

January 18, 2012

News Release

Company: Olympus Corporation  
Representative Director, President and CEO: Shuichi Takayama  
(Code: 7733, First Section, Tokyo Stock Exchange)  
Contact: Akihiro Nambu, Manager, Public Relations and IR Office

**Notice Concerning Measures Olympus Corporation Will Implement  
in Light of Commencement of Lawsuits against Directors and Corporate Auditors**

Olympus Corporation (the “Company”) hereby announces that, the Company’s Representative Director, President and CEO, Shuichi Takayama, has issued a President’s Statement in light of commencement of lawsuits against directors and corporate auditors of the Company, as set forth in the Attachment.

In accordance with the spirit of the President’s Statement, the Company will, with guidance and recommendation given by the Management Reform Committee, move forward with thorough reform aimed at restoring trust in the Company as quickly as possible. Going forward, the Company will make timely and appropriate disclosure as necessary regarding its initiatives for reform.

END

January 18, 2012

To Whom It May Concern:

**Measures Olympus Corporation Will Implement in Light of  
Commencement of Lawsuits against Directors and Corporate Auditors**

Shuichi Takayama  
Representative Director, President & CEO  
Olympus Corporation

**1. Receipt of Report**

Olympus Corporation (hereinafter “Olympus”) received a report on January 7, 2012, from the Director Liability Investigation Committee on the results of its investigation concerning the legal liability of current and past directors for the deferred posting of losses and the elimination of that scheme. Olympus also received a report on January 16, 2012, from the Non-Director Management Liability Investigation Committee on the results of its investigation concerning the legal liability of current and past corporate auditors, audit firms, and executive officers.

Both reports contain the conclusions that a number of current and past directors and corporate auditors are legally liable. The reports concluded that Olympus’s audit firms are not legally liable.

**2. Commencement of Lawsuits against Directors and Corporate Auditors**

Next, I will comment on the lawsuits that Olympus has commenced against directors and corporate auditors in response to the reports mentioned above.

As was previously announced, Olympus filed a lawsuit on January 8, 2012 against current and past directors seeking compensation for damage in accordance with a unanimous resolution of the Board of Auditors. The names of the defendants and the amounts of compensation demanded are set forth in Attachment 1. I too am included among the defendants, but pursuant to the provisions of the Companies Act, the corporate auditors rather than the representative director are representing Olympus in the lawsuits.

In addition, Olympus filed a lawsuit on January 17, 2012, against current and past corporate auditors seeking compensation for damage in accordance with a unanimous resolution of the Board of Directors. The names of the defendants and the amounts of compensation demanded are set forth in Attachment 2. I am representing Olympus in my capacity as a representative director in the case against the corporate auditors, as is usually done.

The two lawsuits are based on the results of the investigations conducted by the attorneys-at-law appointed by Olympus's outside directors to the Director Liability Investigation Committee and the Non-Director Management Liability Investigation Committee (collectively referred to as the "Liability Investigation Committees"). The Liability Investigation Committees were established pursuant to a resolution of the Board of Directors adopted on December 14, 2011. The members of the Liability Investigation Committees will conduct the lawsuits as Olympus's attorneys. Olympus is grateful to the committee members for performing the investigations in a short period.

The lawsuits were filed against a number of current directors, including myself, and accordingly, the following measures will be taken to prevent conflicts of interest:

- (1) The lawsuit against directors seeking compensation for damage will be handled by the Office of Auditors, which operates completely independently of direction the President or other executive members;
- (2) Directors who are named as defendants in the lawsuit are prohibited from accessing any records relating to the lawsuit;
- (3) Directors who are named as defendants in the lawsuit will not participate in any decisions concerning the lawsuit, including with respect to such matters as policies regarding prosecution of the case, selection, discharge, and compensation of attorneys, and settlement discussions; and
- (4) To ensure the effectiveness of the above measures, the Management Reform Committee will perform supervision. Specifically, the Management Reform Committee will appoint independent attorneys-at-law with no relationship with Olympus to conduct periodic investigations, and if they find any interference with the investigations or breach of the above provisions, they will publicly announce their findings in accordance with the instructions of the Management Reform Committee and remedy them.

### **3. Convocation of Extraordinary General Shareholders Meeting**

Next, I will discuss the convocation of an extraordinary general shareholders meeting.

