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 Cancellation of Designation of Olympus Corporation's Shares as "Securities under Supervision (Examination)", Imposition of Listing Agreement Violation Penalty, and Designation of Olympus Corporation's Shares as Securities on Alert

Olympus Corporation (the "Company"), was notified by the Tokyo Stock Exchange (the "TSE") on January 20, 2012 that its shares, which on December 6, 2011, had been designated as "securities under supervision (examination)", will lose such designation as of January 21, 2012. The Company was also notified that it will be requested to pay a JPY10 million listing agreement violation penalty. The Company was also notified that as of January 21, 2012, the TSE would newly designate the Company's shares as being "securities on alert".

1. Removal of Designation of the Company's Shares as "Securities under Supervision (Examination)"

In the press release "Notice Concerning Receipt of Third Party Committee Report" published on December 6, 2011, the Company disclosed that the report issued by the Third Party Committee received on that same day indicated that it was necessary to cancel the goodwill recognized in the course of the Company's acquisition of shares of the three domestic companies, and grant of preference shares and warrant buy-back in the Gyrus acquisition. The Company also disclosed that, having received that report, it planned to file amendments to the past securities reports.

On that day, having received that disclosure, the TSE designated the Company's shares as "securities under supervision (examination)". Today, the Company was informed by the TSE that as the result of examination, the "securities under supervision (examination)" designation will be removed as of January 21, 2012.

# 2. Imposition of Listing Agreement Violation Penalty

With respect to the false statements made by the Company in the securities reports, multiple directors were involved, including representative directors, and when the accounting firm brought up issues, these directors made false explanations so that the concealment of the loss would not be discovered. As a result, circumstances arose requiring large corrections to the past financial results and otherwise damaging investors' confidence in the TSE; therefore, pursuant to Article 509, Paragraph 1, Item 1 of the Securities Listing Regulations, a JPY10 million listing agreement violation penalty will be imposed by the TSE for breach of the listing agreement.

# 3. Designation of the Company's Shares as Securities on Alert

As stated above, the designation of the Company's shares as securities under supervision (examination) has been removed, but because of the great need for improvement of the Company's internal management systems, the Company was informed by the TSE that as of January 21, 2012, pursuant to Article 501, Paragraph 1, Item 1 of the Securities Listing Regulations, the Company's

shares would be placed under the designation of Securities on Alert. The President has released a statement regarding the Company's response, as attached.

The Company would like to take this opportunity once again to offer sincerely its deepest apologies to shareholders, investors, business partners, customers, and all other relevant parties for all inconvenience caused. Going forward, the Company will continue to implement fundamental reforms to restore confidence as soon as possible, and we greatly appreciate your continued support.

**END** 

# The Company's Response to the Securities on Alert Designation

Shuichi Takayama Representative Director, President and CEO Olympus Corporation

Today the Company received notice from the Tokyo Stock Exchange that shares of the Company have been designated as securities on alert. We understand that this designation is based upon the determination that there is great need to improve the Company's internal management systems.

The Company takes this judgment very seriously, and its policy in this regards is to further strengthen the measures taken since the revelation of the problem of past deferred posting and elimination of losses. I would like to make new report below regarding some of our current efforts and plans.

#### 1. Improvement of Governance, Compliance, and Internal Control

The Company will continue to study governance systems, internal control systems and compliance, in full reflection of the errors made in the series of events and in light of the judgment of the Tokyo Stock Exchange. The focal points of our study include requiring that the Board of Directors be composed of a majority of outside directors having a high degree of independence, and establishing an independent committee composed of outside directors that will have authority over the nomination of candidates for, and the compensation paid to, president and directors. The results of this study will be proposed to the new candidates for director; if they concur, following final approval by the Management Reform Committee, the proposal will be explained at the extraordinary general shareholders meeting. If the candidates under the Company's proposal are elected at the extraordinary general shareholders meeting, this proposal will be implemented as the Company's governance system.

Further, after proceeding with reform of our internal management systems, the Company will of course submit to the Tokyo Stock Exchange the internal management system confirmation letter pursuant to in the Securities Listing Regulations.

# 2. Extraordinary General Shareholders Meeting and Replacement of Directors and Corporate Auditors

The Company is moving ahead with preparations for an extraordinary general shareholders meeting for reform of managerial systems in the latter half of April 2012. The agenda at this extraordinary general shareholders meeting will include not only reports to shareholders of the course of events, but also election of new directors and corporate auditors by shareholders.

With the close of this extraordinary general shareholders meeting, at least the six current directors who were found legally liable by the Director Liability Investigation Committee will resign. The remaining five current directors and three current corporate auditors will be replaced in a timely manner.

### 3. Managerial System until the Extraordinary General Shareholders Meeting

To avoid a management vacuum in the time until the upcoming extraordinary general shareholders meeting at which new directors and corporate auditors will be chosen, in principle, current directors will continue to carry out their duties as usual (with measures taken to avoid conflicts of interests with regards to lawsuits between themselves and the Company). We will also continue to study all options for reconstruction of the Company, so that a swift final decision can be made by the directors chosen at the extraordinary general shareholders meeting.

**END**