

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT3384684

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME	
EFFECTIVE DATE:	04/01/2015	
CONVEYING PARTY DATA		
	Name	Execution Date
	OLYMPUS MEDICAL SYSTEMS CORP.	04/01/2015
NEWLY MERGED ENTITY DATA		
	Name	Execution Date
	OLYMPUS CORPORATION	04/01/2015
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)		
Name:	OLYMPUS CORPORATION	
Street Address:	43-2 HATAGAYA 2-CHOME	
Internal Address:	SHIBUYA-KU	
City:	TOKYO	
State/Country:	JAPAN	
PROPERTY NUMBERS Total: 2		
	Property Type	Number
	Application Number:	13759304
	Application Number:	13742441
CORRESPONDENCE DATA		
Fax Number:	(703)836-2787	
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	703-836-6400	
Email:	email@oliff.com	
Correspondent Name:	JAMES A. OLIFF	
Address Line 1:	OLIFF PLC	
Address Line 2:	P.O. BOX 320850	
Address Line 4:	ALEXANDRIA, VIRGINIA 22320-4850	
ATTORNEY DOCKET NUMBER:	150468 & 150175	
NAME OF SUBMITTER:	CYNDI F. RACINE	
SIGNATURE:	/Cyndi F. Racine/	
DATE SIGNED:	06/05/2015	

PATENT

Total Attachments: 21

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December 19, 2014

News Release

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

Notice of Group Reorganization
(Absorption-type Merger and Absorption-type Split with Subsidiaries)

Olympus Corporation (the "Company") hereby announces that it has resolved to implement a group reorganization involving the Company and its wholly-owned subsidiaries (the "Reorganization"), as stated below, at the meeting of the board of directors held on December 19, 2014. Please note that the disclosed items and details are partially omitted because the Reorganization is an organizational restructuring involving the Company and its wholly-owned subsidiaries.

1. Purpose of Reorganization

As announced in the timely disclosure "Beginning of Deliberations on Group Reorganization," on April 25, 2014, the Company continued deliberating the group reorganization by reviewing the organizational structure in the medical and imaging segments in order to further promote "One Olympus" and to achieve the optimal placement and maximum use of the management resources of the entire corporation as it pursues the "Medium-term Vision" and achievement of further growth in the next mid- and long-term plan.

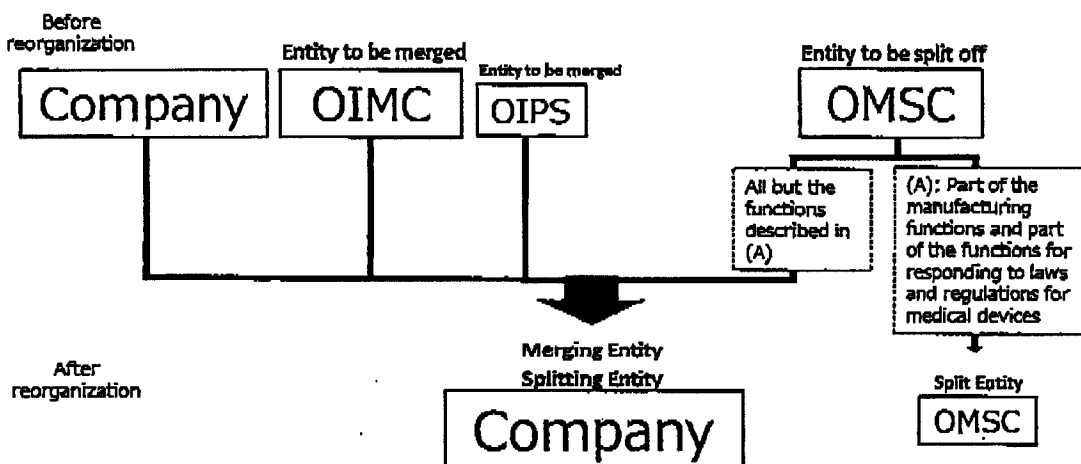
This time, a group reorganization was officially determined involving the following three entities: (i) the Company, (ii) Olympus Medical Systems Corp. ("OMSC") a subsidiary in the medical segment, (iii) Olympus Imaging Corp. ("OIMC"), a subsidiary in the imaging segment.

In addition, to improve operational efficiency, Olympus Intellectual Property Services Co., Ltd. ("OIPS"), a subsidiary in charge of duties related to the intellectual property rights of the group, as well be merged ("Merger") through the absorption-type merger.

2. Overview of Reorganization

The Company will carry out an absorption-type merger, where the Company will act as the merging entity and OIMC and OIPS will be merged and at the same time implement an absorption-type split, where the Company will serve as the splitting entity and OMSC will be split off ("Split Entity"). Consequently, the Company will take over all functions including the manufacture and sales of medical endoscopes and other medical devices, except for part of the manufacturing functions and part of the functions for responding to the laws and regulations for medical devices in individual countries.

