

【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】 2025年5月7日
【会社名】 ウエスタン・デジタル・コーポレーション
(Western Digital Corporation)
【代表者の役職氏名】 シンシア・トレギリス
上級副社長、最高法務責任者兼秘書役
(Cynthia Tregillis, Senior Vice President, Chief Legal Officer
and Secretary)
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【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28F
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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【電話番号】 (03)6271-9900
【縦覧に供する場所】 該当なし

注記：

1. 本書において、文脈上別段の指示がある場合を除き、「当社」、「WDC」又は「ウエスタン・デジタル」とは、文脈に応じてウエスタン・デジタル・コーポレーション又はウエスタン・デジタル・コーポレーション及びその子会社を指す。
2. 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＝142.57円の換算率（2025年4月30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】

2025年5月1日、ウエスタン・デジタル・コーポレーション（以下「Company（当社）」という。）は、2005年9月20日開催の当社の取締役会（以下「Board（取締役会）」という。）会議の決議により当初採択されたウエスタン・デジタル・コーポレーション修正・改訂2005年エンプロイー・ストック・パーチェス・プラン（以下「Plan（本プラン）」という。）に基づき、当社の本邦における間接所有子会社の適格従業員（以下「Eligible Employees in Japan（本邦における適格従業員）」という。）及び本邦以外の当社及び1以上の当社の関係会社の適格従業員（以下「Eligible Employees of Outside Japan（本邦以外における適格従業員）」という。）に対し、当社の普通株式を購入するための株式購入権である新株予約権（以下「Stock Purchase Rights（本新株予約権）」という。）の募集を開始したため、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2号の2及び1号の規定により本臨時報告書を提出するものである。

本プランは、2022年8月25日に取締役会によって修正・改定され、かかる修正・改定は2022年11月16日に開催された当社の年次株主総会によって承認された。

（注）本書で使用され、定義されていない大文字の用語は、特に断りのない限り、本プランで与えられている意味を有する。

2 【報告内容】

(I) Report under Article 19, Paragraph 2, Sub-paragraph 2-2 of the Cabinet Office Ordinance on the Disclosure of Corporate Affairs, etc.

(1) Name of Securities

Stock Purchase Rights of Western Digital Corporation. The relevant stock purchase rights represent Moving Strike Price Stock Options (the "MSPSO").

(a) Nature of MSPSO

The relevant Stock Purchase Rights represent the right to purchase the common stock of the Company (the "Common Stock") at the Exercise Price, which shall be equal to the lesser of (1) 95% of the Fair Market Value (as defined in the Plan) per share on the Exercise Date (as defined in the Plan) or (2) 95% of the Fair Market Value of such shares on the first day of the applicable offering period (but subject to the maximum purchase value per calendar year in which such option is outstanding of US\$ 23,750 (95% x \$25,000) per person). The exact Exercise Price is unknown until the Exercise Date.

(i) Accordingly, if the stock price of the Common Stock declines, the Exercise Price of the relevant Stock Purchase Rights may decline as well, and thus the "Number of Shares subject to Purchase Rights" may increase (but subject to the purchase limit of five (5) times the number of shares determined by dividing (i) \$40,000, by (ii) the Fair Market Value of a share of the Common Stock on the enrollment date multiplied by 95%). However, the amount of the contributions is already fixed and will not change depending on the stock price, unless the Participant (as defined in the Plan) reduces the amount of his or her contributions or withdraws from participation in the Plan, both as permitted under the Plan.

(ii) The "Number of Shares subject to Stock Purchase Rights" is calculated by dividing the amount of contributions during the applicable Exercise Period, by the Exercise Price which shall be equal to the lesser of (1) 95% of the Fair Market Value per share on the Exercise Date or (2) 95% of the Fair Market Value of such shares on the first day of the applicable offering period; provided, however, as described below, the "Aggregate Amount of Payment upon Exercise of Stock Purchase Rights" will not change depending on the stock price.

