



July 31, 2025

Tsubaki Nakashima Co., Ltd.

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[Amendment of the Announcement] Notice of Company Split (Simplified Absorption-Type Company Split), Change Regarding a Sub-subsidiary and Transfer of Shares in a Subsidiary

Tsubaki Nakashima Co., Ltd. (the "Company") announced that (i) the Company would incorporate, TN Linear Motion Inc. (the "NewCo"), a new company wholly-owned by the Company in preparation for the company split, which would carry on the Company's ball screws and ball ways manufacturing and selling business (the "Target Business") and receive the shares of TN Taiwan Co., Ltd. ("TJT"), a subsidiary of the Company, resulting in TJT becoming a subsidiary of NewCo (and a sub-subsidiary of the Company) through a company split (simplified absorption-type company split) (the "Absorption-Type Company Split"), and (ii) the Company shall transfer all of its shares in NewCo to MINEBEA MITSUMI Inc. ("MINEBEA MITSUMI") (the "Share Transfer," and together with the Absorption-Type Company Split, the "Transaction"), as announced in the press releases titled (x) "Notice of Company Split (Simplified Incorporation-Type Company Split), Change Regarding a Sub-subsidiary and Transfer of Shares in a Newly Incorporated Company" published on February 9, 2024, and (y) "[Amendment of the Announcement] Notice of Scheme Change of Company Split (Cancellation of Incorporation-Type Company Split and Change to Absorption-Type Company Split), Incorporation of a Subsidiary, Change Regarding a Sub-subsidiary and Transfer of Shares in a Subsidiary" published on September 19, 2024. However, upon the consultation with MINEBEA MITSUMI, the Company announced in the press releases titled "[Amendment of the Announcement] Notice of Postponement of Company Split (Absorption-Type Company Split) and Transfer of Shares in a Subsidiary and Cancellation of Absorption-

Type Company Split Agreement" published on December 4, 2024 that the Company decided to postpone the execution date of the Share Transfer (the "Execution Date") which was scheduled to take effect on December 10, 2024 and terminate the absorption-type company split agreement with NewCo dated October 4, 2024 pertaining to the Absorption-Type Company Split with NewCo on December 4, 2024, because it was discovered that the measured values in some of the quality inspection items for ball screws manufactured in the Koriyama plant for Linear Business had been falsified (the "Improper Conduct"), as announced in the press release titled "Notice Regarding Improper Conduct in Quality Inspections of Certain Products in Linear Business" published on November 11, 2024.

Thereafter, the Company continued discussions with MINEBEA MITSUMI, and as we reached a mutual understanding on how to address the Improper Conduct and aligned our views on the timing for executing the Transaction, the Board of Directors of the Company approved on July 31, 2025, the execution of an amendment agreement of the Share Purchase Agreement (the "Amendment Agreement (dated July 31, 2025)") with MINEBEA MITSUMI, which changes the Execution Date and the effective date of the Absorption-Type Company Split to October 3, 2025, and the execution of an absorption-type company split agreement with NewCo (the "Absorption-Type Company Split Agreement") pertaining to the Absorption-Type Company Split.

As the Absorption-Type Company Split is a simplified absorption-type company split by the Company alone, some disclosure items and their content have been omitted.

1. Details of Changes

Upon the consultation with MINEBEA MITSUMI, the Company has decided to change the Execution Date and the effective date of the Absorption-Type Company Split to October 3, 2025, under the Amendment Agreement (dated July 31, 2025) with MINEBEA MITSUMI and Absorption-Type Company Split Agreement with NewCo.

