



April 21, 2026

To whom it may concern:

Company	Rigaku Holdings Corporation
Representative	President and CEO Jun Kawakami (TSE Prime Market, Stock Code: 268A)
Contact	Chief Financial Officer Akihiko Miki
TEL.	+81-3-5312-7079

### **Notice of Capital and Business Alliance Agreement with Onto Innovation Inc., and Changes in the Largest and Principal Shareholder and Other Affiliated Company**

Rigaku Holdings Corporation (the “Company”) hereby announces that on April 20, 2026, the Company has resolved to enter into a capital and business alliance agreement as of today with Onto Innovation Inc. (“Onto Innovation”) subject to the acquisition by Onto Innovation of the Company shares owned by Atom Investment, L.P. (“Atom”) being the condition precedent for the effectuation (the “Capital and Business Alliance Agreement”; and the capital and business alliance pursuant to the Capital and Business Alliance Agreement shall hereinafter be referred to as the “Capital and Business Alliance”) as described below.

The Company also hereby announces that in relation to the above, Onto Innovation and Atom agreed today that the transfer of part of the Company shares owned by Atom to Onto Innovation (the “Share Transfer”); accordingly, in connection with the implementation of the Share Transfer, it is expected that there will be changes in the Company’s largest and principal shareholder and other affiliated company.

#### **I. Overview of the Capital and Business Alliance**

##### **1. Background and Purpose of the Capital and Business Alliance**

The Company, as a manufacturer of industrial and research analysis equipment with more than 2,000 employees worldwide holding leading-edge technologies, including X-ray analysis as its core technology, is committed to realizing innovations “To Improve Our World by Powering New Perspectives”. In its semiconductor process control business which is the main driver of the current growth strategy, the Company serves customers’ metrology needs in the advanced semiconductor domain and has developed competitive metrology instruments leveraging its advanced X-ray core technologies. Through the delivery of these solutions to customers in a timely manner, the business has continued robust revenue growth of approximately 20% on an annual basis.

Onto Innovation is a leader in process control, combining global footprint with an expanded portfolio of leading-edge technologies that includes un-patterned wafer quality, 3D metrology spanning chip features from nanometer scale transistors to large die interconnects, macro defect inspection of wafers and packages, metal interconnect composition, factory analytics, and lithography for advanced semiconductor packaging.

In order to meet the growing needs for semiconductor metrology in connection to rapid technological innovation in the semiconductor industry in recent years including miniaturization, integration of multiple materials and multi-layering, the

Company launched a joint development effort with Onto Innovation focusing on hybrid metrology solutions in May 2025, combining the Company's CD-SAXS product line and Onto Innovation's analytical software.

In connection with the transfer to Onto Innovation of 61,123,436 shares of the Company (27.0% of total shares outstanding as of March 31, 2026, excluding treasury shares) out of 95,140,800 shares of the Company held by Atom, the Company has decided to enter into the Capital and Business Alliance with Onto Innovation to strengthen the collaborative relationship.

The purpose of the Capital and Business Alliance is to expand the scope of the collaboration between the two parties for strengthening the technological and product complementarity, and also to enhance competitiveness in the market, where increasingly sophisticated customer requirements and growing complexity in semiconductor manufacturing is expected, through the joint development of hybrid metrology solutions for next-generation semiconductors (AI, advanced logic, advanced memory and advanced packaging).

The Capital and Business Alliance is highly aligned with the Company's growth strategy, and also contributes to sustainable growth and corporate value enhancement of the Company, as not only do the Company and Onto Innovation share strong technological complementarity, but also the Capital and Business Alliance will enable the Company to accelerate its full-scale entry into the back-end process that will expand growth opportunities, to strengthen the ability to build software- and AI-driven solutions, and to enhance customer engagement capabilities, cross-selling to Onto Innovation's customer base.

Through the Capital and Business Alliance, both the Company and Onto Innovation intend to maximize corporate value by accelerating the realization of business synergies between the two groups across a broad range of fields beyond the semiconductor process control domain, and to build and establish a new market with an estimated Serviceable Available Market (SAM) of at least USD300 million by 2030.

