UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 28, 2025

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number 0-12933

LAM RESEARCH CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**94-2634797**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
4650 Cushing Parkway, Fremont, California	**94538**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (510) 572-0200

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, Par Value $0.001 Per Share	LRCX	The Nasdaq Stock Market (Nasdaq Global Select Market)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of October 22, 2025, the Registrant had 1,256,030 thousand shares of Common Stock outstanding.

LAM RESEARCH CORPORATION

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PART I. FINANCIAL INFORMATION

ITEM 1. *Financial Statements*

LAM RESEARCH CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)
(unaudited)

	Three Months Ended	
	September 28, 2025	September 29, 2024
Revenue	$ 5,324,173	$ 4,167,976
Cost of goods sold	2,639,294	2,165,293
Gross margin	2,684,879	2,002,683
Research and development	576,446	495,358
Selling, general, and administrative	279,345	243,128
Total operating expenses	855,791	738,486
Operating income	1,829,088	1,264,197
Other income (expense), net	30,074	30,081
Income before income taxes	1,859,162	1,294,278
Income tax expense	(290,502)	(177,834)
Net income	$ 1,568,660	$ 1,116,444
Net income per share:		
Basic	$ 1.24	$ 0.86
Diluted	$ 1.24	$ 0.86
Number of shares used in per share calculations:		
Basic	1,264,446	1,299,236
Diluted	1,269,313	1,304,066

See Notes to Condensed Consolidated Financial Statements

LAM RESEARCH CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)
(unaudited)

	Three Months Ended	
	September 28, 2025	September 29, 2024
Net income	$ 1,568,660	$ 1,116,444
Other comprehensive income (loss), net of tax:		
Foreign currency translation adjustment	(12,726)	45,126
Cash flow hedges:		
Net unrealized gains (losses) during the period	8,570	(2,436)
Net gains reclassified into net income	(7,095)	(104)
	1,475	(2,540)
Defined benefit plans, net change in unrealized component	83	39
Other comprehensive income (loss), net of tax	(11,168)	42,625
Comprehensive income	$ 1,557,492	$ 1,159,069

See Notes to Condensed Consolidated Financial Statements

LAM RESEARCH CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except per share data)

	September 28, 2025	June 29, 2025
	(unaudited)	(1)
ASSETS		
Cash and cash equivalents	$ 6,693,046	$ 6,390,659
Accounts receivable, less allowance of $6,541 as of September 28, 2025, and $6,496 as of June 29, 2025	3,633,034	3,378,071
Inventories	4,095,054	4,307,991
Prepaid expenses and other current assets	385,580	440,274
Total current assets	14,806,714	14,516,995
Property and equipment, net	2,510,531	2,428,744
Goodwill and intangible assets, net	1,826,950	1,808,685
Other assets	2,756,016	2,590,836
Total assets	$ 21,900,211	$ 21,345,260
LIABILITIES AND STOCKHOLDERS' EQUITY		
Trade accounts payable	$ 863,160	$ 854,208
Accrued expenses and other current liabilities	2,443,943	2,394,366
Deferred profit	2,646,444	2,565,540
Current portion of long-term debt and finance lease obligations	754,363	754,311
Total current liabilities	6,707,910	6,568,425
Long-term debt and finance lease obligations	3,729,580	3,730,194
Income taxes payable	646,044	603,412
Other long-term liabilities	623,925	581,610
Total liabilities	11,707,459	11,483,641
Commitments and contingencies (refer to Note 11)		
Stockholders' equity:		
Preferred stock, at par value of $0.001 per share; authorized, 5,000 shares, none outstanding	—	—
Common stock, at par value of $0.001 per share; authorized, 4,000,000 shares as of September 28, 2025 and June 29, 2025; issued and outstanding, 1,259,176 shares as of September 28, 2025, and 1,268,740 shares as of June 29, 2025	1,258	1,268
Additional paid-in capital	8,794,531	8,697,290
Treasury stock, at cost; 1,697,324 shares as of September 28, 2025, and 1,687,582 shares as of June 29, 2025	(28,759,513)	(27,763,430)
Accumulated other comprehensive loss	(73,591)	(62,423)
Retained earnings	30,230,067	28,988,914
Total stockholders' equity	10,192,752	9,861,619
Total liabilities and stockholders' equity	$ 21,900,211	$ 21,345,260

(1) Derived from audited financial statements

See Notes to Condensed Consolidated Financial Statements

LAM RESEARCH CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Three Months Ended	
	September 28, 2025	September 29, 2024
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 1,568,660	$ 1,116,444
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	101,644	94,295
Deferred income taxes	(62,875)	(108,722)
Equity-based compensation expense	97,241	80,011
Other, net	(1,890)	(457)
Changes in operating assets and liabilities	76,184	386,900
Net cash provided by operating activities	1,778,964	1,568,471
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures and intangible assets	(185,121)	(110,588)
Other, net	(927)	37
Net cash used for investing activities	(186,048)	(110,551)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Principal payments on debt, including finance lease obligations and payments for debt issuance costs	(1,417)	(934)
Treasury stock purchases, including excise tax payments	(975,791)	(997,035)
Dividends paid	(291,981)	(260,985)
Proceeds from issuance of common stock, net issuance costs	—	(43)
Other, net	(12,449)	(324)
Net cash used for financing activities	(1,281,638)	(1,259,321)
Effect of exchange rate changes on cash, cash equivalents, and restricted cash	(7,059)	22,682
Net change in cash, cash equivalents, and restricted cash	304,219	221,281
Cash, cash equivalents, and restricted cash at beginning of period (1)	6,407,656	5,850,803
Cash, cash equivalents, and restricted cash at end of period (1)	$ 6,711,875	$ 6,072,084
Schedule of non-cash transactions:		
Accrued payables for stock repurchases, including applicable excise tax	$ 58,827	$ 63,322
Accrued payables for capital expenditures	95,745	52,203
Dividends payable	327,507	297,634
Transfers of finished goods inventory to property and equipment	22,897	32,985

Reconciliation of cash, cash equivalents, and restricted cash	September 28, 2025	September 29, 2024
Cash and cash equivalents	$ 6,693,046	$ 6,067,471
Restricted cash and cash equivalents (1)	18,829	4,613
Total cash, cash equivalents, and restricted cash	$ 6,711,875	$ 6,072,084

(1) Restricted cash is reported within Other assets in the Condensed Consolidated Balance Sheets

See Notes to Condensed Consolidated Financial Statements

LAM RESEARCH CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands)
(unaudited)

	Three Months Ended September 28, 2025						
	Common Stock Shares	Common Stock	Additional Paid-in Capital	Treasury Stock	Accumulated Other Comprehensive Loss	Retained Earnings	Total
Balance at June 29, 2025	1,268,740	$ 1,268	$ 8,697,290	$ (27,763,430)	$ (62,423)	$ 28,988,914	$ 9,861,619
Issuance of common stock	178	—	—	—	—	—	—
Purchase of treasury stock	(9,742)	(10)	—	(996,083)	—	—	(996,093)
Equity-based compensation expense	—	—	97,241	—	—	—	97,241
Net income	—	—	—	—	—	1,568,660	1,568,660
Other comprehensive loss	—	—	—	—	(11,168)	—	(11,168)
Cash dividends declared ($0.26 per common share)	—	—	—	—	—	(327,507)	(327,507)
Balance at September 28, 2025	1,259,176	$ 1,258	$ 8,794,531	$ (28,759,513)	$ (73,591)	$ 30,230,067	$ 10,192,752

	Three Months Ended September 29, 2024						
	Common Stock Shares	Common Stock	Additional Paid-in Capital	Treasury Stock	Accumulated Other Comprehensive Loss	Retained Earnings	Total
Balance at June 30, 2024	1,303,769	$ 1,304	$ 8,223,046	$ (24,365,783)	$ (130,428)	$ 24,811,315	$ 8,539,454
Issuance of common stock	200	—	(43)	—	—	—	(43)
Purchase of treasury stock	(12,011)	(12)	—	(1,008,874)	—	—	(1,008,886)
Equity-based compensation expense	—	—	80,011	—	—	—	80,011
Net income	—	—	—	—	—	1,116,444	1,116,444
Other comprehensive income	—	—	—	—	42,625	—	42,625
Cash dividends declared ($0.23 per common share)	—	—	—	—	—	(297,714)	(297,714)
Balance at September 29, 2024	1,291,958	$ 1,292	$ 8,303,014	$ (25,374,657)	$ (87,803)	$ 25,630,045	$ 8,471,891

See Notes to Condensed Consolidated Financial Statements

LAM RESEARCH CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
September 28, 2025
(Unaudited)

NOTE 1 — BASIS OF PRESENTATION

The accompanying unaudited Condensed Consolidated Financial Statements have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") for interim financial information and the instructions to Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation have been included. The accompanying unaudited Condensed Consolidated Financial Statements should be read in conjunction with the audited Consolidated Financial Statements of Lam Research Corporation ("Lam Research" or the "Company") for the fiscal year ended June 29, 2025, which are included in the Company's Annual Report on Form 10-K as of and for the year ended June 29, 2025 (the "2025 Form 10-K").

The condensed consolidated financial statements include the accounts of Lam Research and its wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation. The Company's reporting period is a 52/53-week fiscal year. The Company's current fiscal year will end June 28, 2026 and includes 52 weeks. The quarters ended September 28, 2025 (the "September 2025 quarter") and September 29, 2024 included 13 weeks.

NOTE 2 — RECENT ACCOUNTING PRONOUNCEMENTS

Recently Adopted or Effective

The Company has not adopted any new accounting standards during the three months ended September 28, 2025 that have a material impact on the Company's Condensed Consolidated Financial Statements.

Updates Not Yet Effective

In December 2023, the FASB issued ASU 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures," which requires public entities to disclose consistent categories and greater disaggregation of information in the rate reconciliation and for income taxes paid. It also includes certain other amendments to improve the effectiveness of income tax disclosures. The guidance is effective for financial statements issued for annual periods beginning after December 15, 2024, with early adoption permitted. The Company is required to adopt this standard prospectively in fiscal year 2026 for the annual reporting period ending June 28, 2026. The Company does not expect the adoption of ASU 2023-09 to have an impact on its Consolidated Financial Statements other than additional footnote disclosures.

In November 2024, the FASB issued ASU 2024-03, "Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses," which requires disaggregation of certain expenses in the notes to the financial statements to provide enhanced transparency into the expense captions presented on the face of the income statement. In January 2025, the FASB issued ASU 2025-01 which clarified the effective date for entities that do not have an annual reporting period that ends on December 31st. The guidance is effective for annual periods beginning after December 15, 2026, and interim reporting periods within annual reporting periods beginning after December 15, 2027, with early adoption permitted. The Company is required to adopt this standard in fiscal year 2028 for the annual reporting period ending June 25, 2028 either (1) prospectively to financial statements issued for reporting periods after the effective date or (2) retrospectively to any or all prior periods presented in the financial statements. The Company will apply the guidance prospectively and is currently in the process of evaluating the impact of adoption on its Consolidated Financial Statements.

NOTE 3 — REVENUE

Disaggregation of Revenue

The Company operates in seven geographic regions: United States, China, Europe, Japan, Korea, Southeast Asia, and Taiwan. For geographical reporting, revenue is attributed to the geographic location in which the customers' facilities are located. The Company serves three primary markets: memory, foundry, and logic/integrated device manufacturing.

The following table presents the Company's revenues disaggregated between systems and customer support-related revenue:

	Three Months Ended	
	September 28, 2025	September 29, 2024
	(In thousands)	
Systems revenue	$ 3,547,565	$ 2,392,730
Customer support-related revenue and other	1,776,608	1,775,246
	$ 5,324,173	$ 4,167,976

Systems revenue includes sales of new leading-edge equipment in deposition, etch, clean and other wafer fabrication markets.

Customer support-related revenue includes sales of customer service, spares, upgrades, and non-leading-edge equipment from the Company's Reliant® product line.

The following table presents the Company's revenues disaggregated by geographic region:

	Three Months Ended	
	September 28, 2025	September 29, 2024
Revenue:	(In thousands)	
China	$ 2,282,573	$ 1,558,404
Taiwan	1,027,214	615,368
Korea	776,301	762,081
Japan	529,297	301,386
United States	304,716	488,381
Southeast Asia	302,254	244,789
Europe	101,818	197,567
	$ 5,324,173	$ 4,167,976

The following table presents the percentages of leading- and non-leading-edge equipment and upgrade revenue to each of the primary markets the Company serves:

	Three Months Ended	
	September 28, 2025	September 29, 2024
Foundry	60 %	41 %
Memory	34 %	35 %
Logic/integrated device manufacturing	6 %	24 %

Deferred Revenue

Revenue of $996.6 million included in deferred profit at June 29, 2025 was recognized during the three months ended September 28, 2025, representing 37% of the $2,681.1 million of deferred revenue as of June 29, 2025.

The following table summarizes the transaction price for contracts that have not yet been recognized as revenue as of September 28, 2025 and when the Company expects to recognize the amounts as revenue:

	Less than 1 Year	1-3 Years	More than 3 Years	Total
		(In thousands)		
Deferred revenue	$ 2,187,323	$ 515,473 (1)	$ 66,407 (1)	$ 2,769,203

(1) This amount is reported in Deferred profit on the Company's Condensed Consolidated Balance Sheets as the customers can demand the performance to be satisfied at any time.

NOTE 4 — EQUITY-BASED COMPENSATION PLANS

The Lam Research Corporation 2015 Stock Incentive Plan, as amended, provides for the grant of non-qualified equity-based awards of the Company's Common Stock to eligible employees and non-employee directors, including stock options, restricted stock units ("RSUs"), and market-based performance RSUs ("market-based PRSUs"). An option is a right to purchase Common Stock at a set price. An RSU award is an agreement to issue a set number of shares of Common Stock at the time of vesting. The Company's market-based PRSUs contain both a market condition and a service condition. The Company's option, RSU, and market-based PRSU awards typically vest over a period of three years. The Company also has an employee stock purchase plan that allows eligible employees to purchase its Common Stock at a discount through payroll deductions.

The Company recognized the following equity-based compensation expense (including expense related to the employee stock purchase plan) in the Condensed Consolidated Statements of Operations:

	Three Months Ended	
	September 28, 2025	September 29, 2024
	(in thousands)	
Equity-based compensation expense	$ 97,241	$ 80,011

NOTE 5 — OTHER INCOME (EXPENSE), NET

The significant components of other income (expense), net, are as follows:

	Three Months Ended	
	September 28, 2025	September 29, 2024
	(in thousands)	
Interest income	$ 63,930	$ 68,449
Interest expense	(42,472)	(44,946)
Gains on deferred compensation plan-related assets, net	23,088	17,420
Foreign exchange losses, net	(5,534)	(9,686)
Other, net	(8,938)	(1,156)
	$ 30,074	$ 30,081

NOTE 6 — INCOME TAX EXPENSE

The Company's provision for income taxes and effective tax rate are as follows:

	Three Months Ended	
	September 28, 2025	September 29, 2024
	(in thousands, except percentages)	
Income tax expense	$ 290,502	$ 177,834
Effective tax rate	15.6 %	13.7 %

The difference between the U.S. federal statutory tax rate of 21% and the Company's effective tax rate for the three months ended September 28, 2025, and September 29, 2024, was primarily due to income in lower tax jurisdictions.

The Internal Revenue Service ("IRS") is examining the Company's U.S. federal income tax returns for the fiscal years ended June 30, 2019, June 28, 2020, and June 27, 2021. To date, no significant adjustments have been proposed by the IRS. The Company is unable to make a reasonable estimate as to when cash settlements, if any, with the IRS will occur.

The Organization for Economic Co-operation and Development's Base Erosion and Profit Shifting 2.0 ("BEPS 2.0") Pillar Two Global Minimum Tax ("GMT") is fully effective for the Company this fiscal year. The Company assessed its exposure to GMT under currently enacted legislation and determined that it expects to meet transitional safe harbor requirements in most jurisdictions, with limited jurisdictions subject to GMT. The Company assessed the impact and concluded that it was not material. The impact has been included within income tax expense for the three months ended September 28, 2025.

On July 4, 2025, the One Big Beautiful Bill Act ("OBBBA") was signed into law by U.S. President Donald Trump. The impact on income taxes due to change in legislation is required, under Accounting Standards Codification ("ASC") 740, Income Taxes, to be recognized in the period in which the law is enacted, which is this fiscal year. In general, the OBBBA introduces changes to U.S. taxation, including changes in the taxation of non-U.S. income. The Company assessed the changes and concluded that they were not material. The impact has been included within income tax expense for the three months ended September 28, 2025.

NOTE 7 — NET INCOME PER SHARE

Basic net income per share is computed by dividing net income by the weighted-average number of common shares outstanding during the period. Diluted net income per share is computed using the treasury stock method, for dilutive stock options, and restricted stock units. The following table reconciles the inputs to the basic and diluted computations for net income per share.

	Three Months Ended	
	September 28, 2025	September 29, 2024
	(in thousands, except per share data)	
Numerator:		
Net income	$ 1,568,660	$ 1,116,444
Denominator:		
Basic average shares outstanding	1,264,446	1,299,236
Effect of potential dilutive securities:		
Employee stock plans	4,867	4,830
Diluted average shares outstanding	1,269,313	1,304,066
Net income per share - basic	$ 1.24	$ 0.86
Net income per share - diluted	$ 1.24	$ 0.86

For purposes of computing diluted net income per share, weighted-average common shares do not include potentially dilutive securities that are anti-dilutive under the treasury stock method. These anti-dilutive securities, including options and RSUs, were not material for the three months ended September 28, 2025 and September 29, 2024.

NOTE 8 — FINANCIAL INSTRUMENTS

The Company's investment strategies and investment and fair value policies are unchanged from those disclosed in Note 9, "Financial Instruments," to the Consolidated Financial Statements in Part II, Item 8 of its 2025 Form 10-K. As of September 28, 2025 and June 29, 2025, the fair value of mutual funds and equity investments were not material. The Company had no debt security investments as of September 28, 2025 and June 29, 2025. The financial statement impacts to the Condensed Consolidated Statement of Operations from debt and equity investments were not material as of and for the three months ended September 28, 2025 and September 29, 2024.

The financial instruments reported within Cash and Cash Equivalents in the Company's Condensed Consolidated Balance Sheets as of September 28, 2025, and June 29, 2025 consisted of the following:

	September 28, 2025	June 29, 2025
	(in thousands)	
Money market funds (fair value measured on a recurring basis, level 1)	$ 2,577,964	$ 3,151,084
Cash	2,080,697	1,662,236
Time deposits	2,034,385	1,577,339
Total	$ 6,693,046	$ 6,390,659

Derivative Instruments and Hedging

The Company's hedging strategies and policies are unchanged from those disclosed in Note 9, "Financial Instruments," to the Consolidated Financial Statements in Part II, Item 8 of its 2025 Form 10-K. As of September 28, 2025 and June 29, 2025, the fair value of outstanding cash flow and balance sheet hedges were not material. The financial statement impacts to the Condensed Consolidated Statement of Operations from derivative instruments and hedging activities were not material as of and for the three months ended September 28, 2025 and September 29, 2024.

