Securities Code 7733
June 9, 2009

To Shareholders

43-2 Hatagaya 2-chome, Shibuya-ku, Tokyo
OLYMPUS CORPORATION
President and Representative Director: Tsuyoshi Kikukawa

Notice Regarding the Convocation of the General Meeting of Shareholders For the 141st Term (from April 1, 2008 to March 31, 2009)

OLYMPUS CORPORATION will be holding the General Meeting of Shareholders for the 141st term and request your attendance. The meeting will be held as described below.
If you are unable to attend the meeting, you can exercise your voting rights either in writing or way the electromagnetic method (the Internet, etc). Please review the “Reference Documents for the General Meeting of Shareholders” described later and exercise your voting rights by 5:30 p.m. of June 25, 2009 (Thursday).

1. **Date/Time:** June 26, 2009 (Friday) 10:00 a.m.

2. **Venue:** 2-1, Nishi-Shinjuku 2-chome, Shinjuku-ku, Tokyo
   Eminence Hall, 5F South Tower, Keio Plaza Hotel Tokyo

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 Board of Corporate Auditors for the 141st term (from April 1, 2008 to March 31, 2009)
   2. The Non-Consolidated Financial Statements for the141st term (from April 1, 2008 to March 31, 2009)

   Matters to be resolved:
   1st Agenda: Reduction of Legal Capital Surplus and Appropriation of Surplus
   2nd Agenda: Partial Amendments to the Articles of Incorporation
   3rd Agenda: Election of Fifteen Directors
   4th Agenda: Election of One Substitute Corporate Auditor
   5th Agenda: Election of Accounting Auditor
   6th Agenda: Renewal of Countermeasures to Large-Scale Acquisitions of Olympus Corporation Shares (Takeover Defense Measures)

[Exercising voting rights in writing]

Those voting in writing should complete the enclosed Form for Exercising Voting Rights in Writing and return it by no later than 5:30 p.m. on Thursday, June 25, 2009.

[Exercising voting rights electronically (via the Internet, etc.)]

When exercising voting rights electronically, please refer to "Exercising voting rights electronically (via the Internet, etc.)" on pages 84 and 85, access the Company's designated Web site for voting (http://www.web54.net), enter the "voting rights exercise code" and "password", which are shown on the enclosed Form for Exercising Voting Rights in Writing, and follow the instructions on the screen to vote on the agenda items.

The deadline for exercising voting rights via Internet, etc. is 5:30 p.m., Thursday, June 25, 2009, however, in consideration for voting rights tabulation conditions, we ask that you exercise your vote as soon as possible.

In the event of a duplicate vote, one cast in writing and the other cast electronically, the Company shall consider the later vote to be the valid one. However, if duplicate votes arrive on the same day, the Company shall consider the vote which is cast electronically to be the valid one.

* When attending at the Meeting, you are kindly requested to present the enclosed Form for Exercising Voting Rights in Writing to the receptionist.

* Any modifications to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-Consolidated Financial Statements or Consolidated Financial Statements shall be posted on the Company's website (http://www.olympus.co.jp/).

Attached Documents

Business Report

(April 1, 2008 to March 31, 2009)

I Review of Group Operations

1. Review of Operations

In the Japanese economy during the current fiscal year, exports, capital investments and consumer spending deteriorated sharply and the yen appreciated rapidly as the global financial crisis assumed serious proportions. Although the world economy continued to expand mainly in the emerging countries during the first half-year, business conditions mainly in Europe, North America and Asia generally slowed down rapidly in the second half-year as a result of the financial crisis and the weakened real economy, showing clearer signs of the worldwide recession.

Amid this adverse business environment, the Olympus Group endeavored to strengthen its organizational capabilities to implement valid strategies in accordance with its "'06 Corporate Strategic Plan" that it formulated as the medium-term business plan in 2006 by, for example, bolstering the global sales structure in the surgical field of its Medical Systems Business with a view to generating a synergistic effect from Gyrus, a British medical treatment equipment company, that it acquired in February 2008. In addition, in February 2009, Olympus decided to transfer its diagnostic systems business, which had been manufacturing and selling clinical laboratory testing equipment, to Beckman Coulter Inc. of the U.S., a company engaged in the same business, in light of structural changes on the market.

As part of efforts to fortify our R&D and manufacturing structure, the Company started operations in December 2008 at its new Vietnam plant, the manufacturing base for its Imaging Systems Business and Medical Systems Business. In February 2009, new facilities were completed at the R&D Center Ishikawa (Tokyo Prefecture), the Company's R&D base for its Imaging Systems, Medical Systems and Life Science Businesses, among others, as well as at Aizu Olympus Co., Ltd. (Fukushima Prefecture), the manufacturing base for endoscopes.

To facilitate the return of profits to shareholders and execute motivational capital policies in step with changes in the business environment, we have acquired treasury stock of ¥10,000 million in May 2008. Also, to enhance the convenience of investors, the number of shares constituting one unit has been decreased from 1,000 shares to 100 shares as of May 1, 2009. Concerning internal controls, the entire group has also been advancing efforts to evaluate internal controls for the reporting and ensuring proper reports required under the Financial Instruments and Exchange Act.

While the Olympus Group's Medical Systems Business remained robust, the consolidated net sales for the current fiscal year decreased (13.1% year-on-year) to ¥980,803 million due to the worldwide business slowdown and sharp appreciation of the yen during the second half-year. With respect to profits, operating income decreased (69.3% year-on-year) to ¥34,587 million due to the adverse influences of exchange rate movements and increased depreciation expenses associated with consolidated subsidiaries. Ordinary income decreased (80.2% year-on-year) to ¥18,390 million. We sincerely regret to inform that the Olympus Group recorded a consolidated net loss of ¥114,810 million (in contrast to a net income of ¥57,969 million for the previous fiscal year) as it recorded an extraordinary losses including a loss on valuation of investment securities due to the heavily fallen market values and one-time amortization of goodwill related to the subsidiaries.

Notes: 1. For monetary amounts indicated in units of ¥1 million, fractions of ¥1 million are rounded off.

2. For share amounts indicated in units of 1,000 shares, fractions of 1,000 shares are truncated.

2. Results of the Business Activities by Business Segment

Imaging Systems Business

In the Imaging Systems Business, the Olympus Group registered consolidated net sales of ¥224,460 million (down 30.0 % year-on-year) and an operating loss of ¥5,131 million (in contrast to an operating income of ¥33,086 million in the previous fiscal year).

In the digital camera field, sales of compact camera, the "μ TOUGH" Series, boasting three major features of water/dust resistance, shock/load resistance and low-temperature movement, remained robust. In addition, Olympus launched new single-lens reflex models "E-30" and "E-620" equipped with the art filter feature that makes creative photographic expressions possible. However, sales declined mainly because fewer units were sold in step with the weakening market demand which was affected by the adverse influences of exchange rate movements and global economic downturn.

In the recorder field, the "Voice-Trek V" Series whose connectable design enabling direct connection to personal computers proved popular and sold favorably during the first half-year, but sales declined amid the global economic downturn in the second half-year.

The Olympus Group made serious efforts to reduce its selling, general and administrative expenses and inventories, but registered an operating loss as it was unable to fully make up for the reduced sales of digital cameras which resulted from the declined sales volume and unit sales prices due to the worldwide slowdown in consumer spending.

Medical Systems Business

Consolidated net sales in the Medical Systems Business amounted to ¥383,828 million (8.7% increase over the previous fiscal year), while operating income amounted to ¥75,043 million (23.8% decrease over the previous fiscal year).

In the medical endoscope field, high-definition videoscopes sold steadily both at home and abroad. However, overall sales for the medical endoscope field fell off due to the adverse influences of exchange rate movements.

In the field of surgical and endotherapy products, sales of "VISERA Pro System," an integrated endoscope video system which can be used to support endoscopic surgeries, pancreatico-biliary therapeutic devices such as guide wires, and gastric catheters which supply nourishment directly to the stomach, expanded in Japan. In overseas markets, an integrated endoscopic surgical system and sampling treatment services such as biopsy forceps sold well primarily in North America. In addition, sales of Gyrus, a British medical treatment equipment company that Olympus acquired in February 2008, contributed to the consolidated sales. Hence, sales for the field of surgical and endotherapy products as a whole expanded.

Operating income decreased due to the increased depreciation expenses associated with the business integration with Gyrus and the adverse influences of exchange rate movements.

Life Science Business

Consolidated net sales for the Life Science Business was ¥118,819 million (9.6% decrease over the previous fiscal year), while operating income amounted to ¥4,760 million (31.9% decrease compared to the previous fiscal year).

In the micro-imaging (microscopes) field, biological microscopes for teaching practice purposes in Japan and the “FLUOVIEW” Series of confocal scanning laser microscopes in the U.S. sold favorably, but sales for the micro-imaging field as a whole decreased primarily because sales of industrial microscopes dropped sharply as auto- and semiconductor-related industries put restraints on capital investments with the worsening economy.

In the diagnostic systems (clinical laboratory test) field, sales of small and medium-sized clinical chemistry analyzer expanded mainly in Europe and North America, and sales of transfusion test reagents and expendables grew robustly also in Europe and North America. However, sales for the field as a whole fell off as sales in Japan continued to lag.

Operating income for the Life Science Business as a whole decreased mainly due to the appreciating yen and reduced sales in the micro-imaging field.

Information & Communication Business

Consolidated net sales for the Information & Communication Business was ¥188,954 million (25.7% decrease over the previous fiscal year), while operating income showed ¥907 million (69.8% decrease over the previous fiscal year).

In the mobile field, sales of mobile phones fell off primarily because mobile phone owners’ upgrade cycle got longer in the wake of telecommunications carriers’ revisions of price plans and market demand for mobile phones decreased due to the slowdown in consumer spending in the wake of the deflationary spiral.

For operating income, gross profit rate improved as Olympus raised the proportion of more profitable directly managed stores and controlled discounts on mobile telephone terminals in the mobile phone sales business. Moreover, cost reductions in the automobile aftermarket business were implemented. However, due to a decreased gain on sales of stocks on small business development business of which we promoted in the previous fiscal year, operating income resulted in a decline during the fiscal year.

Others

Consolidated net sales for other businesses was ¥64,742 million (6.5% decrease over the previous fiscal year) and operating loss was ¥13,963 million (in contrast to an operating income of ¥917 million for the previous fiscal year).

In the non-destructive testing equipment field, ultrasonographic inspection systems equipped with phased-array features sold briskly, but sales of industrial endoscopes decreased as manufacturing sectors put the brakes on investments amid the worldwide economic downturn, and sales for the non-destructive testing equipment field as a whole decreased as well.

Sales for the information equipment field increases as Olympus launched new models of high-speed inkjet printers in collaboration with RISO KAGAKU CORPORATION and sales of the existing lineups of printers also grew.

In the biomedical materials field, sales of “OSferion,” an artificial bone replacement material, grew as it came within coverage of medical insurance for bone marrow transplants in Japan and was also offered for sale in Europe and China.

Olympus registered an operating loss due to the increased costs associated with amortization of goodwill of the subsidiaries that had been consolidated during the previous fiscal year and with structural reform including portfolio reexamination at ITX Corporation.

3. Financing and Capital Investment

(1) Financing

During the current fiscal year, Olympus issued its No. 20 and No. 21 unsecured bonds for ¥20,000 million and ¥25,000 million, respectively, in July 2008, and took out new long-term borrowings of ¥235,000 million.

(2) Capital investment

A total of approximately ¥55,600 million was spent this fiscal year in capital investment. Main expenditures include an investment in demonstration equipment in the Medical Systems Business and the construction of factories, etc. in Vietnam as well as at the R&D Center Ishikawa (Tokyo Prefecture), Olympus’ R&D base, and at Aizu Olympus Co., Ltd. (Fukushima Prefecture), the manufacturing subsidiary for medical endoscopes.

4. Future Challenges

With no positive sign of business recovery in sight at home or abroad, the Japanese economy is expected to become more sluggish in the foreseeable future. Elsewhere in the world, there is a certain amount of hope for positive outcomes of worldwide fiscal and monetary measures including the U.S. government’s actions aimed at bringing about financial stability, but there are also concerns there will be a prolonged recession and even a further business downswing.

Amid these adverse conditions, the Olympus Group will work towards an early recovery of earnings as the most important issue.

In the Imaging Systems Business, we will build a corporate structure capable of continuously securing earnings by focusing our energy on high-value added products such as compact cameras with a water/dust resistance feature and proposing to users a digital single-lens camera with interchangeable lenses that is dramatically reduced in size and weight by way of the Micro Four Thirds System standard which takes advantages of the superiority of entirely digital designing.

In the Medical Systems Business, we will offer a “safe, reliable and efficient” means of healthcare, contribute to society by improving patients’ quality of life, reducing medical costs and bolstering the surgical field in an effort to steadily expand profits.

In addition, although the entire Olympus Group have advanced measures such as production adjustments, inventory reductions and other companywide cost cutting efforts, we will not stop at short-term savings but push through far-reaching structural reforms and build systems that can secure profits even under harsh economic conditions.

For our production system, although we have globalized over the years, efforts to further streamline operations will serve to optimize our manufacturing cost structure and deal with changes in exchange rates.

In addition, we will endeavor to implement an optimal business portfolio and resource allocation, and develop related businesses in the medical/health and imaging/information fields.

The Olympus Group will continually effectuate CSR related activities. In addition to developing environmentally-friendly business activities such as through carbon dioxide emissions reductions, we will continue our “BRAVE CIRCLE” colon cancer eradication campaign.

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

5. Changes in Assets and Results of Operation

(Millions of yen)

	138th term	139th term	140th term	141st term
Net sales	978,127	1,061,786	1,128,875	980,803
Ordinary income	41,206	76,226	93,085	18,390
Net income (loss)	28,564	47,799	57,969	(114,810)
Net income (loss) per share (Yen)	105.99	176.79	214.48	(428.83)
Total assets	976,132	1,091,800	1,358,349	1,106,318
Net assets	290,656	344,871	367,876	168,784
Net assets per share (Yen)	1,074.30	1,236.34	1,318.65	603.92

Notes:
1. Since the 139th term, the “Accounting Standard for Presentation of Net Assets in the Balance Sheet” (ASBJ Statement No. 5, December 9, 2005) and the “Guidance on Accounting Standard for Presentation of Net Assets in the Balance Sheet” (ASBJ Statement Guidance No. 8, December 9, 2005) have been applied.
2. In the 140th term, the addition of Gyrus Group PLC (current Gyrus Group Limited) in the scope of consolidation resulted in an increase in total assets from the end of the previous fiscal year.
3. See “I Review of Group Operations 1. Review of Operations” on page 3 to 4 above for details on results for the 141st term (current fiscal year).

6. Major Parent Companies and Subsidiaries

(1) Relationship with parent companies

There is no relevant information.

(2) Major subsidiaries

There are 189 consolidated subsidiaries, including the following six major subsidiaries, and 20 equity-method companies.

Name of company	Capital stock or investment	Ratio of capital contribution by the Company (%)	Principal business
Olympus Imaging Corp.	¥11,000 million	100.0	Manufactures and sales of image-related products
Olympus Medical Systems Corp.	¥1,000 million	100.0	Manufactures and sales of medical treatment-related products
ITX Corporation	¥25,444 million	82.1	Investment in and nurturing of new businesses
Olympus Corporation of the Americas	$13,000	100.0	Holding company to conduct comprehensive management planning for U.S. subsidiaries and affiliates
Olympus Europa Holding GmbH	€100,000,000	100.0	Holding company to conduct comprehensive management planning for European subsidiaries and affiliates
Olympus (China) Co., Ltd.	$31,000,000	100.0	Holding company to conduct comprehensive management planning for Chinese subsidiaries and affiliates

Notes:
1. Olympus USA Incorporated changed the company name to Olympus Corporation of the Americas on April 1, 2008.
2. From the current fiscal year, the Company adopted an overseas regional headquarters system resulting in the removal of KeyMed (Medical & Industrial Equipment) Ltd., which was under the jurisdiction of Olympus Europa Holding GmbH, from the scope of major subsidiaries.

7. Principal Business

Segment	Principal products and business
Imaging Systems Business	Manufactures and sales of digital cameras and voice recorders
Medical Systems Business	Manufactures and sales of medical endoscopes, surgical endoscopes, ultrasound endoscopes and endotherapy products
Life Science Business	Manufactures and sales of biological microscopes, blood analyzer (clinical chemistry analyzer) and industrial microscopes
Information & Communication Business	Sales of mobile terminals including mobile handsets, mobile resolution, mobile content services, development and sales of business package software, sales of network infrastructure systems, sales of semiconductor devices and electric equipment
Others	Manufactures and sales of industrial endoscopes, non-destructive testing equipment, printers and bar code data processing equipments, system development, etc.

8. Principal Places of Business and Plants

(1) Principal places of business of the Company

Head Office	Shibuya-ku, Tokyo
Main Office	Shinjuku-ku, Tokyo
R & D Center	Hachioji-shi, Tokyo
Ina Facility	Ina-shi, Nagano
Tatsuno Facility	Kamiina-gun, Nagano
Mishima Facility	Sunto-gun, Shizuoka
Shirakawa Facility	Nishi-Shirakawa-gun, Fukushima
Branch	Sapporo, Nagoya, Osaka, Hiroshima, Fukuoka
Sales Offices	Sendai, Saitama, Chiba, Yokohama, Niigata, Matsumoto, Shizuoka, Kanazawa, Kyoto, Matsuyama, Okayama, Kagoshima

(2) Principal places of business of the Company's subsidiaries

Olympus Imaging Corp.	Shibuya-ku, Tokyo (Head office) Shinjuku-ku, Tokyo (Main office)
Olympus Medical Systems Corp.	Shibuya-ku, Tokyo (Head office) Shinjuku-ku, Tokyo (Main office)
ITX Corporation	Chiyoda-ku, Tokyo
Olympus Corporation of the Americas	U.S.
Olympus Europa Holding GmbH	Germany
Olympus (China) Co., Ltd.	China

9. Employee Situation of the Group

Segment	Numbers of employees	Increase (decrease) from the previous fiscal year
Imaging Systems Business	12,440	(732)
Medical Systems Business	13,167	1,381
Life Science Business	4,804	173
Information & Communication Business	1,977	130
Others	2,714	(334)
Management division	1,401	113
Total	36,503	731

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.
2. The increase in the number of employees in the Medical Systems Business by 1,381 compared to the previous fiscal year is mainly due to employment system modifications for workers at domestic plants, etc.

10. Principal Lenders

(Millions of yen)

Lender	Balance of borrowing
Sumitomo Mitsui Banking Corporation	80,930
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	47,295

11. Business Transfers, Absorption-type Spin-off and Corporate Spin-off

The Company resolved, at a meeting of the Board of Directors held on February 27, 2009, to spin-off the diagnostic systems business of the Company's Life Science Business and transfer same to Olympus-DS Corp., a wholly-owned subsidiary of the Company, on July 1, 2009 (tentative), and, on the same date, transfer all shares of said company to Beckman Coulter Group (USA).

II Matters Concerning Shares

1. Total Number of Shares Authorized to be Issued: 1,000,000,000 shares

2. Total Number of Issued Shares: 267,194,386 shares

(Excluding treasury stock 4,089,222 shares)

3. Number of Shareholders as of March 31, 2009: 13,342

4. Principal Shareholders

Shareholders	Numbers of shares held (thousands)	Investment ratio
Nippon Life Insurance Company	22,426	8.39%
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	13,286	4.97%
The Master Trust Bank of Japan, Ltd. (trust account)	12,898	4.83%
Japan Trustee Services Bank, Ltd. (trust account)	12,170	4.55%
State Street Bank and Trust Company	11,894	4.45%
Japan Trustee Services Bank, Ltd. (trust account 4G)	10,238	3.83%
JPMorgan Chase Bank 380055	9,392	3.52%
Japan Trustee Services Bank, Ltd. (Olympus shares in Sumitomo Mitsui Banking Corporation's retirement benefit trust account are entrusted to The Sumitomo Trust & Banking Co., Ltd., which consigns their management to Japan Trustee Service Bank, Ltd.)	9,004	3.37%
Sumitomo Mitsui Banking Corporation	8,350	3.13%
Terumo Corporation	6,811	2.55%

Note: The investment ratio is calculated with the amount of treasury stock (4,089,222 shares) deducted.

