <p>September 2022 Director of Skylark Restaurants Co., Ltd. (present)</p> <p>September 2022 Director of NILAX Inc.</p> <p>March 2024 Director of Taiwan Skylark Co., Ltd. (present)</p> <p>October 2024 Director of Sukesan Co., Ltd.</p> <p>March 2025 Director, and Managing Director of Marketing Division of the Company</p> <p>January 2026 Director, and Managing Director of IT Division of the Company (present)</p> | <p style="text-align: center;">Number of the Company's shares held: 2,079</p> <p style="text-align: center;">Attendance at Board of Directors meetings in FY2025 10/10 times (100%)</p> <p style="text-align: center;">Years in office: 1 year</p> |
| | <p style="text-align: center;">Reasons for nomination as candidate for Director</p> | <p>Since joining the Company in 2015, Mr. Akira Hirano has a wealth of experience not only in the finance field but also in the IT and marketing fields and achieved results from management, as well as experience and insight in the approach capturing consumers' perspective in marketing strategies including improvement of customer satisfaction and a wealth of experience from engaging in certified public accountant and consulting businesses during his past career, which the Company expects him to leverage to execute his duties in promoting the Company's growth strategy. Accordingly, the Company proposes his re-election as Director.</p> | |

| Candidate No. | Name (Date of birth) | Profile, status and positions in the Company, and significant concurrent positions | Remarks |
|---------------|---|---|---|
| 5 | <p>Hisashi Nakashima (September 17, 1971)</p> <p><u>Re-election</u></p> | <p>April 1995 Joined Bamiyan, Co., Ltd.</p> <p>December 2016 Director of Skylark Restaurants Co., Ltd., and Supervising Group Director of Bamiyan Field Operation of Family Restaurant Division</p> <p>January 2018 Executive Officer of Skylark Restaurants Co., Ltd., and Supervising Group Director of Bamiyan Field Operation</p> <p>April 2018 Executive Officer of Skylark Restaurants Co., Ltd., and General Manager of Bamiyan Business Division</p> <p>December 2018 Executive Officer of Skylark Restaurants Co., Ltd., and General Manager of Bamiyan Sales Division</p> <p>May 2022 Executive Officer of Skylark Restaurants Co., Ltd., and Group Director of Sales Policy and QSC Improvement Group</p> <p>September 2022 Executive Officer of the Company, and President of Skylark Restaurants Co., Ltd.</p> <p>March 2025 Director of the Company, and President of Skylark Restaurants Co., Ltd. (present)</p> | <p>Number of the Company's shares held: 1,200</p> <p>Attendance at Board of Directors meetings in FY2025 10/10 times (100%)</p> |
| | <p>Reasons for nomination as candidate for Director</p> | <p>After the experience as General Manager of Sales Division and achieving results from implementing improvements from the perspective of consumers as Group Director for QSC improvement since joining the Company in 1995, Mr. Hisashi Nakashima has experience in management for supervising approximately 2,600 stores and insight into the Company's business as President and Chief Operating Officer of Skylark Restaurants Co., Ltd. since 2022 as well as a wealth of business experience in the Group, which the Company expects him to leverage to execute his duties in promoting the Company's growth strategy. Accordingly, the Company proposes his re-election as Director.</p> | <p>Years in office: 1 year</p> |

