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(Securities Code: 3197)

Date of sending by postal mail: March 12, 2025

Start date of measures for electronic provision: February 28, 2025

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 14th Annual General Meeting of Shareholders

We are pleased to notify you that the 14th 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 27, 2025 (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 Tokyo Stock Exchange, Inc. (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 28, 2025 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 14th Business Term (January 1, 2024 - December 31, 2024) 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 14th Business Term (January 1, 2024 - December 31, 2024)
 - Matters to be resolved:**
 - Proposal No. 1:** Election of Eight Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)
 - Proposal No. 2:** Election of Four Directors Who Are Audit & Supervisory Committee Members
- 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 27, 2025)
 - 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 27, 2025)
 - 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: Election of Eight Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The terms of office of all five 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, in order to strengthen the management system, the Company would like to increase three Directors and requests 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	Re-election	Minoru Kanaya	Male	President and Chief Operating Officer, and Managing Director of Finance Division
3	New election	Yoshiaki Kita	Male	—
4	New election	Akira Hirano	Male	Executive Officer, and Managing Director of Marketing Division
5	New election	Hisashi Nakashima	Male	Executive Officer, and President and Chief Operating Officer of Skylark Restaurants Co., Ltd.
6	Re-election	Fumio Tahara	Outside Independent Male	Director
7	Re-election	Ayako Sano	Outside Independent Female	Director
8	Re-election	Hirohiko Imura	Outside Independent Male	Director

(Notes)

- There are no special interests between the Company and each candidate.
- Mr. Yoshiaki Kita is serving as Director and Senior Managing Executive Officer of Sojitz Tech-Innovation Co., Ltd., but is scheduled to retire on March 31, 2025, and to be appointed as Director of the Company on April 1, 2025.
- Mr. Fumio Tahara, Ms. Ayako Sano, and Mr. Hirohiko Imura are candidates for Outside Directors. Also, the Company has designated the candidates Mr. Fumio Tahara, Ms. Ayako Sano and Mr. Hirohiko Imura as Independent Board Members prescribed by the Tokyo Stock Exchange and submitted notification to the same Exchange.
- With regard to candidates, namely Mr. Fumio Tahara, Ms. Ayako Sano and Mr. Hirohiko Imura, pursuant to Article 427 Paragraph 1 of the Companies Act, the Company has entered into an agreement to limit the liability for damages prescribed by 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.
- 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	<p>Makoto Tani (December 25, 1951)</p> <p><u>Re-election</u></p>	<p>April 1977 Joined Former SKYLARK CO., LTD.</p> <p>December 1987 Director, and General Manager of Sales Division of NILAX Inc.</p> <p>January 2000 President and Chief Operating Officer of NILAX Inc.</p> <p>January 2007 President and Chief Operating Officer of NILAX Inc.</p> <p>Executive Officer, and in charge of the 1st Group of HD Business Strategy of Former SKYLARK CO., LTD.</p> <p>October 2007 Managing Executive Officer, and General Manager of the 2nd Sales Division of Former SKYLARK CO., LTD.</p> <p>August 2008 President and Chief Operating Officer of Former SKYLARK CO., LTD.</p> <p>September 2008 President and Chief Operating Officer, and General Manager of Corporate Planning Division of Former SKYLARK CO., LTD.</p> <p>February 2011 President and Chief Operating Officer, and General Manager of Merchandise Division of Former SKYLARK CO., LTD.</p> <p>June 2012 President and Chief Operating Officer of Former SKYLARK CO., LTD.</p> <p>July 2014 President and Chief Operating Officer of the Company</p> <p>March 2018 Chairman, President and Chief Executive Officer of the Company</p> <p>March 2023 Chairman of the Company (present)</p>	<p>Number of the Company's shares held: 50,000</p> <p>Attendance at Board of Directors meetings in FY2024 13/13 times (100%)</p> <p>Years in office: 10 years 8 months</p>
	Reasons for nomination as candidate for Director	<p>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 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. The Company therefore requests approval to re-elect him as a Director.</p>	

