



FOR IMMEDIATE RELEASE

Nidec Corporation

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Contact:

Masahiro Nagayasu

General Manager

Investor Relations

+81-75-935-6140

ir@jp.nidec.com

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Notice Concerning a Share Exchange Agreement to Make Nidec Seimitsu Corporation a Wholly Owned Subsidiary of Nidec Corporation

Nidec Corporation (“Nidec”)(NYSE:NJ) and Nidec Seimitsu Corporation (“Nidec Seimitsu”) announced today that, at their respective board meetings held today, Nidec and Nidec Seimitsu have decided to enter into a share exchange transaction (the “Share Exchange”) to make Nidec Seimitsu a wholly owned subsidiary of Nidec, and that the two companies have signed a Share Exchange Agreement (the “Share Exchange Agreement”), as described below.

The Share Exchange is expected to become effective on September 1, 2013 (the “Share Exchange Effective Date”), subject to approval by Nidec Seimitsu’s shareholders at an ordinary general meeting scheduled to be held on June 15, 2013. Nidec intends to use a simplified share exchange procedure in accordance with Article 796, Paragraph 3, of the Companies Act, without obtaining the approval of its shareholders for the Share Exchange.

As the Share Exchange is a short-form share exchange to make a consolidated subsidiary a wholly owned subsidiary, the contents and items of the disclosure are partially shortened.

1. Purpose of Making a Wholly Owned Subsidiary Through the Share Exchange

Since its establishment in 1973, Nidec has been developing its business with a focus on brushless DC motors which have characteristics of cost-effectiveness, noiselessness and longer operation life. Through actively acquiring companies, Nidec has enhanced its motor product line-up from small precision motors to motors for supersized industrial systems, expanding into applied products such as machinery, electronic & optical components and other products. Nidec has developed its business not only in IT and OA areas, but into various other areas, including home appliance and automobile areas with the objective of aiming to be the “World's Number One Comprehensive Manufacturer of Motors.”

Nidec Seimitsu started the manufacture and sale of audio DC motors in 1974 and has been engaged in the business of motors for audio-visual equipment, office equipment, camera and computer peripheral equipment. Also, after expanding into market of vibration motor, Nidec Seimitsu has led the market as a leading company of micro motors. In July 2011, Nidec Seimitsu became a group company of Nidec to establish an efficient management system and has been enhancing its corporate value under the basic philosophy in common with Nidec.

As group companies, Nidec and Nidec Seimitsu has already shared the same management strategy, announced the new mid-term strategic plan in October last year and vigorously worked toward the operating margin target of 15%, etc. throughout the group companies. The business environment around the Nidec group, however, is drastically changing and demands of main products such as PC-related products, digital camera-related products and liquid crystal panel manufacturing equipment-related products, etc. are significantly and rapidly reduced in the second half of the last fiscal year, for which the earnings structure was vigorously reformed. Under this situation, Nidec and Nidec Seimitsu, of which businesses are overlapping in small precision motor area, determined that it would be imperative for the expanding corporate values not only of Nidec Seimitsu but of the Nidec group, to make Nidec Seimitsu a wholly-owned subsidiary of Nidec to further enhance the alliance between the two companies, to achieve an effective group management based on a prompt decision-making and to facilitate an approach for achievement of the new mid-term strategic plan.

2. Summary of the Share Exchange

(1) Schedule for the Share Exchange

April 23, 2013	Board of directors' meeting for approval of the Share Exchange (Nidec and Nidec Seimitsu)
April 23, 2013	Execution of the Share Exchange Agreement
June 15, 2013 (tentative)	Ordinary general meeting of shareholders for approval of the Share Exchange (Nidec Seimitsu)
September 1, 2013 (tentative)	Share Exchange Effective Date

(Note 1) In accordance with Article 796, Paragraph 3, of the Companies Act, Nidec intends to use a simplified share exchange procedure where Nidec's shareholder approval is not required for the Share Exchange.

(Note 2) The Share Exchange Effective Date may be changed based upon the mutual agreement of Nidec and Nidec Seimitsu.

(2) Method of the Share Exchange

As a result of the Share Exchange, Nidec is expected to become the parent company owning all of the outstanding shares in Nidec Seimitsu, and Nidec Seimitsu is expected to become a wholly owned subsidiary of Nidec. The Share Exchange is expected to become effective on September 1, 2013, subject to approval by Nidec Seimitsu's shareholders at an ordinary general meeting scheduled to be held on June 15, 2013. Nidec intends to use a simplified share exchange procedure in accordance with Article 796, Paragraph 3, of the Companies Act, without obtaining the approval of its shareholders for the Share Exchange.

Nidec expects to allocate 2,075 shares (tentative) of its common stock in the Share Exchange. Nidec intends to use shares of its common stock held in treasury, and does not intend to issue any new shares, for the Share Exchange.

(3) Details of Share Allocation in the Share Exchange

Company Name	NIDEC CORPORATION (parent company)	NIDEC SEIMITSU CORPORATION (subsidiary to be wholly owned)
Share Exchange Ratio	1	0.017

(Note 1) Ratio Applied to the Allocation of Shares

For each share of Nidec Seimitsu common stock, 0.017 shares of Nidec common stock will be allocated. No Nidec shares will be allocated in exchange for the 719,910 shares of Nidec Seimitsu stock currently held by Nidec (as of March 31, 2013).

In the event of a significant change to the factors and assumptions used for calculating the ratio, the above share exchange ratio may be modified upon the agreement of Nidec and Nidec Seimitsu.

