November 6, 2026

To Whom It May Concern:


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# Notice Concerning Disposition of Treasury Shares as Restricted Stock Incentives for Employee Stock Ownership Association

MINEBEA MITSUMI Inc. (the "Company") hereby announces that, following its announcement on August 5, 2026, regarding the introduction of a restricted stock incentive plan for its employee stock ownership association (the "Scheme"), its Board of Directors today resolved to conduct a disposition of treasury shares as restricted shares (the "Disposition of Treasury Shares" or the "Disposition") through a third-party allotment to the MinebeaMitsumi Employee Stock Ownership Association (the "ESOA"), as outlined below.

1. Outline of Disposition

| | | |
|---|---|---|
| (1) | Date of disposition | January 29, 2027 |
| (2) | Class and Number of Shares to Be Disposed Of | 214,200 shares of common stock of the Company (*) |
| (3) | Disposition Price | 2,906.5 yen per share |
| (4) | Total Disposition Amount | 622,572,300 yen (*) |
| (5) | Method of Disposition (Allottee) | Allotted to the ESOA by way of third-party allotment, subject to the application for subscription by the ESOA, for the number of shares applied for by the ESOA within the scope of the number of shares to be disposed of as stated in (2) above (the number of shares allotted shall constitute the number of shares to be disposed of).<br>(MinebeaMitsumi Employee Stock Ownership Association: 214,200 shares)<br>Partial subscription of the allotted shares by each Eligible Employee (as defined below) will not be accepted. |
| (6) | Other | An Extraordinary Report regarding the Disposal of Treasury Shares has been submitted pursuant to the Financial Instruments and Exchange Act. |

(*) The "Number of shares to be disposed of" and the "Total disposition amount" are calculated under the assumption that 18 shares of the Company's common stock will be granted as restricted shares to each of 11,900 employees of the Company and its subsidiaries, representing the maximum eligible headcount under the Scheme. The actual number of shares to be disposed of and total disposition amount will be determined according to the number of employees of the Company and its subsidiaries who consent to the Scheme (the "Eligible Employees," up to a maximum of 11,900) following the promotional campaign to non-members to join the ESOA and the confirmation of consent to the Scheme from ESOA members. Specifically, as stated in (5) above, the number of shares applied for by the ESOA will become the "Number of shares to be disposed of," and the amount calculated by multiplying this number by the disposition price per share will be the "Total disposition amount." The Company or its subsidiaries will grant monetary claims of 52,317 yen uniformly to each Eligible Employee, and the Company will allot 18 shares uniformly to each Eligible Employee through the ESOA.

2. Purpose and Reason for the Disposition

As disclosed in the "Notice Regarding Introduction of Restricted Stock Incentive Plan for the Employee Stock Ownership Association" dated August 5, 2026, the Company resolved to introduce the Scheme to commemorate the 75th anniversary of its founding. The purpose of the Scheme is to provide Eligible Employees who belong to the ESOA among the employees of the Company and its subsidiaries with an opportunity to acquire common shares of the Company disposed of as restricted stock through the ESOA, thereby supporting the asset accumulation of Eligible Employees, motivating them to sustainably increase the corporate value of the Company, and further aligning value sharing between Eligible Employees and the Company's shareholders.

An overview of the Scheme is as follows:

【Overview of the Scheme】

Under the Scheme, the Company or its subsidiaries will provide monetary claims to Eligible Employees as a special incentive (the "Special Incentive") for granting restricted stock, and Eligible Employees will contribute the Special Incentive to the ESOA. The ESOA will then make an in-kind contribution of the Special Incentive contributed by Eligible Employees to the Company, receiving the disposition of the Company's common shares as restricted stock.

When new shares of the Company's common stock are disposed of under the Scheme, the paid-in amount per share will be determined by the Board of Directors within a range that is not particularly advantageous to the ESOA (and consequently to Eligible Employees), based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of the respective Board of Directors' resolution (or the closing price of the most recent preceding trading day if no trades were executed on that date).

