

## Corporate

# TDK announces its decision to implement a public buyout offer, followed by a mandatory squeeze-out on Tronic's Microsystems shares

- TDK's wholly owned subsidiary TDK Electronics, a leading German manufacturer of electronic components, plans to launch a public takeover offer followed by a mandatory squeeze-out for Tronic's shares.
- TDK Electronics AG, main shareholder of Tronic's, owns 87.34% of Tronic's shares. The concert formed between TDK Electronics AG and Thales AVS France SAS owns 97.44% of the Tronic's shares.
- The price of the tender offer, that will be filed to the AMF, is 5.56 Euros per Tronic's share.

July 9, 2025

TDK Corporation ("TDK", TSE: 6762) announced today that TDK's wholly owned subsidiary TDK Electronics AG, a leading manufacturer of electronic components, modules and systems based in Munich, Germany, has decided to implement a public buyout offer followed by a mandatory squeeze-out (the "Offer") for Tronic's Microsystems SA ("Tronic's", ISIN:FR0004175099 ALTRO) shares. TDK Electronics AG, main shareholder of Tronic's, owns 87.34% of Tronic's shares. The concert formed between TDK Electronics AG and Thales AVS France SAS owns 97.44% of the Tronic's shares.

The price of the tender offer, that will be filed to the AMF, is 5.56 Euros per Tronic's share.

### Context of the Offer

The Offer is part of a move to simplify Tronic's' capital structure by acquiring the remaining capital not currently held by TDK Electronics AG and Thales AVS, France SAS (2.56% of the capital of Tronic's), for which it is being specified that TDK Electronics AG will act as sole initiator, and is in line with Tronic's' strategy, which does not require it to remain listed on the Euronext Growth® market in Paris, particularly given the very low liquidity of the stock. The Offer also aims to reduce the costs associated with the listing. As a reminder, TDK Electronics AG has been financing Tronic's these last years and expects to recapitalize Tronic's with up to 7,000,000 Euros before March 31, 2026, as the equity of Tronic's is lower than half of its share capital since 2023.

TDK Electronics AG is therefore offering Tronic's shareholders who tender their shares to the Offer the opportunity to obtain immediate liquidity for their entire stake at a price of 5.56 Euros per share.

As Tronic's is unable to set up an ad hoc committee as referred to in III of Article 261-1 of the AMF General Regulation, it will shortly submit to the AMF the identity of the independent appraiser it intends to appoint, in accordance with Article 261-1-1-I of the General Regulation.

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### Additional information related to the transaction

The public will be informed of the filing of the draft documents relating to the Offer, which will be published by TDK Electronics AG and Tronic's during the third quarter of 2025. In accordance with French law, the documentation relating to the Offer will include the draft note of information, prepared by TDK, setting out the terms and conditions of the Offer, as well as the draft note in response, prepared by Tronic's, including the independent appraiser's report and the reasoned opinion of the supervisory board, and will be subject to review by the AMF.

About TDK Corporation

TDK Corporation is a world leader in electronic solutions for the smart society based in Tokyo, Japan. Built on a foundation of material sciences mastery, TDK welcomes societal transformation by resolutely remaining at the forefront of technological evolution. It was established in 1935 to commercialize ferrite, a key material in electronic and magnetic products. TDK's comprehensive, innovation-driven portfolio features passive components such as ceramic, aluminum electrolytic and film capacitors, as well as magnetics, high-frequency, and piezo and protection devices. The product spectrum also includes sensors and sensor systems such as temperature and pressure, magnetic, and MEMS sensors. In addition, TDK provides power supplies and energy devices, magnetic heads, software and more. These products are marketed under the product brands TDK, TDK Electronics, InvenSense, Micronas, Tronic's, and TDK-Lambda. TDK focuses on demanding markets in automotive, industrial and consumer electronics, and information and communication technology. The company has a network of design and manufacturing locations and sales offices in Asia, Europe, and in North and South America. In fiscal 2025, TDK posted total sales of USD 14.4 billion and employed about 105,000 people worldwide.

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