



May 1, 2025

To whom it may concern:

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Representative: Akira Kasai, President & Chief Executive Officer
(Code Number: 6957; TSE Standard Market)
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Notice Regarding Expression of Opinion in Support of the Tender Offer for the Company Shares by MinebeaMitsumi, Inc. and Recommendation to Tender Shares

We, SHIBAURA ELECTRONICS CO., LTD. (the “**Company**”) hereby announce, regarding the tender offer for the Company’s common shares (the “**Company Shares**”) by MinebeaMitsumi, Inc. (“**Minebea Mitsumi**”) under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended) (the “**Act**”) (“**Minebea Mitsumi Tender Offer**”) which was announced in the “Notice Regarding Expression of Opinion in Support of the Scheduled Commencement of Tender Offer for the Company Shares by MinebeaMitsumi, Inc. and Recommendation to Tender Shares” dated April 10, 2025 and the “Partial Correction of ‘Notice Regarding Expression of Opinion in Support of the Scheduled Commencement of Tender Offer for the Company Shares by MinebeaMitsumi, Inc. and Recommendation to Tender Shares’ [Correction]” dated April 14, 2025 (collectively “**Press Release Dated April 10, 2025 Regarding Support and Recommendation to Tender into Minebea Mitsumi Tender Offer**”), that the Company’s Board of Directors, at a meeting held today, passed by unanimous vote of all directors a resolution to express an opinion in support and recommend that the Company’s shareholders tender their shares in the Minebea Mitsumi Tender Offer.

In addition, in the “Notice Regarding Expression of Opposing Opinion for the Scheduled Commencement of Tender Offer for the Company Shares by YAGEO Electronics Japan LLC” dated April 10, 2025 (the “**Press Release Dated April 10, 2025 Regarding Opposing Opinion For YAGEO Tender Offer**”), the Company had announced, regarding the scheduled commencement of the tender offer for the Company Shares (the “**YAGEO Scheduled Tender Offer**”) by YAGEO Corporation (“**YAGEO**”), scheduled to commence on May 7, 2025 (the “**YAGEO Tender Offer**”), as part of a series of transactions by an intermediate holding company established by YAGEO, YAGEO Electronics Japan LLC (“**YAGEO Electronics Japan**”; collectively with YAGEO and YAGEO’s subsidiaries, referred to as the “**YAGEO Group**”) aiming at making the Company its wholly-owned subsidiary (the “**YAGEO Transactions**”) as stated in the “Notice Regarding Scheduled Commencement of Tender Offer for SHIBAURA ELECTRONICS CO., LTD. (Securities Code: 6957)” announced on February 5, 2025 (the “**Press Release Regarding YAGEO Scheduled Tender Offer**”) and “(Amendment) Notice Regarding Partial Amendments to the Press Release Titled ‘Notice Regarding Scheduled Commencement of Tender Offer for SHIBAURA ELECTRONICS CO., LTD. (Securities Code: 6957)’” on March 28, 2025 (the “**Press Release Dated March 28, 2025 Regarding Amendment to YAGEO Scheduled Tender Offer**”) both announced by YAGEO Corporation, that the Company also resolved at the above Board of Directors meeting, as the Company’s opinion as of April 10, 2025 by unanimous vote of all directors, that if the YAGEO Tender Offer is commenced, it will express its opposition to it and encourage the Company’s shareholders not to tender their shares in the YAGEO Tender Offer, because the YAGEO Tender Offer and the Minebea Mitsumi Tender Offer which its Board of Directors resolved to express its opinion in support and recommend the shareholders to tender their shares are mutually exclusive. Subsequently, as announced in the “Notice Regarding Changes to the Terms and Conditions for Scheduled Commencement of Tender Offer for the Company Shares by YAGEO Electronics Japan LLC” dated April 17, 2025” (the “**Press Release Dated April 17, 2025 Regarding Changes of Conditions for the YAGEO Tender Offer**”), the Company was informed by YAGEO that YAGEO would change its tender offer price for the YAGEO Tender Offer (“the “**YAGEO Tender Offer Price**”) from 4,300 yen to 5,400 yen. Furthermore, on April 30, 2025, the Company was informed by Minebea Mitsumi that Minebea Mitsumi would change the Minebea

Mitsumi Tender Offer Price from 4,500 yen to 5,500 yen. Thus, in light of the content of the Additional Report (defined in “(1) Details of opinions concerning the Minebea Mitsumi Tender Offer” under “3. Details, grounds, and reasons for the opinion on the Minebea Mitsumi Tender Offer” below) and other factors, the Company has confirmed at the Board of Directors meeting held today, that there has been no change from its previous opinion on the YAGEO Scheduled Tender Offer. For details regarding the resolutions of the Company’s Board of Directors meeting of April 10, 2025, please see the Press Release Regarding Opposing Opinion For YAGEO Tender Offer dated April 10, 2025.

1. Outline of Minebea Mitsumi (Tender Offeror)

(1)	Company name	MinebeaMitsumi, Inc.	
(2)	Registered head office	4106-73 Oaza Miyota, Miyota-machi, Kitasaku-gun, Nagano Prefecture	
(3)	Representative	Yoshihisa Kainuma, Representative Director, Chairman CEO	
(4)	Business	Machinery components business, such as bearings, Electronic equipment business, such as electronic devices, semi-conductors, and small-sized motors, Automotive parts, Industrial machinery, and Home equipment business	
(5)	Capital (As of September 30, 2024)	68,258 million yen	
(6)	Date of establishment	July 16, 1951	
(7)	Major shareholders and shareholding ratio (As of September 30, 2024) (Note 1)	1. The Master Trust Bank of Japan, Ltd. (Trust Account)	16.87%
		2. Custody Bank of Japan, Ltd. (Trust Account)	7.48%
		3. Takahashi Industrial and Economic Research Foundation	3.83%
		4. Sumitomo Mitsui Trust Bank, Limited (Standing proxy: Custody Bank of Japan, Ltd.)	3.82%
		5. Sumitomo Mitsui Banking Corporation	2.54%
		6. BNYM AS AGT/CLTS NON TREATY JASDEC (Standing proxy: MUFG Bank, Ltd.)	2.53%
		7. MUFG Bank, Ltd.	2.53%
		8. KEIAISHA CO., LTD.	2.51%
		9. STATE STREET BANK AND TRUST COMPANY 505001 (Standing proxy: Settlement & Clearing Services Department, Mizuho Bank, Ltd.)	2.31%
		10. STATE STREET BANK AND TRUST COMPANY 505004 (Standing proxy: Settlement & Clearing Services Department, Mizuho Bank, Ltd.)	1.79%
(8)	Relationship between the listed company and Minebea Mitsumi (Tender Offeror)		
	Capital relationship	Not applicable	
	Personnel relationship	Not applicable	
	Transactional relationship	The Company has a transactional relationship with the Minebea Mitsumi Group, involving the sale of the Company’s products and the purchase of parts.	
	Status of applicability as related parties	Not applicable	

(Note 1) Quoted from “Major Shareholders” in the 79th Business Year Interim Business Report, which Minebea Mitsumi submitted on November 14, 2024.

2. Price of purchase, etc.

5,500 yen per share of common stock (the “**Minebea Mitsumi Tender Offer Price**”)

3. Details, grounds, and reasons for the opinion on the Minebea Mitsumi Tender Offer

(1) Details of opinions concerning the Minebea Mitsumi Tender Offer

The Company resolved at its Board of Directors meeting held on April 10, 2025, as the Company’s opinion as of the same date, that if the Minebea Mitsumi Tender Offer is commenced, it will express its opinion in support of the Minebea Mitsumi Tender Offer and recommend the Company’s shareholders to tender their shares in the Minebea Mitsumi Tender Offer, based on the grounds and reasons set forth in “(2) Grounds and reasons for the opinion on the Minebea Mitsumi Tender Offer” below.

In addition, the Company planned to request the Special Committee (defined in “④ Decision-making process and reasons that led to the Company’s support for the Minebea Mitsumi Tender Offer” of “(2) Grounds and reasons for the opinion on the Minebea Mitsumi Tender Offer” below; the same applies hereinafter) at the time the Minebea Mitsumi Tender Offer or the YAGEO Tender Offer is commenced, to deliberate whether there would be any change in the content in the report that the Special Committee submitted to the Company on April 10, 2025 (the “**Report Dated April 10, 2025**”), and report to its Board of Directors that if there is no change from the previous opinion, that effect, or the post-change opinion if there are changes (“**Additional Consultation Matters**”), and, in light of that report, express an opinion regarding the Minebea Mitsumi Tender Offer once again.

After that, because a 90 days temporary suspension of the implementation of the additional U.S. tariff measures and the announcement of reciprocal tariffs (the “**U.S. Tariff Measures**”) announced on April 9, 2025, had made negative implications for the macroeconomic environment and the business plan prepared by the Company (the “**Business Plan**”) even more uncertain, the Company and the Special Committee sent a written request to Minebea Mitsumi on April 16, 2025, that Minebea Mitsumi reconsider its tender offer price of more than 4,500 yen (the “**Request on April 16**”). In response, the Company and the Special Committee received on April 17, 2025, a written response from Minebea Mitsumi indicating that because it is quite possible that the additional tariff rate would be applied after the end of the 90 days temporary suspension of the U.S. Tariff Measures and for other reasons, it was difficult to raise its tender offer price (the “**Response on April 17**”).

On the same day, as announced in the Press Release Dated April 17, 2025 Regarding Changes of Conditions for the YAGEO Tender Offer, the Company was informed by YAGEO of the change of the YAGEO Tender Offer Price from 4,300 yen to 5,400 yen. In this light, the Company and the Special Committee sent a letter to Minebea Mitsumi on April 18, 2025, to confirm whether Minebea Mitsumi had an intention to reconsider the Minebea Mitsumi Tender Offer (the “**Request on April 18**”).

After that, as announced in the “Notice Regarding Progress Toward Implementation of Tender Offer for the Company Shares by Minebea Mitsumi” dated April 22, 2025 (the “**Press Release Dated April 22, 2025 Regarding Progress Toward Tender Offer by Minebea Mitsumi**”), the Company was informed by Minebea Mitsumi that Minebea Mitsumi is still under consideration.

In addition, on May 1, 2025, the Company informed Minebea Mitsumi that the Company’s shareholders as of the record date for the 67th ordinary shareholders’ meeting scheduled to be held on June 16, 2025, did not make a proposal for the distribution of surplus from the Company to the shareholders, as exercise of the shareholders’ right to propose by the lapse of April 21, 2025.

Then, on April 30, 2025, the Company and the Special Committee were informed by Minebea Mitsumi of the Minebea Mitsumi Tender Offer Price of 5,500 yen. In response, on the same day, the Company and the Special Committee replied that they would accept the Minebea Mitsumi Tender Offer Price of 5,500 yen.

The Company also informed Minebea Mitsumi on April 30, 2025, that, as of the commencement of the Minebea Mitsumi Tender Offer, the Company does not acknowledge any material facts (those set forth in Article 166, paragraph 2 of the Act) concerning the Company’s business, nor any facts regarding a tender offer for the Company’s share certificates, etc. (those set forth in Article 167, paragraph 2 of the Act) that have not been made public by the Company (the meaning set forth in Article 166, paragraph 4 or Article 167, paragraph 4 of the Act), except for those relating to the

Minebea Mitsumi Transactions (defined in “① Outline of the Minebea Mitsumi Tender Offer” under “(2) Grounds and reasons for the opinion on the Minebea Mitsumi Tender Offer” below; the same applies hereinafter), including the Minebea Mitsumi Tender Offer, to be announced by the Company on the same day.

Minebea Mitsumi submitted the Prior Notification pursuant to Article 10, paragraph 2 of the Antitrust Act (defined in “① Outline of the Minebea Mitsumi Tender Offer” under “(2) Grounds and reasons for the opinion on the Minebea Mitsumi Tender Offer”, and the same applies hereinafter) to the Japan Fair Trade Commission on April 11, 2025, and the Prior Notification was accepted on the same day. The Non-Acquisition Period and the Period for Measures (Note 1) are scheduled to expire, in principle, upon the passing of May 10, 2025, 30 days (this period may be shortened) have passed from the date on which the Prior Notification was accepted. Accordingly, Minebea Mitsumi reasonably expects that it will become possible to acquire the Company Shares through the Minebea Mitsumi Transactions during a tender offer period for the Minebea Mitsumi Tender Offer (the “**Minebea Mitsumi Tender Offer Period**”).

Note 1: Minebea Mitsumi must file a plan for the acquisition of the Company Shares resulting from the Minebea Mitsumi Tender Offer (the “**Minebea Mitsumi Share Acquisition**”) with the Japan Fair Trade Commission in advance under Article 10, paragraph 2 of the Antitrust Act (hereinafter, that advance notice is referred to as “**Prior Notification**”) and may not conduct the Minebea Mitsumi Share Acquisition until, in principle, 30 days (this period may be shortened) have passed from the date of acceptance of the Prior Notification under paragraph 8 of the same Article (such period during which the share acquisition is prohibited, the “**Non-Acquisition Period**”).

Furthermore, Article 10, paragraph 1 of the Antitrust Act prohibits the acquisition of shares of another company that would substantially restrict competition in any particular field of trade and the Japan Fair Trade Commission may order any necessary measures to eliminate acts in violation thereof (Article 17-2, paragraph 1 of the Antitrust Act; the “**Cease and Desist Order**”). In the event that the Japan Fair Trade Commission is to issue a Cease and Desist Order, the Japan Fair Trade Commission must conduct a hearing of opinions with respect to the persons who are to be the addressees of the Cease and Desist Order (Article 49 of the Antitrust Act) and, after holding such hearing, must notify the addressees of the contents, etc., of the scheduled Cease and Desist Order (Article 50, paragraph 1 of the Antitrust Act; the “**Prior Notice of Cease and Desist Order**”). A Prior Notice of Cease and Desist Order in relation to a plan regarding a share acquisition that is subject to a Prior Notification must be given within a certain period (in principle, 30 days from the day the Prior Notification is accepted by the Japan Fair Trade Commission, but this period may be extended or shortened; the “**Period for Measures**”) (Article 10, paragraph 9 of the Antitrust Act).

As a result of these developments, the Company has been informed today by Minebea Mitsumi that Minebea Mitsumi confirmed that, for the Minebea Mitsumi Tender Offer Preconditions (defined in “① Outline of the Minebea Mitsumi Tender Offer” under “(2) Grounds and reasons for the opinion on the Minebea Mitsumi Tender Offer” below; the same applies hereinafter), items (iii) and (v) had been satisfied and items (i), (ii) and (iv) would be reasonably expected to be satisfied on or before May 1, 2025, therefore, it decided on May 1, 2025, and intends to commence the Minebea Mitsumi Tender Offer on May 2, 2025. None of the Minebea Mitsumi Tender Offer Preconditions was waived by Minebea Mitsumi. As Minebea Mitsumi announced in the press release titled “Notice Regarding Commencement of Tender Offer of Shares of SHIBAURA ELECTRONICS CO., LTD. (Securities Code: 6957)” dated May 1, 2025 (the “**Press Release Regarding Commencement of Minebea Mitsumi Tender Offer**”), it has changed today the Minebea Mitsumi Tender Offer Price and the Minebea Mitsumi Tender Offer Period for the Minebea Mitsumi Tender Offer, which were set at 4,500 yen and 22 business days, respectively, in the “Notice Regarding Scheduled Commencement of Tender Offer of Shares of SHIBAURA ELECTRONICS CO., LTD. (Securities Code: 6957)” dated April 10, 2025 (including subsequent amendments and corrections; the “**Press Release Regarding Minebea Mitsumi Scheduled Tender Offer**”) to 5,500 yen and 20 business days, respectively. On April 10, 2025, the Company requested that the Special Committee deliberates the Additional Consultation Matters and, as appropriate, shared information necessary for the committee’s deliberation, such as the status of the Company’s consideration of the Minebea Mitsumi Transactions and the YAGEO Transactions, the details thereof, and the progress of negotiation on prices, with the committee members over a total of 6 rounds of the committee meetings held between April 16, 2025, and April 30, 2025.

Also, on April 17, 2025, the Special Committee asked questions once again to the AP Group (defined in “① Outline of the Minebea Mitsumi Tender Offer” under “(2) Grounds and reasons for the opinion on the Minebea Mitsumi Tender Offer” below) on its purpose and the manner of capital participation in the Company and confirmed there was no difference with the details Minebea Mitsumi explained. The committee additionally confirmed with the Company that, even considering the details of the public letter from YAGEO to the Company dated April 21, 2025, there has been no change to the Company’s thoughts on the synergies from the YAGEO Transactions. Based on these, as stated in “④ Establishment of a Special Committee independent of the Company and acquisition of a report from the Special Committee” under “(6) Measures to ensure the fairness of the Minebea Mitsumi Tender Offer, such as measures to ensure the fairness of the Minebea Mitsumi Tender Offer Price and measures to avoid conflicts of interest” below, the Special Committee carefully deliberated the Additional Consultation Matters and, as a result, submitted today to the Company’s Board of Directors an additional report stating that there are no changes to the content of the Report Dated April 10 (the “**Additional Report**”).

As a result of maximum consideration to the content of the Additional Report and careful examination taking into account the result of the questionnaire survey conducted for the Company’s employees and business partners on April 17 and 18, 2025, the Company has concluded that even as of today, there has been no change in the purposes of the Minebea Mitsumi Transactions and the significance and necessity of achieving those purposes and there are no other particular circumstances the Company finds that would require a change to the Company’s decision of April 10, 2025 regarding the Minebea Mitsumi Tender Offer. Accordingly, the Company has resolved today by unanimous vote of all directors to express an opinion in support of the Minebea Mitsumi Tender Offer and recommend that its shareholders tender their shares in the Minebea Mitsumi Tender Offer.

The above resolution was made following the manner set forth in “⑥ Unanimous approval of all of the non-interested directors and no dissenting opinion from all of the non-interested corporate auditors” under “(6) Measures to ensure the fairness of the Minebea Mitsumi Tender Offer, such as measures to ensure the fairness of the Minebea Mitsumi Tender Offer Price and measures to avoid conflicts of interest” below.

(2) Grounds and reasons for the opinion on the Minebea Mitsumi Tender Offer

The statement regarding Minebea Mitsumi contained in the following grounds and reasons for the opinion on the Minebea Mitsumi Tender Offer is based on the explanation received from Minebea Mitsumi.

① Outline of the Minebea Mitsumi Tender Offer

Minebea Mitsumi resolved at its Board of Directors meeting convened on April 10, 2025, that, subject to that all the preconditions set forth in (i) through (v) below (the “**Minebea Mitsumi Tender Offer Preconditions**”) are satisfied or waived by Minebea Mitsumi, as part of the transactions to acquire all of the Company Shares listed on the Tokyo Stock Exchange, Inc. (“**TSE**”) Standard Market (excluding treasury shares held by the Company) and to make Minebea Mitsumi and Advantage Partners Ptd. (“**AP**”) or AP’s group company designated by AP (collectively with AP, referred to as the “**AP Group**”) the sole shareholders of the Company (the “**Minebea Mitsumi Transactions**”), it will execute a Memorandum of Understanding in which Minebea Mitsumi and AP agree on the implementation of the Minebea Mitsumi Tender Offer and a subsequent series of procedures to make Minebea Mitsumi the sole shareholder of the Company (the “**Minebea Mitsumi Squeeze Out Process**”), the transfer of 5 % of the Company Shares held by Minebea Mitsumi to the AP Group promptly after the completion of the Minebea Mitsumi Squeeze Out Process (the “**Share Transfer**”), and the handling of the Company Shares to be held by the AP Group after the Minebea Mitsumi Transactions (the “**First MOU**”), and aim to implement the Minebea Mitsumi Tender Offer on or around April 23, 2025. As of today, Minebea Mitsumi and the AP Group do not hold any of the Company Shares.

- (i) The Company has resolved, at a meeting of its Board of Directors, to express an opinion in support of the Minebea Mitsumi Tender Offer and to recommend that the Company’s shareholders to tender their shares in the Minebea Mitsumi Tender Offer, and such supporting opinion has been made public pursuant to the laws and regulations and has not been changed or withdrawn;

- (ii) The Special Committee has submitted to the Company's Board of Directors an affirmative report on making a resolution by the Company's Board of Directors to express an opinion in support of the Minebea Mitsumi Tender Offer and to recommend that the Company's shareholders to tender their shares in the Minebea Mitsumi Tender Offer, and such report has not been changed or withdrawn;
- (iii) At the Company's 67th ordinary shareholders' meeting scheduled to be held on June 16, 2025, the shareholders as of record date of the said shareholders' meeting have not made a proposal for the distribution of surplus from the Company to its shareholders, as exercise of the shareholders' right to propose (meaning the right set forth in Article 303 or 305 of the Companies Act (Act No. 86 of 2005, as amended; the "**Companies Act**"); the same applies hereinafter) by the deadline for the said shareholders to exercise such right, which is April 21, 2025;
- (iv) There have been no reasons for Minebea Mitsumi to withdraw the Minebea Mitsumi Tender Offer under the law since April 10, 2025 (Note 1); and
- (v) Minebea Mitsumi does not acknowledge any material facts (those set forth in Article 166, paragraph 2 of the Act) concerning the Company's business nor any facts regarding a tender offer for the share certificates, etc., of the Company (those set forth in Article 167, paragraph 2 of the Act) that have not been made public by the Company (the meaning set forth in Article 166, paragraph 4 or Article 167, paragraph 4 of the Act).

(Note 1) Minebea Mitsumi determined that a Prior Notification under Article 10, paragraph 2 of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Act No. 54 of 1947, as amended; the "**Antitrust Act**") would be required, and on April 11, 2025, it submitted the Prior Notification to the Japan Fair Trade Commission, which was accepted on the same day. Under Article 10, paragraph 8 of the Antitrust Act, Minebea Mitsumi may not acquire the Company Shares through the Minebea Mitsumi Transactions until 30 days (this period may be shortened) have passed from the date on which the Prior Notification is accepted, and as of today, this period still has not concluded.

In connection with the Minebea Mitsumi Tender Offer, Minebea Mitsumi has entered into the tender agreements with several shareholders of the Company for tendering a total of 3,359,508 shares (Shareholding Ratio (Note 2): 22.28%) of the Company Shares they hold into the Minebea Mitsumi Tender Offer. Minebea Mitsumi has, as of April 10, 2025, entered into tender agreements regarding the tender of all of the Company Shares held by the following shareholders: (i) a tender agreement with NISSEI ELECTRIC CO., LTD ("**Nissei Electric**") concerning all 341,000 Company Shares held by Nissei Electric (Shareholding Ratio: 2.26%) (the "**Tender Agreement (Nissei Electric)**"); (ii) a tender agreement with NISSEI OPTO CO., LTD ("**Nissei Opto**") concerning all 100,000 Company Shares held by Nissei Opto (Shareholding Ratio: 0.66%) (the "**Tender Agreement (Nissei Opto)**"); (iii) a tender agreement with NIHON KOHDEN CORPORATION ("**Nihon Kohden**") concerning all 61,226 Company Shares held by Nihon Kohden (Shareholding Ratio: 0.41%) (the "**Tender Agreement (Nihon Kohden)**"); (iv) a tender agreement with Saitama Resona Bank, Limited ("**Saitama Resona**") concerning all 695,640 Company Shares held by Saitama Resona (Shareholding Ratio: 4.61%) (the "**Tender Agreement (Saitama Resona)**"); (v) a tender agreement with J and S INSURANCE SERVICE Co., Ltd ("**J and S INSURANCE SERVICE**") concerning all 213,310 Company Shares held by J and S INSURANCE SERVICE (Shareholding Ratio: 1.41%) (the "**Tender Agreement (J and S INSURANCE SERVICE)**"); (vi) a tender agreement with Resona Leasing Co., Ltd. ("**Resona Leasing**"; together with Nissei Electric, Nissei Opto, Nihon Kohden, Saitama Resona, and J and S INSURANCE SERVICE, hereinafter referred to as the "**Tendering Shareholders (Executed at Announcement of the Tender Offer)**") concerning all 13,310 Company Shares held by Resona Leasing (Shareholding Ratio: 0.09%) (hereinafter, together with the Tender Agreement (Nissei Electric), Tender Agreement (Nissei Opto), Tender Agreement (Nihon Kohden), Tender Agreement (Saitama Resona), and Tender Agreement (J and S INSURANCE SERVICE), referred to as the "**Tender Agreements (Executed at Announcement of the Tender Offer)**"); also, hereinafter, the Company Shares held by the Tendering Shareholders (Executed at Announcement of the Tender Offer) which are to be tendered in the Minebea Mitsumi Tender Offer by said shareholders under the Tender Agreements (Executed at Announcement of the Tender Offer) are collectively the "**Tendering Shares (Executed at Announcement of the Tender Offer)**").

Furthermore, after the announcement of the Minebea Mitsumi Transactions on April 10, 2025, Minebea Mitsumi engaged in discussions with some shareholders of the Company other than the Tendering Shareholders (Executed at Announcement of the Tender Offer) and, on April 22, 2025, entered into a tender agreement with each of some individual shareholders belonging to the founding family of the Company (including Ms. Yukie Kitamura (232,600 shares held; Shareholding Ratio: 1.54%) and Ms. Makiko Asano (167,600 shares held; Shareholding Ratio: 1.11%), hereinafter the “**Tendering Shareholders (Founding Family)**”) (Total number of shares held: 536,502 shares; Total Shareholding Ratio: 3.56%), in which the Tendering Shareholders (Founding Family) agreed to tender all of the Company Shares held by them in the Minebea Mitsumi Tender Offer (the “**Tender Agreements (Founding Family)**”); and the Company Shares subject to tender under the Tender Agreements (Founding Family), the “**Tendering Shares (Founding Family)**”). Furthermore, Minebea Mitsumi, (vii) on April 22, 2025, entered into a tender agreement with MUFG Bank, Ltd., a shareholder of the Company (“**MUFG Bank**”), concerning all 425,640 shares of the Company Shares held by MUFG Bank (Shareholding Ratio: 2.82%) (the “**Tender Agreement (MUFG Bank)**”); (viii) on May 1, 2025, entered into a tender agreement with Meiji Yasuda Life Insurance Company, a shareholder of the Company (“**Meiji Yasuda Life**”), concerning all 818,000 shares of the Company Shares held by Meiji Yasuda Life (Shareholding Ratio: 5.43%) (the “**Tender Agreement (Meiji Yasuda Life)**”); and (ix) on May 1, 2025, entered into a tender agreement with The Musashino Bank, Ltd., a shareholder of the Company (“**Musashino Bank**” and together with MUFG Bank and Meiji Yasuda Life, the “**Tendering Shareholders (Executed at Commencement of the Tender Offer)**”), concerning all 154,880 shares of the Company Shares held by Musashino Bank (Shareholding Ratio: 1.03%) (the “**Tender Agreement (Musashino Bank)**”, and together with the Tender Agreement (MUFG Bank) and the Tender Agreement (Meiji Yasuda Life), the “**Tender Agreements (Executed at Commencement of the Tender Offer)**”). (Hereinafter, the Tender Agreements (Executed at Announcement of the Tender Offer), the Tender Agreements (Founding Family), and the Tender Agreements (Executed at Commencement of the Tender Offer) are collectively referred to as the “**Tender Agreements,**” and the Company Shares subject to tender under the Tender Agreements (Executed at Announcement of the Tender Offer), the Tender Agreements (Founding Family), and the Tender Agreements (Executed at Commencement of the Tender Offer) are collectively referred to as the “**Tendering Shares**”).

Minebea Mitsumi has set the minimum number of shares to be purchased in the Minebea Mitsumi Tender Offer to be 7,539,900 shares (Shareholding Ratio: 50.01%) (Note 4). If the total number of share certificates, etc., tendered in the Minebea Mitsumi Tender Offer (“**Tendered Shares**”) is less than 7,539,900 shares, none of the Tendered Shares shall be purchased. Meanwhile, with respect to Minebea Mitsumi Transactions, since Minebea Mitsumi aims to acquire all of the Company Shares (excluding treasury shares held by the Company) through the Minebea Mitsumi Tender Offer and Minebea Mitsumi Squeeze Out Process, Minebea Mitsumi has not set a maximum number of shares to be purchased in the Minebea Mitsumi Tender Offer, and if the total number of Tendered Shares is greater than the minimum number of shares to be purchased in the Minebea Mitsumi Tender Offer (7,539,900 shares), Minebea Mitsumi will purchase all of the Tendered Shares.

In addition, if the Minebea Mitsumi Tender Offer is completed, Minebea Mitsumi plans to implement the Minebea Mitsumi Squeeze Out Process as stated in “(5) Policy for organizational restructuring after the Minebea Mitsumi Tender Offer (matters relating to the so-called two-step acquisition) below. Furthermore, promptly after the completion of the Minebea Mitsumi Squeeze Out Process, Minebea Mitsumi plans to, through the Share Transfer, hold 89.1% of the Company Shares and to have the AP Group hold 10.9% of the same.

(Note 2) The “Shareholding Ratio” refers to the ratio (rounded to the second decimal place) of shares held, calculated based on the total number of issued shares as of December 31, 2024 (15,559,730 shares), as stated in the “Consolidated Financial Results for the Nine Months Ended December 31, 2024 [Japanese GAAP]” submitted by the Company on February 10, 2025 (the “**Summary of Company Financial Results**”) after subtracting the number of treasury shares held by the Company as of the same date (483,047 shares) (provided, however, that the shares held by the Company’s officer compensation BIP (Board Incentive Plan) trust (the “**BIP Trust**”) (Note 3) and reported

from the Company (169,050 shares) shall be included), resulting in a total of 15,076,683 shares. The same applies hereinafter.

(Note 3) With regard to the Company Shares held under the BIP Trust, Minebea Mitsumi has included such shares in the number of treasury shares held by the Company, taking into consideration that (i) under the relevant trust agreement, voting rights are not exercisable during the trust period in order to ensure neutrality in management, (ii) such shares are, in principle, to be delivered only upon the retirement of directors and other officers of the Company who are subject to the BIP Trust and have satisfied the requirements to become beneficiaries through the prescribed beneficiary determination procedures (the “**BIP Trust Scheme Beneficiaries**”), and (iii) except in cases where any of the following limited events occurs, the shares are not expected to be sold in the market: ① BIP Trust Scheme Beneficiary loses their status as a participant in the scheme, ② BIP Trust Scheme Beneficiary is officially assigned to an overseas post, ③ the Company confirms that BIP Trust Scheme Beneficiary has passed away, or ④ the BIP Trust is terminated. According to the Company, none of these events is expected to occur by the end of the Minebea Mitsumi Tender Offer Period for the Minebea Mitsumi Tender Offer. Given the above, Minebea Mitsumi has determined to treat such shares as treasury shares held by the Company.

