

【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】 2026年2月2日

【会社名】 ビザ・インク
(Visa Inc.)

【代表者の役職氏名】 ダニエル・ゴードン
シニア・ヴァイス・プレジデント、チーフ・カウンセ
ル、会社及び秘書役補佐
(Daniel Gordon, Senior Vice President, Chief
Counsel, Corporate and Assistant Secretary)

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【代理人の氏名又は名称】 弁護士 松 添 聖 史

【代理人の住所又は所在地】 東京都港区六本木一丁目9番10号
アークヒルズ仙石山森タワー28F
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】 なし

注(1) 文脈上他の意味に解すべき場合を除き、本外国会社臨時報告書(以下「本書」という。)において、「ビザ」、「会社」又は「当社」とは、ビザ・インクを意味する。

注(2) 本書において、「ドル」、「米ドル」、「\$」又は「US\$」は米国の通貨をいい、「¥」又は「円」は日本の通貨をいう。

注(3) 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=157.62円の換算率(2025年12月22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】

当社は、当社の発行する新株予約権証券の日本及び日本以外の地域における募集について、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1項及び第2項第2号の2及び第1号の規定に基づき、以下のとおり本書を提出する。

(注1) 本件募集(以下「本募集」という。)は、当社及びその子会社の日本における従業員(以下「日本における適格従業員」という。)及び日本国外における従業員(以下「日本国外における適格従業員」という。)に対してビザ・インク2015年度従業員株式購入制度(以下「本制度」という。)に従って付与される当社の普通株式を購入する権利(以下「購入権」という。)に関するものである。

(注2) 本募集は、2015年1月28日付けの当社取締役会による決議に従って行われるものである。

(注3) 別途の記載がある場合を除き、本書に定義のない大文字で始まる用語は本制度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 acquisition rights of Visa Inc.

The securities constitute purchase rights with amendments of the exercise price.

(a) Characteristics of Purchase Rights with Amendments of the Exercise Price

The number of Common Stock to be issued upon exercise of Purchase Rights in the Offering Period will increase if the actual exercise price of the Purchase Rights, which shall be determined as set forth below, becomes lower. The net proceeds from the Offering will not decrease if the actual exercise price of the Purchase Rights becomes lower.

Eligible Employees in Japan can elect to have a specified percentage of their eligible compensation (1% to 10%) withheld from their pay each pay period on an after-tax basis. On the last business day of each month during the Offering Period (the “Purchase Date”), the Company will use those funds to purchase whole Common Stock for a price equal to 85% of the Fair Market Value on the Purchase Date. Therefore, the actual exercise price of Purchase Rights shall be determined based on 85% of the Fair Market Value of the Common Stock on the Purchase Date.

The number of shares of Common Stock that may be issued under the Plan shall not exceed 20,000,000 shares, which represents approximately 1 percent (1%) of the shares of Common Stock outstanding on December 22, 2025.

There is no lower limit of the Purchase Price (as defined in the Plan) and the net proceeds from the Offering, because the main purpose of the Plan is not to raise funds for the Company but to encourage and facilitate stock ownership by employees by providing an opportunity to purchase Common Stock through voluntary after-tax payroll deductions. Not all of the Purchase Rights will necessarily be exercised.

The Company does not have the Purchase Rights.

(b) The reason for the Company's raising funds by issuing Purchase Rights with Amendments of the Exercise Price

The Offering is to be made for the purpose of securing for the Company and its stockholders the benefits of the incentive inherent in the ownership of Company capital stock by employees of Visa Inc. and its subsidiaries. Consequently, the Offering is not intended to raise funds. The Company believes that encouraging stock ownership by employees of the Company and its subsidiaries through the Plan is an effective method of aligning the interests of employees and the Company's shareholders in a way that is beneficial to employees, shareholders and the Company.

(c) Derivatives trading in Article 19, Paragraph 9 of the Ordinance of the Cabinet Office Concerning Disclosure of Corporate Information, Etc.

Not applicable.

(d) Agreement to be made between the Company and the persons who are to be allotted the Purchase Rights in connection with exercising the Purchase Rights (including money or other property which is paid in order to limit the persons' exercising the Purchase Rights)

The Purchase Rights are exercised pursuant to the Plan and there are no other special agreements applicable.

(e) Agreement to be made between the Company and the persons who are to be allotted the Purchase Rights in connection with selling and buying the Company's stocks

Not applicable.

(f) Agreement to be made between the Company's stake holders or any other interested parties and the persons who are to be allotted the Purchase Rights in connection with borrowing and lending of the Company's stocks

Not applicable.