After subjecting the deferred posting of losses and the elimination of that scheme to proper accounting, on December 14, 2011, Olympus filed the quarterly securities report for the second quarter of the fiscal year ending March 2012 and amendments to the past securities reports. In addition, as mentioned above, following investigations by specialists concerning the deferred posting of losses and the elimination of that scheme, Olympus filed lawsuits pursuing the legal liability of current and past directors and corporate auditors.

In light of the time necessary to correct its financial statements and establish new systems within Olympus, Olympus is making preparations to hold an extraordinary general shareholders meeting in the second half of April 2012.

At that meeting, Olympus will report on these developments to its shareholders and the shareholders will elect new directors and corporate auditors.

#### **4. Establishment of Nominating Committee**

The shareholders will elect new directors and corporate auditors at the extraordinary general shareholders meeting scheduled for the second half of April 2012. While Olympus will nominate candidates, the nomination of candidates will not be performed by the Board of Directors directly but will be entrusted to a nominating committee. With the approval of the Management Reform Committee, Olympus established a Nominating Committee by a resolution of the Board of Directors on January 16, 2012, and appointed outside directors Yasuo Hayashida and Hiroshi Kuruma to the committee.

The Nominating Committee, commissioned by the Board of Directors, will work under the guidance of the Management Reform Committee to select the candidate directors and corporate auditors to be proposed at the extraordinary general shareholders meeting. When determining the agenda of the extraordinary general shareholders meeting, the Board of Directors will respect the decisions of the Nominating Committee to the greatest extent possible. The Nominating Committee and the Management Reform Committee will conduct a broad search of candidates from both inside and outside Olympus and conduct interviews, and if assistance or funds for expenses are necessary, Olympus will provide its full cooperation. Even if those directors who are not members of the Nominating Committee express their opinions to assist in the decision-making of the Nominating Committee upon request of the Nominating Committee, they will not engage in any specific participation concerning determination of the candidates. If any non-member directors improperly interfere with the decision-making by the members of the Nominating Committee, upon request of the Nominating Committee or in accordance with the instructions of the Management Reform Committee, the Nominating Committee will publicly announce these matters and remedy them.

#### **5. Timing of Replacement of Directors and Corporate Auditors**

In accordance with the policy announced on December 7, 2011, current directors who were named as defendants by Olympus in the lawsuit will step down, regardless of their personal views or claims in court, in a timely manner that does not interfere with the management of Olympus. Specifically, after measures are taken for handover of crisis management and normal operations, the current directors named as defendants will resign as of the end of the extraordinary general shareholders meeting. The current corporate auditors who were named as defendants by Olympus in the lawsuit will also resign as soon as possible after measures are taken for handover.

Also, in accordance with the announced policy, other directors will be replaced at an appropriate time after striving for a goal for reconstruction by addressing the corporate crisis in light of recommendations from the Third Party Committee. The specific timing of the replacement will be left to the determination of the Nominating Committee, the Management Reform Committee and the shareholders as indicated at the general shareholders meeting.

The following shall apply with respect to the performance of duties by current directors who were sued by Olympus until their resignation:

- (1) Work will be performed in the ordinary manner with respect to those day-to-day operations not involving conflicts of interest;
- (2) With respect to the reform of governance structures and the formulation of a business reconstruction plan to be reported on and proposed at the general shareholders meeting, while directors will give advice and express their opinions as necessary, they will not actively participate or make proposals to the Board of Directors; and
- (3) Directors will be subject to supervision by the Management Reform Committee of their performance of work duties as a whole, including the above, and when they are given instructions, they will comply with them to the greatest extent possible. Specifically, the directors will periodically report on the status of their performance of work duties, and upon request from a member of the Management Reform Committee, members and advisers to the Management Reform Committee will attend meetings of the Board of Directors and other key internal meetings.

## **6. Progress of Discussion Regarding Governance Structures**

Olympus's governance structures going forward will be decided by the new directors to be appointed at the extraordinary general shareholders meeting, but as announced earlier, the current directors are also continuing their discussion, in light of the shortcomings revealed in the series of events, with respect to governance, internal controls and compliance. For example, as indicated in Attachment 3, the current directors is discussing such matters as composing the majority of the Board of Directors of highly independent outside directors, and establishing an independent committee composed of outside directors, which will be given the authority in regards to the nomination of candidates for president and director, as well as their compensation. The results of these discussions will be proposed to the candidate directors, and if their approval is obtained and final approval is obtained from the Management Reform Committee, the current directors will explain the results to the extraordinary general shareholders meeting. If the candidate directors nominated by Olympus are elected at the extraordinary general shareholders meeting, the results will be implemented as Olympus's governance structure after the meeting.

