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April 25, 2024

To Whom It May Concern:

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Chiyoda-ku, Tokyo
Japan
Representative Director/
President: Yasuhiko Saitoh
Securities Code: 4063
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Notice Regarding Planned Commencement of Tender Offer for
Shares of Mimasu Semiconductor Industry Co., Ltd. (Securities Code: 8155)

Shin-Etsu Chemical Co., Ltd. ("Shin-Etsu") resolved at its board of directors' meeting held today to acquire the common shares (the "Shares") of Mimasu Semiconductor Industry Co., Ltd. (Securities Code: 8155, Tokyo Stock Exchange Prime Market ("TSE Prime Market")) ("Mimasu") through a tender offer (the "Tender Offer") based on the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended), as further described below:

Shin-Etsu plans to initiate the Tender Offer promptly if and after the required procedures under domestic and foreign anti-trust laws and other required conditions precedent (the "Conditions Precedent") have been satisfied (or Shin-Etsu has waived the Conditions Precedent). The schedule for the Tender Offer will be announced promptly after it is decided. Also, if there is a change to the scheduled timing of the commencement of the Tender Offer stated in Section 2(2), this will be announced promptly.

1. Summary and Purpose of Tender Offer

(1) Summary of Tender Offer

Shin-Etsu plans to purchase a minimum of 7,682,076 Mimasu shares (representing 23.91% of outstanding shares) through the Tender Offer. If the total number of shares tendered in response to the Tender Offer (the "Tendered Shares") is less than the minimum number of shares to be purchased (7,682,076 shares), Shin-Etsu will purchase none of the Tendered Shares. On the other hand, because the purpose of the Tender Offer is to make Mimasu a wholly-owned subsidiary of Shin-Etsu, Shin-Etsu has not designated a maximum number of shares to be purchased through the Tender Offer. Thus, if the total number of Tendered Shares is equal to or greater than the minimum number of shares to be purchased, Shin-Etsu will purchase all of the Tendered Shares.

If Shin-Etsu is not able to purchase all of the Shares (but excluding Shares directly owned by Shin-Etsu and treasury shares owned by Mimasu) through the Tender Offer, then, after the completion of the Tender Offer procedures, Shin-Etsu plans to perform a squeeze-out procedure based on the provisions of the Companies Act of Japan (Act. No. 86 of 2005, as amended) in order to make Mimasu a wholly-owned subsidiary of Shin-Etsu.

Moreover, according to Mimasu's "Announcement of Opinion in Support of the Planned Commencement of the Tender Offer for Shares of the Company by the Company's Affiliate Shin-Etsu Chemical Co., Ltd. and Recommendation to Tender" issued today, Mimasu's current position, based on a board of directors' meeting held today, is that it was decided that, if the Tender Offer is commenced, Mimasu will express its agreement to the Tender Offer and recommend that its shareholders tender their shares in response to the Tender Offer.

(2) Background, Purpose, Etc. of the Tender Offer

Mimasu's business consists of (i) the Semiconductor Division, which provides silicon wafer processing services, (ii) the Industrial Sales Division, which sells measuring instruments, testing machines, other precision equipment, and other products manufactured by the Engineering Division, and (iii) the Engineering Division, which develops, designs and manufactures semiconductor-related automating equipment, etc.

As to its main business of processing silicon wafers, Mimasu is able to provide high-quality and low-cost services based on its continuous efforts to develop leading-edge process technologies and plans to significantly develop this business.

Mimasu became an equity-method affiliate of Shin-Etsu in August 2005 through a capital increase by third-party share allocation by Mimasu to Shin-Etsu (the "Share Allocation"), which resulted in Shin-Etsu owning 27.10% of Mimasu's Shares. Thereafter, in February 2006, Shin-Etsu made a tender offer for Mimasu's Shares and thereby came to own 40.54% of Mimasu's Shares.

