

April 17, 2025

To whom it may concern:

Company SHIBAURA ELECTRONICS CO.,
Name: LTD.
Representat Akira Kasai, President & Chief
ive: Executive Officer
 (Code Number: 6957; TSE Standard Market)
Contact: Yukihide Hoshinoya, Executive
 Officer & General Manager of
 Administrative Department
 (TEL: 048-614-4000)

Company YAGEO Corporation
Name:
Representat Pierre T.M. Chen, Founder and
ive: Chairman

**Notice Regarding Changes to the Terms and Conditions of
Tender Offer for the Shares of SHIBAURA
ELECTRONICS CO., LTD. (Securities Code: 6957)**

YAGEO Corporation announces that, as of today, it has decided to change the terms and conditions for the tender offer for SHIBAURA ELECTRONICS CO., LTD.'s Stock which is to be commenced by YAGEO Electronics Japan LLC, its intermediate holding company, as previously announced in its February 5, 2025 press release titled "Notice Regarding the Scheduled Commencement of Tender Offer for SHIBAURA ELECTRONICS CO., LTD. (Securities Code: 6957)" (including its amendment).

End

This press release is published by YAGEO Corporation. (the wholly owning parent company of the Tender Offeror) in accordance with Article 30, paragraph (1), item (iv) of the Order for Enforcement of the Financial Instruments and Exchange Act based on a request made by SHIBAURA ELECTRONICS CO., LTD. (the Target Company in the Tender Offer).

(Attachment)

"Notice Regarding Changes to the Terms and Conditions of Tender Offer for the Shares of SHIBAURA ELECTRONICS CO., LTD. (Securities Code: 6957)" dated April 17, 2025

To whom it may concern:

YAGEO Corporation
Representative: Pierre T.M. Chen, Founder and Chairman

**Notice Regarding Changes to the Terms and Conditions of
Tender Offer for the Shares of SHIBAURA
ELECTRONICS CO., LTD. (Securities Code: 6957)**

YAGEO Corporation (“YAGEO”) announced in its February 5, 2025 press release titled “Notice Regarding the Scheduled Commencement of Tender Offer for SHIBAURA ELECTRONICS CO., LTD. (Securities Code: 6957)” (including its amendment, the “Tender Offer Announcement”) that YAGEO, through YAGEO Electronics Japan LLC (the “Tender Offeror”), an intermediate holding company established by YAGEO on February 6, aims to make Shibaura Electronics Co., Ltd. (the “Target Company”) a wholly owned subsidiary of the Tender Offeror as part of a series of transactions (the “Transaction”). As part of the Transaction, YAGEO intends to conduct a tender offer for the common shares of the Target Company (the “Tender Offer”; such shares, the “Target Company’s Stock”). The Tender Offeror has decided today to change the purchase price per the Target Company’s Stock for the Tender Offer from 4,300 yen to 5,400 yen.

Therefore, YAGEO hereby changes the contents of the Tender Offer Announcement as follows (with the changes underlined).

YAGEO remains committed to commencing the Tender Offer on May 7, 2025. However, if there are any changes to the anticipated timing of the Tender Offer, YAGEO will promptly provide an update.

< Preamble >

*(Before Change)**(Omitted)*

YAGEO, as described in “(2) Background, Purpose and Decision-Making Process of the Tender Offer, and Management Policy after the Tender Offer” in “2. Purpose, etc. of the Tender Offer”, recognizes the Target Company’s strengths as a leading sensor manufacturer, believes that the Transaction will establish a relationship aimed at jointly becoming a “leading global sensor manufacturer,” and began considering the Transaction around September 2024. YAGEO first delivered a request on October 11, 2024 that the Founder and Chairman of YAGEO would like to meet with the President of the Target Company to explore the possibility of business collaboration. Since then, YAGEO requested multiple meetings with the Target Company, but since all requests were rejected by the Target Company, YAGEO submitted a Letter of Intent concerning the Transaction (the “Letter of Intent”) to the Target Company’s board of directors on December 30, 2024 with the aim of engaging in amicable discussions regarding the Transaction with the Target Company’s board of directors, in accordance with the objective of the “Guidelines for Corporate Takeovers - Enhancing Corporate Value and Securing Shareholders’ Interests” (the “Guidelines for Corporate Takeovers”) published by the Ministry of Economy, Trade and Industry on August 31, 2023, which recommends the board of directors to seriously consider any takeover proposal to acquire control of a company it receives. After submitting the Letter of Intent, YAGEO continued to request the Target Company to provide an opportunity to explain the contents of the Letter of Intent and YAGEO’s intentions as promptly as possible to facilitate mutual agreement. However, YAGEO received a letter from the Target Company on January 16, 2025, indicating that they were not be able to engage in discussions with YAGEO without the execution of a non-disclosure agreement, for which YAGEO received a draft (the “Target Company’s Draft NDA”) on January 22, 2025. The Target Company’s Draft NDA imposed one-sided confidentiality obligations on YAGEO and prohibited YAGEO from acquiring shares of the Target Company and making disclosures related to or commencing this Transaction for a certain period of time. Since YAGEO’s purpose for the discussion was for the sole purpose of explaining the contents of the proposal to the Target Company in person and not to receive information from the Target Company, we believe that the Target Company’s response that the Target Company’s Draft NDA would have to be entered into in order to have the meeting is practically a rejection of the request. Since YAGEO had hoped to move forward with this Transaction after obtaining the understanding of the Target Company, YAGEO continued to request for a meeting, explaining to the Target Company that entering into the Target Company’s Draft NDA should not be a precondition to engaging in discussions; however, as of today, no such opportunity has been provided. In light of the current circumstances where YAGEO has been unable to receive a reasonable explanation from the Target Company regarding not being provided with such opportunity, YAGEO, out of concern that the shareholders of the Target Company may not be provided with an opportunity to consider YAGEO’s proposal, through a transparent process, encourages the proper and proactive disclosure of information that will assist shareholders of the Target Company in making informed decisions by the Tender Offeror and Target Company, aims to secure circumstances that would allow shareholders of the Target Company to make the most optimal decision for the Target Company and its shareholders in relation to the approval or disapproval as well as terms and conditions with respect to the Transaction, and has decided today to announce its plans regarding the Transaction.

