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Securities Code: 7733

June 2, 2022

## To Shareholders

2951 Ishikawa-machi, Hachioji-shi, Tokyo  
OLYMPUS CORPORATION  
Director, Representative Executive Officer,  
President and CEO: Yasuo Takeuchi

### **Notice Regarding the Convocation of the General Meeting of Shareholders For the Fiscal Year Ended March 31, 2022 (from April 1, 2021 to March 31, 2022)**

OLYMPUS CORPORATION will be holding the General Meeting of Shareholders for FY2022. The meeting will be held as described below.

You may attend this General Meeting of Shareholders on the internet (hereinafter called “Virtual Attendance”) without coming to the venue, and ask questions and exercise your voting rights in this way. (For further information, please refer to the “Guidance for Virtual Attendance and Questions in Advance” on pages 6 to 9).

From the perspective of preventing the spread of the novel coronavirus disease (COVID-19), please exercise your voting rights in advance either in writing or via the internet, or consider attending the meeting via Virtual Attendance, and refrain from attending the meeting in person.

In addition, if you choose not to attend the meeting in person, please refer to the “Instructions for Exercising Voting Rights” on pages 3 to 4 and review the “Reference Documents for the General Meeting of Shareholders” described later and exercise your voting rights by 5:30 p.m., June 23, 2022 (Thursday).

- 1. Date/Time:** June 24, 2022 (Friday) 10:00 a.m.  
(Reception desk is scheduled to open at 9:00 a.m.)
- 2. Location:** 6-6-2 Nishi-Shinjuku, Shinjuku-ku, Tokyo  
Kiku Ballroom, 4th Floor, Hilton Tokyo  
\* To reduce the risk of infection, the room has a limited number of seats to allow for more space between seats. For this reason, entry to the meeting room may be restricted.
- 3. Meeting Agenda:**
  - Reports:**
    1. The Business Report, Consolidated Financial Statements, and the Results of Audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit Committee for FY2022 (from April 1, 2021 to March 31, 2022)
    2. The Non-Consolidated Financial Statements for FY2022 (from April 1, 2021 to March 31, 2022)
  - Matters to be resolved:**
    - 1st Agenda:** Partial Amendments to the Articles of Incorporation
    - 2nd Agenda:** Election of Twelve Directors

**4. Internet Disclosure:** Pursuant to the relevant laws and regulations and Article 13 of the Company's Articles of Incorporation, among documents to be attached to this notice, "Matters Concerning Subscription Rights to Shares, etc.," "Framework to Ensure Fairness of Operations and Overview of Status of Management of Such Framework," "Basic Policy on Control of Company," "Consolidated Statement of Changes in Equity," "Notes to Consolidated Financial Statements," "Non-Consolidated Statement of Changes in Net Assets" and "Notes to Non-Consolidated Financial Statements" are posted on the Company's website and are not attached to this notice. The Attached Documents to this notice are part of the documents that were audited by the Accounting Auditor and the Audit Committee in preparing the Audit Reports.

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\* Any modifications to the Business Report, the Consolidated Financial Statements, the Non-Consolidated Financial Statements and the Reference Documents for the General Meeting of Shareholders shall be posted on the Company's website.

**The Company's Website: (<https://www.olympus.co.jp/ir/stock/meeting.html>)**

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## **Instructions for Exercising Voting Rights**

You may exercise your voting rights in advance of the General Meeting of Shareholders by using any of the following methods:

### **Exercising Voting Rights in Advance**

#### **[Exercising Voting Rights in Writing (by Mail)]**

Complete the enclosed voting rights exercising form by indicating your vote for or against each of the agenda items and return it without affixing a stamp.

**Votes to be received by: June 23, 2022 (Thursday) 5:30 p.m.**

#### **[Exercising Voting Rights via the Internet]**

##### **[Exercising Voting Rights via “Smart Vote”]**

Scan the QR Code for “Smart Vote” printed on the lower right-hand side of the enclosed voting rights exercise form using your smartphone or tablet device to vote on the agenda items.

**Votes to be given by: June 23, 2022 (Thursday) 5:30 p.m.**

##### **[Exercising Voting Rights by Entering Proxy Code and Password]**

Access the Company’s designated website for voting (<https://www.web54.net>), enter the “proxy code” and “password,” which are provided on the enclosed voting rights exercise form, and follow the instructions on the screen to vote on the agenda items.

**Votes to be given by: June 23, 2022 (Thursday) 5:30 p.m.**

For details, please refer to page 5.

### **Exercising Voting Rights by Attending the General Meeting of Shareholders in Person**

#### **[In the Case of Virtual Attendance]**

For this General Meeting of Shareholders, you may ask questions and exercise your voting rights without coming to the venue by viewing the live stream on the website designated by the Company. Virtual Attendance is recognized as attending the General Meeting of Shareholders by the Companies Act in the same way as attending the meeting by coming to the venue.

You may ask questions in advance on the website designated by the Company.

For details, please refer to pages 6 to 9.

#### **[Attending the Venue in Person]**

Please submit the enclosed voting rights exercise form at the reception desk.

From the perspective of preventing the spread of COVID-19, please exercise your voting rights

in advance either in writing or via the internet, or consider attending the meeting via Virtual Attendance, and refrain from attending the meeting in person.

**Date: June 24, 2022 (Friday) 10:00 a.m. (Reception starts at 9:00 a.m.)**

Exercising voting rights

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- If having cast your vote in duplicate both in writing (by mail) and via the internet, the vote cast via the internet shall be deemed valid.
- If having cast your vote multiple times via the internet, the final vote cast shall be deemed valid.

## **Instructions for Exercising Voting Rights via the Internet**

### **[Scanning QR Code: “Smart Vote”]**

You can simply log in to the website for exercising voting rights without entering your proxy code and password.

Please scan the QR Code printed on the lower right-hand side of the voting rights exercise form.

- \* “QR Code” is a registered trademark of DENSO WAVE INCORPORATED.
- \* The agendas for the General Meeting of Shareholders are now available for reference on the Smart Vote page.

Please note that exercising voting rights by using “Smart Vote” method is available only once.

If you need to change your votes after exercising your voting rights, please log in to the voting website for PC by using your voting code and password printed on the voting form, and exercise your voting rights again.

- \* If you rescan the QR Code, you can access the voting website for PC.

### **[Entering proxy code and password]**

Website for exercising voting rights: <https://www.web54.net>

1. Access the voting website.
2. Enter the proxy code printed on the voting rights exercise form.
3. Enter the password printed on the voting rights exercise form.
4. Follow the instructions on the screen to vote on the agenda items.

Inquiries regarding exercising voting rights via the internet

Please contact the following for assistance on exercising voting rights via the internet.

Sumitomo Mitsui Trust Bank, Limited  
Securities Agent Web Support Hotline

Dedicated line: 0120-652-031 (toll free, available only in Japan)  
(Business hours: 9:00 a.m. to 9:00 p.m.)

Inquiries on matters other than the exercise of voting rights:  
0120-782-031 (toll free, available only in Japan)  
(Business hours: 9:00 a.m. to 5:00 p.m. on weekdays)

Institutional investors may use the electronic voting rights exercise platform for institutional investors operated by ICJ, Inc.

## Guidance for Virtual Attendance and Questions in Advance

### About Virtual Attendance

For this General Meeting of Shareholders, you may attend via “Virtual Attendance” without coming to the venue by viewing the live stream on the website designated by the Company, as well as ask questions and exercise your voting rights in this way. Virtual Attendance is recognized as attending the General Meeting of Shareholders by the Companies Act in the same way as attending the meeting by coming to the venue. However, due to complexities of the system, etc., please understand there are certain matters, such as making and voting for a motion, that you will not be able to perform in the same way as shareholders who attend the meeting.

For shareholders who plan to attend by Virtual Attendance, please make sure to read and understand the following instructions before attending.

Date/time for live stream: June 24, 2022 (Friday) 10:00 a.m.

Website: <https://7733.ksoukai.jp>

\*Please access the website beforehand and make sure that the testing webpage, designed for such purpose, can be viewed and heard without any trouble.

### 1. System requirements for Virtual Attendance

In order for our shareholders to use Virtual Attendance, you must prepare a communication environment, etc. Please understand it is possible that you will not be able to attend through Virtual Attendance or exercise your voting rights through Virtual Attendance due to problems in the internet environment or reasons concerning the telecommunications environment on the PC/smartphone you use.

Please also understand any telecommunications devices and fees for telecommunication required for Virtual Attendance shall be prepared by the shareholder.

OS	Windows 8.1/10/11, latest MacOS	
Browser	Windows	Microsoft Edge, Mozilla Firefox, Google Chrome
	MacOS	Safari
Smartphone	<iPhone> iOS12 or higher (browser: Safari) <iPad> iOS13 or higher (browser: Safari) <Android> 8 or higher (browser: Google Chrome)	
Connection speed	5Mbps recommended	
Operating environment	PC	<a href="https://jp.vcube.com/support/virtual-shareholders-meeting/requirements/#vsm01">https://jp.vcube.com/support/virtual-shareholders-meeting/requirements/#vsm01</a>
	Smartphone	<a href="https://jp.vcube.com/support/virtual-shareholders-meeting/requirements/#vsm02">https://jp.vcube.com/support/virtual-shareholders-meeting/requirements/#vsm02</a>

## 2. How to attend the meeting

At the day of the General Meeting of Shareholders, please have the “Notice on How to Attend the Virtual General Meeting of Shareholders” enclosed with this notice at hand and log in to the Virtual General Meeting of Shareholders system by the following steps.

- (1) Access the website designated by the Company, as printed in the above, and input the ID and password printed in “Notice on How to Attend the Virtual General Meeting of Shareholders” to log in.
- (2) Press “Apply for attendance”
- (3) Press the “Attend” button.  
(You will access to the live stream from here.)

## 3. How to ask questions on the day of the meeting

Shareholders who attend through Virtual Attendance may ask questions from the start of this General Meeting of Shareholders until five minutes after the start of Q&A session by the following steps.

- (1) Click the “Ask questions” tab on the live stream page.
  - (2) Select a question category and input your question and press the “Next” button.
  - (3) After confirming the contents, press the “Submit” button.
- You may ask questions on matters related to the Meeting Agenda of this General Meeting of Shareholders.
  - **Each shareholder may ask up to two questions (up to 300 characters per question).**
  - Due to time limit of the Q&A session, please understand it is possible not all questions will be answered.
  - Inappropriate submissions such as consecutive submissions of the same question and personal attacks may be judged as a hindrance to the secure operation of the Virtual General Meeting of Shareholders system. Please understand that in such cases, under instruction or command of the Chairman and by judgement of the operation office which manages the Virtual General Meeting of Shareholders system, the Company may force a disconnection with the shareholder who made such submission(s).

## 4. Motions

Due to difficulties to take motions from shareholders attending through Virtual Attendance because of complexities of the system, etc., no motions shall be taken via Virtual Attendance, including those concerning procedures of the meeting and those concerning the proposals. Please understand when taking votes for motions, shareholders who attend through Virtual Attendance will be recognized as abstaining the votes or absent from voting.

## 5. Exercising voting rights at the meeting

Shareholders who attend through Virtual Attendance may exercise their voting rights from the start of this General Meeting of Shareholders until the time of voting for Matters to be resolved by the following steps. If you attend both the venue and via Virtual Attendance, at the time where exercise of voting rights via the virtual shareholder meeting system is confirmed, the exercise of voting rights via the virtual shareholder meeting system will be deemed valid.

- (1) Click the “exercise voting rights” tab on the live stream page.
- (2) Choose “support,” “oppose,” or “abstain” on each of the Matters to be resolved. After pressing buttons for all the Matters to be resolved, press the “exercise” button below.  
\*The “exercise” button can only be pressed once.

## 6. Validity of exercise of voting rights in advance

- If you exercise your voting rights in advance in writing or via the internet and attend the meeting through Virtual Attendance, at the time where exercise of voting rights at the meeting is confirmed, the exercise of voting rights in advance will be deemed invalid.
- If you exercise your voting rights in advance and attend the meeting through Virtual Attendance and no exercising of voting rights is confirmed at the meeting, the exercise of voting rights in advance will be deemed valid.
- If you do not exercise your voting rights in advance and if you attend the meeting through Virtual Attendance but no exercising of voting rights is confirmed, your voting rights will be not counted as neither a “support,” “oppose,” nor “abstain” vote.

## 7. Notes

- Virtual Attendance is available in **Japanese only**.
- **Attendance via Virtual Attendance is limited to shareholders.** (For shareholders who wish to attend by proxy, please delegate your voting rights to a shareholder who will attend the meeting by coming to the venue as stipulated by laws and regulations and Articles of Incorporation, etc.)
- Although the Company has taken reasonable measures against telecommunication failures for the Virtual General Meeting of Shareholders, it is possible that due to impact of the telecommunications environment there may be errors in the image or in sounds of the live stream, or temporary disruptions, etc. Please understand in such cases of telecommunications failures, shareholders may not be able to attend through Virtual Attendance or exercise their voting rights through Virtual Attendance. The Company bears no responsibility for any detriments caused by such telecommunications failures, etc.
- Sharing of the ID and password for Virtual Attendance to third parties, recording and video-recording this General Meeting of Shareholders and publishing thereof, etc. are prohibited.
- Shareholders attending through Virtual Attendance are firmly prohibited from disclosing/providing private information or other matters concerning privacy of other shareholders, gathered through sounds and video, etc., to third parties.
- It is possible a partial change or cancellation of the contents of the Virtual General Meeting of Shareholders may be announced when the Company judges it necessary.
- If there are any changes to the operation of the Virtual General Meeting of Shareholders, such as emergency announcements on system failures, etc. and measures to cope with changes in circumstances, such notices will be provided on the Company’s website (<https://www.olympus.co.jp/ir/stock/meeting.html>).

## 8. Inquiries for the Virtual General Meeting of Shareholders

You can make inquiries concerning the Virtual General Meeting of Shareholders by making phone calls to the support lines below. Please have the “Notice on How to Attend the Virtual General Meeting of Shareholders” at hand when you make the phone call.

However, please understand questions concerning the following matters shall not be answered: ID and password for Virtual Attendance, how to connect to internet, functions of the PC and smartphone you use, or troubles deemed to be caused by the shareholder’s operating environments on the day of the meeting.

General inquiries for the Virtual General Meeting of Shareholders  
Sumitomo Mitsui Trust Bank, Virtual General Meeting of Shareholders Support Dedicated Line  
Phone number: 0120-782-041  
Business hours: 9:00 a.m. to 5:00 p.m. (except Saturdays, Sundays and national holidays)

Inquiries for technical issues regarding the system  
V-cube, Inc.  
Phone number: +81-3-4213-4039  
Business hours: June 23, 2022 (Thursday), 9:00 a.m. to 9:00 p.m.  
June 24, 2022 (Friday), 9:00 a.m. to the conclusion of this General Meeting of Shareholders



### **About Questions in Advance**

You may ask questions in advance on the website designated by the Company.

Period: From June 3, 2022 (Friday) 9:00 a.m. to June 17, 2022 (Friday) 5:30 p.m.

Website: <https://7733.ksoukai.jp>

- (1) Access the website designated by the Company, as printed in the above, and input the ID and password printed in “Notice on How to Attend the Virtual General Meeting of Shareholders” to log in.
  - (2) Press “Ask a question in advance.”
  - (3) Select a question category and input your question and press the “Next” button.
  - (4) After confirming the contents, press the “Submit” button.
- You may ask questions on matters related to the Meeting Agenda of this General Meeting of Shareholders.
  - Each shareholder may ask up to two questions (up to 300 characters per question).
  - We intend to answer questions of interest to shareholders on the day of the General Meeting of Shareholders. However, due to time limit of the Q&A session, please understand it is possible not all questions will be answered.

## Reference Documents for General Meeting of Shareholders

### Propositions and information:

#### 1st Agenda: Partial Amendments to the Articles of Incorporation

##### 1. Reason for the Proposal

Revised provisions stipulated in the proviso to Article 1 of the Supplementary Provision of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will come into effect from September 1, 2022. In accordance with this amendment, a system for electronic provision of materials for general meetings of shareholders will be introduced, and the Company’s Articles of Incorporation are hereby amended as follows:

- (1) Proposed amended Article 13, paragraph 1 stipulates information that the Company will take measures to provide information that is the contents of reference materials for the general meeting of shareholders, etc., electronically.
- (2) Proposed amended Article 13, paragraph 2 covers the stipulation to restrict the scope of items to be listed in the documents to be sent to shareholders who have requested the delivery of documents in paper-based format.
- (3) Provisions for disclosure via the internet and deemed provision of reference materials for the general meeting of shareholders, etc. (Article 13 of the current Articles of Incorporation) will no longer be required and is deleted.
- (4) Supplementary provisions regarding the effective date, etc., are established in line with the above additions and deletions.

##### 2. Details of the Amendments

The following are the details of the amendments.

(Underlined portions represent amendments)

Current Articles of Incorporation	Proposed Amendments
<p>Article 1. to Article 12. (Omitted)</p> <p><u>(Internet Disclosure and Deemed Provision of Reference Materials, Etc. for General Meeting of Shareholders)</u></p> <p><u>Article 13.</u> <u>Upon convocation of a general meeting of shareholders, the Company may deem that the information required to be described or indicated in the reference document for the general meeting of shareholders, business report, financial statement and consolidated financial statement shall have been provided to the shareholders when such information is disclosed, pursuant to the Ministry of Justice Ordinances, through a method that uses the internet.</u></p> <p style="text-align: center;">(Newly Established)</p> <p style="text-align: center;">(Newly Established)</p>	<p>Article 1. to Article 12. (Unchanged)</p> <p style="text-align: center;">(Deleted)</p> <p><u>(Electronic Provision, etc.)</u></p> <p><u>Article 13.</u> <u>1. In convening a general meeting of shareholders, the Company shall take measures to provide electronically the information that is the content of the reference documents for general meeting of shareholders, etc.</u> <u>2. The Company may choose not to include all or part of the matters for which electronic provision measures are to be taken that are specified by the applicable Ordinance of the Ministry of Justice in the documents to be delivered to shareholders who have requested the delivery of documents by the record date with respect to voting rights.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>Article 14. to Article 34. (Omitted)</p>	<p>Article 14. to Article 34. (Unchanged)</p>
<p>(Newly Established)</p> <p>(Newly Established)</p> <p>(Newly Established)</p>	<p><u>(Supplementary Provisions)</u>  <u>1. The deletion of Article 13 (Internet Disclosure and Deemed Provision of Reference Materials, Etc. for General Meeting of Shareholders) of the Articles of Incorporation before the amendment and the new establishment of Article 13 (Electronic Provision etc.) of the Articles of Incorporation after the amendment shall come into effect as of September 1, 2022 of enforcement of the revised provisions stipulated in the proviso of Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Effective Date”).</u>  <u>2. Notwithstanding the provision of the preceding paragraph, Article 13 of the Articles of Incorporation before the amendment shall remain in force with respect to a general meeting of shareholders to be held on a date within six (6) months from the Effective Date.</u>  <u>3. These supplementary provisions shall be deleted after the later of either the day on which six (6) months have elapsed from the Effective Date or the day on which three (3) months have elapsed from the date of the general meeting of shareholders set forth in the preceding paragraph.</u></p>

## 2nd Agenda: Election of Twelve Directors

Upon the conclusion of this General Meeting of Shareholders, the terms of office of all Directors (eleven) will expire. The Company, therefore, proposes to increase the number of Directors by one and elect twelve Directors in order to enhance the efficiency and effectiveness of the Board of Directors as a monitoring board based on the decision made by the Nominating Committee. The candidates for Director are as follows:

No.	Name		Present position and responsibility in the Company		Attendance at meetings of the Board of Directors
1	Yasuo Takeuchi	Reelection	Director, Representative Executive Officer, President and Chief Executive Officer (CEO)	Nominating Committee	12 of 12 (100%)
2	Sumitaka Fujita	Reelection Independent Outside	Outside Director Chairman of Board of Directors	Nominating Committee	12 of 12 (100%)
3	Tetsuo Iwamura	Reelection Independent Outside	Outside Director	Nominating Committee Compensation Committee	12 of 12 (100%)
4	Yasumasa Masuda	Reelection Independent Outside	Outside Director	Audit Committee	12 of 12 (100%)
5	David Robert Hale	Reelection Independent Outside	Outside Director	Nominating Committee	12 of 12 (100%)
6	Jimmy C. Beasley	Reelection Independent Outside	Outside Director	Compensation Committee	12 of 12 (100%)
7	Sachiko Ichikawa	Reelection Independent Outside	Outside Director	Audit Committee	9 of 9 (100%)
8	Yasushi Shingai	New election Independent Outside	-		-
9	Kohei Kan	New election Independent Outside	-		-
10	Gary John Pruden	New election Independent Outside	-		-
11	Stefan Kaufmann	Reelection	Director, Executive Officer and Chief Administrative Officer (CAO) Chief Strategy Officer (CSO), ESG Officer		12 of 12 (100%)
12	Nobuyuki Koga	Reelection Non-Executive	Director	Audit Committee	12 of 12 (100%)

\*Attendance of Ms. Ichikawa at Board of Directors is included for meetings held after her appointment as Director on June 24, 2021.

