

(Translation)

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October 24, 2024

Company name:	The Chiba Bank, Ltd.
Name of representative:	Tsutomu Yonemoto, President (Securities code: 8331; Tokyo Stock Exchange, Prime Market)
Inquiries:	Taro Kanzawa, Executive Officer (Telephone: +81-43-245-1111)

### **Notice Concerning Result of Tender Offer for Shares, Etc., of EDGE Technology Inc. (Securities Code: 4268) and Change in Subsidiary**

The Chiba Bank, Ltd. (the “**Tender Offeror**”) resolved at its Board of Directors meeting held on September 6, 2024 to acquire the common shares (the “**Target Company Shares**”) and the Share Options (as defined in “(3) Class of Share Certificates, Etc. to be Purchased” of “1. Outline of Purchase” of “I. Result of Tender Offer” below; hereinafter the same applies) of EDGE Technology Inc. (securities code 4268, the Tokyo Stock Exchange, Inc. (the “**TSE**”) Growth Market; the “**Target Company**”) through a tender offer (the “**Tender Offer**”) pursuant to the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended) and implemented the Tender Offer from September 9, 2024 to October 23, 2024. The Tender Offeror hereby announces the result of the Tender Offer as follows.

The Tender Offeror also announces that as a result of the Tender Offer, the Target Company will become a consolidated subsidiary of the Tender Offeror, as of October 30, 2024 (the commencement date of the settlement of the Tender Offer).

#### I. Result of Tender Offer

##### 1. Outline of Purchase

###### (1) Name and Address of Tender Offeror

The Chiba Bank, Ltd.  
1-2 Chiba-minato, Chuo-ku, Chiba City

###### (2) Name of Target Company

EDGE Technology Inc.

###### (3) Class of Share Certificates, Etc. to be Purchased

###### (i) Common shares

###### (ii) Share options (collectively from a. to c. below, the “**Share Options**”)

- a. First series share options issued pursuant to the resolution of the meeting of the board of directors of the Target Company held on April 28, 2020 (the “**First Series Share Options**”) (The exercise period is from April 29, 2022 to April 28, 2030.)
- b. Third series share options issued pursuant to the resolution of the meeting of the board of directors of the Target Company held on April 28, 2020 (the “**Third Series Share Options**”) (The exercise

(Translation)

period is from April 30, 2020 to April 29, 2030.)

- c. Fourth series share options issued pursuant to the resolution of the meeting of the board of directors of the Target Company held on April 26, 2021 (the “Fourth Series Share Options”) (The exercise period is from April 27, 2023 to April 26, 2031.)

(4) Number of Shares, Etc. to Be Purchased

Number of shares to be purchased	Minimum number of shares to be purchased	Maximum number of shares to be purchased
10,785,913 shares	7,190,600 shares	- shares

(Note 1) If the aggregate number of the shares, etc. tendered in the Tender Offer (the “**Tendered Shares, Etc.**”) is less than the minimum number of shares to be purchased (7,190,600 shares), the Tender Offeror will not purchase any of the Tendered Shares, Etc. If the aggregate number of the Tendered Shares, Etc. is equal to or greater than the minimum number of shares to be purchased, the Tender Offeror will purchase all of the Tendered Shares, Etc.

(Note 2) As the maximum number of shares to be purchased through the Tender Offer was not established in the Tender Offer, the number of shares to be purchased described above is the maximum number of the shares, etc. of the Target Company that may possibly be acquired by the Tender Offeror through the Tender Offer (10,785,913 shares) (the “**Base Number of the Target Company Shares**”). Such maximum number of shares was calculated by using the following formula: (i) the total number of issued shares of the Target Company as of July 31, 2024, as stated in the financial results for the first quarter of the fiscal year ending April 2025 of the Target Company announced by the Target Company on September 6, 2024 (the “**Target Company’s Financial Results**”) (10,744,660 shares); *plus* (ii) the total (41,290 shares) of (x) the number of the Target Company Shares (29,250 shares) to be acquired upon exercise of the First Series Share Options (2,925 units), (y) the number of the Target Company Shares (7,000 shares) to be acquired upon exercise of the Third Series Share Options (700 units), and (z) the number of the Target Company Shares (5,040 shares) to be acquired upon exercise of the Fourth Series Share Options (504 units) (each of the aforementioned numbers of the Share Options represents those outstanding as of July 31, 2024, as reported by the Target Company); *minus* (iii) the number of treasury shares held by the Target Company as of July 31, 2024 (37 shares), as stated in the Target Company’s Financial Results.