Since the Share Allocation, Shin-Etsu has repeatedly considered the role of Mimasu's businesses in Shin-Etsu's portfolio, in an effort to increase the synergies with Mimasu. In particular, Shin-Etsu believes that Mimasu's semiconductor business, industrial sales business, and engineering business can each make a significant contribution to the growth of the Shin-Etsu group's electronic materials business.

Also, Shin-Etsu expects that the semiconductor industry will experience a significant increase in demand for semiconductor devices over the medium and long-term, but that, in the short term, the semiconductor

industry will face inventory surpluses, raw material cost increases, and other severe changes. For these reasons, Shin-Etsu recognizes that it is time for Mimasu to institute changes to conduct higher-level technical research, stabilize its supply chain, etc.

In this situation, Shin-Etsu, after discussions with Mimasu, decided to make Mimasu its wholly-owned subsidiary. In addition, Shin-Etsu intends to maintain and not change the structure of Mimasu's current supply/sales chain and business partners for the time being.

Shin-Etsu believes that the Shin-Etsu group, including Mimasu, will be able to realize synergies and increase the corporate value of both companies by (i) more efficient (as to time and place) deployment of wafer manufacturing capabilities, (ii) obtaining personnel and utilization of each other's personnel, (iii) expansion of product lines to meet demand for a wide range of wafer products, (iv) reduction of Mimasu's investment costs, (v) utilization of the Shin-Etsu's group's wafer reclaim technology/knowledge, (vi) expanding sales channels for spin processors, and (vii) improving the allocation of risk in the case of natural disasters.

2. Summary of Offer, Etc.

(1) Summary of Mimasu

Company Name	Mimasu Semiconductor Industry Co., Ltd.	
Address	2174-1 Hodota-machi, Takasaki-shi, Gunma-ken, Japan	
Name/Position of Representative	Representative Director/President Tatsuro Yako	
Description of Business	Semiconductor Division (processing and sale of semiconductor materials), Industrial Sales Division (sale of measuring instruments, testing machines, information instruments, automatic control equipment, other precision equipment, products developed by Mimasu, and related systems), Engineering Division (manufacturing of various products, inspection, testing, design/manufacturing/sale of testing systems, and design/manufacturing/sale of water purification equipment, waste water processing facilities, and various plant facilities)	
Capital	18,824 million Japanese Yen (as of February 29, 2024)	
Date of Incorporation	June 4, 1969	
Major Shareholders and Shareholding Percentages (as of November 30, 2023)	Shin-Etsu Chemical Co., Ltd.	42.75%
	The Master Trust Bank of Japan, Ltd. (trust account)	8.03%
	Masayuki Nakazawa	6.16%
	Custody Bank of Japan, Ltd. (trust account)	3.52%
	JP Morgan Chase Bank 385632 (local custodian: Mizuho Bank, Ltd. Settlement & Clearing Services Department)	2.26%
	The Gunma Bank, Ltd. (custodian: Custody Bank of Japan, Ltd.)	2.18%
	JP Morgan Chase Bank 380684 (local custodian: Mizuho Bank, Ltd. Settlement & Clearing Services Department)	1.49%
	Pictet and Cie (Europe) AG, Succursale de Luxembourg UCITS (local custodian: MUFG Bank, Ltd.)	1.20%
	STATE STREET LONDON CARE OF STATE STREET BANK AND TRUST, BOSTON SSBTC A/C UK LONDON BRANCH CLIENTS-	1.18%

	UNITED KINGDOM (local custodian: HSBC, Tokyo Branch, Custody Services Department) Shin-Etsu Handotai Co., Ltd. 1.12%
Relationship Between Shin-Etsu and Mimasu	
Capital Relationship	As of today, Shin-Etsu directly owns 13,733,824 Shares (representing 42.75% of outstanding Shares) and indirectly owns, through a subsidiary, an additional 359,424 Shares (representing 1.12% of outstanding Shares) for a total of 14,093,248 Shares (representing 43.87% of outstanding Shares). As a result, Mimasu is an equity-method affiliate of Shin-Etsu.
Personnel Relationship	As of today, one of Mimasu's company auditors is from Shin-Etsu.
Business Relationship	Mimasu provides silicon wafer processing and other services to the Shin-Etsu group. Mimasu sells products to the Shin-Etsu group.
Affiliate Party Status	Because Mimasu is an equity-method affiliate of Shin-Etsu, Mimasu is an affiliate party.

