



February 20, 2026

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 Disposal of Treasury Shares as Restricted Shares Compensation

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 dispose of treasury shares as restricted shares compensation (hereinafter referred to as the "Disposal of Treasury Shares") as described below.

1. Overview of the Disposal

(1)	Disposal (payment) date	March 19, 2026
(2)	Class and number of shares to be disposed of	180,598 shares of the Company's common shares
(3)	Disposal price	1,625 yen per share
(4)	Total disposal amount	293,471,750 yen
(5)	Persons to whom shares will be allocated and their number, and number of shares to be allotted	Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors): 1 person, 80,000 shares Directors of the Company who are Audit and Supervisory Committee Members: 4 persons, 2,460 shares Directors of the Company's subsidiaries: 4 persons, 85,229 shares Employees of the Company's subsidiaries: 26 persons, 12,909 shares
(6)	Others	The Company plans to submit an Extraordinary Report on this Disposal of Treasury Shares in accordance with the Financial Instruments and Exchange Act.

*The number of persons to whom shares will be allotted is the total number.

2. Purpose and Reason for the Disposal of Treasury Shares

At the Board of Directors meeting held on January 21, 2021, the Company resolved to introduce a restricted shares compensation plan (hereinafter referred to as the "Existing Plan") for the Company's directors (excluding directors who are Audit and Supervisory Committee members and outside directors), employees of the Company, and directors and employees of the Company's subsidiaries (hereinafter collectively referred to as the "Existing Eligible Directors, etc.") with the aim of providing incentives to sustainably improve the Company's corporate value and to further share value with shareholders.

Subsequently, at the Board of Directors meeting held on January 21, 2026, the Company resolved to revise the Existing Plan and 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"; collectively with the Existing Eligible Directors, etc., referred to as the "Eligible Directors, etc.>").

At the 28th Annual General Meeting of Shareholders held today, approval was granted for the revision of the Existing Plan

(abolition of the fixed period, revision of the remuneration limit and the maximum number of shares, etc.) and the introduction of the restricted shares compensation plan for Eligible Audit and Supervisory Committee Members (hereinafter collectively referred to with the Existing Plan as the "Plan").

Specifically, it was approved that (i) for Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors), monetary claims to be used as property contributed in kind for the acquisition of restricted shares shall be provided in an amount not exceeding 300 million yen per year (excluding employee salaries for directors who concurrently serve as employees), and the total number of the Company's common shares to be issued or disposed of shall not exceed 290,000 shares per year; and (ii) for Eligible Audit and Supervisory Committee Members, monetary claims to be used as property contributed in kind for the acquisition of restricted shares shall be provided in an amount not exceeding 10 million yen per year, and the total number of the Company's common shares to be issued or disposed of shall not exceed 10,000 shares per year.

The overview of the Plan is as follows.

[Outline of the Plan]

The Eligible Directors, etc. shall pay all monetary claims provided by the Company under the Plan as property contributed in kind and receive the issuance or disposal of the Company's common shares.

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 a range that is not particularly advantageous to the Eligible Directors, etc. who will subscribe to the common shares.

In addition, regarding the issuance or disposal of the Company's common shares under the Plan, a restricted shares allotment agreement (hereinafter referred to as the "Allotment Agreement") shall be concluded between the Company and the Eligible Directors, etc., which shall include the following contents: (1) The Eligible Directors, etc. shall be prohibited from transferring to a third party, creating a security interest in, or otherwise disposing of the Company's common shares allotted under the Allotment Agreement for a certain period; and (2) The Company shall automatically acquire the said common shares without consideration if certain events occur.

This time, following deliberations by the Nomination and Remuneration Committee, and taking into consideration the purpose of the Plan, the Company's business performance, the scope of responsibilities of each Eligible Director, etc., and various other circumstances, the Company has decided to grant monetary claims totaling 293,471,750 yen (hereinafter referred to as the "Monetary Claims") and 180,598 shares of common shares.

Furthermore, in order to realize the sharing of shareholder value over the medium to long term, which is the purpose of introducing the Plan, the transfer restriction period has been set at 50 years for this disposal.

In this Disposal of Treasury Shares, the 35 planned allottees (the number of Eligible Directors, etc. indicates the total number), based on the Plan, shall pay all of the Monetary Claims to the Company as property contributed in kind and receive the disposal of the Company's common shares (hereinafter referred to as the "Allotted Shares").

The overview of the Allotment Agreement to be concluded between the Company and the Eligible Directors, etc. in connection with this Disposal of Treasury Shares is as described in 3. below.

