January 22, 2025

To whom it may concern:

Name of Company: Makino Milling Machine Co., Ltd.
Name of Representative: President, Director
Shotaro Miyazaki
(Securities Code: 6135 (the Prime Market of the Tokyo Stock Exchange, Inc.))
Inquiries: Executive Vice President, Director
Executive Manager of Corporate Service Division
Toshiyuki Nagano
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Notice Regarding Sending of "Second Request" by the Special Committee

As announced in the "Notice of Receipt of Response to Request Letter to Nidec for Scheduled Commencement Date and Number of Shares to Be Purchased in Tender Offer" dated January 20, 2025, upon receiving a proposal from Nidec Corporation ("Nidec") on December 27, 2024 (Friday) for a tender offer for the shares of Makino Milling Machine Co., Ltd. (the "Company") with the aim of making the Company a wholly-owned subsidiary of Nidec (such tender offer, the "Tender Offer"), the Company established a special committee (the "Special Committee") on January 10, 2025. The Special Committee sent a request letter (the "Request") to Nidec on January 15, 2025 requesting certain items including the postponement of the commencement of the Tender Offer. On January 17, 2025, the Special Committee received a response to the Request Letter (the "Response") from Nidec.

The Company hereby announces that with regard to the Response, today, the Special Committee sent a second request (attached) (the "Second Request") to Nidec, requesting certain items including the postponement of the commencement of the Tender Offer.

The Summary of the Second Request is as follows.

Details

<Summary of the Second Request>

(1) Nidec's Approach to Discussions and Negotiations

The content of the Response from Nidec was so far removed from Nidec's response during the meeting with the Special Committee held on January 17,2025, prior to the announcement of the Response. This stark discrepancy has caused significant confusion regarding how we can proceed with discussions with Nidec in the future. Accordingly, we have inquired with Nidec about the process of preparing and reviewing the Response dated January 17, 2025.

(2) Second Request Regarding the Commencement Date of the Tender Offer

We again request that the commencement date of the Tender Offer be postponed to May 9, 2025, from the perspective of maximizing our corporate value and the common interests of our shareholders. This postponement is a "minimum" reasonable request primarily for the reasons outlined below.

(a) In the Tender Offer, (i) not only did Nidec fail to negotiate with the Company, but Nidec also suddenly notified the Company of the planned commencement of the Tender Offer without prior consultation, (ii) the Tender Offer period is only 31 business days, (iii) the Proposal was unexpectedly made on the last day of business before the year-end and New Year holidays, and (iv) the announced commencement date of the Tender Offer, April 4, 2025, falls after the end of the Company's fiscal year ending March 2025, which is the busiest time of the year, and the Company does not have sufficient resources to analyze and consider the Proposal.

(b) In order for our shareholders to deliberate and appropriately evaluate the Proposal without being influenced by fluctuations in the Company's share price caused by various speculations, a certain period of time should be secured to allow consideration the Company's latest financial results. May 9, 2025, is approximately one week after the scheduled announcement date of the Company's financial results for the fiscal year ending March 2025.

(3) Second Request Regarding the Lower Limit on the Number of Shares to Be Purchased

We again request that the lower limit to the number of shares to be purchased in the Tender Offer be set at two-thirds or more of the total voting rights of all shareholders, given that, for the reasons outlined below, the assumption that the proposal for the share consolidation is

expected to be approved with an approval rate of at least approximately 74.12% (a percentage of ownership), even if the number of our shares Nidec owns after the Tender Offer is successfully completed is close to the lower limit on the number of shares to be purchased (exceeding 50.00%), is unreasonable and unfounded.

(a) Although Nidec states that "the ratio of voting rights exercised by shareholders other than the tender offeror at a general meeting of shareholders to approve the proposal for a share consolidation (squeeze-out proposal) after the completion of the tender offer is expected to be significantly lower than the ratio of voting rights exercised at an ordinary annual general meeting of shareholders," the assumption is based on the premise that, at the time of the general meeting of shareholders to approve the share consolidation, the tender offeror already holds two-thirds or more of the voting rights. Applying this assumption to the Tender Offer is in appropriate.

