



## **Definitive Notice of the Interim Result**

of the public tender offer by

**TDK Magnetic Field Sensor G.K., Tokyo, Japan**

for all publicly held registered shares with a nominal value of CHF 0.05 each of

**Micronas Semiconductor Holding AG, Zurich, Switzerland**

On December 22, 2015, TDK Magnetic Field Sensor G.K. (the **Offeror**) published the offer prospectus (the **Offer Prospectus**) for its public tender offer (the **Offer**) for all publicly held registered shares of Micronas Semiconductor Holding AG (**Micronas**) with a nominal value of CHF 0.05 each (each a **Micronas Share**). The offer price for each Micronas Share amounts to CHF 7.50 net in cash, less the gross amount of any dilutive effects in respect of the Micronas Shares prior to the Settlement (as further described in the Offer Prospectus).

Terms not defined herein have the meaning assigned to such terms in the Offer Prospectus.

### **Interim Result**

Including the Micronas Shares tendered into the Offer, the Offeror and the persons acting in concert with the Offeror hold, as of the end of the offer period on February 10, 2016, 4:00 p.m. CET (the **Offer Period**), 25,603,380 Micronas Shares, corresponding to 86.04% of the voting rights and the share capital of Micronas (including the Micronas Shares issued until February 10, 2016, 4:00 p.m. CET, out of the conditional capital upon the exercise of options exercisable under the Stock Option Plan) (*participation rate*), consisting of the following:

- a total of 23,867,354 Micronas Shares that were tendered into the Offer until the expiration of the Offer Period, corresponding to 82.57% of the maximum 28,905,654 Micronas Shares to which the Offer relates (*success rate*); and
- 1,736,026 Micronas Shares that the Offeror and the persons acting in concert with the Offeror hold at the end of the Offer Period.

The following overview summarizes the interim result:

	<b>Number of Micronas Shares</b>	<b>Share capital/ Voting rights (participation rate)</b>	<b>Success rate</b>
Micronas Shares tendered into the Offer	23,867,354	80.21%	82.57%
Micronas Shares that the Offeror and the persons acting in concert with the Offeror hold at the end of the Offer Period	1,736,026	5.83%	
Interim Result	25,603,380	86.04%	

### **Satisfaction of the Conditions**

At the end of the Offer Period, the conditions (a) and (d) according to Section B.7 (*Conditions*) of the Offer Prospectus are satisfied. The conditions (b), (c), (e), (f), (g) and (h) according to Section B.7 (*Conditions*) of the Offer Prospectus remain in effect, as set forth in Section B.7 (*Conditions*) of the Offer Prospectus.

In relation to condition (b), the Offeror has received approvals from the competent merger control authorities, or the applicable waiting periods have expired, in all jurisdictions in which the Offeror filed for merger clearance.

In relation to condition (f), Lucas A. Grolimund and Heinrich W. Kreutzer have resigned from their functions on the board of directors of Micronas and Dr. Dieter Seipler and Stefanie Kahle-Galonske have signed a mandate agreement, in each case with effect as from the Settlement.

Subject to the satisfaction of the conditions (b), (c), (e), (f), (g) and (h) according to Section B.7 (*Conditions*) of the Offer Prospectus, the Offeror declares the Offer successful.

### **Additional Acceptance Period and Settlement**

In accordance with Section B.6 (*Additional Acceptance Period*) of the Offer Prospectus, the additional acceptance period of ten (10) Trading Days for the subsequent acceptance of the Offer will commence on February 17, 2016, and expire on March 1, 2016, 4:00 p.m. CET.

Subject to the satisfaction of all conditions and a postponement of the settlement in accordance with Section B.7 (*Conditions*) of the Offer Prospectus, the settlement is expected to occur on March 8, 2016.

### **Squeeze-out and De-listing**

As described in the Offer Prospectus, the Offeror among other things reserves the right to have Micronas apply with SIX Swiss Exchange for the de-listing of the Micronas Shares, and to request the cancellation of non-tendered Micronas Shares, or to compensate shareholders of non-tendered Micronas Shares in the context of a squeeze-out merger, if the statutory requirements are met (cf. Section E.3 (*Intentions of the Offeror with respect to Micronas*) and Section L.6 (*Squeeze-out and De-listing*) of the Offer Prospectus).

### Acceptance of the Offer

Shareholders who intend to accept the Offer during the additional acceptance period are invited to proceed according to the instructions of their depositary bank.

### Offer Restrictions

The Offer is subject to the offer restrictions as set forth in the Offer Prospectus. The Offer Prospectus may be obtained without delay and free of charge in German, French and English from UBS AG, Zurich (tel.: +41 44 239 47 03; fax: +41 44 239 69 14; e-mail: [swiss-prospectus@ubs.com](mailto:swiss-prospectus@ubs.com)). The Offer Prospectus and all other Offer documents are accessible under [http://www.global.tdk.com/news\\_center/press/document.htm](http://www.global.tdk.com/news_center/press/document.htm).

Micronas Semiconductor Holding AG	Swiss Security Number	ISIN	Ticker Symbol
Registered shares <b>not tendered</b> (first trading line)	1.233.742	CH0012337421	MASN
Registered shares <b>tendered</b> (second trading line)	30.318.277	CH0303182775	MASNE

February 16, 2016

Financial Advisor and Offer Manager