Diagram of Group Reorganization



3. Summary of Merger

(1) Schedule of Merger

Date of Resolution by Board of Directors December 19, 2014
(of each entity)

Date of Merger Agreement (with each entity) December 19, 2014

Effective Date of Merger April 1, 2015 (tentative)

This Merger is, for the Company, a simplified merger under the provisions of Paragraph 3 of Article 796 of the Companies Act and, for OIMC or OIPS, a short-form merger under the provisions of Paragraph 1 of Article 784 of the Companies Act. Therefore, the individual entities will not hold a general meeting of shareholders to carry out the Merger.

(2) Method of Merger

As an absorption-type merger, the Company will act as the merging entity and OIMC and OIPS will be merged.

(3) Allocation Associated with Merger

No allocation of shares, money or the like will occur due to the Merger.

(4) Handling of Equity Warrants and Bonds with Equity Warrants Associated with Merger

Neither OIMC nor OIPS has issued any equity warrants or bonds with equity warrants.

(5) Overview of Participants in Merger

Merging Entity

1) Name	Olympus Corporation		
2) Address	43-2 Hatakeya 2-chome, Shibuya-ku, Tokyo		
3) Title and Name of Representative	President & Representative Director: Hiroyuki Sasa		
4) Description of Business	Manufacture and sales of precision machinery and instruments		
5) Capital Stock	124,520 million yen		
6) Date of Foundation	October 12, 1919		
7) Number of Outstanding Shares	342,671,508 shares		
8) Book Closing Date	March 31		
9) Major Shareholders and Shareholding Ratio (As of September 30, 2014)	Sony Corporation	10.06%	
	The Master Trust Bank of Japan, Ltd. (trust account)	4.89%	
	State Street Bank & Trust Company 505223	4.29%	
	State Street Bank & Trust Company	3.92%	
	Nippon Life Insurance Company	3.88%	
10) Financial Condition and Operating Performance in Preceding Fiscal Year (Fiscal Year Ended March 31, 2014)	Net assets	225,895 million yen	
	Total assets	686,606 million yen	
	Net assets per share	659.71 yen	
	Net sales	82,556 million yen	
	Operating income	2,453 million yen	
	Ordinary income	19,577 million yen	
	Net income	13,888 million yen	
	Net income per share	41.83 yen	

* The merging entity is a company subject to the consolidated dividends restrictions.

Merged Entity

1) Name	Olympus Imaging Corp.		
2) Address	43-2 Hatakeya 2-chome, Shibuya-ku, Tokyo		
3) Name and Title of Representative	President & Representative Director: Haruo Ogawa		
4) Description of Business	Manufacture and sales of digital cameras and others		
5) Capital Stock	19.5 billion yen		
6) Date of Foundation	October 1, 2004		
7) Number of Outstanding Shares	57,000 shares		
8) Book Closing Date	March 31		
9) Major Shareholders and Shareholding Ratio (As of September 30, 2014)	Olympus Corporation	100%	
10) Financial Condition and Operating Performance in Preceding Fiscal Year (Fiscal Year Ended March 31, 2014)	Net assets	16,658 million yen	
	Total assets	42,115 million yen	
	Net assets per share	292,237.82 yen	
	Net sales	71,479 million yen	
	Operating income	-9,140 million yen	
	Ordinary income	-10,027 million yen	
	Net income	-5,795 million yen	
	Net income per share	-139,929.72 yen	

Merged Entity

1) Name	Olympus Intellectual Property Services Co., Ltd.		
2) Address	3 Kuboyama-cho 2-chome, Hachioji-shi, Tokyo		
3) Name and Title of Representative	President & Representative Director: Masao Kuga		
4) Description of Business	Research and analysis on, and management of, intellectual property rights		
5) Capital Stock	20 million yen		
6) Date of Foundation	April 1, 2005		
7) Number of Outstanding Shares	600 shares		
8) Book Closing Date	March 31		
9) Major Shareholders and Shareholding Ratio (As of September 30, 2014)	Olympus Corporation 100%		
10) Financial Condition and Operating Performance in Preceding Fiscal Year (Fiscal Year Ended March 31, 2014)	Net assets		85 million yen
	Total assets		209 million yen
	Net assets per share		141,263.63 yen
	Net sales		801 million yen
	Operating income		20 million yen
	Ordinary income		20 million yen
	Net income		10 million yen
	Net income per share		16,443.98 yen

(6) Conditions after Merger

1) Name	Olympus Corporation
2) Address	43-2 Hatagaya 2-chome, Shibuya-ku, Tokyo
3) Name and Title of Representative	President & Representative Director: Hiroyuki Sasa
4) Description of Business	Manufacture and sales of precision machinery and instruments
5) Capital Stock	124,520 million yen
6) Book Closing Date	March 31

4. Summary of Split

(1) Schedule of Split

Date of Resolution by Board of Directors December 19, 2014
(of each entity)

Date of Split Agreement (with each entity) December 19, 2014

Effective Date of Split April 1, 2015 (tentative)

The Split is, for the Company, a simplified split under the provisions of Paragraph 3 of Article 796 of the Companies Act and, for OMSC, a short-form split under the provisions of Paragraph 1 of Article 784 of the Companies Act. Therefore, the individual entities will not hold a general meeting of shareholders to carry out the Split.

