

August 3, 2023

To whom it may concern

Company Name: Marubeni Corporation
Name of Representative: Masumi Kakinoki, President and
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Company Name: SECOM CO., LTD.
Name of Representative: Ichiro Ozeki, President and
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Notice Concerning Results of Tender Offer for Shares of ARTERIA Networks Corporation (Securities Code: 4423)

Marubeni Corporation (“**Marubeni**”) and SECOM CO., LTD. (“**SECOM**”; together with Marubeni, hereinafter collectively referred to as the “**Tender Offerors**”) commenced the tender offer for the shares of common stock (the “**Target Company Share(s)**”) of ARTERIA Networks Corporation (the “**Target Company**”) (the “**Tender Offer**”) pursuant to the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended, hereinafter the “**Act**”) from July 5, 2023. As the Tender Offer was completed on August 2, 2023, the Tender Offerors hereby announce the results thereof, as follows.

1. Outline of the Tender Offer

(1) Names and addresses of the Tender Offerors

Marubeni Corporation
4-2, Ohtemachi 1-chome, Chiyoda-ku, Tokyo

SECOM CO., LTD.
5-1, Jingumae 1-chome, Shibuya-ku, Tokyo

(2) Name of the Target Company

ARTERIA Networks Corporation

(3) Class of shares to be purchased

Common stock

(4) Number of Share to Be Purchased

Class of Shares	Number of Shares to be Purchased	Minimum Number of Shares to be Purchased	Maximum Number of Shares to be Purchased
Common Stock	24,940,358 (shares)	8,293,500 (shares)	– (shares)
Total	24,940,358 (shares)	8,293,500 (shares)	– (shares)

- (Note 1) If the total number of shares that are offered for sale in response to the Tender Offer (the “**Tendered Shares**”) is less than the minimum number of shares to be purchased (8,293,500 shares), the Tender Offerors will not purchase any of the Tendered Shares. If the total number of the Tendered Shares is no less than the minimum number of shares to be purchased (8,293,500 shares), the Tender Offerors will purchase all of the Tendered Shares.
- (Note 2) As the maximum number of shares to be purchased has not been set in the Tender Offer, the number of shares to be purchased is stated as 24,940,358 shares, which is the maximum number of the Target Company Shares that the Tender Offerors may acquire through the Tender Offer. In addition, the maximum number is the number of shares (24,940,358 shares) calculated by deducting the number of treasury shares owned by the Target Company as of March 31, 2023 as set out in the Annual Securities Report for the 8th Fiscal Year submitted by the Target Company on June 29, 2023 (the “**Target Company Annual Securities Report**”) (59,542 shares) and the number of the shares of the Target Company Shares owned by Marubeni as of July 5, 2023 (25,000,100 shares) from the total number of issued shares of the Target Company (50,000,000 shares) as of the said date as set out in the Target Company Annual Securities Report.
- (Note 3) Shares less than 1 unit are also eligible for the Tender Offer. In addition, if a shareholder exercises its right to request the purchase of shares less than 1 unit in accordance with the Companies Act (Act No. 86 of 2005, as amended), the Target Company might purchase its treasury shares during the period of the Tender Offer (the “**Tender Offer Period**”) in accordance with procedures required by laws and regulations.
- (Note 4) The Tender Offerors do not intend to acquire the treasury shares owned by the Target Company through the Tender Offer.
- (Note 5) The method used by the Tender Offerors, respectively, for purchasing the Tendered Shares will be that Marubeni will purchase up to 8,293,500 shares out of the total number of the Tendered Shares and SECOM will purchase the remaining Tendered Shares.

(5) Schedule, etc.

(i) Offering period

From July 5, 2023 (Wed) to August 2, 2023 (Wed) (20 business days)

(ii) Possibility of extension of tender offer period upon request of the Target Company

Pursuant to Article 27-10, Paragraph 3 of the Act, in the event that the Target Company had submitted a statement of opinion requesting an extension of the Tender Offer Period, the Tender Offer Period would have been extended 30 business days, until August 17, 2023; however, no such statement of opinion was submitted.

(6) Tender Offer Price

JPY1,980 per share of common stock

2. Results of the Tender Offer

(1) Outcome of the Tender Offer

In the Tender Offer, the Tender Offerors have set a condition that, if the total number of the Tendered Shares is less than the minimum number of shares to be purchased (8,293,500 shares), the Tender Offerors will not purchase any of the Tendered Shares. As the total number of the Tendered Shares (20,516,687 shares) was no less than the minimum number of shares to be purchased (8,293,500 shares), the Tender Offerors will purchase all of the Tendered Shares as described in the public notice of the commencement of the Tender Offer and the tender offer registration statement (including the matters amended by the amendment statement to the tender offer registration statement filed thereafter; the same applies hereinafter).

(2) Date of Public Notice of Results of the Tender Offer, and Name of Newspaper for Public Notice

Pursuant to the provisions of Article 27-13, Paragraph 1 of the Act, on August 3, 2023, at the Tokyo Stock Exchange, Inc. (the “**Tokyo Stock Exchange**”), the Tender Offerors announced to the press the results of the Tender Offer, by the method prescribed in Article 9-4 of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965, as amended) and Article 30-2 of the Cabinet Office Ordinance on Disclosure Required for Tender Offer for Share Certificates, Etc. by Person other than Issuer (Ministry of Finance Ordinance No. 38 of 1990, as amended, the “**Cabinet Ordinance**”).