(g) Other matters for protection of investors

Not applicable.

(2) Matters Concerning the Purchase Rights with Amendments of the Exercise Price

(i) Number of Purchase Rights

Up to 9,051 Purchase Rights in total

(Note) The maximum number of Purchase Rights and Common Stocks to be issued upon exercise of Purchase Rights are calculated on the assumption that all the Eligible Employees in Japan as of the date hereof participate in the Plan, accumulate their payroll deductions to the maximum extent permitted during the period set forth in “(vi) Offering Period” under the Plan (the “Offering Period”) and use all the accumulated funds to purchase the Common Stocks, and that the Common Stocks will be issued at \$299.28 (approximately ¥47,173) per share. This per share price is 85% of the Fair Market Value on each Purchase Date, which for these purposes is assumed to be the same as the Fair Market Value of \$352.09 per share on December 22, 2025. The actual number of Purchase Rights and Common Stocks to be issued upon exercise of Purchase Rights will be determined based on the Fair Market Value on each Purchase Date.

(ii) Issue Price (per Purchase Rights)

US\$0 (¥0)

The Purchase Rights will be issued to Eligible Employees in Japan without any payment by them.

(iii) Total Issue Price

\$0 (¥0)

(iii-2) Total Amount of Payment upon Exercise of the Purchase Rights:

\$2,709,000 (approximately ¥426,992,580) in total

(Note) The aggregate amount of payment upon exercise of the Purchase Rights and the total amount of payment for the Purchase Rights are the estimated amount on the assumption that all the Eligible Employees in Japan as of the date hereof participate in the Plan, accumulate their payroll deductions to the maximum extent permitted during the period set forth in the Offering Period under the Plan and use all the accumulated funds to purchase the Common Stocks.

(iv) Type, Description and Number of Shares subject to Purchase Rights**1. Type of shares to be used for Purchase Rights:**

Shares of the Company's Class A Common Stock, \$0.0001 par value in bearer form (the "Common Stock" or "Common Stocks")

2. Description of Shares:

Holders of the Common Stock are entitled to one vote for each share of common stock held of record, on all matters requiring a vote of such Class of shareholders.

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

Up to 9,051 shares, in case that all the Purchase Rights are exercised.

(Note) The maximum number of Purchase Rights and Common Stocks to be issued upon exercise of Purchase Rights are calculated on the assumption that all the Eligible Employees in Japan as of the date hereof participate in the Plan, accumulate their payroll deductions to the maximum extent permitted during the period set forth in the Offering Period under the Plan and use all the accumulated funds to purchase the Common Stocks, and that the Common Stocks will be issued at \$299.28 (approximately ¥47,173) per share. This per share price is 85% of the Fair Market Value on each Purchase Date, which for these purposes is assumed to be the same as the Fair Market Value of \$352.09 per share on December 22, 2025. The actual number of Purchase Rights and Common Stocks to be issued upon exercise of Purchase Rights will be determined based on the Fair Market Value on each Purchase Date.

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

\$299.28 (approximately ¥47,173) per share

The exercise price per Purchase Right is 85% of the closing price of Common Stocks on the New York Stock Exchange (the "Fair Market Value") on each Purchase Date.

(Note) The amount of payment upon exercise of the Purchase Rights and the payment amount of Common Stocks to be issued upon exercise of Purchase Rights are the estimated amount based on the assumption that the Common Stocks will be issued at \$299.28 (approximately ¥47,173) per share, being 85% of the Fair Market Value on December 22, 2025. The actual amount of payment upon exercise of the Purchase Rights and the payment amount of Common Stocks to be issued upon exercise of Purchase Rights will be 85% of the Fair Market Value on each Purchase Date.

(vi) Exercise Period of the Purchase Rights

From: March 1, 2026
To: August 31, 2026

(Note) The payroll contributions Eligible Employees in Japan elect during enrollment period will be accumulated and used towards monthly purchases of Common Stocks during the Offering Period. At the end of each month during the Offering Period, accumulated payroll contributions are used to exercise Purchase Rights on the Purchase Date.

(vii) Conditions to Exercise the Purchase Rights

It is required that the Eligible Employees in Japan remain employed with a Visa entity at the time of exercise of the Purchase Rights.

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

\$0.0001 (approximately ¥0.016) per share

(ix) Matters Relating to Transfer of the Purchase Rights

Purchase Rights may not be transferred.

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

Approximately 215 Eligible Employees in Japan of the following companies:

Visa Worldwide (Japan) Co., Ltd.
Tokyo CYBS KK

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

The companies listed in (3) above are wholly-owned subsidiaries of Visa 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 to be Issued:

Stock acquisition rights of Visa Inc.
The securities constitute purchase rights with amendments of the exercise price.

