



# [Translation]

This document is an English translation of the official Japanese version of the Press Release published on July 28, 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.

July 28, 2025

To whom it may concern:

Company Name: MinebeaMitsumi Inc.

Representative: Representative Director, Chairman CEO

Yoshihisa Kainuma

(Code No. 6479, TSE Prime)

Contact: General Manager, Corporate Communications and

**Investor Relations Office** 

Yasuo Komine

(+81-(0)3-6758-6703)

# (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 July 28, 2025, decided to extend the Tender Offer Period to August 1, 2025, for a total of 63 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 matters amended in the amendment registration statements of the Tender Offer Registration Statement submitted on May 14, 2025, May 22, 2025, June 4, 2025, June 17, 2025, June 27, 2025, July 10, 2025 and July 16, 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, June 4, 2025, June 17, 2025, June 27, 2025, July 10, 2025 and July 16, 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 July 28, 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

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, 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 "(Change) Notice concerning Partial Changes of 'Notice regarding Commencement of Tender Offer of Shares of SHIBAURA ELECTRONICS CO., LTD. (Securities Code: 6957)" dated June 4, 2025, the "(Change) Notice concerning Partial Changes of 'Notice regarding Commencement of Tender Offer of Shares of SHIBAURA ELECTRONICS CO., LTD. (Securities Code: 6957)" dated June 17, 2025, the "(Change) Notice concerning Partial Changes of 'Notice regarding Commencement of Tender Offer of Shares of SHIBAURA ELECTRONICS CO., LTD. (Securities Code: 6957)" dated June 27, 2025, the "(Change) Notice concerning Partial Changes of 'Notice regarding Commencement of Tender Offer of Shares of SHIBAURA ELECTRONICS CO., LTD. (Securities Code: 6957)" dated July 10, 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 July 10, 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 July 16, 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>

Subsequently, after comprehensively considering the status of tenders by the Target Company's shareholders of their shares in the Tender Offer and the prospects for tenders in response to the Tender Offer, the fact that YAGEO had not yet obtained the required approval under the Foreign Exchange and Foreign Trade Act for the acquisition of the Target Company Shares through the YAGEO Tender Offer as of July 16, 2025, due to the extension made on July 1, 2025 of the waiting period under the Foreign Exchange and Foreign Trade Act regarding the YAGEO Tender Offer, etc., and the status that in spite of such circumstances, the YAGEO Group has not disclosed any specific progress in the procedures related to the outlook for obtaining the approval and the Offeror has doubts about the feasibility of the YAGEO Tender Offer, the Offeror decided on July 16, 2025 to extend the Tender Offer Period to July 28, 2025, for a total of 59 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>

<After Amendment>

# <The beginning omitted>

Subsequently, after comprehensively considering the status of tenders by the Target Company's shareholders of their shares in the Tender Offer and the prospects for tenders in response to the Tender Offer, the fact that YAGEO had not yet obtained the required approval under the Foreign Exchange and Foreign Trade Act for the acquisition of the Target Company Shares through the YAGEO Tender Offer as of July 16, 2025, due to the extension made on July 1, 2025 of the waiting period under the Foreign Exchange and Foreign Trade Act regarding the YAGEO Tender Offer, etc., and the status that in spite of such circumstances, the YAGEO Group <u>had</u> not disclosed any specific progress in the procedures related to the outlook for

obtaining the approval and the Offeror <u>had</u> doubts about the feasibility of the YAGEO Tender Offer, the Offeror <u>had</u> decided on July 16, 2025 to extend the Tender Offer Period to July 28, 2025, for a total of 59 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.

Subsequently, after comprehensively considering the status of tenders by the Target Company's shareholders of their shares in the Tender Offer and the prospects for tenders in response to the Tender Offer, and the fact that, regarding the YAGEO Tender Offer, there has been no progress in obtaining the required approval under the Foreign Exchange and Foreign Trade Act for the acquisition of the Target Company Shares from the moment that the Offeror decided on July 16, 2025 to extend the Tender Offer Period to July 28, 2025, for a total of 59 business days, the Offeror decided on July 28, 2025 to extend the Tender Offer Period to August 1, 2025, for a total of 63 business days based on Article 13, Paragraph 2, Item 2, sub-item (b) of the Order, 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>

Subsequently, after comprehensively considering the status of tenders by the Target Company's shareholders of their shares in the Tender Offer and the prospects for tenders in response to the Tender Offer, the fact that YAGEO had not yet obtained the required approval under the Foreign Exchange and Foreign Trade Act for the acquisition of the Target Company Shares through the YAGEO Tender Offer as of July 16, 2025, due to the extension made on July 1, 2025 of the waiting period under the Foreign Exchange and Foreign Trade Act regarding the YAGEO Tender Offer, etc., and the status that in spite of such circumstances, the YAGEO Group has not disclosed specific progress in procedures related to the outlook for obtaining the approval and the Offeror has doubts about the feasibility of the YAGEO Tender Offer, the Offeror decided on July 16, 2025 to extend the Tender Offer Period to July 28, 2025, for a total of 59 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.

<After Amendment>

# <The beginning omitted>

Subsequently, after comprehensively considering the status of tenders by the Target Company's shareholders of their shares in the Tender Offer and the prospects for tenders in response to the Tender Offer, the fact that YAGEO had not yet obtained the required approval under the Foreign Exchange and Foreign Trade Act for the acquisition of the Target Company Shares through the YAGEO Tender Offer as of July 16, 2025, due to the extension made on July 1, 2025 of the waiting period under the Foreign Exchange and Foreign Trade Act regarding the YAGEO Tender Offer, etc., and the status that in spite of such circumstances, the YAGEO Group <a href="https://doi.org/10.1007/journal.org/1

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.

Subsequently, after comprehensively considering the status of tenders by the Target Company's shareholders of their shares in the Tender Offer and the prospects for tenders in response to the Tender Offer, and the fact that, regarding the YAGEO Tender Offer, there has been no progress in obtaining the required approval under the Foreign Exchange and Foreign Trade Act for the acquisition of the Target Company Shares from the moment that the Offeror decided on July 16, 2025 to extend the Tender Offer Period to July 28, 2025, for a total of 59 business days, the Offeror decided on July 28, 2025 to extend the Tender Offer Period to August 1, 2025, for a total of 63 business days based on Article 13, Paragraph 2, Item 2, sub-item (b) of the Order, 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 <u>59</u> 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 <u>July 28</u>, 2025, the end of the Tender Offer Period, is <u>73</u> 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 <u>July 28</u>, 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 comparing 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 <u>63</u> 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 <u>August 1</u>, 2025, the end of the Tender Offer Period, is <u>77</u> 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 <u>August 1</u>, 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 comparing 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>

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

<Before Amendment>

From May 2, 2025 (Friday) to <u>July 28, 2025 (Monday)</u> (<u>59</u> business days)

<After Amendment>

From May 2, 2025 (Friday) to August 1, 2025 (Friday) (63 business days)

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

<Before Amendment>

August 4, 2025 (Monday)

<After Amendment>

August 8, 2025 (Friday)

[remainder of page intentionally left blank]

# [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.