

【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10月6日

【会社名】 キーサイト・テクノロジーズ・インク
(Keysight Technologies, Inc.)

【代表者の役職氏名】 シニア・バイス・プレジデント、法律顧問兼秘書役
ジェフリー・K・リー
(Jeffrey K. Li, Senior Vice President, General Counsel and Secretary)

【本店の所在の場所】 アメリカ合衆国カリフォルニア州95403、サンタローザ、
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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

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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(the Company 又は the Corporation)」、「キーサイト・テクノロジーズ・インク(Keysight Technologies, Inc.)」、「キーサイト(Keysight)」、「私共(we, us, our)」とは、キーサイト・テクノロジーズ・インク(Keysight Technologies, Inc.)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＝148.25円の換算率（2025年9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】

2025年10月1日、キーサイト・テクノロジーズ・インク（以下「Company（当社）」という。）は、2023年11月16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3月21日に当社の年次株主総会において当社の株主により承認されたキーサイト・テクノロジーズ・インク従業員株式購入プラン(2024年3月21日付で修正及び再表示済)（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 Keysight Technologies, Inc. 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 at the Purchase Price, which shall be equal to 85% of the Fair Market Value per share on the Purchase Date, using the Participant's Contributions (but subject to the maximum purchase value per calendar year of US\$ 25,000 per person (calculated as of the first day of each Offering Period)). The exact Purchase Price is unknown until the Purchase Date.

(1) Accordingly, if the stock price of the Common Stock declines, the Purchase Price of the relevant Stock Purchase Rights declines as well, and thus the "Number of Shares subject to Purchase Rights" will increase (but subject to the purchase limit of 5,000 shares). However, the amount of the Contributions is already fixed and will not change depending on the stock price, unless the Participant reduces the amount of his or her Contributions or withdraws from participation in the Plan, both as permitted under the Plan.

(2) The "Number of Shares subject to Stock Purchase Rights" is calculated by dividing the amount of Contributions during the applicable offering/purchase period, by the Purchase Price which shall be equal to 85% of the Fair Market Value per share on the Purchase Date; provided, however, as described below, the "Aggregate Amount of Payment upon Exercise of Stock Purchase Rights" will not change depending on the stock price.

(3) The purpose of this Plan is to provide an opportunity for Employees to purchase Common Stock and thereby have an additional incentive to contribute to the prosperity of 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 Compensation (but subject to the maximum purchase value per calendar year of US\$ 25,000 per person). Accordingly, minimum amount for such "Aggregate Amount of Payment upon Exercise of Stock Purchase Rights" is not determined.

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

However, the Board (or 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/purchase period.
- A Participant ceases to remain an Employee while his/her Stock Purchase Right remains outstanding.

If there is any increase or decrease in the number of outstanding shares of Common Stock or other change affecting the shares of Common Stock or their value because of a stock split, stock dividend, other distribution (whether in the form of cash, shares of Common Stock, other securities or other property) other than a regular cash dividend, combination or other recapitalization of shares subject to options, the Board will, in such manner as it may deem equitable, make such proportional adjustments to: (a) the number, class of Common Stock and kind of securities and the Purchase Price per share covered by each Stock Purchase Right under the Plan that has not yet been exercised; (b) the maximum number and class of shares of Common Stock any kind of securities that may be delivered under the Plan; and (c) the numerical limits specified in Section 8 of the Plan.

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

The Plan is intended to provide an opportunity for Employees of the Company and its Designated Companies to purchase Common Stock and thereby have an additional incentive to contribute to the prosperity of the Company. We believe the Plan will give Employees of the Company and its Designated Companies to motivate toward work. Subject to adjustment as set forth in Section 11 of the Plan, the maximum number of shares of Common Stock which may be issued pursuant to the Plan shall be twenty-five (25) million shares. Therefore, although it is dilutive, we believe the impact is 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 enrollment form prescribed by the Committee.