(2) Number of Securities to be Issued:

Up to 1,387,650 Purchase Rights in total⁽¹⁾

(3) Issue Price per Securities:

\$0 (¥0)

The Purchase Rights will be issued to Eligible Employees outside Japan without any payment by them.

(4) Aggregate Issue Price:

(i) Aggregate Issue Price of the Purchase Rights:

\$0 (¥0)

(ii) Aggregate Amount of Payment upon Exercise of the Purchase Rights:

\$415,296,000 (approximately ¥65,458,955,520) in total⁽²⁾

(5) Type and Content of Underlying Shares of the Purchase Rights:

Shares of the Company's Class A Common Stock, \$0.0001 par value in bearer form (the "Common Stock" or "Common Stocks")

Holders of the Common Stock are entitled to one vote for each share of common stock held of record, on all matters requiring a vote of such Class of shareholders.

(6) Number of Underlying Shares of the Purchase Rights:

Up to 1,387,650 shares, in case that all the Purchase Rights are exercised⁽¹⁾.

(7) Amount of Payment upon Exercise of the Purchase Rights:

\$299.28 (approximately ¥47,173) per share⁽³⁾

The exercise price per Purchase Right is 85% of the closing price of Common Stocks on the New York Stock Exchange (the “Fair Market Value”) on each Purchase Date (as defined in (Note 5) below).

(8) Period during which Purchase Rights may be exercised:

From: March 1, 2026

To: August 31, 2026⁽⁴⁾

(9) Conditions for Exercise of the Purchase Rights:

It is required that the Eligible Employees remain employed with a Visa entity at the time of exercise of the Purchase Rights.

(10) Amount per Share to be Accounted as Paid-in Capital upon Exercise of the Purchase Rights:

\$0.0001 (approximately ¥0.016) per share

(11) Transferability of the Purchase Rights:

Purchase Rights may not be transferred.

(12) Method of Issuance:

Allotment to 32,960 Eligible Employees outside Japan who elect to participate in the Plan.

(13) Name of Underwriters:

Not applicable.

(14) Area in Which Offer is Made:

Australia, Austria, Azerbaijan, Brazil, Bulgaria, Canada, Chile, China, Croatia, Cyprus, Czechia, Denmark, Dominican Republic, Egypt, Finland, France, Germany, Ghana, Greece, Hong Kong, India, Indonesia, Ireland, Israel, Italy, Kazakhstan, Kenya, Korea, Latvia, Lebanon, Mexico, Mongolia, Netherlands, New Zealand, Nigeria, Norway, Panama, Peru, Philippines, Poland, Puerto Rico, Qatar, Romania, Saudi Arabia, Singapore, Slovakia, South Africa, Spain, Sweden, Switzerland, Taiwan, Thailand, Türkiye, United Arab Emirates, United Kingdom, USA

(15) Total Amount of Proceeds from the Issuance; and Details, Amounts and Expected Time of Expenditure for Each Use of Proceeds:

(i) Amount of Proceeds from the Issuance:

Total Amount of Payment: \$415,296,000 (approximately ¥65,458,955,520)⁽²⁾ in total
Estimated Amount of Issuance Expenses: Not applicable.

Net Amount of Payment: \$415,296,000 (approximately ¥65,458,955,520)⁽²⁾ in total

(ii) Use of Proceeds:

The Offering is to be made for the purpose of securing for the Company and its stockholders the benefits of the incentive inherent in the ownership of Company capital stock by employees of the Company and its subsidiaries. Consequently, the Offering is not intended to raise funds.

\$415,296,000 (approximately ¥65,458,955,520), the approximate amount of balance proceeds described above, is expected to be used for additions to working capital, capital expenditures, investments in our subsidiaries and others. The details of usage and the scheduled time(s) of spending such proceeds shall be

determined depending upon the cash requirements of the Company and its subsidiaries, and neither is currently determined.

(16) Date of Issuance

March 1, 2026

(17) Name of Stock Exchange on Which the Securities will be Listed:

Not applicable.

(18) Characteristics of Purchase Rights with Amendments of the Exercise Price:

As described in (Note 5) below.