5. Important Items Concerning Other Shares

Acquisition of treasury stock

Treasury stock acquired under Article 156 of the Company Law as applied pursuant to Article 165, Paragraph 3 of the Company Law by resolution of the Board of Directors at a meeting held on May 8, 2008, is as follows.

1. Class of shares acquired: Common stock of the Company
2. Total number of shares acquired: 2,958,000 shares
3. Total cost of acquirement: ¥9,997,730,000

III Matters Concerning Board of Directors and Corporate Auditors

1. Name of Directors and Corporate Auditors

Appointment	Name	Position and responsibility in the Company and other companies
President and Representative Director	Tsuyoshi Kikukawa	
Director	Masaaki Terada	Group president of Corporate R & D center / Director in charge of Intellectual Property & Licensing Div. / President and Director, Olympus Cytori Inc.
Director	Masaharu Okubo	President and Representative Director, Olympus imaging Corp.
Director	Hideo Yamada	Group president of the Corporate Center / Director in charge of Corporate Social Responsibility Div., Trade Compliance Bureau and Internal Audit Dept.
Director	Haruhito Morishima	President and Representative Director, Olympus Medical Systems Corp.
Director	Masataka Suzuki	Executive Managing Director and Shareholder Representative, Olympus Europa Holding GmbH
Director	Kazuhisa Yanagisawa	Group president of Life Science Group
Director	Shuichi Takayama	Division Manager of R&D Planning Div.
Director	Takashi Tsukaya	Division Manager of Production Engineering Div. / Director in charge of Quality and Environment Administration Div.
Director	Tatsuo Nagasaki	Director in charge of IMS Business Div. and PS Business Div.
Director	Hisashi Mori	Division Manager of Business Planning Div. and Corporate Social Responsibility Div. / Director in charge of New Business Planning Div. and New Business Administration Div.
Director	Kazuhiro Watanabe	Director and Executive Vice President, Olympus America Inc.
Director	Rikiya Fujita	Director, Sankikai Association and President, Tsurumaki Onsen Hospital
Director	Masanobu Chiba	President and Representative Director, LBS Co., Ltd.
Director	Junichi Hayashi	Representative Director, Angram Ltd.
Standing Corporate Auditor	Tadao Imai	
Standing Corporate Auditor	Katsuo Komatsu	
Corporate Auditor	Makoto Shimada	
Corporate Auditor	Yasuo Nakamura	

Notes:
1. The following individuals were newly elected at the 140th General Meeting of Shareholders held on June 27, 2008 and assumed their post.

Director	Kazuhiro Watanabe
Director	Masanobu Chiba
Director	Junichi Hayashi

2. The following individuals retired on June 27, 2008.

Director	Atushi Yusa
Director	Hiroyuki Furihata
Director	Robert A. Mundell

3. Among the Directors, Rikiya Fujita, Masanobu Chiba and Junichi Hayashi are Outside Directors.
4. Among the Corporate Auditors, Makoto Shimada and Yasuo Nakamura are Outside Corporate Auditors.
5. Under the Company's executive officer system, the following are executive officers as of March 31, 2009. The "*" mark indicates individuals serving concurrently as Directors.

Appointment	Name
Senior Managing Executive Officer	Masaaki Terada *
Senior Managing Executive Officer	Masaharu Okubo *
Senior Managing Executive Officer	Hideo Yamada *
Senior Managing Executive Officer	Haruhito Morishima *
Senior Managing Executive Officer	Masataka Suzuki *
Managing Executive Officer	Kazuhisa Yanagisawa *
Managing Executive Officer	Shuichi Takayama *
Managing Executive Officer	Takashi Tsukaya *
Executive Officer	Tatsuo Nagasaki *
Executive Officer	Hisashi Mori *
Executive Officer	Kazuhiro Watanabe *
Managing Executive Officer	Toshiaki Gomi
Managing Executive Officer	Masao Kuribayashi
Executive Officer	Akinobu Yokoo
Executive Officer	Takashi Saito
Executive Officer	Koichi Karaki
Executive Officer	Yasuhiro Ueda
Executive Officer	Norio Saito
Executive Officer	Hitoshi Kawada
Executive Officer	Yoshihiko Masakawa
Executive Officer	Shinichi Nishigaki
Executive Officer	Naohiko Kawamata
Executive Officer	Hiroyuki Sasa
Executive Officer	Masanori Nakashima
Executive Officer	Atsushi Nishikawa
Executive Officer	Yasuo Yoda
Executive Officer	F. Mark Gumz
Executive Officer	Michael C. Woodford

2. Amount of Remuneration for Directors and Corporate Auditors

	Number	Total amount paid
Director	18	¥552 million
Corporate Auditor	4	¥86 million

Notes:
1. By resolution of the 138th General Meeting of Shareholders held on June 29, 2006, the maximum monthly remuneration for Directors is set at ¥65 million and the maximum monthly remuneration for Corporate Auditors is set at ¥10 million and the annual bonus for Directors is ¥120 million. No bonuses are paid to Corporate Auditors.
2. The above number of Directors and amount of remuneration for Directors include 3 Directors (including 1 Outside Director) retired at the conclusion of the 140th General Meeting of Shareholders held on June 27, 2008.
3. The above amount of remuneration for Directors does not include ¥27 million in salaries for employees serving concurrently as Directors.
4. Of the above amount of remuneration for Directors and Corporate Auditors, the total amount paid to 6 Outside Directors and Outside Corporate Auditors (4 Outside Directors, 2 Outside Corporate Auditors) is ¥53 million.
5. The total amount paid of remuneration for Directors and Corporate Auditors to 1 Outside Director during the current fiscal year from a subsidiary of the Company is ¥2 million.

3. Matters Concerning Outside Directors and Outside Corporate Auditors

(1) Concurrent positions held at other companies and relations between same and the Company

Director Masanobu Chiba is President and Representative Director of LBS Co., Ltd., which has business relations with the Company in the area of advertising and promotion.

Director Junichi Hayashi is Representative Director of Angram Ltd., which does not have business relations with the Company.

(2) Concurrent positions held at other companies as Outside Directors and Outside Corporate Auditors

Director Junichi Hayashi serves as an Outside Corporate Auditor at ITX Corporation.

(3) Major activities during current fiscal year

Rikiya Fujita, Director

Mr. Fujita attended 16 of the 17 Board of Directors' meetings held during the current fiscal year and made statements as he saw fit, based on his profound knowledge and broad insight as a medical doctor from a perspective independent of the management engaged in the execution of business operations.

Masanobu Chiba, Director

Mr. Chiba attended all 13 Board of Directors' meetings held during the current fiscal year after his appointment at the 140th General Meeting of Shareholders held on June 27, 2008 and made statements as he saw fit, based on his profound knowledge and broad insight as a business manager from a perspective independent of the management engaged in the execution of business operations.

Junichi Hayashi, Director

Mr. Hayashi attended all 13 Board of Directors' meetings held during the current fiscal year after his appointment at the 140th General Meeting of Shareholders held on June 27, 2008 and made statements as he saw fit, based on his profound knowledge and broad insight as a business manager and through the securities industry from a perspective independent of the management engaged in the execution of business operations.

Makoto Shimada, Corporate Auditor

Mr. Shimada attended all 17 Board of Directors' meetings and all 26 Board of Corporate Auditors' meetings and made statements as he saw fit from the perspective of a business manager with profound knowledge to ensure appropriate and fair decision making by the Board of Directors.

Yasuo Nakamura, Corporate Auditor

Mr. Nakamura attended all 17 Board of Directors' meetings and all 26 Board of Corporate Auditors' meetings and made statements as he saw fit from the perspective of a business manager with profound knowledge to ensure appropriate and fair decision making by the Board of Directors.

(4) Overview of content of limited liability agreement

The Company has entered into an agreement with all of its Outside Directors and Outside Corporate Auditors to limit their liability pursuant to Article 423, Paragraph 1 of the Company Law, setting the minimum amount stipulated by law as the maximum liability.

IV Accounting Auditor

1. Name of Accounting Auditor

KPMG AZSA & Co.

2. Amount of Remuneration

Classification	Amount paid
Remuneration to Accounting Auditor for the current fiscal year	¥93 million
Total amount of money and other financial interests to be paid by the Company and its subsidiaries	¥487 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 Company Law 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 is provided.
2. Among the important subsidiaries of the Company, Olympus Corporation of the Americas, Olympus Europa Holding GmbH and Olympus (China) Co., Ltd. are audited by auditing firms other than the Accounting Auditor of the Company.

3. Description of Non-Auditing Services

The Company pays compensation to the Accounting Auditor for consultation services related to internal control on financial reporting, which is not included in the services under Article 2, Paragraph 1 of the Certified Public Accountants Law.

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

The Company will dismiss the Accounting Auditor, with the unanimous consent of the Corporate Auditors of the Board of Corporate Auditors, in the event said Accounting Auditor is recognized as falling under one of the items listed in Article 340, Paragraph 1 of the Company Law.

In addition to the foregoing, the Company will propose 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 reasons on the part of the Company or due to events affecting the qualifications and credibility of the Accounting Auditor.

V Company's Systems and Policies

1. Basic Policy on the Internal Control System

The Company refers to the concept of assimilating, as members, with society, sharing values with other members of society, and making people's lives healthy and happy by proposing new values through business activities as "Social IN," and identifies the concept as the leading motive lying behind all our activities.

The Board of Directors, based on this basic concept, shall prepare a framework in which ensures the sound operations of the Company, and make continuous improvements with its application.

(1) Framework to ensure the compliance by Directors and employees, in performance of duties, to applicable laws and regulations as well as the Articles of Incorporation

1) In order to ensure a system in which Directors and employees perform their duties in compliance with applicable laws and regulations and the Articles of Incorporation, the Board of Directors shall establish the Olympus Group's Charter of Corporate Behavior and Olympus Group's Code of Conduct and other basic policies and internal corporate regulations.

2) The Company shall set up a Compliance Office to manage compliance activities. The Compliance Office shall continuously conduct compliance related activities, including the education of Directors and employees.

3) The Company shall establish a helpline to consult or receive report compliance related issues. The Company shall also develop a system to report contents, etc. of compliance related issues, if arises, to the Board of Directors and the Board of Corporate Auditors through a compliance officer in charge.

4) In order to ensure the appropriateness and reliability of financial reporting, the Company shall set up a J-sox Act Compliance Department and will maintain its efforts to ensure the control activities function effectively.

5) The Administration Department shall be responsible for working with lawyers, the police and other parties to systematically stand firm against anti-social forces and organizations which threaten societal order and safety.

(2) Framework regarding the maintenance of records and management of information in relation to performance of duties by auditors

1) Pursuant to applicable laws and regulations and internal corporate regulations including the internal rules on document management, etc., the Company shall maintain and manage documents or electronic data.

2) Directors and Corporate Auditors may access important documents such as the minutes of a meeting of the Board of Directors and documentary approvals at any time.

(3) Rules relating to the risk management in the event of loss and other circumstances

1) The Company shall manage its business risks based on thorough discussions held at meetings of the Board of Directors and the executive management committee, among other meetings, and appropriate operation of the internal approval procedure.

2) The Company shall manage risks such as those relating to quality, product safety, export control, information security, health and safety, the environment and disasters by establishing divisions in charge, establishing internal corporate regulations and manuals, and through implementing education and training, among others.
3) Pursuant to the internal rule on risk management, each operational department shall be aware of risks and take preventative measures, and the Company shall develop a framework which enables prompt actions in the event of an emergency. In the event of a disaster including earthquakes, fire and accidents, and occurrence of incidents of great risks, such as the violation of corporate ethics, etc., the operational departments shall, through a risk management office as a window, make immediate reports to the President, other members of the risk management committee and relevant people. The final determination in such circumstance shall be made by the President.
4) A meeting of the risk management committee, with the President as a chairman of the committee, shall be held regularly. The risk management committee shall receive and review reports plans and measures in relation to risk management, and [make efforts] to establish and maintain a risk management system.

(4) Framework to ensure the effective performance of duties by Directors
1) The Board of Directors shall develop medium and long-term basic business plans in order to clarify the Company's business goals and achieve efficient resource allocation based on its annual business plan as determined each business year. In addition, the Board of Directors shall receive a monthly report on business performance in order to evaluate the status of the Company's annual business plan.
2) The Board of Directors shall determine the separation of duties among the Representative Director, other Operating Directors and Executive Officers and supervise with respect to their duties as performed.
3) The Representative Director shall make a decision about significant matters after discussing at meetings of the executive management committee.
4) Based on internal corporate regulations relating to approval procedures and organizational matters, the Board of Directors shall determine the management organization and the separation of duties as well as the responsibility and authority of each of the Representative Director, other Operating Directors and Executive Officers, and establish a fair and effective system for performance of duties.

(5) System to ensure the fairness of operations of the Company and its subsidiaries
1) Pursuant to the internal rule on management of affiliated companies, the Company shall clearly provide for management standards applied to its subsidiaries and promote Olympus Group's enhancement and development by providing guidance and training to its subsidiaries.
2) The Company shall dispatch Directors and Corporate Auditors to major subsidiaries to ensure the fairness of operations of subsidiaries by requesting them to obtain the Company's approval for significant matters based on the internal rule [on settlement].
3) The Company shall make efforts with such conducts the contents of Olympus Group's Charter of Corporate Behavior among subsidiaries and promote enhanced awareness for compliance with such conducts among the Group.

4) The audit office of the Company shall conduct status audits regarding the internal control, compliance audit and system audit, etc. based on the annual audit plan approved by the President of the Company and report the audit results to the President, Board of Directors and the Board of Corporate Auditors of the Company. The Company shall establish an internal audit department for conducting audits of its major subsidiaries.

(6) Matters relating to employees that assist the Corporate Auditors upon the request of such Corporate Auditor for assistance and matters relating to independence of the relevant employees from Directors

1) The Company will establish the office of Corporate Auditors and allocate personnel who will assist with the Corporate Auditors' duties. In order to assist with Corporate Auditors' duties, such personnel shall not receive directions or guidance from any Directors.
2) Appointment, dismissal, transfers, wages and personnel evaluation, etc. of employees, who should assist with Corporate Auditors' duties, shall be determined after obtaining the approval of the Board of Corporate Auditor, and the independence of such employees from Directors shall be ensured.

(7) Framework regarding reports by Directors and employees to Corporate Auditors, and other reports to the Corporate Auditors

The Board of Directors shall make reports to Corporate Auditors pursuant to relevant laws and regulations. Corporate Auditors may request reports from Directors and employees based on relevant laws and regulations, the Rules of the Board of Corporate Auditors and the Corporate Auditors' Audit Standard.

(8) Other systems to ensure the effectiveness of audit by Corporate Auditors

1) Corporate Auditors shall conduct audits on Directors, employees and subsidiaries through hearings or visiting audits, to ensure the effectiveness of its audit.
2) The Board of Corporate Auditors shall hold regular meetings with Directors including the President as well as with each head up department, and exchange opinions regarding significant audit related issues.
3) The Board of Corporate Auditors shall, in order to ensure an effective audit, hold meetings to discuss their findings with Accounting Auditors, the audit office and Corporate Auditors of major subsidiaries.

2. Basic Policy on Management of Joint Stock Company

(1) Basic policy

The Company refers to the concept of assimilating, as members, with society, sharing values with other members of society, and making people's lives healthy and happy by proposing new values through business activities as "Social IN," and identifies the concept as the leading motive lying behind all our activities.

Efforts are being made to ensure and enhance its corporate value, as well as the common interests of its shareholders, based on this philosophy. To this end, it is indispensable 1) to prevent the outflow of technical and human assets that have been developed over the years while protecting and fostering such assets from medium- and long-term perspectives, and 2) to manage business with emphasis on such things as the maintenance and reinforcement of customer networks, as well as the Company's brand competitiveness. It is believed that the foregoing must be ensured and enhanced for medium- and long-term by those who purchase large numbers of the Company's shares. It is also believed that, in the event of an offer of a large-scale acquisition of the Company's shares from an external party, it is necessary to determine the effect of such offer on the Company's corporate value and the common interests of the shareholders, based not only on the foregoing factors but also on an appropriate understanding of such other factors as the Company's tangible and intangible business resources, potential effect of measures concerning the future, diverse business segments including medical systems, imaging systems, life science, and information & communication, synergy that may be achieved though the organic binding of Group companies operating worldwide, and other elements comprising the Company's corporate value.

(2) Measures for realization of basic policies

1) Effective utilization of Company's assets, formation of appropriate corporate group, and other special measures for realization of basic policies

The Company believes that the main sources of its corporate value and common interests of its shareholders are "opto-digital technology (optical technology, digital imaging technology, and micro-processing technologies)," "strong customer networks," and "global brand competitiveness," among other things.

As a company engaged in manufacturing, the Company first improved on its basic research related to advanced technologies and manufacturing technologies, such as opto-digital technology, and established a better research and development system. Then, it fostered its core technologies based on the medium- and long-term perspective by passing down the technologies, expertise, and know-how accumulated over the years from generation to generation. Technologies thus fostered are beginning to bear fruit in such form as unique products, like endoscopes, and new businesses, and are resulting in proposals of new values to the society.

In addition, strong networks with customers and the strengthening of collaboration are indispensable in the construction of a business model offering competitive advantages especially in the Medical Systems Business, which is the most profitable of our business segments. A decisive factor in ensuring the high profitability of the Medical Systems Business is the timely provision of products and services that address the needs of medical and healthcare professional and users by sharing information with physicians, who are the opinion leaders.

Further, the Olympus brand is well known not only in Japan but also in Europe and the United States in the areas of consumer business, which includes digital cameras. It is believed that the brand name will continue to play a significant role in building a stable profit base and recovery of value creation ability, backed by the global development of consumer business.

The new medium-term Corporate Strategic Plan "the 2006 CSP" was formulated in 2006 based on the foregoing perception. The Company will seek to secure and enhance corporate value and the common interests of shareholders in a stable and sustainable manner based on the 2006 CSP. (Refer to the Company's press release dated May 10, 2006, for the details of the 2006 CSP. The press release can be

found on the Company’s website:
http://www.olympus-global.com/en/info/index.cfm?target_year=2006&disp=on)

Furthermore, the Company has been promoting business structural reform since 2001, reducing the number of Directors by one half and shortening the term in office to 1 year, among other things. Since 2005, it has been making efforts to reinforce oversight regarding the execution of business operations through such measures as the appointment of two independent Outside Directors. The Company will continue to make efforts to enhance its corporate governance.

2) Measures to prevent control of financial and business policy decisions by inappropriate parties from the perspective of basic policies

The Company’s Board of Directors obtained the approval to make the decision to issue gratis share warrants as countermeasures to large-scale acquisitions aimed at owning 20% or more of the Company’s shares with voting rights (hereinafter “takeover defence”) at the 138th General Meeting of Shareholders held on June 29, 2006. [See the Company’s News Release “Introduction of Countermeasures to Large-Scale Acquisitions of Olympus Corporation Shares (Takeover Defence)” dated May 10, 2006 for details. The News Release can be found on the Company’s website:
http://www.olympus-global.com/en/info/index.cfm?target_year=2006&disp=on]

(3) Board of Directors’ views on measure in (2) above and reasons thereof

1) It is in line with basic policies set forth in (1) above

The Company’s anti-takeover measure is intended to ensure and enhance the Company’s corporate value and the common interests of the shareholders by proposing to the shareholders the plans of the Company's management and alternative plans, ensuring opportunities for negotiations with the party attempting to execute the takeover, and other means, by establishing internal procedure regarding large-scale acquisition of the Company’s shares and securing necessary and sufficient information and time for shareholders to make appropriate decisions. As such, the Company’s Board of Directors believes that the measure set forth in (2) above is in line with the basic policies set forth in (1) above.

