

【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8月19日

【会社名】 エヌビディアコーポレーション
(NVIDIA Corporation)

【代表者の役職氏名】 副社長、副法律顧問兼秘書役補佐
レベッカ・ピーターズ
(Rebecca Peters, Vice President, Deputy General Counsel and
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【代理人の住所又は所在地】 東京都港区六本木1-9-10
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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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【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「\$」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は、1ドル＝146.98円の換算率(2025年8月5日現在の株式会社三菱UFJ銀行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8月17日、エヌビディアコーポレーション（以下「当社」又は「Company」という。）は、エヌビディアコーポレーション全面改訂2012年従業員株式購入プラン（以下「本プラン」又は「Plan」という。）に基づき、当社の日本における間接子会社の適格従業員（以下「Eligible Employees in Japan」という。）並びに日本国外における当社及び1社以上の当社子会社の適格従業員（以下「Eligible Employees Outside of Japan」という。）に対する当社の普通株式の購入権（以下「Stock Purchase Rights」という。）の募集の申込みを開始した。本プランは、当初2012年3月22日開催の当社取締役会（以下「Board」という。）の報酬委員会（以下「報酬委員会」又は「Compensation Committee」という。）で採用され、同年5月17日開催の当社株主総会で承認された。その後全面改訂が行われ、直近の改訂は報酬委員会による2025年1月23日付のもので、2023年3月1日以降に開始される募集に関し、また2025年9月2日以降に開始される募集に関し、本プランに従い当社子会社の適格従業員に対して当社普通株式（以下「Common Stock」という。）を購入する権利を付与することについても承認された。

そのため、金融商品取引法第24条の5第4項並びに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号の規定により、本臨時報告書を提出する。

大文字を用いた用語で本書中に定義がないものは、別段の記載がない限り本プランにおいて定める意味を有するものとする。

2 【報告内容】

(A) Report under Article 19 Paragraph 2 Subparagraph 2-2 of the Cabinet Office Ordinance Concerning Disclosure of Particulars (Offering for the Eligible Employees in Japan)

(1) Name of Securities

Stock Purchase Rights under the Plan. The Stock Purchase Right is a note with a stock purchase right and with a provision to amend the exercise price (Moving Strike Price Stock Options).

(a) Characteristics of the note with stock purchase right and provision to amend exercise price

Stock Purchase Rights under the Plan are, in relation to an Offering Period (Note 1), the rights for the Eligible Employees, to whom Stock Purchase Rights are granted, to purchase the Common Stock on the relevant Purchase Date (Note 2), by applying their accumulated contributions through payroll deductions in whole percentages, with a maximum percentage of 25 percent of earnings during each Purchase Period (Note 3)(Note 4) for Offering Periods commencing on or after September 2, 2025.

The actual exercise price of the Stock Purchase Rights on each Purchase Date is 85% of the Fair Market Value of the Common Stock on such Eligible Employee's Offering Date (Note 5) or 85% of the Fair Market Value of the Common Stock on the Purchase Date, whichever is lower (Note 6). Therefore, if the share price is lower on the Purchase Date, the number of shares of Common Stock to be purchased upon exercise of the Stock Purchase Rights on the stock purchase right exercise date will increase (as compared to how many would have been able to be purchased if the exercise price was based on the share price on the Eligible Employee's Offering Date). However, the amount of money that an Eligible Employee elects to contribute to his or her purchase of shares does not decrease if the exercise price decreases (as he or she will just be able to purchase more shares at a lower price per share).

The maximum number of shares of Common Stock which may be purchased pursuant to the Plan shall be 3,737,293,320. Note that shares of Common Stock that previously had been reserved for issuance pursuant to outstanding purchase rights under the predecessor to the Plan were subsequently issued and are no longer issuable pursuant to the Plan. As of the filing date of this document, approximately 1,507,322,284 shares had been issued under the Plan and approximately 2,229,971,036 shares were available but reserved for future issuance. However, on the occasion of capital adjustments (changes to the Common Stock subject to the Plan or option (the "Right to Purchase") to purchase the Common Stock granted under the Plan, or on any other grounds which arise in connection with such Common Stock, after the effective date of the Plan without the Company receiving compensation, through absorption-type merger, consolidation-type merger, entity conversion, recapitalization, reincorporation, stock dividend, dividend in property other than cash, large-scale extraordinary cash dividend, stock split, liquidating dividend, combination of shares, exchange of shares, reform of corporate structures or any

other equity restructuring transaction (this term is used in Financial Accounting Standards Board Accounting Standards Codification Topic 718 (or successor thereof)) similar to the above), the Board will appropriately and proportionately adjust (i) the class(es) and maximum number of securities subject to the Plan, (ii) the class(es) and number of securities subject to, and the purchase price applicable to, outstanding Offerings (Note 7) and Rights to Purchase and (iii) the class(es) and number of securities that are the subject of the purchase limits under each ongoing Offering.

