



[Translation]

This document is an English translation of the official Japanese version of the Press Release published on June 4, 2025 (the "Official Japanese Version"). This English translation was prepared for your reference, to help you understand what is stated in the Official Japanese Version. In the event of any discrepancy between the Official Japanese Version and the English translation, the Official Japanese Version will prevail.

June 4, 2025

To whom it may concern:

Company Name: MinebeaMitsumi Inc.

Representative: Representative Director, Chairman CEO

Yoshihisa Kainuma

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(Change) Notice concerning Partial Changes of "Notice regarding Commencement of Tender Offer of Shares of SHIBAURA ELECTRONICS CO., LTD. (Securities Code: 6957)"

MinebeaMitsumi Inc. (the "Offeror") has commenced a tender offer under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the "Act") (the "Tender Offer") for all of the common shares of SHIBAURA ELECTRONICS CO., LTD. (Securities Code: 6957, listed on the Standard Market of the Tokyo Stock Exchange (the "TSE"); the "Target Company") (such shares, the "Target Company Shares") (excluding treasury shares held by the Target Company) on May 2, 2025.

The Offeror, after comprehensively considering the status of tenders by Target Company's shareholders of their shares in the Tender Offer and the prospects for tenders in response to the Tender Offer, etc., as of June 4, 2025, decided to extend the Tender Offer Period to June 19, 2025, for a total of 33 business days, in order to provide the Target Company's shareholders with further opportunities to make decisions on whether to tender their shares in the Tender Offer. In relation to the decision by the Offeror, matters that should be amended in the Tender Offer Registration Statement submitted dated May 2, 2025 (including the mattes amended in the amendment registration statement of the Tender Offer Registration Statement submitted on May 14, 2025 and May 22, 2025), and in the Notice of Commencement of Tender Offer dated May 2, 2025 (including the matters amended in the Notice of Amendment to the Terms and Conditions of the Tender Offer as of May 22, 2025), which is an attachment thereto, arose. Accordingly, in order to amend some of these matters, the Offeror has submitted the amendment registration statement of the Tender Offer Registration Statement in accordance with Article 27-8, Paragraph 2 of the Act on June 4, 2025, to the Director General of the Kanto Local Finance Bureau.

In connection with this, the Offeror hereby announces the following corrections to the Notice regarding Commencement of Tender Offer of Shares of SHIBAURA ELECTRONICS CO., LTD. (Securities Code: 6957) dated May 1, 2025 (the "Tender Offer Commencement Press Release", including the matters amended in the "(Correction) Notice concerning Partial Revisions of 'Notice regarding Commencement of Tender Offer of Shares

of SHIBAURA ELECTRONICS CO., LTD. (Securities Code: 6957)', and 'Notice of Commencement of Tender Offer' "dated May 14, 2025 and the "(Change) Notice concerning Partial Changes of 'Notice regarding Commencement of Tender Offer of Shares of SHIBAURA ELECTRONICS CO., LTD. (Securities Code: 6957)' "dated May 22, 2025).

The correction parts are underlined.

- I Corrections to the Tender Offer Commencement Press Release
- 1. Purpose of tender offer
- (1) Outline of the Tender Offer

<Before Amendment>

<The beginning omitted>

The Offeror hopes that the Target Company's Board of Directors and Special Committee will make a reasonable decision regarding the YAGEO Tender Offer and the Tender Offer based on specific and sufficient responses from YAGEO to the questions raised by the Target Company.

<The rest omitted>

< After Amendment>

<The beginning omitted>

The Offeror hopes that the Target Company's Board of Directors and Special Committee will make a reasonable decision regarding the YAGEO Tender Offer and the Tender Offer based on specific and sufficient responses from YAGEO to the questions raised by the Target Company.

