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Securities Code: 7718
February 10, 2026

Dear Shareholders with Voting Rights:

STAR MICRONICS CO., LTD.
20-10, Nakayoshida, Suruga-ku,
Shizuoka-shi, Shizuoka Prefecture,
Japan

NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially notified of the Extraordinary General Meeting of Shareholders of STAR MICRONICS CO., LTD. (“the Company”) to be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights by paper ballot or via the Internet. Please review the Reference Documents for General Meeting of Shareholders and exercise your voting rights by 5:00 p.m. on Wednesday, February 25, 2026.

Very truly yours,

Mamoru Sato
President and CEO

Extraordinary General Meeting of Shareholders

- 1. Date and Time:** 10:00 a.m., Thursday, February 26, 2026.
(Reception starts at 9:00 a.m.)
- 2. Place:** Conference Room, Head Office of the Company
20-10, Nakayoshida, Suruga-ku, Shizuoka-shi, Shizuoka Prefecture
- 3. Agenda of the Meeting:**
Proposals to be resolved:
Proposal 1: Share Consolidation
Proposal 2: Partial Amendments of the Articles of Incorporation
 - ◎ If you submit your Voting Rights Exercise Form without indicating your approval or disapproval of each proposal, it will be treated as an indication of approval.
 - ◎ For those attending, please present the enclosed Voting Rights Exercise Form at the reception desk on arrival at the meeting.
 - ◎ If there is any modification in the Reference Documents for General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements, the modified matter will be posted on our Internet website (<https://www.star-m.jp/eng/index.html>).

Reference Documents for General Meeting of Shareholders

Proposal 1: Share Consolidation

This proposal seeks approval to carry out a consolidation of the Company's shares (the "Share Consolidation"), under which 8,652,350 shares of the Company will be consolidated into one (1) share, with an effective date of March 17, 2026, for the purpose of making Solsticia Corporation (the "Tender Offeror") and Taiyo Unleash Acrux Holdings, LP, which owns all of the issued shares of the Tender Offeror (the "Fund"), the only shareholders of the Company.

1. Reasons for the Share Consolidation

The Tender Offeror conducted a tender offer (the "Tender Offer") for the Company's common shares (the "Company Shares") and the share options (the "Share Options") with Company Shares as their underlying shares (together with the Company Shares, the "Company Share Certificates, etc.") from November 13, 2025 to December 25, 2025. As a result of the Tender Offer, 24,789,003 Company Shares were tendered, and as of January 6, 2026 (the commencement date of settlement of the Tender Offer), the Tender Offeror has come to own such shares. However, because the Tender Offeror was unable, through the Tender Offer, to acquire all of the Company Share Certificates, etc. (excluding treasury shares held by the Company and Company Shares held by the Fund), the Tender Offeror requested that the Company convene an extraordinary general meeting of shareholders (the "Extraordinary General Meeting of Shareholders") at which agenda items would include a proposal to carry out the Share Consolidation pursuant to Article 180 of the Companies Act and a proposal to partially amend the Articles of Incorporation to abolish the provision regarding the number of shares constituting a share unit, conditional upon the Share Consolidation becoming effective.

Such request had originally been contemplated, as described in "3. Details, Basis and Reasons for the Opinion on the Tender Offer," subsection "(5) Policy Regarding Organizational Restructuring, etc. after the Tender Offer (Matters Concerning the So-Called Two-Step Acquisition)," of the press release dated November 12, 2025 titled "Notice Regarding Expression of Opinion on the Tender Offer for the Company's Share Certificates, etc. by Solsticia Corporation" (the "Opinion Press Release"). The Share Consolidation will be implemented as part of a series of transactions (the "Transaction") for the purpose of making the Tender Offeror and the Fund the only shareholders of the Company (excluding the Company itself; the same applies hereinafter).

For details of the purpose and background of the Transaction, including the Tender Offer and the Share Consolidation, please refer to the Opinion Press Release.