(iii) The purpose of the Plan is to provide an incentive for present and future Employees of the Company and its Participating Subsidiaries to acquire a proprietary interest in the Company. The participation in the Plan is voluntary, and the "Aggregate Amount of Payment upon Exercise of Stock Purchase Rights" will be determined by the funds accumulated as contributions at the maximum rate of 10% of Eligible Compensation (as defined in the Plan) (but subject to the maximum purchase value per calendar year in which such option is outstanding of US\$ 23,750 (95% x \$25,000) per person). Accordingly, minimum

amount for such "Aggregate Amount of Payment upon Exercise of Stock Purchase Rights" is not determined.

In addition, the maximum number of shares of Common Stock which may be issued worldwide under the Plan in the aggregate shall not exceed 43,000,000 shares.

(iv) The shares subject to the Stock Purchase Rights of each Participant shall be automatically purchased on behalf of each Participant on each Exercise Date (after conversion into U.S. Dollars, if necessary).

However, the Board (or a committee appointed by the Board (the "Committee"), as applicable) may terminate or suspend the Plan at any time in its sole discretion.

Further, in the following cases, the Stock Purchase Rights shall be terminated and thus such Stock Purchase Rights may not be exercised.

- A Participant withdraws from participation in the Plan during the Offering/Exercise Period.
- A Participant ceases to remain an Employee while his/her Stock Purchase Right remains outstanding.

The Committee shall, under certain circumstances such as reclassification, recapitalization, stock split (including a stock split in the form of a stock dividend) or reverse stock split; merger, combination, consolidation, or other reorganization; spin-off, split-up, or similar extraordinary dividend distribution in respect of the Common Stock; or exchange of Common Stock or other securities of the Company, or any similar, unusual or extraordinary corporate transaction in respect of the Common Stock, equitably and proportionately adjust the number and type of shares of Common Stock and the Exercise Price of any outstanding options. Details are prescribed in the Plan (Section 16). The Company has no right to repurchase the Stock Purchase Rights under the Plan.

(b) Reason for the Decision to Use MSPSO as a Method of Funding

The main purpose of the Plan is not to raise funds, but to provide an incentive for present and future Employees of the Company and its Participating Subsidiaries to acquire a proprietary interest (or increase an existing proprietary interest) in the Company through the purchase of Common Stock. There shall be reserved for issuance and purchase by Participants under the Plan an aggregate of 43,000,000 shares of Common Stock, and from time to time and without stockholder approval, the Committee may fix a maximum limit on the number of shares that may be acquired by any individual during an Exercise Period under the Plan. By establishing a ceiling on the number of shares to be issued under the Plan, dilution of equity owned by existing shareholders will be limited.

(c) Description of a transaction that is scheduled to be conducted as derivative transaction or other transaction set forth in Article 19 Paragraph 9 of the Cabinet Office Ordinance, if the case falls under the case specified in the same paragraph

Not applicable

(d) Content of Agreement to be made between the Offerees and the Company concerning the Exercise of MSPSO

Please refer to (2) - (vii) "Conditions to Exercise Stock Purchase Rights" below.

(e) Content of Agreement to be made between the Offerees and the Company concerning the Trade of the Company's Stock

Not applicable

(f) Content of Agreement to be made between the Offerees and the Company's Special Interested Parties, among others, concerning Stock Lending, if any

Not applicable

(g) Other Matters Essential for Investor Protection

Not applicable

(2) Matters Concerning MSPSO

(i) Number of Stock Purchase Rights

Estimated Number of Stock Purchase Rights: 169,973

(Estimated number. The number of Stock Purchase Rights issued is equivalent to the number of shares of the Company's common stock subject to the Stock Purchase Rights.)

(note) Assuming that all Eligible Employees in Japan elect to become a Participant in the Plan and contribute at the maximum rate of 10% of their eligible compensation, with an annual cap of \$23,750 (95% x \$25,000) per calendar year in which such option is outstanding, the estimated maximum amount of contributions during the Offering Period (from June 1, 2025 through May 31, 2027) shall be US \$7,082,250 (¥1,009,716,383). The 'Number of Shares subject to Stock Purchase Rights' shall be calculated by dividing the above estimated maximum amount of contributions by 95% (US \$41.67 (¥5,940)) of the closing price of the Company's common stock as reported on the NASDAQ Global Select Market ("NASDAQ") on April 30, 2025 (US \$43.86 (¥6,253)). As to the declaration of the participation to the Plan and the authorization of the payroll deduction rate, each Participant is required to follow the procedure designated by the Committee.

