

【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 7 月 7 日

【会社名】 インテグリス・インク
(Entegris, Inc.)

【代表者の役職氏名】 シニア・ヴァイス・プレジデント、ジェネラル・カウンセル兼秘書役
ジョセフ・コルラ
(Joseph Colella, Senior Vice President, General Counsel and Secretary)

【本店の所在の場所】 米国 01821 マサチューセッツ州、ビレリカ、コンコード・ロード129
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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)

【電話番号】 (03)6271-9900

【事務連絡者氏名】 弁護士 渡 邊 大 貴

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【電話番号】 (03)6271-9900

【縦覧に供する場所】 該当なし

注(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」、「インテグリス・インク」又は「インテグリス」とは、インテグリス・インク及びそのすべての子会社を指す。

注(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 = 143.91円の換算率（2025年 5 月23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6月1日、インテグリス・インク（以下「Company（当社）」という。）は、2024年1月31日に当社の取締役会（以下「Board（取締役会）」という。）決議により採択され、2024年4月24日の年次株主総会において当社の株主により承認されたインテグリス・インク2024年従業員株式購入プラン（以下「Plan（本プラン）」という。）に基づき、当社の日本の間接子会社の適格従業員（以下「Eligible Employees in Japan（日本の適格従業員）」という。）並びに日本国外の当社及びその指定会社の適格従業員（以下「Eligible Employees of Outside Japan（日本国外の適格従業員）」という。）に対して、当社普通株式に係る購入権（以下「Stock Purchase Rights（本新株購入権）」という。）の募集を開始した。

このため、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2号の2及び第1号の規定に基づき、本臨時報告書を提出するものである。

注：別途注記のない限り、本書に定義のない大文字で始まる用語は本プランに定める意味を有する。

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 Entegris, Inc. The relevant stock purchase rights represent Moving Strike Price Stock Options (the "MSPSO").

(a) Nature of MSPSO

At the time a Participant enrolls in the Plan, they will elect to have Contributions made on each pay day during the Offering Period. The Enrollment Election will specify the amount of Contributions as a (whole) percentage from 1% to 10% of the Participant's Compensation, or such other limit or amount determined by the Administrator in advance of an Offering. Under the Plan, the Purchase Price shall equal 85% of the lesser of the Fair Market Value of a share of Common Stock on the NASDAQ on (a) the applicable Offering Date or (b) the applicable Exercise Date, rounded up to the nearest cent, or such other price designated by the Administrator.

Accordingly, if the price of the Common Stock declines, the Purchase Price of the relevant Stock Purchase Rights may decline as well, and thus the 'Number of Shares subject to Purchase Rights' will increase. However, the amount of the contributions does not depend on the stock price. Any provisions of the Plan to the contrary notwithstanding, no Eligible Employee will be granted a Purchase Right under the Plan (i) to the extent that, immediately after the grant, such Eligible Employee (or any other person whose stock would be attributed to such Eligible Employee) would own capital stock of the Company or any Parent or Subsidiary and/or hold outstanding options to purchase such stock possessing five percent (5%) or more of the total combined voting power or value of all classes of the capital stock of the Company or of any Parent or Subsidiary, or (ii) to the extent that their rights to purchase stock under all employee stock purchase plans of the Company or any Parent or Subsidiary accrues at a rate, which exceeds twenty-five thousand dollars (\$25,000) worth of stock (determined at the Fair Market Value of the stock at the time such Purchase Right is granted) for each calendar year in which such Purchase Right is outstanding at any time.

Subject to adjustment upon a Capitalization Adjustment, an aggregate number of shares of Common Stock equal to the sum of (i) 1,700,000 shares of Common Stock, plus (ii) the number of shares of Common Stock that are reserved for issuance under the Prior Plan, but have not been issued as of the Effective Date, may be sold pursuant to the Plan. Such shares of Common Stock may be authorized but unissued shares, treasury shares or shares purchased in the open market.

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

The purpose of the Plan is to provide Eligible Employees of the Company and its Designated Companies with an opportunity to purchase shares of Common Stock through accumulated Contributions. The Plan may have a dilutive effect, but the maximum number of shares of Common Stock of the Company that will be made available for sale under the Plan is limited. Therefore, the Company believes the impact on shareholders will also 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

The terms and conditions are prescribed in the Plan and the subscription agreement prescribed by the Administrator.