2. Details of the Share Consolidation

(1) Ratio of Share Consolidation

Company Shares will be consolidated at a ratio of 8,652,350 shares to one share

(2) Date on Which the Share Consolidation Becomes Effective (Effective Date)

March 17, 2026

(3) Total Number of Authorized Shares as of the Effective Date

20 shares

3. Matters concerning the appropriateness of the provision regarding the ratio of the Share Consolidation

The ratio of the Share Consolidation is such that 8,652,350 shares are consolidated into one (1) share. The Company has determined that the ratio of the Share Consolidation is appropriate in light of the facts that, as described in "1. Reasons for the Share Consolidation" above, the Share Consolidation is to be conducted for the purpose of making the Tender Offeror and the Fund the only shareholders of the Company, that the Tender Offer conducted as part of the Transaction has been successfully completed, and in consideration of the matters set forth below.

Unless otherwise defined herein or unless the context otherwise requires, the terms used below shall have the meanings ascribed to them in the Opinion Press Release.

(1) Considerations in Cases Where a Parent Company, etc. Exists to Avoid Harming the Interests of

Shareholders Other than the Parent Company

At the commencement of the Tender Offer, the Fund does not constitute an "other affiliated company" of the Company, and this Transaction does not fall under an acquisition of a subsidiary by a controlling shareholder or a management buyout (MBO) transaction. However, prior to deliberation and resolution by the Board of Directors regarding the implementation of this Transaction, the Company took steps to ensure careful decision-making by the Board of Directors, eliminate any arbitrariness or risk of conflicts of interest in the decision-making process, and secure fairness and transparency. Accordingly, the measures described in "(4) Measures for Ensuring the Fairness of the Transactions and Measures for Avoiding Conflicts of Interest" below were implemented.

(2) Matters concerning the Method of Treatment of Fractions Less Than One Share and Amount of Money Expected to Be Delivered to Shareholders as a Result of Such Treatment

1) Whether the Company plans to conduct the treatment pursuant to Article 235, Paragraph 1, or to Article 234, Paragraph 2 of the Companies Act as applied mutatis mutandis pursuant to Article 235, Paragraph 2 of the same Act

The number of Company Shares held by shareholders other than the Tender Offeror and the Fund will become less than one share (fractional shares).

The total number of such fractional shares will be aggregated, and if the total includes a fraction of less than one whole share, such fraction will be rounded down. The Company will sell a number of Company Shares equivalent to the total number of such aggregated fractional shares, and the proceeds from such sale will be distributed to shareholders in proportion to the number of fractional shares attributable to each shareholder. With respect to such sale, in light of the purpose of this Transaction (to make the Tender Offeror and the Fund the only shareholders of the Company) and the fact that the Company Shares are expected to be delisted as of March 13, 2026 and will have no market price, the Company intends to sell such shares to the Tender Offeror, with court approval, pursuant to Article 234, Paragraph 2 of the Companies Act as applied mutatis mutandis pursuant to Article 235, Paragraph 2 of the same Act. If court approval is obtained as scheduled, the sale price will be set at a level that will enable the Company to deliver to shareholders money corresponding to the number of Company Shares held by each shareholder as listed or recorded in the final shareholder registry as of March 16, 2026 (the business day immediately preceding the effective date of the Share Consolidation), multiplied by 2,210 yen per share, which is the same amount as the Tender Offer Price. However, the actual amount delivered may differ from the above in cases where court approval is not obtained or if adjustments for rounding are necessary.

2) Name or Designation of the Party Expected to Purchase the Shares Subject to Sale

Solsticia Corporation (the Tender Offeror)

3) Method by which the prospective purchaser of the shares involved in the sale will secure funds to pay the purchase price and the reasonableness of such method

The Tender Offeror plans to procure funds necessary for the acquisition of all Company shares equivalent to the aggregate amount of fractional shares arising from the Share Consolidation through a bank loan (the "Bank Loan") from The Shizuoka Bank, Ltd. (the "Shizuoka Bank") with a maximum limit of 70,600,000,000 yen and through an equity contribution from the Fund. In the procedures for implementing the Transaction, the Company has confirmed the method by which the Tender Offeror will secure funds by verifying the tender offer registration statement submitted by the Tender Offeror on November 13, 2025, the loan certificate dated the same day from Shizuoka Bank to the Tender Offeror attached thereto, the equity commitment letter dated November 12, 2025 from the Fund indicating its intent to make an equity contribution of up to 5,500,000,000 yen to the Tender Offeror, and the equity commitment letter dated November 12, 2025 from Taiyo Unleash Holdings, LP stating its intent to contribute up to 5,500,000,000 yen to the Fund. Subsequently, the Company has also confirmed that a loan agreement regarding the Bank Loan has been executed between the Tender Offeror and Shizuoka Bank, and that the Fund has made an equity contribution of 5,500,000,000 yen to the Tender Offeror.