Concentrations of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk and the Company's mitigation strategies are unchanged from those disclosed in Note 9, "Financial Instruments," to the Consolidated Financial Statements in Part II, Item 8 of its 2025 Form 10-K.

NOTE 9 — INVENTORIES

Inventories are stated at the lower of cost or net realizable value using standard costs that approximate actual costs on a first-in, first-out basis. Inventories consist of the following:

	September 28, 2025	June 29, 2025
	(in thousands)	
Raw materials	$ 2,582,346	$ 2,662,248
Work-in-process	315,926	282,885
Finished goods	1,196,782	1,362,858
	$ 4,095,054	$ 4,307,991

NOTE 10 — ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

Accrued expenses and other current liabilities consist of the following:

	September 28, 2025	June 29, 2025
	(in thousands)	
Accrued compensation	$ 726,450	$ 618,370
Warranty reserves	243,681	248,783
Income and other taxes payable	460,962	541,426
Dividend payable	327,507	291,981
Other	685,343	693,806
	$ 2,443,943	$ 2,394,366

NOTE 11 — COMMITMENTS AND CONTINGENCIES

Guarantees

The Company has issued certain indemnifications to its lessors for taxes and general liability under some of its agreements. The Company has entered into insurance contracts that are intended to limit its exposure to such indemnifications. As of September 28,

2025, the Company had not recorded any liability on its Condensed Consolidated Financial Statements in connection with these indemnifications, as it does not believe that it is probable that any material amounts will be paid under these guarantees.

Generally, the Company indemnifies, under pre-determined conditions and limitations, its customers for infringement of third-party intellectual property rights by the Company's products or services. The Company seeks to limit its liability for such indemnity to an amount not to exceed the sales price of the products or services subject to its indemnification obligations. The Company does not believe that it is probable that any material amounts will be paid under these guarantees.

The Company provides guarantees and standby letters of credit to certain parties as required for certain transactions initiated during the ordinary course of business. As of September 28, 2025, the maximum potential amount of future payments that the Company could be required to make under these arrangements and letters of credit was $230.1 million. The Company does not believe, based on historical experience and information currently available, that it is probable that any material amounts will be required to be paid.

In addition, the Company has entered into indemnification agreements with its directors, officers, and certain other employees, consistent with its Bylaws and Certificate of Incorporation; and under local law, the Company may be required to provide indemnification to its employees for actions within the scope of their employment. Although the Company maintains insurance contracts that cover some of the potential liability associated with these indemnification agreements, there is no guarantee that all such liabilities will be covered. The Company does not believe, based on historical experience and information currently available, that it is probable that any material amounts will be required to be paid under such indemnification agreements or statutory obligations.

Warranties

The Company provides standard warranties on its systems. The liability amount is based on actual historical warranty spending activity by type of system, customer, and geographic region, modified for any known differences such as the impact of system reliability improvements. As of September 28, 2025, warranty reserves totaling $14.2 million were reported in Other long-term liabilities, and the remainder were included in Accrued expenses and other current liabilities in the Company's Condensed Consolidated Balance Sheets.

Changes in the Company's product warranty reserves were as follows:

	Three Months Ended	
	September 28, 2025	September 29, 2024
	(in thousands)	
Balance at beginning of period	$ 265,466	$ 250,404
Warranties issued during the period	65,584	62,730
Settlements made during the period	(64,525)	(44,968)
Changes in liability for pre-existing warranties	(8,659)	(17,791)
Balance at end of period	$ 257,866	$ 250,375

Legal Proceedings

While the Company is not currently a party to any legal proceedings that it believes material, the Company is either a defendant or plaintiff in various actions that have arisen from time to time in the normal course of business, including intellectual property claims. The Company accrues for a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Judgment is required in both the determination of probability and the determination as to whether a loss is reasonably estimable. Based on current information, the Company does not believe that a material loss from known matters is probable and therefore has not recorded an accrual of any material amount for litigation or other contingencies related to existing legal proceedings.

NOTE 12 — STOCK REPURCHASE PROGRAM

In May 2024, the Board of Directors authorized the Company to repurchase up to an additional $10.0 billion of Common Stock; this authorization supplements the remaining balances from any prior authorizations. These repurchases can be conducted on the open market or as private purchases and may include the use of derivative contracts with large financial institutions, in all cases subject to compliance with applicable law. This repurchase program has no termination date and may be suspended or discontinued at any time.

Repurchases under the repurchase program were as follows during the periods indicated.

Period	Total Number of Shares Repurchased		Total Cost of Repurchase [3]	Average Price Paid per Share [1,3]	Amount Available Under Repurchase Program
			(in thousands, except per share data)		
Available balance as of June 29, 2025					$ 7,517,184
Quarter ended September 28, 2025	9,686	(2)	$ 990,046	$ 105.67	$ 6,527,138

(1) Average price paid per share excludes the effect of accelerated share repurchase activities. See additional disclosure below regarding the Company's accelerated share repurchase activity during the fiscal year.

(2) Includes shares received at final settlement of accelerated share repurchase agreements. See additional disclosure below regarding the Company's accelerated share repurchase activity during the fiscal year.

(3) The Company's net share repurchases are subject to a 1% excise tax under the Inflation Reduction Act. Excise tax incurred reduces the amount available under the repurchase program, as applicable, and is included in the cost of shares repurchased in the Condensed Consolidated Statement of Stockholders' Equity and the calculation of the average price paid per share.

Accelerated Share Repurchase Agreements

On April 30, 2025, the Company entered into accelerated share repurchase agreements (the "April 2025 ASRs") with two financial institutions to repurchase a total of $500 million of Common Stock. The Company took an initial delivery of approximately 5.2 million shares, which represented 75% of the prepayment amount divided by our closing stock price on April 30, 2025. The total number of shares received under the April 2025 ASRs was based upon the average daily volume weighted average price of the Company's Common Stock during the repurchase period, less an agreed upon discount. Final settlement of the April 2025 ASRs occurred in September 2025, resulting in the receipt of approximately 317 thousand additional shares, which yielded a weighted-average share price of $93.98 for the transaction period, including the effects of a 1% excise tax under the Inflation Reduction Act.

The Company recorded the April 2025 ASRs as equity transactions; as such, at the time of receipt, shares were included in treasury stock at fair market value as of the corresponding trade date. The Company reflects shares received as a repurchase of common stock in the weighted average common shares outstanding calculation for basic and diluted earnings per share.

NOTE 13 — SEGMENT REPORTING

The Company operates in one reportable business segment: manufacturing and servicing of wafer processing semiconductor manufacturing equipment. The Company's material operating segments qualify for aggregation due to their customer base and similarities in economic characteristics, nature of products and services, and processes for procurement, manufacturing, and distribution.

Segment information is prepared and managed on the same basis as described in Note 19, "Segment, Geographic Information, and Major Customers," to the Consolidated Financial Statements in Part II, Item 8 of the Company's 2025 Form 10-K.

The Company's centralized manufacturing and support organizations, including global operations and certain administrative functions, provide support to its operating segments. Costs incurred by these organizations, as well as depreciation and amortization and equity-based compensation expense are allocated to cost of goods sold as overhead. Consequently, depreciation and amortization and equity-based compensation expense are not independently identifiable components within the segment's results, and, therefore are not provided.

With the exception of goodwill, the Company does not identify assets by operating segment. Consequently, the chief operating decision maker does not regularly review or receive discrete asset information by operating segment.

The table below reconciles the Company's reportable segment to income before income taxes:

	Three Months Ended	
	September 28, 2025	September 29, 2024
	(In thousands)	
Revenue	$ 5,324,173	$ 4,167,976
Installation and warranty expense	141,475	124,663
Other cost of goods sold (COGS) [1]	2,410,985	1,968,895
Segment COGS	2,552,460	2,093,558
Segment gross margin	2,771,713	2,074,418
Reconciliation to consolidated gross margin		
All other COGS	86,834	71,735
Gross margin	2,684,879	2,002,683
Research and development	576,446	495,358
Selling, general, and administrative	279,345	243,128
Other income (expense), net	30,074	30,081
Income before income taxes	$ 1,859,162	$ 1,294,278

(1) Other COGS is primarily comprised of the capitalized cost of inventory sold, including both direct and indirect costs, but excludes installation and warranty expense and those items not allocated to the segment.

ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

With the exception of historical facts, the statements contained in this discussion are forward-looking statements, which are subject to the safe harbor provisions created by the Private Securities Litigation Reform Act of 1995. Certain, but not all, of the forward-looking statements in this report are specifically identified as forward-looking, by use of phrases and words such as "believe," "estimated," "anticipate," "expect," "probable," "intend," "plan," "aim," "may," "should," "could," "would," "will," "continue," and other future-oriented terms. The identification of certain statements as "forward-looking" does not mean that other statements not specifically identified are not forward-looking. Forward-looking statements include, but are not limited to, statements that relate to: trends and opportunities in the global economic environment; trends and opportunities in the semiconductor industry, including in the end markets and applications for semiconductors, in device complexity, and in the complexity of device manufacturing; growth or decline in the industry and the market for, and spending on, wafer fabrication equipment; the anticipated levels of, and rates of change in, margins, market share, served available market, capital expenditures, research and development expenditures, international sales, revenue (actual and/or deferred), operating expenses and earnings generally; management's plans and objectives for our current and future operations and business focus; restructuring activities; business process improvements and initiatives; volatility in our quarterly results; the makeup of our customer base; customer and end user requirements and our ability to satisfy those requirements; the performance and benefits of our products and services; customer spending and demand for our products and services, and the reliability of indicators of change in customer spending and demand; the effect of variability in our customers' business plans or demand for our products and services; our competition, and our ability to defend our market share and to gain new market share; the success of joint development and collaboration relationships with customers, suppliers, or others; outsourced activities; our supply chain and the role of suppliers in our business, including the impacts of supply chain constraints and material costs; our leadership and competency, and our ability to facilitate innovation; our research and development programs; the opportunities in our industry for, and our ability to create sustainable differentiation; technology inflections in the industry and our ability to identify those inflections and to invest in research and development programs to meet them; our ability to deliver multi-product solutions; the resources invested to comply with evolving standards and the impact of such efforts; changes in state, federal and international tax laws, our estimated annual tax rate and the factors that affect our tax rates; legal and regulatory compliance; the estimates we make, and the accruals we record, in order to implement our critical accounting policies (including, but not limited to, the adequacy of prior tax payments, future tax benefits or liabilities, and the adequacy of our accruals relating to them); hedging transactions; debt or financing arrangements; our investment portfolio; our access to capital markets; uses of, payments of, and impact of interest rate fluctuations on, our debt; our intention to pay quarterly dividends and the amounts thereof, if any; our ability and intention to repurchase our shares; credit risks; controls and procedures; recognition or amortization of expenses; our ability to manage and grow our cash position; our ability to scale our operations to respond to changes in our business; our goals and initiatives with respect to environmental, social and governance matters, including emissions, and human capital, the value of our patents; the materiality of potential losses arising from legal proceedings; the probability of making payments under our guarantees; and the sufficiency of our financial resources or liquidity to support future business activities (including, but not limited to, operations, investments, debt service requirements, dividends, and capital expenditures). Such statements are based on current expectations and are subject to risks, uncertainties, and changes in condition, significance, value, and effect, including without limitation those discussed below under the heading "Risk Factors" within Part II Item 1A and elsewhere in this report and other documents we file from time to time with the Securities and Exchange Commission ("SEC"), such as our annual report on Form 10-K for the year ended June 29, 2025 (our "2025 Form 10-K"), and our current reports on Form 8-K. Such risks, uncertainties, and changes in condition, significance, value, and effect could cause our actual results to differ materially from those expressed in this report and in ways not readily foreseeable. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof and are based on information currently and reasonably known to us. We do not undertake any obligation to release the results of any revisions to these forward-looking statements, which may be made to reflect events or circumstances that occur after the date of this report or to reflect the occurrence or effect of anticipated or unanticipated events.

Documents To Review In Connection With Management's Discussion and Analysis Of Financial Condition and Results Of Operations

For a full understanding of our financial position and results of operations for the three months ended September 28, 2025, and the related Management's Discussion and Analysis of Financial Condition and Results of Operations below, you should also read the Condensed Consolidated Financial Statements and notes presented in this Form 10-Q and the financial statements and notes in our 2025 Form 10-K.

EXECUTIVE SUMMARY

Lam Research Corporation is a global supplier of innovative wafer fabrication equipment and services to the semiconductor industry. We have built a strong global presence with core competencies in areas like nanoscale manufacturing enablement, chemistry, plasma and fluidics, advanced systems engineering, and a broad range of operational disciplines. Our products and services are designed to help our customers build smaller and better performing devices that are used in a variety of electronic products, including mobile phones, personal computers, cloud and enterprise servers, wearables, automotive vehicles, and data storage devices.

Our customer base includes leading semiconductor memory, foundry, and integrated device manufacturers that make products such as non-volatile memory, dynamic random-access memory, and logic devices. Their continued success is part of our commitment to driving semiconductor breakthroughs that define the next generation. Our core technical competency is integrating hardware, process, materials, software, and process control, enabling results on the wafer.

Semiconductor manufacturing, our customers' business, involves the fabrication of multiple dies or integrated circuits on a wafer. This involves the repetition of a set of core processes and can require hundreds of individual steps. Fabricating these devices requires a sequence of highly sophisticated process technologies to integrate an increasing array of new materials with precise control at the atomic scale. Along with meeting technical requirements, wafer processing equipment must deliver high productivity and be cost-effective.

Demand from cloud computing, artificial intelligence, 5G, the Internet of Things, and other markets is driving the need for increasingly powerful and cost-efficient semiconductors. At the same time, there are growing technical challenges with traditional two-dimensional scaling. These trends are driving significant inflections in semiconductor manufacturing, such as the increasing importance of vertical scaling strategies like three-dimensional architecture as well as multiple patterning to enable shrinks.

We believe we are in a strong position with our leadership and expertise in deposition, etch, and clean markets to facilitate some of the most significant innovations in semiconductor device manufacturing. Our Customer Support Business Group provides products and services to maximize installed equipment performance, predictability, and operational efficiency. Several factors create opportunities for sustainable differentiation for us: (i) our focus on research and development, with several ongoing programs relating to sustaining engineering, product and process development, and concept and feasibility; (ii) our ability to effectively leverage cycles of learning from our broad installed base; (iii) our collaborative focus with semi-ecosystem partners, including our close-to-customer focus; (iv) our ability to identify and invest in the breadth of our product portfolio to meet technology inflections; and (v) our focus on delivering our multi-product solutions with a goal to enhance the value of Lam's solutions to our customers.

Wafer fabrication equipment spending levels are strong in the 2025 calendar year driven by an increase in both the memory and non-memory market segments. In the short term, volatility in the semiconductor industry environment from trade restrictions, tariffs, as well as other direct and indirect risks and uncertainties, have had, and in the future may have, a negative impact on our revenue and operating margin. Over the longer term, we believe that secular demand for semiconductors, combined with technology inflections in our industry, including 3D device scaling, multiple patterning, process flow, and advanced packaging chip integration, will drive sustainable growth and lead to an increase in the served available market for our products and services in the deposition, etch, and clean businesses.

The following table summarizes certain key financial information for the periods indicated below:

	Three Months Ended	
	September 28, 2025	June 29, 2025
	(in thousands, except per share data and percentages)	
Revenue	$ 5,324,173	$ 5,171,393
Gross margin	$ 2,684,879	$ 2,589,709
Gross margin as a percent of total revenue	50.4 %	50.1 %
Total operating expenses	$ 855,791	$ 848,581
Net income	$ 1,568,660	$ 1,720,088
Diluted net income per share	$ 1.24	$ 1.35

In the September 2025 quarter, revenue increased 3% compared to the three months ended June 29, 2025 (the “June 2025 quarter”), driven by an increase in systems revenue as a result of sustained investments in the Foundry market segment as well as increases in customer support-related revenue. The deferred revenue balance was $2.77 billion at the end of the September 2025 quarter, an increase relative to the balance at the end of the June 2025 quarter of $2.68 billion.

We aim to balance the requirements of our customers with the availability of resources, as well as performance to our operational and financial objectives. As a result, from time to time, we exercise discretion and judgment as to the timing and prioritization of manufacturing and deliveries of products, which has impacted, including in the current fiscal year, and may in the future impact, the timing of revenue recognition with respect to such products.

The increase in gross margin as a percentage of revenue in the September 2025 quarter compared to the June 2025 quarter was primarily a result of favorable changes in customer mix, partially offset by reduced factory efficiencies, higher tariff-related spend, and increased material costs. The increase in operating expenses in the September 2025 quarter compared to the June 2025 quarter was driven by an increase in employee-related costs tied to higher headcount, partially offset by lower elective deferred compensation plan-related costs.

Our cash, cash equivalents, and restricted cash balances increased to $6.7 billion at the end of the September 2025 quarter compared to $6.4 billion at the end of the June 2025 quarter. This increase was primarily the result of $1,779.0 million of cash generated from operating activities, partially offset by $975.8 million of share repurchases, including net share settlement of employee stock-based compensation and excise tax; $292.0 million of dividends paid to stockholders; and $185.1 million of capital expenditures. Employee headcount as of September 28, 2025 was approximately 19,400.

RESULTS OF OPERATIONS

	Three Months Ended		
	September 28, 2025	June 29, 2025	September 29, 2024
Revenue (in millions)	$ 5,324	$ 5,171	$ 4,168
China	43 %	35 %	37 %
Taiwan	19 %	19 %	15 %
Korea	15 %	22 %	18 %
Japan	10 %	14 %	7 %
United States	6 %	6 %	12 %
Southeast Asia	5 %	2 %	6 %
Europe	2 %	2 %	5 %

The increase in revenue in the September 2025 quarter compared to the same period in 2024 was tied to increases in Foundry equipment spending by our customers as well as higher customer support-related revenue.

The following table presents our revenue disaggregated between systems and customer support-related revenue:

	Three Months Ended		
	September 28, 2025	June 29, 2025	September 29, 2024
	(In thousands)		
Systems revenue	$ 3,547,565	$ 3,437,625	$ 2,392,730
Customer support-related revenue and other	1,776,608	1,733,768	1,775,246
	$ 5,324,173	$ 5,171,393	$ 4,167,976

Please refer to Note 3, “Revenue,” to the Condensed Consolidated Financial Statements of this Form 10-Q for additional information regarding the composition of the two categories into which revenue has been disaggregated.