The purpose of the Plan is to provide a means by which Eligible Employees may be given an opportunity to purchase the Common Stock. Since employees may elect to participate in the Plan at their discretion and the total amount of payment at the time of exercise of Stock Purchase Rights is dependent on the contributions from the payroll deductions elected by the employees, there is no minimum requirement for the exercise price or for the financing amount. Furthermore, as there is a possibility that participants of the Plan may not satisfy conditions for execution, this in turn may result in Stock Purchase Rights being not exercised. The Company does not have the right to purchase any Stock Purchase Rights.

(Note 1) An Offering Period is approximately twenty-four months in length and begins every six months on or after each of March 1 and September 1. The Offering Period for this offering is scheduled to begin on September 2, 2025, and end on August 31, 2027. However, there is a possibility that an Offering Period would be reset automatically due to a decline of the Fair Market Value of the Common Stock.

(Note 2) The Purchase Dates are on or before February 28 (or February 29 in the event of a leap year) and August 31. In this offering, each Purchase Date is scheduled to be February 27, 2026, August 31, 2026, February 26, 2027, and August 31, 2027.

(Note 3) Each Offering Period is divided into four periods of approximately six months in duration and each of such four periods is a Purchase Period. In this Offering, the Purchase Periods are scheduled to begin and end as follows: begin on September 2, 2025, and end on February 27, 2026, begin on March 2, 2026, and end on August 31, 2026, begin on September 1, 2026 and end on February 26, 2027, and begin on March 1, 2027 and end on August 31, 2027.

(Note 4) The Stock Purchase Right of the participants shall be exercised automatically on each Purchase Date (February 27, 2026, August 31, 2026, February 26, 2027, and August 31, 2027). With respect to the first dividends of surplus after exercise of the Stock Purchase Rights, the Company shall treat shares of the Common Stock acquired on or before a record date (that is fixed to determine the shareholders entitled to receive payment of the dividends) by participants exercising the Stock Purchase Rights the same as other issued shares of the Common Stock (excluding treasury shares, if any, held by the Company). However, a participant shall not be deemed to be the holder of, or to have any of the rights of a holder with respect to, any shares subject to the Stock Purchase Rights granted under the Plan unless and until the shares issued or transferred to the participant upon exercise of the Stock Purchase Rights under the Plan are recorded in the books of the Company (or its transfer agent).

(Note 5) The Offering Date is generally the first day of the Offering Period. (If an Offering Date does not fall on a trading day, then the Offering Date shall be the next subsequent trading day). In this Offering, the Offering Date is September 2, 2025. Employees that are hired following the start of an Offering may be permitted to enroll in such Offering and participation in the Plan will generally commence on the first of the month following the employee's date of hire, to the extent permitted by applicable laws.

(Note 6) If at the market closing time on the first trading day of a new Purchase Period (the "Decision Day") the Fair Market Value of a share of the Common Stock is less than it was on the Eligible Employee in Japan's Offering Date for that Offering Period, then the current ongoing Offering Period shall immediately terminate and participants in the terminated Offering Period shall automatically be enrolled in the new Offering Period that starts on the Decision Day.

(Note 7) "Offering" means grant of Stock Purchase Rights to Eligible Employees in Japan.

- (b) Reason to raise funds by issuing the notes with stock purchase rights and with a provision to amend the exercise price

The main purpose of the Plan is not financing but to provide a means by which employees of the Company and its subsidiaries may be given an opportunity to purchase the Common Stock of the Company. The maximum number of shares to be issued under the Plan and the amount which each Eligible Employee may contribute during the purchase period are limited pursuant to the Plan.

- (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

N/A.