According to the Tender Offeror, there have been no events to date, nor are there any currently

recognized possible future events, that may hinder the payment of the sale proceeds for the Company shares equivalent to the total number of fractional shares less than one share arising as a result of the Share Consolidation.

Therefore, the Company has determined that the method by which the Tender Offeror will secure funds to pay for the purchase of Company Shares equivalent to the total number of fractional shares arising from the Share Consolidation is reasonable.

4) Timing of the sale and the estimated timing of delivery of proceeds from the sale to shareholders

After the Share Consolidation takes effect, the Company plans to file a petition with the court in early April 2026, pursuant to Article 234, Paragraph 2 of the Companies Act, as applied mutatis mutandis pursuant to Article 235, Paragraph 2 of the Companies Act, seeking permission to sell Company Shares equivalent to the total number of fractional shares arising from the Share Consolidation. The timing of obtaining such court permission may vary depending on the circumstances of the court. However, after obtaining the court's permission, the Company expects to sell the relevant Company Shares in late April 2026 and, after making the necessary preparations to deliver the proceeds to shareholders, expects to distribute the sale proceeds to shareholders in late June 2026.

Considering the time required for the series of procedures related to the sale from the effective date of the Share Consolidation, the Company has determined that Company Shares equivalent to the total number of fractional shares resulting from the Share Consolidation will be sold, and the proceeds of such sale will be delivered to shareholders, at the respective times described above.

(3) Matters concerning the amount of cash expected to be distributed to shareholders through fractional share treatment and the appropriateness thereof

As described in “(2) Matters concerning the Method of Treatment of Fractions Less Than One Share and Amount of Money Expected to Be Delivered to Shareholders as a Result of Such Treatment,” the amount of cash expected to be distributed to shareholders through the fractional share treatment will be an amount obtained by multiplying the number of Company Shares held by each shareholder by 2,210 yen, which is the same as the Tender Offer Price.

The Company has determined that setting the amount of cash to be distributed to shareholders based on the Tender Offer Price is appropriate, because the Tender Offer Price of 2,210 yen has been determined to be a reasonable price that ensures the interests that should be enjoyed by the Company's general shareholders, for the reasons set forth below:

- (a) The Tender Offer Price exceeds the upper end of the valuation results under the Market Price Method and the Comparable Listed Companies Method set out in “1) Acquisition of a share valuation report from an independent third-party valuation institution in the Company” in “(3) Measures for Ensuring the Fairness of the Transactions and Measures for Avoiding Conflicts of Interest” under “3. Basis, etc. of the Amount of Money Expected to Be Delivered to Shareholders as a Result of the Treatment of Fractional Shares Arising from the Share Consolidation” below, being the stock valuation report on the Company prepared by SMBC Nikko Securities, and falls within the range of the valuation results under the discounted cash flow method (the “DCF Method”). Note that although the Tender Offer Price is below the median (2,625 yen) of the range calculated using the DCF Method, in view of the fact that agreement was reached as a result of good-faith discussions and negotiations conducted with the substantive involvement of the Special Committee, it cannot be deemed unfair solely because it falls below the DCF range median.
- (b) The Tender Offer Price of represents a premium of 30.69% added to the closing price of 1,691 yen of the Company Shares on the Prime Market of the Tokyo Stock Exchange on November 11, 2025, the business day preceding the date of the announcement of the Tender Offer, 31.78% to the simple average of the closing prices for the past one month until that date of 1,677 yen, 30.77% to the simple average of the closing prices for the past three months until that date of 1,690 yen, and 30.23% to the simple average of the closing prices for the past six months until that date of 1,697 yen. The level of these premiums is