Attendance at meetings of the Committees	Scheduled to assume office as				Area the Company expects the candidates for director to display their capabilities in*						
	Chairman of Board of Directors	Chairman or a member of Nominating Committee	Chairman or a member of Compensation Committee	Chairman or a member of Audit Committee	Corporate Management	Overseas Business/Diversity	Healthcare Industry	Manufacturing/Development/Research	Legal/Risk Management	Finance /Accounting	ESG
Nominating Committee: 11 of 11 (100%)		●			●	●	●			●	
Nominating Committee: 11 of 11 (100%)	★	★			●	●				●	●
Nominating Committee: 11 of 11 (100%) Compensation Committee: 11 of 11 (100%)			★		●	●		●			
Nominating Committee: 2 of 2 (100%) Compensation Committee: 4 of 4 (100%) Audit Committee: 18 of 18 (100%)				★	●	●	●			●	
Nominating Committee: 11 of 11 (100%)		●			●	●	●			●	
Compensation Committee: 11 of 11 (100%)			●		●	●	●				
Audit Committee: 18 of 18 (100%)				●		●			●	●	●
-		●	●		●	●				●	
-				●		●			●	●	
-			●		●	●	●				
-						●	●				
Audit Committee: 24 of 24 (100%)				●			●	●			

★: Chairman of the Board of Directors / Committee Chairman

\* Attendance of Mr. Masuda at Nominating Committee and Compensation Committee is included for meetings held during his term as a member of the Committee until June 24, 2021.

\* Attendance of Mr. Masuda and Ms. Ichikawa at Audit Committee is included for meetings held after their appointment as members of the Committee on June 24, 2021.

\* The above table does not indicate all the expertise/experiences the candidates have.

# 1. Yasuo Takeuchi (February 25, 1957)

Reelection



## Profile, and position and responsibility in the Company

Number of shares of the Company held (Of which, the number of shares to be delivered under the stock compensation plan):

124,189 shares  
(57,883 shares)

Years served as Director:

10 years

Attendance at meetings of the Board of Directors during current fiscal year:

12 of 12 (100%)

Attendance at meetings of the Nominating Committee during current fiscal year:

11 of 11 (100%)

April 1980: Joined the Company  
April 2005: General Division Manager, Olympus Medical Systems Corp.  
April 2009: Director, Olympus Europa Holding GmbH  
June 2009: Corporate Officer, the Company  
October 2011: Executive Managing Director and Chairman of the Board, Olympus Europa Holding GmbH  
April 2012: Director, the Company (present)  
Senior Corporate Managing Officer, the Company  
Group President of Group Management Office, the Company  
Chairman of the Board, Olympus Corporation of the Americas (present)  
Director, Olympus Corporation of Asia Pacific Limited  
March 2013: Administrative Board and Managing Director, Olympus Europa Holding SE  
April 2015: Head of Corporate Management Office, the Company  
April 2016: Director, Vice President, the Company  
Chief Financial Officer (CFO), the Company  
Chief Regional Representative Officer, the Company  
April 2019: Representative Director, the Company  
President, the Company  
Chief Executive Officer (CEO), the Company (present)  
June 2019: Representative Executive Officer, President, the Company (present)

## Important concurrent positions

Mr. Takeuchi does not hold any important concurrent positions.

## Reason for election

Mr. Yasuo Takeuchi has experience in the Accounting and Planning Divisions of the Company. He also has extensive experience overseas, and held several executive positions at subsidiaries in Europe, including the U.K. and the U.S. Since Mr. Takeuchi assumed the post of Director of the Company in April 2012, he led initiatives for stable finance as the head of the Group Corporate Management Office supervising the Corporate Management Division and Finance/Accounting Division. In addition, he assumed the post of President and Representative Director, CEO in April 2019 and President and Representative Executive Officer, CEO in June of the same year. As Chief Executive Officer, he is leading “Transform Olympus,” which is the company transformation plan and new management strategies based on this plan. During the fiscal year under review, he reviewed our business portfolio and pushed ahead with cost structure reforms. At the same time, he steadily built a foundation for increasing corporate value by developing products that will drive future growth and engaging in M&A. In addition, as a member of the Nominating Committee, he facilitated decisions regarding the contents of the agenda for election of Directors. Taking these points into account, he will continue to lead the steady implementation of the new management plan as our Chief Executive Officer while fulfilling his responsibility as the Representative Executive Officer and continuing to contribute to the Company’s sustainable growth. If he is elected to serve on the Board of Directors, the Company will enlist his involvement in the selection of its executive candidates as a member of the Nominating Committee.

## Special interest between the candidate and the Company

There is no special interest.

## 2. Sumitaka Fujita (December 24, 1942)

Reelection  
Independent Outside Director



Number of shares of the Company held (Of which, the number of shares to be delivered under the stock compensation plan):

13,018 shares  
(2,848 shares)

Years served as Outside Director:

10 years

Attendance at meetings of the Board of Directors during current fiscal year:

12 of 12 (100%)

Attendance at meetings of the Nominating Committee during current fiscal year:

11 of 11 (100%)

### Profile, and position and responsibility in the Company

April 1965: Joined ITOCHU Corporation  
June 1995: Director, ITOCHU Corporation  
April 1997: Managing Director, ITOCHU Corporation  
April 1998: Representative Managing Director, ITOCHU Corporation  
April 1999: Representative Senior Managing Director, ITOCHU Corporation  
April 2001: Representative Executive Vice President, ITOCHU Corporation  
April 2006: Representative Vice Chairman, ITOCHU Corporation  
June 2006: Vice Chairman, ITOCHU Corporation  
June 2007: Outside Director, Orient Corporation  
June 2008: Senior Corporate Adviser, ITOCHU Corporation  
Outside Director, Furukawa Electric Co., Ltd.  
Outside Audit & Supervisory Board Member, NIPPONKOA Insurance Company, Limited (currently Sampo Japan Insurance Inc.)  
June 2009: Outside Director, Nippon Sheet Glass Co., Ltd.  
April 2010: Outside Director, NKSJ Holdings, Inc. (currently Sampo Holdings, Inc.)  
June 2011: Chairman, Japan Association for CFOs (present)  
April 2012: Outside Director, the Company (present)

### Important concurrent positions

Chairman, Japan Association for CFOs

### Reason for election and outline of expected roles

Mr. Sumitaka Fujita has extensive experience and diverse knowledge as a business manager at ITOCHU Corporation. He also possesses a high level of insight, expertise, and capabilities that are expected of an Outside Director of the Company through his experience as an Outside Director and Outside Auditor at several other companies and his experience as the Chairman of the Japan Association for Chief Finance Officers. Since Mr. Fujita assumed the post of Outside Director of the Company in April 2012, he has been giving guidance/advice regarding the business management of the Company. In addition, he contributed to the development of a transparent director compensation system as Chairman of the Compensation Committee, which was established voluntarily. Since June 2018, he has been leading the Board of Directors as Chairman of the Board. Furthermore, after the transition to a Company with a Nominating Committee, a Compensation Committee and an Audit Committee in June 2019, he supervised business execution of the Company at the Board of Directors, and as Chairman of the Nominating Committee, he facilitated decisions regarding the contents of the agenda for election of Directors. The Company expects that Outside Directors will supervise management from the perspective of achieving sustainable growth of the Company and enhancing corporate value over the medium to long term as entrusted by shareholders, and will provide advice based on their own knowledge. Based on this, the Company has determined that he is an indispensable person for the composition of the Board of Directors and nominated him as a candidate for Outside Director again. In addition, if he is elected to the Board of Directors, he is expected to lead the management oversight function as Chairman of the Board of Directors and, as Chairman of the Nominating Committee, the selection of our executive candidates.

### Special interest between the candidate and the Company

There is no special interest.

### 3. Tetsuo Iwamura (May 30, 1951)

Reelection  
Independent Outside Director



Number of shares of the Company held (Of which, the number of shares to be delivered under the stock compensation plan):

6,797 shares  
(2,848 shares)

Years served as Outside Director:  
5 years

Attendance at meetings of the Board of Directors during current fiscal year:

12 of 12 (100%)

Attendance at meetings of the Nominating Committee during current fiscal year:

11 of 11 (100%)

Attendance at meetings of the Compensation Committee during current fiscal year:

11 of 11 (100%)

#### Profile, and position and responsibility in the Company

April 1978: Joined Honda Motor Co., Ltd.  
June 2000: Director, Honda Motor Co., Ltd.  
April 2003: President and Director, Honda South America Ltda.  
President and Director, Moto Honda da Amazonia Ltda.  
President and Director, Honda Automoveis do Brasil Ltda.  
June 2006: Managing Director, Honda Motor Co., Ltd.  
April 2007: President and Director, Honda North America, Inc.  
President and Director, American Honda Motor Co., Inc.  
June 2008: Senior Managing Director, Honda Motor Co., Ltd.  
April 2011: Senior Managing Officer and Director, Honda Motor Co., Ltd.  
June 2011: Senior Managing Officer, Honda Motor Co., Ltd.  
April 2012: Executive Vice President, Executive Officer, Honda Motor Co., Ltd.  
June 2012: Representative Director, Honda Motor Co., Ltd.  
April 2013: Risk Management Officer, Honda Motor Co., Ltd.  
April 2014: Corporate Brand Officer, Honda Motor Co., Ltd.  
Chairman and Director, American Honda Motor Co., Inc.  
June 2017: Outside Director, the Company (present)

#### Important concurrent positions

Mr. Iwamura does not hold any important concurrent positions.

#### Reason for election and outline of expected roles

Mr. Tetsuo Iwamura has extensive experience and diverse knowledge as a business manager at Honda Motor Co., Ltd. In addition, through his long experience in global expansion in the sales marketing, manufacturing and development field at Honda Motor Co., Ltd., he has a high level of insight, expertise, and capabilities that are expected of an Outside Director of the Company. Since Mr. Iwamura assumed the post of Outside Director of the Company in June 2017, he has been giving guidance/advice regarding the business management of the Company at meetings of the Board of Directors as well as the Nominating Committee and Compliance Committee voluntarily established. After the transition to a Company with a Nominating Committee, a Compensation Committee and an Audit Committee in June 2019, he supervised business execution of the Company at the Board of Directors, and as a member of the Nominating Committee, he facilitated decisions regarding the contents of the agenda for election of Directors. In addition, since July 2020, he has facilitated decisions regarding executive compensation as a member of the Compensation Committee. The Company expects that Outside Directors will supervise management from the perspective of achieving sustainable growth of the Company and enhancing corporate value over the medium to long term as entrusted by shareholders, and will provide advice based on their own knowledge. Based on this, the Company has determined that he is an indispensable person for the composition of the Board of Directors and nominated him as a candidate for Outside Director again. In addition, if he is elected to the Board of Directors, as Chairman of the Compensation Committee, he is expected to lead the Compensation Committee in providing appropriate incentives to management for sustainable growth of the Company.

#### Special interest between the candidate and the Company

There is no special interest.



## 4. Yasumasa Masuda (February 27, 1957)

Reelection  
Independent Outside Director



Number of shares of the Company held (Of which, the number of shares to be delivered under the stock compensation plan):

5,549 shares  
(2,848 shares)

Years served as Outside Director:  
4 years

Attendance at meetings of the Board of Directors during current fiscal year:

12 of 12 (100%)

Attendance at meetings of the Nominating Committee during current fiscal year:

2 of 2 (100%)

Attendance at meetings of the Compensation Committee during current fiscal year:

4 of 4 (100%)

Attendance at meetings of the Audit Committee during current fiscal year:

18 of 18 (100%)

### Profile, and position and responsibility in the Company

April 1980: Joined Fujisawa Pharmaceutical Co., Ltd. (currently Astellas Pharma Inc.)

June 2008: Corporate Executive, Vice President, Corporate Finance & Control, Astellas Pharma Inc.

June 2011: Corporate Executive, Vice President, Corporate Finance & Control, and Chief Financial Officer, Astellas Pharma Inc.

April 2012: Corporate Executive, Vice President and Chief Financial Officer, Astellas Pharma Inc.

June 2012: Senior Corporate Executive, Senior Vice President and Chief Financial Officer, Astellas Pharma Inc.

April 2017: Senior Corporate Executive, Senior Vice president and Assistant to President, Astellas Pharma Inc.

June 2017: Independent Non-Executive, Deloitte Touche Tohmatsu LLC

June 2018: Independent Non-Executive, Deloitte Tohmatsu LLC Outside Director, the Company (present)

### Important concurrent positions

Mr. Masuda does not hold any important concurrent positions.

### Reason for election and outline of expected roles

Mr. Yasumasa Masuda has extensive experience and diverse knowledge as a business manager in the healthcare industry at Astellas Pharma Inc. In addition, through his experience as an independent non-executive officer at the Deloitte Tohmatsu Group, he possesses a high level of insight, expertise, and capabilities that are expected of an Outside Director of the Company. Since Mr. Masuda assumed the post of Outside Director of the Company in June 2018, he has been giving guidance/advice regarding the business management of the Company at meetings of the Board of Directors and the Nominating Committee. After the transition to a Company with a Nominating Committee, a Compensation Committee and an Audit Committee in June 2019, he supervised business execution of the Company at the Board of Directors, and as a member of the Nominating and Compensation Committees, he facilitated decisions regarding the contents of the agenda for election of Directors and regarding executive compensation. In addition, he has been promoting the audit of the execution of duties by the Executive Officers and Directors of the Company as Chairman of the Audit Committee since June 2021. The Company expects that Outside Directors will supervise management from the perspective of achieving sustainable growth of the Company and enhancing corporate value over the medium to long term as entrusted by shareholders, and will provide advice based on their own knowledge. Based on this, the Company has determined that he is an indispensable person for the composition of the Board of Directors and nominated him as a candidate for Outside Director again. In addition, if he is elected to serve on the Board of Directors, he is expected to lead the audit of the execution of duties by our Executive Officers and Directors as Chairman of the Audit Committee.

### Special interest between the candidate and the Company

There is no special interest.

## 5. David Robert Hale (December 21, 1984)

Reelection  
Independent Outside Director



Number of shares of the Company held:

0 shares

Years served as Outside Director:

3 years

Attendance at meetings of the Board of Directors during current fiscal year:

12 of 12 (100%)

Attendance at meetings of the Nominating Committee during current fiscal year:

11 of 11 (100%)

### **Profile, and position and responsibility in the Company**

September 2007: Joined The Parthenon Group (currently EY-Parthenon)

January 2009: Assigned as Analyst to Strategic Value Capital, an investment subsidiary of The Parthenon Group

June 2009: Senior Associate, The Parthenon Group

May 2010: Principal, The Parthenon Group

January 2011: Joined ValueAct Capital Management L.P.

December 2012: Vice President, ValueAct Capital Management L.P.

May 2014: Partner, ValueAct Capital Management L.P. (present)

March 2015: Director, MSCI Inc.

August 2015: Director, Bausch Health Companies Inc.

June 2019: Outside Director, the Company (present)

June 2021: Outside Director, JSR Corporation (present)

### **Important concurrent positions**

Partner, ValueAct Capital Management L.P.

Outside Director, JSR Corporation

### **Reason for election and outline of expected roles**

Mr. David Robert Hale is a Partner of ValueAct Capital Management L.P. (hereinafter called "VAC"), one of the Company's shareholders. He has a track record of helping global companies transform themselves with his knowledge of the global capital markets and the healthcare industry as a business management consultant and investor with experience in diverse industries, and he possesses a high level of insight, expertise, and capabilities that are expected of an Outside Director of the Company. Since Mr. Hale assumed the post of Outside Director of the Company in June 2019, he has been giving guidance/advice regarding the business management of the Company at meetings of the Board of Directors. In addition, as a member of the Nominating Committee, he facilitated decisions regarding the contents of the agenda for election of Directors. The Company expects that Outside Directors will supervise management from the perspective of achieving sustainable growth of the Company and enhancing corporate value over the medium to long term as entrusted by shareholders, and will provide advice based on their own knowledge. Based on this, the Company has determined that he is an indispensable person for the composition of the Board of Directors and nominated him as a candidate for Outside Director again. In addition, if he is elected to serve on the Board of Directors, he is expected to be involved from an objective and neutral position as a member of the Nominating Committee. Since he is a Partner of VAC, one of the Company's shareholders, it is expected that he can contribute to enhancing corporate value by reflecting shareholder opinions in management.

### **Special interest between the candidate and the Company**

There is no special interest.

## 6. Jimmy C. Beasley (April 6, 1963)

Reelection  
Independent Outside Director



Number of shares of the Company held (Of which, the number of shares to be delivered under the stock compensation plan):

2,048 shares  
(1,307 shares)

Years served as Outside Director:  
3 years

Attendance at meetings of the Board of Directors during current fiscal year:

12 of 12 (100%)

Attendance at meetings of the Compensation Committee during current fiscal year:

11 of 11 (100%)

### Profile, and position and responsibility in the Company

- March 1986: Territory Manager, Roche Laboratories (Division of Hoffman La Roche)
- June 1989: Various roles of increasing responsibility in sales and marketing including Vice President of Sales and Marketing, Bard Access Systems Division, C.R. Bard Inc.
- June 2003: President, Bard Access Systems Division, C.R. Bard Inc.
- April 2007: President, Bard Peripheral Vascular Division, C.R. Bard Inc.
- May 2009: Group Vice President, C.R. Bard Inc.
- June 2013: Group President, C.R. Bard Inc.
- May 2018: Consultant and Executive Advisor to ValueAct Capital Management L.P. (hereinafter called "VAC")
- June 2019: Outside Director, the Company (present)

\*The executive advisor role is a consulting role to VAC; it is not an employee position. This consulting agreement finished at the end of March 2019.

### Important concurrent positions

Mr. Beasley does not hold any important concurrent positions.

### Reason for election and outline of expected roles

Through his 30 years of global business experience and extensive management experience in the C. R. Bard Group, one of the world's leading companies in the healthcare industry, Mr. Jimmy C. Beasley possesses a high level of insight, expertise, and capabilities that are expected of an Outside Director of the Company. Since Mr. Beasley assumed the post of Outside Director of the Company in June 2019, he has been giving guidance/advice regarding the business management at meetings of the Board of Directors. In addition, he has participated in decisions on executive compensation as a member of the Compensation Committee. The Company expects that Outside Directors will supervise management from the perspective of achieving sustainable growth of the Company and enhancing corporate value over the medium to long term as entrusted by shareholders, and will provide advice based on their own knowledge. Based on this, the Company has determined that he is an indispensable person for the composition of the Board of Directors and nominated him as a candidate for Outside Director again. In addition, if he is elected to serve on the Board of Directors, he is expected to be involved from an objective and neutral position as a member of the Compensation Committee. We have determined that he will contribute to achieving sustainable growth of the Company and enhancing corporate value over the medium to long term, as well as enhancing the internationality and diversity of the Board of Directors in the Company's aim to become a global medtech company.

### Special interest between the candidate and the Company

There is no special interest.