The percentage of leading- and non-leading-edge equipment and upgrade revenue from each of the markets we serve was as follows:

	Three Months Ended		
	September 28, 2025	June 29, 2025	September 29, 2024
Foundry	60 %	52 %	41 %
Memory	34 %	41 %	35 %
Logic/integrated device manufacturing	6 %	7 %	24 %

The increase in the foundry market segment for the September 2025 quarter compared to the June 2025 quarter was driven by mature node investments. This increase was offset by a decrease in memory which was attributable to a decrease in non-volatile memory.

Gross Margin

	Three Months Ended		
	September 28, 2025	June 29, 2025	September 29, 2024
	(in thousands, except percentages)		
Gross margin	$ 2,684,879	$ 2,589,709	$ 2,002,683
Percent of revenue	50.4 %	50.1 %	48.0 %

Gross margin as a percentage of revenue increased in the September 2025 quarter compared to the June 2025 quarter driven by favorable changes in customer mix, partially offset by reduced factory efficiencies, higher tariff-related spend, and increased material costs.

The increase in gross margin as a percentage of revenue in the September 2025 quarter compared to the same period in the prior year was primarily due to favorable changes in customer mix.

Research and Development

	Three Months Ended		
	September 28, 2025	June 29, 2025	September 29, 2024
	(in thousands, except percentages)		
Research & development ("R&D")	$ 576,446	$ 580,178	$ 495,358
Percent of revenue	10.8 %	11.2 %	11.9 %

We continued to make significant R&D investments in the September 2025 quarter focused on leading-edge deposition, etch, clean and other semiconductor manufacturing processes. R&D expense in the September 2025 quarter was relatively flat compared to the June 2025 quarter.

R&D expense in the September 2025 quarter increased compared to the same period in the prior year, driven by higher employee-related costs as a result of increased headcount, and increased spending on supplies.

Selling, General, and Administrative

	Three Months Ended		
	September 28, 2025	June 29, 2025	September 29, 2024
	(in thousands, except percentages)		
Selling, general, and administrative ("SG&A")	$ 279,345	$ 268,403	$ 243,128
Percent of revenue	5.2 %	5.2 %	5.8 %

SG&A expense during the September 2025 quarter increased compared to both the June 2025 and the September 2024 quarters as a result of higher employee-related costs due to increased headcount.

Other Income (Expense), Net

Other income (expense), net consisted of the following:

	Three Months Ended		
	September 28, 2025	June 29, 2025	September 29, 2024
	(in thousands)		
Interest income	$ 63,930	$ 54,633	$ 68,449
Interest expense	(42,472)	(42,774)	(44,946)
Gains on deferred compensation plan-related assets, net	23,088	34,102	17,420
Foreign exchange losses, net	(5,534)	(6,907)	(9,686)
Other, net	(8,938)	(1,201)	(1,156)
	$ 30,074	$ 37,853	$ 30,081

Interest income increased in the September 2025 quarter as compared to the June 2025 quarter, primarily due to higher cash balances. Interest income decreased in the September 2025 quarter compared to the same period in the prior year, primarily due to lower interest rates, partially offset by higher cash balances.

Interest expense was flat in the September 2025 quarter as compared to the June 2025 quarter. Interest expense decreased in the September 2025 quarter compared to the same period in the prior year primarily due to the maturity of $500 million of the Company's senior notes in March 2025.

The variations in deferred compensation plan-related assets, net were driven by fluctuations in the fair market value of the underlying funds for all periods presented.

Foreign exchange fluctuations were primarily due to currency movements against portions of our unhedged balance sheet exposures for all periods presented.

The variation in other, net in the September 2025 quarter as compared to the June 2025 quarter and to the same period in the prior year was driven by fluctuations in the fair market value of equity investments and charitable contributions.

Income Tax Expense

Our provision for income taxes and effective tax rate for the periods indicated were as follows:

	Three Months Ended		
	September 28, 2025	June 29, 2025	September 29, 2024
	(in thousands, except percentages)		
Income tax expense	$ 290,502	$ 58,893	$ 177,834
Effective tax rate	15.6 %	3.3 %	13.7 %

The increase in the effective tax rate for the September 2025 quarter compared to the June 2025 quarter was primarily due to the recognition of previously unrecognized tax benefits from lapses of statutes of limitation in the June 2025 quarter, the change in level and proportion of income in higher and lower tax jurisdictions, the revaluation of deferred taxes due to changes in the U.S. taxation of non-U.S. income under OBBBA, and GMT being fully effective starting in the September 2025 quarter.

The increase in the effective tax rate for the September 2025 quarter compared to the same period in the prior year was primarily due to the change in level and proportion of income in higher and lower tax jurisdictions, the revaluation of deferred taxes due to changes in the U.S. taxation of non-U.S. income under OBBBA, and GMT being fully effective starting in the September 2025 quarter.

International revenues account for a significant portion of our total revenues, such that a material portion of our pre-tax income is earned and taxed outside the United States. International pre-tax income is taxable in the United States at a lower effective tax rate than the federal statutory tax rate. Please refer to Note 7, “Income Taxes”, to our Consolidated Financial Statements in Part II, Item 8 of our 2025 Form 10-K for additional information.

We re-evaluate uncertain tax positions on a quarterly basis. This evaluation is based on factors including, but not limited to, changes in facts or circumstances, changes in tax law, effectively settled issues under audit, and new audit activity. Any change in recognition or measurement would result in the recognition of a tax benefit or an additional charge to the tax provision.

BEPS 2.0 GMT is fully effective for us this fiscal year. We assessed our exposure to GMT under currently enacted legislation and determined that we expect to meet transitional safe harbor requirements in most jurisdictions, with limited jurisdictions subject to GMT.

On July 4, 2025, the OBBBA was signed into law by U.S. President Donald Trump. The impact on income taxes due to change in legislation is required, under ASC 740, Income Taxes, to be recognized in the period in which the law is enacted, which is this fiscal year. In general, the OBBBA introduces changes to U.S. taxation, including changes in the taxation of non-U.S. income.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our critical accounting policies and estimates are unchanged from those disclosed in “Critical Accounting Policies and Estimates” in Part II, Item 7 of our 2025 Form 10-K.

Recent Accounting Pronouncements

See Note 2 - Recent Accounting Pronouncements, of our Condensed Consolidated Financial Statements, included in Part 1 of this Form 10-Q.

LIQUIDITY AND CAPITAL RESOURCES

Total gross cash, cash equivalents, and restricted cash balances were $6.7 billion at September 28, 2025 compared to $6.4 billion as of June 29, 2025. The increase was primarily driven by cash generated from operating activities totaling $1,779.0 million, partially offset by $975.8 million of share repurchases, including net share settlement on employee stock-based compensation and excise tax; $292.0 million in dividends paid; and $185.1 million in capital expenditures.

Cash Flows from Operating Activities

Net cash provided by operating activities of $1.78 billion during the three months ended September 28, 2025 consisted of (in thousands):

Net income	$	1,568,660
Non-cash charges:		
Depreciation and amortization		101,644
Equity-based compensation expense		97,241
Deferred income taxes		(62,875)
Changes in operating asset and liability accounts		76,184
Other		(1,890)
	$	1,778,964

Changes in operating asset and liability accounts, net of foreign exchange impact, included the following sources of cash: decreases in inventory of $189.8 million and prepaid expenses and other current assets of $30.2 million, and increases in deferred gross profit of $80.9 million, accrued expenses and other liabilities of $25.2 million and accounts payable of $5.1 million. These sources of cash were offset by the following uses of cash: increases in accounts receivable of $255.0 million.

Cash Flows from Investing Activities

Net cash used for investing activities during the three months ended September 28, 2025 was $186.0 million, primarily consisting of capital expenditures.

Cash Flows from Financing Activities

Net cash used for financing activities during the three months ended September 28, 2025 was $1.28 billion, primarily consisting of $975.8 million in treasury stock repurchases, including net share settlement on employee stock-based compensation and excise tax and $292.0 million in dividends paid.

Liquidity

Given that the semiconductor industry is highly competitive and has historically experienced rapid changes in demand, we believe that maintaining sufficient liquidity reserves is important to support sustaining levels of investment in R&D and capital infrastructure. Anticipated cash flows from operations based on our current business outlook, combined with our current levels of cash and cash equivalents as of September 28, 2025, are expected to be sufficient to support our anticipated levels of operations, investments, debt service requirements, capital expenditures, capital redistributions, and dividends through at least the next twelve months. However, factors outside of our control, including uncertainty in the global economy and the semiconductor industry, as well as disruptions in credit markets, have in the past, are currently, and could in the future, impact customer demand for our products, as well as our ability to manage normal commercial relationships with our customers, suppliers, and creditors.

In the longer term, liquidity will depend to a great extent on our future revenues and our ability to appropriately manage our costs based on demand for our products and services. While we have substantial cash balances, we may require additional funding and need or choose to raise the required funds through borrowings or public or private sales of debt or equity securities. We believe that, if necessary, we will be able to access the capital markets on terms and in amounts adequate to meet our objectives. However, domestic and global macroeconomic and political conditions could cause disruptions to the capital markets and otherwise make any financing more challenging, and there can be no assurance that we will be able to obtain such financing on commercially reasonable terms or at all.

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk

For financial market risks related to changes in interest rates and foreign currency exchange rates, refer to Part II, Item 7A, “Quantitative and Qualitative Disclosures About Market Risk”, in our 2025 Form 10-K. Our exposure related to market risk has not changed materially since June 29, 2025.

ITEM 4. Controls and Procedures

Design of Disclosure Controls and Procedures and Internal Control over Financial Reporting

We maintain disclosure controls and procedures and internal control over financial reporting that are designed to comply with Rule 13a-15 of the Exchange Act. In designing and evaluating the controls and procedures associated with each, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and that the effectiveness of controls cannot be absolute because the cost to design and implement a control to identify errors or mitigate the risk of errors occurring should not outweigh the potential loss caused by the errors that would likely be detected by the control. Moreover, we believe that a control system cannot be guaranteed to be 100% effective all of the time. Accordingly, a control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met.

Disclosure Controls and Procedures

As required by Exchange Act Rule 13a-15(b), as of September 28, 2025, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as defined in Rule 13a-15(e). Based upon that evaluation, our Chief Executive Officer, along with our Chief Financial Officer, concluded that our disclosure controls and procedures are effective at the reasonable assurance level.

We intend to review and evaluate the design and effectiveness of our disclosure controls and procedures on an ongoing basis and to correct any material deficiencies that we may discover. Our goal is to ensure that our senior management has timely access to material information that could affect our business.

Changes in Internal Control over Financial Reporting

There has been no change in our internal control over financial reporting during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Effectiveness of Controls

While we believe the present design of our disclosure controls and procedures and internal control over financial reporting is effective at the reasonable assurance level, future events affecting our business may cause us to modify our disclosure controls and procedures or internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. Legal Proceedings

Please refer to the subsection entitled “Legal Proceedings” within Note 11 “Commitments and Contingencies," to our Condensed Consolidated Financial Statements in this quarterly report on Form 10-Q.

ITEM 1A. Risk Factors

In addition to the other information in this Form 10-Q, the following risk factors should be carefully considered in evaluating us and our business because such factors may significantly impact our business, operating results, and financial condition. As a result of these risk factors, as well as other risks discussed in our other SEC filings, our actual results could differ materially from those projected in any forward-looking statements. No priority or significance is intended by, nor should be attached to, the order in which the risk factors appear.

INDUSTRY AND CUSTOMER RISKS

We Depend on Creating New Products and Processes and Enhancing Existing Products and Processes for Our Success; Consequently, We Are Subject to Risks Associated with Rapid Technological Change

Rapid technological changes in semiconductor manufacturing processes subject us to increased pressure to develop technological advances that enable those processes. We believe that our future success depends in part upon our ability to develop and offer new products with improved capabilities and to continue to enhance our existing products. If new products or existing products have reliability, quality, design, or safety problems, our performance may be impacted by reduced orders, higher manufacturing costs, delays in acceptance of and payment for new products, and additional service and warranty expenses. We may be unable to develop and manufacture products successfully, or products that we introduce may fail in the marketplace. For more than 25 years, the primary driver of technology advancement in the semiconductor industry has been to shrink the lithography that prints the circuit design on semiconductor chips. That driver could be approaching its technological limit, leading semiconductor manufacturers to investigate more complex changes in multiple technologies in an effort to continue technology development. In addition, the emergence of “big data” and new tools such as machine learning and artificial intelligence (“AI”) that capitalize on the availability of large data sets is leading semiconductor manufacturers and equipment manufacturers to pursue new products and approaches that exploit those tools to advance technology development. In the face of uncertainty on which technology solutions will become successful, we will need to focus our efforts on developing the technology changes that are ultimately successful in supporting our customers’ requirements. Our failure to develop and offer the correct technology solutions in a timely manner with productive and cost-effective products could adversely affect our business in a material way. Our failure to commercialize new products in a timely manner could result in loss of market share, unanticipated costs, and inventory obsolescence, which would adversely affect our financial results.

In order to develop new products and processes and enhance existing products and processes, we expect to continue to make significant investments in R&D, to investigate the acquisition of products and technologies, to invest in or acquire businesses or technologies, and to pursue joint development relationships with customers, suppliers, or other members of the industry. Our investments and acquisitions may not be as successful as we may expect, particularly in the event that we invest in or acquire product lines and technologies that are new to us. We may find that acquisitions are not available to us, for regulatory or other reasons, and that we must therefore limit ourselves to collaboration and joint venture development activities that do not have the same benefits as acquisitions. Pursuing development through collaboration and/or joint development activities rather than through an acquisition may pose substantial challenges for management, including those related to aligning business objectives; sharing confidential information, intellectual property and data; sharing value with third parties; and realizing synergies that might have been available in an acquisition but are not available through a joint development project. We must manage product transitions and joint development relationships successfully, as the introduction of new products could adversely affect our sales of existing products and certain jointly developed technologies may be subject to restrictions on our ability to share that technology, which could limit our market for products incorporating those technologies. Future technologies, processes, or product developments, including as a result of adoption of AI, may render our current product offerings obsolete, leaving us with non-competitive products, obsolete inventory, or both. Moreover, customers may adopt new technologies or processes to address the complex challenges associated with next-generation devices. This shift may result in a reduction in the size of our addressable markets or could increase the relative size of markets in which we either do not compete or have relatively low market share.

We Face a Challenging and Complex Competitive Environment

We face significant competition from multiple competitors, and our competitors may be able to develop products comparable or superior to those we offer or may adapt more quickly to new technologies or evolving customer requirements. In particular, while we continue to develop product enhancements that we believe will address future customer requirements, we may fail in a timely manner to identify those future customer requirements, to devote appropriate resources to developing products to address those requirements, or to complete the development or introduction of these additional product enhancements successfully, or these product enhancements may not achieve market acceptance or be competitive. Accordingly, competition may intensify, and we may be

unable to continue to compete successfully in our markets, which could have a material adverse effect on our revenues, operating results, financial condition, and/or cash flows.

With increased consolidation efforts in our industry, as well as the emergence and strengthening of new, regional competitors, we may face increasing competitive pressures. Other companies continue to develop systems and/or acquire businesses and products that are competitive to ours and may introduce new products and product capabilities that may affect our ability to sell and support our existing products. We face a greater risk if our competitors enter into strategic relationships with leading semiconductor manufacturers covering products similar to those we sell or may develop, as this could adversely affect our ability to sell products to those manufacturers.

We believe that to remain competitive we must devote significant financial resources to offer products that meet our customers' needs, to maintain customer service and support centers worldwide, and to invest in product and process R&D. Technological changes and developing technologies have required, and are expected to continue to require, new and costly investments. Certain of our competitors, including those that are created and financially backed by foreign governments, have substantially greater financial resources and more extensive engineering, manufacturing, marketing, and customer service and support resources than we do and therefore have the potential to offer customers a more comprehensive array of products and/or product capabilities and to therefore achieve additional relative success in the semiconductor equipment industry. These competitors may deeply discount or give away products similar to those that we sell, challenging or even exceeding our ability to make similar accommodations and threatening our ability to sell those products. We also face competition from our own customers, who in some instances have established affiliated entities that manufacture equipment similar to ours. In addition, we face competition from companies that exist in a more favorable legal or regulatory environment than we do, who are able to sell products for certain applications at certain customers that we are prohibited from selling to under applicable export controls, allowing the freedom of action in ways that we may be unable to match and potentially contributing to the strengthening of such companies' ability to compete with us. In many cases, speed to solution is necessary for customer satisfaction and our competitors may be better positioned to achieve these objectives. For these reasons, we may fail to continue to compete successfully worldwide.

Once a Semiconductor Manufacturer Commits to Purchase a Competitor's Semiconductor Manufacturing Equipment, the Manufacturer Typically Continues to Purchase That Competitor's Equipment, Making It More Difficult for Us to Sell Our Equipment to That Customer

Semiconductor manufacturers must make a substantial investment to qualify and integrate wafer processing equipment into a semiconductor production line. We believe that once a semiconductor manufacturer selects a particular supplier's processing equipment, the manufacturer generally relies upon that equipment for that specific production line application for an extended period of time, especially for customers that are more focused on tool reuse. Accordingly, we expect it to be more difficult to sell our products to a given customer for a product line application if that customer initially selects a competitor's equipment for the same product line application.

The Semiconductor Capital Equipment Industry Is Subject to Variability and Periods of Rapid Growth or Decline; We Therefore Face Risks Related to Our Strategic Resource Allocation Decisions

The semiconductor capital equipment industry has historically been characterized by rapid changes in demand. Variability in our customers' business plans may lead to changes in demand for our equipment and services, which could negatively impact our results. The variability in our customers' investments during any particular period is dependent on several factors, including, but not limited to, electronics demand, economic conditions (both general and in the semiconductor and electronics industries), industry supply and demand, prices for semiconductors, and our customers' ability to develop and manufacture increasingly complex and costly semiconductor devices. The changes in demand may require our management to adjust spending and other resources allocated to operating activities, which can be made more challenging due to the multi-year nature of investments made in certain technology programs and other initiatives.

During periods of rapid growth or decline in demand for our products and services, we may face significant challenges in maintaining adequate financial and business controls, management processes, information systems, and procedures for training, assimilating, and managing our workforce, and in appropriately sizing our supply chain infrastructure and facilities, work force, and other components of our business on a timely basis. If we do not adequately meet these challenges during periods of increasing or declining demand, our gross margins and earnings may be negatively impacted.

We continuously reassess our strategic resource allocation choices in response to the changing business environment. If we do not adequately adapt to the changing business environment, we may lack the infrastructure and resources to scale up our business to meet customer expectations and compete successfully during a period of growth, or we may expand our capacity and resources too rapidly and/or beyond what is appropriate for the actual demand environment, resulting in excess fixed costs.

Especially during transitional periods, resource allocation decisions can have a significant impact on our future performance, particularly if we have not accurately anticipated industry changes. Our success will depend, to a significant extent, on the ability of our executive officers and other members of our senior management to identify and respond to these challenges effectively.

