

Customer presentation August-1st, 2016

ENTER THE WORLD OF NANO AND MICROSYSTEMS







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More comprehensive information about Tronics may be obtained on its website (<u>www.tronicsgroup.com</u>).



Current context

Reminder of Tronics' 3 strategic pillars



High performance inertial GYPRO[®] (standard & custom products)

Industrial applications

(custom products)





Why such an interest in Tronics?

A leading expertise with specialized MEMS products at Crolles & Dallas

- > Expertise in high performance inertial sensors
- Engineering and manufacturing know-how
- Great people and teams in Europe and USA
- Rich portfolio of foundry services and associated manufacturing activities



❑ A unique offer and positioning in markets with high added value

- Standard products for inertial applications
- Custom products: optical microsystems, time & frequency components, BioMEMS, …
- > Promising markets for inertial, industrial and medical applications

□ A company with a strong potential for growth

Tronics has all the assets to grow on its targeted markets (inertial, industrial, healthcare) and also a basis for consumer and automotive markets





Overview of TDK/EPCOS offer

TDK/EPCOS proposal for Tronics

□ Acquisition proposal for 100% of Tronics

- Public tender offer to purchase 100% of the share capital; price per share of €13.20
- Subject to obtaining at least 66.67% of the voting rights and outstanding shares on a non-diluted basis
- Headquarter in Crolles France as the global competence center for inertial sensors
- EPCOS commits to maintaining the sensitive activities and commercial contracts, which will be the matter of French Government control of foreign investments
- Thales will remain a shareholder and enter into a shareholders' agreement with EPCOS if the offer is successful

❑ Strategic rationale

- Interest in Tronics' high-end inertial sensors and MEMS engineering and foundry services to develop in industrial markets
- Objective to develop Tronics into a world-leading MEMS manufacturer focused on sensors, optical microsystems, time & frequency components and BioMEMS
- Dallas' Foundry Services operation is also seen as a significant added value for the growing Medical and BioMEMS markets

TDK, a Tokyo-headquartered group in passive components and magnetic application products

Operations

- More than 110 factories, R&D and sales offices in 30 countries
- > 88 000 employees

Given Segments Four business segments

- Passive Components
- Magnetic Application Product
- Film Application Products
- > Others

Financials

- Annual revenues of €8.7bn as of FY March 2016 (€7.8bn as of FY March 2015)
- Current market capitalization of €7.0bn
- Cash position at €2.3bn and debt position at €2.5bn



TDK, a successful integration of numerous acquisitions



Confidential

Sensors identified by TDK as strategic growth products

TDK growth strategy relies first on the non-optical sensor market

- > 3 growth products: sensors and actuators / energy units / next-generation electronic components
- TDK expects the non-optical sensor market to grow from \$6.8bn in 2014 to \$10.6bn in 2019 (+9.1% CAGR)
- > Key strategic initiative early 2016 with the acquisition of Micronas in Switzerland

EPCOS and TDK Passive Component segment

- ➤ TDK Passive Component segment (€4.3bn and €3.8bn respective revenues in FY16 and FY15) focuses on ceramic capacitors, inductive devices, high-frequency components and piezoelectric material components
- EPCOS is the core pillar of this segment with FY15 annual revenues of €2.2bn, and with a clear leadership in industrial applications

EPCOS' strong interest in developing sensors and MEMS

- Sensor Business Group: €200M revenue, headquartered in Berlin, 3 700 employees, 8 plants
- > Primary product focus now on temperature sensors, as well as pressure sensors
- Focus on automotive and industrial markets, as well as consumer electronics



Benefits for Tronics

TDK/EPCOS proposal offers significant advantages



A long term stable environment and a sound financial resource

Intent to develop Tronics into a world-leading MEMS manufacturer focused on inertial sensors, optical microsystems, time & frequency components and BioMEMS Long-term commitment to develop Tronics' business further in a stable environment



A commitment to Tronics existing assets, business and team

Intent to maintain the R&D and manufacturing base in France and to secure the sensitive activities conducted by Tronics

Dallas' Foundry Services operation maintained as a significant added value for the growing Medical and BioMEMS market

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A much stronger go-to-market strategy to diversify Tronics business

Strong TDK and EPCOS brands, sales channels and complementing technologies, enabling to leverage Tronics' strengths and resources and to enrich the go-to-market approach with focus higher-volume, industrial, and automotive applications

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A joint development of the technology portfolio

From a TDK/EPCOS perspective, a promising opportunity with regard to Tronics technologies, products and application know-how, to jointly open up new business opportunities and future growth markets in the MEMS-based sensor and inertial areas

What it means for our customers and partners

Continuity of commitments

- R&D projects
- Development contracts
- Continuity of supply
- Long term financial stability



❑ Access to complementary technologies / capabilities

- Complementary technologies, materials and expertise
- > High volume production capabilities, including packaging and test

Better commercial and technical support through a global sales and marketing network



Calendar

Tentative timeline

Announcement today

Independent expert fairness opinion pursuant to AMF requirements – currently in progress

> Work's council process (1 month, will start just after announcement)

> > Foreign investment clearance in France (2 months, condition to completion of the offer)

> > > Launch of public offer to follow (October)



Thank you