

MINUTES

of the resolutions
of the extraordinary Shareholders' Meeting of

Micronas Semiconductor Holding AG

on October 20, 2016, at Technopark, Technoparkstrasse 1 in Zurich

I. Opening, invitations, constitution and quorum

Dr. Dieter G. Seipler, Chairman of the Board of Directors, opens the meeting at 10.00 a.m. and welcomes the shareholders present as well as Mr. Matthias Bopp, CEO of the Company, Mr. Daniel Wäger, CFO of the Company, Mrs. Stefanie Kahle-Galonske, member of the Board of Directors, and Mr. Keisuke Igarashi, member of the Board of Directors.

The Chairman explains that that this extraordinary Shareholders' Meeting – only the third since the IPO of the Company around 20 years ago – has been called to decide about the merger with TDK Magnetic Field Sensor Switzerland AG, the Swiss subsidiary of TDK Magnetic Field Sensor G.K., Tokyo, Japan, and that TDK had announced its intention to fully take over the Company as early as in the offer prospectus of December 22, 2015.

Dr. Wolfgang Müller is appointed as the secretary of the meeting. Mrs. Susy Krucker acts as vote counter. The Chairman clarifies that KBT Treuhand AG Zurich, Mr. Sandro Müller, acts as independent proxy holder in the sense of Art. 689c CO and that the auditor of the Company, KPMG AG Zurich, is present today with Mr. Herbert Bussmann and Mrs. Nicole Balmer Fröhlich. KPMG AG is also present in its function as licensed merger auditor. To the extent that today's resolutions must be legalized such legalization will be done by Mr. Gregor Breitenmoser, Notary Public of the Canton of Zurich.

The Chairman establishes:

- a) that the Shareholders' Meeting was convened in compliance the provisions of the Articles of Incorporation and with the statutory provisions by publication in the Swiss Official Gazette of Commerce No. 180 on September 16, 2016 and by letter to shareholders whose address or proxy's address was registered in the share register of the Company;
- b) that the shareholders have been afforded rights of inspection into documentation as required by, and in accordance with, the Merger Act and that the shareholders were informed of their inspection rights in the invitation to today's extraordinary Shareholders' Meeting;

- c) that today's Shareholders' Meeting was therefore convened in accordance with the Articles of Incorporation and validly constituted and may therefore pass resolutions on all matters on the agenda;
- d) that, unless an imperative provision of the law or the Articles of Incorporation requires otherwise, voting and elections are decided by a simple majority of the votes cast without taking account of the number of shareholders present and votes represented, and that abstentions are not counted;
- e) that with respect to agenda item 1 the Merger Act applies and that according to Art. 18 Sec. 5 of the Merger Act the merger resolution requires the approval of at least 90% of the shares entitled to vote and that after deduction of 1 736 026 treasury shares whose voting rights are suspended according to the law 28 021 904 shares are entitled to vote which means that 25 219 714 votes are necessary to meet the 90% quorum;
- f) that furthermore it is a condition for the effectiveness of the merger that the shareholders' meeting of TDK Magnetic Field Sensor Switzerland AG and the sole member of TDK Magnetic Field Sensor G.K., Tokyo, Japan also approve the merger agreement.

The Chairman compiles the voting register and establishes that the ordinary share capital registered with the Commercial Register amounts to CHF 1 487 896.50, divided into 29 757 930 registered shares with a par value of CHF 0.05 each, and is represented as follows at today's extraordinary Shareholders' Meeting:

- a) total number of registered shares represented by shareholders or shareholder proxies: 100;
- b) total number of registered shares represented by the independent proxy (KBT Treuhand Zurich, Zurich) in accordance with Art. 689c of the Swiss Code of Obligations: 26 413 841.

The total number of registered shares represented at the meeting is therefore 26 413 941. The Chairman states that the absolute majority of the votes represented is 13 206 971 votes, that 5% of the votes represented amount to 1 320 698 votes and that 25 219 714 votes are necessary to meet the 90% quorum.

No objections are raised to these statements by the Chairman.

II. Item 1: Approval of the merger agreement between TDK Magnetic Field Sensor Switzerland AG, the Company and TDK Magnetic Field Sensor G.K. and of the statutory interim accounts of the Company as of July 31, 2016

On behalf of the Board of Directors the Chairman submits the following proposal:

Approval of the merger agreement between TDK Magnetic Field Sensor Switzerland AG, Zurich, the Company and TDK Magnetic Field Sensor G.K., Tokyo, Japan, dated as of September 9, 2016, pursuant to which the Company will be absorbed by way of merger by TDK Magnetic Field Sensor Switzerland AG, dissolved without liquidation and deleted from the Commercial Register, as well as of the statutory interim accounts of the Company as of July 31, 2016.