2) Measure does not undermine common interests of the Company’s shareholders and is not intended to maintain positions of the Company’s Directors and Corporate Auditors

The advice of a highly independent special committee is required to put the anti-takeover measure into effect. The measure does not undermine the common interests of the shareholders, remaining in effect for three years and requiring the approval of the General Meeting of Shareholders for renewal, and is not intended to be a means of maintaining the position of the Company's Directors and Corporate Auditors.

Concerning the abovementioned basic policies on management of joint stock company, a revised 6th Agenda “Renewal of Countermeasures to Large-Scale Acquisitions of Olympus Corporation Shares (Takeover Defense Measures)” is newly presented for deliberation by the General Meeting of Shareholders for the 141st term (for details, see the “Reference Documents for the General Meeting of Shareholders” on pages 67 to 83).

Consolidated Balance Sheet

(As of March 31, 2009)

(Millions of yen)

Accounts	Amount	Accounts	Amount
ASSETS:		**LIABILITIES:**	
Current assets	**474,767**	**Current liabilities**	**341,905**
Cash and time deposits	136,877	Notes and accounts payable	66,604
Notes and accounts receivable	160,258	Short-term borrowings	97,068
Securities	199	Current maturities of bonds	20,300
Merchandise and finished goods	58,683	Accrued expenses	65,592
Work in process	21,230	Income taxes payable	8,404
Raw materials and supplies	16,577	Provision for product warranties	8,875
Deferred income taxes	36,843	Other current liabilities	75,062
Other current assets	48,494		
Allowance for doubtful accounts	(4,394)	**Non-current liabilities**	**595,629**
		Long-term bonds, less current maturities	130,200
Fixed assets	**631,551**	Long-term borrowings, less current maturities	412,656
Property, plant and equipment	**163,113**	Severance and retirement allowance	18,744
Buildings and structures	76,940	Severance and retirement allowance for directors and corporate auditors	130
Machinery and equipment	16,784	Other non-current liabilities	33,899
Tools, furniture and fixtures	42,630	**Total liabilities**	**937,534**
Land	19,856		
Lease assets	3,512	**NET ASSETS:**	
Construction in progress	3,391	**Shareholders' equity**	**218,914**
		Common stock	48,332
Intangible fixed assets	**264,620**	Capital surplus	73,049
Goodwill	180,540	Retained earnings	110,407
Others	84,080	Treasury stock, at cost	(12,874)
Investments and other assets	**203,818**	**Valuation and translation adjustments**	**(57,550)**
Investment securities	127,144	Net unrealized holding gains (losses) on available-for-sale securities, net of taxes	(1,457)
Deferred income taxes	15,661	Net unrealized gains (losses) on hedging derivatives, net of taxes	(1,330)
Other assets	62,251	Foreign currency translation adjustments	(54,763)
Allowance for doubtful accounts	(1,238)	**Minority interests**	**7,420**
		Total net assets	**168,784**
Total assets	**1,106,318**	**Total liabilities and net assets**	**1,106,318**

Consolidated Statement of Income

(April 1, 2008 to March 31, 2009)

(Millions of yen)

Accounts	Amount
Net sales	980,803
Cost of sales	519,580
Gross profit	**461,223**
Selling, general and administrative expenses	426,636
Operating income	**34,587**
Non-operating income	11,622
Interest income	2,420
Foreign currency exchange gain, net	5,009
Others	4,193
Non-operating expenses	27,819
Interest expenses	16,192
Net loss of investment in affiliated companies carried on the equity method	1,704
Others	9,923
Ordinary income	**18,390**
Extraordinary income	691
Gain on sales of investment securities	691
Extraordinary losses	110,382
Impairment loss on fixed assets	1,815
Loss on sales of investment securities	1,053
Loss on valuation of investment securities	15,797
Amortization of goodwill	76,201
Loss on prior period adjustment	15,516
Loss before provision for income taxes	**91,301**
Income taxes, current	25,465
Income taxes, deferred	405
Minority interest in losses of consolidated subsidiaries	(2,361)
Net loss	**114,810**

Consolidated Statement of Changes in Net Assets

(April 1, 2008 to March 31, 2009)

(Millions of yen)

Items	Shareholders' equity				
	Common stock	Capital surplus	Retained earnings	Treasury stock, at cost	Total Shareholders' equity
Net assets at March 31, 2008	48,332	73,049	237,817	(2,634)	356,564
Effect of changes in accounting policies applied to foreign subsidiaries			1,567		1,567
Changes during the year					
Cash dividends paid			(10,749)		(10,749)
Net loss			(114,810)		(114,810)
Adjustment on projected benefit obligation of the consolidated subsidiary in the United States			(3,418)		(3,418)
Acquisition of treasury stock				(10,240)	(10,240)
Net changes in items other than shareholders' equity					
Net changes during the year	–	–	(128,977)	(10,240)	(139,217)
Balance at March 31, 2009	48,332	73,049	110,407	(12,874)	218,914

Items	Valuation and translation adjustments				Minority interests	Total net assets
	Net unrealized holding gains (losses) on available-for-sale securities, net of taxes	Net unrealized gains (losses) on hedging derivatives, net of taxes	Foreign currency translation adjustments	Total valuation and translation adjustments		
Net assets at March 31, 2008	6,320	34	(6,567)	(213)	11,525	367,876
Effect of changes in accounting policies applied to foreign subsidiaries						1,567
Changes during the year						
Cash dividends paid						(10,749)
Net loss						(114,810)
Adjustment on projected benefit obligation of the consolidated subsidiary in the United States						(3,418)
Acquisition of treasury stock						(10,240)
Net changes in items other than shareholders' equity	(7,777)	(1,364)	(48,196)	(57,337)	(4,105)	(61,442)
Net changes during the year	(7,777)	(1,364)	(48,196)	(57,337)	(4,105)	(200,659)
Balance at March 31, 2009	(1,457)	(1,330)	(54,763)	(57,550)	7,420	168,784

Notes to Consolidated Financial Statements

Important Items That Form the Basis for Preparing the Consolidated Financial Statements

1. Scope of consolidation

(1) Number of consolidated subsidiaries and names of principal consolidated subsidiaries

Number of consolidated subsidiaries: 189

Principal consolidated subsidiaries:

Olympus Medical Systems Corp., Olympus Imaging Corp., Aizu Olympus Co., Ltd., Shirakawa Olympus Co., Ltd., Aomori Olympus Co., Ltd., Olympus Opto-Technology Co., Ltd., ITX Corporation, Olympus Medical Systems Europa GmbH, Olympus America Inc. and Olympus Hong Kong and China Limited

Newly added consolidated subsidiaries: 4

Olympus UK Loan Notes Limited, Makewave Japan Co., Ltd. and other 2 companies

Olympus UK Loan Notes Limited and other 1 company are newly established subsidiaries during the fiscal year ended March 31, 2009.

Pulsecho Inc. has been included into consolidation through equity participation carried out during the fiscal year.

Makewave Japan Co., Ltd. has been included into consolidation due to additional acquisition of shares during the fiscal year.

Excluded companies: 20

ITX Capital Innovation Co., Ltd., Olympus NDT NW, Inc. and other 18 companies

ITX Capital Innovation Co., Ltd. and other 10 companies have been excluded from consolidated subsidiaries due to sale of shares during the fiscal year.

Olympus NDT NW, Inc. and other 4 companies have been excluded from consolidated subsidiaries due to merger with other consolidated subsidiaries during the fiscal year.

Recycle Institute Ltd. and other 2 companies have been excluded from consolidated subsidiaries due to liquidation during the fiscal year.

LA PLANTA CO., LTD. has been excluded from consolidated subsidiaries due to decrease in materiality.

(2) Names and other information of principal non-consolidated subsidiaries
Principal non-consolidated subsidiaries:
Feed Corporation, Radio Cafe, Inc. and LA PLANTA CO., LTD.

The 10 non-consolidated subsidiaries are all small and not material when measured by the impact of total amounts of assets, net sales, net income, and retained earnings (based on the Company's ownership percentage) of those companies on consolidated financial statements. They have therefore been excluded from the scope of consolidation.

2. Application of the equity method

(1) Number of non-consolidated subsidiaries and affiliates accounted for under the equity method and names of principal companies, etc.
Non-consolidated subsidiaries accounted for under the equity method: 2
Principal subsidiaries:
Feed Corporation and Radio Cafe, Inc.

Affiliated companies accounted for under the equity method: 18
Principal affiliated companies:
ORTEK Corporation, Adachi Co., Ltd. and Olympus Cytori Inc.

Newly added affiliated companies: 6
ITX Capital Innovation Co., Ltd. and other 5 companies

ITX Capital Innovation Co., Ltd. and other 5 companies have switched from consolidated subsidiaries to affiliated companies accounted for under the equity method due to partial sale of shares during the fiscal year.

Excluded companies: 1
Resect Medical, Inc.

Resect Medical, Inc. has been excluded from affiliated companies accounted for under the equity method due to sale of shares during the fiscal year.

(2) LA PLANTA CO., LTD. and other 7 non-consolidated subsidiaries and 11 affiliated companies have not been accounted for under the equity method because the impact of all those companies on consolidated net income and retained earnings is not material.

3. Item concerning the business year of consolidated subsidiaries

Among consolidated subsidiaries, with respect to Gyrus Group Limited, etc., whose accounts settlement date was December 31, the Company made necessary adjustments regarding significant transactions occurring between that date and the consolidated accounts settlement date based on its financial statements as of the date on which control of that company was obtained. However, due to the change of that company's accounts settlement date to March 31, the 14-month period between February 1, 2008, and March 31, 2009, is consolidated in the current fiscal year.

4. Items concerning accounting principles

(1) Important asset valuation principles and methods

(a) Securities

Held-to-maturity securities	Amortized cost method
Other securities	
Items with market value	Market value method based on fair market value on the account settlement date (the net unrealized gains and losses on these securities are reported as a separate component of net assets, and the cost of sales is calculated by the moving-average method)
Items without market value	Cost method based on the moving-average method Contributions to limited liability partnerships engaged in investment business and similar partnerships (contributions deemed as securities as per Article 2, Paragraph 2 of the Financial Instruments and Exchange Act) are reported using a method that treats the amount (net) equivalent to the equity ownership portion based on the latest available financial statements depending on the reporting date stipulated in the partnership agreement.

(b) Claims and liabilities from derivatives transactions

Market value method

(c) Inventories — Mainly reported using the First-in First-out cost method (for the value stated in the balance sheet, the book value is written down based on the decreased profitability)

(2) Depreciation and amortization method for important depreciated and amortized assets

(a) Property, plant and equipment (excluding lease assets)

Mainly by the declining balance method

Vehicles, tools and fixtures	Mainly based on useful lives as per the Corporate Tax Law
Other property, plant and equipment	Mainly based on useful lives prescribed by the Company determined in accordance with estimated functional useful years

(b) Intangible fixed assets (excluding lease assets)

Straight-line method

Mainly based on estimated useful lives

Software for internal use is reported using the usable period within the Company (3 to 5 years).

(c) Lease assets

Lease assets are calculated on the straight-line method over the lease period as the useful lives and assuming no residual value.

The accounting treatment for finance lease transactions not involving the transfer of ownership whose transaction commenced on or before March 31, 2008 follows the same method as for ordinary operating lease transactions.

(3) Accounting method for important allowances and reserves

(a) Allowance for doubtful accounts

To provide for losses due to unrecoverable claims such as accounts receivable and loans receivable, ordinary claims are accounted using the historical loan loss ratio and doubtful and other specified claims are reported in amounts expected to be unrecoverable considering the recoverability of each claim separately.

(b) Provision for product warranties

Due to the accounting of after service cost expected within the guarantee period with respect to products sold, the provision for product warranties is accounted using prescribed standards based on actually incurred past after service cost.

(c) Severance and retirement allowance

To provide for severance and retirement benefit payments to employees, the cost recognized as occurring at the end of the current fiscal year based on the severance and retirement liabilities and pension assets as of the end of the current fiscal year.

Pertaining to past service liabilities, the pro-rata amount calculated using a fixed number of years (mainly 5 years) within the average remaining service period of employees at the time of occurrence of such past service liabilities is accounted as an expense.

Pertaining to the actuarial difference, the pro-rata amount calculated using a fixed number of years (mainly 5 years) within the average remaining service period of employees at the time of occurrence of such actuarial difference is accounted as an expense starting from the following fiscal year.

(d) Severance and retirement allowance for directors and corporate auditors

To provide for outlays for severance and retirement benefit payments for directors and corporate auditors, the necessary payment amount at the end of the fiscal year is accounted by domestic consolidated subsidiaries based on their respective internal regulations.

(4) Other important items that form the basis for preparing consolidated financial statements

(a) Treatment method for important deferred assets

Stock delivery expense and bond issuance expense

Total expense recorded at the time of occurrence

(b) Important hedge accounting methods

The deferred hedge treatment method is used. Foreign currency-denominated monetary claims and liabilities under foreign exchange forward contracts are accounted by translation at the foreign exchange rate stipulated in the contracts. Pertaining to interest rate swaps, requirements for special treatment are satisfied, therefore a special treatment is used.

Hedging instruments and hedged items

Hedging instruments	Foreign exchange forward contracts, currency option contracts, currency swap contracts, interest rate swap contracts
Hedged items	Forecasted transactions for foreign currency-denominated monetary claims and liabilities, borrowings

Hedging policy

Foreign exchange rate fluctuation risk and interest rate fluctuation risk are hedged based on internal regulations that stipulate authorization relating to derivatives and transaction limits.

Hedging effect evaluation method

The effect is evaluated by checking whether there exists a high correlation among the value fluctuations of hedged items, the cash flow and hedging instruments.

(c) Treatment of consumption taxes

Treated using a tax exclusive method.

(d) Application of a consolidated tax payment system

A consolidated tax payment system under designating Olympus Corporation as the parent company is adopted at the Company and some of its consolidated subsidiaries.

(e) Item concerning the amortization of goodwill

Goodwill is amortized equally mainly over a period of 5 to 20 years.

5. Items concerning the valuation of the assets and liabilities of consolidated subsidiaries

The assets and liabilities of consolidated subsidiaries are fully evaluated using the fair market value at the time when the Company acquired control of the respective subsidiaries.

6. Changes in important items that form the basis for preparing the consolidated financial statements

(1) Valuation principles and methods for inventories

Before the change, inventories held for sale in the ordinary course of business were stated mainly using the lower-of-cost-or-market method per First-in First-out method. However, because the "Accounting Standard for Measurement of Inventories" (ASBJ Statement No. 9, published July 5, 2006) has been applied from the current fiscal year, the First-in First-out cost method is now mainly employed (for the value stated in the balance sheet, the book value is written down based on the decreased profitability). The impact from this change on profit and loss is immaterial.

(2) Application of "Practical Solution on Unification of Accounting Policies Applied to Foreign Subsidiaries for Consolidated Financial Statements"

From the current fiscal year, the consolidated financial statements conform to the "Practical Solution on Unification of Accounting Policies Applied to Foreign Subsidiaries for Consolidated Financial Statements" (PITF No. 18, May 17, 2006), and necessary amendments were made. As a result, operating income during the current fiscal year fell ¥134 million, as did ordinary income by ¥123 million. The Company recorded an increase in loss before provision for income taxes of ¥142 million and an increase in net loss of ¥1,941 million.

(3) Application of Accounting Standard for Lease Transactions

Before the change, the accounting treatment for finance lease transactions not involving the transfer of ownership followed the method for operating lease transactions, but now after the application of the "Accounting Standard for Lease Transactions" (ASBJ Statement No. 13 [Business Accounting Council Committee No. 1, June 17, 1993; revised March 30, 2007]) and the "Guidance on Accounting Standard for Lease Transactions" (ASBJ Guidance No. 16 [The Japanese Institute of Certified Public Accountants (JICPA) Accounting Standard Committee, January 18, 1994; revised March 30, 2007]) that begin from the current fiscal year, the accounting treatment for those transactions follows the method for ordinary purchase and sales transactions.

Depreciation of finance lease assets not involving the transfer of ownership is calculated on the straight-line method over the lease period as the useful lives and assuming no residual value. The accounting treatment for finance lease transactions not involving the transfer of ownership whose transaction commenced before the first fiscal year in which the Accounting Standard for Lease Transactions is applied follows the same method as for ordinary operating lease transactions. The impact from this change on profit and loss is immaterial.

(4) Changes in presentation method

(Consolidated Balance Sheet)

Following the application of the "Cabinet Office Ordinance Amending Part of the Regulation for Terminology, Forms and Preparation of Financial Statements" (Cabinet Office Ordinance No. 50, August 7, 2008), items presented as "Inventories" in the previous fiscal year are presented separately from the current fiscal year as "Merchandise and finished goods," "Work in process" and "Raw materials and supplies," which amounted to ¥65,229 million, ¥26,606 million and ¥18,989 million, respectively, and included in "Inventories" in the previous fiscal year.

Notes to Consolidated Balance Sheet

1. Assets pledged as collateral and obligations secured by such collateral

   (1) Assets pledged as collateral

Cash and time deposits	¥30 million
Notes and accounts receivable	¥390 million
Inventories	¥234 million
Buildings and structures	¥1,711 million
Machinery and equipment	¥346 million
Investment securities	¥64 million
Total	¥2,775 million

   (2) Obligations secured by such collateral

Long-term borrowings, less current maturities	¥501 million
Short-term borrowings	¥115 million

2. Accumulated depreciation for property, plant and equipment

   ¥233,989 million

3. Liabilities for guarantees

(Guaranteed party)	(Description of guarantee)	(Amount)
Employees	Housing fund loans	¥277 million
Other	Bank loans, etc.	¥1,460 million
Total		¥1,737 million

4. Notes receivable discounted ¥1,012 million
   (including discounted bills of exchange for export) ¥1,012 million
   Notes received endorsed for transfer ¥91 million

Notes to Consolidated Statement of Income

1. Impairment losses

   Impairment losses are accounted for the following asset groups in the current fiscal year.

Application	Type	Location	Impairment loss
Others assets	Goodwill	Tokyo and other prefectures	¥721 million
	Land, etc.		¥221 million
	Tools, furniture and fixtures, etc.		¥31 million
Information & Communication Business assets	Goodwill	Tokyo and other prefectures	¥365 million
	Software, etc.		¥436 million
	Machinery and equipment, etc.		¥41 million
Total			¥1,815 million

Business assets are grouped by segment per type of business and idle assets are grouped individually.
Pertaining to business assets, because recoverability is not recognized over the estimated future cash flow period due to changes in the business environment, their book value is reduced to the recoverable amount. The recoverable amount is measured using the value in use and calculated with the future cash flow discounted at 11%.
For idle assets, because the market value is substantially lower than the book value, the book value is reduced to the recoverable value. The recoverable value of these asset groups is measured using the fair value cost to

sell and evaluated using a method that deducts the estimated sales expenses from the estimated sales price.

2. Amortization of goodwill

In accordance with Item 32 of the "Practical Guidelines on Accounting Standards for Capital Consolidation Procedures in Preparing Consolidated Financial Statements" (JICPA Accounting Standard Committee Report No. 7, March 29, 2007), goodwill was amortized in a lump-sum following the impairment of the stock of consolidated subsidiaries.

3. Loss on prior period adjustment

For loss on prior period adjustment of ¥15,516 million, concerning investments such as the equity participation in Gyrus Group Limited during the previous fiscal year, because the amount to be expended including fees has been finalized and the allocation of funds for the acquisition cost is complete, a provisional accounting treatment has been determined and the amount of expenses is recorded in the consolidated statement of income as an adjustment of the already recorded amount of goodwill.