- (d) Description of an arrangement between the acquirer of the shares. (Shall refer to those trying to acquire the relevant notes, etc. with a stock purchase right and with a provision to amend the exercise price, same shall apply hereinafter) and the reporting company, in connection with the matters concerning the exercise of the right represented by the note with stock purchase right and with a provision to amend the exercise price (including matters concerning money and other properties to be paid in order to restrict the exercise of such right)

Other than handling in accordance with the Plan, N/A. The maximum number of shares of Common Stock an Eligible Employee may purchase on any Purchase Date in an Offering Period shall be such number of shares as has a Fair Market Value (determined as of the Eligible Employee's Offering Date for such Offering Period) equal to (x) \$25,000, minus (y) the Fair Market Value of any other shares of Common Stock purchased under the Plan (determined as of the relevant Offering Date with respect to such shares) which are attributed to the calendar year in which the Purchase Date occurs. Also, the maximum number of shares of Common Stock that an Eligible Employee may purchase on any Purchase Date in an Offering shall not exceed 120,000 shares.

- (e) Description of an arrangement between the acquirer of the shares and the reporting company with respect to matters in connection with the sale and purchase (including short sale set forth in Article 26-2-2 Paragraph 1 of the Enforcement Order of the Financial Instruments and Exchange Act) of share certificates of the reporting company

N/A.

- (f) Description of the arrangement, if known, between the acquirer of the shares and a specially interested person of the reporting company in connection with the matters concerning the leasing of share certificates of the reporting company

N/A.

- (g) Other matters necessary to ensure the protection of investors

N/A.

(2) Description of Stock Purchase Rights, etc.

1. Number of Stock Purchase Rights to be issued:	52,484 in total (estimated) ^(Note 1)
2. Issue price:	\$0 (JPY 0)
3. Total issue amount: Total issue amount of Stock Purchase Rights to be issued	\$0 (JPY 0)
4. Type of Stock subject to the Stock Purchase Right:	Common Stock of the Company in registered form, par value \$0.001

5. Content of Stock subject to the Stock Purchase Right	There are provisions in the Certificate of Incorporation of the Company which provide that the Company may issue Preferred Stock (par value \$0.001 per share, authorized number of shares is 2,000,000) from time to time in one or more series in addition to Common Stock. No Preferred Stock has been issued as of the submission date of this document. The provision in relation to Preferred Stock in the Certificate of Incorporation is as follows: “The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, by filing a certificate (a “Preferred Stock Designation”) pursuant to the Delaware General Corporation Law, to fix or alter from time to time the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions of any wholly unissued series of Preferred Stock, and to establish from time to time the number of shares constituting any such series or any of them; and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be decreased in accordance with the foregoing sentence, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.”
6. Number of shares of Stock subject to the Stock Purchase Right:	1 share per one Stock Purchase Right 52,484 shares in total (estimated) ^(Note 2)
7. Amount of payment upon exercise of the Stock Purchase Right:	\$155.69 (¥22,883) per one Stock Purchase Right (estimated) ^(Note 3)
8. Exercise period of the Stock Purchase Right:	February 27, 2026, August 31, 2026, February 26, 2027, and August 31, 2027
9. Condition to exercise the Stock Purchase Right:	Satisfies the eligibility to participate in the Plan and accumulates contributions.
10. Amount to be transferred into capital out of the issue price of the Stock issued, if any, upon exercise of the Stock Purchase Right:	\$0.001 (approximately JPY 0.1) per share ^(Note 4)
11. Matters relating to transfer of Stock Purchase Right:	Stock Purchase Rights are not transferable by a participant, except by will or the laws of descent and distribution, or if permitted by the Company, by a beneficiary designation in the event of a participant's death as provided in the Plan.

(Note 1) The number of Stock Purchase Rights shall be the same as the number of shares of Stock subject to the Stock Purchase Rights.

(Note 2) The “Number of shares of Stock subject to the Stock Purchase Right” is the estimated amount calculated by dividing the “total amount (estimate) of payment upon exercise of the Stock Purchase Right” by the “Amount of payment upon exercise of the Stock Purchase Right”. The number of

shares of Common Stock shown here is the estimated amount calculated by dividing the maximum contributions from Eligible Employees in Japan (\$8,171,233.96 (JPY 1,201,007,967)) by \$155.69 (which is 85% of the closing price (\$183.16) of the Common Stock on August 12, 2025). However, as detailed below, the maximum number of shares of Common Stock an Eligible Employee in Japan may purchase on any Purchase Date in an Offering Period shall be such number of shares as has a Fair Market Value (determined as of the Eligible Employee in Japan's Offering Date for such Offering Period) equal to (x) \$25,000, minus (y) the Fair Market Value of any other shares of Common Stock purchased under the Plan (determined as of the relevant Offering Date with respect to such shares) which are attributed to the calendar year in which the Purchase Date occurs. Therefore, not all contributions may be used to purchase shares.