(Note 4) The minimum number of shares to be purchased in the Minebea Mitsumi Tender Offer will be 7,539,900 shares (Shareholding Ratio: 50.01%), which is the product of (A) the number (75,399 units) obtained by subtracting (a) the number of voting rights (615 units) pertaining to the restricted shares (17,262 shares) granted to the Company directors and the restricted shares (44,310 shares) held by the Company’s Employee Stock Ownership Plan from (b) the number (76,014 units; rounded to nearest whole number) obtained by multiplying 50.418% by the number of voting rights (150,766 units) pertaining to the difference (15,076,683 shares) between (i) the total number of issued shares of the Company as of December 31, 2024 (15,559,730 shares), as stated in the Summary of Company Financial Results published by the Company on February 10, 2025 and (ii) the number of treasury shares held by the Company as of the same date (483,047 shares) (including 169,050 shares of the Company Shares held by the BIP Trust as of the same date and reported by the Company) and (B) the number of shares constituting one unit of the Company Shares (100 shares).

The minimum number of shares to be purchased in the Minebea Mitsumi Tender Offer is set as described above due to the consideration of that, although Minebea Mitsumi aims to make the Company its wholly owned subsidiary through the Minebea Mitsumi Tender Offer, (i) the minimum number of shares to be purchased in the YAGEO Tender Offer has been set to be 7,624,600 shares (Shareholding Ratio: 50.01%; provided, however, it is inferred that such minimum number of shares to be purchased will be adjusted since the Press Release Regarding YAGEO Scheduled Tender Offer stated that “the minimum number of shares to be purchased may be adjusted based on the total number of issued shares and the number of treasury shares of the Company as of the commencement of the YAGEO Tender Offer” and the number of treasury shares of the Company referenced in the YAGEO Tender Offer has been updated), and if the minimum number of shares to be purchased in the Minebea Mitsumi Tender Offer is set higher than that of the YAGEO Tender Offer even though the Minebea Mitsumi Tender Offer is a Counterproposal to the YAGEO Tender Offer, the Company’s shareholders may consider the possibility of the completion of the Minebea Mitsumi Tender Offer will be lower than the YAGEO Tender Offer, (ii) in reality, the number of the Company Shares required to pass the proposal for the Share Consolidation (defined in (5) Policy for organizational restructuring after the Minebea Mitsumi Tender Offer (matters relating to the so-called two-step acquisition, the same applies hereinafter) at a shareholders’ meeting corresponds, in terms of the Shareholding Ratio, to approximately 57%, which is the result of multiplying the highest voting rights exercise ratio observed at the Company’s ordinary shareholders’ meetings over the past five Business Years (approximately 86%) (Note 5) by two-thirds (2/3), such two thirds (2/3) figure being the ratio required for the approval of a special resolution at a shareholders’ meeting, (iii) in contrast, among the tender offers announced during the five years between 2020 and 2024 for the purpose of taking listed companies private, in 253 transactions between third parties with no capital relationship (excluding a total 139 cases involving parent-subsidary relationships, equity-method affiliates, and MBOs (Note 6)), the average value of the ratios of voting rights

exercised in relation to the share consolidation proposals (squeeze out proposals)(provided, however, that the number of units exercised by the relevant tender offeror and its specially related parties is excluded from such calculation) proceeded at shareholders' meetings in 43 cases is approximately 37.0% and the median of the same is approximately 41.5%, and the relevant ratios of voting rights exercised tend to be significantly lower than the ratio of voting rights exercised at an ordinary shareholders' meeting. Based on the fact that there is only one transaction where the result of multiplying two thirds (2/3) as the ratio of voting rights required to pass a special resolution of the shareholders' meeting is above 50.01 % (in the case, ratio of voting rights exercised was 78.3 %, and the result of multiplying two thirds (2/3) was 52.2%), even though it is impossible to acquire through the Minebea Mitsumi Tender Offer the number of the Company Shares equivalent to the ratios of voting rights (approximately 57%), if Minebea Mitsumi is able to acquire through the Minebea Mitsumi Tender Offer the number of the Company Shares equivalent to the number obtained by multiplying such maximum value of the ratios of voting rights exercised by two-thirds (2/3) (approximately 50.01%), the ratio of voting rights required to pass a special resolution of the shareholders' meeting, the proposal for the share consolidation will be highly likely be approved at the Extraordinary Shareholders' Meeting (defined in "② Share consolidation" under "(5) Policy for organizational restructuring after the Minebea Mitsumi Tender Offer (matters relating to the so-called two-step acquisition"; the same applies hereinafter) . In addition, the Company Shares held by the Employee Stock Ownership Plan are effectively owned by employees who contributed the funds to acquire them. Given their employment relationship with the Company, it is unlikely that such employees would act contrary to the Company's decisions. Furthermore, as stated above, it is a condition precedent to the Minebea Mitsumi Tender Offer that the Company's Board of Directors resolves to express its opinion in support of the Minebea Mitsumi Tender Offer and to recommend that its shareholders tender their shares in the Minebea Mitsumi Tender Offer. Taking this into account, the members of the Employee Stock Ownership Plan are expected to understand the resolution and the Minebea Mitsumi Transactions overall, and to be more inclined to vote in favor of the proposal for the Share Consolidation. Accordingly, even after the completion of the Minebea Mitsumi Tender Offer and Minebea Mitsumi's acquisition of the Company as its parent, Minebea Mitsumi believes that the Employee Stock Ownership Plan will exercise its voting rights in support of the proposal at the Extraordinary Shareholders' Meeting.

After the completion of the Minebea Mitsumi Tender Offer, the voting rights of the Company held by Minebea Mitsumi may fall below two-thirds (2/3) of the total voting rights of all the Company's shareholders, and as a result, the proposal for the Share Consolidation may not be approved at the Extraordinary Shareholders' Meeting. However, even if such approval cannot be obtained, Minebea Mitsumi aims to acquire all of the Company Shares (excluding treasury shares held by the Company) through the Minebea Mitsumi Tender Offer and the Minebea Mitsumi Squeeze Out Process. Therefore, Minebea Mitsumi will acquire additional Company Shares until the number of the Company Shares acquired reaches a specific level at which the proposition for the Share Consolidation can be practically approved at the Company's shareholders' meeting as long as it is reasonably possible in practice, taking into account the tendering situation into the Minebea Mitsumi Tender Offer, the holding situation of the Company Shares by its shareholders, including their attributes, the market price trend, the exercise ratio of voting rights at the Extraordinary Shareholders' Meeting, and related factors. In addition, Minebea Mitsumi plans to additionally acquire the Company Shares through on-market purchases based on the market price at the time of such additional acquisition, or the way other than by tender offer (limited to cases permitted under the Law) at a price determined by taking into account the market price (provided that such price shall be a reasonable price (which would depend on the market price, but in principle, at or near the Minebea Mitsumi Tender Offer Price) that, in comparison with the Minebea Mitsumi Tender Offer Price, will not be economically evaluated as disadvantageous to the shareholders). Although it is difficult at this time to specify a definitive timeframe for such additional acquisition, as it depends on market conditions and other circumstances, Minebea Mitsumi will promptly announce it when the specific expected timing becomes known.

(Note 5) According to the 66th Annual Securities Report submitted by the Company on June 26, 2024, the number of voting rights as of the reference date for the Company's 66th ordinary shareholders' meeting held on June 25, 2024,

was 76,822. However, according to the Extraordinary Report submitted by the Company on June 27, 2024, the average number of voting rights exercised was 61,206 for all propositions, and the number of voting rights exercised was equivalent to approximately 80% (rounded to the nearest whole number) of the total number of voting rights. Similarly, when calculating the ratio of voting rights exercised in previous years, the ratio was approximately 78% for the 65th ordinary shareholders' meeting, approximately 81% for the 64th ordinary shareholders' meeting, approximately 80% for the 63rd ordinary shareholders' meeting, and approximately 86% for the 62nd ordinary shareholders' meeting, the maximum ratio of voting rights exercised at the Company's most recent five ordinary shareholders' meetings was approximately 86%, and as stated in (iii) in (Note 4) above, the ratio of voting rights exercised by shareholders after deducting the voting rights of the tender offeror and its specially related parties for the share consolidation proposition (squeeze out proposition) is considered to be significantly lower than the ratio of voting rights exercised at ordinary shareholders' meetings.

(Note 6) "MBO (Management buyout)" is a transaction in which the tender offeror makes a tender offer based on an agreement with the target company's officers, which provides a common interest with the officers of the target company.

② The background, purpose, and decision-making process that led to Minebea Mitsumi's decision to implement the Minebea Mitsumi Tender Offer

Minebea Mitsumi was established as Nippon Miniature Ball Bearings Co., Ltd. in July 1951, marking Japan's first specialized manufacturer of miniature ball bearings. Its shares were approved and listed as an over-the-counter stock on TSE in August 1961, and listed on the TSE Second Section in October 1961, before being assigned to the TSE First Section in October 1970. Subsequently, Minebea Mitsumi changed its trade name to Minebea Co., Ltd. in October 1981. On January 27, 2017, Minebea Mitsumi (at the time doing business under the name MINEBEA Co., Ltd.) conducted a management integration with Mitsumi Electric Co., Ltd. ("**Mitsumi Electric**"), an electronic manufacturer, through a share exchange in which Mitsumi Electric became its wholly owned subsidiary, and had a new start as MINEBEA MITSUMI Inc. Its shares were listed on the TSE Prime Market following the reconsideration of market category on April 4, 2022.

Since its incorporation in July 1951 as Japan's first specialized manufacturer of miniature ball bearings, as described above, Minebea Mitsumi has been manufacturing and selling bearings and other high-precision components. It has also been manufacturing and selling backlights for liquid crystals used in smartphones, lighting devices, and other products since August 2010. Meanwhile, Mitsumi Electric was established in January 1954 as Mitsumi Electric Seisakujo, a manufacturer of electronic components, including coils and transformers. Since then, starting with the invention of Polyvaricons (variable condensers) in March 1955, it has continually developed its technical capabilities and offered electronic components for cutting-edge electronics worldwide throughout various periods of its history. It changed its trade name to Mitsumi Electric Co., Ltd. in November 1959, and currently, it manufactures and sells electronic equipment and components, such as mechanism components, semiconductor devices, power supply components, high-frequency devices, and optical devices for various electronic devices, such as data communications devices, automobiles, healthcare and consumer electronics, and amusement devices.

Through the business integration of both companies, Minebea Mitsumi has been expanding an combined product business, which fuses the machining technology that Minebea Mitsumi (formerly MINEVEA Co., Ltd.) has traditionally possessed with Mitsumi Electric's electronic device technology, and currently supplies products to a wide range of industries, such as automobiles, smartphones/tablets, aircraft, office automation equipment, home appliances, and medical equipment as a "INTEGRATION" (Note 1) manufacturer of precision components that creates synergies in various fields by "combining" technologies and products.

As of today, Minebea Mitsumi's corporate group is composed of 145 consolidated subsidiaries (not including Minebea Mitsumi) (together with Minebea Mitsumi, hereinafter referred to as the "**Minebea Mitsumi Group**"), and mainly engages in the following businesses: (i) the Precision Technologies Business, whose main products are ball

bearings (Note 2), rod-end bearings (Note 3), spherical bearings (Note 4), fasteners and pivot assemblies (Note 5); (ii) the Motor, Lighting & Sensing Business, whose main products are HDD spindle motors (Note 6), stepping motors (Note 7), fan motors, DC motors (Note 8), LED backlights, resonant devices (Note 9), and sensing devices; (iii) the Semiconductors & Electronics Business, whose main products are analog semiconductors, optical devices, mechanical components, high-precision components, power supplies, smart products, and residential equipment components, and (iv) the Access Solutions Business, whose main products are automotive components (door latches, door handles, and door mirrors, etc.), wireless communication devices, and industrial machinery components.

The Minebea Mitsumi Group has upheld a basic management philosophy based on the following three approaches.

The first is “Transparent management based on the company credo ‘The Five Principles.’” Under that credo, it has been striving to “be a company where our employees are proud to work,” “earn and preserve the trust of our valued customers,” “respond to our shareholders’ expectations,” “work in harmony with the local community” and “promote and contribute to global society.” The Minebea Mitsumi Group’s basic management policy, based on the above credo, is to fulfill its social responsibility and sustainably enhance corporate value for a wide range of its stakeholders, including employees, business partners, shareholders, local communities, and global society. Aiming at concentrating its management resources on the fields where it has the collective and comprehensive strengths, the Minebea Mitsumi Group has been working proactively on “the development of high-value-added products” and “the advancement of the quality of the products,” and striving to reinforce corporate management centering on “the strengthening of our financial standing” as well as to implement “the company management having a high-degree of transparency” in a comprehensive manner both internally and externally.

The second approach is to create new value through “difference” that transcends conventional wisdom. While it is required for future manufacturing to offer new value to society, the Minebea Mitsumi Group established the slogan “Passion to Create Value through Difference,” and going forward, it will continue to pursue a system to create new value through “difference” that transcends conventional wisdom, demonstrating strengths that cannot be found in other companies. It will vigorously push forward under the philosophy that “passion is a power,” “passion realizes speed,” and “passion brings the future.”

The third is to approach manufacturing sincerely toward the company’s growth and the realization of sustainable growth in the global environment and society. The Minebea Mitsumi Group considers it of the utmost importance to pursue how to tackle and think of manufacturing, and what the best practice of conduct is, and share them across the whole group of companies. The Minebea Mitsumi Group has consistently upheld the basic concept for growth and sustainability: to contribute to the realization of a sustainable, earth-friendly, and affluent society by manufacturing better products more quickly, cost-effectively, in greater quantities, and more astutely, in response to societal needs. From this perspective, the Minebea Mitsumi Group will continue to pursue a “sincere approach towards manufacturing.”

Under the management philosophy above, Minebea Mitsumi has adopted the basic policies of “Reinforcing Core Businesses,” “Diversified Management in Niche Areas,” and “Generating Synergies through INTEGRATION,” to significantly expand its businesses and promote its growth with two wheels: organic growth aiming at its autonomous development through the challenge of new businesses and utilization of existing management resources within the group, and discontinuous growth centered on M&As. The current business plan targets consolidated net sales of 2.5 trillion yen and consolidated operating income of 250 billion yen for the Business Year ending March 31, 2029, with organic growth of 400 billion yen and growth through M&As of 700 to 800 billion yen. By adding the newly established third axis of growth, “developing products and supplying components that will contribute to solving social issues,” Minebea Mitsumi will further accelerate its growth. From the aspect of solving social issues, Minebea Mitsumi regards EV (electric vehicles), renewable energy, AI, and XR (Cross Reality (Note 10)) as the fields that will grow remarkably in the global market in the future, and aims to develop and expand the supply of products that meet the “4 Highs” of “high voltage, high current, high frequency, and high speed” necessary to capture these growth fields.

(Note 1) INTEGRATION (*sogo*): This is a coined Japanese word meaning “to be combined” rather than “to sum up.” It means to create new value through synergy by combining all the resources of the Minebea Mitsumi Group.

(Note 2) A ball bearing is a mechanical component, composed of an outer ring, an inner ring, a ball, a retainer (ball

holder), a shield (lid), and a snap ring (spring), and is used in the part that supports the shaft for rotating in rotating equipment, etc. stably.

(Note 3) A rod end bearing is a spherical plain bearing, or a certain type of bearing mainly used to support rocking, tilting, and low-speed rotational motions to reduce friction.

(Note 4) A spherical bearing is a self-aligning roller bearing, used in machines that are subjected to large loads and shaft deflection.

(Note 5) A pivot assembly is a part used for the fulcrum part that moves the arm to which a magnetic head of an HDD is attached.

(Note 6) An HDD spindle motor is a motor that rotates an HDD disk.

(Note 7) A stepping motor is a motor that rotates by moving at a fixed angle, like a clock, in response to electric signals.

(Note 8) A DC motor is a motor that operates on a DC power supply.

(Note 9) A resonant device is a vibration device that effectively utilizes mechanical resonance with a voice coil or electromagnet core as its primary power source.

(Note 10) Cross Reality is a general term for technologies that fuse the real and virtual worlds.

The Company was established in 1953 and began manufacturing thermistors (Note 11) and SiC varistors (Note 12). In December 2004, the Company was listed on the JASDAQ Securities Exchange, Inc. (“**JASDAQ Securities Exchange**”) and in April 2010, following the merger of the JASDAQ Securities Exchange and the Osaka Stock Exchange, Inc. (“**Osaka Stock Exchange**”), was listed on the Osaka Stock Exchange JASDAQ Market. Subsequently, in 2013, following the integration of the Tokyo Stock Exchange and the Osaka Stock Exchange, the Company was listed on the Tokyo Stock Exchange JASDAQ Market and in April 2022, due to a review of the market classification of the Tokyo Stock Exchange, it was listed on the Tokyo Stock Exchange Standard Market.

The corporate mission of the Company Group (the Company and its consolidated subsidiaries; the same applies hereinafter) is to “protect the global environment, contribute to the improvement of life, and promote the culture and happiness of people around the world.” Its main business is the manufacture and sale of semiconductor components based on thermistor technology, as well as various products that utilize these components, including temperature sensors, humidity sensors, hygrometers, temperature controllers, temperature recorders, anemometers, and humidity measurement devices.

We recognize that the electronic components industry to which the Company belongs is seeing signs of recovery in demand, as the impact of production and shipment stoppages by certain automobile manufacturers has abated, and for products such as for air conditioners, although demand had remained sluggish, the market is showing signs of a recovery in demand. Against this backdrop, the Company is working towards achieving its Medium-Term Business Plan (2024–2026) announced on May 20, 2024. The Company has also established a Long-term Management Vision to create new value by focusing on product development, productivity improvement, and marketing. For product development, we aim to create products that meet and exceed customer needs, thereby enhancing customer satisfaction and technological innovation, developing new products, and expanding new markets. In terms of productivity improvement, the Company is promoting R&D of manufacturing equipment that utilizes AI and robots, as well as *kaizen* activities, and striving to enhance productivity by transferring production lines to overseas factories and adding factory shifts. In addition, the Company is working to enforce its global procurement of raw materials and establish a structure that can achieve stable procurement at a low cost by shortening lead times and reducing procurement costs. Regarding marketing, we are striving to explore new fields and markets, and develop new products, including sales expansion into the market of EV/HV (Note 13) and areas related to environmental regulations and energy efficiency, while creating synergies by deepening collaboration with customers worldwide.

(Note 11) A thermistor is an electronic component whose resistance changes in response to temperature. It is primarily used as a temperature sensor that can be applied to various products, such as home appliances, including microwave ovens and air conditioners, and for temperature control in automobiles. Metallic oxides are used as elements of thermistors, which function as heat-sensitive elements.

(Note 12) A SiC varistor is an electronic component that protects a circuit by dissipating current in the event of a surge in voltage. It is an overvoltage protection device made from SiC (silicon carbide), which features high tolerance for voltage and temperature.

(Note 13) HV is an abbreviation for a hybrid vehicle that operates on a combination of a gasoline-powered engine and an electric motor, commonly called a “hybrid car.” That car can reduce gasoline consumption by efficiently using an engine and an electric motor.

As mentioned above, while Minebea Mitsumi supplies a wide range of products to various industries, it clearly defines its core businesses as manufacturing core products required for a variety of devices and not easily substitutable, such as bearings, from which its business originated. Among those core businesses, a niche segment where Minebea Mitsumi can achieve high market share, high profitability, and competitive advantage has been identified as its future priority field; specifically, (i) bearings, (ii) analog semiconductors, (iii) motors, (iv) access products (Note 14, (v) sensors, (vi) connectors and switches, (vii) power supplies, and (viii) wireless/communications/software, which are called the “Eight Spears.” For the sensor field, one of the Eight Spears, Minebea Mitsumi has been manufacturing products, including temperature switch ICs, analog output temperature sensor ICs, and digital output temperature sensor ICs, which leverage its strengths—the vertically integrated manufacturing system—in response to the growing need for temperature control solutions. Minebea Mitsumi has been supplying these products to various markets, including automotive, air conditioning, machine tools, logistics equipment, FA equipment, medical equipment, and home appliances. Its primary products with thermistors include sensors for temperature feedback in power supply products, battery temperature monitoring in battery protection modules, and temperature monitoring of the main motor in some resolvers (Note 15). Minebea Mitsumi expects that there will be opportunities to utilize thermistors in future products to be developed as well.

(Note 14) Access products are products such as door handles and latches.

(Note 15) A resolver is an angular displacement sensor for controlling a motor.

Minebea Mitsumi, in the process of significantly expanding its business and promoting its growth with two wheels: organic growth aiming at its autonomous development through the challenge of new businesses and utilization of existing management resources within the group and discontinuous growth centered on M&As, was approached by Nomura Securities Co., Ltd. (“**Nomura Securities**”), which is the Company’s financial advisor, on January 17, 2025 regarding the possibility of collaboration, given that the Company had received a takeover proposal from a third party. On January 23, 2025, Minebea Mitsumi held a face-to-face meeting with the Company to deepen mutual understanding of both businesses. From January 28, 2025 to January 30, 2025, Minebea Mitsumi and the Company conducted joint site visits at the Company’s factory in Thailand and the Minebea Mitsumi’s factories in Thailand and Cambodia, and exchanged opinions and held discussions regarding the Company’s business strategies and the possibility of synergies expected through the collaboration with Minebea Mitsumi.

Under these circumstances, on February 5, 2025, Minebea Mitsumi learned through the Press Release Regarding YAGEO Scheduled Tender Offer that YAGEO had proposed the YAGEO Tender Offer as part of a series of YAGEO Transactions intended to make the Company YAGEO’s wholly-owned subsidiary. Then, on February 7, 2025, prompted by the YAGEO Proposal (defined in “④ Decision-making process and reasons that led to the Company’s support for the Minebea Mitsumi Tender Offer” below; the same applies hereinafter), Minebea Mitsumi appointed Daiwa Securities Co. Ltd. (“**Daiwa Securities**”) as its financial advisor and third-party valuation agent. For its legal adviser for the Minebea Mitsumi Transaction, Minebea Mitsumi formally appointed Nagashima Ohno & Tsunematsu, which had been providing general advice on potential collaboration with the Company from late January 2025, and began concrete discussions on making the Company a wholly owned subsidiary of Minebea Mitsumi, based on the exchange of opinions and discussions regarding collaboration between Minebea Mitsumi and the Company as described above. (Daiwa Securities and Nagashima Ohno & Tsunematsu are also independent of the AP Group.) As part of this, Minebea Mitsumi conducted a site visit to the Motomiya factory of the Company Group on February 10, 2025, to deepen its understanding of the Company’s business and explore the possibility of synergies through the

collaboration.

Subsequently, Minebea Mitsumi learned through a press release, “Notice Regarding Establishment of Special Committee,” announced by the Company on February 12, 2025 that in response to the YAGEO Proposal, the Company had resolved at its Board of Directors to establish the Special Committee for ensuring fairness and transparency of the consideration process as well as conducting sincere examination of the YAGEO Proposal and any sincere counterproposal to the YAGEO Transactions, if made by a third party (hereinafter, such a proposal shall be referred to as the “**Counterproposal**,” the proposer of the Counterproposal, the “**Counterproposer**,” and the transaction relating to the Counterproposal, the “**Counter Transaction**”) in accordance with the “Guidelines for Takeovers - Enhancing Corporate Value and Securing Shareholders’ Interests” (the “**Guidelines for Takeovers**”) published by the Ministry of Economy, Trade and Industry on August 31, 2023. On February 12, 2025, Minebea Mitsumi had another meeting with the Company, where the Company communicated to Minebea Mitsumi that it wanted Minebea Mitsumi to consider making the Company a wholly-owned subsidiary as a Counterproposal to the YAGEO Proposal and the YAGEO transaction, and Minebea Mitsumi communicated to the Company that it would further consider the possibility of synergies through collaboration in light of the above site visits.

On February 17, 2025, Minebea Mitsumi received a request from the Company to consider making the Company its wholly owned subsidiary, and on the same day, Minebea Mitsumi submitted to the Company a non-legally binding letter of intent regarding the acquisition of the Company Shares as part of the Minebea Mitsumi Transactions (the “**First Letter of Intent (Minebea Mitsumi)**”). On February 27, Minebea Mitsumi received an invitation from the Company to participate in a due diligence process for Minebea Mitsumi to consider the Counterproposal. Furthermore, in the First Letter of Intent (Minebea Mitsumi), it was stated that, subject to (a) that the due diligence with which that Minebea Mitsumi is reasonably satisfied has been completed, (b) that regarding the Minebea Mitsumi’s scheduled tender offer, the Company’s Board of Directors has expressed its opinion in support of the Minebea Mitsumi Tender Offer and its opinion recommending that the Company’s shareholders tender their shares in that tender offer, and that such opinions have not been withdrawn, (c) that all procedures required under domestic and foreign competition laws, investment regulations, and other laws and regulations have been completed, or Minebea Mitsumi has determined that those procedures are reasonably expected to be completed at a time which does not require the extension of the purchases period for that tender offer, and (d) that the approval of Minebea Mitsumi’s board of directors has been obtained, Minebea Mitsumi proposed to acquire all of the Company Shares through a tender offer with a cash consideration of 4,300 yen per share of the Company Shares, which is equivalent to the YAGEO Tender Offer Price, and subsequent squeeze out process. Until the Company requested that Minebea Mitsumi consider making the Company its wholly-owned subsidiary on the 17th of the same month, Minebea Mitsumi had only held discussions with the Company regarding the possibility of the collaboration as described above, and had not held any discussions regarding making the Company its wholly-owned subsidiary, including the Minebea Mitsumi Tender Offer.

From March 4, 2025, Minebea Mitsumi started due diligence on the Company, analyzing our business, legal, financial, tax, human resources, information technology, environmental, and other relevant areas, then proceeded to examine the acquisition of the Company’s Shares.

During that examination, Minebea Mitsumi had a strong concern that the Company, an outstanding Japanese manufacturer of electronic components with high business compatibility with Minebea Mitsumi, and that is expected to have various synergies with Minebea Mitsumi, might be incorporated under the control of foreign capital. That situation would result in damage or loss, or the outflow of the Company’s advanced technological capabilities and business infrastructure, ultimately undermining Japan’s national interests. Additionally, Minebea Mitsumi recognized the importance of temperature control in power electronics products and the possibility of developing high-value-added products through synergies between the Company’s thermistor and Minebea Mitsumi’s analog semiconductor technologies. Minebea Mitsumi also recognized that it would be assumable that by utilizing Minebea Mitsumi’s 101 sales bases and about 2,000 sales and marketing personnel worldwide, the Company could attain global expansion of its products, thereby expanding its market share, and realize the reduction of procurement and distribution costs and the enhancement of production efficiency through mutual utilization of both companies’ manufacturing and sales bases.

Specifically, Minebea Mitsumi considers that the Minebea Mitsumi Transactions will have the following synergies.

(i) Technical innovation and development of high-value-added products

Based on the recognition that “temperature” limits the use of power electronics products, such as motors and power supplies, Minebea Mitsumi believes that temperature control will become more critical than ever in future “4 High” products. Temperature control will become a key factor for a wide range of products, including power supply products, battery-related products, and various motors such as main motors. Therefore, the opportunity and number of installations of the Company’s thermistors are expected to increase significantly.

Additionally, Minebea Mitsumi has been focusing on the analog semiconductor business, including power semiconductors, which is one of the “Eight Spears.” As thermistors are elements whose resistance value changes in response to temperature changes, analog semiconductors are essential for temperature control as they convert changes in resistance value into voltage and current, measure temperature values, and so on. Since the resistance output exhibits a non-linear characteristic, Minebea Mitsumi considers that analog semiconductors also have synergies for temperature compensation.

Furthermore, Minebea Mitsumi expects to be able to provide higher-value-added temperature control solutions by incorporating the Company’s NTC thermistors (Note 16) into its semiconductor products through modularization technology, a strength of Minebea Mitsumi, and by producing such products through a vertically integrated manufacturing system, another of Minebea Mitsumi’s strengths.

As mentioned above, Minebea Mitsumi produces various electronic components compatible with temperature sensors for motors, semiconductors, connectors, and the like. Therefore, Minebea Mitsumi believes that by extracting opportunities to develop technologies and products that combine these components, it can also realize the INTEGRATION, its motto, with the Company.

(Note 16) NTC thermistors are a type of thermistor that uses the change in resistance when heat is detected, and thermistors that change resistance in a negative characteristic.

(ii) Global expansion utilizing Minebea Mitsumi’s sales channels

Minebea Mitsumi has a global network of sales bases, and about 2,000 sales and marketing personnel provide a wide range of products and solutions to customers worldwide daily. By utilizing Minebea Mitsumi’s sales channels, the Company is expected to expand its market share in existing areas and additionally develop new areas.

Specifically, the Company has a high sales ratio not only in Japan but also in Asia, mainly in China and Thailand, while Minebea Mitsumi has a strong global customer base spanning 28 countries with 101 sales bases worldwide, mainly in Asia, the United States, and Europe, in addition to Japan. Minebea Mitsumi expects to be able to cross-sell its various sensors, analog semiconductors, motors, and other products, which are compatible with the Company’s NTC thermistors, utilizing Minebea Mitsumi’s global sales network.

(iii) Enhancement of operational efficiency

Minebea Mitsumi believes that the mutual utilization of the global manufacturing and sales bases of Minebea Mitsumi and the Company will lead to a reduction in manufacturing and distribution costs. It also anticipates that the demand for temperature sensors will increase in the future and recognizes that stable procurement of components and reduction of procurement costs will become important issues. The Company’s business is expected to become more profitable through joint procurement utilizing Minebea Mitsumi’s procurement network, the advancement of supply chain integration, including logistics, and the utilization of Minebea Mitsumi’s sales channels mentioned above. In addition, the Company’s production efficiency is expected to be significantly enhanced by leveraging Minebea Mitsumi’s know-how in mass production and factory operations, which are among Minebea Mitsumi’s strengths.

Considering these potential synergies from the Minebea Mitsumi Transactions, Minebea Mitsumi determines that, in the rapidly changing external environment, such as carbon neutrality, electrification of automobiles, increasing demand for AI servers, and the spread of IoT high-performance home appliances, to promptly and efficiently

maximize the synergy effects of the Minebea Mitsumi Group's various motors and analog semiconductors with the Company's NTC thermistors and other synergies described above, it will be desirable that; the Company takes a medium- to long-term perspective without being affected by short-term fluctuations in business performance; and the Company and Minebea Mitsumi Group work together as one to share information and human resources and allocate management resources optimally through flexible and integrated collaboration.

