

【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4月2日

【会社名】 イーベイ・インク
(eBay Inc.)

【代表者の役職氏名】 アシスタント・セクレタリー
グレッグ・カーバー
(Greg Kerber, Assistant Secretary)

【本店の所在の場所】 アメリカ合衆国 カリフォルニア州 95125
サンノゼ ハミルトン・アベニュー2025
(2025 Hamilton Avenue, San Jose, California 95125, U.S.A.)

【代理人の氏名又は名称】 弁護士 松 添 聖 史

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アークヒルズ仙石山森タワー28F
ペーカー & 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】 なし

注記

1. 別段の記載がある場合を除き、本書において「当社(Company)」、「イーベイ・インク(eBay Inc.)」又は「イーベイ(eBay)」とは、イーベイ・インク(eBay Inc.)及びその連結子会社を指す。
2. 別段の記載がある場合を除き、本書に記載の「米ドル(US\$)」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 = 159.99円の換算率(2026年3月30日現在の株式会社三菱UFJ銀行の対顧客電信直物売買取相場仲値)により換算されている。

1 【提出理由】

2026年4月1日、イーベイ・インク（以下「当社」又は「Company」という。）は、2022年3月16日に修正・再表示されたイーベイ・インク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、日本における当社の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当社の複数の子会社の適格従業員（以下「Eligible Employees Outside of Japan」という。）に対し、当社の普通株式を対象とする新株予約権証券（以下「Stock Purchase Rights」という。）の募集を開始した。本プランは、2022年3月16日付で当社の取締役会（以下「Board」という。）の決議により採択され、2022年6月8日付で当社の定時株主総会において株主により承認された。

このため、当社は、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 of the Company, which represent Moving Strike Price Stock Options (“MSPSOs”).

(a) Nature of MSPSO

Under the Plan, if the per-share price of the common stock of the Company (“Common Stock”) subject to the Stock Purchase Rights decreases, the aggregate number of shares of Common Stock available for purchase by each participant in the Plan (“Participant”), upon exercise of the Stock Purchase Rights, will increase. The payroll deductions or other contributions are made as a percentage of the Participant’s Compensation in one percent (1%) increments and shall not be less than two percent (2%), nor greater than ten percent (10%) or such lower limit set by the Compensation Committee of the Board (“Administrator”). Payroll deductions or contributions will commence on the first payday of the Offering Period (*note*) and shall continue to the end of the Offering Period unless sooner altered or terminated as provided in the Plan.

(note): A 24-month Offering Period will commence on May 1 and November 1 of each year, or on such other date as the Administrator shall determine. The Offering Period for this offering will commence on May 1, 2026 and end on April 30, 2028. Each Offering Period is comprised of four six-month Purchase Periods. For this offering, the Purchase Periods shall commence on May 1, 2026, November 2, 2026, May 3, 2027 and November 1, 2027, respectively, and end on October 30, 2026, April 30, 2027, October 29, 2027 and April 28, 2028 respectively.

On the Offering Date (May 1, 2026 for this Offering), and subject in all cases to the provisions of the Plan, each Participant shall be granted an option to purchase on each Purchase Date (October 30, 2026, April 30, 2027, October 29, 2027 and April 28, 2028 for this Offering) during the Offering Period up to that number of shares of Common Stock determined by dividing (a) the amount accumulated in such Participant’s payroll deduction or other contribution account during such Purchase Period by (b) the lesser of (i) eighty-five percent (85%) of the Fair Market Value of a share of Common Stock on the Offering Date (but in no event less than the par value of a share of Common Stock), or (ii) eighty-five percent (85%) of the Fair Market Value of a share of Common Stock on the Purchase Date (but in no event less than the par value of a share of Common Stock). Accordingly, if the price of the Common Stock declines, the purchase price of the shares of Common Stock under the Plan may decline as well, and thus the ‘Number of Shares subject to Purchase Rights’ below will increase. However, the amount of the contributions does not depend on the stock price.