In disposing of the Company's common stock under the Scheme, the Company and the ESOA will enter into an allotment agreement for restricted stock, which will include provisions specifying that: (1) Transfer, creation of security interests, or other dispositions of the allotted shares to a third party are prohibited for a specified period (the "Transfer Restrictions"); and (2) The Company will acquire the allotted shares without consideration upon the occurrence of certain specified events. The payment of the Special Incentive to Eligible Employees is conditioned upon the execution of the allotment agreement for restricted stock between the Company and the ESOA.

Eligible Employees will be restricted from withdrawing the member equity related to the restricted stock held according to the monetary claims contributed to the ESOA (the "Restricted Stock Equity" or "RS Equity") under the ESOA regulations and detailed operating rules (the "ESOA Rules")** until the Transfer Restrictions are removed.

(**): Promptly following the resolution of the Board of Directors regarding the Disposition of Treasury Shares, the board of directors of the ESOA plans to resolve amendments to the ESOA Rules to accommodate the Scheme prior to receiving the Disposition. These amendments will take effect after two weeks have elapsed from the date notice is given to members based on the ESOA Rules, provided that objections from members represent less than one-third of the total membership.

In the Disposition of Treasury Shares, common stock of the Company (the "Allotted Shares") will be disposed of to the ESOA by having the ESOA pay in the entire Special Incentive contributed by Eligible Employees as property contributed in kind. A summary of the restricted stock allotment agreement (the "Allotment Agreement") to be executed between the Company and the ESOA is described in "3. Summary of the Allotment Agreement" below. The number of shares to be disposed of under the Disposition will be determined at a later date as noted in Section 1 (*) above; however, if all 11,900 employees of the Company and its subsidiaries (the maximum eligible headcount) join the ESOA and consent to the Scheme, the number is scheduled to be 214,200 shares. Assuming this number of shares, the dilution scale of the Disposition corresponds to 0.05% of the total number of issued shares (427,080,606 shares as of September 30, 2026; rounded to the second decimal place, the same applies to all percentages below) and 0.05% of the total number of voting rights (4,013,958 as of September 30, 2026).

The introduction of the Scheme aims to support the asset formation of Eligible Employees by offering them an opportunity to acquire common shares of the Company disposed of as restricted stock through the ESOA, to motivate them to sustainably enhance corporate value, and to promote further alignment of value between Eligible Employees and shareholders. As the Company believes this will contribute to increasing the Group's corporate value, the number of shares to be disposed of and the scale of share dilution are considered reasonable, with minimal impact on the market.

The Disposition of Treasury Shares is subject to the condition that the revised ESOA Rules take effect by the day prior to the disposition date and that the Allotment Agreement is executed between the Company and the ESOA within the designated period.

3. Summary of the Allotment Agreement

(1) Restriction Period

From January 29, 2027 to January 31, 2030.

(2) Conditions for Removal of Transfer Restrictions

On the condition that the Eligible Employee has continuously maintained membership in the ESOA throughout the restriction period, the Transfer Restrictions on all Allotted Shares corresponding to the Restricted Stock Equity held by such Eligible Employee will be removed upon the expiration of the restriction period.

(3) Treatment upon Withdrawal from the ESOA

If an Eligible Employee withdraws from the ESOA during the restriction period due to mandatory retirement, appointment as an officer, or other justifiable grounds (meaning loss of membership status or submission of an application for withdrawal, including withdrawal due to death), the Company shall remove the Transfer Restrictions on all Allotted Shares corresponding to the Restricted Stock Equity held by such Eligible Employee as of the date the ESOA accepts the withdrawal application (or the date of loss of qualification, or the date of death; hereinafter the "Withdrawal Application Acceptance Date"), effective as of the Withdrawal Application Acceptance Date.

(4) Treatment upon Becoming a Non-Resident

If the Company or its subsidiary decides that an Eligible Employee will become a non-resident of Japan during the restriction period due to overseas assignment, etc., the Transfer Restrictions on all Allotted Shares corresponding to the Restricted Stock Equity held by such Eligible Employee as of the date of such decision (the "Overseas Assignment Decision Date") shall be removed effective as of the Overseas Assignment Decision Date.

