

FOR IMMEDIATE RELEASE

Company Name: Polaris Holdings Co., Ltd.
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President & CEO
Stock Listing: Tokyo Stock Exchange, Standard Section
Stock Code: 3010
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Polaris Executes JPY 10 Billion Syndicated Loan Agreement Led by Mizuho Bank and SMBC

Polaris Holdings Co., Ltd. (hereinafter the “Polaris” or the “Company”) announced today that the Company resolved to execute a syndicated loan agreement (hereinafter the “Syndicated Loan Agreement”) to raise funds in connection with the share exchange (hereinafter the “Share Exchange”) to make Minacia Co., Ltd (hereinafter “Minacia”) a wholly owned subsidiary of Polaris as previously disclosed (see “Polaris to Drastically Expand Operational Platform through Share Exchange and Wholly-owned Subsidiarization of Minacia with Changes of Shareholder and subsidiaries, etc.”) on November 29th, 2024. Furthermore, the Company resolved to execute a loan agreement (hereinafter the “Loan Agreement 1”) with the Company, Minacia, and SAJP VI 3.0 LP (hereinafter the “SAJP”), an affiliate of Star Asia Group, the Company’s parent company group, in order to repay Minacia’s loan from SAJP by using part of the funds to be raised through the subject Syndicated Loan and resolved to execute two loan agreements (hereinafter the “Loan Agreement 2” and the “Loan Agreement 3”, and collectively the “Loan Agreements” with the Loan Agreement 1) with SAJP for the purpose of refinancing the Company’s existing loans.

With the completion of the Syndicated Loan, Polaris will solidify its position as a key player in Japan’s rapidly growing hospitality sector and continues to move forward with its goal of becoming one of the leading hospitality companies in Japan.

1. The Syndicated Loan Agreement

(1) Purpose of the Execution of the Syndicated Loan Agreement

Polaris is executing the JPY 10 billion Syndicated Loan in order to:

- Raise JPY 5 billion to partially fund the cash consideration for the Share Exchange with the aim of reducing the dilution ratio of the shares held by the existing shareholders.
- Provide JPY 4.3 billion to finance the repayment of a loan from SAJP, a current shareholder of Minacia.
- Provide JPY 700 million to finance the payment of agent fees for the Syndicated Loan and costs related to the Share Exchange, etc. of.

(2) Summary

① Loan Origination Amount	JPY 10 billion
② Agreement Date	December 25, 2024 (scheduled)
③ Execution Date	December 27, 2024 (scheduled)
④ Maturity Date	December 27, 2027 (scheduled)
⑤ Interest Rate	Base rate + Spread
⑥ Collateral	Pledge over Minacia's common stock
⑦ Arranger and Agent	Mizuho Bank, Ltd.
⑧ Co-arranger	Sumitomo Mitsui Banking Corporation
⑨ Participating Financial Institutions	Mizuho Bank, Ltd. Sumitomo Mitsui Banking Corporation Kiriboshi Bank, Ltd. Sumitomo Mitsui Trust Bank, Limited SBI Shinsei Bank, Limited The Chiba Bank, Ltd. THE JUHACHI-SHINWA BANK, LTD

2. The Loan Agreement 1

In order to repay the loan from SAJP, which is a current shareholder of Minacia, Minacia will execute the Loan Agreement 1 with SAJP, in which the Company is the lender and Minacia is the borrower and use JPY 4.3 billion of the funds procured through the Syndicated Loan Agreement.

3. The Loan Agreement 2 and the Loan Agreement 3

(1) Purpose of the Execution of the Loan Agreement 2 and the Loan Agreement 3

The Company will execute the Loan Agreement 2 and Loan Agreement 3 for the purpose of procuring funds to refinance the total amount of JPY 700 million disclosed as “Polaris Completes Unsecured Financing to Further Execute Business Plan” on March 31, 2022 and “Polaris Completes Additional Financing” on March 23, 2023 (Maturity Date: July 1, 2025) and JPY 1.5 billion disclosed as “Polaris Secures Attractive New Loan Financing to Further Increase Profitability and to Redeem Corporate Bonds Early” on March 25, 2024 (Maturity Date: March 31, 2027) borrowed from SAO III LLC, an affiliate of the Company's sponsor group, Star Asia Group.

(2) Summary

The Loan Agreement 2

① Loan amount	JPY 700 million
② Agreement Date	December 27, 2024 (scheduled)
③ Execution Date	December 27, 2024 (scheduled)
④ Maturity Date	October 1, 2025 (scheduled)
⑤ Interest Rate	Base rate + Spread
⑥ Collateral	Unsecured, unguaranteed

The Loan Agreement 3

① Loan amount	JPY 1.5 billion
② Agreement Date	December 27, 2024 (scheduled)
③ Execution Date	December 27, 2024 (scheduled)
④ Maturity Date	June 30, 2027 (scheduled)
⑤ Interest Rate	Base rate + Spread
⑥ Collateral	Unsecured, unguaranteed

4. Outline of SAJP

① Company Name	SAJP VI 3.0 LP	
② Address	Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands	
③ Basis of Establishment	Exempted Limited Partnership (LPS) under Cayman Islands law	
④ Outline of Managing Partner	Name	Star Asia Partners VI Ltd.
	Address	PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands
	Representative Title and Name	Director: Malcolm F. MacLean IV, Taro Masuyama
	Business Contents	Fund management and administration
	Capital	US\$50,000 (JPY equivalent of 7,746,500)
⑤ Outline of Domestic Agent	Name	Star Asia Management Japan Limited Tokyo Branch
	Address	Atago Green Hills MORI Tower 18F, 2-5-1 Atago, Minato-ku, Tokyo
	Representative Title and Name	Representative in Japan Eisei Koda
	Business Contents	Fund management and administration
	Capital	US\$ 1 (JPY equivalent of 154.93)
⑥ Relationship between Listed company and the Shareholder	Investment status between the listed company and the shareholder	There are no relationships to be specifically noted.
	Relationship between the listed company and the managing partner	There are no relationships to be specifically noted.
	Relationship between the listed company and Domestic Agent	Takahiro Tsujikawa and Yohei Taguchi, employees of such Domestic Agent, serve as directors of the Company.

(Note) One U.S. dollar is converted at the foreign exchange middle rate of JPY 154.93 on December 19, 2024.

5. Outlook

The impact of the Syndicated Loan Agreement and the Loan Agreements on the Company's performance for the current fiscal year has not been reflected in the current consolidated performance forecast and is currently being reviewed. The Company will promptly announce the impact as soon as it is determined.

NOTE: This is an English translation summary of the Company's announcement in Japanese. No assurances or warranties are given for completeness or accuracy of this English translation summary.