(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 Shares Subject to Stock Purchase Rights Granted: 234,997

(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) On the Offering Date, the Administrator will grant or provide for the grant of Purchase Rights to Eligible Employees under an Offering to purchase shares of Common Stock that, on the Exercise Date and at the applicable Purchase Price, result from the Participant's accumulated Contributions from their account divided by the Purchase Price for such Offering Period. The Purchase Price shall equal 85% of the lesser of the Fair Market Value of a share of Common Stock on the NASDAQ on (a) the applicable Offering Date or (b) the applicable Exercise Date, rounded up to the nearest cent, or such other price designated by the Administrator.

Accordingly, as of the filing date of this Form 10-2, 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 Offering Period (The maximum amount of contributions from the eligible employees for the Offering Period (from July 1, 2025 through December 31, 2025) shall be US \$21,250 for each calendar year, multiplied by the number of eligible employees (680) (=US \$14,450,000)) by 85% (US \$61.49 (JPY8,849)) of the closing price of the Company's Common Stock as reported on the NASDAQ on May 23, 2025 (US \$72.34 (JPY10,410)).

(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:

Registered form, par value (\$0.01) Common Stock of Entegris, Inc.

(note) Shares of Common Stock issued hereunder may be shares of authorized but unissued shares of Common Stock, treasury shares or shares repurchased by the Company on the open market.

(note) In the event of a Capitalization Adjustment, the Administrator, in order to prevent diminution or enlargement of the benefits or potential benefits intended to be made available under the Plan, will, in such manner as it may deem equitable, adjust the number and class of Common Stock that may be delivered under the Plan, the Purchase Price per share, the class and the number of shares of Common Stock covered by each Purchase Right under the Plan that has not yet been exercised, and any limitations related to shares of Common Stock imposed under the Plan.

2. Description of Shares:

i. Dividend Rights. Stockholders of record on the date fixed shall be entitled to receive such dividend or other distribution.

ii. Liquidation Rights. Liquidation rights are not applicable to common stock.

iii. Redemption Rights. Redemption rights are not applicable to common stock.

iv. Voting Rights. Except as otherwise provided by the Delaware General Corporation Law, the Certificate of Incorporation or the By-Laws, each stockholder shall have one vote for each share of capital stock entitled to vote and held of record by such stockholder. To the extent permitted by law, each stockholder of record entitled to vote at a meeting of stockholders may vote in person or may authorize another person or persons to vote or act for him or her by proxy, which proxy may be authorized in writing, telegram, cablegram or other means of electronic transmission by the stockholder or his or her authorized agent. *(from 2.8 of bylaws)*

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

The number of shares to be issued is the number of shares of Common Stock that, on the Exercise Date and at the applicable Purchase Price, result from the Participant's accumulated Contributions from their account divided by the Purchase Price for such Offering Period.

234,997 shares in total, if all of the Stock Purchase Rights are exercised (estimated number)

(note) In the event of a Capitalization Adjustment, the Administrator, in order to prevent diminution or enlargement of the benefits or potential benefits intended to be made available under the Plan, will, in such manner as it may deem equitable, adjust the number and class of Common Stock that may be delivered under the Plan, the Purchase Price per share, the class and the number of shares of Common Stock covered by each Purchase Right under the Plan that has not yet been exercised, and any limitations related to shares of Common Stock imposed under the Plan.

(note) On the Offering Date, the Administrator will grant or provide for the grant of Purchase Rights to Eligible Employees under an Offering to purchase shares of Common Stock that, on the Exercise Date and at the applicable Purchase Price, result from the

Participant's accumulated Contributions from their account divided by the Purchase Price for such Offering Period. The Purchase Price shall equal 85% of the lesser of the Fair Market Value of a share of Common Stock on the NASDAQ on (a) the applicable Offering Date or (b) the applicable Exercise Date, rounded up to the nearest cent, or such other price designated by the Administrator.

Accordingly, as of the filing date of this Form 10-2, 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 Offering Period (The maximum amount of Contributions from the eligible employees for the Offering Period (from July 1, 2025 through December 31, 2025) shall be US \$21,250 for each calendar year, multiplied by the number of Eligible Employees in Japan (680) (=US \$14,450,000)) by 85% (US \$61.49 (JPY8,849)) of the closing price of the Company's Common Stock as reported on the NASDAQ on May 23, 2025 (US \$72.34 (JPY10,410)).