(2) Method of Split

As an absorption-type split, the Company will act as the splitting entity and OMSC will be split off.

(3) Allocation Associated with Split

No allocation of shares, money or the like will occur due to the Split.

(4) Handling of Equity Warrants and Bonds with Equity Warrants Associated with Split

OMSC has not issued any equity warrants or bonds with equity warrants.

(5) Increase or decrease in Capital Stock due to Split

The capital stock of the Company will not increase or decrease due to the Split.

(6) Rights and Obligations to be transferred to Splitting Entity

As a result of the Split, the Company will take over the assets, liabilities, contractual status, employment relationships and the rights and obligations incidental thereto, held by OMSC as of the effective date under the absorption-type split agreement made between the Company and OMSC on December 19, 2014, except those agreed upon by both entities as the rights and obligations related to part of the manufacturing functions and part of the functions for responding to the laws and regulations for medical devices in individual countries.

The Company shall take over the obligations by means of the concomitant debt assumption method.

(7) Probability of Fulfillment of Obligations

The Company does not see that, as a result of the Split, both the Company and OMSC are likely to have a problem in fulfilling their obligations after the effective date.

(8) Overview of Participants in Split

Splitting Entity

1) Name	Olympus Corporation		
2) Address	43-2 Hatagaya 2-chome, Shibuya-ku, Tokyo		
3) Name and Title of Representative	President & Representative Director: Hiroyuki Sasa		
4) Description of Business	Manufacture and sales of precision machinery and instruments		
5) Capital Stock	124,520 million yen		
6) Date of Foundation	October 12, 1919		
7) Number of Outstanding Shares	342,671,508 shares		
8) Book Closing Date	March 31		
9) Major Shareholders and Shareholding Ratio (As of September 30, 2014)	Sony Corporation		10.06%
	The Master Trust Bank of Japan, Ltd. (trust account)		4.89%
	State Street Bank & Trust Company 505223		4.29%
	State Street Bank & Trust Company		3.92%
	Nippon Life Insurance Company		3.88%
10) Financial Condition and Operating Performance in Preceding Fiscal Year (Fiscal Year Ended March 31, 2014)	Net assets		225,895 million yen
	Total assets		686,606 million yen
	Net assets per share		659.71 yen
	Net sales		82,556 million yen
	Operating income		2,453 million yen
	Ordinary income		19,577 million yen
	Net income		13,888 million yen
	Net income per share		41.83 yen

Split Entity

1) Name	Olympus Medical Systems Corp.		
2) Address	43-2 Hatagaya 2-chome, Shibuya-ku, Tokyo		
3) Name and Title of Representative	President & Representative Director: Akihiro Taguchi		
4) Description of Business	Manufacture and sales of medical endoscopes and other medical devices		
5) Capital Stock	1 billion yen		
6) Date of Foundation	April 27, 2004		
7) Number of Outstanding Shares	20,000 shares		
8) Book Closing Date	March 31		
9) Major Shareholders and Shareholding Ratio (As of September 30, 2014)	Olympus Corporation 100%		
10) Financial Condition and Operating Performance in Preceding Fiscal Year (Fiscal Year Ended March 31, 2014)	Net assets	41,164 million yen	
	Total assets	142,280 million yen	
	Net assets per share	2,058,209.31 yen	
	Net sales	243,996 million yen	
	Operating income	61,804 million yen	
	Ordinary income	62,045 million yen	
	Net income	32,803 million yen	
	Net income per share	1,640,170 yen	

[Overview of Business Unit to Be Transferred]

1) Description of Business of Business Unit to Be Transferred

The business related to the manufacture and sales of medical endoscopes and other medical devices will be transferred, except for part of the manufacturing functions and part of the functions for responding to the laws and regulations for medical devices in individual countries.

2) Operating Performance of Business Unit to Be Transferred

Net sales for the fiscal year ended March 31, 2014: 243,996 million yen

3) Items and Book Values of Assets and Liabilities to Be Transferred

Assets		Liabilities	
Item	Amount	Item	Amount
Current assets	110.2 billion yen	Current liabilities	118.3 billion yen
Noncurrent assets	20.8 billion yen	Noncurrent liabilities	4.2 billion yen
Total	131.0 billion yen	Total	122.5 billion yen

* The amounts of the items of assets and liabilities to be transferred are those expected as of September 30, 2014. Therefore, the actually transferred amounts may be different from those indicated above.