(3) Number of Purchased Shares

Type of share certificates, etc.	a. Number of tendered shares	b. Number of purchased shares
Shares	20,516,687 shares	20,516,687 shares
Stock Acquisition Rights	—	—
Bonds with Stock Acquisition Rights	—	—
Trust Beneficiary Certificate for Shares ()	—	—
Depository Receipts for Shares ()	—	—
Total	20,516,687 shares	20,516,687 shares
(Total Number of Shares (diluted))	—	—

(Note) As stated in the tender offer registration statement, the method used by the Tender Offerors, respectively, for purchasing the Tendered Shares will be that Marubeni will purchase up to 8,293,500 shares, which is the same as the minimum number of shares to be purchased, out of the total number of the Tendered Shares and SECOM will purchase the remaining Tendered Shares. The breakdown of the “Number of purchased shares” purchased by Marubeni and SECOM is as follows:

<u>Name of the Tender Offeror</u>	<u>Number of purchased shares</u>
Marubeni	8,293,500 shares
SECOM	12,223,187 shares

(4) Changes in Ownership Ratio of Shares through the Tender Offer

Number of voting rights represented by Shares held by the Tender Offerors before the Tender Offer	250,001 voting rights	(Ownership Ratio of Shares before the Tender Offer: 50.06%)
Number of voting rights represented by Shares held by special related parties before the Tender Offer	0 voting rights	(Ownership Ratio of Shares before the Tender Offer: 0.00%)
Number of voting rights represented by Shares held by the Tender Offerors after the Tender Offer	455,167 voting rights	(Ownership Ratio of Shares after the Tender Offer: 91.14%)
Number of voting rights represented by Shares held by special related parties after the Tender Offer	0 voting rights	(Ownership Ratio of Shares after the Tender Offer: 0.00%)
Number of voting rights of all of the shareholders of the Target Company	498,934 voting rights	

(Note1) The “Number of voting rights represented by shares held by special related parties before tender offer” and the “Number of voting rights represented by shares held by special related parties after the Tender Offer” are stated as the total number of the voting rights represented by the shares held by the special related parties (excluding the parties who are excluded from the special related parties, pursuant to Article 3, Paragraph 2, Item 1 of the Cabinet Ordinance, in calculating the ownership ratio of shares pursuant to each of the Items of Article 27-2, Paragraph 1 of the Act, or the Tender Offerors who mutually fall under the categories of special related parties).

(Note 2) “Number of voting rights all of the shareholders of the Target Company” is the number of voting rights of all of the shareholders as of March 31, 2023 set out in the Target Company Annual Securities Report (the number of shares constituting one unit of shares is 100 shares). However, given that shares less than 1 unit were also eligible for the

Tender Offer, in the calculation of the “Ownership Ratio of Shares before the Tender Offer” and the “Ownership Ratio of Shares after the Tender Offer,” the number of voting rights (499,404 voting rights) pertaining to the number of shares (49,940,458 shares) obtained by deducting the number of treasury shares (59,542 shares) owned by the Target Company as of March 31, 2023 from the total number of issued shares of the Target Company as of March 31, 2023 set out in the Target Company Annual Securities Report (50,000,000 shares) is calculated as the denominator.

(Note 3) The figures in the “Ownership Ratio of Shares before the Tender Offer” and the “Ownership Ratio of Shares after the Tender Offer” are rounded to two decimal places.

(5) Calculation in the Case Where the Purchase under the Tender Offer will be Conducted by the Proportional Distribution Method
N/A

(6) Method of Settlement

(i) Name and Location of Head Office of Financial Instruments Business Operator or Bank, Etc. in Charge of Settlement, Etc. of the Tender Offer

Nomura Securities Co., Ltd. 13-1, Nihonbashi 1-chome, Chuo-ku, Tokyo

(ii) Commencement Date of the Settlement

August 9, 2023 (Wednesday)

(iii) Method of Settlement

A notice regarding the purchase under the Tender Offer will be mailed to the address of persons who accepted an offer to purchase or provided an offer to sell the share certificates in connection with the Tender Offer (the “**Tendering Shareholders, Etc.**”) (or the standing proxy in the case of shareholders, etc. (including corporate shareholders, etc.) who are foreign residents and do not have an account in the tender offer agent available for trading) without delay after the expiration of the Tender Offer Period.

The purchase will be settled in cash. The Tendering Shareholders, Etc. will, in accordance with the instructions given by the Tendering Shareholders, Etc. and without delay on or after the commencement date of settlement, receive the sale price with regard to the Tender Offer. (Remittance fees may be charged.)

3. Policies after Tender Offer and Future Prospects

With respect to the policies after the Tender Offer and future prospects, there is no change from those described in the “Notice Concerning Commencement of Tender Offer for Shares of ARTERIA Networks Corporation (Securities Code: 4423)” released on July 4, 2023 by the Tender Offerors.

In addition, following the results of the Tender Offer, the Tender Offerors plan to conduct a series of procedures to make the Tender Offerors the only shareholders of the Target Company. The Target Company Shares are listed on the Prime Market of the Tokyo Stock Exchange as of today, but, in the case where such procedures have been implemented, the Target Company Shares will be delisted after performing the prescribed procedures in accordance with the Tokyo Stock Exchange’s delisting criteria. Following the delisting of the Target Company Shares, the Target Company Shares will no longer be traded on the Prime Market of the Tokyo Stock Exchange. The Target Company will promptly announce future procedures as soon as they are determined upon consultation between the Tender Offerors and the Target Company.

4. Location at which Copy of Tender Offer Report is Available to Public

Marubeni Corporation

(4-2, Otemachi 1-chome, Chiyoda-ku, Tokyo 100-8088, Japan)

SECOM CO., LTD.

(5-1, Jingumae 1-chome, Shibuya-ku, Tokyo 150-0001, Japan)

Tokyo Stock Exchange, Inc

(2-1, Nihonbashi, Kabuto-cho, Chuo-ku, Tokyo, Japan)

End