| Candidate No. | Name (Date of birth) | Profile, status and positions in the Company, and significant concurrent positions | Remarks |
|---------------|--|--|---|
| 6 | <p style="text-align: center;">Hirohiko Imura (February 14, 1958)</p> <p style="text-align: center;"> Re-election Outside Independent </p> | <p>April 1981 Joined SUMITOMO CORPORATION</p> <p>April 2005 General Manager of Risk Management Group of Sumitomo Corporation of Americas (SCOA), Executive Officer, Assistant to General Manager for the Americas, and General Manager of Corporate Risk Management Department of SCOA</p> <p>April 2012 Executive Officer and General Manager of Corporate Risk Management Department of SUMITOMO CORPORATION</p> <p>December 2014 Outside Audit & Supervisory Board Member of KATO SANGYO CO., LTD.</p> <p>April 2015 Managing Executive Officer and General Manager of Media and Living Related Business Unit of SUMITOMO CORPORATION</p> <p>June 2015 Representative Director and Managing Executive Officer of SUMITOMO CORPORATION</p> <p>April 2017 Representative Director and Senior Managing Executive Officer of SUMITOMO CORPORATION Director and President of Jupiter Telecommunications Co., Ltd. (currently JCOM Co., Ltd.)</p> <p>July 2017 President and Chief Operating Officer of Jupiter Telecommunications Co., Ltd. (currently JCOM Co., Ltd.)</p> <p>July 2020 Chairman and Chief Executive Officer of Jupiter Telecommunications Co., Ltd. (currently JCOM Co., Ltd.)</p> <p>June 2022 Outside Audit & Supervisory Board Member of DeNA Co., Ltd. (present)</p> <p>June 2023 Outside Audit & Supervisory Board Member of TV TOKYO Holdings Corporation (present)</p> <p>March 2024 Outside Director of the Company (present)</p> | <p style="text-align: center;">Number of the Company's shares held: 0</p> <p style="text-align: center;">Attendance at Board of Directors meetings in FY2025 13/13 times (100%)</p> <p style="text-align: center;">Years in office as Outside Director: 2 years</p> |

| Candidate No. | Name (Date of birth) | Profile, status and positions in the Company, and significant concurrent positions | Remarks |
|---------------|--|---|---------|
| | Reasons for nomination as candidate for Outside Director and outline of the expected roles | <p>The Company believes that Mr. Hirohiko Imura will leverage his experience as a Representative Director of a major general trading company and a company responsible for the control and operation of cable television stations, as well as his high-level insight as a manager, will be reflected in the management of the Company and that he will provide advice and supervision from an objective and long-term perspective for the benefit of the stakeholders of the Group. Accordingly, the Company proposes his election as Outside Director. In addition, the Company believes to seek his involvement in the Company's voluntary committees, the Nomination Committee and the Remuneration Committee, as a member and in the operation of the Skylark Group Internal Reporting System (contact for whistle-blowing) and the operation of the Group Risk Compliance Committee as an advisor to the Committee, and based on his extensive experience and insight regarding corporate management, expects him to participate in the efforts to create a highly transparent governance structure from an independent, objective and neutral standpoint.</p> | |

| Candidate No. | Name (Date of birth) | Profile, status and positions in the Company, and significant concurrent positions | Remarks |
|---------------|---|--|---|
| 7 | <p style="text-align: center;">Ayako Sano (December 9, 1977)</p> <p style="text-align: center;"> Re-election Outside Independent </p> <p style="text-align: center;">Reasons for nomination as candidate for Outside Director and outline of the expected roles</p> | <p>April 2001 Economic Research Group of Goldman Sachs Japan Co. Ltd.</p> <p>January 2009 Joined Tokyo Nishi Law Office (currently TNLAW Legal Professional Corporation)</p> <p>October 2018 Civil Conciliator of Tokyo District Court</p> <p>December 2018 Representative of Aya Law Office (present)</p> <p>March 2019 Outside Director of the Company (present)</p> <p>March 2021 Outside Director (Audit & Supervisory Committee member) of Metaps Inc. (currently Metaps Holdings, Inc.)</p> <p>March 2024 Outside Director of Sodick Co., Ltd. (present)</p> <p>May 2024 Outside Auditor of CLAS Inc. (present)</p> <p>June 2024 Auditor of the Research Institute of Economy, Trade and Industry (RIETI) (present)</p> <p>July 2024 Outside Audit & Supervisory Board Member of AIN HOLDINGS INC. (present)</p> <p>Ms. Ayako Sano has experience in working at a securities company, a broad insight as a lawyer, and experience in taxation-related issues. Although she has never been directly involved in corporate management in the past other than becoming an outside director or outside auditor, the Company believes she will leverage her abundant practical experience and deep insight mentioned above for the Company's management, and provide objective and far-sighted advice and supervision. Accordingly, the Company proposes her election as Outside Director. In addition, the Company believes to seek her involvement in the Company's voluntary committees, the Nomination Committee and the Remuneration Committee, as a member and in the operation of the Skylark Group Internal Reporting System (contact for whistle-blowing) and the operation of the Group Sustainability Committee as an advisor to the Committee, and expects her to offer wide-ranging advice and support for efforts to further enhance the Company's corporate governance, taking advantage of her expert knowledge on compliance and risk management.</p> | <p style="text-align: center;">Number of the Company's shares held: 0</p> <p style="text-align: center;">Attendance at Board of Directors meetings in FY2025 13/13 times (100%)</p> <p style="text-align: center;">Years in office as Outside Director: 7 years</p> |

