



[Translation<sup>1</sup>]

April 30, 2026

To whom it may concern:

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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 the Decision Not to Commence a Tender Offer for Company Shares by MM Holdings K.K.**

The Company previously announced, in its press release titled “Notice Regarding Expression of Endorsement and Recommendation to Tender Shares in Relation to the Plan to Commence a Tender Offer for Company Shares by MM Holdings LLC” dated June 3, 2025 (the “June 3, 2025 Company Press Release”) that it had entered into a tender offer agreement with MM Holdings K.K. (the “Tender Offeror”) on June 3, 2025 (the “Tender Offer Agreement”). However, the Company announces that it and the Tender Offeror executed today a termination agreement to terminate the Tender Offer Agreement (the “Termination Agreement”), and that consequently, the Tender Offer Agreement has been terminated by mutual consent. The Company further announces that it has received notice from the Tender Offeror of its decision not to implement the Tender Offer (defined below).

As announced in the June 3, 2025 Company Press Release, with regard to the planned commencement of a tender offer by the Tender Offeror to acquire all common shares of the

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<sup>1</sup> 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.

Company (the “Tender Offer”), the Company resolved in a meeting of its board of directors held on that date that, if the Tender Offer were to commence, the Company would express its opinion endorsing the Tender Offer and recommend that the Company’s shareholders tender their shares in the Tender Offer. Further, the Company announced in the June 3, 2025 Company Press Release that the Tender Offeror expected the procedures and responses required under Japanese and foreign competition laws and other domestic and international laws and regulations on investment (the “Acquisition of Clearance”) to be completed by around early December 2025, and that, upon completion of the Acquisition of Clearance and satisfaction of all other conditions precedent prescribed in the Tender Offer Agreement, the Tender Offeror aimed to commence the Tender Offer as soon as reasonably possible.

Subsequently, as disclosed in the press release titled “Notice of Update on Progress Toward Implementation of Tender Offer for Shares of Makino Milling Machine Co., Ltd. (Securities Code: 6135) by MM Holdings K.K.” dated April 10, 2026, it was announced that, according to the Tender Offeror, as of that date, the acquisition of the clearance under the Foreign Exchange and Foreign Trade Act of Japan (the “FEFTA”), which as disclosed in the June 3, 2025 Company Press Release had originally been expected to be obtained by around early October 2025, had not yet been completed, and that the Tender Offeror expected the commencement of the Tender Offer to be pushed to late June 2026.

Thereafter, as disclosed in the press release “Notice Regarding Update on Progress Toward Implementation of Tender Offer for Company Shares by MM Holdings K.K.” dated April 23, 2026, the Tender Offeror announced that it had continued discussions with the authorities regarding the acquisition of clearance. However, on April 22, 2026, the Tender Offeror received a recommendation (the “Recommendation”) from the Minister of Finance and the Minister of Economy, Trade and Industry, pursuant to Article 27, Paragraph 5 of the FEFTA, to discontinue the Tender Offer and acquisition of the Company’s shares in connection with the subsequent series of procedures intended to make the Tender Offeror the sole shareholder of the Company (the “Share Acquisition”). In light of the Recommendation, the Tender Offeror announced that it planned to notify the Minister of Finance and the Minister of Economy, Trade and Industry by May 1, 2026, pursuant to Article 27, Paragraph 7 of the FEFTA, of its decision of whether to accept or reject the Recommendation; the Tender Offeror is currently considering its future course of action regarding the Tender Offer, including whether to accept the Recommendation.

Subsequently, considering the probability of the Acquisition of Clearance, the Company

held discussions with the Tender Offeror regarding its policy for the Share Acquisition and learned that the Tender Offeror decided today to accept the Recommendation. The Company also confirmed that the Tender Offeror intended to terminate the Tender Offer Agreement by mutual consent, effective immediately, and not to implement the Tender Offer.

In light of this confirmation, the Company consulted today with the special committee established on January 10, 2025 (the “Special Committee”) on whether it would be appropriate to agree with the Tender Offeror to terminate the Tender Offer Agreement, given that it had become certain that the Acquisition of Clearance could not be obtained. The Company received a findings report dated today from the Special Committee stating its opinion that termination of the Tender Offer Agreement would be appropriate (the “Findings Report”).

Taking the Findings Report into consideration, the Company resolved at a meeting of its board of directors held today to terminate the Tender Offer Agreement by mutual consent with the Tender Offeror, and the Company and the Tender Offeror executed the Termination Agreement today, thereby terminating the Tender Offer Agreement by mutual consent. The Company has also been notified by the Tender Offeror that, pursuant to Article 27, Paragraph 7 of the FEFTA, the Tender Offeror notified the Minister of Finance and the Minister of Economy, Trade and Industry today that it would accept the Recommendation and accordingly, its decision not to implement the Tender Offer.