## 2. Details of the Capital and Business Alliance

The two groups have agreed to implement the following initiatives, and will discuss the details in the future, in order to develop and expand the businesses of the two groups through the full use of the management resources and expertise.

### (1) Details of the business alliance

The contemplated collaborations under the Capital and Business Alliance are outlined below:

- Expansion of the scope of collaboration, based on the ongoing joint development of hybrid metrology solutions, into research and development, market roll-out and manufacturing and supply chain
  - Research and development: to engage in more extensive technological collaboration including software, data analytics, materials analysis and inspection technologies, in addition to joint development initiatives in advanced logic / memory / packaging fields
  - Go-to-Market: to promote market penetration of the Company's products by utilizing the broad customer base and sales channels of Onto Innovation, as well as expanding capabilities to address a wider range of customer needs through cross-selling and collaborations in after-sales services
  - Manufacturing and supply chain: to consider potential enhancement of manufacturing and supply capabilities in Asia in order to meet growing demand for AI semiconductors, as well as exploring opportunities for further collaborations utilizing manufacturing and procurement networks of both parties

### (2) Details of the capital alliance

The Company and Onto Innovation have confirmed in the Capital and Business Alliance Agreement that, through the Share Transfer to be implemented in the second half of 2026 pursuant to a share transfer agreement executed between Onto Innovation and Atom as of the same date as the execution date of the Capital and Business Alliance Agreement subject to customary closing conditions, including receipt of required regulatory approvals, Onto Innovation will acquire 61,123,436 shares of the Company held by Atom (27.0% of the total number of shares outstanding as of March 31, 2026, excluding treasury shares; the "Shares").

(3) Material agreements in connection with the Capital and Business Alliance

In the Capital and Business Alliance Agreement, the Company reached the following agreements with Onto Innovation subject to the completion of the Share Transfer pursuant to which Onto Innovation will acquire 61,123,436 shares of the Company (the “Agreements”).

① Agreement on the Company’s management policy

In the Capital and Business Alliance Agreement, Onto Innovation has agreed to respect the Company’s mission, vision and values, to maintain the Company’s managerial autonomy and independence as a publicly listed company, and to respect the common interests of all shareholders, including minority shareholders other than Onto Innovation. In addition, the Company and Onto Innovation have agreed that, after the lapse of a certain period following the execution date of the Share Transfer (the “Transfer Restriction Period”), they shall hold consultations in good faith regarding the Company’s capital policy, upon request of the other party.

② Agreement on restriction on transfer of the Company shares by Onto Innovation

Onto Innovation has agreed that, during the Transfer Restriction Period, Onto Innovation shall not transfer or otherwise dispose of the Company shares held by Onto Innovation without prior written consent of the Company.

③ Agreement on restriction on additional acquisition of the Company shares by Onto Innovation

During the Transfer Restriction Period, Onto Innovation has agreed that, without prior written consent of the Company, Onto Innovation shall not, directly or indirectly, either individually or jointly with any other party acting in concert with Onto Innovation, acquire any shares of the Company, make any proposal to acquire such shares (including any public announcement of an intention to acquire such shares), or enter into any agreement with any third party with respect to the exercise of voting rights pertaining to such shares.

④ Agreement on maintaining the shareholding ratio of the Company shares held by Onto Innovation

Onto Innovation shall have the right, in principle, unless the Company shares held by Onto Innovation fall below 50% of the Shares, to subscribe for the number of the Company shares required to maintain the shareholding ratio in the event that the Company issues new shares.

⑤ Agreement to the effect that Onto Innovation shall have the right to nominate candidates for the Company’s officers

In the Capital and Business Alliance Agreement, the parties have agreed that Onto Innovation may recommend to the Company one candidate for director who is not an executive director of the Company (the “Onto Nominated Director”), and that the Company shall nominate the Onto Nominated Director as a candidate for a director, unless the Company shares held by Onto Innovation fall below 50% of the Shares. As of today, Mr. Michael Plisinski, Onto Innovation’s Chief Executive Officer, is set to be recommended as the Onto Nominated Director.