(b) In the case of Nidec's unsolicited acquisition proposal for Takisawa Machine Tool Co., Ltd., in relation to the reasons why the squeeze-out proposal to make the company a wholly-owned subsidiary was believed to be passed even if the lower limit on the number of shares to be purchased in the tender offer was not set at two-thirds or more of the total voting rights of all shareholders, cross-shareholding partners were not included in the "other shareholders expected to vote in favor of the special resolution for the share consolidation proposal at the extraordinary general meeting of shareholders if the Tender Offer is successfully completed and transitions to the extraordinary general meeting of shareholders." However, in this case, they were included, which is inconsistent.

(c) It is unreasonable to expect Public Interest Incorporated Foundation to vote in favor of the squeeze-out proposal, as it is objectively subject to strict restrictions on converting its shares in the Company into cash.

End

[Translation]

January 22, 2025

Mr. Mitsuya Kishida,
Representative Director and President,
NIDEC CORPORATION:

Kazuo Takahashi,
Special Committee Chairperson
Makino Milling Machine Co., Ltd.

Views and the Second Request in Response to Your Letter Dated January 17, 2025

We are pleased to hear of your company's continued success and prosperity.

We are writing to express the Committee's response to the letter we received from your company on the evening of January 17, 2025, titled "Regarding the Request Letter Received from Your Committee" ("Your Letter Dated January 17, 2025"). Unless otherwise stated, the terms used in this letter have the meanings defined in the Committee's "Request Regarding Scheduled Commencement Date and Planned Number of Shares to Be Purchased for Tender Offer" (the "Request Letter") dated January 15, 2025.

First, in Your Letter Dated January 17, 2025, you stated that the Company and the Committee "would be proceeding based on a wrong perception or understanding if the Committee receives advice from advisors that lacks fairness, accuracy, or objectivity." However, **the Committee is comprised of four independent directors of the Company, who have extensive experience in corporate management, including M&A, management consulting, and law, including tax law. In particular, Kazuo Takahashi, the Chairperson of the Committee, has an extensive background and a wealth of knowledge and experience in investment banking in general, having held several noteworthy positions. He served as the Managing Director of Corporate Institution Sales Dept. II and Head of Financial Institution Dept. and Senior Managing Director of Daiwa**

Securities SMBC Co. Ltd. (later renamed to Daiwa Securities Capital Markets Co. Ltd. and now integrated into Daiwa Securities Co. Ltd.), **an investment bank belonging to the Daiwa Securities Group, a leading financial group in Japan. He also served as the Executive Managing Director and Head of Finance and Public Institutions Banking of Daiwa Securities Capital Markets Co, Ltd., a Member of the Board and Senior Executive Managing Director of Daiwa Securities Co. Ltd., and a Member of the Board, Corporate Executive Officer and Deputy President of Daiwa Securities Group Inc. With this expertise, the Committee has independently examined your Proposal for the Tender Offer from the standpoint of enhancing our medium to long-term corporate value and the common interests of our shareholders based on their duty of care owed to the Company, while appointing independent advisors and receiving appropriate advice from financial advisors and Japanese and U.S. legal advisors familiar with M&A practices in both Japan and the U.S.** The Committee has prepared and issued the Request Letter after receiving appropriate advice from the advisors retained by the Company, thoroughly evaluating the fairness, accuracy, and objectivity of such advice, and deliberating independently from the standpoint of enhancing our medium to long-term corporate value and the common interests of our shareholders. Accordingly, the Committee has been proceeding with the examination independently, objectively, and fairly, while appropriately referencing advice from our advisors whose fairness, accuracy, and objectivity have been ensured. Moreover, the Request Letter was sent to your company to ensure that our shareholders are provided with as much time and information as possible to carefully consider and make an informed decision regarding the Proposal related to the Tender Offer. Your evaluation and criticism in Your Letter Dated January 17, 2025, that the Committee's activities are based on "insufficient or biased information" and "wrong perception or understanding" indicates a lack of understanding of the purpose of the Committee's efforts and is deeply disappointing. In any case, the Committee remains committed to examining the Proposal by leveraging the collective expertise of its members and from an independent, objective, and fair standpoint, focusing on enhancing our medium to long-term corporate value and the common interests of our shareholders. **The Committee believes that it is objectively obvious from the statement of the Request Letter itself that it is not based on "wrong perception or understanding" and in this letter, will limit our remarks to points raised in Your Letter Dated January 17, 2025 that the Committee believes should be addressed at this time.**

