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Company: Star Mica Holdings Co., Ltd.  
Representative: Masashi Mizunaga, President and CEO  
(Code 2975 on the Tokyo Stock Exchange Prime Market)  
Contact: Manabu Nagaya, Executive Officer  
URL <https://www.starmica-holdings.co.jp/en/>

## **Notice Regarding Revision of Restricted Shares Compensation Plan for Directors (Excluding Directors who are Audit and Supervisory Committee Members and Outside Directors) and Introduction of Restricted Shares Compensation Plan for Directors who are Audit and Supervisory Committee Members**

Star Mica Holdings Co., Ltd. (hereinafter referred to as "the Company") hereby announces that at its board of directors meeting held today, it resolved to revise the restricted shares compensation plan (hereinafter referred to as the "Plan") for the Company's directors (excluding directors who are Audit and Supervisory Committee members and outside directors) and to introduce a restricted shares compensation plan for the Company's directors who are Audit and Supervisory Committee members.

Accordingly, the Company has decided to submit related proposals (hereinafter referred to as the "Proposals") to the 28th Annual General Meeting of Shareholders scheduled to be held on February 20, 2026 (hereinafter referred to as the "General Meeting of Shareholders"), as described below.

### **I. Revision of Restricted Shares Compensation Plan for Directors (Excluding Directors who are Audit and Supervisory Committee Members and Outside Directors)**

#### **1. Purpose of the Revision of the Plan**

At the 23rd Annual General Meeting of Shareholders held on February 24, 2021, the Company introduced the Plan for the Company's directors (excluding directors who are Audit and Supervisory Committee members and outside directors; hereinafter referred to as "Eligible Directors") covering a five-year period (from the 24th fiscal year to the 28th fiscal year) with the aim of providing incentives to sustainably improve the Company's corporate value and to further share value with shareholders.

Upon the expiration of the relevant period, the Company has decided to revise the Plan to abolish the fixed period (five years) and to grant restricted shares compensation continuously every fiscal year, for the purpose of further promoting long-term and sustainable improvement of corporate value and sharing value with shareholders.

This revision is intended to further strengthen incentives for medium- to long-term corporate value improvement, taking into consideration the increasing responsibilities of directors due to recent changes in the economic situation and business environment.

#### **2. Conditions for the Revision of the Plan**

Under the revised Plan, monetary claims will be provided to Eligible Directors as compensation for the allocation of restricted shares. Therefore, the revision of the Plan is subject to the approval of shareholders at the General Meeting of Shareholders.

In addition, at the General Meeting of Shareholders, taking into consideration various circumstances such as the expected further increase in the roles and responsibilities of directors due to changes in the economic situation and business environment, the need to further enhance the director system, and the motivation for medium- to long-term corporate value improvement

(specifically, that it is appropriate to raise the proportion of medium- to long-term incentive compensation), the Company plans to request shareholder approval to revise the monetary compensation limit for Eligible Directors to an amount not exceeding 500 million yen per year (excluding employee salaries for directors who concurrently serve as employees).

Regarding the total amount of monetary claims to be provided as compensation regarding restricted shares based on the Plan, the Company will seek approval from our shareholders to set it at an amount not exceeding 300 million yen per year (excluding employee salaries for directors who concurrently serve as employees), as an inner framework of the revised monetary compensation limit (not exceeding 500 million yen per year) mentioned above.

### 3. Overview of the Revised Plan

#### (1) Allocation of and Payment for Restricted Shares

The Company shall provide monetary claims within the above annual amount to Eligible Directors as compensation regarding restricted shares based on a resolution of the Company's Board of Directors. Each Eligible Director shall receive an allocation of restricted shares by paying all of the said monetary claims as in-kind contributions.

The payment amount per share shall be determined by the Board of Directors based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day preceding the date of each Board of Directors resolution (if no transaction is made on that day, the closing price on the most recent trading day preceding that date), within the scope of the amount that is not particularly advantageous to the Eligible Directors who will subscribe to the common shares.

#### (2) Total Number of Restricted Shares

The total number of restricted shares to be allocated to Eligible Directors shall not exceed 290,000 shares per year.