(Note 2) Number of Nidec Shares Allocated in the Share Exchange

Nidec expects to allocate 2,075 shares (tentative) of its common stock in the Share Exchange. Nidec intends to use shares of its common stock held in treasury, and does not intend to issue any new shares, for the Share Exchange.

(4) Treatment of Stock Acquisition Rights and Bonds with Stock Acquisition Rights in the Share Exchange

Not applicable.

3. Basis of Calculation for the Allocation of Shares in the Share Exchange, etc.

In order to ensure the fairness and appropriateness of the share exchange ratio, Nidec appointed Ernst & Young Transaction Advisory Services Co., Ltd. (“E&Y TAS”) as its third-party advisers to calculate the exchange ratio. E&Y TAS calculated values of Nidec using the market price method since Nidec is a listed company and calculated values of Nidec Seimitsu using the discounted cash flow (“DCF”) method since Nidec Seimitsu is a non-listed company in calculating the share exchange ratio. After negotiation and discussion with each other in good faith, carefully considering the above calculations, Nidec and Nidec Seimitsu have determined the share exchange ratio above.

4. Overview of the Companies Party to the Share Exchange (as of March 31, 2013)

1. Company name	NIDEC CORPORATION (parent company)	NIDEC SEIMITSU CORPORATION (subsidiary to be wholly owned)
2. Description of business	Development, manufacture and sales of small precision motors, vehicle installation, commercial and industrial products, machinery, electronic & optical components	Manufacture and sales of micro motors and applied product of micro motors
3. Date of incorporation	July 23, 1973	October 29, 1974
4. Address of head office	338 Tonoshiro-cho, Kuze Minami-ku, Kyoto	1771 Nakamaruko, Ueda, Nagano
5. Company Representative	Shigenobu Nagamori Chairman of the Board, President and Chief Executive Officer	Toshiro Ikeuchi Representative Director, President
6. Share Capital	66,551 million yen	300 million yen
7. Number of shares outstanding	145,075,080 shares	842,000 shares
8. Fiscal year end	March 31	March 31
9. Major shareholders and shareholding ratios	1. Shigenobu Nagamori 8.39% 2. State Street Bank and Trust Company (Standing Agent: Hong Kong and Shanghai Banking Corporation, Tokyo branch) 5.34% 3. The Master Trust Bank of Japan, Ltd. (Trust account) 5.13% 4. Japan Trustee Services Bank, Ltd. (Trust account) 5.04% 5. The Kyoto Bank Corporation 4.13% 6. SN Kohsan, Ltd.	1. Nidec Corporation 85.50% 2. Nidec Copal Corporation 14.50%

	3.79%	
	7. The Dai-ichi Life Insurance Co., Ltd.	2.73%
	8. The Bank of Tokyo-Mitsubishi UFJ Ltd.	2.42%
	9. Nippon Life Insurance Company	2.32%
	10. Meiji Yasuda Insurance Company	2.20%

10. Financial results and financial condition for the previous fiscal year

(in millions of yen)

	NIDEC CORPORATION (parent company) (U.S. GAAP, consolidated)	NIDEC SEIMITSU CORPORATION (subsidiary to be wholly owned)
Fiscal year end	March 31	March 31
Net assets	453,467	1,802
Total assets	1,004,852	12,267
Net assets per share (yen)	3,085.07	2,140
Net sales	709,270	10,528
Operating income	17,627	267
Ordinary profit	-	1,205
Net income	7,998	(373)
Net income per share (yen)	59.73	(443)

- (Note) Nidec prepares its financial statements in accordance with accounting principles generally accepted in the United States (“U.S. GAAP”) as follows:
- “Net assets” represents the sum of “shareholders’ equity” and “minority interest in consolidated subsidiaries.”
 - “Net assets per share” represents “shareholders’ equity per share.”
 - No amount is shown for “ordinary profit” since no equivalent data has been prepared in accordance with U.S. GAAP.
 - “Net income” and “net income per share” represent “net income attributable to Nidec shareholders” and “net income attributable to Nidec shareholders per share,” respectively.

5. Impact of the Share Exchange on Nidec Generally

The Share Exchange is expected to result in no change to Nidec's corporate name, the address of its head offices, the name and title of its representative, its businesses, its capitalization and its financial period, as described in 4. "Overview of the Companies Party to the Share Exchange" above.

The impact of the Share Exchange on Nidec's net assets and total assets has not been determined.

6. Future Outlook

Nidec Seimitsu has been a consolidated subsidiary of Nidec, and the impact of the Share Exchange on Nidec's consolidated and non-consolidated financial performance for the current fiscal year is not expected to be material. Nidec aims to seek to further improve its overall performance by achieving more efficiency in Nidec's and Nidec Seimitsu's business operations and by enhancing the collective strengths of the Nidec group.

Cautionary Statement Concerning Forward-Looking Information

This press release contains forward-looking statements regarding the intent, belief, strategy, plans or expectations of Nidec, Nidec Seimitsu, their group companies or other parties. Such forward-looking statements are not guarantees of future performance or events and involve risks and uncertainties. Actual results may differ materially from those described in such forward-looking statements as a result of various factors, including, but not limited to, the risks to successfully completing the planned transaction, the anticipated benefits of the planned transaction not being realized, shifts in technology or user preferences for particular technologies, whether and when required regulatory approvals are obtained, and changes in economic environments. Nidec does not undertake any obligation to update the forward-looking statements contained herein or the reasons why actual results could differ from those projected in the forward-looking statements except as required by law.

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