Note: Information in "Major Shareholders and Shareholding Percentages" is taken from the "55th Fiscal Year, 2nd Quarter Report", "Major Shareholders" section, issued by Mimasu on January 12, 2024.

(2) Schedule, Etc.

If the Conditions Precedent are satisfied (provided, however, that, even if some or all of the Conditions Precedent are not satisfied, Shin-Etsu may decide, in its discretion, to waive the subject Conditions Precedent and commence the Tender Offer), the Tender Offer will be commenced. If the Condition Precedents are satisfied (or if Shin-Etsu waives the Conditions Precedent), Shin-Etsu plans to promptly commence the Tender Offer. As of today, Shin-Etsu aims to commence the Tender Offer in late July 2024. However, because it is difficult to accurately predict the time required to complete the procedures with domestic and foreign anti-trust authorities, the detailed schedule will be announced promptly after it is decided.

The period of the Tender Offer is generally expected to be 20 business days.

(3) Purchase Price for Tendered Shares

3,700 Japanese Yen per common share

This amount represents a premium of (i) 33.24% in comparison to the closing price of the Shares on the TSE Prime Market on April 24, 2024, the business day prior to the date of this Notice, (ii) 26.50%, in comparison to the simple average of the closing prices of the Shares on the TSE Prime Market during the one-month period just prior to the date of this Notice (rounded up to the nearest Japanese Yen if the digit just to the right of the decimal point is five or greater, and rounded down to the nearest Japanese Yen if the digit just to the right of the decimal point is four or less, the same shall apply to the three-month average and the six-month average below), (iii) 19.82%, in comparison to the simple average of the closing prices of the Shares on the TSE Prime Market during the three-month period just prior to the date of this Notice, and (iv) 25.04%, in comparison to the simple average of the closing prices of the Shares on the TSE Prime Market during the six-month period just prior to the date of this Notice.

(4) Number of Shares Planned to be Purchased

Type of Shares	Number of Shares Planned to be Purchased	Minimum Number of Shares to be Purchased	Maximum Number of Shares to be Purchased
Common Shares	18,390,057 shares	7,682,076 shares	no maximum
Total	18,390,057 shares	7,682,076 shares	no maximum

Note 1: If the total number of Tendered Shares is less than the minimum number of shares to be purchased (7,682,076 shares), Shin-Etsu will purchase none of the Tendered Shares. If the total number of Tendered Shares is equal to or greater than the minimum number of shares to be purchased (7,682,076 shares), Shin-Etsu will purchase all of the Tendered Shares.

Note 2: Because no maximum number of shares to be purchased through the Tender Offer has been set, the number of shares planned to be purchased through the Tender Offer is stated as the maximum number of Shares that Shin-Etsu can purchase through the Tender Offer (18,390,057 shares). This maximum number of 18,390,057 shares is calculated as the total number of outstanding shares (35,497,183 shares), minus the number of treasury shares held by Mimasu (3,373,302 shares) and the number of shares directly owned by Shin-Etsu (13,733,824 shares), with all share numbers effective as of February 29, 2024 as stated in Mimasu's Non-consolidated Financial Results for the Nine Months Ended February 29, 2024 (Under Japanese GAAP).

Note 3: Shares representing less than one voting unit can also be tendered in response to the Tender Offer. However, if a Mimasu shareholder owning shares representing less than one voting unit exercises its right to request the purchase of such shares by Mimasu in compliance with the Companies Act of Japan, Mimasu may purchase such shares during the period of the Tender Offer, in compliance with applicable laws/regulations.

Note 4: Shin-Etsu does not plan to purchase any treasury shares held by Mimasu through the Tender Offer.