(ii) Issue Price (per Stock Purchase Rights)

US\$0 (¥0)

(iii) Total Issue Price

US\$0 (¥0)

(iv) Type, Description and Number of Shares subject to Stock Purchase Rights

1. Type of shares to be used for Stock Purchase Rights:

Nominative par value (US\$0.01) common stock of Western Digital Corporation.

(note) Common stock issued hereunder will be from available treasury shares held by the company or from newly issued shares.

(note) The Committee shall, under certain circumstances such as reclassification, recapitalization, stock split (including a stock split in the form of a stock dividend) or reverse stock split; merger, combination, consolidation, or other reorganization; spin-off, split-up, or similar extraordinary dividend distribution in respect of the Common Stock; or exchange of Common Stock or other securities of the Company, or any similar, unusual or extraordinary corporate transaction in respect of the Common Stock, equitably and proportionately adjust the number and type of shares of Common Stock and the Exercise Price of any outstanding options. Details are prescribed in the Plan (Section 16).

2. Description of Shares:

1. **Dividend Rights.** Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the corporation legally available therefore, such dividends as may be declared from time to time by the Board of Directors.

2. **Liquidation Rights.** Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to liquidation, upon the liquidation, dissolution or winding up of the corporation, the assets of the corporation shall be distributed to the holders of the common stock.

3. **Redemption.** The common stock is not redeemable.

4. Voting Rights. The holder of each share of common stock shall have the right to one vote, and shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of this corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

3. Number of Shares to be used for Stock Purchase Rights:

1 share per one Stock Purchase Right (169,973 shares in total if all of the Stock Purchase Rights are exercised (estimated number))

(note) The Committee shall, under certain circumstances such as reclassification, recapitalization, stock split (including a stock split in the form of a stock dividend) or reverse stock split; merger, combination, consolidation, or other reorganization; spin-off, split-up, or similar extraordinary dividend distribution in respect of the Common Stock; or exchange of Common Stock or other securities of the Company, or any similar, unusual or extraordinary corporate transaction in respect of the Common Stock, equitably and proportionately adjust the number and type of shares of Common Stock and the Exercise Price of any outstanding options. Details are prescribed in the Plan (Section 16).

On the Exercise Date, using the Participants' contributions accumulated during the applicable Exercise Period, the Participants may purchase the Common Stock at the Exercise Price, which shall be equal to the lesser of (1) 95% of the Fair Market Value per share on the Exercise Date or (2) 95% of the Fair Market Value of such shares on the first day of the applicable offering period. Accordingly, as of the filing day of this Report, the "Number of Shares subject to Stock Purchase Rights" has not yet been determined. Therefore, for convenience, the above "Number of Shares subject to Stock Purchase Rights" is calculated by dividing the estimated maximum amount of Contributions during the applicable Offering Period (assuming that all Participants participate in the Plan and had sufficient Compensation to contribute at the maximum rate of 10% of eligible compensation, subject to an annual cap of \$23,750 (95% x \$25,000) per calendar year in which such option is outstanding) (i.e., US \$7,082,250 (¥1,009,716,383) by 95% (US \$41.67 (¥5,940) of the closing price of the Company's common stock as reported on the NASDAQ on April 30, 2025 (US \$43.86 (¥6,253))).

(v) Amount of Payment upon Exercise of Stock Purchase Rights

US\$41.67 (¥5,940) per one Stock Purchase Right

(note) Since the "Amount of Payment upon Exercise of Stock Purchase Rights" has not yet been determined, 95% (US \$41.67 (¥5,940) of the closing price of the Company's common stock as reported on the NASDAQ on April 30, 2025 (US \$43.86 (¥6,253))) is inserted for illustrative purposes.

Total Amount of Payment upon Exercise of Stock Purchase Rights: US\$7,082,250 (¥1,009,716,383)

(note) Since the "Total Amount of Payment upon Exercise of Stock Purchase Right" has not yet been determined, the estimate of the maximum contributions by the Participants during the Offering Period is inserted for illustrative purposes.