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

US\$61.49 (¥8,849) per Stock Purchase Right

Total Amount of Payment upon Exercise of Stock Purchase Rights: US\$14,450,000 (¥2,079,499,500)

(note) In the event of a Capitalization Adjustment, the Administrator, in order to prevent diminution or enlargement of the benefits or potential benefits intended to be made available under the Plan, will, in such manner as it may deem equitable, adjust the number and class of Common Stock that may be delivered under the Plan, the Purchase Price per share, the class and the number of shares of Common Stock covered by each Purchase Right under the Plan that has not yet been exercised, and any limitations related to shares of Common Stock imposed under the Plan.

(note) As stated above, since the "Amount of Payment upon Exercise of Stock Purchase Rights" has not yet been determined, 85% (US \$61.49 (JPY8,849)) of the closing price of the Company's Common Stock as reported on the NASDAQ on May 23, 2025 (US \$72.34 (JPY10,410)) is inserted for convenience.

(note) As stated above, since the amount of the contributions has not yet been determined, the "Total Amount of Payment upon Exercise of Stock Purchase Rights" shall be determined, for convenience, based on the estimate of the maximum contributions by the Participants during the Offering Period.

(vi) Exercise Period of Stock Purchase Rights

December 31, 2025, the last Trading Day of the Purchase Period (Exercise Date)

(note) The Stock Purchase Rights will be exercised automatically on the Exercise Date.

(vii) Conditions to Exercise Stock Purchase Rights

As described in the Plan.

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

\$0.01 (¥1) per share.

(ix) Matters Relating to Transfer of Stock Purchase Rights

The Stock Purchase Rights shall not be transferable.

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

Approximately 680 Eligible Employees in Japan of the following companies:

- Entegris Japan Co., Ltd.
- Nihon Entegris G.K.

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

The companies listed in (3) above are wholly-owned subsidiaries of Entegris, Inc.

(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 Administrator.

(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 Entegris, Inc. The relevant stock purchase rights represent the MSPSO.

(2) Matters Concerning MSPSO

(i) Number of Stock Purchase Rights

Estimated Number of Shares Subject to Stock Purchase Rights Granted: 2,565,274

(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) On the Offering Date, the Administrator will grant or provide for the grant of Purchase Rights to Eligible Employees under an Offering to purchase shares of Common Stock that, on the Exercise Date and at the applicable Purchase Price, result from the Participant's accumulated Contributions from their account divided by the Purchase Price for such Offering Period. The Purchase Price shall equal 85% of the lesser of the Fair Market Value of a share of Common Stock on the NASDAQ on (a) the applicable Offering Date or (b) the applicable Exercise Date, rounded up to the nearest cent, or such other price designated by the Administrator.

Accordingly, as of the filing day of this Form 10-2, 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 Offering Period (The maximum amount of contributions from the eligible employees for the Offering Period (from July 1, 2025 through December 31, 2025) shall be US \$21,250 for each calendar year, multiplied by the number of eligible employees (7,423) (=US \$157,738,750)) by 85% (US \$61.49 (JPY8,849)) of the closing price of the Company's Common Stock as reported on the NASDAQ on May 23, 2025 (US \$72.34 (JPY10,410)).

(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:

Registered form, par value (\$0.01) Common Stock of Entegris, Inc.

(note) Shares of Common Stock issued hereunder may be shares of authorized but unissued shares of Common Stock, treasury shares or shares repurchased by the Company on the open market.

(note) In the event of a Capitalization Adjustment, the Administrator, in order to prevent diminution or enlargement of the benefits or potential benefits intended to be made available under the Plan, will, in such manner as it may deem equitable, adjust the number and class of Common Stock that may be delivered under the Plan, the Purchase Price per share, the class and the number of shares of Common Stock covered by each Purchase Right under the Plan that has not yet been exercised, and any limitations related to shares of Common Stock imposed under the Plan.

2. Description of Shares:

Please refer to (I) - (2) - (iv) "2. Description of Shares" above.

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

The number of shares to be issued is the number of shares of Common Stock that, on the Exercise Date and at the applicable Purchase Price, result from the Participant's accumulated Contributions from their account divided by the Purchase Price for such Offering Period.

