



April 9, 2026

Company: Skylark Holdings Co., Ltd.
Representative: Makoto Tani, Chairman and CEO
(Securities Code: 3197; TSE Prime)
Contact: Financial Planning Group
(Phone: +81-422-37-5244)

Notice Concerning Disposal of Treasury Shares as Restricted Stock Compensation

Skylark Holdings Co., Ltd. (hereafter “the Company”) hereby announces that its Board of Directors, at a meeting held today, April 9, 2026, has decided to conduct a disposal of treasury shares (hereinafter referred to as “this Disposal of Treasury Shares” or “the Disposal”) as follows.

1. Outline of the Disposal

(1) Disposal date	May 8, 2026
(2) Class and number of shares to be disposed of	Common stock of the Company : 28,268 shares
(3) Disposal price	3,404 yen per share
(4) Total disposal amount	96,224,272 yen
(5) Allottees, their number, and the number of shares to be disposed of	5 Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors) : 23,162 shares 6 Executive Officers who do not concurrently serve as Directors of the Company :4,298 shares 1 Director of a subsidiary of the Company : 808 shares

2. Purpose and Reason for the Disposal

The Company has introduced a restricted stock compensation system (hereinafter the “System”) as a new

remuneration plan for its Directors (excluding those who are Audit and Supervisory Committee Members and Outside Directors; hereinafter “Eligible Directors”), Executive Officers who do not concurrently serve as Directors, and Representative Directors of major subsidiaries of the Company (collectively, “Eligible Directors, etc.”). The purpose of the System is to provide incentives for the sustainable improvement of the Company’s corporate value and to promote further value-sharing with shareholders.

An overview of the System is as follows.

[Overview of the System]

Under the system, Eligible Directors, etc. shall pay in all monetary compensation claims provided by the Company as property contributed in kind, and receive issuance or disposal of common stock of the Company. The amount to be paid per share shall 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 of Directors resolution (or the closing price of the most recent preceding trading day if no transaction is completed on that day), to the extent that it is not particularly advantageous to the Eligible Directors, etc. who subscribe for the common stock.

In the issuance or disposal of common stock under the System, the Company and the Eligible Directors, etc. shall enter into a restricted stock allotment agreement. This agreement shall include provisions that (i) prohibit the Eligible Directors, etc. from transferring, creating a security interest in, or otherwise disposing of the common stock allotted under the agreement to any third party for a certain period, and (ii) allow the Company to acquire the common stock without consideration in certain circumstances.

For the current Disposal, based on a proposal from the Remuneration Committee (an advisory body to the Board of Directors), and in consideration of the purpose of the System, the Company’s business conditions, the scope of responsibilities of each Eligible Director, etc., and various other circumstances, the Company has decided to grant total monetary compensation claims of 96,224,272 yen (hereinafter the “Monetary Compensation Claims”) and 28,268 shares of common stock to the Eligible Directors, etc. to further enhance their motivation.

Under this Disposal of Treasury Shares, 12 Eligible Directors, etc., who are the planned allottees, will pay in all of the Monetary Compensation Claims as property contributed in kind, and receive the disposal of common stock of the Company (hereinafter the “Allotted Shares”) based on the System. The outline of the restricted stock allotment agreement (hereinafter the “Allotment Agreement”) to be entered into between the Company and the Eligible Directors, etc. for this Disposal of Treasury Shares is as described in Section 3 below.

3. Outline of the Allotment Agreement

(1) Transfer Restriction Period

From May 8, 2026 (hereinafter the “Disposal Date”) until the time immediately following the resignation or retirement from all positions as Director, Executive Officer not concurrently serving as Director, or Representative Director of a major subsidiary of the Company.

(2) Conditions of Lifting Transfer Restrictions

Subject to the provision of (3) below, on the condition that the Eligible Director, etc. remains in the position of Director, Executive Officer not concurrently serving as Director, or Representative Director of a major subsidiary of the Company throughout the period predetermined by the Board of Directors (hereinafter the “Service Provider Period”), and that certain performance goals predetermined by the Board of Directors (for this occasion, stock price requirements, ESG requirements, etc.; hereinafter the “Performance Targets”) are achieved during the period corresponding to the Service Provider Period (hereinafter the “Performance Period”), the Company shall lift the transfer restrictions on all of the Allotted Shares at the expiration of the Transfer Restriction Period.