## 7. Sachiko Ichikawa (January 17, 1967)

Reelection  
Independent Outside Director



Number of shares of the Company held (Of which, the number of shares to be delivered under the stock compensation plan):

1,307 shares  
(1,307 shares)

Years served as Outside Director:

1 year

Attendance at meetings of the Board of Directors during current fiscal year:

9 of 9 (100%)

Attendance at meetings of the Audit Committee during current fiscal year:

18 of 18 (100%)

### Profile, and position and responsibility in the Company

April 1997: Registered as attorney  
Joined Tanabe & Partners

January 2005: Registered as attorney of the State of New York

November 2009: Statutory Auditor, The Board Director Training Institute of Japan

January 2011: Partner, Tanabe & Partners (present)

June 2015: Outside Director, ANRITSU CORPORATION  
Director, The Board Director Training Institute of Japan

April 2018: Registered as certified public accountant of the U.S.A.

May 2018: Outside Corporate Auditor, Ryohin Keikaku Co., Ltd.

June 2020: Statutory Auditor, The Board Director Training Institute of Japan (present)

June 2021: Outside Director, Tokyo Electron Ltd. (present)  
Director, the Company (present)

### Important concurrent positions

Partner, Tanabe & Partners  
Statutory Auditor, The Board Director Training Institute of Japan  
Outside Director, Tokyo Electron Ltd.

### Reason for election and outline of expected roles

Ms. Sachiko Ichikawa has extensive experience, broad knowledge and a global perspective as an attorney (in Japan and New York, U.S.A.) and a certified public accountant in the U.S. She also possesses a high level of insight, expertise, and capabilities that are expected of an Outside Director of the Company through her experience as an Outside Director and Outside Auditor at several other companies and her experience as Statutory Auditor of The Board Director Training Institute of Japan. Since Ms. Ichikawa assumed the post of Outside Director of the Company in June 2021, she has been giving guidance/advice regarding the business management of the Company at meetings of the Board of Directors. In addition, she has promoted the audit of the execution of duties by the Executive Officers and Directors of the Company as a member of the Audit Committee. Based on this, the Company has determined that she is an indispensable person for the composition of the Board of Directors and nominated her as a candidate for Outside Director again. In addition, if she is elected to serve on the Board of Directors, she is expected to be involved from an objective and neutral position as a member of the Audit Committee.

She has not been involved in company management in any way other than as an Outside Director and Audit & Supervisory Board Member in the past, but for the reasons stated above, the Company has determined that she will properly perform her duties as an Outside Director.

### Special interest between the candidate and the Company

There is no special interest.

## 8. Yasushi Shingai (January 11, 1956)

New election  
Independent Outside Director



Number of shares of the Company held:

0 shares

Years served as Outside Director: - year

Attendance at meetings of the Board of Directors during current fiscal year: - (-%)

### Profile, and position and responsibility in the Company

- April 1980: Joined Japan Tobacco and Salt Public Corporation (currently Japan Tobacco Inc.)
- June 2004: Executive Officer and Finance Group Leader, Japan Tobacco Inc.
- July 2004: Executive Officer and Senior Vice President, CFO, Japan Tobacco Inc.
- June 2005: Director, Executive Officer and Senior Vice President, CFO, Japan Tobacco Inc.
- June 2006: Director, Japan Tobacco Inc.  
Executive Vice President and Deputy CEO, JT international S.A.
- June 2011: Representative Director, Executive Vice President and Deputy CEO, Japan Tobacco Inc.
- June 2014: Outside Director, Recruit Holdings Co., Ltd.
- January 2018: Director, Japan Tobacco Inc.
- March 2018: Outside Director, Asahi Group Holdings, Inc.
- June 2018: Outside Director, Exa Wizards Inc. (Present)  
Outside Director, Mitsubishi UFJ Financial Group, Inc. (Present)
- June 2019: Outside Director, Dai-ichi Life Holdings, Inc. (Present)
- June 2021: Outside Director, Nippon Telegraph and Telephone West Corporation (Present)
- April 2022: Representative Director, Shingai Institute of Management Consulting, Inc. (Present)

### Important concurrent positions

- Outside Director, Exa Wizards Inc.
- Outside Director, Mitsubishi UFJ Financial Group, Inc.
- Outside Director, Dai-ichi Life Holdings, Inc.
- Outside Director, Nippon Telegraph and Telephone West Corporation
- Representative Director, Shingai Institute of Management Consulting, Inc.

### Reason for election and outline of expected roles

Mr. Yasushi Shingai possesses extensive experience and diverse knowledge as a business manager at Japan Tobacco Inc. He also possesses a high level of insight, expertise, and capabilities that are expected of an Outside Director of the Company through his experience as an Outside Director at several other companies, combined with his professional knowledge beyond corporate finance regarding acquisition of global companies as well as post-acquisition management and governance, in addition to his extensive experience as a business manager of an overseas business headquarters company of the Japan Tobacco Group. The Company expects that Outside Directors will supervise management from the perspective of achieving sustainable growth of the Company and enhancing corporate value over the medium to long term as entrusted by shareholders, and will provide advice based on their own knowledge. Based on this, the Company has determined that he is an indispensable person for the composition of the Board of Directors and newly nominated him as a candidate for Outside Director. In addition, if he is elected to serve on the Board of Directors, he is expected to be involved from an objective and neutral position as a member of the Nominating Committee and the Compensation Committee.

### Special interest between the candidate and the Company

There is no special interest.

## 9. Kohei Kan (March 7, 1960)

New election  
Independent Outside Director



Number of shares of the  
Company held:

0 shares

Years served as Outside Director:  
- year

Attendance at meetings of the  
Board of Directors during current  
fiscal year:

- (-%)

### Profile, and position and responsibility in the Company

- September 1986: Registered as Certificated Public Accountant  
April 1987: Joined Mita Audit Corporation (currently Deloitte Touche Tohmatsu LLC)  
June 1998: Partner, Deloitte Touche Tohmatsu LLC  
November 2013: Board Member, Deloitte Tohmatsu Group and Deloitte Touche Tohmatsu LLC  
November 2015: Chief Executive Officer, Deloitte Touche Tohmatsu LLC  
June 2018: Senior Advisor, Deloitte Tohmatsu LLC  
September 2018: Audit & Assurance Leader, Deloitte Asia Pacific Limited  
January 2020: Senior Advisor, Deloitte Asia Pacific Limited  
October 2020: Chief, Kan Kohei Certified Public Accountant Office (present)  
November 2020: Board Member, International Federation of Accountants “IFAC” (present)  
January 2022: Senior Advisor, The Japanese Institute of Certified Public Accountants (present)

### Important concurrent positions

- Chief, Kan Kohei Certified Public Accountant Office
- Board Member, International Federation of Accountants “IFAC”
- Senior Advisor, The Japanese Institute of Certified Public Accountants

### Reason for election and outline of expected roles

Mr. Kohei Kan has extensive experience and diverse knowledge as Chief Executive Officer of Deloitte Touche Tohmatsu LLC, in addition to his extensive experience and diverse knowledge as a certified public accountant. He also possesses a high level of insight, expertise, and capabilities that are expected of an Outside Director of the Company given that he has experience working abroad and experience as person in charge of auditing and assurance businesses overseas at the aforementioned company with a global perspective. In addition, he currently serves as a board member of the International Federation of Accountants. The Company expects that Outside Directors will supervise management from the perspective of achieving sustainable growth of the Company and enhancing corporate value over the medium to long term as entrusted by shareholders, and will provide advice based on their own knowledge. Based on this, the Company has determined that he is an indispensable person for the composition of the Board of Directors and newly nominated him as a candidate for Outside Director. In addition, if he is elected to serve on the Board of Directors, he is expected to be involved from an objective and neutral position as a member of the Audit Committee. Although he has not been involved in corporate management in the past except for being an Outside Director and Outside Auditor, it is judged that he can perform his duties as an Outside Director appropriately for the above-mentioned reasons.

### Special interest between the candidate and the Company

There is no special interest.

## 10. Gary John Pruden (May 10, 1961)

New election  
Independent Outside Director



Number of shares of the Company held:

0 shares

Years served as Outside Director: - year

Attendance at meetings of the Board of Directors during current fiscal year:

- (-%)

### Profile, and position and responsibility in the Company

- October 1985: Joined Janssen Pharmaceutica, a division of Johnson & Johnson
- June 1999: Director of Marketing, GI Franchise Marketing, Janssen Pharmaceutica
- May 2001: Vice President, Marketing, Primary Care Franchise, Janssen Pharmaceutica
- November 2002: Vice President, Marketing, CNS Franchise, Janssen Pharmaceutica
- February 2004: President & Chief Operating Officer, Janssen-Ortho Canada INC
- January 2006: Worldwide President, Ethicon Products Inc, a division of Johnson & Johnson
- April 2009: Company Group Chairman, Ethicon Franchise Inc
- January 2012: Worldwide Chairman, Global Surgery Group, Johnson & Johnson
- June 2015: Executive Vice President & Worldwide Chairman, Medical Devices, Johnson & Johnson
- December 2017: Independent Board Director, Motus GI (present)
- April 2018: Independent Board Director, Lantheus Holdings Inc. (present)
- December 2019: Chief Executive Officer, GPS Med Tech Strategy Consulting (present)

### Important concurrent positions

- Independent Board Director, Motus GI
- Independent Board Director, Lantheus Holdings Inc.
- Chief Executive Officer, GPS Med Tech Strategy Consulting

### Reason for election and outline of expected roles

Mr. Gary John Pruden has over 30 years of global business experience and extensive experience and knowledge as a business manager at Johnson & Johnson Group, one of the world's leading companies in the healthcare industry. He also has experience as an Outside Director of several U.S. companies. The Company expects that Outside Directors will supervise management from the perspective of achieving sustainable growth of the Company and enhancing corporate value over the medium to long term as entrusted by shareholders, and will provide advice based on their own knowledge. Based on this, the Company has determined that he is an indispensable person for the composition of the Board of Directors and newly nominated him as a candidate for Outside Director. In addition, if he is elected to serve on the Board of Directors, he is expected to be involved from an objective and neutral position as a member of the Compensation Committee. Moreover, we have determined that he will contribute to achieving sustainable growth of the Company and enhancing corporate value over the medium to long term, as well as fulfilling the Company's aim of enhancing the internationality and diversity of the Board of Directors as a global medtech company.

### Special interest between the candidate and the Company

There is no special interest.

## 11. Stefan Kaufmann (January 24, 1968)

Reelection



Number of shares of the Company held (Of which, the number of shares to be delivered under the stock compensation plan):

42,810 shares  
(41,303 shares)

Years served as Director:

3 years

Attendance at meetings of the Board of Directors during current fiscal year:

12 of 12 (100%)

### Profile, and position and responsibility in the Company

- September 1990: Various roles in operational and strategic HR functions, Karstadt AG
- October 2000: Head of HR Development, Thomas Cook
- May 2003: General Manager Human Resources, Olympus Europa GmbH (currently Olympus Europa SE & Co. KG)
- April 2008: Managing Director Corporate Division, Olympus Europa GmbH
- November 2011: Executive Managing Director, Olympus Europa SE & Co. KG
- September 2013: Managing Director Consumer Business, Olympus Europa SE & Co. KG
- April 2017: Corporate Officer, the Company
- April 2019: Chief Administrative Officer (CAO), the Company (present)  
Supervisory Board (Chairman), Olympus Europa Holding SE (present)
- June 2019: Director, the Company (present)  
Executive Officer, the Company (present)
- April 2022: Chief Strategy Officer (CSO), the Company (present)  
ESG Officer, the Company (present)

### Important concurrent positions

Mr. Kaufmann does not hold any important concurrent positions.

### Reason for election

Mr. Stefan Kaufmann has global and multilateral business experience at overseas subsidiaries of the Company and at companies in Europe leading the Administration and Human Resources Divisions and an efficiency enhancement project, and he has experience and knowledge in the Corporate Division. Mr. Kaufmann assumed the post of CAO in April 2019 and the offices of Director and Executive Officer in June 2019, and facilitated more sophisticated and efficient personnel management of the Company and the Group management foundation. He has also been working with the CEO in promoting the Company's business transformation plan "Transform Olympus" along with new management strategies based on the plan. Taking these points into consideration, Mr. Kaufmann is nominated so that he will continue to contribute to reinforcing the management structure for the Company to become a truly global med-tech company while making use of his experience and knowledge accumulated so far.

### Special interest between the candidate and the Company

There is no special interest.



## 12. Nobuyuki Koga (September 14, 1955)

Reelection  
Non-executive



Number of shares of the Company held (Of which, the number of shares to be delivered under the stock compensation plan):

56,178 shares  
(2,848 shares)

Years served as Director:

3 years

Attendance at meetings of the Board of Directors during current fiscal year:

12 of 12 (100%)

Attendance at meetings of the Audit Committee during current fiscal year:

24 of 24 (100%)

### Profile, and position and responsibility in the Company

- April 1978: Joined the Company  
April 2002: President and Representative Director, Shirakawa Olympus Co., Ltd.  
April 2006: General Manager, Human Resources Dept., the Company  
June 2009: Corporate Officer, the Company  
Director, Olympus Medical Systems Corp.  
July 2009: Division Manager, Manufacturing Service Division, Olympus Medical Systems Corp.  
April 2010: President and Representative Director, Aizu Olympus Co., Ltd.  
April 2014: Division Manager, Corporate Service Division, the Company  
June 2017: Standing Audit & Supervisory Board Member, the Company  
June 2019: Director, the Company (present)

### Important concurrent positions

Mr. Koga does not hold any important concurrent positions.

### Reason for election

Mr. Nobuyuki Koga has a wealth of knowledge about business and operations through his long experience in the Manufacturing and Human Resources Divisions at the Company, and held the post of Representative Director of the Company's subsidiaries. Since Mr. Koga assumed the post of Audit & Supervisory Board Member of the Company in June 2017, he has been auditing/supervising the business execution of the Company at the Audit & Supervisory Board and the Board of Directors. In addition, after the transition to a Company with a Nominating Committee, a Compensation Committee and an Audit Committee in June 2019, he supervised business execution of the Company at the Board of Directors, and as a full-time member of the Audit Committee, he has participated in the audit of the execution of duties by our Executive Officers and Directors. Taking these points into consideration, Mr. Koga is nominated so that he will continue to contribute to the Company's sustainable growth through the Board of Directors while making use of his experience and knowledge accumulated so far. Mr. Koga is a candidate for non-executive Director. If he is elected to serve on the Board of Directors, the Company will enlist his involvement in the audit of the execution of duties by its officers, serving as a full-time member of the Audit Committee.

### Special interest between the candidate and the Company

There is no special interest.

- Notes: 1. “Number of shares of the Company held” indicates the number of shares held as of March 31, 2022. It also includes the number of shares each candidate holds through the Officers’ Shareholding Association of the Company, his/her own equity interest held through a company managing stock compensation of the Company as well as the number of shares to be delivered under the stock compensation plan.
2. Process for nominating candidates for Director  
The Nominating Committee has decided the candidates for Director after deliberation in accordance with the selection criteria.
3. Messrs. Sumitaka Fujita, Tetsuo Iwamura, Yasumasa Masuda, David Robert Hale, Jimmy C. Beasley, Ms. Sachiko Ichikawa, Messrs. Yasushi Shingai, Kohei Kan and Gary John Pruden are candidates for Outside Director.
4. The Company has notified the Tokyo Stock Exchange, Inc. of Messrs. Sumitaka Fujita, Tetsuo Iwamura, Yasumasa Masuda, David Robert Hale, Jimmy C. Beasley and Ms. Sachiko Ichikawa as independent directors as stipulated by the regulations of the Tokyo Stock Exchange Inc. If they are elected, the Company plans to maintain their positions as independent directors. In addition, the Company plans to notify the Tokyo Stock Exchange, Inc. of Messrs. Yasushi Shingai, Kohei Kan and Gary John Pruden as independent directors as stipulated by the regulations of the Tokyo Stock Exchange Inc.
5. Mr. David Robert Hale is a partner of ValueAct Capital Management L.P. The number of shares of the Company held by ValueAct Capital Master Fund, L.P. controlled by ValueAct Capital Management L.P. is 38,216,084 shares as of March 31, 2022. Previously, ValueAct Capital Management L.P. held more than 5% of the total number of voting rights of the Company and the Company deemed Mr. David Robert Hale not an independent director considering the Company’s criteria for independence of Outside Directors. However, as of March 31, 2021, the voting rights of the Company held by ValueAct Capital Management L.P. consist of less than 5% of the total number of voting rights of the Company, and therefore the Company has notified the Tokyo Stock Exchange Inc. of his position as independent director.
6. Limitation of Liability Agreement with Directors  
The Company has prescribed in the Articles of Incorporation that the Company may enter into an agreement with Directors (excluding those who are executive directors, etc.) to limit their liability pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability for damages under such liability limitation agreement is the minimum liability amount as stipulated in laws and regulations. If the candidates for Director, Messrs. Sumitaka Fujita, Tetsuo Iwamura, Yasumasa Masuda, David Robert Hale, Jimmy C. Beasley, Ms. Sachiko Ichikawa and Mr. Nobuyuki Koga are elected, the Company plans to conclude the limitation of liability agreement with each of them. In addition, if Messrs. Yasushi Shingai, Kohei Kan and Gary John Pruden are elected, the Company plans to enter into the limitation of liability agreement with them.
7. Directors and Officers Liability Insurance Agreement to insure the candidates for Director  
The Company has entered into a directors and officers liability insurance agreement with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act. For an overview of content of the insurance agreement, please refer to page 43 of the Business Report. If the candidates for Director are elected, they will be insured under the insurance agreement. Additionally, the Company plans to renew the insurance agreement with the same contents in July 2022.

## Policy on independence of Outside Officers

The Company has established its “Criteria for Independence of Outside Officers” as described below in order to clarify its policy on the independence of Outside Officers:

(Criteria for Independence of Outside Officers)

1. In any of the past 10 fiscal years, the Outside Officer has not directly received more than ¥10 million in remuneration (excluding remuneration from the Company to Officers) or other assets from the Company and the Company’s affiliates (hereinafter, collectively the “Group”). If the Outside Officer is a consultant, accounting expert or legal expert, the organization to which he or she belongs has not received more than ¥10 million in remuneration or similar from the Group.
2. During the past ten-year period, the Outside Officer has not been an Executive Director, Executive Officer, Corporate Officer or employee of the rank of General Manager or above at a company that falls under the following categories.
  - (i) In any of the past 10 fiscal years, the monetary amount of the relevant company’s transactions with the Group has been more than 2% of the consolidated revenue of either the company or the Group
  - (ii) The relevant company is a principal shareholder of the Company (holding more than 5% of the total number of voting rights of the Company directly or indirectly; the same shall apply hereinafter)
  - (iii) The Group is a principal shareholder of the relevant company
  - (iv) The relevant company has substantive interests in the Group (as a main bank, consultant, etc.)
  - (v) The Group and the relevant company have a relationship in which they mutually dispatch and appoint directors
3. The Outside Officer is not financially dependent on a person who falls under the categories of 1. or 2. above.
4. The Outside Officer is not a spouse of, or a relative within the third degree of kinship of, a Director, Executive Director, Corporate Officer or employee of the rank of General Manager or above at the Group.
5. The Outside Officer does not belong to an auditing firm that conducts statutory audits of the Group.
6. In addition to each of the above items, the Outside Officer does not have any significant interest that casts doubt on his or her independence.