not unreasonable when compared against the medians observed in tender offers that were announced on or after June 28, 2019, when the Ministry of Economy, Trade and Industry published the “Guidelines for Fair M&A,” and were completed by September 30, 2025, among cases in which the bidder commenced a tender offer with the objective of making a domestic listed company a wholly owned subsidiary (resulting in delisting), excluding cases not analogous to the Tender Offer (i.e., cases where, prior to the tender offer, the target company was a consolidated subsidiary or equity-method affiliate of the bidder, MBOs, unsolicited acquisitions, hostile tender offers, and two-step tender offers) totaling 133 similar cases, in which the medians were 34.5% over the closing price on the business day prior to announcement, 36.9% over the simple average of the closing prices for the one-month period up to that day, 40.9% over the simple average for the three-month period, and 44.4% over the simple average for the six-month period, also, while the premiums are below the medians for each period, in the comparable cases, defining classes in 5% increments with 0% as the base, the most frequent class was 30–35%: 13 cases for the premium over the closing price on the business day prior to announcement; 13 cases for the premium over the simple average of closing prices for the past one month up to that date; 16 cases for the premium over the simple average for the past three months; and 14 cases for the premium over the simple average for the past six months. As the premiums are at levels comparable to the most frequent class across all periods, based on all the above, the premium cannot be said to be at an unreasonable level.

- (c) The Tender Offer Price exceeds the Company’s net assets per share of 2,034 yen, calculated by dividing total net assets of 97,360 million yen as of June 30, 2025, by the number of issued shares outstanding as of the same date, excluding treasury shares (47,864,167 shares).
- (d) The Tender Offer Price exceeds the highest market price of the Company’s shares over the past five years (2,172 yen). In addition, according to the price-range volume analysis for the past one to ten years prepared by SMBC Nikko Securities Inc., the 1,650–1,699 yen range was the most-traded band, and it is estimated that, at the Tender Offer Price, the theoretical acquisition prices of more than 96% of the Company’s shareholders would be exceeded, suggesting that the Tender Offer Price is at a level that would not cause losses to the great majority of the Company’s general shareholders.
- (e) Although the Tender Offer Price was determined taking into account the difference between the performance forecast for the second quarter of the fiscal year ending December 2025 announced by the Company on February 12, 2025 and the actual results announced in the “Notice Regarding Differences Between the Forecast and Actual Results for the Second Quarter (Interim Period) of the Fiscal Year Ending December 2025 and Revision of the Full-Year Earnings Forecast” dated August 12, 2025 (the “Downward Revision”), a review of the Company’s share price movements before and after the Downward Revision indicates that while the closing price immediately prior to the relevant disclosure was 1,835 yen per share and had declined to 1,691 yen as of November 11, 2025, the Company announced the Downward Revision because, although in the second quarter the main Machine Tool business saw sluggish sales in the domestic and European markets, domestic demand in China was strong and improvements were observed in the U.S. market, and the stronger yen also had an effect, resulting in both sales and profit exceeding the previous forecast, for the full-year forecast, notwithstanding the expectation that sales to China in the Machine Tool business would remain strong, in other regions recovery in market conditions was expected to be delayed due to factors including the impact of U.S. trade policy, so sales were expected to fall below the previous forecast and, accompanying such decline in sales, profit was also expected to fall below the previous forecast. In light of the foregoing, including the setting of foreign exchange rates, the necessity and content of the Downward Revision are considered reasonable.
- (f) It is stated that fairness of the Tender Offer Price is sufficiently ensured by the measures described in the section below titled “(3) Measures for Ensuring the Fairness of the Transactions and Measures for Avoiding Conflicts of Interest” under “3. Basis, etc. of the Amount of Money Expected to Be Delivered to Shareholders as a Result of the Treatment of Fractional Shares Arising from the Share Consolidation” and that it was determined as a result of repeated sincere negotiations with Taiyo Pacific Partners conducted in accordance with the negotiation policy based on the opinions and advice from the Special Committee.

- (g) It is stated that other terms and conditions of the Tender Offer, such as the Tender Offer Price, the Tender Offer Period, and the minimum number of shares to be purchased etc., are judged to be appropriate and fair in the Report obtained from the Special Committee, as described in “3) Establishment of an independent special committee in the Company and acquisition of reports from the special committee” in “(3) Measures for Ensuring the Fairness of the Transactions and Measures for Avoiding Conflicts of Interest” under “3. Basis, etc. of the Amount of Money Expected to Be Delivered to Shareholders as a Result of the Treatment of Fractional Shares Arising from the Share Consolidation” below).

