

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities code: 2975

Date of sending by postal mail: February 5, 2025

Start date of measures for electronic provision: January 31, 2025

To our shareholders:

Masashi Mizunaga
President and CEO
Star Mica Holdings Co., Ltd.
4-3-1, Toranomom, Minato-ku, Tokyo

Notice of the 27th Annual General Meeting of Shareholders

We are pleased to announce the 27th Annual General Meeting of Shareholders of Star Mica Holdings Co., Ltd. (the “Company”), which will be held as described below.

When convening this General Meeting of Shareholders, the Company takes measures for providing in electronic format the 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). This information is posted on each of the following websites, so please access either of those websites to confirm the information.

[The Company’s website]

<https://www.starmica-holdings.co.jp/ir/shareholders-meeting/> (in Japanese)

[Tokyo Stock Exchange’s 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 “Star Mica Holdings” in “Issue name (company name)” or the Company’s securities code “2975” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

If you are unable to attend the meeting in person, you may exercise your voting rights either via the internet, etc. or in writing (by postal mail). Please review the Reference Documents for the General Meeting of Shareholders below and exercise your voting rights by 5:00 p.m. on Thursday, February 20, 2025 (JST).

[Exercising voting rights via the internet, etc.]

Please access the website designated by the Company for exercising voting rights (<https://evote.tr.mufg.jp/>) (in Japanese), enter the “login ID” and “temporary password” provided on the voting form sent together with this Notice, and follow the instructions on the screen to indicate your approval or disapproval of the proposals by the above deadline.

When exercising voting rights via the internet, etc. please review “Information on Voting via the internet, etc.” described below.

[Exercising voting rights in writing (by postal mail)]

Please indicate your approval or disapproval for each proposal on the voting form and return it to us so that it arrives by the above deadline.

1. **Date and time:** 10:00 a.m., Friday, February 21, 2025 (JST)
(Reception starts at 9:30 a.m.)
2. **Venue:** Maple, 7th Floor, The Okura Prestige Tower, The Okura Tokyo
2-10-4, Toranomom, Minato-ku, Tokyo

3. **Purpose of the meeting:**

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 27th fiscal year (from December 1, 2023 to November 30, 2024), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The Non-consolidated Financial Statements for the 27th fiscal year (from December 1, 2023 to November 30, 2024)

Matters to be resolved:

Proposal No. 1: Election of One Director (Excluding Directors Who Are Audit and Supervisory Committee Members)

Proposal No. 2: Election of Three Directors Who Are Audit and Supervisory Committee Members

Proposal No. 3: Election of Financial Auditor

- If attending the meeting in person, please present the voting form at the reception desk.
- For this General Meeting of Shareholders, we have delivered paper-based documents stating the matters subject to measures for electronic provision to all shareholders, regardless of whether or not they have requested them. Among the matters subject to measures for electronic provision, in accordance with the provisions of laws and regulations and Article 14 of the Articles of Incorporation of the Company, the following matters are not provided in the paper-based documents delivered to shareholders.
 - (1) “Status of Share Acquisition Rights” and “Systems to Ensure the Appropriateness of Operations and Overview of Operational Status of the Systems” in the Business Report
 - (2) “Consolidated Statement of Changes in Equity” and “Notes to Consolidated Financial Statements” in the Consolidated Financial Statements
 - (3) “Statement of Changes in Equity” and “Notes to Non-consolidated Financial Statements” in the Non-consolidated Financial StatementsThe Business Report, Consolidated Financial Statements and Financial Statements audited by the Audit and Supervisory Committee in preparing its audit report and the financial auditor in preparing its accounting audit report, respectively, include the items described in (1) through (3) above, in addition to the matters described in those documents.
- In the event of any revision to the matters subject to measures for electronic provision, a notice of the revision and the details of the matters before and after the revision will be posted on each of the above-mentioned websites.

Information on Exercise of Voting Rights

Exercise of voting rights at the Company's General Meeting of Shareholders is shareholders' important right.

Please exercise your voting rights after reviewing the Reference Documents for the General Meeting of Shareholders.

There are three methods to exercise your voting rights as indicated below.

Exercise of voting rights by attending the General Meeting of Shareholders

You are kindly requested to exercise your voting rights by submitting the voting form to the reception desk at the meeting.

Date and time:

10:00 a.m., Friday, February 21, 2025 (JST)

(Reception starts at 9:30 a.m.)

