

[Translation]

February 26, 2015

To Whom It May Concern,

Company: Tokyo Electron Limited  
Representative: Tetsuro Higashi  
President and Representative Director  
(Code No: 8035, First Section of the  
Tokyo Stock Exchange)  
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### **Notice regarding the Change of the Effective Date of the Share Exchange**

As announced in the press release “Notice regarding the Execution of the Share Exchange Agreement between Tokyo Electron Limited and TEL Japan GK regarding the Business Combination between Tokyo Electron Limited and Applied Materials, Inc.” dated May 14, 2014, and “(Amendment) Notice regarding the Execution of the Share Exchange Agreement between Tokyo Electron Limited and TEL Japan GK regarding the Business Combination between Tokyo Electron Limited and Applied Materials, Inc.” dated May 28, 2014, (collectively, “**Disclosed Press Release**”), as a part of the merger of equals between Tokyo Electron Limited (President and Representative Director: Tetsuro Higashi) (“**Tokyo Electron**”) and Applied Materials, Inc. (President and CEO: Gary Dickerson) (“**Applied Materials**”) (the “**Business Combination**”), Tokyo Electron executed a share exchange agreement dated May 14, 2014, with TEL Japan GK (Representative Partner: Tokyo Electron) (the “**Tokyo Electron Share Exchange Agreement**”), pursuant to which (1) TEL Japan GK will become a wholly-owning parent company of Tokyo Electron and (2) Tokyo Electron will become a wholly-owned subsidiary of TEL Japan GK. The consideration for this share exchange will be the ordinary shares of a holding company organized under the laws of the Netherlands (the current name of this company is Eteris B.V.) (“**HoldCo**”), which is to be the wholly-owning parent company of Tokyo Electron and Applied Materials after the Business Combination (the “**Tokyo Electron Share Exchange**”). In addition, at the annual general meeting of shareholders of Tokyo Electron held on June 20, 2014, the shareholders of Tokyo Electron resolved to approve the Tokyo Electron Share Exchange Agreement.

Tokyo Electron announced to change the effective date of the Tokyo Electron Share Exchange from September 24, 2014 to December 30, 2014 in light of administrative considerations regarding the necessary procedures in the press release “Notice regarding the Change of the Effective Date of the Share Exchange” dated July 29, 2014, and Tokyo Electron also announced to change the effective date of the Tokyo Electron Share Exchange from December 30, 2014 to March 24, 2015 in light of such considerations in the press release “Notice regarding the Change of the Effective Date of the Share Exchange” dated November 28, 2014. Tokyo Electron hereby announces that Tokyo Electron resolved to again change the effective date of the Tokyo Electron Share Exchange (the “**Change**”) at the board of directors’ meeting held today as stated below and agreed to the Change with TEL Japan GK. In the business combination agreement regarding the Business Combination (the “**Business Combination Agreement**”), it was provided that the Business Combination Agreement may be terminated by Tokyo Electron or Applied Materials if the Business Combination is not consummated by March 24, 2015, however, the day from which the Business Combination may be terminated by Tokyo Electron or Applied Materials if the Business Combination is not consummated has been extended to June 30, 2015.

1. Change of the Effective Date of the Tokyo Electron Share Exchange

Before the change: March 24, 2015 (Tuesday) (not final)

After the change: June 30, 2015 (Tuesday) (not final)

2. Reason for the Change

As announced in the Disclosed Press Release, the Tokyo Electron Share Exchange is part of the Business Combination. Since the business combination agreement to implement the Business Combination (the “**Business Combination Agreement**”) provides various conditions precedent for closing, such as the approval of certain governmental regulators and authorities under applicable competition laws, the timing of the consummation of the Tokyo Electron Share Exchange is dependent on the satisfaction or waiver of various conditions under the Business Combination Agreement.

In light of administrative considerations regarding the necessary procedures, Tokyo Electron has determined to change the effective date of the Tokyo Electron Share Exchange from March 24, 2015 to June 30, 2015.

The Business Combination, including the Tokyo Electron Share Exchange, shall take place generally on a date to be designated jointly by Tokyo Electron and Applied Materials, which shall be no later than the 10<sup>th</sup> business day after the satisfaction or waiver of each of the conditions set forth in the Business Combination Agreement. Therefore, the effective date set forth in the Tokyo Electron Share Exchange after the Change is still tentative and may be changed again to a different date, depending on when the conditions of the Business Combination are satisfied or waived (see Note). Pursuant to the Companies Act of Japan, in the event that the effective date of the Tokyo Electron Share Exchange is changed, Tokyo Electron will issue a public notice of the new effective date of the Tokyo Electron Share Exchange no later than the day preceding the effective date set before the change (in the case where accelerating the effective date, the day preceding the effective date set after the change).