Notes to Consolidated Statement of Changes in Net Assets

1. Total number of issued shares at the end of the current fiscal year 271,283,608 shares

2. Items concerning dividends

(1) Paid dividends

Resolution	Class of shares	Total dividends (Millions of yen)	Dividend per share (Yen)	Record date	Effective date
General Meeting of Shareholders held on June 27, 2008	Common stock	5,405	20.00	March 31, 2008	June 30, 2008
Board of Directors' meeting held on November 6, 2008	Common stock	5,344	20.00	September 30, 2008	December 5, 2008
Total	–	10,749	–	–	–

(2) Dividends whose record date falls in the current fiscal year and have an effective date in the next fiscal year

There is no relevant information.

Notes to Per-Share Information

1. Net assets per share ¥603.92
2. Net loss per share ¥428.83

Notes to Significant Subsequent Events

(Notification concerning Olympus Corporation making Iwaken Co., Ltd. its wholly-owned subsidiary through a share exchange)

The Board of Directors of Olympus Corporation (the "Company") resolved to make Iwaken Co., Ltd. ("Iwaken") its wholly-owned subsidiary through a share exchange (the "Share Exchange") with a scheduled date of June 1, 2009, and entered into a basic agreement with Iwaken (the "Basic Agreement") on April 10, 2009.

The Company plans to implement the Share Exchange without obtaining approval at General Meeting of

Shareholders in accordance with “simplified share exchange” (kan-i kabushiki kokan) procedures pursuant to Article 796, Paragraph 3 of the Company Law of Japan.

1. Purpose of a Share Exchange

The Olympus Group has been focusing on steadily increasing profits in its Medical Systems Business, the core product of which is endoscopes for medical use, while contributing to society by supplying “safe, reliable and efficient” medical procedures.

In the midst of the substantial changes that are occurring in the environment surrounding medical treatment as a result of recent reforms in the healthcare system, the Olympus Group and Iwaken have developed a close partnership centering around the sale of Olympus Group products and Olympus Group Services.

The Company and Iwaken have entered into the Basic Agreement on the basis of their shared conclusion that integration on both a capital and an operational level is the most appropriate way to enable both companies to provide services of an even higher quality to medical institutions, research organizations and other customers.

2. Summary of the Share Exchange

(1) Schedule of the Share Exchange

April 10, 2009	Sign of the Basic Agreement between the Company and Iwaken
April 24, 2009	Meeting of the Board of Directors (Resolution to approve the sign of the agreement pertaining to the Share Exchange (the “Share Exchange Agreement”))
April 24, 2009	Sign of the Share Exchange Agreement between the Company and Iwaken
End of May, 2009	Extraordinary Meeting of Shareholders of Iwaken (Resolution to approve the Share Exchange) (scheduled)
June 1, 2009	Effective date of the Share Exchange (scheduled)

(2) Allocation of shares in the Share Exchange

Name of company	Olympus Corporation (parent company after the Share Exchange)	Iwaken Co., Ltd. (wholly-owned subsidiary after the Share Exchange)
Allocation of Shares in the Share Exchange	1	8.7

Notes: 1. Share exchange ratio

In the Share Exchange, the Company will allocate and deliver 8.7 shares of common stock in exchange for one share of common stock of Iwaken.

2. Number of shares to be delivered through the Share Exchange

2,784,000 shares of common stock

The Company will deliver common shares from its treasury stock to shareholders of Iwaken in the Share Exchange, and will not issue any new shares.

(3) Basis of calculation of the share exchange ratio

(a) Basis of calculation

In order to ensure the fairness and appropriateness of the calculation of the share exchange ratio in the Share Exchange, the Company decided to ask a third party for its opinion as a specialist, and appointed ABeam M&A Consulting Ltd. (“ABeam M&A Consulting”) as such third party.

When calculating the share value of the Company shares, ABeam M&A Consulting employed the market price method, because the Company is a listed Company. ABeam M&A Consulting calculated the share value of the Company in accordance with the market price method with reference to share prices during (i) the past one-month period (from March 10, 2009 to April 9, 2009) and (ii) the past three-month period (from January 13, 2009 to April 9, 2009).

When calculating the share value of Iwaken shares, ABeam M&A Consulting employed the discounted cash flow method (the "DCF method"), because Iwaken is an unlisted company. The synergies that the Company expects will arise as a result of Iwaken joining the Olympus Group were included in the future profit plans which formed the basis of the analysis in accordance with the DCF method.

Based on the calculations of the respective share values of the Company and Iwaken in accordance with each of the methods described above and on the basis that one share of the Company represents a value of one, the share exchange ratio in the Share Exchange has been calculated by ABeam M&A Consulting as follows:

Range of the share exchange ratio valuation	Between 6.03 and 11.58

The Company and Iwaken decided to use the share exchange ratio set forth above in the Share Exchange based on the aforementioned calculations by ABeam M&A Consulting and as a result of thorough discussions between the two companies. The share exchange ratio is subject to change upon consultation between the Company and Iwaken in the event of a material change in any of the numerous factors upon which calculations were based.

(b) Relationship with the appraiser

The appraiser, ABeam M&A Consulting, is not a related party of the Company or Iwaken.

(4) Handling of share acquisition rights and bonds with attached share acquisition rights of wholly-owned subsidiary by stock swap

There is no relevant information.

3. Description of Iwaken Co., Ltd. (As of March 31, 2008)

Business description	Sales of medical appliances, physical and chemical instruments and optical devices; repair services in connection with same
Head office	6-4, Hongo 3-chome, Bunkyo-ku, Tokyo
Name and title of representative	Seiji Iwasaki, Representative Director and President
Paid-in capital	¥16 million
Net assets	¥3,203 million (non-consolidated)
Total assets	¥8,042 million (non-consolidated)

(Merger of consolidated subsidiaries)

ITX Corporation, a consolidated subsidiary of the Company, resolved, at a meeting of its Board of Directors held on December 16, 2008, to merge with its subsidiary IT Telecom, Inc. where ITX Corporation was the surviving company and IT Telecom, Inc. was the absorbed company. The merger agreement was executed on the same date. With respect to ITX Corporation, the merger was a simplified merger in accordance with Article 796, Paragraph 3 of the Company Law and, with respect to IT Telecom, Inc., same was a short-form merger in accordance with Article 784, Paragraph 1 of said Law. Therefore, a General Meeting of Shareholders was not held for the approval of the merger. The merger took effect on April 1, 2009.

1. Names, etc. of companies subject to merger

(1) Names of companies subject to merger

Merging company	ITX Corporation (consolidated subsidiary of the Company)
Merged company	IT Telecom, Inc. (consolidated subsidiary of the Company)

(2) Description of business of merged company

Sales of mobile phones, etc. and broadband and other communications service provider

(3) Legal form of merger

Absorption-type merger where ITX Corporation is the surviving company and IT Telecom, Inc. is the absorbed company

(4) Name of entity after the merger

ITX Corporation

(5) Overview of transactions including the purpose

The purpose of the merger is to accelerate the advancement of business and strengthen the information and telecommunication service business as the core competency by concentrating managerial resources and integrating information and communication service functions fostered through various assets, resources and know-how over many years of the ITX Group.

2. Overview of accounting treatment

The "common control transactions" accounting treatment will be applied in accordance with the "Accounting Standard Relating to Business Combinations" (Business Accounting Council) and the "Guidance on Accounting Standard for Business Combinations and Accounting Standard for Business Divestitures" (ASBJ Guidance No. 10). Consequently, this accounting treatment has no affect on the consolidated financial statements.

Additional Information

(Strategic divestment of diagnostic systems business to Beckman Coulter, Inc.)

The Company resolved, at a meeting of the Board of Directors held on February 27, 2009, to transfer on July 1, 2009 (tentative), its diagnostic systems business to Beckman Coulter Group (hereinafter, "Beckman") centering on Beckman Coulter, Inc. (California, USA).

1. Purpose of business transfer

The environment of the diagnostic systems business is beset by rapidly changing competition dynamics and a recent increase in M&As and entries by companies in other business categories, in addition to the presence on the world market of enormous competitors capitalized in the trillions of yen.

Under these circumstances, the Company determined that, instead of allowing that business to continue independently, transferring same to Beckman, a large clinical laboratory testing system manufacturer, would permit the Company to utilize effectively its technology assets, know-how and other managerial resources fostered over many years, and therefore resolved to transfer that business to Beckman.

2. Details of the business transfer

(1) Business transfer agreement

(a) Subject of transfer

Diagnostic systems business operated by the Company and the Olympus Group

(b) Transfer price

¥77,500 million (tentative) for the entire Group

(c) Transfer schedule

February 27, 2009	Execution of business transfer agreement
July 1, 2009	Transfer date (tentative)

(2) Overview of transferee

The transferees are to be Beckman Coulter, Inc. and subsidiaries and affiliates of the company.

Overview of main transferee

Trade name	Beckman Coulter, Inc.
Representative	Scott Garrett, Chief Executive Officer
Paid-in capital	US$6.9 million
Location	California, U.S.A.
Main business	Manufactures and sales of products related to clinical diagnostic instruments
Relation to the Company	No capital, personnel or business relations exist

Non-Consolidated Balance Sheet

(As of March 31, 2009)

(Millions of yen)

Accounts	Amount	Accounts	Amount
ASSETS:		**LIABILITIES:**	
Current assets	**86,631**	**Current liabilities**	**102,413**
Cash and time deposits	17,830	Notes payable	256
Notes receivable	517	Accounts payable	9,497
Accounts receivable	19,940	Short-term borrowings	1,305
Finished goods	4,323	Current maturities of bonds	20,000
Work in process	6,812	Lease liabilities	138
Materials	496	Other payable	18,950
Short-term loans receivable	11,766	Accrued expenses	12,889
Other receivable	9,500	Income taxes payable	175
Income taxes receivable	3,469	Deposits received	38,581
Deferred income taxes	9,393	Provision for product warranties	76
Other current assets	2,821	Other current liabilities	546
Allowance for doubtful accounts	(236)		
		Non-current liabilities	**431,198**
Fixed assets	**540,979**	Long-term bonds, less current maturities	130,000
Property, plant and equipment	**47,253**	Long-term borrowings, less current maturities	300,000
Buildings	26,206	Long-term deposits received, less current maturities	751
Structures	1,074	Lease liabilities	447
Machinery and equipment	3,065		
Vehicles	6	**Total liabilities**	**533,611**
Tools, furniture and fixtures	5,493	**NET ASSETS:**	
Land	10,136	**Shareholders' equity**	**94,182**
Lease assets	474	**Common stock**	**48,332**
Construction in progress	799	**Capital surplus**	**73,049**
Intangible fixed assets	**4,554**	Legal capital surplus	73,027
Goodwill	320	Other capital surplus	22
Patent right	2,205	**Retained earnings**	**(14,325)**
Software	1,852	Legal reserve	6,626
Lease assets	113	Other retained earnings	(20,951)
Right of using facilities	64	Reserve for product development	4,000
Investments and other assets	**489,172**	Reserve for special depreciation	238
Investment securities	105,878	Reserve for advanced depreciation	2,567
Investment securities in subsidiaries and affiliates	346,170	General reserve	59,069
Investments in capital of subsidiaries and affiliates	15,036	Retained earnings carried forward	(86,825)
Long-term loans receivable	8,356	**Treasury stock, at cost**	**(12,874)**
Prepaid pension cost	8,236	**Valuation and translation adjustments**	**(183)**
Deferred income taxes	5,105	Net unrealized holding gains (losses) on available-for-sale securities, net of taxes	(23)
Other assets	3,784	Net unrealized gains (losses) on hedging derivatives, net of taxes	(160)
Allowance for doubtful accounts	(3,393)	**Total net assets**	**93,999**
Total assets	**627,610**	**Total liabilities and net assets**	**627,610**

Non-Consolidated Statement of Income

(April 1, 2008 to March 31, 2009)

(Millions of yen)

Accounts	Amount
Net sales	105,115
Cost of sales	58,358
Gross profit	**46,757**
Selling, general and administrative expenses	59,102
Operating loss	**12,345**
Non-operating income	31,309
Interest income	917
Dividends income	29,652
Others	(740)
Non-operating expenses	13,408
Interest expenses	4,805
Interest on bonds	2,187
Foreign currency exchange loss	710
Provision of allowance for doubtful accounts	3,365
Others	2,341
Ordinary income	**5,556**
Extraordinary income	3,075
Gain on sales of investment securities	691
Gain on sales of investment securities in subsidiaries and affiliates	1,752
Reversal of provision for loss on guarantees	632
Extraordinary losses	145,774
Loss on valuation of investment securities	13,115
Loss on valuation of investment securities in subsidiaries and affiliates	117,143
Loss on prior period adjustment	15,516
Loss before provision for income taxes	**137,143**
Income taxes, current	(804)
Income taxes, deferred	(112)
Net loss	**136,227**

Non-Consolidated Statement of Changes in Net Assets

(April 1, 2008 to March 31, 2009)

(Millions of yen)

Items	Shareholders' equity			
	Common stock	Capital surplus		
		Legal capital surplus	Other capital surplus	Total capital surplus
Net assets at March 31, 2008	48,332	73,027	22	73,049
Changes during the year Cash dividends paid				
Net loss				
Acquisition of treasury stock				
Net changes in items other than shareholders' equity				
Net changes during the year	–	–	–	–
Balance at March 31, 2009	48,332	73,027	22	73,049

Items	Shareholders' equity				
	Retained earnings			Treasury stock, at cost	Total shareholders' equity
	Legal reserve	Other retained earnings (Note)	Total retained earnings		
Net assets at March 31, 2008	6,626	126,025	132,651	(2,634)	251,398
Changes during the year Cash dividends paid		(10,749)	(10,749)		(10,749)
Net loss		(136,227)	(136,227)		(136,227)
Acquisition of treasury stock				(10,240)	(10,240)
Net changes in items other than shareholders' equity					
Net changes during the year	–	(146,976)	(146,976)	(10,240)	(157,216)
Balance at March 31, 2009	6,626	(20,951)	(14,325)	(12,874)	94,182

(Millions of yen)

Items	Valuation and translation adjustments			Total net assets
	Net unrealized holding gains (losses) on available-for-sale securities, net of taxes	Net unrealized gains (losses) on hedging derivatives, net of taxes	Total valuation and translation adjustments	
Net assets at March 31, 2008	6,341	(13,171)	(6,830)	244,568
Changes during the year				
Cash dividends paid				(10,749)
Net loss				(136,227)
Acquisition of treasury stock				(10,240)
Net changes in items other than shareholders' equity	(6,364)	13,011	6,647	6,647
Net changes during the year	(6,364)	13,011	6,647	(150,569)
Balance at March 31, 2009	(23)	(160)	(183)	93,999

Note: Breakdown of other retained earnings

Items	Reserve for product development	Reserve for special depreciation	Reserve for advanced depreciation	General reserve	Retained earnings carried forward	Total
Net assets at March 31, 2008	4,000	537	2,744	59,069	59,675	126,025
Changes during the year						
Cash dividends paid					(10,749)	(10,749)
Reversal of reserve for special depreciation		(299)			299	–
Reversal of reserve for advanced depreciation			(177)		177	–
Net loss					(136,227)	(136,227)
Net changes during the year	–	(299)	(177)	–	(146,500)	(146,976)
Balance at March 31, 2009	4,000	238	2,567	59,069	(86,825)	(20,951)

Notes to Non-Consolidated Financial Statements

Notes Concerning Items Related to Important Accounting Policies

1. Asset valuation principles and methods
   (1) Securities
      (a) Held-to-maturity securities — Amortized cost method
      (b) Investment securities in subsidiaries and affiliates — Cost method based on the moving-average method
      (c) Other securities
         Items with market value — Market value method based on fair market value on the account settlement date (the net unrealized gains and losses on these securities are reported as a separate component of net assets, and the cost of sales is calculated by the moving-average method)
         Items without market value — Cost method based on the moving-average method
         Contributions to limited liability partnerships engaged in investment business and similar partnerships (contributions deemed as securities as per Article 2, Paragraph 2 of the Financial Instruments and Exchange Act) are reported using a method that treats the amount (net) equivalent to the equity ownership portion based on the latest available financial statements depending on the reporting date stipulated in the partnership agreement.

   (2) Claims and liabilities from derivatives transactions — Market value method

   (3) Inventories — Reported using the First-in First-out cost method (for the value stated in the balance sheet, the book value is written down based on the decreased profitability)

2. Depreciation and amortization method for fixed assets
   (1) Property, plant and equipment (excluding lease assets) — Declining balance method
      (a) Vehicles, tools and fixtures — Based on useful lives as per the Corporate Tax Law
      (b) Other property, plant and equipment — Based on useful lives prescribed by the Company determined in accordance with estimated functional useful years

(2) Intangible fixed assets (excluding lease assets)

Straight-line method

Based on useful lives as per the Corporate Tax Law

Software for internal use is reported using the usable period within the Company (3 years).

(3) Lease assets

Finance lease assets not involving the transfer of ownership

Calculated on the straight-line method over the lease period as the useful lives and assuming no residual value.

Also, the accounting treatment for finance lease transactions deemed not involving the transfer of ownership and commenced before the first fiscal year in which the "Accounting Standard for Lease Transactions" (ASBJ Statement No. 13) is applied follows the same method as for operating lease transactions.

3. Treatment method for deferred assets

Bond issuance expense	Total expense recorded at the time of occurrence

4. Accounting principles for allowances and reserves

(1) Allowance for doubtful accounts

To provide for losses due to unrecoverable claims such as accounts receivable and loans receivable, ordinary claims are accounted using the historical loan loss ratio and doubtful and other specified claims are reported in amounts expected to be unrecoverable considering the recoverability of each claim separately.

(2) Provision for product warranties

Due to the accounting of after service cost expected within the guarantee period with respect to products sold, the provision for product warranties is accounted using prescribed standards based on actually incurred past after service cost.

(3) Severance and retirement allowance

To provide for severance and retirement benefit payments to employees, the cost recognized as occurring at the end of the current fiscal year based on the severance and retirement liabilities and pension assets as of the end of the current fiscal year.

Pertaining to past service liabilities, the pro-rata amount calculated using a fixed number of years (5 years) within the average remaining service period of employees at the time of occurrence of such past service liabilities is accounted as an expense.

Pertaining to the actuarial difference, the pro-rata amount calculated using a fixed number of years (5 years) within the average remaining service period of employees at the time of occurrence of such actuarial difference is accounted as an expense starting from the following fiscal year.

(4) Allowance for investment loss

To provide for losses on investments in subsidiaries and affiliates, the amount necessary is accounted taking into consideration the amount of decrease in the real value of the company concerned and the estimated future recovery, etc.

5. Other important items that form the basis for preparing non-consolidated financial statements

(1) Hedge accounting methods

(a) The deferred hedge treatment method is used. Foreign currency-denominated accounts receivable under foreign exchange forward contracts are accounted by translation at the foreign exchange rate stipulated in the contracts. Pertaining to interest rate swaps, requirements for special treatment are satisfied, therefore a special treatment is used.

(b) Hedging instruments and hedged items

· Hedging instruments	Foreign exchange forward contracts, interest rate swap contracts
· Hedged items	Forecasted transactions for foreign currency-denominated accounts receivable, borrowings

(c) Hedging policy

Foreign exchange rate fluctuation risk and interest rate fluctuation risk are hedged based on internal regulations that stipulate authorization relating to derivatives and transaction limits.

(d) Hedging effect evaluation method

The effect is evaluated by checking whether there exists a high correlation among the value fluctuations of hedged items, the cash flow and hedging instruments.

(2) Treatment of consumption taxes

Treated using a tax exclusive method.

(3) Application of a consolidated tax payment system

A consolidated tax payment system is adopted.