No Participant shall be entitled to purchase Common Stock under the Plan at a rate which, when aggregated with his or her rights to purchase stock under all other employee stock purchase plans of the

Company or any Subsidiary, exceeds \$25,000 in Fair Market Value, determined as of the Offering Date (or such other limit as may be imposed by the Code) for each calendar year in which any option granted to the Participant is outstanding at any time. Further, no Participant shall be entitled to purchase more than the Maximum Share Amount (as defined below) on any single Purchase Date. Until otherwise determined by the Administrator, the Maximum Share Amount shall be 5,000 shares (subject to any adjustment pursuant to Section 14 of the Plan).

The Company has no right to purchase the Stock Purchase Rights under the Plan.

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

The purpose of the Plan is to provide Eligible Employees with a convenient means of acquiring an equity interest in the Company through payroll deductions or other contributions, to enhance such employees' sense of participation in the affairs of the Company. The total number of shares of Common Stock to be issued under the Plan is limited to 33,187,755 shares and the number of shares to be purchased on a Purchase Date is limited by the Plan. Therefore, any dilutive effect that may be caused by the issuance of Common Stock under the Plan 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 planned 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 Board of Directors or the Compensation Committee of the Board.

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

Not applicable.

(f) Content of Agreement to be made between the planned 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) Description of Stock Purchase Rights

(a) Number of Stock Purchase Rights Issued:

107,650 (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 Purchase Date, using the funds accumulated by means of the Participants' authorized payroll deductions or other contributions during the applicable Purchase Period, the Participants may purchase Common Stock at the purchase price, which shall be currently equal to 85% of the lower of the fair market value of a share of Common Stock on (a) the Offering Date (i.e. grant date, May 1, 2026) and (b) the Purchase Date (October 30, 2026, April 30, 2027, October 29, 2027 and April 28, 2028 for this Offering). Accordingly, as of the filing day of this document, the "Number of Stock Purchase Rights Issued" has not yet been determined. Therefore, for convenience, the above "Number of Stock Purchase Rights Issued" is calculated by dividing the estimated maximum amount of contributions during the

Offering Period ((The maximum contributions during the Offering Period shall be US \$21,250 multiplied 2 (years), multiplied by the number of Eligible Employees in Japan (196) (=US\$ 8,330,000)) divided by 85% (US \$77.38 (JPY 12,380)) of the closing price of the Common Stock as reported on the Nasdaq on March 4, 2026 (US \$91.03 (JPY 14,564)).

(b) Issue Price (per Stock Purchase Right): \$0 (¥0).

(c) Total Issue Price: \$0 (¥0).

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

1. Type of shares subject to Stock Purchase Rights: Registered form, par value (\$0.001) Common Stock

(note) Shares of Common Stock issued hereunder are newly-issued shares.

(note) In the event that any dividend or other distribution, reorganization, merger, consolidation, combination, repurchase, or exchange of Common Stock or other securities of the Company, or other change in the corporate structure of the Company affecting Common Stock (other than an Equity Restructuring) occurs such that an adjustment is determined by the Administrator (in its sole discretion) to be appropriate in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Plan, then the Administrator shall, in such manner as it may deem equitable, adjust the number and class of Common Stock which have been authorized for issuance under the Plan but have not yet been placed under option (collectively, the "Reserves"), the Maximum Share Amount, the number and class of Common Stock covered by each outstanding option, and the purchase price per share of Common Stock covered by each option which has not yet been exercised.

2. Description of Shares:

- i. Dividend Rights. Subject to any preferential rights of any outstanding shares of the Company's preferred stock to receive dividends before any dividends may be paid on the shares, the holders of Common Stock will be entitled to share ratably in any dividends payable on the shares that may be declared by the Board out of funds legally available for the payment of dividends.

- 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. Each share of Common Stock is entitled to one vote per share on all matters submitted to a vote of the Company's common stockholders. The Company's charter does not entitle the holders of Common Stock to cumulative voting rights with respect to the election of its directors. This means that the holders of a majority of the outstanding shares of Common Stock can elect all of the directors then standing for election by the Company's common stockholders (assuming there are no outstanding shares of the Company's preferred stock entitled to vote as a single class with the shares in such election).

