



May 22, 2026

To whom it may concern:

Company	Rigaku Holdings Corporation
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### Notification Regarding Secondary Offering of Shares and Change in Principal Shareholder

Rigaku Holdings Corporation (the “Company”) hereby announces that on May 22, 2026, the Board of Directors approved a secondary offering of shares of common stock of the Company (the “Secondary Offering”).

In addition, on April 21, 2026, the Company published a timely disclosure “Notice of Capital and Business Alliance Agreement with Onto Innovation Inc., and Changes in the Largest and Principal Shareholder and Other Affiliated Company”. In the disclosure, it was announced that Onto Innovation Inc. and Atom Investment, L.P. agreed that the transfer of part of the Company shares owned by Atom Investment, L.P. to Onto Innovation Inc. (the “Share Transfer”). Upon implementation of the Share Transfer, Onto Innovation Inc. is expected to become the largest and principal shareholder and other affiliated company of the Company, and Atom Investment, L.P. is expected to cease to be the largest and principal shareholder. However, such changes as a result of the Share Transfer (the “Changes Resulting from the Share Transfer”) are scheduled to take effect in the second half of 2026, following the completion of procedures such as receipt of required regulatory approvals. Therefore, the Company also hereby announces that, if the Changes Resulting from the Share Transfer become effective after the completion of the Secondary Offering, a change of its principal shareholder is expected as a result of the Secondary Offering when the Changes Resulting from the Share Transfer become effective, in addition to the Changes Resulting from the Share Transfer.

The Secondary Offering aims to increase the liquidity of the Company’s common stock, diversify the investor base, and enhance the Company’s presence in the capital markets.

#### I. Secondary Offering of Shares

##### 1. Secondary Offering of Shares (Offering by way of Purchase and Underwriting by the Underwriters)

(1) Class and number of shares to be offered	<p>29,580,300 shares of common stock of the Company (the combined total of (i) and (ii) below)</p> <p>(i) 7,469,100 shares of common stock of the Company subject to the Japanese Offering by way of Purchase and Underwriting by the Underwriters as set forth in (4)(i) below.</p> <p>(ii) 22,111,200 shares of common stock of the Company subject to the International Offering as set forth in (4)(ii) below.</p> <p>The total number of shares to be offered in the Japanese Offering by way of Purchase and Underwriting by the Underwriters and the International Offering (the combined total of (i) and (ii) above) is 29,580,300 shares. The offerings will generally be</p>
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	made based on the respective number of shares set forth in (i) and (ii) above; however, the final breakdown will be determined on the Offering Price Determination Date set forth in (3) below, in consideration of market demand and other conditions.
(2) Selling shareholder	Atom Investment, L.P.
(3) Offering price	The offering price is currently undecided (however, it will be determined on a certain date between Monday, June 1, 2026 and Wednesday, June 3, 2026 (the “Offering Price Determination Date”) in accordance with the method provided in Article 25 of the Regulations Concerning Underwriting of Securities, etc., of the Japan Securities Dealers Association, in consideration of market demand and other conditions, based on the preliminary pricing terms calculated by multiplying the closing price of the shares of common stock of the Company during regular trading on the Tokyo Stock Exchange, Inc. on the Offering Price Determination Date (or the closing price on the day immediately preceding such date, if no closing price was recorded on such date) by a factor between 0.90 and 1.00 (and rounding down to the nearest yen)).
(4) Method of offering	<p>The Japanese and international offerings will be made simultaneously.</p> <p>(i) Japanese Offering by way of Purchase and Underwriting by the Underwriters</p> <p>The Japanese offering will be an offering in Japan (the “Japanese Offering by way of Purchase and Underwriting by the Underwriters”), whereby several Japanese underwriters jointly purchase and underwrite all of the shares to be offered in the Japanese Offering by way of Purchase and Underwriting by the Underwriters in the total amount. Some of the Japanese underwriters collectively monitor market demand and other conditions of individuals, business corporations and other investors that may acquire shares of common stock of the Company, and make allocations among them. In addition, some of the Japanese underwriters collectively monitor market demand and other conditions of institutional investors and make allocations to them.</p> <p>(ii) International Offering</p> <p>The international offering will be an offering outside of Japan (in the United States, however, the shares are only to be sold to qualified institutional investors in accordance with Rule 144A under the U.S. Securities Act of 1933, as amended) (the “International Offering”), whereby several international managers severally and not jointly purchase and underwrite all of the shares to be offered in the International Offering in the total amount.</p> <p>The joint global coordinators for the Japanese Offering by way of Purchase and Underwriting by the Underwriters, the International Offering and the secondary offering by way of over-allotment as described in “2. Secondary Offering of Shares (Offering by way of Over-Allotment)” below (together,</p>