Future Declines in the Semiconductor Industry, and the Overall World Economic Conditions on Which It Is Significantly Dependent, Could Have a Material Adverse Impact on Our Results of Operations and Financial Condition

Our business depends on the capital equipment expenditures of semiconductor manufacturers, which in turn depend on the current and anticipated market demand for integrated circuits. With the consolidation of customers within the industry, the semiconductor capital equipment market may experience rapid changes in demand driven both by changes in the market generally and the plans and requirements of particular customers. The economic, regulatory, political, and business conditions occurring nationally, globally, or in any of our key sales regions, which are often unpredictable, have historically impacted customer demand for our products and services and normal commercial relationships with our customers, suppliers, and creditors. Additionally, in times of economic uncertainty, our customers' budgets for our products, or their ability to access credit to purchase them, could be adversely affected. This would limit their ability to purchase our products and services. As a result, changing economic, regulatory, political or business conditions can cause material adverse changes to our results of operations and financial condition, including, but not limited to:

- a decline in demand for our products and/or services;
- an increase in reserves on accounts receivable due to our customers' inability to pay us;
- an increase in reserves on inventory balances due to excess or obsolete inventory as a result of our inability to sell such inventory;
- valuation allowances on deferred tax assets;
- restructuring charges;
- asset impairments including the potential impairment of goodwill and other intangible assets;
- a decline in the value of our investments;
- exposure to claims from our suppliers for payment on inventory that is ordered in anticipation of customer purchases that do not come to fruition; and
- challenges maintaining reliable and uninterrupted sources of supply.

Fluctuating levels of investment by semiconductor manufacturers may materially affect our aggregate shipments, revenues, operating results, and earnings. Where appropriate, we will attempt to respond to these fluctuations with cost management programs aimed at aligning our expenditures with anticipated revenue streams, which sometimes result in restructuring charges. Even during periods of reduced revenues, we must continue to invest in R&D and maintain extensive ongoing worldwide customer service and support capabilities to remain competitive, which may temporarily harm our profitability and other financial results.

We Have a Limited Number of Key Customers

Sales to a limited number of large customers constitute a significant portion of our overall shipments, revenue, cash flows and profitability. As a result, the actions of even one customer may subject us to variability in those areas that is difficult to predict. In addition, large customers may be able to negotiate requirements that result in decreased pricing, increased costs, and/or lower margins for us and limitations on our ability to share technology with others. Similarly, significant portions of our credit risk may, at any given time, be concentrated among a limited number of customers so that the failure of even one of these key customers to pay its obligations to us could significantly impact our financial results.

Strategic Alliances and Customer Consolidation May Have Negative Effects on Our Business

Semiconductor manufacturing companies from time to time enter into strategic alliances or consolidate with one another to expedite the development of processes and other manufacturing technologies and/or achieve economies of scale. The outcomes of such an alliance can be the definition of a particular tool set for a certain function and/or the standardization of a series of process steps that use a specific set of manufacturing equipment. In addition, the outcomes of consolidation can potentially lead to an overall reduction in the market for semiconductor manufacturing equipment as customers' operations achieve economies of scale and/or increased purchasing power based on their higher volumes. In certain instances, this could work to our disadvantage if a competitor's tools or equipment become the standard equipment for such functions or processes. Additional outcomes of such consolidation may include our customers re-evaluating their future supplier relationships to consider our competitors' products and/or gaining additional influence over the pricing of products and the control of intellectual property or data.

Similarly, our customers may partner with, or follow the lead of, educational or research institutions that establish processes for accomplishing various tasks or manufacturing steps. If those institutions utilize a competitor's equipment when they establish those processes, it is likely that customers will tend to use the same equipment in setting up their own manufacturing lines. Even if they select our equipment, the institutions and the customers that follow their lead could impose conditions on acceptance of that equipment, such as adherence to standards and requirements or limitations on how we license our proprietary rights, that increase our costs or require us to take on greater risk. These actions could adversely impact our market share and financial results.

BUSINESS AND OPERATIONAL RISKS

Our Revenues and Operating Results Are Variable

Our revenues and operating results may fluctuate significantly from quarter to quarter or year to year due to a number of factors, not all of which are in our control. We manage our expense levels based in part on our expectations of future revenues. Because our

operating expenses are based in part on anticipated future revenues, and a certain amount of those expenses are relatively fixed, a change in the timing of recognition of revenue and/or the level of gross profit from a small number of transactions can unfavorably affect operating results in a particular quarter or year. Factors that may cause our financial results to fluctuate unpredictably include, but are not limited to:

- legal, tax, accounting, or regulatory changes (including, but not limited to, changes in import/export regulations and tariffs, such as regulations imposed by the U.S. government restricting exports to China or regulations imposed by other countries restricting the export of certain materials or the re-export of products containing such materials, or potential additional tariffs on imports, and tariffs imposed by other countries) or changes in the interpretation or enforcement of existing requirements;
- macroeconomic, industry and market conditions, including those caused by war, conflict in the Middle East, bank failures; uncertainty regarding economic and other policies and priorities; and geopolitical issues;
- the impact of reductions in government spending;
- changes in average selling prices, customer mix, and product mix;
- foreign currency exchange rate fluctuations;
- economic conditions in the electronics and semiconductor industries in general and specifically the semiconductor equipment industry;
- the size and timing of orders from customers;
- changes in our deferred revenue balance, including as a result of factors such as volume purchase agreements, multi-year service contracts, back orders, and down payments toward purchases;
- consolidation of the customer base, which may result in the investment decisions of one customer or market having a significant effect on demand for our products or services;
- procurement shortages;
- the failure of our suppliers or outsource providers to perform their obligations in a manner consistent with our expectations;
- manufacturing difficulties;
- customer cancellations or delays in shipments, installations, customer payments, and/or customer acceptances;
- the extent that customers continue to purchase and use our products and services in their business;
- our customers' reuse of existing and installed products, to the extent that such reuse decreases their need to purchase new products or services;
- our ability to develop, introduce, and market new, enhanced, and competitive products in a timely manner;
- our competitors' introduction of new products;
- legal or technical challenges to our products and technologies;
- transportation, communication, demand, information technology, or supply disruptions based on factors outside our control, such as strikes, acts of God, wars, terrorist activities, international conflict, widespread outbreak of illness, or natural or man-made disasters (including disasters resulting from climate change), including earthquakes, wildfires, hurricanes, flooding, and heat waves;
- management of supply chain risks;
- effects of inflation or interest rates; and
- changes in our estimated effective tax rate.

Our Business Relies on Technology, Data, Intellectual Property and Other Sensitive Information That is Susceptible to Cybersecurity and Other Threats or Incidents

Our business is dependent upon the use and protection of technology, data, intellectual property and other sensitive information, which may be owned by, or licensed to, us or third parties, such as our customers and vendors. We maintain and rely upon certain critical information systems for the creation, transmission, use and storage of much of this information, and for the effective operation of our business. These information systems include, but are not limited to, telecommunications, the Internet, our corporate intranet, various computer hardware and software applications (some of which may be integrated into the products that we sell or be required in order to provide the services that we offer), network communications, and email. These information systems may be owned and maintained by us, our outsourced providers, or third parties such as vendors, contractors, customers and Cloud providers. In addition, we make use of Software-as-a-Service (SaaS) products for certain important business functions that are provided by third parties and hosted on their own networks and servers, or third-party networks and servers, all of which rely on networks, email and/or the Internet for their function.

The technology, data, intellectual property and other sensitive information we seek to protect are subject to loss, release, misappropriation or misuse, and the information systems containing or transmitting such technology, data, intellectual property and other sensitive information are subject to disruption, breach or failure, in each case as a result of various possible causes, any of which could have a material adverse effect on our business or operations. Such causes may include mistakes or unauthorized actions by our employees or contractors, phishing schemes and other third-party attacks, and degradation or loss of service or access to data due to viruses, malware, denial of service attacks, destructive or inadequate code, power failures, or physical damage to computers, hard drives, communication lines, or networking equipment, in each case with respect to us or the third-party product and service providers upon which we rely. Such causes may also include the use of techniques that change frequently or may be disguised or difficult to detect, or designed to remain dormant until a triggering event, or that may continue undetected for an extended period of time. In addition, to the extent AI capabilities improve and are increasingly adopted, they may be used to identify

vulnerabilities and to implement increasingly sophisticated cybersecurity attacks. Further, the use of AI by us, our customers, suppliers, and third-party providers, among others, may also introduce unique vulnerabilities whose existence or exploitation could have a material adverse effect on our business or operations.

We experience cybersecurity and other threats and incidents in the course of our operations. Although past threats and incidents have not resulted in a material adverse effect, we may incur material losses related to cybersecurity and other threats or incidents in the future. Cybersecurity or other incidents could have a material adverse effect on our business. Such adverse effects might include:

- loss of (or inability to access, e.g. through ransomware) confidential and/or sensitive information stored on these critical information systems or transmitted to or from those systems;
- the disruption of the proper function of our products, services and/or operations;
- the failure of our or our customers' manufacturing processes;
- errors in the output of our work or our customers' work;
- the loss or public exposure of the personal or other confidential information of our employees, customers or other parties;
- the public release of customer financial and business plans, customer orders and operational results;
- exposure to claims from our employees or third parties who are adversely impacted by such incidents;
- misappropriation or theft of our or a customer's, supplier's or other party's assets or resources, including technology, data, intellectual property or other sensitive information and costs associated therewith;
- reputational damage;
- diminution in the value of our investment in research, development and engineering; or
- our failure to meet, or violation of, regulatory or other legal obligations, such as the timely publication or filing of financial statements, tax information, and other required communications.

While we have implemented International Organization for Standardization ("ISO") 27001 compliant security procedures and virus protection software, intrusion prevention systems, identity and access control, and emergency recovery processes, and we carefully select our third-party providers of information systems, to mitigate risks to the information systems that we rely on and to the technology, data, intellectual property and other sensitive information we seek to protect, those security procedures and mitigation and protection systems cannot be guaranteed to be fail-safe, and we may still suffer cybersecurity and other incidents, which could have a material adverse effect on our business or operations. It has been difficult and may continue to be difficult to hire and retain employees with substantial cybersecurity acumen. In addition, there have been and may continue to be instances of our policies and procedures not being effective in enabling us to identify risks, threats and incidents in a timely manner, or at all, or to respond expediently, appropriately and effectively when incidents occur and repair any damage caused by such incidents, and such occurrences could have a material adverse effect on our business.

Our Future Success Depends Heavily on International Sales and the Management of Global Operations

Non-U.S. sales, as reflected in Part I Item 2. Results of Operations of this quarterly report on Form 10-Q, accounted for approximately 94%, 93%, and 93% of total revenue in the three months ended September 28, 2025 and fiscal years 2025, and 2024, respectively. We expect that international sales will continue to account for a substantial majority of our total revenue in future years.

We are subject to various challenges related to international sales and the management of global operations including, but not limited to:

- domestic and international trade regulations, policies, practices, relations, disputes and issues;
- domestic and international tariffs, export controls and other barriers;
- developing customers and/or suppliers, who may have limited access to capital resources;
- global or national economic and political conditions;
- changes in currency controls;
- differences in the enforcement of intellectual property and contract rights in varying jurisdictions;
- our ability to respond to customer and foreign government demands for locally sourced systems, spare parts, and services and develop the necessary relationships with local suppliers;
- changes in and compliance with U.S. and international laws and regulations affecting foreign operations, including U.S. and international trade restrictions and sanctions, international data privacy regulations, such as the General Data Protection Regulation, anti-bribery, anti-corruption, anti-boycott, environmental, tax, and labor laws;
- fluctuations in interest and foreign currency exchange rates;
- the need for technical support resources in different locations; and
- our ability to secure and retain qualified people, and effectively manage people, in all necessary locations for the successful operation of our business.

There is inherent risk, based on the complex relationships among the world's major trading nations, that political, diplomatic and national security influences can lead to trade disputes, impacts and/or disruptions, in particular those affecting the semiconductor industry. This can adversely affect our business with China, Japan, Korea, and/or Taiwan and perhaps the entire Asia Pacific region or global economy. A significant trade dispute, impact, and/or disruption in any area where we do business could have a materially adverse impact on our future revenue and profits.

Tariffs, export controls, additional taxes, trade barriers, sanctions, the termination or modification of trade agreements, trade zones, and other duty mitigation initiatives, and any reciprocal retaliatory actions, can increase our manufacturing costs, decrease margins, reduce the competitiveness of our products, disrupt our supply chain operations, or inhibit our ability to sell products or provide services, which has had and in the future could have a material adverse effect on our business, results of operations, or financial conditions. Certain of our international sales depend on our ability to obtain export licenses from the U.S. or foreign governments. Our inability to obtain such licenses, or an expansion of the number or kinds of sales for which export licenses are required, has limited and could in the future further limit the market for our products and has had and could in the future have an adverse impact on our revenues. As is discussed below under the heading "Our Sales to Customers in China, a Significant Region for Us, Have Been Impacted, and are Likely to Be Materially and Adversely Affected by Export License Requirements and Other Regulatory Changes, or Other Governmental Actions in the Course of the Trade Relationship Between the U.S. and China," the U.S. government has in recent years imposed new controls, including expanded export license requirements and restrictions on sales to certain Chinese entities that significantly impact trade with China. In addition, the U.S. government has an ongoing process of assessing technologies that may be subject to new or additional export controls, and it is possible that such additional controls, if and when imposed, could further adversely impact our ability to sell our products outside the U.S. The implementation by the U.S. government of broad export controls restricting access to our technology (such as recent controls limiting exports to China) may cause customers with international operations to reconsider their use of and reliance on our products, which could adversely impact our future revenue and profits and strengthen competitors who are not subject to such restrictions. Furthermore, there are risks that foreign governments may, among other things, take retaliatory actions; insist on the use of local suppliers; compel companies to partner with local companies to design and supply equipment on a local basis, requiring the transfer of intellectual property rights and/or local manufacturing; utilize their influence over their judicial systems to respond to intellectual property disputes or issues; and provide special incentives to government-backed local customers to buy from local competitors, even if their products are inferior to ours; all of which could adversely impact our ability to compete as well as our revenues and margins. For example, recently the Chinese government has implemented export controls applicable to certain products containing Chinese-origin rare earth elements, which, if implemented in their current or similar form, may require us to obtain export licenses for certain of our products that are manufactured outside of China, and may have an adverse impact on our business, revenues, and margins.

Our customers (and their customers and other downstream parties) may also be adversely affected by the tariffs, export controls and other trade issues described above. Additionally, certain materials are primarily available in a limited number of countries, including rare earth elements, minerals, and metals. The supplies, equipment, raw materials and other inputs necessary for the businesses of our customers and other downstream parties could become more difficult to obtain for various reasons, not limited to business interruptions of suppliers, reduced availability of labor, transit disruptions, consolidation in their supply chain, export controls (including the Chinese export controls on rare earth elements described above), sanctions, trade restrictions, tariffs, geopolitical tensions, economic circumstances, conflict, or political conditions. If the ability of downstream parties to source the inputs needed to produce their products is impaired, then demand for our products may be adversely impacted. This could have a material adverse effect on our business, results of operations or financial condition.

We are exposed to potentially adverse movements in foreign currency exchange rates. The majority of our sales and expenses are denominated in U.S. dollars. However, we are exposed to foreign currency exchange rate fluctuations primarily related to revenues denominated in Japanese yen and expenses denominated in euro, Korean won, Malaysian ringgit, and Indian rupee. Currently, we hedge certain anticipated foreign currency cash flows, primarily anticipated revenues denominated in Japanese yen and expenses denominated in euro, Korean won, Malaysian ringgit, and Indian rupee. In addition, we enter into foreign currency hedge contracts to minimize the short-term impact of the foreign currency exchange rate fluctuations on certain foreign currency denominated monetary assets and liabilities, primarily third-party accounts receivables, accounts payables, and intercompany receivables and payables. We believe these are our primary exposures to currency rate fluctuation. We expect to continue to enter into hedging transactions, for the purposes outlined, for the foreseeable future. However, these hedging transactions may not achieve their desired effect because differences between the actual timing of the underlying exposures and our forecasts of those exposures may leave us either over or under hedged on any given transaction. Moreover, by hedging these foreign currency denominated revenues, expenses, monetary assets, and liabilities, we may miss favorable currency trends that would have been advantageous to us but for the hedges. Additionally, we are exposed to short-term foreign currency exchange rate fluctuations on non-U.S. dollar-denominated monetary assets and liabilities (other than those currency exposures previously discussed), and currently we do not enter into foreign currency hedge contracts against these exposures. Therefore, we are subject to potential unfavorable foreign currency exchange rate fluctuations to the extent that we transact business (including intercompany transactions) in these currencies.

The magnitude of our overseas business also affects where our cash is generated. Certain uses of cash, such as share repurchases, payment of dividends, or the repayment of our notes, can usually only be made with onshore cash balances. Since the majority of our cash is generated outside of the United States, this may impact certain business decisions and outcomes.

Disruptions to Our Supply Chain and Outsource Providers Could Impact Our Ability to Meet Demand, Increase Our Costs, and Adversely Impact Our Revenue and Operating Results

Our supply chain has played and will continue to play a key role in our product development, manufacturing operations, field installation and support. Our business depends on our timely supply of products and services to meet the demand from our customers, which depends in significant part on the timely delivery of parts, materials and services, including components and subassemblies, from our direct suppliers to us, and to our direct suppliers by other companies. In addition, outsource providers have played and will continue to play a key role both in the manufacturing and customer-focused operations described above, and in many

of our transactional and administrative functions, such as information technology, facilities management, and certain elements of our finance organization. These providers and suppliers might suffer financial setbacks, be acquired by third parties, become subject to exclusivity arrangements that preclude further business with us, or be unable to meet our requirements or expectation due to their independent business decisions or force majeure events that could interrupt or impair their continued ability to perform as we expect. We may also experience significant interruptions of our manufacturing operations, delays in our ability to deliver or install products or perform services or to recognize revenue, increased costs or customer order cancellations as a result of:

- the failure or inability to accurately forecast demand and obtain sufficient quantities of quality parts on a cost-effective basis;
- volatility in the availability and cost of parts, materials or services, including increased costs due to tariffs, foreign export controls, rising inflation or interest rates or other market conditions;
- difficulties or delays in obtaining required import or export approvals (including those that may be required under the Chinese export controls on rare earth elements described above);
- restrictions on the import and sale of products that incorporate technologies developed or manufactured in whole or in part in certain countries;
- shipment delays and increased costs of shipment due to transportation interruptions, capacity constraints, or fuel shortages;
- shortages of semiconductor or other components or materials as a result of increases in demand or decreases in supply, including as a result of export restrictions on particular parts or materials used by us or our direct or indirect suppliers;
- information technology or infrastructure failures, including those of a third-party supplier or service provider; and
- transportation or supply disruptions based on factors outside our control, such as strikes, acts of God, wars, terrorist activities, international conflict, widespread outbreak of illness, or natural or man-made disasters (including disasters resulting from climate change), including earthquakes, wildfires, hurricanes, flooding, and heat waves.

