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Securities Code: 7718

March 11, 2020

Dear Shareholders with Voting Rights:

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

NOTICE OF THE 95th ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 95th Ordinary General Meeting of Shareholders of STAR MICRONICS CO., LTD (“the Company”). The meeting will 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 25, 2020.

Very truly yours,

Mamoru Sato
President and CEO

The 95th Ordinary General Meeting of Shareholders

- 1. Date and Time:** 10:00 a.m., Thursday, March 26, 2020.
(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 95th Fiscal Term (from January 1, 2019 to December 31, 2019) and results of audits by the Accounting Auditor and Audit & Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the 95th Fiscal Term (from January 1, 2019 to December 31, 2019)

Proposals to be resolved:

- Proposal 1:** Election of four (4) Directors (excluding Directors who serve as Audit & Supervisory Committee Members)
- Proposal 2:** Election of three (3) Directors who serve as Audit & Supervisory Committee Members

- ◎ 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 Article 459, Paragraph 1 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 27, 2020, the Company resolved to pay year-end cash dividends for the 95th Fiscal Term (from January 1, 2019 to December 31, 2019) as follows, based on this provision of the Articles of Incorporation.

1. year-end cash dividend ¥28 per share (¥56 including interim dividend)
2. Effective date and starting date of dividend payments Thursday, March 12, 2020

Reference Documents for General Meeting of Shareholders

Proposal 1: Election of four (4) Directors (excluding Directors who serve as Audit & Supervisory Committee Members)

The terms of office of all of four (4) Directors (here and hereafter in this proposal, excluding Directors who serve as Audit & Supervisory Committee Members) will expire at the conclusion of this meeting. Accordingly, election of the following four (4) Directors is proposed.

Moreover, for this proposal, we have received opinions from the Audit & Supervisory Committee that all nominees for Director 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.	<p style="text-align: center;">Reelection</p> <p style="text-align: center;">Hajime Sato (December 23, 1951)</p>	<p>April 1975 Enters the Company as an employee</p> <p>March 1992 Manager, Presidential Office</p> <p>October 1993 General Manager, General Affairs Department</p> <p>May 1995 Director of the Company</p> <p>June 1995 General Manager, IS Department</p> <p>August 1996 General Manager, Human Resources Department</p> <p>May 1999 General Manager, Finance & Accounting Department</p> <p>September 1999 Senior General Manager, General Administration Headquarters</p> <p>May 2000 Senior General Manager, Electronic Products Group Headquarters</p> <p>May 2002 Managing Director of the Company</p> <p>May 2006 Senior Managing Director of the Company</p> <p>May 2009 Representative Director, President and CEO of the Company</p> <p>March 2017 Representative Director, Chairman of the Board of Directors of the Company (to present)</p>	106,800
<p>[Reasons for deciding a nominee for a Director]</p> <p>Mr. Hajime Sato has extensive experience gained while serving as one of the Company's managers for a long period of time, and from May 2009, as President and CEO, he has shown strong leadership and decision-making capabilities based on his high level of knowledge and track record with regard to management. From March 2017, as Chairman of the Board of Directors, he has been fulfilling his responsibilities appropriately in the overall management of the Group as well as in the operation of the Board of Directors. 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 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)	64,400
	<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>			
3.	New election Yasunao Sasai (April 19, 1960)	April 1983 June 2011 March 2014 March 2015 March 2017 July 2019 January 2020	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 (to present) Senior Executive Officer of the Company (to present) Executive Manager, Business Planning Department, Machine Tools Division (to present)	8,100
	<p>[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 as the General Manager. As he can be expected to utilize the experience and knowledge he has gained thus far in the overall management of the Group, the Company judges that he is eligible to be a Director of the Company, and would like to newly elect 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
4.	Reelection Outside Independent Seigo Iwasaki (October 8, 1946)	<p>March 1996 Director, Shizuoka Gas Company, Ltd.</p> <p>March 2000 Managing Director, Shizuoka Gas Company, Ltd.</p> <p>March 2001 Senior Managing Director, Shizuoka Gas Company, Ltd.</p> <p>March 2006 Representative Director, President, Shizuoka Gas Company, Ltd</p> <p>January 2011 Representative Director, Chairman of the Board of Directors, Shizuoka Gas Company, Ltd.</p> <p>May 2014 Outside Director of the Company (to present)</p> <p>June 2015 Outside Director, Murakami Corporation (to present)</p> <p>January 2018 Director and Special Advisor, Shizuoka Gas Company, Ltd. (to present)</p> <p>June 2018 Outside Director, TOSHIBA MACHINE CO., LTD. (to present)</p> <p>(Important concurrent positions) Director and Special Advisor, Shizuoka Gas Company, Ltd. Outside Director, Murakami Corporation Outside Director, TOSHIBA MACHINE CO., LTD.</p>	7,500
<p>[Reasons for deciding a nominee for an Outside Director] 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 in the hope 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.</p>			

Notes:

- No conflict of interest exists between the Company and the above nominees for Directors.
- Mr. Seigo Iwasaki is a nominee for an Outside Director.
- Mr. Seigo Iwasaki is an Outside Director of the Company at present, and his incumbent term of office as an Outside Director will be five years and ten months as of the conclusion of this General Meeting of Shareholders.
- 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.
- 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.
- Mr. Seigo Iwasaki will retire from his position as Director of Shizuoka Gas Company, Ltd. on the day of its Ordinary General Meeting of Shareholders to be held on March 25, 2020, and plans to continue to serve in his position of Special Advisor.