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	collectively, the “Global Offering”) are part of the Japanese underwriters and international managers.
(5) Compensation for the underwriters	The underwriters will not receive an underwriting fee, but instead, will receive as the underwriters’ proceeds the aggregate amount of the difference between the offering price and the underwriting value (the amount the selling shareholder will receive as a purchase price per share from the underwriters).
(6) Subscription period (for the Japanese Offering)	A period between the business day following the Offering Price Determination Date and the second business day following the Offering Price Determination Date.
(7) Settlement date	A certain date between Monday, June 8, 2026, and Wednesday, June 10, 2026; provided that such date will be the fifth business day following the Offering Price Determination Date.
(8) Advance on subscription	The same amount as the offering price per share
(9) Share unit for subscription	100 shares
(10) Approval for the offering price and all other matters necessary for the Offering by way of Purchase and Underwriting by the Underwriters will be entrusted to the Representative Director of the Company.	
(11) The closing of the International Offering is conditional upon the closing of the Japanese Offering by way of Purchase and Underwriting by the Underwriters. Also, the closing of the Japanese Offering by way of Purchase and Underwriting by the Underwriters is conditional upon the closing of the International Offering.	

2. Secondary Offering of Shares (Offering by way of Over-Allotment) (Please refer to <Reference> 2. below.)

(1) Class and number of shares to be offered	4,437,000 shares of common stock of the Company (The aforementioned number of shares to be offered represents the maximum number of shares to be offered. The actual number of shares to be offered may decrease, or the Offering by way of Over-Allotment may not be carried out at all, subject to market demand and other conditions for the Japanese Offering by way of Purchase and Underwriting by the Underwriters. The number of shares to be offered will be decided on the Offering Price Determination Date, in consideration of market demand and other conditions for the Japanese Offering by way of Purchase and Underwriting by the Underwriters.)
(2) Selling shareholder	The designated Japanese underwriter
(3) Offering price	The offering price is currently undecided (however, it will be determined on the Offering Price Determination Date. The offering price will be the same as the offering price in the Japanese Offering by way of Purchase and Underwriting by the Underwriters).
(4) Method of offering	In connection with the Japanese Offering by way of Purchase and Underwriting by the Underwriters, the designated Japanese underwriter will, in consideration of market demand and other conditions, carry out the secondary offering in Japan of shares of common stock of the Company, by borrowing no more than 4,437,000 shares from Atom Investment, L.P. (the “Lender”).
(5) Subscription period	The same subscription period as in the Japanese Offering by way of Purchase and Underwriting by the Underwriters.
(6) Settlement date	The same settlement date as in the Japanese Offering by way of Purchase and Underwriting by the Underwriters.
(7) Advance on subscription	The same amount as the offering price per share.
(8) Share unit for subscription	100 shares
(9) Approval for the offering price and all other matters necessary for the Offering by way of Over-Allotment will be entrusted to the Representative Director of the Company.	
(10) The closing of the Offering by way of Over-Allotment is conditional upon the closing of the Japanese Offering by way of Purchase and Underwriting by the Underwriters.	

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<Reference>

## 1. Purpose of the Secondary Offering of Shares

As noted at the beginning of this announcement.

