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(Code 2975 on the Tokyo Stock Exchange Prime Market)  
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### **Notice regarding the issuance of stock acquisition rights (paid stock options)**

Star Mica Holdings Co., Ltd. (TOKYO: 2975: hereinafter referred to as “we” or “the Company”) announces that at the Board of Directors meeting held today, it resolved to issue stock acquisition rights to our directors and employees as follows, in accordance with the provisions of Articles 236, 238, and 240 of the Companies Act. Please note that these rights will be issued to those who will receive the stock acquisition rights at a fair price and for a fee, and since the terms are not particularly favorable, it will be implemented without obtaining approval from the general meeting of shareholders. In addition, these stock acquisition rights will not be issued as compensation to the grantees, but will be underwritten based on each individual's investment judgment.

#### **I. Purpose and Reason for Offering of Stock acquisition rights**

We have recently revised our Mid-Term Plan "Find the Value 2026," announced on January 12, 2024, and has added specific quantitative targets to aim to expand our business performance and increase corporate value over the medium term. In order to further increase motivation and morale toward achieving these goals and further strengthen the unity of our group, we will issue stock acquisition rights to directors and employees of its subsidiaries.

If all of the stock acquisition rights are exercised, the total number of our common shares will increase by approximately 1.0% of the total number of issued shares (including treasury shares) as of today. However, the exercise condition of these stock acquisition rights is the achievement of predetermined performance targets, and we believe that the achievement of these targets will contribute to the improvement of our corporate value and shareholder value. For this reason, we believe that the issuance of these stock acquisition rights will contribute to the interests of our existing shareholders and the impact on the dilution of shares is reasonable.

#### **II. Terms and Conditions for Issuance of Stock acquisition rights**

##### **1. Number of Stock acquisition rights**

3,315 options

The total number of shares that can be issued by exercising these stock acquisition rights shall be 331,500 shares of the Company's common shares. If the number of shares granted for these stock acquisition rights is adjusted pursuant to 3. (1) below, the number shall be the adjusted number of shares granted multiplied by the number of these stock acquisition rights.

##### **2. Money to be paid in exchange for stock acquisition rights**

The issue price per stock acquisition right shall be 1,300 yen. This amount was determined by Plutus Consulting Co., Ltd., a third-party evaluation institution, based on the results of a Monte Carlo simulation, a general option price calculation model, taking into account the company's share price information, etc.

##### **3. Details of the stock acquisition rights**

(1) Type and number of shares that are the subject of the stock acquisition rights

The number of shares to be issued for each stock acquisition right (hereinafter referred to as the "number of shares to be issued") shall be 100 common shares of the Company.

The number of shares to be issued shall be adjusted according to the following formula if the Company conducts a share split (including a free allotment of common shares of the Company; the same applies below) or a share consolidation after the allotment date of the stock acquisition rights. However, such adjustment shall only be made to the number of shares to be issued for the stock acquisition rights that have not been exercised at the time, and any fractional part less than one share resulting from the adjustment shall be rounded down.

Number of shares to be issued after adjustment

$$= \text{Number of shares to be issued before adjustment} \times \text{Split (or Consolidation) ratio}$$

In addition, if the Company undergoes a merger, company split, share exchange, share issuance, or reduction in the amount of capital after the allotment date of the stock acquisition rights, or if an adjustment to the number of shares to be issued is required due to other similar cases, the Company may appropriately adjust the number of shares to be issued within a reasonable range.

(2) Value of assets to be contributed when exercising the Stock acquisition rights or calculation method

The value of assets to be contributed when exercising these stock acquisition rights shall be the amount paid per share (hereinafter referred to as the "exercise price") multiplied by the number of shares granted.

The exercise price shall be 774 yen, which is the closing price of the Company's shares in regular trading on the Tokyo Stock Exchange on January 10, 2025, the trading day immediately preceding the date of the Board of Directors' resolution on the issuance of these stock acquisition rights.

If the Company carries out a share split or consolidation after the allotment date of these stock acquisition rights, the exercise price shall be adjusted according to the following formula, and any fractional part less than 1 yen resulting from the adjustment shall be rounded up.

$$\text{Exercise price after adjustment} = \text{Exercise price before adjustment} \times 1 / \text{Split (or Consolidation) ratio}$$

The adjusted exercise price in the event of a share split or consolidation of the Company's common share, in the event of a share split of the Company's common share (excluding a free allotment of the Company's common share when no record date is set), will apply from the day after the record date, and in the event of a free allotment or consolidation of the Company's common share when no record date is set, will apply from the effective date.