3. Number of shares subject to Stock Purchase Rights:

The number of shares of Common Stock 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 payroll deductions or other contributions during each Offering Period by the purchase price in effect for each of the four Purchase Periods during that Offering Period.

107,650 shares in total, if all of the Stock Purchase Rights are exercised (estimated number).

(note) In the event that any dividend or other distribution, reorganization, merger, consolidation, combination, repurchase, or exchange of Common Stock or other securities of the Company, or other change in the corporate structure of the Company affecting Common Stock (other than an Equity Restructuring) occurs such that an adjustment is determined by the Administrator (in its sole discretion) to be appropriate in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Plan, then the Administrator shall, in such manner as it may deem equitable, adjust the number and class of Common Stock which have been authorized for issuance under the Plan but have not yet been placed under option (collectively, the “Reserves”), the Maximum Share Amount, the number and class of Common Stock covered by each outstanding option, and the purchase price per share of Common Stock covered by each option which has not yet been exercised.

(note) On the Purchase Date, using the funds accumulated by means of the Participants’ authorized payroll deductions or other contributions during the applicable Purchase Period, the Participants may purchase Common Stock at the purchase price, which shall be currently equal to 85% of the lower of the fair market value of a share of Common Stock on (a) the Offering Date (i.e. grant date; May 1, 2026) and (b) the Purchase Date (October 30, 2026, April 30, 2027, October 29, 2027 and April 28, 2028 for this Offering). Accordingly, as of the filing day of this document, 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 contributions during the Offering Period shall be US \$21,250 multiplied 2 (years), multiplied by the number of Eligible Employees in Japan (196) (=US \$8,330,000) divided by 85% (US \$77.38 (JPY 12,380)) of the closing price of the Common Stock as reported on the Nasdaq on March 4, 2026 (US \$91.03 (JPY 14,564)).

(e) Amount of Payment upon Exercise of Stock Purchase Rights:

US \$77.38 (JPY 12,380) per Stock Purchase Right.

Total Amount of Payment upon Exercise of Stock Purchase Rights: US \$8,330,000 (JPY 1,332,716,700)

(note) In the event that any dividend or other distribution, reorganization, merger, consolidation, combination, repurchase, or exchange of Common Stock or other securities of the Company, or other change in the corporate structure of the Company affecting Common Stock (other than an Equity Restructuring) occurs such that an adjustment is determined by the Administrator (in its sole discretion) to be appropriate in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Plan, then the Administrator shall, in such manner as it may deem equitable, adjust the number and class of Common Stock which have been authorized for issuance under the Plan but have not yet been placed under option (collectively, the “Reserves”), the Maximum Share Amount, the

number and class of Common Stock covered by each outstanding option, and the purchase price per share of Common Stock covered by each option which has not yet been exercised.

(note) As stated above, since the “Amount of Payment upon Exercise of Stock Purchase Rights” has not yet been determined, 85% (US \$77.38 (JPY 12,380)) of the closing price of the Common Stock as reported on the Nasdaq on March 4, 2026 (US \$91.03 (JPY 14,564)) is inserted for convenience. (See above note under (2)(d)-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 Participants during the Offering Period (See above note under (2)(d)-3).

(f) Exercise Period of Stock Purchase Rights:

October 30, 2026, April 30, 2027, October 29, 2027 and April 28, 2028. (collectively, the “Purchase Dates”)

(note) The Stock Purchase Rights shall be automatically exercised on each Purchase Date.

(g) Terms and Conditions for Exercise of Stock Purchase Rights:

As described in the Plan.

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

\$0.001 (¥0.2) per share.

(i) Matters Relating to Transfer of Stock Purchase Rights:

Not transferable.

(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 196 Eligible Employees in Japan of the following companies:

eBay Japan GK
eBay Japan KK

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

eBay Japan GK and eBay Japan KK are Japanese corporations, 100% indirectly-held subsidiaries of the Company.

(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.

(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 of the Company, which represent MSPSOs.

For details, please see “(A) (1) (a) Nature of MSPSO” above.