(9) Conditions after Split

(1) Name	Olympus Corporation
(2) Address	43-2 Hatagaya 2-chome, Shibuya-ku, Tokyo
(3) Name and Title of Representative	President & Representative Director: Hiroyuki Sasa
(4) Description of Business	Manufacture and sales of precision machinery and instruments
(5) Capital Stock	124,520 million yen
(6) Book Closing Date	March 31

5. Future Outlook

The Merger and Split under the Reorganization only involve the Company and its wholly-owned subsidiaries, and have no significant impact on the consolidated business results of the Company. Therefore, no modification will be made to the consolidated earnings forecast for the fiscal year ending March 31, 2015.

Reference: Consolidated Earnings Forecast for the Fiscal Year Ending March 31, 2015 (released on November 7, 2014) and Actual Result for the Fiscal Year Ended March 31, 2014

(Unit: Millions of Yen)

	Net sales	Operating income	Ordinary income	Net income	Net income per share
Consolidated earnings forecast for FY ending March 31, 2015	760,000	88,000	70,000	45,000	Yen 131.49
Actual result for FY ended March 31, 2014	713,286	73,445	50,913	13,627	Yen 41.05

43-2, Hatagaya 2-Chome, Shibuya-ku, Tokyo

Olympus Corporation

Corporate number 0110-01-005222

Corporate Name	<u>Olympus Optical Co., Ltd.</u>		
	Olympus Corporation	October 1, 2003	(changed)
		October 1, 2003	(registered)
Head Office	43-2, Hatagaya 2-Chome, Shibuya-ku, Tokyo		
Method of Public Notice	Made through electronic public notice. http://www.olympus.co.jp/jp/ir/ . However, if the Company is unable to make a public announcement through the electronic public announcement due to accidents or other circumstances in which it is unable to make an electronic public announcement, public notices shall be given on the Nihon Keizai Shimbun.	June 29, 2006	(changed)
		July 5, 2006	(registered)
Date of Incorporation	October 12, 1919		
Purposes	<ol style="list-style-type: none">1. Manufacture, sale, repair and leasing of microscopes, cameras, precision measuring instruments and other optical devices;2. Manufacture, sale, repair and leasing of medical equipment, veterinary equipment, office equipment and other general purpose devices and equipment;3. Manufacture, sale, repair and leasing of electrical and communications devices and equipment;4. Manufacture and sale of pharmaceuticals, quasi-drugs, cosmetics, industrial chemicals and chemical substances;5. Manufacture and sale of food products and animal feed;6. Development and sale of software, computerized data processing and repair and leasing of computers;7. Information service using communication networks;8. Export and import of each of the foregoing items and products related thereto;9. Laboratory testing and water quality analysis on contract;10. Purchase and sale of used goods;11. Personnel dispatchment business;12. Non-life insurance agency business;13. Travel agency business;14. Industrial and general waste disposal business;15. Leasing, sale and purchase of real estate and real estate agency business;16. Construction planning and construction works on a contract basis;17. Investment and consulting business;18. Other activities incidental or related to any of the foregoing items. <div>June 27, 2008 (changed) June 30, 2008 (registered)</div>		
Number of Stocks for One Unit	100shares	May 1, 2009 (changed)	
		May 1, 2009 (registered)	

43-2, Hatagaya 2-Chome, Shibuya-ku, Tokyo

Olympus Corporation

Corporate number 0110-01-005222

Total Number of Stocks Authorized to be Issued	1,000,000,000 shares	
Total Number of Issued Stocks, Classes and Number of Such Stocks	Total number of issued stocks: <u>271,283,608</u> shares	August 22, 2005 (changed)
		August 22, 2005 (registered)
	Total number of issued stocks: <u>284,383,360</u> shares	October 23, 2012 (changed)
		October 26, 2012 (registered)
	Total number of issued stocks: <u>305,671,508</u> shares	February 22, 2013 (changed)
		February 25, 2013 (registered)
	Total number of issued stocks: <u>342,671,508</u> shares	July 25, 2013 (changed)
		July 30, 2013 (registered)
Total Amount of Capital	<u>¥48,331,529,489</u>	August 22, 2005 (changed)
		August 22, 2005 (registered)
	<u>¥57,855,229,489</u>	October 23, 2012 (changed)
		October 26, 2012 (registered)
	<u>¥73,331,532,789</u>	February 22, 2013 (changed)
		February 25, 2013 (registered)
	<u>¥124,520,292,789</u>	July 25, 2013 (changed)
		July 30, 2013 (registered)
Name, Address and Place of Share Registration Agent	The Chuo Mitsui Trust & Banking Co., Ltd Head Office	
	<u>33-1, Shiba 3-Chome, Minato-ku, Tokyo</u>	
	December 4, 2000 (changed) December 20, 2000 (registered)	
	Sumitomo Mitsui Trust Bank, Limited	
	4-1, Marunouchi 1-Chome, Chiyoda-ku, Tokyo	
	Sumitomo Mitsui Trust Bank, Limited Stock Transfer Agency Business Planning Department	
	4-1, Marunouchi 1-Chome, Chiyoda-ku, Tokyo	
	April 1, 2012 (changed) April 2, 2012 (registered)	