(Note 3) Because the amount of payment upon exercise of the Stock Purchase Right has not yet been determined, 85% (\$155.69) of the closing price of the Common Stock as quoted on the Nasdaq Global Select Market on August 12, 2025 (\$183.16) is inserted. The actual amount of payment upon exercise on each Purchase Date (as defined in Note 2 of (1) (a) above) is 85% of the Fair Market Value of the Common Stock on the Eligible Employee in Japan's Offering Date (as defined in Note 5 of (1)-(a) above) or 85% of that on the Purchase Date, whichever is lower.

Fair Market Value is the closing price for the Common Stock (or the closing bid if no sales were reported) of the Company as quoted on the Nasdaq Global Select Market, on the date of determination if that date is a trading day, or if that day is not a trading day, for the last market trading day prior to the date of determination.

(Note 4) Out of the issue price, par value amount of \$0.001 per share is treated as a capital amount and the remaining amount is treated as additional paid-in capital.

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

The Stock Purchase Rights are expected to be granted under the Plan to 197 Eligible Employees in Japan of the following company:

NVIDIA GK

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

NVIDIA GK is a wholly, indirectly-owned Japanese subsidiary of NVIDIA 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 Plan Administrator.

(B) Report under Article 19 Paragraph 2 Subparagraph 1 of the Cabinet Office Ordinance Concerning Disclosure of Particulars (Offering for the Eligible Employees Outside of Japan)

(1) Type of Securities

Stock Purchase Rights under the Plan. The Stock Purchase Right is a note with a stock purchase right and a provision to amend the exercise price (Moving Strike Price Stock Options).

The offering is related to the solicitation of an offer for the grant of Stock Purchase Rights to the Eligible Employees Outside of Japan.

(2) Description of Stock Purchase Rights, etc.

1. Number of Stock Purchase Rights to be issued:	9,796,420 in total (estimated) ^(Note 1)
2. Issue price:	\$0 (JPY 0)
3. Total issue amount: Total issue amount of Stock Purchase Rights to be issued	\$0 (JPY 0)
4. Type of Stock subject to the Stock Purchase Right:	Common Stock of the Company in registered form, par value \$0.001
5. Content of Stock subject to the Stock Purchase Right	There are provisions in the Certificate of Incorporation of the Company which provide that the Company may issue Preferred Stock (par value \$0.001 per share, authorized number of shares is 2,000,000) from time to time in one or more series in addition to Common Stock. No Preferred Stock has been issued as of the submission date of this document. The provision in relation to Preferred Stock in the Certificate of Incorporation is as follows: "The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, by filing a certificate(a "Preferred Stock Designation") pursuant to the Delaware General Corporation Law, to fix or alter from time to time the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions of any wholly unissued series of Preferred Stock, and to establish from time to time the number of shares constituting any such series or any of them; and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be decreased in accordance with the foregoing sentence, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series."
6. Number of shares of Stock subject to the Stock Purchase Right:	1 share per one Stock Purchase Right 9,796,420 shares in total (estimated) ^(Note 3)
7. Amount of payment upon exercise of the Stock Purchase Right:	\$155.69 (¥22,883) per one Stock Purchase Right (estimated) ^(Note 4)

8. Exercise period of the Stock Purchase Right:	February 27, 2026, August 31, 2026, February 26, 2027, and August 31, 2027
9. Condition to exercise the Stock Purchase Right:	Satisfies the eligibility to participate in the Plan and accumulates contributions.
10. Amount to be transferred into capital out of the issue price of the Stock issued, if any, upon exercise of the Stock Purchase Right:	\$0.001 (approximately JPY 0.1) per share ^(Note 5)
11. Matters relating to transfer of Stock Purchase Right:	Stock Purchase Rights are not transferable by a participant, except by will or the laws of descent and distribution, or if permitted by the Company, by a beneficiary designation in the event of a participant's death as provided in the Plan.
12. Method of issue:	The Stock Purchase Rights will be granted to 39,306 Eligible Employees Outside of Japan of the Company and its subsidiaries.
13. Name or appellation of underwriter:	N/A.
14. Place of offering:	Armenia, Australia, Austria, Belgium, Brazil, Canada, China, Czech Republic, Denmark, Finland, France, Germany, Greece, Hong Kong, Hungary, India, Israel, Italy, Mexico, Netherlands, New Zealand, Palestine, Poland, Romania, Saudi Arabia, Singapore, Spain, South Korea, Sweden, Switzerland, Taiwan, Thailand, Ukraine, United Arab Emirates, United Kingdom and the United States
15. Amount and use of proceeds from new issue of Stock:	Total amount paid: \$1,525,204,629.80 (approximately JPY 224,174,576,488) ^(Note 2)
	Approximate amount of various related expenses for new issuance of Stock: \$0 (approximately JPY 0)
	Approximate amount of net proceeds: \$1,525,204,629.80 (approximately JPY 224,174,576,488)
	Use of proceeds: Approximate amount of net proceeds stated above is to be used as general working capital, such as equipment fund, payment of business expenses, etc., but its specific content, the specific amount of expenditure for each use and the timing of expenditures will be decided depending on the Company's business necessity and is yet to be determined.
16. Date of new issue:	September 2, 2025
17. Name of financial instruments exchange, if the securities reported in this document are to be listed:	N/A.