(2) Description of Stock Purchase Rights, etc.:

(a) Number of Stock Purchase Rights Issued: 6,808,897 (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 Purchase Date, using the funds accumulated by means of the Participants’ authorized payroll deductions or other contributions during the applicable purchase period, the Participants may purchase Common Stock at the purchase price, which shall be currently equal to 85% of the lower of the fair market value of a share of Common Stock on (a) the Offering Date (i.e. grant date, May 1, 2026) and (b) the Purchase Date (October 30, 2026, April 30, 2027, October 29, 2027 and April 28, 2028 for this Offering). Accordingly, as of the filing day of this document, the “Number of Stock Purchase Rights Issued” has not yet been determined. Therefore, for convenience, the above “Number of Stock Purchase Rights Issued” is calculated by dividing the estimated maximum amount of contributions during the Offering Period ((The maximum contributions during the Offering Period shall be US \$21,250 multiplied 2 (years), multiplied by the number of Eligible Employees Outside of Japan (12,397) (=US\$ 526,872,500)) divided by 85% (US \$77.38 (JPY 12,380)) of the closing price of the Common Stock as reported on the Nasdaq on March 4, 2026 (US \$91.03 (JPY 14,564)).

(b) Issue Price (per Stock Purchase Right): \$0 (¥0).

(c) Total Issue Price: \$0 (¥0).

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

1. Type of shares subject to Stock Purchase Rights: Registered form, par value (\$0.001)
Common Stock

(note) Shares of Common Stock issued hereunder are newly-issued shares.

(note) In the event that any dividend or other distribution, reorganization, merger, consolidation, combination, repurchase, or exchange of Common Stock or other securities of the Company, or other change in the corporate structure of the Company affecting Common Stock (other than an Equity Restructuring) occurs such that an adjustment is determined by the Administrator (in its sole discretion) to be appropriate in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Plan, then the Administrator shall, in such manner as it may deem equitable, adjust the number and class of Common Stock which have been authorized for issuance under the Plan but have not yet been placed under option (collectively, the “Reserves”), the Maximum Share Amount, the number and class of Common Stock covered by each outstanding option, and the purchase price per share of Common Stock covered by each option which has not yet been exercised.

2. Description of Shares:

See (A) (2) (d)-2 above.

3. Number of shares subject to Stock Purchase Rights: The number of shares of Common Stock 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 payroll deductions during each Offering Period by the purchase price in effect for each of the four Purchase Periods during that Offering Period.

6,808,897 shares in total, if all of the Stock Purchase Rights are exercised (estimated number).

(note) In the event that any dividend or other distribution, reorganization, merger, consolidation, combination, repurchase, or exchange of Common Stock or other securities of the Company, or other change in the corporate structure of the Company affecting Common Stock (other than an Equity Restructuring) occurs such that an adjustment is determined by the Administrator (in its sole discretion) to be appropriate in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Plan, then the Administrator shall, in such manner as it may deem equitable, adjust the number and class of Common Stock which have been authorized for issuance under the Plan but have not yet been placed under option (collectively, the “Reserves”), the Maximum Share Amount, the number and class of Common Stock covered by each outstanding option, and the purchase price per share of Common Stock covered by each option which has not yet been exercised.

(note) On the Purchase Date, using the funds accumulated by means of the Participants’ authorized payroll deductions or other contributions during the applicable purchase period, the Participants may purchase Common Stock at the purchase price, which shall be currently equal to 85% of the lower of the fair market value of a share of Common Stock on (a) the Offering Date (i.e. grant date; May 1, 2026) and (b) the Purchase Date (October 30, 2026, April 30, 2027, October 29, 2027 and April 28, 2028 for this Offering). Accordingly, as of the filing day of this document, 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 contributions during the Offering Period shall be US \$21,250 multiplied 2 (years), multiplied by the number of Eligible Employees Outside of Japan (12,397) (=US \$526,872,500)) divided by 85% (US \$77.38 (JPY 12,380)) of the closing price of the Common Stock as reported on the Nasdaq on March 4, 2026 (US \$91.03 (JPY 14,564)).