2,565,274 shares in total, if all of the Stock Purchase Rights are exercised (estimated number).

(note) In the event of a Capitalization Adjustment, the Administrator, in order to prevent diminution or enlargement of the benefits or potential benefits intended to be made available under the Plan, will, in such manner as it may deem equitable, adjust the number and class of Common Stock that may be delivered under the Plan, the Purchase Price per share, the class and the number of shares of Common Stock covered by each Purchase Right under the Plan that has not yet been exercised, and any limitations related to shares of Common Stock imposed under the Plan.

(note) On the Offering Date, the Administrator will grant or provide for the grant of Purchase Rights to Eligible Employees under an Offering to purchase shares of Common Stock that, on the Exercise Date and at the applicable Purchase Price, result from the Participant's accumulated Contributions from their account divided by the Purchase Price for such Offering Period. The Purchase Price shall equal 85% of the lesser of the Fair Market Value of a share of Common Stock on the NASDAQ on (a) the applicable Offering Date or (b) the applicable Exercise Date, rounded up to the nearest cent, or such other price designated by the Administrator.

Accordingly, as of the filing date of this Form 10-2, 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 Offering Period (The maximum amount of Contributions from the eligible employees for the Offering Period (from July 1, 2025 through December 31, 2025) shall be US \$21,250 for each calendar year, multiplied by the number of Eligible Employees of Outside Japan (7,423) (=US \$157,738,750)) by 85% (US \$61.49 (JPY8,849)) of the closing price of the Company's Common Stock as reported on the NASDAQ on May 23, 2025 (US \$72.34 (JPY10,410)).

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

US\$61.49 (¥8,849) per Stock Purchase Right

Total Amount of Payment upon Exercise of Stock Purchase Rights: US\$157,738,750 (¥22,700,183,513)

(note) In the event of a Capitalization Adjustment, the Administrator, in order to prevent diminution or enlargement of the benefits or potential benefits intended to be made available under the Plan, will, in such manner as it may deem equitable, adjust the number and class of Common Stock that may be delivered under the Plan, the Purchase Price per share, the class and the number of shares of Common Stock covered by each Purchase Right under the Plan that has not yet been exercised, and any limitations related to shares of Common Stock imposed under the Plan.

(note) As stated above, since the “Amount of Payment upon Exercise of Stock Purchase Rights” has not yet been determined, 85% (US \$61.49 (JPY8,849)) of the closing price of the Company’s Common Stock as reported on the NASDAQ on May 23, 2025 (US \$72.34 (JPY10,410)) is inserted for convenience.

(note) As stated above, since the amount of the contributions has not yet been determined, the “Total Amount of Payment upon Exercise of Stock Purchase Rights” shall be determined, for convenience, based on the estimate of the maximum contributions by the Participants during the Offering Period.

(vi) Exercise Period of Stock Purchase Rights

December 31, 2025, the last Trading Day of the Purchase Period (Exercise Date)

(note) The Stock Purchase Rights will be exercised automatically on the Exercise Date.

(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)

\$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 7,423 Eligible Employees of Outside Japan under the Plan who are employed by the Company and its Designated Subsidiaries(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)

Canada
China
France
Germany
Korea
Malaysia
Singapore
Taiwan
United States of America

(6) Total Amount of Proceeds from the New Issuance of Shares as well as Details of Use of Proceeds, Breakdown of Amount and Timing of Payment

Total Amount of Subscription (note 1)	Approximate Amount of Expenses for Issuance	Approximate Amount of Net Proceeds
US\$157,738,750 (JPY 22,700,183,513)	US\$ 50,000 (JPY 7,195,500)	US\$ 157,688,750 (JPY 22,692,988,013)

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, \$157,738,750 (JPY 22,700,183,513), net of

\$50,000 (JPY 7,195,500) which is the approximate amount of various related expenses for the new issuance of shares, treasury shares or shares repurchased by the Company on the open market.

Use of Proceeds: The net proceeds realized from the exercise of Stock Purchase Rights (\$157,688,750 or JPY 22,692,988,013) 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

July 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 \$ 2,393.6 million (¥ 344,463 million) as of March 29, 2025

(b) Number of Outstanding Shares:

Common Stock: 151.3 millionshares as of March 29, 2025.