| Candidate No. | Name (Date of birth) | Profile, status and positions in the Company, and significant concurrent positions | Remarks |
|---------------|---|---|--|
| 8 | <p style="text-align: center;">Hideki Soeda (November 22, 1960)</p> <p style="text-align: center;"> New election Outside Independent </p> | <p>April 1984 Joined TOPPAN MOORE CO., LTD. (currently TOPPAN Edge Inc.)</p> <p>April 2008 General Manager of No. 8 Sales Department of Sales Management Division of TOPPAN MOORE CO., LTD (currently TOPPAN Edge Inc.)</p> <p>April 2014 Executive Officer of TOPPAN MOORE CO., LTD. (currently TOPPAN Edge Inc.)</p> <p>June 2017 Director of TOPPAN MOORE CO., LTD. (currently TOPPAN Edge Inc.)</p> <p>June 2019 Managing Director of TOPPAN MOORE CO., LTD. (currently TOPPAN Edge Inc.)</p> <p>April 2022 Representative Director and President of TOPPAN MOORE CO., LTD. (currently TOPPAN Edge Inc.)</p> <p>June 2023 Director of Toppan Inc.</p> <p>October 2023 Director of TOPPAN Holdings Inc., and Director of TOPPAN Inc. Director of TOPPAN Digital Inc.</p> <p>April 2025 Director and Corporate Advisor of TOPPAN Edge Inc.</p> <p>June 2025 Corporate Advisor of TOPPAN Edge Inc. (present)</p> | <p style="text-align: center;">Number of the Company's shares held: 0</p> <p style="text-align: center;">Attendance at Board of Directors meetings in FY2025 —</p> |
| | <p style="text-align: center;">Reasons for nomination as candidate for Outside Director and outline of the expected roles</p> | <p>Mr. Hideki Soeda has held management roles in sales, corporate planning and international operations, as well as IT-centered sales promotion planning, among others, at a major communications company. He has experience leading business expansion as a representative director with leadership responsibility and possesses high-level insight as a manager. The Company believes he will reflect these in the management of the Company and that he will provide advice and supervision from an objective and long-term perspective for the benefit of the stakeholders of the Group. Accordingly, the Company proposes his election as Outside Director. Moreover, based on his extensive experience and insight regarding corporate management, the Company expects him to participate in the efforts to create a highly transparent governance structure from an independent, objective and neutral standpoint.</p> | <p style="text-align: center;">Years in office as Outside Director: —</p> |

Proposal No. 3: Election of One Director Who Is an Audit & Supervisory Committee Member

In order to further enhance and strengthen the audit system, the Company would like to increase one Director who is an Audit & Supervisory Committee Member and requests approval for the election of one Director who is an Audit & Supervisory Committee Member. The Audit & Supervisory Committee has given its consent to this proposal.