6. Changes in important accounting policies

(1) Valuation principles and methods for inventories

Before the change, for inventories held for sale in the ordinary course of business, finished goods and work in process were stated using the lower-of-cost-or-market method per First-in First-out method and materials were stated using the cost method per First-in First-out method. However, because the "Accounting Standard for Measurement of Inventories" (ASBJ Statement No. 9, published July 5, 2006) has been applied from the current fiscal year, the First-in First-out cost method is now employed (for the value stated in the balance sheet, the book value is written down based on the decreased profitability). The impact from this change on profit and loss is immaterial.

(2) Application of Accounting Standard for Lease Transactions

Before the change, the accounting treatment for finance lease transactions not involving the transfer of ownership followed the method for operating lease transactions, but now after the application of the "Accounting Standard for Lease Transactions" (ASBJ Statement No. 13 [Business Accounting Council

Committee No. 1, June 17, 1993; revised March 30, 2007]) and the “Guidance on Accounting Standard for Lease Transactions” (ASBJ Guidance No. 16 [The Japanese Institute of Certified Public Accountants (JICPA) Accounting Standard Committee, January 18, 1994; revised March 30, 2007]) that begin from the current fiscal year, the accounting treatment for those transactions follows the method for ordinary purchase and sales transactions. The accounting treatment for finance lease transactions not involving the transfer of ownership whose transaction commenced before the first fiscal year in which the Accounting Standard for Lease Transactions is applied follows the same method as for ordinary operating lease transactions.

The impact from this change on profit and loss is immaterial.

Notes to Non-Consolidated Balance Sheet

1. The ¥490 million allowance for investment loss appears as a deduction from the investment securities in subsidiaries and affiliates.
2. Accumulated depreciation for property, plant and equipment ¥58,331 million
3. Liabilities for guarantees ¥60,195 million

   The above amount includes ¥59,475 million in contracted guarantees to subsidiaries and affiliates.
4. Short-term monetary claims to subsidiaries and affiliates ¥29,568 million
5. Long-term monetary claims to subsidiaries and affiliates ¥8,198 million
6. Short-term monetary liabilities to subsidiaries and affiliates ¥51,192 million
7. Discounted bills of exchange for export ¥6,198 million

Notes to Non-Consolidated Statement of Income

1. Total transactions with subsidiaries and affiliates

   Amounts resulting from business transactions

   Net sales ¥62,776 million

   Net purchases ¥40,230 million

   Amount resulting from non-business transactions ¥30,418 million

2. For loss on prior period adjustment of ¥15,516 million, concerning investments such as the equity participation in Gyrus Group Limited during the previous fiscal year, because the amount to be expended including fees has been finalized and the allocation of funds for the acquisition cost is complete, a provisional accounting treatment has been determined and the amount of expenses is recorded in the non-consolidated statement of income.

Notes to Non-Consolidated Statement of Changes in Net Assets

1. Number of issued shares at end of current fiscal year 271,283,608 shares
2. Number of treasury shares at end of current fiscal year 4,089,222 shares
3. Total cash dividends during the current fiscal year ¥10,749 million

Notes to Tax Effect Accounting

Breakdown of deferred tax assets and liabilities by main cause

Deferred tax assets	
Inventories	¥2,900 million
Prepaid expenses	¥4,608 million
Accrued bonuses	¥1,016 million
Property, plant and equipment	¥2,337 million
Deferred assets for tax	¥602 million
Intangible fixed assets	¥5,743 million
Denial of loss on valuation of investment securities	¥7,014 million
Denial of loss on valuation of investment securities in subsidiaries and affiliates	¥57,064 million
Denial of provision of allowance for doubtful accounts	¥1,467 million
Other	¥1,321 million
Subtotal of deferred tax assets	¥84,072 million
Valuation allowance	¥(64,368) million
Total deferred tax assets	¥19,704 million
Deferred tax liabilities	
Reserve for advanced depreciation	¥(1,674) million
Reserve for special amortization	¥(155) million
Prepaid pension expenses	¥(3,351) million
Other	¥(26) million
Total deferred tax liabilities	¥(5,206) million
Net deferred tax assets	¥14,498 million

Notes to Leased Fixed Assets

In addition to the fixed assets accounted in the Non-Consolidated Balance Sheet, a portion of the microscope manufacturing equipment and computers are used under leasing agreements.

Notes to Transactions with Related Parties

Subsidiaries and affiliates etc.

Affiliation	Name	Voting rights ownership ratio (%)	Relation	Details of transaction	Amount (Millions of yen)	Item	End-of-period balance (Millions of yen)
Subsidiary	Olympus Corporation of the Americas	Direct ownership 100.0	Interlocking of officers	Contribution in kind of affiliate stock (Note 1)	16,299	–	–
				Contribution in kind of affiliate bonds (Note 2)	140,556	–	–
Subsidiary	KeyMed (Medical & Industrial Equipment) Ltd.	Indirect ownership 100.0	Interlocking of officers	Purchase of affiliate stock (Note 1)	15,575	–	–
Subsidiary	Gyrus Group Limited	Direct ownership 100.0	Interlocking of officers	Disposal of affiliate stock (Note 2)	149,866	–	–
				Purchase of affiliate bonds (Note 2)	140,556	–	–
Subsidiary	Olympus UK Acquisitions	Direct ownership 100.0	Interlocking of officers	Debt equity swaps (Note 2)	205,376	–	–
				Paid capital decrease (Note 2)	206,345	–	–
Subsidiary	ITX Corporation	Direct ownership 82.1	Interlocking of officers	Purchase of affiliate stock (Note 3)	7,000	–	–

Transaction conditions and policy for determining same

Notes:
1. Transaction related to restructuring of surgical business in the U.S. Price calculated using the discounted cash flow method.
2. Transaction effected for the restructuring of the Gyrus Group. Price determined based on the price set at the time of acquisition of Gyrus (based on due diligence, third-party valuation, etc.).
3. Determined based on a share price valuation report prepared by an independent third party.

Notes to Per-Share Information

1. Net assets per share ¥351.80
2. Net loss per share ¥508.83

Notes to Significant Subsequent Events

(Notification concerning Olympus Corporation making Iwaken Co., Ltd. its wholly-owned subsidiary through a share exchange)

The Board of Directors of Olympus Corporation (the “Company”) resolved to make Iwaken Co., Ltd. (“Iwaken”) its wholly-owned subsidiary through a share exchange (the “Share Exchange”) with a scheduled date of June 1, 2009, and entered into a basic agreement with Iwaken (the “Basic Agreement”) on April 10, 2009.

The Company plans to implement the Share Exchange without obtaining approval at General Meeting of Shareholders in accordance with “simplified share exchange” (kan-i kabushiki kokan) procedures pursuant to Article 796, Paragraph 3 of the Company Law of Japan.

1. Purpose of a Share Exchange

The Olympus Group has been focusing on steadily increasing profits in its Medical Systems Business, the core product of which is endoscopes for medical use, while contributing to society by supplying “safe, reliable and efficient” medical procedures.

In the midst of the substantial changes that are occurring in the environment surrounding medical treatment as a result of recent reforms in the healthcare system, the Olympus Group and Iwaken have developed a close partnership centering around the sale of Olympus Group products and Olympus Group Services.

The Company and Iwaken have entered into the Basic Agreement on the basis of their shared conclusion that integration on both a capital and an operational level is the most appropriate way to enable both companies to provide services of an even higher quality to medical institutions, research organizations and other customers.

2. Summary of the Share Exchange

(1) Schedule of the Share Exchange

April 10, 2009	Sign of the Basic Agreement between the Company and Iwaken
April 24, 2009	Meeting of the Board of Directors (Resolution to approve the sign of the agreement pertaining to the Share Exchange (the "Share Exchange Agreement"))
April 24, 2009	Sign of the Share Exchange Agreement between the Company and Iwaken
End of May, 2009	Extraordinary Meeting of Shareholders of Iwaken (Resolution to approve the Share Exchange) (scheduled)
June 1, 2009	Effective date of the Share Exchange (scheduled)

(2) Allocation of shares in the Share Exchange

Name of company	Olympus Corporation (parent company after the Share Exchange)	Iwaken Co., Ltd. (wholly-owned subsidiary after the Share Exchange)
Allocation of Shares in the Share Exchange	1	8.7

Notes: 1. Share exchange ratio
In the Share Exchange, the Company will allocate and deliver 8.7 shares of common stock in exchange for one share of common stock of Iwaken.
2. Number of shares to be delivered through the Share Exchange
2,784,000 shares of common stock
The Company will deliver common shares from its treasury stock to shareholders of Iwaken in the Share Exchange, and will not issue any new shares.

(3) Basis of calculation of the share exchange ratio

(a) Basis of calculation

In order to ensure the fairness and appropriateness of the calculation of the share exchange ratio in the Share Exchange, the Company decided to ask a third party for its opinion as a specialist, and appointed ABeam M&A Consulting Ltd. ("ABeam M&A Consulting") as such third party.

When calculating the share value of the Company shares, ABeam M&A Consulting employed the market price method, because the Company is a listed Company. ABeam M&A Consulting calculated the share value of the Company in accordance with the market price method with reference to share prices during (i) the past one-month period (from March 10, 2009 to April 9, 2009) and (ii) the past three-month period (from January 13, 2009 to April 9, 2009).

When calculating the share value of Iwaken shares, ABeam M&A Consulting employed the discounted cash flow method (the "DCF method"), because Iwaken is an unlisted company. The synergies that the Company expects will arise as a result of Iwaken joining the Olympus Group were included in the future profit plans which formed the basis of the analysis in accordance with the DCF method.

Based on the calculations of the respective share values of the Company and Iwaken in accordance with each of the methods described above and on the basis that one share of the Company represents a value of one, the share exchange ratio in the Share Exchange has been calculated by ABeam M&A Consulting as follows:

Range of the share exchange ratio valuation	Between 6.03 and 11.58

The Company and Iwaken decided to use the share exchange ratio set forth above in the Share Exchange based on the aforementioned calculations by ABeam M&A Consulting and as a result of thorough discussions between the two companies. The share exchange ratio is subject to change upon consultation between the Company and Iwaken in the event of a material change in any of the numerous factors upon which calculations were based.

(b) Relationship with the appraiser
The appraiser, ABeam M&A Consulting, is not a related party of the Company or Iwaken.

(4) Handling of share acquisition rights and bonds with attached share acquisition rights of wholly-owned subsidiary by stock swap
There is no relevant information.

3. Description of Iwaken Co., Ltd. (As of March 31, 2008)

Business description	Sales of medical appliances, physical and chemical instruments and optical devices; repair services in connection with same
Head office	6-4, Hongo 3-chome, Bunkyo-ku, Tokyo
Name and title of representative	Seiji Iwasaki, Representative Director and President
Paid-in capital	¥16 million
Net assets	¥3,203 million (non-consolidated)
Total assets	¥8,042 million (non-consolidated)

Additional Information

(Strategic divestment of diagnostic systems business to Beckman Coulter, Inc.)
The Company resolved, at a meeting of the Board of Directors held on February 27, 2009, to spin-off the diagnostic systems business of the Company's Life Science Business and transfer same to Olympus-DS Corp. (hereinafter, "Olympus-DS"), a wholly-owned subsidiary of the Company on July 1, 2009 (tentative), and, on the same date, transfer all shares of said company to Beckman Coulter Group (hereinafter, "Beckman") centering on Beckman Coulter, Inc. (California, USA.).

1. Purpose of spin-off and business transfer

The environment of the diagnostic systems business is beset by rapidly changing competition dynamics and a recent increase in M&As and entries by companies in other business categories, in addition to the presence on the world market of enormous competitors capitalized in the trillions of yen.
Under these circumstances, the Company determined that, instead of allowing that business to continue independently, subsidiarizing and transferring same to Beckman, a large clinical laboratory testing system manufacturer, would permit the Company to utilize effectively its technology assets, know-how and other managerial resources fostered over many years, and therefore resolved to make our diagnostic systems business a subsidiary by a company split and transfer all shares of said subsidiary to Beckman.

2. Scale of subject business

(1) Description of business of subject division

Manufactures and sales of products related to clinical laboratory testing equipment

(2) Business results of subject division

Net sales and total assets in the diagnostic systems business for the fiscal year ended March 31, 2009 amounted to ¥15,500 million and ¥7,600 million, respectively.

3. Details of the transfer of shares

(1) Business transfer agreement

(a) Subject of transfer

Diagnostic systems business operated by the Company

(b) Transfer price

¥77,500 million (tentative) for the entire Group

(c) Transfer schedule

February 27, 2009	Execution of business transfer agreement
July 1, 2009	Transfer date (tentative)

(2) Overview of transferee

The transferees are to be Beckman Coulter, Inc. and subsidiaries and affiliates of the company.

Overview of main transferee

Trade name	Beckman Coulter, Inc.
Representative	Scott Garrett, Chief Executive Officer
Paid-in capital	US$6.9 million
Location	California, U.S.A.
Main business	Manufactures and sales of products related to clinical diagnostic instruments
Relation to the Company	No capital, personnel or business relations exist

(English Translation of the Auditors' Report Originally Issued in the Japanese Language)

The Accounting Auditors' Audit Report of Consolidated Financial Statements

Independent Auditors' Audit Report

KPMG AZSA & Co.
Seiichi Sasa, CPA, Designated and Engagement Partner [Seal]
Suminori Ikeda, CPA, Designated and Engagement Partner [Seal]
Naoshi Yamaguchi, CPA, Designated and Engagement Partner [Seal]

May 20, 2009

To the Board of Directors of OLYMPUS CORPORATION

We have audited the Consolidated Balance Sheet, Consolidated Statement of Income, Consolidated Statement of Changes in Net Assets, and Notes to the Consolidated Financial Statements of OLYMPUS CORPORATION for the consolidated fiscal year beginning on April 1, 2008 and ending on March 31, 2009, in accordance with Article 444.4 of the Company Law. Responsibility for preparation of these financial statements lies with the Company's management. Our responsibility is to express an opinion on these financial statements from an independent perspective.

We conducted our audit in accordance with generally accepted auditing standards in Japan. The auditing standards require us to obtain reasonable assurance as to whether or not there are any material misstatements in financial statements and supporting schedules. The auditing is conducted on a test basis, and includes overall examinations of the disclosures of financial statements and supporting schedules, and the evaluation of accounting principles and methods and estimates used by the management. We believe that we have obtained reasonable bases to express our opinion as a result of our audit. In addition, our audit procedures included those that we considered necessary to conduct our audit of the Company's subsidiaries for the related consolidated fiscal year.

In our opinion, the Consolidated Financial Statements referred to above present fairly, in all material respects, the financial position and the results of operations of OLYMPUS CORPORATION for the period, for which the Consolidated Financial Statements were prepared, in conformity with accounting principles generally accepted in Japan.

Our firm and engagement partners have no interest in the Company which should be disclosed pursuant to the provisions of the Certified Public Accountants Law of Japan.

(English Translation of the Auditors' Report Originally Issued in the Japanese Language)

The Accounting Auditors' Audit Report of Non-Consolidated Financial Statements

Independent Auditors' Audit report

KPMG AZSA & Co.
Seiichi Sasa, CPA, Designated and Engagement Partner [Seal]
Suminori Ikeda, CPA, Designated and Engagement Partner [Seal]
Naoshi Yamaguchi, CPA, Designated and Engagement Partner [Seal]

May 20, 2009

To the Board of Directors of OLYMPUS CORPORATION

We have audited the Non-Consolidated Balance Sheet, Non-Consolidated Statement of Income, Non-Consolidated Statement of Changes in Net Assets, and Notes to the Non-Consolidated Financial Statements of OLYMPUS CORPORATION for the non-consolidated fiscal year beginning on April 1, 2008 and ending on March 31, 2009, in accordance with Article 436.2.1 of the Company Law. Responsibility for preparation of these financial statements lies with the Company's management. Our responsibility is to express an opinion on these financial statements from an independent perspective.

We conducted our audit in accordance with generally accepted auditing standards in Japan. The auditing standards require us to obtain reasonable assurance as to whether or not there are any material misstatements in financial statements and supporting schedules. The auditing is conducted on a test basis, and includes overall examinations of the disclosures of financial statements and supporting schedules, and the evaluation of accounting principles and methods and estimates used by the management. We believe that we have obtained reasonable bases to express our opinion as a result of our audit. In addition, our audit procedures included those that we considered necessary to conduct our audit of the Company's subsidiaries for the related non-consolidated fiscal year.

In our opinion, the Non-Consolidated Financial Statements referred to above present fairly, in all material respects, the financial position and the results of operations of OLYMPUS CORPORATION for the period, for which the Non-Consolidated Financial Statements were prepared, in conformity with accounting principles generally accepted in Japan.

Our firm and engagement partners have no interest in the Company which should be disclosed pursuant to the provisions of the Certified Public Accountants Law of Japan.

(English Translation of the Corporate Auditors' Report Originally Issued in the Japanese Language)

The Board of Corporate Auditors' Audit Report

Audit Report

Based on the audit report prepared by each Corporate Auditor with regard to the performance of duties by the Directors of OLYMPUS CORPORATION (the "Company") for the 141st fiscal year (from April 1, 2008 to March 31, 2009), the Board of Corporate Auditors of the Company prepares this audit report after deliberation and reports as follows:

1. Auditing methods used by Corporate Auditors and the Board of Corporate Auditors, and details of audit

The Board of Corporate Auditors specified an audit policy, assigned duties to each Corporate Auditor and received reports from each Corporate Auditor on the status of implementation and results of audit as well as received reports from Directors and accounting auditors on the status of the execution of their duties and asked them for explanations as required.

Each Corporate Auditor, according to the auditing standards set up by the Board of Corporate Auditors, the audit policies and the duties assigned to each Corporate Auditor, has maintained good communications with Directors, the Internal Audit Department and other employees and strived to collect information and improve the audit environment as well as attended meetings of the Board of Directors and other meetings as deemed important, received from Directors and employees reports on the execution of their duties, asked for explanations as necessary, perused the documents whereby the important decisions were made, and examined business and financial conditions at the head office and principal operating offices. In addition, we have monitored and verified the details of the resolution made by the Board of Directors concerning the establishment of systems defined in Article 100, Paragraph 1 and Paragraph 3 of the Regulations for Enforcement of the Company Law. We have monitored and verified the status of the systems established based on the said resolution (internal control systems that are necessary for ensuring compliance with laws and the Company's Articles of Incorporation in the performance of duties by Directors and for ensuring appropriateness of duties of a joint stock company). Regarding internal controls related to financial reporting, reports were received from Directors and the KPMG AZSA & Co. concerning valuation and auditing of same and explanations were requested as per need.

With regard to the basic policy pursuant to Article 127, Item 1 of the Regulations for Enforcement of the Company Law and items pursuant to Item 2 of the same Article, which are described in the business report, we have reviewed their details in consideration of the status of deliberations at the Board of Directors, etc. Also, we have maintained good communications and exchanged information with directors and others of the subsidiaries of the Company and asked the subsidiaries for reports on their business conditions as per need. Based on the methods mentioned above, we have reviewed the financial statements for the said fiscal year and their supplementary schedules.

We have also monitored and verified whether the accounting auditors maintain independence and properly implement audit, received from the accounting auditors' reports on the execution of their duties and asked them for explanations as necessary. The accounting auditors reported to us that "systems for ensuring proper execution of duties" (listed in each item of Article 131 of the Corporate Calculation Regulations) have been established in accordance with the quality control standards concerning audit (Business Accounting Council, October 28, 2005), etc., and we asked them for explanations as necessary. Based on the methods mentioned above, we have reviewed financial statements for the said fiscal year (balance sheet, statement of income, statement of changes in net assets and notes to non-consolidated financial statements), their supplementary schedules and consolidated financial statements (consolidated balance sheet, consolidated statement of income, consolidated statement of changes in net assets, etc. and notes to consolidated financial statements).