Note 5: The above-stated "Number of Shares Planned to be Purchased" and "Minimum Number of Shares to be Purchased" are provisional numbers based on information available as of today. The actual number of shares purchased through the Tender Offer may differ from the above-stated numbers due to future changes to the number of treasury shares held by Mimasu, etc. Prior to the commencement of the Tender Offer, it is planned that the final "Number of Shares Planned to be Purchased" and "Minimum Number of Shares to be Purchased" will be determined based on the latest information available at that time.

(5) Other Conditions and Procedures Regarding Tender Offer, Etc.

1. Other Conditions and Procedures Regarding Tender Offer, Etc.

The settlement method, date of announcement of the commencement of the tender offer, and other conditions and procedures relating to the tender offer, etc. will be announced promptly after they are decided. The agent for the tender offer is expected to be Daiwa Securities Co., Ltd.

2. Other

The Tender Offer is not conducted, directly or indirectly, in the U.S. or for the U.S., and is not conducted (i) by means of U.S. mail or other interstate or international commerce methods or means (including, but not limited to, facsimile, electronic mail, internet communications, telex or telephone), nor (ii) through any securities exchange facility in the U.S. No tender of shares in response to the Tender Offer may be made through any of the above-mentioned methods or means or through the above-mentioned facilities, or from the U.S.

The tender offer registration statement and the related tender documents relating to the Tender Offer are not and may not be sent or distributed in, to, or from the U.S. by mail or any other method. Any tender of shares in response to the Tender Offer made in violation, directly or indirectly, of any of the above-referenced restrictions shall be rejected.

Shareholders tendering shares in response to the Tender Offer (in the case of foreign shareholders, the shareholders' local custodians) may be required to make the following representations and warranties to the tender offer agent when making such tender:

- A. the shareholder is not located in the U.S., either at the time of the Tender Offer or at the time the tender offer application form is submitted;
- B. the shareholder has not directly or indirectly received or sent any information (including copies thereof) regarding the Tender Offer, in, to, or from the U.S.;
- C. the shareholder did not directly or indirectly use U.S. mail or other interstate or international commercial methods or means (including, but not limited to, facsimile, electronic mail, internet communications, telex, or telephone), or any securities exchange facility in the U.S., in connection with the purchase, etc. of shares in connection with the Tender Offer or signing and delivery of the tender offer application form; and
- D. the shareholder is not acting as any other person's attorney-in-fact or trustee/agent without discretion (unless the person providing instructions regarding the purchase, etc. is doing so solely from outside the U.S.).

[Restrictions on Solicitation]

This press release is a translation of a Japanese press release to make public the Tender Offer and was not prepared for the purpose of soliciting a sale. If you intend to tender your shares, please be sure to refer to the Tender Offer Explanatory Document and make your tender based on your own judgment. This press release is not an application to sell, a solicitation to sell, nor a solicitation to apply to purchase securities nor a part of any of the above. This press release (or any part hereof) or any distribution hereof will not form the basis for any agreement concerning the Tender Offer, nor can it be relied upon when executing any such agreement.

[Predictions of the Future]

Shin-Etsu does not guarantee that the predictions expressed or implied as "forward-looking statements" will ultimately be accurate. The "forward-looking statements" herein have been prepared based on information available to Shin-Etsu as of the date hereof, and, unless otherwise required by applicable laws/regulations, Shin-Etsu will not be responsible for updating or otherwise revising such forward-looking statements to reflect any future events or circumstances.

[Regulations of the United States]

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The tender offer registration statement and the related tender documents relating to the Tender Offer are not and may not be sent or distributed in, to, or from the U.S. by mail or any other method. Any tender of shares in response to the Tender Offer made in violation, directly or indirectly, of any of the above-referenced restrictions shall be rejected.

[Other Countries]

The announcement, issuance, or distribution of this press release may be restricted in certain countries/regions by applicable laws/regulations. In such cases, please be aware of and comply with such restrictions. This press release is not an application to sell, a solicitation to sell, nor a solicitation to apply to purchase securities in relation to the Tender Offer and shall be treated as a mere distribution of informational materials.