



April 25, 2024

Company name: Mimasu Semiconductor Industry Co., Ltd.  
Representative: Tatsuro Yako, Representative Director and President  
(Securities Code: 8155, Tokyo Stock Exchange Prime Market)  
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**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**

Mimasu Semiconductor Industry Co., Ltd. (the "Company") hereby announces that, regarding the tender offer for the common shares of the Company (the "Company's Stock") by the Company's affiliate Shin-Etsu Chemical Co., Ltd. (Securities Code: 4063; the "Tender Offeror") (such tender offer, hereinafter, the "Tender Offer"), the Company resolved, at its Board of Directors meeting held today, to express its opinion as of today in support of the Tender Offer if it is commenced, and to recommend that shareholders of the Company tender their shares in the Tender Offer.

The Tender Offer is planned to be commenced as soon as it becomes likely that clearance will be obtained under the competition laws of the respective countries. The details of the schedule will be announced as soon as they become available.

The above resolution of the Board of Directors was reached on the premise that the Tender Offeror intends to make the Company its wholly-owned subsidiary through the Tender Offer and a series of subsequent procedures (the "Transaction"), and that the Company's Stock will be delisted.

(1) Purpose of becoming a wholly-owned subsidiary through the Tender Offer

In the current business environment, where demand for semiconductor devices is expected to increase in the medium to long term and customers are expected to demand silicon wafers of even higher quality, it will become increasingly important to flexibly execute capital investment for technology development to capture such demand and for purposes of responding to the intensifying competition with foreign companies, and the funds required for such investment will likely increase significantly. Given such environment, the Company has concluded that realizing initiatives from a medium- to long-term perspective that are not swayed by short-term performance fluctuations and short-term evaluations by capital markets, as well as enabling the mutual utilization of management resources such as customer bases, business bases, and financial bases between the Company and the Tender Offeror Group (Note) through the Transaction will contribute to the enhancement of the Company's corporate value.

(Note) As of today, the Tender Offeror has 134 subsidiaries and 11 affiliates, including the Company. The Tender Offeror and its subsidiaries and affiliates are collectively referred to as the "Tender Offeror Group."

Specifically, the following synergies can be expected through the Transaction, which the Company believes will contribute to the enhancement of its corporate value.

- (i) Greater overseas sales opportunities for the Company's existing businesses
- (ii) Improvement of management efficiency by sharing management resources
- (iii) Further enhancement of 300 mm silicon wafer processing technology
- (iv) Implementation of capital investment from a medium- to long-term perspective and reduction of the Company's investment costs
- (v) Reduction of costs and operational burden for maintaining the listing, and the resulting transfer of management resources

In light of the fact that the Transaction will make it possible to raise funds mainly by utilizing the financial resources of the Tender Offeror Group, and in view of the Company's current financial condition and the recent low interest rate environment in indirect finance among other factors, the need for equity financing is not high for the time being. In addition, the Company's name recognition, brand power, and social credibility, which are important in terms of human resource recruitment for the Company, are largely acquired and maintained through its business activities and are not likely to be particularly affected by going private, and the Company believes that it will be possible to utilize the name recognition, brand power, and social credibility of the Tender Offeror Group in human resource recruitment after the execution of the Transaction. Considering the foregoing, the Company recognizes that the disadvantages of going private through the Transaction will be limited.

## (2) Management policy after the Tender Offer

The Tender Offeror intends, in principle, to maintain the current business management system even after the Company becomes a wholly-owned subsidiary of the Tender Offeror through the Transaction.

### (Reference) Overview of the Tender Offeror

(1) Name	Shin-Etsu Chemical Co., Ltd.	
(2) Address	4-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo	
(3) Title and name of the representative	Yasuhiko Saitoh, President and Representative Director	
(4) Business description	Infrastructure materials business, electronics materials business, functional materials business, and processing & specialized services	
(5) Capital amount	119,419 million yen (as of March 31, 2024)	
(6) Date of establishment	September 16, 1926	
(7) Major shareholders and shareholding ratio (As of September 30, 2023) (Note 1)	The Master Trust Bank of Japan, Ltd. (Trust account)	18.01%
	Custody Bank of Japan, Ltd. (Trust account)	6.96%
	Nippon Life Insurance Company (Standing proxy: The Master Trust Bank of Japan, Ltd.)	3.83%
	JP MORGAN CHASE BANK 385632 (Standing proxy: Settlement & Clearing Services Department, Mizuho Bank, Ltd.)	3.82%
	The Hachijuni Bank, Ltd. (Standing proxy: The Master Trust Bank of Japan, Ltd.)	2.94%
	Meiji Yasuda Life Insurance Company (Standing proxy: Custody Bank of Japan, Ltd.)	2.66%
	SSBTC CLIENT OMNIBUS ACCOUNT (Standing proxy: The Hongkong and Shanghai Banking	2.58%

	Corporation Limited, Tokyo Branch)	
	GOVERNMENT OF NORWAY (Standing proxy: Citibank, N.A., Tokyo Branch)	2.13%
	STATE STREET BANK WEST CLIENT - TREATY 505234 (Standing proxy: Settlement & Clearing Services Department, Mizuho Bank, Ltd.)	1.72%
	JP MORGAN CHASE BANK 385781 (Standing proxy: Settlement & Clearing Services Department, Mizuho Bank, Ltd.)	1.31%
(8) Relationship between the Company and the Tender Offeror		
	Capital relationship	As of today, the Tender Offeror directly owns 13,733,824 shares of the Company's Stock (ownership ratio (Note 2): 42.75%) and indirectly owns 359,424 shares of the Company's Stock (ownership ratio (Note 2): 1.12%) through Shin-Etsu Handotai Co., Ltd., a wholly-owned subsidiary of the Tender Offeror, and thus holds a total of 14,093,248 shares of the Company's Stock (ownership ratio (Note 2): 43.87%), thereby making the Company an equity-method affiliate.
	Personnel relationship	As of today, one of the Company's Audit & Supervisory Board members was formerly with the Tender Offeror.
	Business relationship	The Tender Offeror mainly entrusts the Company with the processing of semiconductor silicon wafers for the Tender Offeror Group. The Company mainly sells products to the Tender Offeror Group.
	Status as a related party	The Company is an equity-method affiliate of the Tender Offeror and therefore is a related party.

(Note1) "Major shareholders and shareholding ratio (as of September 30, 2023)" is taken from "Status of Major Shareholders" in the quarterly securities report (for the second quarter of the 147th fiscal year) submitted by the Tender Offeror on November 13, 2023.

(Note2) "Ownership ratio" reflects the ratio (rounded off to two decimal places; the same applies hereinafter to the calculation of ownership ratio) against the number of shares (32,123,881 shares) derived by taking the Company's total number of issued shares as of February 29, 2024 (35,497,183 shares) and deducting the number of treasury shares owned by the Company as of the same date (3,373,302 shares) stated in the "Non-consolidated Financial Results for the Nine Months Ended February 29, 2024 (under Japanese GAAP)" published by the Company on March 29, 2024. However, the ownership ratio calculated based on the latest information available at the time of the commencement of the Tender Offer may differ from the above figures due to fluctuations and other factors after the aforementioned date.