(3) Treatment in the event that an Eligible Director, etc. resigns or retires during the Service Provider Period due to expiration of their term of office, reaching retirement age, or other justifiable reasons

(i) If the resignation or retirement occurs before the end of the Performance Period:

The transfer restrictions shall not be lifted for any of the Allotted Shares, regardless of the reason for resignation or retirement.

(ii) If the resignation or retirement occurs after the end of the Performance Period:

On the condition that the Performance Targets have been achieved (or such achievement has been confirmed), the transfer restrictions shall be lifted at the time immediately following the resignation or retirement (or the time at which such achievement is confirmed, whichever is later), for the number of shares calculated by multiplying the number of Allotted Shares held at the time of resignation or retirement by a fraction, the numerator of which is the number of days from the commencement date of the Service Provider Period to the date of resignation or retirement, and the denominator of which is the total number of days in the Service Provider Period (if this fraction exceeds 1, it shall be treated as 1). Any fractions of less than one share resulting from such calculation shall be discarded.

(4) Acquisition without Consideration by the Company

The Company shall automatically acquire the Allotted Shares for which transfer restrictions are not lifted as of the expiration of the Transfer Restriction Period or the time of lifting transfer restrictions specified in (3)

above, without consideration. Furthermore, if it becomes clear that the Performance Targets specified in (2) above are not achieved and transfer restrictions will not be lifted, the Company shall automatically acquire all of the Allotted Shares without consideration immediately after such determination.

(5) Treatment in Organizational Restructuring, etc.

If, during the Transfer Restriction Period, a merger agreement in which the Company becomes the disappearing company, a share exchange agreement or a share transfer plan in which the Company becomes a wholly owned subsidiary, or any other matter related to organizational restructuring, etc., is approved at a General Meeting of Shareholders of the Company (or by the Board of Directors if such approval is not required), the Company shall, by resolution of the Board of Directors and on the condition that the Performance Targets have been achieved, lift the transfer restrictions for the number of shares calculated by multiplying the number of Allotted Shares held at that time by a fraction, the numerator of which is the number of days from the commencement date of the Service Provider Period to the date of approval of organizational restructuring, etc. and the denominator of which is the total number of days in the Service Provider Period (if this fraction exceeds 1, it shall be treated as 1) immediately before the business day preceding the effective date of the organizational restructuring, etc. (Any fractions of less than one share resulting from the calculation shall be discarded.)

Notwithstanding the above, if the time immediately preceding the business day before the effective date of the organizational restructuring, etc., occurs before the achievement of Performance Targets is determined, the Company shall automatically acquire all of the Allotted Shares without consideration at that time. The Company shall also automatically acquire all Allotted Shares for which transfer restrictions have not been lifted immediately after the lifting of transfer restrictions.

(6) Malus and Clawback Provisions

The Company shall establish provisions to acquire all or part of the Allotted Shares or the common shares of the Company for which transfer restrictions have been lifted without consideration, or to require the payment of an amount equivalent to the Allotted Shares or the common shares of the Company for which transfer restrictions have been lifted, in the event that the Board of Directors recognizes that the Eligible Director, etc. has significantly violated laws and regulations or internal rules, or in the event of certain circumstances determined by the Board of Directors, including serious accounting fraud or huge losses, during the Transfer Restriction Period and until one year has elapsed since the lifting of the transfer restrictions.

(7) Management of Shares

The Allotted Shares will be managed in dedicated accounts opened by the Eligible Directors, etc. at Nomura Securities Co., Ltd. so that the shares cannot be transferred, secured, or otherwise disposed of

during the Transfer Restriction Period. To ensure the effectiveness of the transfer restrictions, the Company has entered into an agreement with Nomura Securities Co., Ltd. regarding the management of the accounts of the Allotted Shares held by each Eligible Director, etc. The Eligible Directors, etc. shall agree to the details of the management of such accounts.

4. Basis for Calculation of Disposal Price and Specific Details

This Disposal of Treasury Shares to the planned allottees will be conducted using the monetary compensation claims provided as restricted stock compensation under the System as property contributed in kind. To eliminate arbitrariness, the disposal price is set at 3,404 yen, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on April 8, 2026 (the business day immediately preceding the date of the resolution of the Board of Directors). This is the market price immediately prior to the date of the resolution of the Board of Directors, and the Company believes it is reasonable and does not constitute a particularly advantageous price.

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