For information regarding the advisors of the Company and the Committee, please refer to the press release that will be issued by the Company later.

In addition, **Your Letter Dated January 17, 2025 reached the Company's contact point shortly after 5 p.m. on January 17, 2025 (Friday), after the Company's closing time.** However, **according to your request, from 10 a.m. on the same day, the Committee had a meeting with your six individuals, including your Executive Vice President, your First Senior Vice President, and representatives of your subsidiaries, Nidec Machine Tool Corporation and Nidec OKK Corporation (the "Meeting"). During the Meeting, the Committee asked about your policy on the Request Letter, but the only response we received from you was that we should refer to a press release that you would release later. However, during the Meeting, your First Senior Vice President provided polite and sincere explanations, stating that an acquisition proposal without prior discussion or consultation was "rare in Japan," but "there are examples of such proposals being made overseas," and that "I think that your company was very surprised that we made such a proposal, and we are sorry for that." In response to a question from the chairperson of the Committee "Has such a case [Committee Note: an acquisition proposal without prior discussion or consultation] arisen in the past?" you responded "This is the first time for our company." The Committee is also deeply perplexed as to how we can proceed with discussions with your company in the future, based on the fact that the content and tone of Your Letter Dated January 17, 2025 was so far removed from your polite and sincere response during the Meeting.** Additionally, **since your company is one of Japan's leading listed companies, with the majority of its board of directors consisting of outside independent directors, we are puzzled that the content and policy of your response to the Request Letter was not discussed, examined, or reported in advance by your board of directors, including outside independent directors. If this is the case, we have no choice but to conclude that your board of directors did not seriously consider the Request Letter sent after we formed the Committee and thoroughly examined it with the active involvement of outside directors, in order to secure shareholder interests,** in accordance with the Guidelines (the Ministry of Economy, Trade and Industry announced the "Guidelines for Corporate Takeovers - Enhancing Corporate Value and Securing Shareholders' Interests - " on

August 31, 2023).[1] **Therefore, we would like to receive a separate response from your board of directors.** Based on the above, regarding Your Letter Dated January 17, 2025, we would like to outline the Committee's views on its contents and present two re-requests and one new request from the Committee to your company.

1. Request to Set the Commencement Date of the Tender Offer as May 9, 2025

First, in response to the Committee's Request Letter seeking to postpone the commencement date of the Tender Offer to May 9, 2025—approximately one week after the scheduled announcement of the Company's financial results for the fiscal year ending March 2025 (the "FY March 2025 Financial Results")— in order to allow sufficient time for the Company's shareholders deliberate on the Proposal in light of the Company's FY March 2025 Financial Results, you stated in Your Letter Dated January 17, 2025, that "In terms of practice in Japan, it is not at all common to start a tender offer approximately one week after the announcement of the year-end financial results."