## Business Report

(April 1, 2021 to March 31, 2022)

### I Review of Group Operations

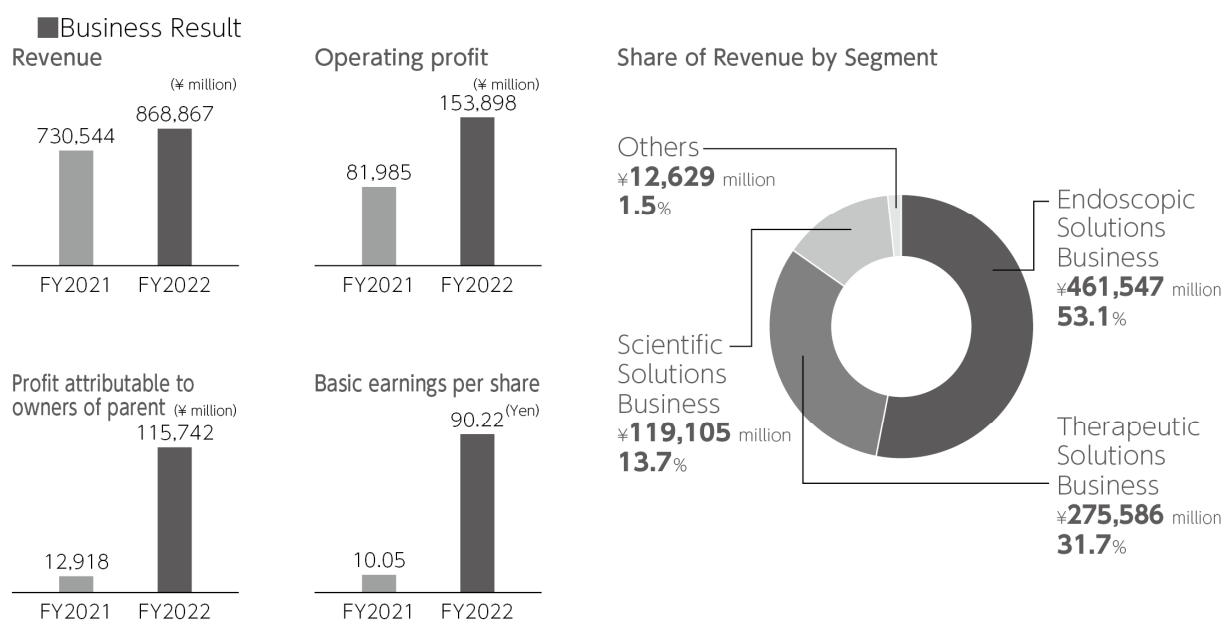
#### 1. Review of Operations

##### Review of Operations

##### Analysis of the overall operations

The global economy saw signs of recovery in the fiscal year under review, as the challenging conditions created by the global spread of the novel coronavirus disease (COVID-19) gradually eased. Though vaccinations have progressed and economic activities are gradually reopening, highly uncertain conditions continue with renewed spread from new variants. The spread of COVID-19 has also affected the supply chains of certain countries and regions, and the negative impact of a global semiconductor shortage and other factors have emerged. The Japanese economy saw a similar recovery as the global economy, as the challenging conditions caused by COVID-19 were easing.

Under such economic circumstances, the Olympus Group has been carrying out activities toward sustainable growth under a medium- and long-term management strategy, which was announced in November 2019, aiming to develop itself as a truly global medtech company. In addition, the Company has allocated management resources to the medical business, mainly in Endoscopic Solutions Business and Therapeutic Solutions Business, and worked to strengthen our management base in order to achieve long-term growth and higher profitability. As part of these efforts, in October 2021, in order to strengthen domestic sales functions of the Olympus Group, the Company conducted a company split that transferred the rights and liabilities associated with the domestic sales functions of our medical device business to the Company's wholly owned subsidiary Olympus Marketing, Inc. (the trade name was changed from Olympus Medical Science Sales Corporation in October 2021). In April 2022, to achieve sustainable growth and increased profitability in the Scientific Solutions Business, we implemented a company split to transfer the Company's Scientific Solutions Business to Evident Corporation, a newly established wholly owned subsidiary. Furthermore, in order to strengthen the ability to propose logistics solutions and cooperation with global procurement, manufacturing, and sales functions, we implemented an absorption-type merger with the Company's wholly owned subsidiary Olympus Logitex Co., Ltd.



Notes: 1. For monetary amounts indicated in units of ¥1 million, fractions of ¥1 million are rounded off.  
2. The Company has adopted International Financial Reporting Standards (IFRS).

## Research and development, and capital investments

During the fiscal year under review, the Olympus Group invested ¥85,272 million on research and development, and spent ¥75,503 million on capital investments.

## Impact of foreign exchange rate

Compared to the previous fiscal year, the yen depreciated against the U.S. dollar, euro, and renminbi. The average exchange rate during the period was ¥112.38 against the U.S. dollar (¥106.06 in the previous fiscal year), ¥130.56 against the euro (¥123.70 in the previous fiscal year) and ¥17.51 against the renminbi (¥15.67 in the previous fiscal year), which caused revenue and operating profit to up ¥48,784 million and ¥22,791 million, respectively, year on year.

Consolidated revenue and consolidated operating profit increased 12.3% and 59.9% year on year, respectively, excluding the impact of the foreign exchange rate.

## 2. Results of the Business Activities

### Endoscopic Solutions Business

Revenue ¥461,547 million (up 17.2% year on year)

Principal products and business
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Manufacture and sale of gastrointestinal endoscopes, surgical endoscopes and surgical microscopes
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Consolidated revenue in the Endoscopic Solutions Business amounted to ¥461,547 million (up 17.2% year on year), while operating profit amounted to ¥133,204 million (up 34.9% year on year).

The gastrointestinal endoscopes field recovered from the impact of COVID-19 to show positive year-on-year growth in all regions, and in particular, sales in North America and Europe rose. By product, sales of the new “EVIS X1” series were strong, while demand for the prior-generation upper and lower gastrointestinal scopes was also firm, contributing to increased sales. The ratio of the “EVIS X1” series to total sales also gradually increased.

In the surgical endoscopes field, recovery from the effects of COVID-19 resulted in positive growth from the previous fiscal year. Especially, sales increased in North America and Europe, where sales of the surgical endoscopy system “VISERA ELITE II” were strong.

In the medical services field, all regions showed positive year-on-year growth due to stable sales due to existing service contracts including maintenance services, an increase in new contracts, and an increase in the number of repairs due to the increased number of procedures from the recovery in the effects of COVID-19.

Operating profit in the Endoscopic Solutions Business increased significantly. While we recorded approximately ¥1,600 million in impairment losses on development assets, we enjoyed a large increase in revenue from the recovery from the impact of COVID-19.

Revenue increased 10.5% year on year, and operating profit increased 20.3% year on year, excluding the impact of the foreign exchange rate.

### Therapeutic Solutions Business

Revenue ¥275,586 million (up 18.9% year on year)

Principal products and business
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Manufacture and sale of gastroenterological devices, respiratory products, urology, and gynecology products
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Consolidated revenue in the Therapeutic Solutions Business amounted to ¥275,586 million (up 18.9% year on year), while operating profit amounted to ¥60,826 million (up 99.0% year on year).

In the GI-endotherapy field, the number of procedures is on a trend of recovery, and all regions and product groups saw positive growth. In particular, sales in Europe and North America, where the number of procedures has been increasing, were favorable amid socioeconomic activities returning to normal.

The urology field saw progressive recovery from the impact of COVID-19, achieved by favorable performance centered on North America and Europe, with sales being expanded for resection electrodes for BPH (Benign Prostatic Hyperplasia) and lithotripsy machine for kidney stones “SOLTIVE SuperPulsed” Laser System.

The respiratory field saw progressive recovery from the impact of COVID-19, experiencing large growth centered on North America and Europe. Veran Medical Technologies, Inc. (U.S.), which became a

consolidated subsidiary in December 2020, contributed to sales, and sales of the devices, bronchoscopes, etc. mainly used for endobronchial ultrasound-guided transbronchial needle aspiration were favorable.

In other therapeutic areas, sales were favorable in rhinology/otology and energy devices. In particular, sales of endoscopes for ENT and a surgical energy device “THUNDERBEAT” contributed.

Operating profit in the Therapeutic Solutions Business increased significantly, as we enjoyed a large increase in revenues with the recovery from the impact of COVID-19, and recorded approximately ¥2,800 million in gain on step acquisition associated with the acquisition of Medi-Tate Ltd (Israel), approximately ¥2,700 million in deductions from cost of sales with the reversal of some of the provision for the market response to duodenoscopes recorded in the previous fiscal year after the amount of costs deemed necessary was less than the initial estimate for that provision, and approximately ¥1,200 million in a change in fair value of the contingent consideration, which is a portion of the acquisition consideration of Veran Medical Technologies, Inc.

Revenue increased 12.3% year on year, and operating profit increased 80.7% year on year, excluding the impact of the foreign exchange rate.

### Scientific Solutions Business

Revenue ¥119,105 million (up 24.2% year on year)

Principal products and business
Manufacture and sale of biological microscopes, industrial microscopes, industrial endoscopes and non-destructive testing equipment

Consolidated revenue in the Scientific Solutions Business amounted to ¥119,105 million (up 24.2% year on year), while operating profit amounted to ¥17,526 million (up 254.1% year on year).

In the life science field, recovery from the effects of COVID-19 resulted in positive year-on-year growth. Contributing factors included the progress of budget deployment at research institutes and universities and the expansion of sales of biological microscopes in Asia Pacific and North America, whose market environment is seeing remarkable recovery, due to the relaxation of restrictions on sales activities.

For the industrial field, in the wake of the overall recovery in market conditions, the capital investment situation of customers improved, and all fields showed positive year-on-year growth. Particularly in North America, non-destructive testing equipment, whose market is expected to recover, was favorable, and in China, industrial microscopes performed well due to the brisk market for 5G-related electronic components and semiconductors, contributing to the increase in sales.

The large increase in revenue following the recovery from the impact of COVID-19 in the current term led to a significant increase in operating profit in the Scientific Solutions Business.

Revenue increased 17.3% year on year, and operating profit increased 196.5% year on year, excluding the impact of the foreign exchange rate.

### Others

Revenue ¥12,629 million (up 37.6% year on year)

Principal products and business
Development, manufacture and sale of biomedical materials and orthopedic equipment, R&D for new businesses, etc.

Consolidated revenue for other businesses amounted to ¥12,629 million (up 37.6% year on year) and operating loss was ¥2,024 million (compared with an operating loss of ¥682 million in the previous fiscal year).

Revenue significantly increased supported by revenue of approximately ¥4,400 million from FH ORTHO SAS (France), which became a subsidiary in November 2020. Operating loss for other businesses expanded due to the recording of ¥1,770 million in gain on transfer following the transfer of all issued shares in the Company’s subsidiary Olympus RMS Corporation in the previous fiscal year, despite increased revenue.

### 3. Changes in Assets and Results of Operation

		IFRS			
		FY2019	FY2020	FY2021	FY2022
Revenue	(Millions of yen)	793,862	755,231	730,544	<b>868,867</b>
Operating profit	(Millions of yen)	28,281	92,200	81,985	<b>153,898</b>
Profit before tax	(Millions of yen)	20,117	86,617	76,810	<b>149,873</b>
Profit attributable to owners of parent	(Millions of yen)	8,147	51,670	12,918	<b>115,742</b>
Total assets	(Millions of yen)	932,030	1,015,663	1,183,453	<b>1,357,999</b>
Total equity	(Millions of yen)	442,387	371,958	395,480	<b>511,362</b>
Basic earnings per share	(Yen)	5.97	39.37	10.05	<b>90.22</b>
Equity attributable to owners of parent per share	(Yen)	323.06	288.39	306.72	<b>400.75</b>

- Notes: 1. See “I Review of Group Operations 1. Review of Operations” on page 28 for details on results for the current fiscal year.
2. The Company conducted a four-for-one stock split of common shares on April 1, 2019. On the assumption that the stock split took place at the start of FY2019, “basic earnings per share” and “equity attributable to owners of parent per share” reflect the stock split.
3. The Imaging Business has been classified as a discontinued operation from FY2021. Due to this, the amounts presented for revenue, operating profit and profit before tax for FY2021 are the amounts from continuing operations from which the discontinued operation has been excluded. The amounts for FY2020 have been similarly reclassified and presented.
4. As the provisionally measured fair values were revised for assets acquired and liabilities assumed related to the business combination in the fiscal year under review, the consolidated statement of financial position has been retrospectively adjusted. Accordingly, this adjustment is reflected in “total assets” for FY2021.

### 4. Financing and Capital Investment

#### (1) Financing

The Company issued US dollar-denominated straight corporate bonds of US\$500 million in December 2021.

#### (2) Capital investment

A total of ¥75,503 million was spent this fiscal year in capital investment. Main expenditures included R&D assets, equipment for demonstration and rental and production facilities in the Endoscopic Solutions Business and Therapeutic Solutions Business. Additionally, the amount of capital investment includes an increase in right-of-use assets of ¥16,116 million due to new lease agreements under IFRS 16 “Leases.”

## **5. Status of Important Corporate Restructuring, etc.**

- (1) On May 27, 2021 (Central European Time), the Company acquired all of the issued shares of Medi-Tate Ltd. (Israel) (excluding shares held by the Company) through Olympus Winter & Ibe GmbH, a consolidated subsidiary of the Company, and made said company a wholly owned subsidiary.
- (2) On August 31, 2021, the Company transferred all of the issued shares of Olympus Systems Corporation, a consolidated subsidiary of the Company, to Accenture Japan Ltd.
- (3) On October 1, 2021, the Company conducted a company split that transferred the rights and liabilities associated with the domestic sales functions of the Company's medical device business to the Company's wholly owned subsidiary Olympus Medical Science Sales Corporation. Moreover, on the same day, Olympus Medical Science Sales Corporation changed its trade name to "Olympus Marketing, Inc."
- (4) On April 1, 2022, the Company transferred the rights and liabilities associated with its Scientific Solutions Business through an absorption-type company split to Evident Corporation, which is the Company's newly established wholly owned subsidiary.
- (5) On April 1, 2022, the Company implemented an absorption-type merger with Company's wholly owned subsidiary Olympus Logitex Co., Ltd.



## 6. Future Challenges

The Olympus Group announced its corporate strategy in November 2019 with a purpose of transforming to an optimum state toward profitable growth within a three-year period from FY2021 to FY2023. For FY2022, under our theme “further strengthen our position as a global medtech company,” we have taken measures to continue with and firmly establish the corporate transformation.

For FY2023, we are shifting the phase from transformation to growth, aiming at achieving an operating margin of over 20%, a goal of the corporate strategy. We will continue efforts for improving efficiency, globalizing functions, and creating healthy corporate culture, all of which have been performed under its business transformation plan “Transform Olympus” announced in January 2019 and in parallel with this, we will steer toward “growth” to increase revenue and profitability in a sustained manner.

In addition, based on the strategic policy on direction of its medical business announced in December 2021, we will create innovation and value to elevate the standard of care by focusing on gastrointestinal, urology, and respiratory areas where the Company can maximize impact.

To our shareholders, we appreciate your continuing support and understanding.

### (1) Our strategic aspiration and performance metrics in corporate strategy

At the Olympus Group, our strategic aspiration is to develop into a globally-leading medtech company that delivers benefits to all stakeholders through innovative value and contributes to the health of people around the world. In keeping with this thinking, by realizing an annual revenue growth rate of 5-6% and an operating margin of over 20%, we will gain a leading position in therapeutic areas on which the Company focuses, aiming at sustained growth.

#### [Strategic aspiration]

Our aspiration is to become a globally-leading medtech company contributing to people’s lives by delivering innovative solutions that benefit patients, healthcare professionals, payors and providers



#### [Performance metrics]

	Sustain <b>5-6%</b> growth annually
	Deliver <b>&gt;20%</b> consolidated corporate operating margin*
	Become <b>leaders</b> in the therapeutic areas where we compete (GI, urology and respiratory)

\* Adjusted for extraordinary items

(2) Sights on Growth in the Refocused Medical Business

The Olympus Group will aim to achieve further growth and profitability by clarifying care and disease areas where the Company can maximize impact with the aim of elevating the standard of care in targeted disease states and improving patients' outcome.

1. Focus the portfolio on disease states where Olympus can maximize impact

Olympus will focus on the disease states where it can maximize its positive impact, including those targeted by its Gastrointestinal, Urology, and Respiratory business areas.

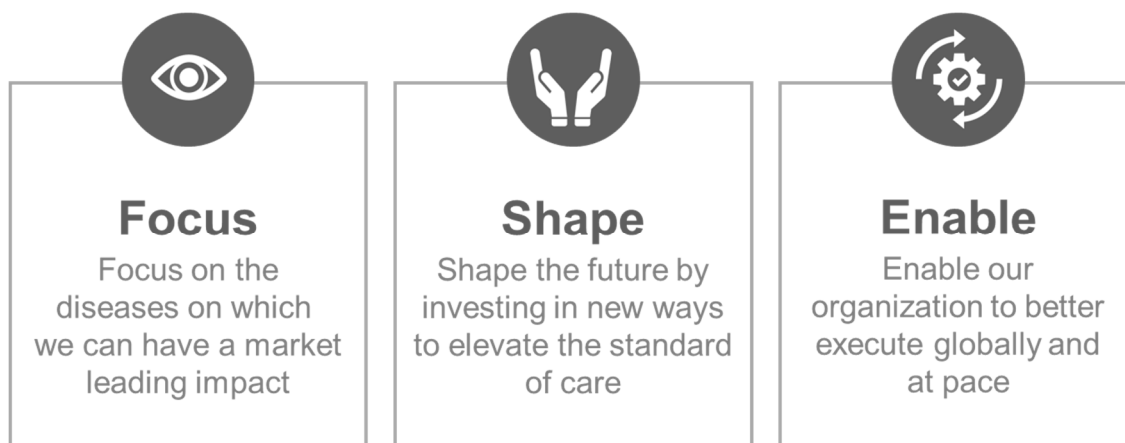
2. Shape the future by investing in new ways to enhance the standard of care

Olympus will concentrate on a care pathway-oriented approach, procedural optimization, and next-generation solutions development.

3. Enable Olympus to compete even more effectively on a global scale

The Company's approach includes enabling factors, such as an expanded global R&D network, stronger Medical and Scientific Affairs\*, and a more centralized Quality Assurance and Regulatory Affairs function. Merger and acquisition momentum is expected to stay strong via the Olympus business development function, which drove significant acquisitions until today.

\* Specialized function that handles a wide range of important areas such as medical education, patient safety of medical devices, clinical study, medical expertise, professional education, medical economy, policy and market access, subsidies for medical institutions and related agreements, and infection prevention and measures



## 7. Major Subsidiaries, etc.

There are 106 consolidated subsidiaries, including the following 4 major subsidiaries, and 2 equity-method companies.

Name of company	Capital stock or investment	Ratio of capital contribution by the Company (%)	Principal business
Olympus Corporation of the Americas	US\$15,000	100	Holding company to conduct comprehensive management planning for subsidiaries and affiliates in Americas
Olympus Europa Holding SE	€1,000,000	100	Holding company to conduct comprehensive management planning for European and Middle Eastern subsidiaries and affiliates
Olympus Corporation of Asia Pacific Limited	HK\$1,729,704,000	100	Holding company to conduct comprehensive management planning for subsidiaries and affiliates in Asia and Oceania
Olympus (China) Co., Ltd.	US\$31,000,000	100	Holding company to conduct comprehensive management planning for subsidiaries and affiliates in China

## 8. Principal Places of Business and Plants (As of March 31, 2022)

### (1) The Company

Head Office	Hachioji-shi, Tokyo
Main Office	Shinjuku-ku, Tokyo (Headquarters) and Shibuya-ku, Tokyo
R&D Center	Hachioji-shi, Tokyo (Facility) and Nishitama-gun, Tokyo
Nagano Facility	Ina-shi and Kamiina-gun, Nagano
Shirakawa Facility	Nishi-Shirakawa-gun, Fukushima
Branches	Sapporo, Nagoya, Osaka, Hiroshima and Fukuoka
Sales Offices	Niigata, Matsumoto, Shizuoka, Kanazawa and Matsuyama

### (2) Subsidiaries

Olympus Medical Systems Corp.	Hachioji-shi, Tokyo
Aizu Olympus Co., Ltd.	Aizuwakamatsu-shi, Fukushima
Aomori Olympus Co., Ltd.	Kuroishi-shi, Aomori
Shirakawa Olympus Co., Ltd.	Nishishirakawa-gun, Fukushima
Olympus Marketing, Inc.	Shinjuku-ku, Tokyo
Olympus Corporation of the Americas	Pennsylvania, U.S.
Olympus America Inc.	Pennsylvania, U.S.
Olympus Europa Holding SE	Hamburg, Germany
KeyMed (Medical & Industrial Equipment) Ltd.	Essex, U.K.
Olympus Corporation of Asia Pacific Limited	Hong Kong Special Administrative Region, China
Olympus Korea Co., Ltd.	Seoul, South Korea
Olympus (China) Co., Ltd.	Beijing, China
Olympus (Beijing) Sales & Service Co., Ltd.	Beijing, China

- Notes: 1. Olympus Medical Systems Corp. relocated its headquarters from Shibuya-ku, Tokyo to Hachioji-shi, Tokyo on September 1, 2021.
2. Olympus Marketing, Inc. changed its trade name from Olympus Medical Science Sales Corporation on October 1, 2021.