(vi) Exercise Period of Stock Purchase Rights

November 30, 2025, May 31, 2026, November 30, 2026 and May 31, 2027

(note) The Stock Purchase Rights shall be automatically exercised on this day.

(vii) Conditions to Exercise Stock Purchase Rights

(a) On the Enrollment Date of each Offering Period, subject to the limitations set forth in Sections 3, 9 (b) and 18 of the Plan, each Participant shall be granted an option to purchase on each Exercise Date during such Offering Period up to a number of shares of the Common Stock determined by dividing such Participant's payroll deductions accumulated during the Exercise Period ending on such Exercise Date by the Exercise Price for such Exercise Period (determined as provided in Section 10 of the Plan), provided that the number of shares subject to the option shall not exceed five (5) times the number of

shares determined by dividing (i) \$40,000, by (ii) the Fair Market Value of a share of the Common Stock on the Enrollment Date multiplied by the percentage (not less than 85%) used to calculate the Exercise Price for that Offering Period.

(b) Notwithstanding any provision of the Plan to the contrary, no Participant shall be granted an option under the Plan (i) if, immediately after the grant, such Participant (or any other person whose stock would be attributed to such Participant pursuant to Section 424(d) of the Code) would own stock and/or hold outstanding options to purchase stock possessing 5% or more of the total combined voting power or value of all classes of stock of the Company or of any Parent or any Subsidiary of the Company, or (ii) which permits such Participant's rights to purchase stock under all employee stock purchase plans of the Company, its Subsidiaries and any Parent to accrue at a rate which exceeds \$25,000 of fair market value of such stock (determined at the time such option is granted, before giving effect to any discounted purchase price under any such plan) for each calendar year in which such option is outstanding at any time. For purposes of the foregoing clause (ii), a right to purchase stock accrues when it first becomes exercisable during the calendar year.

Unless a Participant withdraws from the Plan as provided in Section 13 of the Plan, the Participant's option for the purchase of shares will be exercised automatically on each Exercise Date of the Offering Period, and the maximum number of full shares subject to option will be purchased for the Participant at the applicable Exercise Price with the accumulated payroll deductions in the Participant's account. Any amount remaining in the Participant's account after an Exercise Date that is not sufficient to purchase a whole share shall be held in the account until the next Exercise Date. In the event that an Exercise Period has been over-subscribed or that any other applicable Plan limit has been exceeded by a Participant in an Exercise Period, any amount remaining in such Participant's account shall be refunded to the Participant as soon as administratively practicable after the end of the Offering Period.

(viii) Amount to be Transferred into Capital (the issue price of shares if issued upon Exercise of Stock Purchase Rights)

US\$0.01 (¥1) per share

(ix) Matters Relating to Transfer of Stock Purchase Rights

Neither payroll deductions credited to a Participant's account nor options to purchase Common Stock granted under the Plan may be transferred, assigned, pledged or otherwise disposed of by a Participant other than by will or the laws of descent and distribution. Options granted under the Plan are exercisable during a Participant's lifetime only by the Participant.

(3) Number and breakdown of the counterparties to the solicitation of acquisitions

Approximately 994 Eligible Employees in Japan of the following companies:

- Western Digital Technologies GK
- Western Digital GK
- Western Digital Marketing GK

(4) Relationship between the counterparties to the solicitation and the filing company

The companies listed in (3) above are 100% indirectly-held subsidiaries of Western Digital Corporation.

(5) Details of the arrangement between the counterparties to the solicitation and the filing company

The terms and conditions are prescribed in the Plan and the enrollment form prescribed by the Committee.

(II) Report under Article 19, Paragraph 2, Sub-paragraph 1 of the Cabinet Office Ordinance on the Disclosure of Corporate Affairs, etc.

(1) Type and Name of Securities

Stock Purchase Rights of Western Digital Corporation. The relevant stock purchase rights represent the MSPSO.

(2) Matters Concerning MSPSO

(i) Number of Stock Purchase Rights

Estimated Number of Stock Purchase Rights: 6,648,769

(Estimated number. The number of Stock Purchase Rights issued is equivalent to the number of shares of the Company's common stock subject to the Stock Purchase Rights.)

