



August 30, 2024

Company name	Hamamatsu Photonics K.K.
Stock code	6965 Tokyo Stock Exchange, Prime Market
Representative	Tadashi Maruno, Representative Director and President, Chief Executive Officer
Contact	Kazuhiko Mori, Director, Senior Executive Officer and Chief General Manager, Finance and Accounting General Headquarters (Phone: +81-53-452-2141)

## Notice Concerning Secondary Offering of Shares

Hamamatsu Photonics K.K. (the "Company") hereby announces that its Board of Directors resolved on August 30, 2024 to execute a secondary offering of its common stock as follows.

### 1. Secondary Offering by way of Purchase and Subscription by the Underwriters

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|---|--|
| (1) Class and Number of Shares to be Offered  | 7,304,400 shares of common stock of the Company  |
| (2) Seller  | The lead manager   |
| (3) Selling Price   | Undetermined. (The selling price will be determined in accordance with the method stated in Article 25 of the Regulations Concerning Underwriting, Etc., of Securities of the Japan Securities Dealers Association, based on a provisional pricing calculated by multiplying the closing price of common stock of the Company in ordinary trading on the Tokyo Stock Exchange on a certain date between Monday, September 9, 2024 and Wednesday, September 11, 2024 (the "Pricing Date") (or, if no closing price is quoted on the Pricing Date, the closing price of the immediately preceding day) by a number ranging between 0.90-1.00 (with any fraction less than one yen being rounded down to the nearest whole yen), and by taking into account market demand.) |
| (4) Method of Selling   | The offering will be a secondary offering by way of purchase and subscription of the aggregate number of shares by the underwriters ("Underwriters").  |
| (5) Share Delivery Date   | A date that falls after the fifth business day following the Pricing Date.   |
| (6) The lead manager will conduct a secondary offering of 7,304,400 shares of the Company's common stock, which will be purchased from the Company's shareholder, TOYOTA MOTOR CORPORATION. |  |

Note: This press release does not constitute an investment solicitation for any securities for sale. This press release has been prepared for the purpose of publicly announcing that the Company has resolved matters relating to the secondary offering by way of purchase and subscription by the underwriters, and not for the purpose of soliciting investment or engaging in any other similar activities within or outside Japan. This press release does not constitute an offer of investment in nor solicitation for purchase securities within the United States or elsewhere. The securities referred to in this press release have not been, and will not, be registered under the U.S. Securities Act of 1933 or any relevant securities law of any state. The securities may not be offered or sold in the United States absent registration or an exemption from registration requirements under the U.S. Securities Act of 1933. No offer of securities for sale in the United States will be made in connection with the above-mentioned transactions.

- (7) Mr. Tadashi Maruno, Representative Director and President, Chief Executive Officer of the Company has been authorized to determine the selling price and all other necessary matters related to the offering.

## 2. Secondary Offering by way of Over-allotment (see References below)

- (1) Class and Number of Shares to be Offered 1,095,600 shares of common stock of the Company.  
The number of shares set out above is the maximum number of shares which may be sold. The above number may decrease, or the Secondary Offering by way of Over-allotment itself may be cancelled, depending on market demand and other conditions. The number of shares to be sold shall be determined on the Pricing Date, taking into account market demand and other conditions.
- (2) Seller The lead manager
- (3) Selling Price Undetermined. (The selling price will be determined on the Pricing Date. Further, the selling price will be the same as the selling price in the Secondary Offering by way of Purchase and Subscription by the Underwriters.)
- (4) Method of Secondary Offering Taking into account market demand and other conditions for the Secondary Offering by way of Purchase and Subscription by the Underwriters, the lead manager will undertake the shares of common stock of the Company (up to 1,095,600 shares) borrowed from a shareholder or shareholders of the Company.
- (5) Share Delivery Date The share delivery date shall be the same as the share delivery date mentioned in 1. above.
- (6) Mr. Tadashi Maruno, Representative Director and President, Chief Executive Officer of the Company has been authorized to determine the selling price and all other necessary matters related to the offering.

## References

Secondary Offering by way of Over-allotment, etc.

The Secondary Offering by way of Over-allotment is a secondary offering to be conducted after considering market demand upon making the Secondary Offering by way of Purchase and Subscription by the Underwriters, with a maximum of 1,095,600 shares of common stock of the Company that the lead manager will borrow from a shareholder or shareholders of the Company. The number of shares to be sold in the Secondary Offering by way of Over-allotment is expected to be 1,095,600 shares, which is the maximum number of shares that can be sold; however, depending on market demand and other conditions, this number may be decreased or the Secondary Offering by way of Over-allotment itself may be cancelled.

In addition, when conducting the Secondary Offering by way of Over-allotment, the lead manager will be granted by the aforementioned shareholder of the Company the right (the “Greenshoe Option”) to obtain shares of common stock of the Company up to the number of shares to be sold in the Secondary Offering by way of Over-allotment in addition to the shares for the Secondary Offering by way of Purchase and Subscription by the Underwriters, with the exercise period being from the delivery date for the Secondary Offering by way of Purchase and Subscription by the Underwriters and the Secondary Offering by way of Over-allotment to Thursday, September 26, 2024.

Furthermore, the lead manager may also purchase shares of common stock of the Company on the Tokyo Stock

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Exchange in a quantity of up to the number of shares to be sold in the Secondary Offering by way of Over-allotment for the purpose of returning the shares borrowed from such shareholder (the “Borrowed Shares”) (such transactions, the “Syndicate Cover Transactions”), during the period beginning on the day immediately following the last day of the subscription period for the Secondary Offering by way of Purchase and Subscription by the Underwriters and the Secondary Offering by way of Over-allotment and ending on Tuesday, September 24, 2024 (the “Syndicate Cover Transaction Period”). All shares of common stock of the Company purchased by the lead manager through Syndicate Cover Transactions will be used to return the Borrowed Shares. It should be noted that, during the Syndicate Cover Transaction Period, the lead manager may decide not to conduct any Syndicate Cover Transactions or may terminate any Syndicate Cover Transactions before the number of shares purchased reaches the number of shares to be sold in the Secondary Offering by way of Over-allotment.

Also, the lead manager may conduct market stabilization transactions associated with both the Secondary Offering by way of Purchase and Subscription by the Underwriters and the Secondary Offering by way of Over-allotment, and may use all or part of the shares of common stock of the Company purchased through the stabilization transactions to return the Borrowed Shares.

As discussed above, the Borrowed Shares remaining after returning a part of the Borrowed Shares using shares of common stock of the Company purchased through Syndicate Cover Transactions or a stabilization transaction will be returned by the lead manager by exercising its Greenshoe Option.

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