

June 26, 2018

News Release

Company: Olympus Corporation
Representative Director, President: Hiroyuki Sasa
(Code: 7733, First Section, Tokyo Stock Exchange)
Contact: Takaaki Sakurai, General Manager, Public Relations and IR Office

Notice Regarding Issuance of New Shares as Restricted Stock Remuneration

Olympus Corporation (the “Company”) hereby announces that, at the meeting of its Board of Directors held today, the Directors resolved to issue new shares (the “Issuance of New Shares”) as follows.

1. Outline of the Issuance

(1) Payment date	July 26, 2018
(2) Class and number of shares to be issued	22,125 shares of common stock of the Company
(3) Issuance price	¥4,135 per share
(4) Total value of shares to be issued	¥91,486,875
(5) Allottees and number thereof, number of shares to be allotted	Directors (excluding Outside Directors): 5 8,019 shares Executive Officers 17 14,106 shares (excluding non-residents in Japan):
(6) Others	The Issuance of New Shares is conditional upon the Securities Registration Statement taking effect in accordance with the Financial Instruments and Exchange Act.

2. Purpose and Reason of the Issuance

At the meeting of its Board of Directors held on May 2, 2017, the Company decided to introduce a restricted stock remuneration plan (the “Remuneration Plan”) as well as performance-linked share-based remuneration plan as new remuneration plans for Directors excluding Outside Directors (the “Targeted Directors”) and Executive Officers of the Company (collectively, the “Targeted Directors, etc.”), for the purpose of providing the Company’s Targeted Directors with an incentive for sustainable improvement of the Company’s corporate value as well as further enhancing value sharing with our shareholders. Also, at the 149th General Meeting of Shareholders held on June 28, 2017, it was approved that based on the Remuneration Plan as well as the performance-linked share-based remuneration plan, the amount of the monetary remuneration receivables for the Targeted Directors shall not exceed ¥500 million per year as the monetary remuneration receivables to serve as invested assets to acquire shares, that the total number of shares of common stock of the Company to be issued or disposed of shall not exceed 150,000 per year, and that the restriction period on share transfer shall be decided by its Board of Directors within the range of three to five years from the date of the share allotment.

The following presents the overview of the Remuneration Plan.

[Outline of the Remuneration Plan]

The Targeted Directors, etc. shall pay in monetary remuneration receivables provided by the Company based on the Remuneration Plan in full amount in the form of property contributed in kind, and have the common stocks of the Company issued or disposed of. For the issuance or disposal of

shares of common stock of the Company under the Remuneration Plan, the Company and each Targeted Directors, etc., shall make an agreement on allotment of restricted stock (the “Allotment Agreement”), which includes (1) The Targeted Directors, etc., shall not transfer, offer as security, or otherwise dispose of the common stocks of the Company allotted under the Allotment Agreement during a certain restriction period, and (2) The Company shall acquire the said common stocks without contribution in case where certain events happen.

Considering deliberations of the Compensation Committee, the majority of which is composed of Outside Directors, the purpose of the Remuneration Plan, business performance of the Company, responsibility of each of the Targeted Directors, etc., and various circumstances, the Company has decided to provide the total sum of the monetary remuneration receivables of ¥91,486,875, and 22,125 shares of common stock of the Company, in order to attract competent people as officers and employees and to further enhance motivation of the Targeted Directors, etc. Also, according to the Remuneration Plan, the transfer restriction period has been set at three years, which is the same as the transfer restriction period for restricted stock provided to Targeted Directors, etc., as per the resolution regarding the allotment made on June 28, 2017.

For the Issuance of New Shares, 22 of the Targeted Directors, etc., as scheduled subscribers shall make in-kind contribution of all the monetary remuneration receivables to the Company according to the Remuneration Plan to serve as invested assets to acquire the restricted stock during the 150th fiscal year, and shall receive issued shares of common stock of the Company (the “Allotted Shares”).

3. Overview of the Allotment Agreement

(1) Transfer restriction period: From July 26, 2018 to July 26, 2021

(2) Conditions of lifting the restriction

Any of the Targeted Directors, etc. has remained in the position of the Company’s Director or Executive Officer not concurrently serving as Director throughout the restriction period.

(3) Treatment in cases the Targeted Directors, etc., retire from their position due to expiration of the term of office or other due cause during the restriction period

(i) Time of lifting the restriction

When any of the Targeted Directors, etc. retires from the position as Director or Executive Officer not concurrently serving as Director due to expiration of the term of office or other due cause (excluding retirement due to death), the Company shall lift the restriction immediately after retirement of the Targeted Directors, etc. In case of retirement due to death, the Company shall lift the restriction at the time separately determined by the Board of Directors after such death of the Targeted Director, etc.