In general, the disadvantages of going private include the inability to raise funds through equity financing from the capital markets. However, even after the delisting, the Company can still receive strong financial backing, such as borrowing funds and capital contributions from Minebea Mitsumi, as a member of the Minebea Mitsumi Group. The loss of status as a listed company, resulting from a going-private transaction, typically leads to a decline in credibility among business partners and challenges in maintaining employee motivation and retaining personnel. However, according to the "SHIBAURA ELECTRONICS GROUP Integrated Report 2024" issued on November 11, 2024, the Company Group has a 13.5%, the top share of the global market for thermistors (for the Business Year ending on March, 2024, based on the Company's research) and we are already well-known and trusted as the world's leading manufacturer of NTC thermistors. In addition, Minebea Mitsumi envisions that the employment and treatment of the Company's existing employees will be maintained as practically the same as the current condition, and that the Company will continue to exist as a highly important company within the Minebea Mitsumi Group after the delisting. Therefore, the disadvantages associated with delisting the Company Shares will be limited.

For these reasons, as described in "① Outline of the Minebea Mitsumi Tender Offer" above, Minebea Mitsumi has concluded that taking the Company private through the Minebea Mitsumi Transactions is an initiative that will contribute to enhancing Minebea Mitsumi's corporate value.

On March 10, 2025, Minebea Mitsumi received a written questionnaire from the Special Committee (specifically, it received questions on, among others, the overview of Minebea Mitsumi, evaluation of the Company, purpose of the Minebea Mitsumi Transaction, future management structure for the Company, and its thinking on the Company's year-end dividends for the Business Year ending March 2025), and it responded in writing on March 28, 2025. Specifically, Minebea Mitsumi responded that in addition to the content of this document, the Minebea Mitsumi Tender Offer Price is based on the assumption that the payment of year-end dividend for the Business Year ending March 2025 (150 yen per share) will be distributed, but it is assumed that no further dividends will be distributed thereafter.

In addition, on March 28, 2025, based on the results of the considerations and due diligence above, and related factors, Minebea Mitsumi submitted to the Company's Board of Directors and the Special Committee a legally binding price proposal ("**Second Letter of Intent (Minebea Mitsumi)**") setting the Minebea Mitsumi Tender Offer Price at 4,300 yen. The price of 4,300 yen represents a discount of -5.39% (rounded to the nearest hundredth and the same applies to the calculation of the premiums or discounts below) on the closing price of 4,545 yen of the Company Shares on the TSE Standard Market on March 27, 2025, the Business Day immediately before the submission date of the Second Letter of Intent (Minebea Mitsumi); a discount of -5.27% compared to the simple average of the closing price of 4,539 yen for the period of one month immediately preceding this date (rounded off to the nearest whole number and the same applies to the calculation of the simple average closing price below); a premium of 7.55% on the simple average closing price of 3,998 yen for the period of three months immediately preceding this date; and a premium of 17.61% on the simple average closing price of 3,656 yen for the period of six months immediately preceding this date. In response to this, Minebea Mitsumi received a response from the Special Committee on March 28, 2025, stating that it considered the Minebea Mitsumi Tender Offer Price in the Second Letter of Intent (Minebea Mitsumi) to be insufficient for the Company's shareholders. In light of this, Minebea Mitsumi submitted a response to the Special Committee on March 29, 2025 (the "**Response on March 29**") setting the Minebea Mitsumi Tender Offer Price at 4,500 yen, and on the same day, Minebea Mitsumi received a response from the Special Committee stating that it still considered the tender offer price in the Response on March 29 to be still insufficient for the Company's shareholders. The price of 4,500 yen is a premium of 0.22% on the closing price of 4,490 yen of the Company Shares on the TSE Standard Market on March 28, 2025, the Business Day immediately before the

submission date of the Response on March 29; a discount of -0.82% on the simple average closing price of 4,537 yen for the period of one month immediately preceding March 28; a premium of 12.30% on the simple average closing price of 4,007 yen for the period of three months immediately preceding this date; and a premium of 22.85% on the simple average closing price of 3,663 yen for the period of six months immediately preceding this date. In light of this, Minebea Mitsumi submitted another response on March 31 (the “**Response on March 31**”), setting the Minebea Mitsumi Tender Offer Price at 4,600 yen: 4,600 yen is a premium of 2.45% on the closing price of 4,490 yen of the Company Shares on the TSE Standard Market on March 28, 2025, the Business Day immediately before the submission date of the Response on March 31; a premium of 1.39% on the simple average closing price of 4,537 yen for the period of one month immediately preceding this date; a premium of 14.80% on the simple average closing price of 4,007 yen for the period of three months immediately preceding this date; and a premium of 25.58% on the simple average closing price of 3,663 yen for the period of six months immediately preceding this date.

Thereupon, at the request of the Special Committee, Minebea Mitsumi held a question-and-answer session with the Company and the Special Committee on April 1, 2025, based on the above responses regarding Minebea Mitsumi and the Minebea Mitsumi Transactions. Specifically, the Company and the Special Committee raised questions regarding the compatibility between the Company’s thermistor products and Minebea Mitsumi’s products, and in response to these questions, Minebea Mitsumi stated that the bottleneck for the “4 Highs” of “high-voltage, high-current, high-frequency, and high-speed” is heat, and that thermistors play an important role. Minebea Mitsumi also responded that there are opportunities to use the Company’s products for most of the products handled by Minebea Mitsumi, for an instance, Minebea Mitsumi currently uses approximately 9 million thermistors per month, and that the synergies from collaboration between the two companies can be highly expected because the role of thermistors will become even more important in the control of resolvers and batteries, which are expected to develop in the future.

In addition, on April 1, Minebea Mitsumi received a response from the Special Committee, stating that while the Minebea Mitsumi Tender Offer Price in the Response on March 31 was within the range that could be assessed by the Company and the Special Committee, it was still not considered to be a price that sufficiently distributed fair value to the Company’s minority shareholders. (the “**Response From the Company on April 1**”) In light of this, on April 3, Minebea Mitsumi submitted a response again to the Special Committee (the “**Response on April 3**”), stating that (i) it believes that the Minebea Mitsumi Transactions will contribute to maximizing the Company’s corporate value, and at the same time, dispel concerns about economic security in Japan and contribute to the national interests of Japan, (ii) given that it is a Counterproposal to the YAGEO Tender Offer, it is Minebea Mitsumi’s best proposal, and, in addition (iii) because Minebea Mitsumi needs to fulfill its accountability obligations to its own stakeholders, including its shareholders, Minebea Mitsumi considered it difficult to raise the price further. Subsequently, on the same day, the Special Committee again submitted a response to Minebea Mitsumi, stating that, although it had carefully considered Minebea Mitsumi’s position, it could not say that the Minebea Mitsumi Tender Offer Price was a price that fairly distributed fair value to the Company’s minority shareholders, therefore it would like to request that the Minebea Mitsumi Tender Offer Price be reconsidered.

After receiving the Response From the Company on April 1, Minebea Mitsumi recognized that it needed to reconsider the price, as the macroeconomic environment on which the previous price proposals had been premised had changed significantly due to the implementation of the U.S. Tariff Measures. After careful consideration by Minebea Mitsumi, on April 7, 2025, Minebea Mitsumi revised the Minebea Mitsumi Tender Offer Price to 4,400 yen and proposed it to the Company and the Special Committee. (That response from Minebea Mitsumi to the Company indicating such proposal is hereinafter referred to as the “**Response on April 7**”). In making this proposal by Minebea Mitsumi, Minebea Mitsumi considered that the scope and degree of the impact of the U.S. Tariff Measures, including not only the circumstances known as of April 7, 2025, but also the future effects, are significant and highly uncertain, and that very careful judgment is required in evaluating future plans. In addition, notwithstanding the announcement by YAGEO of its plan for the tender offer at 4,300 yen, which reflects such uncertainty, the Company’s share price has clearly been trending below 4,300 yen. Furthermore, when reviewing the actual degree of success of the Company in achieving the operating profit levels targeted in its past medium-term management plans, when major changes in the macroeconomy have occurred, a tendency can be observed that the business results of the Company for the three

years following the year in which the management plans were formulated are considerably lower than those targeted in the management plans. However, Minebea Mitsumi firmly believes that realizing the Minebea Mitsumi Transactions will contribute to maximizing the corporate value of the Company, while at the same time dispelling concerns about the economic security of Japan and contributing to the national interest. Therefore, as its overall assessment, Minebea Mitsumi considered that the above proposal of 4,400 yen could be the price that can be reasonably explained to the Company's shareholders and could counter the YAGEO Tender Offer.

Subsequently, on April 8, 2025, Minebea Mitsumi received a response from the Company and the Special Committee stating that the Company believed that the direct impact of the U.S. Tariff Measures on the future performance of the Company will be limited, therefore, the Company could not accept a Tender Offer Price of less than 4,600 yen which was proposed in the Response on March 31. The response from the Special Committee further requested that the Minebea Mitsumi Tender Offer Price be reconsidered and stated that it would like to confirm the position of Minebea Mitsumi in a face-to-face meeting.

On the same day, after receiving this response from the Special Committee, Minebea Mitsumi proposed a Minebea Mitsumi Tender Offer Price of 4,500 yen to the Special Committee through a written response (“**Response on April 8**”) which listed the following: (a) Minebea Mitsumi believes that the U.S. Tariff Measures could trigger a trade war and cause a slowdown in the global economy; (b) if such a situation were to arise, the automobile industry and the high-end home appliance market in particular can be expected to be strongly affected by the economic trends, and that the Japanese domestic market, which is the main source of revenue of the Company, could also be significantly affected; (c) the Company also generates a proportionate amount of profits from outside Japan, and if economic stagnation, shrinking demand, production decreases or cost increases were to occur, the impact on the Company earnings could not be ignored; (d) the products of the Company are intermediate goods (Note 17) and are affected by the pricing of end consumer goods (Note 18), and even if the products handled by the Company are customized products with different specifications for each customer and are difficult to replace in the short term, in the medium-to long term, as there is a possibility that other companies that are cost competitive will emerge and the customers of the Company will secure new suppliers, these factors bring with them uncertainty on how to handle the passing-on of prices; (e) given the risk of significant deterioration in these macroeconomic conditions, Minebea Mitsumi recognizes the uncertainty in achieving the Company's Business Plan, and considers a reduction in the proposed price to be fully reasonable and, from the perspective of the accountability of Minebea Mitsumi to its shareholders, unavoidable; and (f) on the other hand, considering the responsibility to explain the price to the Company's shareholders and that the price needs to be effective as a Counterproposal to the YAGEO Tender Offer, the reduction to the price has been done to the minimum extent, and given that the price exceeds the previous all-time high of 4,425 yen of the market price of the Company Shares before the announcement of the YAGEO Tender Offer on February 5, 2025, Minebea Mitsumi considers the price as being capable of acceptance by the minority shareholders of the Company. After the Company and the Special Committee had considered the matter, the Company and the Special Committee responded to Minebea Mitsumi on April 9, 2025, that they would accept the proposal of setting the Minebea Mitsumi Tender Offer Price at 4,500 yen.

(Note 17) This is a manufactured product and refers to goods and services that are used in the production of other products.

(Note 18) A product that is not used or consumed further for the production of other products.

In parallel with discussions with the Company, Minebea Mitsumi has had a strong concern about the possibility that the Company, which Minebea Mitsumi believes is an outstanding Japanese manufacturer of electronic components with high business affinity with Minebea Mitsumi and is expected to have various synergies with Minebea Mitsumi, becomes incorporated under the control of foreign capital, which would damage the Company's advanced technological capabilities and business infrastructure or cause them to flow out of the country, thereby damaging the national interest of Japan. While this was occurring, on March 31, 2025, Minebea Mitsumi held a meeting to discuss AP's capital participation in the Company by bearing part of the purchase funds for the Minebea Mitsumi Tender Offer and for the Minebea Mitsumi Squeeze Out Process with the AP Group, which had been in a

close and friendly relationship with Minebea Mitsumi for some time and which had established Japan's first private equity (PE) fund in 1997. The AP Group has a track record of over 100 cumulative investments, possessing a team that specializes in majority investments (Note 19) involving going private deals as well as minority investments (Note 20) in listed companies, with a history of investing in and supporting the growth of numerous listed companies including more than 40 of listed manufacturing companies such as ITOKI Corporation (Code No. 7972) and TACHIS Co., Ltd. (Code No. 7239), and conducts investment and management support operations using investment and management know-how cultivated on the global stage. Upon Minebea Mitsumi sharing its views with AP that, about the Minebea Mitsumi Transaction, if the Company would become incorporated under the control of foreign capital, it would damage the Company's advanced technological capabilities and business infrastructure and cause them to flow out of the country, thereby damaging the national interest of Japan, AP responded that it deeply empathized with the views of Minebea Mitsumi and would like to begin specific discussions about the terms and means of AP's capital participation in the Company by bearing part of the purchase funds for the Minebea Mitsumi Tender Offer. During these discussions, on April 4, 2025, Minebea Mitsumi proposed that the Share Transfer be conducted after the Minebea Mitsumi Squeeze Out Process is completed, with the aim of AP participating in the Company by providing part of the purchase funds for the Minebea Mitsumi Tender Offer, and that the Shareholding Ratio of the Company Shares between Minebea Mitsumi and AP be 95% and 5%, respectively. On April 7, 2025, Minebea Mitsumi received a response from AP stating that AP would accept the above proposal. Subsequently, Minebea Mitsumi and AP held further discussions regarding the First MOU, and on April 10, 2025, Minebea Mitsumi and AP entered into the First MOU. However, following the announcement by YAGEO on April 17, 2025, in the Press Release Dated April 17, 2025 Regarding Changes of Conditions for the YAGEO Tender Offer that the YAGEO Tender Offer Price will be changed from 4,300 yen to 5,400 yen, Minebea Mitsumi and AP renewed discussions regarding the burden of funds for the Minebea Mitsumi Tender Offer and the Squeeze-Out Process to confirm that; AP has the intention to proactively consider additional investment or capital participation for the increase of the Minebea Mitsumi Tender Offer Price to 5,500 yen; AP Group will maintain its agreement on the matters in the First MOU, including that after two years have passed since the Share Transfer the AP Group will have the right to sell all of the Company Shares it holds to Minebea Mitsumi (put option) and Minebea Mitsumi will have the right to purchase all of the Company Shares held by the AP Group, and agreed that Minebea Mitsumi and the AP Group would each hold 89.1% and 10.9% of the Company Shares after the Share Transfer. Accordingly, on May 1, Minebea Mitsumi and AP executed a second Memorandum of Understanding (the "**Second MOU**", hereinafter together with the First MOU, the "**MOU**"). For details of the MOU, please see "(2) MOU" in "4. Matters regarding material agreements for the Minebea Mitsumi Tender Offer" below.

(Note 19) An investment by way of acquiring more than 50% of the voting rights of the invested company.

(Note 20) An investment by way of acquiring not more than 50% of the voting rights of the invested company.

In order to increase the likelihood of the Minebea Mitsumi Tender Offer being successful, on April 1, 2025, Minebea Mitsumi approached several major shareholders of the Company through Daiwa Securities to ask them to accept the Minebea Mitsumi Tender Offer. Subsequently, Minebea Mitsumi held meetings with Nissei Electric and Nissei Opto on April 7, 2025, and with Nihon Kohden on April 8, 2025, respectively, and with Saitama Resona and Resona Leasing on April 9, 2025, respectively, to explain the significance and background of the Minebea Mitsumi Transactions and the management policy after the Minebea Mitsumi Transactions. Also, Minebea Mitsumi made an invitation to J and S INSURANCE SERVICE to tender their shares in the Minebea Mitsumi Tender Offer on April 9, 2025. After consideration by the Tendering Shareholders (Executed at Announcement of the Tender Offer), Minebea Mitsumi entered into the Tender Agreements (Executed at Announcement of the Tender Offer) with the Tendering Shareholders (Executed at Announcement of the Tender Offer) on April 10, 2025. Additionally, on or after April 10, 2025, Minebea Mitsumi took the following actions: (a) from April 17, 2025, Minebea Mitsumi made an invitation through Daiwa Securities to the Tendering Shareholders (Founding Family) to tender their shares in the Minebea Mitsumi Tender Offer, and on April 20, 2025, Daiwa Securities provided an explanation to the Tendering Shareholders (Founding Family) regarding the significance and background of the Minebea Mitsumi Transactions; (b) following

consideration by the Tendering Shareholders (Founding Family), on April 22, 2025, Minebea Mitsumi entered into the Tender Agreements (Founding Family) with the Tendering Shareholders (Founding Family); (c) in addition, Minebea Mitsumi held a meeting with Mitsubishi UFJ Bank on April 11, 2025, and explained the significance and background of the Minebea Mitsumi Transactions, as well as the management policies after the Minebea Mitsumi Transactions; (iv) following consideration by the Mitsubishi UFJ Bank, Minebea Mitsumi entered into the Tender Agreement (MUFG Bank) with Mitsubishi UFJ Bank on April 22, 2025; (v) furthermore, Minebea Mitsumi, through Daiwa Securities, made an invitation to Meiji Yasuda Life, a shareholder of the Company, on April 11, 2025, and to Musashino Bank, another shareholder of the Company, on April 14, 2025, to tender their shares in the Minebea Mitsumi Tender Offer and following consideration by each shareholder, on May 1, 2025, Minebea Mitsumi entered into the Tender Agreement (Meiji Yasuda Life) with Meiji Yasuda Life and the Tender Agreement (Musashino Bank) with Musashino Bank, respectively. For details of these Tender Agreements, please see “(1) Tender Agreements (Executed at Announcement of the Tender Offer)”, “(3) Tender Agreements (Founding Family)”, “(4) Tender Agreement (MUFG Bank)”, “(5) Tender Agreement (Musashino Bank)” and “(6) Tender Agreement (Meiji Yasuda Life)” in “4. Matters regarding material agreements for the Minebea Mitsumi Tender Offer” below.

After the announcement of the Press Release Regarding Minebea Mitsumi Scheduled Tender Offer, on April 16, 2025, Minebea Mitsumi received the Request on April 16 stating that it would like request a reconsideration of the Minebea Mitsumi Tender Offer Price for the following reasons: (a) the uncertainty surrounding the Company's earnings forecast has decreased significantly compared to the same as of April 9, 2025 as the U.S. government announced on April 10, 2025, the 90 days temporary suspension of the additional reciprocal tariffs on imports from 60 countries and regions, including Japan, and on April 12, 2025, a temporary suspension of the application of reciprocal tariffs on electronic devices such as smartphones, computers, and semiconductors; (b) although, “the reciprocal tariffs announced this time are estimated to reduce Japan's real GDP by approximately 0.6% in the short term (2025) and 1.8% in the medium term (2029)” according to a report titled “Impact of “Reciprocal Tariffs” on Japan's Real GDP: Up to -1.8%” issued by Daiwa Institute of Research on April 3, 2025 (written by Shotaro Kugo, Senior Economist, Economic Research Department; Koki Akimoto, Economist, Economic Research Department) (the “**Daiwa Institute of Research Report on April 3**”), its updated report on the 10th of the same month, titled “Impact of the Partial Suspension of Reciprocal Tariffs on the Japanese Economy” (the “**Daiwa Institute of Research Report on April 10**”) states that “the impact of the new policy on Japan's real GDP due to reciprocal tariffs is estimated to be approximately -0.2% in 2025 (-0.6% in the April 3 estimate) and approximately -0.6% in 2029 (-1.8% in the April 3 estimate).” This update reflects an improvement of 1.2 % in the estimated decline in Japan's real GDP due to U.S. Tariff Measures, and (c) in the Japanese stock market as well, the closing price of the Company Shares on the TSE Standard Market on April 15, 2025, did not reach the closing price on the 2nd of the same month before the announcement of the U.S. Tariff Measures. However, it improved by 8.05% compared to the closing price of the Company Shares on the 9th of the same month, when the Company and the Special Committee agreed to the Minebea Mitsumi Tender Offer Price of 4,500 yen. Similarly, the closing price of the TOPIX (Tokyo Stock Price Index) on the 15th of the same month improved by 6.98% compared to the closing price on the 9th of the same month, indicating that the Japanese stock market is showing signs of recent recovery.

As stated above, although Minebea Mitsumi had proposed the Minebea Mitsumi Tender Offer Price of 4,600 yen in the Response on April 3, in light of the significant changes in the global macroeconomic environment resulting from the announcement of the U.S. Tariff Measures, Minebea Mitsumi revised its proposal on the Minebea Mitsumi Tender Offer Price to 4,400 yen in the Response on April 7. Subsequently, Minebea Mitsumi received a request from the Special Committee on April 8 to reconsider the Minebea Mitsumi Tender Offer Price. In response, Minebea Mitsumi proposed the Minebea Mitsumi Tender Offer Price of 4,500 yen in the Response on April 8 and received the Special Committee's acceptance of the Minebea Mitsumi Tender Offer Price of 4,500 yen on April 9. In light of this, Minebea Mitsumi submitted the Response on April 17 that it still considers that the risk of a deterioration in the macroeconomic environment and the associated uncertainty in the Business Plan remain significantly, thus it is

difficult to raise its tender offer price of 4,500 yen for the following reasons: though it is the fact that the U.S. government announced the 90 day suspension of the application of the additional tariff rate to the countries and regions that did not take retaliatory measures against the U.S. Tariff Measures, taking into account that the additional tariffs on Canada and Mexico, which were announced in early February of the same year, were actually implemented after a 30 days grace period, it is considered quite possible that the additional tariffs rate would be highly likely applied after the end of the 90 days suspension; additionally, China, which had announced strong countermeasures against the United States, is subject to an additional tariff of 125%; and the calculations mentioned in the Daiwa Institute of Research Report on April 10 are based on the assumption that the application of the additional tariffs would be cancelled, and such improvements in the results of the calculations cannot be expected if the reciprocal tariffs are actually applied; although the temporary suspension of reciprocal tariffs on electronic devices such as smartphones, computers, and semiconductors was announced on the 12th of the same month, the U.S. government announced on the 13th of the same month its intention to include smartphones and other electronic devices in the items subject to semiconductor tariffs to be introduced in the future, and the U.S. government is expected to implement new semiconductor tariff measures after investigating the entire supply chain of semiconductors and electronic devices.

At the same time, on April 17, 2025, Minebea Mitsumi learned the change of the YAGEO Tender Offer Price from 4,300 yen to 5,400 yen, through the Press Release Dated April 17, 2025 Regarding Changes of Conditions for the YAGEO Tender Offer. In addition, Minebea Mitsumi received the Request on April 18 from the Special Committee. As announced on April 22 in the “(Update on Disclosed Matter) Notice Regarding Progress Toward Commencement of Tender Offer of Shares of SHIBAURA ELECTRONICS CO., LTD. (Securities Code: 6957)”. Minebea Mitsumi had planned to commence the Minebea Mitsumi Tender Offer on April 23, 2025, but decided to reconsider the commencement date of the Minebea Mitsumi Tender Offer due to the need for additional time to reconsider the Minebea Mitsumi Tender Offer Price and informed the Company of its intention to reconsider the commencement date of the Minebea Mitsumi Tender Offer. Taking into account the changed YAGEO Tender Offer Price announced in the Press Release Dated April 17, 2025 Regarding Changes of Conditions for the YAGEO Tender Offer, Minebea Mitsumi again carefully examined the Minebea Mitsumi Tender Offer Price also from the aspect whether it could fulfill the accountability obligation for its shareholders as a tender offeror, as a result, on April 30, 2025, it proposed to the Company and the Special Committee that it would raise the Minebea Mitsui Tender Offer Price to 5,500 yen. Then, Minebea Mitsumi received a response from the Company and the Special Committee indicating their acceptance of the Minebea Mitsumi Tender Offer Price of 5,500 yen.

Also, on May 1, 2025, Minebea Mitsumi received a report from the Company that as of the commencement of the Minebea Mitsumi Tender Offer, the Company does not acknowledge any material facts (those set forth in Article 166, paragraph 2 of the Act) concerning the Company’s business, nor any facts regarding a tender offer for the share certificates, etc., of the Company (those set forth in Article 167, paragraph 2 of the Act) that have not been made public by the Company (the meaning set forth in Article 166, paragraph 4 or Article 167, paragraph 4 of the Act), except for those relating to the Minebea Mitsumi Transactions, including the Minebea Mitsumi Tender Offer, to be announced by the Company on the same day.

For these reasons, Minebea Mitsumi has confirmed today that for the Minebea Mitsumi Tender Offer Preconditions, items (iii) and (v) had been satisfied and items (i), (ii) and (iv) likely would be reasonably expected to be satisfied on or before May 1, 2025, therefore, it has decided at its board of directors meeting held on the same day to commence the Minebea Mitsumi Tender Offer on May 2, 2025, and informed the Company of that effect. As announced in the Press Release Regarding Commencement of Minebea Mitsumi Tender Offer, although the Minebea Mitsumi Tender Offer Price and the Minebea Mitsumi Tender Offer Period were set at 4,500 yen per share and 22 business days, respectively, in the Press Release Regarding Minebea Mitsumi Scheduled Tender Offer, they have been changed today to 5,500 yen and 20 business days, respectively.

If Minebea Mitsumi fails to acquire all of the Company Shares (excluding treasury shares held by the Company) through the Minebea Mitsumi Tender Offer, it will implement the Minebea Mitsumi Squeeze Out Process described in “(5) Policy for organizational restructuring after the Minebea Mitsumi Tender Offer (matters relating to two-step acquisition)” below, and take the Company private with Minebea Mitsumi. After the Minebea Mitsumi Squeeze Out Process is completed, Minebea Mitsumi and the AP Group plan to hold 89.1 % and 10.9% of the Company Shares, respectively, through the Share Transfer, and the Company is expected to become a consolidated subsidiary of Minebea Mitsumi.

With regard to the management structure of the Company after the completion of the Minebea Mitsumi Transactions, although no decisions have been made at this time, Minebea Mitsumi is assuming that the current management structure of the Company will be maintained and that the current management team will continue to work on implementing the Company’s growth strategy. For the Company’s officers (the directors and the auditors), Minebea Mitsumi plans to dispatch a small number of personnel from the Minebea Mitsumi Group according to the Minebea Mitsumi Group management and governance structure, but the details will be discussed and considered in depth with the Company. In addition, with regard to management policies and measures for business operations, etc., Minebea Mitsumi plans to hold various discussions with the Company after the Minebea Mitsumi Transactions in order to achieve synergy effects quickly, effectively, and efficiently.

Regarding the employment and treatment of the Company’s employees, Minebea Mitsumi assumes that the current conditions will be maintained in their entirety for the time being, on the premise that there will be no significant deterioration in performance or changes in the environment for the Company.

④ Decision-making process and reasons that led to the Company’s support for the Minebea Mitsumi Tender Offer

On October 11, 2024, the Company received a request for a face-to-face meeting from YAGEO through Mitsubishi UFJ Morgan Stanley Securities, Co., Ltd. (“**Mitsubishi UFJ Morgan Stanley Securities**”). However, as the request included no concrete proposal, we did not find a specific necessity to collaborate with YAGEO and declined the request verbally. On November 4, 2024, the Company received a letter from YAGEO reiterating its request for a face-to-face meeting. However, the purpose of the meeting was to share YAGEO’s business vision, exchange general opinions on market dynamics, and discuss related matters. The letter did not contain a concrete proposal, and we still could not see the necessity of the meeting. Therefore, the Company declined that request in writing on November 26, 2024. Subsequently, on December 30, 2024, the Company received a non-legally binding Letter of Intent from YAGEO proposing a friendly acquisition of all of the Company Shares by cash based on the support of the Company’s Board of Directors (the “**YAGEO Proposal**”). On January 9, 2025, the Company responded to YAGEO, indicating that it would examine the YAGEO Proposal appropriately. On January 13, 2025, the Company received a letter from YAGEO requesting a meeting and anticipating working in concert on an exclusive basis to announce a friendly tender offer scheduled for February 5, 2025. On January 6, 2025, the Company appointed Kitahama Partners (“**Kitahama Partners**”) as its legal adviser, independent of YAGEO, Minebea Mitsumi, and the Company. On January 16, the Company received from YAGEO another letter requesting a meeting again.

Then, on the same day, the Company sent a letter to YAGEO requesting the conclusion of a non-disclosure agreement (NDA) in advance of the meeting from the viewpoint of information management. On January 22, 2025, the Company appointed Nomura Securities Co., Ltd. (“**Nomura Securities**”) as its financial adviser and a third-party valuation agent, independent of YAGEO, Minebea Mitsumi, and the Company. (Both Kitahama Partners and Nomura Securities are advisers, independent of the AP Group.) On the same day, we sent a draft of an NDA (“**Draft NDA**”) to YAGEO. Subsequently, on January 24, 2025, YAGEO, through its financial adviser, Mitsubishi UFJ Morgan Stanley, informed our financial adviser, Nomura Securities, that the purpose of the meeting requested by YAGEO was for YAGEO to explain the YAGEO Proposal directly, rather than to receive information from the Company; therefore, YAGEO requested that the meeting proceed without executing the NDA. However, as the Company is a listed company and there is a possibility that information about the Company may be provided during the meeting, we informed YAGEO again through Nomura Securities on January 24, 2025 that, as far as the Company’s information will be likely to be provided during the meeting with YAGEO, it is necessary to conclude the NDA from the viewpoint

of information management. Through this communication, the Company made no mention of not accepting YAGEO's proposal on revising the NDA.

However, YAGEO made no specific negotiations regarding the Draft NDA at all, and without prior notice to the Company, YAGEO announced the "Press Release Regarding YAGEO Scheduled Tender Offer" on February 5, 2025.

The Company has carefully examined details of the YAGEO Proposal and the Press Release Regarding YAGEO Scheduled Tender Offer.

Specifically, as stated in "(6) Measures to ensure the fairness of the Minebea Mitsumi Tender Offer, such as measures to ensure the fairness of the Minebea Mitsumi Tender Offer Price and measures to avoid conflicts of interest" below, on February 11, 2025, the Company resolved at its Board of Directors meeting to establish a special committee (the "**Special Committee**") comprising three members: Mr. Isao Abe (Independent Outside Director of the Company), Ms. Maki Kataoka (Independent Outside Corporate Auditor of the Company), and Mr. Kentaro Shibata (Lawyer of Shibata, Suzuki & Nakada). They are all independent of YAGEO, Minebea Mitsumi, and the Company (as well as the AP Group). (For the background of the establishment and consideration of the Special Committee and details of the decision, please see "(4) Establishment of a Special Committee independent of the Company and acquisition of a report from the Special Committee" under "(6) Measures to ensure the fairness of the Minebea Mitsumi Tender Offer, such as measures to ensure the fairness of the Minebea Mitsumi Tender Offer Price and measures to avoid conflicts of interest".) For agile management of the committee and from other aspects, the Company did not appoint some of outside officers as the Special Committee members, and for Mr. Kentaro Shibata, an outside expert, we appointed him as a Special Committee member for the reason that he possesses professional knowledge as a lawyer and a wealth of experience and expertise as an outside director of other companies, as well as a proven track record of dealing with cases of the same or similar type. Also, the Special Committee approved the appointments of Kitahama Partners and Nomura Securities, finding no issues with their independence and expertise in both cases. Additionally, on February 25, 2025, the Special Committee appointed YAMADA Consulting Group Co., Ltd. ("**YAMADA Consulting**") as its own financial advisor, independent of YAGEO, Minebea Mitsumi, and the Company. (YAMADA Consulting is also an adviser independent of the AP Group.)

