



March 10, 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

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Receipt of Initial Letters of Intent from Third Parties with the Aim of Making the Company a Wholly-Owned Subsidiary, and Sending of the Second Request Regarding Acquisition Proposal from Nidec Corporation

As Makino Milling Machine Co., Ltd. (the “Company”) disclosed, among other statements, in “The Company’s Opinion on the Press Release by Nidec Corporation Titled ‘Report on the Progress After the Release of Nidec’s Letter of Intent and on Nidec’s Opinion’ ” dated February 26, 2025, in considering the merits of Nidec Corporation’s (“Nidec”) proposal for a tender offer for the Company’s shares with the aim of making the Company a wholly-owned subsidiary of Nidec (the “Proposal”) received on December 27, 2024, we have been carefully examining whether the Proposal will enhance the Company’s corporate value and the common interests of our shareholders, and have been broadly considering all strategic options, including evaluating the Company’s intrinsic value and exploring more favorable alternatives for our shareholders.

During the process of such consideration and exploration, as of February 28, 2025, the Company has received initial letters of intent to acquire the Company with the aim of making the Company a wholly-owned subsidiary (“Third-Party Proposals”) from a number of third parties independent of the Company’s management and directors (“Proposers”).

The Ministry of Economy, Trade and Industry’s “Guidelines for Corporate Takeovers” stipulates that “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” (page 25 of the Guidelines). In accordance these Guidelines and fully respecting the Special Committee’s recommendations, the Company’s board of directors will continue to carefully examine whether the Proposal will enhance the Company’s corporate value and the common interests of our shareholders while actively conducting similar examinations of the Third-Party Proposals in parallel and, after receiving final and legally binding letters of intent from the Proposers, make its best efforts to ultimately present the best option and results for our shareholders.

As part of such efforts, the Company today sent to Nidec another request to postpone the commencement of the Tender Offer to at least May 9, 2025 in order to secure sufficient time to receive legally binding proposals from the Proposers and to conduct a sincere comparative consideration of the proposals, including the Proposal (see attached).

The Company will promptly issue notice if any matters requiring disclosure arise regarding our response to the Proposal or any of the Third-Party Proposals.

End

(Attachment)

March 10, 2025

To: Board of Directors
NIDEC CORPORATION:

Shotaro Miyazaki,
President, Director
Makino Milling Machine Co., Ltd.

Receipt of Initial Letters of Intent from Third Parties with the Aim of Making Our Company a Wholly-Owned Subsidiary, and Second Request Regarding Scheduled Commencement of the Tender Offer

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

Since receiving a letter of intent from your company dated December 27, 2024 (the "December 27, 2024 Letter of Intent") for a proposal (the "Proposal") for a tender offer for our company's shares with the aim of making our company a wholly-owned subsidiary of your company (the "Tender Offer"), in accordance with the "Guidelines for Corporate Takeovers" issued by the Ministry of Economy, Trade and Industry on August 31, 2023 (the "Guidelines"), we have been carefully examining whether the Proposal will enhance our company's corporate value and the common interests of shareholders, and have been broadly considering all strategic options, including evaluating our company's intrinsic value and exploring more favorable alternatives for our shareholders.

In relation to the Proposal, in light of recent changes to circumstances, from the perspective of maximizing corporate value and the common interests of our shareholders, we hereby notify and request the following to your company as follows.

1. Receipt of Third-Party Proposals, and Postponement of the Scheduled Commencement of the Tender Offer

As part of our efforts to consider all strategic options, while conducting market checks with the aim of considering the best option for our company and our shareholders, as of today, we have received initial letters of intent to acquire our company with the aim of making our company a wholly-owned subsidiary ("Third-Party Proposals") from a number of third parties independent of our company's management and directors ("Proposers"). Currently, in order to receive final and legally binding letters of intent from the Proposers, our company has made best efforts to respond to the due diligence conducted by the Proposers and has

proceeded with exchanging information with the Proposers, among other actions. We believe that there is a fair possibility that we will receive final and legally binding proposals from the Proposers. For that reason, we believe that, in order to secure the interests of our company and our shareholders, it is necessary to receive final and legally binding letters of intent, respect the purpose of the Guidelines seeking for improvement of transparency in relation to the process of how the transaction terms were agreed (Guidelines, page 36), and conduct a sincere comparative consideration of the proposals, including the Proposal, from the perspective of our company's corporate value and the common interests of our shareholders.

In this regard, your company has strongly maintained the position that the scheduled commencement of the tender offer for our company's shares is April 4, 2025. However, due to the considerable amount of time necessary for the process of completing due diligence, receiving legally binding proposals, and conducting a sincere comparative consideration of the proposals, in assuming your above-mentioned schedule, we are extremely concerned that the amount of time necessary for such comparative consideration cannot be secured. In the December 27, 2024 Letter of Intent, you state that "Nidec will . . . secure sufficient time for Makino and Makino's shareholders to consider and approve the Transaction, which we have deemed to be a period of two months" and scheduled the commencement of the Tender Offer on April 4, 2025. However, "Nidec began to study the proposed Transaction in August 2024," and as is evident from your statement in the December 27, 2024 Letter of Intent that you had been considering the Transaction for approximately five months leading up to the Proposal made on December 27, 2024, a period of less than three months from the time of receipt of the December 27, 2024 Letter of Intent until the scheduled commencement date of the Tender Offer is clearly not a "sufficient consideration period" for our company to conduct market checks.

Accordingly, **our board of directors strongly requests that the commencement date of the Tender Offer be postponed until May 9, 2025.**

2. The Opposition of Major Shareholders to the Proposal, and the Lower Limit on the Number of Shares to Be Purchased in the Tender Offer

The Machine Tool Engineering Foundation ("Major Shareholder"), the fifth largest shareholder of our company, announced on its website on March 3, 2025 ("Major Shareholder Press Release") that the Major Shareholder's board of trustees and board of directors resolved to oppose the Proposal. Moreover, shareholders of our company other than the Major Shareholder have submitted letters to the Financial Services Agency stating that they do not intend to tender their shares in the Tender Offer, and will not support the subsequent shareholders' resolution for the squeeze-out. We have received copies of such

letters (the ownership ratio of our shareholders from whom we have received copies of such letters at this time, including the Major Shareholder, reaches at least approximately 8%).

On this point, you have explained that under the Proposal, the lower limit on the planned number of shares to be purchased in the Tender Offer is 11,694,400, which is equivalent to 50% of the total number of voting rights of our company's shares, and that the basis for such lower limit being less than two-thirds of the total voting rights is that some of our shareholders (assuming that they do not tender their shares in the Tender Offer), including the Major Shareholder, "are expected to exercise their voting rights in favor" of the proposal for a share consolidation, and "it is reasonably expected" that the proposal for a share consolidation will be approved with an approval rate of at least approximately 74.12% (a percentage of ownership). To date, your company has not explained the rational basis for the "expectation" stated by your company and, as noted above and with respect to the Major Shareholder at the very least, it is evident that your explanation is contrary to facts. Further, in light of the fact that shareholders holding an ownership ratio of at least approximately 8%, including the Major Shareholder who holds the largest ownership ratio among such shareholders you state are "expected" to support the proposal for a share consolidation have expressed their opposition to the Proposal, your explanation remains highly questionable, including with respect to shareholders other than the Major Shareholder.

Accordingly, **our board of directors strongly requests** that the lower limit on the planned number of shares to be purchased in the Tender Offer **be raised to 15,564,200 shares, which is equivalent to two-thirds of the total voting rights of our shares.**

We kindly request that you respond in writing to the above by March 14, 2025.

Sincerely