Exercise of voting rights via the internet, etc.

Please indicate whether you approve or disapprove of each proposal following the instructions on the next page.

Deadline for exercise of voting rights via the internet:

All data entry to be completed no later than 5:00 p.m., Thursday, February 20, 2025 (JST).

Exercising voting rights by postal mail

You are kindly requested to indicate your vote of approval or disapproval of each proposal on the voting form, and to return the completed voting form to the Company. You do not need to affix a stamp.

Deadline for exercise of voting rights by postal mail:

Your voting form must reach the Company by Thursday, February 20, 2025, at 5:00 p.m. (JST).

How to Fill Out Your Voting Form

Proposals No. 1 and No. 3:

To mark your approval for all candidates	>>Circle "Approve."
To mark your disapproval	>>Circle "Disapprove."

Proposal No. 2:

To mark your approval for all candidates	>>Circle "Approve."
To mark your disapproval	>>Circle "Disapprove."
To mark your disapproval for certain candidates	>>Circle "Approve" and write the number of the candidate(s) you wish to disapprove.

- Please note that your vote via the internet, etc. will prevail should you exercise your voting rights both via the internet, etc. and in writing (by postal mail). If you exercise your voting rights more than once via the internet, etc. only the last vote shall be deemed effective.
- For voting rights exercised in writing (by postal mail), if neither approval nor disapproval of each proposal is indicated, the Company will deem that you indicated your approval of the proposal.

Exercise of Voting Rights via the internet, etc.

Scanning the QR Code

You can log in to the website for the exercise of voting rights without entering the login ID or temporary password printed on the voting form.

1. Please scan QR Code on the voting form.
* “QR Code” is a registered trademark of DENSO WAVE INCORPORATED.
2. Please follow the directions that appear on the screen to input approval or disapproval to each proposal.

Entering login ID and temporary password

Website for exercise of voting rights: <https://evote.tr.mufg.jp/> (in Japanese)

1. Please access the website for exercise of voting rights.
2. Enter your “login ID” and “temporary password” printed on the voting form, and click “Log in.”
3. Please follow the directions that appear on the screen to input approval or disapproval to each proposal.

In case you need instructions for how to operate your personal computer or smartphone in order to exercise your voting rights via the internet, please contact:

Stock Transfer Agency (Help Desk), Mitsubishi UFJ Trust and Banking Corporation

Phone: 0120-173-027 (9:00 a.m. to 9:00 p.m. (JST); toll free (Japan only))

Institutional investors may use the Electronic Voting Platform for institutional investors operated by ICJ, Inc.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Election of One Director (Excluding Directors Who Are Audit and Supervisory Committee Members)

The term of office of a Director (excluding Directors who are Audit and Supervisory Committee Members; applicable hereinafter in this proposal), Masashi Mizunaga, will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of one Director.

Selection of candidates for Director is determined by the Board of Directors based on a personnel proposal resolved by the Nomination and Remuneration Committee, and on the condition that the candidates have expertise and experience that will contribute to enhancing the corporate value of the Group, and that they have excellent character and insight.

As for this proposal, the Audit and Supervisory Committee of the Company has judged that the candidate for Director is qualified.

The candidate for Director is as follows:

Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
<p style="text-align: center;">Masashi Mizunaga (October 6, 1964)</p> <p style="text-align: center;">Reelection</p> <p style="text-align: center;">Male</p>	<p>Apr. 1989 Joined MITSUI & CO., LTD.</p> <p>Mar. 1995 MBA, UCLA Anderson School of Management</p> <p>Apr. 1995 Joined The Boston Consulting Group, Inc.</p> <p>July 1996 Joined Goldman Sachs Japan Co., Ltd.</p> <p>July 1998 President & CEO of Office Ohgi Co., Ltd. (currently the Company) (current position)</p> <p>Mar. 2000 Established PI Technology Co., Ltd. (currently Ichigo Inc.) Representative Director</p> <p>Feb. 2002 President & CEO of Star Mica Co., Ltd.</p> <p>Dec. 2014 Chairman & CEO of Star Mica Co., Ltd.</p> <p>May 2016 Chairman, President & CEO of Star Mica Co., Ltd.</p> <p>Feb. 2017 President & CEO of Star Mica Co., Ltd. (current position)</p> <p>[Significant concurrent positions outside the Company] President & CEO of Star Mica Co., Ltd. President & CEO of Star Mica Residence Co., Ltd. President & CEO of Star Mica Property Co., Ltd. President & CEO of Star Mica Asset Partners Co., Ltd.</p>	12,145,454
<p>Reasons for nomination as candidate for Director</p> <p>Since the establishment of the Group's main operating company, Star Mica Co., Ltd., Masashi Mizunaga has driven the Group's business and properly directed and supervised its management. We have nominated him as a candidate for Director because we expect to continue to leverage his experience, knowledge, and abilities to further enhance the corporate value of the Group.</p>		