Subsequently, as announced in "Notice Regarding Receipt of Letter from YAGEO Corporation" dated February 14, 2025, the Company received a letter from YAGEO on February 13, 2025, in reaction to "Notice Regarding Scheduled Commencement of Tender Offer for the Shares of SHIBAURA ELECTRONICS CO., LTD. by YAGEO Corporation" announced by the Company on February 5, 2025. And, as announced in "Notice Regarding Sending of 'Questionnaire' to YAGEO Corporation" dated February 26, 2025, the Company, after consulting with the Special Committee, sent a letter to YAGEO requesting the provision of information deemed necessary for examining the YAGEO Transactions ("**First Questionnaire To YAGEO**"). On March 6, 2025, the Company received YAGEO's written response to the First Questionnaire To YAGEO ("**First Response From YAGEO**"). Additionally, as announced in "Notice Regarding Sending of 'Questionnaire (2)' to YAGEO Corporation" dated March 19, 2025, the Company, after consulting with the Special Committee, sent YAGEO the second questionnaire requesting again for the provision of information deemed necessary for examining the YAGEO Transactions ("**Second Questionnaire to YAGEO**"). Subsequently, on March 26, 2025, the Company received YAGEO's written response to the Second Questionnaire To YAGEO ("**Second Response From YAGEO**"). Furthermore, as YAGEO announced in the Press Release Dated March 28, 2025 Regarding YAGEO Scheduled Tender Offer dated March 28, 2025, it amended the Press Release Regarding Amendment to YAGEO Scheduled Tender Offer as follows: (i) YAGEO has established YAGEO Electronics Japan as a tender offeror for the YAGEO Tender Offer, (ii) although YAGEO has not yet assessed whether YAGEO is required to submit a competition law filing in Germany and/or Austria, based on this assumption, it has proceeded with the competition law filing as a precautionary measure. Furthermore, YAGEO determined that competition law procedures required for implementing the YAGEO Transactions outside Taiwan will be completed or is reasonably expected to be completed by the end of the YAGEO Tender Offer Period, and (iii) although YAGEO stated in the Press Release Regarding YAGEO Scheduled Tender Offer that no valuation report or fairness opinion had been obtained from a third-party valuation agent regarding the YAGEO Tender Offer Price, to comply with regulations in Taiwan and to fulfill its fiduciary duty to its shareholders, YAGEO requested Trust and Assist CPAs, an

independent third party valuation agent, independent of YAGEO and the Company, to issue a fairness opinion stating that the YAGEO Tender Offer Price of 4,300 yen is fair for YAGEO's shareholders from a financial perspective ("**Fairness Opinion**") and obtained this opinion on February 5, 2025.

Following the conclusion of the NDA between the Company and YAGEO on March 28, 2025, as announced in "Notice Regarding Holding of Meeting with YAGEO Corporation" dated April 2, 2025, the Company and the Special Committee had a meeting with YAGEO on April 2, 2025, regarding the YAGEO Transactions, and had a question-and-answer session on details of the expected synergies from the YAGEO Transactions, supplementary explanations about YAGEO's responses to the First Questionnaire TO YAGEO and the Second Questionnaire TO YAGEO, and related matters (the "**Meeting With YAGEO**").

Meanwhile, after receiving the YAGEO Proposal, the Company has been seeking the best option from the perspective of enhancing corporate value and the common interests of our shareholders. Following the "Guidelines for Corporate Takeovers," we started considering a market check. From mid-January 2025, we individually approached nine operating companies as potential acquirers and requested that they consider the possibility of making the Company a wholly subsidiary of theirs as a Counterproposal to the YAGEO Proposal. As a result, on February 17, 2025, the Company received a non-legally binding First Letter of Intent (Minebea Mitsumi) as a Counterproposal to the YAGEO Proposal. We determined that the First Letter of Intent (Minebea Mitsumi) constituted a "bona fide offer," which is deemed specific, legitimate in objectives, and feasible. Therefore, at Minebea Mitsumi's request for due diligence, we provided certain materials and information and responded to their questions.

Subsequently, on March 28, 2025, the Company received the legally binding Second Letter of Intent (Minebea Mitsumi) stating that: on April 10, 2025, it will publicly announce the Minebea Mitsumi Transactions, commence the Minebea Mitsumi Tender Offer from April 23, 2025, set the Minebea Mitsumi Tender Offer Period as 22 Business Days, the minimum number of shares to be purchased in the Minebea Mitsumi to be 50.01% of the Shareholding Ratio, and set the Minebea Mitsumi Tender Offer Price at 4,300 yen. In response to that proposal, the Company and the Special Committee determined that, taking into full consideration the Company's corporate value, the Minebea Mitsumi Tender Offer Price did not sufficiently reflect the Company's corporate value, was same as the YAGEO Tender Offer Price, and did not sufficiently consider the benefits of the Company's minority shareholders, therefore, requested Minebea Mitsumi to submit a new proposal. On March 29, 2025, the Company and the Special Committee received from Minebea Mitsumi the Response on March 29, setting the Minebea Mitsumi Tender Offer Price at 4,500 yen. However, on the same day, as the proposed price still did not fully reflect the Company's corporate value and sufficiently consider the benefits of the Company's minority shareholders, the Company and the Special Committee re-requested that Minebea Mitsumi submit another proposal. In response to this re-request, on March 31, 2025, the Company and the Special Committee received from Minebea Mitsumi the Response on March 31, setting the Minebea Mitsumi Tender Offer Price at 4,600 yen. However, on 1 April 2025, as the re-proposed price still did not fully reflect the Company's corporate value and sufficiently consider the benefits of the Company's minority shareholders, the Company and the Special Committee sent the Response From the Company on April 1 to request that Minebea Mitsumi submit another proposal.

Additionally, on April 1, 2025, to deepen its understanding of the Minebea Mitsumi Transactions, the Special Committee held a face-to-face question-and-answer session with Minebea Mitsumi primarily on details of the expected synergies from the Minebea Mitsumi Transactions (the "**Meeting With Minebea Mitsumi on April 1**").

Subsequently, on April 3, 2025, the Company and the Special Committee received from Minebea Mitsumi the Response on April 3 that re-proposed the Minebea Mitsumi Tender Offer Price at 4,600 yen, identical to that in the Response on March 31. In response to this, on April 4, 2025, as that price still did not reflect the Company's corporate value and sufficiently consider our minority shareholders, the Company and the Special Committee again requested Minebea Mitsumi to submit another proposal. Then, on April 7, 2025, the Company and the Special Committee received from Minebea Mitsumi a response setting the Minebea Mitsumi Tender Offer Price at 4,400 yen as a result of the comprehensive consideration of the worsening of the macroeconomic environment due to the implementation

of the U.S. Tariff Measures and an uncertainty on the achievement of the Company's Business Plan arising from that environment, and related factors. In response to this, on April 8, 2024, the Company and the Special Committee responded that, as the direct impact of reciprocal tariffs on the Company's business projection is limited, and considering the negotiations have been made following the submission of the legally bound proposal, it is difficult to find rational explanations to reduce the proposed price; thus, requested Minebea Mitsumi submit another proposal setting the Minebea Mitsumi Tender Offer at 4,600 yen or more. On the same day, the Special Committee held another meeting with Minebea Mitsumi (the "**Meeting With Minebea Mitsumi on April 8**") and presented questions on the impacts of the U.S. Tariff Measures on medium-to long term projection of the Company's business, the reasoning for the reduction of the proposed price, and the probability of the completion of the Minebea Mitsumi Tender Offer. To those questions, Minebea Mitsumi answered as follows: As it is difficult to determine, as of April 8, 2025, that the impacts of the U.S. Tariff Measures on the merchandising industries in general are just short-term, Minebea Mitsumi decided to reduce the price considering its accountability to its shareholders. On the other hand, it still has a high evaluation of the Company from the aspects of medium-to long-term competitiveness based on our outstanding technological capabilities, and it is convinced of expected synergies from the collaboration with the Company; thus, it strongly hopes to make the Company its subsidiary. Therefore, if another Counterproposal is made, it will further raise its price, and in actuality, the joint investment with AP is its strategy anticipating the price rise in case any Counterproposal is made. On this point, Minebea Mitsumi has already agreed with AP on terms and conditions; thus, the U.S. Tariff Measures will not impair the probability of the completion of the Minebea Mitsumi Tender Offer. In addition, at the Meeting With Minebea Mitsumi on April 8, the Company and the Special Committee received from Minebea Mitsumi the Response on April 8, setting the Minebea Mitsumi Tender Offer Price at 4,500 yen. That tender offer price is reduced by 2.1% from 4,600 yen proposed on April 3, 2025, but as a result of the considerations below, on April 9, 2025, the Company and the Special Committee determined that the tender offer price of 4,500 yen in the Response on April 8 was not an unreasonable reduction of the proposed price, and responded to Minebea Mitsumi that they accept the Minebea Mitsumi Tender Offer Price of 4,500 yen: (i) the level of VWAP (Volume Weighted Average Price) of the Company Shares between April 3, the Business Day following April 2, 2025, the announcement date of the U.S. Tariff Measures, and April 9, 2025 was 4,244 yen, which was -3.87% against the closing price of the Company Share on April 2, 2025, (ii) although the direct impact of the U.S. Tariff Measures on the Company's business projection is limited, according to the Daiwa Institute of Research Report on April 3, 2025, "it is estimated the extent of the decline in Japan's real GDP due to the newly announced reciprocal tariffs would be 0.6% (2025) in short term, and 1.8% (2029) in medium term." Therefore, the possibility of a worsening macroeconomic environment cannot be denied. When the Company's business performance deteriorated due to macroeconomic events in the Business Year 2020 ending in March and the same 2023 ending in March, the decline rate in actual results compared to the performance forecast projected at the beginning of the Business Year tended to be greater for operating profits than for sales. Thus, if the macroeconomic outlook worsens in actuality, and the Company's sales fall to the same rate as the decline in real GDP, the Company's profits will likely be impaired by more than 2%, and (iii) taking into account the process of the price negotiations made with Minebea Mitsumi so far and the content of the Meeting With Minebea Mitsumi on April 8, another proposal from Minebea Mitsumi for a higher price cannot be expected as of April 9, 2025.

The Company has carefully compared and examined details of the YAGEO Scheduled Tender Offer and the same of the proposal from Minebea Mitsumi, taking into account details of the Press Release Regarding YAGEO Scheduled Tender Offer, Press Release Dated March 28, 2025 Regarding Amendment to YAGEO Scheduled Tender Offer, the First Response From YAGEO, the Second Response From YAGEO, and the Meeting With YAGEO, as well as the same of the First Letter of Intent (Minebea Mitsumi), the Second Letter of Intent (Minebea Mitsumi), and the Meeting With Minebea Mitsumi on April 1, and the Meeting With Minebea Mitsumi on April 8. As a result, the Company determined that the proposed price per share of the Company Shares from Minebea Mitsumi at 4,500 yen is higher than the YAGEO Tender Offer Price, and that Minebea Mitsumi's proposal is superior to YAGEO's in terms of both the probability of transaction completion and its impact on corporate value over the medium-to long term. Accordingly, the Company has concluded that the Minebea Mitsumi Tender Offer and the Minebea Mitsumi Transactions will

contribute to enhancing the Company's corporate value, as described below.

Specifically, Minebea Mitsumi expects that, by making the Company private and integrating it into the Minebea Mitsumi Group through the Minebea Mitsumi Transactions, the following synergies can be achieved: (i) Technical innovation and development of high-value-added products, (ii) Global expansion utilizing Minebea Mitsumi's sales channels, and (iii) Enhancement of operational efficiency. In this regard, Minebea Mitsumi lists the sensor business as one spear in its "Eight Spear Strategy" and handles a wide range of electronic components compatible with temperature sensors for motors, semiconductors, connectors, and the like, and machinery products that use temperature sensors. Therefore, we consider that, compared to YAGEO, which primarily focuses on passive components, Minebea Mitsumi has an exceptionally broader range of potential areas for collaboration with the Company in product development related to temperature sensors. Thus, these synergies are expected to be realized at an early stage. In fact, the Company has a proven track record of selling temperature sensors to the Minebea Mitsumi Group for various applications, including resolvers, industrial gas heat pumps, engine water temperature sensors for agricultural machinery, and power modules for inverters in electric vehicles. Accordingly, Minebea Mitsumi expected that, by leveraging its strength in modularization technology, it can integrate the Company's temperature sensors into Minebea Mitsumi's semiconductor products, and manufacture those products through the vertically integrated manufacturing process, which is the Company's strength; thereby providing higher-value-added temperature control solutions. This is the synergistic effect expected from the Minebea Mitsumi Transactions, which is highly convincing for the Company. In addition, while Minebea Mitsumi, like YAGEO, cites the utilization of its global sales network as a potential synergy, Minebea Mitsumi's product lineup has better compatibility with the Company's temperature sensors. Although Minebea Mitsumi handles general-purpose products, its custom products account for a high proportion, similar to the Company, and it also employs a sales approach similar to ours. Therefore, the potential synergies from leveraging Minebea Mitsumi's sales network are considered more likely than those from YAGEO. Furthermore, Minebea Mitsumi emphasizes vertically integrated manufacturing as its key strength, a similar approach we take, placing importance on the front lines, and engaging extensively in custom product manufacturing; thus, Minebea Mitsumi's production processes and manufacturing philosophy closely align with those of ours. Consequently, the Company determined that the collaboration with Minebea Mitsumi will make it possible to leverage Minebea Mitsumi's long-standing expertise in production efficiency and further optimize the Company's manufacturing processes, and to utilize the know-how regarding investment and business management obtained in global context of the AP Group having the record track of investment and support into numerous listed companies, thereby contributing to enhancing the Company's corporate value. On the other hand, compared to Minebea Mitsumi Transactions, the Company considers that the YAGEO Transactions will be unlikely to contribute to enhancing the Company's corporate value. For details of our thoughts on the YAGEO Transactions, please see the Press Release Dated April 10, 2025 Regarding Opposing Opinion For YAGEO Tender Offer.

Once the Company Shares are delisted, the following disadvantages are generally considered: (i) the inability to raise funds through equity finance from the capital markets, and (ii) the loss of the brand associated with being a publicly listed company, which could negatively impact employee recruitment, talent retention, and the Company's credibility with business partners and other stakeholders. However, taking into consideration the current situation of the Company, for (i), we will be able to receive financial support from Minebea Mitsumi, and for (ii), as Minebea Mitsumi is a publicly listed company with greater recognition than the Company domestically, and the Company's name and brand will be maintained, we do not anticipate significant concerns regarding our societal credibility. Therefore, the Company believes that the disadvantages of the Minebea Mitsumi Transactions are limited, and does not envision any significant dis-synergy arising from the Minebea Mitsumi Transactions.

In addition, based on the following points and related factors, the Company concluded as of April 10, 2025, that the Minebea Mitsumi Tender Offer Price (4,500 yen) was a reasonable price that secures the profits that the Company's minority shareholders should receive, and that the Minebea Mitsumi Tender Offer would provide the Company's minority shareholders with a reasonable opportunity to sell the Company Shares at a price with an appropriate premium.

- (a) Regarding the Minebea Mitsumi Tender Offer Price, the Company has taken sufficient measures to ensure the fairness of the terms and conditions of the Minebea Mitsumi Transactions, including the Minebea Mitsumi Tender Offer Price as stated in “(6) Measures to ensure the fairness of the Minebea Mitsumi Tender Offer, such as measures to ensure the fairness of the Minebea Mitsumi Tender Offer Price and measures to avoid conflicts of interest.” Additionally, the Minebea Mitsumi Tender Offer Price is higher than the tender offer price announced by YAGEO in the Press Release Regarding YAGEO Scheduled Tender Offer
- (b) The Minebea Mitsumi Tender Offer Price exceeds the upper limit of the ranges of share valuations of the Company Shares calculated by Nomura Securities using the average market price method (Reference Date①), the same using the average market price method (Reference Date②) (“Reference Date①” and “Reference Date②” are defined in “(ii) Outline of calculation” of ① Acquisition by the Company of a share valuation report from an independent third-party valuation agent” under “(3) Matters related to calculation” below; the same applies hereinafter), and the same using the comparable company method, also it is within the range of share valuations calculated using the discounted cash flow method (“**DCF method**”), which are stated in “① Acquisition by the Company of a share valuation report from an independent third-party valuation agent” under “(3) Matters related to calculation” below.
- (c) The Minebea Mitsumi Tender Offer Price exceeds the upper limit of the ranges of share valuations of the Company Shares calculated by YAMADA Consulting using the market price method (Reference Date①), the same (Reference Date②), and the same using the comparable company method, also it is within the range of share valuations calculated using the DCF method, which are stated in “② Acquisition by the Special Committee of a share valuation report from an independent third-party valuation agent” under “(3) Matters related to calculation” below.
- (d) The Minebea Mitsumi Tender Offer Price is the price at which a premium has been added of 43.54% against the closing price of 3,135 yen of the Company Shares on the TSE Standard Market on February 5, 2025, immediately before the announcement of the Press Release Regarding YAGEO Scheduled Tender Offer which triggered volatility in the price of Company Shares, 40.23% against the simple average closing price of 3,209 yen for the period of one month immediately preceding this date 38.59% against the simple average closing price of 3,247 yen for the period of three months immediately preceding this date, and 37.24% against the simple average closing price of 3,279 yen for the period of six months immediately preceding this date. Furthermore, when compared to 49 past examples of premiums in the tender offers with no upper limit for delisting domestic publicly traded companies (excluding cases where the tender offeror (including its specially related parties) held more than a specific number of voting rights, MBOs, and similar cases), announced and completed after June 28, 2019 when the Guidelines for Corporate Takeovers was published, it is considered that the Minebea Mitsumi Tender Offer Price includes a premium that favorably compare with the range of premiums observed in those comparable cases. The median value of premium levels in these cases was 52.74 % over the closing price on the Business Day immediately before the announcement, 53.47% over the immediately preceding one-month average, 52.54% over the immediately preceding three-month average, and 54.65 % over the immediately preceding six-month average.

In addition, the Minebea Mitsumi Tender Offer Price is the price at which a premium has been added of 7.40% against the closing price of 4,190 yen of the Company Shares on TSE on April 9, 2025, the Business Day immediately preceding the announcement date of the Minebea Mitsumi Tender Offer, 0.99% against the simple average closing price of 4,456 yen for the period of one month immediately preceding this date, 9.49% against the simple average closing price of 4,110 yen for the period of three months immediately preceding this date, and 20.97% against the simple average closing price of 3,720 yen for the period of six months immediately preceding this date. However, given that the price of the Company Shares as of the date was significantly affected by the Press Release Regarding YAGEO Scheduled Tender Offer on February 5, 2025, it is reasonable to regard this announcement as having had a considerable impact on the price of the Company Shares. Therefore, in the analysis of premiums, the Company places greater importance on comparing the share price

before the announcement of the Press Release Regarding YAGEO Scheduled Tender Offer.

- (e) It is recognized that measures to ensure fairness of the Minebea Mitsumi Tender Offer Price and protect the interests of minority shareholders have been taken, which are stated in “(6) Measures to ensure the fairness of the Minebea Mitsumi Tender Offer, such as measures to ensure the fairness of the Minebea Mitsumi Tender Offer Price and measures to avoid conflicts of interest” below.
- (f) In the Report Dated April 10, 2025 received from the Special Committee, independent of YAGEO, Minebea Mitsumi, the AP Group, and the Company, it has been determined that the appropriateness of the various terms and conditions of the Minebea Mitsumi Transactions, including the Minebea Mitsumi Tender Offer Price, has been ensured as stated in “④ Establishment of a Special Committee independent of the Company and acquisition of a report from the Special Committee” under “(6) Measures to ensure the fairness of the Minebea Mitsumi Tender Offer, such as measures to ensure the fairness of the Minebea Mitsumi Tender Offer Price and measures to avoid conflicts of interest” below.

For these reasons, the Company resolved unanimously at its Board of Directors meeting held on April 10, 2025, as the Company’s opinion as of the same date, that if the Minebea Mitsumi Tender Offer is commenced, it will express an opinion of support for the Minebea Mitsumi Tender Offer and recommend that its shareholders tender their shares in the Minebea Mitsumi Tender Offer. Furthermore, the Company also resolved, as the Company’s opinion as of April 10, 2025, that if the YAGEO Tender Offer is commenced, which is mutually exclusive with the Minebea Mitsumi Tender Offer for which the Board of Directors has resolved to express an opinion of support and recommend that its shareholders tender their shares, it will express its opposition to the YAGEO Tender Offer and encourage the Company’s shareholders not to tender their shares in the YAGEO Tender Offer. With respect to the Company’s opinion as of April 10, 2025, for the YAGEO Tender Offer, please see the Press Release Dated April 10, 2025 Regarding Opposing Opinion For YAGEO Tender Offer.

Thereafter, on April 16, 2025, the Company and the Special Committee sent Minebea Mitsumi the Request on April 16 to request that Minebea Mitsumi reconsider its tender offer price of more than 4,500 yen because the 90 days temporary suspension of the U.S. Tariff Measures announced on April 9, 2025, had made negative implications for the macroeconomic environment and the Business Plan even more uncertain. Then, on April 17, 2025, the Company and the Special Committee received the Response on April 17 from Minebea Mitsumi indicating that because it is quite possible that the additional tariff rate would be applied after the end of the 90 days temporary suspension of the U.S. Tariff Measures, it was difficult to raise its tender offer price.

On the same day, as announced in the Press Release Dated April 17, 2025 Regarding Changes of Conditions for the YAGEO Tender Offer, the Company was informed by YAGEO of the change to the YAGEO Tender Offer Price from 4,300 yen to 5,400 yen. In this light, on April 18, 2025, the Company and the Special Committee sent Minebea Mitsumi the Request on April 18.

After that, as announced in the Press Release Dated April 22, 2025 Regarding Progress Toward Tender Offer by Minebea Mitsumi, the Company was informed by Minebea Mitsumi that Minebea Mitsumi is still under consideration.

In addition, on April 23, 2025, the Company informed Minebea Mitsumi that the Company’s shareholders as of record date for the 67th ordinary shareholders’ meeting scheduled to be held on June 16, 2025, did not make a proposal for the distribution of surplus from the Company to the shareholders, as exercise of the shareholders’ right to propose by the passing of April 21, 2025.

Then, on April 30, 2025, the Company and the Special Committee were informed by Minebea Mitsumi of the Minebea Mitsumi Tender Offer Price of 5,500 yen. In response, on the same day, the Company and the Special Committee replied that they would accept the Minebea Mitsumi Tender Offer Price of 5,500 yen.

Also, the Company submitted a report to Minebea Mitsumi on May 1, 2025, that as of the commencement of the Minebea Mitsumi Tender Offer, the Company does not acknowledge any material facts (those set forth in Article 166, paragraph 2 of the Act) concerning the Company’s business, nor any facts regarding a tender offer for the share certificates, etc., of the Company (those set forth in Article 167, paragraph 2 of the Act) that have not been made

public by the Company (the meaning set forth in Article 166, paragraph 4 or Article 167, paragraph 4 of the Act), except for those relating to the Minebea Mitsumi Transactions, including the Minebea Mitsumi Tender Offer, to be announced by the Company on the same day.

For these reasons, the Company has been informed today by Minebea Mitsumi that Minebea Mitsumi confirmed that for the Minebea Mitsumi Tender Offer Preconditions, items (iii) and (v) had been satisfied and items (i), (ii) and (iv) would be reasonably expected to be satisfied on or before May 1, 2025, therefore, it decided on the same day to commence the Minebea Mitsumi Tender Offer on May 2, 2025.

In parallel with the foregoing discussions, over a total of 6 rounds of the Special Committee meetings held between April 16, 2025, and April 30, 2025, the Company shared information necessary for the committee's deliberation of the Additional Consultation Matters, such as the status of the Company's consideration of the Minebea Mitsumi Transactions and the YAGEO Transactions, the details thereof, and the progress of negotiation on prices, with the committee members. Also, on April 17, the Special Committee once again asked questions to the AP Group about its purpose and the manner of capital participation in the Company and confirmed there was no difference from the details Minebea Mitsumi explained. The committee additionally confirmed with the Company that, even considering the details of the public letter from YAGEO to the Company dated April 21, 2025, there has been no change in the Company's thoughts on the synergies from the YAGEO Transactions. Based on these, Further, as stated in "(ii) Background of the deliberation" of "④ Establishment of a Special Committee independent of the Company and acquisition of a report from the Special Committee" under "(6) Measures to ensure the fairness of the Minebea Mitsumi Tender Offer, such as measures to ensure the fairness of the Minebea Mitsumi Tender Offer Price and measures to avoid conflicts of interest" below, the Special Committee carefully deliberated the Additional Consultation Matters and, as a result, submitted today to the Company's Board of Directors the Additional Report stating that there are no changes to the content of the Report Dated April 10.

As a result of maximum consideration to the content of the Additional Report and careful examination taking into account the result of the questionnaire survey conducted for the Company's employees and business partners on April 17 and 18, 2025, the Company has concluded that as of today, there has been no change in the purposes of the Minebea Mitsumi Transactions and the significance and necessity of achieving those purposes, and there are no other particular circumstances the Company finds that would require a change to the Company's decision as of April 10, 2025, regarding the Minebea Mitsumi Tender Offer. Accordingly, the Company has resolved today by unanimous vote of all directors to express an opinion in support of the Minebea Mitsumi Tender Offer and recommend that its shareholders tender their shares in the Minebea Mitsumi Tender Offer.

(3) Matters related to calculation

① Acquisition by the Company of a share valuation report from an independent third-party valuation agent

(i) Name of the valuation agent and its relationship with the Company and Minebea Mitsumi

To express its opinion on the YAGEO Tender Offer and the Minebea Mitsumi Tender Offer, the Company requested that Nomura Securities, as a third-party valuation agent, independent of YAGEO, Minebea Mitsumi, the AP Group, the Tendering Shareholders, and the Company, calculate the share value of the Company Shares to ensure the fairness of decision-making regarding the YAGEO Tender Offer and the Minebea Mitsumi Tender Offer, and obtained the share valuation report ("**Company Share Valuation Report (Nomura Securities)**") dated April 9, 2025.

As stated in "(6) Measures to ensure the fairness of the Minebea Mitsumi Tender Offer, such as measures to ensure the fairness of the Minebea Mitsumi Tender Offer Price and measures to avoid conflicts of interest" below, Minebea Mitsumi and the Company have implemented measures to ensure the fairness of the Minebea Mitsumi Tender Offer Price and to avoid conflicts of interest. In light of these measures, it is deemed that sufficient consideration has been given to the interests of the Company's general shareholders. Therefore, the Company has not obtained a fairness opinion on the Minebea Mitsumi Tender Offer Price from Nomura Securities. Nomura

Securities is not a related party of YAGEO, Minebea Mitsumi, the AP Group, the Tendering Shareholders, and the Company; it does not have any material interest in the YAGEO Transactions (including the YAGEO Tender Offer) and the Minebea Mitsumi Transactions (including the Minebea Mitsumi Tender Offer). The remuneration of Nomura Securities regarding the YAGEO Transactions and the Minebea Mitsumi Transactions includes a contingency fee, contingent upon the completion of the YAGEO Transactions or the Minebea Mitsumi Transactions. The Company, taking into account standard practices in similar transactions and the appropriateness of a fee structure that would impose a considerable financial burden on the Company if the YAGEO Transactions or the Minebea Mitsumi Transactions were not completed, determined that the inclusion of a contingency fee, payable only upon the completion of the YAGEO Transactions or the Minebea Mitsumi Transactions, does not negate the independence of Nomura Securities. Based on this judgment, the Company appointed Nomura Securities as its financial advisor and third-party valuation agent, with the above fee structure.

(ii) Outline of calculation

Nomura Securities examined multiple valuation methods available for calculating the value of the Company Shares. Based on the assumption that the Company is a going concern, and on the belief that a multifaceted evaluation of the value of Company Shares is appropriate, it employed the average market price method, taking into account trends in market stock prices, given that the Company is listed on the Tokyo Stock Exchange Standard Market; the comparable company method, since there are several publicly listed companies with businesses similar to the Company, allowing for the estimation of the Company's share value through comparisons with similar companies; and the DCF method, to reflect the future business activities in the calculation. These methods were used to determine the value of the Company Shares.

The Company Share Valuation Report (Nomura Securities) indicates that the ranges for the share value per Company Share, calculated based on each of the above methods, are as follows.

Average market price method (Reference Date ①)	:	3,135 yen to 3,279 yen
Average market price method (Reference Date ②)	:	3,720 yen to 4,456 yen
Comparable company method	:	2,008 yen to 3,209 yen
DCF method	:	3,355 yen to 6,428 yen

With the average market price method, the range of the share value per share for the Company Shares is analyzed to be from 3,135 yen to 3,279 yen, based on: with a reference date of February 5, 2025 (“**Reference Date ①**”), the day when the Press Release Regarding YAGEO Scheduled Tender Offer was announced, based on the closing price of the Company Shares on the TSE Standard Market on Reference Date ① of 3,135 yen, the simple average closing price for the period of five Business Days immediately preceding Reference Date ① of 3,154 yen, the simple average closing price for the period of one month immediately preceding this date of 3,209 yen, the simple average closing price for the period of three months immediately preceding Reference Date ① of 3,247 yen, and the simple average closing price for the period of six months immediately preceding Reference Date ① of 3,279 yen; and with a reference date of April 9, 2025 (“**Reference Date ②**”), the range of the share value per Company Share is analyzed to be from 3,720 yen to 4,456 yen, based on the closing price of the Company Shares on the TSE Standard Market on the Reference Date ② of 4,190 yen, the simple average closing price for the period of five Business Days immediately preceding Reference Date ② of 4,263 yen, the simple average closing price for the period of one month immediately preceding Reference Date ② of 4,456 yen, the simple average closing price for the period of three months immediately preceding Reference Date ② of 4,110 yen, and the simple average closing price for the period of six months immediately preceding Reference Date ② of 3,720 yen.

With the comparable company method, the range of the share value per share for the Company Share is analyzed to be from 2,008 yen to 3,209 yen, based on a calculation of the share value of the Company Shares by comparing the market share prices and financial statements, which indicate profitability, of listed companies engaged in businesses relatively similar to those of the Company.