| Name | Positions in the Company | | | | | |
|---|--------------------------|-------------|-------------|-------------|------|---|
| <table border="0"><tr><td data-bbox="193 499 312 528">New election</td><td data-bbox="376 499 512 528">Iwao Hirano</td><td data-bbox="592 463 663 492">Outside</td><td data-bbox="592 499 703 528">Independent</td><td data-bbox="592 535 639 564">Male</td></tr></table> | New election | Iwao Hirano | Outside | Independent | Male | — |
| New election | Iwao Hirano | Outside | Independent | Male | | |

(Notes)

1. There are no special interests between the Company and the candidate Mr. Iwao Hirano.
2. The candidate Mr. Iwao Hirano is a candidate for Outside Director who is an Audit & Supervisory Committee Member. If the election of the candidate Mr. Iwao Hirano is approved, the Company intends to designate him as an Independent Board Member prescribed by the Tokyo Stock Exchange and submit notification to the same Exchange.
3. If the election of the candidate Mr. Iwao Hirano is approved, pursuant to Article 427 Paragraph 1 of the Companies Act, the Company intends to enter into an agreement to limit the liability for damages under Article 423 Paragraph 1 of the same Act with him. The limit of amount of liability for damages based on such agreement shall be the minimum liability amount stipulated by Article 425 Paragraph 1 of the Companies Act.
4. In order to prepare for the assumption of liability by Directors, Executive Officers, etc. of the Company and its subsidiaries incurred in the course of the performance of their duties, or receipt of claims pertaining to the pursuit of such liability, the Company has entered into a Directors and Officers Liability Insurance contract with an insurance company, to cover any damage for which the insured is held liable. If the election of the candidate Mr. Iwao Hirano is approved, he will be included as an insured person under the said insurance contract. In addition, the Company pays all the premiums for the said insurance contract. The Company intends to renew such contract with the same contents at the time of the next renewal.

| Name (Date of birth) | Profile, status and positions in the Company, and significant concurrent positions | Remarks |
|--|--|--|
| <p style="text-align: center;">Iwao Hirano (December 23, 1962)</p> <p style="text-align: center;">New election Outside Independent</p> | <p>April 1987 Joined New Japan Securities Co., Ltd. (currently Mizuho Securities Co., Ltd.)</p> <p>October 1989 Joined Asahi Shinwa & Co. (currently KPMG AZSA LLC)</p> <p>June 2001 Partner (Associate Partner) of Asahi Shinwa & Co. (currently KPMG AZSA LLC)</p> <p>June 2007 Representative Partner (Partner) of Asahi Shinwa & Co. (currently KPMG AZSA LLC)</p> <p>July 2013 Board Member and Director of Tokyo Office Division 6 of Asahi Shinwa & Co. (currently KPMG AZSA LLC)</p> <p>November 2015 Executive Board Member of Asahi Shinwa & Co. (currently KPMG AZSA LLC), (Term of office expired in June 2017)</p> <p>June 2024 Retired from Asahi Shinwa & Co. (currently KPMG AZSA LLC)</p> <p>July 2024 Head of Hirano C.P.A. Office (present)</p> <p>May 2025 Advisor of Nexus Holdings Corporation (present)</p> <p>December 2025 Outside Statutory Auditor of Kanamic Network Co., LTD (present)</p> | <p style="text-align: center;">Number of the Company's shares held: 0</p> <p>Attendance at Board of Directors meetings in FY2025 —</p> <p>Attendance at Audit & Supervisory Committee meetings in FY2025 —</p> <p>Years in office as Outside Director: —</p> |
| <p>Reasons for nomination as candidate for Outside Director who is an Audit & Supervisory Committee Member and outline of the expected roles</p> | <p>In addition to a high level of expertise as a certified public accountant, Mr. Iwao Hirano has extensive experience and insight developed through many years of practical experience in an audit firm and roles of a number of important positions, including Executive Board Member.</p> <p>Although he has never been directly involved in corporate management in the past other than becoming an advisor or outside auditor, the Company believes he will leverage his profound knowledge about accounting and audit for the Company's management, and provide objective and professional advice and supervision. Accordingly, the Company proposes his election as Outside Director who is an Audit & Supervisory Committee Member.</p> <p>Moreover, the Company expects him to offer wide-ranging advice and support for efforts to further enhance the Company's corporate governance, taking advantage of his expert knowledge and deep insight into finance and accounting in general.</p> | <p>Attendance at Audit & Supervisory Committee meetings in FY2025 —</p> <p>Years in office as Outside Director: —</p> |

Reference Skills matrix of Directors

The below table describes the expertise and experience of the Directors.