(5) Acquisition by the Company Without Consideration

If an Eligible Employee commits an act in violation of laws and regulations or falls under certain events specified in the Allotment Agreement during the restriction period, the Company shall automatically acquire all Allotted Shares corresponding to the Restricted Stock Equity held by such Eligible Employee at that point in time without consideration. In addition, the Company shall automatically acquire without consideration any Allotted Shares for which Transfer Restrictions have not been removed upon the expiration of the restriction period or at the time of restriction removal specified in (3) or (4) above.

(6) Management of Shares

To prevent the Allotted Shares from being transferred, pledged, or otherwise disposed of during the restriction period, they will be managed in a dedicated account opened by the ESOA at Nomura Securities Co., Ltd. during the restriction period. Furthermore, pursuant to the provisions of the ESOA Rules, the ESOA will separately register and manage the Restricted Stock Equity distinct from the other member equity held by Eligible Employees (the "Ordinary Equity").

(7) Treatment in Organizational Restructuring, etc.

If a merger agreement in which the Company becomes the dissolving company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or any other organizational restructuring matter is approved at a General Meeting of Shareholders of the Company (or by the Board of Directors if approval of the General Meeting of Shareholders is not required) during the restriction period, the Company's Board of Directors shall resolve to remove the Transfer Restrictions on all Allotted Shares corresponding to the Restricted Stock Equity held by Eligible Employees out of the Allotted Shares held by the ESOA as of the approval date, immediately prior to the business day preceding the effective date of such organizational restructuring.

4. Basis for Calculation of the Disposition Price and Specific Details

The Disposition of Treasury Shares to the ESOA will be carried out using the Special Incentive granted to Eligible Employees for the grant of restricted stock as contributed assets, which will be contributed by Eligible Employees to the ESOA.

To eliminate arbitrariness, the disposition price is set at 2,906.5 yen, which was the closing price of the Company’s common stock on the Prime Market of the Tokyo Stock Exchange on November 5, 2026 (the business day immediately preceding the date of the Board of Directors' resolution). This represents the market price immediately prior to the resolution date and is deemed reasonable and not an especially advantageous

price.

The deviation rates (rounded to the second decimal place) of this disposition price from the average closing prices of the Company's common stock on the Prime Market of the Tokyo Stock Exchange are as follows:

| Period | Average Closing Price (rounded down to the nearest yen) | Deviation Rate |
|---|---|---|
| 1 Month (October 6, 2026 to November 5, 2026) | 3,333 yen | -12.80% |
| 3 Months (August 6, 2026 to November 5, 2026) | 3,454 yen | -15.85% |
| 6 Months (May 7, 2026 to November 5, 2026) | 3,872 yen | -24.94% |

All four Audit & Supervisory Board Members present at the Board of Directors' meeting held today (including three outside Audit & Supervisory Board Members) expressed their opinion that the disposition price does not fall under an especially advantageous price to the allottee and is lawful, considering that the purpose of the Disposition of Treasury Shares is the introduction of the Scheme, and that the disposition price is the closing price of the Company's common stock on the Prime Market of the Tokyo Stock Exchange on the business day immediately preceding the date of the Board of Directors' resolution.

