



January 15, 2025

Company name: Murata Manufacturing Co., Ltd.
Name of representative: Norio Nakajima
President and Representative Director
(Code: 6981, Tokyo Stock Exchange Prime Market)
Contact: Kaori Kitasumi
General Manager of Strategic Finance Dept.
(Phone: 075-955-6525)

Notice Concerning Secondary Offering of Shares in the International Markets

Murata Manufacturing Co., Ltd. (the “**Company**”) hereby announces that, by a resolution of the board of directors of the Company dated today, it has decided to facilitate an international secondary offering of shares of its common stock (the “**Secondary Offering**”) as follows.

The Company has positioned the enhancement of corporate governance as one of its most important management focuses to increase the effectiveness of measures aimed at sustainable growth and improving medium- to long-term corporate value. The Company is committed to constantly working to establish and ensure the efficient functioning of optimal management systems, including strengthening group management in response to globalization and promoting sustainability management, and improving stakeholder engagement, while also considering all its stakeholders. As part of these efforts, the Company has sought to optimize its shareholder structure.

This time, after continuous discussions with some of the Company’s shareholders, the Company has decided to facilitate the Secondary Offering in order to provide an opportunity for those shareholders to sell their shares smoothly and to mitigate any impact on the market price of the Company’s shares resulting from such irregular sale.

Through the Secondary Offering, the Company aims to expand and diversify a shareholder base that supports the Company’s management policy, including the Medium-Term Direction 2027 as well as seeks to increase its corporate value through “fostering value creation with

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stakeholders” as outlined in “Vision 2030” by further increasing management discipline and transparency through raising the quality of dialogue with both new and existing shareholders.

Details

(1) Class and number of shares to be offered	Shares of common stock of the Company 61,304,900 Shares
(2) Selling shareholders and number of shares to be offered	Mizuho Bank, Ltd. 16,436,000 Shares Mitsui Sumitomo Insurance Company, Limited 16,329,200 Shares Sumitomo Mitsui Banking Corporation 12,444,900 Shares Custody Bank of Japan, Ltd. 4,950,000 Shares (Mizuho Trust & Banking Co., Ltd. re-entrustment portion, from Sampo Japan Insurance Inc.’s employee retirement benefits trust account) Sampo Japan Insurance Inc. 4,942,800 Shares MUFG Bank, Ltd. 3,702,000 Shares THE SHIGA BANK, LTD. 2,500,000 Shares
(3) Method of offering	The Secondary Offering will be made in overseas markets, mainly in Europe and Asia (excluding the United States and Canada). Underwriters shall severally and not jointly purchase and subscribe to the aggregate number of shares mentioned in (1) above.
(4) Offer price	To be determined by the same process as the bookbuilding process set out under Article 25 of the Rules Concerning Underwriting, Etc. of Securities of the Japan Securities Dealers Association, on a certain date between January 15, 2025 (Wednesday) and January 16, 2025 (Thursday) (the “Pricing Date”) based on the tentative selling price calculated by multiplying the closing price of the Company’s shares of common stock on the Tokyo Stock Exchange on the Pricing Date (if there is no closing price on the Pricing Date, the closing price on the business day immediately preceding the

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	Pricing Date) by 0.90-1.00 (with any fraction less than one yen being rounded down), in consideration of market demand and other conditions.
(5) Compensation for the underwriters	Underwriting commission shall not be paid, but the underwriters shall instead be entitled to the total amount of the difference between the offer price and the purchase price (the amount received by the selling shareholders from the underwriters as the purchase price per share) as the underwriters' proceeds.
(6) Share unit for subscription	100 shares
(7) Settlement date	January 20, 2025 (Monday)
(8) Masanori Minamide, Representative Director of the Company or those who delegated is solely authorized to approve the offer price and all other matters necessary for the Secondary Offering.	

<Reference>

Lock-Up

With regard to the Secondary Offering, Mizuho Bank Ltd., Sumitomo Mitsui Banking Corporation, MUFG Bank, Ltd. and THE SHIGA BANK, LTD., the selling shareholders, and The Bank of Kyoto, Ltd. and Mizuho Trust & Banking Co., Ltd., shareholders of the Company, have agreed with the underwriters to the effect that, during the period beginning on the Pricing Date and ending on the 180th day from the settlement date of the Secondary Offering (the "Lock-Up Period"), they will not conduct any sale, etc. of the shares of common stock of the Company without the prior written consent of the underwriters (excluding certain cases such as the Secondary Offering).

Furthermore, the Company has agreed with the underwriters to the effect that, during the Lock-Up Period, the Company will not issue shares of common stock of the Company, issue securities that can be converted into or exchanged for shares of common stock of the Company, issue securities that represent the right to acquire or receive shares of common stock of the Company, or conduct similar transactions without the prior written consent of the underwriters (excluding issuance of new shares by stock splits and the like).

In either of the above cases, the underwriters have the authority to wholly or partially waive the above agreements at their own discretion, even during the Lock-Up Period.

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