



July 18, 2025

To whom it may concern:

Company Name: Tokyo Cosmos Electric Co., Ltd.  
Representative: Yasuto Monden, Representative Director, President  
(Code No.: 6772 Tokyo Stock Exchange Standard Market)  
Inquiries: Ryuji Nishitatenno, Managing Director  
(TEL: +81-46-253-2111)

(Amendment) Notice Regarding the change of Opinion on the Scheduled Commencement of the Tender Offer for the  
Company's Shares by Bourns Japan Holdings LLC

As announced in the "Announcement Regarding Expression of Opinion in Favor of the Scheduled Commencement of the Tender Offer for the Company's Shares by Bourns Japan Holdings LLC and Recommendation for the Tender Offer." released by Tokyo Cosmos Electric Co., Ltd. (Code No. 6772 Tokyo Stock Exchange Standard Market, the "Company") on June 10, 2025 (including "(Revision) Notice Regarding Partial Amendments to the Press Release Titled "Announcement Regarding Expression of Opinion in Favor of the Scheduled Commencement of the Tender Offer for the Company's Shares by Bourns Japan Holdings LLC and Recommendation for the Tender Offer" published as of June 13, 2025 and collectively, the "Company's Press Release dated June 10, 2025"), at its board of directors meeting held on the same day, the Company resolved that, as its opinion as of that date, if the tender offer for the Company's common shares (the "Company Shares") by Bourns Japan Holdings LLC (the "Tender Offeror") (the "Tender Offer") is commenced, the Company will express an opinion in favor of the Tender Offer and recommend that its shareholders tender their shares in the Tender Offer, as part of a series of transactions aimed at making the Company a wholly owned subsidiary of the Tender Offeror (the "Transaction") (the "Original Opinion").

However, in light of subsequent changes in the circumstances surrounding the Company, the Company hereby announce that, at the board of directors meeting held on July 18, 2025, the Company has resolved to revise the Original Opinion regarding the Tender Offer, as outlined below. This decision (the "Response") was made with the utmost respect for the response provided by the Special Committee (which has the same meaning as the term defined in the Company's Press Release dated June 10, 2025; the same applies hereinafter) established by the Company. For details of the Special Committee's Response, please refer to, "2. Details of the Special Committee's Revised Response," below. Specifically, the Company has resolved that, given the reasonable expectation that the Tender Offer will not be successfully completed, and in the absence of the conditions precedent to form a definitive opinion on the Tender Offer, to withdraw statement of opinion supporting the Tender Offer and recommending that the Company's shareholders tender in the Tender Offer, and to refrain from expressing any opinion thereon (the "Revised Opinion").

## 1. Process and Reasons for the Decision to the Revised Opinion

As stated above, as of June 10, 2025, the Company had resolved to express its opinion in favor of the Tender Offer and to recommend that its shareholders participate in the Tender Offer, as the Original Opinion.

However, at the 2025 Annual General Meeting of Shareholders (the “2025 AGM”) held on June 24, 2025, four of the previous directors of the Company (excluding directors serving as audit committee members), including the representative director, resigned, and eight new directors proposed by the major shareholders of the Company, Global ESG Strategy and Seisei Co., Ltd. (the “Seisei”), were appointed. At the board of directors meeting held after the 2025 AGM, a new representative director was selected. In light of the significance of the Transaction and the changes in the circumstances surrounding the Company that have occurred since June 10, 2025, the Company has conducted a review of the appropriateness of the resolution regarding the endorsement and recommendation of the Original Opinion made under the previous management structure. At the Special Committee’s meeting held on July 7, 2025, our representative director, Yasuto Monden, acting in his capacity as the chief investment officer of Swiss-Asia Financial Services Pte. Ltd. (the “SAFS”), which holds the necessary authority to invest on behalf of Global ESG Strategy and Global ESG Strategy 2 (the “GES, etc.”, with the Seisei, collectively referred to as the “Major Shareholders.”) (according to the change report submitted on June 30, 2025, the number of shares held is 404,600 shares), has stated that SAFS has no intention to tender in the Tender Offer regarding all of the shares of the Company held by GES etc., and that SAFS will not tender in the Tender Offer regarding all of the shares of the Company even if the terms of the Tender Offer are amended (including an increase in the tender offer price). Additionally, the Seisei (according to the change report submitted on July 2, 2025, the number of shares held is 265,400 shares), through its attorney, has stated that the Seisei has no intention to tender in the Tender Offer regarding all of the shares of the Company held by Seisei, and that Seisei will not tender in the tender offer regarding all of the shares of the Company even if the terms of the tender offer are amended (including an increase in the tender offer price). Considering the minimum number of shares set to be purchased in the Tender Offer (894,500 shares) and the number of outstanding shares as of March 31, 2025, which is 1,351,672 shares calculated by deducting the 229,578 treasury shares from the total issued shares of 1,581,250 as stated in the financial results for the fiscal year ending March 2025, if none of the Major Shareholders (who collectively hold 670,000 shares) apply for the Tender Offer, the total number of shares tendered (the “Tendered Shares”) will not satisfy the minimum purchase requirement regardless of the application status of other shareholders, and as a result, the Tender Offer will not be successfully completed.