*(Omitted)**(After Change)*

YAGEO, as described in “(2) Background, Purpose and Decision-Making Process of the Tender Offer, and Management Policy after the Tender Offer” in “2. Purpose, etc. of the Tender Offer”, recognizes the Target Company’s strengths as a leading sensor manufacturer, believes that the Transaction will establish a relationship aimed at jointly becoming a “leading global sensor manufacturer,” and began considering the Transaction around September 2024. YAGEO first delivered a request on October 11, 2024 that the Founder and Chairman of YAGEO would like to meet with the President of the Target Company to explore the

possibility of business collaboration. Since then, YAGEO requested multiple meetings with the Target Company, but since all requests were rejected by the Target Company, YAGEO submitted a Letter of Intent concerning the Transaction (the “Letter of Intent”) to the Target Company’s board of directors on December 30, 2024 with the aim of engaging in amicable discussions regarding the Transaction with the Target Company’s board of directors, in accordance with the objective of the “Guidelines for Corporate Takeovers - Enhancing Corporate Value and Securing Shareholders’ Interests” (the “Guidelines for Corporate Takeovers”) published by the Ministry of Economy, Trade and Industry on August 31, 2023, which recommends the board of directors to seriously consider any takeover proposal to acquire control of a company it receives. After submitting the Letter of Intent, YAGEO continued to request the Target Company to provide an opportunity to explain the contents of the Letter of Intent and YAGEO’s intentions as promptly as possible to facilitate mutual agreement. However, YAGEO received a letter from the Target Company on January 16, 2025, indicating that they were not be able to engage in discussions with YAGEO without the execution of a non-disclosure agreement, for which YAGEO received a draft (the “Target Company’s Draft NDA”) on January 22, 2025. The Target Company’s Draft NDA imposed one-sided confidentiality obligations on YAGEO and prohibited YAGEO from acquiring shares of the Target Company and making disclosures related to or commencing this Transaction for a certain period of time. Since YAGEO’s purpose for the discussion was for the sole purpose of explaining the contents of the proposal to the Target Company in person and not to receive information from the Target Company, we believe that the Target Company’s response that the Target Company’s Draft NDA would have to be entered into in order to have the meeting is practically a rejection of the request. Since YAGEO had hoped to move forward with this Transaction after obtaining the understanding of the Target Company, YAGEO continued to request for a meeting, explaining to the Target Company that entering into the Target Company’s Draft NDA should not be a precondition to engaging in discussions; however, as of today, no such opportunity has been provided. In light of the current circumstances where YAGEO has been unable to receive a reasonable explanation from the Target Company regarding not being provided with such opportunity, YAGEO, out of concern that the shareholders of the Target Company may not be provided with an opportunity to consider YAGEO’s proposal, through a transparent process, encourages the proper and proactive disclosure of information that will assist shareholders of the Target Company in making informed decisions by the Tender Offeror and Target Company, aims to secure circumstances that would allow shareholders of the Target Company to make the most optimal decision for the Target Company and its shareholders in relation to the approval or disapproval as well as terms and conditions with respect to the Transaction, and has decided today to announce its plans regarding the Transaction.

According to the “Notice regarding Scheduled Commencement of Tender Offer of Shares of SHIBAURA ELECTRONICS CO., LTD. (Securities Code: 6957)” (the “MINEBEA MITSUMI Announcement”) released on April 10, 2025, MINEBEA MITSUMI Inc. announced that it plans to commence a tender offer (the “MINEBEA MITSUMI Tender Offer”) at a purchase price of 4,500 yen per the Target Company’s Stock (the “MINEBEA MITSUMI Tender Offer Price”) , and according to the Target Company's announcement on the same date of “Notice Regarding Expression of Opinion in Support of the Scheduled Commencement of the Tender Offer for the Company’s Shares by MINEBEA MITSUMI Inc. and Recommendation to Tender Shares in Tender Offer” and “Notice Regarding Expression of Opposing Opinion for the Scheduled Commencement of Tender Offer for the Company Shares by YAGEO Electronics Japan LLC” (together, the “Target Company's April 10, 2025 Press Release”), the board of the Target Company has resolved, as its current opinion, that in the event the MINEBEA MITSUMI Tender Offer is commenced, it will express its support for the MINEBEA MITSUMI Tender Offer and recommend that its shareholders tender their shares in the MINEBEA MITSUMI Tender Offer and also resolved that if the Tender Offer is commenced according to the terms and conditions prior to the Change in the Tender Offer Conditions (defined below), it will express its opposition to it and encourage the Target Company’s shareholders not to tender their shares in the Tender Offer. Considering the above, market conditions and other factors into consideration, the Tender Offeror has reconsidered the purchase price per share of the Target Company's Stock for the Tender Offer (the “Tender Offer Price”) and decided on April 17, 2025 to change the Tender Offer Price from 4,300 yen to 5,400 yen (the “Change in the Tender Offer Conditions”) (unless otherwise specified, the “Tender Offer Price” refers to the price after the Change in the Tender Offer Conditions.).