2. Audit results

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

(i) We confirm that the business report and its supplementary schedules present fairly the situation of the Company in accordance with relevant laws and regulations and the Company's Articles of Incorporation.

(ii) With respect to the Directors' performance of their duties, we confirm that there has been no improper act committed or important violation of applicable laws and regulations or of the Articles of Incorporation.

(iii) We confirm that the details of the resolution made by the Board of Directors concerning internal control systems are proper. With respect to the Directors' performance of their duties regarding the said internal control systems, we confirm that there is no matter to be pointed out, including internal controls for financial reporting.

(iv) With respect to the basic policy concerning the persons who control the Company's decisions on financial matters and business policies, which is described in the business report, we confirm that there is no matter to be pointed out. We confirm that the items are based on the said basic policy, that they do not damage the common interests of shareholders of the Company and that they are not aimed at maintaining the positions of Directors of the Company.

(2) Results of audit of financial statements and their supplementary schedules
We confirm that the auditing methods and results of KPMG AZSA & Co., an accounting auditor, are proper.

(3) Results of audit of consolidated financial statements
We confirm that the auditing methods and results of KPMG AZSA & Co., an accounting auditor, are proper.

May 22, 2009
The Board of Corporate Auditors,
OLYMPUS CORPORATION
Standing Corporate Auditor: Tadao Imai [Seal]
Standing Corporate Auditor: Katsuo Komatsu [Seal]
Outside Corporate Auditor: Makoto Shimada [Seal]
Outside Corporate Auditor: Yasuo Nakamura [Seal]

Reference Documents for the General Meeting of Shareholders

Propositions and information:

1st Agenda: Reduction of Legal Capital Surplus and Appropriation of Surplus

1. Reduction of Legal Capital Surplus

The Company, aiming to make its capital policy more flexible, desires to reduce its legal capital surplus and appropriate the amount to other capital surplus pursuant to the provisions of Article 448, Paragraph 1 of the Company Law of Japan.

(1) Amount of reduction from legal reserve

¥50,000,000,000 from the ¥73,027,269,396 of legal capital surplus

(2) Effective date of reduction of legal capital surplus

July 3, 2009

2. Appropriation of Surplus

Pursuant to the provisions of Article 452 of the Company Law of Japan, the Company desires to reduce a portion of other capital surplus subsequent to the appropriation as per 1 above and appropriate the amount to retained earnings carried forward, and reduce the reserve for product development and general reserve and appropriate the amount to retained earnings carried forward.

(1) Items of surplus to be reduced and amounts

Other capital surplus	¥14,325,363,759
Reserve for product development	¥4,000,000,000
General reserve	¥59,068,656,627

(2) Items of surplus to be increased and amounts

Retained earnings carried forward	¥77,394,020,386

We sincerely regret that no year-end dividend will be paid for the fiscal year under review.

2nd Agenda: Partial Amendments to the Articles of Incorporation

1. Reason for the Amendments

With the implementation of the “Law for Partial Amendments to the Law Concerning Book-Entry Transfer of Corporate Bonds and Other Securities for the Purpose of Streamlining the Settlements of Trades of Stocks and Other Securities” (Law No. 88 of 2004, hereinafter referred to as the “Settlement Rationalization Law”) on January 5, 2009, it has been deemed that the amendments to the Articles of Incorporation (Issuance of Share Certificates) for abolishing the provisions thereof was resolved. The Company would thus like to delete the Article 7 of the current Articles of Incorporation and other unnecessary provisions or wordings related to the share certificates and make necessary changes, including the renumbering of the Articles.

Furthermore, since the register of loss share certificates shall be created and placed until the day in one year after the day following the date of the enforcement date of the Settlement Rationalization Law, the Company would then establish Supplementary Provisions concerning a provision regarding the registry.

2. Details of the Amendments

The following are the details of the amendments.

(Underlined portions represent amendments)

Current Articles of Incorporation	Proposed Amendments
Article 7. (Issuance of Share Certificates) The Company shall issue the share certificates representing the Company's shares.	(Deleted)
Article 8. (Purchase of Own Shares) (Omitted)	Article 7. (Purchase of Own Shares) (Unchanged)
Article 9. (Number of Shares Constituting One Unit; Non-issuance of Share Certificates for Shares Constituting Less Than One Full Unit) (Omitted) 2. Regardless of Article 7, the Company will not issue share certificates for shares constituting less than a unit, except where such issuance is provided under the Company's Share Handling Regulations.	Article 8. (Number of Shares Constituting One Unit) (Unchanged) (Deleted)
Article 10. (Decision-Making Body of Allotment of Share Acquisition Rights Without Consideration) (Omitted)	Article 9. (Decision-Making Body of Allotment of Share Acquisition Rights Without Consideration) (Unchanged)
Article 11. (Share Registration Agent) (Omitted) 2. (Omitted) 3. Creation, placement and other matters related to the List of Shareholders (including a beneficial owners, hereinafter same definition), the Register of Right to Acquire Shares and the Register of Loss Share Certificates of the Company shall be delegated to and be made by the share registration agent and shall not by the Company.	Article 10. (Share Registration Agent) (Unchanged) 2. (Unchanged) 3. Creation, placement and other matters related to the List of Shareholders and the Register of Right to Acquire Shares of the Company shall be delegated to and be made by the share registration agent and shall not by the Company.
Article 12. (Share Handling Regulations) (Omitted)	Article 11. (Share Handling Regulations) (Unchanged)
CHAPTER III. GENERAL MEETING OF SHAREHOLDERS	CHAPTER III. GENERAL MEETING OF SHAREHOLDERS
Article 13. to (Omitted) Article 15.	Article 12. to (Unchanged) Article 14.

Current Articles of Incorporation	Proposed Amendments
Article 16. (Deemed Delivery of Reference Materials for General Meeting of Shareholders by Disclosure on the Internet) Upon convocation of a General Meeting of Shareholders, disclosure of reference materials for General Meeting of Shareholders, business reports and financial statements and consolidated financial statements and any information that should be described or otherwise indicated, should be made on the Internet pursuant to requirements set forth by the Ministry of Justice. Such information shall be deemed to have been delivered by the Company to its shareholders (including a beneficial owners, hereinafter same definition).	Article 15. (Deemed Delivery of Reference Materials for General Meeting of Shareholders by Disclosure on the Internet) Upon convocation of a General Meeting of Shareholders, disclosure of reference materials for General Meeting of Shareholders, business reports and financial statements and consolidated financial statements and any information that should be described or otherwise indicated, should be made on the Internet pursuant to requirements set forth by the Ministry of Justice. Such information shall be deemed to have been delivered by the Company to its shareholders.
Article 17. to Article 41. (Omitted)	Article 16. to Article 40. (Unchanged)
(Newly Established)	**Supplementary Provisions**
(Newly Established)	Article 1. Creation, placement and other matters related to the Register of Loss Share Certificates of the Company shall be delegated to and be made by the share registration agent and shall not by the Company.
(Newly Established)	Article 2. The provisions of the previous Article and this Article shall be effective until January 5, 2010, and will be repealed on January 6, 2010.

3rd Agenda: Election of Fifteen Directors

Upon the conclusion of this General Meeting of Shareholders, the terms of office of all Directors (fifteen) will expire, therefore, it is hereby proposed that fifteen Directors be elected.

The candidates for Director are as follows:

No.	Name (Date of birth)	Profile, and position and responsibility in the Company [Representative position held in other companies, etc.]	Number of shares of the Company held
1	Tsuyoshi Kikukawa (February 27, 1941)	October 1964: Joined the Company June 1993: Director June 1998: Managing Director June 2001: President and Representative Director (to present)	36,000 shares
2	Masaharu Okubo (March 25, 1947)	April 1970: Joined the Company June 1998: Director (to present) June 2002: Executive Officer April 2003: Group President, Industrial Systems Group June 2004: Executive Managing Officer April 2005: Director in charge of IMS Business Div. and PS Business Div. President and Representative Director, Olympus Imaging Corp. (to present) June 2007: Senior Executive Managing Officer (to present) [Representative position held in other companies, etc.] President and Representative Director, Olympus Imaging Corp. Chairman of the board, Olympus Corporation of the Americas	12,000 shares
3	Hideo Yamada (December 25, 1944)	April 1963: Joined the Company June 2002: Executive Officer April 2003: Group President, Corporate Center June 2003: Director (to present) June 2004: Executive Managing Officer April 2005: Director in charge of Corporate Social Responsibility Div. and Internal Audit Dept. (to present) April 2006: Director in charge of Corporate Planning Div. April 2007: Director in charge of Trade Compliance Bureau (to present) June 2007: Senior Executive Managing Officer (to present) April 2009: Director in charge of Corporate Center (to present)	16,000 shares

No.	Name (Date of birth)	Profile, and position and responsibility in the Company [Representative position held in other companies, etc.]	Number of shares of the Company held
4	Haruhito Morishima (November 20, 1947)	April 1970: Joined the Company June 2001: Executive Officer April 2004: Division Manager, Sales & Marketing Div. Director, Olympus Medical Systems Corp. June 2004: Division Manager, Domestic Sales Div. April 2005: Executive Managing Officer President and Representative Director, Olympus Medical Systems Corp. (to present) June 2005: Director (to present) June 2008: Senior Executive Managing Officer (to present) [Representative position held in other companies, etc.] President and Representative Director, Olympus Medical Systems Corp.	15,065 shares
5	Masataka Suzuki (February 19, 1951)	April 1973: Joined the Company April 2002: Senior Vice President, Olympus Europa GmbH (current Olympus Europa Holding GmbH) June 2002: Executive Officer April 2005: Executive Managing Officer President and Representative Director, Olympus Europa Holding GmbH June 2005: Director (to present) April 2008: Executive Managing Director, Shareholder Representative, Olympus Europa Holding GmbH June 2008: Senior Executive Managing Officer (to present) April 2009: Chief Executive Officer, Olympus (China) Co., Ltd. (to present) [Representative position held in other companies, etc.] Chief Executive Officer, Olympus (China) Co., Ltd.	13,000 shares

No.	Name (Date of birth)	Profile, and position and responsibility in the Company [Representative position held in other companies, etc.]	Number of shares of the Company held
6	Kazuhisa Yanagisawa (March 20, 1949)	April 1974: Joined the Company June 1999: Director June 2001: Senior Executive Officer June 2002: Executive Officer April 2004: Division Manager, Biomedical Business Incubation Div. April 2005: Executive Managing Officer (to present) Group President, Life Science Group (to present) June 2005: Director (to present) April 2009: Group President, Corporate R&D Center (to present)	17,000 shares
7	Shuichi Takayama (January 13, 1950)	April 1970: Joined the Company April 2003: Division Manager, R&D Planning Div. (to present) June 2003: Executive Officer June 2006: Director (to present) June 2007: Executive Managing Officer (to present) April 2009: Division Manager, Medical Technology R&D Division (to present)	11,000 shares
8	Takashi Tsukaya (July 30, 1951)	April 1976: Joined the Company April 2004: Division Manager, Medical Planning & Support Div. June 2004: Executive Officer October 2004: Deputy Division Manager, Production Engineering Div. April 2005: Division Manager, Production Engineering Div. (to present) April 2006: Director in charge of Quality and Environment Administration Div. (to present) June 2006: Director (to present) June 2007: Executive Managing Officer (to present)	8,000 shares

No.	Name (Date of birth)	Profile, and position and responsibility in the Company [Representative position held in other companies, etc.]	Number of shares of the Company held
9	Hisashi Mori (May 10, 1957)	April 1981: Joined the Company April 2002: General Manager, Corporate Planning Dept. April 2005: Division Manager, Corporate Planning Div. (to present) June 2006: Division Manager, Corporate Social Responsibility Div. (to present) Executive Officer (to present) Director (to present) July 2006: Director in charge of New Business Planning Div. (to present) July 2007: Director in charge of New Business Administration Div. (to present) April 2009: Group President, Corporate Center (to present)	8,000 shares
10	Kazuhiro Watanabe (July 1, 1952)	April 1976: Joined the Company June 2001: General Manager, Accounting Dept. October 2004: Executive Vice president, Olympus America Inc. June 2005: Executive Officer (to present) April 2008: Director and Executive Vice president, Olympus America Inc. (to present) June 2008: Director (to present)	3,000 shares
11	*Shinichi Nishigaki (December 4, 1954)	April 1980: Joined the Company April 2004: General Manager, Medical Therapeutic Products Dept. June 2007: Director, Olympus Medical Systems Corp. (to present) Executive Officer (to present)	3,000 shares
12	*Hironobu Kawamata (January 7, 1959)	April 1982: Joined the Company October 2004: General Manager, Accounting Dept. (to present) April 2006: General Manager, Global Administration Dept. (to present) April 2007: Division Manager, Business Support Div. (to present)	0 share

No.	Name (Date of birth)	Profile, and position and responsibility in the Company [Representative position held in other companies, etc.]	Number of shares of the Company held
13	Rikiya Fujita (February 25, 1936)	April 1961: Joined Internal Medicine Fourth Dept., The University of Tokyo Faculty of Medicine April 1973: General Manager, Foundation of Tokyo Cancer Screening Center April 1983: Professor, Gastroenterology, Showa University Fujigaoka Hospital April 2001: General Manager, Endoscopy, Division of Gastroenterology, Cancer Institute Hospital, Japanese Foundation For Cancer Research June 2006: Director, Sankikai Association and President, Tsurumaki Onsen Hospital (to present) June 2007: Outside Director (to present)	1,000 shares
14	Masanobu Chiba (December 18, 1940)	April 1964: Joined Nikkei Inc. March 1995: Director, Nikkei Inc. March 1997: Executive Director, Nikkei Business Publications, Inc. March 2000: Senior Executive Director, Nikkei Business Publications, Inc. March 2002: President and Representative Director, Berite Ltd. (current Nikkei BP Ad Partners, Inc.) March 2007: President and Representative Director, LBS Co., Ltd. (to present) June 2008: Outside Director (to present) [Representative position held in other companies, etc.] President and Representative Director, LBS Co., Ltd.	1,000 shares

No.	Name (Date of birth)	Profile, and position and responsibility in the Company [Representative position held in other companies, etc.]	Number of shares of the Company held
15	Junichi Hayashi (December 4, 1950)	April 1974: Joined Nomura Securities Co., Ltd. April 1988: General Manager, Receivable Dept., PARIBAS Securities (Japan) Limited (current BNP PARIBAS Securities (Japan) Limited) April 1992: Division Manager, Receivable Dept., PARIBAS Securities (Japan) Limited January 1998: Senior General Manager, Corporate Finance Dept., PARIBAS Securities (Japan) Limited May 2001: Director, Real Estate Securitization Dept., Credit Suisse First Boston (current Credit Suisse Securities (Japan) Limited) March 2004: Representative Director, Altima Partners Ltd. (current Angram Ltd.) (to present) June 2005: Outside Corporate Auditor, ITX Corporation (to present) June 2008: Outside Director (to present) [Representative position held in other companies, etc.] Representative Director, Angram Ltd.	0 share

Notes: 1. The persons denoted with an asterisk (*) are new candidates.

2. The candidate for Director, Mr. Masanobu Chiba, is President and Representative Director of LBS Co., Ltd., with which the Company has transactions concerning the advertisement.
There is no special interest between the other candidates and the Company.

3. Messrs. Fujita, Chiba and Hayashi are candidates for Outside Director.

4. Reasons for election of the candidates for Outside Director

(1) It is proposed that Mr. Rikiya Fujita be elected Outside Director of the Company, so that his extensive experience and diverse knowledge as a medical doctor may be applied to the Company's management primarily in the field of medical and life science businesses.

(2) It is proposed that Mr. Masanobu Chiba be elected Outside Director of the Company, so that his extensive experience and diverse knowledge as a Director at Nikkei Inc. and its group companies may be applied to the Company's management.

(3) It is proposed that Mr. Junichi Hayashi be elected Outside Director of the Company, so that his experience in the securities industry as well as his extensive experience and diverse knowledge as a Director at investment consulting companies may be applied to the Company's management.

5. Although Mr. Rikiya Fujita has never been directly involved in corporate management by means other than as Outside Director, the Company has judged that he can perform his duties as Outside Director responsibly because his extensive knowledge and experience as a medical doctor and director of various entities will be instrumental in helping the Company make better business decisions.
6. Term of office of the candidates for Outside Director as Outside Directors of the Company
   Messrs. Fujita, Chiba and Hayashi are presently Outside Directors of the Company. Mr. Fujita will have served as Outside Director of the Company for two years upon the conclusion of this General Meeting of Shareholders and Messrs. Chiba and Hayashi will have served as Outside Directors of the Company for one year upon the conclusion of this General Meetings of Shareholders.
7. Limitation of Liability Agreement with Outside Directors
   As provided in the Articles of Incorporation of the Company, the Company may execute agreements with Outside Directors, which limit their liabilities for damages as set forth in Article 423, Paragraph 1 of the Company Law to the amount prescribed in laws and regulations as long as they act in good faith and without gross negligence. The Company has already executed the limitation of liability agreement with the candidates for Outside Director Messrs. Fujita, Chiba and Hayashi, respectively. If they are elected, the Company will continue the same agreement with them, respectively.

4th Agenda: Election of One Substitute Corporate Auditor

In order to maintain the continuity of auditing activities in case there is a vacancy in the Corporate Auditor's position, we propose the election of one substitute Corporate Auditor.

The validity of the election of substitute Corporate Auditor by this agenda can be nullified by resolution of the Board of Directors only before his assumption of office with the approval of the Board of Corporate Auditors.

As for the submission of this agenda, the agreement of the Board of Corporate Auditors has been obtained.

The candidate for substitute Corporate Auditor is as follows:

Name (Date of birth)	Profile, and position and responsibility in the Company [Representative position held in other companies, etc.]		Number of shares of the Company held
Shinichi Hayashi (January 31, 1948)	April, 1971:	Joined Nissho Iwai Corporation (current Sojitz Corporation)	0 share
	April, 2001:	General Manager, Machinery Company Plant Project Dept., Sojitz Corporation	
	June, 2001:	Standing Corporate Auditor, ITX Corporation (to present)	

Notes:
1. There is no special interest between the candidate and the Company.
2. Mr. Shinichi Hayashi meets the requirements for Outside Corporate Auditor.
3. Reason for electing the candidate for substitute Outside Corporate Auditor
   Mr. Shinichi Hayashi is currently working as a standing corporate auditor of ITX Corporation and has extensive experience and diverse knowledge. The Company elected him as a candidate for substitute Outside Corporate Auditor expecting that he provides objective and unbiased auditing services as the Company's Corporate Auditor.
4. Limitation of Liability Agreement with the substitute Outside Corporate Auditor
   As provided in the Articles of Incorporation of the Company, the Company may execute agreements with Outside Corporate Auditors, which limit their liabilities for damages as set forth in Article 423, Paragraph 1 of the Company Law to the amount prescribed in laws and regulations as long as they act in good faith and without gross negligence. If Mr. Hayashi is elected as Auditor, the Company will execute a limitation of liability agreement with him.

5th Agenda: Election of Accounting Auditor

Upon the conclusion of this General Meeting of Shareholders, KMPG AZSA & Co., the Accounting Auditors of the Company, shall resign from their position. Therefore, we propose the appointment of Ernst & Young ShinNihon LLC as the new Accounting Auditors.

As for the submission of this agenda, the agreement of the board of Corporate Auditors has been obtained.