However, in "2.2.3 Respecting the Intent of Shareholders and Ensuring Transparency," the Guidelines clearly stipulate that "**Sufficient information must be provided so that the shareholders can make the correct decision regarding the merits of the acquisition and the transaction terms.** Thus, Principles 2 and 3 are required as a prerequisite for materializing Principle 1. . . . Basically, **the expectation is that**. . . transparency will be enhanced, and **with the sufficient information and time, appropriate decision (informed judgment) shall be made by the shareholders. In this regard, the acquiring party should provide explanation to the target company until the acquisition is publicly announced, and after the announcement, the acquiring party should fulfill its duty to explain to the market, including shareholders,**

[1] In "3.3 Ensuring Fairness - Supplementary Functions of the Special Committee and Matters to be Noted" of the Guidelines, it is clearly stated that "Utilization of fair procedures (i.e., "Fairness Ensuring Measures") such as the establishment of a special committee . . . usually contribute to ensure the interests of shareholders," and Appendix 1 of the Guidelines, "3. Consideration and Negotiation in Pursuit of Transaction Terms to Ensure the Interest Shareholders should Enjoy," clearly states that "it is advisable for outside directors and special committees. . . to be substantively involved in the review and negotiation process with respect to the transaction terms, depending on the degree of conflict of interests among other factors." In order to ensure shareholder interests, the Special Committee is required to be substantially involved in the negotiation process.

through appropriate descriptions in the tender offer registration statement and other documents" (emphasis and underline added by the Committee). In addition, "4.1.2 Provision of Time to Consider the Acquisition Proposal" of the Guidelines clearly states that "**For the target company's shareholders to have the opportunity to make an informed judgement, it is important that the shareholders and the board of directors are provided not only with information, but also given sufficient time to consider. If a tender offer is launched without negotiations with the target company, there may be insufficient time for the target company's shareholders and board of directors to consider and prepare for the acquisition. Under the tender offer regulation, a target company may extend the tender offer period for up to 30 business days, but if such time period is objectively considered insufficient, it is advisable for the acquiring party to set a longer tender offer period than originally proposed, or extend the period for a reasonable time period, taking into account the needs of the target company and its shareholders"** (emphasis and underline added by the Committee). **In the Tender Offer, (i) not only have you failed to negotiate with the Company, which is the target company of the Tender Offer, but you have also suddenly notified the Company of the Tender Offer without prior consultation, (ii) the Tender Offer period is only 31 business days, (iii) the Proposal was unexpectedly made on the last day of business before the year-end and New Year holidays, and (iv) the announced commencement date of the Tender Offer, April 4, 2025, falls after the end of the Company's fiscal year ending March 2025, which is the busiest time of the year, and we do not have sufficient resources to analyze and consider the Proposal. These factors collectively fall under the category of "if such time period is objectively considered insufficient."**

In addition, **the terms "sufficient time" and "sufficient information" repeated in the Guidelines** are understood **to include, as a matter of course, the following: (i) the necessary time for the Committee and the Company to analyze the Proposal and, as needed, negotiate its terms in order to make them more favorable to our shareholders and the Company, and to consider, formulate, and implement alternative measures to enhance the corporate value and the common interests of our shareholders; and (ii) information related to the results of the analysis of the Proposal by the Committee and the Company, information concerning the**

alternative measures above, and information related to the analysis and review results comparing the Proposal with the alternative measures. That is because "2.2.2 Enhancing Corporate Value and Securing Shareholder Interests" in the Guidelines states that " . . . especially when the board of directors decides on a direction toward reaching agreement of an acquisition . . ., the target company directors should act in the interest of the company and its shareholders. In other words, a reasonable effort should be made to ensure that the acquisition will be based on terms that will secure the interest which shareholders should enjoy, in addition to determining whether the acquisition is appropriate from the perspective of enhancing the company's corporate value", and "3.2.1 Possible Scenarios" in the Guidelines also states "**especially when deciding on a direction toward reaching agreement of an acquisition, the directors and board of directors of the target company (including the special committee if it is established; this inclusion shall apply hereinafter) should make reasonable efforts to ensure that the acquisition will be based on terms that will secure the interest which shareholders should enjoy, in addition to determining whether the acquisition is appropriate from the perspective of enhancing the company's corporate value**" (emphasis and underline added by the Committee); in addition, "3.2.3 Negotiations Aimed at Best Available Transaction Terms for Shareholders" in the Guidelines states "**the board of directors should negotiate diligently with the acquiring party with the aim of improving the transaction terms** (including the purchase ratio and purchase consideration, in addition to the price; the probability of a transaction occurring is also an important factor) **so that the acquisition is conducted on the best available transaction terms for the shareholders**," and "Specifically, **each director and the board of directors should make all reasonable efforts not only to enhance corporate value but also to secure interests of shareholders. An example of such reasonable effort is to extensively negotiate with the acquiring party to raise the purchase price to a level commensurate with the corporate value, taking advantage of the existence of competing proposals if any to seek a price increase to a level comparable to such competing proposals** . . ." (emphasis and underline added by the Committee). Based on the above, if the Committee and our board of directors believe that our shareholders and the Company do not have the time and information necessary to deliberate on the validity of the Proposal at present, we should make all reasonable efforts to secure such time and information.