(Omitted)

1. Outline of the Tender Offer

(Before Change)

(Omitted)

| | | |
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| ④ | Price of Tender Offer, etc. | <p>4,300 yen per share (the “Tender Offer Price”) (see “<Tender Offer Price>” below)</p> <p>The Tender Offer Price is based on the closing price of the Target Company’s Stock on the TSE Standard Market on February 4, 2025 (the base date), which is the business day immediately prior to the announcement of the scheduled commencement of the Tender Offer, and the simple average closing prices for the last 1 week, 1 month, 3 months, and 6 months prior to such date (rounded to the nearest whole number; the same applies hereinafter to the simple average closing price). The following premiums (rounded to two decimal places; the same applies hereinafter to the premium percentage) are added to such amount.</p> <ul style="list-style-type: none">- 36.94% of the closing price of 3,140 yen on the base date- 35.69% of the 1-week simple average closing price of 3,169 yen- 33.83% of the 1-month simple average closing price of 3,213 yen- 32.23% of the 3-month simple average closing price of 3,252 yen- 31.34% of the 6-month simple average closing price of 3,274 yen |
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(Omitted)

For details of the Transaction, please refer to “2. Purpose, etc. of the Tender Offer” and below, but as described in “(i) Purpose and Decision-Making Process Leading to the Decision to Conduct the Tender Offer” in “(2) Background, Purpose and Decision-Making Process of the Tender Offer, and Management Policy after the Tender Offer” in “2. Purpose, etc. of the Tender Offer”, (i) by making the Target Company a wholly-owned subsidiary, YAGEO is confident that synergies between the two companies will be realized in terms of products and technological development, production, and sales network and services, and that the two companies will maximize their corporate value. (ii) Moreover, the Tender Offer Price (4,300 yen) reflects (x) a premium of, respectively, 36.94%, 35.69%, 33.83%, 32.23%, and 31.34% over the closing price of the Target Company’s Stock on the TSE Standard Market on February 4, 2025, the business day immediately prior to the announcement of the scheduled commencement of the Tender Offer (the base date) (3,140 yen), the simple average of the closing prices of the Target Company’s Stock for the past one week (3,169 yen), the simple average of the closing prices of the Target Company’s Stock for the past one month (3,213 yen), the simple average of the closing prices for the past three months (3,252 yen), and the simple average of the closing prices for the past six months (3,274 yen), and as described below in “<Tender Offer Price>”, these figures are not inferior to median premium levels (42.41%, 41.69%, 42.27%, and 42.14%, respectively, over the simple average closing prices for the business day immediately prior to the announcement date and the one, three, and six months immediately preceding the announcement date) of 37 cases announced in January through December of 2024 with the purpose of delisting target companies with a PBR of 1x or more prior to the announcement (provided, however, excluding tender offers of treasury shares and tender offers that have not been consummated as of today), and (y) according to the statistical materials published by the TSE, as of January 2025, the average PBR (price-to-book ratio) of companies in the electrical equipment industry listed on the Standard Market to which the Target Company belongs was 0.8x, and the Tender Offer Price is equivalent to a PBR of 1.9x. As such, YAGEO believes that the Tender Offer Price is a price at which the shareholders of the Target Company will enjoy a significant premium. (iii) In addition, while the total purchase amount for the Tender Offer is 65,559,059,900 yen (an amount equal to the number of shares to be purchased (15,246,293 shares) multiplied by the Tender Offer Price (4,300 yen); there is a possibility that this may fluctuate in the case the actual number of shares to be purchased in the Tender Offer is different due to a fluctuation in the number of shares after today), the Tender Offer is planned to be settled through an investment from YAGEO (if the Tender Offer is successfully consummated, the Tender Offeror is scheduled to receive, by the business day immediately prior to the commencement date of settlement for the Tender Offer (the “Settlement Commencement Date”), an investment or financing from YAGEO in the amount equal to the total purchase amount for the Tender Offer plus any applicable fees and expenses). YAGEO has completed the preparation of settlement funds, with a deposit balance of 425,982.88 million yen as of September 30, 2024 (an amount equal to 94,244 million New Taiwan Dollars converted at 4.52 yen per 1 New Taiwan Dollar (as of the same date)). (iv) Finally, YAGEO is not aware of any facts that would materially hinder the fulfillment of the Tender Offer Preconditions as of today.

In light of the above facts, we are confident that the Transaction as a whole is a “desirable acquisition” as recommended for implementation in the Guidelines for Corporate Takeovers.

(Omitted)

< Tender Offer Price >

The Tender Offer Price is expected to be 4,300 yen. However, the Tender Offer Price will be determined on the assumption that (a) no event has occurred that would permit the withdrawal of the Tender Offer as set forth in the proviso of Article 27-11, Paragraph 1 of the Act, and (b) no decision has been made by the Target Company’s body that determines the execution of its business affairs regarding the distribution of surplus with a base date prior to the Settlement Commencement Date or the acquisition of treasury shares with an acquisition date. In the event of any event different from the assumptions in (a) or (b) above, YAGEO may review the Tender Offer Price based on an amount equivalent to the per share impact of such event on the Target Company’s Stock, and if YAGEO decides to review the Tender Offer Price, it will conduct such review by the time of commencement of the Tender Offer.

(Omitted)

As described below in “(4) Basis for Determining the Purchase Price” in “3. Overview of the Tender Offer”, the Tender Offer Price (4,300 yen) reflects (x) a premium of, respectively, 36.94%, 35.69%, 33.83%, 32.23%, and 31.34% over the closing price of the Target Company’s Stock on the TSE Standard Market on February 4, 2025, the business day immediately prior to the announcement of the scheduled commencement of the Tender Offer (the base date) (3,140 yen), the simple average of the closing prices of the Target Company’s Stock for the past one week (3,169 yen), the simple average of the closing prices of the Target Company’s Stock for the past one month (3,213 yen), the simple average of the closing prices for the past three months (3,252 yen), and the simple average of the closing prices for the past six months (3,274 yen), and these figures are not inferior to median premium levels (42.41%, 41.69%, 42.27%, and 42.14%, respectively, over the simple average closing prices for the business day immediately prior to the announcement date and the one, three, and six months immediately preceding the announcement date) of 37 cases announced in January through December of 2024 with the purpose of delisting target companies with a PBR of 1x or more prior to the announcement (provided, however, excluding tender offers of treasury shares and tender offers that have not been consummated as of today), and (y) according to the statistical materials published by the TSE, as of January 2025, the average PBR (price-to-book ratio) of companies in the electrical equipment industry listed on the Standard Market to which the Target Company belongs was 0.8x, and the Tender Offer Price is equivalent to a PBR of 1.9x. As such, YAGEO believes that the Tender Offer Price is a price at which the shareholders of the Target Company will enjoy a significant premium. Although it is difficult to quantify the synergies that the Target Company intends to realize through the Transaction at this time, YAGEO believes that the Transaction, including the Tender Offer, will provide the shareholders of the Target Company with a reasonable opportunity to recover their investment that not only guarantees at a minimum the “benefits to be enjoyed by shareholders,” that is, “value that can be realized without an acquisition,” as stated in the Guidelines for Corporate Takeovers, but also fully guarantees a fair distribution of “value that cannot be realized without an acquisition.”