The predicted impact on Tokyo Electron’s business for this fiscal year will not be changed by the Change.

(Note) Tokyo Electron and Applied Materials plan to change the effective date of the Tokyo Electron Share Exchange again and finalize it when the timing of the satisfaction or waiver of each of all of the conditions can be predicted. Considering the delisting process for the Tokyo Electron shares, the listing process for the HoldCo shares and other necessary procedures, Tokyo Electron and Applied Materials plan to, in principle, in accordance with the Business Combination Agreement, set the effective date of the Tokyo Electron Share Exchange as the 10<sup>th</sup> business day after the satisfaction or waiver of all the conditions precedent of the Business Combination Agreement, unless otherwise agreed by the parties. Tokyo Electron will announce the final effective date of the Tokyo Electron Share Exchange as soon as it is determined.

3. Timeline of the Tokyo Electron Share Exchange

Date when the board of directors of Tokyo Electron resolved to approve the amendment agreement to the Tokyo Electron Share Exchange Agreement	February 26, 2015
Execution of the amendment agreement to the Tokyo Electron Share Exchange Agreement	February 26, 2015
Delisting Date (Tokyo Electron)	June 25, 2015 (not final) (Note 1)
Effective Date of the Tokyo Electron Share Exchange	June 30, 2015 (not final) (Note 2)
Closing for the Business Combination (Effective Date)	June 30, 2015 (not final)
Listing Date of the HoldCo (TSE, First Section (foreign))	July 1, 2015 (not final)

(Note 1) The date of the delisting will be determined by the TSE based on the status of the finalization of the

effective date of the Tokyo Electron Share Exchange. In response to the change of the effective date of the Tokyo Electron Share Exchange after the Change (June 30, 2015), the delisting date will also be changed.

(Note 2) As described in “2. Reason for the Change”, the effective date of the Tokyo Electron Share Exchange set as of today is not final and there is a possibility that the effective date will be changed to a different date.

## FORWARD-LOOKING STATEMENTS

This communication contains forward-looking statements, including but not limited to those regarding the business combination (the “Business Combination”) between Applied Materials, Inc. (“Applied Materials”) and Tokyo Electron Limited (“Tokyo Electron”) and the transactions related thereto. These statements may discuss the anticipated manner, terms and conditions upon which the Business Combination will be consummated, trends and the future performance of their businesses, the synergies of Applied Materials and Tokyo Electron, and similar matters. Forward-looking statements may contain words such as “expect,” “believe,” “may,” “can,” “should,” “will,” “forecast,” “anticipate” or similar expressions, and include the assumptions that underlie such statements. These statements are subject to known and unknown risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements, including but not limited to: the ability of the parties to consummate the Business Combination in a timely manner or at all; satisfaction of the conditions precedent to consummation of the Business Combination, including the ability to secure regulatory approvals in a timely manner or at all; the possibility of litigation (including related to the Business Combination itself); Applied Materials’ and Tokyo Electron’s ability to successfully integrate their operations, product lines, technology and employees and realize synergies, growth and tax assets from the Business Combination; unknown, underestimated or undisclosed commitments or liabilities; the level of demand for the combined companies’ products, which is subject to many factors, including uncertain global economic and industry conditions, demand for electronic products and semiconductors, and customers’ new technology and capacity requirements; Applied Materials’ and Tokyo Electron’s ability to (i) develop, deliver and support a broad range of products, expand their markets and develop new markets, (ii) timely align their cost structures with business conditions, and (iii) attract, motivate and retain key employees; and other risks described in the filings by Applied Materials and Eteris B.V. (old name: TEL-Applied Holdings B.V.), a new holding company, with the SEC and Tokyo Electron’s filings with the Financial Services Agency of Japan.

All forward-looking statements are based on management’s estimates, projections and assumptions as of September 24, 2013 or such later date as expressly indicated for a particular communication. Except as required under applicable law, none of Applied Materials, Tokyo Electron or Eteris B.V. undertakes any obligation to update any forward-looking statements.