- Notes:
1. There is no special interest between the candidate for Director and the Company.
 2. The candidate for Director is currently a Director of the Company, and the Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, which includes this candidate as an insured. This insurance policy covers Directors, Audit and Supervisory Board Members and Executive Officers of the Company and its subsidiaries as the insureds, and covers damages and legal expenses incurred by the insured person in the event of claims for damages arising out of acts (including nonfeasance) committed by an insured in their capacity as officer or director of the Company, and the Company bears the full amount of insurance premiums for the insured. If the reelection of the candidate is approved, he will continue to be included in the policy as an insured. The Company plans to renew the insurance policy with the same terms and conditions during his term of office.

Proposal No. 2: Election of Three Directors Who Are Audit and Supervisory Committee Members

The term of office of Directors who are Audit and Supervisory Committee Members, Kazuhiko Odaki, Yasushi Yano and Tetsuo Wada, will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of three Directors who are Audit and Supervisory Committee Members.

Prior consent of the Audit and Supervisory Committee has been obtained for this proposal.

Candidates for Director who is an Audit and Supervisory Committee Member are as follows:

Candidate No.	Name	Current position in the Company	Candidate attributes
1	Kazuhiko Odaki	Outside Director (Audit and Supervisory Committee Member)	Reelection Outside Director Independent Officer Male
2	Yasushi Yano	Outside Director (Audit and Supervisory Committee Member)	Reelection Outside Director Independent Officer Male
3	Tetsuo Wada	Outside Director (Audit and Supervisory Committee Member)	Reelection Outside Director Independent Officer Male