The following outlines the specific skills and areas of expertise particularly expected of each candidate and does not represent all of the skills or expert knowledge that each candidate may have.

| Classification | Skill name | Definition |
|------------------------|--------------------------------------|---|
| Decision-making skills | Corporate management | Experience or insight regarding corporate management, held as a top executive |
| | Finance/accounting | Insight regarding financial strategies, capital market, accounting/tax affairs, and M&A, backed by experience at financial institutions, in financial accounting/investment divisions, or in specialized jobs |
| | International business | Abundant work experience or insight at international companies or regarding overseas business and international transactions |
| | Marketing | Experience or insight about marketing |
| | Consumer | Insight about consumer-first principles, protection of consumer interests, public administration for consumers, consumer issues, etc. |
| | IT/DX | Extensive work experience or insight into IT systems and DX |
| Supervisory skills | Management of the Company's business | Insight about management of the Company's business (restaurants) |
| | Economy/society | Advanced knowledge about macroeconomy, social landscape, etc. |
| | Legal affairs | Professional knowledge about corporate legal affairs, laws and regulations, etc. |
| | Risk management | Insight regarding risk management in wide-ranging areas |
| | Sustainability/ESG | Extensive work experience or insight into sustainability and ESG issues |

| Classification | Skill name | Directors | | | | | | | | Directors who are Audit & Supervisory Committee Members | | | | |
|------------------------|--------------------------------------|-----------|------|------|--------|-----------|---------|------|-------|---|---------|---------|-------|--------|
| | | Inside | | | | | Outside | | | Inside | Outside | | | |
| | | Tani | Sato | Kita | Hirano | Nakashima | Imura | Sano | Soeda | Suzuki | Aoyagi | Okuhara | Okada | Hirano |
| Decision-making skills | Corporate management | ● | ● | ● | | ● | ● | | ● | | ● | | | |
| | Finance/accounting | | | ● | ● | | | ● | | | ● | | ● | ● |
| | International business | ● | ● | | | | ● | | | | | | | |
| | Marketing | ● | | ● | ● | | | | | | | | | |
| | Consumer | ● | ● | | ● | ● | ● | | | ● | | ● | | |
| | IT/DX | ● | | ● | ● | | ● | | ● | | | | | |
| Supervisory skills | Management of the Company's business | ● | ● | | ● | ● | | | | ● | | | | |
| | Economy/society | ● | | ● | | | ● | ● | ● | | ● | ● | ● | ● |
| | Legal affairs | | | | | | | ● | | | ● | | | |
| | Risk management | ● | ● | ● | ● | ● | ● | ● | ● | ● | ● | ● | ● | ● |
| | Sustainability/ESG | ● | | | | | ● | ● | | | | ● | | |

Proposal No. 4: Decision of Remuneration to Grant Restricted Shares for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members and Outside Directors)

With regard to the amount of remuneration, etc. for Directors (excluding Directors who are Audit & Supervisory Committee Members) of the Company, it was approved at the 12th Annual General Meeting of Shareholders held on March 30, 2023, that the annual remuneration, etc. shall not be more than ¥600 million per year (excluding employee salaries of Directors who concurrently serve as employees).

The Company hereby proposes the introduction of the new remuneration plan, as part of the revision to its remuneration package for Directors, for granting restricted shares to Directors (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors) of the Company (“Eligible Directors”) in order to provide them an incentive to sustainably increase the Company’s corporate value and to further promote value sharing with shareholders, being separate from the above remuneration.

