



March 23, 2023

To whom it may concern

Company: TECHNO ASSOCIE Co., Ltd.
Representative: Mamoru Moritani, President
Representative Director and President
(Securities Code: 8249, Tokyo Stock
Exchange, Standard Market)
Contact: Kazuyuki Kondo, Executive Officer,
General Manager of HR & Administration
Department
(TEL: 06-6459-2101)

**Announcement Regarding the Results of the Tender Offer for Shares of
TECHNO ASSOCIE Co., Ltd. by Sumitomo Electric Industries, Ltd., the Controlling
Shareholder**

Sumitomo Electric Industries, Ltd. (the “Tender Offeror”), the controlling shareholder of TECHNO ASSOCIE Co., Ltd. (the “Company”), has conducted a tender offer for the Company’s common stock from February 3, 2023 through March 22, 2023. The Company hereby announces that the Tender Offeror notified the Company of the results of such tender offer as attached.

End

(Reference) “Notice Concerning Results of the Tender Offer for Shares of TECHNO ASSOCIE Co., Ltd. (Securities Code: 8249, Tokyo Stock Exchange, Standard Market)” dated as of today (see attached).

This press release has been translated from the Japanese language original press release for reference purposes only. In the event of any conflict or discrepancy between this document and the Japanese language original, the Japanese language original shall prevail in all respects.



March 23, 2023

To whom it may concern

Company name: Sumitomo Electric Industries, Ltd.
Representative: Osamu Inoue, President
(Code No: 5802 TSE, NSE, FSE)
Contact details: Yuichiro Horiba,
General Manager, Public Relations
(TEL: 06-6220-4119)

Notice Concerning Results of the Tender Offer for Shares of TECHNO ASSOCIE Co., Ltd. (Securities Code: 8249)

At a board of directors meeting held on February 2, 2023, Sumitomo Electric Industries, Ltd. (the “Tender Offeror”) decided to acquire common stock (the “Target Company Stock”) of TECHNO ASSOCIE Co., Ltd. (the “Target Company”) (Securities code: 8249, Tokyo Stock Exchange, Inc. (the “Tokyo Stock Exchange”) Standard Market) by way of tender offer (the “Tender Offer”) in accordance with the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the “Act”). The Tender Offer has been conducted since February 3, 2023 and ended on March 22, 2023 as follows.

1. Overview of the Purchase

(1) Name and Address of the Tender Offeror

Sumitomo Electric Industries, Ltd.
Sumitomo Building, 5-33, Kitahama 4-chome, Chuo-ku, Osaka-shi, Osaka

(2) Name of the Target Company
TECHNO ASSOCIE Co., Ltd.

(3) Class of Share Certificates, etc. to be Purchased
Common stock

(4) Number of Shares to be Purchased

Number of shares to be purchased	Minimum number of shares to be purchased	Maximum number of shares to be purchased
9,154,184 shares	2,938,074 shares	—

(Note 1) The Tender Offeror will not purchase any of the shares tendered for sale (the “Tendered Shares”) in response to the Tender Offer if the total number of Tendered Shares is less than the minimum number of shares to be purchased (2,938,074 shares). The Tender Offeror will purchase all of the Tendered Shares if the aggregate number of the Tendered Shares is equal to or greater than the minimum number of shares to be purchased.

(Note 2) Shares less than one unit are subject to the Tender Offer. If a shareholder exercises its right to demand the purchase of shares less than one unit under the Companies Act (Act No. 86 of 2005, as amended), the Target Company may conduct a stock buyback during the period of purchase for the Tender Offer (the “Tender Offer Period”) through the procedures provided for by law.

(Note 3) The Tender Offeror does not intend to acquire any treasury shares held by the Target Company in the Tender Offer.

(Note 4) As no maximum number of shares to be purchased in the Tender Offer has been set, 9,154,184 shares, the maximum number of shares of the Target Company that the Tender Offeror acquires through the Tender Offer, is provided as the number of shares to be purchased. That maximum number is equal

to the sum of the total number of issued Target Company Stock as of December 31, 2022 as stated in the Target Company “Consolidated Financial Report (Japanese Standards) for the Nine Months Ended December 31, 2022” disclosed by the Target Company on January 31, 2023 (20,036,400 shares) less the number of treasury shares held as of September 30, 2022 as stated in the “Second Quarterly Securities Report for the 94th fiscal year” submitted by the Target Company on November 10, 2022 (1,387,990 shares) and less the number of shares of common stock directly held by the Tender Offeror as of February 2, 2023 (9,494,226 shares) (9,154,184 shares).

(5) Period of Purchase

- ① Period of Purchase
February 3, 2023 (Friday) to March 22, 2023 (Wednesday) (32 business days)
- ② Possibility for Extension at Request of Target Company
Not applicable.

(6) Purchase Price

1,695 yen per common share

2. Results of the Purchase

(1) Outcome of the Tender Offer

The Tender Offer was subject to the condition that the Tender Offeror will not purchase any of the Tendered Shares if the aggregate number of the Tendered Shares is less than the minimum number of shares to be purchased (2,938,074 shares). Since the aggregate number of the Tendered Shares (8,446,250 shares) has exceeded the minimum number of shares to be purchased (2,938,074 shares), the Tender Offeror will purchase all of the Tendered Shares as described in the tender offer commencement announcement and the Tender Offer Registration Statement (including the items amended by the Amendment Registration Statement to the Tender Offer Registration Statement submitted thereafter).

