



December 26, 2025

To Whom it may concern:

Company Name	Star Micronics Co., Ltd.
Representative	Mamoru Sato, Representative Director, President and Executive Officer
Code Number	7718 TSE Prime
Contact	Director, Senior Executive Officer, and Manager of Corporate Department Seigo Sato TEL. 054-263-1111

### **Notice Regarding Results of Tender Offer for Company's Share Certificates by Solsticia Corporation and Changes in the Largest Shareholder and Major Shareholder**

Star Micronics Co., Ltd (the "Company") hereby announces that the tender offer for the Company's shares (the "Company Shares") and Share Options (Note1) (hereinafter the Company Shares and Share Options are collectively referred to as "Company's Share Certificates") that has been implemented by Solsticia Corporation (the "Offeror") since November 13, 2025 (the "Tender Offer"), ended on December 25, 2025.

The Company also announces that, as a result of the Tender Offer, the Company's largest shareholder and major shareholder is expected to change as follows on January 6, 2026 (the commencement date of the settlement of the Tender Offer).

(Note1) "Share Options" collectively refer to the share options in (I) through (XIII) below:

- (I) 1st stock compensation-type share options issued pursuant to the resolution of the Company's board of directors meeting held on May 22, 2014 (exercise period: from June 9, 2014 to June 8, 2044)
- (II) 2nd stock compensation-type share options issued pursuant to the resolution of the Company's board of directors meeting held on May 28, 2015 (exercise period: from June 15, 2015 to June 14, 2045)
- (III) 3rd stock compensation-type share options issued pursuant to the resolution of the Company's board of directors meeting held on May 26, 2016 (exercise period: from June 13, 2016 to June 12, 2046)
- (IV) 4th stock compensation-type share options issued pursuant to the resolution of the Company's board of directors meeting held on May 25, 2017 (exercise period: from June 12, 2017 to June 11, 2047)
- (V) 5th stock compensation-type share options issued pursuant to the resolution of the Company's board of directors meeting held on May 24, 2018 (exercise period: from June 11, 2018 to June 10, 2048)
- (VI) 6th stock compensation-type share options issued pursuant to the resolution of the Company's board of directors meeting held on March 28, 2019 (exercise period: from April 15, 2019 to April 14, 2049)
- (VII) 7th stock compensation-type share options issued pursuant to the resolution of the Company's board of directors meeting held on March 26, 2020 (exercise period: from April 13, 2020 to April 12, 2050)
- (VIII) Share options issued pursuant to the resolution of the Company's board of directors meeting held on March 28, 2019 (exercise period: from June 1, 2021 to May 31, 2026)
- (IX) Share options issued pursuant to the resolution of the Company's board of directors meeting held on March 26, 2020 (exercise period: from June 1, 2022 to May 31, 2027)
- (X) Share options issued pursuant to the resolution of the Company's board of directors meeting held on March 25, 2021 (exercise period: from June 1, 2023 to May 31, 2028)
- (XI) Share options issued pursuant to the resolution of the Company's board of directors meeting held on March 24, 2022

(exercise period: from June 3, 2024 to June 2, 2029)

(XII) Share options issued pursuant to the resolution of the Company's board of directors meeting held on March 23, 2023

(exercise period: from June 2, 2025 to June 1, 2030)

(XIII) Share options issued pursuant to the resolution of the Company's board of directors meeting held on March 28, 2024

(exercise period: from June 1, 2026 to May 31, 2031)

## 1. Results of the Tender Offer

The Company was informed of the results of the Tender Offer by the Offeror today.

As the total number of Company's Share Certificates tendered in the Tender Offer reached and exceeded the minimum number of shares to be purchased, the Tender Offer has been successfully completed.

## 2. Changes in the largest shareholder and major shareholder

### (1) Scheduled date of change

January 6, 2026 (the commencement date of the settlement of the Tender Offer)

### (2) Background of change

The Company was informed today by the Offeror that 24,789,003 Company's Share Certificates were tendered and the total number of tendered Company's Share Certificates reached the minimum number of shares to be purchased (14,800,700 shares), and the Offeror, hence, would purchase all of them.

As a result, once the Tender Offer is settled on January 6, 2026 (the commencement date of the settlement of the Tender Offer), the ratio of the number of the voting rights held by the Offeror to the number of the voting rights of all shareholders in the Company will exceed 20% as of that date., and this will result in the Offeror newly becoming the new largest shareholder and major shareholder of the Company.

Accordingly, Taiyo Unleash Acrux Holdings, LP, the largest shareholder and major shareholder in the Company, will no longer qualify as the largest shareholder and become a major shareholder of the Company as of January 6, 2026 (the commencement date of the settlement of the Tender Offer).