Candidate No.	Name (Date of birth)	Profile, status and positions in the Company, and significant concurrent positions	Remarks
2	Minoru Kanaya (January 26, 1959) <u>Re-election</u>	April 1981 Joined Nomura Securities Co., Ltd. June 2000 Chief of Europe Administration Division of Nomura International plc July 2004 Executive Officer of Nomura Principal Finance Co., Ltd. January 2008 Senior Executive Director of Former SKYLARK CO., LTD. July 2014 Executive Officer, and Managing Director of Corporate Support Division of the Company August 2016 Director of Taiwan Skylark Co., Ltd. March 2018 Director and Managing Executive Officer, Managing Director of Corporate Support Division, and Managing Director of Human Capital Management Division of the Company April 2021 Director and Managing Executive Officer, and Managing Director of Finance Division of the Company March 2023 President of the Company January 2025 President, and Managing Director of Finance Division of the Company (present)	Number of the Company's shares held: 10,000 Attendance at Board of Directors meetings in FY2024 13/13 times (100%) Years in office: 7 years
	Reasons for nomination as candidate for Director	Mr. Minoru Kanaya has achieved results from supervising the finance, management and human capital departments since 2008, and has a track record of directing and overseeing all aspects of operations as President since 2023. He has a wealth of experience and insight from working at securities companies, which the Company believes he will leverage for the Company's growth strategy. The Company therefore requests approval to re-elect him as a Director.	
3	Yoshiaki Kita (August 19, 1962) <u>New election</u>	April 1986 Joined The Sanwa Bank, Limited (currently MUFG Bank, Ltd.) April 2001 Senior Manager, Corporate Planning Department, UFJ Holdings, Limited July 2003 Managing Director, Investment Banking Department, UBS Investment Bank Limited June 2007 Representative Director and CEO, Sharaku Partners Co., Ltd. (present) June 2020 Outside Director, Traders Holdings Co., Ltd. April 2022 Director and Senior Managing Executive Officer of Nissho Electronics Co., Ltd. (currently Sojitz Tech-Innovation Co., Ltd.) (present)	Number of the Company's shares held: 0 Attendance at Board of Directors meetings in FY2024 —
	Reasons for nomination as candidate for Director	Mr. Yoshiaki Kita has a wealth of experience in financial business, and has insight and achieved results for corporate management concerning numerous M&As, corporate rehabilitation, finance and financial institution projects as a financial consultant and financial advisor, which the Company believes he will leverage for the Company's growth strategy. The Company therefore requests approval to elect him as a Director.	

Candidate No.	Name (Date of birth)	Profile, status and positions in the Company, and significant concurrent positions	Remarks
4	Akira Hirano (May 11, 1970) <div>New election</div>	April 1994 Joined Chuo Audit Corporation July 1997 Joined Andersen Consulting (currently Accenture) January 2005 Manager, BPM Business Division, SAS Institute Japan September 2009 Global Sourcing Manager of Quintiles Transnational Japan K.K. (currently IQVIA Services Japan G.K.) April 2015 Group Director of Finance Division of the Company May 2016 Group Director of Business Transformation Group of Finance Division of the Company January 2019 Executive Officer, and Deputy Managing Director of IT Division of the Company July 2020 Executive Officer, and Managing Director of IT Division of the Company December 2021 Director of Taiwan Skylark Co., Ltd. September 2022 Executive Officer, and Managing Director of Marketing Division of the Company (present) September 2022 Director of Skylark Restaurants Co., Ltd. (present) September 2022 Director of NILAX Inc. March 2024 Director of Taiwan Skylark Co., Ltd. (present) October 2024 Director of Sukesan Co., Ltd. (present)	Number of the Company's shares held: 1,200 Attendance at Board of Directors meetings in FY2024 —
	Reasons for nomination as candidate for Director	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 believes he will leverage for the Company's growth strategy. The Company therefore requests approval to elect him as a Director.	