In light of the fact that the intention of the Major Shareholders has now become clear and the tender offer is no longer expected to be successfully completed, the Special Committee determined on July 10, 2025, that it is necessary to withdraw the response dated June 10, which expressed support for the Tender Offer and recommended shareholders to

tender their shares in the Tender Offer, and accordingly notified the Company of this decision at the Special Committee meeting held on July 10, 2025 (the “Notice”).

Additionally, on the same day, the Company sent a letter to the Tender Offeror, informing the Special Committee's policy as stated in the Notice and confirming whether the Tender Offeror intends to proceed with the Tender Offer. Subsequently, on July 11, 2025, the Company received a letter from the Tender Offeror confirming the Company's response policy in light of the Special Committee's aforementioned policy.

Thereafter, the Special Committee sent a draft response with almost the same content as the Response to the Company on July 14, 2025. On July 15, 2025, the Company sent a letter to the Tender Offeror stating that the board of directors of the Company necessary to give the utmost consideration to the response of the Special Committee and that, unless there are valid reasons, the Company may change its opinion based on the opinion of the Special Committee.

Since then, the Company has not received any response from the Tender Offeror regarding the intention to commence the Tender Offer, as stated in the letter sent to the Tender Offeror on July 10, 2025. Therefore, given that the intentions of the Major Shareholders have become clear and there is no reasonable prospect that the Tender Offer will be successful, the Company has determined that it is necessary to definitively revise the Original Opinion. On July 17, 2025, the Company requested the Special Committee to submit the final r, the Response, and on the same day, the Company received the letter of Response (“Response Letter”) from the Special Committee.

The board of directors of the Company, having fully respected the Response Letter, resolved on July 18, 2025 that, given the reasonable expectation that the Tender Offer will not be successfully completed, and in the absence of the conditions precedent to form a definitive opinion on the Tender Offer, to withdraw statement of opinion supporting the Tender Offer and recommending that the Company's shareholders tender in the Tender Offer, and to refrain from expressing any opinion thereon.

In the aforementioned board of directors’ resolution, Mr. Yasuto Monden, the representative director of the Company, concurrently serves as the director of GES etc., a major shareholder of the Company. Additionally, Mr. Li Xiupeng, the newly appointed Chairman of the board of directors, Mr. Hisashi Okochi, the Executive Vice President, and Mr. Huang Shengliao, the Director, all concurrently hold positions equivalent to directors or officers at affiliated companies under the control of Dalian Housei Group, which controls Seisei, a major shareholder of the Company. There is a potential conflict of interest regarding the expression of opinions related to the Tender Offer by the Tender Offeror. Therefore, the aforementioned four individuals attended the board of directors meeting held on July 18, 2025 but did not participate in the deliberation and resolution of this agenda item from the perspective of avoiding conflicts of interest with the Company.

Furthermore, according to the Tender Offeror, based on the Tender Offer agreement that the Tender Offeror executed with the Company as of on July 18, 2025 (the “Tender Offer Agreement”) (For details of the Tender Offer Agreement,

please refer to “① Tender Offer Agreement” in “4. Matters Concerning Important Agreements Related to the Tender Offer” in the Company's Press Release dated June 10, 2025), the Tender Offeror intends to promptly commence the Tender Offer if the certain conditions precedent (the “Conditions Precedent”) (Note) are satisfied or waived by the Tender Offeror.

(Note) The following is a partial excerpt of the Conditions Precedent.

- (1) A resolution of the Company’s board of directors to express its opinion in favor of the Tender Offer and recommend that the shareholders of the Company tender their shares in the Tender Offer (the “Support Resolution”) has been duly adopted by the Company’s board of directors, publicly disclosed in accordance with applicable laws and regulations, and has not been withdrawn, amended, or contradicted by any conflicting board resolution of the Company.
- (2) The Special Committee has lawfully and validly issued a recommendation to the Company’s board of directors to adopt a resolution expressing support for the Tender Offer, and such recommendation has been publicly disclosed via the Company’s press release and has not been withdrawn or amended.