Other Matters

Total Share Capital

\$195,098.38 (approximately ¥30,751,407) (as of October 30, 2025)

Total Number of Issued and Outstanding Shares

Class A Common Stock
1,687,629,770 shares (as of October 30, 2025)

Class B-1 Common Stock
4,835,384 ⁽⁶⁾ shares (as of October 30, 2025)

Class B-2 Common Stock
120,338,948 shares (as of October 30, 2025)

Class C Common Stock
8,938,707 shares (as of October 30, 2025)

Series A Preferred Stock
78,271 shares (as of October 30, 2025)

Series B Preferred Stock
2,480,466 shares (as of October 30, 2025)

Series C Preferred Stock
3,156,823 shares (as of October 30, 2025)

(Note 1) The maximum number of Purchase Rights and Common Stocks to be issued upon exercise of Purchase Rights are calculated on the assumption that all the Eligible Employees outside Japan as of the date hereof participate in the Plan, accumulate their payroll deductions to the maximum extent permitted during the period set forth in “(8) Period during which Purchase Rights may be exercised ” under the Plan (the “Offering Period”) and use all the accumulated funds to purchase the Common Stocks, and that the Common Stocks will be issued at \$299.28 (approximately ¥47,173) per share. This per share price is 85% of the Fair Market Value on each Purchase Date, which for these purposes is assumed to be the same as the Fair Market Value of \$352.09 per share on December 22, 2025. The actual number of Purchase Rights and Common Stocks to be issued upon exercise of Purchase Rights will be determined based on the Fair Market Value on each Purchase Date.

(Note 2) The aggregate amount of payment upon exercise of the Purchase Rights and the total amount of payment for the Purchase Rights are the estimated amount on the assumption that all the Eligible Employees outside Japan as of the date hereof participate in the Plan, accumulate their payroll deductions to the maximum extent permitted during the period set forth in “(8) Period during which Purchase Rights may be exercised” under the Plan and use all the accumulated funds to purchase the Common Stocks.

(Note 3) The amount of payment upon exercise of the Purchase Rights and the payment amount of Common Stocks to be issued upon exercise of Purchase Rights are the estimated amount based on the assumption that the Common Stocks will be issued at \$299.28 (approximately ¥47,173) per share, being 85% of the Fair Market Value on December 22, 2025. The actual amount of payment upon exercise of the Purchase Rights and the payment amount of Common Stocks to be issued upon exercise of Purchase Rights will be 85% of the Fair Market Value on each Purchase Date.

(Note 4) The payroll contributions Eligible Employees outside Japanelect during enrollment period will be accumulated and used towards monthly purchases of Common Stocks during the Offering Period. At the end of each month during the Offering Period, accumulated payroll contributions are used to exercise Purchase Rights on the Purchase Date.

(Note 5) (a) Characteristics of Purchase Rights with Amendments of the Exercise Price

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The number of shares of Common Stock that may be issued under the Plan shall not exceed 20,000,000 shares, which represents approximately 1% of the shares of Common Stock outstanding on December 22, 2025.

There is no lower limit of the purchase price per share of Common Stock and the net proceeds from the Offering, because the main purpose of this Plan is not to raise funds for the Company but to encourage and facilitate stock ownership by employees by providing an opportunity to purchase Common Stock through voluntary after-tax payroll deductions. Not all of the Purchase Rights will necessarily be exercised.

The Company does not have the Purchase Rights.

(b) The reason for the Company's raising funds by issuing Purchase Rights with Amendments of the Exercise Price

The Offering is to be made for the purpose of securing for the Company and its stockholders the benefits of the incentive inherent in the ownership of Company capital stock by employees of the Company and its subsidiaries. Consequently, the Offering is not intended to raise funds. The Company believes that encouraging stock ownership by employees of the Company and its subsidiaries through the Plan is an effective method of aligning the interests of employees and the Company's shareholders in a way that is beneficial to employees, shareholders and the Company.

(c) Derivatives trading in Article 19, Paragraph 9 of the Ordinance of the Cabinet Office Concerning Disclosure of Corporate Information, Etc.

Not applicable.

(d) Agreement to be made between the Company and the persons who are to be allotted the Purchase Rights in connection with exercising the Purchase Rights (including money or other property which is paid in order to limit the persons' exercising the Purchase Rights)

The Purchase Rights are exercised pursuant to the Plan and there are no other special agreements applicable.

- (e) Agreement to be made between the Company and the persons who are to be allotted the Purchase Rights in connection with selling and buying the Company's stocks

Not applicable.

- (f) Agreement to be made between the Company's stake holders or any other interested parties and the persons who are to be allotted the Purchase Rights in connection with borrowing and lending of the Company's stocks

Not applicable.

- (g) Other matters for protection of investors

Not applicable.

(Note 6) The number of Issued and Outstanding Shares includes 128,360,801 shares of Class B-1 common stock held by a wholly-owned subsidiary of the Company.