However, in the event of a share split (including a gratuitous allotment of the Company's common shares) or a share consolidation of the Company's common shares conducted on or after the date of approval and adoption of the Proposals, or in any other cases where an adjustment to the total number of the Company's common shares to be issued or disposed of as restricted shares is required, the said total number shall be adjusted within a reasonable range.

#### (3) Content of Restricted Shares Allocation Agreement

The allocation of restricted shares shall be subject to the conclusion of a restricted shares allocation agreement (hereinafter referred to as the "Allocation Agreement") between the Company and the Eligible Directors, which shall primarily include the following contents:

##### i) Transfer Restriction Period

Eligible Directors shall not transfer to a third party, create a security interest in, or otherwise dispose of the Company's common shares allocated under the agreement (hereinafter referred to as the "Allocated Shares") for a certain period determined by the Company's Board of Directors (hereinafter referred to as the "Transfer Restriction Period") from the date of allocation.

##### ii) Lifting of Transfer Restrictions

On the condition that the Eligible Director has continuously held the position of director of the Company or director of the Company's subsidiaries during the Transfer Restriction Period, the Company shall lift the transfer restrictions on all of the Allocated Shares at the time of expiration of the Transfer Restriction Period. However, in the event that said Eligible Director retires from any of the positions of director of the Company or director of the Company's subsidiaries prior to the expiration of the Transfer Restriction Period due to expiration of term of office, death, or other justifiable reasons, the number of Allocated Shares for which the transfer restrictions are to be lifted and the timing of lifting the transfer restrictions shall be reasonably adjusted as necessary. In addition, the Company shall automatically acquire without compensation any Allocated Shares for which the transfer restrictions have not been lifted at the time immediately after the transfer restrictions are lifted in accordance with the above provisions.

##### iii) Acquisition without Compensation

In the event that certain events occur, the Company shall acquire the Allocated Shares without compensation.

## **II. Introduction of Restricted Shares Compensation Plan for Directors who are Audit and Supervisory Committee Members**

### **1. Purpose of the Introduction**

The Company has decided to introduce a restricted shares compensation plan for the Company's directors who are Audit and Supervisory Committee members (hereinafter referred to as "Eligible Audit and Supervisory Committee Members") for the purpose of further sharing value with shareholders and maximizing their supervisory function for medium- to long-term corporate value improvement.

### **2. Conditions for the Introduction**

The introduction of this plan for Eligible Audit and Supervisory Committee Members is subject to the approval of shareholders at the General Meeting of Shareholders.

At the General Meeting of Shareholders, the Company plans to request shareholder approval to set the total amount of monetary claims to be provided as compensation for restricted shares to Eligible Audit and Supervisory Committee Members at an amount not exceeding 10 million yen per year, within the existing monetary compensation limit for Audit and Supervisory Committee members (not exceeding 60 million yen per year).

### **3. Overview of the Plan**

#### **(1) Allocation of and Payment for Restricted Shares**

The Company shall provide monetary claims within the above annual amount to Eligible Audit and Supervisory Committee Members as compensation regarding restricted shares based on discussions among directors who are Audit and Supervisory Committee members. Each Eligible Audit and Supervisory Committee Member shall receive an allocation of restricted shares by paying all of the said monetary claims as in-kind contributions. The method for determining the payment amount shall be the same as in I. 3. (1) above.

#### **(2) Total Number of Restricted Shares**

The total number of restricted shares to be allocated to Eligible Audit and Supervisory Committee Members shall not exceed 10,000 shares per year.

However, in the event of a share split (including a gratuitous allotment of the Company's common shares) or a share consolidation of the Company's common shares conducted on or after the date of approval and adoption of the Proposals, or in any other cases where an adjustment to the total number of the Company's common shares to be issued or disposed of as restricted shares is required, the said total number shall be adjusted within a reasonable range.

#### **(3) Content of Restricted Shares Allocation Agreement**

The allocation of restricted shares shall be subject to the conclusion of a restricted shares allocation agreement between the Company and the Eligible Audit and Supervisory Committee Members, containing contents similar to I. 3. (3) above (provided, however, that adjustments shall be made considering the nature of the duties of Audit and Supervisory Committee members).