In addition, after the Company, at the meeting of the Board of Directors held November 12, 2025, resolved to express its opinion in support of the Tender Offer as the opinion of the Company, and to recommend that the shareholders of the Company tender their shares in response to the Tender Offer, the Company, in the written resolution of the Board of Directors dated January 28, 2026, by which the Company resolved to convene the Extraordinary General Meeting of Shareholders, confirmed that, up to the adoption of such Board resolution on the same date, there had been no material change in the conditions forming the basis of the Company’s judgment with respect to the Tender Offer Price.

For the foregoing reasons, the Company has determined that the method of fractional share treatment and the amount of cash expected to be delivered to shareholders through such fractional share treatment are appropriate.

(4) Measures for Ensuring the Fairness of the Transactions and Measures for Avoiding Conflicts of Interest

1) Acquisition of a share valuation report from an independent third-party valuation institution in the Company

For the purpose of ensuring the fairness and appropriateness of the Tender Offer Price, as described in "1) Acquisition of a share valuation report from an independent third-party valuation institution in the Company" in "(3) Matters Concerning Calculation" of the Opinion Press Release, the Company appointed SMBC Nikko Securities, a third-party valuation institution independent from the Tender Offer Related Parties, received advice from a financial perspective, including advice on the calculation of the value of the Company Shares and the negotiation policy with the Tender Offeror, and acquired the Company's Share Valuation Report on November 11, 2025.

For details of the Company's Share Valuation Report acquired by the Company from SMBC Nikko Securities, please refer to "1) Acquisition of a share valuation report from an independent third-party valuation institution in the Company" in "(3) Matters Concerning Calculation."

2) Advice from an independent law firm in the Company

For the purpose of exercising prudence in the decision-making by the Board of Directors of the Company regarding the Transaction, eliminating arbitrariness in the decision-making process by the Board of Directors of the Company and ensuring fairness thereof, the Company appointed Hibiya Park Law Offices as a legal advisor independent from the Tender Offer Related Parties, and subsequently received legal advice on measures to be taken to ensure fairness of procedures in the Transaction, the various procedures in the Transaction, the method and process of decision-making by the Board of Directors of the Company regarding the Transaction, and other points to be noted when making decisions regarding the Transaction including the Tender Offer. Hibiya Park Law Offices does not have any material interest regarding the Transaction including the Tender Offer. In addition, the Company pays Hibiya Park Law Offices only hourly compensation and does not employ a success fee payment system contingent upon the announcement or completion of the Transaction.

3) Establishment of an independent special committee in the Company and acquisition of reports from the special committee

For the purpose of exercising prudence in the decision-making by the Board of Directors of the Company regarding the Transaction, eliminating arbitrariness in the decision-making process by the Board of Directors of the Company and ensuring fairness thereof, the Company established the Special Committee, consisting of four independent Outside Directors independent from the Tender Offer Related Parties, namely, Mr. Seiichi Nishikawa (full-time Audit and Supervisory Committee Member), Mr. Mikio Katayama, Mr. Motoki Sugimoto (Audit and Supervisory

Committee Member and certified public accountant) and Ms. Itsue Miyata (Audit and Supervisory Committee Member and attorney). The members of the Special Committee have not been changed since its establishment.

The Company decided to consult with the Special Committee on (i) matters concerning pros and cons of the Transaction (including whether the Transaction will contribute to enhancing the Group's corporate value), (ii) matters concerning the fairness of the terms and conditions of the Transaction, (iii) matters concerning the fairness of the procedures of the Transaction, (iv) matters concerning the opinion as to whether the Transaction is fair to the general shareholders of the Company in light of (i) through (iii) above, and (v) matters concerning the appropriateness of the Board of Directors of the Company expressing its opinion on the Tender Offer to be implemented as the subject matter of the Transaction, including the support and recommendation of tenders (collectively referred to as the "Matters for Consultation"). At the time of the said resolution, the Company also resolved that (a) the Board of Directors of the Company will pay maximum respect to the opinion of the Special Committee when making decisions on the Transaction and will not make decisions to implement the Transaction if the Special Committee deems the Transaction to be inappropriate, (b) when negotiating with the Tender Offeror on the terms and conditions, etc. of the Transaction, the Company will report the status to the Special Committee in a timely manner and receive its opinions, instructions and requests in important situations, (c) when the Special Committee deems it necessary, the Company may appoint its own attorneys, valuation institutions, certified public accountants and other advisors at its expense, and (d) the Special Committee may conduct investigations (including making inquiries and seeking explanations or advice about matters necessary for its duties to officers, employees or advisors of the Company related to the Transaction) related to its duties at the expense of the Company. In addition, regardless of the content of their report, the members of the Special Committee are compensated on an hourly basis and through fixed fees for their service; no contingent fee conditioned on the announcement or completion of the Transaction has been adopted. The Special Committee met for a total of 13 times from August 19, 2025, to November 11 of the same year, and carefully considered and discussed the Matters for Consultation.