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Kazuhiko Odaki (October 1, 1965) Reelection Outside Independent Male	<p>Apr. 1988 Joined Ministry of International Trade and Industry (currently Ministry of Economy, Trade and Industry)</p> <p>Jan. 2000 Associate Professor of Institute of Social and Economic Research, Osaka University</p> <p>June 2003 President of Specified Non-profit Organization Policy Evaluation Agency (current position)</p> <p>July 2004 Director for Planning of Financial Markets Division, Planning and Coordination Bureau, Financial Services Agency</p> <p>July 2008 Senior Research Fellow for Corporate Law Systems of Economic and Industrial Policy Bureau, Ministry of Economy, Trade and Industry</p> <p>Mar. 2012 Retired from Ministry of Economy, Trade and Industry</p> <p>Apr. 2012 Professor of College of Economics, Nihon University (current position)</p> <p>Feb. 2013 Outside Director of Star Mica Co., Ltd.</p> <p>Feb. 2016 Director (Audit and Supervisory Committee Member) of Star Mica Co., Ltd.</p> <p>June 2018 Outside Director of AS ONE CORPORATION (current position)</p> <p>Nov. 2018 Outside Director of the Company</p> <p>June 2019 Outside Director (Audit and Supervisory Committee Member) of the Company (current position)</p> <p>Feb. 2023 Director of Star Mica Co., Ltd. (current position)</p> <p>[Significant concurrent positions outside the Company] Professor of College of Economics, Nihon University President of Specified Non-profit Organization Policy Evaluation Agency Outside Director of AS ONE CORPORATION Director of Star Mica Co., Ltd.</p>	46,800
<p>Reasons for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and overview of expected roles</p> <p>Kazuhiko Odaki has abundant experience at the Ministry of Economy, Trade and Industry and at the Financial Services Agency and broad-ranging insight as a university professor. In light of his track record of providing valuable opinions and candid recommendations regarding the management of the Company as an outside Director and Director who is an Audit and Supervisory Committee Member of the Company, he is expected to contribute to improving the soundness and transparency of the Company's management decision-making. Although he has no experience of being directly involved in the management of a company, the Company has nominated him as a candidate for outside Director who is an Audit and Supervisory Committee Member for the reasons above.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	<p style="text-align: center;">Yasushi Yano (December 9, 1966)</p> <p style="text-align: center;">Reelection</p> <p style="text-align: center;">Outside</p> <p style="text-align: center;">Independent</p> <p style="text-align: center;">Male</p>	<p>Apr. 1990 Joined Kawasho Corporation (currently JFE Shoji Corporation)</p> <p>Apr. 1992 Joined Kawasaki Steel Corporation (currently JFE Engineering Corporation)</p> <p>Oct. 1994 Joined TAISEI KIKO Co., Ltd.</p> <p>Feb. 2006 President (Representative Director) of TAISEI KIKO Co., Ltd.</p> <p>Mar. 2011 Established TAISEI CI Co., Ltd., Representative Director (current position)</p> <p>Apr. 2018 Administrative Council Member of Nishinoda Technology Senior High School (current position)</p> <p>May 2018 Trustee, Kansai Keizai Doyukai (Kansai Association of Corporate Executives) (current position)</p> <p>June 2019 Outside Director (Audit and Supervisory Committee Member) of the Company (current position)</p> <p>Feb. 2020 Audit and Supervisory Board Member of Star Mica Co., Ltd. (current position)</p> <p>[Significant concurrent positions outside the Company] Representative Director of TAISEI CI Co., Ltd.</p>	2,700
<p>Reasons for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and overview of expected roles</p> <p>Yasushi Yano has abundant experience and achievements in corporate management. In light of his track record of utilizing his broad-ranging insight to provide valuable opinions and candid recommendations regarding the management of the Company as an outside Director and Director who is an Audit and Supervisory Committee Member of the Company, he is expected to contribute to improving the soundness and transparency of the Company's management decision-making. For the reasons above, the Company has nominated him as a candidate for outside Director who is an Audit and Supervisory Committee Member.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Tetsuo Wada (February 9, 1965) <input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent <input type="checkbox"/> Male	<p>Apr. 1989 General Coordination Division of Minister's Secretariat, Ministry of Posts and Telecommunications</p> <p>Apr. 1991 Research Department of Institute of Fiscal and Monetary Policy, Ministry of Finance</p> <p>July 1992 Long-term Research Fellow of National Personnel Authority</p> <p>June 1996 Senior Research Fellow of Institute for Posts and Telecommunications Policy, Ministry of Posts and Telecommunications</p> <p>Apr. 2000 Associate Professor of Department of Management, Faculty of Economics, Gakushuin University</p> <p>Dec. 2003 Ph.D., Walter A. Haas School of Business, University of California, Berkeley</p> <p>Apr. 2004 Professor of Department of Management, Faculty of Economics, Gakushuin University (current position)</p> <p>Feb. 2021 Outside Director (Audit and Supervisory Committee Member) of the Company (current position)</p> <p>[Significant concurrent positions outside the Company] Professor of Faculty of Economics, Gakushuin University</p>	29,100
<p>Reasons for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and overview of expected roles</p> <p>Tetsuo Wada has broad-ranging insight as a person with academic experience. In light of his track record of providing valuable opinions and candid recommendations regarding the management of the Company as an outside Director and Director who is an Audit and Supervisory Committee Member of the Company, he is expected to contribute to improving the soundness and transparency of the Company's management decision-making. Although he has no experience of being directly involved in the management of a company other than as an outside officer, the Company has nominated him as a candidate for outside Director who is an Audit and Supervisory Committee Member for the reasons above.</p>			