As stated above, the Company has resolved that, given the reasonable expectation that the Tender Offer will not be successfully completed, and in the absence of the conditions precedent to form a definitive opinion on the Tender Offer, to withdraw statement of opinion supporting the Tender Offer and recommending that the Company's shareholders tender in the Tender Offer, and to refrain from expressing any opinion thereon. As a result, as of on July 18, 2025, the Conditions Precedent has not been satisfied, and the Tender Offer may not be commenced unless the Tender Offeror waives such preconditions or otherwise takes other necessary actions.

Additionally, the Tender Offeror has agreed with the Company on the following matters in the Tender Offer Agreement dated June 10, 2025 (For details of the Tender Offer Agreement, please refer to “① Tender Offer Agreement” in “4. Matters Concerning Important Agreements Related to the Tender Offer” in the Company's Press Release dated June 10, 2025).

If, after the conclusion of the Tender Offer Agreement, no later than 5 business days prior to the Tender Offer Period, (A) a third party other than the Tender Offeror initiates a Competing Tender Offer for the Company Shares at a price per share exceeding 102.00% of the Tender Offer Price(the" Competing Tender Offer"), or if an announcement of an intention to acquire the Company Shares through a tender offer at a purchase price per share exceeding 102.00% of the Tender Offer Price is made(Limited to cases where it is reasonably expected that the funds necessary for acquiring the Company Shares can be raised and that the approvals and procedures required by laws and regulations for acquiring the Company Shares can be completed within a reasonable period of time)(Together with the Competing Tender Offer, the “Competing Proposal”) (However, in either case, it shall be limited to those that (a) have no specified upper limit and (b) have a lower limit set to secure at least two-thirds of

the voting rights of the Company after the completion of the tender offer for the Competing Proposal.); and (B)(a) the Company's board of directors reasonably determines, based on the opinion of outside counsel, that maintaining the Support Resolution would constitute a breach of the duty of care of the Company's directors, and (b) the Special Committee recommends the withdrawal or amendment of the Support Resolution, The Company may propose to the Tender Offeror to discuss the revision of the Tender Offer Price after disclosing the opinion of the such outside counsel to the Tender Offeror. Furthermore, if the Tender Offeror fails to change the Tender Offer Price to an amount equal to or higher than the tender offer price offered by the Competing Proposal by the earlier of the fifth business day after the date of the Competing Proposal or the last day of the Tender Offer Period, subject to the payment of a break-up fee to the Tender Offeror equal to the amount of expenses incurred by the Tender Offeror in connection with the Transactions (up to a maximum of USD 3 million (or the equivalent amount in Japanese yen based on the exchange rate at the time of payment)), the Company may amend or withdraw the Support Resolution.

In this regard, there is a possibility that the aforementioned prerequisite will not be satisfied and the Tender Offer will not be implemented as a result of the Revised Opinion by our board of directors. However, the break-up fee described above is payable only if the Competing Proposal is announced by the fifth business day prior to the expiration of the Tender Offer period after the execution of the Tender Offer Agreement, and in the event that the Company withdraw or amend the resolution approving the Tender Offer. Therefore, we believe that the Revised Opinion will not result in the payment of the break-up fee.

## 2. Detail of the Special Committee's the Response

The Special Committee submitted the Response to the board of directors of the Company on June 10, 2025 (the "Original Response"). However, as mentioned above, In light of the fact that the intention of the Major Shareholders has now become clear and the Tender Offer is no longer expected to be successfully completed, the Special Committee determined on July 10, 2025, that it is necessary to withdraw the response dated June 10, which expressed support for the Tender Offer and recommended shareholders to tender their shares in the Tender Offer, and accordingly notified the Company of this decision at the Special Committee meeting held on July 10, 2025. Subsequently, the Special Committee sent a draft response with almost the same content as the Response to the Company on July 14, 2025.

The Special Committee has determined that, given the reasonable expectation that the Tender Offer will not be successfully completed and the absence of conditions precedent required to form a definitive opinion, it would be appropriate for the Company's board of directors to refrain from expressing a statement of support for the Tender Offer or recommending that shareholders tender their shares.

The main revises from the Original Response are as follows:

- (1) Legitimacy and reasonableness of the purpose of the Transactions (including whether the Transactions will

contribute to the enhancement of the corporate value of the Company)

In the Original Response, it was stated that the Transaction are considered to contribute to the enhancement of the corporate value of the Company, and the purpose of the Transactions is deemed to be legitimate and reasonable. However, as mentioned above, in light of the significant changes to the Company's management structure at the 2025 AGM and the Major Shareholder's expressed intention not to tender its shares in the Tender Offer, it is reasonably expected at this time that the Tender Offer will not be successfully completed, and as the conditions necessary to form a basis for expressing an opinion on the Tender Offer are not satisfied. Therefore, it is considered to be reasonable for the board of directors of the Company to refrain from expressing a statement of support for the Tender Offer or recommending that shareholders tender their shares.