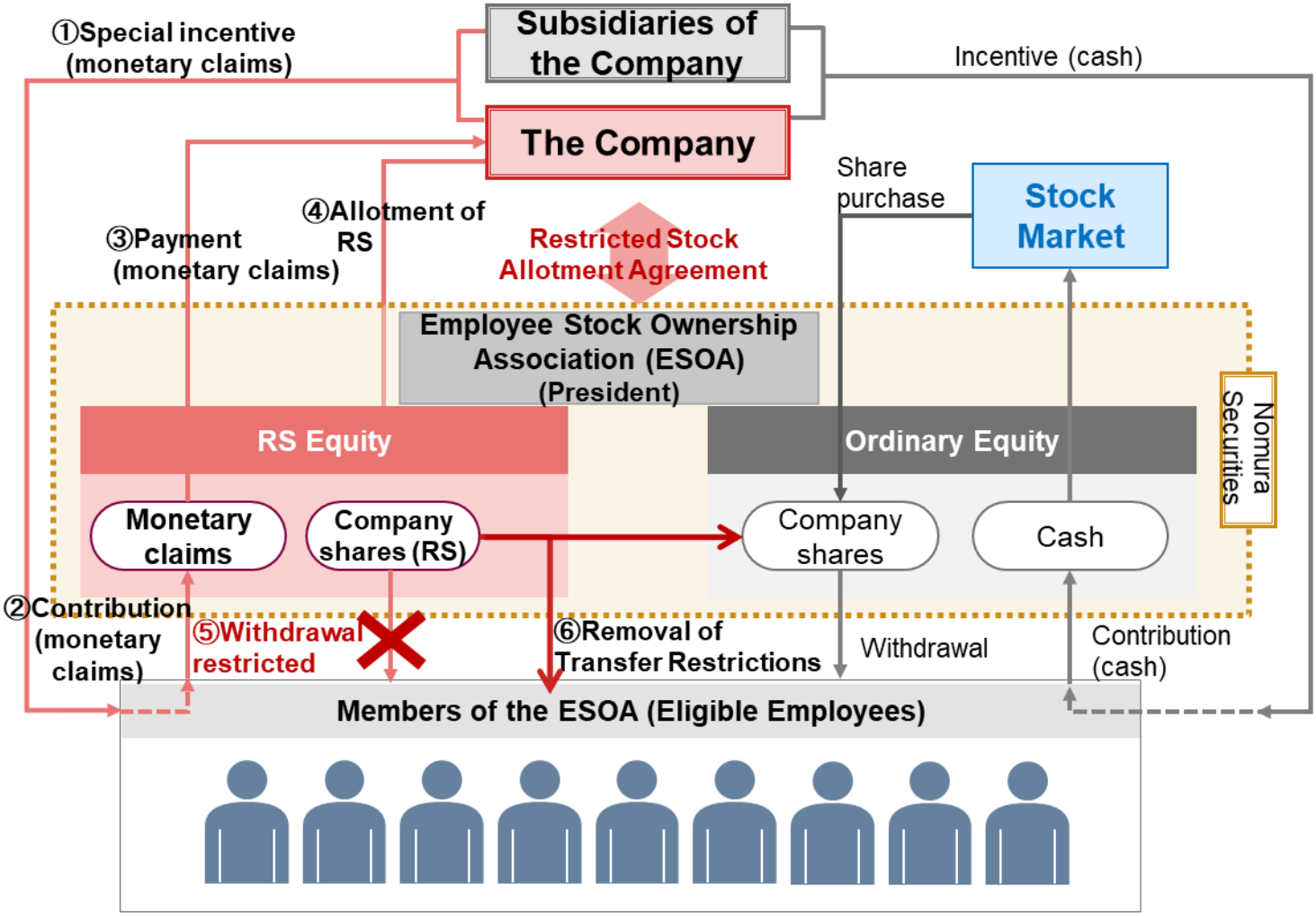
5. Matters Regarding Procedures under the Code of Corporate Conduct

Because the Disposition of Treasury Shares (i) has a dilution ratio of less than 25% and (ii) does not involve a change in controlling shareholders, it does not require an opinion from an independent third party or procedures for confirming shareholder intent as stipulated in Article 432 of the Securities Listing Regulations set forth by the Tokyo Stock Exchange.

(Reference)

【Mechanism of the Scheme】

(1) The Company or its subsidiaries will provide monetary claims to Eligible Employees as a special incentive for granting restricted stock.
(2) Eligible Employees will contribute the monetary claims in (1) above to the ESOA.
(3) The ESOA will aggregate the monetary claims contributed in (2) above and pay them into the Company.
(4) The Company will allot the Allotted Shares as restricted stock (referred to as "RS" in the chart below) to the ESOA.
(5) The Allotted Shares will be deposited through Nomura Securities Co., Ltd. into a dedicated account opened by the ESOA, and withdrawals during the restriction period will be restricted.
(6) Following the removal of Transfer Restrictions, the Allotted Shares will be transferred to Ordinary Equity or to securities accounts held under the names of the Eligible Employees.

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