## 2. Offering by way of Over-Allotment, etc.

The Offering by way of Over-Allotment refers to a secondary offering in Japan, in connection with the Japanese Offering by way of Purchase and Underwriting by the Underwriters, in which the designated Japanese underwriter will, in consideration of market demand and other conditions, carry out the secondary offering in Japan of shares of common stock of the Company, by borrowing no more than 4,437,000 shares from the Lender. While 4,437,000 shares are scheduled to be offered under the Offering by way of Over-Allotment, such number of shares represents the maximum number of shares to be offered. Accordingly, the actual number of shares to be offered may decrease, or the Offering by way of Over-Allotment may not be carried out at all, subject to market demand and other conditions.

If the Offering by way of Over-Allotment is carried out, such Japanese underwriter will be granted by the Lender rights to acquire additional shares of common stock of the Company (the “Green Shoe Option”), not exceeding the number of shares to be offered in the Offering by way of Over-Allotment in addition to the shares in the Japanese Offering by way of Purchase and Underwriting by the Underwriters, exercisable during the period beginning on the settlement date of the Japanese Offering by way of Purchase and Underwriting by the Underwriters and the Offering by way of Over-Allotment, and ending on Thursday, June 25, 2026.

Furthermore, such Japanese underwriter may purchase, on the Tokyo Stock Exchange, Inc., a number of shares of common stock of the Company not exceeding the number of shares subject to the Offering by way of Over-Allotment (a “Syndicate Covering Transaction”), for the purpose of returning the shares borrowed from the Lender (the “Borrowed Shares”), during the period beginning on the day following the last day of the subscription period for the Japanese Offering by way of Purchase and Underwriting by the Underwriters and the Offering by way of Over-Allotment, and ending on Thursday, June 25, 2026 (the “Syndicate Covering Transaction Period”). All shares of common stock of the Company acquired through a Syndicate Covering Transaction by such Japanese underwriter will be used for the purpose of returning the Borrowed Shares. Meanwhile, during the Syndicate Covering Transaction Period, such Japanese underwriter may, at its own discretion, choose not to conduct any Syndicate Covering Transactions or may terminate a Syndicate Covering Transaction before the number of shares purchased reaches the number of shares subject to the Offering by way of Over-Allotment.

Also, such Japanese underwriter may conduct stabilizing transactions in connection with the Japanese Offering by way of Purchase and Underwriting by the Underwriters and the Offering by way of Over-Allotment, in which case the shares of common stock of the Company acquired through such stabilizing transactions may wholly or partially be used for the purpose of returning the Borrowed Shares.

The residual portion of the Borrowed Shares after the return of shares by using the shares acquired through the Syndicate Covering Transaction and stabilizing transactions as described above will be returned by such Japanese underwriter through its exercise of the Green Shoe Option.

The decision on whether the Offering by way of Over-Allotment is to be carried out, along with the number of shares to be offered in such offering if such offering is to be carried out, will be made on the Offering Price Determination Date. If the Offering by way of Over-Allotment is not to be carried out, none of the borrowing of shares of common stock of the Company by such Japanese underwriter from the Lender, grant of the Green Shoe Option to such Japanese underwriter by the Lender, and execution of the Syndicate Covering Transaction on the Tokyo Stock Exchange, Inc. will be carried out.

The transaction above will be carried out upon discussion among the Japanese underwriters.

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### 3. Lock-up

In connection with the Global Offering, Atom Investment, L.P., which is a selling shareholder in the Japanese Offering by way of Purchase and Underwriting by the Underwriters and the International Offering and the Lender, has agreed with the joint global coordinators that it will not conduct sales, etc. of shares of common stock of the Company (excluding the Japanese Offering by way of Purchase and Underwriting by the Underwriters, the International Offering and the transfer of the Company shares owned by Atom Investment, L.P. to Onto Innovation Inc. announced by the Company on April 21, 2026, etc.), during the period beginning on the Offering Price Determination Date, and ending on the 90th day from and including the settlement date of the Global Offering, without the prior written consent of the joint global coordinators.

