

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 6, 2024

Start date of measures for electronic provision: February 1, 2024

To our shareholders:

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

Notice of the 26th Annual General Meeting of Shareholders

We are pleased to announce the 26th 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 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 Wednesday, February 21, 2024 (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., Thursday, February 22, 2024 (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 26th fiscal year (from December 1, 2022 to November 30, 2023), 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 26th fiscal year (from December 1, 2022 to November 30, 2023)

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 One Director Who Is an Audit and Supervisory Committee Member

- 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., Thursday, February 22, 2024 (JST)

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

Exercise of voting rights via the internet

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., Wednesday, February 21, 2024 (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 instructions must reach the Company by Wednesday, February 21, 2024, at 5:00 p.m. (JST).

How to Fill Out Your Voting Form

Proposal No. 1, No. 2

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

To mark your disapproval >>Circle "Disapprove."

- Please note that your online vote will prevail should you exercise your voting rights both via the internet and in writing (by postal mail). If you exercise your voting rights more than once via the internet, 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
Masashi Mizunaga (October 6, 1964) <div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 5px auto;">Reelection</div> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 5px auto;">Male</div>	Apr. 1989 Joined MITSUI & CO., LTD. Mar. 1995 MBA, UCLA Anderson School of Management Apr. 1995 Joined The Boston Consulting Group, Inc. July 1996 Joined Goldman Sachs Japan Co., Ltd. July 1998 President & CEO of Office Ohgi Co., Ltd. (currently the Company) (current position) Mar. 2000 Established PI Technology Co., Ltd. (currently Ichigo Inc.) Representative Director Feb. 2002 President & CEO of Star Mica Co., Ltd. Dec. 2014 Chairman & CEO of Star Mica Co., Ltd. May 2016 Chairman, President & CEO of Star Mica Co., Ltd. Feb. 2017 President & CEO of Star Mica Co., Ltd. (current position) [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.	11,708,916
Reasons for nomination as candidate for Director 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.		

- 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 One Director Who Is an Audit and Supervisory Committee Member

The Company proposes the election of one Director who is an Audit and Supervisory Committee Member, increasing the number of Director who is an Audit and Supervisory Committee Member by one to strengthen the audit system.

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

Candidate for Director who is an Audit and Supervisory Committee Member 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
Izumi Saegusa (May 14, 1967) <input checked="" type="checkbox"/> New election <input type="checkbox"/> Outside <input type="checkbox"/> Independent <input checked="" type="checkbox"/> Female	Apr. 1991 Joined The Boston Consulting Group, Inc. Mar. 2007 Auditor of Oya Eiko Office Ltd. (current position) Nov. 2017 Director of Oya Soichi Library Foundation (current position) [Significant concurrent positions outside the Company] Auditor of Oya Eiko Office Ltd. Director of Oya Soichi Library Foundation	-
Reasons for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and overview of expected roles Izumi Saegusa is expected to contribute to improving the soundness and transparency of the Company's management decision-making by providing candid advice on the Company's management based on her experience in marketing, personnel and organizational reforms for various business companies at a consulting firm. In addition, we expect that she will provide useful opinions on the Company's sustainability-related initiatives, and nominate her as a candidate for outside Director who is an Audit and Supervisory Committee Member.		

- Notes:
1. There is no special interest between the candidate for Director who is an Audit and Supervisory Committee Member and the Company.
 2. Ms. Saegusa is a candidate for outside Director. Additionally, she meets the requirements for independent officer as stipulated by Tokyo Stock Exchange, Inc., and if her appointment is approved, the Company plans to designate her as an independent officer and notify the Tokyo Stock Exchange.
 3. In the event that Izumi Saegusa assumes office as a Director who is an Audit and Supervisory Committee Member, the Company will enter into an agreement with her 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.
 4. 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 election of Ms. Saegusa is approved as originally proposed, she will be included in the policy as an insured. The Company plans to renew the insurance policy with the same terms and conditions during her 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.