(e) Amount of Payment upon Exercise of Stock Purchase Rights: US \$77.38 (JPY 12,380) per Stock Purchase Right.

Total Amount of Payment upon Exercise of Stock Purchase Rights: US \$526,872,500 (JPY 84,294,331,275)

(note) In the event that any dividend or other distribution, reorganization, merger, consolidation, combination, repurchase, or exchange of Common Stock or other securities of the Company, or other change in the corporate structure of the Company affecting Common Stock (other than an Equity Restructuring) occurs such that an adjustment is determined by the Administrator (in its sole discretion) to be appropriate in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Plan, then the Administrator shall, in such manner

as it may deem equitable, adjust the number and class of Common Stock which have been authorized for issuance under the Plan but have not yet been placed under option (collectively, the “Reserves”), the Maximum Share Amount, the number and class of Common Stock covered by each outstanding option, and the purchase price per share of Common Stock covered by each option which has not yet been exercised.

(note) As stated above, since the “Amount of Payment upon Exercise of Stock Purchase Rights” has not yet been determined, 85% (US \$77.38 (JPY 12,380)) of the closing price of the Company’s Common Stock as reported on the Nasdaq on March 4, 2026 (US \$91.03 (JPY 14,564)) is inserted for convenience. (See above note under (B)(2)(d)-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 Participants during the Offering Period (See above note under (B)(2)(d)-3).

(f) Exercise Period of Stock Purchase Rights: October 30, 2026, April 30, 2027, October 29, 2027 and April 28, 2028.

(note) The Stock Purchase Rights shall be automatically exercised on each Purchase Date.

(g) Terms and Conditions for Exercise of Stock Purchase Rights: As described in the Plan.

(h) Amount to be Transferred into Capital (the issue price of shares if issued upon Exercise of Stock Purchase Rights): \$0.001 (¥0.2) per share.

(i) Matters Relating to Transfer of Stock Purchase Rights: Not transferable.

(3) Method of Issuance of Stock Purchase Rights: The Stock Purchase Rights are to be offered to 12,397 Eligible Employees Outside of Japan under the Plan.

(4) Name of Underwriter or Person/Agent Making Secondary Offering: Not applicable.

(5) Areas Where Offering or Secondary Offering Is Made (Outside Japan):

Australia, Belgium, Canada, China, Czech Republic, Denmark, Finland, France, Germany, Hong Kong, India, Ireland, Israel, Italy, Korea, Luxembourg, Malaysia, Mexico, Netherlands, New Zealand, Norway, Singapore, Spain, Switzerland, Thailand, United Kingdom, 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

Amount of Proceeds: US\$ 526,872,500 (JPY 84,294,331,275).

(note) The amount of proceeds is the sum of the total issue price of the Stock Purchase Rights and the amount of payment upon exercise of the Stock Purchase Rights, US\$ 526,872,500 (JPY 84,294,331,275), net of \$0 (JPY 0) which is the approximate amount of various related expenses for the new issuance of shares.

Use of Proceeds: The net proceeds realized from the exercise of Stock Purchase Rights (US\$ 526,872,500 or JPY 84,294,331,275) 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**: May 1, 2026

(8) **Name of Securities Market to List on in Case of Listing the Securities**: Not applicable.

(9) **Matters Relating to MSPSO**

(a) Nature of MSPSO: Please see (A)(1)(a) above.

(b) Reason for the Decision to Use MSPSO as a Method of Funding: Please see (A)(1)(b) above.

(c) Content of Agreement to be Made Between the planned Offerees and the Company Concerning the Exercise of MSPSO: Please see (A)(1)(d) above.

(d) Content of Agreement to be Made Between the planned Offerees and the Company Concerning the Trade of the Company's Stock: Not applicable.

(e) Content of Agreement to be Made Between the planned Offerees and the Company's Special Interested Parties, among Others, Concerning Stock Lending, if Any: Not applicable.

(f) Other Matters Essential for Investor Protection: Not applicable.

(10) **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 \$18,787 millions (JPY 3,005,732 millions) as of December 31, 2025.

(b) Number of Outstanding Shares:

Common stock: 448 million shares as of February 13, 2026