The changes in the execution date of Absorption-type Company Split Agreement, the effective date of the Absorption-Type Company Split, and the Execution Date from those announced in the press releases titled "[Amendment of the Announcement] Notice of Postponement of Company Split (Absorption-Type Company Split) and Transfer of Shares in a Subsidiary and Cancellation of Absorption-Type Company Split Agreement" published on December 4, 2024 are as follows:

	Before change	After change
Execution date of the Absorption-Type Company Split Agreement	Undecided	July 31, 2025

Effective Date of the Absorption-Type Company Split	Undecided	October 3, 2025 (tentative)
Execution Date	Undecided	October 3, 2025 (tentative)

2. Background for the Change

The Company incorporated NewCo on October 4, 2024 in preparation for the Absorption-Type Company Split, and has been preparing for completion of the Transaction scheduled for December 10, 2024. However, as announced in the press release titled "Notice Regarding Improper Conduct in Quality Inspections of Certain Products in Linear Business" published on November 11, 2024, in response to the discovery of the Improper Conduct, the Company has decided to postpone the Transaction upon consultation with MINEBEA MITSUMI.

As the mutual understanding with MINEBEA MITSUMI on how to address the Improper Conduct has reached, the Company has decided to change the Execution Date and the effective date of the Absorption-Type Company Split to October 3, 2025, under the Amendment Agreement (dated July 31, 2025) with MINEBEA MITSUMI and Absorption-Type Company Split Agreement with NewCo.

3. Purpose of the Transaction

The Company's group is specializing in the manufacture and sale of precision balls and rollers as well as ball screws and other mechanical parts. As a manufacturer, the top priority of the management is "safety, quality, and environment," and the Company's group is committed to promoting business activities in harmony with nature by cooperating with the society and local communities. By steadily implementing its management strategies while promoting the provision of essential parts for EV and wind power generation towards the realization of a decarbonized society and accelerating global deployment of medical products to meet high quality healthcare needs in the wake of the COVID-19 pandemic and the aging population, the group aims to become a stellar corporation that realizes sustainable profitable growth and continues to create improvements in corporate value. Also, in order to achieve further increase of corporate value, the Company's group has been working on the selection of business lines to achieve sustainable growth and to focus its management resources on the ceramic business and medical device business, which are the core of the Company's growth strategies.

Under these circumstances, the Company performed a careful consideration of the Target Business as part of the reorganization of its business portfolio and has decided to transfer

the Target Business to MINEBEA MITSUMI under the conclusion that the expansion of the Target Business by fully leveraging the strengths of the Target Business, such as its technological advantages and strong relationships with customers is best achieved under MINEBEA MITSUMI. MINEBEA MITSUMI's Precision Technologies Business's mainstay products are ball bearings, rod end bearings used mainly in aircrafts, mechanical parts such as pivot assemblies for hard disk drives (HDD), and screws for aircrafts. It is expected that the Transaction will further strengthen the Precision Technologies Business of MINEBEA MITSUMI.

4. Overview of the Absorption-Type Company Split

(1) Schedule of the Absorption-Type Company Split and the Share Transfer

Date of board resolution approving the Absorption-Type Company Split Agreement and the Amendment Agreement (dated July 31, 2025)	July 31, 2025
Date of execution of the Amended Agreement (dated July 31, 2025)	July 31, 2025
Date of execution of the Absorption-Type Company Split Agreement	July 31, 2025
Effective date of the Absorption-Type Company Split	October 3, 2025 (tentative)
Execution Date	October 3, 2025 (tentative)

Note 1: As the Absorption-Type Company Split is a simplified absorption-type company split as provided for in Article 784, paragraph 2 of the Companies Act for the Company which is the splitting company, and a short-form absorption-type company split as provided for in Article 796, paragraph 1 and a simplified absorption-type company split as provided for in Article 796, paragraph 2 for NewCo which is the company succeeding in an absorption type split, it does not require the approval of the absorption-type company split at a general shareholders' meeting of both the Company and NewCo.

