



[Translation¹]

May 9, 2025

To whom it may concern:

Name of Company: Makino Milling Machine Co., Ltd.

Name of Representative: President, Director

Shotaro Miyazaki

(Securities Code: 6135 (the Prime Market of the Tokyo Stock Exchange, Inc.))

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**Notice Regarding Withdrawal of Tender Offer for Shares of the Company
by Nidec Corporation, Discontinuation of Allotment of Share Options
Without Contribution, and Prospects Going Forward**

As announced in the press release dated April 3, 2025, “Notice Regarding the Commencement of Tender Offer for Shares of the Company by Nidec Corporation” by Makino Milling Machine Co., Ltd. (the “Company”), Nidec Corporation (“Nidec”) commenced a tender offer for shares of the Company on April 4, 2025 (the “Tender Offer”); we hereby announce that today, in relation to the Tender Offer, Nidec issued a Public Notice Regarding the Withdrawal of the Tender Offer and submitted a Tender Offer Withdrawal Registration Statement, and so the Tender Offer was officially withdrawn as of the time of such public notice.

Further, in relation to the Tender Offer, on March 19, 2025, the Company introduced the “Policies for Responding to Large-scale Purchase Actions for Company Shares (Takeover Response Policies) Aimed Solely at Securing Time Necessary for the Materialization and Consideration of Third-Party Proposals Regarding the Tender Offer

¹ This document has been translated from the Japanese original for reference purposes. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

for the Company Shares by Nidec Corporation (Announced)” (the “Response Policies”)² and on April 10, 2025, resolved to, as implementation of countermeasures against the Tender Offer based on the Response Policies (the “Countermeasures”), allot First Class A Share Options (“Share Options”) without contribution to our shareholders (the “Allotment of Share Options Without Contribution”)³; we further announce that in response to Nidec’s withdrawal of the Tender Offer and, taking into account the findings of the Special Committee, the Company resolved today to discontinue implementation of the Countermeasures (the Allotment of Share Options Without Contribution) and to terminate the Response Policies.

1. Details of Share Options for which allotment without contribution is discontinued

The details of Share Options for which allotment without contribution is discontinued are as set forth in “2 Details of the Allotment of Share Options Without Contribution” in the press release dated April 10, 2025, “Notice Regarding Allotment of Share Options Without Contribution Based on Takeover Response Policies (Time-Securing Measures), Setting of Record Date for Allotment of Share Options Without Contribution, and Confirmation of Shareholders’ Intention at the 86th Ordinary General Meeting of Shareholders” (the “Implementation of Countermeasures Press Release”).

2. Reasons for discontinuing implementation of the Countermeasures and terminating the Response Policies

As announced in the Implementation of Countermeasures Press Release, the Company had planned from the start that, in the case where Nidec withdrew the Tender Offer before the Allotment of Share Options Without Contribution took effect (provided, however, that if Nidec withdrew the Tender Offer by May 8 of this year, this would apply only if Nidec did not resume the Tender Offer by May 8 of this year), the Company, fully

² See the press release dated March 19, 2025, “Notice Regarding the Introduction of our Basic Policies for the Control of the Company and Policies for Responding to Large-scale Purchase Actions for Company Shares (Takeover Response Policies) Aimed Solely at Securing Time Necessary for the Materialization and Consideration of Third-Party Proposals Regarding the Tender Offer for the Company Shares by Nidec Corporation (Announced).”

³ See the press release dated April 10, 2025, “Notice Regarding Allotment of Share Options Without Contribution Based on Takeover Response Policies (Time-Securing Measures), Setting of Record Date for Allotment of Share Options Without Contribution, and Confirmation of Shareholders’ Intention at the 86th Ordinary General Meeting of Shareholders”.

respecting the findings of the Special Committee, would discontinue the Allotment of Share Options Without Contribution. Because Nidec's withdrawal of the Tender Offer today is such case as described above, the Company, in accordance with the Implementation of Countermeasures Press Release and in light of the findings of the Special Committee, has resolved to discontinue implementation of the Countermeasures.

Further, the Response Policies were aimed solely at securing the time necessary for the Company and our shareholders to conduct comparative consideration of the proposal for the Tender Offer by Nidec (the "Proposal") and acquisition proposals by third parties that compete with the Proposal ("Competing Proposals") and make an appropriate determination regarding the merits of the Proposal; with the withdrawal of the Tender Offer, we have determined that there is no longer a need to maintain the Response Policies, and, accordingly, taking into account the findings of the Special Committee, the Company resolved to terminate the Response Policies.

We would like to add here that in its press release dated May 8, 2025, "Notice Regarding the Withdrawal of the Tender Offer for Makino Milling Machine Co., Ltd. (Securities Code: 6135)", Nidec states, "it was determined that if an allotment of share options without contribution is implemented in accordance with the response policy to the Tender Offer, there is a possibility of causing damage to the Company, and maintaining the Tender Offer would be significantly economically unreasonable.". However, in its May 7 decision dismissing the petition for provisional injunction against the Allotment of Share Options Without Contribution, the Tokyo District Court expressly stated, "because dilution and other intrinsic effects of the Allotment Without Contribution will first materialize with a resolution of the general meeting of shareholders, and in addition, Petitioner (note: Nidec) is capable of avoiding or mitigating any damage, there is no lack of appropriateness," and statements such as that the Allotment of Share Options Without Contribution "may well cause damage to Nidec" are clearly lacking in accuracy. We would be grateful if our shareholders could take note of these points.

3. Prospects going forward

As previously announced in the press release dated April 10, 2025, "Notice of Expression of Opinion (Opposition) Regarding the Tender Offer for Shares of the Company by Nidec Corporation in Light of Securing the Time Necessary for the Materialization and Consideration of Third-Party Proposals," in order to receive final and binding letters of intent regarding Competing Proposals, the Company has been

diligently responding to due diligence by, and holding discussions with, such third parties. The Company will continue to move forward with finalization of the Competing Proposals and other initiatives directed at maximizing the corporate value of the Company and the common interests of shareholders and so, going forward, if any matters requiring disclosure arise, will promptly make such disclosure.

It should be noted that in conjunction with the discontinuance of the Allotment of Share Options Without Contribution, the Company is withdrawing the securities registration statement pertaining to the offering for share option certificates relating to the Share Options. In addition, the Company also gives notice here that it will not make a public notice of the record date for the Allotment of Share Options Without Contribution scheduled for June 10, 2025, and will not submit the item of agenda for confirming the intentions of our shareholders regarding the implementation of the Countermeasures at the General Meeting of Shareholders of the Company to be held in the same month.

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