Candidate No.	Name (Date of birth)	Profile, status and positions in the Company, and significant concurrent positions	Remarks
5	Hisashi Nakashima (September 17, 1971) <div>New election</div>	April 1995 Joined Bamiyan, Co., Ltd. December 2016 Director of Skylark Restaurants Co., Ltd., and Supervising Group Director of Bamiyan Field Operation of Family Restaurant Division January 2018 Executive Officer of Skylark Restaurants Co., Ltd., and Supervising Group Director of Bamiyan Field Operation April 2018 Executive Officer of Skylark Restaurants Co., Ltd., and General Manager of Bamiyan Business Division December 2018 Executive Officer of Skylark Restaurants Co., Ltd., and General Manager of Bamiyan Sales Division May 2022 Executive Officer of Skylark Restaurants Co., Ltd., and Group Director of Sales Policy and QSC Improvement Group September 2022 Executive Officer of the Company, and President and Chief Operating Officer of Skylark Restaurants Co., Ltd. (present)	Number of the Company's shares held: 0 Attendance at Board of Directors meetings in FY2024 —
	Reasons for nomination as candidate for Director	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 about 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 believes he will leverage for the Company's growth strategy. The Company therefore requests approval to elect him as a Director.	

Candidate No.	Name (Date of birth)	Profile, status and positions in the Company, and significant concurrent positions	Remarks
6	<p>Fumio Tahara (August 7, 1948)</p> <p><u>Re-election</u> <u>Outside</u> <u>Independent</u></p>	<p>April 1972 Joined the Ministry of Agriculture and Forestry (currently the Ministry of Agriculture, Forestry and Fisheries)</p> <p>September 1984 Head of Fisheries Department of Shizuoka Prefecture Forestry and Fisheries Division of Ministry of Agriculture and Forestry</p> <p>November 1987 Secretary to the Minister of Ministry of Agriculture, Forestry and Fisheries</p> <p>February 2000 Vice-Minister for Policy Coordination of the Minister's Secretariat of Ministry of Agriculture, Forestry and Fisheries</p> <p>January 2001 Director-General of the Minister's Secretariat of Ministry of Agriculture, Forestry and Fisheries</p> <p>July 2003 Director-General of the Fisheries Agency</p> <p>August 2005 Chairman of JA Kyosai Research Institute (JKRI)</p> <p>November 2008 Chairman of Overseas Fishery Cooperation Foundation of Japan</p> <p>July 2012 Part-Time Advisor of Yanmar Co., Ltd. (from April 1, 2013, Part-Time Advisor of Yanmar Holdings Co., Ltd.)</p> <p>July 2012 Part-Time Advisor of Kyokuyo Co., Ltd.</p> <p>March 2014 Outside Auditor of Former SKYLARK CO., LTD.</p> <p>July 2014 Outside Corporate Auditor of the Company</p> <p>March 2018 Outside Director of the Company (present)</p> <p>June 2020 Chairman of All Japan Purse Seine Fisheries Association (present)</p> <p>July 2020 Part-Time Advisor of YANMAR MARINE SYSTEM CO., LTD.</p>	<p>Number of the Company's shares held: 1,000</p> <p>Attendance at Board of Directors meetings in FY2024 13/13 times (100%)</p> <p>Years in office as Outside Director: 7 years</p>
	<p>Reasons for nomination as candidate for Outside Director and outline of the expected roles</p>	<p>Mr. Fumio Tahara has abundant experience and deep insight from working at the Ministry of Agriculture, Forestry and Fisheries and industry associations. Although he has never been directly involved in corporate management in the past other than becoming an outside director or outside auditor, the Company believes he will leverage his abundant experience and deep insight mentioned above for the Company's management, and provide objective and far-sighted advice and supervision. The Company therefore requests approval to elect him as an Outside Director. In addition, the Company believes he will appropriately discuss matters related to the appointment and dismissal and proposed compensation of directors as a member of the Company's voluntary committees, the Nomination Committee and the Remuneration Committee, and 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>Ayako Sano (December 9, 1977)</p> <p>Re-election Outside Independent</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>Number of the Company's shares held: 0</p> <p>Attendance at Board of Directors meetings in FY2024 13/13 times (100%)</p> <p>Years in office as Outside Director: 6 years</p>
	Reasons for nomination as candidate for Outside Director and outline of the expected roles	<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. The Company therefore requests approval to elect her as an 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>	