Note 2: The Company announced in the press releases titled "[Amendment of the Announcement] Notice of Scheme Change of Company Split (Cancellation of Incorporation-Type Company Split and Change to Absorption-Type Company Split), Incorporation of a Subsidiary, Change Regarding a Sub-subsidiary and Transfer of Shares in a Subsidiary" published on September 19, 2024 that the Transaction shall become effective, subject to obtaining approval from the

Department of Investment Review of the Ministry of Economic Affairs of Taiwan (the “DIR”) for transfer of the TJT shares from the Company to NewCo, pursuant to the Absorption-Type Company Split. The Company obtained the approval from the DIR on November 13, 2024.

(2) Method of the Absorption-Type Company Split

The company split is an absorption-type company split (simplified absorption-type company split), in which the Company is the company splitting in an absorption-type split and NewCo is the company succeeding in an absorption-type split.

(3) Details of allotments concerning the Absorption-Type Company Split

There will be no allocation of shares, cash, or other assets from NewCo to the Company in the Absorption-Type Company Split.

(4) Treatment of rights to acquire new shares or bonds associated with the Absorption-Type Company Split

There will be no change to rights to acquire new shares or bonds issued by the Company.

(5) Increase/decrease in share capital due to the Absorption-Type Company Split

There will be no increase or decrease in the Company's share capital due to the Absorption-Type Company Split.

(6) Rights and obligations to be assumed by the succeeding company

NewCo will take over the assets, liabilities, contractual status, and other rights and obligations relating to the Target Business as specified in the absorption-type company split agreement. NewCo will assume the obligations of the Target Business by way of assumption of obligations releasing the old obligor.

(7) Prospect for fulfilling obligations

The Company believes that there will be no problem for NewCo to fulfill the obligations to be assumed by NewCo after the effective date of the Absorption-Type Company Split.

(8) Overview of the Share Transfer

The Company plans to transfer all shares in NewCo to MINEBEA MITSUMI as of

October 3, 2025. An overview of NewCo and the transferee of shares is provided in "5. Overview of the Companies Involved in the Absorption-Type Company Split" and "9. Outline of the Share Transfer" below, respectively.

5. Overview of the Companies Involved in the Absorption-Type Company Split

	Splitting company in an absorption-type company split (As of December 31, 2024)	Company succeeding in an absorption-type split (As of March 31, 2025)
(1) Name	Tsubaki Nakashima Co., Ltd.	TN Linear Motion Inc.
(2) Location	19 Shakudo, Katsuragi, Nara, Japan	19 Shakudo, Katsuragi, Nara, Japan
(3) Title and name of representative	Director and Representative Executive Officer, CEO Itaru Matsuyama	Representative Director Hisahiro Miyake
(4) Business	Manufacture and sale of industrial precision ball, rollers, and other applications	Manufacture and sale of ball screws and ball ways
(5) Share capital	17,116 million yen	1 million yen
(6) Date of establishment	January 5, 2007	October 4, 2024
(7) Number of issued shares	41,599,600 shares	1 share
(8) Fiscal year-end	December 31	March 31
(9) Major shareholders and holding ratio	The Master Trust 13.82 Bank of Japan, Ltd. % (Trust account)	Tsubaki 100.0 Nakashima Co., % Ltd.
	Custody Bank of 5.03% Japan, Ltd. (Trust account)	
	NORTHERN 3.54% TRUST GLOBAL SERVICES SE, LUXEMBOURG RE CLIENTS NON- TREATY ACCOUNT	
	Tatsuya Aoki 1.82%	
	BNYM AS 1.15%	

	AGT/CLTS NON TREATY JASDEC	
(10)	Relationship with the splitting company in an absorption-type split and company succeeding in an absorption-type split	
	Capital relationship	The Company holds 100% of the shares of the company succeeding in an Absorption-type Company Split.
	Personal relationship	The Company dispatches a director to NewCo.
	Business relationship	None
(11)	Operating results and financial position for the most recent fiscal year	
		(Unit: million yen)
		(Unit: thousand yen)
Total equity	61,508	895
Total assets	174,721	2,240
Equity per share attributable to owners of the parent (yen)	1,543.02	895,228.00
Sales	75,921	-
Operating profit	814	-
Profit before tax	1,747	△104
Profit attributable to owners of the parent	912	△104
Basic earnings per share (yen)	22.91	△ 104,772.00
Dividend per share (yen)	25.00	-