(2) Fairness and reasonableness of the terms and conditions of the Transactions (including, if a tender offer is carried out in the Transaction, the tender offer price, and other terms and conditions thereof)

In the Original Response, it was stated that the tender offer price of the Tender Offer ("Tender Offer Price") is within the range of the DCF method-based calculation results of each of the independent third-party appraisal institutions, KPMG FAS Co., Ltd. ("KPMG FAS") and Deloitte Tohmatsu Financial Advisory LLC ("DTFA"), and the negotiations regarding the transaction terms were conducted under the substantial involvement of the Special Committee and resulted in a final agreement at a price that reflects a reasonable premium compared to market prices and past similar cases, it is deemed that the reasonableness of the transaction terms (including the Tender Offer Price, if applicable) of the Transaction is ensured. However, as mentioned above, in light of the significant changes to the Company's management structure at the 2025 AGM and the Major Shareholder's expressed intention not to tender its shares in the Tender Offer, it is reasonably expected at this time that the Tender Offer will not be successfully completed, and as the conditions necessary to form a basis for expressing an opinion on the Tender Offer are not satisfied. Therefore, it is considered to be reasonable for the board of directors of the Company to refrain from expressing a statement of support for the Tender Offer or recommending that shareholders tender their shares.

(3) Fairness of the negotiation process and procedures leading to the decision regarding the Transaction

No circumstances have been identified that would warrant a change in the response of the Special Committee from the submission of the Original Response to the present, the negotiation process and procedures leading to the decision regarding the Transaction are considered to be fair.

(4) Whether the decision to enter into the Transactions (in cases where a tender offer is carried out in the Transaction, including expressing an opinion in favor of the tender offer and recommending that the shareholders of the Company tender their shares in the tender offer, as well as other decisions by the Company regarding the procedures for the

Transaction) is considered to be disadvantageous to the minority shareholders of the Company

In the Original Response, it was stated that implementation of the Transactions (including expressing an opinion in favor of the Tender Offer and recommending that the shareholders of the Company tender their shares in the tender offer) is not considered to be disadvantageous to the minority shareholders of the Company. However, as mentioned above, in light of the significant changes to the Company's management structure at the 2025 AGM and the Major Shareholder's expressed intention not to tender its shares in the Tender Offer, it is reasonably expected at this time that the Tender Offer will not be successfully completed, and as the conditions necessary to form a basis for expressing an opinion on the Tender Offer are not satisfied. Therefore, it is considered to be reasonable for the board of directors of the Company to refrain from expressing a statement of support for the Tender Offer or recommending that shareholders tender their shares.

(5) Based on (1) through (4) above, whether the board of directors of the Company should express its opinion in favor of the Tender Offer and recommend that the shareholders of the Company tender their shares in the Tender Offer

In the Original Response, it was stated that based on (1) through (4) above, it is considered to be reasonable for the board of directors of the Company to express its opinion in favor of the Tender Offer and recommend that the shareholders of the Company tender their shares in the tender offer. However, as mentioned above, in light of the significant changes to the Company's management structure at the 2025 AGM and the Major Shareholder's expressed intention not to tender its shares in the Tender Offer, it is reasonably expected at this time that the Tender Offer will not be successfully completed, and as the conditions necessary to form a basis for expressing an opinion on the Tender Offer are not satisfied. Therefore, it is considered to be reasonable for the board of directors of the Company to refrain from expressing a statement of support for the Tender Offer or recommending that shareholders tender their shares.

### 3. Outlook

As described above, in light of subsequent changes in the circumstances surrounding the Company, the Company hereby announce that, at the board of directors meeting held on July 18, 2025, the Company has resolved to revise its Original Opinion regarding the Tender Offer, as outlined below. This decision was made with the utmost respect for the Response. Specifically, the Company has resolved that, given the reasonable expectation that the Tender Offer will not be successfully completed, and in the absence of the conditions precedent to form a definitive opinion on the Tender Offer, to withdraw statement of opinion supporting the Tender Offer and recommending that the Company's shareholders tender in the Tender Offer, and to refrain from expressing any opinion thereon (i.e., the Revised Opinion).

Going forward, if the Tender Offeror commences the Tender Offer, the Company plans to issue an opinion statement with the same content as the Revised Opinion.