Please note that although the Tender Offer will not be implemented in accordance with the Recommendation, the Company recognizes that, since publicly announcing the Tender Offer as a white knight, the Tender Offeror has made sincere efforts toward completing the Tender Offer and has considered measures to enhance the Company’s corporate value. The Company and the Tender Offeror have also engaged repeatedly in serious discussions regarding measures to improve the Company’s corporate value after delisting, with a focus on the Company’s medium- and long-term growth and sustainable development.

With regard to the Company’s management policy going forward in light of these circumstances, and in order to meet the expectations of all of our shareholders, business partners, employees, and other stakeholders, the Company is currently considering various measures to improve its corporate value, the details of which are expected to be disclosed around the middle of May. Please note that as part of its capital policy, the Company plans to pay a year-end dividend of 270 yen per Company share to shareholders listed in the shareholder registry as of March 31, 2026, and an interim dividend of 160 yen per Company

share and a year-end dividend of 180 yen per Company share for the term ending in March of 2027. For more information, please see the press releases titled “Notice Regarding Revision of Dividend Forecast (Resumption of Dividend)” and “Financial Results for the Fiscal Year Ended March 2026 [Japanese Standards] (Consolidated)” both released today.

Please also note that although certain media outlets have reported on a proposed acquisition of the Company by Nippon Sangyo Suishin Kiko Ltd. (“Nippon Sangyo Suishin Kiko”), the Company did not issue such reports. It is the case that the Company received a non-binding, preliminary proposal (the “Proposal”) from Nippon Sangyo Suishin Kiko, and the Company has begun evaluating the Proposal, including deliberations by the Special Committee. The Company is considering every conceivable option to maximize its corporate value and the common interests of its shareholders, and will promptly announce any decisions that require disclosure, including its handling of the Proposal.

End

[Solicitation Regulations]

These announcement materials are intended to generally announce the Tender Offer, and were not prepared for the purpose of soliciting offers to sell. If making an offer to sell, please make sure to read the Tender Offer Explanation regarding the Tender Offer before making an offer at your own judgment. These announcement materials do not constitute an offer to sell, a solicitation of an offer to sell, or a solicitation of an offer to purchase any securities, nor does they constitute a part thereof, and these announcement materials (or any part hereof) or the fact of their distribution shall not serve as the basis for any contract related to the Tender Offer, and may not be relied upon when executing any such contract.

[U.S. Regulations]

The Tender Offer is to be conducted in accordance with the procedures and information disclosure standards stipulated by the Financial Instruments and Exchange Act of Japan, and the procedures and standards therefor are not necessarily the same as those applicable in the United States. Specifically, Section 13(e) and Section 14(d) of the U.S. Securities Exchange Act of 1934 (as amended; the “Securities Exchange Act of 1934”) and rules based on those provisions do not apply to the Tender Offer, and the Tender Offer is not necessarily in compliance with the procedures and standards thereunder. All financial information contained in these announcement materials has been prepared based on accounting standards in Japan, not U.S. accounting standards, and is not necessarily comparable to the financial information prepared based on U.S. accounting standards. Further, it may be difficult to enforce any right or claim arising under U.S. securities laws, because the Tender Offeror and the Company are incorporated outside the United States and all or some of their officers are not U.S. residents. It may also be impossible to take legal action against a non-U.S. corporation or its officers in a non-U.S. court for a violation of U.S. securities laws. Furthermore, it may not be possible for a U.S. court to subject any non-U.S. corporation or its officers to its jurisdiction.

Unless specifically noted, all procedures relating to the Tender Offer will be carried out in the Japanese language. All or part of the documents relating to the Tender Offer may be prepared in English, but the Japanese documents shall prevail in the event of any inconsistency between those English documents and the Japanese documents.

Statements in these announcement materials include “forward-looking statements” as defined in Section 27A of the U.S. Securities Act of 1933 (as amended) and Section 21E of the Securities Exchange Act of 1934. The actual results may significantly differ from the projections, etc. implied or expressly stated in these forward-looking statements due to known or unknown risks, uncertainties, or other factors. Neither the Tender Offeror, the Company, nor their affiliates guarantee that projections, etc. expressed or implied in these forward-looking statements will ultimately be achieved. The forward-looking statements contained in these announcement materials have been prepared based on the information available to the Tender Offeror as of the date of these announcement materials, and unless required by laws and regulations, neither the Tender Offeror, the Company, nor their affiliates are obligated to change or correct the statements made herein in order to reflect future events or circumstances

There is a possibility that, in the ordinary course of business, the Tender Offeror and its affiliates or affiliates of the financial advisors to the Tender Offeror or the Company may, to the extent permitted by financial instruments and exchange-related laws and other applicable laws and regulations in Japan, and in accordance with the requirements of Rule

14e-5(b) of the Securities Exchange Act of 1934, on their own or their customers' account, purchase or take action for the purchase of common shares of the Company before the commencement of the Tender Offer or during the Tender Offer Period. In such cases, the purchase and sale may be conducted at the market price through market transactions, or the purchase and sale may be conducted at a price decided through negotiations outside of the market. If information regarding such a purchase is disclosed in Japan, it will also be disclosed in English on the website of the party that made the purchase.