(ii) Number of shares subject to lifting of the restriction

The number of shares obtained by multiplying the number of Allotted Shares held as of the time of retirement defined in (i), by value obtained as a result of dividing the tenure of any of the Targeted Directors, etc. (the number of months) during the restriction period by the number of months of restriction period for the targeted shares shall be lifted (any fractions less than one share unit resulting from the calculation shall be rounded down).

(4) Acquisition without contribution by the Company

The Company shall acquire, by its right and without contribution, the Allotted Shares on which the restriction has not been lifted as of when the restriction period is over or at the time of lifting of the restriction provided in (3) above.

(5) Control of shares

To ensure compliance with the transfer restriction during the transfer restriction period, the Allotted Shares shall be managed in a dedicated account at Nomura Securities Co., Ltd., opened by the Targeted Directors, etc. The Company has executed a contract with Nomura Securities Co., Ltd. on management of accounts for the Allotted Shares held by each of the

Targeted Directors, etc., in order to secure the effectiveness of the transfer restriction pertaining to the Allotted Shares. In addition, the Targeted Directors, etc. shall agree to details of the management of the accounts.

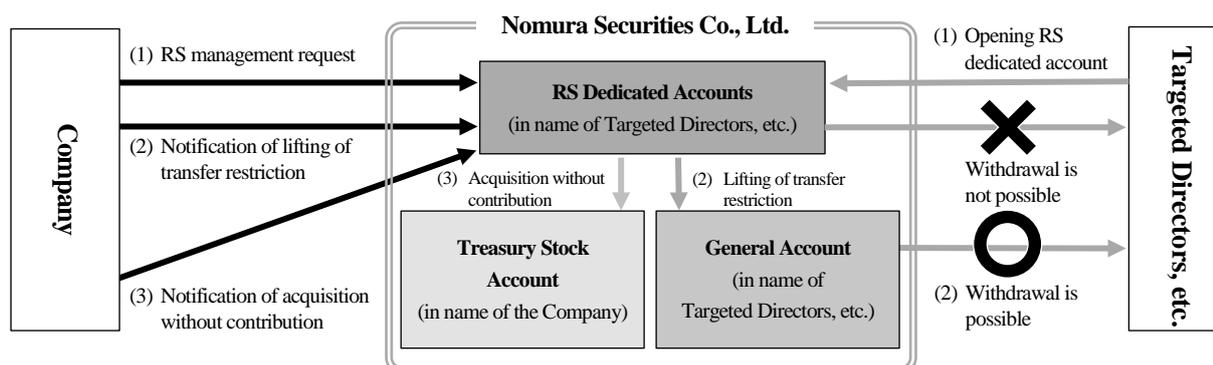
(6) Handling at the time of organizational restructuring

If, during the transfer restriction period, matters relating to a merger agreement in which the Company is the dissolving company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or other organizational restructuring are approved at the Company's General Meeting of Shareholders (or in the case where the approval at the Company's General Meeting of Shareholders is not required, in relation to the organizational restructuring in question, a meeting of its Board of Directors), restriction on the Allocated Shares, the number of which is obtained by multiplying the number of Allotted Shares held as of then, by the number of months from the beginning of the restriction period to the month including the approval day of the organizational restructuring divided by the number of months of the restriction on the target shares (any fractions less than one share unit resulting from the calculation shall be rounded down), shall be lifted based on the resolution of the Board of Directors, immediately prior to the organizational restructuring, one business day before it becomes effective.

4. Basis of Calculation and Specific Details for the Payment Amount

The Issuance of New Shares to the Targeted Directors, etc., shall be funded by monetary remuneration receivables which the Company provided as the restricted stock remuneration for the 151st fiscal year in accordance with the Remuneration Plan. To eliminate arbitrariness in the issuance price, the closing price for the common stock of the Company on the First Section of the Tokyo Stock Exchange on June 25, 2018 (the business day prior to the day of resolution at the meeting of the Board of Directors) of ¥4,135 is used as the issuance price. As this is the market price of the day prior to the day of resolution at the meeting of the Board of Directors, we believe that the issuance price is reasonable and does not represent a particularly favorable price.

(Reference) [Restricted Stock (RS) Management Flow in the Restricted Stock Plan]



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