With the DCF method, the share value per Company Share is analyzed to be from 3,355 yen to 6,428 yen, by

calculating the corporate value and share value of the Company by discounting the free cash flow expected to be generated by the Company in and after the Business Year ending March 2026 to its present value at a specific discount rate, based on assumptions from the financial forecasts and investment plan in the Business Plan for the three Business Years from the Business Year ending March 2026 to the Business Year ending March 2028, information available to the general public, and other factors. The financial forecasts, used as assumptions for the analysis using the DCF method, are based on the Business Plan, which does not include the Business Year during which profits are expected to decline substantially, but does include the Business Year during which the free cash flow is expected to fluctuate drastically. Specifically, in the Business Year ending March 2025, due to the increase in working capital with the rise in sales and the increase in fixed asset expenditure with investment in the head office's new building and the Matsukawa factory, the free cash flow is expected to reduce substantially by 64.73% compared to the previous Business Year. While in the Business Year ending March 2027, as the capital investment in the construction of the head office's new building and a new factory, which was budgeted for the previous Business Year, was reduced/cut due to a re-examination of those projects, the free cash flow is expected to increase significantly by 133.87% compared to the previous Business Year.

The Business Plan used by Nomura Securities for its analysis, employing the DCF method, does not account for the synergies expected to be realized through the YAGEO Transactions and the Minebea Mitsumi Transactions, as it is difficult to estimate them at this time.

(Note) Nomura Securities assumed that public information and all information provided by the Company to Nomura Securities were accurate and complete when calculating the value of the Company Shares, and has not independently verified the accuracy and completeness of such information. It has not conducted its own valuation, appraisal, or assessment of the assets or liabilities (including financial derivatives, off-book assets and liabilities and other contingent liabilities) of the Company and its affiliated companies, including analysis and valuations of individual assets and liabilities, nor has it requested a third-party agent to conduct such an appraisal or assessment. Additionally, Nomura Securities assumed that the Business Plan was reasonably considered and prepared by the Company management, based on the best and sincere forecasts and judgments available at the time of Nomura Securities' calculation. Nomura Securities' calculations reflect information and economic conditions obtained by Nomura Securities as of April 9, 2025. The sole purpose of Nomura Securities' calculation is to serve as a reference for the Company's Board of Directors in examining the value of the Company Shares.

The Company received the explanation from Nomura Securities that, even considering the circumstances from the Company's Board of Directors meeting on April 10, 2025, up to today, there have been no material changes to the presumed facts, which affect the appropriateness of the Company Share Valuation Report (Nomura Securities).

② Acquisition by the Special Committee of a share valuation report from an independent third-party valuation agent

(i) Name of the valuation agent and its relationship with the Company and Minebea Mitsumi

To consider consultation matters submitted to it, the Special Committee requested YAMADA Consulting, its own financial advisor, as a third-party valuation agent independent of YAGEO, Minebea Mitsumi, the AP Group, the Tendering Shareholders, and the Company, to provide a share valuation report on the Company Shares, and obtained it ("**Company Share Valuation Report (YAMADA Consulting)**") dated April 9, 2025.

As stated in "(6) Measures to ensure the fairness of the Minebea Mitsumi Tender Offer, such as measures to ensure the fairness of the Minebea Mitsumi Tender Offer Price and measures to avoid conflicts of interest" below, Minebea Mitsumi and the Company have implemented measures to ensure the fairness of the Minebea Mitsumi Tender Offer Price and to avoid conflicts of interest. In light of these measures, it is deemed that sufficient consideration has been given to the interests of the Company's general shareholders. Therefore, the Special Committee has not obtained a fairness opinion on the Minebea Mitsumi Tender Offer Price from YAMADA Consulting. YAMADA Consulting is not a related party of YAGEO, Minebea Mitsumi, the AP Group, the Tendering Shareholders, or the Company; it does not have any material interest in the YAGEO Transactions

(including the YAGEO Tender Offer) and the Minebea Mitsumi Transactions (including the Minebea Mitsumi Tender Offer). The remuneration of YAMADA Consulting regarding the YAGEO Transactions and the Minebea Mitsumi Transactions does not include a contingency fee, contingent upon the completion of the YAGEO Transactions or the Minebea Mitsumi Transactions.

(ii) Outline of calculation

YAMADA Consulting examined multiple valuation methods available for calculating the value of the Company Shares. Based on the assumption that the Company is a going concern, and on the belief that a multifaceted evaluation of the value of Company Shares is appropriate, it employed the market price method, taking into account trends in market stock prices, given that the Company is listed on the TSE Standard Market; the comparable company method, since there are several publicly listed companies with businesses similar to the Company, allowing for the estimation of the Company's share value through comparisons with similar companies; and the DCF method, to reflect the future business activities in the calculation. These methods were used to evaluate the value of the Company Shares.

The Company Share Valuation Report (YAMADA Consulting) indicates that the ranges for the share value per Company Share, calculated based on each of the above methods, are as follows.

Market price method (Reference Date ①) :	3,135 yen to 3,279 yen
Market price method (Reference Date ②) :	3,720 yen to 4,456 yen
Comparable company method :	2,943 yen to 3,403 yen
DCF method :	3,568 yen to 5,886 yen

With the market price method, the range of the share value per share for the Company Shares is analyzed to be from 3,135 yen to 3,279 yen, based on: with a reference date of the Reference Date ① of the day when the Press Release Regarding YAGEO Scheduled Tender Offer was announced, the closing price of the Company Shares on the Tokyo Stock Exchange Standard Market of 3,135 yen, the simple average closing price for the period of one month immediately preceding this date of 3,209 yen, the simple average closing price for the period of three months immediately preceding this date of 3,247 yen, and the simple average closing price for the period of six months immediately preceding this date of 3,279 yen. And, with the Reference Date ②, the range of the share value per Company Share is calculated to be from 3,720 yen to 4,456 yen, based on the closing price of the Company Shares on the Tokyo Stock Exchange Standard Market on the Reference Date ② of 4,190 yen, the simple average closing price for the period of one month immediately preceding Reference Date ② of 4,456 yen, the simple average closing price for the period of three months immediately preceding Reference Date ② of 4,110 yen, and the simple average closing price for the period of six months immediately preceding Reference Date ② of 3,720 yen.

With the comparable company method, the range of the share value per share for the Company Shares is analyzed to be from 2,943 yen to 3,403 yen, based on a calculation of the share value of the Company Shares by comparing the market share prices and financial statements, which indicate profitability, of listed companies engaged in businesses relatively similar to those of the Company.

With the DCF method, the range of the share value per share for the Company Shares is analyzed to be from 3,568 yen to 5,886 yen, by calculating the corporate value and share value of the Company by discounting the free cash flow expected to be generated by the Company in and after the Business Year ending March 2026 to its present value at a specific discount rate, based on assumptions from the financial forecasts and investment plan in the Business Plan formulated by the Company for the three Business Years from the Business Year ending March 2026 to the Business Year ending March 2028, information available to the general public, and other factors. The financial forecasts, used as assumptions for the analysis using the DCF method, are based on the Business Plan, which does not include the Business Year during which profits are expected to decline substantially, but does include the Business Year during which the free cash flow is expected to fluctuate drastically. Specifically, in the Business Year ending March 2025, due to the increase in working capital with the rise in sales and the increase in

fixed asset expenditure with investment in the head office's new building and the Matsukawa factory, the free cash flow is expected to reduce substantially by 61.1% compared to the previous Business Year. While in the Business Year ending March 2027, as the capital investment in the construction of the Company's new building and a new factory, which was budgeted for the previous Business Year, was reduced/cut due to a re-examination of those projects, the free cash flow is expected to increase significantly by 102.1% compared to the previous Business Year.

The Business Plan used by YAMADA Consulting for its analysis, employing the DCF method, does not account for the synergies expected to be realized through the YAGEO Transactions and the Minebea Mitsumi Transactions, as it is difficult to estimate these at this time.

(Note) YAMADA Consulting assumed that public information and all information provided by the Company to YAMADA Consulting were accurate and complete when calculating the value of the Company Shares, and has not independently verified the accuracy and completeness of such information. It has not conducted its own valuation, appraisal, or assessment of the assets or liabilities (including financial derivatives, off-book assets and liabilities and other contingent liabilities) of the Company and its affiliated companies, including analysis and valuations of individual assets and liabilities, nor has it requested a third-party agent to conduct such an appraisal or assessment. Additionally, YAMADA Consulting assumed that the Business Plan was reasonably considered and prepared by the Company management, based on the best and sincere forecasts and judgments available at the time of YAMADA Consulting's calculation. YAMADA Consulting's calculations reflect information and economic conditions obtained by YAMADA Consulting as of the calculation date. The sole purpose of YAMADA Consulting's calculation is to serve as a reference for the Company's Board of Directors and the Special Committee in examining the value of the Company Shares.

The Special Committee received the explanation from YAMADA Consulting that, even considering the circumstances from the Company's Board of Directors meeting on April 10, 2025, up to today, there has been no material changes to the presumed facts, which affect the appropriateness of the Company Share Valuation Report (YAMADA Consulting).

③ Acquisition by Minebea Mitsumi of a share valuation report from an independent third-party valuation agent

(i) Name of the valuation agent and its relationship with the Company and Minebea Mitsumi

To determine the implementation of the Minebea Mitsumi Tender Offer, Minebea Mitsumi requested Daiwa Securities, its financial advisor, to calculate the share value of the Company Shares as a third-party valuation agent, independent of Minebea Mitsumi, the AP Group, the Tendering Shareholders, the Company, and YAGEO, and obtained a share valuation report (the "**Company Share Valuation Report (Daiwa Securities)**") on April 9, 2025. Daiwa Securities is not a related party of Minebea Mitsumi, the AP Group, the Tendering Shareholders, the Company, or YAGEO; it does not have any material interest in the Minebea Mitsumi Tender Offer. The remuneration of Daiwa Securities includes a contingency fee, contingent upon the completion of the Minebea Mitsumi Tender Offer within the scope of standard practices in similar transactions. In light of other measures taken in the Minebea Mitsumi Transactions to ensure the fairness of the Minebea Mitsumi Tender Offer Price and to avoid conflicts of interest, Minebea Mitsumi believes that sufficient consideration has been given to the interests of the Company's minority shareholders, and has not obtained an opinion on the fairness of the Minebea Mitsumi Tender Offer Price (fairness opinion) from Daiwa Securities.

(ii) Outline of calculation

Daiwa Securities examined multiple share valuation methods available for calculating the value of the Company Shares. Based on the assumption that the Company is a going concern, and on the belief that a multifaceted evaluation of the value of the Company Shares is appropriate, it calculated the value of the Company Shares by adopting the market price method, taking into account trends in market stock prices of the Company Shares; the comparable company analysis method, since there are several publicly listed companies comparable with the

Company, allowing for the estimation of the share value of the Company Shares through comparisons with similar companies; and the DCF method, to reflect the future business activities in the calculation. Daiwa Securities is not a related party of Minebea Mitsumi, the AP Group, the Tendering Shareholders, the Company, or YAGEO; it does not have any material interest in the Minebea Mitsumi Tender Offer. In light of other measures taken in the Minebea Mitsumi Transactions to ensure the fairness of the Minebea Mitsumi Tender Offer Price and to avoid conflicts of interest, Minebea Mitsumi believes that sufficient consideration has been given to the interests of the Company's minority shareholders, and has not obtained an opinion on the fairness of the Minebea Mitsumi Tender Offer Price (fairness opinion) from Daiwa Securities.

The calculation results for the share value per share of the Company Shares, as determined by Daiwa Securities, are as follows.

Market price method (February 5, 2025, as the reference date):	3,135 yen to 3,279 yen
Market price method (April 9, 2025, as the reference date)	: 3,720 yen to 4,456 yen
Comparable company method	: 2,857 yen to 3,877 yen
DCF method	: 4,116 yen to 6,300 yen

With the market price method, the range of the share value per share for the Company Shares is analyzed to be from 3,135 yen to 3,279 yen, based on: with a reference date, February 5, 2025 when the Press Release Regarding YAGEO Scheduled Tender Offer was announced, the closing price of the Company Shares on the Tokyo Stock Exchange Standard Market on the reference date of 3,135 yen, the simple average closing price for the period of one month immediately preceding this date of 3,209 yen, the simple average closing price for the period of three month immediately preceding this date of 3,247 yen, and the simple average closing price for the period of six month immediately preceding this date of 3,279 yen; and with a reference date of April 9, 2025, the Business Day immediately preceding the announcement date of the implementation of the Minebea Mitsumi Tender Offer, the range of the share value per Company Share is calculated to be from 3,720 yen to 4,456 yen, the closing price of the Company Shares on the Tokyo Stock Exchange Standard Market on the reference date of 4,190 yen, the simple average closing price for the period of one month immediately preceding this date of 4,456 yen, the simple average closing price for the period of three month immediately preceding this date of 4,110 yen, and the simple average closing price for the period of six month immediately preceding this date of 3,720 yen.

With the comparable company method, the range of the share value per share for the Company Shares is analyzed to be from 2,857 yen to 3,877 yen, based on a calculation of the share value of the Company Shares by comparing the market share prices and financial indicators, which indicate profitability, of listed companies engaged in businesses relatively similar to those of the Company.

With the DCF method, the range of the share value per share for the Company Shares is analyzed to be from 4,116 yen to 6,300 yen, by calculating the corporate value and share value of the Company by discounting the free cash flow expected to be generated by the Company in and after the Business Year ending March 2026 to its present value at a specific discount rate, based on the Company's Business Plan for the three Business Years from the Business Year ending March 2026 to the Business Year ending March 2028, estimated by Minebea Mitsumi based on its knowledge of the Company's business and taking into consideration various factors, including the Company's recent business performance trends, information available to the general public, the results of due diligence conducted by Minebea Mitsumi on the Company, and synergies expected to be realized from the implementation of the Minebea Mitsumi Transactions. The Business Plan used by Daiwa Securities for its analysis, employing the DCF method, does not account for the synergies expected to be realized through the Minebea Mitsumi Transactions, as it is difficult to estimate at this time.

Moreover, the Minebea Mitsumi Tender Offer Price of 5,500 yen represents a premium of -6.78% on the closing price of 5,900 yen for Company Shares on the TSE Standard Market on April 30, 2025, the Business Day immediately preceding the announcement date of the Minebea Mitsumi Tender Offer; a premium of 11.68% on the simple average closing price for the period of one month immediately preceding this date of 4,925 yen; a

premium of 19.83% on the simple average closing price for the period of three month immediately preceding this date of 4,590 yen; and a premium of 40.02% on the simple average closing price for the period of six month immediately preceding this date of 3,928 yen.

(Note) Daiwa Securities assumed that public information and all information provided by the Company are accurate and complete when calculating the value of the Company Shares, and has not independently verified the accuracy and completeness of such information. It has not conducted its own valuation, appraisal, or assessment of the assets or liabilities (including financial derivatives, off-book assets and liabilities and other contingent liabilities) of the Company and its affiliated companies, including analysis and valuations of individual assets and liabilities, nor has it requested a third-party agent to conduct such an appraisal or assessment. Daiwa Securities assumed that the Business Plan had been reasonably considered and prepared by the Company management, based on the best and sincere forecasts and judgments available at the time of Daiwa Securities' calculation. The sole purpose of Daiwa Securities' calculation is to serve as a reference for Minebea Mitsumi's board of directors when examining the value of the Company Shares.

Minebea Mitsumi received the explanation from Daiwa Securities that, even considering the circumstances from April 10, 2025, up to today, there have been no material changes to the presumed facts, which affect the appropriateness of the Company Share Valuation Report (Daiwa Securities).

(4) Prospect and reasons for delisting

As of today, the Company Shares are listed on the TSE Standard Market but since Minebea Mitsumi has not set a maximum number of shares to be purchased in the Minebea Mitsumi Tender Offer, depending on the results of the Minebea Mitsumi Tender Offer, the Company Shares may be delisted through prescribed procedures, following the criteria for delisting established by TSE.

Even if such criteria are not met at the time of the completion of the Minebea Mitsumi Tender Offer, if the Minebea Mitsumi Squeeze Out Process set forth in “(5) Policy for organizational restructuring after the Minebea Mitsumi Tender Offer (matters relating to the so-called two-step acquisition)” below is implemented after the completion of the Minebea Mitsumi Tender Offer, the Company Shares will be delisted through the prescribed procedures following TSE's criteria for delisting. After delisting, the Company Shares will no longer be tradable on TSE.

The reasons for aiming for delisting, its impact on minority shareholders, and the rationale behind this approach are as stated in “④ Decision-making process and reasons that led to the Company's support for the Minebea Mitsumi Tender Offer” under “(2) Grounds and reasons for the opinion on the Minebea Mitsumi Tender Offer” above.

(5) Policy for organizational restructuring after the Minebea Mitsumi Tender Offer (matters relating to the so-called two-step acquisition)

As Minebea Mitsumi intends to make the Company its wholly owned subsidiary as stated in “① Outline of the Minebea Mitsumi Tender Offer” under “(2) Grounds and reasons for the opinion on the Minebea Mitsumi Tender Offer” above, if all of the Company Shares (excluding treasury shares held by the Company) cannot be acquired through the Minebea Mitsumi Tender Offer, it plans to implement the Minebea Mitsumi Squeeze Out Process by taking the following procedures after the completion of the Minebea Mitsumi Tender Offer.

As stated in “① Outline of the Minebea Mitsumi Tender Offer” and “② The background, purpose, and decision-making process that led to Minebea Mitsumi's decision to implement the Minebea Mitsumi Tender Offer” under “(2) Grounds and reasons for the opinion on the Minebea Mitsumi Tender Offer” above and “(2) MOU” under “4. Matters regarding material agreement for the Minebea Mitsumi Tender Offer” below, promptly after the completion of the Minebea Mitsumi Squeeze Out Process, Minebea Mitsumi and AP plan to hold the Company Shares through the Share Transfer, 89.1% of which by Minebea Mitsumi and 10.9% by the AP Group..

① Demand for share cash-out

If, as a result of the completion of the Minebea Mitsumi Tender Offer, the total number of voting rights owned by

Minebea Mitsumi in the Company becomes 90% or more of that of all the Company's shareholders and Minebea Mitsumi becomes a special controlling shareholder as defined in Article 179, paragraph 1 of the Companies Act, Minebea Mitsumi will demand that all the Company's shareholders (excluding Minebea Mitsumi and the Company) (the "**Shareholders Subject to Cash-Out**") sell all of their Company Shares (the "**Demand for Share Cash-Out**") promptly after the completion of the settlement of the Minebea Mitsumi Tender Offer under the provisions of Part II, Chapter II, Section 4-2 of the Companies Act. For the Demand for Share Cash-Out, Minebea Mitsumi plans to deliver to the Shareholders Subject to Cash-Out a cash amount equal to the Minebea Mitsumi Tender Offer Price as consideration for each Company Share. In that case, Minebea Mitsumi will notify the Company of that effect and seek the Company's approval for the Demand for Share Cash-Out. Once the Company approves the Demand for Share Cash-Out by a resolution of its Board of Directors, Minebea Mitsumi will acquire all of the Company Shares held by the Shareholders Subject to Cash-Out on the acquisition date designated in the Demand for Share Cash-Out, following the procedures provided for in applicable laws and regulations and without the need for the individual approval of the Shareholders Subject to Cash-Out. In that case, Minebea Mitsumi will deliver to each Shareholder Subject to Cash-Out a cash amount equal to the Minebea Mitsumi Tender Offer Price as consideration for each Company Share held by each Shareholder Subject to Cash-Out. The Company will approve the Demand for Share Cash-Out at its Board of Directors meeting upon receipt of notice from Minebea Mitsumi that it intends to make the Demand for Share Cash-Out, and the matters set forth in each item of Article 179-2, paragraph 1 of the Companies Act.

As a procedure under the Companies Act to protect the rights of minority shareholders in connection with the Demand for Share Cash-Out, Article 179-8 of the Companies Act and other applicable laws and regulations provide that the Shareholders Subject to Cash-Out may file a petition with the court for a determination of the purchase price of the Company Shares held by them. If the petition above is filed, the court will ultimately determine the purchase price of the Company Shares in question.

② Share consolidation

If the total number of voting rights owned by the Minebea Mitsumi in the Company is less than 90% of that of all the Company's shareholders after the completion of the Minebea Mitsumi Tender Offer, Minebea Mitsumi will, promptly after the completion of the settlement of the Minebea Mitsumi Tender Offer, request the Company to hold an extraordinary meeting of shareholders of the Company (the "**Extraordinary Shareholders' Meeting**") at which the following propositions are deliberated: (i) to conduct a consolidation of the Company Shares (the "**Share Consolidation**") under Article 180 of the Companies Act, and (ii) to make a partial amendment to the Company's articles of incorporation that will abolish the share unit number provisions on the condition that the Share Consolidation is conducted and becomes effective. Minebea Mitsumi intends to approve the propositions above at the Extraordinary Shareholders' Meeting. As of today, the Extraordinary Shareholders' Meeting is scheduled to be held between June and July 2025.

If the proposition for the Share Consolidation is approved at the Extraordinary Shareholders' Meeting, the Company's shareholders will, on the effective date of the Share Consolidation, hold the number of the Company Shares proportionate to the ratio of the Share Consolidation approved at the Extraordinary Shareholders' Meeting. The Company shareholders will be paid for the fractional shares that they will be allocated as a result of the Share Consolidation, if any, with the money to be paid for the sale of the Company Shares in a number equivalent to the total number of such fractional shares (any fractions of the total number will be rounded down; the same applies hereinafter) to the Company or Minebea Mitsumi, under the procedures set forth in Article 235 of the Companies Act and other applicable laws and regulations. The sale price of the Company Shares corresponding to the total number of such fractional shares will be calculated so that the amount of money to be paid to the Company's shareholders who do not tender their shares in the Minebea Mitsumi Tender Offer (excluding Minebea Mitsumi and the Company) as a result of the sale will be equal to the price obtained by multiplying the Minebea Mitsumi Tender Offer Price by the number of the Company Shares held by each such shareholder. Then, Minebea Mitsumi will request that the Company file a petition with the court for permission to conduct a voluntary sale.

Although the ratio of the Share Consolidation has not been determined as of today, Minebea Mitsumi intends to request the Company to determine the ratio of the Share Consolidation to ensure that the number of the Company Shares held by the Company's shareholders who do not tender their shares in the Minebea Mitsumi Tender Offer (excluding Minebea Mitsumi and the Company) will be fractions less than one share so that only Minebea Mitsumi will hold all of the Company Shares

(excluding treasury shares held by the Company). The Company will accept such request from Minebea Mitsumi upon the completion of the Minebea Mitsumi Tender Offer.

As a procedure under the Companies Act to protect the rights of minority shareholders in connection with the Share Consolidation, Articles 182-4 and 182-5 of the Companies Act and other applicable laws and regulations provide that, in the event of the Share Consolidation, if there are any fractional shares resulting from the Share Consolidation, the Company's shareholders (excluding Minebea Mitsumi and the Company) may demand that the Company purchase, at a fair price, all such fractional shares from among the Company Shares that they hold and may file a petition with the court for the determination of the price of the Company Shares when the prescribed conditions are satisfied.

As stated above, in the Share Consolidation, the number of the Company Shares held by the Company's shareholders who do not tender their shares in the Minebea Mitsumi Tender Offer (excluding Minebea Mitsumi and the Company) is expected to be fractions less than one share; therefore, the Company's shareholders who oppose the Share Consolidation (excluding Minebea Mitsumi and the Company) will be able to file the petition above. If the petition is filed, the court will ultimately determine the purchase price of the Company Shares in question.

Please note that the Minebea Mitsumi Tender Offer is not intended to be an inducement for the Company's shareholders to consent at the Extraordinary Shareholders' Meeting.

For each of ① and ② above, the procedures and timing of implementation are subject to change depending on the revision or enactment of related laws and regulations, the authorities' interpretation, and other factors. However, even in that case, once the Minebea Mitsumi Tender is completed, the approach to ultimately deliver money to the Company's shareholders who do not tender their shares in the Minebea Mitsumi Tender Offer (excluding Minebea Mitsumi and the Company) will be employed. For the amount of money to be delivered to each such shareholder in that case, it will be calculated to be equal to the price obtained by multiplying the Minebea Mitsumi Tender Offer Price by the number of the Company Shares held by each such shareholder.

For the specific procedures, timing of implementation, and related matters in each case of ① and ② above, Minebea Mitsumi will request a discussion with the Company after the completion of the Minebea Mitsumi Tender Offer, and the Company will make an announcement promptly once a decision is made.

Each of the Company's shareholders is requested to consult with a tax specialist under their own responsibility regarding the tax treatment of tendering their shares in the Minebea Mitsumi Tender Offer or any of the above-mentioned procedures.

(6) Measures to ensure the fairness of the Minebea Mitsumi Tender Offer, such as measures to ensure the fairness of the Minebea Mitsumi Tender Offer Price and measures to avoid conflicts of interest

As of today, Minebea Mitsumi does not hold the Company Shares. Therefore, the Minebea Mitsumi Tender Offer does not constitute a tender offer by a controlling shareholder. Also, the Minebea Mitsumi Tender Offer does not fall under a tender offer in which Minebea Mitsumi is an officer of the Company, nor in which Minebea Mitsumi conducts a tender offer at the request of an officer of the Company, which would provide a common interest with the officer of the Company. Furthermore, the Minebea Mitsumi Transactions, including the Minebea Mitsumi Tender Offer, do not fall under an MBO.

However, considering that Minebea Mitsumi intends to make the Company its wholly-owned subsidiary, and that the Minebea Mitsumi Transactions, including the Minebea Mitsumi Tender Offer, is being implemented as a Counterproposal against the YAGEO Transactions as a result of a market check by the Company, Minebea Mitsumi and the Company have taken the following measures to eliminate the concerns over arbitrariness in the Company's Board of Directors' decision-making process and to ensure fairness and transparency of the process. The following descriptions of measures taken by Minebea Mitsumi are based on explanations provided by Minebea Mitsumi.

① Acquisition by Minebea Mitsumi of a share valuation report from an independent third-party valuation agent

To determine the implementation of its Tender Offer, Minebea Mitsumi requested Daiwa Securities, its financial advisor and a third-party valuation agent, independent of YAGEO, Minebea Mitsumi, the AP Group, the Tendering Shareholders, and the Company, to calculate the share value of the Company Shares, and received the Company Share Valuation Report (Daiwa Securities) on April 9, 2025. Daiwa Securities is not a related party of YAGEO, Minebea Mitsumi, the AP Group, the Tendering Shareholders, or the Company; it does not have any material interest in the

Minebea Mitsumi Tender Offer. The remuneration of Daiwa Securities includes a contingency fee, contingent upon the completion of the Minebea Mitsumi Tender Offer, within the scope of standard practices in similar transactions. In light of other measures taken in the Minebea Mitsumi Transactions to ensure the fairness of the Minebea Mitsumi Tender Offer Price and to avoid conflicts of interest, Minebea Mitsumi believes that sufficient consideration has been given to the interests of the Company's minority shareholders, and has not obtained an opinion on the fairness of the Minebea Mitsumi Tender Offer Price (fairness opinion) from Daiwa Securities.

② Acquisition by the Company of a share valuation report from an independent third-party valuation agent

The Company requested Nomura Securities, as a third-party valuation agent, independent of YAGEO, Minebea Mitsumi, the AP Group, the Tendering Shareholders, and the Company as well as the success or failure of the YAGEO Transactions and the Minebea Mitsumi Transactions, to calculate the share value of the Company Shares, and obtained the Company Share Valuation Report (Nomura Securities) on April 9, 2025. The Company has not obtained a fairness opinion from Nomura Securities stating that the terms of the Minebea Mitsumi Transactions, including the Minebea Mitsumi Tender Offer Price, are fair.

For details of the Company Share Valuation Report (Nomura Securities) obtained by the Company from Nomura Securities, please see “① Acquisition by the Company of a share valuation report from an independent third-party valuation agent” under “(3) Matters related to calculation” above.

Nomura Securities is not a related party of YAGEO, Minebea Mitsumi, the AP Group, the Tendering Shareholders, or the Company; it does not have any material interest in the YAGEO Transactions and the Minebea Mitsumi Transactions. The remuneration of Nomura Securities regarding the YAGEO Transactions and the Minebea Mitsumi Transactions includes a contingency fee contingent upon the completion of the YAGEO Transactions or the Minebea Mitsumi Transactions. The Company, taking into account standard practices in similar transactions and the appropriateness of a fee structure that would impose a considerable financial burden on the Company if the YAGEO Transactions or the Minebea Mitsumi Transactions were not completed, determined that the inclusion of a contingency fee, payable only upon the completion of the YAGEO Transactions or the Minebea Mitsumi Transactions, does not negate the independence of Nomura Securities. Based on this judgment, the Company appointed Nomura Securities as its financial advisor and third-party valuation agent with the fee structure above. In addition, the Special Committee approved the appointment of Nomura Securities as the Company's third-party valuation agent, having confirmed that there were no issues with its independence or competence.

③ Acquisition by the Company of advice from an independent law firm

As stated in “④ Decision-making process and reasons that led to the Company's support for the Minebea Mitsumi Tender Offer” under “(2) Grounds and reasons for the opinion on the Minebea Mitsumi Tender Offer” above, the Company appointed Kitahama Partners as its legal advisor independent of YAGEO, Minebea Mitsumi, the AP Group, the Tendering Shareholders, and the Company, as well as the success or failure of the YAGEO Transactions and the Minebea Mitsumi Transactions. The Company received legal advice from Kitahama Partners regarding the YAGEO Transactions and the Minebea Mitsumi Transactions, which included guidance on measures to be taken to ensure fairness in the procedures, specific procedures, the Company's decision-making approach and processes, and related matters.

Kitahama Partners is not a related party of YAGEO, Minebea Mitsumi, the AP Group, the Tendering Shareholders, or the Company; it does not have any material interest in the YAGEO Transactions or the Minebea Mitsumi Transactions. The remuneration of Kitahama Partners does not include a contingency fee, contingent upon the completion of the YAGEO Transactions or the Minebea Mitsumi Transactions. In addition, the Special Committee approved the appointment of Kitahama Partners as the Company's legal advisor, having confirmed that there were no issues with its independence or expertise.