Candidate No.	Name (Date of birth)	Profile, status and positions in the Company, and significant concurrent positions	Remarks
8	Hirohiko Imura (February 14, 1958) <div>Re-election</div> <div>Outside</div> <div>Independent</div>	<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>Number of the Company's shares held: 0</p> <p>Attendance at Board of Directors meetings in FY2024 10/10 times (100%)</p> <p>Years in office as Outside Director: 1 year</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	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 Company's group. The Company therefore requests approval to elect him as an 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.	

Proposal No. 2: Election of Four Directors Who Are Audit & Supervisory Committee Members

The terms of office of all three Directors who are Audit & Supervisory Committee Members will expire at the conclusion of this General Meeting of Shareholders.

Therefore, in order to strengthen the audit system, the Company would like to increase one Director who is Audit & Supervisory Committee Members and requests approval for the election of four Directors who are Audit & Supervisory Committee Members.

The Audit & Supervisory Committee has given its consent to this proposal.

The candidates for Directors who are Audit & Supervisory Committee Members are as follows.

Candidate No.	Name			Positions in the Company
1	Re-election	Makoto Suzuki	Male	Director (Full-time Audit & Supervisory Committee Chair)
2	Re-election	Tatsuya Aoyagi	Outside Independent Male	Director (Audit & Supervisory Committee Member)
3	Re-election	Reiko Okuhara	Outside Independent Female	Director (Audit & Supervisory Committee Member)
4	New election	Takako Okada	Outside Independent Female	—

(Notes)

1. There are no special interests between the Company and each candidate.
2. Mr. Tatsuya Aoyagi, Ms. Reiko Okuhara and Ms. Takako Okada are candidates for Outside Directors who are Audit & Supervisory Committee Members. Also, the Company has designated the candidates Mr. Tatsuya Aoyagi and Ms. Reiko Okuhara as Independent Board Members prescribed by the Tokyo Stock Exchange and submitted notification to the same Exchange. Furthermore, if the election of the candidate Ms. Takako Okada is approved, the Company intends to designate her as an Independent Board Member prescribed by the Tokyo Stock Exchange and submit notification to the same Exchange.
3. With regard to candidates, namely Mr. Makoto Suzuki, Mr. Tatsuya Aoyagi and Ms. Reiko Okuhara, pursuant to Article 427 Paragraph 1 of the Companies Act, the Company has entered into an agreement to limit the liability for damages prescribed by 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 Companies 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 Ms. Takako Okada is approved, the Company intends to enter into an agreement containing the same contents as the above agreement with her.
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. The candidates who are currently serving as Directors 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	<p>Makoto Suzuki (February 11, 1957)</p> <p><u>Re-election</u></p>	<p>April 1979 Joined Former SKYLARK CO., LTD.</p> <p>May 1994 General Manager of Kitakanto Sales Department No.2 of Former SKYLARK CO., LTD.</p> <p>January 1999 Manager of the President's Office of Former SKYLARK CO., LTD.</p> <p>April 2009 Manager of the President's Office and Manager of the Internal Audit Office of Former SKYLARK CO., LTD.</p> <p>July 2010 Manager of the President's Office of Former SKYLARK CO., LTD.</p> <p>March 2011 Corporate Auditor of Former SKYLARK CO., LTD.</p> <p>March 2011 Auditor of NILAX Inc. (present)</p> <p>July 2014 Corporate Auditor of the Company</p> <p>November 2014 Auditor of Taiwan Skylark Co., Ltd. (present)</p> <p>December 2015 Auditor of Skylark Company Split Preparation Co., Ltd. (renamed to Skylark Restaurants Co., Ltd. on January 1, 2016)</p> <p>March 2023 Director (Full-time Audit & Supervisory Committee Chair) of the Company (present)</p> <p>October 2024 Auditor of Sukesan Co., Ltd. (present)</p>	<p>Number of the Company's shares held: 2,000</p> <p>Attendance at Board of Directors meetings in FY2024 13/13 times (100%)</p> <p>Attendance at Audit & Supervisory Committee meetings in FY2024 14/14 times (100%)</p>
	<p>Reasons for nomination as candidate for Director who is an Audit & Supervisory Committee Member</p>	<p>After gaining sales experience at stores since joining the Company in 1979, Mr. Makoto Suzuki has held various posts including a departmental General Manager, Manager of the President's Office, and Manager of the Internal Audit Office. Through his career, he has accumulated a wealth of business experience in the Company and insights into company management. The Company believes that he can provide appropriate audits on the Company's management, and therefore requests approval to elect him as a Director who is an Audit & Supervisory Committee Member.</p>	<p>Years in office as Audit & Supervisory Committee Member 2 years</p>

