

【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8日

【会社名】 HP インク
(HP Inc.)

【代表者の役職氏名】 シニア・ヴァイス・プレジデント兼ゼネラル・カウンセル代理
エイミー・フォックス
(Amy Fox, Senior Vice President and Deputy General Counsel)

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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

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(外国法共同事業)

【電話番号】 03-6271-9900

【縦覧に供する場所】 なし

注記

1. 文脈上別段の記載がある場合を除き、本書において「当社(Company)」、「HPインク(HP Inc.)」又は「HP」とは、HPインク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 = 152.95円の換算率(2026年2月13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】

2026年3月1日、HPインク（以下「当社」又は「Company」という。）は、2020年1月15日付で当社の取締役会（以下「Board」という。）の人事及び報酬委員会（以下「委員会」又は「Committee」という。）の決議により採択され、2020年5月12日付で当社の株主によって承認され、さらにその改訂が2025年6月11日付で委員会の決議により採択されたHPインク2021年従業員株式購入プラン（2025年6月11日改訂済）（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。

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 (“*MSPSO*”).

(a) Nature of MSPSO

A new Offering Period will commence on the first Trading Day on or after March 15 and September 15 of each year, or on such other date as the Committee shall determine. For this offering, the Offering Period shall commence on March 15, 2026 and end on September 14, 2026. Using the funds accumulated by means of the eligible employees’ authorized payroll deductions at the maximum rate of 10% during the applicable Offering Period, the eligible employees may purchase the Common Stock at the Purchase Price, which shall be equal to 95% of the Fair Market Value* of the Common Stock on the Purchase Date (September 14, 2026). As to the election to participate in the Plan and the authorization of the payroll deduction rate, each eligible employee is required to follow an electronic or other enrollment process as prescribed by the Committee.

***Fair Market Value** shall be the closing sales price for the Common Share (or the closing bid, if no sales were reported) as quoted on the NYSE on the date of determination if that date is a Trading Day, or if that day is not a Trading Day, the last market Trading Day prior to the date of determination, as reported in The Wall Street Journal or such other source as the Committee deems reliable.

Under the Plan, if the Purchase Price of a share of Common Stock (calculated as set forth below) decreases, the aggregate number of the shares to be issued by the Company, upon exercise of the Stock Purchase Rights, will increase. The aggregate amount of money to be acquired by the Company upon exercise of the Stock Purchase Rights will not decrease despite any decrease in the purchase price.

Under the Plan, the Purchase Price means 95% of the fair market value of a share of Common Stock on the Purchase Date (September 14, 2026), which is the last trading day of the Offering Period.

The maximum number of shares that may be issued, pursuant to the Plan, shall total fifty million (50,000,000).

The purpose of the Plan is to provide an opportunity for employees of the Company and its Designated Affiliates to purchase Common Stock and thereby to have an additional incentive to contribute to the

prosperity of the Company. Therefore, there is no lower limit with respect to the purchase price and the amount of funding. Certain Stock Purchase Rights may not be exercised according to 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 Plan was approved by the meeting of shareholders of the Company and is intended to provide an opportunity for Employees of the Company and its Designated Affiliates to purchase Common Stock and thereby to have an additional incentive to contribute to the prosperity of the Company. The Plan provides that maximum number of shares that may be issued, pursuant to the Plan, shall total fifty million (50,000,000), and during any offering period, no participant may be granted an option to purchase shares of the Common Stock which exceeds 5,000 shares or at a rate of which exceeds US\$ 25,000 of the Fair Market Value of such Common Stock. Accordingly, the dilutive effect is mitigated to a certain extent.

(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 Board or the Committee.