④ Establishment of a Special Committee independent of the Company and acquisition of a report from the Special Committee

(i) Background of the establishment of the Special Committee

As stated in “④ Decision-making process and reasons that led to the Company’s support for the Minebea Mitsumi Tender Offer” under “(2) Grounds and reasons for the opinion on the Minebea Mitsumi Tender Offer” above, on February 11, 2025, the Company established the Special Committee by resolution of its Board of Directors, to eliminate arbitrariness and ensure fairness, transparency, and objectivity in the Company’s decision-making process for examining the YAGEO Transactions and the Minebea Mitsumi Transactions, which comprises the following three members: Mr. Isao Abe (Independent Outside Director of the Company), Ms. Maki Kataoka (Independent Outside Corporate Auditor of the Company), and Mr. Kentaro Shibata (Lawyer, Shibata, Suzuki & Nakada), all of whom do not have material interests in the Company, YAGEO, Minebea Mitsumi, the AP Group, and the Tendering Shareholders. For agile management of the committee and from other aspects, the Company did not appoint some of outside officers as the Special Committee members, and for Mr. Kentaro Shibata, an outside expert, we appointed him as a Special Committee member for the reason that he possesses professional knowledge as a lawyer and a wealth of experience and expertise as an outside director of other companies, as well as a proven track record of dealing with cases of the same or similar type. In addition, the Company resolved to give maximum consideration to the judgment of the Special Committee, and if the Special Committee determines that the terms of either the YAGEO Transactions or the Minebea Mitsumi Transactions are not appropriate, the Board of Directors will not support the relevant Transactions under those terms. Mr. Isao Abe was appointed chairperson of the Special Committee by mutual selection among its members, and all members have remained unchanged since the establishment of the Special Committee. The remuneration of the Special Committee members is either fixed remuneration paid regardless of the success or failure of the YAGEO Transactions or the Minebea Mitsumi Transactions, or the one calculated by multiplying the working hours by an hourly rate. It does not include a contingency fee, contingent upon the completion of the YAGEO Transactions or the Minebea Mitsumi Transactions.

By resolution of its Board of Directors on February 11, 2025, the Company consulted with the Special Committee on: (a) what opinion its Board of Directors should express on the YAGEO Tender Offer; (b) whether the YAGEO Transactions is considered not to be disadvantageous to the Company’s minority shareholders; and (c) if a Counterproposer makes a Counterproposal, what opinion its Board of Directors should express on the Counterproposal and whether it is considered not to be disadvantageous to the Company’s minority shareholders (collectively “**Consultation Matters**”), and entrusted the Special Committee to submit the Report Dated April 10, 2025 to the Board of Directors on these points. Additionally, the Company resolved that it grants the Special Committee the authority to: (a) research and examine matters related to the YAGEO Tender Offer and the Counterproposal at the Company’s expense (including the authority to question the Company’s officers, employees, or external experts, such as financial advisors, third-party valuation agents, and legal advisors (“**Advisors, etc.**”), and request their attendance at the Special Committee meetings, written responses, or other explanations or advice necessary for deliberating the Consultation Matters); (b) substantially engage in the negotiation process between the Company and YAGEO or a Counterproposer (including the authority to instruct or request on discussions or negotiation policies and, if necessary, have direct discussions or negotiations with YAGEO or a Counterproposer itself); and (c) appoint or approve (including approve subsequently) the Company’s Advisors, etc., and, if necessary, appoint its own Advisors, etc. for ensuring appropriate decision-making. (If the Special Committee appoints its Advisors, etc., the Company shall bear those expenses, and the Special Committee may seek professional advice from the Company’s Advisors, etc., as well.)

(ii) Background of the deliberation

The Special Committee held a total of 19 rounds of its meeting from February 14, 2025 to April 9, 2025, and through these meetings, as well as contact by e-mail and telephone, as necessary, the members made report, shared information, deliberated, and made decisions, and carefully discussed and examined the Consultation Matters. Specifically, the Special Committee first confirmed that Kitahama Partners, appointed as the Company’s legal advisor, and Nomura Securities, appointed as the Company’s financial advisor and third-party valuation

agent, both have no issues with their independence and expertise, approved them as legal advisor, and financial advisor and third-party valuation agent for the Company, respectively. The members also confirmed that the Special Committee itself could obtain expert advice from them as necessary. In addition, the Special Committee confirmed that there were no issues from the viewpoint of independence and fairness with the system for consideration of the YAGEO Transactions and a Counterproposal that the Company established internally (including the scope and duties of the Company's officers and employees involved in the consideration, negotiation, and judgment of the YAGEO Transactions and a Counterproposal). Furthermore, at a Special Committee meeting held on February 25, 2025, it appointed YAMADA Consulting as its independent financial advisor and confirmed that there were no issues with its independence and expertise.

After that, the Special Committee received explanations from the Company, both in written and interview formats, regarding the purpose and significance of the YAGEO Transactions and the Minebea Mitsumi Transactions, as well as their impact on the Company's business, and held question-and-answer sessions primarily on details of synergies and dyssynergies expected from the YAGEO Transactions and the Minebea Mitsumi Transactions. The committee also received explanations from YAGEO in both interview and written formats regarding the purpose and background of the YAGEO Transactions and the management policy after the YAGEO Transactions, and held a question-and-answer session on details of synergies expected from the YAGEO Transactions and supplementary explanations to the responses to the First Questionnaire TO YAGEO and the Second Questionnaire TO YAGEO and related matters. Furthermore, the committee received explanations from Minebea Mitsumi in both interview and written formats regarding the purpose and background of the Minebea Mitsumi Transactions and the management policy after the Minebea Mitsumi Transactions, and held question-and-answer sessions primarily on details of synergies expected from the Minebea Mitsumi Transactions.

The Special Committee also received explanations from the Company regarding the details, key preconditions, and process for preparing the Business Plan, and confirmed their rationality.

Furthermore, the committee received explanations from Nomura Securities and YAMADA Consulting regarding details of the terms and conditions of the YAGEO Transactions and the Minebea Mitsumi Transactions, the background to the discussions and negotiations, and the calculation of the value of the Company Share, as well as explanations from Kitahama Partners regarding the measures to ensure the fairness of the procedural aspects of the YAGEO Transactions and the Minebea Mitsumi Transactions, the approach and process of the Company's Board of Directors' decision-making regarding the YAGEO Transactions and the Minebea Mitsumi Transaction, and details of the measures to avoid other conflicts of interests. Question-and-answer sessions were also held regarding these matters.

The Special Committee received timely reports from the Company on the progress and details of discussions and negotiations related to the YAGEO Transactions between the Company and YAGEO, as well as the Minebea Mitsumi Transactions between the Company and Minebea Mitsumi. Regarding the negotiations on the Minebea Mitsumi Tender Offer Price conducted as stated in “④ Decision-making process and reasons that led to the Company's support for the Minebea Mitsumi Tender Offer” under “(2) Grounds and reasons for the opinion on the Minebea Mitsumi Tender Offer” above, through the process leading to Minebea Mitsumi's proposal of the Minebea Mitsumi Tender Offer Price of 4500 yen per share, the Special Committee substantially engaged in the negotiations. Specifically, each time the Special Committee received a proposal from Minebea Mitsumi regarding the Minebea Mitsumi Tender Offer Price, the members deliberated and examined negotiation strategies toward Minebea Mitsumi, based on advice from Nomura Securities and YAMADA Consulting on the financial aspects.

Over a total of 6 rounds of the Special Committee meetings held between April 16, 2025 and April 30, 2025, the Company shared information necessary for the committee's deliberation of the Additional Consultation Matters, such as the status of the Company's consideration of the Minebea Mitsumi Transactions and the YAGEO Transactions, the details thereof, and the progress of negotiation on prices, with the committee members as appropriate. The Special Committee carefully discussed and deliberated the Additional Consultation Matters

in light of the above information.

The Special Committee confirmed the facts regarding whether any material changes of circumstance with implications for the Minebea Mitsumi Transactions occurred on and after April 10, 2025 and deliberated the Additional Consultation Matters; as a result, the committee confirmed that there were no discernible circumstances necessitating changes to the content of the Report Dated April 10, 2025, and submitted the Additional Report today.

(iii) Details of the judgment of the Report Dated April 10, 2025

The outline of the Report Dated April 10, 2025, submitted by the Special Committee is as below. The details and reasons for the Report Dated April 10, 2025 are as of April 10, 2025. For the definitions of the terms used below, please see the Press Release Dated April 10, 2025 Regarding Support and Recommendation to Tender into Minebea Mitsumi Tender Offer.

(a) Report

- a. The Company's Board of Directors should pass a resolution expressing an opinion in support of the Minebea Mitsumi Tender Offer and recommending that the Company's shareholders tender their shares in the Minebea Mitsumi Tender Offer. The Minebea Mitsumi Transactions, including the Minebea Mitsumi Tender Offer, will not be disadvantageous to the Company's minority shareholders (Report on the Consultation Matter (c)).
- b. Since the YAGEO Tender Offer is mutually exclusive with the Minebea Mitsumi Tender Offer, for which the Company's Board of Directors should resolve to express a supportive opinion and recommend tendering of shares, the Company's Board of Directors should express an opinion in opposition to the YAGEO Tender Offer (Report on the Consultation Matter (a)).
- c. Regarding whether the YAGEO Transactions, including YAGEO Tender Offer, are disadvantageous to the Company's minority shareholders, insofar as the Minebea Mitsumi Transactions, which are more advantageous to the Company's minority shareholders than the YAGEO Transactions, are being implemented, the YAGEO Transactions can only be regarded as disadvantageous (Report on the Consultation Matter (b)).

(b) Reasons for the Report

a. Consideration of the Minebea Mitsumi Tender Offer

I. Premise

Regarding whether the Minebea Mitsumi Transactions, including the Minebea Mitsumi Tender Offer, are disadvantageous to the Company's minority shareholders, the Special Committee deliberate from the aspects ① the legitimacy and reasonableness of the purpose of the Minebea Mitsumi Transactions (including whether they contribute to enhancing corporate value), ② the fairness of terms and conditions of the Minebea Mitsumi Transactions (including the purchase price for the Minebea Mitsumi Tender Offer), and ③ the fairness of the negotiation process leading to the Minebea Mitsumi Transactions and the procedures leading to decision-making as follows.

II. Legitimacy and reasonableness of the purpose of the Minebea Mitsumi Transactions (including whether they contribute to enhancing corporate value)

• Minebea Mitsumi's understanding or thinking regarding the Minebea Mitsumi Transactions

Through question-and-answer sessions in writing and during the interview with Minebea Mitsumi conducted at the 13th Special Committee meeting held on April 1, 2025, and the Meeting With Minebea Mitsumi held on April 8, 2025, the Special Committee confirmed Minebea Mitsumi's understanding or thinking regarding the Minebea Mitsumi Transactions as follows:

- ① Minebea Mitsumi believes that, because it handles a wide range of electronic components

compatible with temperature sensors for motors, semiconductors, connectors, and the like, creating the opportunity to develop technologies and products that combine those components will realize Minebea Mitsumi's key strategy, INTEGRATION with the Company.

- ② Minebea Mitsumi believes that cross-selling can be expected by leveraging Minebea Mitsumi's global sales network for its wide variety of sensors, analog semiconductors, motors, and other products compatible with the Company's NTC thermistors.
- ③ Minebea Mitsumi recognizes that as demand for temperature sensors will increase going forward, stable procurement of components and reduction of procurement costs will be critical issues. However, it expects further enhancement of the profitability of the Company's business by facilitating cooperative procurement, taking advantage of Minebea Mitsumi's procurement network and integration of logistics and other aspects of supply chains, and leveraging Minebea Mitsumi's sales channels.
- ④ Minebea Mitsumi expects that the Company's production efficiency can be improved substantially by utilizing Minebea Mitsumi's strengths in mass production manufacturing and factory operations know-how.
- ⑤ Recognizing the drastically changing external environment, such as carbon neutralization, automobile electrification, growing demand for AI servers, and the spread of IoT high-performance home appliances, Minebea Mitsumi believes that to approach swiftly and efficiently to maximize synergies stated in ① through ④ above, including the synergistic effects between the various motors and analog semiconductors of the Minebea Mitsumi Group and the Company's NTC thermistors, it would be desirable that the Company adopts a medium-to-long term perspective without being swayed by short-term fluctuations in its business performance, and the Company and the Minebea Mitsumi Group come together to form an agile, integrated partnership to share information and human resources and achieve an optimal allocation of managerial resources.

- The Company's understanding and thinking regarding the Minebea Mitsumi Transactions and the YAGEO Transactions

Through question-and-answer sessions in writing and during the interview with the Company conducted at the 9th Special Committee meeting held on March 19, 2025, the Special Committee confirmed the Company's understanding or thinking regarding the Minebea Mitsumi Transactions and the YAGEO Transactions as follows:

- ① Minebea Mitsumi lists the sensor business as one spear in its "Eight Spear Strategy" and handles a wide range of electronic components compatible with temperature sensors for motors, semiconductors, connectors, and the like, and as machinery products that use temperature sensors. Compared to YAGEO, which primarily focuses on passive components, Minebea Mitsumi has a much broader range of potential areas for collaboration with the Company's temperature sensors and product development, thus the Company expects that synergies can be realized at an early stage.
- ② The Company has a history of selling temperature sensors to the Minebea Mitsumi Group for their applications, such as resolvers, industrial gas heat pumps, engine water temperature sensors for agricultural machinery, and power modules for inverters in electric vehicles; thus, the Company believes that, by leveraging Minebea Mitsumi's strength in modularization technology, it can integrate its temperature sensors into Minebea Mitsumi's products, and manufacture those products through the vertically integrated manufacturing process, which is the Minebea Mitsumi's strength; thereby providing higher-value-added temperature control solutions. Accordingly, the expected synergistic effect presented by the Minebea Mitsumi Transactions is persuasive for the Company.

- ③ While Minebea Mitsumi, like YAGEO, cites the utilization of its global sales network as a potential synergy, Minebea Mitsumi's product lineup has better compatibility with temperature sensors. Minebea Mitsumi's custom products account for a high proportion, which is similar to the Company, and it also employs a sales approach similar to the Company. Therefore, the Company believes that the potential synergies from leveraging Minebea Mitsumi's sales network are more likely than those from YAGEO.
- ④ As Minebea Mitsumi emphasizes vertical integration as its key strength, a similar approach the Company takes, placing importance on the front lines, and engaging extensively in custom product manufacturing, the Company believes that Minebea Mitsumi's production processes and manufacturing philosophy closely align with those of the Company. Therefore, the collaboration with Minebea Mitsumi will enable leveraging Minebea Mitsumi's long-standing expertise in production efficiency and further optimization of the Company's manufacturing processes.
- ⑤ Even after delisting the Company Shares, the Company will be able to receive financial support from Minebea Mitsumi. Also, since Minebea Mitsumi is a publicly listed company with greater domestic recognition than the Company, and the Company's name and brand will be maintained, the Company does not anticipate particular concerns regarding its societal credibility. Therefore, the Company believes that the disadvantages of the Minebea Mitsumi Transactions are limited, and it does not envision any considerable dis-synergy arising from the Minebea Mitsumi Transactions.
- ⑥ AP and Minebea Mitsumi have entered into the MOU that agreed on the handling of the Company Shares held by the AP Group after the Share Transfer and the Minebea Mitsumi Transactions for the purpose of AP's capital participation in the Company by providing a portion of the funds for the Minebea Mitsumi Tender Offer Price. Even if it becomes necessary to raise the Minebea Mitsumi Tender Offer Price, the Company understands Minebea Mitsumi has sufficient funds in place to accommodate such a situation.
- ⑦ In the Meeting With Minebea Mitsumi on April 8, 2025, the Company understands that the Representative Director and Chairman of Minebea Mitsumi expressed his willingness to complete the Minebea Mitsumi Transactions.
- ⑧ The Company believes that, through collaboration with Minebea Mitsumi, the Company will be able to make further improvements to its manufacturing processes by utilizing Minebea Mitsumi's know-how in improving production efficiency for many years, as well as being able to utilize the investment and management know-how that the AP Group has cultivated on the global stage, which has a track record of investing in and supporting the growth of numerous listed companies.
- ⑨ The Company believes that YAGEO's anticipated synergies as stated in the Press Release Regarding YAGEO Scheduled Tender Offer – specifically, the synergistic effects of (a) enhancing product portfolio, (b) capturing market opportunity in key end markets, (c) globally expanding sell-through of the Company's NTC thermistors, (d) winning more long-term, design-in-based and profitable businesses, (e) designing and developing entire sensor and circuit protection platforms, and (f) accelerating growth investment – will be meager and limited in spite that the Company conducted detailed question-and-answer sessions twice in writing as well as Meeting With YAGEO since the announcement of the Press Release Regarding YAGEO Scheduled Tender Offer.
- ⑩ Regarding the management policy after the YAGEO Transactions, YAGEO notes that the Company's management structure will be discussed and decided together with the Company going forward, and that YAGEO entirely agrees with and will support the realization of (a) product development, (b) productivity improvement, and (c) marketing as stated in the Company's Medium-Term Business Plan announced by the Company on May 20, 2024; however, the Company feels that it is unclear exactly what kind of support the Company will receive from YAGEO.

- ⑪ According to the Press Release Regarding YAGEO Scheduled Tender Offer, YAGEO will carefully consider policies, including maintaining the Company’s brand, but given that companies previously acquired by YAGEO have, as a general rule, had “YAGEO” added to their names, the Company cannot be sure that the brand it has built over time will be maintained.
- ⑫ One potential area of collaboration with YAGEO from the YAGEO Transactions is improving logistics efficiency, and leveraging YAGEO Group’s global logistics network could offer opportunities to reduce the Company’s logistics costs; however, since the Company’s products are small in size, the Company believes the cost-saving impact from such efficiencies would be limited.
- ⑬ The Company anticipates that the YAGEO Transactions will (i) increase geopolitical risks; (ii) bring about a loss of a substantial share in the North American market, where the growth is expected, due to concerns about economic security. Specifically, even if the Company manufactures its products utilizing YAGEO’s bases in North America, in cases where its manufacturing process involves production in China, many customer companies might be unwilling to accept the delivery of those products. Thus, once the Company is viewed as a Taiwanese company, there is a considerable risk that the Company will lose its existing contracts and business relationships that the Company currently has, (iii) create a risk of talent loss because YAGEO’s corporate culture is likely to differ significantly from that of the Company, especially when combined with the geopolitical risks above, and (iv) create a possibility that its existing business relationships may not be maintained, given the increased geopolitical risks and the prospect of a foreign company with a different management philosophy becoming the Company’s parent company.
- ⑭ Taking into consideration points ⑨ through ⑬ above, the Company believes that the YAGEO Transactions are unlikely to contribute to enhancing the Company’s corporate value, compared to the Minebea Mitsumi Transactions.

• Assessment of the Special Committee

Having given careful deliberation and consideration in light of the foregoing, the Special Committee finds that there are no discernible problems or concerns of particular note with either “Minebea Mitsumi’s understanding or thinking regarding the Minebea Mitsumi Transactions” or the “Company’s understanding and thinking regarding the Minebea Mitsumi Transactions and the YAGEO Transactions” above, and that Minebea Mitsumi’s explanations of the significance and purposes of the Minebea Mitsumi Transactions and the direction of business operations going forward has a certain level of specificity, thus justifying the view that the Minebea Mitsumi Transactions will be advantageous. In contrast, no particularly material issues are discernible among the disadvantages of the Minebea Mitsumi Transactions, and no dis-synergy is envisioned. In addition, the Special Committee considers that the Company’s view that there is a possibility that the YAGEO Transactions will be unlikely to contribute to enhancing the Company’s corporate value, compared to the Minebea Mitsumi Transactions, is not unreasonable, in contrast, from the perspective of the impacts on its corporate value over the mid-to long term, the Company’s view that Minebea Mitsumi Transactions will contribute to enhancing the Company’s corporate value is reasonable. Furthermore, although Minebea Mitsumi reduced the Minebea Mitsumi Tender Offer Price from 4,600 yen proposed on April 3, 2025, the Special Committee views the considerable likelihood of completion of the Minebea Mitsumi Tender Offer based on ⑥ and ⑦ above. Therefore, the Special Committee believes that the Minebea Mitsumi Transactions' purposes will enhance the Company’s corporate value and that they are reasonable and legitimate.

III. Fairness of the terms and conditions of the Minebea Mitsumi Transactions (including purchase price

in the Minebea Mitsumi Tender Offer)

For the following reasons, the Minebea Mitsumi Tender Offer Price and other transactional terms and conditions regarding the Minebea Mitsumi Transactions can be regarded as fair terms and conditions.

· Minebea Mitsumi Tender Offer Price

The Minebea Mitsumi Tender Offer Price of 4,500 yen is considered to have a certain level of reasonableness since the price is higher than the YAGEO Tender Offer Price in the YAGEO Proposal at 4,300 yen, and in addition, for the following reasons: (i) the price is higher than the closing price of Company Shares on the TSE on February 5, 2025, immediately before the publication of the Press Release Regarding YAGEO Scheduled Tender Offer, which triggered volatility in the price of Company Shares, and also the simple average closing prices for the one-month, three-month, and six-month periods, respectively immediately preceding this date (⑤), (ii) the price was agreed upon following a series of sincere negotiations with the substantial involvement of the Special Committee (①); (iii) no unreasonable point is found in the Company's Business Plan (②); (iv) the price is higher than the maximum of the price ranges calculated with the market price method and the comparable company method, and within the price range calculated with the DCF method in the share valuation result by Yamada Consulting (③); (v) the price is higher than the maximum of the price range calculated with the average market price method and the comparable company method, and within the price range calculated with the DCF method, in the share valuation by Nomura Securities (④); and (vi) the price can be considered to represent a premium that is generally in line with or higher than the level of the premiums in past cases similar to the Minebea Mitsumi Transactions (⑥), (vii) the reduction of Minebea Mitsumi Tender Offer Price from 4,600 yen proposed on April 3, 2025 is not considered as unreasonable reduction of the proposed tender offer price (⑦).

- ① The Minebea Mitsumi Tender Offer Price is found to have been agreed upon following a series of sincere negotiations in which, with the substantial involvement of the Special Committee independent of the Company and Minebea Mitsumi, under the situations where reasonable efforts have been made to have Minebea Mitsumi Transactions to be implemented under transactional terms and conditions as advantageous to the Company's minority shareholders as possible.
- ② Regarding the Company Business Plan presupposed in the share valuations by Yamada Consulting and Nomura Securities, the Special Committee received explanations from the Company management and held question-and-answer sessions, but uncovered no circumstances raising doubts as to fairness in the background to its formulation, nor anything unreasonable in its content.
- ③ The results of the share valuation by Yamada Consulting show that, under the average market price method, the share value per Company Share is analyzed to be from 3,135 yen to 3,279 yen with the Reference Date ①, the day when the Press Release Regarding YAGEO Scheduled Tender Offer was announced, and from 3,720 yen to 4,456 yen with the Reference Date ②. In addition, under the DCF method, the share value per Company Share is analyzed to be from 3,568 yen to 5,886 yen, and under the comparative company method, it is analyzed to be from 2,943 yen to 3,403 yen. Thus, the Minebea Mitsumi Tender Offer Price is higher than the maximum of the valuation result under the market price method and the comparable company method, and within the valuation range under the DCF method. Also, these calculations of share value were performed with measures taken to avoid the influence of the result of Nomura Securities' share valuation on Yamada Consulting's share valuation, and Yamada Consulting's explanations to the Special Committee regarding such calculations cannot be considered unreasonable in any particular respect; thus, its valuation can be regarded as trustworthy.
- ④ The results of the share valuation by Nomura Securities show that, under the average market price

method, the share value per Company Share is analyzed to be from 3,135 yen to 3,279 yen with Reference Date ①, and from 3,720 yen to 4,456 yen with Reference Date ②. In addition, under the DCF method, the share value per Company Share is analyzed to be from 3,355 yen to 6,428 yen, and under the comparable company method, the share value per Company Share is analyzed to be from 2,008 yen to 3,209 yen; thus, the Minebea Mitsumi Tender Offer Price is higher than the maximum of the valuation result under the average market price and the comparable market method, and within the range analyzed under the DCF method. Also, Nomura Securities' explanations to the Special Committee regarding these calculations of share value cannot be considered unreasonable in any particular respect; thus, its valuation can be regarded as trustworthy.

- ⑤ The 4,500 yen of the Minebea Mitsumi Tender Offer Price is the price at which a premium has been added of 43.54% against the closing price of 3,135 yen of the Company Shares on the Tokyo Stock Exchange on February 2, 2025, immediately before the announcement of the Press Release Regarding YAGEO Scheduled Tender Offer, which triggered volatility in the price of Company Shares, 40.23% against the simple average closing price of 3,209 yen for the period of one month immediately preceding this date, 38.59% against the simple average closing price of 3,247 yen for the period of three month immediately preceding this date, and 37.24% against the simple average closing price of 3,279 yen for the period of six month immediately preceding this date.
- ⑥ When compared to the 49 actual cases of premiums in the past examples of tender offers without the maximum limitation for the purpose of delisting publicly traded companies in Japan (excluding transactions where the offeror (including its specially related parties, and MBOs etc.) held certain percentages of voting rights) announced after June 28, 2019, the date when "Fair M&A Guidelines" was released (the median of the premium levels in these cases is 52.74 % over the closing price on the business day immediately before the announcement, 53.47% over the one-month average, 52.54% over the last three-month average, and 54.65 % over the six-month average), the Minebea Mitsumi Tender Offer Price is considered generally in line with or higher than their level and including the reasonable premium. However, 4,500 yen of the Minebea Mitsumi Tender Offer Price represents a premium of 7.4% on the closing price of 4,190 yen for Company Shares on the TSE on April 9, 2025, the Business Day immediately preceding the date of announcement of the Minebea Mitsumi Tender Offer; the movement of the Company's Share price after the announcement of the Press Release Regarding YAGEO Scheduled Tender Offer can reasonably be regarded as reflecting the announcement's considerable impact on the share price of Company Shares and had no effect on the Special Committee's determination that the Minebea Mitsumi Tender Offer Price offers a premium that is generally in line with or higher than the level of the past similar transactions.
- ⑦ Although the Minebea Mitsumi Tender Offer Price of 4,500 yen is a 2.17% reduction from the 4,600 yen proposed by Minebea Mitsumi on April 3, 2025, (i) the VWAP (Volume Weighted Average Price) of the Company Shares from April 3, 2025, the business day following April 2, 2025, the day on which the US Tariff Measures were announced, to April 9, 2025, was at a level 3.87% lower than the closing price on April 2, 2025, and (ii) although the direct impact of the U.S. Tariff Measures on the Company's earnings outlook is limited, as "The Impact of Mutual Tariffs on Japan's Real GDP: Up to -1.8%," published by Daiwa Institute of Research Ltd. on April 3, 2025, states that "the announced tariffs are estimated to depress real GDP in the Japanese economy by 0.6% (2025) in the short term and by 1.8% (2029) in the medium term," a deterioration in the macroeconomic outlook cannot be ruled out. In the past, when the Company's performance deteriorated due to macroeconomic events, such as in the fiscal years ending March 2020 and 2023, the rate of decline in actual results compared to the performance forecast made at the beginning of the fiscal year tended to be greater for operating income than for net sales. Therefore, if the macroeconomic outlook were to worsen and the Company's sales declined at a rate equivalent to

the decline in real GDP, it is considered quite possible that profits could decline by more than 2%; and (iii) in light of the history of price negotiations with Minebea Mitsumi and the Meeting With Minebea Mitsumi held on April 8, 2025, it is considered unlikely that a higher proposal price would be proposed at this point in time. Based on these points, the Special Committee believes that the reduction of the proposed price is not unreasonable.

- Amount to be delivered to the Company's minority shareholders in the Minebea Mitsumi Squeeze Out Process

In the Minebea Mitsumi Squeeze Out Process, the amount of money to be delivered to each minority shareholder is planned to be calculated to be equal to the price obtained by multiplying the Minebea Mitsumi Tender Offer Price by the number of Company Shares held by such shareholder (except for Minebea Mitsumi and the Company); thus, according to the same thinking as pertains to the Minebea Mitsumi Tender Offer Price itself, such amount has a certain level of reasonableness and cannot be regarded as an inappropriate level.

- Appropriateness of the scheme of the Minebea Mitsumi Transactions

The scheme adopted for the Minebea Mitsumi Transactions, in which the Minebea Mitsumi Tender Offer is implemented as a first step and the Minebea Mitsumi Squeeze Out Process is executed through the Demand For Cash-Out or the Share Consolidation as a second step, is a commonly utilized delisting method, and any Company's shareholders dissatisfied with the Minebea Mitsumi Tender Offer Price will be able to file a petition in court to determine a price after the exercise of appraisal rights. Also, as stated in "IV. Fairness of the negotiation process leading to the Minebea Mitsumi Transactions and the procedures leading to decision-making" below, given that substantial consideration has been taken into account for eliminating coercion in the Minebea Mitsumi Tender Offer, the method of the Minebea Mitsumi Transactions cannot be considered unreasonable in any respect; it is deemed appropriate.

IV. Fairness of the negotiation process leading to the Minebea Mitsumi Transactions and the procedures leading to decision-making

For the following reasons, the negotiation process leading to the Minebea Mitsumi Transactions and the procedures leading to decision-making can be regarded as fair.

- Establishment of the Special Committee

- ① To eliminate concerns over arbitrariness in the decision-making process of the Company's Board of Directors and ensure the fairness and transparency of the process, the Company established a Special Committee consisting of three members: one Independent Outside Director of the Company, one former Independent Outside Corporate Auditor of the Company, and one outside expert. The Company then sought the Committee's counsel.
- ② The Special Committee is composed of three members: Mr. Isao Abe, who has expert knowledge and extensive experience and insight regarding finance, accounting, and internal oversight as a certified public accountant; Ms. Maki Kataoka, who was involved with audit operations at an auditing firm as a certified public accountant before joining the Metropolitan Police Department, where she successively held important posts such as Financial Investigator and Director, and who has expert knowledge and broad insight regarding finance, accounting, and internal oversight; and Mr. Kentaro Shibata, who has a wealth of experience and expertise as an outside director of other companies, as well as a proven track record of dealing with cases of the same or similar type. Thus, the members can be considered to have the experience and knowledge necessary to evaluate the

Consultation Matters.