Based on this proposal, the remuneration to be paid to Eligible Directors for granting restricted shares shall be monetary claims, and the total amount thereof shall not exceed ¥400 million per year (excluding employee salaries of Directors who concurrently serve as employees). Specific payment timing and allocations for each Eligible Director shall be determined by the Board of Directors, based on the proposal by the Remuneration Committee, which is an advisory body of the Board of Directors.

Currently, the number of Directors (excluding Directors who are Audit & Supervisory Committee Members) is eight (including three Outside Directors). When Proposal No. 2 “Election of Eight Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)” is approved and adopted as proposed, the number of Directors (excluding Directors who are Audit & Supervisory Committee Members) will continue to be eight (including three Outside Directors).

Furthermore, based on a resolution of the Board of Directors of the Company, Eligible Directors shall pay in all monetary remuneration claims provided to them under this proposal, as property contributed in kind, and in return, shall receive the issuance or disposal of common shares of the Company. The total number of common shares of the Company to be issued or disposed of through this process shall be at most 250,000 shares per year (however, if, on or after the date of approval and resolution of this proposal, the Company conducts share splits of common shares of the Company (including allotment of common shares of the Company without consideration), consolidation of such shares, or in any other event in which the total number of common shares of the Company to be issued or disposed of as restricted shares requires adjustment, said total number shall be adjusted within a reasonable range).

The amount to be paid in per share shall be determined by the Board of Directors based on the closing price of the Company’s common shares on the Tokyo Stock Exchange on the business day immediately before each date of resolution by the Board of Directors (if there is no closing price on such date, the closing price on the closest preceding trading day) within the extent that the amount will not be particularly advantageous to Eligible Directors who subscribe the Company’s common shares under the plan. For the issuance or disposal of the common shares of the Company and provision of monetary remuneration claims as property contributed in kind, an agreement on allotment of shares with transfer restrictions that includes the provisions as summarized below (the “Allotment Agreement”) shall be entered into between the Company and Eligible Director. The maximum amount of remuneration, the total number of common shares of the Company to be issued or disposed of, and other conditions of granting restricted shares for Eligible Directors in this proposal are determined considering the purpose mentioned above, the business condition of the Company, policy on decisions on the content of the remunerations by individual Directors of the Company (If this proposal is approved and adopted, the Company plans to revise the relevant policy to ensure consistency with the approved content.), and other various circumstances, and accordingly are considered to be appropriate.

In addition, if the proposal regarding this plan is approved and adopted as proposed, the Company will introduce a similar restricted share remuneration package for Executive Officers who do not concurrently serve as Directors and executives employees of the Company, and Directors of the Company’s subsidiaries.

[Overview of the Allotment Agreement]

(1) Transfer restriction period

Eligible Directors shall not transfer, create a security interest on, or dispose otherwise of common shares of the Company allotted to them (the “Allotted Shares”) under the Allotment Agreement (the “Transfer Restrictions”). This shall apply during the period from the date of allotment of the shares under the Allotment Agreement until the date immediately after retirement or resignation from one of the positions of the officer or employee of the

Company or its subsidiaries as predetermined by the Board of Directors of the Company (the “Transfer Restriction Period”).

(2) Treatment at the time of retirement or resignation

If an Eligible Director retires or resigns from one of the positions of the officer or employee of the Company or its subsidiaries as predetermined by the Board of Directors of the Company before the expiration of the period predetermined by the Board of Directors of the Company (the “Service Period”), the Company will automatically acquire the Allotted Shares without consideration, unless his or her term of office expires, he or she dies, or there are other valid reasons for his or her retirement or resignation.