(Note 3) Shares constituting less than one (1) unit will also be subject to purchase through the Tender Offer. The Target Company may, during the period of the Tender Offer (the “**Tender Offer Period**”), purchase its own shares in accordance with legal procedures from any shareholders who exercise the right to require the Target Company to purchase shares constituting less than one (1) unit under the Companies Act (Act No. 86 of 2005, as amended).

(Note 4) The Tender Offeror does not intend to purchase, through the Tender Offer, any treasury shares held by the Target Company.

(Note 5) Some Share Options may be exercised by the end of the period of the Tender Offer. The Tender Offeror will purchase, through the Tender Offer, the Target Company Shares to be issued or transferred upon such exercise.

(5) Period for Purchase

- (i) Period for Purchase

From Monday, September 9, 2024 to Wednesday, October 23, 2024 (30 business days)

(Translation)

- (ii) Possibility of Extension Based on Target Company's Request  
Not applicable

(6) Price for Purchase

- (i) Common shares 841 yen per share
- (ii) Share options
- a. First Series Share Options one (1) yen per unit
  - b. Third Series Share Options one (1) yen per unit
  - c. Fourth Series Share Options one (1) yen per unit

2. Result of Purchase

(1) Outcome of Tender Offer

The Tender Offer was subject to the condition that if the aggregate number of the Tendered Shares, Etc. was less than the minimum number of shares to be purchased (7,190,600 shares), the Tender Offeror would not purchase any of the Tendered Shares, Etc. Since the aggregate number of the Tendered Shares, Etc. (10,300,198 shares) exceeded the minimum number of shares to be purchased (7,190,600 shares), as stated in the public notice of the commencement of the Tender Offer and the Tender Offer Registration Statement as to the Tender Offer, the Tender Offeror will purchase all of the Tendered Shares, Etc.

(2) Date of Public Notice of Result of the Purchase and Name of Newspaper for Public Notice

In accordance with the provisions of Article 27-13, Paragraph 1 of the Act, on October 24, 2024, the Tender Offeror announced the result of the Tender Offer to the press at the TSE in the manner set out in Article 9-4 of the Financial Instruments and Exchange Act Enforcement Order (Cabinet Order No. 321 of 1965, as amended) and Article 30-2 of the Cabinet Ordinance with respect to Disclosure of a Tender Offer for Share Certificates, Etc. by an Offeror other than the Issuing Company (Ministry of Finance Ordinance No. 38 of 1990, as amended, the “**Cabinet Ordinance**”).

(3) Number of Shares to Be Purchased

Class of share certificate, etc.	(i) Number of tendered shares after conversion	(ii) Number of purchased shares after conversion
Share certificates	10,300,198 shares	10,300,198 shares
Share option certificates	0 shares	0 shares
Corporate bond certificates with share option	-	-
Trust beneficiary certificates for share certificates, etc.( )	-	-
Depository receipts for share certificates, etc.( )	-	-
Total	10,300,198 shares	10,300,198 shares
(Total number of potential share certificates, etc.)	(0 shares)	(0 shares)

(Translation)

## (4) Ownership Ratio of Shares, Etc. after Purchase

Number of voting rights represented by the share certificates, etc. held by the Tender Offeror before the Tender Offer	-	(Ownership ratio of share certificates, etc. before the Tender Offer: -%)
Number of voting rights represented by the share certificates, etc. held by special related parties before the Tender Offer	-	(Ownership ratio of share certificates, etc. before the Tender Offer: -%)
Number of voting rights represented by the share certificates, etc. held by the Tender Offeror after the Tender Offer	103,001 voting rights	(Ownership ratio of share certificates, etc. after the Tender Offer : 95.50%)
Number of voting rights represented by the share certificates, etc. held by special related parties after the Tender Offer	-	(Ownership ratio of share certificates, etc. after the Tender Offer : -%)
Total number of voting rights of all shareholders, etc. of the Target Company	107,354 voting rights	

