

# To the Shareholders of Micronas Semiconductor Holding AG

## Invitation to the extraordinary Shareholders' Meeting of Micronas Semiconductor Holding AG

### Notice of Inspection Rights

Ladies and gentlemen

We are pleased to invite you to the extraordinary Shareholders' Meeting of Micronas Semiconductor Holding AG (the **Company**) on Thursday, October 20, 2016, 10 a.m., at Technopark, Zurich.

### Agenda and Motions of the Board

- 1. Approval of the merger agreement between TDK Magnetic Field Sensor Switzerland AG, the Company and TDK Magnetic Field Sensor G.K. and of the statutory standalone interim accounts of the Company as of July 31, 2016**

*Motion of the Board: approval of the merger agreement between TDK Magnetic Field Sensor Switzerland AG, c/o Micronas Semiconductor Holding AG, Technoparkstrasse 1, 8005 Zurich, the Company and TDK Magnetic Field Sensor G.K., Tokyo, Japan, dated as of September 9, 2016, pursuant to which the Company will be absorbed by way of merger by TDK Magnetic Field Sensor Switzerland AG, dissolved without liquidation and deleted from the Commercial Register, as well as of the statutory standalone interim accounts of the Company as of July 31, 2016.*

- 2. Release of the members of the Board of Directors and of the Micronas' Group Management**

*Motion of the Board: release of the members of the Board of Directors and of the Micronas' Group Management for the period up to the resolution of the extraordinary Shareholders' Meeting.*

## **Background**

In December 2015, TDK Magnetic Field Sensor G.K., Tokyo, Japan (**TDKM**), a wholly owned subsidiary of TDK Corporation, Tokyo, Japan, submitted a public tender offer (the **Offer**) for all publicly held registered shares of the Company (the **Micronas Shares**). As a result of the Offer and following purchases of additional Micronas Shares, TDKM now owns approximately 94.05% of the outstanding Micronas Shares (excluding treasury shares).

As announced in the Offer prospectus dated as of December 22, 2015 and in other Offer related documentation, TDKM intends to acquire the Micronas Shares which were not tendered into the Offer through a merger pursuant to article 8, paragraph 2, and article 18, paragraph 5, of the Swiss Merger Act (the **Merger**). In order to effect the Merger, TDK Magnetic Field Sensor Switzerland AG, Zurich, a wholly owned subsidiary of TDKM (the **Receiving Company**), the Company and TDKM entered into a merger agreement dated as of September 9, 2016, setting out the terms and conditions of the Merger and in particular the compensation shareholders of the Company will receive for their Micronas Shares (the **Merger Agreement**).

As a result of the Merger, the Company will be absorbed by the Receiving Company, dissolved without liquidation and deleted from the Commercial Register. According to the Swiss Merger Act, the Merger Agreement requires shareholder approval. At the extraordinary Shareholders' Meeting you, the shareholders of the Company, will therefore be asked to approve the Merger Agreement, as recommended by our Board of Directors.

## **Documentation/Inspection Rights**

In accordance with the Swiss Merger Act, the Merger Agreement and the merger report prepared by the companies involved in the merger, both dated as of September 9, 2016, the audit expert report pursuant to article 15 of the Swiss Merger Act dated as of September 9, 2016 prepared by KPMG AG, as well as the audited statutory standalone and consolidated annual accounts and annual reports of the Company for the financial years that ended on December 31, 2013, December 31, 2014 and December 31, 2015, the half-yearly accounts of the Company as of June 30, 2016 and the audited statutory standalone interim accounts of the Company as of July 31, 2016, the annual accounts of TDKM as of March 31, 2016, as well as the opening balance sheet of the Receiving Company as of August 9, 2016, will be available for inspection by you, the shareholders of the Company, at our offices at Technoparkstrasse 1, 8005 Zurich, Switzerland, at the Receiving Company's offices at c/o Micronas Semiconductor Holding AG, Technoparkstrasse 1, 8005 Zurich, Switzerland, and at TDKM's offices at 9-1, Shibaura 3-chome, Minato-ku, Tokyo, Japan. All of these documents will be available for inspection for a period of at least 30 days ending on Wednesday, October 19, 2016. For questions relating to your inspection rights and this notice of inspection rights, please contact Susy Krucker, Investor Relations, at Technoparkstrasse 1, 8005 Zurich, Switzerland (phone: +41 44 445 39 60 / e-mail: susy.krucker@micronas.com).

## **Admission cards/Voting material**

Shareholders who are registered on September 15, 2016 (the **Qualifying Date**; date of the mailing regarding the invitation to the extraordinary Shareholders' Meeting) in the share register will receive with the invitation the documentation as well as, on demand, a personal admission card and the voting material directly from the Company.

Shareholders who are entitled to vote according to the share register as per the Qualifying Date may participate in the extraordinary Shareholders' Meeting, unless they sell their shares before the extraordinary Shareholders' Meeting. Each share carries one vote.

## **Granting of powers of attorney**

Shareholders who are unable to participate in the extraordinary Shareholders' Meeting may appoint as a representative another shareholder, a third party or KBT Treuhand AG Zurich, Zimmergasse 16, P.O. Box 1519, 8032 Zurich, as the independent proxy holder.

In the case of delegation of the voting right to the independent proxy holder, the power of attorney on the application form has to be filled in accordingly by October 14, 2016, at the latest and to be signed and returned to the Company or the independent proxy holder.

**Electronic authorizations and instructions to the independent proxy holder**

Authorizations and instructions may also be issued electronically to the independent proxy holder. The necessary login data and instructions are supplied to the shareholders together with the meeting materials. Shareholders may vote by remote electronic ballot or change electronically communicated instructions until October 18, 2016, 12 a.m.

**Admission office**

The admission office opens at the day of the extraordinary Shareholders' Meeting at 9 a.m. Shareholders are kindly asked to present their admission cards at the entrance.

**Participation**

We kindly ask you to return the enclosed form by October 14, 2016, if you intend to participate in the extraordinary Shareholders' Meeting.

**Reception**

The Board of Directors is glad to invite the shareholders to a reception after the extraordinary Shareholders' Meeting.

Zurich, September 15, 2016

On behalf of the Board of Directors  
The Chairman: Dr. Dieter G. Seipler

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