Candidate No.	Name (Date of birth)	Profile, status and positions in the Company, and significant concurrent positions	Remarks
2	<p>Tatsuya Aoyagi (August 8, 1971)</p> <p>Re-election Outside Independent</p>	<p>October 1993 Joined Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC)</p> <p>February 2007 Joined Masters Trust Accounting Co., Ltd. (currently Masters Trust Inc.)</p> <p>July 2007 Representative Director of Heartworth Partners, Inc. (present)</p> <p>August 2007 Director of Share Generate KK</p> <p>February 2010 Outside Auditor of AmLead. Co., Ltd.</p> <p>May 2010 Outside Auditor of BT Holdings Co., Ltd. (currently Primagest, Inc.)</p> <p>June 2010 Outside Audit & Supervisory Board Member of mixi, Inc. (currently MIXI, Inc.)</p> <p>June 2012 Outside Director of mixi, Inc. (currently MIXI, Inc.)</p> <p>March 2017 Outside Corporate Auditor of the Company</p> <p>July 2021 Outside Director of SANWA SEIKO CORPORATION (present)</p> <p>March 2023 Outside Director (Audit & Supervisory Committee Member) of the Company (present)</p>	<p>Number of the Company's shares held: 0</p> <p>Attendance at Board of Directors meetings in FY2024 13/13 times (100%)</p> <p>Attendance at Audit & Supervisory Committee meetings in FY2024 14/14 times (100%)</p>
	<p>Reasons for nomination as candidate for Outside Director who is an Audit & Supervisory Committee Member and outline of expected roles</p>	<p>The Company believes that Mr. Tatsuya Aoyagi can conduct appropriate audits on the Company's management by taking advantage of his extensive experience as a certified public accountant and certified public tax accountant and his knowledge of accounting and finance, and therefore requests approval to elect him as an Outside Director who is an Audit & Supervisory Committee Member. In addition, the Company believes that he will leverage his experience and broad insight as an expert in accounting and finance to provide supervision, advice, etc. concerning the Company's overall management from an independent and neutral standpoint.</p>	<p>Years in office as Audit & Supervisory Committee Member 2 years</p>