The purpose of the Agreements is to promote the establishment and deepening of the collaborative relationship between Onto Innovation and the Company toward creation of business synergies as described earlier through the Capital and Business Alliance, and thus the Company’s management autonomy and independence will be ensured as Onto Innovation’s voting rights ratio for the Company shares under the Capital and Business Alliance will be maintained. Accordingly, the Company believes that the impact on its governance will be minor.

3. Overview of the Capital and Business Alliance Partner

(1) Name	Onto Innovation Inc.
(2) Address	16 Jonspin Road, Wilmington, MA 01887
(3) Title and name of representative	Michael Plisinski (Chief Executive Officer)

(4) Business outline	Development, manufacturing and sales of inspection and analysis equipment for semiconductor wafers, process control tools, and control and analytics software		
(5) Total paid-in capital (Unit: 1,000 USD)	1,366,883		
(6) Date of establishment	October 25, 2019 (upon merger between Nanometrics and Rudolph Technologies)		
(7) Major shareholders and shareholding ratio (those holding 5% or more of the total shares outstanding)	BlackRock, Inc.	12.6%	
	The Vanguard Group	10.6%	
(8) Relationship with the Company	Capital relationship	Not applicable	
	Personnel relationship	Not applicable	
	Business relationship	Joint development of hybrid metrology solutions in the semiconductor process control domain	
(9) Consolidated business results and financial position for the most recent three years (Unit: 1,000 USD unless otherwise noted)			
Accounting period	FY2023	FY2024	FY2025
Total Stockholders' Equity	1,736,535	1,925,882	2,100,647
Total Assets	1,909,712	2,117,091	2,367,741
Revenue	815,868	987,321	1,005,263
Operating Income	116,078	187,103	132,927
Net Income	121,159	201,670	136,759
Earnings Per Share (Diluted, USD)	2.46	4.06	2.78

(Note 1) Total paid-in capital: Common stock + Additional paid-in capital

#### 4. Schedule

(1) Date of resolution of the Board of Directors	April 13, 2026
(2) Execution date of the Capital and Business Alliance Agreement	April 21, 2026
(3) Implementation date of the Share Transfer	Second half of 2026 (scheduled)

(Note 1) The Board of Directors, as noted in (1), resolved to delegate the authority to make the final decision to enter into the Capital and Business Alliance Agreement to President and CEO, Jun Kawakami, and on April 20, 2026, President and CEO, Jun Kawakami, made the final decision to enter into the Capital and Business Alliance Agreement based on such delegation.

#### 5. Outlook

The impact of the Capital and Business Alliance and the Share Transfer on the Company's business results for the fiscal year ending December 31, 2026 is expected to be minor, however, it is believed to contribute to the enhancement of the Company's corporate value in the medium to long term. The Company will promptly disclose any matters requiring timely disclosure if they arise.

## II. Changes in the Largest and Principal Shareholder and Other Affiliated Company

### 1. Circumstances Leading to the Changes

As stated in “(2) Details of the capital alliance” in “2. Details of the Capital and Business Alliance” in “I. Overview of the Capital and Business Alliance” above, the Share Transfer will result in changes in the largest and principal shareholder and other affiliated company of the Company.

Specifically, if the Share Transfer is completed, Atom will no longer be the largest and principal shareholder.

On the other hand, it is expected that, as a result of the Share Transfer, Onto Innovation will become the largest and principal shareholder and other affiliated company of the Company.

### 2. Overview of Shareholders Subject to Change

- (1) Overview of the shareholder who will be the new largest and principal shareholder and other affiliated company of the Company

(1) Name	Onto Innovation Inc.
----------	----------------------

For address and other overview, please see “3. Overview of the Capital and Business Alliance Partner” in “I. Overview of the Capital and Business Alliance.”