(Note 1) “Number of voting rights represented by the share certificates, etc. held by special related parties before the Tender Offer” and “Number of voting rights represented by the share certificates, etc. held by special related parties after the Tender Offer” state the total number of voting rights represented by share certificates, etc. held by each special related party (except for persons excluded from special related parties under Article 3, Paragraph 2, Item 1 of the Cabinet Ordinance for the purpose of calculating the ownership ratio of share certificates, etc. under each Item of Article 27-2, Paragraph 1 of the Act).

(Note 2) “Total number of voting rights of all shareholders, etc. of the Target Company” is the number of voting rights of all shareholders of the Target Company as of April 30, 2024 stated in the Annual Securities Report for the 10th fiscal year filed by the Target Company on July 26, 2024 (the “**Target Company’s Annual Securities Report**”) (based on the number of shares per unit being 100 shares). However, since the shares less than one unit and the Target Company Shares that may be issued or transferred due to the exercise of the Share Options were also subject to the Tender Offer, when calculating “Ownership ratio of share certificates, etc. before the Tender Offer” and “Ownership ratio of share certificates, etc. after the Tender Offer,” the number of voting rights (107,859 units) represented by the Base Number of the Target Company Shares (10,785,913 shares) is used as the denominator.

(Note 3) “Ownership ratio of share certificates, etc. before the Tender Offer” and “Ownership ratio of share certificates, etc. after the Tender Offer” are rounded to two decimal places.

## (5) Calculation in the Case of Purchase Using Pro Rata Method

Not applicable

(Translation)

**(6) Method of Settlement**

- (i) Name and Address of Head Office of Financial Instruments Business Operator, Bank, Etc. in Charge of Settlement of Purchase

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

- (ii) Commencement Date of Settlement

Wednesday, October 30, 2024

- (iii) Method of Settlement

A notice regarding the purchase through the tender offer will be mailed to the address of persons who accepted the offer for the purchase of share certificates, etc. in the Tender Offer or offered the sale of share certificates, etc. in the Tender Offer (the “**Tendering Shareholders, Etc.**”) (or the address of the standing proxy in the case of shareholders, etc. (including corporate shareholders, etc.) residing in foreign countries who do not have accounts with the tender offer agent that are available for trading) without delay after the expiration of the Tender Offer Period. ).

The purchase will be settled in cash. The Tendering Shareholders, Etc. may receive the sales proceeds from the tender offer in the manner they specify, including by way of remittance, without delay after the commencement date of the settlement (a remittance fee may be charged).

**3. Policies after the Tender Offer and Future Prospects**

The policies after the Tender Offer have not changed from the relevant description in the “Notice Concerning Commencement of Tender Offer for Shares, Etc., of EDGE Technology Inc. (Securities Code: 4268)” released by the Tender Offeror on September 6, 2024.

In response to the result of the Tender Offer, the Tender Offeror intends to implement a series of procedures to make the Tender Offeror the only shareholder of the Target Company (the “**Squeeze-Out Procedures**”). Although the Target Company Shares are currently listed on the Growth Market of the TSE, if the Tender Offeror implements the Squeeze-Out Procedures, the Target Company Shares will be delisted pursuant to the prescribed procedures in accordance with the delisting criteria of the TSE. The Target Company Shares will no longer be traded on the Growth Market of the TSE after the Target Company Shares are delisted.

The specific procedures to be taken and the schedule for the implementation will be promptly announced by the Target Company as soon as they are determined.

**4. Locations of Copies of Tender Offer Report Made Available to Public**

The Chiba Bank, Ltd.

1-2, Chiba-minato, Chuo-ku, Chiba City

Tokyo Stock Exchange, Inc.