(Omitted)

(After Change)

(Omitted)

| | | |
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| ④ | Price of Tender Offer, etc. | <p><u>5,400</u> yen per share (see “<Tender Offer Price>” below)</p> <p>The Tender Offer Price is based on the closing price of the Target Company’s Stock on the TSE Standard Market on February 4, 2025 (the base date), which is the business day immediately prior to the announcement of the scheduled commencement of the Tender Offer, and the simple average closing prices for the last 1 week, 1 month, 3 months, and 6 months prior to such date (rounded to the nearest whole number; the same applies hereinafter to the simple average closing price). The following premiums (rounded to two decimal places; the same applies hereinafter to the premium percentage) are added to such amount.</p> <ul style="list-style-type: none"> - <u>71.97%</u> of the closing price of 3,140 yen on the base date - <u>70.40%</u> of the 1-week simple average closing price of 3,169 yen - <u>68.07%</u> of the 1-month simple average closing price of 3,213 yen - <u>66.05%</u> of the 3-month simple average closing price of 3,252 yen - <u>64.94%</u> of the 6-month simple average closing price of 3,274 yen |
|---|-----------------------------|---|

(Omitted)

For details of the Transaction, please refer to “2. Purpose, etc. of the Tender Offer” and below, but as described in “(i) Purpose and Decision-Making Process Leading to the Decision to Conduct the Tender Offer” in “(2) Background, Purpose and Decision-Making Process of the Tender Offer, and Management Policy after the Tender Offer” in “2. Purpose, etc. of the Tender Offer”, (i) by making the Target Company a wholly-owned subsidiary, YAGEO is confident that synergies between the two companies will be realized in terms of products and technological development, production, and sales network and services, and that the two companies will maximize their corporate value. (ii) Moreover, the Tender Offer Price (5,400 yen) reflects (x) a premium of, respectively, 71.97%, 70.40%, 68.07%, 66.05%, and 64.94% over the closing price of the Target Company’s Stock on the TSE Standard Market on February 4, 2025, the business day immediately prior to the announcement of the scheduled commencement of the Tender Offer (the base date) (3,140 yen), the simple average of the closing prices of the Target Company’s Stock for the past one week (3,169 yen), the simple average of the closing prices of the Target Company’s Stock for the past one month (3,213 yen), the simple average of the closing prices for the past three months (3,252 yen), and the simple average of the closing prices for the past six months (3,274 yen), and as described below in “<Tender Offer Price>”, these figures are not inferior to median premium levels (42.41%, 41.69%, 42.27%, and 42.14%, respectively, over the simple average closing prices for the business day immediately prior to the announcement date and the one, three, and six months immediately preceding the announcement date) of 37 cases announced in January through December of 2024 with the purpose of delisting target companies with a PBR of 1x or more prior to the announcement (provided, however, excluding tender offers of treasury shares and tender offers that have not been consummated as of today), and (y) according to the statistical materials published by the TSE, as of January 2025, the average PBR (price-to-book ratio) of companies in the electrical equipment industry listed on the Standard Market to which the Target Company belongs was 0.8x, and the Tender Offer Price is equivalent to a PBR of 2.2x. As such, YAGEO believes that the Tender Offer Price is a price at which the shareholders of the Target Company will enjoy a significant premium. (iii) In addition, while the total purchase amount for the Tender Offer is 82,329,982,200 yen (an amount equal to the number of shares to be purchased (15,246,293 shares) multiplied by the Tender Offer Price (5,400 yen); there is a possibility that this may fluctuate in the case the actual number of shares to be purchased in the Tender Offer is different due to a fluctuation in the number of shares after today), the Tender Offer is planned to be settled through an investment from YAGEO (if the Tender Offer is successfully consummated, the Tender Offeror is scheduled to receive, by the business day immediately prior to the commencement date of settlement for the Tender Offer (the “Settlement Commencement Date”), an investment or financing from YAGEO in the amount equal to the total purchase amount for the Tender Offer plus any applicable fees and expenses). YAGEO has completed the preparation of settlement funds, with a deposit balance of 425,982.88 million yen as of September 30, 2024 (an amount equal to 94,244 million New Taiwan Dollars converted at 4.52 yen per 1 New Taiwan Dollar (as of the same date)). (iv) Finally, YAGEO is not aware of any facts that would materially hinder the fulfillment of the Tender Offer Preconditions as of today.

In light of the above facts, we are confident that the Transaction as a whole is a “desirable acquisition” as recommended for implementation in the Guidelines for Corporate Takeovers.

(Omitted)

< Tender Offer Price >

The Tender Offer Price is expected to be 5,400 yen. However, the Tender Offer Price will be determined on the assumption that (a) no event has occurred that would permit the withdrawal of the Tender Offer as set forth in the proviso of Article 27-11, Paragraph 1 of the Act, and (b) no decision has been made by the Target Company's body that determines the execution of its business affairs regarding the distribution of surplus with a base date prior to the Settlement Commencement Date or the acquisition of treasury shares with an acquisition date. In the event of any event different from the assumptions in (a) or (b) above, YAGEO may review the Tender Offer Price based on an amount equivalent to the per share impact of such event on the Target Company's Stock, and if YAGEO decides to review the Tender Offer Price, it will conduct such review by the time of commencement of the Tender Offer.