(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 Granted: 109,287

(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) As of the filing date of this Report, the amount of Contributions and the Purchase Price applicable to the six-month purchase period (November 1, 2025 through April 30, 2026), which shall be 85% of the Fair Market Value per share of Common Stock on the Purchase Date on which the Common Stock is purchased (April 30, 2026) has not yet been determined, and therefore, assuming that all Eligible Employees in Japan (734) participate in the Plan and contribute the maximum amount of Contributions (US\$ 21,250) to purchase shares with an aggregate fair market value of US\$ 25,000 per person, the estimated maximum amount of Contributions during such purchase period shall be US\$ 15,597,500 (JPY 2,312,329,375). For convenience, assuming that the closing price of the Company's Common Stock on September 5, 2025 is used as the Purchase Price, the "Number of Stock Purchase Rights" shall be calculated by dividing the above estimated maximum amount of Contributions by 85% (US\$142.72 (JPY21,158)) of the closing price of the Company's Common Stock as reported on the New York Stock Exchange ("NYSE") on September 5, 2025 (US\$167.90 (JPY 24,891)).

(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 Keysight Technologies, Inc.

(Note) Common stock issued hereunder will be newly issued shares or treasury shares.

(Note) If there is any increase or decrease in the number of outstanding shares of Common Stock or other change affecting the shares of Common Stock or their value because of a stock split, stock dividend, other distribution (whether in the form of cash, shares of Common Stock, other securities or other property) other than a regular cash dividend, combination or other recapitalization of shares subject to options, the Board will, in such manner as it may deem equitable, make such proportional adjustments to (i) the number, class of Common Stock and kind of securities and the Purchase Price per share covered by each Stock Purchase Right under the Plan that has not yet been exercised; (ii) the maximum number and class of shares of Common Stock and kind of securities that may be delivered under the Plan; and (iii) the numerical limits specified in Section 8 of the Plan.

2. Description of Shares:

i. Dividend Rights. The Board may from time to time declare, and the Company may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and in the Company's then-applicable Certificate of Incorporation.

ii. Liquidation Rights. Except as may otherwise be provided in the Amended and Restated Certificate of Incorporation, in a Preferred Stock Designation (as defined below and in the Certificate of Incorporation), or as required by law, the holders of outstanding shares of Common Stock shall have the right to vote on all questions to the exclusion of all other stockholders, each holder of record of Common Stock being entitled to one vote for each share of Common Stock standing in the name of the stockholder on the books of the Company.

iii. Redemption. Except as may otherwise be provided in the Amended and Restated Certificate of Incorporation, in a Preferred Stock Designation (as defined below and in the Certificate of Incorporation), or as required by law, the holders of outstanding shares of

Common Stock shall have the right to vote on all questions to the exclusion of all other stockholders, each holder of record of Common Stock being entitled to one vote for each share of Common Stock standing in the name of the stockholder on the books of the Company.

iv. Voting Rights. Except as may otherwise be provided in the Amended and Restated Certificate of Incorporation, in a Preferred Stock Designation (as defined below and in the Certificate of Incorporation), or as required by law, the holders of outstanding shares of Common Stock shall have the right to vote on all questions to the exclusion of all other stockholders, each holder of record of Common Stock being entitled to one vote for each share of Common Stock standing in the name of the stockholder on the books of the Company.

3. Number of Shares subject to Stock Purchase Rights:

The number of shares to be issued upon exercise of outstanding Stock Purchase Rights will be the number of whole shares obtained by dividing the amount collected from the Participant through Contributions during each Purchase Period by the Purchase Price in effect for that purchase period, subject to the limitation that no Participant may purchase shares valued in excess of US\$ 25,000 (calculated as of the first day of each Offering Period).

109,287 shares in total, if all of the Stock Purchase Rights are exercised (estimated number)

(Note) If there is any increase or decrease in the number of outstanding shares of Common Stock or other change affecting the shares of Common Stock or their value because of a stock split, stock dividend, other distribution (whether in the form of cash, shares of Common Stock, other securities or other property) other than a regular cash dividend, combination or other recapitalization of shares subject to options, the Board will, in such manner as it may deem equitable, make such proportional adjustments to (i) the number, class of Common Stock and kind of securities and the Purchase Price per share covered by each Stock Purchase Right under the Plan that has not yet been exercised; (ii) the maximum number and class of shares of Common Stock and kind of securities that may be delivered under the Plan; and (iii) the numerical limits specified in Section 8 of the Plan.