The Chairman makes reference to the documents, which have been made available for inspection to shareholders at the registered offices of the companies involved in the merger during the period pursuant to Art. 16 Merger Act, including the following documents pursuant to Art. 16 Merger Act:

- merger agreement pursuant to Art. 12 and 13 Merger Act dated as of September 9, 2016;
- merger report pursuant to Art. 14 Merger Act dated as of September 9, 2016;
- audit expert report pursuant to Art. 15 Merger Act dated as of September 9, 2016 prepared by the licensed auditor KPMG AG;
- audited statutory and consolidated annual accounts and the annual reports of the Company for the past three years, unaudited interim accounts of the Company as of June 30, 2016 as well as audited interim accounts of the Company as of July 31, 2016. For TDK Magnetic Field Sensor G.K., Tokyo, Japan, the annual accounts as of March 31, 2016, were made available, since TDK Magnetic Field Sensor G.K., Tokyo, Japan, was only incorporated on December 17, 2015; for TDK Magnetic Field Sensor Switzerland AG, an opening balance sheet as of August 9, 2016 was made available, since the TDK Magnetic Field Sensor Switzerland AG was only registered in the Commercial Register on August 9, 2016.

The Chairman states that the employees of the Company have been informed and consulted about the merger in accordance with Art. 28 Merger Act.

The Chairman explains that the advantages of the merger are summarized in Sec. 2.1 of the merger report. Through the merger the operations of the Company will be fully integrated into the operations of TDK Corporation. This will create a basis for further success in the enlarged group's chosen markets. The shareholders, with the exception of TDK Magnetic Field Sensor G.K., Tokyo, Japan, will receive an attractive compensation of CHF 7.50 for each Micronas registered share corresponding to the offer price paid in the public tender offer.

The Chairman's request is not met by any questions or counterproposals.
Nobody requests leave to speak.

The Shareholders' Meeting approves the proposal of the Board of Directors with 26 410 233 votes, 1 468 against votes and 2 240 abstentions.

The Chairman states that (i) the voting rights of the 1 736 026 treasury shares held by the Company is suspended and could therefore not be exercised and that they were excluded for purposes of calculating the qualified majority according to Art. 18 Sec. 5 Merger Act and (ii) the shareholders approved agenda item 1 with 94.2% of all 28 021 904 outstanding votes, thereby meeting the 90% quorum according to Art. 18 Sec. 5 Merger Act.

The Chairman also states that subject to the shareholders' meeting of TDK Magnetic Field Sensor Switzerland AG and the sole member of TDK Magnetic Field Sensor G.K., Tokyo, Japan, also approving the merger agreement, the Board of Directors must carry out the resolutions of the extraordinary Shareholders' Meeting, in particular submit the respective application to the Commercial Register. These conditions are or should be met, respectively. Following the registration of the merger with the Commercial Register the shareholders, with the exception of TDK Magnetic Field Sensor G.K., Tokyo, Japan, are expected to receive CHF 7.50 for each Micronas registered share at the end of October 2016.

Item 2: Release of the members of the Board of Directors and of the Micronas' Group Management

On behalf of the Board of Directors the Chairman submits the following proposal:

Release should be granted to the members of the Board of Directors and Micronas' Group Management, including the board member who has resigned since the last shareholders' meeting.

For the voting regarding this proposal the Chairman refers to Art. 695 Sec. 1 of the Swiss Code of Obligations, according to which persons who were in any way involved in the management of the Company do not have any right to vote on the granting of release to the board members.

The Chairman's request is not met by any questions or counterproposals.
Nobody requests leave to speak.

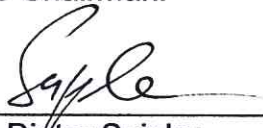
As individual voting is not requested, the Shareholders' Meeting (including a shareholder who enters the room during this agenda item) overwhelmingly approves the proposal of the Board of Directors. The members of the Board of Directors and all persons who are in any way involved in the management of the Company did not take part in the voting.

III. End of the Shareholders' Meeting

As nobody else requests to speak, the Chairman closes the extraordinary Shareholders' Meeting at 10.18 CEST, after having determined that the share capital mentioned at the beginning has been present during the entire extraordinary Shareholders' Meeting and that additional shares were present for agenda item 2. The Chairman points out that the resolutions passed by the extraordinary Shareholders' Meeting will be recorded in minutes which will be available at the Company's registered office for inspection and published on the Company's homepage.

The Chairman thanks the shareholders on behalf of the Board of Directors and management for their loyalty to the Company during many years. Also, the Chairman thanks for the trust given to Mrs. Stefanie Kahle-Galonske, Mr. Keisuke Igarashi and himself. Since the term of the board members will end with the registration of the merger in the Commercial Register, the Chairman says goodbye and thanks the shareholders for their attendance.

The Chairman:



Dr. Dieter Seipler

The Secretary:



Dr. Wolfgang Müller