Demand for electronic products and other factors have resulted in, and may in the future result in, a shortage of parts, materials and services needed to manufacture, deliver and install our products, as well as delays in and unpredictability of shipments due to transportation interruptions. Such shortages, delays and unpredictability have adversely impacted, and may in the future impact, our suppliers' ability to meet our demand requirements. Difficulties in obtaining sufficient and timely supply of parts, materials or services, and delays in and unpredictability of shipments due to transportation interruptions, have adversely impacted, and may in the future adversely impact, our manufacturing operations and our ability to meet customer demand. In addition, difficulties in obtaining parts, materials or services necessary to deliver or install products or perform services have adversely impacted, and may in the future adversely impact, our ability to recognize revenue, our gross margins on the revenue we recognize, and our other operating results. Although we are endeavoring to pass along some of the impact of increased costs to our customers to counteract adverse impacts to our gross margins and other operating results, such measures could be unsuccessful, or could have the effect of reducing demand, which would adversely impact our revenue.

Further, increased restrictions imposed on a class of chemicals known as per- and polyfluoroalkyl substances ("PFAS"), which are widely used in a large number of products, including parts and materials that are incorporated into our products, may negatively impact our supply chain due to the potentially decreased availability, or non-availability, of PFAS-containing products. Proposed regulations under consideration could require that we transition away from the usage of PFAS-containing products, which could adversely impact our business, operations, revenue, costs, and competitive position. There is no assurance that suitable replacements for PFAS-containing parts and materials will be available at similar costs, or at all.

Although we attempt to select reputable providers and suppliers and we attempt to secure their performance on terms documented in written contracts, it is possible that one or more of these providers or suppliers could fail to perform as we expect, or fail to secure or protect intellectual property rights, and such failure could have an adverse impact on our business. In some cases, the requirements of our business mandate that we obtain certain components and sub-assemblies included in our products from a single supplier or a limited group of suppliers. Where practical, we endeavor to establish alternative sources to mitigate the risk that the failure of any single provider or supplier will adversely affect our business, but this is not feasible in all circumstances. Some key parts are subject to long lead-times or available only from a single supplier or limited group of suppliers, and some sourcing or subassembly is provided by suppliers located in countries other than the countries where we conduct our manufacturing. There is therefore a risk that a prolonged inability to obtain certain components or secure key services could impair our ability to manage operations, ship products, and generate revenues, which could adversely affect our operating results and damage our customer relationships.

We May Not Achieve the Expected Benefits of Our Restructuring Plans and Business Transformation Initiatives, and These Efforts Could Have a Material Adverse Effect on Our Business, Operations, Financial Condition, Results of Operations and Competitive Position

We have in the past undertaken, and may in the future undertake, business restructuring, realignment and transformation plans or initiatives. While such plans or initiatives would generally have the goal of strengthening our operations and/or achieving operational efficiencies, there can be no assurance that we will be successful in these plans and initiatives. Implementation of such plans and initiatives may be costly and disruptive to our business, we may not be able to complete them at the cost or within the time frame contemplated, and we may not be able to obtain the anticipated benefits within the projected timing or at all. Restructuring and transformation may adversely affect our internal programs and our ability to recruit and retain skilled and motivated personnel, may result in a loss of continuity, loss of accumulated knowledge and/or inefficiency during transitional periods, may require a significant amount of management and other employees' time and focus, and may be distracting to employees and management, which may divert attention from operating and growing our business. Additionally, reductions in our workforce may cause a reduction in our

production output capabilities which could impact our ability to manufacture or ship products to customers within a mutually beneficial timeline. If we fail to achieve some or all of the expected benefits, it could have a material adverse effect on our business, operations, financial condition, results of operations and competitive position.

We Face Risks Related to the Disruption of Our Primary Manufacturing and R&D Facilities

While we maintain business continuity plans, our manufacturing and R&D facilities are concentrated in a limited number of locations. These locations are subject to disruption for a variety of reasons, such as natural or man-made disasters (including disasters resulting from climate change), including earthquakes, wildfires, hurricanes, flooding, and heat waves, widespread outbreaks of illness, war, terrorist activities, political or governmental unrest or instability, disruptions of our information technology resources, utility interruptions, international conflict, or other events beyond our control. Such disruptions may cause delays in developing or shipping our products, in engaging with customers on new product applications, or in supporting customers, which could result in the loss of business or customer trust, adversely affecting our business and operating results.

Epidemics, Pandemics or Outbreaks of Diseases May Adversely Impact Our Business, Operations, and Financial Results

Epidemics, pandemics or outbreaks of diseases may arise at any time and may have significant business, operational, and financial impacts. For example, the COVID-19 pandemic has in the past and additional global heath crises may in the future result in efforts by national, state and local governments worldwide to control the applicable disease's spread. Such governmental efforts may result in measures aimed at containing the applicable disease such as quarantines, travel bans, shutdowns, and shelter in place or "stay at home" orders, which collectively have the potential to significantly restrict the ability of businesses to operate. In addition, restrictions resulting from global health crises and related measures aimed at containing the applicable disease, incidents of confirmed or suspected infections within our workforce or those of our suppliers or other business partners, and efforts to act in the best interests of our employees, customers, and suppliers, in connection with a pandemic or disease outbreak, may affect our business and operations by, among other things, causing facility closures, production delays and capacity limitations; disrupting production by our supply chain; disrupting the transport of goods from our supply chain to us and from us to our customers; requiring modifications to our business processes; requiring the implementation of business continuity plans; requiring the development and qualification of alternative sources of supply; requiring the implementation of social distancing measures that impede manufacturing processes; disrupting business travel; disrupting our ability to staff our on-site manufacturing and research and development facilities; delaying capital expansion projects; and necessitating teleworking by portions of our workforce. These impacts may cause delays in product shipments and product development, increases in costs, and decreases in revenue, profitability and cash from operations, which may cause an adverse effect on our results of operations that may be material. Global health crises may also have significant macroeconomic impacts, including, but not limited to, significant disruption of global financial markets, increases in levels of unemployment, and economic uncertainty. This may lead to significant negative impacts on customer spending, demand for our products, the ability of our customers to pay, our financial condition and the financial condition of our suppliers, and our access to external sources of financing to fund our operations and capital expenditures.

We Are Subject to Risks Relating to Product Concentration and Lack of Product Revenue Diversification

We derive a substantial percentage of our revenues from a limited number of products. Our products are priced up to the tens of millions of dollars per system. As a result, the inability to recognize revenue on even a few systems can cause a significantly adverse impact on our revenues for a given quarter, and, in the longer term, the continued market acceptance of these products is critical to our future success. Our business, operating results, financial condition, and cash flows could therefore be adversely affected by:

- a decline in demand for even a limited number of our products;
- a failure to achieve continued market acceptance of our key products;
- export restrictions or other regulatory or legislative actions that could limit our ability to sell those products to key customers or customers within certain markets;
- an improved version of products being offered by a competitor in the markets in which we participate;
- increased pressure from competitors that offer broader product lines;
- increased pressure from regional competitors;
- technological changes that we are unable to address with our products;
- slower than anticipated development of various target markets that utilize new technologies; or
- a failure to release new or enhanced versions of our products on a timely basis.

In addition, the fact that we offer limited product lines creates the risk that our customers may view us as less important to their business than our competitors that offer additional products and/or product capabilities, including new products that take advantage of "big data" or other new technologies such as machine learning and AI. This may impact our ability to maintain or expand our business with certain customers. Such product concentration may also subject us to additional risks associated with technology changes. Our business is affected by our customers' use of our products in certain steps in their wafer fabrication processes. Should technologies change so that the manufacture of semiconductors requires fewer steps using our products, this could have a larger impact on our business than it would on the business of our less concentrated competitors.

We May Fail to Protect Our Critical Proprietary Technology Rights, Which Could Affect Our Business

Our success depends in part on our proprietary technology and our ability to protect key components of that technology through patents, copyrights, trade secrets and other forms of protection. Protecting our key proprietary technology helps us achieve our goals of developing technological expertise and new products and systems that give us a competitive advantage; increasing market penetration and growth of our installed base; and providing comprehensive support and service to our customers. As part of our strategy to protect our technology, we currently hold a number of U.S. and foreign patents and pending patent applications, and we keep certain information, processes, and techniques confidential and/or as trade secrets. However, we may fail to apply for or obtain sufficient patent protection for our technology, other parties may challenge or attempt to invalidate or circumvent any patents the U.S. or foreign governments issue to us; these governments may fail to issue patents for pending applications; or we may lose trade secret protection over valuable information due to our or third parties' intentional or unintentional actions or omissions or even those of our own employees. Additionally, intellectual property litigation can be expensive and time-consuming and even when patents are issued, or trade secret processes are followed, the legal systems in certain of the countries in which we do business might not enforce patents and other intellectual property rights as rigorously or effectively as the United States or may favor local entities in their intellectual property enforcement. The rights granted or anticipated under any of our patents, pending patent applications, copyrights, or trade secrets may be narrower than we expect or, in fact, provide no competitive advantages. Moreover, because we selectively file for patent protection in different jurisdictions, we may not have adequate protection in all jurisdictions based on such filing decisions. Any of these circumstances could have a material adverse impact on our business.

Our Ability to Attract, Retain, and Motivate Key Employees Is Critical to Our Success

Our ability to compete successfully depends in large part on our ability to attract, retain, and motivate key employees with the appropriate skills, experiences and competencies. This has been and may continue to be an ongoing challenge due to intense competition for top talent, fluctuations in industry or business economic conditions, as well as increasing geographic expansion, and these factors in combination may result in cycles of hiring activity and workforce reductions. Our success in hiring depends on a variety of factors, including the attractiveness of our compensation and benefit programs, global economic or political and industry conditions, our organizational structure, global competition for talent and the availability of qualified employees, the availability of career development opportunities, the ability to obtain necessary authorizations for workers to provide services outside their home countries, and our ability to offer a challenging and rewarding work environment. We periodically evaluate our overall compensation and benefit programs and make adjustments, as appropriate, to maintain or enhance their competitiveness. If we are not able to successfully attract, retain, and motivate key employees, we may be unable to capitalize on market opportunities and our operating results may be materially and adversely affected.

If We Choose to Acquire or Dispose of Businesses, Product Lines, and Technologies, We May Encounter Unforeseen Costs and Difficulties That Could Impair Our Financial Performance

An important element of our management strategy is to review acquisition prospects that would complement our existing products, augment our market coverage and distribution ability, enhance our technological capabilities, or accomplish other strategic objectives. As a result, we may seek to make acquisitions of complementary companies, products, or technologies, or we may reduce or dispose of certain product lines or technologies that no longer fit our long-term strategies. For regulatory or other reasons, we may not be successful in our attempts to acquire or dispose of businesses, products, or technologies, resulting in significant financial costs, reduced or lost opportunities, and diversion of management's attention. Managing an acquired business, disposing of product technologies, or reducing personnel entails numerous operational and financial risks, including difficulties in assimilating acquired operations and new personnel or separating existing business or product groups, diversion of management's attention away from other business concerns, amortization of acquired intangible assets, adverse customer reaction to our decision to cease support for a product, and potential loss of key employees or customers of acquired or disposed operations. There can be no assurance that we will be able to achieve and manage successfully any such integration of potential acquisitions, disposition of product lines or technologies, or reduction in personnel, or that our management, personnel, or systems will be adequate to support continued operations. Any such inabilities or inadequacies could have a material adverse effect on our business, operating results, financial condition, and/or cash flows.

In addition, any acquisition could result in changes such as potentially dilutive issuances of equity securities, the incurrence of debt and contingent liabilities, the amortization of related intangible assets, and goodwill impairment charges, any of which could materially adversely affect our business, financial condition, results of operations, cash flows, and/or the price of our Common Stock.

LEGAL, REGULATORY AND TAX RISKS

Increasing and Evolving Environmental Regulations May Adversely Affect Our Operating Results

We are subject to a variety of domestic and international governmental regulations related to the handling, discharge, sale, and disposal of toxic, volatile, or otherwise hazardous or potentially hazardous substances, and the regulatory environment is dynamic. Failure to comply with present or future environmental regulations (such as future regulations imposed on the use or sale of PFAS or PFAS-containing products) could result in fines being imposed on us, require us to undertake remediation activities, suspend production, and/or cease operations, or cause our customers to not accept our products. These regulations could require us to alter or discontinue our current operations in certain jurisdictions, acquire significant additional equipment, incur substantial other expenses to comply with environmental regulations, or take other actions. Compliance obligations, as well as any failure to comply with current or future regulations governing the use, handling, sale, transport, or disposal of hazardous or potentially hazardous substances (including, but not limited to, PFAS) could subject us to future costs and liabilities that may adversely affect our operating results, financial condition, and ability to operate our business.

Our Sales to Customers in China, a Significant Region for Us, Have Been Impacted, and are Likely to Be Materially and Adversely Affected by Export License Requirements and Other Regulatory Changes, or Other Governmental Actions in the Course of the Trade Relationship Between the U.S. and China

China represents a large and fast-developing market for the semiconductor equipment industry and therefore is important to our business. Revenue in China, which includes global customers and domestic Chinese customers with manufacturing facilities in China, represented approximately 43%, 34%, and 42% of our total revenue for the three months ended September 28, 2025 and fiscal years 2025 and 2024, respectively. The U.S. and China have historically had a complex relationship that has included actions that have impacted trade between the two countries. In recent years, these actions have included an expansion of export license requirements imposed by the U.S. government, which have limited the market for our products, adversely impacted our revenues, and increased our exposure to foreign competition, and could potentially do so to an even greater extent in the future. Additionally, the U.S. government has enacted new rules aimed at restricting China's ability to manufacture advanced semiconductors, which include restrictions on exports, reexports or transfers to, or shipping, transmitting, transferring, or facilitating such movement to, or performing services at, customer facilities in China engaged in certain technology end-uses, without appropriate authorizations obtained from U.S. authorities. The U.S. Department of Commerce has also enacted rules that have expanded export license requirements for U.S. companies to sell certain items to companies and other end-users in China that are designated as military end-users or have operations that could support military end uses; has added additional Chinese companies to its restricted entity list and unverified list under suspicion of military-civil fusion, support of Russia, or other factors associated with a broadening scope of national security concerns; and has expanded an existing rule (referred to as the foreign direct product rule) in a manner that could cause foreign-made wafers, chipsets, and certain related items produced with many of our products to be subject to U.S. licensing requirements if Huawei Technologies Co. Ltd ("Huawei") or its affiliates are parties to a transaction involving the items. These rules have required and may require us to apply for and obtain additional export licenses to supply certain of our products to customers in China, and there is no assurance that we will be issued licenses that we apply for on a timely basis or at all. In addition, our customers (including, but not limited to, Chinese customers) may require U.S. export licenses for the use of our products in order to manufacture products, including semiconductor wafers and integrated circuits, for those of their customers (i.e. Huawei and its affiliates) that are subject to the expanded foreign direct product rule, which may adversely impact the demand for our products. The U.S. Department of Commerce could in the future add additional Chinese companies to its restricted entity list or unverified list or take other actions that could expand licensing requirements or otherwise impact the market for our products and our revenue. The implementation, interpretation, and impact on our business of these rules and other regulatory actions taken by the U.S. government is uncertain and evolving, and these rules, other regulatory actions or changes, and other actions taken by the governments of either the U.S. or China, or both, that have occurred and may occur in the future could weaken our competitive position and materially and adversely affect our results of operations.

Intellectual Property, Indemnity, and Other Claims Against Us Can Be Costly and We Could Lose Significant Rights That Are Necessary to Our Continued Business and Profitability

Third parties may assert infringement, misappropriation, unfair competition, product liability, breach of contract, or other claims against us. From time to time, other persons send us notices alleging that our products infringe or misappropriate their patent or other intellectual property rights. In addition, law enforcement authorities may seek criminal charges relating to intellectual property or other issues. We also face risks of claims arising from commercial and other relationships. In addition, our bylaws and other indemnity obligations provide that we will indemnify officers and members of our Board of Directors against losses that they may incur in legal proceedings resulting from their service to us. From time to time, in the normal course of business, we indemnify third parties with whom we enter into contractual relationships, including customers and suppliers, with respect to certain matters. We have agreed, under certain conditions, to hold these third parties harmless against specified losses, such as those arising from a breach of representations or covenants, other third-party claims that our products when used for their intended purposes infringe the intellectual property rights of such other third parties, or other claims made against certain parties. In such cases, it is our policy either to defend the claims or to negotiate licenses or other settlements on commercially reasonable terms. However, we may be unable in the future to negotiate necessary licenses or reach agreement on other settlements on commercially reasonable terms, or at all, and any litigation resulting from these claims by other parties may materially and adversely affect our business and financial results, and we may be subject to substantial damage awards and penalties. Moreover, although we have insurance to protect us from certain claims

and cover certain losses to our property, such insurance may not cover us for the full amount of any losses, or at all, and may be subject to substantial exclusions and deductibles.

We Are Exposed to Various Risks from Our Regulatory Environment

We are subject to various risks related to (1) new, different, inconsistent, or even conflicting laws, rules, and regulations that may be enacted by legislative or executive bodies and/or regulatory agencies in the countries that we operate; (2) disagreements or disputes related to international trade; and (3) the interpretation and application of laws, rules, and regulations. As a public company with global operations, we are subject to the laws of multiple jurisdictions and the rules and regulations of various governing bodies, including those related to export controls, financial and other disclosures, corporate governance, privacy, anti-corruption, such as the Foreign Corrupt Practices Act and other local laws prohibiting corrupt payments to governmental officials, anti-boycott compliance, conflict minerals or other social responsibility legislation, immigration or travel regulations, antitrust regulations, and laws or regulations relating to carbon emissions such as the recent reporting requirements imposed by the State of California that will require corporations to provide climate-related disclosures, as well as other laws or regulations imposed in response to climate change concerns, among others. Each of these laws, rules, and regulations imposes costs on our business, including financial costs and potential diversion of our management's attention associated with compliance. There have been, and may continue to be, instances of our compliance policies and procedures not being effective to ensure full compliance with all of the laws, rules and regulations to which we are subject, which non-compliance has presented and may present risks to our business, including potential fines, restrictions on our actions, and reputational damage.

To maintain high standards of corporate governance and public disclosure, we intend to continue to invest appropriate resources to comply with evolving standards. Changes in or ambiguous interpretations of laws, regulations, and standards, and the speed with which new regulations may be enacted and come into effect, may create uncertainty regarding compliance matters or instances where we may not be in compliance. Efforts to comply with new and changing regulations have resulted in, and are likely to continue to result in, reduced operating income, and a diversion of management's time and attention from revenue-generating activities to compliance activities. If we are found by a court or regulatory agency not to be in compliance with the laws and regulations, our business, financial condition, and/or results of operations could be adversely affected.