43-2, Hatagaya 2-Chome, Shibuya-ku, Tokyo

Olympus Corporation

Corporate number 0110-01-005222

Matters Pertaining Directors and Auditors	<u>(Director) Kazuhisa Yanagisawa</u>	June 29,	2011	(reassumed)
		July 1,	2011	(registered)
		April 20,	2012	(resigned)
		April 27,	2012	(registered)
	<u>(Director) Haruhito Morishima</u>	June 29,	2011	(reassumed)
		July 1,	2011	(registered)
		April 20,	2012	(resigned)
		April 27,	2012	(registered)
	<u>(Director) Masataka Suzuki</u>	June 29,	2011	(reassumed)
		July 1,	2011	(registered)
		April 20,	2012	(resigned)
		April 27,	2012	(registered)
	<u>(Director) Shuichi Takayama</u>	June 29,	2011	(reassumed)
		July 1,	2011	(registered)
		April 20,	2012	(resigned)
		April 27,	2012	(registered)
	<u>(Director) Takashi Tsukaya</u>	June 29,	2011	(reassumed)
		July 1,	2011	(registered)
		April 20,	2012	(resigned)
		April 27,	2012	(registered)
	<u>(Director) Kazuhiro Watanabe</u>	June 29,	2011	(reassumed)
		July 1,	2011	(registered)
		April 20,	2012	(resigned)
		April 27,	2012	(registered)

	<u>(Director) Junichi Hayashi</u> <u>(Outside Director)</u>	June 29, 2011 (reassumed)
		July 1, 2011 (registered)
		April 20, 2012 (resigned)
		April 27, 2012 (registered)
	<u>(Director) Shinichi Nishigaki</u>	June 29, 2011 (reassumed)
		July 1, 2011 (registered)
		April 20, 2012 (resigned)
		April 27, 2012 (registered)
	<u>(Director) Hironobu Kawamata</u>	June 29, 2011 (reassumed)
		July 1, 2011 (registered)
		April 20, 2012 (resigned)
		April 27, 2012 (registered)
	<u>(Director) Yasuo Hayashida</u> <u>(Outside Director)</u>	June 29, 2011 (assumed)
		July 1, 2011 (registered)
		April 20, 2012 (resigned)
		April 27, 2012 (registered)
	<u>(Director) Hiroshi Kuruma</u> <u>(Outside Director)</u>	June 29, 2011 (assumed)
		July 1, 2011 (registered)
		April 20, 2012 (resigned)
		April 27, 2012 (registered)
	<u>(Director) Yasuyuki Kimoto</u> <u>(Director) Yasuyuki Kimoto</u> <u>(Director) Yasuyuki Kimoto</u>	April 20, 2012 (assumed)
		April 27, 2012 (registered)
		June 26, 2013 (reassumed)
		July 2, 2013 (registered)
		June 26, 2014 (reassumed)
		July 2, 2014 (registered)

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Olympus Corporation

Corporate number 0110-01-005222

	<u>(Director) Hiroyuki Sasa</u>	April 20, 2012 (assumed)
		April 27, 2012 (registered)
	<u>(Director) Hiroyuki Sasa</u>	June 26, 2013 (reassumed)
		July 2, 2013 (registered)
	(Director) Hiroyuki Sasa	June 26 2014 (reassumed)
		July 2 2014 (registered)
	<u>(Director) Hideaki Fujizuka</u>	April 20, 2012 (assumed)
		April 27, 2012 (registered)
	<u>(Director) Hideaki Fujizuka</u>	June 26, 2013 (reassumed)
		July 2, 2013 (registered)
	(Director) Hideaki Fujizuka	June 26 2014 (reassumed)
		July 2 2014 (registered)
	<u>(Director) Yasuo Takeuchi</u>	April 20, 2012 (assumed)
		April 27, 2012 (registered)
	<u>(Director) Yasuo Takeuchi</u>	June 26, 2013 (reassumed)
		July 2, 2013 (registered)
	(Director) Yasuo Takeuchi	June 26 2014 (reassumed)
		July 2 2014 (registered)
	<u>(Director) Shigeo Hayashi</u>	April 20, 2012 (assumed)
		April 27, 2012 (registered)
	<u>(Director) Shigeo Hayashi</u>	June 26, 2013 (reassumed)
		July 2, 2013 (registered)
	(Director) Shigeo Hayashi	June 26 2014 (reassumed)
		July 2 2014 (registered)