Based on the circumstances outlined above, and **taking into account (i) the fact that the maximum time period (60 business days) set for a tender offer period is based on the understanding that fair price formation on an exchange may be hindered during a tender offer period[2] and (ii) the need for our shareholders to deliberate and appropriately evaluate whether the purchase price of 11,000 yen per share in the Tender Offer is fair and reasonable, without being influenced by fluctuations in the Company's share price caused by various speculations, we believe that, as a matter of course, a certain period of time should be secured to allow consideration the Company's latest financial results. Therefore, we requested that the commencement date of the Tender Offer be set to May 9, 2025, which is approximately one week after the scheduled announcement date of FY March 2025 Financial Results. This is a "minimum" reasonable request and does not constitute an excessive extension of the period for consideration by the Committee and our board of directors**. Accordingly, **while Nidec showed misunderstanding in Your Letter Dated January 17, 2025, the Committee is not requesting a postponement on the grounds that "commencing a tender offer approximately one week after the announcement of year-end financial results is a general practice in Japan".**

In addition, with regard to the acquisition proposal without any prior consultation or preliminary inquiry, which is "rare in Japan" as stated by your First Senior Vice President above, it is highly puzzling that your company, citing "Japanese tender offer practices," disregards the provision of sufficient time to the shareholders of the Company (the target company) and the Company itself, as emphasized in the Guidelines. It is difficult to understand why your company would reject even the "minimum" reasonable request made by the Committee that would not constitute an excessive extension of the period for consideration by the Committee or our board of directors. We believe such a stance must be evaluated as inconsistent with the intent of the Guidelines.

In the first place, as can be easily inferred from your company's press release dated December 27, 2024, "Notice Regarding Scheduled Commencement of Tender Offer for Makino Milling Machine Co., Ltd.(Securities Code: 6135)" (the "Notice Press Release"), we believe that your

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[2] See page 8 of Matsukawa, Takashi. "Notification System of Tender Offer for Securities." *Commercial Law Review (Shoji Homu Kenkyu)*, no. 556 (1971).