(e) Content of Agreement to be Made Between the Offerees and the Company Concerning the Trade of the Company's Common 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) **Description of Stock Purchase Rights, etc.:**

- (a) Number of Stock Purchase Rights Granted: 78,399 (Estimated number. The number of Stock Purchase Rights issued is equivalent to the number of shares of the 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 Offering Period (March 15, 2026 through September 14, 2026) has not yet been determined, and therefore, assuming that all Eligible Employees in Japan participate and contribute the maximum amount of 10% of their compensation, the estimated maximum amount of contributions during the Offering Period (from March 15, 2026 and end on September 14, 2026) shall be US\$ 1,355,531 (JPY 207,328,461). For convenience, the "Number of Stock Purchase Rights Granted" shall be calculated by dividing the above estimated maximum amount of contributions by 95% (US\$ 17.29 (JPY 2,645)) of the closing price of the Common Stock as reported on the NYSE on February 24, 2026 (US\$ 18.20 (JPY 2,784)).

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

- (c) Total Issue Price: US\$ 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 (\$0.01) Common Stock of HP Inc.

(note) Common Stock issued hereunder will be newly issued shares or treasury shares.

(note) If after the grant of an option, but prior to the purchase of Common Stock under the option, there is any increase or decrease in the number of outstanding shares of Common Stock because of a stock split, stock dividend, combination or recapitalization of shares subject to options, the number of shares to be purchased pursuant to an option, the price per share of Common Stock covered by an option and the maximum number of shares specified in Section 7.1 of the Plan may be appropriately adjusted by the Board, and the Board shall take any further actions which, in the exercise of its discretion, may be necessary or appropriate under the circumstances.

2. Description of Shares:

Dividend Rights: Subject to the rights of the holders of any share of any series of Preferred Stock (or any similar stock), the holders of Common Stock shall be entitled to receive, when, as and if declared by the Board out of funds legally available for the purpose, quarterly dividends payable in cash on the first day of March, June, September and December in each year.

Voting Rights: Each stockholder is entitled to one vote for each share of capital stock registered in such stockholder's name on the books of HP on the record date fixed for determination of stockholders entitled to vote at such meeting.

Liquidation Rights: The holders of Common Stock are entitled to receive any distributions.

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 Eligible Employees in Japan through payroll deductions during each Offering Period by the Purchase Price in effect for that Offering Period.

78,399 shares in total, if all of the Stock Purchase Rights are exercised (estimated number).

(note) If after the grant of an option, but prior to the purchase of Common Stock under the option, there is any increase or decrease in the number of outstanding shares of Common Stock because of a stock split, stock dividend, combination or recapitalization of shares subject to options, the number of shares to be purchased pursuant to an option, the price per share of Common Stock covered by an option and the maximum number of shares specified in Section 7.1 of the Plan may be appropriately adjusted by the Board, and the Board shall take any further actions which, in the exercise of its discretion, may be necessary or appropriate under the circumstances.

(note) On the exercise date of the Stock Purchase Rights, using the funds accumulated by means of the authorized payroll deductions of the Eligible Employees in Japan during the applicable Offering Period, the Eligible Employees in Japan may purchase the Common Stock at the Purchase Price, which shall be equal to 95% of the closing selling price of the Common Stock as reported on the NYSE 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, assuming that all Eligible Employees in Japan participate and contribute the maximum amount of 10% of their compensation, the estimated maximum amount of contributions during the Offering Period (from March 15, 2026 and end on September 14, 2026) shall be US\$ 1,355,531 (JPY 207,328,461). For convenience, the "Number of Shares subject to Stock Purchase Rights" shall be calculated by dividing the above estimated maximum amount of contributions by 95% (US\$ 17.29 (JPY 2,645)) of the

closing price of the Common Stock as reported on the NYSE on February 24, 2026 (US\$ 18.20 (JPY 2,784)). See above note under (2)(a)).

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

US\$ 17.29 (JPY 2,645) per Stock Purchase Right.

Total Amount of Payment upon Exercise of Stock Purchase Rights: US\$1,355,531(JPY 207,328,461)

(note) If after the grant of an option, but prior to the purchase of Common Stock under the option, there is any increase or decrease in the number of outstanding shares of Common Stock because of a stock split, stock dividend, combination or recapitalization of shares subject to options, the number of shares to be purchased pursuant to an option, the price per share of Common Stock covered by an option and the maximum number of shares specified in Section 7.1 of the Plan may be appropriately adjusted by the Board, and the Board shall take any further actions which, in the exercise of its discretion, may be necessary or appropriate under the circumstances.