	<u>(Director) Takuya Goto</u>	April 20, 2012 (assumed)
	<u>(Outside Director)</u>	April 27, 2012 (registered)
	<u>(Director) Takuya Goto</u>	June 26, 2013 (reassumed)
	<u>(Outside Director)</u>	July 2, 2013 (registered)
	(Director) Takuya Goto	June 26 2014 (reassumed)
	(Outside Director)	July 2 2014 (registered)
	<u>(Director) Shiro Hiruta</u>	April 20, 2012 (assumed)
	<u>(Outside Director)</u>	April 27, 2012 (registered)
	<u>(Director) Shiro Hiruta</u>	June 26, 2013 (reassumed)
	<u>(Outside Director)</u>	July 2, 2013 (registered)
	(Director) Shiro Hiruta	June 26 2014 (reassumed)
	(Outside Director)	July 2 2014 (registered)
	<u>(Director) Sumitaka Fujita</u>	April 20, 2012 (assumed)
	<u>(Outside Director)</u>	April 27, 2012 (registered)
	<u>(Director) Sumitaka Fujita</u>	June 26, 2013 (reassumed)
	<u>(Outside Director)</u>	July 2, 2013 (registered)
	(Director) Sumitaka Fujita	June 26 2014 (reassumed)
	(Outside Director)	July 2 2014 (registered)
	<u>(Director) Motoyoshi Nishikawa</u>	April 20, 2012 (assumed)
	<u>(Outside Director)</u>	April 27, 2012 (registered)
	<u>(Director) Motoyoshi Nishikawa</u>	June 26, 2013 (reassumed)
	<u>(Outside Director)</u>	July 2, 2013 (registered)
	(Director) Motoyoshi Nishikawa	June 26 2014 (reassumed)
	(Outside Director)	July 2 2014 (registered)

	<u>(Director) Hikari Imai</u>	April 20,	2012	(assumed)
	<u>(Outside Director)</u>	April 27,	2012	(registered)
	<u>(Director) Hikari Imai</u>	June 26,	2013	(reassumed)
	<u>(Outside Director)</u>	July 2,	2013	(registered)
	(Director) Hikari Imai	June 26	2014	(reassumed)
	(Outside Director)	July 2	2014	(registered)
	<u>(Director) Kiyotaka Fujii</u>	April 20,	2012	(assumed)
	<u>(Outside Director)</u>	April 27,	2012	(registered)
	<u>(Director) Kiyotaka Fujii</u>	June 26,	2013	(reassumed)
	<u>(Outside Director)</u>	July 2,	2013	(registered)
	(Director) Kiyotaka Fujii	June 26	2014	(reassumed)
	(Outside Director)	July 2	2014	(registered)
	<u>(Director) Keiko Unotoro</u>	June 26,	2013	(assumed)
	<u>(Outside Director)</u>	July 2,	2013	(registered)
	(Director) Keiko Unotoro	June 26	2014	(reassumed)
	(Outside Director)	July 2	2014	(registered)
	<u>(Director) Kenichiro Yoshida</u>	June 26,	2013	(assumed)
	<u>(Outside Director)</u>	July 2,	2013	(registered)
		June 26	2014	(resigned)
		July 2	2014	(registered)
	(Director) Masaru Kato	June 26	2014	(assumed)
	(Outside Director)	July 2	2014	(registered)

43-2, Hatagaya 2-Chome, Shibuya-ku, Tokyo

Olympus Corporation

Corporate number 0110-01-005222

	<u>37-4, Kinugasa 1-Chome, Hachioji-shi, Tokyo</u> (Representative Director) <u>Shuichi Takayama</u>	October 26	2011	(assumed)
		November 7	2011	(registered)
		April 20,	2012	(resigned)
		April 27,	2012	(registered)
	<u>128-213, Kawamachi, Hachioji-shi, Tokyo</u> (Representative Director) <u>Hiroyuki Sasa</u>	April 20,	2012	(assumed)
		April 27,	2012	(registered)
		June 26,	2013	(reassumed)
		July 2,	2013	(registered)
	<u>128-213, Kawamachi, Hachioji-shi, Tokyo</u> (Representative Director) <u>Hiroyuki Sasa</u>	June 26	2014	(reassumed)
		July 2	2014	(registered)
	<u>2115,15-1,Nishishinjuku 6-Chome, Shinjuku-ku, Tokyo</u> (Representative Director) <u>Hiroyuki Sasa</u>	July 31,	2014	(change of residence)
		August 22,	2014	(registered)
	(Corporate Auditor) <u>Tadao Imai</u>	June 27,	2008	(reassumed)
		June 30,	2008	(registered)
		April 20,	2012	(resigned)
		April 27,	2012	(registered)
	(Corporate Auditor) <u>Makoto Shimada</u> (Outside Corporate Auditor)	June 27,	2008	(reassumed)
		June 30,	2008	(registered)
		April 20,	2012	(resigned)
		April 27,	2012	(registered)
	(Corporate Auditor) <u>Yasuo Nakamura</u> (Outside Corporate Auditor)	June 27,	2008	(reassumed)
		June 30,	2008	(registered)
		April 20,	2012	(resigned)
		April 27,	2012	(registered)
	(Corporate Auditor) <u>Takashi Saito</u>	April 20,	2012	(assumed)
		April 27,	2012	(registered)