company's proposal to set the commencement date of the Tender Offer as April 4, 2025 is based on the expectation that permits and licenses under the procedures of competition law authorities in each country, the CFIUS in the United States, etc. will be obtained in early April 2025. In other words, **it is natural to assume that since your company will not be able to actually commence the Tender Offer until the beginning of April 2025, your company proposed that the commencement date of the Tender Offer be April 4, 2025**. **However, this schedule is based on your company's circumstances related to the Tender Offer, and there is no inherent necessity for the commencement date to be set for April 4, 2025, nor for the last day of the Tender Offer period (the "Tender Offer Period") to be May 21, 2025; therefore, we have no choice but to believe that your company is effectively forcing our shareholders, the Committee, and our board of directors to consider the validity of the Proposal by May 21, 2025**. Furthermore, Mr. Shigenobu Nagamori, Representative Director (Chairman of the Board) of your company (the "Nagamori Group Representative"), stated in an interview in an article of Nikkei Business magazine published online on December 27, 2024, the day when the Proposal was announced, titled "Nidec Nagamori 'can't spend time in the face of the threat from China' and makes TOB for Makino Milling Machine" (the "Nikkei Business Interview Article"), "This time, we have not negotiated in advance. If we negotiate for a takeover and prolong the process, the other party might find a white knight (a friendly acquirer), which would take too much time." These remarks suggest the reason why your company did not make any preliminary inquiries with the Company before making the Proposal was to avoid prior negotiations with the Company and the appearance of a white knight. If your company does not make any preliminary inquiries with the Company, which is "rare in Japan," in order to prevent prior negotiations with the Company and reduce the possibility of the emergence of competing proposals, this approach is not consistent with the purpose of the statement in "3.2.3 Negotiations Aimed at Best Available Transaction Terms for Shareholders" of the Guidelines quoted above. If there is no necessity for your company to set the commencement date of the Tender Offer as April 4, 2025, the Committee humbly believes that it would be a sincere approach for your company to cooperate in ensuring that our shareholders, the Committee, and our board of directors have the necessary and sufficient time to consider the Proposal. **We would like your company to explain the reasonable basis for why it cannot accept our modest request to set the commencement date of the Tender Offer as May 9, 2025 (which is only approximately one month after April 4, 2024), as proposed by the Committee from**

an independent and fair standpoint. This is a "minimum" reasonable request and would not constitute an excessive extension, especially considering that a certain period of time should be secured to allow for consideration based on the Company's latest year-end financial results, allowing our shareholders to properly evaluate the validity of the Proposal after careful deliberation based on sufficient time and information.

In addition, your company stated that if a certain period of time is secured between the announcement of the FY March 2025 Financial Results and the end of the Tender Offer Period, our shareholders will be able to determine the validity of the Proposal after deliberation of the details of the FY March 2025 Financial Results. However, as mentioned above, as it is clear from the Financial Instruments and Exchange Act, which sets an upper limit on the tender offer period in order to limit a period during which shareholders of a target company of a tender offer are in an unstable position, based on the recognition that fair price formation on an exchange will be hindered[3], **during a tender offer period, shareholders of a target company of a tender offer will be placed in an unusually unstable position due to share price fluctuations based on various speculations or other factors. Given that the Tender Offer was proposed without prior consultation with the Company and considering that our shareholders need to make a more cautious decision as to whether to tender their shares in the Tender Offer compared to a typical tender offer, which is usually announced based on prior negotiations and an agreement between the tender offeror and the target company, it is clear that sufficient time for deliberation must be secured before the tender offer period commences during which shareholders are not exposed to such instability.** Therefore, as stated earlier, we believe the 12 business days allotted between the announcement of the FY March 2025 Financial Results and the end of the Tender Offer Period are insufficient for our shareholders to carefully assess the validity of the Proposal. This assessment should be based on sufficient time, information, and through deliberation by both the Committee and the board of directors, as well as in light of the FY March 2025 Financial Results, which are the Company's latest year-end financial results.

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3 Please see page 808 of Kishida, Masao. *Volume 1 of Annotation to the Financial Instruments and Exchange Act: Definitions and Information Disclosure Regulations of the Financial Instruments and Exchange Act (Revised Edition)*. Kinzai, 2021.