## 9. Employee Situation of the Group (As of March 31, 2022)

Segment	Numbers of employees		Increase/decrease from the previous fiscal year	
Endoscopic Solutions Business	13,646	(280)	210	(-90)
Therapeutic Solutions Business	8,252	(201)	176	(3)
Scientific Solutions Business	3,709	(158)	158	(-11)
Others	524	(31)	-84	(1)
Management division	5,426	(264)	-556	(-104)
Total	31,557	(934)	-96	(-201)

- Notes: 1. The number of employees represents individuals working within the Group and includes employees on loan to the Group but does not include employees on loan outside the Group. The average number of temporary employees for the year is shown in parentheses in the column of “Numbers of employees.”
2. In the current fiscal year, the disclosure segment of the respiratory area changed to the Therapeutic Solutions Business from the Endoscopic Solutions Business. Accordingly, the increase/decrease from the previous fiscal year is calculated after reclassifying the number for the previous year with the method applied to the current fiscal year.

## 10. Principal Lenders (As of March 31, 2022)

(Millions of yen)

Lender	Balance of borrowing
Sumitomo Mitsui Banking Corporation	80,620
MUFG Bank, Ltd.	57,620

## 11. Other Important Matters Concerning Group Operations

- (1) Shenzhen Anping Tai Investment and Development Co., Ltd. (Anpingtai), on December 23, 2016, filed a lawsuit against Olympus (Shenzhen) Industrial Ltd. (OSZ), an Olympus subsidiary in China, with the Shenzhen Intermediate People’s Court, seeking compensation for damage of about ¥4,643 million in connection with a consideration for consultancy services with which OSZ entrusted Anpingtai. On July 30, 2018, the Shenzhen Intermediate People’s Court handed down a judgment on the lawsuit ordering OSZ to pay about ¥3,357 million of compensation for damage and delinquent charges to Anpingtai. OSZ objected to the judgement and on August 17, 2018, it filed an appeal to the Guangdong Higher People’s Court. On July 1, 2020, the Guangdong Higher People’s Court vacated the first judgement ordering OSZ to pay compensation for damages and remanded the case back to the Shenzhen Intermediate People’s Court for reconsideration because the basic facts of the case, such as the validity of the memorandum based on which Anpingtai made its claims, are unclear. On December 31, 2021, Shenzhen Intermediate People’s Court has issued a judgement and ordered OSZ to pay about ¥3,542 million and delinquent charges to Anpingtai. OSZ objected to the judgement and on January 24, 2022, it filed an appeal to the Guangdong Higher People’s Court. Currently, the lawsuit is pending in the Guangdong Higher People’s Court.
- (2) Olympus (China) Co., Ltd. (OCH), an Olympus subsidiary in China, and OSZ entered into an agreement dated December 25, 2018 (the “Agreement”) with Shenzhen YL Technology Co., Ltd. (“YL”) concerning transfer of all the equity interest of OSZ, owned by OCH, to YL (the “Transfer”). Subsequently, YL proceeded with the registration of the Transfer, but Shenzhen Administration for Market Regulation (“SAMR”) restricted the registration of the Transfer. Since the registration of the Transfer was not executed by YL, OSZ canceled and ended the Agreement on January 20, 2020. In this regard, YL filed an administrative lawsuit (the “Lawsuit”) against SAMR on April 15, 2020 claiming that the said restriction is illegal, and OSZ was intervening in the Lawsuit (against SAMR) in accordance

with a court decision of the People's Court of Yantian District, Shenzhen Municipality, Guangdong Province, China (the "Yantian Court") about the Lawsuit. Thereafter, YL filed for withdrawal of the Lawsuit (against SAMR) and was given approval by the Yantian Court on March 26, 2021. This marked the end of the Lawsuit (against SAMR) and OSZ's intervening in the Lawsuit (against SAMR).

Moreover, claiming that SAMR's restriction on the registration of the Transfer by YL was instructed by Shenzhen Science and Technology Innovation Committee (the "Committee"), YL filed an administrative lawsuit (the "Lawsuit (against the Committee)") against the Committee on June 10, 2020, and OSZ was intervening in the Lawsuit (against the Committee) in accordance with a court decision of the Yantian Court. Thereafter, YL filed for withdrawal of the Lawsuit (against the Committee) and was given approval by the Yantian Court on March 30, 2021. This marked the end of the Lawsuit (against the Committee) and OSZ's intervening in the Lawsuit (against the Committee).

In the meantime, YL also filed a civil lawsuit against OSZ, and OSZ received the statement of complaint on May 28, 2020 from Shenzhen Intermediate People's Court. In the civil lawsuit, YL seeks for a declaratory judgement to confirm its equity interest for the position in OSZ. OSZ filed a jurisdictional objection to the lawsuit and Shenzhen Intermediate People's Court accepted the jurisdictional objection and dismissed YL's lawsuit on March 19, 2021. YL objected to such decision and filed an appeal to the Guangdong Higher People's Court on March 28, 2021. Also in this appeal court, the Guangdong Higher People's Court accepted the jurisdictional objection of OSZ and dismissed YL's lawsuit on June 23, 2021.

- (3) The Company received a notice of lawsuit dated March 25, 2020 stating that on February 4, 2020, an individual shareholder of the Company (the "Plaintiff") filed a derivative lawsuit for damages with the Tokyo District Court against 11 current or former Directors and former Audit & Supervisory Board members of the Company (the "Defendants"). The Defendants are Directors of the Company Yasuo Takeuchi; former Directors of the Company Hiroyuki Sasa, Yasuyuki Kimoto, Hideaki Fujizuka, Shiro Hiruta, Motoyoshi Nishikawa and Kiichi Hirata; former Audit & Supervisory Board members of the Company (former Directors of the Company) Masashi Shimizu and Katsuya Natori; and former Audit & Supervisory Board members of the Company Takashi Saito and Nobuo Nagoya. The lawsuit was filed to demand the 11 Defendants to pay to the Company ¥1,600 million plus delinquent charges thereon jointly based on the view that, among other things, the Defendants failed to perform their duties in relation to the explicit or implicit approval of the execution of a consultant agreement and an agreement relating thereto by OSZ, an Olympus subsidiary in China, in order to resolve an issue that the theoretical inventory amount of certain products and items was negative in its customs clearance books, and such failure caused damages to the Company. In response to the above notice of lawsuit, the Company decided on May 1, 2020 that it would intervene in the lawsuit to assist the Defendants because it believes that it is necessary for the Company to intervene in the lawsuit to appropriately rebut the plaintiff's allegations, so that the court can adjudicate the litigation in the fair and just manner. The lawsuit is pending in the Tokyo District Court.

## II Matters Concerning Shares (As of March 31, 2022)

1. **Total Number of Shares Authorized to be Issued:** 4,000,000,000 shares
2. **Total Number of Issued Shares:** 1,273,032,721 shares  
(Excluding treasury stock 26,261,612 shares)
3. **Number of Shareholders as of the record date for exercise of voting rights:** 43,819
4. **Principal Shareholders (Top 10)**

Name of Shareholders	Numbers of shares held	Holding Ratio (%)
The Master Trust Bank of Japan, Ltd. (trust account)	243,809,100 shares	19.15
JP MORGAN CHASE BANK 385632	87,088,376	6.84
Custody Bank of Japan, Ltd. (trust account)	78,118,300	6.14
SSBTC CLIENT OMNIBUS ACCOUNT	48,860,900	3.84
SMBC Trust Bank Ltd. (Olympus shares in Sumitomo Mitsui Banking Corporation's retirement benefit trust account)	39,509,300	3.10
SSBTC CLIENT OMNIBUS ACCOUNT BRITISH VIRGIN ISLANDS/U.K.	38,216,084	3.00
MUFG Bank, Ltd.	30,522,344	2.40
THE BANK OF NEW YORK MELLON AS DEPOSITARY BANK FOR DEPOSITARY RECEIPT HOLDERS	23,670,841	1.86
Nippon Life Insurance Company	21,258,572	1.67
MSCO CUSTOMER SECURITIES	20,972,600	1.65

Note: The holding ratio is computed by excluding treasury stock (26,261,612 shares).

### 5. Status of Shares Issued to the Company's Officers as Consideration for Execution of Their Duties During the Current Fiscal Year

	Number of shares	Number of subject officers
Directors (excluding Outside Directors) and Executive Officers	- shares	- persons
Outside Directors	4,623	3

- Notes: 1. Details of stock compensation are stated in "III Matters Concerning Company Officers, 4. Compensation for Directors, Audit & Supervisory Board Members and Executive Officers" (page 44).  
2. The above figures include stocks issued to retired Outside Directors.

## 6. Other Important Matters Concerning Shares

- (1) Based on the resolution at the meeting of the Board of Directors held on May 7, 2021, the Company cancelled treasury shares as provided for under Article 178 of the Companies Act.
- Type of shares cancelled: Common shares
  - Total number of shares cancelled: 71,620,630 shares (5.22% of total number of issued shares before the cancellation)
  - Date of cancellation: June 4, 2021
  - Total number of issued shares after cancellation: 1,299,294,333 shares
  - Number of treasury shares after cancellation: 13,659,291 shares (1.05% of total number of issued shares after the cancellation)
- (2) Based on the resolution at the meeting of the Board of Directors held on December 17, 2021, the Company acquired treasury shares as provided for under Article 459, Paragraph 1 of the Companies Act and Article 32 of the Company's Articles of Incorporation.
- Type of shares acquired: Common shares
  - Total number of shares acquired: 12,681,000 shares
  - Total acquisition value: ¥30,000 million
  - Acquisition period: December 21, 2021 to February 18, 2022 (contract basis)
- (3) At the meeting of the Board of Directors held on May 11, 2022, the Company resolved the cancellation of treasury shares as provided for under Article 178 of the Companies Act.
- Type of shares to be cancelled: Common shares
  - Total number of shares to be cancelled: 13,402,333 shares (1.03% of total number of issued shares before the cancellation)
  - Date of cancellation: June 8, 2022
  - Total number of issued shares after cancellation: 1,285,892,000 shares
  - Number of treasury shares after cancellation: 12,859,279 shares (1.00% of total number of issued shares after the cancellation)

### III Matters Concerning Company Officers

#### 1. Name of Directors and Executive Officers

(As of March 31, 2022)

##### (1) Name of Directors

Appointment	Name	Position and responsibility in the Company	Important concurrent positions at other organizations
Director	Yasuo Takeuchi	Member of the Nominating Committee	
Outside Director	Sumitaka Fujita	Chairman of the Board of Directors Chairman of the Nominating Committee	Chairman, Japan Association for CFOs
Outside Director	Susumu Kaminaga	Chairman of the Compensation Committee	Representative Director & Chief Executive, SK Global Advisers Co., Ltd. Outside Director, DEFTA Capital Inc. Member of the Board (Outside), Toray Industries, Inc.
Outside Director	Tetsuo Iwamura	Member of the Nominating Committee Member of the Compensation Committee	
Outside Director	Yasumasa Masuda	Chairman of the Audit Committee	
Outside Director	Atsushi Iwasaki	Member of the Audit Committee	Chief, Iwasaki CPA Office Outside Director, ISEKI & CO., Ltd. Outside Director, NH Foods Ltd.
Outside Director	David Robert Hale	Member of the Nominating Committee	Partner, ValueAct Capital Management L.P. Outside Director, JSR Corporation
Outside Director	Jimmy C. Beasley	Member of the Compensation Committee	
Outside Director	Sachiko Ichikawa	Member of the Audit Committee	Partner, Tanabe & Partners Statutory Auditor, The Board Director Training Institute of Japan Outside Director, Tokyo Electron Ltd.
Director	Stefan Kaufmann		
Director	Nobuyuki Koga	Member of the Audit Committee	

Notes: 1. The above all Directors assumed their post on June 24, 2021.

2. Directors Sumitaka Fujita, Susumu Kaminaga, Tetsuo Iwamura, Yasumasa Masuda, Atsushi Iwasaki, David Robert Hale, Jimmy C. Beasley and Sachiko Ichikawa are Outside Directors.

3. The Company has notified the Tokyo Stock Exchange, Inc. of Directors Sumitaka Fujita, Susumu Kaminaga, Tetsuo Iwamura, Yasumasa Masuda, Atsushi Iwasaki, David Robert Hale, Jimmy C. Beasley and Sachiko Ichikawa as independent directors.



4. Director Atsushi Iwasaki is a certified public accountant and has considerable knowledge of finance and accounting.
5. Director Sachiko Ichikawa is a certified public accountant of the U.S.A. and has considerable knowledge of finance and accounting.
6. The Company appointed Director Nobuyuki Koga as Standing Audit Committee Member in order to execute the following duties continuously and effectively: interviewing Executive Officers and other officers; receiving reports from the internal audit functions, etc.; understanding information by, for example, auditing its subsidiaries; and attending various meetings.
7. The following are the main changes to the positions, responsibilities in the Company, and important concurrent positions at other organizations of Directors during and at the end of the current fiscal year.

Name	Date of the changes	Position and responsibility in the Company and important concurrent positions at other organizations	
		(After the changes)	(Before the changes)
Sumitaka Fujita	June 24, 2021	Outside Director Chairman, Japan Association for CFOs	Outside Director Outside Director, Furukawa Electric Co., Ltd. Chairman, Japan Association for CFOs
Susumu Kaminaga	June 4, 2021	Outside Director Representative Director & Chief Executive, SK Global Advisers Co., Ltd. Outside Director, DEFTA Capital Inc. Member of the Board (Outside), Toray Industries, Inc.	Outside Director Representative Director & Chief Executive, SK Global Advisers Co., Ltd. Outside Director, DEFTA Capital Inc. Chairman, The Japan Institute of Electronics Packaging Member of the Board (Outside), Toray Industries, Inc.
Yasumasa Masuda	July 27, 2021	Outside Director	Outside Director Independent Non-Executive, Deloitte Touche Tohmatsu LLC Independent Non-Executive, Deloitte Tohmatsu LLC
David Robert Hale	June 17, 2021	Outside Director Partner, ValueAct Capital Management L.P. Director, Bausch Health Companies Inc. Outside Director, JSR Corporation	Outside Director Partner, ValueAct Capital Management L.P. Director, Bausch Health Companies Inc.
	June 21, 2021	Outside Director Partner, ValueAct Capital Management L.P. Outside Director, JSR Corporation	Outside Director Partner, ValueAct Capital Management L.P. Director, Bausch Health Companies Inc. Outside Director, JSR Corporation

Name	Date of the changes	Position and responsibility in the Company and important concurrent positions at other organizations	
		(After the changes)	(Before the changes)
Sachiko Ichikawa	November 26, 2021	Outside Director Partner, Tanabe & Partners Statutory Auditor, The Board Director Training Institute of Japan Outside Director, Tokyo Electron Ltd.	Outside Director Partner, Tanabe & Partners Statutory Auditor, The Board Director Training Institute of Japan Outside Corporate Auditor, Ryohin Keikaku Co., Ltd. Outside Director, Tokyo Electron Ltd.

(2) Name of Executive Officers

(As of March 31, 2022)

Appointment	Name	Position and responsibility in the Company and important concurrent positions at other organizations
Representative Executive Officer	Yasuo Takeuchi	President and Chief Executive Officer (CEO)
Executive Officer	Nacho Abia	Chief Operating Officer (COO)
Executive Officer	Akihiro Taguchi	Chief Technology Officer (CTO)
Executive Officer	Chikashi Takeda	Chief Financial Officer (CFO)
Executive Officer	Stefan Kaufmann	Chief Administrative Officer (CAO)

- Notes: 1. Executive Officers Yasuo Takeuchi and Stefan Kaufmann also serve as Directors.  
2. The following executive officer retired on March 31, 2022.  
Executive Officer Akihiro Taguchi  
3. The following executive officers were newly appointed on April 1, 2022.  
Executive Officer Chief Technology Officer (CTO) Andre Roggan  
Executive Officer Chief Manufacturing and Supply Officer (CMSO) Tetsuo Kobayashi  
4. Executive Officer Stefan Kaufmann assumed his post as Chief Strategy Officer and ESG Officer on April 1, 2022.  
5. Under the Company's corporate officer system, the following are corporate officers as of March 31, 2022.

Appointment	Name
Corporate Officer	Tetsuo Kobayashi
Corporate Officer	Toshihiko Okubo
Corporate Officer	Hidena Tsuchiya
Corporate Officer	Yoshitake Saito
Corporate Officer	Katsuyuki Saito
Corporate Officer	Koji Ando
Corporate Officer	Yoshio Tashiro
Corporate Officer	Kazutaka Eguchi
Corporate Officer	Akira Hasegawa
Corporate Officer	Hideki Kusuda
Corporate Officer	Tomohisa Sakurai
Corporate Officer	Shigeto Ohtsuki
Corporate Officer	Masahito Goto
Corporate Officer	Wenlei Yang
Corporate Officer	Frank Drewalowski
Corporate Officer	Hironobu Kawano
Corporate Officer	Andre Roggan

Notes: 1. The following corporate officers retired on March 31, 2022.  
Messrs. Tetsuo Kobayashi and Andre Roggan assumed their post as Executive Officer on April 1, 2022.

Corporate Officer	Tetsuo Kobayashi
Corporate Officer	Hideki Kusuda
Corporate Officer	Andre Roggan

2. The following corporate officers were newly appointed on April 1, 2022.

Corporate Officer	Seiji Kuramoto
Corporate Officer	Gabriela Kaynor
Corporate Officer	Ross Segan
Corporate Officer	Pierre Boisier
Corporate Officer	Stephen Kneebone

## **2. Overview of content of limited liability agreement**

The Company has entered into an agreement with its Directors (excluding those who are executive directors, etc.) to limit their liability pursuant to Article 423, Paragraph 1 of the Companies Act, setting the minimum amount stipulated by law as the maximum liability.

## **3. Overview of content of directors and officers liability insurance agreement**

The Company has entered into a directors and officers liability insurance agreement with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act. The said insurance agreement insures officers and managerial employees of the Company and the Company's subsidiaries (domestic and in Asia), and the insurance premiums are fully borne by the Company. The said insurance agreement covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives claims related to the pursuit of such liability.

#### 4. Compensation for Directors, Audit & Supervisory Board Members and Executive Officers

##### (1) Total compensation paid to Directors and Executive Officers

Officer Classification		Total amount of compensation, etc. (in millions of yen)	Total compensation by type (in millions of yen)			No. of subject officers (Persons)
			Basic salary	Performance linked compensation, etc.	Non-monetary compensation, etc.	
Director	Inside	919	514	224	181	3
	Outside	138	116	–	22	10
	Total	1,057	630	224	203	13
Executive Officer		666	282	234	150	3

- Notes:
1. Basic salary shows the amount paid for FY2022. Performance linked compensation, etc. show the amounts of short-term incentive compensation for the applicable period, FY2022 (to be paid in July 2022), and non-monetary compensation, etc. shows the amount of long-term incentive compensation to be recorded as expenses for FY2022. Performance-linked stock compensation (PSU) of ¥227 million is only recorded in non-monetary compensation, etc. and is not recorded in performance linked compensation, etc.
  2. There are two other Executive Officers who double as Director in addition to the three Executive Officers mentioned above. Compensation, etc. of the two are included in compensation for Inside Directors.
  3. The Company does not pay performance linked compensation to Directors who do not double as an Executive Officer.
  4. The aforementioned Outside Directors include the two Outside Directors who retired at the close of FY2021 General Meeting of Shareholders held on June 24, 2021.
  5. One Outside Director has requested to decline his compensation and the Compensation Committee has decided to not pay the compensation to him. However, he is included in the number of Outside Directors mentioned above.

