



February 9, 2024

Tsubaki Nakashima Co., Ltd.

Koji Hirota

Director and Representative Executive Officer, CEO

(Code: 6464, Prime, Tokyo Stock Exchange)

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**Notice of Company Split (Simplified Incorporation-Type Company Split), Change
Regarding a Sub-subsidiary and Transfer of Shares in a Newly Incorporated
Company**

Tsubaki Nakashima Co., Ltd. (the "Company") hereby announces that, at its Board of Directors meeting held today, it has resolved to enter into an agreement as of today (the "Share Purchase Agreement") to transfer all shares in TN Linear Motion Inc. ("NewCo"), a new company to be incorporated through a company split (simplified incorporation-type company split) (the "Company Split") by having NewCo succeed to the Company's ball screws and ball ways manufacturing and selling business (the "Target Business") as well as the shares of the Company's subsidiary TN TAIWAN CO., LTD. ("TJT"), effectively making TJT a subsidiary of NewCo (and a sub-subsidiary of the Company), to MINEBEA MITSUMI Inc. ("MINEBEA MITSUMI") (the "Share Transfer," and together with the Company Split, the "Transaction"). The Share Transfer is scheduled to take effect on December 10, 2024 pursuant to the Share Purchase Agreement.

The Transaction shall be executed subject to obtaining approval from the Department of Investment Review of the Ministry of Economic Affairs of Taiwan for the transfer of TJT shares from the Company to NewCo pursuant to the Company Split.

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

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1. 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.

2. Overview of the Company Split

(1) Schedule of the Company Split and the Share Transfer

Date of Board of Directors resolution approving the Incorporation-Type Company Split Plan and the Share Purchase Agreement	February 9, 2024
Date of execution of the Share Purchase Agreement	February 9, 2024
Effective date of the Company Split	December, 10, 2024 (tentative)

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Date of the Share Transfer	December 10, 2024 (tentative)
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Note 1: As the Company Split is a simplified incorporation-type company split as provided for in Article 805 of the Companies Act, it does not require the approval of the incorporation-type company split plan at the Company's general shareholders meeting.

Note 2: The Transaction shall become effective, subject to obtaining approval from the Department of Investment Review of the Ministry of Economic Affairs of Taiwan for the transfer of TJT shares from the Company to NewCo pursuant to the Company Split. In the event of a necessity to adjust the timeline of the Transaction due to delays in obtaining the approval or for any other reasons, the Company and MINEBEA MITSUMI may amend such schedule upon mutual agreement.

(2) Method of the Company Split

The Company Split is an incorporation-type company split (simplified incorporation-type company split), in which the Company is the company splitting in an incorporation-type company split and NewCo is the company incorporated in an incorporation-type company split.

(3) Details of allotments concerning the Company Split

NewCo will issue 1 share of common stock in the Company Split, all of which will be allotted to the Company as the company splitting in an incorporation-type company split.

(4) Handling of share acquisition rights and bonds with share acquisition rights associated with the Company Split

There will be no change to the share acquisition rights and bonds with share acquisition rights issued by the Company.

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

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

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

NewCo will succeed to the assets, liabilities, contractual status, and other rights and obligations relating to the Target Business as specified in the incorporation-type

company split plan. NewCo will assume the obligations of the Target Business by way of discharging assumption of debt.

(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 Company Split.

(8) Overview of the Share Transfer

The Company plans to transfer all shares in NewCo to MINEBEA MITSUMI as of December 10, 2024. An overview of NewCo and the transferee of shares is provided in "3. Overview of the Companies Involved in the Company Split" and "7. Outline of the Share Transfer" below, respectively.

3. Overview of the Companies Involved in the Company Split

	Splitting company in the incorporation-type company split (As of December 31, 2023)	Company to be incorporated in the incorporation-type company split (Planned at the time of incorporation)
(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 Koji Hirota	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	17,117 million yen	1 million yen
(6) Date of establishment	January 5, 2007	December 10, 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 10.07 Bank of Japan, Ltd. % (Trust account)	Tsubaki 100.0 Nakashima Co., % Ltd.
	Custody Bank of 4.79%	

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	Japan, Ltd. (Trust account)	
	NORTHERN TRUST CO. (AVFC) RE UKUC UCITS CLIENTS NON LENDING 10PCT TREATY ACCOUNT	4.13%
	BNYM AS AGT/CLTS NON TREATY JASDEC	1.86%
	Tatsuya Aoki	1.69%
(10)	Relationship with the Splitting company in the incorporation-type company split and company to be incorporated in the incorporation-type company split	
	Capital relationship	Company will hold 100% of the shares of the Company to be incorporated in the incorporation-type company split on the effective date of the Incorporation-type Company Split.
	Personal relationship	None
	Business relationship	None
(11)	Operating results and financial position of the splitting company for the most recent fiscal year (Unit: million yen)	
Tsubaki Nakashima Co., Ltd. (Consolidated)		
Fiscal year-end		December 31, 2023
Total equity		54,142
Total assets		166,078
Equity per share attributable to owners of the parent (yen)		1,361.91
Sales		80,337
Operating profit		853
Profit before tax		113
Profit attributable to owners of the parent		(1,287)
Basic earnings per share (yen)		(32.38)
Dividend per share (yen)		13

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4. Overview of the Business to Be Split in the 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 2023)
Sales: 3,252 million yen
- (3) Book values of assets and liabilities to be split (as of December 31, 2023)
Total Assets 3,323 million yen
Total Liabilities 1,139 million yen

Note: The value of assets and liabilities to be split will be fixed on the effective date of the Company Split (December 10, 2024).

5. Status after the 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 Company Split are as described in "3. Overview of the Companies Involved in the Company Split."

6. 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

7. Outline of the Share Transfer

- (1) Overview of NewCo to Be Transferred

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An overview is provided in "3. Overview of the Companies Involved in the Company Split" and "4. Overview of the Business to Be Split in the Company Split" above.

(2) Overview of the transferee of the Share Transfer (as of December 31, 2023)

(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 ※	68,259 million yen	
(6) Date of establishment	July 16, 1951	
(7) Net assets ※	643,309 million yen	
(8) Total assets ※	1,303,967 million yen	
(9) Major shareholders and holding ratio (As of September 30, 2023)	The Master Trust Bank of Japan, Ltd. (Trust account)	17.03%
	Custody Bank of Japan, Ltd. (Trust account)	7.68%
	Takahashi Industrial and Economic Research Foundation	3.80%
	Sumitomo Mitsui Trust Bank, Limited	3.79%
	Sumitomo Mitsui Banking Corporation	2.52%
(10) Relationship with the Company		
	Capital relationship	None
	Personnel relationship	None
	Business relationship	Certain transactions involving products
	Status as a related party	None

Note : All figures are for March 31, 2023.

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

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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.

8. 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.