In addition, in the Notice Press Release, your company repeatedly stated that from the perspective of securing (i) a period of time that is necessary and sufficient for our board of directors and the special committee established by our company to form an opinion on the Tender Offer based on sufficient information provided by your company, and (ii) a period of time that is sufficient for our company and our shareholders to properly evaluate the validity of the Proposal and decide whether to tender their shares, your company determines that a period of "two months" or more is desirable as such period, but the basis for this was not mentioned at all. Since the Committee pointed this out in the Request Letter, in Your Letter Dated January 17, 2025, your company asserted that " in practice in Japan, the average period required by a special committee to consider the merits of a tender offer is approximately two months." It remains unclear what kind of "practice" for "tender offers" your company's proposal is based on. However, setting that aside for the moment, **since your company's proposal is an acquisition proposal that does not involve prior consultation or preliminary inquiry, which, as your First Senior Vice President acknowledged, is "rare in Japan," it is evident that the quantity, quality, and readiness of the information available at the time a special committee was formed are entirely different from the "practice" for "tender offers" to which your company refers. It remains unclear whether the "approximately two months" of deliberation cited as the "average" period of a "practice" for "tender offers" includes those conducted based on "friendly agreements" or limited to unsolicited proposals. However, asserting that a two-month period based on such "average" of "practices" is sufficient for the Committees and our shareholders to evaluate the Proposal disregards the unique circumstances of this case, such as the fact that the Proposal was made without prior inquiry on the last business day of the year, and cannot help but be seen as neglectful of our shareholders.**

Accordingly, **in order to maximize our corporate value and the common interests of our shareholders, the Committee once again strongly requests that the commencement date of the Tender Offer be postponed until May 9, 2025**.

2. Request that the lower limit on the number of shares to be purchased in the Tender Offer be set at two-thirds or more of the total voting rights of all shareholders

Next, in Your Letter Dated January 17, 2025, your company claims that the Notice Press Release was issued after prior consultation with the Kanto Local Finance Bureau, and that the Bureau also reviewed whether the aim of making the Company a wholly-owned subsidiary is consistent with the lower limit on the number of shares to be purchased (representing 50% of the total voting rights). We believe that this review was conducted on the assumption that, even if the number of shares tendered in the Tender Offer remains close to the lower limit, the proposal for the share consolidation is expected to be approved with an approval rate of at least approximately 74.12% (a percentage of ownership), based on the expectation that related parties of the Company will support the proposal for the share consolidation, as outlined in the Notice Press Release (and in the "Letter of Intent Regarding Management Integration Aimed at Maximizing Corporate Value" submitted by your company to our board of directors on the same day).

In the first place, the Kanto Local Finance Bureau's review aimed to confirm whether the facts and descriptions in the Notice Press Release are accurate, particularly whether Mita Securities actually provided such a report or opinion, and whether your company made any decisions stated in the Notice Press Release, such as the language "Nidec has received a report from Mita Securities on the results of its calculations (regarding the reaction of our shareholders to the Tender Offer and the Share Consolidation)," "received the opinion," and "based on this opinion, Nidec has decided . . .". However, we understand that the Kanto Local Finance Bureau's review does not provide confirmation that the conditions set out in the Proposal are objectively non-coercive or that shareholders will act in accordance with Mita Securities' "opinion." We intend to separately confirm with the Kanto Local Finance Bureau whether such assertions would indeed be acceptable to the Bureau.

However, setting that aside for the moment, as detailed below, and **as described in the Request Letter, the Proposal was made on the last day of business without prior notice, in a manner that prevents our shareholders from having sufficient time and information to properly consider the Proposal. Even if the Tender Offer was to be**

executed and successfully completed, there is currently no reasonable basis to infer that related parties of the Company would support your company's goal of making the Company a wholly-owned subsidiary. The opinion of Mita Securities, on which your company relies, does not include any objective evidence. Therefore, such an expectation is unreasonable and unfounded, and that the Kanto Local Finance Bureau's review is based on flawed assumptions without proper foundation.