The Management Reform Committee has been delegated with the task of hearing the opinions of outside stakeholders and making a determination concerning Olympus's proposals to the extraordinary general shareholders meeting. Specifically, a point of contact for the submission of written opinions is established, measures are taken to prevent executive members from viewing the opinions, and the Management Reform Committee will review the opinions received. Please check Olympus's website for information on where to submit written opinions.

We would sincerely like to ask for the continued support and guidance of all of you.

END

January 10, 2012

News Release

Company: Olympus Corporation  
 Representative Director, President and CEO: Shuichi Takayama  
 (Code: 7733, First Section, Tokyo Stock Exchange)  
 Contact: Akihiro Nambu, Manager, Public Relations and IR Office

**Notice Concerning Receipt of Director Liability Investigation Committee Report,  
 Commencement of Lawsuits for Damages against Current and Past Directors of the Company,  
 and Measures to Be Taken by the Company**

1. Receipt of Director Liability Investigation Committee Report

Olympus Corporation (the “Company”) received the report issued by the Director Liability Investigation Committee (Chairman: Kazuo Tezuka, attorney-at-law) (the “Report”) on January 7, 2012.

2. Commencement of Lawsuits for Damages against Current and Past Directors of the Company

As announced in the press release “Notice Concerning Measures Olympus Corporation Will Implement in Light of the Third Party Committee Report” published on December 7, 2011, the Company established the Director Liability Investigation Committee the independence of which is assured through its being composed of attorneys-at-law with no interests in the Company, and had the Director Liability Investigation Committee carry out an investigation of whether current and past directors engaged in conduct that constitutes a breach of the duty of due care or other fiduciary duties of a director in regard to the Company’s past deferred posting of losses and related series of issues, and their liability for such series of issues. In addition, as announced in the press release “Notice Concerning Investigation Regarding Past Dividend Payments” published on December 16, 2011, the Company also had the Director Liability Investigation Committee to investigate and deliberate whether the directors at that time engaged in conduct that constitutes a breach of the duty of due care or other fiduciary duties of a director in regard to the past dividend payments.

Upon receiving the Report, the Board of Auditors of the Company considered the necessity for lawsuits against the current and past directors. As a result, the Board of Auditors unanimously decided on January 7, 2012 to bring lawsuits for a part of the damages against the following current and past directors in accordance with the Report and upon considering the ability to pay, degree of involvement in the causes of the liabilities and other factors, of each director. The Company hereby announces that the Company (represented by the auditors, not by the representative director, pursuant to the provisions of the Companies Act) brought lawsuits against the current and past directors in the Tokyo District Court on January 8, 2012 as follows:

Names of Current and Past Directors	Amount of Claims
Toshiro Shimoyama	JPY1,000 million
Masatoshi Kishimoto	JPY1,000 million
Tsuyoshi Kikukawa	JPY3,610 million
Hideo Yamada	JPY3,010 million
Hisashi Mori	JPY2,810 million
Makoto Nakatsuka	JPY110 million
Atsushi Yusa	JPY250 million
Hiroyuki Furihata	JPY250 million
Masaaki Terada	JPY500 million
Tatsuo Nagasaki	JPY500 million
Masaharu Okubo	JPY500 million
Kazuhisa Yanagisawa	JPY500 million
Haruhito Morishima	JPY500 million

Shuichi Takayama	JPY500 million
Takashi Tsukaya	JPY500 million
Rikiya Fujita	JPY250 million
Masanobu Chiba	JPY250 million
Junichi Hayashi	JPY250 million
Hironobu Kawamata	JPY250 million

(Note 1) In addition to the above, the Company claims delay damages with respect to the above amounts accruing at 5% per annum from the day after the day of service of complaints to the completion of payment.

(Note 2) Each of the above amounts constitutes a joint and several liability of each of the directors who is found liable for each of the causes of liabilities. Therefore, the maximum amount that the Company may be entitled to be paid from the above directors is JPY3,610 million (and delay damages thereon).

The Company will make timely and appropriate disclosure as necessary with respect to the lawsuits. While the impact of the lawsuits on the forecast of financial results of the Company for the fiscal year ending March 2012 is unforeseeable, the Company will immediately disclose any impact in the case where it becomes foreseeable during the progress of the lawsuits.

