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Securities Code: 7718

March 8, 2023

**Dear Shareholders with Voting Rights:**

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

## **NOTICE OF THE 98th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

You are cordially notified of the 98th Ordinary 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, etc. Please review the Reference Documents for General Meeting of Shareholders and return the enclosed Voting Rights Exercise Form with your vote so as to arrive by 5:00 p.m. on Wednesday, March 22, 2023.

Very truly yours,

Mamoru Sato  
President and CEO

### **The 98th Ordinary General Meeting of Shareholders**

- 1. Date and Time:** 10:00 a.m., Thursday, March 23, 2023.  
(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:**
  - Matters to be reported:**
    1. Business Report, Consolidated Financial Statements for the 98th Fiscal Term (from January 1, 2022 to December 31, 2022) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
    2. Non-consolidated Financial Statements for the 98th Fiscal Term (from January 1, 2022 to December 31, 2022)

#### **Proposals to be resolved:**

**Proposal:** Election of three (3) Directors (excluding Directors who serve as Audit and Supervisory Committee Members)

- ⊙ If you submit your Voting Rights Exercise Form without indicating your approval or disapproval of each proposal, it will be treated as an indication as 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>).

#### **■ Notice regarding dividend of surplus**

In accordance with Paragraph 1, Article 459 of the Companies Act, The Company has stipulated in Article of Incorporation that dividends from retained earnings, etc. may be determined by a resolution of the Board of Directors.

At the meeting of the Board of Directors held on February 22, 2023, the Company resolved to pay year-end cash dividends for the 98th Fiscal Term (from January 1, 2022 to December 31, 2022) as follows, based on this provision of the Articles of Incorporation.

1. year-end cash dividend ¥40 per share ((including special dividend of ¥10 per share) annual dividend of ¥70 per share including interim dividend)
2. Effective date and starting date of dividend payments Thursday, March 9, 2023

## Reference Documents for General Meeting of Shareholders

### Proposal : Election of three (3) Directors (excluding Directors who serve as Audit and Supervisory Committee Members)


Mr. Hajime Sato, Director resigned on December 31, 2022, and the terms of office of all of three (3) Directors (here and hereafter in this proposal, excluding Directors who serve as Audit and Supervisory Committee Members) will expire at the conclusion of this meeting. Accordingly, election of the following three (3) Directors is proposed.

The Nominees for Directors have been approved by the Board of Directors after deliberation by the Nomination and Compensation Committee, the majority of whom shall be Independent Outside Directors.

Moreover, for this proposal, we have received opinions from the Audit and Supervisory Committee that all nominees for Directors are qualified.

The nominees for Directors are as follows:

No.	Name (Date of Birth)	Career summary, status and assignment at the Company, and important concurrent positions	Number of shares of the Company held	
1.	Reelection  Mamoru Sato (January 5, 1960)  	July 1984 June 2004  May 2008  March 2009 March 2012  May 2012  May 2014 March 2017	Enters the Company as an employee Executive Manager, Sales and Marketing Department, Special Products Division Director of the Company Deputy General Manager, Special Products Division General Manager, Special Products Division Executive Officer of the Company Senior Vice General Manager, General Administration Headquarters General Manager, General Administration Headquarters Managing Director of the Company Representative Director, President and CEO of the Company (to present)	97,300
<p>[Reasons for deciding a nominee for a Director]                      In addition to his extensive experience and track record gained while carrying out business execution at the Special Products Division and the General Administration Headquarters, Mr. Mamoru Sato possesses knowledge of management gained primarily from his experience engaging in management as a Managing Director for both of these organizations. Also, from March 2017, as President and CEO, based on global insights gained from overseas experience, he has been the driving force in the overall management of the Group. For these reasons, the Company judges that he is eligible to be a Director of the Company, and would like to reelect him as a Director.</p>				

No.	Name (Date of Birth)	Career summary, status and assignment at the Company, and important concurrent positions	Number of shares of the Company held	
2.	Reelection  Yasunao Sasai (April 19, 1960)  	April 1983 June 2011  March 2014  March 2015  March 2017 July 2019 January 2020  March 2020  January 2023	Enters the Company as an employee Executive Manager, Sales and Marketing Department, Machine Tools Division Executive Manager, Development Department, Machine Tools Division Executive Officer of the Company, Senior Vice General Manager, Machine Tools Division General Manager, Machine Tools Division Senior Executive Officer of the Company Executive Manager, Business Planning Department, Machine Tools Division Managing Director of the Company (to present) General Manager, Development Headquarters (to present)	20,300