(Omitted)

As described below in “(4) Basis for Determining the Purchase Price” in “3. Overview of the Tender Offer”, the Tender Offer Price (5,400 yen) reflects (x) a premium of, respectively, 71.97%, 70.40%, 68.07%, 66.05%, and 64.94% over the closing price of the Target Company's Stock on the TSE Standard Market on February 4, 2025, the business day immediately prior to the announcement of the scheduled commencement of the Tender Offer (the base date) (3,140 yen), the simple average of the closing prices of the Target Company's Stock for the past one week (3,169 yen), the simple average of the closing prices of the Target Company's Stock for the past one month (3,213 yen), the simple average of the closing prices for the past three months (3,252 yen), and the simple average of the closing prices for the past six months (3,274 yen), and these figures are not inferior to median premium levels (42.41%, 41.69%, 42.27%, and 42.14%, respectively, over the simple average closing prices for the business day immediately prior to the announcement date and the one, three, and six months immediately preceding the announcement date) of 37 cases announced in January through December of 2024 with the purpose of delisting target companies with a PBR of 1x or more prior to the announcement (provided, however, excluding tender offers of treasury shares and tender offers that have not been consummated as of today), and (y) according to the statistical materials published by the TSE, as of January 2025, the average PBR (price-to-book ratio) of companies in the electrical equipment industry listed on the Standard Market to which the Target Company belongs was 0.8x, and the Tender Offer Price is equivalent to a PBR of 2.2x. As such, YAGEO believes that the Tender Offer Price is a price at which the shareholders of the Target Company will enjoy a significant premium. Although it is difficult to quantify the synergies that the Target Company intends to realize through the Transaction at this time, YAGEO believes that the Transaction, including the Tender Offer, will provide the shareholders of the Target Company with a reasonable opportunity to recover their investment that not only guarantees at a minimum the “benefits to be enjoyed by shareholders,” that is, “value that can be realized without an acquisition,” as stated in the Guidelines for Corporate Takeovers, but also fully guarantees a fair distribution of “value that cannot be realized without an acquisition.”

(Omitted)

2. Purpose, etc. of the Tender Offer

(2) Background, Purpose and Decision-Making Process of the Tender Offer, and Management Policy after the Tender Offer

- ① Purpose and Decision-Making Process of the Tender Offer
 - V. Summation

(Before Change)

As described above in “III. Challenges faced by major Japanese electronic component manufacturers, including the Target Company” above, YAGEO has analyzed that the market environment for the passive components manufacturers where YAGEO and the Target Company belong is extremely competitive.

However, YAGEO believes that the Transaction will have synergies as described in (a) through (f) of “IV. Expected synergies with YAGEO group, etc.” above, which will allow YAGEO and the Target Company to work together to survive the severe competitive environment to which major electronic components manufacturers are exposed. Believing that the Transaction will enable the Target Company to maximize its corporate value for all of its shareholders and stakeholders with meaningful synergies by utilizing the advantages described above in “(b) About the Target Company” of “III. Challenges faced by major Japanese electronic component manufacturers, including the Target Company” above, YAGEO started to consider the Transaction from around September 2024. In light of such past history, YAGEO first delivered the request on October 11, 2024 that the Founder and Chairman of YAGEO would like to meet with the President of the Target Company to explore the possibility of business collaboration. After declining to hold the meeting by the Target Company on October 21, 2024, YAGEO sent a letter directly to the President of the Target Company on November 4, 2024, to request a face-to-face meeting and provide more context. On November 26, 2024, the Target Company sent back a letter to YAGEO declining the meeting request again. Then YAGEO submitted the Letter of Intent to the Target Company’s board of directors on December 30, 2024, stating the intention to acquire all the Target Company’s Stock for 4,300 yen per share through the Transaction, as well as the expected synergies between YAGEO and the Target Company and management policy after the Transaction, in pursuing friendly discussions with the Target Company’s board of directors for the Transaction. YAGEO also submitted detailed supplemental materials elaborating on YAGEO’s proposal, potential synergies between the two companies and YAGEO’s plan for the Target Company’s further growth to enhance the Target Company’s corporate value. Upon preparing the Letter of Intent, YAGEO has carefully assessed various laws and regulations related to the acquisition and corporate takeover in Japan, including the Guidelines for Corporate Takeovers formulated by the Ministry of Economy, Trade and Industry. After submitting the Letter of Intent, YAGEO continued to request the Target Company to provide an opportunity for YAGEO to explain the contents of the Letter of Intent and YAGEO’s intentions as promptly as possible to facilitate mutual agreement, but was unable to obtain such an opportunity. In light of such situation, YAGEO sent a letter on January 13, 2025 to the President of the Target Company to request a meeting with the President including specific proposed dates. However, YAGEO received a letter from the Target Company on January 16, 2025, indicating that they were not be able to engage in discussions with YAGEO without the execution of a non-disclosure agreement, for which YAGEO received the Target Company’s Draft NDA on January 22, 2025. The Target Company’s Draft NDA imposed one-sided confidentiality obligations on YAGEO and prohibited YAGEO from acquiring shares of the Target Company and making disclosures related to or commencing this Transaction for a certain period of time. Since YAGEO’s purpose for the discussion was for the sole purpose of explaining the contents of the proposal to the Target Company in person and not to receive information from the Target Company, we believe that the Target Company’s response that the Target Company’s Draft NDA would have to be entered into in order to have the meeting is practically a rejection of the request. Since YAGEO had hoped to move forward with this Transaction after obtaining the understanding of the Target Company, YAGEO continued to request for a meeting, explaining to the Target Company that entering into the Target Company’s Draft NDA should not be a precondition to engaging in discussions; however, as of today, no such opportunity has been provided. In light of the current situation where YAGEO has been unable to receive a reasonable explanation from the Target Company regarding not being provided with such opportunity, YAGEO,[out of concern that the shareholders of the Target Company may not be provided with an opportunity to consider YAGEO’s proposal,] through a transparent process, encourages the proper and proactive disclosure of information that will assist shareholders of the Target Company in making informed decisions by the Tender Offeror and Target Company, aims to secure circumstances that would allow shareholders of the Target Company to make the most optimal decision for the Target Company and its shareholders in relation to the approval or disapproval as well as terms and conditions with respect to the Transaction, and has decided today to announce its plans regarding the Transaction, as described in “⑥ Commencement of Tender Offer” of “1. Outline of the Tender Offer”.