The candidate for Accounting Auditor is as follows:

Name	Ernst & Young ShinNihon LLC
Office	Head Office: Hibiya Kokusai Bldg. 2-2-3 Uchisaiwai-cho, Chiyoda-ku, Tokyo Other offices: Domestic — Tokyo, etc. — Total 35 locations Overseas — New York, etc. — Total 31 locations
History	Showa Ota & Co. (established October 1985) and Century Audit Corporation (established January 1986) merged in April 2000 becoming Century Ota Showa & Co. In July 2001, the name was changed to Shin Nihon & Co. In July 2008, the name was changed to Ernst & Young ShinNihon LLC.
Outline	(As of March 31, 2009) Capital: ¥721 million Number of audit clients: 4,462 Staffing: CPAs 2,533 Part-qualified accountants 2,161 Others 1,625 Total 6,319

6th Agenda: Renewal of Countermeasures to Large-Scale Acquisitions of Olympus Corporation Shares (Takeover Defense Measures)

The Company adopted the plan for countermeasures to large-scale acquisitions of the shares in the Company (takeover defense measures) (the "Former Plan") subject to shareholder approval by resolution of the Board of Directors on May 10, 2006 and obtained approval at the ordinary general meeting of shareholders held on June 29, 2006 for the 138th business term. The effective period of the Former Plan will expire at the conclusion of this Ordinary General Shareholders Meeting.

The Board of Directors determined at the meeting held on May 25, 2009 to partially revise the basic policy regarding the persons who control decisions on the Company's financial and business policies (as provided in main text of Article 118, Item 3 of the Enforcement Regulations of the Corporation Law; the "Basic Policy") subject to shareholder approval at this Ordinary General Shareholders Meeting, and to revise and renew the Former Plan (this revision and renewal will be referred to as the "Renewal" and the revised plan will be referred to as the "Plan") before the Former Plan expires, as a measure to prevent decisions on the Company's financial and business policies from being controlled by persons deemed inappropriate (Article 118, Item 3(ii)(b) of the Enforcement Regulations of the Corporation Law). Accordingly, the Company proposes to obtain the approval of the shareholders to assign to the Board of Directors the authority to decide matters relating to the gratis allotment of stock acquisition rights pursuant to the terms and conditions set out in 2., 'Proposal Details' below to be utilized in the Plan in accordance with Article 10 of the Articles of Incorporation (if the second agenda item is passed in the resolution of this Ordinary General Meeting of Shareholders , Article 9).

1. Reason for Proposal

(1) Basic Policy Regarding Persons Who Control Decisions on the Company's Financial and Business Policies

The Company believes that the persons who control decisions on the Company's financial and business policies need to be persons who fully understand the details of the Company's financial and business affairs and the source of the Company's corporate value and who will make it possible to continually and persistently ensure and enhance the Company's corporate value and, in turn, the common interests of its shareholders.

The Company will not indiscriminately reject a large-scale acquisition of the shares in the Company if it will contribute to the corporate value of the Company and, in turn, the common interests of its shareholders. The Company also believes that ultimately its shareholders as a whole must make the decision on any proposed acquisition that would involve a transfer of corporate control of a joint stock company.

Nonetheless, there are some forms of corporate acquisition that benefit neither the corporate value of the target company nor the common interests of its shareholders, including those with a purpose that would obviously harm the corporate value of the target company and, in turn, the common interests of its shareholders, those with the potential to substantially coerce shareholders into selling their shares, those that do not provide sufficient time or information for the target company's board of directors and shareholders to consider the details of acquisition or for the target company's board of directors to make an alternative proposal, and those that require the target company to negotiate with the acquirer in order to procure more favorable terms for shareholders than those presented by the acquirer.

Above all, in order for the Company to ensure and enhance its corporate value and the common interests of its shareholders, it is essential that the Company has a management function that emphasizes (i) maintaining technologies and personnel that have been cultivated over the years and protecting and improving technologies and personnel from a long-term perspective; and (ii) maintaining and strengthening its network with clients and the Company's brand.

Unless the acquirer of a proposed large-scale acquisition of the shares in the Company understands the source of the corporate value of the Company and would ensure and enhance these elements over the medium-to-long term, the corporate value of the Company and, in turn, the common interests of its shareholders would be harmed. The Company believes that persons who would make a large-scale acquisition of the shares in the Company in a manner that does not contribute to the corporate value of the Company or the common interests of its shareholders would be inappropriate to become persons who would control decisions on the Company's financial and business policies. The Company also believes that it is necessary to ensure the corporate value of the Company and, in turn, the common interests of its shareholders by taking the necessary and reasonable countermeasures against a large-scale acquisition by such persons.

(2) Purpose of the Plan

The Company will implement the Renewal for the purpose of ensuring and enhancing the corporate value of the Company and, in turn, the common interests of its shareholders in accordance with the Basic Policy.

As set out in the Basic Policy, the Board of Directors believes that persons who would propose a large-scale acquisition of the shares in the Company in a manner that does not contribute to the corporate value of the Company or the common interests of its shareholders would be inappropriate to become persons who control decisions on the Company's financial and business policies. The purpose of the Plan is to prevent decisions on the Company's financial and business policies from being controlled by persons deemed inappropriate, to deter large-scale acquisitions that are detrimental to the corporate value of the Company and the common interests of its shareholders, and on the occasion that it receives a large-scale acquisition proposal from an acquirer, to ensure the necessary time and information for shareholders to decide whether or not to accept the large-scale acquisition proposal or for the Board of Directors to present an alternative proposal to the shareholders, or to enable the Board of Directors to negotiate for the benefit of the shareholders.

2. Proposal Details

(1) Plan Outline

The Plan sets out procedures necessary to achieve the purpose stated above, including the requirement for acquirers to provide information in advance in the case that an acquirer intends to make an acquisition of 20% or more of the Company's share certificates or other equity securities.

The acquirer must not effect a large-scale acquisition of the shares or other equity securities in the Company until and unless the Board of Directors determines not to trigger the Plan in accordance with the procedures for the Plan.

In the event that an acquirer does not follow the procedures set out in the Plan, or a large-scale acquisition of the shares or other equity securities in the Company could harm the corporate value of the Company and the common interests of its shareholders and if the acquisition satisfies the triggering requirements set out in the Plan, the Company will allot stock acquisition rights with (a) an exercise condition that does not allow the acquirer to exercise the rights in principle and (b) an acquisition provision to the effect that the Company may acquire the stock acquisition rights in exchange for shares in the Company from persons other than the acquirer, by means of a gratis allotment of stock acquisition rights (*shinkabu yoyakuken mushou wariate*) to all shareholders, except the Company, at that time.

If a gratis allotment of stock acquisition rights were to take place in accordance with the Plan and all shareholders other than the acquirer received shares in the Company as a result of those shareholders exercising or the Company acquiring those stock acquisition rights, the ratio of voting rights in the Company held by the acquirer may be diluted by up to 50%.

In order to eliminate arbitrary decisions by Directors, the Company will establish the Special Committee, which is composed of members such as Outside Directors in accordance with the rules of the Special Committee (as outlined in Note 1), to make objective decisions with respect to matters such as the implementation or non-implementation of the gratis allotment of stock acquisition rights or the acquisition of stock acquisition rights under the Plan. In addition, the Board of Directors may, if prescribed in the Plan, convene a Shareholders Meeting (defined at (g) of 2.(2), 'Procedures for Triggering and Abolishing the Plan;' hereinafter the same) and confirm the intent of the Company's shareholders regarding the implementation of the gratis allotment of the stock acquisition rights. Transparency with respect to the course of those procedures will be ensured by timely disclosure to all of the Company's shareholders.

(2) Procedures for Triggering and Abolishing the Plan

(a) Targeted Acquisitions

The Plan will be applied in cases where any purchase or other acquisition of share certificates, etc. of the Company that falls under (i) or (ii) below or any similar action, or a proposal (Note 2) for such action (except for such action as the Board of Directors separately determines not to be subject to the Plan; the "Acquisition") will take place.

(i) A purchase or other acquisition that would result in the holding ratio of share certificates, etc. (*kabuken tou hoyuu wariai*) (Note 3) of a holder (*hoyuusha*) (Note 4) totaling at least 20% of the share certificates, etc. (*kabuken tou*) (Note 5) issued by the Company; or

(ii) A tender offer (*koukai kaitsuke*) (Note 6) that would result in the party conducting the tender offer's ownership ratio of share certificates, etc. (*kabuken tou shoyuu wariai*) (Note 7) and the ownership ratio of share certificates, etc. of a person having a special relationship (*tokubetsu kankei-sha*) (Note 8) totaling at least 20% of the share certificates, etc. (*kabuken tou*) (Note 9) issued by the Company.

The party effecting the Acquisition (the "Acquirer") shall follow the procedures prescribed in the Plan, and the Acquirer must not effect an Acquisition until and unless the Board of Directors passes a resolution not to implement the gratis allotment of Stock Acquisition Rights (defined in 2.(2)(e)(i)) in accordance with the Plan.

(b) Submission of Acquirer's Statement

The Company will request an Acquirer to submit to the Company in the form separately prescribed by the Company a document which includes an undertaking that the Acquirer will comply with the procedures set out in the Plan (with the signature, or the name and seal of the representative of the Acquirer) and a qualification certificate of the person whose signature, or whose name and seal, is placed on the document (collectively, "Acquirer's Statement") before commencing or effecting the Acquisition. The Acquirer's Statement must include the Acquirer's name and address (location of headquarters, in case of a corporation), location of offices, the governing law for establishment, name of the representative, contact information in Japan and an outline of the intended Acquisition. The Acquirer's Statement and the Acquisition Document set out in (c) below must be written in Japanese.

(c) Request to the Acquirer for the Provision of Information

The Company will provide an Acquirer with the format for the Acquisition Document (defined below), including a list of information that the Acquirer should provide to the Company, no later than 10 business days after receiving the Acquirer's Statement. The Acquirer must provide the Board of Directors with the document in the form provided by the Company, which includes the information described in each item of the list below ("Essential Information") (collectively, "Acquisition Document").

If the Board of Directors receives an Acquisition Document, it will promptly send it to the Special Committee. (Standards for appointing members, requirements for resolutions, resolution matters, and other matters concerning the Special Committee are as described in Note 1 and details of members of the Special Committee at the time of the Renewal of the Plan are as described in the attachment 'Profiles of the Members of the Special Committee.') If the Special Committee determines that the Acquisition Document does not include sufficient Essential Information, it may, directly or indirectly, set a reply period and request the Acquirer to provide additional information. In such case, the Acquirer should provide the additional information within the set time limit.

(i) Details (including name, capital relationship, financial position, operation results, details of violation of laws or ordinances in the past (if any), and terms of previous transactions by the Acquirer similar to the Acquisition) of the Acquirer and its group (including joint holders,(Note 10) persons having a special relationship and persons having a special relationship with a person in relation to whom the Acquirer is the controlled corporation (Note 11)). (Note 12)

(ii) The purpose, method and specific terms of the Acquisition (including the amount and type of consideration, the timeframe, the scheme of any related transactions, the legality of the Acquisition method, and the feasibility of the Acquisition).

(iii) The amount and basis for the calculation of the purchase price of the Acquisition.

(iv) Information relating to any previous acquisition of shares in the Company by the Acquirer.

(v) Financial support for the Acquisition (specifically including the names of providers of funds for the Acquisition (including all substantive providers of funds), financing methods and the terms of any related transactions).

(vi) Post-Acquisition management policy, business plan, capital and dividend policies for the Company group.

(vii) Policies for the Company's shareholders (other than the Acquirer), employees, business partners, customers, and any other stakeholders in the Company.

(viii) Any other information that the Special Committee reasonably considers necessary.

(d) Consideration of Acquisition Terms, Negotiation with the Acquirer, and Consideration of an Alternative Proposal

(i) Request to the Board of Directors for the Provision of Information

If the Acquirer submits the Acquisition Document and any additional information that the Special Committee requests, the Special Committee may consider time necessary for the Board of Directors to collect information and consider the corporate value and set a reply period (up to 60 days as a general rule taking into consideration that the Company covers various business fields including imaging, medical, life science, information and communications, and that the Company has no less than 200 subsidiaries and affiliates across the world) and request that the Board of Directors present an opinion (including an opinion to refrain from giving such opinion; hereinafter the same) on the Acquirer's Acquisition terms, the materials supporting such opinion, an alternative proposal (if any), and any other information that the Special Committee considers necessary.

(ii) Special Committee Consideration

The Special Committee should conduct its consideration of the Acquisition terms, collection of information on the materials such as the management plans and business plans of the Acquirer and the Board of Directors and comparison thereof, and consideration of any alternative plans presented by the Board of Directors, and the like for an appropriate period of time that does not, as a general rule, exceed 60 days after the date upon which the Special Committee receives the information (including the information additionally requested) from the Acquirer and (if the Special Committee requests the Board of Directors to provide information as set out in (i) above) the Board of Directors. (The period for information collection and consideration by the Special Committee is hereinafter referred to as the "Special Committee Consideration Period".) Further, if it is necessary in order to improve the terms of the Acquisition from the standpoint of ensuring and enhancing the corporate value of the Company and the common interests of its shareholders, the Special Committee will directly or indirectly discuss and negotiate with the Acquirer.

In order to ensure that the Special Committee's decision contributes to the Company's corporate value and, in turn, the common interests of its shareholders, the Special Committee may at the cost of the Company obtain advice from independent third parties (including financial advisers, certified public accountants, attorneys, tax accountants, consultants or any other experts). If the Special Committee directly or indirectly requests the Acquirer to provide materials for consideration or any other information, or to discuss and negotiate with the Special Committee, the Acquirer must promptly respond to such request.

(e) Recommendations by the Special Committee

The Special Committee will make recommendations to the Board of Directors as follows based on the abovementioned procedures.

(i) Recommendations for the Triggering of the Plan

If the Special Committee determines that one of the trigger events set out below at 2.(3), 'Requirements for the Gratis Allotment of Stock Acquisition Rights' (collectively "Trigger Event") arises with respect to the Acquisition, the Special Committee will recommend the implementation of the gratis allotment of stock acquisition rights (as detailed in 2.(4) 'Outline of the Gratis Allotment of Stock Acquisition Rights;' the relevant stock acquisition rights hereinafter referred to as "Stock Acquisition Rights") to the Board of Directors except in any specific case where further information disclosure from the Acquirer or discussion or negotiation with the Acquirer is necessary. If it is concerned that an Acquisition may fall under the second Trigger Event ("Trigger Event (2)") set out in 2.(3), 'Requirements for the Gratis Allotment of Stock Acquisition Rights,' the Special Committee may recommend implementation of the gratis allotment of Stock Acquisition Rights subject to obtaining approval at the shareholders meeting in advance.

Notwithstanding the foregoing paragraph, even after the Special Committee has already made a recommendation for the implementation of the gratis allotment of Stock Acquisition Rights, if the Special Committee determines that either of the events (A) or (B) below applies, it may make a new recommendation that (i) (on or before the second business day prior to the ex-rights date with respect to the gratis allotment of Stock Acquisition Rights) the Company should suspend the gratis allotment of Stock Acquisition Rights, or (ii) (from the effective date of the gratis allotment of Stock Acquisition Rights and until the day immediately prior to the commencement date of the exercise period of the Stock Acquisition Rights) the Company should acquire the

Stock Acquisition Rights for no consideration.

(A) The Acquirer withdraws the Acquisition or the Acquisition otherwise ceases to exist after the recommendation.

(B) There is no longer any Trigger Event due to a change or the like in the facts or other matters on which the recommendation decision was made.

(ii) Recommendations for the Non-Triggering of the Plan

If the Special Committee determines there is no Trigger Event with respect to the Acquisition, the Special Committee will recommend the non-implementation of the gratis allotment of Stock Acquisition Rights to the Board of Directors, regardless of whether the Special Committee Consideration Period has ended.

Notwithstanding the foregoing paragraph, even after the Special Committee has already made a recommendation for the non-implementation of the gratis allotment of Stock Acquisition Rights, if there is a change in the facts or other matters on which the recommendation decision was made and a Trigger Event arises, the Special Committee may make a new recommendation that the Company should implement the gratis allotment of Stock Acquisition Rights.

(iii) Extension of the Special Committee Consideration Period

If the Special Committee does not reach a recommendation for either the implementation or non-implementation of the gratis allotment of Stock Acquisition Rights during the initial Special Committee Consideration Period (including when the Acquirer fails to provide the Essential Information or negotiate with the Company after a recommendation by the Special Committee), the Special Committee may, to the reasonable extent that it is considered necessary for actions such as consideration of the terms of the Acquirer's Acquisition, consideration of an alternative proposal and negotiation with the Acquirer, extend the Special Committee Consideration Period once or multiple times, in principle up to a total of 30 days. If the Special Committee Consideration Period is extended, the Special Committee will continue to collect information, deliberate and perform similar activities, and use its best efforts to make a recommendation for the implementation or non-implementation of the gratis allotment of Stock Acquisition Rights within the extended period.

(f) Resolutions of the Board of Directors

The Board of Directors, in exercising their role under the Corporation Law, will pass a resolution relating to the implementation or non-implementation of a gratis allotment of Stock Acquisition Rights respecting to the maximum extent any recommendation by the Special Committee described above. If the Shareholders Meeting is convened in accordance with (g) below, the Board of Directors will comply with any resolution at the Shareholders Meeting.

(g) Convocation of the Shareholders Meeting

In connection with the implementation of the gratis allotment of the Stock Acquisition Rights pursuant to the Plan, the Board of Directors may convene a meeting of shareholders (the "Shareholders Meeting") and confirm the intent of the Company's shareholders regarding the implementation of the gratis allotment of the Stock Acquisition Rights, if (i) the Special Committee recommends implementation of the gratis allotment of Stock Acquisition Rights subject to obtaining approval at the Shareholders Meeting in advance in accordance with (e)(i) above, or (ii) the applicability of Trigger Event (2) becomes an issue and the Board of Directors determines it appropriate to confirm the shareholders' intent for the Acquisition taking into consideration the time required to convene a Shareholders Meeting or other matters pursuant to the duty of care of a good manager.

(h) Information Disclosure

When operating the Plan, the Company will disclose information on matters that the Special Committee or the Board of Directors considers appropriate including the progress of each procedure set out in the Plan (including the fact that the Acquirer's Statement and Acquisition Document have been submitted, that the Special Committee Consideration Period has commenced, and that the Special Committee Consideration Period has been extended, as well as the period and reason for the extension), an outline of recommendations made by the Special Committee, an outline of resolutions by the Board of Directors and an outline of resolutions by the Shareholders Meeting in a timely manner, in accordance with the applicable laws and ordinances or the regulations and rules of the financial instruments exchange.

(3) Requirements for the Gratis Allotment of Stock Acquisition Rights

The requirements to trigger the Plan to implement gratis allotment of Stock Acquisition Rights are as follows. As described above at (e) of 2.(2), 'Procedures for Triggering and Abolishing the Plan,' the Board of Directors will make a determination to determine whether any of the following requirements applies to an Acquisition for which the recommendation by the Special Committee has been obtained.

<u>Trigger Event (1)</u>

The Acquisition is not in compliance with the procedures prescribed in the Plan (including cases where reasonable time and information necessary to consider the details of the Acquisition is not offered) and it is reasonable to implement the gratis allotment of Stock Acquisition Rights.

<u>Trigger Event (2)</u>

The Acquisition falls under any of the items below and it is reasonable to implement the gratis allotment of Stock Acquisition Rights.

(a) An Acquisition that threatens to cause obvious harm to the corporate value of the Company and, in turn, the common interests of its shareholders through any of the following actions:

 (i) A buyout of share certificates to require such share certificates to be compulsorily purchased by the Company's affiliates at a high price.

 (ii) Management that achieves an advantage for the Acquirer to the detriment of the Company, such as temporary control of the Company's management for the low-cost acquisition of the Company's material assets.

(iii) Diversion of the Company’s assets to secure or repay debts of the Acquirer or its group company.

(iv) Temporary control of the Company’s management to bring about a disposal of high-value assets that have no current relevance to the Company’s business and paying temporarily high dividends from the profits of the disposal, or selling the shares at a high price taking advantage of the opportunity from the sudden rise in share prices created by the temporarily high dividends.

(b) Certain Acquisitions that threaten to have the effect of coercing shareholders into selling shares, such as coercive two-tiered tender offers (meaning acquisitions of shares, including tender offers, in which no offer is made to acquire all shares in the initial acquisition, and acquisition terms for the second stage are set that are unfavorable or unclear).