Our Financial Results May Be Adversely Impacted by Higher than Expected Tax Rates or Exposure to Additional Tax Liabilities

We are subject to income, transaction, and other taxes in the United States and various foreign jurisdictions, and judgment is required to determine worldwide tax liabilities. The amount of taxes we pay is subject to ongoing audits in various jurisdictions, and a material assessment by a governing tax authority could affect our profitability. As a global company, our effective tax rate is highly dependent upon the geographic composition of worldwide earnings and tax regulations governing each region. Changes in the split of earnings between countries with differing statutory tax rates, in the valuation allowance of deferred tax assets, in tax laws, in material audit assessments, or in expirations of agreements with tax authorities could adversely affect our effective tax rate. In particular, the carrying value of deferred tax assets, which are predominantly in the United States, is dependent upon our ability to generate future taxable income in the United States.

Recommendations made by the BEPS 2.0 project have the potential to lead to changes in the tax laws in numerous countries, including the implementation of a GMT. Several countries around the world have enacted or proposed changes to their existing tax laws based on these recommendations. In addition, the United States and the other six countries which make up the G7 nations announced the intent to implement a side-by-side system related to the GMT, which would exempt U.S.-parented multinationals from the GMT. As each country in which we operate evaluates their alignment with the recommendations and enacts GMT rules, the ultimate impact of any such changes on our effective tax rate remains uncertain. The impact of the currently enacted legislation which is applicable to us has been reflected in our fiscal period results. When fully enacted, such changes could have a significant impact on our effective tax rate. We will continue to monitor the progress of the BEPS 2.0 implementation.

Our Bylaws Designate the Court of Chancery of the State of Delaware as the Sole and Exclusive Judicial Forum for Certain Legal Actions Between the Company and its Stockholders, Which May Discourage Lawsuits with Respect to Such Claims

Our bylaws provide that, unless we consent otherwise, the Court of Chancery of the State of Delaware will be the sole and exclusive forum for lawsuits asserting certain stockholder claims (including claims asserted derivatively for our benefit), such as claims against directors and officers for breach of a fiduciary duty, claims arising under any provision of the General Corporation Law of Delaware or our certificate of incorporation or our bylaws, or claims governed by the internal affairs doctrine. This is a general summary of the bylaw provision; you should refer to the language of the bylaws for details. While the forum provision does not generally apply to direct claims arising under the Securities Exchange Act of 1934 or the Securities Act of 1933, derivative lawsuits that assert legal claims arising under these statutes could fall within the provision, as recent court decisions have held.

As a Delaware corporation, Delaware law controls issues of our internal affairs, including duties that our directors, officers, employees, and others owe to the Company and its stockholders. We believe that our exclusive forum provision benefits us, and our stockholders, by permitting relatively prompt resolution of lawsuits concerning our internal affairs, promoting consistent application of Delaware law in these lawsuits, and reducing the possibility of duplicative, costly, multi-jurisdictional litigation with the potential for

inconsistent outcomes. However, the forum provision limits a stockholder's ability to bring a claim in a judicial forum that it believes may be more favorable than Delaware, and this could discourage the filing of such lawsuits.

FINANCIAL, ACCOUNTING AND CAPITAL MARKETS RISKS

The Market for Our Common Stock Is Volatile, Which May Affect Our Ability to Raise Capital or Make Acquisitions or May Subject Our Business to Additional Costs

The market price for our Common Stock is volatile and has fluctuated significantly over the past years. The trading price of our Common Stock could continue to be highly volatile and fluctuate widely in response to a variety of factors, many of which are not within our control or influence. These factors include, but are not limited to, the following:

- general market, semiconductor, or semiconductor equipment industry conditions;
- economic or political events, trends, and unexpected developments occurring nationally, globally, or in any of our key sales regions such as uncertainty regarding economic and other policies and priorities;
- macroeconomic, industry and market conditions, including those caused by war, conflict in the Middle East or elsewhere, or bank failures; and geopolitical issues;
- the impact of reductions in government spending;
- variations in our quarterly operating results and financial condition, including our liquidity;
- variations in our revenues, earnings, or other business and financial metrics from forecasts by us or securities analysts or from those experienced by other companies in our industry;
- announcements of restructurings, reductions in force, departure of key employees, and/or consolidations of operations;
- margin trading, short sales, hedging and derivative transactions involving our Common Stock;
- government regulations;
- developments in, or claims relating to, patent or other proprietary rights;
- technological innovations and the introduction of new products by us or our competitors;
- commercial success or failure of our new and existing products; or
- disruptions of relationships with key customers or suppliers.

In addition, the stock market experiences significant price and volume fluctuations. Historically, we have witnessed significant volatility in the price of our Common Stock due in part to the price of and markets for semiconductors. These and other factors have adversely affected and may again adversely affect the price of our Common Stock, regardless of our actual operating performance. In the past, following volatile periods in the price of their stock, many companies became the object of securities class action litigation. If we are sued in a securities class action, we could incur substantial costs, and it could divert management's attention and resources and have an unfavorable impact on our financial performance and the price for our Common Stock.

We May Incur Impairments to Goodwill or Long-lived Assets

We review our goodwill identified in business combinations for impairment annually or whenever events or changes in circumstances indicate that the carrying amount of these assets may exceed the fair value. We review all other long-lived assets, including finite-lived intangible assets, whenever events or changes in circumstance indicate that these assets may not be recoverable. The process of evaluating the potential impairment of goodwill and other long-lived assets requires judgment. Negative industry or economic trends, including reduced market prices of our Common Stock, reduced estimates of future cash flows, disruptions to our business, slower growth rates, or lack of growth in our relevant business units, could lead to impairment charges against our long-lived assets, including goodwill and other intangible assets.

When evaluating goodwill, if we conclude that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, then a quantitative impairment test is performed and we may be required to record an impairment charge in that period, which could adversely affect our result of operations.

When evaluating other long-lived assets, if we conclude that the estimated undiscounted cash flows attributable to the assets are less than their carrying value, we recognize an impairment loss based on the excess of the carrying amount of the assets over their respective fair values, which could adversely affect our results of operations.

Our valuation methodology for assessing impairment requires management to make judgments and assumptions based on historical experience and to rely heavily on projections of future operating performance. We operate in a highly competitive environment and projections of future operating results and cash flows may vary significantly from actual results. Additionally, if our analysis indicates potential impairment, we may be required to record additional charges to earnings in our financial statements, which could negatively affect our results of operations.

Our Leverage and Debt Service Obligations May Adversely Affect Our Financial Condition, Results of Operations, and Earnings per Share

We have $4.5 billion in aggregate principal amount of senior unsecured notes outstanding (the "Senior Notes"). Additionally, we have funding available to us under our $1.5 billion commercial paper program and our $2.0 billion revolving credit facility, which serves as a backstop to our commercial paper program. Our revolving credit facility also includes an option to increase the amount up to an

additional $750.0 million, for a potential total commitment of $2.75 billion. We may, in the future, decide to enter into additional debt arrangements.

In addition, we have entered, and in the future may enter, into derivative instrument arrangements to hedge against the variability of cash flows due to changes in the benchmark interest rate of fixed rate debt. We could be exposed to losses in the event of nonperformance by the counterparties to our derivative instruments.

Our indebtedness could have adverse consequences, including:

- risk associated with any inability to satisfy our obligations;
- a portion of our cash flows that may have to be dedicated to interest and principal payments and may not be available for operations, working capital, capital expenditures, expansion, acquisitions, or general corporate or other purposes; and
- impairment of our ability to obtain additional financing in the future.

Our ability to meet our expenses and debt obligations will depend on our future performance, which will be affected by financial, business, economic, regulatory, and other factors. Furthermore, our operations may not generate sufficient cash flows to enable us to meet our expenses and service our debt. As a result, we may need to enter into new financing arrangements to obtain the necessary funds. If we determine it is necessary to seek additional funding for any reason, we may not be able to obtain such funding or, if funding is available, obtain it on acceptable terms. If we fail to make a payment on our debt, we could be in default on such debt, and this default could cause us to be in default on our other outstanding indebtedness.

Our Credit Agreements Contain Covenant Restrictions That May Limit Our Ability to Operate Our Business

We may be unable to respond to changes in business and economic conditions, engage in transactions that might otherwise be beneficial to us, or obtain additional financing because our debt agreements contain, and any of our other future similar agreements may contain, covenant restrictions that limit our ability to, among other things:

- incur additional debt, assume obligations in connection with letters of credit, or issue guarantees;
- create liens;
- enter into transactions with our affiliates;
- change the nature of our business;
- sell certain assets; and
- merge or consolidate with any person.

Our ability to comply with these covenants is dependent on our future performance, which will be subject to many factors, some of which are beyond our control, including prevailing economic conditions. In addition, our failure to comply with these covenants could result in a default under the Senior Notes, or our other debt, which could permit the holders to accelerate such debt. If any of our debt is accelerated, we may not have sufficient funds available to repay such debt, which could materially and negatively affect our financial condition and results of operation.

There Can Be No Assurance That We Will Continue to Declare Cash Dividends or Repurchase Our Shares at All or in Any Particular Amounts

Our Board of Directors has declared quarterly dividends since April 2014. Our intent to continue to pay quarterly dividends and to repurchase our shares is subject to capital availability and periodic determinations by our Board of Directors that cash dividends and share repurchases are in the best interest of our stockholders and are in compliance with all laws and agreements applicable to the declaration and payment of cash dividends or the repurchasing of shares by us. Future dividends and share repurchases may also be affected by, among other factors, our views on potential future capital requirements for investments in acquisitions and the funding of our research and development; legal risks; changes in federal, state, and international tax laws or corporate laws; contractual restrictions, such as financial or operating covenants in our debt arrangements; availability of onshore cash flow; and changes to our business model. Our dividend payments and share repurchases may change from time to time, and we cannot provide assurance that we will continue to declare dividends or repurchase shares at all or in any particular amounts. A reduction or suspension in our dividend payments or share repurchases could have a negative effect on the price of our Common Stock.

If One or More of Our Counterparty Financial Institutions Default on Their Obligations To Us or Fail, We May Incur Significant Losses

As part of our hedging activities, we enter into transactions involving derivative financial instruments, which may include forward contracts, option contracts, collars and swaps with various financial institutions. In addition, we have significant amounts of cash, cash equivalents and other investments on deposit or in accounts with banks or other financial institutions both in and out of the United States. As a result, we are exposed to the risk of default by or failure of counterparty financial institutions, which may be heightened during economic downturns and periods of uncertainty in the financial markets. If one of our counterparties were to become insolvent or file for bankruptcy, our ability to recover losses incurred as a result of default, or our assets deposited or held in accounts with such counterparty, may be limited by the counterparty's liquidity or the applicable laws governing the insolvency or bankruptcy proceedings. In the event of default or failure of one or more of our counterparties, we could incur significant losses, which could negatively impact our results of operations and financial condition.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

Repurchases of Company Shares

In May 2024, the Board of Directors authorized management to repurchase up to an additional $10.0 billion of Common Stock; this authorization supplements the remaining balance from any prior authorization. These repurchases can be conducted on the open market or as private purchases and may include the use of derivative contracts with large financial institutions, in all cases subject to compliance with applicable law. This repurchase program has no termination date and may be suspended or discontinued at any time.

Accelerated Share Repurchase Agreements

On April 30, 2025, we entered into accelerated share repurchase agreements (the "April 2025 ASRs") with two financial institutions to repurchase a total of $500 million of Common Stock. We took an initial delivery of approximately 5.2 million shares, which represented 75% of the prepayment amount divided by our closing stock price on April 30, 2025. The total number of shares received under the April 2025 ASRs was based upon the average daily volume weighted average price of our Common Stock during the repurchase period, less an agreed upon discount. Final settlement of the April 2025 ASRs occurred in September 2025, resulting in the receipt of approximately 317 thousand additional shares, which yielded a weighted-average share price of $93.98 for the transaction period, including the effects of a 1% excise tax under the Inflation Reduction Act.

Share repurchases, including those under the repurchase program, are reflected in the table below.

Period	Total Number of Shares Repurchased		Average Price Paid per Share [1, 2]		Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs		Amount Available Under Repurchase Program
	(in thousands, except per share data)						
Available balance as of June 29, 2025							$ 7,517,184
June 30, 2025 - July 27, 2025	1,815		$ 100.14		1,815		7,335,410
July 28, 2025 - August 24, 2025	3,701		$ 100.97		3,701		6,961,761
August 25, 2025 - September 28, 2025	4,170	(3)	$ 112.69		4,170	(3)	6,527,138
Quarter ended September 28, 2025	9,686		$ 105.67	(4)	9,686		6,527,138

(1) Average price paid per share excludes the effect of accelerated share repurchase activities. See additional disclosure above regarding our accelerated share repurchase activity during the fiscal year.

(2) Our net share repurchases are subject to a 1% excise tax under the Inflation Reduction Act. Excise tax incurred reduces the amount available under repurchase programs, as applicable, and is included in the cost of shares repurchased in the Condensed Consolidated Statement of Stockholders' Equity and the calculation of the average price paid per share.

(3) Includes shares received at final settlement of accelerated share repurchase agreements; see additional disclosures above regarding our accelerated share repurchase activity during the fiscal year.

(4) Average price paid per share presented is for the quarter ended September 28, 2025.

ITEM 3. Defaults Upon Senior Securities

None.

ITEM 4. Mine Safety Disclosures

Not applicable.

ITEM 5. Other Information

Rule 10b5-1 and Non-Rule 10b5-1 Trading Arrangements

During the Company's fiscal quarter ended September 28, 2025, except for the following arrangement, none of the Company's directors or officers adopted, modified, or terminated a trading arrangement for the purchase or sale of the Company's common stock that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) (a "Rule 10b5-1 Trading Arrangement") or a non-Rule 10b5-1 trading arrangement (as defined in Item 408(c) of Regulation S-K).

On August 19, 2025, Timothy M. Archer, the President and Chief Executive Officer of the Company, adopted a Rule 10b5-1 Trading Arrangement. Mr. Archer's Rule 10b5-1 Trading Arrangement provides for: (i) the potential sale of up to 50,000 shares of the Company's common stock; and (ii) the potential exercise of 113,300 stock options expiring March 1, 2026, and the associated sale of up to 113,300 shares of the Company's common stock resulting from such exercise. Mr. Archer's Rule 10b5-1 Trading Arrangement has a termination date of May 29, 2026.

The Rule 10b5-1 Trading Arrangement contains pricing conditions that preclude or limit the sale of shares below predetermined minimum prices. The Rule 10b5-1 Trading Arrangement will terminate on the earlier of: (a) its termination date indicated above; (b) execution of all trades or expiration of all the orders relating to such trades under the Rule 10b5-1 Trading Arrangement; or (c) such date as the Rule 10b5-1 Trading Arrangement is otherwise terminated according to its terms.

ITEM 6. Exhibits

Exhibit Number	Description
10.1*	Lam Research Corporation Elective Deferred Compensation Plan II, as amended and restated.
31.1	Rule 13a-14(a)/15d-14(a) Certification (Principal Executive Officer)
31.2	Rule 13a-14(a)/15d-14(a) Certification (Principal Financial Officer)
32.1	Section 1350 Certification (Principal Executive Officer)
32.2	Section 1350 Certification (Principal Financial Officer)
101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Indicates management contract or compensatory plan or arrangement.

LAM RESEARCH CORPORATION

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: October 24, 2025

LAM RESEARCH CORPORATION
(Registrant)

/s/ Douglas R. Bettinger

Douglas R. Bettinger
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Exhibit 10.1

LAM RESEARCH CORPORATION
ELECTIVE DEFERRED COMPENSATION PLAN II

(Amended and Restated Effective January 1, 2026)

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LAM RESEARCH CORPORATION
ELECTIVE DEFERRED COMPENSATION PLAN II

(Amended and Restated Effective January 1, 2026)

ARTICLE 1. INTRODUCTION

1.1 Background. The Company previously adopted the Lam Research Corporation Elective Deferred Compensation Plan (the "Predecessor Plan"). The Company froze the Predecessor Plan effective as of December 31, 2004, and contributions and deferrals, the right to which were earned and vested by a Participant as of December 31, 2004, and investment earnings related to account balances in the Predecessor Plan as of December 31, 2004, shall continue to be governed by the Predecessor Plan. The Predecessor Plan is not subject to Code Section 409A. The Employers adopted the Lam Research Corporation Elective Deferred Compensation Plan II (the "Plan") effective January 1, 2005, amended and restated the Plan effective January 1, 2010, and further amended and restated the Plan effective January 1, 2026, unless otherwise noted herein.

1.2 Status of Plan. The Plan is intended to be "a plan which is unfunded and is maintained by an employer primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees" within the meaning of Sections 201(2), 301(a)(3) and 401(a)(1) of ERISA and is intended to avoid subjecting Participants to taxation under Code Section 409A, and shall be interpreted and administered in a manner consistent with those intentions.

ARTICLE 2. DEFINITIONS

Wherever used herein, the following terms have the meanings set forth below, unless a different meaning is clearly required by the context:

2.1 "401(k) Plan" means the Savings Plus Plan, Lam Research 401(k).

2.2 "Account" means, for each Participant, the account established for his or her benefit under Section 5.1.

2.3 "Affiliate" means any corporation or organization that together with an Employer is treated as a single employer under Section 414(b) or (c) of the Code.

2.4 "Base Pay" means the base salary payable by an Employer to an employee, including amounts that would have been payable to the employee as base salary but for an election under Section 125 of the Code, a deferral election under the 401(k) Plan, or a deferral election under this Plan.

Effective January 1, 2009, "Base Pay" shall not include imputed income.

2.5 "Beneficiary" means the person or entity designated by the Participant to receive payments under this Plan in the event of the Participant's death. Any designation of a

Beneficiary shall be made by the Participant in a manner approved or prescribed by the Committee, shall be effective upon receipt by the Committee or its designee, and may be changed by the Participant at any time. If there is no such designation or no designated Beneficiary survives the Participant, the Participant's estate shall be the deemed Beneficiary.

2.6 "Bonus" means a cash bonus payable by an Employer to an employee, including any portion of such a bonus that would have been payable to the employee but for an election under Section 125 of the Code, a deferral election under the 401(k) Plan, or a deferral election under this Plan, provided, however, that the Committee has designated such amount as a "Bonus" eligible for an Elective Deferral under this Plan prior to the deadline for making such election. Notwithstanding the preceding sentence, the term "Bonus" shall not include any amount arising from, or paid under or in connection with a stock appreciation right, stock option, restricted stock, stock unit, or other equity-based incentive award, plan or arrangement. A "**Fiscal Year Bonus**" means any Bonus that satisfies the requirements to be fiscal year compensation within the meaning of Treasury Regulation Section 1.409A-2(a)(6).