(Omitted)

(After Change)

As described above in “III. Challenges faced by major Japanese electronic component manufacturers, including the Target Company” above, YAGEO has analyzed that the market environment for the passive components manufacturers where YAGEO and the Target Company belong is extremely competitive.

However, YAGEO believes that the Transaction will have synergies as described in (a) through (f) of “IV. Expected synergies with YAGEO group, etc.” above, which will allow YAGEO and the Target Company to

work together to survive the severe competitive environment to which major electronic components manufacturers are exposed. Believing that the Transaction will enable the Target Company to maximize its corporate value for all of its shareholders and stakeholders with meaningful synergies by utilizing the advantages described above in “(b) About the Target Company” of “III. Challenges faced by major Japanese electronic component manufacturers, including the Target Company” above, YAGEO started to consider the Transaction from around September 2024. In light of such past history, YAGEO first delivered the request on October 11, 2024 that the Founder and Chairman of YAGEO would like to meet with the President of the Target Company to explore the possibility of business collaboration. After declining to hold the meeting by the Target Company on October 21, 2024, YAGEO sent a letter directly to the President of the Target Company on November 4, 2024, to request a face-to-face meeting and provide more context. On November 26, 2024, the Target Company sent back a letter to YAGEO declining the meeting request again. Then YAGEO submitted the Letter of Intent to the Target Company’s board of directors on December 30, 2024, stating the intention to acquire all the Target Company’s Stock for 4,300 yen per share through the Transaction, as well as the expected synergies between YAGEO and the Target Company and management policy after the Transaction, in pursuing friendly discussions with the Target Company’s board of directors for the Transaction. YAGEO also submitted detailed supplemental materials elaborating on YAGEO’s proposal, potential synergies between the two companies and YAGEO’s plan for the Target Company’s further growth to enhance the Target Company’s corporate value. Upon preparing the Letter of Intent, YAGEO has carefully assessed various laws and regulations related to the acquisition and corporate takeover in Japan, including the Guidelines for Corporate Takeovers formulated by the Ministry of Economy, Trade and Industry. After submitting the Letter of Intent, YAGEO continued to request the Target Company to provide an opportunity for YAGEO to explain the contents of the Letter of Intent and YAGEO’s intentions as promptly as possible to facilitate mutual agreement, but was unable to obtain such an opportunity. In light of such situation, YAGEO sent a letter on January 13, 2025 to the President of the Target Company to request a meeting with the President including specific proposed dates. However, YAGEO received a letter from the Target Company on January 16, 2025, indicating that they were not be able to engage in discussions with YAGEO without the execution of a non-disclosure agreement, for which YAGEO received the Target Company’s Draft NDA on January 22, 2025. The Target Company’s Draft NDA imposed one-sided confidentiality obligations on YAGEO and prohibited YAGEO from acquiring shares of the Target Company and making disclosures related to or commencing this Transaction for a certain period of time. Since YAGEO’s purpose for the discussion was for the sole purpose of explaining the contents of the proposal to the Target Company in person and not to receive information from the Target Company, we believe that the Target Company’s response that the Target Company’s Draft NDA would have to be entered into in order to have the meeting is practically a rejection of the request. Since YAGEO had hoped to move forward with this Transaction after obtaining the understanding of the Target Company, YAGEO continued to request for a meeting, explaining to the Target Company that entering into the Target Company’s Draft NDA should not be a precondition to engaging in discussions; however, as of today, no such opportunity has been provided. In light of the current situation where YAGEO has been unable to receive a reasonable explanation from the Target Company regarding not being provided with such opportunity, YAGEO,[out of concern that the shareholders of the Target Company may not be provided with an opportunity to consider YAGEO’s proposal,] through a transparent process, encourages the proper and proactive disclosure of information that will assist shareholders of the Target Company in making informed decisions by the Tender Offeror and Target Company, aims to secure circumstances that would allow shareholders of the Target Company to make the most optimal decision for the Target Company and its shareholders in relation to the approval or disapproval as well as terms and conditions with respect to the Transaction, and has decided today to announce its plans regarding the Transaction, as described in “⑥ Commencement of Tender Offer” of “1. Outline of the Tender Offer”.

According to the MINEBEA MITSUMI Announcement, MINEBEA MITSUMI Inc. announced that it plans to commence the MINEBEA MITSUMI Tender Offer, and according to Target Company's April 10, 2025 Press Release, the board of the Target Company has resolved, as its current opinion, that in the event the MINEBEA MITSUMI Tender Offer is commenced, it will express its support for the MINEBEA MITSUMI Tender Offer and recommend that its shareholders tender their shares in the MINEBEA MITSUMI Tender Offer and also resolved that if the Tender Offer is commenced according to the terms and conditions prior to the Change in the Tender Offer Conditions, it will express its opposition to it and encourage the Target Company’s shareholders not to tender their shares in the Tender Offer. Considering the above, market conditions and other factors into consideration, the Tender Offeror has reconsidered the Tender Offer Price and decided on April 17, 2025 to change the Tender Offer Price from 4,300 yen to 5,400 yen.

(Omitted)

3. Overview of the Tender Offer

(3) Purchase Price

(Before Change)

The purchase price for the Target Company's common stock is JPY 4,300 per share.

(After Change)

The purchase price for the Target Company's common stock is JPY 5,400 per share.

