

March 1, 2013

To whom it may concern:

Company Name:	Minebea Co., Ltd.
Representative:	Yoshihisa Kainuma Representative Director, President and Chief Executive Officer (Code No. 6479, TSE Div.No.1)
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### **Notice of Absorption Merger (simple and short-form) with Consolidated Subsidiary**

Minebea Co., Ltd. ("Minebea") hereby announces that it had reached a resolution at a board of directors meeting held on March 1, 2013 to merge and acquire Minebea Motor Manufacturing Corporation ("MMMC"), its wholly-owned consolidated subsidiary.

Since this merger is an absorption merger of a wholly -owned subsidiary, certain disclosure items and details have been omitted.

#### **1. Purpose of merger**

MMMC had been set up in April 2004 as a joint venture with Panasonic Corporation for the motor information business, with Minebea owning a 60% stake and Panasonic 40%. In accordance with the dissolution of the joint venture in February 2013, it has become a wholly-owned subsidiary of Minebea. With the absorption on this occasion, we will aim to establish a stronger business foundation and further expansions to our business through effective allocations of management resources and efficiency in business procedures.

#### **2. Summary of merger**

##### **(1) Schedule of merger**

Board of directors' meeting dissolution for merger	March 1, 2013
Entry into merger agreement	March 1, 2013
Scheduled date of merger (effective date)	April 2, 2013

(Note) As this merger constitutes a simple merger based on the provisions of Article 796, paragraph (3) of the Companies Act and Article 784, paragraph (1) of the same law, it is being executed without obtaining the approval of the shareholders' meeting at Minebea or MMMC concerning the merger agreement.

##### **(2) Method of merger**

An absorption-type method in which Minebea will be the successor company and MMMC will be dissolved.

##### **(3) Details of allotment of shares related to merger**

As Minebea owns all shares issued by MMMC, there will be no new stock issues or money to be exchanged in this merger.

- (4) Handling of the dissolving company's subscription rights to shares and bonds with subscription rights to shares

The dissolving company has not issued subscription rights to shares or bonds with subscription rights to shares.

### 3. Overview of companies involved in the merger

	Surviving company	Dissolving company
(1) Trade name	Minebea Co., Ltd.	Minebea Motor Manufacturing Corporation
(2) Head Office location	Oaza Miyota-machi, Kitasaku-gun, Nagano 4106-73 Miyota	Oaza Miyota-machi, Kitasaku-gun, Nagano 4106-73 Miyota
(3) Name and title of representative	Representative Director, President and Chief Executive Officer Yoshihisa Kainuma	Representative Hiroyuki Akatsu
(4) Principal business	Manufacturing and sales of machined component products, rotating equipment, electronic equipment	Development, manufacturing, and sales of small motors for electronic devices and information equipment, applied equipment, and components
(5) Capital	68,258 million yen	11,500 million yen
(6) Date of Establishment	July 16, 1951	April 1, 2004
(7) Number of shares issued	399,167,695 shares	5,750,000 shares
(8) Fiscal year	March 31	March 31
(9) Major shareholders and shareholding ratio	The Master Trust Bank of Japan, Ltd. (trust account) 8.84% Japan Trustee Services Bank, Ltd. (trust account) 8.60% Japan Trustee Services Bank, Ltd. (trust account 9) 5.11% Sumitomo Mitsui Trust Bank, Limited 4.05% Keiaisha Co., Ltd. 3.96% (As of March 31, 2012)	Minebea Co., Ltd. 100% (As of March 1, 2013)
(10) Financial state, operating results	Period ended March 2012 (consolidated)	Period ended March 2012 (non-consolidated)
Net assets	109,777 million yen	1,579 million yen
Total assets	306,772 million yen	16,665 million yen
Net assets per share	288.74 yen	315.97 yen
Net sales	251,358 million yen	54,397 million yen
Operating income	8,599 million yen	-137 million yen
Ordinary income	6,499 million yen	-189 million yen
Net income	5,922 million yen	-4,466 million yen
Earnings per share	15.63 yen	-893.22 yen

### 4. Conditions after merger

There will be no changes to Minebea's company name, head office location, description of business, name and title of the representative, capital or fiscal year as a result of this merger.

### 5. Outlook for the Future

Since this is a merger with our wholly-owned subsidiary, there will be no impact on consolidated results. As to non-consolidated results, the difference between the amount of net assets expected at the end of the current period and MMMC's book value, equivalent to about 3.1 billion yen, will be appropriated in the company's extraordinary losses for this period as loss on valuation of stock of subsidiaries and affiliates.

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