- (2) Overview of the shareholder who will no longer be the largest and principal shareholder and other affiliated company (as of March 31, 2026)

(1) Name	Atom Investment, L.P.	
(2) Address	Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9008, Cayman Islands	
(3) Grounds for establishment, etc.	Exempted Limited Partnership (LPS) under Cayman Islands law	
(4) Outline of managing partner	Name	Atom Investment GP, L.L.C.
	Address	c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801, U.S.A.
	Title and name of representative	Vice President Susan Bass
	Business outline	Investment as a general partner of the limited partnership
(5) Relationship between Listed company and the shareholder	Investment status between the listed company and the shareholder	Atom Investment, L.P. held a 42.03% of ownership ratio of voting rights as of March 31, 2026
	Relationship between the listed company and the managing partner	Not applicable; One of the directors of the Company is an officer or employee of Carlyle Japan, LLC, which belongs to The Carlyle Group that holds and manages all of the equity interests in Atom Investment, L.P.

(Note 1) The ownership ratio of voting rights is calculated based on a total of 226,383,099 issued shares of the Company, excluding treasury shares, as of March 31, 2026, and is rounded to the nearest second decimal place.

### 3. Number of Voting Rights and Ownership Ratio of Voting Rights Owned by the Shareholders Before and After the Change

#### (1) Onto Innovation

	Attribute	Number of voting rights (Ownership ratio of voting rights)			Large shareholder rank
		Directly owned	Amount subject to aggregation	Total	
Before change	—	—	—	—	—
After change	Largest and principal shareholder and other affiliated company	611,234 (27.00%)	—	611,234 (27.00%)	First

#### (2) Atom

	Attribute	Number of voting rights (Ownership ratio of voting rights)			Large shareholder rank
		Directly owned	Amount subject to aggregation	Total	
Before change	Largest and principal shareholder and other affiliated company	951,408 (42.03%)	—	951,408 (42.03%)	First
After change	Principal shareholder	340,173 (15.03%)	—	340,173 (15.03%)	Second

(Note 1) The ownership ratio of voting rights is calculated based on a total of 226,383,099 issued shares of the Company, excluding treasury shares, as of March 31, 2026, and is rounded to the nearest second decimal place. The large shareholder rank is based on the Company's shareholder register as of December 31, 2025.

#### 4. Scheduled Date of Changes

The Share Transfer is scheduled to be executed during the second half of 2026, upon completion of customary procedures including obtaining relevant regulatory approvals.

#### 5. Change in Non-listed Parent Company, etc. Subject to Disclosure

Not applicable.

#### 6. Outlook

The impact of the changes on the Company's business results is expected to be minor. The impact of the Capital and Business Alliance and the Share Transfer on the Company's business results is as stated in "I. 5. Outlook" above.

End



**Rigaku**

**Capital and Business Alliance Agreement  
with Onto Innovation Inc.**

**Rigaku Holdings Corporation April 21, 2026**

# Onto Innovation's Equity Investment in Rigaku and Capital and Business Alliance Agreement



## Equity Investment

- As part of the Capital and Business Alliance Agreement, Onto Innovation Inc. ("Onto Innovation") has agreed to acquire a portion of Rigaku's shares from Atom Investment, L.P., a major shareholder of Rigaku
  - Number / % of total shares outstanding to be acquired : 61,123,436 shares / 27.0 %<sup>(1)</sup>
  - Expected Share Acquisition Timing: Second Half of 2026, subject to regulatory approvals

## Capital and Business Alliance Agreement

- Rigaku and Onto Innovation executed a Capital and Business Alliance Agreement
- Accelerating Rigaku's growth strategy focused on Semiconductor Process Control Instruments Business
  - By combining Rigaku's X-ray technologies with Onto Innovation's complementary optical metrology and analytical software, we intend to enhance metrology solutions for next-gen semiconductors and expand our business domains
  - Rigaku and Onto Innovation are already collaborating on hybrid metrology solutions integrating Rigaku's CD-SAXS with Onto Innovation's analytics software, and the Alliance is expected to further accelerate and broaden the initiative
- Addressing the market, where increasingly sophisticated customer requirements and growing complexity in semiconductor manufacturing is expected
  - Strengthening competitiveness by establishing a new position in the semiconductor process control domain
- Rigaku will maintain its independence as a publicly listed company under stable, long-term partnership

Note:

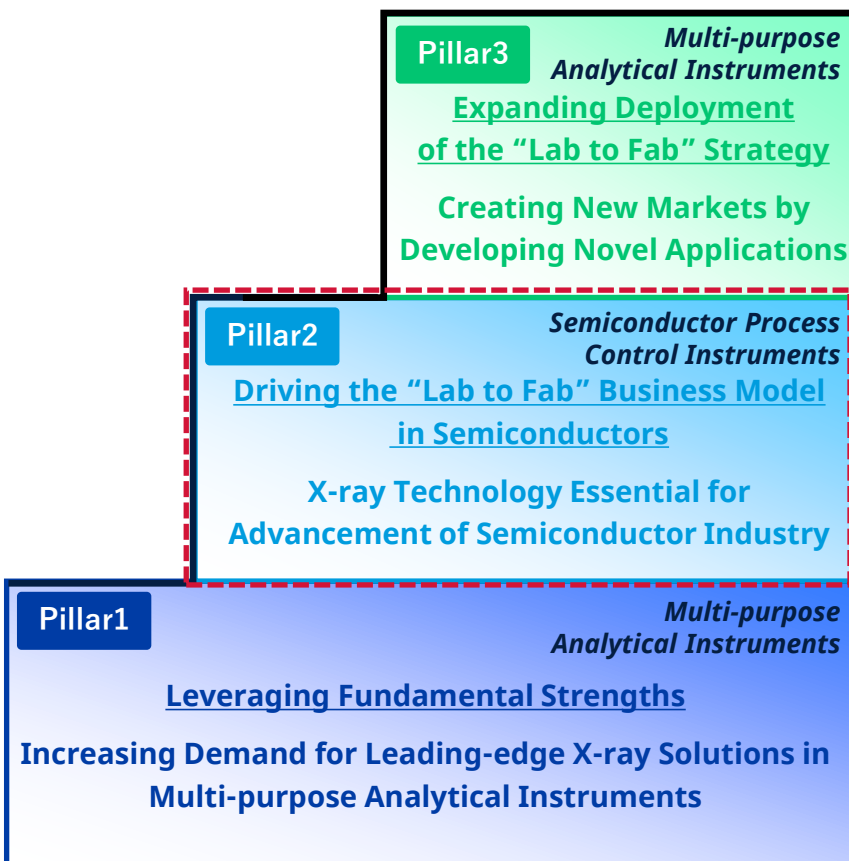
1: Based on total shares outstanding as of March 31, 2026, excluding treasury shares

# Rigaku's Growth Strategy and Positioning of Semiconductor Process Control Equipment Business



Semiconductor process control instruments business (Pillar 2) serves as key driver of Rigaku's mid-term growth strategy  
 Joint development with Onto Innovation on hybrid metrology solution combining strengths of X-ray and optical technologies initiated in May 2025  
 The Alliance is expected to expand the scope of collaboration and strengthen Rigaku's competitiveness in the market

## Growth Strategy Concept (3 Pillars of Growth)



## Strategic Roadmap for Advanced Semiconductor Metrology Needs

	Advanced Metrology Needs	R&D and Commercialization Roadmap		
		2025	2026	2027
<b>Logic</b>	<ul style="list-style-type: none"> <li>3D Structure Measurement (GI-SAXS)</li> </ul>	Next Generation Logic XTRAIA CD-3200G (Low Energy GI-SAXS) - Under Development		★ Mass Production
<b>Logic / Memory</b>	<ul style="list-style-type: none"> <li>Si/SiGe Superlattice Analysis</li> <li>High-k/Metal Gate Ultrathin Film Measurement</li> <li>Ultrathin Film Analysis for Light Elements</li> </ul>	Common to Next Generation Logic and Memory		
		XTRAIA XD (HR-XRD)	★ Mass Production	
		XTRAIA MF-3400(XRF/XRD Multifunction GEN4)	★ Mass Production	
		ONYX 3200 Light-element Capability	★ Mass Production	
<b>Memory</b>	<ul style="list-style-type: none"> <li>DRAM/NAND HAR (Deep Trench) Metrology</li> </ul>	Next Gen Memory XTRAIA CD-3200T	★ Mass Production	XTRAIA CD-3300T (T-SAXS) Under Development ★ Mass Production
<b>Advanced Packaging</b>	<ul style="list-style-type: none"> <li>Defect Detection in Advanced HBM / CoWoS Packages (Bumps/TSVs)</li> </ul>	AXI(Advanced X-ray Inspection): Alpha System in Demo (Beta System Under Development)	Beta System Under Customer Review	★ Mass Production
<b>Hybrid Metrology</b>	<ul style="list-style-type: none"> <li>Shape Measurement of 3D Logic and Memory Structures</li> </ul>	T-SAXS: Hybrid engine combining X-ray and optical analysis - Under Development	★ Mass Production	GI-SAXS : Planned Development ★