(4) Basis for Determining the Purchase Price

(Before Change)

The Tender Offer Price (4,300 yen) reflects (x) a premium of, respectively, 36.94%, 35.69%, 33.83%, 32.23%, and 31.34% over the closing price of the Target Company's Stock on the TSE Standard Market on February 3, 2025, the business day immediately prior to the announcement of the scheduled commencement of the Tender Offer (the base date) (3,140 yen), the simple average of the closing prices of the Target Company's Stock for the past one week (3,169 yen), the simple average of the closing prices of the Target Company's Stock for the past one month (3,213 yen), the simple average of the closing prices for the past three months (3,255yen), and the simple average of the closing prices for the past six months (3,274 yen), which are not inferior to median premium levels (42.41%, 41.69%, 42.27%, and 42.14%, respectively, over the simple average closing prices for the business day immediately prior to the announcement date and the one, three, and six months immediately preceding the announcement date) of 37 cases announced in January through December of 2024 with the purpose of delisting target companies with a PBR of 1x or more prior to the announcement (provided, however, excluding tender offers of treasury shares and tender offers that have not been consummated as of today), and (y) according to the statistical materials published by the TSE, as of January 2025, the average PBR (price-to-book ratio) of companies in the electrical equipment industry listed on the Standard Market to which the Target Company belongs was 0.8x, and the Tender Offer Price is equivalent to a PBR of 1.9x. As such, YAGEO believes that the Tender Offer Price is a price at which the shareholders of the Target Company will enjoy a significant premium. Although it is difficult to quantify the synergies that the Target Company intends to realize through the Transaction at this time, YAGEO believes that the Transaction, including the Tender Offer, will provide the shareholders of the Target Company with a reasonable opportunity to recover their investment that not only guarantees at a minimum the "benefits to be enjoyed by shareholders," that is, "value that can be realized without an acquisition," as stated in the Guidelines for Corporate Takeovers, but also fully guarantees a fair distribution of "value that cannot be realized without an acquisition."

Additionally, the Tender Offeror has determined the Tender Offer Price based on a comprehensive consideration of the above factors, the anticipated synergies described in "(2) Background, Purpose and Decision-Making Process of the Tender Offer, and Management Policy after the Tender Offer" in "2. Purpose, etc. of the Tender Offer", and the prospects for tendering. Under the Securities and Exchange Act in Taiwan and related regulations, when a listed company acquires securities from another company and the transaction value exceeds a certain threshold, it is required to obtain a fairness opinion stating that the consideration to be paid by the listed company is fair to its shareholders from a financial point of view. Therefore, YAGEO requested Trust and Assist CPAs ("Trust and Assist"), an independent third-party valuation institution independent from the Tender Offeror and the Target Company, to issue a fairness opinion stating that the Tender Offer Price of 4,300 yen is fair from a financial perspective for YAGEO's shareholders. YAGEO obtained this opinion on February 5, 2025. Trust and Assist is not a related party of YAGEO or the Target Company and has no material interest in the Tender Offer. Furthermore, as the above Securities and Exchange Act in Taiwan and related regulations do not require any valuation of the value of the shares of the target company to be acquired, YAGEO did not request Trust and Assist to conduct a valuation of the Target Company's shares. Additionally, as the opinion was

obtained in accordance with the Securities and Exchange Act in Taiwan and related regulations to fulfill YAGEO's duty to its shareholders, it was prepared by an external expert (accountant) to assess the fairness of the Tender Offer Price, and the opinion was not used as a reference in determining the Tender Offer Price.

(After Change)

The Tender Offer Price (5,400 yen) reflects (x) a premium of, respectively, 71.97%, 70.40%, 68.07%, 66.05%, and 64.94% over the closing price of the Target Company's Stock on the TSE Standard Market on February 3, 2025, the business day immediately prior to the announcement of the scheduled commencement of the Tender Offer (the base date) (3,140 yen), the simple average of the closing prices of the Target Company's Stock for the past one week (3,169 yen), the simple average of the closing prices of the Target Company's Stock for the past one month (3,213 yen), the simple average of the closing prices for the past three months (3,255yen), and the simple average of the closing prices for the past six months (3,274 yen), which are not inferior to median premium levels (42.41%, 41.69%, 42.27%, and 42.14%, respectively, over the simple average closing prices for the business day immediately prior to the announcement date and the one, three, and six months immediately preceding the announcement date) of 37 cases announced in January through December of 2024 with the purpose of delisting target companies with a PBR of 1x or more prior to the announcement (provided, however, excluding tender offers of treasury shares and tender offers that have not been consummated as of today), and (y) according to the statistical materials published by the TSE, as of January 2025, the average PBR (price-to-book ratio) of companies in the electrical equipment industry listed on the Standard Market to which the Target Company belongs was 0.8x, and the Tender Offer Price is equivalent to a PBR of 2.2x. As such, YAGEO believes that the Tender Offer Price is a price at which the shareholders of the Target Company will enjoy a significant premium. Although it is difficult to quantify the synergies that the Target Company intends to realize through the Transaction at this time, YAGEO believes that the Transaction, including the Tender Offer, will provide the shareholders of the Target Company with a reasonable opportunity to recover their investment that not only guarantees at a minimum the "benefits to be enjoyed by shareholders," that is, "value that can be realized without an acquisition," as stated in the Guidelines for Corporate Takeovers, but also fully guarantees a fair distribution of "value that cannot be realized without an acquisition."