##### (2) Details of policy to determine the amount of compensation, etc. for officers or the calculation method thereof and how the policy is determined

At the Company as a company with nominating committee, etc., the Compensation Committee the majority members of which are occupied by independent Outside Directors discusses/determines policy to determine compensations, etc., of the Company's Directors and Executive Officers on an individual basis, details of compensation, etc. and compensation rules.

The Compensation Committee determined the details of compensations, etc. for the fiscal year under review after discussing matters concerning the determination of compensations, etc., including the consistency of the policy to determine compensations, etc., of Directors and Executive Officers on an individual basis with how the details and amounts of compensations, etc., are determined, and the rationality of the process of deriving the details and amounts of compensations, etc., by applying numerical values and other relevant factors to the way they are determined, and the Company has decided that this is in accordance with said policy for determination.

The Compensation Committee retained "Pay Governance," an international independent compensation consultant, to provide objective and professional advice and information, and support investigations. They attended 10 out of 11 meetings of the Compensation Committee held during the current fiscal term.

##### (i) Basic policy for officer compensation

Our basic policy regarding officer compensation is to make officers have a strong sense of awareness that maximize the corporate value and meet expectations of various stakeholders, and reward their responsibilities with suitable and appropriate treatments.

##### (ii) Compensation level

An appropriate compensation level is established commensurate with roles/responsibility considering objective outside data, evaluation data, economic environment, the industry trend, and management status

to establish a competitive compensation level that enables securement/retention of brilliant talents. Specifically, compensation levels of global med-tech companies and compensation levels of med-tech companies in a country the officer is from are set as a benchmark, and the compensation level will be determined annually by making a relative comparison.

(iii) Compensation structure for Directors

■ Compensation ratio by type of Directors

Given a position to supervise the business management, compensations for Directors are paid by fixed compensation as Basic Salary (BS). In addition, with importance placed on the concept that directors and investors share interests, non-performance linked stock compensation (non-monetary compensation) is granted in addition to basic salary (BS).

The stock compensation here is to be subsequent grant-type restricted stock compensation (RSU: Restricted Stock Unit), and the right will be defined at retirement for those directors who live in Japan. The right will be defined on an individual basis in accordance with a general method of stock compensation in each region for those directors who do not live in Japan. In addition, stock-based compensation will be set at ¥3 million for both Japanese and non-Japanese residents. The number of shares to be given will be calculated based on the share price at the time of assumption of office at the General Meeting of Shareholders, and the number of shares will be given after vesting.

Director	Basic Salary (BS)	Long-Term Incentive Compensation (LTI)
		RSU
	81 to 91%	9 to 19%

- Notes:
1. The above table shows a compensation ratio by type as to directors who are from Japan. As for directors who are not from Japan, a payment level of RSU is the same as directors who are from Japan, but a compensation ratio by type is different because of difference in total compensation.
  2. For those who double as Executive Officer, cash compensation paid for management and supervisory functions performed as Director is separate from compensation of Executive Officer for those who are natives of Japan. For those who are not natives of Japan, cash compensation paid for management and supervisory functions performed as Director is included in compensation of Executive Officer. In addition, for those who double as Executive Officer, RSU is set for compensation of Executive Officer. Therefore, RSU as Director's compensation shall not be paid.

(iv) Compensation structure for Executive Officers

In order to achieve our management strategy and to create corporate value, it is essential that we have a compensation system that ensures that we have capable management personnel and that they can fully demonstrate their abilities. To this end, we have decided on a compensation system based on the following concepts. Additionally, Executive Officers in this paragraph include Executive Officers who also serve as Directors.

1. Establish a more powerful incentive program which can compete with global med-tech companies
2. Establish an incentive program which is consistent with the management strategy
3. Establish a program with focuses on value creation and performance evaluation utilizing Long-Term Incentive compensation (LTI).
4. Pay a competitive basic salary (BS) compared to leading Japanese global companies
5. Ensure a sound management of incentives by putting claw-back clauses and shareholding guidelines in place.
6. Enhance the motivation of Executive Officers by setting challenging and achievable targets.

While a standardized, global compensation system is desirable for compensation design for executive officers who are responsible for global management, differences in compensation levels by region make it difficult to attract and retain talented executives by pay levels of Japan. As such the compensation

structure of all Executive officers will be the same. However, actual compensation levels are determined by taking into account differences in pay levels in the country of origin of the Executive Officer.

■ Compensation ratio by type of Executive Officers (in case where a target achievement rate is 100%) Compensation for Executive Officers is to be a combination of Basic Salary, a fixed compensation (BS: Base Salary), Short-Term Incentive Compensation which is linked to business results by every fiscal year (STI: Short Term Incentive), and Long-Term Incentive Compensation (LTI: Long Term Incentive). Focusing on achieving management strategies aimed at enhancing medium- to long-term corporate value and shareholder value, the ratio of performance-linked compensation, particularly long-term incentive compensation (LTI), was raised, and the standard amount of short-term incentive compensation (STI) and long-term incentive compensation (LTI) was set as follows.

Representative Executive Officer BS:STI:LTI=1:1:2

Executive Officer BS:STI:LTI=1:1:1.5

Long-term incentive compensation (LTI) consists of subsequent grant-type restricted stock compensation (RSU) and performance-linked stock compensation (PSU). The ratio of subsequent grant-type restricted stock compensation (RSU) was set to 25% and that of performance-linked stock compensation (PSU) was set to 75% when the FY2020 Compensation Committee decided a new compensation system. On the other hand, the spread of COVID-19 infections had a significant impact on initiatives of the corporate strategy, increasing the uncertainty of the business environment. To this end, regarding the ratio of the long-term incentive compensation (LTI) started in the fiscal year ended March 31, 2022 and finishing the fiscal year ending March 31, 2024, subsequent grant-type restricted stock compensation (RSU) was set to 40% and performance-linked stock compensation (PSU) was set to 60%.

The composition ratio of compensations for Executive Officers as a whole is shown as below:

Representative Executive Officer	Basic Salary (BS)	Short-Term Incentive Compensation (STI) [Bonus]	Long-Term Incentive Compensation (LTI)	
			RSU	PSU
	25%	25%	20%	30%

Note: The above table shows a compensation ratio by type of compensation paid for the role of Executive Officer, and it does not include compensation paid for the role of supervision of a person who doubles as a Director.

Executive Officer	Basic Salary (BS)	Short-Term Incentive Compensation (STI) [Bonus]	Long-Term Incentive Compensation (LTI)	
			RSU	PSU
	28.5%	28.5%	17%	26%

Note: For those who are not natives of Japan, one-time payments, severance pay, housing allowances, pensions, etc. are established for making adjustments to the previous compensation agreements on an individual basis.

■ Matters relating to non-monetary compensation (i): subsequent grant-type restricted stock compensation (RSU)

Subsequent grant-type restricted stock compensation (RSU) has a transfer restriction period of three years, and a number of shares equivalent to 40% of the standard amount for long-term incentive compensation (LTI) for the current fiscal year (basic salary multiplied by a factor of 1.5 or 2) is determined at the beginning of the transfer restriction period. This number of shares is provided after three years have passed.

■ Matters relating to non-monetary compensation (ii): subsequent grant-type restricted stock compensation “Transformational FY22-RSU”

Performance-linked stock compensation (PSU), for which the evaluation period was the three-year period from the fiscal year ended March 31, 2019 to the fiscal year ended March 31, 2021, was set based on the

2016 Corporate Strategic Plan (“16CSP”) and was not provided because the actual value in the performance evaluation index fell below the minimum value. Considering the various reform themes being promoted in the business transformation plan “Transform Olympus” based on the new management strategy, the one-time costs due to the transfer of the Imaging Business implemented in the fiscal year ended March 31, 2021, and the impact of the spread of COVID-19 infections, etc. from the fiscal year ended March 31, 2020, and onward, although the actual value of the performance evaluation index fell below the minimum value of performance target value linked to officers’ compensation, the Compensation Committee has determined that the management efforts of Executive Officers have produced results that will lead into the fiscal year ended March 31, 2022, and onward. In light of the above results and management efforts of the Executive Officers, and in the midst of an uncertain business environment, we, at the discretion of the Compensation Committee, granted the following subsequent grant-type restricted stock compensation “Transformational FY22-RSU” to the Executive Officers to encourage them to continue to strive to maximize corporate value and increase shareholder value after the fiscal year ended March 31, 2022, as well as to encourage them to hold shares in order to further strengthen the sharing of interests with shareholders.

1. Grantees

Chief Executive Officer (CEO) and Chief Technology Officer (CTO)

2. Granting form

The unit grant date for “Transformational FY22-RSU” shall be April 1, 2021, and the rights will be vested three years later or upon retirement at the Company’s request. In the event of retirement that is not due to the Company’s request, the Compensation Committee will decide how to respond.

3. Units granted

The standard amount for “Transformational FY22-RSU” is set at 18% of the basic salary for the fiscal year ended March 31, 2022. The number of shares to be given will be calculated based on the share price on the business day prior to the grant date, and the number of shares will be given after vesting.

For performance-linked stock compensation (PSU) which is also non-monetary compensation, etc., refer to “Matters relating to performance linked compensation, etc. (ii) non-monetary compensation: performance-linked stock compensation (PSU)” below.

■ Matters relating to performance linked compensation, etc. (i) short-term incentive compensation (STI)

The standard amount of short-term incentive compensation (STI) is the same type of compensation as basic salary (BS), and after the end of the applicable period, the Compensation Committee evaluates the performance of indicators and decides the payment rate and amount.

[Evaluation index, evaluation weigh and reasons for selecting]

Considering the importance of steadily implementing long-term and strategic initiatives for each fiscal year, the Company has decided to increase the composition ratio of strategic goals from among the targets for short-term incentive compensation (STI) for the current fiscal year.

The composition ratio of revenue, operating profit, and strategic goals was set as follows.

Revenue 30%	Operating profit 40%	Strategic goals 30%
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(Note) The composition ratio of indices set in the fiscal year ended March 31, 2020 was revenue 30%, operating profit 50% and strategic goals 20%.

a. Revenue: 30%

Revenue of “Forecast for the Fiscal Year Ending March 31, 2022” stated in the Consolidated Financial Results for the Fiscal Year Ended March 31, 2021 was set as a target. However, as this consolidated forecast was updated, the target has changed to revenue of the forecast of consolidated financial results stated in the financial results for the three months of the fiscal year ended March 31, 2022. 100% payment is provided when the achievement rate of targets is 100% and the evaluation table is set from the lower limit of 0% to the upper limit of 200%.

b. Operating profit: 40%

Operating profit of “Forecast for the Fiscal Year Ending March 31, 2022” stated in the Financial Results for the Fiscal Year Ended March 31, 2021 was set as a target. However, the target has changed to the adjusted operating margin, which is calculated from the forecast of consolidated financial results in the statements of profit or loss presented in the consolidated financial results for the three months of the fiscal

year ended March 31, 2022. 100% payment is provided when the achievement rate of targets is 100% and the evaluation table is set from the lower limit of 0% to the upper limit of 200%.

c. Strategic goals: 30%

Target items are set on important company-wide issues in the fiscal year ending March 31, 2022 explained at the financial results meeting for the fiscal year ended March 31, 2021 held on May 7, 2021 and set them as common goals for all executive officers. The payment rate for the achievement rate of each target is set from the lower limit of 0% to the upper limit of 200%.

- Deepening profitable growth strategy in Medical business
- Further improvement of efficiency and effectiveness through Transform Olympus
- Continued steady investment in product development for future growth

[Result]

Performance linked compensation, etc. (STI)		Target value	Actual value	Achievement rate	Payment rate
Performance evaluation index	Revenue (30%)	¥785.7 billion	¥801.1 billion	142.4%	42.7%
	Operating profit (40%)	17.5%	19.3%	172%	68.8%
	Strategic goals (30%)	-	-	70%	21%

(Notes) Revenue is calculated from the figure after foreign exchange adjustment and operating margin is calculated from operating profit after adjustments that deduct other income and other expenses from operating profit.

As a result of the above, the payment rate is 132.5% for the total payment rate of each performance evaluation index. In addition, the payment amount was determined by multiplying this payment rate by the standard amount of performance linked compensation (STI).

■ Matters relating to performance linked compensation, etc.: (ii) non-monetary compensation, performance-linked stock compensation (PSU)

In performance-linked stock compensation (PSU), a number of shares are provided according to the achievement rate of performance metrics determined in advance for the performance evaluation period at the end of the performance evaluation period. The following details the performance-linked stock compensation (PSU) of which the evaluation period begins in the fiscal year ended March 31, 2020 and ends in the fiscal year ended March 31, 2022.

[Evaluation index and reasons for selecting]

For the purposes of stimulating motivation to increase medium- to long-term business growth and profitability and rewarding the results of such efforts, an applicable period was set to three fiscal years and (1) the total profit attributable to owners of parent (hereinafter “Profit”) for the applicable period and (2) the average rate of revenue growth over the applicable period were adopted as a performance evaluation index. In addition, the PSU has been set to grant a number of common shares of the Company equivalent to an amount adjusted within the range of 0 to 150% according to the achievement rate of the targets at the end of the applicable period. However, as the Imaging Business was transferred during the evaluation period, the Compensation Committee considered it appropriate that figures for the Imaging Business be deducted from target value and actual value of the performance evaluation index within a possible range. The total payment amount and the total number of shares to be granted are calculated as follows:

$$\text{Total payment amount} = \{(\text{total amount of Profit for the three fiscal years} - \text{¥110.8 billion}) \times 0.046219567\% + (\text{average revenue growth rate for the three fiscal years} - 3.25\%) \times \text{¥675,923,077}\} \times (\text{total sum of individual points for each subject Director and Executive Officer} / 7,323)$$

The number of shares to be granted to each officer is determined on a pro rata basis of the total number of shares to be granted which is calculated by dividing the total payment amount calculated as above by the closing price of the Company’s common shares at the Tokyo Stock Exchange, Inc. on the business day prior to the day when the allocation of the Company’s common shares is resolved at the Company’s Compensation Committee, according to points determined for each individual and the term of office.



[Result]

Performance evaluation index	Target value	Minimum value	Actual value
Total Profit for applicable period	¥221.7 billion	¥110.8 billion	¥225.1 billion
Average rate of revenue growth over applicable period	6.5%	3.25%	5.67%

- (Notes)
1. Regarding the total profit, to evaluate the achievement rate, the target value did not change and the value adjusted by deducting the one-time costs due to the transfer of the Imaging Business from the company-wide actual value was used as the actual value.
  2. For the revenue growth, the achievement rate was evaluated using the target value of the company-wide revenue excluding those of the Imaging Business.

In accordance with the above, the shares will be granted on a pro rata basis after the number of shares to be granted is calculated by dividing the total payment amount by the closing price of the shares on May 16, 2022 revealed after preparation of this business report.

The following details the performance-linked stock compensation (PSU) for which the evaluation period begins in the fiscal year under review and ends in the fiscal year ending March 31, 2024. In this performance-linked stock compensation (PSU), a number of shares equivalent to 60% of the standard amount of long-term incentive compensation (LTI) is determined at the start of the performance evaluation period, and a number of shares is provided according to performance after the end of the target period.

[Evaluation index, evaluation weight, and reasons for selecting]

The Company has set the evaluation index and evaluation weight as follows.

Operating profit 40%	Relative TSR 40%	ESG 20%
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- a. Operating profit: 40%  
Operating profit is set as an indicator of performance evaluation, as transformation continues to be promoted going forward for increasing corporate value. At the start of each fiscal year during the evaluation period, operating profit targets and a 0 to 200% payment curve are decided, and at the end of each fiscal year, the payment rate for each fiscal year is calculated from actual results. The average payment rate for the three fiscal years is then used as the payment rate for PSU's operating profit.
- b. Relative TSR: 40%  
Relative TSR is set as an indicator of performance evaluation. It is an important standard which makes long-term performance and pay align from the viewpoints of both shareholders and the executive management. Twenty global medtech companies are set as a peer group, and 100% will be paid if the rank of our TSR is located at 50%. The evaluation table of 0 to 200% payment is calculated based on the logic reasonably set by relative comparison with the peer group.
- c. ESG: 20%  
Strategic goals are used as an indicator for ESG, which is announced to be reinforced in its management strategy. The index of DJSI (Dow Jones Sustainability Index) is set as an evaluation index. DJSI ratings are "World Index (W)," "Asia Pacific Index (AP)," and "Non-Index (N)" from the top ranks. We establish an assessment table that emphasizes Index to be acquired in the third year, considering the outcome in the first and second years, and decide payment rates of 200%, 150%, 100%, 50%, and 0%.

■ Clawback clause

A clawback clause has been set up to deter the management (Executive Officers) from reckless investments and improper accounting. Clawback is subject to short-term incentive compensation (STI) and long-term incentive compensation (LTI) for Executive Officers. The clawback will be turned on if the following event occurs.

- a. An event that requires the refund of the difference between the amount of compensation that have been paid and the amount of compensation that should have been paid caused by a revelation that the information prerequisites for compensation is incorrect or different.

- b. An event requiring the return of the amount of compensation already paid as a kind of sanctions in the event of a violation of obligation, etc.

The final decision on the application of clawback to individual events is made by the Compensation Committee and reported to the Board of Directors.

(3) Compensation for the fiscal year ending March 31, 2023

(i) Stock compensation for Directors

For further sharing interests with investors through promoting the holding of shares, the Company decided to increase the amount of subsequent grant-type restricted stock compensation (RSU) for Directors from ¥3 million to ¥6 million.

(ii) Composition of compensation for Executive Officers

Regarding a composition of compensation for Executive Officers, the Company increased the ratio of short-term incentive compensation (STI) which is performance linked compensation and long-term incentive compensation (LTI) which is stock compensation, taking into consideration the compensation level of global medtech companies.

Representative Executive Officer BS:STI:LTI=1:1.25:3  
Executive Officer BS:STI:LTI=1:1.15:2

(iii) Short-term incentive compensation (STI) for Executive Officers

The evaluation index and evaluation weight are same as in the current term as follows:

Revenue 30%	Operating profit 40%	Strategic goals 30%
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(iv) Long-term incentive compensation (LTI) for Executive Officers

The ratio of the long-term incentive compensation (LTI) which will start in the fiscal year ending March 31, 2023, and finish in the fiscal year ending March 31, 2025 was set at subsequent grant-type restricted stock compensation (RSU) 40% and performance-linked stock compensation (PSU) 60%, to ensure an ideal ratio of shares to the total amount of compensation in accordance with the basic concept of weight placed on performance linked compensation and given the current uncertain and variable business environment. In addition, the evaluation index and evaluation weight of performance-linked stock compensation (PSU) were set as follows:

Operating profit 20%	Relative TSR 60%	ESG 20%
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(v) Compensation ratio by type of Executive Officers (in case where a target achievement rate is 100%)

In accordance with the above, the composition ratio of compensations as a whole is shown as below:

Representative Executive Officers	Basic salary (BS)	Short-term incentive compensation (STI) [Bonus]	Long-term incentive compensation (LTI)	
			RSU	PSU
	19%	24%	23%	34%

Executive Officers	Basic salary (BS)	Short-term incentive compensation (STI) [Bonus]	Long-term incentive compensation (LTI)	
			RSU	PSU
	24%	28%	19%	29%

## 5. Matters Concerning Outside Officers

(1) Relations between other organizations where important concurrent positions are assumed and the Company (As of March 31, 2022)

Position	Name	Important concurrent positions at other organizations
Outside Director	Sumitaka Fujita	Chairman, Japan Association for CFOs
Outside Director	Susumu Kaminaga	Representative Director & Chief Executive, SK Global Advisers Co., Ltd. Outside Director, DEFTA Capital Inc. Member of the Board (Outside), Toray Industries, Inc.
Outside Director	Atsushi Iwasaki	Chief, Iwasaki CPA Office Outside Director, ISEKI & CO., Ltd. Outside Director, NH Foods Ltd.
Outside Director	David Robert Hale	Partner, ValueAct Capital Management L.P. Outside Director, JSR Corporation
Outside Director	Sachiko Ichikawa	Partner, Tanabe & Partners Statutory Auditor, The Board Director Training Institute of Japan Outside Director, Tokyo Electron Ltd.