Specifically, (i) your company claims in Your Letter Dated January 17, 2025 that "the ratio of voting rights exercised by shareholders other than the tender offeror at a general meeting of shareholders to approve the proposal for a share consolidation (squeeze-out proposal) after the completion of the tender offer is expected to be significantly lower than the ratio of voting rights exercised at an ordinary annual general meeting of shareholders." However, as stated in the Request Letter, **this assumption is based on the premise that, at the time of the general meeting of shareholders to approve the share consolidation, the tender offeror already holds two-thirds or more of the voting rights, making it evident that the proposal for the share consolidation will be approved, and consequently, shareholders other than the tender offeror are less likely to exercise their voting rights. Applying this assumption to the Tender Offer, where the lower limit on the number of shares tendered in tender offer is not set at two-thirds or more of the total voting rights of all shareholders and where there is no guarantee that your company will acquire two-thirds or more of the total voting rights of all shareholders, is inappropriate**. (ii) **In the case of your company's unsolicited acquisition proposal for Takisawa Machine Tool Co., Ltd. ("Takisawa"), the squeeze-out proposal to make the company a wholly-owned subsidiary was believed to be passed even if the lower limit on the number of shares to be purchased in the tender offer was not set at two-thirds or more of the total voting rights of all shareholders, because so-called cross-shareholding partners were not included in the "other shareholders expected to vote in favor of the special resolution for the share consolidation proposal at the extraordinary general meeting of shareholders if the Tender Offer is successfully completed and transitions to the extraordinary general meeting of shareholders." However, in this case, they were included, which is inconsistent**, and there is no explanation as to

why the assumptions presented in the Notice Press Release differ from those in Takisawa case[4].
(iii) Furthermore, **it is highly unreasonable to expect the Machine Tool Engineering Foundation, a public interest incorporated foundation, to vote in favor of the squeeze-out proposal, as it is objectively subject to strict restrictions on converting its shares in the Company into cash.**

Therefore, **with the aim of maximizing our corporate value and the common interests of our shareholders, the Committee once again strongly requests that the lower limit on the number of shares to be purchased in the Tender Offer be set at two-thirds or more of the voting rights of all shareholders of the Company.**

3. Request to cease any words or actions that discourage counterproposals

As mentioned in 1. above, "3.2.3 Negotiations Aimed at Best Available Transaction Terms for Shareholders" in the Guidelines states "**the board of directors should negotiate diligently with the acquiring party with the aim of improving the transaction terms** (including the purchase ratio and purchase consideration, in addition to the price; the probability of a transaction occurring is also an important factor) **so that the acquisition is conducted on the best available transaction terms for the shareholders**," and "Specifically, **each director and the board of directors should make all reasonable efforts not only to enhance corporate value but also to secure interests of shareholders. An example of such reasonable effort is to extensively negotiate with the acquiring party to raise the purchase price to a level commensurate with the corporate value, taking advantage of the existence of competing proposals if any to seek a price increase to a level comparable to such competing proposals, . . .**" (emphasis and underline added by the Committee). Thus, **the Guidelines require that the board of directors and special committee of a company that is the target of a acquisition proposal should make all reasonable efforts not only to enhance corporate value but also to protect the interests of shareholders, including by soliciting competing proposals**.

However, in a private interview in the Nikkei Business Interview Article, your company's

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[4] In both this case and TAKISAWA case, your company has relied on advice from Mita Securities.

Nagamori Group Representative responded to the question, “What would you do if a white knight appeared?” by saying, “If a rival party really appeared and raised the purchase price, I would even consider making a tender offer against that party.” This statement suggests that if another company were to make a competing proposal to the Proposal, your company would consider making a tender offer to that company in addition to the Company, which seems to discourage other companies from submitting such competing proposals.

The Committee cannot help but express its astonishment at your remarks, which suggested that a company making a competing proposal could be subjected to a tender offer solely for that reason. We suspect that many global institutional investors and general shareholders of your company, a listed company, may feel uncomfortable with such statements. We believe that such comments from an individual in a responsible position at your company, one of the most influential major corporations in Japan, could potentially hinder our board of directors and the Committee from making all reasonable efforts not only to enhance corporate value but also to secure the interests of shareholders, including by soliciting competing proposals, as outlined in the Guidelines as described above. Additionally, there are also concerns that such remarks may have a detrimental effect on the development of proper market check practices within Japan’s M&A market.

Therefore, the Committee strongly requests that individuals in responsible positions at your company refrain from making similar statements in the future (or statements that could be misunderstood as having a similar intent).

End