(Note) On the Purchase Date, using the Participants' Contributions accumulated during the applicable Purchase Period, the Participants may purchase the Common Stock at the Purchase Price, which shall be equal to 85% of the Fair Market Value per share on the Purchase Date. 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 Purchase Period (assuming that all Eligible Employees in Japan participate in the Plan and had sufficient Compensation to contribute the maximum amount of US\$ 21,250 per year) (i.e., US\$15,597,500 (JPY 2,312,329,375) divided by 85% (US\$142.72 (JPY 21,158)) of the closing price of the Common Stock as reported on the NYSE on September 5, 2025 (US\$ 167.90 (JPY 24,891)). See above note under (2)(i)).

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

US\$142.72 (¥21,158) per Stock Purchase Right

Total Amount of Payment upon Exercise of Stock Purchase Rights: US\$15,597,500 (¥2,312,329,375)

(Note) If there is any increase or decrease in the number of outstanding shares of Common Stock or other change affecting the shares of Common Stock or their value because of a stock split, stock dividend, other distribution (whether in the form of cash, shares of Common Stock, other securities or other property) other than a regular cash dividend, combination or other recapitalization of shares subject to options, the Board will, in such manner as it may deem equitable, make such proportional adjustments to (i) the number, class of Common Stock and kind of securities and the Purchase Price per share covered by each Stock Purchase Right under the Plan that has not yet been exercised; (ii) the

maximum number and class of shares of Common Stock and kind of securities that may be delivered under the Plan; and (iii) the numerical limits specified in Section 8 of the Plan.

(Note) As stated above, since the “Amount of Payment upon Exercise of Stock Purchase Rights” has not yet been determined, 85% (US\$ 142.72 (JPY 21,158)) of the closing price of the Company’s Common Stock as reported on the NYSE on September 5, 2025 (US\$ 167.90 (JPY 24,891)) is inserted for convenience. The actual Purchase Price shall be equal to 85% of the Fair Market Value of the Common Stock on the Purchase Date (April 30, 2026). (See above note under (2)(iv)-3).

(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 Eligible Employees in Japan during the Purchase Period (See above note under (2)(iv)-3).

(vi) Exercise Period of Stock Purchase Rights

April 30, 2026

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

(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

Not transferable.

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

Approximately 734 Eligible Employees in Japan of the following companies:

- Keysight Technologies Japan K.K.
- Keysight Technologies International Japan G.K.

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

The companies listed in (3) above are 100% indirectly-held subsidiaries of Keysight Technologies, 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 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 Keysight Technologies, Inc. The relevant stock purchase rights represent the MSPSO.

(2) Matters Concerning MSPSO

(i) Number of Stock Purchase Rights

Estimated Number of Stock Purchase Rights Granted: 2,268,979

(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) As of the filing date of this Report, the amount of Contributions and the Purchase Price applicable to the six-month purchase period (November 1, 2025 through April 30, 2026), which shall be 85% of the Fair Market Value per share of Common Stock on the Purchase Date on which the Common Stock is purchased (April 30, 2026) has not yet been determined, and therefore, assuming that all Eligible Employees of Outside Japan (15,239) participate in the Plan and contribute the maximum amount of Contributions (US\$ 21,250) to purchase shares with an aggregate fair market value of US\$ 25,000 per person, the estimated maximum amount of Contributions during such purchase period shall be US\$ 323,828,750 (JPY 48,007,612,188). For convenience, assuming that the closing price of the Company's Common Stock on September 5, 2025 is used as the Purchase Price, the "Number of Stock Purchase Rights" shall be calculated by dividing the above estimated maximum amount of Contributions by 85% (US\$142.72 (JPY21,158)) of the closing price of the Company's Common Stock as reported on the New York Stock Exchange ("NYSE") on September 5, 2025 (US\$167.90 (JPY 24,891))

(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 Keysight Technologies, Inc.

(Note) Common stock issued hereunder will be newly issued shares or treasury shares.

(Note) If there is any increase or decrease in the number of outstanding shares of Common Stock or other change affecting the shares of Common Stock or their value because of a stock split, stock dividend, other distribution (whether in the form of cash, shares of Common Stock, other securities or other property) other than a regular cash dividend, combination or other recapitalization of shares subject to options, the Board will, in such manner as it may deem equitable, make such proportional adjustments to (i) the number, class of Common Stock and kind of securities and the Purchase Price per share covered by each Stock Purchase Right under the Plan that has not yet been exercised; (ii) the maximum number and class of shares of Common Stock and kind of securities that may be delivered under the Plan; and (iii) the numerical limits specified in Section 8 of 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 upon exercise of outstanding Stock Purchase Rights will be the number of whole shares obtained by dividing the amount collected from the Participant through Contributions during each Purchase Period by the Purchase Price in effect for that purchase period, subject to the limitation that no Participant may purchase shares valued in excess of US\$ 25,000 (calculated as of the first day of each Offering Period).

