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(Securities Code: 3197)

Date of sending by postal mail: March 12, 2024

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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 13th Annual General Meeting of Shareholders

We are pleased to notify you that the 13th 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 Wednesday, March 27, 2024 (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/JJK010010Action.do?Show=Show> (in Japanese)

(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:** Thursday, March 28, 2024 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 13th Business Term (January 1, 2023 - December 31, 2023) 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 13th Business Term (January 1, 2023 - December 31, 2023)

Matters to be resolved:

- Proposal** Election of Five Directors (Excluding 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 March 27, 2024)
 - 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 March 27, 2024)
 - 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/JJK010010Action.do?Show=Show>) (in Japanese).
- Resolutions of this Annual General Meeting of Shareholders will be posted on the Company's website (<https://corp.skylark.co.jp/en/ir/>)

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

Search keyword: Skylark

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal Election of Five Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The terms of office of all five Directors who are not Audit & Supervisory Committee Members will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company requests approval for the election of five Directors (excluding Directors who are Audit & Supervisory Committee Members; applicable to the rest of this proposal).

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
3	Re-election Fumio Tahara Outside Independent Male	Director
4	Re-election Ayako Sano Outside Independent Female	Director
5	New election Hirohiko Imura Outside Independent Male	

Candidate No.	Name (Date of birth)	Profile, status and positions in the Company, and significant concurrent positions	Remarks
1	<p style="text-align: center;">Makoto Tani (December 25, 1951)</p> <p style="text-align: center;"><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. 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 and Chief Executive Officer of the Company (present)</p>	<p>Number of the Company's shares held: 50,000</p> <p>Attendance at Board of Directors meetings in FY2023 13/13 times (100%)</p> <p>Years in office: 9 years 8 months</p>
	<p style="text-align: center;">Reasons for nomination as candidate for Director</p>	<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 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. 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) Re-election	<p>April 1981 Joined Nomura Securities Co., Ltd.</p> <p>June 2000 Chief of Europe Administration Division of Nomura International plc</p> <p>August 2002 Manager of Clearance & Custody Services Department of Nomura Securities Co., Ltd.</p> <p>May 2003 Manager of IT Strategy Department of Nomura Securities Co., Ltd.</p> <p>July 2004 Executive Officer of Nomura Principal Finance Co., Ltd.</p> <p>January 2008 Senior Executive Director of Former SKYLARK CO., LTD.</p> <p>July 2008 Senior Executive Director, and General Manager of Administrative Division of Former SKYLARK CO., LTD.</p> <p>January 2012 Senior Executive Officer, and General Manager of Administrative Division of Former SKYLARK CO., LTD.</p> <p>June 2012 Executive Officer, and Managing Director of Corporate Support Division of Former SKYLARK CO., LTD.</p> <p>July 2014 Executive Officer, and Managing Director of Corporate Support Division of the Company</p> <p>October 2015 Executive Officer, Managing Director of Corporate Support Division, and Managing Director of Human Capital Management Division of the Company</p> <p>August 2016 Director of Taiwan Skylark Co., Ltd.</p> <p>February 2017 Managing Executive Officer, Managing Director of Corporate Support Division, and Managing Director of Human Capital Management Division of the Company</p> <p>December 2017 Director of FLO Japon Co., Ltd.</p> <p>March 2018 Director and Managing Executive Officer, Managing Director of Corporate Support Division, and Managing Director of Human Capital Management Division of the Company</p> <p>October 2018 Director and Managing Executive Officer, Managing Director of Corporate Support Division, and Senior Advisor of Human Capital Management Division of the Company</p> <p>April 2019 Director and Managing Executive Officer, and Managing Director of Corporate Support Division of the Company</p> <p>April 2021 Director and Managing Executive Officer, and Managing Director of Finance Division of the Company</p> <p>March 2023 President and Chief Operating Officer of the Company (present)</p>	<p>Number of the Company's shares held: 10,000</p> <p>Attendance at Board of Directors meetings in FY2023 13/13 times (100%)</p> <p>Years in office: 6 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 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 and Chief Operating Officer 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.	

Candidate No.	Name (Date of birth)	Profile, status and positions in the Company, and significant concurrent positions	Remarks
3	<p>Fumio Tahara (August 7, 1948)</p> <p>Re-election</p> <p>Outside</p> <p>Independent</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. (present)</p>	<p>Number of the Company's shares held: 1,000</p> <p>Attendance at Board of Directors meetings in FY2023 13/13 times (100%)</p> <p>Years in office as Outside Director: 6 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, 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.</p> <p>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
4	<p style="text-align: center;">Ayako Sano (December 9, 1977)</p> <p style="text-align: center;"><u>Re-election</u> <u>Outside</u> <u>Independent</u></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. (to be appointed)</p>	<p style="text-align: center;">Number of the Company's shares held: 0</p>
	<p style="text-align: center;">Reasons for nomination as candidate for Outside Director and outline of the expected roles</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, the Company believes that 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.</p> <p>In addition, the Company believes to seek her involvement 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;">Attendance at Board of Directors meetings in FY2023 13/13 times (100%)</p> <p style="text-align: center;">Years in office as Outside Director: 5 years</p>

Candidate No.	Name (Date of birth)	Profile, status and positions in the Company, and significant concurrent positions	Remarks
5	<p>Hirohiko Imura (February 14, 1958)</p> <p><input type="checkbox"/> New election <input type="checkbox"/> Outside <input type="checkbox"/> 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>Number of the Company's shares held: 0</p> <p>Attendance at Board of Directors meetings in FY2023 —</p> <p>Years in office as Outside Director: —</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>Reasons for nomination as candidate for Outside Director and outline of the expected roles</p>	<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 Company's group. The Company therefore requests approval to elect him as an Outside Director. 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>	

(Notes)

1. There are no special interests between the Company and each candidate.
2. 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 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. Hirohiko

Imura 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. With regard to candidates, namely Mr. Fumio Tahara 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 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. Furthermore, if the election of the candidate Mr. Hirohiko Imura is approved, the Company intends to enter into an agreement containing the same contents as the above agreement with him.
4. In order to prepare for the risk of claims against Board Members, etc. based on breach of the duty of care and others, 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. Each candidate 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.

Reference Skills matrix of Directors

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

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, and accounting/tax affairs, 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 in areas of the Company's business
	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	Kanaya	Tahara	Sano	Imura	Suzuki	Aoyagi	Okuhara
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	●	●		●	●			●