- ③ The Special Committee conducted a total of 19 rounds of deliberations between February 14, 2025, and April 9, 2025.
 - ④ Regarding the Company's negotiations with Minebea Mitsumi, the Special Committee gave instructions and made requests to the Company regarding the negotiation policies or it directly requested in writing to Minebea Mitsumi, thus ensuring that sincere negotiations were conducted in which, with the substantial involvement of the Special Committee, conditions were secured for reasonable efforts to be made to have the Minebea Mitsumi Transactions implemented under transactional terms and conditions as advantageous to the Company's minority shareholders as possible. The Minebea Mitsumi Tender Offer Price of 4,500 yen is a 2.17% reduction from the 4,600 yen proposed by Minebea Mitsumi on April 3, 2025. While such a reduction in the proposed price is quite exceptional, (i) as stated in "III. Fairness of the terms and conditions of the Minebea Mitsumi Transactions (including purchase price in the Minebea Mitsumi Tender Offer)" "Minebea Mitsumi Tender Offer Price" ⑦, the proposed price is not considered to be an unreasonable reduction in light of the special circumstances in the macroeconomic environment of the U.S. Tariff Measures; (ii) after the proposed price from Minebea Mitsumi was reduced to 4,400 yen, the Special Committee successfully raised the proposed price to 4,500 yen as a result of the negotiations by the Special Committee. Therefore, Minebea Mitsumi's reduction of the proposal price from 4,600 proposed on April 3, 2025, does not affect the Special Committee's judgment that the Company's negotiations with Minebea Mitsumi were conducted in good faith with the aim of achieving transaction terms as favorable as possible for the Company's minority shareholders.
- Acquisition by the Special Committee of a share valuation report from an independent third-party valuation agent
 - ① To deliberate the Consultation Matters, the Special Committee appointed Yamada Consulting, its own financial advisor and third-party valuation agent, independent of the Company, Minebea Mitsumi, the AP Group, and YAGEO. It received from Yamada Consulting a share valuation of the Company Shares, as well as advice on negotiations with Minebea Mitsumi and other such advice from a financial perspective, and obtained the Company Share Valuation Report (Yamada Consulting) dated April 9, 2025.
 - Acquisition by the Company of a share valuation report from an independent third-party valuation agent
 - ① To ensure the fairness of the Minebea Mitsumi Tender Offer Price and the same of the Minebea Mitsumi Transactions, the Company appointed Nomura Securities as its financial advisor and third-party valuation agent, independent of the Company, Minebea Mitsumi, the AP Group, and YAGEO, and the Special Committee confirmed that there were no issues with the independence, competence, or track record of Nomura Securities
 - ② From Nomura Securities, the Company received a share valuation of the Company Shares, advice on negotiations with Minebea Mitsumi, and other such advice and support from a financial perspective, and obtained the Company Share Valuation Report (Nomura Securities) dated April 9, 2025.
 - Advice from an independent law firm for the Company
 - ① To ensure the fairness of the Minebea Mitsumi Tender Offer Price and the same of the Minebea Mitsumi Transactions, the Company appointed Kitahama Partners as its legal advisor, independent of the Company, Minebea Mitsumi, the AP Group, and YAGEO, and the Special Committee confirmed that there were no issues with the independence, competence, or track record of

Kitahama Partners.

- ② The Company received legal advice from Kitahama Partners on the Minebea Mitsumi Transactions, which included guidance on measures to be taken to ensure the procedural fairness in the procedures, specific procedures, the Company's decision-making methods and processes, and other points to keep in mind for decision-making.

- Measures to avoid influence on Yamada Consulting's share valuation

- ① The Special Committee received explanations from Yamada Consulting and Nomura Securities regarding the valuation methods of their respective valuations of Company Shares, the reasons they adopted those methods, the details of the calculations by each method, and the key preconditions. The committee did not allow Nomura Securities to be present when it received explanations from and held question-and-answer sessions with Yamada Consulting, thus ensuring that the Special Committee's consideration of the valuation of Company Shares maintained independence of the Company, and the measures to avoid undue influence from the Company were taken.

- Establishment of an independent system for consideration in the Company

- ① The Special Committee has approved that there are no issues from the viewpoint of independence and fairness with the Company's system for consideration (including the scope and duties of the Company's officers and employees involved in the consideration, negotiation, and judgment of the YAGEO Transactions and any Counterproposal).

- Conduct of a proactive market check

- ① To seek out the best possible option from the perspective of enhancing its corporate value and maximizing the common interests of its shareholders, as part of a proactive market check under the "Guidelines for Corporate Takeovers", in mid-January 2025, the Company, through Nomura Securities, individually approached a total nine operating companies as potential acquirers and requested that they consider the possibility of making the Company a wholly-owned subsidiary of theirs, and obtained Minebea Mitsumi's proposal for the Minebea Mitsumi Transactions through such market check.
- ② Of the multiple potential acquirers that the Company approached through Nomura Securities, only Minebea Mitsumi submitted a letter of intent regarding its acquisition of the Company Shares, but given the time and resource constraints imposed by the announcement that the YAGEO Tender Offer would commence in early May 2025, the maximum possible opportunity to make proposals was given to a sufficient number of persons who might be have been interested in acquiring the Company.
- ③ In light of circumstances, including that the Company could receive a legally binding proposal from Minebea Mitsumi other than YAGEO, the market check above can be regarded as having been conducted fairly and effectively while securing the competitive environment.

- Measures to ensure opportunities for other acquirers to purchase the Company Shares

- ① The Company and Minebea Mitsumi reached no agreement that restricts the Company's contact with a Counterproposer, including YAGEO, other than Minebea Mitsumi, such as an agreement containing a deal protection clause that prohibits the Company from contacting the Counterproposer, and the opportunity for a Counterproposer to make a counter tender offer accordingly (including YAGEO's increase of YAGEO Tender Offer Price) was not hindered.
- ② The Company has not refused price negotiation on the YAGEO Tender Offer Price with respect to the YAGEO Tender Offer.

③ The period from the day immediately following April 10, 2025, when Minebea Mitsumi announced its scheduled commencement of the Minebea Mitsumi Tender Offer, to May 27, 2025, the end of the Minebea Mitsumi Tender Offer Period is 30 Business Days, and the Minebea Mitsumi Tender Offer Period has been set at 22 Business Days, which is longer than 20 Business Days, the minimum purchase period under laws and regulations; thus, an opportunity is secured for Counterproposers to make a counter-tender offer.

· Measures to ensure an opportunity for the Company's shareholders to make an appropriate judgment as to whether or not to tender in the Minebea Mitsumi Tender Offer

① For the scheme of the Minebea Mitsumi Squeeze Out Process, (i) after the completion of the settlement of the Minebea Mitsumi Tender Offer, depending on the number of the Company Shares acquired by Minebea Mitsumi through the completion of the Minebea Mitsumi Tender Offer, Minebea Mitsumi plans to promptly request the Company to hold the Extraordinary Shareholders' Meeting for the following propositions: (a) to make the Demand for Share Cash-Out for all the Company Shares (except for those held by Minebea Mitsumi and treasury shares held by the Company,) or (b) to make a partial amendment to the Company's articles of incorporation that will abolish the share unit number provisions on the condition that the Share Consolidation is conducted and becomes effective. Thus, any method which fails to secure appraisal rights or price determination rights for the Company's shareholders has not been adopted; and (ii) it is clarified that the amount of money to be delivered as consideration to each shareholder of the Company in consideration for the Demand for Cash-Out or the Share Consolidation will be calculated to be equal to the price obtained by multiplying the Minebea Mitsumi Tender Offer Price by the number of Company Shares held by each such shareholder (except for the Company and Minebea Mitsumi). Therefore, an opportunity has been secured for the Company's shareholders to make an appropriate judgment regarding whether to tender in the Minebea Mitsumi tender offer, and this means that due consideration is being exercised to ensure there is no coercion.

② The period from the day immediately following April 10, 2025 when Minebea Mitsumi announced its scheduled commencement of the Minebea Mitsumi Tender Offer, to May 27, 2025, the end of the Minebea Mitsumi Tender Offer Period is 30 Business Days, and the Minebea Mitsumi Tender Offer Period has been set at 22 Business Days, which is longer than the minimum purchase period of 20 Business Days under laws and regulations; thus, an opportunity has been secured for the Company's shareholders to make an appropriate judgment about tendering in the Minebea Mitsumi Tender Offer, thereby ensuring the fairness of the Minebea Mitsumi Tender Offer Price.

· Setting of the minimum number of shares to be purchased in the Minebea Mitsumi Tender Offer

① A minimum number of shares to be purchased has been set for the Minebea Mitsumi Tender Offer, but that minimum of 7,539,900 shares (Shareholding Ratio: 50.01%) is not set such that Minebea Mitsumi will hold two-thirds or more of the total voting rights in the Company after the completion of the Minebea Mitsumi Tender Offer, thus, it is not a scheme that ensures the implementation of the Minebea Mitsumi Squeeze Out Process after the completion of the Minebea Mitsumi Tender Offer.

② However, (i) in practice, the number of the Company Shares required for the approval of the resolution for the Share Consolidation is considered to be equivalent to the ratio (approximately 57%) obtained by multiplying the maximum ratio of voting rights exercised at the Company's five most recent annual general shareholders' meetings (approximately 86%) by the ratio of two-thirds of the voting rights required for a special resolution at the general shareholders' meetings, (ii) in 43 transactions that were completed transactions between third parties with no capital ties (excluding 139 in total of the transactions between parent-subsiary or equity method affiliate, affiliated

company accounted for by the equity-method, and MBOs) and where the shareholders' meetings on a share consolidation resolution (squeeze out resolution) were held, among the 253 of the tender offers for delisting publicly traded companies completed and announced between 2020 and 2024, the average shareholder turnout rate (provided that the number of votes by the offeror entity and its specially related parties are excluded from the calculation) on a share consolidation resolution was approximately 37.0% and the median rate was approximately 41.5%, significantly lower than the turnout rate at typical ordinary shareholders' meetings. In addition, there was only one case where the results obtained by multiplying two-thirds, as the ratio of voting rights required to pass a special resolution at a general meeting of shareholders, exceeded 50.01% (78.3% for this one case, and 52.2% when multiplied by two-thirds). Even if Minebea Mitsumi fails to acquire the Company Shares equivalent to the rate above (i) (approximately 57%) through Minebea Mitsumi Tender Offer, when Minebea Mitsumi can acquire, through the Minebea Mitsumi Tender Offer, the Company Shares equivalent to 50.01%, then the resolution for share consolidation very likely will be approved in the extraordinary shareholders' meeting of the Company, and (iii) the Company shares held by the employee stock ownership plan are considered to be substantially owned by the Company's employees, who have contributed funds for the acquisition of such shares, and in light of the fact that such employees are employed by the Company, it is considered that it would be difficult for such employees to act against the Company's decision-making. Furthermore, as stated above, given that the prerequisite for the Minebea Mitsumi Tender Offer is that the Board of Directors of the Company expresses its opinion in favor of the Minebea Mitsumi Tender Offer and that the resolution of the Board of Directors of the Company to recommend that the shareholders of the Company tender their shares in the Minebea Mitsumi Tender Offer is passed, it is considered more likely that members of the employee stock ownership plan would show their understanding of such resolution and the Minebea Mitsumi Transaction, and intend to vote in favor of the proposition of Share Consolidation. Therefore, Minebea Mitsumi has set the minimum number of shares to be purchased in consideration of the fact that the employee stock ownership plan of the Company is expected to vote in favor of the proposition of Share Consolidation at the extraordinary shareholders' meeting of the Company even after the Minebea Mitsumi Tender Offer is completed and Minebea Mitsumi becomes the new parent company of the Company. There are no particular issues to be pointed out regarding Minebea Mitsumi's understanding in this regard; therefore, the minimum number of shares to be purchased in the Minebea Mitsumi Tender Offer is considered to respect the outcome of tendering by the Company's minority shareholders in the Minebea Mitsumi Tender Offer will be respected, indicating that some degree of fairness has been secured and that due consideration is being exercised to ensure there is no coercion.

V. Whether the Minebea Mitsumi Transactions are disadvantageous to the Company's minority shareholders

Given that (a) the purposes of the Minebea Mitsumi Transactions can be considered reasonable and legitimate as they will contribute to enhancing the Company's corporate value, (b) the Minebea Mitsumi Tender Offer Price and other transactional terms and conditions for the Minebea Mitsumi Transactions are fair and reasonable, and (c) the negotiation process and other procedures leading to the Minebea Mitsumi Transactions can be considered fair, the Minebea Mitsumi Transactions, including Minebea Mitsumi Tender Offer, cannot be considered disadvantageous to the Company's minority shareholders. Therefore, the Special Committee believes that the Company should pass a resolution expressing an opinion in support of the Minebea Mitsumi Tender Offer and recommending that its shareholders tender their shares in the Minebea Mitsumi Tender Offer; and that the Minebea Mitsumi Transactions will not be disadvantageous to the Company's minority shareholders.

b. Consideration of the YAGEO Tender Offer

The YAGEO Tender Offer, like the Minebea Mitsumi Tender Offer, aims to make the Company its wholly-owned subsidiary, and both transactions are mutually exclusive. The result of comparison and consideration of the details of the YAGEO Transactions and the Minebea Mitsumi Transactions suggest that, as stated in “a. Consideration of the Minebea Mitsumi Tender Offer” above, the appropriate course of action is to express an opinion in support of the Minebea Mitsumi Tender Offer; accordingly, the Special Committee believes that it is appropriate to express an opinion in opposition to the YAGEO Tender Offer, which is mutually exclusive with the Minebea Mitsumi Tender Offer, and express another opinion encouraging the Company’s shareholders not to tender their shares in the YAGEO Tender Offer. Regarding whether the YAGEO Transactions, including the YAGEO Tender Offer, will be disadvantageous to the Company’s minority shareholders, insofar as the Minebea Mitsumi Transactions, which are more advantageous to the Company’s minority shareholders than the YAGEO Transactions, are being implemented, the YAGEO Transactions can only be regarded as disadvantageous to the Company’s minority shareholders.

c. Summary

As stated in “a. Consideration of the Minebea Mitsumi Tender Offer” above, the Minebea Mitsumi Tender Offer can be considered to contribute to enhancing the Company’s corporate value, its transactional terms and conditions are appropriate, and procedures have been implemented which are fair from the perspective of the interests of all Company shareholders, including minority shareholders. Therefore, the Special Committee determined that the Company should pass a resolution expressing an opinion in support of the Minebea Mitsumi Tender Offer and recommending that its shareholders tender their shares in the Minebea Mitsumi Tender Offer; and that the Minebea Mitsumi Transactions will not be disadvantageous to the Company’s minority shareholders.

At the same time, with respect to the YAGEO Tender Offer, which is mutually exclusive with the Minebea Mitsumi Tender Offer, for which the Special Committee considers expression of a supportive opinion to be appropriate, the Special Committee believes that it will be appropriate course of action to express an opinion in opposition and express another opinion encouraging the Company’s shareholders not to tender their shares in the YAGEO Tender Offer, which can only be regarded as disadvantageous to the Company’s minority shareholders.

(iv) Details of the judgment of the Additional Report

The outline of the Additional Report submitted by the Special Committee is as follows.

(a) Report

Even considering the circumstances from April 10, 2025, up to today, there are no discernible circumstances necessitating changes to the content of the Report Dated April 10, 2025. Therefore, even as of today, there is no change to the Special Committee’s opinion expressed in the Report Dated April 10, 2025.

(b) Reasons for the Report

a. Whether there have been any material changes of circumstance with implications for the Minebea Mitsumi Transactions since April 10, 2025

The following circumstances have been recognized since April 10, 2025.

- ① YAGEO raised the YAGEO Tender Offer Price from 4,300 yen to 5,400 yen.
- ② In light of the rise in the YAGEO Tender Offer Price, the Company and the Special Committee confirmed with Minebea Mitsumi whether Minebea Mitsumi had an intention to raise the Minebea Mitsumi Tender Offer Price
- ③ In response to the confirmation of its intention from the Company and the Special Committee, on April 30, 2025, Minebea Mitsumi responded that it would raise the Minebea Mitsumi Tender Offer

Price to 5,500 yen.

- ④ The Special Committee received explanations from Nomura Securities and YAMADA Consulting for their opinions that the U.S. government's announcements of the temporary suspension of the additional reciprocal tariff rates to some countries and territories, including Japan on April 10, 2025 and the temporary suspension of the application of reciprocal tariffs on semiconductor-related products on April 12, 2025, do not necessitate any changes to the Company Share Valuation Report (YAMADA Consulting) or the Company Share Valuation Report (Nomura Securities).
- ⑤ On April 17, 2025, the Special Committee conducted an interview with AP and confirmed the outline of the AP Group, the background of AP's involvement in the Minebea Mitsumi Transactions, its thoughts on the significance and purpose of the Minebea Mitsumi Transactions, the management structure and management policy for the Company after the Minebea Mitsumi Transactions, and the same on the scheme of the Minebea Mitsumi Transactions, including the manner of AP's involvement.
- ⑥ Minebea Mitsumi and AP plan to execute the Second MOU today and to include a provision in the Second MOU to confirm that in a case where the Minebea Mitsumi Tender Offer Price is changed from 5,500 yen and as the result, the funds required for the Minebea Mitsumi Tender Offer and Minebea Mitsumi Squeeze Out Process are increased, AP has the intention to proactively consider additional investment or capital participation for the increased funds for the Minebea Mitsumi Transactions ("Provision for Confirmation").

b. Consideration of the Minebea Mitsumi Tender Offer

I. Legitimacy and reasonableness of the purpose of the Minebea Mitsumi Transactions (including whether they contribute to enhancing corporate value)

- The Company's understanding or thinking regarding the Minebea Mitsumi Transactions and the YAGEO Transactions

In addition to the facts acknowledged in the Report Dated April 10, 2025, through a question-and-answer in writing, the Special Committee confirmed the Company's understanding or thinking regarding the Minebea Mitsumi Transactions and the YAGEO Transactions as follows:

- ① Since Minebea Mitsumi and AP are expected to agree with the Provision for Confirmation, it is assessed that there is no change to Minebea Mitsumi's willingness to realize the Minebea Mitsumi Transactions.

- AP's understanding or thinking regarding the Minebea Mitsumi Transactions

Other than the facts described above, in addition to (i) Minebea Mitsumi's understanding or thinking regarding the Minebea Mitsumi Transactions and (ii) The Company's understanding or thinking regarding the Minebea Mitsumi Transactions acknowledged in the Report Dated April 10, 2025, the Special Committee interviewed with AP at its 21st meeting held on April 17, 2025, and confirmed AP's understanding or thinking regarding the Minebea Mitsumi Transactions as follows:

- ① AP considers that in the relative decline of Japan's position in the global society, Japan has to attain its status as a scientific and technological powerhouse for the country's future growth; therefore, with awareness of this issue, AP has been considering how to protect Japan's technology for these years.
- ② AP deeply empathizes with the views of Minebea Mitsumi that if the Company becomes incorporated under the control of foreign capital, it would likely damage the Company's advanced technological capabilities and business infrastructure, and cause them to flow out of the country, which would result in damage to the national interest of Japan.

- ③ AP has the intention to proactively consider additional capital contribution and participation in the Company if the Minebea Mitsumi Tender Offer Price is changed, and as a result, the funds to purchase the Company Shares and implement the Minebea Mitsumi Squeeze Out Process are increased.
- ④ AP has multiple track records of investments in parts and components manufacturers like the Company; thus, it considers that its provision of such experience will contribute to enhancing the Company's corporate value.

- Interim Summary

The Special Committee considers that because it finds no particular issues to be pointed out regarding “The Company’s understanding or thinking regarding the Minebea Mitsumi Transactions and the YAGEO Transactions” above, the facts in ① through ③ of “AP’s understanding or thinking regarding the Minebea Mitsumi Transactions” above are acknowledged, and Minebea Mitsumi and AP are expected to agree on the Provision for Confirmation, AP has the willingness to realize the Minebea Mitsumi Transactions and, with that aim, it is ready to provide economic support to the extent possible; therefore, it believes that even as of today, the Minebea Mitsumi Tender Offer is considered highly feasible. The Special Committee also believes, for ④ above, AP’s capital participation in the Company after the Minebea Mitsumi Transactions will contribute to enhancing the Company’s corporate value.

Accordingly, the facts above, additionally acknowledged by the Special Committee, are factors that strengthen the legitimacy and reasonableness of the purpose of the Minebea Mitsumi Transactions even more than the same as of April 10, 2025, and other than the facts above, there have been no changes to the presumed facts regarding the legitimacy and reasonableness of the purposes of the Minebea Mitsumi Transactions as acknowledged in the Report Dated April 10, 2025. Therefore, there is no change to the Special Committee’s opinion in the Report Dated April 10, 2025, that the purposes of the Minebea Mitsumi Transactions are reasonable and legitimate because they will contribute to enhancing the Company’s corporate value.

II. Fairness of the terms and conditions of the Minebea Mitsumi Transactions (including purchase price in the Minebea Mitsumi Tender Offer)

The Minebea Mitsumi Tender Offer Price has been raised from 4,500 yen to 5,500 yen, which is higher than the YAGEO Tender Offer Price of 5,400 yen. Other than the above, there have been no changes to the presumed facts regarding the terms and conditions of the Minebea Mitsumi Transactions as acknowledged in the Report Dated April 10, 2025. Therefore, there is no change to the Special Committee’s opinion in the Report Dated April 10, 2025, that the Minebea Mitsumi Tender Offer Price and other transactional terms and conditions regarding the Minebea Mitsumi Transactions were fair terms and conditions.

III. Fairness of the negotiation process leading to the Minebea Mitsumi Transactions and the procedures leading to decision-making

In light of the U.S. government’s announcements of the temporary suspension of additional reciprocal tariff rates to some countries and territories, including Japan, on April 10, 2025, and the temporary suspension of the application of reciprocal tariffs on semiconductor-related products on April 12, 2025, the Company and the Special Committee requested on and after April 16, 2025, that Minebea Mitsumi raise the Minebea Mitsumi Tender Offer Price of 4,500 yen. In response, Minebea Mitsumi replied that because the Company’s earnings forecast still faced high uncertainty, it was difficult to raise the Minebea Mitsumi Tender Offer Price from 4,500 yen. However, in light of YAGEO’s rise of the

YAGEO Tender Offer Price to 5,400 yen, the Company and the Special Committee confirmed whether Minebea Mitsumi had an intention to raise the Minebea Mitsumi Tender Offer Price, to which Minebea Mitsumi responded that it would raise the Minebea Mitsumi Tender Offer Price to 5,500 yen. As above, the negotiations by the Special Committee were successful in raising the Minebea Mitsumi Tender Offer Price to 5,500 yen; therefore, even as of today, the foregoing considerations have no impact on the Special Committee's judgement that the Company's negotiations with Minebea Mitsumi were conducted in good faith with the aim of achieving transactional terms as favorable as possible for the Company's minority shareholders.

Other than the above, there have been no changes to the presumed facts regarding the fairness of the negotiation process leading to the Minebea Mitsumi Transactions and the procedures leading to decision-making as acknowledged in the Report Dated April 10, 2025. Therefore, there is no change to the Special Committee's opinion in the Report Dated April 10, 2025, that the negotiation process leading to the Minebea Mitsumi Transactions and the procedures leading to decision-making were fair.

IV. Whether the Minebea Mitsumi Transactions are disadvantageous to the Company's minority shareholders

For the reasons detailed above, even as of today, there is no change to the Special Committee's opinion expressed in the Report Dated April 10, 2025, that the Company should pass a resolution expressing an opinion in support of the Minebea Mitsumi Tender Offer and recommending that its shareholders tender their shares in the Minebea Mitsumi Tender Offer; and that the Minebea Mitsumi Transactions will not be disadvantageous to the Company's minority shareholders.

c. Consideration of the YAGEO Tender Offer

Even as of today, there is no change to the Special Committee's opinion expressed in the Report Dated April 10, 2025, that with respect to the YAGEO Tender Offer, which is mutually exclusive with the Minebea Mitsumi Tender Offer, the appropriate course of action is to express an opinion in opposition and express another opinion encouraging the Company's shareholders not to tender their shares in the YAGEO Tender Offer. Also, regarding whether the YAGEO Transactions, including the YAGEO Tender Offer, will be disadvantageous to the Company's minority shareholders, even as of today, there is no change to the Special Committee's opinion expressed in the Report Dated April 10, 2025, that the YAGEO Transactions are disadvantageous to the Company's minority shareholders.

d. Summary

For the reasons detailed above, even as of today, there is no change to the Special Committee's following opinions expressed in the Report Dated April 10, 2025.

- The Company should pass a resolution expressing an opinion in support of the Minebea Mitsumi Tender Offer and recommending that its shareholders tender their shares in the Minebea Mitsumi Tender Offer. The Minebea Mitsumi Transactions will not be disadvantageous to the Company's minority shareholders.
- With respect to the YAGEO Tender Offer, which is mutually exclusive with the Minebea Mitsumi Tender Offer, for which the Special Committee considers expression of a supportive opinion to be appropriate, the Special Committee believes that the appropriate course of action is to express an opinion in opposition and express another opinion encouraging the Company's shareholders not to tender their shares in the YAGEO Tender Offer, for which the Special Committee can only judge it will be disadvantageous to the Company's minority shareholders.

- ⑤ Acquisition by the Special Committee of a share valuation report from an independent third-party valuation agent
To deliberate the Consultation Matters, the Special Committee requested YAMADA Consulting, as a third-party

valuation agent, independent of YAGEO, Minebea Mitsumi, the AP Group, and the Company, as well as the success or failure of the YAGEO Transactions and the Minebea Mitsumi Transactions, to calculate the share value of the Company Shares, and obtained the Share Valuation Report (YAMADA Consulting) dated April 9, 2025. The Special Committee has not obtained a fairness opinion from YAMADA Consulting stating that the terms of the Minebea Mitsumi Transactions, including the Minebea Mitsumi Tender Offer Price, are fair.

For details of the Share Valuation Report (YAMADA Consulting) obtained by the Special Committee from YAMADA Consulting, please see “② Acquisition by the Special Committee of a share valuation report from an independent third-party valuation agent” under “(3) Matters related to calculation” above.

The Company’s Board of Directors received on April 10, 2025 the Share Valuation Report (YAMADA Consulting) together with the Report Dated April 10, 2025 from the Special Committee, and taking into consideration the content of the Share Valuation Report (YAMADA Consulting), resolved as stated in “⑥ Unanimous approval of all of the non-interested directors and no dissenting opinion from the non-interested corporate auditors” below.

YAMADA Consulting is not a related party of YAGEO, Minebea Mitsumi, the AP Group, or the Company; it does not have any material interest in the YAGEO Transactions or the Minebea Mitsumi Transactions. The remuneration of YAMADA Consulting regarding the YAGEO Transactions and the Minebea Mitsumi Transactions does not include a contingency fee, contingent upon the completion of the YAGEO Transactions or the Minebea Mitsumi Transactions.

As described in “④ Establishment of a Special Committee independent of the Company and acquisition of a report from the Special Committee” above, the Special Committee appointed YAMADA Consulting as its independent financial advisor and third-party valuation agent, after examining the independence, expertise, achievements, and other aspects of several candidates for financial advisor and third-party valuation agent. For an Outline of the Company Share Valuation Report (YAMADA Consulting), please see “② Acquisition by the Special Committee of a share valuation report from an independent third-party valuation agent” under “(3) Matters related to calculation” above.

⑥ Unanimous approval of all of the non-interested directors and no dissenting opinion from the non-interested corporate auditors

Taking into account the legal advice obtained from Kitahama Partners, the advice from Nomura Securities from a financial perspective, the Company Share Valuation Report (Nomura Securities), and the Company Share Valuation Report (YAMADA Consulting) obtained by the Special Committee from YAMADA Consulting, and giving maximum consideration to the details of the Report Dated April 10, 2025 obtained from the Special Committee, the Company carefully discussed and examined whether the Minebea Mitsumi Transactions, including the Minebea Mitsumi Tender Offer by Minebea Mitsumi, would contribute to enhancing the Company’s corporate value and whether other terms and conditions of the Minebea Mitsumi Transactions, including the Minebea Mitsumi Tender Offer Price, are appropriate.

As a consequence, as stated in “④ Decision-making process and reasons that led to the Company’s support for the Minebea Mitsumi Tender Offer” under “(2) Grounds and reasons for the opinion on the Minebea Mitsumi Tender Offer” above, the Company’s Board of Directors determined that the Minebea Mitsumi Transactions, including the Minebea Mitsumi Tender Offer, is expected to enhance the Company’s corporate value, that the Minebea Mitsumi Tender Offer Price is reasonable for the Company’s shareholders, and that the Minebea Mitsumi Tender Offer provides the Company’s shareholders with a reasonable opportunity to sell their shares. Consequently, at its Board of Directors meeting held on April 10, 2025, the Company resolved, as the Company’s opinion as of April 10, 2025, that if the Minebea Mitsumi Tender Offer is commenced, it will express its opinion of support and recommend that the Company’s shareholders tender their shares in the Minebea Mitsumi Tender Offer.

At the Board of Directors meeting held today, the resolution above was passed unanimously by all of the Company’s seven directors with no interest who were involved in the deliberation and resolution. In addition, all three corporate auditors of the Company with no interest (including two outside corporate auditors) expressed their opinion that they had no objection to the resolution.

The Company also resolved, as the Company's opinion as of April 10, 2025, that if the YAGEO Tender Offer is commenced, it will express its opposing opinion and encourage the Company's shareholders not to tender their shares into the YAGEO Tender Offer, since the YAGEO Tender Offer and the Minebea Mitsumi Tender Offer, which its Board of Directors resolved to express its support and recommend its shareholders to tender into, are mutually exclusive.

Subsequently, Minebea Mitsumi confirmed that for the Minebea Mitsumi Tender Offer Preconditions, items (iii) and (v) had been satisfied and items (i), (ii) and (iv) likely would be reasonably expected to be satisfied on or before May 1, 2025, therefore, it decided on the same day, to commence the Minebea Mitsumi Tender Offer on May 2, 2025, and on the same day, the Company has been informed by Minebea Mitsumi of that plan.

Further, taking into account the legal advice obtained from Kitahama Partners, the advice from Nomura Securities from a financial perspective, the advice from YAMADA Consulting from a financial perspective, the Company Share Valuation Report (Nomura Securities), and the Company Share Valuation Report (YAMADA Consulting) obtained by the Special Committee from YAMADA Consulting and giving maximum consideration to the details of the Report Dated April 10, 2025 and the Additional Report obtained from the Special Committee, the Company gave careful discussion and examination; as a result, as stated in "④ Decision-making process and reasons that led to the Company's support for the Minebea Mitsumi Tender Offer" under "(2) Grounds and reasons for the opinion on the Minebea Mitsumi Tender Offer" above, the Company believes that as of today, there has been no change in the purposes of the Minebea Mitsumi Transactions and the significance and necessity of achieving those purposes, and there are no other particular circumstances the Company finds that would require a change to the Company's decision of April 10, 2025 regarding the Minebea Mitsumi Tender Offer. Accordingly, the Company has resolved today to express an opinion in support of the Minebea Mitsumi Tender Offer and recommend that its shareholders tender their shares in the Minebea Mitsumi Tender Offer.

At the Board of Directors meeting held today, the resolution above was passed unanimously by all of the Company's seven directors with no interest who were involved in the deliberation and resolution. In addition, all three corporate auditors of the Company with no interest (including two outside corporate auditors) expressed their opinion that they had no objection to the resolution.