Specifically, by collecting and examining the study materials and other necessary information and materials submitted by the Tender Offeror and the Company, and conducting interviews with SMBC Nikko Securities, a third-party valuation institution of the Company, Hibiya Park Law Offices, a legal advisor of the Company, and the Tender Offeror, the Special Committee carefully examined the details, background, significance and purpose of the Transaction, its impact on the Company's corporate value, the independence of the third-party valuation institution, the process of discussions and negotiations with the Tender Offeror, etc., the reasonableness of the content of the share value calculation, the financial forecasts and assumptions on which it was based, the past market share prices, the appropriateness of the premium level for similar deals, the status of the capital and business alliance between Taiyo Pacific Partners and the Company, the process of the decision making by the Tender Offeror and the Company and the subsequent review process, the appropriateness of disclosure, and other matters related to the Transaction. In addition, after receiving explanations on the business plan from the Director of the Company and exchanging questions and answers on the comparison with the financial forecast under the Company's Medium-Term Management Plan disclosed in February 2025, the Special Committee received explanations on the Company's Share Valuation Report from SMBC Nikko Securities, and conducted interviews on the assumptions, etc. for the valuation. In addition, the Special Committee received explanations from Hibiya Park Law Offices, a legal advisor of the Company, and considered them on the content of the legal advice received by the Company regarding the decision-making process and decision-making method related to the Transaction including the Tender Offer in the Company and other points to be noted when making decisions regarding the Transaction including the Tender Offer.

After careful consideration and deliberation of the matters described above, the Special Committee, on November 11, 2025, unanimously submitted to the Company's Board of Directors the Report stating, in summary, that: (i) the Transaction is deemed to contribute to the enhancement of the corporate value of the Company Group, and its purpose is reasonable and justifiable; (ii) the terms and conditions of the Transaction are fair; (iii) the procedures of the Transaction are fair; (iv) based on the opinions stated in (i) through (iii) above, the Transaction is fair to general shareholders of the Company; and (v) based on the opinion in (iv) above, in expressing its opinion on the Tender Offer to be implemented as the subject matter of the Transaction, it is appropriate for the Company's Board of Directors, in stating its opinion to support the Tender Offer, to also recommend that the shareholders of the Company tender their shares in response to the Tender Offer. For details of the Report, please refer to the Attachment in the Opinion Press Release.

4) Establishment of an independent review system in the Company

The Company has established a system within the Company to review, negotiate and make decisions on the Transaction from a standpoint independent from Taiyo Pacific Partners. Specifically, the Company has established a project team (consisting of 11 officers and employees of the Company, including Mr. Seigo Sato, Director and Managing Executive Officer) to examine the Transaction (including the preparation of a business plan serving as the basis for valuation of the Company Shares) and to engage in discussions and negotiations with the Tender Offeror. Its members are to be those who have no agreement with and have no conflict of interest with Taiyo Pacific Partners regarding the Transaction, and such handling has been continuously maintained.

It has been confirmed by the Special Committee that the members of the project team of the Company and the Director of the Company are not related parties of Taiyo Pacific Partners and are in an impartial position with no conflict of interest in relation to Taiyo Pacific Partners.

5) Approval of all Directors (including Audit and Supervisory Committee Members) of the Company with no conflict of interest

The Company carefully discussed and considered whether the Transaction would contribute to enhancing the Company's corporate value and the whether the terms and conditions related to the Transaction were appropriate, while paying maximum respect to the content of the Report submitted by the Special Committee, taking into account the advice received from SMBC Nikko Securities from a financial perspective and the content of the Company's Share Valuation Report, and the legal advice from Hibiya Park Law Offices regarding points to be noted when making decisions regarding the Transaction including the Tender Offer.

