

June 27, 2025

To whom it may concern:

Company:	Saint Marc Holdings Co., Ltd.
Name of	Yuki Fujikawa,
Representative:	Representative Director and President (Code No. 3395, TSE Prime Market)
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**Notice of the Cancellation of the Establishment of a Subsidiary, the Absorption-type Merger  
Between Consolidated Subsidiaries, and the Change of Trade Names and Officers of  
Consolidated Subsidiaries  
(Progress Report on Matters Subject to Disclosure)**

Saint Marc Holdings Co., Ltd. (hereinafter, "the Company") hereby announces that at the meeting of its Board of Directors held today, the Company resolved as follows regarding the "Notice of the Establishment of a Subsidiary and the Commencement of Consideration of a Company Split between Consolidated Subsidiaries of the Company," which was announced on April 17, 2025.

Initially, the Company had been considering integrating certain restaurant businesses operated by its consolidated subsidiaries—G-Holdings Co., Ltd. ("G-Holdings"), GOLIP Co., Ltd. ("GOLIP"), and OHANA Co., Ltd. ("OHANA")—namely, Gyukatsu Kyoto Katsugyu, KYOTO GATTEN, Gottie's BEEF, NICK STOCK, and Hamburg Conel (collectively, the "Subject Businesses") into Kyoto Katsugyu Co., Ltd., a newly established company, through a company split. However, following extensive discussions, the Company has concluded that the best approach to enhancing the corporate value of the Company Group is to conduct an absorption-type merger (the "Merger") in which the above three companies will be merged into GOLIP, change GOLIP's trade name to Kyoto Katsugyu Co., Ltd. ("Kyoto Katsugyu"), and focus on the Subject Businesses under the new structure.

Accordingly, the initially planned establishment of a new subsidiary will be canceled.

Please note that certain disclosure items and content have been omitted, as the Merger will be conducted between a consolidated subsidiary and a consolidated sub-subsidiary of the Company.

**1. Purpose of the Merger and reason for the change of trade name**

The purpose of the Merger is to reorganize the capital structure of G-Holdings, GOLIP, and OHANA, which are consolidated subsidiaries and consolidated sub-subsidiaries of the Company, and to enhance the corporate value of the Company Group by streamlining the organizational structure to improve management efficiency and reduce administrative costs, thereby allowing a stronger focus on the Subject Businesses.

In addition, by changing GOLIP's trade name to Kyoto Katsugyu, the Company believes it will enhance public recognition of Kyoto Katsugyu's business activities.

## 2. Overview of the Merger and change of trade name

### (1) Schedule of the Merger and change of trade name

Resolution by the Board of Directors:	June 27, 2025
Execution of the Merger agreement:	June 27, 2025
Approval at the General Meeting of Shareholders:	June 27, 2025
Scheduled effective date of the Merger:	October 1, 2025
Scheduled effective date of the change of trade name:	October 1, 2025

### (2) Method of the Merger

The Merger will be conducted as an absorption-type merger in which GOLIP will be the surviving company, and G-Holdings and OHANA will be the absorbed companies. Accordingly, G-Holdings and OHANA will be dissolved.

### (3) Details of the share allocation in the Merger

The merger between GOLIP and G-Holdings will be a reverse triangular merger between a wholly owned subsidiary and its wholly owning parent. All shares of GOLIP held by G-Holdings will be allotted and delivered to Saint Marc Holdings Co., Ltd., which wholly owns all issued shares of G-Holdings.

The merger between GOLIP and OHANA will be a merger between a wholly owned subsidiary and its parent company. No share allocation or other form of consideration will be provided.

### (4) Handling of share acquisition rights in connection with the Merger

In connection with the Merger, the company will acquire all share acquisition rights issued by G-Holdings without compensation.

## 3. Overview of the parties to the Merger, the change of trade name, and changes in officers

	Absorbed companies	Surviving company	Absorbed companies
(1) Name	G-Holdings Co., Ltd	GOLIP Co., Ltd. (*1) New trade name : Kyoto Katsugyu Co., Ltd.	OHANA Co., Ltd.
(2) Location	GEMS Kayabacho 8F, 1-1-7 Shinkawa, Chuo-ku, Tokyo	Kakumei Building ,28-5 Chudoji-Bojo-cho, Shimogyo-ku, Kyoto	1-53 Sakura-machi, Kariya city, Aichi prefecture
(3) Title and name of representative	Representative Director, Takafumi Miyake	Representative Director Tegi Hon (*2)	Representative Director Shobu Ishida
(4) Business	Restaurant management, planning, etc.	Management of restaurants and food stores	Restaurant management and production
(5) Capital	100 million yen	30 million yen (*3)	10 million yen
(6) Date of incorporation	September 29, 2017	May 30, 2005	April 9, 2007
(7) Shareholders	Saint Marc Holdings Co., Ltd. (100%)	G-Holdings, Co., Ltd. (100%)	GOLIP Co., Ltd. (100%)

(\*1) On the condition that the Merger becomes effective, the trade name is scheduled to be changed to Kyoto

Katsugyu Co., Ltd. on October 1, 2025.

- (\*2) On the condition that the Merger becomes effective, changes in officers are scheduled for October 1, 2025, as outlined in the attached document.
- (\*3) On the condition that the Merger becomes effective, the capital is scheduled to be increased to 100 million yen on October 1, 2025.
- (\*4) For details on the financial condition and operating results for the most recent fiscal year, please refer to the "Notice of the Establishment of a Subsidiary and the Commencement of Consideration of a Company Split between Consolidated Subsidiaries of the Company" dated April 17, 2025.

#### 4. Outlook

The Merger will be conducted between the company's consolidated subsidiaries, so its impact on the Company's consolidated financial results is expected to be minimal.

END

**Executive personnel changes effective October 1, 2025**

Kyoto Katsugyu Co., Ltd.

New position	Current position	Name
Representative Director, Chairman	—	Takafumi Miyake
President and Director	President and Representative Director	Tegi Hon

- Personnel changes concerning directors of Group companies shall become effective following resolutions by the shareholders' meeting and the Board of Directors of the respective Group companies.

END