Candidate No.	Name (Date of birth)	Profile, status and positions in the Company, and significant concurrent positions	Remarks
3	<p>Reiko Okuhara (May 17, 1962)</p> <p>Re-election Outside Independent</p>	<p>April 1985 Joined former Ministry of Finance</p> <p>April 2000 Joined KOHWA SOHGOH LAW OFFICES</p> <p>April 2004 Partner of KOHWA SOHGOH LAW OFFICES (present)</p> <p>April 2012 Civil Conciliation Commissioner of Tokyo Summary Court (present)</p> <p>April 2018 Vice-President of Dai-Ichi Tokyo Bar Association</p> <p>April 2018 Executive Governor of Japan Federation of Bar Associations</p> <p>April 2019 Member of Bidding Monitoring Board, Kanto Regional Development Bureau of Ministry of Land, Infrastructure, Transport and Tourism</p> <p>June 2021 Director of Japan Law Foundation (present)</p> <p>March 2022 Outside Corporate Auditor of the Company</p> <p>March 2023 Outside Director of AXIS CO., LTD. (present)</p> <p>March 2023 Outside Director (Audit & Supervisory Committee Member) of the Company (present)</p>	<p>Number of the Company's shares held: 0</p> <p>Attendance at Board of Directors meetings in FY2024 13/13 times (100%)</p> <p>Attendance at Audit & Supervisory Committee meetings in FY2024 14/14 times (100%)</p>
	<p>Reasons for nomination as candidate for Outside Director who is an Audit & Supervisory Committee Member and outline of expected roles</p>	<p>Ms. Reiko Okuhara possesses work experience at the Ministry of Finance and broad knowledge gained through her job as an attorney. Although she has never been directly involved in corporate management in the past other than becoming an outside director or outside corporate auditor, the Company believes that she can conduct appropriate audits on the Company's management by taking advantage of her abundant work experience and insight on corporate legal affairs and risk management, and therefore requests approval to elect her as an Outside Director who is an Audit & Supervisory Committee Member. In addition, the Company hopes to seek her involvement in the operation of the Company's "Group Risk & Compliance Committee" as an advisor, 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>Years in office as Audit & Supervisory Committee Member 2 years</p>

Candidate No.	Name (Date of birth)	Profile, status and positions in the Company, and significant concurrent positions	Remarks
4	<p>Takako Okada (September 11, 1965)</p> <p>New election Outside Independent</p>	<p>October 1992 Joined Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC)</p> <p>September 2004 Transferred to Tohmatsu Tax Corporation (currently Deloitte Touche Tohmatsu Limited)</p> <p>October 2012 Partner of Tohmatsu Tax Corporation (currently Deloitte Touche Tohmatsu Limited)</p> <p>January 2019 Representative of Takako Okada CPA Tax Firm (present)</p> <p>June 2019 Outside Auditor of ICHIKAWA CO., LTD. (present)</p> <p>March 2020 Outside Auditor of Kenedix, Inc.</p> <p>March 2020 Outside Auditor of Kenedix Real Estate Fund Management, Inc.</p> <p>June 2021 Outside Director (Audit & Supervisory Board Member) of NIPPON KANZAI Co., Ltd.</p> <p>January 2023 Outside Corporate Auditor, RUN. EDGE Limited (present)</p> <p>April 2023 Outside Director (Audit & Supervisory Board Member) of NIPPON KANZAI Holdings Co., Ltd. (present)</p>	<p>Number of the Company's shares held: 0</p> <p>Attendance at Board of Directors meetings in FY2024 —</p> <p>Attendance at Audit & Supervisory Committee meetings in FY2024 —</p>
	<p>Reasons for nomination as candidate for Outside Director who is an Audit & Supervisory Committee Member and outline of expected roles</p>	<p>Ms. Takako Okada possesses abundant experience in advisory business centered on taxation of listed companies, etc. as a certified public accountant and tax accountant. Although she has never been directly involved in corporate management in the past other than becoming an outside director or outside corporate auditor, the Company believes that she can conduct appropriate audits on the Company's management, and therefore requests approval to elect her as an Outside Director who is an Audit & Supervisory Committee Member. In addition, the Company believes that she will leverage her experience and broad insight as an expert in accounting, finance, and taxation to provide supervision and advice from an independent and neutral standpoint in order to further strengthen corporate governance and enhance audit functions.</p>	