(note) Assuming that all Eligible Employees of outside Japan elect to become a Participant in the Plan and contribute at the maximum rate of 10% of their eligible compensation, with an annual cap of \$23,750 (95% x \$25,000) per calendar year in which such option is outstanding, the estimated maximum amount of contributions during the Offering Period (from June 1, 2025 through May 31, 2027) shall be US \$277,034,250 (¥39,496,773,023). The 'Number of Shares subject to Stock Purchase Rights' shall be calculated by dividing the above estimated maximum amount of contributions by 95% (US \$41.67 (¥5,940)) of the closing price of the Company's common stock as reported on the NASDAQ Global Select Market ("NASDAQ") on April 30, 2025 (US \$43.86 (¥6,253)). As to the declaration of the participation to the Plan and the authorization of the payroll deduction rate, each Participant is required to follow the procedure designated by the Committee.

(ii) Issue Price (per Stock Purchase Rights)

US\$0 (¥0)

(iii) Total Issue Price

US\$0 (¥0)

(iv) Type, Description and Number of Shares subject to Stock Purchase Rights

1. Type of shares to be used for Stock Purchase Rights:

Nominative par value (US\$0.01) common stock of Western Digital Corporation.

(note) Common stock issued hereunder will be from available treasury shares held by the company or from newly issued shares.

(note) The Committee shall, under certain circumstances such as reclassification, recapitalization, stock split (including a stock split in the form of a stock dividend) or reverse stock split; merger, combination, consolidation, or other reorganization; spin-off, split-up, or similar extraordinary dividend distribution in respect of the Common Stock; or exchange of Common Stock or other securities of the Company, or any similar, unusual or extraordinary corporate transaction in respect of the Common Stock, equitably and proportionately adjust the number and type of shares of Common Stock and the Exercise Price of any outstanding options. Details are prescribed in the Plan (Section 16).

2. Description of Shares:

1. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the corporation legally available therefore, such dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to liquidation, upon the liquidation, dissolution or winding up of the corporation, the assets of the corporation shall be distributed to the holders of the common stock.

3. Redemption. The common stock is not redeemable.

4. Voting Rights. The holder of each share of common stock shall have the right to one vote, and shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of this corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

3. Number of Shares to be used for Stock Purchase Rights:

1 share per one Stock Purchase Right (6,648,769 shares in total if all of the Stock Purchase Rights are exercised (estimated number))

(note) The Committee shall, under certain circumstances such as reclassification, recapitalization, stock split (including a stock split in the form of a stock dividend) or reverse stock split; merger, combination, consolidation, or other reorganization; spin-off, split-up, or similar extraordinary dividend distribution in respect of the Common Stock; or exchange of Common Stock or other securities of the Company, or any similar, unusual or extraordinary corporate transaction in respect of the Common Stock, equitably and proportionately adjust the number and type of shares of Common Stock and the Exercise Price of any outstanding options. Details are prescribed in the Plan (Section 16).

On the Exercise Date, using the Participants' contributions accumulated during the applicable Exercise Period, the Participants may purchase the Common Stock at the Exercise Price, which shall be equal to the lesser of (1) 95% of the Fair Market Value per share on the Exercise Date or (2) 95% of the Fair Market Value of such shares on the first day of the applicable offering period. Accordingly, as of the filing day of this Report, the "Number of Shares subject to Stock Purchase Rights" has not yet been determined. Therefore, for convenience, the above "Number of Shares subject to Stock Purchase Rights" is calculated by dividing the estimated maximum amount of Contributions during the applicable Offering Period (assuming that all Participants participate in the Plan and had sufficient Compensation to contribute at the maximum rate of 10% of eligible compensation, subject to an annual cap of \$23,750 (95% x \$25,000) per calendar year in which such option is outstanding) (i.e., US \$277,034,250 (¥39,496,773,023) by 95% (US \$41.67 (¥5,940) of the closing price of the Company's common stock as reported on the NASDAQ on April 30, 2025 (US \$43.86 (¥6,253))).

(v) Amount of Payment upon Exercise of Stock Purchase Rights

US\$41.67 (¥5,940) per one Stock Purchase Right

(note) Since the "Amount of Payment upon Exercise of Stock Purchase Rights" has not yet been determined, 95% (US \$41.67 (¥5,940) of the closing price of the Company's common stock as reported on the NASDAQ on April 30, 2025 (US \$43.86 (¥6,253))) is inserted for illustrative purposes.