Subsequently, after comprehensively considering the status of tenders by Target Company's shareholders of their shares in the Tender Offer and the prospects for tenders in response to the Tender Offer, etc., as of June 4, 2025, the offeror decided to extend the Tender Offer Period to June 19, 2025, for a total of 33 business days, in order to provide the Target Company's shareholders with further opportunities to make decisions on whether to tender their shares in the Tender Offer.

<The rest omitted>

- (2) Background, purpose, and decision-making process that led to the decision to implement the Tender Offer, and management policy after the Tender Offer
 - (A) Background, purpose, and decision-making process of the Offeror that led to the decision to implement the Tender Offer

<Before Amendment>

<The beginning omitted>

The Offeror has been requested by the Target Company and the Special Committee on May 12, 2025, that the Offeror indicate its intention whether to change the Tender Offer Price. On May 16, 2025, the Offeror responded to the Target Company and the Special Committee as follows: the Offeror considers that the YAGEO Tender Offer is a transaction of grave concern to Japan's national security, and there are doubts as to the probability of obtaining approval under the Foreign Exchange Act, also there are doubts as to the necessity of filing a Prior Notification under the Antitrust Act. Furthermore, the Offeror has a plan to proactively consider countermeasures if, during the tender offer period for the YAGEO Tender Offer, YAGEO is, or reasonably

expects to be, able to obtain approval under the Foreign Exchange Act, and it is proven that filing the Prior Notification under the Antitrust Act is not required. The Tender Offer Period was set as 20 business days in the Tender Offer Commencement Press Release, but has now been changed to 23 business days.

<After Amendment>

<The beginning omitted>

The Offeror has been requested by the Target Company and the Special Committee on May 12, 2025, that the Offeror indicate its intention whether to change the Tender Offer Price. On May 16, 2025, the Offeror responded to the Target Company and the Special Committee as follows: the Offeror considers that the YAGEO Tender Offer is a transaction of grave concern to Japan's national security, and there are doubts as to the probability of obtaining approval under the Foreign Exchange Act, also there are doubts as to the necessity of filing a Prior Notification under the Antitrust Act. Furthermore, the Offeror has a plan to proactively consider countermeasures if, during the tender offer period for the YAGEO Tender Offer, YAGEO is, or reasonably expects to be, able to obtain approval under the Foreign Exchange Act, and it is proven that filing the Prior Notification under the Antitrust Act is not required. The Tender Offer Period was set as 20 business days in the Tender Offer Commencement Press Release, but had been changed to 23 business days on May 22, 2025.

Subsequently, after comprehensively considering the status of tenders by Target Company's shareholders of their shares in the Tender Offer and the prospects for tenders in response to the Tender Offer, etc., as of June 4, 2025, the offeror decided to extend the Tender Offer Period to June 19, 2025, for a total of 33 business days, in order to provide the Target Company's shareholders with further opportunities to make decisions on whether to tender their shares in the Tender Offer.

- (3) Measures to ensure the fairness of the Tender Offer, such as measures to ensure the fairness of the Tender Offer Price and measures to avoid conflicts of interest
 - (H) Ensuring objective conditions to ensure the fairness of the Tender Offer

<Before Amendment>

The Offeror has set the Tender Offer Period at 23 business days for the case where all the Tender Offer Preconditions are satisfied or waived by the Offeror. The period from the day following April 10, 2025 when the Offeror announces its scheduled commencement of the Tender Offer to June 5, 2025, the end of the Tender Offer Period, is 37 business days, which is longer than the minimum purchase period under laws and regulations. Thus, the Offeror believes that it can ensure that the Target Company's shareholders have an opportunity to make an appropriate decision whether to tender their shares into the Tender Offer and it can also ensure that persons other than the Offeror have an opportunity to make an appropriate examination whether to make a counter tender offer. 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 dated February 5, 2025, to June 5, 2025, the end of the Tender Offer Period, is further longer than the minimum purchase period under laws and regulations. Accordingly, the Offeror also believes that the opportunity for the Target Company's shareholders to decide whether to tender their shares into the Tender Offer after compering the details of the Tender Offer to those of the YAGEO Tender Offer, and the same for persons other than the Offeror to examine whether they make a tender offer for the Target Company Shares, is sufficiently ensured.