Proposal 2: Election of three (3) Directors who serve as Audit and Supervisory Committee Members

The terms of office of all of three (3) Directors who serve as Audit & Supervisory Committee Members will expire at the conclusion of this meeting. Accordingly, election of the following three (3) Directors who serve as Audit & Supervisory Committee Members is proposed.

The Audit and Supervisory Committee has previously given its approval to this proposal.

The nominees for Directors who serve as Audit and Supervisory Committee Members 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.	New election Outside Independent Seiichi Nishikawa (March 21, 1959)	August 2000 President, Clarion do Brasil Ltda. July 2009 Executive Manager in charge of Aftermarket Sales Department, Global Sales Division, Clarion Co., Ltd. April 2012 Executive Manager, Overseas Aftermarket Sales Department, Sales Division, Clarion Co., Ltd. April 2013 Executive Manager in charge of Corporate Planning Department, Management Promotion Division, Clarion Co., Ltd. May 2018 Executive Manager, Corporate Strategy Department, Corporate Strategy Division, Clarion Co., Ltd. August 2019 Executive Manager in charge of Corporate Management Department, Finance and Accounting Division, Clarion Co., Ltd.	0
[Reasons for deciding a nominee for an Outside Director] After having experienced a broad range of business such as overseas business and marketing, and management of overseas affiliated companies at Clarion Co., Ltd., Mr. Seiichi Nishikawa was involved in corporate strategy and corporate management. The Company would like to elect him as an Outside Director who serves as an Audit and Supervisory Committee Member in hope that he will utilize such abundant experience and broad knowledge in the audit, etc. of the Company.			

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 Outside Independent Hide Doko (April 21, 1958)	<p>April 1988 Registered as lawyer (Bar Association of Shizuoka Prefecture) Joined Makita Law Firm</p> <p>April 1991 Opened Doko Law Firm, Representative (to present)</p> <p>April 2005 Manager, Shizuoka Branch, Bar Association of Shizuoka Prefecture</p> <p>April 2006 2006 Vice Chairman, Bar Association of Shizuoka Prefecture</p> <p>April 2008 2008 Vice Chairman, Bar Association of Shizuoka Prefecture</p> <p>May 2009 Outside Audit & Supervisory Board Member of the Company</p> <p>April 2016 2016 Chairman, Bar Association of Shizuoka Prefecture</p> <p>May 2016 Outside Director who serve as an Audit and Supervisory Committee Member of the Company (to present)</p> <p>(important concurrent position) Representative, Doko Law Firm</p>	800
<p>[Reasons for deciding a nominee for an Outside Director] Mr. Hide Doko has highly-leveled specialist knowledge based on abundant knowledge and experience as a lawyer. The Company would like to elect him as an Outside Director who serve as an Audit and Supervisory Committee Member in hope that he will continue to utilize such knowledge and experience when auditing the Company. Although the nominee has not been involved in the management of companies other than as an Outside Director/ Audit & Supervisory Board Member, the Company has concluded that he will be able to perform his duties properly as an Outside Director who serve as an Audit and Supervisory Committee Member of the Company based on the reasons noted above.</p>			
3.	Reelection Outside Independent Motoki Sugimoto (August 30, 1961)	<p>April 1984 Joined Ota Showa Audit Corporation (Currently Ernst & Young ShinNihon LLC)</p> <p>February 1987 Registered as Certified Public Accountant</p> <p>April 1997 Opened Sugimoto Accounting Firm, Representative (to present)</p> <p>May 2014 Outside Audit & Supervisory Board Member of the Company</p> <p>May 2016 Outside Director who serve as an Audit and Supervisory Committee Member of the Company (to present)</p> <p>(important concurrent position) Representative, Sugimoto Accounting Firm</p>	800
<p>[Reasons for deciding a nominee for an Outside Director] Mr. Motoki Sugimoto has highly professional knowledge and abundant experience as a certified public accountant and licensed tax accountant. The Company would like to elect him as an Outside Director who serve as an Audit and Supervisory Committee Member in the hope that he will continue to utilize such knowledge and experience when auditing the Company. Although the nominee has not been involved in the management of companies other than as an Outside Director/Audit & Supervisory Board Member, the Company has concluded that he will be able to perform his duties properly as an Outside Director who serve as an Audit and Supervisory Committee Member of the Company based on the reasons noted above.</p>			

Notes:

1. No conflict of interest exists between the Company and the above nominees for Directors.
2. All the nominees are nominees for Outside Directors.
3. Mr. Hide Doko is an Outside Director who serve as an Audit and Supervisory Committee Member of the Company at present, his incumbent term will be three years and ten months as of the conclusion of this General Meeting of Shareholders and his total incumbent term including an Outside Audit & Supervisory Board Member will be ten years and ten months.

4. Mr. Motoki Sugimoto is an Outside Director who serve as an Audit and Supervisory Committee Member of the Company at present, his incumbent term will be three years and ten months as of the conclusion of this General Meeting of Shareholders and his total incumbent term including an Outside Audit & Supervisory Board Member will be five years and ten months.
5. Pursuant to the provisions of paragraph 1, Article 427 of the Companies Act, the Company has entered into an agreement with Mr. Hide Doko and Mr. Motoki Sugimoto 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 them. If this proposed agenda pass, the Company will enter into the same limited liability agreement with Mr. Seiichi Nishikawa.
6. The Company has designated and reported to the Tokyo Stock Exchange, Inc. that Mr. Hide Doko and Mr. Motoki Sugimoto are Independent Directors as set forth in the Regulations of the Tokyo Stock Exchange. Furthermore, should proposed agenda pass in its original form, they are to remain as Independent Directors. If this proposed agenda pass, the Company will designate to the Tokyo Stock Exchange, Inc. that Mr. Seiichi Nishikawa is an Independent Director.

End