3. Overview of the Allotment Agreement

(1) Transfer Restriction Period

March 19, 2026 to March 18, 2076

(2) Conditions for lifting of transfer restrictions

On the condition that the Eligible Directors, etc. have continuously held a position as a director of the Company or a subsidiary of the Company (however, for those other than Eligible Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors), this shall be read as a position as a director, executive officer not concurrently serving as a director, employee, or other equivalent position of the Company or a subsidiary of the Company) during the

Transfer Restriction Period, the Company shall lift the transfer restrictions on all of the Allotted Shares upon the expiration of the Transfer Restriction Period.

- (3) Treatment in the event that an Eligible Director, etc. resigns or retires during the Transfer Restriction Period due to expiration of term of office, retirement age, or other justifiable reasons

(i) Timing of lifting transfer restrictions

If an Eligible Director, etc. resigns or retires from all of the positions defined in (2) above due to expiration of term of office, retirement age, or other justifiable reasons, the transfer restrictions shall be lifted at the time immediately after the resignation or retirement of the Eligible Director, etc., or at the time when the Eligible Director, etc. reaches the age of 60 (provided, however, that if the time when the Eligible Director, etc. reaches the age of 60 is before March 1, 2027, it shall be March 1, 2027), whichever is later.

In addition, if an Eligible Director, etc. resigns or retires due to death, or if an Eligible Director, etc. dies before reaching the age of 60 after resigning or retiring due to expiration of term of office, retirement age, or other justifiable reasons, the transfer restrictions shall be lifted at the time immediately after the death of the Eligible Director, etc. is confirmed.

(ii) Number of shares subject to lifting of transfer restrictions.

The number of shares subject to the lifting of transfer restrictions as defined in (i) shall be all of the Allotted Shares held by the Eligible Director, etc. at the time of each lifting of transfer restrictions.

However, if the time immediately after the death is confirmed is before March 1, 2027, the number of shares subject to the lifting of transfer restrictions shall be 0 shares.

- (4) Acquisition without consideration by the Company

The Company shall automatically acquire without consideration any Allotted Shares for which the transfer restrictions have not been lifted at the time of the expiration of the Transfer Restriction Period or at the time of the lifting of the transfer restrictions as specified in (3) above.

In addition, in the event that other grounds for acquisition without consideration specified in the Allotment Agreement arise, the Company shall automatically acquire all or part of the Allotted Shares without consideration.

- (5) Treatment in the event of organizational restructuring, etc.

Notwithstanding the provisions of (1) above, if, during the Transfer Restriction Period, matters relating to a merger agreement in which the Company becomes the absorbed company, a share exchange agreement or a share transfer plan under which the Company becomes a wholly owned subsidiary, or other organizational restructuring, etc. are approved at the Company's General Meeting of Shareholders (or, where approval by the General Meeting of Shareholders is not required for such organizational restructuring, etc., by the Company's Board of Directors), the Company shall, by resolution of the Board of Directors, lift the transfer restrictions on all of the Allotted Shares held at that time immediately prior to the business day preceding the effective date of such organizational restructuring, etc. In addition, the Company shall automatically acquire without consideration all Allotted Shares for which the transfer restrictions have not been lifted at the time immediately after the transfer restrictions are lifted.

However, notwithstanding the above provisions, if the time immediately prior to the business day preceding the effective date of the organizational restructuring, etc. is on or before March 1, 2027, the Company shall automatically acquire without consideration all of the Allotted Shares at the time immediately prior to the business day preceding the effective date of the organizational restructuring, etc.

- (6) Management of shares

During the Transfer Restriction Period, the Allotted Shares shall be managed in dedicated accounts opened by the Eligible Directors, etc. at Nomura Securities Co., Ltd. to ensure that they cannot be transferred, made subject to a security interest, or otherwise disposed of during the Transfer Restriction Period.

The Company has entered into an agreement with Nomura Securities Co., Ltd. regarding the management of the accounts for

the Allotted Shares held by each Eligible Director, etc. to ensure the effectiveness of the transfer restrictions on the Allotted Shares.

In addition, the Eligible Directors, etc. shall agree to the details of the management of the said accounts.

4. Basis for calculation of the Payment Amount and Specific Details

The Disposal of Treasury Shares to the planned allottees is conducted using the monetary claims provided for the acquisition of restricted shares for the Company's 29th fiscal year under the Plan as property contributed in kind.

The disposal price has been set at 1,625 yen, which is the closing price of the Company's common shares on the Prime Market of the Tokyo Stock Exchange on February 19, 2026 (the business day preceding the date of the Board of Directors resolution), in order to eliminate arbitrariness.

This is the market share price immediately prior to the date of the Board of Directors resolution, and the Company believes that it is reasonable and does not constitute a particularly favorable price.