(note) As provided above, given that the “Amount of Payment upon Exercise of Stock Purchase Rights” has not yet been determined, 95% (US\$ 17.29 (JPY 2,645)) of the closing price of the Common Stock as reported on the NYSE on February 24, 2026 (US\$ 18.20 (JPY 2,784)) is inserted for convenience. The actual Purchase Price shall be equal to 95% of the Fair Market Value of the Common Stock on the Purchase Date (September 14, 2026). (See above note under (2)(d)-3).*

(note) As provided above, given that 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 Offering Period (See above note under (2)(d)-3).

(f) Exercise Period of Stock Purchase Rights:

September 14, 2026

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

(g) Terms and Conditions of Stock Purchase Rights:

Satisfaction of the eligibility as a participant to the Plan and the payroll deduction being accumulated to acquire the Common Stock.

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

US\$0.01 (JPY2) 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 472 Eligible Employees in Japan of HP Japan Inc.

(4) Relationship between the Counterparties to the Solicitation and the Filing Company

HP Japan Inc. is a Japanese corporation, indirectly owned subsidiary 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 Board or the Committee.

(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 MSPSO.

Nature of MSPSO: Please refer to (A)(1)(a) “Nature of MSPSO” above.

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

- (a) Number of Stock Purchase Rights Granted: 11,249,534 (Estimated number. The number of Stock Purchase Rights issued is equivalent to the number of shares of the 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 Offering Period (March 15, 2026 through September 14, 2026) has not yet been determined, and therefore, assuming that all Eligible Employees Outside of Japan participate and contribute the maximum amount of 10% of their compensation, the estimated maximum amount of contributions during the Offering Period (from March 15, 2026 and end on September 14, 2026) shall be US\$ 194,504,459 (JPY 29,749,457,003). For convenience, the “Number of Stock Purchase Rights Granted” shall be calculated by dividing the above estimated maximum amount of contributions by 95% (US\$ 17.29 (JPY 2,645)) of the closing price of the Common Stock as reported on the NYSE on February 24, 2026 (US\$ 18.20 (JPY 2,784)).

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

- (c) Total Issue Price: US\$ 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 (\$0.01) Common Stock of HP Inc.

(note) Common Stock issued hereunder will be newly issued shares or treasury shares.

(note) If after the grant of an option, but prior to the purchase of Common Stock under the option, there is any increase or decrease in the number of outstanding shares of Common Stock because of a stock split, stock dividend, combination or recapitalization of shares subject to options, the number of shares to be purchased pursuant to an option, the price per share of Common Stock covered by an option and the maximum number of shares specified in Section 7.1 of the Plan may be appropriately adjusted by the Board, and the Board shall take any further actions which, in the exercise of its discretion, may be necessary or appropriate under the circumstances.

2. Description of Shares:

Please refer to (A)(2)(d)2.

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 Eligible Employees Outside of Japan through payroll deductions during each Offering Period by the Purchase Price in effect for that Offering Period.

11,249,534 shares in total, if all of the Stock Purchase Rights are exercised (estimated number).

(note) If after the grant of an option, but prior to the purchase of Common Stock under the option, there is any increase or decrease in the number of outstanding shares of Common Stock because of a stock split, stock dividend, combination or recapitalization of shares subject to options, the number of shares to be purchased pursuant to an option, the price per share of Common Stock covered by an option and the maximum number of shares specified in Section 7.1 of the Plan may be appropriately adjusted by the Board, and the Board shall take any further actions which, in the exercise of its discretion, may be necessary or appropriate under the circumstances.