Total Amount of Payment upon Exercise of Stock Purchase Rights: US\$277,034,250 (¥39,496,773,023)

(note) Since the "Total Amount of Payment upon Exercise of Stock Purchase Right" has not yet been determined, the estimate of the maximum contributions by the Participants during the Offering Period is inserted for illustrative purposes.

(vi) Exercise Period of Stock Purchase Rights

November 30, 2025, May 31, 2026, November 30, 2026 and May 31, 2027

(note) The Stock Purchase Rights shall be automatically exercised on this day.

(vii) Conditions to Exercise Stock Purchase Rights

Please refer to (I) - (2) - (vii) "Conditions to Exercise Stock Purchase Rights" above.

(viii) Amount to be Transferred into Capital (the issue price of shares if issued upon Exercise of Stock Purchase Rights)

US\$0.01 (¥1) per share

(ix) Matters Relating to Transfer of Stock Purchase Rights

Please refer to (I) - (2) - (ix) "Matters Relating to Transfer of Stock Purchase Rights" above.

(3) Method of Issuance of Stock Purchase Rights:

The Stock Purchase Rights are to be offered to 38,882 Eligible Employees of outside Japan under the Plan who are employed by the Company and one or more of its Corporate Affiliates (outside Japan).

(4) Name of Underwriter or Person/Agent making Secondary Offering

Not applicable

(5) Area where Offering or Secondary Offering is made (outside Japan)

Australia, China, Czech Republic, Denmark, France, Germany, Hong Kong, India, Indonesia, Italy, Korea, Malaysia, Netherlands, Philippines, Singapore, Spain, Sweden, Taiwan, Thailand, United Arab Emirates, United Kingdom, United States

(6) Use of Proceeds from the New Issuance of Shares

Amount of Proceeds: \$277,034,250 (¥39,496,773,023)

(note) The amount of proceeds is the sum of the total issue price of the Stock Purchase Rights and the amount of payment upon exercise of the Stock Purchase Rights (i.e., US \$277,034,250 (¥39,496,773,023)) net of US\$ 0 (¥0)), which is the approximate amount of various related expenses for the new issuance of shares.

Use of Proceeds: The net proceeds realized from the exercise of Stock Purchase Rights (i.e., US \$277,034,250 (¥39,496,773,023)) will be used as general working capital of the Company, including for capital expenditure and payment of operational costs, but details of specific items, the breakdown of the amount, and the timing of payment has not been determined and will be determined according to the Company's business needs.

(7) Date of Issuance

June 1, 2025

(8) Name of Securities Market to List on in case of Listing the Securities

Not applicable

(9) Matters Concerning MSPSO

(a) Nature of MSPSO

Please refer to (I) - (1) - (a) "Nature of MSPSO" above.

(b) Reason for the Decision to Use MSPSO as a Method of Funding

Please refer to (I) - (1) - (b) "Reason for the Decision to Use MSPSO as a Method of Funding" above.

(c) Description of a transaction that is scheduled to be conducted as derivative transaction or other transaction set forth in Article 19 Paragraph 9 of the Cabinet Office Ordinance, if the case falls under the case specified in the same paragraph

Not applicable

(d) Content of Agreement to be made between the Offerees and the Company concerning the Exercise of MSPSO

Please refer to (2) - (vii) "Conditions to Exercise Stock Purchase Rights" above.

(e) Content of Agreement to be made between the Offerees and the Company concerning the Trade of the Company's Stock

Not applicable

(f) Content of Agreement to be made between the Offerees and the Company's Special Interested Parties, among others, concerning Stock Lending, if any

Not applicable

(g) Other Matters Essential for Investor Protection

Not applicable

(10) Matters to be Noted in Case of Allocation to Third Party

Not applicable

(11) Amount of Capital and Outstanding Shares of the Company

(a) Amount of Capital:

Common Stock and Additional Paid-in capital: US \$4,888 million (¥696,882 million) as of December 27, 2024

(b) Number of Outstanding Shares:

Common Stock: 348 million shares as of December 27, 2024.