- Notes: 1. There is no special relationship between the Company and the organizations where Messrs. Sumitaka Fujita, Susumu Kaminaga and Ms. Sachiko Ichikawa assume important concurrent positions.
2. ValueAct Capital Master Fund, L.P., controlled by ValueAct Capital Management L.P., in which Mr. David Robert Hale assumes an important concurrent position, holds the shares of the Company. There is no special relationship between JSR Corporation and the Company.
3. The above important concurrent positions at other organizations are stated for persons holding concurrent positions who held office from the following day of the conclusion of FY2021 General Meeting of Shareholders held on June 24, 2021 until the end of the current fiscal year.

(2) Major activities during current fiscal year

The Company's outside directors monitor, based on the basic management policies of the Company as determined by the Board of Directors, the duties of the directors and executive officers, to ensure the sustainable growth of the Company and increase its corporate value over the medium to long term, in response to shareholders' mandate and provide advice and opinions from a position independent from the management team and from the perspectives of various stakeholders.

	Attendance at meetings	Remarks and outline of duties performed with regard to expected roles for outside directors
Sumitaka Fujita, Director	Board of Directors: 12 of 12 Nominating Committee: 11 of 11	From an independent position, Mr. Fujita actively provided statements necessary for supervising the execution of business. In addition, as Chairman of the Board of Directors, he led the Board to focus on important agenda items, such as medium- to long-term management strategies and review of the business portfolio, with the aim of strengthening the supervisory functions of the Board of Directors. He held regular meetings of only outside directors to exchange information and share awareness based on an independent and objective standpoint. He also held Executive Sessions with only outside directors after each Board meeting, and exchanged views on issues based on the matters for deliberation on that day and issues that should be deepened at Board meetings in the future. He relayed the content of these meetings to the CEO as chairman. As the Chairman of the Nominating Committee, he was fully aware of the importance of director appointment and succession plans and promoted committee management.
Susumu Kaminaga, Director	Board of Directors: 12 of 12 Compensation Committee: 11 of 11	From an independent position, Mr. Kaminaga actively provided statements necessary for supervising the execution of business. In particular, he offered opinions and recommendations from various perspectives based on his long experience in global business development in advanced technology fields. In addition, as Chairman of the Compensation Committee, he led the formulation and management of the compensation system, which is consistent with medium- to long-term management goals, and the decision of executive compensation, and promoted the operation of the Committee.
Tetsuo Iwamura, Director	Board of Directors: 12 of 12 Nominating Committee: 11 of 11 Compensation Committee: 11 of 11	From an independent position, Mr. Iwamura actively provided statements necessary for supervising the execution of business. In particular, he offered opinions and recommendations from a variety of perspectives on the Group's overall business activities based on his wealth of global management experience. In addition, as a member of the Nominating Committee and the Compensation Committee, he participated in decisions on matters such as the proposals for the election of directors and executive compensation.
Yasumasa Masuda, Director	Board of Directors: 12 of 12 Nominating Committee: 2 of 2 Compensation Committee: 4 of 4 Audit Committee: 18 of 18	From an independent position, Mr. Masuda actively provided statements necessary for supervising the execution of business. In particular, from his experience as a manager in the healthcare industry, he offered opinions and recommendations from various perspectives on the overall business activities of our group. In addition, as Chairman of the Audit Committee, he led the audit of the execution of duties by directors and executive officers and promoted committee management.

	Attendance at meetings	Remarks and outline of duties performed with regard to expected roles for outside directors
Atsushi Iwasaki, Director	Board of Directors: 10 of 12 Audit Committee: 24 of 24	From an independent position, Mr. Iwasaki actively provided statements necessary for supervising the execution of business. In particular, he offered opinions and recommendations based on his extensive experience and broad knowledge as a certified public accountant, as well as his substantial expertise in the field of finance and accounting. In addition, as a member of the Audit Committee, he participated in the audit of the execution of duties by directors and executive officers based on his professional knowledge.
David Robert Hale, Director	Board of Directors: 12 of 12 Nominating Committee: 11 of 11	From an independent position, Mr. Hale actively provided statements necessary for supervising the execution of business. In particular, as an experienced management consultant and investor in a variety of industries, he offered opinions and recommendations from his knowledge in global capital markets and the healthcare industry. In addition, as a member of the Nominating Committee, he participated in decisions on matters such as the proposals for the election of directors.
Jimmy C. Beasley, Director	Board of Directors: 12 of 12 Compensation Committee: 11 of 11	From an independent position, Mr. Beasley actively provided statements necessary for supervising the execution of business. In particular, he offered opinions and recommendations based on his global business experience in the healthcare industry and his extensive experience in a management team. In addition, as a member of the Compensation Committee, he participated in decisions on matters such as executive compensation.
Sachiko Ichikawa, Director	Board of Directors: 9 of 9 Audit Committee: 18 of 18	From an independent position, Ms. Ichikawa actively provided statements necessary for supervising the execution of business. In particular, she offered opinions and recommendations from her professional perspective as an attorney and certified public accountant in the U.S. In addition, as a member of the Audit Committee, she participated in the audit of the execution of duties by directors and executive officers based on her professional knowledge.

- Notes
1. Attendance of Ms. Ichikawa at Board of Directors is included for meetings held after her appointment as Director on June 24, 2021.
  2. Attendance of Mr. Masuda at Nominating Committee and Compensation Committee is included for meetings held during his term as a member of the Committee until June 24, 2021.
  3. Attendance of Mr. Masuda and Ms. Ichikawa at Audit Committee is included for meetings held after their appointment as members of the Committee on June 24, 2021.

## IV Accounting Auditor

### 1. Name of Accounting Auditor

Ernst & Young ShinNihon LLC

### 2. Amount of Remuneration

Classification	Amount paid
Remuneration to Accounting Auditor for the current fiscal year	¥252 million
Total amount of money and other financial interests to be paid by the Company and its subsidiaries	¥288 million

- Notes: 1. The audit agreement between the Company and its Accounting Auditor does not distinguish compensation paid for audit work performed in conformity with the Companies Act and compensation paid for audit work performed in conformity with the Financial Instruments and Exchange Act and it is effectively impossible to do so. Therefore, the total amount of these compensation types is presented for remuneration to Accounting Auditor for the current fiscal year.
2. The Audit Committee agreed to the amount of remuneration, etc. of the Accounting Auditor as stipulated in Article 399, Paragraph 1 of the Companies Act after having obtained necessary information about and examined the content of the audit plan of the Accounting Auditor, the status of executing duties of the accounting audit, the basis for calculation of estimated remuneration, etc.
3. The Company's important subsidiaries, Olympus Corporation of the Americas, Olympus Europa Holding SE, Olympus Corporation of Asia Pacific Limited and Olympus (China) Co., Ltd. are audited by auditing firms other than the Accounting Auditor of the Company.

### 3. Description of Non-Auditing Services

As for non-auditing services, the Company requested the Accounting Auditor provide advisory services and paid compensation for the service.

### 4. Policy for Decisions on Dismissal and Non-Reappointment of Accounting Auditor

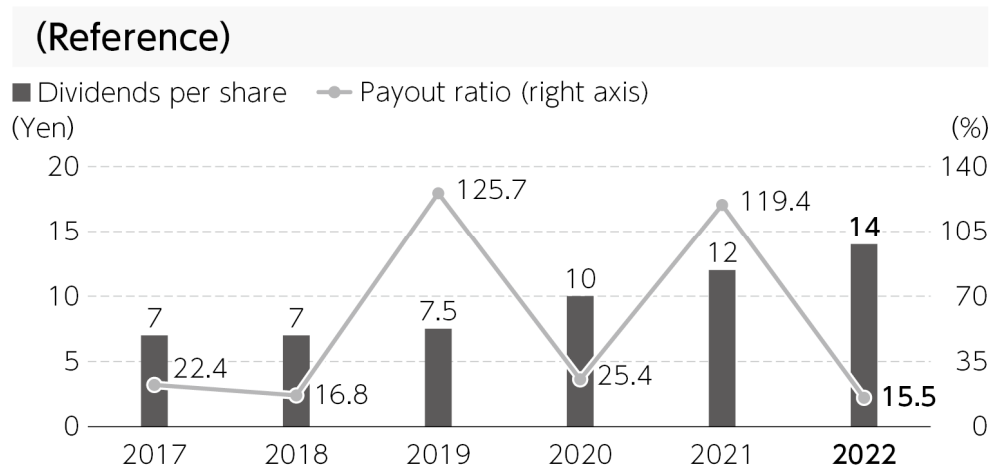
The Audit Committee will dismiss the Accounting Auditor as necessary, with the unanimous consent of the Audit Committee Members, in the event said Accounting Auditor is recognized as falling under any of the item listed in Article 340, Paragraph 1 of the Companies Act.

In addition to the foregoing, the Audit Committee will determine the contents of agendas regarding the dismissal or non-reappointment of the Accounting Auditor to the General Meeting of Shareholders, in the event it is recognized that the appropriate performance of duties by said Accounting Auditor is rendered not possible due to events affecting the qualifications and credibility of the Accounting Auditor, or when otherwise deeming the action necessary.

## 5. Policy for Decisions on Dividend of Retained Earnings, etc.

Our basic policy is to increase dividends in a stable and continuous manner, while putting a priority on investing for business growth, aiming to achieve a sustained growth of the Group.

Based on the above policy, the Company have decided to pay a year-end dividend of ¥14 per share for the fiscal year under review, increased by ¥2 from the previous fiscal year by a resolution at the meeting of the Board of Directors held on May 11, 2022. Effective date and payment start date are June 3, 2022.



Note: The Company conducted a four-for-one stock split of common shares on April 1, 2019. The amount of dividend per share above reflects the four-for-one stock split.

## Consolidated Statement of Financial Position

(As of March 31, 2022)

(Millions of yen)

Accounts	Amount	Accounts	Amount
<b>ASSETS:</b>		<b>LIABILITIES:</b>	
<b>Current assets</b>	<b>694,605</b>	<b>Current liabilities</b>	<b>376,251</b>
Cash and cash equivalents	302,572	Trade and other payables	60,547
Trade and other receivables	178,428	Bonds and borrowings	52,281
Other financial assets	10,269	Other financial liabilities	26,015
Inventories	167,368	Income taxes payable	34,353
Income taxes receivable	3,718	Provisions	22,114
Other current assets	27,565	Other current liabilities	180,941
Subtotal	689,920	<b>Non-current liabilities</b>	<b>470,386</b>
Assets held for sale	4,685	Bonds and borrowings	333,846
<b>Non-current assets</b>	<b>663,394</b>	Other financial liabilities	64,600
Property, plant and equipment	247,112	Retirement benefit liability	40,001
Goodwill	164,498	Provisions	2,783
Intangible assets	120,361	Deferred tax liabilities	13,087
Retirement benefit asset	25,975	Other non-current liabilities	16,069
Investments accounted for using equity method	1,514	<b>Total liabilities</b>	<b>846,637</b>
Trade and other receivables	27,857	<b>EQUITY:</b>	
Other financial assets	16,152	<b>Total equity attributable to owners of parent</b>	<b>510,168</b>
Deferred tax assets	57,783	Share capital	124,643
Other non-current assets	2,142	Capital surplus	91,239
		Treasury shares	(45,589)
		Other components of equity	34,818
		Retained earnings	305,057
		<b>Non-controlling interests</b>	<b>1,194</b>
		<b>Total equity</b>	<b>511,362</b>
<b>Total assets</b>	<b>1,357,999</b>	<b>Total liabilities and equity</b>	<b>1,357,999</b>



## Consolidated Statement of Profit or Loss

(April 1, 2021 to March 31, 2022)

(Millions of yen)

Accounts	Amount
Revenue	868,867
Cost of sales	297,172
<b>Gross profit</b>	<b>571,695</b>
Selling, general and administrative expenses	405,399
Share of profit (loss) of investments accounted for using equity method	1,492
Other income	14,425
Other expenses	28,315
<b>Operating profit</b>	<b>153,898</b>
Finance income	1,356
Finance costs	5,381
<b>Profit before tax</b>	<b>149,873</b>
Income taxes	33,903
<b>Profit</b>	<b>115,970</b>
<b>Profit attributable to:</b>	
Owners of parent	115,742
Non-controlling interests	228
<b>Profit</b>	<b>115,970</b>

**Consolidated Statements of Cash Flows (Reference)**

(April 1, 2021 to March 31, 2022)

(Millions of yen)

Accounts	Amount
<b>Cash flows from operating activities</b>	
Profit before tax	149,873
Depreciation and amortization	64,615
Loss (gain) on step acquisitions	(2,826)
Impairment losses	3,396
Interest and dividend income	(1,184)
Interest expenses	4,865
Share of loss (profit) of investments accounted for using equity method	(1,492)
Decrease (increase) in trade and other receivables	(10,981)
Decrease (increase) in inventories	(2,097)
Increase (decrease) in trade and other payables	(8,827)
Increase (decrease) in retirement benefit liability	181
Decrease (increase) in retirement benefit asset	328
Increase (decrease) in provisions	(15,372)
Other	1,516
Subtotal	181,995
Interest received	1,017
Dividends received	167
Interest paid	(4,286)
Income taxes paid	(9,164)
Net cash provided by operating activities	169,729

(Millions of yen)

Accounts	Amount
<b>Cash flows from investing activities</b>	
Payments into time deposits	(1)
Purchase of property, plant and equipment	(41,688)
Proceeds from sales of property, plant and equipment	4,485
Purchase of intangible assets	(20,083)
Payments for loans receivable	(129)
Collection of loans receivable	1,271
Proceeds from sales of investments	8,282
Payments for acquisition of subsidiaries	(21,837)
Proceeds from sale of subsidiaries	724
Other	(2,040)
Net cash used in investing activities	(71,016)
<b>Cash flows from financing activities</b>	
Increase (decrease) in short-term borrowings and commercial papers	(5,454)
Repayments of lease liabilities	(17,691)
Repayments of long-term borrowings	(26,246)
Dividends paid	(15,428)
Dividends paid to non-controlling interests	(188)
Proceeds from issuance of bonds	56,143
Payments for purchase of treasury shares	(30,001)
Other	(1,802)
Net cash used in financing activities	(40,667)
<b>Effect of exchange rate changes on cash and cash equivalents</b>	27,048
<b>Net increase (decrease) in cash and cash equivalents</b>	85,094
Cash and cash equivalents at beginning of period	217,478
Cash and cash equivalents at end of period	302,572

## Non-Consolidated Balance Sheet

(As of March 31, 2022)

(Millions of yen)

Accounts	Amount	Accounts	Amount
<b>ASSETS:</b>		<b>LIABILITIES:</b>	
<b>Current assets</b>	<b>418,300</b>	<b>Current liabilities</b>	<b>206,802</b>
Cash and time deposits	46	Accounts payable	39,739
Notes receivable	42	Current portion of bonds payable	40,000
Electronically recorded monetary claims - operating	102	Lease liabilities	122
Accounts receivable	68,671	Other payable	5,351
Finished goods	33,136	Accrued expenses	33,163
Work in process	2,424	Income taxes payable	17,083
Raw materials and supplies	47,403	Deposits received	68,950
Short-term loans receivable	196,422	Provision for product warranties	45
Other receivables	63,143	Provision for business restructuring	61
Other current assets	10,417	Other current liabilities	2,288
Allowance for doubtful accounts	(3,506)	<b>Non-current liabilities</b>	<b>336,886</b>
<b>Fixed assets</b>	<b>482,617</b>	Long-term bonds, less current maturities	141,195
<b>Property, plant and equipment</b>	<b>53,490</b>	Long-term borrowings, less current maturities	195,000
Buildings	27,124	Lease liabilities	219
Structures	711	Long-term deposits received, less current maturities	358
Machinery and equipment	3,613	Other non-current liabilities	114
Vehicles	4	<b>Total liabilities</b>	<b>543,688</b>
Tools, furniture and fixtures	7,204	<b>NET ASSETS:</b>	
Land	14,272	<b>Shareholders' equity</b>	<b>358,607</b>
Lease assets	338	<b>Share capital</b>	<b>124,643</b>
Construction in progress	224	<b>Capital surplus</b>	<b>91,063</b>
<b>Intangible assets</b>	<b>6,524</b>	Legal capital surplus	91,063
Patent right	298	<b>Retained earnings</b>	<b>188,490</b>
Software	4,426	Other retained earnings	188,490
Software in progress	1,794	Reserve for advanced depreciation	1,047
Right of using facilities, etc.	6	Retained earnings carried forward	187,443
<b>Investments and other assets</b>	<b>422,603</b>	<b>Treasury shares</b>	<b>(45,589)</b>
Investment securities	2,553	<b>Valuation and translation adjustments</b>	<b>(1,774)</b>
Investment securities in subsidiaries and affiliates	374,137	Net unrealized holding gains (losses) on available-for-sale securities, net of taxes	529
Investments in capital of subsidiaries and affiliates	612	Deferred gains or losses on hedges	(2,303)
Prepaid pension expenses	15,749	<b>Subscription rights to shares</b>	<b>396</b>
Long-term accounts receivable-other	5,634	<b>Total net assets</b>	<b>357,229</b>
Deferred tax assets	26,215	<b>Total liabilities and net assets</b>	<b>900,917</b>
Other assets	4,497		
Allowance for doubtful accounts	(6,794)		
<b>Total assets</b>	<b>900,917</b>		

**Non-Consolidated Statement of Income**

(April 1, 2021 to March 31, 2022)

(Millions of yen)

Accounts	Amount
Revenue	378,637
Cost of sales	251,924
<b>Gross profit</b>	<b>126,713</b>
Selling, general and administrative expenses	81,361
<b>Operating profit</b>	<b>45,352</b>
Non-operating income	34,350
Interest income	84
Dividends income	29,267
Others	4,999
Non-operating expenses	22,515
Interest expenses	1,036
Interest on bonds	410
Foreign exchange losses	338
Bond issuance cost	612
Commission for syndicate loan	6
Business structure improvement expenses	16,905
Others	3,208
<b>Ordinary profit</b>	<b>57,187</b>
Extraordinary income	38,209
Gain on sale of fixed assets	1,396
Gain on sales of investment securities	4,850
Gain on sale of shares of subsidiaries and associates	763
Income related to litigation	891
Transfer pricing taxation adjustments	30,309
Extraordinary losses	352
Impairment losses	84
Extra payments for early retirements, etc.	91
Loss on sales of investment securities	95
Loss on discontinuation of development	82
<b>Profit before provision for income taxes</b>	<b>95,044</b>
Income taxes, current	11,988
Income taxes, deferred	(1,788)
<b>Profit</b>	<b>84,844</b>

## Independent Auditor's Report

May 16, 2022

The Board of Directors  
OLYMPUS CORPORATION

Ernst & Young ShinNihon LLC  
Tokyo, Japan  
Takahiro Yamazaki [Seal]  
Certified Public Accountant  
Designated and Engagement Partner  
Tetsuya Yoshida [Seal]  
Certified Public Accountant  
Designated and Engagement Partner  
Masayasu Iida [Seal]  
Certified Public Accountant  
Designated and Engagement Partner

### *Opinion*

Pursuant to Article 444, paragraph 4 of the Companies Act, we have audited the accompanying consolidated financial statements, which comprise the consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in net assets, and notes to the consolidated financial statements of OLYMPUS CORPORATION and its consolidated subsidiaries (the Group) applicable to the fiscal year from April 1, 2021 to March 31, 2022.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position and results of operations of the Group applicable to the fiscal year ended March 31, 2022, in accordance with accounting standards that are a subset of disclosure matters required by IFRS and pursuant to Article 120, paragraph 1 of the Regulations on Corporate Accounting.