43-2, Hatagaya 2-Chome, Shibuya-ku, Tokyo

Olympus Corporation

Corporate number 0110-01-005222

	(Corporate Auditor) Masashi Shimizu	April 20, 2012 (assumed)
		April 27, 2012 (registered)
	(Corporate Auditor) Nobuo Nagoya (Outside Corporate Auditor)	April 20, 2012 (assumed)
		April 27, 2012 (registered)
	(Corporate Auditor) Katsuya Natori (Outside Corporate Auditor)	April 20, 2012 (assumed)
		April 27, 2012 (registered)
	<u>(Accounting Auditors) Ernst & Young ShinNihon LLC</u>	June 29, 2011 (reassumed)
		July 1, 2011 (registered)
	<u>(Accounting Auditors) Ernst & Young ShinNihon LLC</u>	June 28, 2012 (reassumed)
		November 7, 2012 (registered)
	<u>(Accounting Auditors) Ernst & Young ShinNihon LLC</u>	June 26, 2013 (reassumed)
		July 2, 2013 (registered)
	(Accounting Auditors) Ernst & Young ShinNihon LLC	June 26, 2014 (resigned)
		July 2, 2014 (registered)
Outside Directors' and Outside Auditor's limitation of Liability	Pursuant to Article 427, Paragraph 1 of the Company Law, the Company may enter into contracts with outside directors limiting the liability for damage of outside directors in connection with their negligence of duties. Maximum liability, however, shall be the amount as set forth in applicable laws and regulations. June 29, 2006 (changed) July 5, 2006 (registered)	
	Pursuant to Article 427, Paragraph 1 of the Company Law, the Company may enter into contracts with outside auditors limiting the liability for damages of outside auditors in connection with their negligence of duties. Maximum liability, however, shall be the amount set forth in applicable laws and regulations. June 29, 2006 (settle) July 5, 2006 (registered)	

Warrant	<p>The 1st stock acquisition rights</p> <p>Number of the Warrants 401warrants</p> <p>Class and number of the underlying shares, and the method of calculation of those</p> <p>The common stock of the Company 40,100 shares</p> <p>The underlying shares for the Warrants for Subscription shall be the common stock of the Company granted in units of 100 shares per warrant (hereafter referred to as the "Number of Granted Shares").</p> <p>In the event the Company carries out a stock split, bonus share allotment, or reverse stock split in respect of the common stock of the Company after the allotment date (as set out in Paragraph 13 below), the Number of Granted Shares shall be adjusted accordingly by the following formula with the resulting fractions of shares omitted.</p> <p>Number of the Granted Shares after adjustment = Number of Granted Shares before adjustment \times Ratio of stock split, bonus share allotment or reverse stock split</p> <p>The Number of Granted Shares after adjustment shall be applied after the date following the record date for the stock split or bonus share allotment in the case of the stock split or bonus share allotment, and in the case of the reverse stock split the date following its effective date. In the event, however, that the stock split or bonus share allotment is carried out on the condition that the motion to increase capital or a reserve by decreasing the amount of surplus is approved by the general meeting of shareholders of the Company, and a date before the conclusion of the said general meeting is set as the record date for the stock split or bonus share allotment, the Number of Granted Shares after the adjustment shall be applied after the date following the date of the conclusion of the said general meeting of shareholders.</p> <p>In the event the warrant survives the Company after a corporate merger of either the absorption or consolidation type, or an exchange or transfer of shares which renders the Company a wholly-owned subsidiary, the Number of Granted Shares may be adjusted as deemed necessary according to the ratio of the merger, exchange or transfer. Should the Number of Granted Shares be adjusted, the Company will provide the details by a notice or public announcement to the persons holding the Warrants on record in the stock option registry (hereafter referred to as the "Warrant Holders") on or before the day before the effective date of the adjustment of the Number of Granted Shares. Should the Company be unable to issue the notice or public announcement on or before the day before the said effective date, the Company will make the notice or public announcement without further delay.</p> <p>The paid-in amount for the warrant, the method of calculation of the warrant or the unnecessariness of the paid-in for the warrant</p> <p>The amount to be paid in for each Warrant shall be the amount calculated by multiplying a value of the option price (with a fraction less than 1 yen rounded up) per share calculated using the Black-Scholes Model based on the basic figures provided in (2) to (7) below by the Number of the Granted Shares.</p> $C = Se^{-qT} N(d) - Xe^{-rT} N(d - \sigma\sqrt{T})$ <p>where</p> $d = \frac{\ln\left(\frac{S}{X}\right) + \left(r - q + \frac{\sigma^2}{2}\right)T}{\sigma\sqrt{T}}$ <p>(1) Option price per share (C) (2) Share price (S): Closing price for the regular trading of the common shares of the Company at the Tokyo Stock Exchange on August 26, 2013 (if no closing price is available, the base price for the next trading day);</p>
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- (3) Exercise price (X): 1 yen
- (4) Estimated residual period (T): 15 years
- (5) Volatility (δ): Price volatility calculated from the closing prices for the regular trading of the common shares of the Company on the last trading day of each week during the 15-year period (from August 27, 1998 to August 26, 2013);
- (6) Risk-free interest rate (γ): Interest rate of the government bonds the years remaining to maturity of which correspond the estimated residual period;
- (7) Dividend yield (q): Dividend per share (a simple average of the actual dividends paid in the most recent two fiscal periods) \div share price determined in item (2) above
- (8) Cumulative distribution function (N(+))