As a result, as described in “1. Reasons for the Share Consolidation” above, the Company has determined that the Tender Offeror's taking the Company private through the Transaction including the Tender Offer will contribute to enhancing the Company's corporate value, other terms and conditions of the Tender Offer, such as the Tender Offer Price (2,210 yen), the Tender Offer Period and the minimum number of shares to be purchased, are appropriate. At a meeting of the Board of Directors held November 12, 2025, the Company resolved unanimously by all of the seven Directors of the Company (four of whom are independent Outside Directors) to express its opinion in support of the Tender Offer, to recommend that the shareholders of the Company tender in the Tender Offer.

6) Measures to secure purchase opportunities from other purchasers

The Tender Offeror has set the period for purchase, etc. in the Tender Offer (“Tender Offer Period”) to 30 business days, whereas the minimum period stipulated by laws and regulations is 20 business days. By setting the Tender Offer Period longer compared with the statutory minimum period, the Tender Offeror secures opportunities for the shareholders of the Company to make an appropriate judgment regarding tenders in the Tender Offer and also secures opportunities for those other than the Tender Offeror to make competing purchases, etc., in order to ensure the fairness of the Tender Offer. In addition, the Company has not entered into any agreement with the Tender Offeror which would restrict the Company from contacting the parties proposing competing purchases or withdrawing its support for the Tender Offer, and in combination with the establishment of the Tender Offer Period above, intends to ensure the fairness of the Tender Offer by securing opportunities for competing purchases, etc. From the perspective of information control, the Company has not conducted a so-called active market check to investigate and examine whether there are any potential acquirers in the market (including bid procedures, etc. prior to the announcement of the Transaction) as it is not necessarily practicable in practice; however, in light of the various measures implemented to ensure the fairness of the Transaction, including the Tender Offer, and the specific circumstances of the Transaction, the Company believes that the fairness of the Transaction is not impaired even without conducting such procedures.

4. Disposition of Material Assets, Assumption of Material Liabilities, or Other Events Materially Affecting the Status of the Company's Assets That Occur After the Last Day of the Final Fiscal Year of the Company

(1) Tender Offer

The Tender Offeror conducted the Tender Offer during the Tender Offer Period from November 13, 2025, to December 25, 2025. As a result, as of January 6, 2026, which is the commencement date of settlement for the Tender Offer, the Tender Offeror came to hold 24,789,003 shares of the Company.

(2) Non-payment of Year-End Dividend

As announced in the “Notice Concerning Revision to Year-End Dividend Forecast for the Fiscal Year Ending December 31, 2025 (No Dividend)” dated November 12, 2025, the Company resolved at its Board of Directors meeting held on the same day not to pay a year-end dividend for the fiscal year ending December 2025. For details, please refer to the relevant disclosure.

(3) Retirement of treasury shares

At a written resolution of the Board of Directors dated January 28, 2026, the Company resolved to retire all its treasury shares held as of March 16, 2026, with the effective date of retirement being the same day. The retirement of such treasury shares is conditional upon approval of the proposal for the Share Consolidation as originally proposed at the Extraordinary General Shareholders’ Meeting.

Proposal 2: Partial Amendments of the Articles of Incorporation

1. Reasons for the Amendments to the Articles of Incorporation

(1) If the proposal for the Share Consolidation is approved and passed as originally proposed and the Share Consolidation takes effect, the total number of authorized shares of the Company will be reduced to 20 shares in accordance with Article 182, Paragraph 2 of the Companies Act. To clarify this point, Article 6 (Total Number of Authorized Shares) of the Articles of Incorporation will be amended, conditional upon the Share Consolidation taking effect.

(2) If the proposal for the Share Consolidation is approved and passed as originally proposed and the Share Consolidation takes effect, the total number of issued shares of the Company will be 5 shares, and it will no longer be necessary to stipulate the number of shares per unit. Therefore, conditional upon the Share Consolidation taking effect, in order to unit. Therefore, conditional upon the Share Consolidation taking effect, in order to abolish the provision on the number of shares per unit, which is currently 100 shares per unit number of shares per unit, the entire text of Article 7 (Number of Shares per Unit), Article 8 (Rights Pertaining to Shares Less Than One Unit) and Article 9 (Purchase of Shares Less Than One Unit) of the Articles of Incorporation will be deleted, and the numbering of subsequent articles will be adjusted accordingly.