### *Basis for Opinion*

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### *Other Information*

The other information comprises the information included in the Group's business report and its supplementary schedules. Management is responsible for preparation and disclosure of the other information. The Audit Committee is responsible for overseeing the Group's reporting process of the other information.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

### *Responsibilities of Management and the Audit Committee for the Consolidated Financial Statements*

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting standards that are a subset of disclosure matters required by IFRS and pursuant to Article 120, paragraph 1 of the Regulations on Corporate Accounting, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern and disclosing, as required by accounting standards that are a subset of disclosure matters required by IFRS and pursuant to Article 120, paragraph 1 of the Regulations on Corporate Accounting, matters related to going concern.

The Audit Committee is responsible for overseeing the Group's financial reporting process.

*Auditor's Responsibilities for the Audit of the Consolidated Financial Statements*

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Consider internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances for our risk assessments, while the purpose of the audit of the consolidated financial statements is not expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation in accordance with accounting standards that are a subset of disclosure matters required by IFRS and pursuant to Article 120, paragraph 1 of the Regulations on Corporate Accounting.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with the ethical requirements regarding independence that are relevant to our audit of the consolidated financial statements in Japan, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

*Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan*

Our firm and its designated engagement partners do not have any interest in the Group which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

The above represents a translation, for convenience only, of the original report issued in the Japanese language.

**Independent Auditor's Report**

May 16, 2022

The Board of Directors  
OLYMPUS CORPORATION

Ernst & Young ShinNihon LLC  
Tokyo Office  
Takahiro Yamazaki [Seal]  
Certified Public Accountant  
Designated and Engagement Partner  
Tetsuya Yoshida [Seal]  
Certified Public Accountant  
Designated and Engagement Partner  
Masayasu Iida [Seal]  
Certified Public Accountant  
Designated and Engagement Partner

*Opinion*

Pursuant to Article 436, paragraph 2, item 1 of the Companies Act, we have audited the accompanying non-consolidated financial statements, which comprise the non-consolidated balance sheet, the non-consolidated statement of income, the non-consolidated statement of changes in net assets, notes to the non-consolidated financial statements, and the related supplementary schedules (hereafter referred to as "non-consolidated financial statements, etc.") of OLYMPUS CORPORATION (the "Company") applicable to the fiscal year from April 1, 2021 to March 31, 2022.

In our opinion, the accompanying non-consolidated financial statements, etc. present fairly, in all material respects, the non-consolidated financial position and results of operations applicable to the fiscal year ended March 31, 2022, in accordance with accounting principles generally accepted in Japan.

*Basis for Opinion*

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Non-Consolidated Financial Statements, Etc. section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

*Other Information*

The other information comprises the information included in the Group's business report and its supplementary schedules. Management is responsible for preparation and disclosure of the other information. The Audit Committee is responsible for overseeing the Group's reporting process of the other information. Our opinion on the non-consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the non-consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the non-consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

*Responsibilities of Management and Audit Committee for the Non-Consolidated Financial Statements, Etc.*

Management is responsible for the preparation and fair presentation of these non-consolidated financial statements, etc. in accordance with accounting principles generally accepted in Japan. This includes the maintenance and operation of such internal control as management determines is necessary to enable the preparation and fair presentation of non-consolidated financial statements, etc. that are free from material misstatement, whether due to fraud or error.

In preparing the non-consolidated financial statements, etc., management is responsible for assessing the Group's ability to continue as a going concern and disclosing, as required by accounting principles generally accepted in Japan, matters related to going concern.

Audit Committee is responsible for overseeing the performance of duties by Executive Officers and Directors within



the maintenance and operation of the financial reporting process.

*Auditor's Responsibilities for the Audit of the Non-Consolidated Financial Statements, Etc.*

Our responsibilities are to obtain reasonable assurance about whether the non-consolidated financial statements, etc. as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion on the non-consolidated financial statements, etc. based on our audit from an independent point of view. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate they could reasonably be expected to influence the decisions of users taken on the basis of these non-consolidated financial statements, etc.

In accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the non-consolidated financial statements, etc., whether due to fraud or error, design and perform audit procedures responsive to those risks. Selecting audit procedures to be applied is at the discretion of the auditor. Obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- In making those risk assessments, we consider internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the purpose of the audit of the non-consolidated financial statements, etc. is not expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used by management and their method of application, as well as the reasonableness of accounting estimates by management and related notes thereto.
- Conclude on the appropriateness of management's use of the going concern basis for preparing the non-consolidated financial statements, etc. of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related notes to the non-consolidated financial statements, etc. or, if the notes to the non-consolidated financial statements, etc. on material uncertainty are inadequate, to express a qualified opinion with exceptions on the non-consolidated financial statements, etc. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the non-consolidated financial statements, etc., including the notes thereto, and whether the non-consolidated financial statements, etc. represent the underlying transactions and events in a manner that achieves fair presentation in accordance with accounting principles generally accepted in Japan.

We communicate with the Audit Committee regarding, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit, and other matters required by auditing standards.

We also provide the Audit Committee with a statement that we have complied with the ethical requirements in Japan regarding independence that are relevant to our audit of the financial statements, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards in order to eliminate or reduce obstruction factors.

*Conflicts of Interest*

We or engagement partners have no interest in the Company which should be disclosed in accordance with the Certified Public Accountants Act.

The above represents a translation, for convenience only, of the original report issued in the Japanese language.

## Audit Report

The audit committee has audited the directors' and executive officers' performance of their duties for the fiscal year from April 1, 2021 to March 31, 2022 and reports as follows in regard to the method and results of those audits.

### 1. Method and Contents of Audits

In regard to the content of resolutions of the board of directors regarding the matters stated in Article 416, paragraph (1), items (i)(b) and (i)(e) of the Companies Act, as well as the systems developed pursuant to those resolutions (i.e., internal control systems), the audit committee periodically received reports from directors, executive officers, and employees, etc. regarding the status of the establishment and operation of those systems and as necessary requested explanations and expressed opinions in regard thereto, in addition to which the audit committee conducted audits using the following methods.

- (i) In accordance with the audit policies and division of duties, etc. determined by the audit committee, and in cooperation with the internal control department of the company, utilizing means via telephone lines, the internet, and others, the audit committee attended important meetings (including online sessions), received reports from directors and executive officers, etc. regarding matters related to the performance of their duties, requested explanations as necessary, viewed important decision-making documents, etc., and inspected the status of operations and assets at the head office and main business locations. Additionally, in regard to subsidiaries, the audit committee communicated and exchanged information with the directors, executive officers, and audit and supervisory board members, etc. of subsidiaries and received reports on business from subsidiaries as necessary (including online sessions). As for internal controls over financial reporting, reports made by Directors, Executive Officers, employees and Ernst & Young ShinNihon LLC about the status of assessment and audit of said internal controls were provided to the Audit Committee, who asked for explanations as necessary (including online sessions).
- (ii) In regard to the basic policies provided for in Article 118, item (iii)(a) of the Ordinance for Enforcement of the Companies Act, as stated in the business report, the audit committee considered the contents.
- (iii) The audit committee oversaw and verified whether the accounting auditor maintained an independent position and conducted an appropriate audit, received reports from the accounting auditor on the status of the performance of its duties, and requested explanations as necessary. Additionally, the audit committee received notification from the accounting auditor that, in accordance with the "Quality Control Standards for Audits" (Business Accounting Council, October 28, 2005), etc., it had developed systems in order to ensure that its duties are appropriately performed (i.e., notification of the matters stated in the items of Article 131 of the Ordinance on Accounting of Companies) and requested explanations as necessary.

Using the methods above, the audit committee examined the business report, the supplementary schedules thereto, the accounting documents (i.e., the balance sheet, statement of income, statement of changes in net assets, and explanatory notes to accounting documents), the supplementary schedules to the accounting documents, and the consolidated accounting documents (i.e., the consolidated balance sheet, consolidated statement of income, consolidated statement of changes in net assets, and explanatory notes to consolidated accounting documents) for the business year.

### 2. Audit Results

#### (1) Results of audit of business report, etc.

- (i) We find that the business report and the supplementary schedules thereto accurately present the status of the company in accordance with laws, regulations, and the articles of incorporation.
- (ii) We do not find any misconduct nor any material fact constituting a violation of any law, regulation, or the articles of incorporation in relation to the directors' and executive officers' performance of their duties.
- (iii) We find the content of the resolutions of the board of directors regarding internal control systems to be reasonable. Additionally, we do not find any matters that should be commented upon in regard

to the statements in the business report or the directors' and executive officers' performance of their duties relating to the internal control systems, including internal controls for financial reporting.

(iv) We find the basic policy regarding persons who control the determination of financial and business policies of the company stated in the business report to be reasonable.

(2) Results of audit of accounting documents and supplementary schedules thereto

We find the methods and results of the audit by the accounting auditor, Ernst & Young ShinNihon LLC, to be reasonable.

(3) Results of audit of consolidated accounting documents

We find the methods and results of the audit by the accounting auditor, Ernst & Young ShinNihon LLC, to be reasonable.

May 16, 2022

The Audit Committee,  
OLYMPUS CORPORATION

Audit Committee Member:	Yasumasa Masuda [Seal]
Audit Committee Member:	Atsushi Iwasaki [Seal]
Audit Committee Member:	Sachiko Ichikawa [Seal]
Standing Audit Committee Member:	Nobuyuki Koga [Seal]

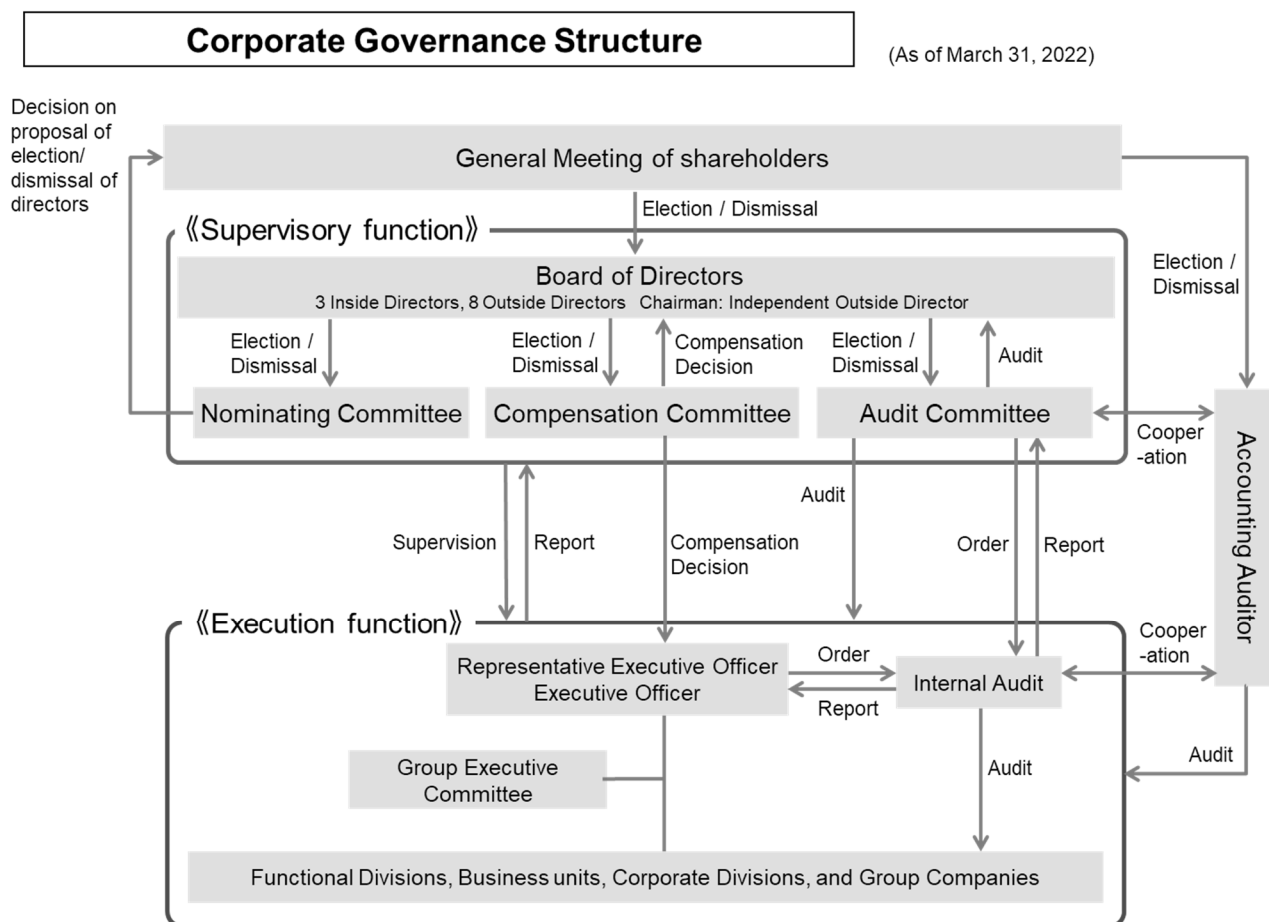
(Note) Audit Committee Members Yasumasa Masuda, Atsushi Iwasaki and Sachiko Ichikawa are Outside Directors as provided for in Article 2, item 15 and Article 400, paragraph 3 of the Companies Act.

Reference (Corporate Governance System)

All our activities are based on our corporate philosophy, “Making people’s lives healthier, safer and more fulfilling.” Following this philosophy, we aim to improve our company’s continuous development and medium- and long-term corporate value for all stakeholders, including shareholders. This philosophy also drives us to establish, implement, and continuously improve systems for ensuring the effectiveness and efficiency of operations and the appropriateness and reliability of financial reports. We are continuously strengthening our corporate governance system, positioning this task as a top management priority. In addition, we are complying with and have implemented measures based on the principles of Japan’s Corporate Governance Code. Through such efforts, we seek to ensure an effective corporate governance structure based on our fiduciary duty to shareholders; our responsibilities to customers, employees, communities, and other stakeholders; and the aforementioned corporate philosophy.

Basic policy for corporate governance is posted on the company’s website.

<https://www.olympus.co.jp/company/governance/>



Reference (ESG)

## For a Sustainable Society and Company Development

Driving Better Health and Happiness through Responsible Business

We are proud to have provided significant value to society for more than 100 years, making people's lives healthier, safer and more fulfilling around the world through our innovative range of products and services. In particular, we have delivered benefits to the global healthcare community with solutions that have improved clinical outcomes for patients, boosted the quality of life and patient experience, and created economic value throughout the medical and scientific communities.

By taking a proactive approach to Environmental, Social, and Governance (ESG) perspective, we will play an essential role in helping to create a sustainable society.

### ESG areas and materiality

We extracted six important ESG areas and defined five materiality items. These five materiality items reflect our corporate strategy, benchmarks by stakeholders and an external ESG evaluation organization's opinions. By working on these materiality items, we will realize company development and a sustainable society.



Six ESG areas:



Five materiality items



- Healthcare access and outcomes
- Compliance, product quality and safety
- Responsible supply chain
- Diversity and inclusion
- Carbon neutral society and circular economy

### Promotion of ESG

We are promoting ESG through methods such as appointing an officer in charge of ESG and setting short- and medium-term targets, etc.

In addition, evaluation results by an external ESG evaluation organization were added as an evaluation index of the performance-linked stock compensation for Executive Officers in the fiscal year ended March 31, 2021. We have enhanced the efforts as a corporate strategy by raising the ratio from 10% to 20% in the fiscal year ended March 31, 2022.

## Reference (FAQ)

We shall answer shareholders' questions.

Q1 Please tell us about the forecasts for fiscal year ending March 31, 2023.

A Overall, highly uncertain conditions continue, including global supply shortages of semiconductors and parts, and geopolitical risks such as the war in Ukraine, and we expect these factors to continue into the next financial year. While there is the risk of spread from new variants, we currently expect the impact of COVID-19 on business results to be limited and in light also of foreign exchange trends, we forecast increased revenue in all businesses. In the Endoscopic Solutions Business, we expect sales growth from expanded sales channels focused on the gastrointestinal endoscopic system "EVIS X1." In the Therapeutic Solutions Business, we forecast sales growth centered on the GI-endothorapy field, urology field, and respiratory field. We also forecast sales growth in our Scientific Solutions Business centered on China.

As a result of these efforts, for the consolidated financial results in fiscal year ending March 31, 2023, we expect revenue of ¥968.0 billion, operating profit of ¥206.0 billion, and profit attributable to owners of parent of ¥154.0 billion. We expect to see an increase in revenue by 11% year on year. Operating profit and profit attributable to owners of parent will represent record highs for the Company.

Q2 What are the reasons for deciding to pay dividends of ¥14 per share for fiscal year ended March 31, 2022?

A The Company's basic policy is to pay stable dividends to our shareholders in a continuous manner while prioritizing investment in growth fields centered on the medical business.

In accordance with the above policy and in consideration of comprehensive factors that include the consolidated financial results for the fiscal year under review, the financial standing, medium- to long-term business performance and future investment in operations, the Company has decided to pay a year-end dividend of ¥14 per share for the fiscal year under review, increased by ¥2 from the previous fiscal year.

Q3 Please tell us about the strategic policy of the medical business.

A In December 2021, the Company has announced a strategic policy in the medical business. This policy aims to elevate the standard of care in targeted disease states and improve patients' outcome by clarifying care and disease areas where the Company can maximize impact. Under this policy, the Company will focus on providing gastrointestinal, urological, and respiratory care solutions for chronic disease and proactively make investments in next-generation technologies that will enhance patient care pathways. For details of this policy, please see pages 33 to 34 of this notice of convocation.

Q4 What are the reasons for restructuring domestic sales functions of the medical business?

A The Company and its wholly owned subsidiary Olympus Medical Science Sales Corporation have been responsible for the Olympus Group's domestic sales functions.

The Company decided to restructure these two companies by integrating their domestic sales functions, aiming to realize "flexible personnel assignment," "enhanced cooperation with partners," "integrated nationwide policy implementation," and "acquisition and retention of excellent personnel" and strengthen the sales structure.

To this end, On October 1, 2021, the Company conducted a company split that transferred the rights and liabilities associated with the domestic sales functions of the Company's Endoscopic Solutions Business and Therapeutic Solutions Business to Olympus Marketing, Inc. (on the same day, its trade name changed to "Olympus Medical Science Sales Corporation").

Q5 What are the reasons for transferring Scientific Solutions Business through a company split?

A Based on the corporate strategy announced on November 6, 2019, the Company is allocating management resources to the medical business, mainly in Endoscopic Solutions Business and Therapeutic Solutions Business, and we are working to strengthen our management base in order to achieve sustainable growth. We have been carefully analyzing and considering the reorganization of the Scientific Solutions Business, taking all options into consideration including a possible subsequent business transfer after Olympus Corporation Split, in order to achieve sustainable growth and profitability improvement of the Scientific Solutions Business. As a result, we decided to spin off the Scientific Solutions Business after it was judged that establishing an individual management structure that matches the characteristics of each business in the medical business centered on the above two businesses and Scientific Solutions Business will accelerate

efforts to achieve sustainable growth and improve profitability of each and contribute to the enhancement of corporate value of the entire Group.

Accordingly, as of April 1, 2022, we have completed the reorganization, in which our newly established wholly owned subsidiary, Evident Corporation takes over the rights and liabilities of the Scientific Solutions Business.

Q6 Please tell us about your response to Ukraine crisis.

A The Company decided to act with integrity and comply with the global call for sanctions to end the war in Ukraine as soon as possible. Therefore, in the end of March 2022, we suspended capital investments and sales of our Scientific Solutions portfolio in Russia with immediate effect. On the other hand, based on our corporate philosophy, we are providing customers and patients with our medical solutions for treating serious diseases in a continuous manner to ensure access to healthcare around the world.

In addition, in April 2022, we donated 500,000 (USD) to the International Federation of Red Cross and Red Crescent Societies (IFRC) to provide humanitarian relief for victims and refugees of the crisis in Ukraine and affected neighboring countries.

The Company will continue to provide support through international humanitarian efforts, including donations, to help the people affected by this war as much as possible.