In addition, if, after the allotment date of these Stock acquisition rights, the Company issues new shares or disposes of treasury share at a price lower than the market price of the Company's common share (excluding the issuance of new shares and disposal of treasury share based on the exercise of the Stock acquisition rights, or the issuance of new shares and delivery of treasury share through a merger, company split, share exchange, and share delivery; the same applies below), the exercise price will be adjusted using the following formula (hereinafter referred to as the "exercise price adjustment formula"), and any fractional part less than one yen resulting from the adjustment will be rounded up.

Exercise price

after adjustment

$$= \text{Exercise price before adjustment} \times \frac{\text{Number of shares already issued} + \frac{\text{Number of newly issued shares} \times \text{Payment amount per share}}{\text{Market price per share before new issuance}}}{\text{Number of shares already issued} + \text{Number of newly issued shares}}$$

In the above formula, "number of already issued shares" means the record date, if there is one, for granting shareholders the right to receive the allotment, or, if there is no such record date, the total number of issued shares of the Company's common share as of the day one month prior to the day on which the adjusted exercise price is first applied minus the

number of treasury shares of the Company's common share on that day, and in the case of disposing of treasury shares of the Company's common share, "number of newly issued shares" shall be read as "number of treasury shares to be disposed of."

When issuing new shares or disposing of treasury shares at a price below the market price of the Company's common share, the adjusted exercise price shall apply from the payment due date (the last day if a payment period was specified in the offering, or the effective date in the case of a gratis allotment), or from the day after that date, if there is a record date for granting shareholders the right to receive the allotment for such issuance or disposal.

In addition to the above, if, after the allotment date of the Stock acquisition rights, the Company merges with another company, undergoes a company split, a share exchange or a share issuance, or in other similar cases where an adjustment of the Exercise Price is required, the Company may adjust the Exercise Price appropriately within a reasonable range.

(3) Period during which the Stock acquisition rights can be exercised

The period during which the Stock acquisition rights may be exercised (hereinafter referred to as the "Exercise Period") will be from March 1, 2027 to January 30, 2030.

(4) Matters regarding the increase in capital and capital reserves

- ① The amount of increase in capital when shares are issued through the exercise of the stock acquisition rights shall be half the amount of the capital increase limit calculated in accordance with Article 17, Paragraph 1 of the Company Accounting Regulations. If a fraction less than one yen results from the calculation, that fraction shall be rounded up.
- ② The amount of increase in capital reserve when shares are issued through the exercise of the stock acquisition rights shall be the amount obtained by subtracting the amount of increase in capital set forth in ① above from the capital increase limit set forth in ① above.

(5) Restrictions on acquisition of stock acquisition rights through transfer

The acquisition of the stock acquisition rights through transfer shall require approval by resolution of the Company's board of directors.

(6) Conditions for exercising the stock acquisition rights

- ① The holders of the stock acquisition rights may exercise the stock acquisition rights allocated to each holder if the total amount of operating profit in the consolidated income statement (or income statement if a consolidated income statement has not been prepared; the same applies below) stated in the Company's securities report for the fiscal year ending November 2024 to November 2026 exceeds 19,000 million yen. In addition, if the consolidated income statement includes share compensation expenses related to the stock acquisition rights, the operating profit before deducting share compensation expenses, excluding the impact of such expenses, shall be used for the judgment. In addition, if there is a significant change in the concept of operating profit to be referred to due to the application of International Financial Reporting Standards, etc., the Board of Directors shall determine a separate indicator to be referred to.
- ② The holders of the stock acquisition rights must be directors, auditors, or employees of the Company or its affiliates at the time of exercising the stock acquisition rights. However, this does not apply if the Board of Directors recognizes that there is a valid reason, such as resignation due to the expiration of the term of office, retirement, or other reasons.
- ③ Exercise of Stock acquisition rights by the heirs of the Stock acquisition rights holder will not be permitted.
- ④ If the exercise of Stock acquisition rights would cause the total number of issued shares of the Company to exceed the total number of issuable shares at that time, those Stock acquisition rights may not be exercised.
- ⑤ Less than one Stock acquisition right may not be exercised.

4. Allocation date of stock acquisition rights

January 31, 2025

5. Matters concerning acquisition of stock acquisition rights

(1) If the General Meeting of Shareholders approves (or a resolution of the Board of Directors if approval of the General Meeting of Shareholders is not required) a merger agreement in which the Company will be the disappearing company, a separation agreement or plan for a company separation in which the Company will be the separating company, a share exchange agreement or share transfer plan in which the Company will be a wholly owned subsidiary, or a share issuance plan in which the Company will be a share-issuing subsidiary, the Company may acquire all of the Stock acquisition rights free of charge upon the arrival of a date separately determined by the Board of Directors of the Company. (2) If a holder of Stock acquisition rights becomes unable to exercise his or her Stock acquisition rights due to the provisions set out in 3.(6) above before exercising their rights, the Company may acquire the Stock acquisition rights free of charge.