2.7 "Change in Control" means a change in control with respect to the Company of a nature that would be required to be reported in response to Item 6(e) of Schedule 14A of Regulation 14A promulgated under the Securities Exchange Act of 1934, as amended (the "Act") or any successor thereto; provided that, without limitation, such a change in control shall be deemed to have occurred if (i) any "person" (as such term is used in Sections 13 (d) and 14 (d) of the Act), other than a trustee or other fiduciary holding securities under an employee benefit plan of the Company, is or becomes the "beneficial owner" (as defined in Rule 13d-3 under the Act), directly or indirectly, of voting securities of the Company representing forty percent (40%) or more of the combined voting power of the Company's then outstanding Voting Securities; or (ii) a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the Voting Securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into Voting Securities of the surviving entity) at least 50% of the total voting power represented by the Voting Securities of the Company or such surviving entity outstanding immediately after such merger or consolidation, or a complete liquidation of the Company or a sale or disposition by the Company (in one transaction or a series of transactions) of all or substantially all of the Company's assets. As used herein, "Voting Securities" shall mean any securities which vote generally in the election of members of the Company's Board of Directors.

2.8 "Code" means the Internal Revenue Code of 1986, as amended from time to time. Reference to any section or subsection of the Code includes reference to any comparable or succeeding provisions of any legislation which amends, supplements or replaces such section or subsection. Similarly, reference to any Treasury Regulation includes reference to any succeeding provisions of any regulation or other applicable guidance that amends, supplements or replaces such regulation.

2.9 "Committee" means the Lam Research Corporation Elective Deferred Compensation Plan Committee or any successor committee appointed by the Board of Directors of the Company or its delegate.

2.10 “Company” means Lam Research Corporation, a Delaware corporation, and any successor entity.

2.11 “Compensation” means Base Pay and any Bonus payable by an Employer to an employee.

2.12 Reserved

2.13 Reserved

2.14 “Effective Date” means generally January 1, 2005, unless otherwise noted herein.

2.15 “Election” means an election by a Participant, consistent with the terms of the Plan and in a form and manner satisfactory to the Committee, to make Elective Deferrals to the Plan for a Plan Year, and to specify a time and form of payment for amounts attributable to the allocations to the Participant's Accounts (including Matching Deferrals) for such Plan Year.

2.16 “Elective Deferral” means the portion of Compensation which is deferred by a Participant under Section 4.1.

2.17 “Eligible Employee” means a Vice President, Director level or above employee, or any other employee of an Employer selected by the Committee to participate in the Plan (Vice Presidents, Director level employees and above are automatically eligible to participate in the Plan, unless expressly excluded by the Committee). The Committee in its discretion may withdraw an employee’s status as an Eligible Employee at any time and for any reason effective with respect to a subsequent Plan Year.

Effective with respect to an employee who is hired or promoted on or after January 1, 2011 into a position that is automatically eligible to participate under the Plan, such employee shall become an “Eligible Employee” (and therefore eligible to participate in the Plan) on the date that is 30 calendar days immediately following the employee’s date of hire or promotion, as applicable.

2.18 “Employer” means the Company and any Affiliate that adopts the Plan with the consent of the Company as provided in Section 9.8.

2.19 “ERISA” means the Employee Retirement Income Security Act of 1974, as amended from time to time. Reference to any section or subsection of ERISA includes reference to any comparable or succeeding provisions of any legislation which amends, supplements or replaces such section or subsection.

2.20 “Fund” shall mean, one or more of the investment funds selected by the Committee, or its designee, to which Participants may elect to make deemed investments pursuant to Section 5.2(a).

2.21 “Fiscal Year” means the fiscal year of the Company.

2.22 “Grandfathered Deferral” means a deferral made for the benefit of a Participant under Section 4.3.

2.23 “Investment Rate” shall mean, for each Fund, an amount equal to the daily net gain or loss related to such Fund.

2.24 “IRS” means the Internal Revenue Service of the United States of America.

2.25 “Matching Deferral” means a deferral made for the benefit of a Participant under Section 4.2.

2.26 “Participant” means any individual who participates in the Plan in accordance with Article 3.

2.27 “Plan” means Lam Research Corporation Elective Deferred Compensation Plan II, generally effective as of January 1, 2005, as from time to time in effect and including all amendments hereto.

2.28 “Plan Year” means the calendar year.

2.29 “Retirement” means any Separation from Service during the life of a Participant on or after the date on which the sum of the Participant’s age and Years of Service equals 60 or more.

2.30 “Retirement Rate” shall have the meaning provided to such term in the Predecessor Plan.

2.31 “Separation from Service” means the termination of services provided by a Participant to his or her Employer (as defined in (c) below), whether voluntary or involuntary, as determined by the Committee in accordance with Treasury Regulation Section 1.409A-1(h). In determining whether a Participant has experienced a Separation from Service, the following provisions shall apply:

(a) Except as otherwise provided in subsection (b) below, a Separation from Service will occur when such Participant has experienced a termination of employment with the Employer. A Participant will be considered to have experienced a termination of employment when the Participant has terminated employment and the facts and circumstances indicate that the Participant and his or her Employer reasonably anticipate that either (A) no further services will be performed for the Employer after a certain date, or (B) that the level of bona fide services the Participant will perform for the Employer after such date (whether as an employee or as an independent contractor) will permanently decrease to no more than 20% of the average level of bona fide services performed by the Participant (whether as an employee or an independent contractor) over the immediately preceding 36-month period (or the full period of services to the Employer if the Participant has been providing services to the Employer less than 36 months).

If a Participant is on military leave, sick leave, or other bona fide leave of absence, the employment relationship between the Participant and the Employer will be treated as continuing, provided that the period of the leave of absence does not exceed six months, or if longer, so long as the Participant has a right to reemployment with the Employer under an applicable statute or by contract. If the period of a military leave, sick leave, or other bona fide leave of absence exceeds six months and the Participant does not have a right to reemployment under an applicable statute or by contract, the employment relationship will be considered to be terminated for purposes of this Plan as of the first day immediately following the end of such six-month period. In applying the provisions of this paragraph, a leave of absence will be considered a bona fide leave of absence only if there is a reasonable expectation that the Participant will return to perform services for the Employer.

(b) For a Participant who provides services to an Employer as both an employee and an independent contractor, a Separation from Service generally will not occur until the Participant has ceased providing services for the Employer as both an employee and an independent contractor. Except as otherwise provided herein, in the case of an independent contractor a Separation from Service will occur upon the expiration of the contract (or in the case of more than one contract, all contracts) under which services are performed for the Employer, provided that the expiration of such contract or contracts is determined by the Employer to constitute a good-faith and complete termination of the contractual relationship between the Participant and the Employer. If a Participant ceases providing services for an Employer as an employee and begins providing services for such Employer as an independent contractor, the Participant will not be considered to have experienced a Separation from Service until the Participant has ceased providing services for the Employer in both capacities, as determined in accordance with the applicable provisions set forth in subsections (a) and (b) of this Section.

Notwithstanding the foregoing provisions in this subsection, if a Participant provides services for an Employer as both an employee and as a member of the board of directors of an Employer, to the extent permitted by Treasury Regulation Section 1.409A-1(h)(5), the services provided by the Participant as a member of the board of directors will not be taken into account in determining whether the Participant has experienced a Separation from Service as an employee.

(c) For purposes of this Section only, "**Employer**" means:

(i) The entity for whom the Participant performs services and with respect to which the legally binding right to the payment of benefits under this Plan arises; and

(ii) All other entities with which the entity described in (i) above would be aggregated and treated as a single employer under Code Section 414(b) (controlled group of corporations) and Code Section 414(c) (group of trades or businesses under common control), as applicable; provided, however, that an ownership threshold of 50% shall be used as a substitute for the 80% minimum

ownership threshold that appears in, and otherwise must be used when applying, the applicable provisions of (1) Code Section 1563 and the regulations thereunder for determining a controlled group of corporations under Code Section 414(b), and (2) Treasury Regulation Section 1.414(c)-2 for determining the trades or businesses that are under common control under Code Section 414(c).

2.32 "Unforeseeable Emergency" means a severe financial hardship to the Participant resulting from an illness or accident of the Participant, the Participant's spouse, the Participant's designated Beneficiary, or a dependent (as defined in Section 152(a) of the Code without regard to Sections 152(b)(1), (b)(2) and (d)(1)(B) of the Code) of the Participant, loss of the Participant's property due to casualty (including the need to rebuild a home following damage to a home not otherwise covered by insurance, for example, not as a result of a natural disaster), or other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the Participant. An Unforeseeable Emergency will not include the need to send a Participant's child to college or the desire to purchase a home.

2.33 "Year of Service" means each complete year of continuous service as an employee to an Employer. Employment shall be deemed to have commenced on the first day of the month during which employment began with an Employer, and to have ceased on the last day of the month during which a Separation from Service occurs.

ARTICLE 3. PARTICIPATION

3.1 Commencement of Participation. An Eligible Employee shall become a Participant on (i) the effective date of an election to defer Compensation in accordance with Section 4.1, or (ii) the date upon which a Grandfathered Deferral is made by the Company for the benefit of an Eligible Employee.

3.2 Continued Participation. An individual who has become a Participant in the Plan shall continue to be a Participant so long as any amount remains credited to his or her Account.

ARTICLE 4. DEFERRALS

4.1 Elective Deferrals.

(a) Base Pay. An individual who is or will be an Eligible Employee as of any January 1 may elect to defer a designated whole percentage, not to exceed 75 percent, of all Base Pay that is payable to the individual for services to be performed on or after that date by filing an election with the Committee or its designee prior to that January 1 (or such earlier date as the Committee may prescribe); provided, however, that the amount deferred shall be reduced by the amount of applicable tax and other withholdings to the extent the remaining amount of the Bonus, after subtraction of the elected deferral amount, is otherwise insufficient for all applicable tax and other withholdings to be withheld. Any such election shall be irrevocable as of the December 31 immediately prior to such January 1 (or such earlier date as the Committee may prescribe). Notwithstanding the preceding provisions of this paragraph, a Participant may revoke or otherwise modify an existing election, or make a new deferral election, effective as of any January 1 subsequent to the date of such revocation, modified election, or new

election, but only with respect to Base Pay earned thereafter. Such revocation, modification or new election must be delivered to the Committee or its designee no later than the December 31 immediately preceding the effective date of the election (or such earlier date as the Committee may prescribe). The same deferral percentage shall apply to each payment of Base Pay covered by the election.

(b) Bonuses. An individual who is or will be an Eligible Employee as of any January 1 may elect to defer a designated whole percentage, not to exceed 100 percent, of any Bonus that is payable to the individual for services to be performed on or after that date by filing an election with the Committee or its designee prior to that January 1 (or such earlier date as the Committee may prescribe); provided, however, that the amount deferred shall be reduced by the amount of applicable tax and other withholdings to the extent the remaining amount of the Bonus, after subtraction of the elected deferral amount, is otherwise insufficient for all applicable tax and other withholdings to be withheld. Any such election shall be irrevocable as of the December 31 immediately prior to such January 1 (or such earlier date as the Committee may prescribe). Notwithstanding the preceding provisions of this paragraph, a Participant may revoke or otherwise modify an existing election, or make a new deferral election, effective as of any January 1 subsequent to the date of such revocation, modified election, or new election, but only with respect to a Bonus earned thereafter. Such revocation, modification or new election must be delivered to the Committee or its designee no later than the December 31 immediately preceding the effective date of the election (or such earlier date as the Committee may prescribe).

(i) Fiscal Year Bonus. Notwithstanding the preceding provisions of this subparagraph (b), if permitted by the Committee, an individual who is an Eligible Employee may elect to defer a designated whole percentage, not to exceed 100 percent, of any Fiscal Year Bonus payable to the individual with respect to a Fiscal Year beginning after the date on which the election is made by filing an irrevocable election with the Committee or its designee before the first day of such Fiscal Year (or such earlier date as the Committee may prescribe); provided, however, that the amount deferred shall be reduced by the amount of applicable tax and other withholdings to the extent the remaining amount of the Bonus, after subtraction of the elected deferral amount, is otherwise insufficient for all applicable tax and other withholdings to be withheld. A Participant may revoke or otherwise modify an existing election, or make a new deferral election, effective with respect to a Fiscal Year Bonus to be paid for a Fiscal Year beginning after the date of such revocation, modified election, or new election, by filing an irrevocable election with the Committee or its designee before the first day of such Fiscal Year (or such earlier date as the Committee may prescribe).

(c) The provisions of paragraphs (a) and (b) above to the contrary notwithstanding, an individual who is identified by the Committee as an Eligible Employee during a Plan Year may be permitted to make an election to participate in the Plan with respect to Base Pay and Bonus earned during that Plan Year and subsequent to the filing of such election with the Committee or its designee, provided that such election is made within 30 days of the date that the Eligible Employee first becomes eligible to

participate in the Plan and other nonqualified deferred compensation plans treated as a single plan with this Plan under Code Section 409A; and provided further that if an Eligible Employee becomes an Eligible Employee after September 30 th of a Plan Year, the Eligible Employee's election to participate will not become effective until the following Plan Year. Any such election shall be irrevocable as of the date filed with the Committee or its designee and shall apply only to Base Pay and Bonus earned for services performed after the date of the election.

(d) The provisions of paragraphs (a) and (b) above to the contrary notwithstanding, elections to defer Base Pay in a Plan Year must be equal to or greater than 5 percent during any Plan Year in order for any amount of Base Pay to be deferred under this Plan, and elections to defer Bonus in a Plan Year must be equal to or greater than 5 percent during any Plan Year in order for any amount of Bonus to be deferred under this Plan.

(e) The provisions of paragraphs (a) and (b) above to the contrary notwithstanding, a Participant may cancel his election to defer Compensation for a Plan Year due to an Unforeseeable Emergency or on account of a hardship distribution under the 401(k) Plan (or another qualified retirement plan maintained by the Company) pursuant to Treasury Regulation Section 1.401(k)-1(d)(3), or any subsequent guidance. Any subsequent election to defer receipt of Compensation by a Participant who cancels his election under this Section 4.1(e) is subject to the election timing requirements set forth in Section 4.1.

(f) For purposes of this Plan, any amount of Base Pay that is payable after the end of the Plan Year solely for services performed during the final payroll period (described in Code Section 3401(b)) containing the last day of the Plan Year, where the amount is payable pursuant to the timing arrangement under which the Employer normally compensates the Participant for services performed during a payroll period (described in Code Section 3401(b)), shall be treated as Base Pay for services performed in the subsequent Plan Year in which the Base Pay is actually payable.

(g) Any Election by an Eligible Employee to make Elective Deferrals under the Plan shall continue for all future Plan Years and shall be irrevocable with respect to future Compensation as of the last permissible date for making an Election under Code Section 409A.

Effective as of January 1, 2011, the foregoing sentence shall apply only with respect to Eligible Employees' Base Pay Elections, and all Bonus Elections must be made each Plan Year in accordance with the terms of the Plan.

4.2 Matching Deferrals. The Company shall credit the Matching Deferral Subaccount of each Participant who defers Base Salary under the Plan with respect to a Plan Year in an amount equal to 3% of such deferrals, subject to a maximum of $2,500 in matching contributions with respect to each such Plan Year. Any such matching contribution shall be credited to a Participant's Matching Deferral Subaccount on April 30th after the end of the each applicable Plan Year provided the Participant is still employed on such date.

4.3 Grandfathered Deferrals. The Company shall credit to an applicable Participant's Account the amount of Company contributions that a Participant would have become entitled to under Section 4.3(b)(v) of the Predecessor Plan, but for the fact that the Predecessor Plan was frozen effective December 31, 2004. For the avoidance of doubt, all Grandfathered Deferrals, if any, shall be deemed to have been made under the Plan.

ARTICLE 5. ACCOUNTS; INVESTMENTS; STATEMENTS; VESTING

5.1 Accounts. A Participant's Account shall be credited with the amounts of Elective Deferrals, Matching Deferrals and Grandfathered Deferrals and any adjustments related to investments as provided in Section 5.2. Each Account shall consist of up to seven (7) subaccounts that shall be maintained for each Participant by an Employer. Up to five (5) Elective Deferral subaccounts, which may be any combination of Retirement Subaccounts and Scheduled Distribution Subaccounts, shall be maintained for the Participant and credited with the Participant's Elective Deferrals as provided in Section 5.1. One (1) Matching Deferral subaccount may be maintained for a Participant and shall be credited with Matching Deferrals, if any, credited on behalf of a Participant as provided in Section 4.2. One (1) Grandfathered Deferral subaccount may be maintained for a Participant and shall be credited with Grandfathered Deferrals, if any, credited on behalf of a Participant as provided in Section 4.3. Each subaccount may be further divided into separate accounts for investment purposes to accommodate the direction of investments as provided in Section 5.2.

5.2 Investments.

(a) Investment Funds. The Committee shall select from time to time, in its sole and absolute discretion, investment funds of various types ("Funds") that shall be communicated to the Participant. The investment rate of each Fund ("Investment Rate") shall be used to determine the amount of earnings or losses to be credited to each Account. The Committee, in its sole and absolute discretion, may change or replace Funds available under the Plan at any time. A Participant's deemed investment choices may be changed from time to time in accordance with the procedures established by the Committee.

(b) Investment Elections. In accordance with the procedures established by the Committee, each Participant shall make an election regarding the manner that the amounts credited to his or her Account under Article 4 shall be deemed to be invested for purposes of determining the amount of earnings or losses to be credited to such Account. If no such election is made, each Account shall be deemed invested in the Money Market.

(c) Credits.

(i) Elective Deferrals and Matching Deferrals. At the end of each business day, the Committee shall credit each Participant's Elective Deferral Subaccounts and Matching Deferral Subaccount with the Investment Rate performance for such day less any distributions or withdrawals made during such day from such subaccounts, plus the Investment Rate performance on any amounts credited to such subaccounts during such day. In addition, payments

under Article 6 shall include the Investment Rate performance on the amount of such payments on a daily basis.

(ii) Grandfathered Deferrals. At the end of each business day, the Committee shall credit each Participant's Grandfathered Deferral Subaccount with the Retirement Rate performance for such day less any distributions or withdrawals made during such day from such subaccount, plus the Retirement Rate performance on any amounts credited to such subaccount during such day. In addition, payments under Article 6 shall include the Retirement Rate performance on the amount of such payments on a daily basis.

5.3 Payments. Each Participant's Account shall be appropriately reduced by the amount of any payment made to or on behalf of the Participant under the Plan as of the date such payment is made.

5.4 Statements. Each Employer shall deliver to each Participant annual or more frequent statements setting forth the Account balances maintained for the Participant

5.5 Vesting. All amounts credited to the Elective Deferral subaccounts and to the Grandfathered Deferral subaccount, if any, shall be fully vested and nonforfeitable at all times except as set forth in Section 9.5. All amounts credited to the Matching Deferral subaccount, if any, shall vest at the same rate and at the same time as would have been the case had such contribution been made under the 401(k) Plan.