(c) Acquisitions whose terms (including amount and type of consideration, the timeframe, the legality of the Acquisition method, the feasibility of the Acquisition being effected, and post-Acquisition policies dealing with the Company’s other shareholders, employees, customers, business partners and any other stakeholders in the Company) are inadequate or inappropriate in light of the Company’s intrinsic value.

(d) Acquisitions that materially threaten to oppose the corporate value of the Company or the common interests of shareholders, by destroying relationships with the Company’s employees, customers, business partners and the like, which are indispensable to generate the Company’s corporate value.

(4) Outline of the Gratis Allotment of Stock Acquisition Rights

An outline of the gratis allotment of Stock Acquisition Rights to be implemented under the Plan is described below.

(a) Number of Stock Acquisition Rights

The Company will implement a gratis allotment of Stock Acquisition Rights in the same number as the most recent total number of issued shares in the Company (excluding the number of shares in the Company held by the Company at that time) on a certain date (the “Allotment Date”) that is separately determined in a resolution by the Board of Directors or the general meeting of shareholders relating to the gratis allotment of Stock Acquisition Rights (“Gratis Allotment Resolution”).

(b) Shareholders Eligible for Allotment

The Company will allot the Stock Acquisition Rights to those shareholders, other than the Company, who are recorded in the Company’s register of shareholders on the Allotment Date, at a ratio of one Stock Acquisition Right for every one share in the Company held by each shareholder.

(c) Effective Date of Gratis Allotment of Stock Acquisition Rights

The effective date of the gratis allotment of Stock Acquisition Rights will be separately determined in the

Gratis Allotment Resolution.

(d) Number of Shares to be Acquired upon Exercise of the Stock Acquisition Rights

The number of shares in the Company to be acquired upon exercise of each Stock Acquisition Right (the "Applicable Number of Shares") will, in principle, be one share.

(e) Amount of Contributions upon Exercise of Stock Acquisition Rights

Contributions upon exercise of the Stock Acquisition Rights are to be in cash, and the amount per share in the Company to be contributed upon exercise of the Stock Acquisition Rights will be an amount separately determined in the Gratis Allotment Resolution within the range of a minimum of one yen and a maximum of the amount equivalent to one-half of the fair market value of one share in the Company. "Fair market value" means an amount equivalent to the average closing price (including quotations) for regular transactions of the common stock of the Company on the Tokyo Stock Exchange on each day during the 90 day period prior to the Gratis Allotment Resolution (excluding the days on which trades are not made), with any fraction less than one yen after such calculation to be rounded up to the nearest whole yen.

(f) Exercise Period of the Stock Acquisition Rights

The commencement date will be a date separately determined in the Gratis Allotment Resolution (this commencement date of the exercise period will be referred to as the "Exercise Period Commencement Date"), and the period will, in principle, be a period from one month to six months long as separately determined in the Gratis Allotment Resolution.

(g) Conditions for Exercise of Stock Acquisition Rights

Except where any exceptional event (Note 13) occurs, the following parties may not exercise the Stock Acquisition Rights (the parties falling under (I) through (VI) below will collectively be referred to as "Non-Qualified Parties"):

(I) Specified Large Holders; (Note 14)

(II) Joint Holders of Specified Large Holders;

(III) Specified Large Purchasers; (Note 15)

(IV) Persons having a Special Relationship with Specified Large Purchasers;

(V) Any transferee of, or successor to, the Stock Acquisition Rights of any party falling under (I) through (IV) without the approval of the Board of Directors; or

(VI) Any Affiliated Party (Note 16) of any party falling under (I) through (V).

Further, nonresidents of Japan who are required to follow certain procedures under applicable foreign laws and ordinances to exercise the Stock Acquisition Rights may not as a general rule exercise the Stock Acquisition Rights (provided, however, that the Stock Acquisition Rights held by nonresidents will be subject to acquisition by the Company in exchange for shares in the Company, subject to compliance with applicable laws and ordinances). In addition, anyone who fails to submit a written undertaking, in the form prescribed by the Company and including representations and warranties regarding matters such as the fact that he or she satisfies the exercise conditions of the Stock Acquisition Rights, indemnity clauses and other covenants, may not exercise the Stock Acquisition Rights.

(h) Assignment of Stock Acquisition Rights

Any acquisition of the Stock Acquisition Rights by assignment requires the approval of the Board of Directors.

(i) Acquisition of Stock Acquisition Rights by the Company

(i) At any time on or before the date immediately prior to the Exercise Period Commencement Date, if the Board of Directors deems that it is appropriate for the Company to acquire the Stock Acquisition Rights, the Company may, on a date separately determined by the Board of Directors, acquire all of the Stock Acquisition Rights for no consideration.

(ii) On a date separately determined by the Board of Directors, the Company may acquire all of the Stock Acquisition Rights that have not been exercised on or before the day immediately prior to such date determined by the Board of Directors, that are held by parties other than Non-Qualified Parties (if any) and, in exchange, deliver shares in the Company in the number equivalent to the Applicable Number of Shares for every one Stock Acquisition Right.

Further, if, on or after the date upon which the acquisition takes place, the Board of Directors recognizes the existence of any party holding Stock Acquisition Rights other than Non-Qualified Parties, the Company may, on a date determined by the Board of Directors that falls after the date upon which the acquisition described above takes place, acquire all of the Stock Acquisition Rights held by that party that have not been exercised on or before the day immediately prior to such date determined by the Board of Directors (if any) and, in exchange, deliver shares in the Company in the number equivalent to the Applicable Number of Shares for every one Stock Acquisition Right. The same will apply thereafter.

(j) Delivery of Stock Acquisition Rights in Case of Merger, Absorption-type Demerger (*kyushu bunkatsu*), Incorporation-type Demerger (*shinsetsu bunkatsu*), Share Exchange (*kabushiki koukan*), and Share Transfer (*kabushiki iten*)

These matters will be separately determined in the Gratis Allotment Resolution.

(k) Issuance of Certificates Representing the Stock Acquisition Rights

Certificates representing the Stock Acquisition Rights will not be issued.

(l) Other

In addition, the details of the Stock Acquisition Rights will be separately determined in the Gratis Allotment Resolution.

(5) Effective Period, Abolition and Amendment of the Plan

The effective period of the Plan (the “Effective Period”) is until the conclusion of the ordinary general meeting of shareholders relating to the last fiscal year ending within three years of the conclusion of this Ordinary General Shareholders Meeting.

However, if, before the expiration of the Effective Period, (i) a resolution is passed at the Company’s shareholders meeting to revoke its resolution to assign to the Board of Directors the authority set out above relating to gratis allotment of Stock Acquisition Rights with respect to the Plan or (ii) the Board of Directors passes a resolution to abolish the Plan, the Plan will be abolished at the time.

Further, the Board of Directors may revise or amend the Plan even during the Effective Period, if such revision or amendment is not against the purpose of an assignment by a resolution of this Ordinary General Shareholders Meeting such as cases where any law, ordinance, or regulation or rule of a financial instruments exchange or the like concerning the Plan is enacted, amended or abolished and it is appropriate to reflect such enactment, amendment or abolition, cases where it is appropriate to revise the wording for reasons such as typographical errors and omissions, or cases where such revision or amendment is not detrimental to the Company’s shareholders, and subject to the approval of the Special Committee.

If the Plan is abolished, modified or amended, the Company will promptly disclose the fact that such abolition, modification or amendment has taken place, and (in the event of a modification or amendment) the details of the modification, amendment and any other matters.

(6) Revision Due to Amendment to Laws and Ordinances

The provisions of laws and ordinances referred to under the Plan are subject to the prevailing provisions as of May 25, 2009. If it becomes necessary after such date to amend the terms and conditions or definitions of terms set out in the paragraphs above due to the enactment, amendment or abolishment of laws and ordinances, the terms and conditions or definitions of terms set out in the paragraphs above will be read accordingly as required to a reasonable extent, taking into consideration the purposes of such enactment, amendment or abolishment.

(7) Other Matters

The Board of Directors may determine the details of the Plan as long as they are not already described in or inconsistent with this Sixth Agenda Item.

(Note 1) Following is an outline of the rules of the Special Committee.

- There will be no less than three members of the Special Committee, and the Board of Directors shall elect the members from (i) Outside Directors, (ii) Outside Corporate Auditors and (iii) other outside experts, who are independent from the management that executes the business of the Company. However, such outside experts must be experienced corporate managers, parties with knowledge of the investment banking industry, lawyers, certified public accountants, researchers whose research focuses on the Corporation Law or corporate management, or parties of similar qualifications, and must have executed with the Company an agreement separately specified by the Board of Directors that includes a provision obligating them to exercise the duty of care of a good manager or similar provision.
- Unless otherwise determined in a resolution by the Board of Directors, the term of office of members of the Special Committee will be until the conclusion of the ordinary general meeting of shareholders relating to the last fiscal year ending within one year of their appointment. However, the term of office of any member of the Special Committee who is an Outside Director or Outside Corporate Auditor will end at the same time that they cease to be a Director or Corporate Auditor (except in the case of their re-appointment).
- The Special Committee will make decisions on the implementation or non-implementation of the gratis allotment of Stock Acquisition Rights, the cancellation of the gratis allotment of Stock Acquisition Rights or the gratis acquisition of Stock Acquisition Rights, any other matters that are for determination by the Board of Directors and in respect to which the Board of Directors has consulted the Special Committee and any other prescribed matters.
- Resolutions of meetings of the Special Committee will pass with a majority of the voting rights of the members attending the meeting when a majority of the members of the Special Committee are in attendance.

(Note 2) "Proposal" includes solicitation of a third party.

(Note 3) Defined in Article 27-23(4) of the Financial Instruments and Exchange Law. The same is applied throughout this Sixth Agenda Item.

(Note 4) Including persons described as a holder under Article 27-23(3) of the Financial Instruments and Exchange Law (including persons who are deemed to fall under the above by the Board of Directors). The same is applied throughout this Sixth Agenda Item.

(Note 5) Defined in Article 27-23(1) of the Financial Instruments and Exchange Law. The same is applied throughout this Sixth Agenda Item unless otherwise provided for.

(Note 6) Defined in Article 27-2(6) of the Financial Instruments and Exchange Law. The same is applied throughout this Sixth Agenda Item.

(Note 7) Defined in Article 27-2(8) of the Financial Instruments and Exchange Law. The same is applied throughout this Sixth Agenda Item.

(Note 8) Defined in Article 27-2(7) of the Financial Instruments and Exchange Law (including persons who are deemed to fall under the above by the Board of Directors); provided, however, that persons provided for in Article 3(2) of the Cabinet Office Regulations concerning Disclosure of a Tender Offer by an Acquirer other than the Issuing Company are excluded from the persons described in Article 27-2(7)(i) of the Financial Instruments and Exchange Law. The same is applied throughout this Sixth Agenda Item.

(Note 9) Defined in Article 27-2(1) of the Financial Instruments and Exchange Law.

(Note 10) Defined in Article 27-23(5) of the Financial Instruments and Exchange Law, including persons regarded as a joint holder under Article 27-23(6) of the Financial Instruments and Exchange Law (including persons who are deemed to fall under the above by the Board of Directors). The same is applied throughout this Sixth Agenda Item.

(Note 11) Defined in Article 9(5) of Enforcement Regulation for the Financial Instruments and Exchange Law.

(Note 12) If an Acquirer is a fund, information relating to the matters described in (i) about each partner and other constituent members is required.

(Note 13) Specifically, the Company intends to set out that an "exeptional event" means when (x) an Acquirer cancels or revokes an Acquisition, or promises that it will not conduct any subsequent Acquisition, after the Gratis Allotment Resolution and the Acquirer or other Non-Qualified Parties dispose of their shares in the Company through a securities firm appointed and authorized by the Company to do so and (y) the Acquirer's shareholding ratio determined by the Board of Directors (when calculating the shareholding ratio, Non-Qualified Parties other than the Acquirer and its Joint Holders are deemed to be Acquirer's Joint Holders, and Stock Acquisition Rights held by Non-Qualified Parties, the conditions of which have not been satisfied, are excluded) (the "Non-Qualified Parties' Shareholding Ratio") falls below the lower of (i) the Non-Qualified Parties' Shareholding Ratio before the Acquisition or (ii) 20%, the Acquirer or other Non-Qualified Parties making the disposal may exercise Stock Acquisition Rights to the extent that the number of shares to be issued or delivered upon exercise of the Stock Acquisition Rights is up to the number of shares disposed of and to the extent of the ratio under either (i) or (ii) above. Detailed conditions and procedures for exercise of Stock Acquisition Rights by Non-Qualified Parties will be determined separately by the Board of Directors.

(Note 14) "Specified Large Holder" means, in principle, a party who is a holder of share certificates, etc., issued by the Company and whose holding ratio of share certificates, etc. in respect of such share certificates, etc. is at least 20% (including any party who is deemed to fall under the above by the Board of Directors); provided, however, that a party that the Board of Directors recognizes as a party whose acquisition or holding of share certificates, etc., of the Company is not contrary to the Company's corporate value or the common interests of shareholders or a certain other party that the Board of Directors determines separately in the Gratis Allotment Resolution is not a Specified Large Holder. The same is applied throughout this Sixth Agenda Item.

(Note 15) "Specified Large Purchaser" means, in principle, a person who makes a public announcement of purchase, etc., (as defined in Article 27-2(1) of the Financial Instruments and Exchange Law; the same is applied throughout this Note 15) of share certificates, etc., (as defined in Article 27-2(1) of the Financial Instruments and Exchange Law; the same is applied throughout this Note 15) issued by the Company through a tender offer and whose ratio of ownership of share certificates, etc., in respect of such share certificates, etc., owned by such person after such purchase, etc., (including similar ownership as prescribed in Article 7(1) of the Order of the Enforcement of the Financial Instruments and Exchange Law) is at least 20% when combined with the ratio of ownership of share certificates, etc., of a person having a special relationship (including any party who is deemed to fall under the above by the Board of Directors); provided, however, that a party that the Board of Directors recognizes as a party whose acquisition or holding of share certificates, etc., of the Company is not contrary to the Company's corporate value or the common interests of shareholders or a certain other party that the Board of Directors determines in the Gratis Allotment Resolution is not a Specified Large Purchaser. The same is applied throughout this Sixth Agenda Item.

(Note 16) An "Affiliated Party" of a given party means a party who substantially controls, is controlled by, or is under common control with such given party (including any party who is deemed to fall under the above by the Board of Directors), or a party deemed by the Board of Directors to act in concert with such given party. "Control" means to "control the determination of the financial and business policies" (as defined in Article 3(3) of the Enforcement Regulations of the Corporation Law) of other corporations or entities.

Attachment

Profiles of the Members of the Special Committee

The following three persons are scheduled to be the members of the Special Committee upon the Renewal.

Junichi Hayashi, Outside Director

(Born December 4, 1950)

Apr. 1974	Joined Nomura Securities Co., Ltd.
Apr. 1988	Appointed General Manager, Receivable Dept. at Paribas Securities (Japan) Ltd. (currently BNP Paribas Securities (Japan) Ltd.)
Apr. 1992	Appointed Division Manager, Receivable Dept. at Paribas Securities (Japan) Ltd.
Jan. 1998	Appointed Senior General Manager, Corporate Finance Dept. at Paribas Securities (Japan) Ltd.
May 2001	Appointed Director, Real Estate Securitization Dept. at Credit Suisse First Boston Securities (Japan) Ltd. (now Credit Suisse Securities (Japan) Ltd.)
Mar. 2004	Appointed representative director of Altima Partners Ltd. (present: Angram Ltd.) (currently Angram Ltd.) (incumbent)
June 2005	Appointed outside corporate auditor of ITX Corporation (incumbent)
June 2008	Appointed outside director of the Company (incumbent)

* Junichi Hayashi is an Outside Director as provided for in Article 15, Item 15 of the Corporation Law.
He does not have any special interest in the Company.

Makoto Shimada, Outside Corporate Auditor

(Born April 3, 1941)

Apr. 1965	Joined Copal Co., Ltd. (currently Nidec Copal Corporation)
May 1999	Appointed President and Representative Director, Nidec Copal Corporation
Apr. 2003	Appointed Vice Chairman and Director, Nidec Copal Corporation
Apr. 2004	Appointed Advisor and Director, Nidec Copal Corporation
June 2004	Appointed outside corporate auditor of the Company (incumbent)

* Makoto Shimada is an Outside Corporate Auditor of the Company as provided for in Article 2, Item 16 of the Corporation Law.
He does not have any special interest in the Company.

Yasuo Nakamura, Outside Corporate Auditor

(Born March 21, 1941)

Apr. 1963	Joined Mitsubishi Rayon Co., Ltd.
Apr. 1998	Appointed Director and General Manager, Tokyo Technology & Information Center
	Appointed President and Representative Director, MRC Techno Research Inc.
June 2004	Appointed outside corporate auditor of the Company (incumbent)

* Yasuo Nakamura is an Outside Corporate Auditor of the Company as provided for in Article 2, Item 16 of the Corporation Law.

He does not have any special interest in the Company.

Instructions for Exercising Voting Rights Electronically (via the Internet, etc.)

The exercise of voting rights via the Internet, etc. is only possible using the website designated by the Company for exercising voting rights (http://www.web54.net). Before accessing the website, please read and acknowledge the following information.

1. How to exercise voting rights

When exercising voting rights, the “voting code” and “password” appearing on the right of the enclosed Form for Exercising Voting Rights in Writing are required.

The deadline for the exercise of voting rights via the Internet, etc. is 5:30 p.m. on Thursday, June 25, 2009, however, in consideration for efforts to tabulate voting results, we ask that you cast your vote as soon as possible.

If having cast your vote multiple times via the Internet, etc., the final vote cast shall prevail.

If having exercised your voting rights both in writing and via the Internet, etc., the vote reaching us last shall prevail.

If both the vote cast in writing and the vote cast via the Internet reach us on the same day, the vote cast via the Internet shall prevail.

2. How to use the password

The password is a means by which to identify the individual casting a vote as the actual Shareholder. Please keep the password secure as you would your signature seal and PIN number.

Password inquiries by telephone, etc. shall not be accepted.

A certain number of erroneous password entries will lock the system down and access will be denied. To issue a new password, please follow the instructions provided on the screen.

3. System requirements

Please make sure your PC has the following environments when exercising your voting rights via the Internet.

(1) Screen resolution of 800 × 600 pixels (SVGA) or more

(2) The following applications are installed:
  a) Microsoft® Internet Explorer Ver.5.01 SP2 or later
  b) Adobe® Acrobat® Reader™ Ver.4.0 or later or Adobe® Reader® Ver. 6.0 or later (excluding cases in which the user does not view the Notice Regarding the Convocation of the General Meeting of Shareholders on the screen)

*Microsoft® and Internet Explorer are registered trademarks of Microsoft Corporation in the US and other countries.
*Adobe® Acrobat® Reader™ and Adobe® Reader® are registered trademarks of Adobe Systems Incorporated in the US and other countries.
*The software is available free of charge on the website of each company.

(3) Internet connection may be restricted due to a firewall or the like. Please contact your system administrator for assistance.

(4) The website uses a popup function. If your PC has a popup block function that automatically blocks popups, please cancel that function (or temporarily cancel) before accessing the website.

4. Inquiries on PC operation

Please contact the following for assistance on operating your PC to exercise your voting rights via our website.

Chuo Mitsui Trust and Banking Co., Ltd. Securities Agent Web Support Hotline Telephone: 0120-65-2031 (toll free) (Business hours: 9 a.m. to 9 p.m. excluding Saturdays, Sundays and National Holidays)

<To institutional investors>

A voting rights exercise platform (“TSE Platform”) may be used as a means to exercise voting rights electronically at the General Meeting of Shareholders.