<p>18. Characteristics of the note with stock purchase right and with provision to amend exercise price:</p>	<p>Stock Purchase Rights under the Plan are, in relation to an Offering Period^(Note 6), the rights for the Eligible Employees, to whom Stock Purchase Rights are granted, to purchase of the Common Stock on the relevant Purchase Date^(Note 7), by applying their accumulated contributions through payroll deductions in whole percentages, with a maximum percentage of 25 percent of earnings during each Purchase Period^{(Note 8)(Note 9)} for Offering Periods commencing on or after September 2, 2025.</p> <p>The actual exercise price of the Stock Purchase Right on each Purchase Date is 85% of the Fair Market Value of the Common Stock on such Eligible Employee's Offering Date^(Note 10) or 85% of the Fair Market Value of the Common Stock on the Purchase Date, whichever is lower^(Note 11). Therefore, if the share price goes down during the Offering Period, the number of shares of Common Stock to be purchased upon exercise of the Stock Purchase Right on the stock purchase right exercise date will increase (as compared to how many would have been able to be purchased if the exercise price was based on the share price on the Eligible Employee's Offering Date). However, the amount of money that an Eligible Employee elects to contribute to his or her purchase of shares does not decrease if the exercise price decreases (as he or she will just be able to purchase more shares at a lower price per share).</p> <p>The maximum number of shares of Common Stock which may be purchased pursuant to the Plan shall be 3,737,293,320. Please note that shares of Common Stock that previously had been reserved for issuance pursuant to outstanding purchase rights under the predecessor to the Plan were subsequently issued and are no longer issuable pursuant to the Plan. As of the filing date of this document, approximately 1,507,322,284 shares had been issued under the Plan and approximately 2,229,971,036 shares were available but reserved for future issuance. However, on the occasion of capital adjustments (changes to the Common Stock subject to the Plan or option (the "Right to Purchase") to purchase the Common Stock granted under the Plan, or on any other grounds which arise in connection with such Common Stock, after the effective date of the Plan without the Company receiving compensation, through absorption-type merger, consolidation-type merger, entity conversion, recapitalization, reincorporation, stock dividend, dividend in property other than cash, large-scale extraordinary cash dividend, stock split, liquidating dividend, combination of shares, exchange of shares, reform of corporate structures or any other equity restructuring transaction (this term is used in Financial Accounting Standards Board Accounting Standards Codification Topic 718 (or successor thereof)) similar to the above), the Board will appropriately and proportionately adjust (i) the class(es) and maximum number of securities subject to the Plan, (ii) the class(es) and number of securities subject to, and the purchase price applicable to, outstanding Offerings^(Note 12) and Rights to Purchase and (iii) the class(es) and number of securities that are the subject of the purchase limits under each ongoing Offering.</p> <p>The purpose of the Plan is to provide a means by which Eligible Employees may be given an opportunity to purchase the Common Stock. Since employees may elect to participate in the Plan at their discretion and the total amount of payment at the time of exercise of Stock Purchase Rights is dependent on the contributions from the</p>
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	payroll deductions elected by the employees, there is no minimum requirement for the exercise price or for the financing amount. Furthermore, as there is a possibility that participants of the Plan may not satisfy conditions for execution, this in turn may result in Stock Purchase Rights being not exercised. The Company does not have the right to purchase any Stock Purchase Rights.
19. Matters relating to the note with stock purchase right and with provision to amend exercise price:	As described in Note 13.

(Note 1) The number of stock purchase rights shall be the same as the number of shares of Common Stock subject to the Stock Purchase Rights.

(Note 2) Since the amount of contributions has not yet been determined, the “total amount (estimate) of payment upon exercise of the Stock Purchase Right” shown here is the estimated maximum contributions from 38,999 Eligible Employees Outside of Japan.