### (3) Overview of changing shareholders

#### (1) Overview of the shareholder that will newly become the new largest shareholder and major shareholder

(1)	Name	Solsticia Corporation
(2)	Address	6-10-1 Roppongi, Minato-ku, Tokyo
(3)	Title and Name of Representative	Representative Director, Christine Watanabe
(4)	Description of Business	Acquisition and ownership of the Company's Share Certificates, etc.
(5)	Capital (as of November 12, 2025)	50,000yen
(6)	Date of Incorporation	October 17, 2025
(7)	Major Shareholder and Shareholding Ratio (as of November 12, 2025)	Taiyo Unleash Acrux Holdings, LP 100.0%
(8)	Relationship between the Offeror and the Company	
	Capital Relationship	Not applicable. Taiyo Unleash Acrux Holdings, LP, which owns all of the issued shares of the Offeror, holds 17,304,700 Company Shares (ownership ratio (Note2): 35.69%) as of today.
	Personnel Relationship	Not applicable.
	Business Relationship	Not applicable.
	Status as a Related Party	Not applicable.

(Note2) "Ownership ratio" refers to the ratio against 48,487,972 shares (hereinafter referred to as the "Base Number of Shares"), which

is calculated as follows: the total number of issued shares as of September 30, 2025 (48,481,334 shares), as stated in the “Consolidated Summary of Financial Results for the Third Quarter of the Fiscal Year Ending December 2025 (Japanese Standard)” announced by the Company on November 12, 2025 (hereinafter referred to as the “Summary Financial Results of the Company”), plus the number of Company Shares (624,000 shares) that are the subject of the total of 6,240 Share Options outstanding as of September 30, 2025 (resulting in 49,105,334 shares), less the number of treasury shares (617,362 shares) held by the Company as of September 30, 2025, and the ownership ratio is rounded to the nearest second decimal place. The same applies hereinafter with respect to references to ownership ratios.

(II) Overview of the shareholder that will no longer qualify as the largest shareholder and major shareholder

(1)	Name	Taiyo Unleash Acrux Holdings, LP
(2)	Address	Harneys Fiduciary (Cayman) Limited, 4th Floor, Harbour Place, 103 South Church Street, PO Box 10240, Grand Cayman KY1-1002, Cayman Islands
(3)	Title and Name of Representative	Representative Director, Christine Watanabe
(4)	Description of Business	Acquisition and ownership of the Company’s Share Certificates, etc.

(4) Number of voting rights and percentage of voting rights owned by the Company’s shareholders subject to before and after change

(I) Solsticia Corporation

	Category	Number of voting rights (percentage of voting rights (Note3) and number of shares owned)			Shareholder ranking
		Directly owned	Consolidated	Total	
Before change	-	-	-	-	-
After change	the largest shareholder and a major shareholder	247,890 units (51.12 %) (24,789,003 shares)	-	247,890 units (51.12 %) (24,789,003 shares)	1st

(Note3) “Percentage of voting rights” is calculated with the number of voting rights represented by the Base Number of Shares (484,879 units) being the denominator, and rounded to the second decimal places.

(II) Taiyo Unleash Acrux Holdings, LP

	Category	Number of voting rights (percentage of voting rights and number of shares owned)			Shareholder ranking
		Directly owned	Consolidated	Total	
Before change	the largest shareholder and a major shareholder	173,047 units (35.69 %) (17,304,700 shares)	-	-	1st
After change	a major shareholder	173,047 units (35.69 %) (17,304,700 shares)	247,890 units (51.12 %) (24,789,003 shares)	420,937 units (86.81 %) (42,093,703 shares)	2nd

(5) Change in unlisted parent company, etc. to be disclosed

Not applicable.

(6) Future prospects

Although 24,789,003 Company’s Share Certificates were tendered in the Tender Offer as stated above, the Offeror was unable to acquire all of the Company Shares (including restricted shares of the Company granted to directors (excluding directors who serve as members of the Audit and Supervisory Committee and outside directors) and executive officers of the company as transfer-restricted stock compensation and those to be issued upon exercise of Share Options, and excluding treasury shares held by the Company and

the shares held by Taiyo Unleash Acrux Holdings, LP, the largest shareholder of the Company). Accordingly, the Offeror, thus, plans to make the Offeror the only shareholders of the Company through a series of procedures described in "(5) Policy Regarding Organizational Restructuring, etc. after the Tender Offer (Matters Concerning the So-Called Two-Step Acquisition)" in "3. Details, Basis and Reasons for the Opinion on the Tender Offer" in the "Notice Regarding Expression of Opinion on the Tender Offer for the Company's Share Certificates, etc. by Solsticia Corporation" released by the Company on November 12, 2025.

As of today, although the Company Shares are listed on the Prime Market (the "Tokyo Stock Exchange Prime Market") administered by the Tokyo Stock Exchange, Inc. (the "Tokyo Stock Exchange"), they will be delisted through the prescribed procedures in accordance with the delisting criteria of the Tokyo Stock Exchange as a result of such procedures. After the delisting, the Company Shares may no longer be traded on the Tokyo Stock Exchange Prime Market.

The Company will promptly announce the specific procedures, the timing of implementation, and other information once they are determined through consultation with the Offeror.

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