(note) On the exercise date of the Stock Purchase Rights, using the funds accumulated by means of the authorized payroll deductions of the Eligible Employees Outside of Japan during the applicable Offering Period, the Eligible Employees Outside of Japan may purchase the Common Stock at the Purchase Price, which shall be equal to 95% of the closing selling price of the Common Stock as reported on the NYSE 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, assuming that all Eligible Employees Outside of Japan participate and contribute the maximum amount of 10% of their compensation, the estimated maximum amount of contributions during the Offering Period (from March 15, 2026 and end on September 14, 2026) shall be US\$ 194,504,459 (JPY 29,749,457,003). For convenience, the “Number of Shares subject to Stock Purchase Rights” shall be calculated by dividing the above estimated maximum amount of contributions by 95% (US\$ 17.29 (JPY 2,645)) of the closing price of the Common Stock as reported on the NYSE on February 24, 2026 (US\$ 18.20 (JPY 2,784)). See above note under (2)(a)).

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

US\$ 17.29 (JPY 2,645) per Stock Purchase Right.

Total Amount of Payment upon Exercise of Stock Purchase Rights: US\$ 194,504,459 (JPY 29,749,457,003)

(note) If after the grant of an option, but prior to the purchase of Common Stock under the option, there is any increase or decrease in the number of outstanding shares of Common Stock because of a stock split, stock dividend, combination or recapitalization of shares subject to options, the number of shares to be purchased pursuant to an option, the price per share of Common Stock covered by an option and the maximum number of shares specified in Section 7.1 of the Plan may be appropriately adjusted by the Board, and the Board shall take any further actions which, in the exercise of its discretion, may be necessary or appropriate under the circumstances.

(note) As stated above, since the “Amount of Payment upon Exercise of Stock Purchase Rights” has not yet been determined, 95% (US\$ 17.29 (JPY 2,645)) of the closing price of the Common Stock as reported on the NYSE on February 24, 2026 (US\$ 18.20 (JPY 2,784)) is inserted for convenience. The actual Purchase Price shall be equal to 95% of the Fair Market Value of the Common Stock on the Purchase Date (September 14, 2026). (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 Eligible Employees Outside of Japan during the Offering Period (See above note under (2)(d)-3).

(f) Exercise Period of Stock Purchase Rights:

September 14, 2026

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

(g) Terms and Conditions of Stock Purchase Rights:

Satisfaction of the eligibility as a participant to the Plan and the payroll deduction being accumulated to acquire the Common Stock.

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

US\$0.01 (JPY2) 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 48,164 Eligible Employees Outside of Japan under the Plan who are employed by the Company and one or more of its Designated Affiliate (outside Japan).

(4) **Name of Underwriter or Person/Agent Making Secondary Offering**

N/A.

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

Australia, Austria, Belgium, Brazil, Bulgaria, Canada, Chile, China, Costa Rica, Czechia, Denmark, Finland, France, Germany, Greece, Hong Kong, Hungary, India, Ireland, Israel, Italy, Korea, Luxembourg, Malaysia, Mexico, the Netherlands, New Zealand, Norway, Peru, Philippines, Poland, Portugal, Puerto Rico, Romania, Saudi Arabia, Singapore, Slovakia, Spain, Sweden, Switzerland, Taiwan, Thailand, Türkiye, the United Arab Emirates, the United Kingdom and the United States

(6) **Use of Proceeds from the New Issuance of Shares**

Amount of Proceeds: US\$ 194,494,459 (JPY 29,747,927,503)

(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\$ 194,504,459 (JPY 29,749,457,003), net of US\$ 10,000 (JPY 1,529,500) 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\$ 194,494,459 (JPY 29,747,927,503)) 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**

March 15, 2026

(8) **Name of Securities Market to List on in Case of Listing the Securities**

N/A

(9) **Matters Relating to MSPSOs**

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

Please refer to (A)(1)(b).

(ii) 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.

(iii) Content of Agreement to be Made Between the Offerees and the Company Concerning the Exercise of MSPSO

Please refer to (A)(1)(c).

(iv) Content of Agreement to be Made Between the Offerees and the Company Concerning the Trade of the Company's Common Stock

Not applicable.

(v) 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.

(vi) 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 \$2,216 million (JPY 338,937 million) as of January 31, 2026.

(b) Number of Outstanding Shares:

Common stock: 914,550,199 shares as of February 20, 2026.