ARTICLE 6. PAYMENTS

6.1 Time and Form of Payment.

(a) Reserved

(b) Elective Deferrals. Prior to the date that an election to defer Base Pay or Bonus amounts becomes irrevocable under Section 4.1, each Participant shall elect the time and form of payment of up to five (5) Elective Deferral subaccounts from among the alternatives set forth in this Section 6.1. Each other individual who makes an initial election subsequent to January 1 to commence making Elective Deferrals to the Plan pursuant to Section 4.1 shall, on or before the deadline applicable to his or her initial election to begin making Elective Deferrals to the Plan, elect the time and form of payment from among the options set forth in this Section. The options available for the commencement of payment of Elective Deferrals from a Participant's Account are:

(i) the 30th day of the second calendar year, or the 30th day of any subsequent calendar year selected by the Participant, in each case, following the January 1 for which the applicable deferral election under Section 4.1 becomes irrevocable (a "Scheduled Distribution"); or

(ii) the 30th day following the end of a calendar quarter in which Retirement occurs, the first day following the end of the calendar year in which

Retirement occurs or the first day of any of the following 19 years (a "Retirement Distribution").

(iii) The options available for the form of payment for a Scheduled Distribution are (A) a single lump sum payment, or (B) equal annual installments to be paid on the first day of a calendar year over a period elected by the Participant of up to 4 years.

(iv) The options available for the form of payment for a Retirement Distribution are (A) a single lump sum payment, or (B) equal annual installments to be paid on the first day of a calendar year over a period elected by the Participant of up to 20 years, provided, however, that all amounts must be distributed prior to the 20th anniversary of the first day following the end of the calendar year in which Retirement occurs.

(v) Each such election shall be irrevocable as of the deadline for making such election as provided above, except as otherwise provided in Section 6.4. In the event a Participant fails to make a valid election by the time provided in this Section, the Participant shall be deemed to have elected the earliest possible Scheduled Distribution to be paid in a lump sum.

(vi) Other Separation from Service. Upon a Participant's Separation from Service other than on account of the Participant's Retirement, or death, the Participant's Elective Deferrals shall be paid to the Participant (1) on the first day of the calendar quarter following the calendar quarter in which the Separation from Service occurs in a lump sum, or (2) in equal annual installments to be paid on the first day of a calendar year over a period elected by the Participant of up to 5 years.

(vii) Death. If a Participant dies after the commencement of payment of any Elective Deferral subaccount, then the payments related to such Elective Deferral subaccounts shall continue to be made to the Participant's designated beneficiary or beneficiaries in accordance with the payment terms elected by the Participant for such Elective Deferral subaccounts. If a Participant dies prior to the commencement of payments under any Elective Deferral subaccount, then the payments related to such Elective Deferral subaccounts shall be made to the Participant's designated beneficiary or beneficiaries in accordance with the payment terms elected by the Participant, which may include payment (A) in a lump sum on the first day of the calendar quarter following the calendar quarter in which the death occurs, or (B) in equal annual installments to be paid on the first day of the calendar year following death over a period elected by the Participant of up to 10 years. If the total amount allocated to the Participant's Account is less than $50,000 as of the date of the Participant's death, the Committee shall require a distribution of the entire Account in the form of a single lump sum payment to the Participant's Beneficiary.

(c) Matching Deferrals. Upon Separation from Service, the Company shall pay to the Participant (or his Beneficiary in the event of the Participant's death) an amount equal to the value of the Participant's vested Matching Deferral subaccount on the first day of the calendar quarter following the calendar quarter in which the Separation from Service occurs in a lump sum.

(d) Grandfathered Deferrals. The Company shall pay to the Participant (or his Beneficiary in the event of the Participant's death) an amount equal to the value of the Participant's Grandfathered Deferral subaccount in accordance with the Predecessor Plan.

6.2 Change in Control. In the event of a Change in Control, all amounts credited to a Participant's Account shall be distributed in a lump sum payment on the first business day of the 18th month following such Change in Control; provided, however, that the provisions of Section 6.4 shall continue to be effective. Notwithstanding the preceding, a Change in Control shall not be deemed to have occurred with respect to the Account of a Participant for purposes of this Section unless such Change in Control also satisfies the requirements for a permitted distribution event with respect to such Participant for purposes of Code Section 409A(a)(2)(A)(v).

6.3 Automatic Distributions. Notwithstanding the preceding provisions of this Article 6, if the total amount credited to a Participant's Account and any other plans required to be aggregated with this Plan, including all agreements, methods, programs, or other arrangements with respect to which deferrals of compensation are treated as having been deferred under a single nonqualified deferred compensation plan under Treasury Regulation Section 1.409A-1(c)(2), is less than $25,000 as of the date that a Participant Separates from Service, the Committee shall require a distribution of the entire Account in the form of a single lump sum payment. Any payment made pursuant to this provision must result in the termination and liquidation of the entirety of the Participant's interest under the Plan and any other plans required to be aggregated with this Plan, including all agreements, methods, programs, or other arrangements with respect to which deferrals of compensation are treated as having been deferred under a single nonqualified deferred compensation plan under Treasury Regulations Section 1.409A-1(c)(2).

6.4 Changes in Time and Form of Payment. A Participant may change his or her previous payment elections under Section 6.1 regarding the time at which his or her Account or applicable subaccount will be paid or begin to be paid, or the form of such payment, or both, after commencing participation in the Plan provided that (i) no such change shall be effective until at least 12 months after the date on which such modified election is made, (ii) no change may be made less than twelve months prior to the date the payment is scheduled to be paid or, in the case of installment payments elected pursuant to Section 6.1 (which shall be treated for purposes of this Plan as a "single payment"), twelve months prior to the date the first amount was scheduled to be paid, and (iii) the payment made pursuant to any such subsequent election is deferred for a period of not less than five years from the date such payment was scheduled to be paid or, in the case of installment payments elected pursuant to Section 6.1 (which shall be treated for purposes of this Plan as a "single payment"), five years from the date the first amount was scheduled to be paid. A Participant's election pursuant to this Section to change his or her previous payment elections shall be made in the manner prescribed by the Committee and shall become effective and be deemed to be "made" for purposes of the above provisions of this

Section at the time received by the Committee or its designee, and shall be irrevocable upon such receipt. In the case of a payment that is scheduled to be made during a calendar quarter or such other time period longer than one day, such payment shall be deemed to be scheduled to be paid for purposes of this Section as of the first day of such time period.

6.5 Specified Employees. Any provision of the Plan to the contrary notwithstanding, if a Participant is a "specified employee" within the meaning of Section 409A(a)(2)(B)(i) of the Code as of the date of the Participant's Separation from Service, no distribution shall be made or commence with respect to such Participant pursuant to this Section sooner than six months from the date of such Participant's Separation from Service (or, if earlier, the date of the Participant's death). In such case, all payments that were scheduled to be made within such six-month period shall be accumulated and paid in a single lump sum in the calendar quarter following the calendar quarter in which such six-month period ends. The determination of whether an individual is a "specified employee" shall be made in accordance with the applicable regulations and other guidance pursuant to Code Section 409A using the default provisions in such regulations and other guidance unless another method permitted pursuant to such regulations and other guidance has been prescribed for such purpose by the Committee for application to all plans subject to Code Section 409A.

6.6 Withholding. There shall be deducted from all amounts paid under this Plan any taxes and other amounts required to be withheld by any Federal, state, local or other government. The Participant and/or his or her beneficiary (including his or her estate) shall bear all taxes on amounts paid under this Plan to the extent that no taxes are withheld, irrespective of whether withholding is required. The Participant will be required to pay to his or her Employer the amount of any federal, state or local taxes required by law to be withheld in connection with the Plan in the event that such Participant is not being paid by an Employer or amounts being paid by an Employer to such Participant are insufficient to satisfy any such withholding obligation.

6.7 409A Income Inclusion. Any provision of the Plan to the contrary notwithstanding, although the Plan is designed to comply in form and operation with the requirements of Code Section 409A, in the event a Participant is required to include in income an amount attributable to the Plan prior to the payment of any such amount pursuant to this Plan on account of a violation of Code Section 409A, the amount so required to be included in income shall be paid to the Participant as soon as practicable.

ARTICLE 7. COMMITTEE

7.1 Plan Administration and Interpretation. The Committee shall oversee the administration of the Plan. The Committee shall have complete control and authority to determine the rights and benefits and all claims, demands and actions arising out of the provisions of the Plan of any Participant, beneficiary, deceased Participant, or other person having or claiming to have any interest under the Plan. The Committee shall have the exclusive and discretionary power to interpret the Plan and to decide all matters under the Plan. Such interpretation and decision shall be final, conclusive and binding on all Participants and any person claiming under or through any Participant, in the absence of clear and convincing evidence that the Committee acted arbitrarily and capriciously. Any individual serving on the Committee who is a Participant will not vote or act on any matter relating solely to himself or

herself. When making a determination or calculation, the Committee shall be entitled to rely on information furnished by a Participant, a beneficiary, or an Employer. The Committee shall be deemed to be the Plan administrator with responsibility for complying with any reporting and disclosure requirements of ERISA.

7.2 Powers, Duties, Procedures, Etc. The Committee may adopt such rules and regulations as it deems necessary, desirable or appropriate in administering the Plan so long as they are not inconsistent with the terms of the Plan. Any act which this Plan authorizes or requires the Committee to do may be done by a majority of the members of the Committee acting hereunder; and the action of such majority of the members of the Committee, expressed from time to time by a vote at a meeting or in writing without a meeting, shall constitute the action of the Committee and shall have the same effect for all purposes as if assented to by all of the members of the Committee at the time in a regular or special meeting. A dissenting Committee member who, within a reasonable time after he or she has knowledge of any action or failure to act by the majority, registers his or her dissent in writing delivered to the other Committee members and the Company shall not be responsible for any action or failure to act. The Committee may elect one of its members as chairman and it may appoint a secretary who may, but need not be, a Committee member. In addition, the Committee may appoint other agents and representatives, who may but need not be in the employ of the Employer, to keep its records and assist it in doing other acts or things to be done or performed by the Committee. Any such person, corporation or firm so designated by the Committee may, when so authorized by the Committee, sign in the name of the Committee all applications and other documents required hereunder. All usual and reasonable expenses of the Committee including, without limiting the generality thereof, the reasonable cost of record keeping, accountants' fees, legal fees, counsel fees, and administrative costs shall be paid by the Employers.

7.3 Information. To enable the Committee to perform its functions, the Employers shall supply full and timely information to the Committee on all matters relating to the compensation of Participants, their employment, retirement, death, termination of employment, and such other pertinent facts as the Committee may require.

7.4 Indemnification of Committee. The Employers agree to indemnify and to defend to the fullest extent permitted by law any officer or employee who serves as a member of the Committee (including any such individual who formerly served as a member of the Committee) against all liabilities, damages, costs and expenses (including attorneys' fees and amounts paid in settlement of any claims approved by the Company) occasioned by any act or omission to act in connection with the Plan, if such act or omission is in good faith.

7.5 Claims Procedure. If any person (hereinafter called the "Claimant") feels that he or she is being denied a benefit to which he or she is entitled under this Plan, such Claimant may file a written claim for said benefit with the Committee. Within sixty days following the receipt of such claim the Committee shall determine and notify the Claimant as to whether he or she is entitled to such benefit. Such notification shall be in writing and, if denying the claim for benefit, shall set forth the specific reason or reasons for the denial, make specific reference to the pertinent provisions of this Plan, describe any additional information necessary for the Claimant to perfect the claim and explain why the information is necessary, advise the Claimant that he or she may, within sixty days following the receipt of such notice, in writing request to appear

before the Committee or its designated representative for a hearing to review such denial, and state that the Claimant has the right to bring a civil action under Section 502(a) of ERISA following a denial of the claim on review. Any hearing shall be scheduled at the mutual convenience of the Committee or its designated representative and the Claimant, and at any such hearing the Claimant and/or his or her duly authorized representative may examine any relevant documents and present evidence and arguments to support the granting of the benefit being claimed. The final decision of the Committee with respect to the claim being reviewed shall be made within sixty days following the hearing thereon, and Committee shall in writing notify the Claimant of said final decision, again specifying the reasons therefor and the pertinent provisions of this Plan upon which said final decision is based. The written notice will also include a statement that the Claimant is entitled to receive, upon request and free of charge, reasonable access to, and copies of, all documents and other information relevant to the claim and a statement that the Claimant has a right to bring a civil action under Section 502(a) of ERISA. The final decision of the Committee shall be conclusive and binding upon all parties having or claiming to have an interest in the matter being reviewed.

ARTICLE 8. AMENDMENT AND TERMINATION

8.1 Amendments. The Company shall have the right to amend this Plan from time to time, subject to Section 8.3.

8.2 Termination of Plan. This Plan is strictly a voluntary undertaking on the part of the Employers and shall not be deemed to constitute a contract between the Employers and any employee or a consideration for, or an inducement or condition of employment for, the performance of services by any employee. The Company reserves the right to terminate this Plan at any time effective with respect to any Plan Year subsequent to the date action is taken by the Company to terminate this Plan, subject to Section 8.3. In the event the Plan is terminated, no further contributions or credits shall be made after the effective date of the Plan's termination other than interest credits made pursuant to Section 5.2, and payments shall be made in accordance with the payment provisions of Article 6. The preceding provisions of this Section 8.2 to the contrary notwithstanding, the Company may in its discretion terminate the Plan effective as of a date that is prior to the first day of a subsequent Plan Year and provide for accelerated payments of all amounts credited to Accounts upon a termination of the Plan to the extent such termination and acceleration of payments satisfies the applicable requirements upon the termination of a plan pursuant to Code Section 409A.

8.3 Existing Rights. No amendment or termination of the Plan shall adversely affect the rights of any Participant with respect to amounts credited to his or her Account prior to the date of such amendment or termination.

ARTICLE 9. MISCELLANEOUS

9.1 No Funding; Source of Payments. Nothing in this Plan will be construed to create a trust or to obligate an Employer or any other person to segregate a fund, purchase an insurance contract, or in any other way currently to fund the future payment of any benefits hereunder, nor will anything herein be construed to give any employee or any other person rights to any specific

assets of an Employer or of any other person. Benefit payments to be made with respect to a Participant's Accounts shall be the obligation solely of the Employer maintaining such Accounts.

9.2 Nonassignability; Domestic Relations Order. None of the benefits, payments, proceeds or claims of any Participant or beneficiary shall be subject to any claim of any creditor of the Participant or beneficiary and, in particular, the same shall not be subject to attachment or garnishment or other legal process by any creditor of the Participant or beneficiary, nor shall any Participant or beneficiary have any right to alienate, anticipate, commute, pledge, encumber or assign any of the benefits or payments or proceeds which he may expect to receive, contingently or otherwise, under this Plan. Notwithstanding the preceding, the Committee shall direct that all or any portion of the amount credited to a Participant's Account be paid to an individual other than the Participant to the extent necessary to comply with an order that the Committee has determined to be a "domestic relations order" as defined in Code Section 414(p)(1)(B). Further, and any provision of the Plan to the contrary notwithstanding, the payment of amounts credited to a Participant's Account to an individual other than the Participant shall be accelerated as may be necessary to fulfill an order that the Committee has determined to be a "domestic relations order" as defined in Code Section 414(p)(1)(B).

9.3 Limitation of Participants' Rights. Participation in this Plan shall not give any Eligible Employee the right to be retained in the employ of an Employer or an Affiliate or any right or interest in the Plan other than as herein provided. The Employers and their Affiliates reserve the right to dismiss any Eligible Employee without any liability for any claim against the Employer or Affiliate, except to the extent of benefit payments provided herein.

9.4 Participants Bound. Any action with respect to this Plan taken by the Committee or the Company or any action authorized by or taken at the direction of the Committee or the Company shall be conclusive upon all Participants and any other persons who claim entitlement to benefits under the Plan.

9.5 Right to Offset. If at the time payments or installments of payments are to be made hereunder, any Participant or his Beneficiary is indebted to the Company or its Affiliates, then the payments remaining to be made to the Participant or his Beneficiary may, at the discretion of the Committee, be reduced by the amount of such indebtedness in accordance with Code Section 409A; provided, however, that an election by the Committee not to reduce any such payment or payments shall not constitute a waiver of any claim for such indebtedness.

9.6 Governing Law. This Plan shall be construed, administered, and governed in all respects under and by the internal laws (and not the principles relating to conflicts of laws) of the State of California, except where superseded by federal law. If any provision shall be held by a court of competent jurisdiction to be invalid or unenforceable, the remaining provisions hereof shall continue to be fully effective.

9.7 No Guarantee of Tax Consequences. No person connected with the Plan in any capacity, including, but not limited to, the Employers and any Affiliate and their respective directors, officers, agents and employees, makes any representation, commitment or guarantee that any tax treatment, including, but not limited to, federal, state and local income, estate and gift tax treatment, will be applicable with respect to any amounts deferred or payable under the

Plan or that such tax treatment will apply to or be available to a Participant on account of participation in the Plan.

9.8 Adoption by Other Employers. With the consent of the Compensation Committee of Board of Directors of the Company, this Plan may be adopted by any Affiliate, such adoption to be effective as of the date specified by such Affiliate at the time of adoption.

9.9 Headings and Subheadings. Headings and subheadings in this Plan are inserted for convenience only and are not to be considered in the construction of the provisions hereof.

IN WITNESS WHEREOF, Lam Research Corporation has caused this Plan to be executed by its duly authorized person this 22nd day of August, 2025.

Lam Research Corporation

By: /s/ Mary Hassett
Mary Hassett
Senior VP, Global Human Resources

Exhibit 31.1

RULE 13a-14(a)/15d-14(a) CERTIFICATION (PRINCIPAL EXECUTIVE OFFICER)

I, Timothy M. Archer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Lam Research Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

October 24, 2025

/s/ Timothy M. Archer

Timothy M. Archer
President and Chief Executive Officer

Exhibit 31.2

RULE 13a-14(a)/15d-14(a) CERTIFICATION (PRINCIPAL FINANCIAL OFFICER)

I, Douglas R. Bettinger, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Lam Research Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

October 24, 2025

/s/ Douglas R. Bettinger

Douglas R. Bettinger
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

SECTION 1350 CERTIFICATION (PRINCIPAL EXECUTIVE OFFICER)

In connection with the Quarterly Report of Lam Research Corporation (the "Company") on Form 10-Q for the fiscal period ending September 28, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Timothy M. Archer, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to my knowledge, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

October 24, 2025

/s/ Timothy M. Archer
Timothy M. Archer
President and Chief Executive Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and will not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liability of that section. Such certification will not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.

Exhibit 32.2

SECTION 1350 CERTIFICATION (PRINCIPAL FINANCIAL OFFICER)

In connection with the Quarterly Report of Lam Research Corporation (the "Company") on Form 10-Q for the fiscal period ending September 28, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Douglas R. Bettinger, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to my knowledge, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

October 24, 2025

/s/ Douglas R. Bettinger
Douglas R. Bettinger
Executive Vice President and Chief Financial Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and will not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liability of that section. Such certification will not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.