No.	Name (Date of Birth)	Career summary, status and assignment at the Company, and important concurrent positions	Number of shares of the Company held
		[Reasons for deciding a nominee for a Director] Mr. Yasunao Sasai possesses extended experience and track record gained through business execution at the Machine Tools Division for a long period of time, and has shown leadership and contributed toward the increase of earnings for the Machine Tools Division. Also, from March 2020, as a Managing Director, he has been possessed knowledge of management with regard to our Machine Tools Division and Special Products Division, and in the creation of new businesses as General Manager of the Development Headquarters from January 2023. For these reasons, the Company judges that he is eligible to be a Director of the Company, and would like to reelect him as a Director.	
3.	Reelection Outside Independent  Seigo Iwasaki (October 8, 1946)  	March 1996 Director, Shizuoka Gas Company, Ltd. March 2000 Managing Director, Shizuoka Gas Company, Ltd. March 2001 Senior Managing Director, Shizuoka Gas Company, Ltd. March 2006 Representative Director, President, Shizuoka Gas Company, Ltd January 2011 Representative Director, Chairman of the Board of Directors, Shizuoka Gas Company, Ltd. May 2014 Outside Director of the Company (to present) June 2015 Outside Director, Murakami Corporation (to present) January 2018 Director and Special Advisor, Shizuoka Gas Company, Ltd. June 2018 Outside Director, TOSHIBA MACHINE CO., LTD. (currently SHIBAURA MACHINE CO., LTD) (to present) March 2020 Special Advisor, Shizuoka Gas Company, Ltd. (to present)  (Important concurrent positions) Special Advisor, Shizuoka Gas Company, Ltd. Outside Director, Murakami Corporation Outside Director, SHIBAURA MACHINE CO., LTD.	12,300
		[Reasons for deciding a nominee for an Outside Director and expected roles] Mr. Seigo Iwasaki has been the Representative Director of Shizuoka Gas Company, Ltd. for a long period of time. The Company would like to elect him as an Outside Director as it expects that he will continue to utilize his abundant experience and broad knowledge as a business manager in the Company's adequate decision making process and supervision of the Directors' business execution. Furthermore, if he is elected, the Company expects that he will continue to be a member of the Nomination and Compensation Committee, and make remarks and provide proposals from an objective and neutral standpoint with regard to deliberations related to the selection of candidates for officer of the Company and Directors' compensation.	

Notes:

1. No conflict of interest exists between the Company and the above nominees for Directors.
2. Mr. Seigo Iwasaki is a nominee for an Outside Director.
3. Mr. Seigo Iwasaki is an Outside Director of the Company at present, and his incumbent term of office as an Outside Director will be eight years and ten months as of the conclusion of this General Meeting of Shareholders.
4. The Company has designated and reported to the Tokyo Stock Exchange, Inc. that Mr. Seigo Iwasaki is an Independent Director as set forth in the Regulations of the Tokyo Stock Exchange. Furthermore, proposed agenda pass in its original form, he is to remain as an Independent Director.
5. Pursuant to the provisions of paragraph 1, Article 427 of the Companies Act, the Company has entered into an agreement with Mr. Seigo Iwasaki to limit liability due to negligence of duties; provided, however, that the limit on liability under the relevant agreement shall be an amount set forth by law. Furthermore, should this proposed agenda pass in its original form, the Company will plan to sustain such current agreement with him.
6. The Company has taken out a directors and officers liability insurance policy with an insurance company as provided for in paragraph 1, Article 430-3 of the Companies Act, and plans to renew

it with the same details in March 2023. This policy shall compensate for damages that may arise because insured directors and executive officers are liable for the execution of their duties or are claimed for pursuing such liability, and insurance premiums shall be borne in full by the Company for all insureds including the portion of special provisions. Each nominee for Directors has already been insured by this insurance policy and will continue to be insured if this Proposal is approved as proposed.

**(Reference)**

**Main experience, etc. of Director and Audit and Supervisory Committee Member (skill matrix)**

The Company nominates candidates for Directors in consideration of the balance of knowledge, experience and ability, as well as diversity. If Proposal of this meeting are approved and adopted as proposed, the main experience, etc. of each Director will be as follows.

Name	Status at the Company	Independent outside director	Gender	Nomination and Compensation Committee (◎ Chairman)	Main knowledge, experience and ability						
					Corporate management	Strategic planning,	Finance & accounting	Legal affairs, Compliance	Global	R&D	Sales, Marketing
Mamoru Sato	Representative Director, President and CEO		Male	◎	○	○	○		○		○
Yasunao Sasai	Managing Director		Male			○				○	○
Seigo Iwasaki	Director	○	Male	○	○	○	○				○
Seiichi Nishikawa	Audit and Supervisory Committee Member (full-time)	○	Male	○		○	○		○		
Motoki Sugimoto	Audit and Supervisory Committee Member	○	Male	○			○				
Itsue Miyata	Audit and Supervisory Committee Member	○	Female	○				○			

End