### 3. Measures to Be Taken by the Company

In the press release “Notice Concerning Measures Olympus Corporation Will Implement in Light of the Third Party Committee Report” published on December 7, 2011, the Company already announced that the directors who are found liable by the Director Liability Investigation Committee will step down, regardless of their personal views or claims in court, in a timely manner that does not interfere with the management of the Company. In response to the fact that the Company has brought lawsuits for damages against certain current directors in accordance with the Report, all the current directors who are found liable and have been sued by the Company will resign as of the end of the extraordinary general shareholders meeting that is scheduled to be held around March or April 2012 in a manner that does not interfere with the management of the Company and on the condition that they conclude a handover of their respective duties.

END

January 17, 2012

News Release

Company: Olympus Corporation  
 Representative Director, President and CEO: Shuichi Takayama  
 (Code: 7733, First Section, Tokyo Stock Exchange)  
 Contact: Akihiro Nambu, Manager, Public Relations and IR Office

**Notice Concerning Decision and Commencement of Lawsuits for Damages against  
 Current and Past Corporate Auditors of the Company**

As announced in the press release “Notice Concerning Receipt of Non-Director Management Liability Investigation Committee” published on January 17, Olympus Corporation (the “Company”) received the report issued by the Non-Director Management Liability Investigation Committee (Chairman: Akira Watanabe, attorney-at-law) (the “Report”) on January 16, 2012.

Upon receiving the Report, the Board of Directors of the Company considered the necessity for lawsuits against the current and past corporate auditors, audit firms and executive officers. As a result, the Board of Directors decided on January 16, 2012 to bring lawsuits for damages against the following current and past corporate auditors in accordance with the Report. The Company hereby announces that the Company has brought lawsuits, upon considering the ability to pay and other factors of each corporate auditor, for a part of damages against the current and past corporate auditors in the Tokyo District Court today as follows:

Names of Current and Past Corporate Auditors	Amount of Claims
Minoru Ohta	JPY500 million
Tadao Imai	JPY500 million
Katsuo Komatsu	JPY500 million
Makoto Shimada	JPY500 million
Yasuo Nakamura	JPY500 million

(Note 1) In addition to the above, the Company claims delay damages with respect to the above amounts accruing at 5% per annum from the day after the day of service of complaints to the completion of payment.

(Note 2) Each of the above amounts constitutes a joint and several liability of each of the corporate auditors who is found liable for each of the causes of liabilities and each of the directors who was sued for damages by the Company on January 8, 2012. As each of those amounts is claimed as partial damages, the maximum amount that the Company may be entitled to be paid from the above corporate auditors is JPY1,000 million (and delay damages thereon).

The Company will make timely and appropriate disclosure as necessary with respect to the lawsuits. While the impact of the lawsuits on the forecast of financial results of the Company for the fiscal year ending March 2012 is unforeseeable, the Company will immediately disclose any impact in the case where it becomes foreseeable during the progress of the lawsuits.

END



## **Reconstruction of Managerial Framework and System for Prevention of Recurrence** **(Under Discussion)**

The items and points of discussion in connection with (i) the governance system, (ii) the internal control system, and (iii) the compliance system are as follows:

### **1. Governance System**

- To clearly separate execution and supervision, and to enhance the powers and functions of the Board of Directors
  - To constitute the majority of the Board of Directors with completely independent outside directors
  - To delegate to an independent committee authority in regards to the nomination of the president and in regards to the nomination of candidates for president and directors, as well as their compensation
  - To limit the term of office of the president and directors and executive officers with title, and to adopt a mandatory retirement system
- To implement fair audits by independent corporate auditors
- To undertake proactive disclosure of information

### **2. Internal Control System**

- To construct a system whereby check-and-balance functions operate within the Company, which means enhancing the checks-and-balances and other functions of the Corporate Department
- To improve processes that support appropriate decision-making, including, without limitation, revisions to the rules for decision-making, requests for approvals and others
- To introduce a personnel rotation rule, and to limit the term of office of personnel in particular positions
- To improve the internal audit functions by increasing relevant personnel numbers and by other methods

### **3. Compliance**

- To promote top management's awareness of compliance, and to enhance accountability
- To develop a system that further promotes compliance
  - To consider establishing a "Compliance Committee", the head of which will be an outside director, and appointing a chief compliance officer
- To promote education to foster and strengthen compliance awareness
- To develop the whistle-blowing system by adding an external contact point in addition to the existing internal one