2,268,979 shares in total, if all of the Stock Purchase Rights are exercised (estimated number).

(Note) If there is any increase or decrease in the number of outstanding shares of Common Stock or other change affecting the shares of Common Stock or their value because of a stock split, stock dividend, other distribution (whether in the form of cash, shares of Common Stock, other securities or other property) other than a regular cash dividend, combination or other recapitalization of shares subject to options, the Board will, in such manner as it may deem equitable, make such proportional adjustments to (i) the number, class of Common Stock and kind of securities and the Purchase Price per share covered by each Stock Purchase Right under the Plan that has not yet been exercised; (ii) the maximum number and class of shares of Common Stock and kind of securities that may be delivered under the Plan; and (iii) the numerical limits specified in Section 8 of the Plan.

(Note) On the Purchase Date, using the Participants' Contributions accumulated during the applicable Purchase Period, the Participants may purchase the Common Stock at the Purchase Price, which shall be equal to 85% of the Fair Market Value per share on the Purchase Date. 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 Purchase Period (assuming that all Eligible Employees of Outside Japan participate in the Plan and had sufficient Compensation to contribute the maximum amount of US\$ 21,250 per year) (i.e., US\$ 323,828,750 (JPY 48,007,612,188) divided by 85% (US\$142.72 (JPY 21,158)) of the closing price of the Common Stock as reported on the NYSE on September 5, 2025 (US\$167.90 (JPY 24,891)). See above note under (2)(i)).

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

US\$142.72 (¥21,158) per Stock Purchase Right

Total Amount of Payment upon Exercise of Stock Purchase Rights: US\$323,828,750 (¥48,007,612,188)

(Note) If there is any increase or decrease in the number of outstanding shares of Common Stock or other change affecting the shares of Common Stock or their value because of a stock split, stock dividend, other distribution (whether in the form of cash, shares of Common Stock, other securities or other property) other than a regular cash dividend, combination or other recapitalization of shares subject to options, the Board will, in such manner as it may deem equitable, make such proportional adjustments to (i) the number, class of Common Stock and kind of securities and the Purchase Price per share covered by each Stock Purchase Right under the Plan that has not yet been exercised; (ii) the maximum number and class of shares of Common Stock and kind of securities that may be delivered under the Plan; and (iii) the numerical limits specified in Section 8 of the Plan.

(Note) As stated above, since the "Amount of Payment upon Exercise of Stock Purchase Rights" has not yet been determined, 85% (US\$ 142.72 (JPY 21,158)) of the closing price of the Company's Common Stock as reported on the NYSE on September 5, 2025 (US\$ 167.90 (JPY 24,891)) is inserted for convenience. The actual Purchase Price shall be equal to 85% of the Fair Market Value of the Common Stock on the Purchase Date (April 30, 2026). (See above note under (2)(iv)-3).

(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 Eligible Employees of Outside Japan during the Purchase Period (See above note under (2)(iv)-3).

(vi) Exercise Period of Stock Purchase Rights

April 30, 2026

(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)

\$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 15,239 Eligible Employees of Outside Japan under the Plan who are employed by the Company and one or more of its designated 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)

Austria, Australia, Belgium, Brazil, Canada, China, Czech Republic, Denmark, Finland, France, Germany, Hong Kong, India, Israel, Italy, Korea, Malaysia, Mexico, Netherlands, Romania, Singapore, Spain, Sweden, Switzerland, Taiwan, United Kingdom, United States.

(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\$ 323,828,750 (JPY 48,007,612,188)	US\$ 0 (JPY 0)	US\$ 323,828,750 (JPY 48,007,612,188)

Use of Proceeds: The net proceeds realized from the exercise of Stock Purchase Rights US\$323,828,750 (JPY 48,007,612,188) will be used as general working capital of the Company, including, without limitation, 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

November 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 \$ 2,821 million (¥ 418,213 million) as of July 31, 2025

(b) Number of Outstanding Shares:

Common Stock: 171,856,249 shares as of August 25, 2025.