## 1 Establishing “Hybrid Metrology Solution” by Combining Complementary X-ray and Optical Technologies

- ❑ Enhancing measurement capabilities for advanced logic and memory devices through the integration of high-precision X-ray and high-speed / high-sensitivity optical technologies

## 2 Business Expansion into Advanced Packaging

- ❑ Acceleration of business expansion and competitiveness enhancement in expanding inspection and metrology for advanced packaging market

## 3 Integration of Software and AI

- ❑ Supporting development of integrated solutions spanning measurement, analysis, process optimization, and yield management by integrating Rigaku’s technologies with Onto Innovation's AI-powered analytics software

## 4 Enhancing Competitiveness via Customer Base Expansion and Supply Chain Strengthening

- ❑ Marketing to Onto Innovation's global customer base to accelerate product deployment and expand presence

## 5 Accelerating Initiatives to Create New Market

- ❑ Targeting at least \$300 million in incremental sales opportunity for Rigaku’s products by 2030, through strengthened collaboration

# Onto Innovation Inc. Overview

US-based leading provider of process control solutions for semiconductor industry  
Offering optical metrology, defect inspection, and advanced analytics software, leveraging its optical technologies

## Company Overview

<b>Company Name</b>	Onto Innovation Inc.	
<b>Representative</b>	Michael P. Plisinski (Chief Executive Officer)	
<b>Stock Exchange</b>	New York Stock Exchange (NYSE: ONTO)	
<b>Key Financials (FY25/12)</b>	Revenue:	\$1,005MM
	Non-GAAP Operating Income:	\$255MM
	Cash:	\$640MM
<b>Market Cap.</b>	\$14.5Bn (As of April 17, 2026)	
<b>Headquarters</b>	Wilmington, MA	
<b>Employees</b>	1,615	
<b>Business Overview</b>	Provides inspection, metrology, and data analytics solutions to enhance quality and productivity across semiconductor manufacturing, with strong capabilities in advanced packaging	

## Key Products / Solutions

### Inspection

**Defect inspection for front-end to advanced packaging applications**

Detection of wafer and panel surface defects and anomalies

Improves yield and stabilize mass production lines



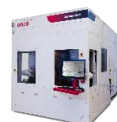
**Dragonfly Series**  
(Defect inspection systems for advanced packaging)

### Lithography

**Next-generation lithography control, incl. advanced packaging**

Patterning process formation and control

Accelerates ramp-up to mass production and expands the process window



**JetStep Series**  
(Lithography systems for advanced packaging applications)

### Metrology

**High-precision metrology of critical dimensions and material properties**

Quantifies thickness, profile, and structural characteristics

Enables process optimization and continued device scaling



**Atlas Series**  
(Optical Critical Dimension (OCD) and Films Metrology)

### Analytics Software

**Analytics software integrating inspection and metrology data**

Cross-process data integration and visualization

Optimizes decision-making from development through mass production



**Discover Series**  
(Software for cross-process analysis of manufacturing data)



### **Disclaimer**

This presentation contains forward-looking statements, plans, and strategies based on information available and judgments made by the Company at the time of preparation.

These statements involve risks and uncertainties, and actual results may differ materially due to various factors such as economic conditions and market trends.

This material is not intended as a solicitation to buy or sell shares of the Company. Any investment decision should be made at your own discretion and risk.

The content of this presentation is subject to change or deletion without notice.

The Company assumes no responsibility for any damages arising from or related to the use of this material.