2-1 Nihombashi Kabutocho, Chuo-ku, Tokyo

**II. Change in Subsidiary****1. Reasons for Change**

As a result of the Tender Offer, the Target Company will become a consolidated subsidiary of the Tender Offeror as of October 30, 2024 (the commencement date of the settlement of the Tender Offer).

**2. Outline of Subsidiary Subject to Change (Target Company)**

(i)	Name	EDGE Technology Inc.
(ii)	Address	7-1, Kanda-Mikuracho, Chiyoda-ku, Tokyo

(Translation)

(iii)	Name and Title of Representative	Koji Sumimoto, Representative Director, President and General Manager of Administration Division		
(iv)	Business	The Target Company is engaged in the AI Algorithm Business designed to solve customer issues and contribute to society through AI algorithms (specifically, providing AI Solution Services, providing AI Education Services and developing/selling AI Products), under the corporate philosophy of “bringing happiness to people around the world through technology.”		
(v)	Amount of Stated Capital	98,296 thousand yen (as of October 24, 2024)		
(vi)	Date of Incorporation	May 12, 2014		
(vii)	Major Shareholders and Shareholding Ratios (as of April 30, 2024)	Koji Sumimoto (住本 幸士)	65.40%	
		Yuta Shimada (島田 雄太)	2.94%	
		JPMorgan Securities Japan Co., Ltd.	1.15%	
		Tomoaki Haruta (治田 知明)	1.14%	
		Tomoaki Nishimura (西村 智明)	0.55%	
		Toshizou Niimi (新美 俊藏)	0.40%	
		Rakuten Securities Holdings, Inc.	0.37%	
		Shuichi Yagi (八木 秀一)	0.37%	
		Kazuaki Hirohashi (廣橋 一晃)	0.34%	
		Hiroyuki Morita (森田 裕之)	0.32%	
(viii)	Relationship between the listed company and the Target Company			
	Capital Relationship	None		
	Personnel Relationship	None		
	Business Relationship	None		
	Status as Related Party	None		
(ix)	Operating results and financial position for the past three years (Unit: thousands of yen, except as otherwise noted)			
	Fiscal year	Ending April 2022	Ending April 2023	Ending April 2024
	Net assets	431,687	606,333	675,672
	Total assets	858,057	925,897	981,411
	Net assets per share (yen)	40.94	56.76	62.88
	Sales	2,162,417	2,663,347	2,862,618
	Operating profit	210,365	244,753	101,074
	Ordinary profit	200,365	245,868	94,714
	Net profit	137,163	171,451	67,358
	Net profit per share (yen)	13.57	16.16	6.28
	Dividend per share (yen)	-	-	-

(Note) “Major Shareholders and Shareholding Ratios” are quoted from the “Status of Major Shareholders” stated in the Target Company’s Annual Securities Report.

### 3. Number of Shares Acquired, Acquisition Price, and Shares Owned before and after Acquisition

(i)	Number of shares owned before change	- shares (Number of voting rights: -) (Voting rights ownership ratio: -%)
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(Translation)

(ii)	Number of shares acquired	Common shares: 10,300,198 shares (Number of voting rights: 103,001) (Voting rights ownership ratio: 95.50%)
(iii)	Acquisition price	Common shares: 8,662,466,518 yen
(iv)	Number of shares owned after change	Common shares: 10,300,198 shares (Number of voting rights: 103,001) (Voting rights ownership ratio: 95.50%)

(Note 1) When calculating the “voting rights ownership ratio,” the number of voting rights (107,859 units) represented by the Base Number of the Target Company Shares (10,785,913 shares) represented by the number of shares Reference Number of Shares is used as the denominator.

(Note 2) “Voting rights ownership ratio” is rounded to two decimal places.

(Note 3) “Acquisition price” does not include any advisory fees, etc.

#### 4. Scheduled Date of Change

Wednesday, October 30, 2024 (commencement date of the settlement of the Tender Offer)

#### 5. Future Prospects

The impact of the change in subsidiary as a result of the Tender Offer on the Tender Offeror’s consolidated financial results for the current fiscal year is immaterial.

End