



Nidec Corporation Tokyo Stock Exchange code: 6594

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Notice Regarding Filing Petition for Provisional Injunction against Allotment of Share Options Without Contribution Based on Takeover Defense Measure by Makino Milling Machine Co., Ltd. (Securities Code: 6135)

Nidec Corporation ("Nidec" or the "Company"), as previously announced in our notice dated April 3, 2025, "Notice Regarding Commencement of Tender Offer for Makino Milling Machine Co., Ltd. (Securities Code: 6135)" (as amended by and including corrections mentioned in our notice dated April 7, 2025, "(Correction) Notice Regarding Partial Correction to 'Notice of Commencement of Tender Offer for Makino Milling Machine Co., Ltd. (Securities Code: 6135)"), resolved, at the meeting of its Board of Directors held on April 3, 2025, to acquire shares of common stock of Makino Milling Machine Co., Ltd. (the "Target Company"), a company listed on the Prime Market of the Tokyo Stock Exchange, Inc., through a tender offer (the "Tender Offer") in accordance with the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended), as part of a series of transactions aimed at making the Target Company a wholly owned subsidiary of the Company, and the Company commenced the Tender Offer on April 4, 2025.

In relation to this, the Target Company, as previously announced in its 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 "Target Company Press Release"), resolved, at the meeting of its Board of Directors held on April 10, 2025, to: (i) allot its First Class A Share Options (the "Share Options") as shown in Exhibit 1 of the Target Company Press Release to its shareholders without contribution (the "Countermeasures") based on the Response Policies (Note); (ii) set June 26, 2025 as the record date for allotment of the Share Options without contribution and designate shareholders listed or recorded in its latest shareholder registry on the record date as shareholders who will receive the allotment of the Share Options without contribution; and (iii) in order to confirm the intention of its shareholders regarding the implementation of the Countermeasures, submit a proposal to confirm the intention of its shareholders regarding the implementation of the Countermeasures at the Target Company's ordinary general meeting of shareholders, scheduled to be held in June 2025, as the shareholders' intent confirmation meeting.

(Note) The "Response Policies" mean the response policies to the Tender Offer as resolved to introduce at the meeting of the Board of Directors of the Target Company held on March 19, 2025. For details of the Response Policies, please refer to the Target Company's 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)."

In response to this, today Nidec has filed a petition for the provisional injunction to provisionally restrain the allotment of the Share Options without contribution (the "Petition"), and hereby announces to such effect. With respect to an outline of the Petition, the background of the Petition, the significance of the Petition, and the reason for the Petition, please refer to materials to be published on Nidec's website in due course.

End.



[Restrictions on solicitation] This press release is intended to announce the Tender Offer to the public and has not been prepared for the purpose of soliciting an offer to sell shares. If shareholders wish to make an offer to sell their shares, they should first read the Tender Offer Explanation Statement concerning the Tender Offer and make an offer to sell their shares at their own discretion. This press release shall neither be, nor constitute a part of, an offer to sell or purchase, or solicitation to sell or purchase, any securities, and neither this press release (or a part of this press release) nor its distribution shall be interpreted to constitute the basis of any agreement in relation to the Tender Offer, and this press release may not be relied upon at the time of entering into any such agreement.

[Future Forecasts] This press release may contain forward-looking statements, including those related to the future business of Nidec Corporation (the "Tender Offeror" or the "Offeror") and other companies, such as "anticipate," "expect," "intend," "plan," "believe," and "assume." Such statements are based on the Tender Offeror's current business prospects and may change as a result of future developments. The Tender Offeror is under no obligation to update any forward-looking statements in this information to reflect actual business performance or changes in various circumstances or conditions. This press release contains "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. The actual results may be grossly different from the projections implied or expressly stated as "forward-looking statements" due to known or unknown risks, uncertainties or other factors. None of the Offeror or its affiliates assures that such express or implied projections set forth herein as "forward-looking statements" will eventually prove to be correct. "Forward-looking statements" contained herein were prepared based on the information available to the Tender Offeror as of the date of this press release and, unless required by laws and regulations, neither Tender Offeror nor its related parties including related companies shall have the obligation to update or correct the statements made herein in order to reflect the future events or circumstances.

[U.S. Regulations] The Tender Offer shall be implemented in compliance with the procedures and information disclosure standards provided by the Financial Instruments and Exchange Act of Japan, which procedures and standards are not necessarily identical to the procedures and information disclosure standards applied in the United States. Specifically, Section 13(e) or Section 14(d) of the U.S. Securities Exchange Act of 1934 (as amended; "Securities Exchange Act") or the rules promulgated under such Sections do not apply to the Tender Offer, and the Tender Offer is not necessarily in compliance with the procedures and standards thereunder. It is not necessarily the case that all financial information in this press release is equivalent to financial statements of companies in the United States. It may be difficult to enforce any right or claim arising under U.S. federal securities laws because the Offeror and Makino Milling Machine Co., Ltd. ("the Target") are incorporated outside the United States and their directors are non-U.S. residents. Shareholders may not be able to sue a company outside the United States and its directors in a non-U.S. court for violations of the U.S. securities laws. Furthermore, there is no guarantee that shareholders will be able to compel a company outside the United States or its subsidiaries and affiliates to subject themselves to the jurisdiction of a U.S. court.

The financial advisors of the Offeror or Target and their respective affiliates may, within their ordinary course of business, purchase, or conduct any act toward the purchase of, the shares of the common stock of the Target for their own account or for their customers' accounts outside the Tender Offer prior to the commencement of, or during, the period of the Tender Offer, etc. in accordance with the requirements of Rule 14e-5(b) under the Securities Exchange Act to the extent permissible under the financial instruments and exchange laws and other applicable laws and regulations in Japan. If any information concerning such purchase is disclosed in Japan, the disclosure of such information will be made in the United States in a similar manner.

All the procedures in connection with the Tender Offer shall be taken in the Japanese language. While a part or all of the documents in connection with the Tender Offer may be prepared in English, the Japanese documents shall prevail in case of any discrepancies between Japanese documents and corresponding English documents.

[Other Countries] Some countries or regions may impose restrictions on the announcement, issue or distribution of this press release. In such cases, please take note of such restrictions and comply with them. In countries or regions where the implementation of the Tender Offer is illegal, even upon receiving this press release, such receipt shall not constitute a solicitation of an offer to sell or an offer to buy shares relating to the Tender Offer and shall be deemed a distribution of materials for informative purposes only.