⑦ Measures to ensure opportunities for other acquirers to purchase the Company Shares

As stated in "④ Decision-making process and reasons that led to the Company's support for the Minebea Mitsumi Tender Offer" under "(2) Grounds and reasons for the opinion on the Minebea Mitsumi Tender Offer" above, prompted by its receipt of the YAGEO Proposal, the Company sought the best possible option from the perspective of enhancing the Company's corporate value and maximizing the common interests of shareholders following the "Guidelines for Corporate Takeovers." As part of a market check, in mid-January 2025, the Company, through Nomura Securities, approached a total of nine operating companies and requested that they submit a letter of intent, thereby ensuring opportunities for parties other than Minebea Mitsumi to purchase the Company Shares. The Minebea Mitsui Tender Offer Price is higher than the YAGEO Tender Offer Price.

⑧ Securing objective conditions for ensuring the fairness of the Minebea Mitsumi Tender Offer

Minebea Mitsumi has set its Tender Offer Period at 20 Business Days for the case where all the Minebea Mitsumi Tender Offer Preconditions are satisfied or waived by Minebea Mitsumi. The period from the day following April 10, 2025, when Minebea Mitsumi announces its scheduled commencement of the Minebea Mitsumi Tender Offer to June 2, 2025, the end of the Minebea Mitsumi Tender Offer Period, is 34 Business Days, which is longer than the minimum purchase period under laws and regulations. Thus, Minebea Mitsumi believes that it can ensure a sufficient opportunity for the Company's shareholders to decide whether to tender their shares into the Minebea Mitsumi Tender Offer, and the same for persons other than Minebea Mitsumi to examine whether they make a counter-tender offer, etc., for the Company Shares. Furthermore, the period being counted from February 5, 2025, when YAGEO announced its scheduled commencement of the YAGEO Tender Offer in the Press Release Regarding YAGEO Scheduled Tender Offer to June 2, 2025, the end of the Minebea Mitsumi Tender Offer Period, is further longer than

the minimum purchase period for a tender offer under laws and regulations. Accordingly, Minebea Mitsumi also believes that the opportunity for the Company's shareholders to decide whether to tender their shares into the Minebea Mitsumi Tender Offer and the same for persons other than Minebea Mitsumi to examine whether they make a tender offer, etc., for the Company Shares, comparing the details of the Minebea Mitsumi Tender Offer and the same of the YAGEO Tender Offer, are more sufficiently ensured.

Additionally, as stated in “⑦ Measures to ensure opportunities for other potential acquirers to purchase the Company Shares,” Minebea Mitsumi has reached no agreement that restricts the Company's contact with Counterproposers, such as an agreement containing a deal protection clause that prohibits the Company from contacting the Counterproposer. Therefore, in addition to the setting of the above Minebea Mitsumi Tender Offer Period, by securing opportunities to make a counter tender offer, the Company has given full consideration to ensure the fairness of the Minebea Mitsumi Tender Offer.

4. Matters regarding material agreements for the Minebea Mitsumi Tender Offer

(1) Tender Agreements (Executed at Announcement of the Tender Offer)

Minebea Mitsumi has entered into the Tender Agreements (Executed at Announcement of the Tender Offer) with the Tendering Shareholders (Executed at Announcement of the Tender Offer) on April 10, 2025, and agreed that, if the Minebea Mitsumi Tender Offer is commenced, the Tendering Shareholders (Executed at Announcement of the Tender Offer) would tender all of their Tendering Shares (Executed at Announcement of the Tender Offer) (1,424,486 shares, Shareholding Ratio: 9.45%) in the Minebea Mitsumi Tender Offer and would not withdraw such tender. In addition, Minebea Mitsumi has agreed to the following in each Tender Agreement (Executed at Announcement of the Tender Offer):

a) The tender in the Minebea Mitsumi Tender Offer of the Company Shares held by the Tendering Shareholder (Executed at Announcement of the Tender Offer) is subject to that the Company's Board of Directors having passed a resolution expressing its opinion in support of the Minebea Mitsumi Tender Offer and making a public announcement to that effect, and such opinion having been not being changed or withdrawn. (However, in the Tender Offer Agreement (Nihon Kohden), it is also a precondition that the Company's Board of Directors having passed a resolution expressing its opinion recommending tendering to the Minebea Mitsumi Tender Offer and that this has been announced, and that such opinion has not been changed or withdrawn.) However, the Tendering Shareholder (Executed at Announcement of the Tender Offer) may, at its discretion, waive the preconditions above.

b) From the date of execution of the Tender Agreement (Executed at Announcement of the Tender Offer) until the start date of settlement for the Minebea Mitsumi Tender Offer (the “**Minebea Mitsumi Settlement Start Date**”), the Tendering Shareholder (Executed at Announcement of the Tender Offer) shall not transfer, create a security interest in or otherwise dispose of its Tendering Shares (Executed at Announcement of the Tender Offer) or enter into any agreement or transaction that is substantively in conflict with the Minebea Mitsumi Tender Offer or may make it difficult to execute the Minebea Mitsumi Tender Offer, nor make any proposal, solicitation, discussion, negotiation or provision of information regarding such transactions, either directly or through a third party. (However, in the Tender Offer Agreement (Nihon Kohden), this is not applicable in case it is determined, based on advice from outside legal experts, that there is a specific risk of breaching the duty of care a board of director of Nihon Kohden by not making proposals, solicitations, consultations, negotiations or providing information regarding such transactions.)

c) From the date of the Tender Agreement (Executed at Announcement of the Tender Offer) until the Minebea Mitsumi Settlement Start Date, the Tendering Shareholder (Executed at Announcement of the Tender Offer) shall not exercise its rights as the Company's shareholder without the prior written consent of Minebea Mitsumi, including the right to request the convocation of a shareholders' meeting, the right to propose an agenda item and/or to make a proposal at a shareholders' meeting. (For the exercise of those shareholders' rights, Minebea Mitsumi has executed another memorandum of understanding dated May 1, 2025 with Saitama Resona and Resona Leasing to exclude their exercise of the shareholders' rights at the Company's shareholders meeting from the scope of the above agreed matters.)

d) If the Minebea Mitsumi Tender Offer is commenced, the Tendering Shareholder (Executed at Announcement of the Tender Offer) shall, in relation to the exercise of any of its rights, including the voting rights attached to the Tendering

Shares (Executed at Announcement of the Tender Offer) exercisable at any shareholders' meeting of the Company to be held with a record date before the Minebea Mitsumi Settlement Start Date, (i) grant comprehensive proxy authority to Minebea Mitsumi or a person designated by Minebea Mitsumi, or (ii) exercise such voting rights at the instructions of Minebea Mitsumi, and in the case of (i), the Tendering Shareholder (Executed at Announcement of the Tender Offer) shall affix its name and seal to a power of attorney granting such comprehensive proxy and deliver such power of attorney to Minebea Mitsumi by the date reasonably designated by Minebea Mitsumi, and the Tendering Shareholder (Executed at Announcement of the Tender Offer) shall not revoke such grant of proxy in any case, and in the case of (ii), take the necessary measures to ensure that the intentions of Minebea Mitsumi are properly reflected.

e) The Tender Agreement (Executed at Announcement of the Tender Offer) provides, (I) as the reasons for termination, (i) the case that the Minebea Mitsumi Tender Offer is withdrawn after its commencement, (ii) the case that the Minebea Mitsumi Tender Offer is unsuccessful, (iii) the case that the Tendering Shareholder (Executed at Announcement of the Tender Offer) and Minebea Mitsumi agree in writing to terminate the Tender Agreement (Executed at Announcement of the Tender Offer), and (iv) the case that the Tender Agreement (Executed at Announcement of the Tender Offer) is terminated based on (II) below. The Tender Agreement (Executed at Announcement of the Tender Offer) provides, (II) as the reasons for termination before the commencement of the Minebea Mitsumi Tender Offer, (i) the case that it is found that the other party is in material breach of its representations and warranties under the Tender Agreement (Executed at Announcement of the Tender Offer) or is in material breach of its obligations under the Tender Agreement (Executed at Announcement of the Tender Offer) and such breach is not remedied despite written demand, (ii) the case that the Minebea Mitsumi Tender Offer is not commenced by July 23, 2025 for the Tender Agreements (Executed at Announcement of the Tender Offer) excluding the Tender Agreement (J and S INSURANCE SERVICE), and by May 23, 2025 for the Tender Agreement (J and S INSURANCE SERVICE) due to reasons beyond the control of the contracting parties (for the commencement date of the Minebea Mitsumi Tender Offer, Minebea Mitsumi has entered into another memorandum of understanding dated May 1, 2025 with the Tendering Shareholders (Executed at Announcement of the Tender Offer) excluding J and S INSURANCE SERVICES for the change of that commencement date from April 23, 2025 to July 23, 2025, and with J and S INSURANCE SERVICES for the change of the same from April 23, 2025 to May 23, 2025), and (iii) the case that bankruptcy proceedings or private liquidation are commenced or a petition for such proceedings is filed against the counterparty. In addition, Minebea Mitsumi has executed the memorandum of understanding with Saitama Resona and Resona Leasing to add, to the reasons for termination in (II), (iv) the case that at the Company's Board of Directors meeting, (a) the expression of its opinion in support of the Minebea Mitsumi Tender Offer is changed or withdrawn and a public announcement to that effect is made, and (b) it is resolved to express an opinion in support of or similar opinion for another tender offer for the Company Shares or similar transaction that is substantively in conflict with the Minebea Mitsumi Tender Offer, which is proposed, announced, or commenced by any party other than Minebea Mitsumi, and a public announcement to that effect is made.

(2) MOU

Minebea Mitsumi has entered into the First MOU dated April 10, 2025, and the Second MOU dated May 1, 2025 with AP to enable the AP Group to participate in the Company as a capital partner by bearing part of the purchase funds for the Minebea Mitsumi Tender Offer, under which the parties agree that, AP has the intention to purchase 10.9% of the Company Shares held by Minebea Mitsumi with the same price with Minebea Mitsumi Tender Offer Price promptly after the Company becomes a wholly-owned subsidiary of Minebea Mitsumi (as well as if the Minebea Mitsumi Tender Offer Price is changed and as the result, the fund to purchase as above and the same required for Minebea Mitsumi Squeeze Out Process are increased, AP has the intention to proactively consider additional investment or capital participation for such increase). In addition, it has been agreed that, after two years have passed since the transfer, the AP Group will have the right to sell all of the Company Shares it holds to Minebea Mitsumi (put option) and Minebea Mitsumi will have the right to purchase all of the Company Shares held by AP (call option).

(3) Tender Agreements (Founding Family)

Minebea Mitsumi has entered into the Tender Agreements (Founding Family) with the Tendering Shareholders (Founding

Family) on April 22, 2025, and has agreed that, if the Minebea Mitsumi Tender Offer is commenced, the Tendering Shareholders (Founding Family) will tender all of their Tendering Shares (Founding Family) (536,502 shares, Shareholding Ratio: 3.56%) in the Minebea Mitsumi Tender Offer and will not withdraw such tender. In addition, Minebea Mitsumi has agreed to the following in the Tender Agreement (Founding Family) with each Tendering Shareholder (Founding Family):

a) From the date of the Tender Agreement (Founding Family), in relation to the exercise of its rights as a shareholder of the Company, the Tendering Shareholder (Founding Family) shall not engage in any acts contrary to the intentions of Minebea Mitsumi and shall take the necessary measures to ensure that the intentions of Minebea Mitsumi are properly reflected.

b) The Tender Agreement (Founding Family) provides, as the reasons for termination, (i) the case that the Minebea Mitsumi Tender Offer is withdrawn after its commencement, (ii) the case that the Minebea Mitsumi Tender Offer is unsuccessful, and (iii) the case that the Tendering Shareholder (Founding Family) and Minebea Mitsumi agree in writing to terminate the Tender Agreement (Founding Family).

(4) Tender Agreement (MUFG Bank)

Minebea Mitsumi has entered into the Tender Agreement with MUFG Bank on April 22, 2025, and has agreed that, if the Minebea Mitsumi Tender Offer is commenced, MUFG Bank will tender all of the Company Shares held by MUFG Bank (425,640 shares, Shareholding Ratio: 2.82%) in the Minebea Mitsumi Tender Offer and will not withdraw such tender. However, in the case where any party other than Minebea Mitsumi announces an advance notice of a tender offer for the Company Shares at a price higher than the tender offer price for the Minebea Mitsumi Tender Offer or implements such tender offer, and if it is found that tendering the shares in the Minebea Mitsumi Tender Offer without withdrawing such tender would constitute a breach of the duty of due care of the directors of MUFG Bank, MUFG Bank shall not be obligated to tender the shares in the Minebea Mitsumi Tender Offer and may withdraw such tender.

In addition, Minebea Mitsumi has agreed to the following in the Tender Agreement (MUFG Bank):

a) The tender of the Company Shares held by MUFG Bank in the Minebea Mitsumi Tender Offer is subject to the conditions that the Company's Board of Directors having passed a resolution expressing its opinion in favor of the Minebea Mitsumi Tender Offer, based on the report issued by the Special Committee that the Minebea Mitsumi Tender Offer should be approved, and making a public announcement to that effect, and such report and opinion having not been changed or withdrawn. However, at its discretion, MUFG Bank may waive the preconditions above.

b) From the date of execution of the Tender Agreement (MUFG Bank) until the Minebea Mitsumi Settlement Start Date, MUFG Bank shall not transfer, create a security interest in or otherwise dispose of the Company Shares held by MUFG Bank or enter into any agreement or transaction that is substantively in conflict with the Minebea Mitsumi Tender Offer or may make it difficult to execute the Minebea Mitsumi Tender Offer, nor make any proposal, solicitation, discussion, negotiation or provision of information regarding such transactions, either directly or through a third party. (Except for the case where MUFG Bank shall no longer be obligated to tender the shares in the Minebea Mitsumi Tender Offer and not to withdraw such tender, due to the reasons set forth above.)

c) From the date of the Tender Agreement (MUFG Bank) until the Minebea Mitsumi Settlement Start Date, MUFG Bank shall not exercise its rights as a shareholder of the Company without the prior written consent of Minebea Mitsumi, including the right to request the convocation of a general meeting of shareholders, the right to propose an agenda item and/or to make a proposal at a general meeting of shareholders. (Except for the case where MUFG Bank shall no longer be obligated to tender the shares in the Minebea Mitsumi Tender Offer and not to withdraw such tender, due to the reasons set forth above.)

d) If the Minebea Mitsumi Tender Offer is commenced, MUFG Bank shall, in relation to the exercise of any of its rights, including the voting rights attached to the Company Shares held by MUFG Bank exercisable at any general meeting of shareholders of the Company to be held with a record date before the Minebea Mitsumi Settlement Start Date, (i) grant comprehensive proxy authority to Minebea Mitsumi or a person designated by Minebea Mitsumi, or (ii) exercise such voting rights in accordance with the instructions of Minebea Mitsumi. (Except for the case where MUFG Bank shall no longer be obligated to tender the shares in the Minebea Mitsumi Tender Offer and not to withdraw such tender, due to the reasons set forth above.) In the case of (i), MUFG Bank shall affix its name and seal to a power of attorney granting such comprehensive proxy and deliver such power of attorney to Minebea Mitsumi by the date reasonably designated by Minebea Mitsumi, and MUFG Bank shall not revoke such grant of proxy in any event, and in the case of (ii), take the necessary measures to ensure

that the intentions of Minebea Mitsumi are properly reflected.

e) The Tender Agreement (MUFG Bank) provides, (I) as reasons for termination, (i) the case that the Minebea Mitsumi Tender Offer is withdrawn after its commencement, (ii) the case that the Minebea Mitsumi is unsuccessful, (iii) the case that MUFG Bank and Minebea Mitsumi agree in writing to terminate the Tender Agreement (MUFG Bank), and (iv) the case that the Tender Agreement (MUFG Bank) is terminated based on (II) below. The Tender Agreement (MUFG Bank) provides, (II) as the reasons for termination before the commencement of the Minebea Mitsumi Tender Offer, the case where MUFG Bank is no longer obligated to tender the shares in the Minebea Mitsumi Tender Offer and not to withdraw such tender under the situation described as proviso in the beginning of this item (4) above, or (i) the case that it is found that the other party is in material breach of its representations and warranties under the Tender Agreement (MUFG Bank) or is in material breach of its obligations under the Tender Agreement (MUFG Bank) and such breach is not remedied despite written demand, (ii) the case that the Minebea Mitsumi Tender Offer is not commenced by July 23, 2025 due to reasons beyond the control of the contracting parties, and (iii) the case that bankruptcy proceedings or private liquidation are commenced or a petition for such proceedings is filed against the counterparty.

(5) Tender Agreement (Musashino Bank)

Minebea Mitsumi has entered into the Tender Agreement with Musashino Bank on May 1, 2025, and has agreed that, if the Minebea Mitsumi Tender Offer is commenced, Musashino Bank will tender all of the Company Shares held by Musashino Bank (154,880 shares, Shareholding Ratio: 1.03%) in the Minebea Mitsumi Tender Offer and will not withdraw such tender. However, in the case where any party other than Minebea Mitsumi announces an advance notice of a tender offer for the Company Shares at a price higher than the tender offer price for the Minebea Mitsumi Tender Offer or implements such tender offer, and if it is found that tendering the shares in the Minebea Mitsumi Tender Offer without withdrawing such tender would constitute a breach of the duty of due care of the directors of Musashino Bank, Musashino Bank shall not be obligated to tender the shares in the Minebea Mitsumi Tender Offer and may withdraw such tender.

In addition, Minebea Mitsumi has agreed to the following in the Tender Agreement (Musashino Bank):

a) The tender of the Company Shares held by Musashino Bank in the Minebea Mitsumi is subject to the conditions that the Company's Board of Directors having passed a resolution expressing its opinion in favor of the Minebea Mitsumi Tender Offer, and making a public announcement to that effect, and such opinion having not been changed or withdrawn. However, at its discretion, Musashino Bank may waive the preconditions above.

b) From the date of execution of the Tender Agreement (Musashino Bank) until the Minebea Mitsumi Settlement Start Date, Musashino Bank shall not transfer, create a security interest in or otherwise dispose of the Company Shares held by Musashino Bank or enter into any agreement or transaction that is substantively in conflict with the Minebea Mitsumi Tender Offer or may make it difficult to execute the Minebea Mitsumi Tender Offer, nor make any proposal, solicitation, discussion, negotiation or provision of information regarding such transactions, either directly or through a third party. (Except for the case where Musashino Bank shall no longer be obligated to tender the shares in the Minebea Mitsumi Tender Offer and not to withdraw such tender, due to the reasons set forth above.)

c) From the date of the Tender Agreement (Musashino Bank) until the Minebea Mitsumi Settlement Start Date, Musashino Bank shall not exercise its rights as a shareholder of the Company without the prior written consent of Minebea Mitsumi, including the right to request the convocation of a general meeting of shareholders, the right to propose an agenda item and/or to make a proposal at a general meeting of shareholders. (Except for the case where Musashino Bank shall no longer be obligated to tender the shares in the Minebea Mitsumi Tender Offer and not to withdraw such tender, due to the reasons set forth above.)

d) If the Minebea Mitsumi Tender Offer is commenced, Musashino Bank shall, in relation to the exercise of any of its rights, including the voting rights attached to the Company Shares held by Musashino Bank exercisable at any general meeting of shareholders of the Company to be held with a record date before the Minebea Mitsumi Settlement Start Date, (i) grant comprehensive proxy authority to Minebea Mitsumi or a person designated by Minebea Mitsumi, or (ii) exercise such voting rights in accordance with the instructions of Minebea Mitsumi. (Except for the case where Musashino Bank shall no longer be obligated to tender the shares in the Minebea Mitsumi Tender Offer and not to withdraw such tender, due to the reasons set forth above.) In the case of (i), Musashino Bank shall affix its name and seal to a power of attorney granting such

comprehensive proxy and deliver such power of attorney to Minebea Mitsumi by the date reasonably designated by Minebea Mitsumi, and The Musashino Bank, Ltd. shall not revoke such grant of proxy in any event, and in the case of (ii), take the necessary measures to ensure that the intentions of Minebea Mitsumi are properly reflected.

e) The Tender Agreement (Musashino Bank) provides, (I) as reasons for termination, (i) the case that the Minebea Mitsumi Tender Offer is withdrawn after its commencement, (ii) the case that the Minebea Mitsumi Tender Offer is unsuccessful, (iii) the case that Musashino Bank and Minebea Mitsumi agree in writing to terminate the Tender Agreement (Musashino Bank), and (iv) the Tender Agreement (Musashino Bank is terminated based on (II) below. The Tender Agreement (Musashino Bank) provides, (II) as the reasons for termination before the commencement of the Minebea Mitsumi Tender Offer, the case where Musashino Bank is no longer obligated to tender the shares in the Minebea Mitsumi Tender Offer and not to withdraw such tender under the situation described as proviso in the beginning of this item (5) above, or (i) the case that it is found that the other party is in material breach of its representations and warranties under the Tender Agreement (Musashino Bank) or is in material breach of its obligations under the Tender Agreement (Musashino Bank) and such breach is not remedied despite written demand, (ii) the case that the Minebea Mitsumi Tender Offer is not commenced by July 23, 2025 due to reasons beyond the control of the contracting parties, and (iii) the case that bankruptcy proceedings or private liquidation are commenced or a petition for such proceedings is filed against the counterparty.

(6) Tender Agreement (Meiji Yasuda Life)

Minebea Mitsumi has entered into the Tender Agreement (Meiji Yasuda Life) on May 1, 2025, and has agreed that, if the Minebea Mitsumi Tender Offer is commenced, Meiji Yasuda Life will tender all of the Company Shares held by Meiji Yasuda Life (818,000 shares, Shareholding Ratio: 5.43%) in the Minebea Mitsumi Tender Offer and will not withdraw such tender. However, in the case where, after the execution of this Tender Agreement (Meiji Yasuda Life) until the last day of the Minebea Mitsumi Tender Offer Period, a public notice to commence a tender offer for the Company Shares is issued by a party other than Minebea Mitsumi, with a tender offer price higher than the Minebea Mitsumi Tender Offer Price (provided, however, that this shall be limited to cases where the tender offer is conducted under conditions equal to or more favorable than those in the Minebea Mitsumi Tender Offer, such as being part of a transaction aimed at making the Company a wholly owned subsidiary (the “Counter Tender Offer” in this paragraph)), and Meiji Yasuda Life has not breached its obligations set forth in this Tender Agreement (Meiji Yasuda Life) at that time, then Meiji Yasuda Life may request negotiations with Minebea Mitsumi regarding the change of the Minebea Mitsumi Tender Offer Price. In addition, if Minebea Mitsumi does not change the Minebea Mitsumi Tender Offer Price to be equal to or higher than the tender offer price for the Counter Tender Offer within 10 business days from the date of such request or until the day before the end of the Minebea Mitsumi Tender Offer Period, whichever is earlier, and if Meiji Yasuda Life determines that tendering the shares in the Minebea Mitsumi Tender Offer without withdrawing such tender could constitute a breach of the duty of due care of the executive officers of Meiji Yasuda Life, Meiji Yasuda Life shall not be obligated to tender the shares in the Minebea Mitsumi Tender Offer and withdraw such tender.

a) The tender of the Company Shares held by Meiji Yasuda Life in the Minebea Mitsumi Tender Offer is subject to the conditions that the Company’s Board of Directors having passed a resolution expressing its opinion in favor of the Minebea Mitsumi Tender Offer and making a public announcement to that effect, and such opinion having not been changed or withdrawn. However, at its discretion, Meiji Yasuda Life may waive the preconditions above.

b) From the date of execution of the Tender Agreement (Meiji Yasuda Life) until the Minebea Mitsumi Settlement Start Date, Meiji Yasuda Life Insurance Company shall not transfer, create a security interest in or otherwise dispose of the Company Shares held by Meiji Yasuda Life Insurance Company or enter into any agreement or transaction that is substantively in conflict with the Minebea Mitsumi Tender Offer or may make it difficult to execute the Minebea Mitsumi Tender Offer, nor make any proposal, solicitation, discussion, negotiation or provision of information regarding such transactions, either directly or through a third party.

c) From the date of the Tender Agreement (Meiji Yasuda Life) until the Minebea Mitsumi Settlement Start Date, Meiji Yasuda Life shall not exercise its rights as a shareholder of the Company without the prior written consent of Minebea Mitsumi, including the right to request the convocation of a general meeting of shareholders, the right to propose an agenda item and/or to make a proposal at a general meeting of shareholders.

d) The Tender Agreement (Meiji Yasuda Life) provides, (I) as reasons for termination, (i) the case that the Minebea Mitsumi Tender Offer is withdrawn after its commencement, (ii) the case that the Minebea Mitsumi Tender Offer is unsuccessful, (iii) the case that Meiji Yasuda Life and Minebea Mitsumi agree in writing to terminate the Tender Agreement (Meiji Yasuda Life), and (iv) the Tender Agreement (Meiji Yasuda Life) is terminated based on (II) below. The Tender Agreement (Meiji Yasuda Life) provides, (II) as the reasons for termination, the case where Meiji Yasuda Life shall no longer be obligated to tender the shares in the Minebea Mitsumi Tender Offer and not to withdraw such tender due to the reasons set forth above, or (i) the case that it is found that the other party is in material breach of its representations and warranties under the Tender Agreement (Meiji Yasuda Life) or is in material breach of its obligations under the Tender Agreement (Meiji Yasuda Life) and such breach is not remedied despite written demand, (ii) the case that the Minebea Mitsumi Tender Offer is not commenced by July 23, 2025 due to reasons beyond the control of the contracting parties, and (iii) the case that bankruptcy proceedings or private liquidation are commenced or a petition for such proceedings is filed against the counterparty.

5. Details of the provision of benefits from Minebea Mitsumi or a specially related party of Minebea Mitsumi

Not applicable

6. Policy on measures regarding the basic policy for company control

Not applicable.

7. Questions to Minebea Mitsumi

Not applicable.

8. Request for extension of Minebea Mitsumi Tender Offer Period

Not applicable.

9. Future outlook

Please see “② The background, purpose, and decision-making process that led to Minebea Mitsumi’s decision to implement the Minebea Mitsumi Tender Offer” of “(2) Grounds and reasons for the opinion on the Minebea Mitsumi Tender Offer” under “3. Details, grounds and reasons for the opinion on the Minebea Mitsumi Tender Offer,” as well as “(4) Prospect and reasons for delisting” and “(5) Policy for organizational restructuring after the Minebea Mitsumi Tender Offer (matters relating to the so-called two-step acquisition)” above.

10. Other matters necessary for investors to appropriately understand and judge the company information

Not applicable.

[Soliciting Regulations]

This press release is an announcement for the purpose of announcing the Minebea Mitsumi Tender Offer to the general public and is not prepared for the purpose of solicitation of selling. If a shareholder tenders his/her shares for selling, the shareholder is required to tender on his/her own judgment after carefully reading the tender offer explanatory statement concerning the Minebea Mitsumi Tender Offer. This press release and the reference materials hereof are not, and do not constitute any part of, an offer or solicitation of selling, or a solicitation of purchase offer, of securities. This press release (or any part of it) or the fact of its distribution does not constitute a basis for any agreement pertaining to the Minebea Mitsumi Tender Offer, and it may not be relied upon when executing any such agreement.

[Regulations of the United States]

The Minebea Mitsumi Tender Offer is to be conducted in compliance with the procedures and information disclosure standards prescribed in Japanese law. Such procedures and information disclosure standards are not necessarily the same as the procedures and information disclosure standards in the United States. In particular, Section 13(e) and Section 14(d) of the U.S. Securities Exchange Act of 1934 (as amended; the same applies hereinafter), and the regulations prescribed thereunder do not apply to the Minebea Mitsumi Tender Offer, and the Minebea Mitsumi Tender Offer does not conform to those procedures and standards. The financial information contained in this press release and the reference materials hereof have been prepared in accordance with Japanese accounting standards, not U.S. accounting standards, and such accounting standards may substantially vary from the general accounting regulations of other countries, including the United States. Moreover, as the Tender Offeror and the Company are corporations incorporated outside of the United States and all or some of their officers are non-U.S. residents, it may be difficult to enforce any rights or claims that may be asserted on the ground of U.S. securities-related laws. In addition, it may not be possible to commence legal actions against a non-U.S. company or individual in a non-U.S. court on the ground of a violation of the U.S. securities-related laws. Furthermore, a corporation or individual outside the United States and the subsidiaries and affiliates of such corporation (the “Affiliates”) may not necessarily be compelled to submit to the jurisdiction of U.S. courts.

The Tender Offeror, the financial advisors of the Tender Offeror and the Company, and the tender offer agent (including their respective Affiliates) might, before the commencement of the Minebea Mitsumi Tender Offer or during the Minebea Mitsumi Tender Offer Period, purchase by means other than the Minebea Mitsumi Tender Offer or conduct an act aimed at a purchase of the Company Shares on its own account or the account of its client, in addition to their ordinary business, to the extent permitted by Japanese laws related to financial instruments transactions or any other applicable laws and regulations and in accordance with the requirements of Rule 14e-5(b) of the U.S. Securities Exchange Act of 1934. Such purchase could be carried out at the market price through market transactions or a price determined through negotiation outside the market. If information regarding such a purchase is disclosed in Japan, such information will also be disclosed in a similar way in the United States.

Unless otherwise provided, all procedures for the Minebea Mitsumi Tender Offer shall be conducted entirely in the Japanese language. Some or all portions of the documents relating to the Minebea Mitsumi Tender Offer are or will be prepared in the English language. However, should there be any inconsistency between the document in English and that in Japanese, the Japanese document shall prevail.

This press release and the reference materials hereof contain “forward-looking statements” as defined in Section 27A of the U.S. Securities Act of 1933 (as amended) and Section 21E of the U.S. Securities Exchange Act of 1934. Due to any known or unknown risks, uncertainties, or any other factor, it is possible that actual results may substantially differ from the contents expressly or implicitly indicated in such forward-looking statements. Neither the Tender Offeror, the Company, nor any of their respective Affiliates gives any assurance that the results expressly or implicitly indicated in any “forward-looking statements” will be achieved. The “forward-looking statements” in this press release and the reference materials hereof have been prepared based on the information held by the Tender Offeror as of the announcement date of this press release, and unless otherwise required by applicable laws and regulations or rules of a financial instruments exchange, neither the Tender Offeror, the Company, nor any of their respective Affiliates is obliged to update or modify such statements in order to reflect any events or circumstances in the future.

[Other Countries]

In certain countries or regions, the announcement, issue, or distribution of this press release may be restricted under the laws thereof. The announcement, issue, or distribution of this press release does not constitute any solicitation of an offer for selling, etc., or offer for purchase, etc., of share certificates concerning the Minebea Mitsumi Tender Offer, and is deemed to be the distribution of materials merely for information.