<The rest omitted>

<After Amendment>

The Offeror has set the Tender Offer Period at 33 business days for the case where all the Tender Offer Preconditions are satisfied or waived by the Offeror. The period from the day following April 10, 2025 when the Offeror announces its scheduled commencement of the Tender Offer to June 19, 2025, the end of the Tender Offer Period, is 47 business days, which is longer than the minimum purchase period under laws and regulations. Thus, the Offeror believes that it can ensure that the Target Company's shareholders have an opportunity to make an appropriate decision whether to tender their shares into the Tender Offer and it can also ensure that persons other than the Offeror have an opportunity to make an appropriate examination whether to make a counter tender offer. 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 dated February 5, 2025, to June 19, 2025, the end of the Tender Offer Period, is further longer than the minimum purchase period under laws and regulations. Accordingly, the Offeror also believes that the opportunity for the Target Company's shareholders to decide whether to tender their shares into the Tender Offer after compering the details of the Tender Offer to those of the YAGEO Tender Offer, and the same for persons other than the Offeror to examine whether they make a tender offer for the Target Company Shares, is sufficiently ensured.

<The rest omitted>

- (4) Policy for organizational restructuring after the Tender Offer (matters relating to two-step acquisition)
 - (B) Share consolidation

<Before Amendment>

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

<The rest omitted>

<After Amendment>

<The beginning omitted>

If the total number of voting rights owned by the Offeror in the Target Company is less than 90% of the voting rights of all shareholders of the Target Company after the completion of the Tender Offer, the Offeror will, promptly after the completion of the settlement of the Tender Offer, request the Target Company to hold an extraordinary meeting of shareholders of the Target Company (the "Extraordinary Shareholders' Meeting") at which the following proposals will be submitted: (i) to conduct a consolidation of the Target Company Shares (the "Share Consolidation") in accordance with Article 180 of the Companies Act, and (ii) to make a partial amendment to the Target Company's articles of incorporation that will abolish the share unit number provisions on the condition that the Share Consolidation becomes effective. In addition, the Offeror intends to approve proposals described above at the Extraordinary Shareholders' Meeting. As of June 4, 2025, the Extraordinary Shareholders' Meeting is scheduled to be held between around July and August 2025.

- 2. Outline of tender offer
- (2) Schedule, etc.
- (ii) Initial tender offer period of the statement

<Before Amendment>

From May 2, 2025 (Friday) to June 5, 2025 (Thursday) (23 business days)

<After Amendment>

From May 2, 2025 (Friday) to June 19, 2025 (Thursday) (33 business days)

- (8) Method of settlement
- (B) Settlement start date

<Before Amendment>

June 12, 2025 (Thursday)

<After Amendment>

June <u>26</u>, 2025 (Thursday)

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[Soliciting Regulations]

This press release is an announcement for the purpose of announcing the 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 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 Tender Offer, and it may not be relied upon when executing any such agreement.

[Regulations of the United States]

The 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 Tender Offer, and the 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 and such accounting standards may substantively vary from the general accounting regulations of other countries including the United States. Moreover, as the Offeror and the Target 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 Offeror, the financial advisors of the Offeror and the Target Company and the tender offer agent (including their respective Affiliates) might, before the commencement of the Tender Offer or during the Tender Offer Period, purchase by means other than the Tender Offer or conduct an act aimed at a purchase of the Target 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 Tender Offer shall be conducted entirely in the Japanese language. Some or all portion of the documents relating to the 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 factors, it is possible that actual results may substantially differ from the contents expressly or implicitly indicated in such forward-looking statements. Neither the Offeror, Target 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 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 Offeror,

the Target 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 Tender Offer, and is deemed to be the distribution of materials merely for information.