Furthermore, in connection with the Global Offering, Hikaru Shimura, who is a shareholder of the Company, has agreed with the joint global coordinators that he will not conduct sales, etc. of shares of common stock of the Company in principle, during the period beginning on the Offering Price Determination Date, and ending on the 90th day from and including the settlement date of the Global Offering, without the prior written consent of the joint global coordinators.

In addition, in relation to the Global Offering, the Company has agreed with the joint global coordinators that it will not issue shares of common stock of the Company, issue securities convertible into or exchangeable for shares of common stock of the Company, issue securities that represent the rights to acquire or receive shares of common stock of the Company, or do anything similar thereto (excluding the issuance of new shares by way of stock splits, etc.), during the period beginning on the Offering Price Determination Date, and ending on the 180th day from and including the settlement date of the Global Offering, without the prior written consent of the joint global coordinators.

In either of the aforementioned cases, the joint global coordinators have the authority to wholly or partially waive the aforementioned agreements at their own discretion, even during the periods above.

## II. Changes in the Principal Shareholder

### 1. Circumstances Leading to the Changes

The Company's principal shareholder is expected to change as a result of the secondary offering of shares of common stock of the Company set forth in "I. Secondary Offering of Shares - 1. Secondary Offering of Shares (Offering by way of Purchase and Underwriting by the Underwriters)" above and the Changes Resulting from the Share Transfer.

### 2. Overview of the Shareholder Who Will No Longer be the Principal Shareholder (as of May 22, 2026, except as specifically noted)

(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.	Limited partnership existing under and by virtue of the Cayman Islands Exempted Limited Partnership Law
(4) Outline of managing partner	Name Address  Title and name of representative Business outline
	Atom Investment GP, L.L.C. c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801, U.S.A. Vice President Susan Bass Investment as a general partner of the limited partnership

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(5) Relationship between Listed company and the shareholder	Investment status between the listed company and the shareholder Relationship between the listed company and the managing partner	Atom Investment, L.P. held a 42.03% ownership ratio of voting rights as of March 31, 2026 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.
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(Note) The ownership ratio of voting rights is calculated based on the ratio of the number of shares held to 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 (number of shares held) and Ownership Ratio of Voting Rights Owned by the Shareholder Before and After the Change

	Attribute	Number of voting rights (number of shares held) Ownership ratio of voting rights			Large shareholder rank
		Directly owned	Amount subject to aggregation	Total	
Before change	Largest and principal shareholder	951,408 (95,140,800 shares) 42.03%	-	951,408 (95,140,800 shares) 42.03%	First (Note 2)
After change	-	0 (64 shares) 0%	-	0 (64 shares) 0%	-

(Note 1) The ownership ratio of voting rights is calculated based on the ratio of the number of shares held to 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.

(Note 2) The large shareholder rank before the change above is estimated based on the Company's shareholder register as of December 31, 2025. Additionally, as the Changes Resulting from the Share Transfer are scheduled to take effect in the second half of 2026, following the completion of procedures such as receipt of required regulatory approvals, the large shareholder rank before the change above does not reflect the Changes Resulting from the Share Transfer.

(Note 3) The number of voting rights after the change is the number of voting rights corresponding to the number of shares calculated by deducting, from the number of shares held before the change above, 29,580,300 shares corresponding to the number of shares of common stock of the Company to be sold through the Offering by way of Purchase and Underwriting by the Underwriters set forth in "I. Secondary Offering of Shares - 1. Secondary Offering of Shares (Offering by way of Purchase and Underwriting by the Underwriters)" above and 4,437,000 shares corresponding to the maximum number of shares of common stock of the Company lent to the designated Japanese underwriter for the Offering by way of over-allotment set forth in "I. Secondary Offering of Shares - 2. Offering by way of Over-Allotment" above and 61,123,436 shares corresponding to the number of shares being transferred in connection with the Share Transfer.

### 4. Scheduled Date of Changes

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The time at which the Share Transfer is expected to be executed. As stated above, the Share Transfer is scheduled to be executed in the second half of 2026, following the completion of procedures such as receipt of required regulatory approvals.

End

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