Additionally, the Tender Offeror has determined the Tender Offer Price based on a comprehensive consideration of the above factors, the anticipated synergies described in "(2) Background, Purpose and Decision-Making Process of the Tender Offer, and Management Policy after the Tender Offer" in "2. Purpose, etc. of the Tender Offer", and the prospects for tendering. Under the Securities and Exchange Act in Taiwan and related regulations, when a listed company acquires securities from another company and the transaction value exceeds a certain threshold, it is required to obtain a fairness opinion stating that the consideration to be paid by the listed company is fair to its shareholders from a financial point of view. Therefore, YAGEO requested Trust and Assist CPAs ("Trust and Assist"), an independent third-party valuation institution independent from the Tender Offeror and the Target Company, to issue a fairness opinion stating that the Tender Offer Price of 4,300 yen prior to the Change in the Tender Offer Conditions is fair from a financial perspective for YAGEO's shareholders. YAGEO obtained this opinion on February 5, 2025. Trust and Assist is not a related party of YAGEO or the Target Company and has no material interest in the Tender Offer. Furthermore, as the above Securities and Exchange Act in Taiwan and related regulations do not require any valuation of the value of the shares of the target company to be acquired, YAGEO did not request Trust and Assist to conduct a valuation of the Target Company's shares. Additionally, as the opinion was obtained in accordance with the Securities and Exchange Act in Taiwan and related regulations to fulfill YAGEO's duty to its shareholders, it was prepared by an external expert (accountant) to assess the fairness of the Tender Offer Price prior to the Change in the Tender Offer Conditions, and the opinion was not used as a reference in determining the Tender Offer Price.

YAGEO requested Trust and Assist to issue a fairness opinion stating that the Tender Offer Price of 5,400 yen after the Change in the Tender Offer Conditions is fair from a financial perspective for YAGEO's shareholders. YAGEO obtained this opinion on April 15, 2025. As the Securities and Exchange Act in Taiwan and related regulations do not require any valuation of the value of the shares of the target company to be acquired, YAGEO did not request Trust and Assist to conduct a valuation of the Target Company's shares. Additionally, as the opinion was obtained in accordance with the

Securities and Exchange Act in Taiwan and related regulations to fulfill YAGEO's duty to its shareholders, it was prepared by an external expert (accountant) to assess the fairness of the Tender Offer Price after the Change in the Tender Offer Conditions, and the opinion was not used as a reference in determining the Tender Offer Price.

(7) Total Purchase Amount

(Before Change)

The estimated total purchase amount for the Tender Offer is JPY 65,559,059,900.

(Note) This amount is calculated by multiplying the planned number of shares to be purchased in the Tender Offer (15,246,293 shares), as stated in section (5) "Number of Common Stock to Be Purchased in the Tender Offer," by the Tender Offer Price of JPY 4,300 per share. The actual amount may vary if there are changes in the number of shares subject to the Tender Offer after this date.

(After Change)

The estimated total purchase amount for the Tender Offer is JPY 82,329,982,200.

(Note) This amount is calculated by multiplying the planned number of shares to be purchased in the Tender Offer (15,246,293 shares), as stated in section (5) "Number of Common Stock to Be Purchased in the Tender Offer," by the Tender Offer Price of JPY 5,400 per share. The actual amount may vary if there are changes in the number of shares subject to the Tender Offer after this date.

End.

Regulations on Solicitation

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

Future Prospects

This press release, including the descriptions regarding the future business of the Offeror and other companies, may contain expressions for the future prospects such as “anticipate,” “expect,” “intend,” “plan,” “believe” and “assume,” and other similar expressions. These expressions are based on the Offeror’s current expectations as to the businesses, and may change depending on the future circumstances. Regarding the information herein, the Offeror undertakes no obligation to change the expressions for the future prospects into those for the actual events by reflecting the actual business performance, various circumstances and changes in conditions, etc. These expressions refer to, and this press release includes, statements that fall under “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, as amended (the “*U.S. Exchange Act*”). Due to the known and unknown risks and uncertainties, the actual results might differ significantly from the statements that are implicitly or explicitly forward-looking. The Offeror and its affiliates do not guarantee for such implicit and explicit forward-looking statements to materialize. The “forward-looking statements” in this press release were prepared based on the information obtained by the Offeror as of the date hereof, unless required by law, the Offeror and its affiliates are not obligated to amend or revise such forward-looking statements to reflect future matters and situation.

US Regulations

Although the Tender Offer will be conducted in accordance with the procedures and information disclosure standards prescribed under Japanese law, those procedures and standards may differ from the procedures and information disclosure standards in the United States. In particular, Sections 13(e) and 14(d) of the U.S. Exchange Act, and the rules prescribed thereunder, do not apply to the Tender Offer, and therefore the Tender Offer does not conform to those procedures and standards. In addition, the financial information contained in this press release was prepared based on Japanese accounting standards and not based on U.S. accounting standards, and thus may not necessarily be comparable to the content of any financial information prepared based on U.S. accounting standards. It may be difficult to enforce any right or claim arising under U.S. federal securities laws because, among other reasons, the Offeror and the Target Company are incorporated outside the United States and some or all of 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 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.

Unless otherwise specified, all procedures relating to the Tender Offer shall be conducted entirely in Japanese. While some or all of the documentation relating to the Tender Offer will be prepared in English, if there is any inconsistency between the English documentation and the Japanese documentation, the Japanese documentation will prevail.

The Offeror, the financial advisors to the Offeror, and the Tender Offer Agent (including their respective affiliates) may purchase the Target Shares by means other than the Tender Offer to the extent permitted by Rule 14e-5(b) of the U.S. Exchange Act, applicable laws and regulations in Japan, and other applicable laws and regulations. Such purchases may be made at the market price through market transactions, or at a price determined by negotiation outside of the market. In the event that information regarding such purchases is disclosed in Japan, such information will also be disclosed in a similar manner in the United States, including on the English website of the person conducting such purchases.

Other Countries

In certain countries or regions, the announcement, issue or distribution of this press release may be restricted by laws or regulations. In such cases, you are required to be aware of such restrictions and comply with them. This press release does not constitute any solicitation of an offer to sell or offer to purchase shares in relation to the Tender Offer, and shall be considered as a mere distribution of informative materials.

This press release is not for announcement, issue or distribution, in whole or in part in, into or from any jurisdiction where doing so would constitute a violation of the relevant laws or regulations of that jurisdiction.