(Note 3) The “Number of shares of Stock subject to the Stock Purchase Right” is the estimated amount calculated by dividing the “total amount (estimate) of payment upon exercise of the Stock Purchase Right” by the “Amount of payment upon exercise of the Stock Purchase Right”. The number of shares of Common Stock shown here is the estimated amount calculated by dividing the maximum contributions from Eligible Employees Outside of Japan (\$1,525,204,629.80 (JPY 224,174,576,488)) by \$155.69 (which is 85% of the closing price (\$183.16) of the Common Stock on August 12, 2025). However, as detailed below, the maximum number of shares of Common Stock an Eligible Employee of Outside of Japan may purchase on any Purchase Date in an Offering Period shall be such number of shares as has a Fair Market Value (determined as of the Eligible Employee of Outside of Japan’s Offering Date for such Offering Period) equal to (x) \$25,000, minus (y) the Fair Market Value of any other shares of Common Stock purchased under the Plan (determined as of the relevant Offering Date with respect to such shares) which are attributed to the calendar year in which the Purchase Date occurs. Therefore, not all contributions may be used to purchase shares.

(Note 4) Because the amount of payment upon exercise of the Stock Purchase Right has not yet been determined, 85% (\$155.69) of the closing price of the Common Stock as quoted on the Nasdaq Global Select Market on August 12, 2025 (\$183.16) is inserted. The actual amount of payment upon exercise on each Purchase Date (as defined in Note 8) is 85% of the Fair Market Value of the Common Stock on the Eligible Employee of Outside of Japan’s Offering Date (as defined in Note 10) or 85% of that on the Purchase Date, whichever is lower.

Fair Market Value is the closing price for the Common Stock (or the closing bid if no sales were reported) of the Company as quoted on the Nasdaq Global Select Market, on the date of determination if that date is a trading day, or if that day is not a trading day, for the last market trading day prior to the date of determination.

(Note 5) Out of the issue price, par value amount of \$0.001 per share is treated as a capital amount and the remaining amount is treated as additional paid-in capital.

(Note 6) See (Note 1) of (A) (1) (a) above.

(Note 7) See (Note 2) of (A) (1) (a) above.

(Note 8) See (Note 3) of (A) (1) (a) above.

(Note 9) See (Note 4) of (A) (1) (a) above.

(Note 10) See (Note 5) of (A) (1) (a) above.

(Note 11) If at the market closing time on the first trading day of a new Purchase Period (the “Decision Day”) the Fair Market Value of a share of the Common Stock is less than it was on the Eligible Employee of Outside of Japan’s Offering Date for that Offering Period, then the current ongoing Offering Period shall immediately terminate and participants in the terminated Offering Period shall automatically be enrolled in the new Offering Period that starts on the Decision Day.

(Note 12) “Offering” means grant of Stock Purchase Rights to Eligible Employees Outside of Japan.

(Note 13) Matters regarding the note with a stock purchase right and with a provision to amend the exercise price:

- (a) Reason to raise funds by issuing the notes with stock purchase rights and with a provision to amend the exercise price

As described in (A) (1) (b) above.

- (b) 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

N/A.

- (c) Description of an arrangement between the acquirer of the shares. (Shall refer to those trying to acquire the relevant notes, etc. with a stock purchase right and with a provision to amend the exercise price, same shall apply hereinafter) and the reporting company, in connection with the matters concerning the exercise of the right represented by the note with stock purchase right and with a provision to amend the exercise price (including matters concerning money and other properties to be paid in order to restrict the exercise of such right)

As described in (A) (1) (d) above.

- (d) Description of an arrangement between the acquirer of the shares and the reporting company with respect to matters in connection with the sale and purchase (including short sale set forth in Article 26-2-2 Paragraph 1 of the Enforcement Order of the Financial Instruments and Exchange Act) of share certificates of the reporting company

N/A.

- (e) Description of the arrangement, if known, between the acquirer of the shares and a specially interested person of the reporting company in connection with the matters concerning the leasing of share certificates of the reporting company

N/A.

- (f) Other matters necessary to ensure the protection of investors

N/A.

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

Not applicable.

Other Matters

Amount of Capital and Outstanding Shares of the Company

- (a) Amount of Capital:

Common stock and additional paid-in capital: US \$11,499 millions (JPY 1,690,123 millions) as of April 27, 2025.

- (b) Number of Outstanding Shares:

Common stock: 24.4 billion shares as of May 23, 2025.