(2) Tender Offer Result Announcement Date and the Name of the Newspaper Which the Announcement was Published

In accordance with the provisions set forth in Article 27-13, paragraph (1) of the Act, the results of the Tender Offer have been publicly announced to journalistic organizations on March 23, 2023 at the Tokyo Stock Exchange via the methods set forth 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 Order on Disclosure Required for Tender Offer for Share Certificates by Persons Other Than Issuers (Ministry of Finance Order No. 38 of 1990, as amended; the “Cabinet Office Order”).

(3) Number of Shares Purchased

Class of share certificates, etc.	① Number of tenders converted to shares	② Number of purchases converted to shares
Shares	8,446,250 shares	8,446,250 shares
Share option certificates	—	—
Bond certificates with share options	—	—
Beneficiary certificates for shares in trust ()	—	—
Depository receipts for shares ()	—	—
Total	8,446,250 shares	8,446,250 shares
(Total number of potentially dilutive shares)	—	(—)

(4) Ownership Ratio of Shares after the Tender Offer

Number of voting rights pertaining to shares held by the Tender Offeror before the purchase	94,942 voting rights	(Ownership ratio of shares before the purchase: 50.91%)
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Number of voting rights pertaining to shares held by specially related parties before the purchase	277 voting rights	(Ownership ratio of shares before the purchase: 0.15%)
Number of voting rights pertaining to shares held by the Tender Offeror after the purchase	179,404 voting rights	(Ownership Ratio of shares after the purchase: 96.20%)
Number of voting rights pertaining to shares held by specially related parties after the purchase	0 voting rights	(Ownership Ratio of shares after the purchase: 0.00%)
Number of voting rights of all shareholders, etc. of the Target Company	186,383 voting rights	

(Note 1) The “Number of voting rights pertaining to shares held by specially related parties before the purchase” and the “Number of voting rights pertaining to shares held by specially related parties after the purchase” is the total of the number of voting rights pertaining to shares held by each specially related party (excluding specially related parties excluded from the specially related parties for the purpose of calculation of the ownership ratio of shares under each item of Article 27-2, paragraph (1) of the Act, pursuant to Article 3, paragraph (2), item (i) of the Cabinet Office Order).

(Note 2) The “Number of voting rights of all shareholders, etc. of the Target Company” is the total number of voting rights of all shareholders as of December 31, 2022 as stated in the “Third Quarterly Securities Report for the 94th fiscal year” (the “Target Company Quarterly Report”) submitted by the Target Company on February 10, 2023 (in which one share unit is stated as 100 shares). However, because shares less than one unit were also subject to the Tender Offer, the number of voting rights (186,484 voting rights) pertaining to the number of shares (18,648,410 shares) equivalent to the sum of the total number of issued shares of the Target Company as of December 31, 2022 as stated in the Target Company Quarterly Report (20,036,400 shares) less the number of treasury shares held by the Target Company as of December 31, 2022 (1,387,990 shares) is used as the denominator when calculating the “Ownership ratio of shares before the purchase” and “Ownership ratio of shares after the purchase.”

(Note 3) The “Ownership ratio of shares before the purchase” and the “Ownership ratio of shares after the purchase” are rounded to the nearest two decimal places.

(5) Calculation in Cases of Purchase by Pro Rata Method

Not applicable.

(6) Settlement Method

① Name and Head Office Location of Financial Instruments Business Operator, Bank, and Any Other Institution Conducting the Settlement of Purchase
Nomura Securities Co., Ltd. 13-1, Nihonbashi 1-chome, Chuo-ku, Tokyo

② Commencement Date of Settlement
Wednesday, March 29, 2023

③ Settlement Method
After the Tender Offer Period ends, a notice of purchase, etc. pursuant to the Tender Offer will be sent without delay to each person who accepted the offer for the purchase, or made an offer for the sale, etc. of their shares in connection with the Tender Offer (the “Tendering Shareholder”) (or to their standing proxy if it is a shareholder (including corporate shareholder), etc. who resides outside of Japan and does not hold an account with the tender offer agent from which transactions can be made).

The purchase will be made in cash. The Tendering Shareholder will be able to receive the sales proceeds from the Tender Offer without delay on or after the settlement commencement date by remittance or another method instructed by the Tendering Shareholder (remittance fees may apply).

3. Post-Tender Offer Policies and Future Outlook

Regarding the post-Tender Offer policies and future outlook, there are no changes to the “Notice Concerning Commencement of Tender Offer for Shares of TECHNO ASSOCIE Co., Ltd. (Securities code: 8249)” disclosed by the Tender Offeror on February 2, 2023.

In response to the results of the Tender Offer, the Tender Offeror plans to implement a series of procedures to acquire all of the Target Company Stock (excluding the Target Company Stock directly owned by the Tender Offeror and treasury shares owned by the Target Company). Although the Target Company Stock is listed on the Standard Market of the Tokyo Stock Exchange as of today, they will be delisted through certain procedures in accordance with the delisting criteria set out by the Tokyo Stock Exchange once such procedures have been implemented. After delisting, the Target Company Stock will be untradeable on the Tokyo Stock Exchange. The Tender Offeror will discuss the future procedures with the Target Company, and upon conclusion, the Target Company will promptly disclose the same.

4. Location Where the Copy of the Tender Offer Report is Available for Public Inspection
Sumitomo Electric Industries, Ltd.
(Sumitomo Building, 5-33, Kitahama 4-chome, Chuo-ku, Osaka-shi, Osaka)
Tokyo Stock Exchange, Inc.
(2-1, Nihonbashikabutocho, Chuo-ku, Tokyo)

End

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