

## 【表紙】

【提出書類】	外国会社臨時報告書
【提出先】	関東財務局長
【提出日】	2023年10月31日
【会社名】	スプラunk・インク (Splunk Inc.)
【代表者の役職氏名】	シニア・バイス・プレジデント、チーフ・リーガル・オフィ サー、グローバル業務及び秘書役 スコット・モーガン (Scott Morgan, Senior Vice President, Chief Legal Officer, Global Affairs & Secretary)
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【代理人の氏名又は名称】	弁護士 松 添 聖 史
【代理人の住所又は所在地】	東京都港区六本木一丁目9番10号 アークヒルズ仙石山森タワー28階 ベーカー & マッケンジー法律事務所（外国法共同事業）
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【縦覧に供する場所】	なし

注：別段の記載がある場合を除き、本書に記載の「米ドル」及び「ドル」はアメリカ合衆国ドルを指す。本書において便宜上記載されている日本円への換算は、1米ドル＝148.87円の換算率（2023年10月5日現在の株式会社三菱UFJ銀行の対顧客電信直物売買相場仲値）により換算されている。

## 1 【提出理由】

2023年9月21日に公表されたように、スプラunk・インク（以下「当社」という。）の親会社及び主要株主に異動が生じる予定である。

したがって、当社は、金融商品取引法第24条の5第4項及び企業内容等の開示に関する内閣府令第19条第2項第3号及び第4号の規定に基づき、本臨時報告書を提出するものである。

## 2 【報告内容】

- (a) the name, address, name of the representative person, amount of stated capital or contribution, and contents of the business of the parent company subject to the change

The company to be the parent company of Splunk Inc.

Name: Cisco Systems, Inc.

Address: 170 West Tasman Drive, San Jose, California, U.S.A.

Name of the representative person: Mr. Charles H. Robbins

Amount of stated capital: USD 44,289 million (JPY 6,593,303 million)

Content of Business: Cisco designs and sells a broad range of technologies that power the Internet. It is integrating its platforms across networking, security, collaboration, applications and the cloud. These platforms are designed to help its customers manage more users, devices and things connecting to their networks. This will enable it to provide customers with a highly secure, intelligent platform for their digital business.

- (b) the number of voting rights and ratio of the reporting (filing) company held by the parent company before and after change

The number of voting rights and ratio of Splunk held by Cisco before change:

0 and 0%

The number of voting rights and ratio of Splunk held by Cisco after change:

Cisco is expected to acquire 100% of the outstanding voting rights of Splunk. As of July 31, 2023, the number of outstanding voting rights of Splunk equals 167,650,586. This number is subject to change as of the closing of the Merger (as defined below).

- (c) the reasons for and date of the change

Reason: On September 20, 2023, the Company entered into an Agreement and Plan of Merger (the “Merger Agreement”) by and among the Company, Cisco Systems, Inc., a Delaware corporation (“Parent”), and Spirit Merger Corp., a Delaware corporation and wholly owned subsidiary of Parent (“Merger Sub”), pursuant to which Merger Sub will merge with and into the Company (the “Merger”), with the Company surviving the Merger as a wholly owned subsidiary of Parent.

Date of change: The Merger is expected to close by the end of the third quarter of calendar year 2024 subject to regulatory approval and other customary closing conditions, including approval by the Company's shareholders.

- (a) the names of the major shareholders subject to the change

The company to be the major shareholder of Splunk Inc.

Cisco Systems, Inc.

- (b) the number of voting rights held by the major shareholders before and after the change and the ratio of their voting rights to the voting rights held by all the shareholders, etc.

Before change:

0 and 0%

After change:

Cisco is expected to acquire 100% of the outstanding voting rights of Splunk. As of July 31, 2023, the number of outstanding voting rights of Splunk equals 167,650,586. This number is subject to change as of the closing of the Merger.

- (c) the date of the change

The Merger is expected to close by the end of the third quarter of calendar year 2024 subject to regulatory approval and other customary closing conditions, including approval by the Company's shareholders.