#### 6. Treatment of stock acquisition rights in the event of organizational restructuring

the Company undergoes a merger (only when the Company is dissolved as a result of the merger), an absorption-type division or incorporation-type division (only when the Company is the dividing company in each case), or a share exchange or share transfer (only when the Company is a wholly owned subsidiary in each case) (collectively hereinafter referred to as "organizational restructuring"), the effective date of the organizational restructuring (the effective date of the absorption-type merger in the case of an absorption-type merger, the date of establishment of the newly established company in the case of an incorporation-type merger, and the date of the absorption-type division in the case of an absorption-type division) shall be the effective date of the organizational restructuring (the effective date of the absorption-type merger in the case of an incorporation-type merger, the date of establishment of the newly established company in the incorporation-type merger, and the date of the absorption-type division). The stock acquisition rights of the share companies set forth in Article 236, Paragraph 1, Items 8 (a) to (e) of the Companies Act (hereinafter referred to as the "reorganized companies") will be issued to the stock acquisition rights holders who hold the remaining stock acquisition rights (hereinafter referred to as the "remaining stock acquisition rights") immediately before the effective date of the split, the date of establishment of the new company established by the incorporation split in the case of an incorporation split, the date of effectiveness of the share exchange in the case of a share exchange, and the date of establishment of the wholly owning parent company established by the share transfer in the case of a share transfer (hereinafter the same applies below) under the following conditions. When the stock acquisition rights of the reorganized company are issued, the remaining stock acquisition rights will be extinguished and the reorganized company will issue new stock acquisition rights. However, this will only apply if the issuance of the stock acquisition rights of the reorganized company in accordance with the following conditions is specified in the absorption-type merger agreement, incorporation-type merger agreement, absorption-type split agreement, incorporation-type split plan, share exchange agreement, or share transfer plan.

##### (1) Number of stock acquisition rights of the reorganized company to be issued

The same number of stock acquisition rights as the number of remaining stock acquisition rights held by the stock acquisition right holder shall be issued.

##### (2) Type of shares of the reorganized company that are the subject of the stock acquisition rights

Common share of the reorganized company.

##### (3) Number of shares of the reorganized company that are the subject of the stock acquisition rights

To be determined in accordance with 3. (1) above, taking into account the conditions of the reorganization.

##### (4) Value of assets to be contributed when exercising the stock acquisition rights

The value of assets to be contributed when exercising each stock acquisition right to be issued shall be the post-reorganization exercise price obtained by adjusting the exercise price determined in 3. (2) above, taking into account the conditions of the reorganization, etc., multiplied by the number of shares of the reorganized company that are the subject of the stock acquisition rights, determined in accordance with 6. (3) above.

##### (5) Period during which the stock acquisition rights can be exercised

The value of assets to be contributed when exercising each stock acquisition right to be issued shall be the post-reorganization exercise price obtained by adjusting the exercise price determined in 3. (2) above, taking into account the conditions of the reorganization, etc., multiplied by the number of shares of the reorganized company that are the subject of the stock acquisition rights, determined in accordance with 6. (3) above. The exercise period shall be from the later of the first day of the exercise period specified in 3. (3) or the effective date of the reorganization action to the last day of the

exercise period specified in 3. (3) above.

- (6) Matters concerning the increase in capital and capital reserves when shares are issued through the exercise of stock acquisition rights

To be determined in accordance with 3. (4) above.

- (7) Restrictions on the acquisition of stock acquisition rights by transfer

Restrictions on acquisition by transfer shall require approval by a resolution of the board of directors of the reorganized company.

- (8) Other conditions for the exercise of stock acquisition rights

To be determined in accordance with 3. (6) above.

- (9) Reasons and conditions for acquiring stock acquisition rights

To be determined in accordance with 5 above.

- (10) Other conditions shall be determined in accordance with the conditions of the reorganized company.

7. Matters concerning stock acquisition right securities related to stock acquisition rights

The Company shall not issue stock acquisition right securities related to these stock acquisition rights.

8. Deadline for payment of money in exchange for stock acquisition rights

January 31, 2025

9. Application deadline

January 22, 2025

10. Number and persons receiving stock acquisition rights

Directors of the Company	1 person	1,325 options
Directors of the Company's subsidiaries	2 persons	289 options
Employees of the Company's subsidiaries	27 persons	1,701 options