(3) Lifting of the Transfer Restrictions

The Company shall lift the Transfer Restrictions on all of the Allotted Shares upon the expiration of the Transfer Restriction Period, on the condition that Eligible Directors have continuously remained in one of the positions of the officer or employee of the Company or its subsidiaries as predetermined by the Board of Directors of the Company throughout the Service Period. However, in the case if i) an Eligible Director retires or resigns from one of the positions of the officer or employee of the Company or its subsidiaries as predetermined by the Board of Directors of the Company before the expiration of the Service Period due to valid reasons, or ii) an Eligible Director retires or resigns from one of the positions of the officer or employee of the Company or its subsidiaries as predetermined by the Board of Directors of the Company after the expiration of the Service Period but before the expiration of the Transfer Restriction Period due to reasons other than valid reasons, the Company shall adjust the number of the Allotted Shares and the timing on which the Company lifts the Transfer Restrictions within a reasonable range as needed (following the conditions set out in the below (5) “Condition for lifting the Transfer Restrictions based on the achievement of performance targets,” if such conditions are applied to the Allotted Shares). In addition, in accordance with the above provisions, the Company shall automatically acquire without consideration the Allotted Shares on which the Transfer Restrictions have not been lifted as of the time immediately after the Transfer Restrictions were lifted.

(4) Treatment during reorganization, etc.

Notwithstanding the provisions of (1) above, if, during the Transfer Restriction Period, matters relating to a merger agreement in which the Company is the disappearing company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or other reorganization, etc. are approved at the Company’s General Meeting of Shareholders (or at a meeting of its Board of Directors in cases where approval at the Company’s General Meeting of Shareholders is not required in relation to the reorganization, etc.), the Company shall lift the Transfer Restrictions on the Allotted Shares with the number of shares that is reasonably determined considering the period from the start date of the Transfer Restriction Period to the date of approval of the reorganization, etc., (following the conditions set out in the below (5) “Condition for lifting the Transfer Restrictions based on the achievement of performance targets,” if such conditions are applied to the Allotted Shares), prior to the date on which the reorganization, etc. becomes effective, by resolution of the Board of Directors of the Company. In addition, in the case specified above, the Company shall automatically acquire without consideration the Allotted Shares on which the Transfer Restrictions have not been lifted as of the time immediately after the Transfer Restrictions were lifted.

(5) Condition for lifting the Transfer Restrictions based on the achievement of performance targets

The Company shall determine, as appropriate, that the Transfer Restrictions will be lifted at the time the Transfer Restriction Period expires on all or part of the Allotted Shares, when the market price of the Company’s shares and other performance targets (including non-financial indicators) predetermined by the Board of Directors of the Company are achieved. In addition, the Company shall automatically acquire without consideration all the Allotted Shares for which the said lifting conditions are not met, immediately after it becomes clear that the lifting conditions are not met and the Transfer Restrictions will not be lifted.

(6) Malus and Clawback Policy

In the event that an Eligible Director has committed a violation of laws or regulations, or in the event it is discovered that certain other events specified in the Allotment Agreement have occurred during the Transfer

Restriction Period, the Company shall, by the resolution of the Board of Directors of the Company, acquire all or part of the Allotted Shares held by such Eligible Director without consideration.

In the event that an Eligible Director has committed a violation of laws or regulations, or in the event it is discovered that certain other events specified in the Allotment Agreement have occurred during the period until the date falling one year after the lifting of the Transfer Restrictions, the Company may request, by the resolution of the Board of Directors of the Company, the return of all or part of the Allotted Shares held by such Eligible Director, or the payment of an amount of money equivalent to the fair market value of the relevant shares in lieu of such shares.

(7) Other matters

Other matters related to the Allotment Agreement shall be determined by the Board of Directors of the Company.

[Reference]

If this proposal is approved, it is assumed that the Company will replace the phantom stock currently granted to Eligible Directors with the aforementioned restricted share remuneration package. (Note: Please refer to the Business Report, “Current Status of the Company, Status of Company Officers, Director Remuneration for the Fiscal Year, Matters Related to Performance-Linked Remuneration,” Japanese only).