6. Overview of the Business to Be Split in the Absorption-Type Company Split

(1) Business to be split

Manufacture and sale of ball screws and ball ways

(2) Operating results of the business to be split (Fiscal year ended December 2024)

Sales: 2,721 million yen

(3) Book values of assets and liabilities to be split (as of December 31, 2024)

Total Assets: 3,450 million yen

Total Liabilities: 780 million yen

Note: The value of assets and liabilities to be split will be fixed on the effective date of the Absorption-Type Company Split (October 3, 2025).

7. Status after the Absorption-Type Company Split

The name, location, title and name of representative, business description, share capital, and fiscal year-end of the Company and NewCo after the Absorption-Type Company Split are as described in "5. Overview of the Companies Involved in the Absorption-Type Company Split."

8. Overview of the Company to be changed from Subsidiary to Sub-subsidiary

(1) Name	TN TAIWAN CO., LTD.
(2) Location	NO.15 Gongyequ33 Rd., Xitun Dist, Taichung City 407, Taiwan
(3) Title and name of representative	Akinobu Irie
(4) Business	Manufacture and sale of ball screws
(5) Share capital	7 million Taiwan New Dollars
(6) Date of establishment	August 10, 2010
(7) Major shareholder and holding ratio	Tsubaki Nakashima Co., Ltd. 95.0%
(8) Relationship with the Company	
Capital relationship	The Company owns 95% of issued shares.
Personnel relationship	Named Chairman and Director
Business relationship	Ball sales and products purchase

9. Outline of the Share Transfer

(1) Overview of NewCo to be transferred

An overview is provided in "5. Overview of the Companies Involved in the Absorption-Type Company Split" and "6. Overview of the Business to Be Split in the Absorption-Type Company Split" above.

(2) Overview of the transferee of the Share Transfer (as of March 31, 2025)

(1) Name	MINEBEA MITSUMI Co., Ltd.
(2) Location	4106-73 Oaza Miyota, Miyota-machi, Kitasaku-gun, Nagano, Japan
(3) Title and name of representative	Yoshihisa Kainuma, Representative Director, Chairman CEO
(4) Business	Machinery Components Business, Electronic

	Devices and Components Business Automotive, Industrial Machinery and Home Security Unit Business	
(5) Share capital ※	68,258 million yen	
(6) Date of establishment	July 16, 1951	
(7) Net assets ※	754,625 million yen	
(8) Total assets ※	1,584, 814 million yen	
(9) Major shareholders and holding ratio (As of March 31, 2024)	The Master Trust Bank of Japan, Ltd. (Trust account)	16.69%
	Custody Bank of Japan, Ltd. (Trust account)	7.52%
	Takahashi Industrial and Economic Research Foundation	3.84%
	Sumitomo Mitsui Trust Bank, Limited	3.83%
	BNYM AS AGT/CLTS NON TREATY JASDEC	3.67%
(10) Relationship with the Company		
	Capital relationship	None
	Personnel relationship	None
	Business relationship	Certain transactions involving products, distribution, business support
	Status as a related party	None

※ : All figures are for March 31, 2025.

(3) Number of shares to be transferred and shareholding before and after the transfer

Number of shares held before the transfer	1 share (100% ownership of voting rights)
Number of shares to be transferred	1 share (100%)
Number of shares held after the transfer	0 shares (0% ownership of voting rights)

Note: Purchase price is not disclosed under the confidentiality obligations between the parties.

10. Future Outlook

In connection with the Transaction, the financial effect is insignificant on our consolidated forecast. If matters that require disclosure arise, we will promptly disclose them.