(3) If the proposal for the Share Consolidation is approved and passed as originally proposed and the Share Consolidation takes effect, the Tender Offeror and the Fund will be the only shareholders of the Company. As a result, the provisions regarding the record date for the Annual General Meeting of Shareholders will no longer be necessary. Therefore, conditional upon the Share Consolidation taking effect, the entire text of Article 13 (Record Date of Annual General Meeting of Shareholders) of the Articles of Incorporation will be deleted, and the numbering of subsequent articles will be adjusted accordingly.

(4) If the proposal for the Share Consolidation is approved and passed as originally proposed and the Share Consolidation takes effect, the Company Shares will be delisted. As a result, the electronic provision of materials for the General Meetings of Shareholders will no longer be necessary. Therefore, conditional upon the Share Consolidation taking effect, the entire text of Article 15 (Electronic Provision Measures, etc.) of the Articles of Incorporation will be deleted, and the numbering of subsequent articles will be adjusted accordingly.

2. Details of Amendment to the Articles of Incorporation

Details of the proposed amendment are as follows. Note that the amendments to the Articles of Incorporation relating to this proposal will take effect on March 17, 2026, the effective date of this share consolidation, provided that Proposal 1 is approved and adopted as originally proposed at this Extraordinary General Meeting of Shareholders and that this Share Consolidation becomes effective.

(Amendment shown by the underlines.)

Current Articles of Incorporation	Proposed Amendments
Article 1 to Article 5 (Omitted)	Article 1 to Article 5 (Unchanged)
Article 6 (Total Number of Authorized Shares) The total number of shares authorized to be issued by the Company shall be <u>158 million</u> .	Article 6 (Total Number of Authorized Shares) The total number of shares authorized to be issued by the Company shall be <u>20</u> .

<p><u>Article 7 (Number of Shares per Unit)</u> <u>The number of shares per unit of the Company shall be 100.</u></p>	(Deleted)
<p><u>Article 8 (Rights Pertaining to Shares Less Than One Unit)</u> <u>Shareholders of the Company may not exercise any rights with respect to shares less than one unit that they hold, except for the following rights.</u> <u>(1) Rights set forth in each item of Article 189, Paragraph 2 of the Companies Act;</u> <u>(2) The right to make a demand pursuant to the provisions of Article 166, Paragraph 1 of the Companies Act;</u> <u>(3) The right to receive allotment of offered shares and offered share acquisition rights in proportion to the number of shares held by the shareholder;</u> <u>(4) The right to make a demand as provided for in the following Article.</u></p>	(Deleted)
<p><u>Article 9 (Purchase of Shares Less Than One Unit)</u> <u>Shareholders of the Company may request the Company, in accordance with the provisions of the Share Handling Regulations, to sell to them such number of shares that, when combined with the shares less than one unit they hold, will constitute one unit of shares.</u></p>	(Deleted)
<p>Article <u>10</u> to Article <u>12</u> (Omitted)</p>	Article <u>7</u> to Article <u>9</u> (Unchanged)
<p><u>Article 13 (Record Date of Annual General Meeting of Shareholders)</u> <u>The record date for exercising voting rights at the Annual General Meeting of Shareholders shall be December 31 of each year.</u></p>	(Deleted)
<p>Article 14 (Omitted)</p>	Article <u>10</u> (Unchanged)
<p><u>Article 15 (Measures for Electronic Provision, etc.)</u> <u>(1) When convening a general meeting of shareholders, the Company shall take measures for providing information that constitutes the content of reference materials for the general meeting of shareholders, etc. in an electronic format</u> <u>(2) Among items for which the measures for providing information in an electronic format will be taken, the Company may exclude all or part of those items designated by the Order of the Ministry of Justice from statements in the paper-based documents to be delivered to shareholders who</u></p>	(Deleted)

<p><u>requested the delivery of paper based documents by the record date of voting rights.</u></p> <p>Article <u>16</u> to Article <u>35</u> (Omitted)</p> <p>Supplementary Provisions Article 1 (Omitted)</p>	<p>Article <u>11</u> to Article <u>30</u> (Unchanged)</p> <p>Supplementary Provisions Article 1 (Unchanged)</p>
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End