- Notes:
1. There is no special interest between the three candidates for Director who is an Audit and Supervisory Committee Member and the Company.
 2. The three candidates for Director who is an Audit and Supervisory Committee Member are the candidates for outside Director.
 3. The Company has submitted notification to the Tokyo Stock Exchange, Inc. that Kazuhiko Odaki, Yasushi Yano and Tetsuo Wada have been designated as independent officers as provided for by the aforementioned exchange. If the reelection of each candidate is approved, the Company plans to continue to designate them as independent officers.
 4. Kazuhiko Odaki, Yasushi Yano and Tetsuo Wada are currently outside Directors of the Company. At the conclusion of this General Meeting of Shareholders, their terms of office as outside Directors will be six years and four months for Kazuhiko Odaki, five years and nine months for Yasushi Yano and four years for Tetsuo Wada.
 5. The Company has entered into agreements with Kazuhiko Odaki, Yasushi Yano and Tetsuo Wada pursuant to Article 427, paragraph (1) of the Companies Act to limit liability for damages under Article 423, paragraph (1) of said Act to the minimum liability amount stipulated by laws and regulations. If the reelection of each candidate is approved, the Company plans to renew such agreements.
 6. The Company has entered into a directors and officers liability insurance policy provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. This insurance policy covers Directors including Audit and Supervisory Committee Members of the Company, Audit and Supervisory Board Members and Executive Officers of the Company and its subsidiaries as the insureds, and covers damages and legal expenses incurred by the insured person in the event of claims for damages arising out of acts (including nonfeasance) committed by an insured in their capacity as officer or director of the Company, and the Company bears the full amount of insurance premiums for the insured. If the reelection of Kazuhiko Odaki, Yasushi Yano and Tetsuo Wada is approved, they will continue to be included in the policy as an insured. The Company plans to renew the insurance policy with the same terms and conditions during their term of office.

[Reference] Skills Matrix of Directors

If Proposal No. 1 and Proposal No. 2 are approved and adopted, the composition of the Board of Directors and notable expertise and experience of the Directors will be as follows.

Name	Outside	Independent	Gender	Notable expertise and experience possessed by Directors						
				Corporate management	Sales/ Marketing	Finance/ Accounting	Legal affairs/ Compliance	Human resources/ Personnel development	Technology	Sustainability
Masashi Mizunaga			Male	●	●	●		●		●
Kazuhiko Odaki	○	○	Male			●	●		●	●
Yasushi Yano	○	○	Male	●	●			●		
Tetsuo Wada	○	○	Male		●	●	●			
Izumi Saegusa	○	○	Female		●			●		●

Note: “Outside” refers to outside Director and “Independent” refers to independent officer as stipulated by Tokyo Stock Exchange, Inc.

Proposal No. 3: Election of Financial Auditor

The Company’s Financial Auditor, KPMG AZSA LLC, will resign from its position due to the expiration of its term of office at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of a new Financial Auditor.

This proposal is being made based on the decision by the Audit and Supervisory Committee.

Furthermore, the Audit and Supervisory Committee selected Grant Thornton Taiyo LLC as the candidate for Financial Auditor because, in addition to expecting that auditing will be provided from a fresh perspective, the committee has determined that this audit firm is appropriate to serve as the Company’s Financial Auditor based on comprehensive consideration regarding its expertise, independence, quality control systems, audit fees and other factors.

The candidate for Financial Auditor is as follows:

(As of December 31, 2024)

Name	Grant Thornton Taiyo LLC	
Locations of major office	22F, Akasaka K-tower, 1-2-7 Moto-Akasaka, Minato-ku Tokyo	
History	Sept. 1971	Established Taiyo Audit Corporation
	Jan. 2006	Taiyo Audit Corporation and ASG Audit Corporation merged to form Grant Thornton Taiyo ASG
	July 2008	Transitioned to a limited-liability corporation structure and became Grant Thornton Taiyo ASG LLC
	July 2012	Merged with Eisho Audit Corporation
	Oct. 2013	Merged with Kasumigaseki Audit Corporation
	Oct. 2014	Changed name to Grant Thornton Taiyo LLC
	July 2018	Merged with YUSEI Audit & Co.
Capital	530 million yen	
Constituent members	Senior Partners and Partners	95
	Specified Partners	5
	Certified Public Accountants	374
	Persons who have passed the Certified Public Accountant examination, etc.	221
	Other	578
	Total	1,273

Matters regarding the candidate for Financial Auditor

Grant Thornton Taiyo LLC received an order from the Financial Services Agency to partially suspend its operations from January 1, 2024 to March 31, 2024. However, this audit firm submitted a business improvement plan to the Financial Services Agency on January 31, 2024, and implemented measures to improve audit quality and fundamentally resolve the issues, such as by strengthening the governance functions for ensuring transparency, changing the organizational structure, reforming the organizational culture, reviewing the personnel system and reforming on-site auditing.

Regarding the business improvements, the Financial Services Agency has recognized that certain improvements have been made, and that the audit firm's business improvement reporting to the Financial Services Agency has been completed.

While commending the audit firm for its improvement initiatives aimed at preventing a recurrence, the Audit and Supervisory Committee has determined that proper and rigorous auditing of the Company will be conducted.