* Assumes a setting off of the right to demand remuneration of the allottees against the obligation for payment for the Warrant

Value of the properties contributed in the exercise of the warrant, or the method of calculation of it

The value of the properties contributed in the exercise of each Warrant shall be the amount calculated by multiplying 1 yen per share to be delivered in the exercise of the Warrant for Subscription by the Number of Granted Shares.

Exercise period

From August 27, 2013 to August 26, 2043

Conditions for the exercise of the warrants

- (1) The exercise of the Warrant by a Warrant Holder who is no longer in the position of either director or executive officer of the Company is limited to the period of 10 years from one year after the day following the date on which he loses the status.
- (2) Should a Warrant Holder is appointed as an auditor after his resignation from the position of director or executive officer, the exercise of his Warrant shall be limited to a period of 10 years from one year after the date on which he loses the position of the auditor.
- (3) In the event of the death of a warrant holder, the Warrant may be exercised by his heir.
- (4) The Warrant Holder may exercise all or part of his Warrants.

Matters and requirements for the acquisition of the warrants

In the event in which the Board of Directors of the Company approves (or passes the resolution if a resolution of the general meeting of shareholders is not required) one of the resolutions set out in Paragraphs (1), (2), (3), (4) or (5) below, the Company may acquire the Warrants without compensation on the date separately determined by the Board of Directors.

- (1) Resolution to approve a merger agreement under which the Company is absorbed;
- (2) Resolution to approve an agreement for a company split or a plan for an incorporation-type company split by which the Company is split;
- (3) Resolution to approve a share exchange agreement or a share transfer plan under which the Company becomes a wholly-owned subsidiary;
- (4) Resolution to approve an amendment to the Articles of Incorporation to provide for the requirement of the approval of the Company in respect of all classes of the shares issued by the Company in the event of the acquisition of such shares by assignment; or
- (5) Resolution to approve an amendment to the Articles of Incorporation with respect to the underlying shares or classes of shares for the Warrant of which the acquisition by assignment requires the approval of the Company to provide for the requirement for the Company to acquire all shares by a resolution of the General Meeting of Shareholders.

August 26, 2013 (issued)

August 30, 2013 (registered)

The 2st stock acquisition rights

Number of the Warrants

410warrants

Class and number of the underlying shares, and the method of calculation of those

The common stock of the Company 40,100 shares

The underlying shares for the Warrants for Subscription shall be the common stock of the Company granted in units of 100 shares per warrant (hereafter referred to as the "Number of Granted Shares").

In the event the Company carries out a stock split, bonus share allotment, or reverse stock split in respect of the common stock of the Company after the allotment date (as set out in Paragraph 13 below), the Number of Granted Shares shall be adjusted accordingly by the following formula with the resulting fractions of shares omitted.

Number of the Granted Shares after adjustment = Number of Granted Shares before adjustment \times Ratio of stock split, bonus share allotment or reverse stock split

The Number of Granted Shares after adjustment shall be applied after the date following the record date for the stock split or bonus share allotment in the case of the stock split or bonus share allotment, and in the case of the reverse stock split the date following its effective date. In the event, however, that the stock split or bonus share allotment is carried out on the condition that the motion to increase capital or a reserve by decreasing the amount of surplus is approved by the general meeting of shareholders of the Company, and a date before the conclusion of the said general meeting is set as the record date for the stock split or bonus share allotment, the Number of Granted Shares after the adjustment shall be applied after the date following the date of the conclusion of the said general meeting of shareholders.

In the event the warrant survives the Company after a corporate merger of either the absorption or consolidation type, or an exchange or transfer of shares which renders the Company a wholly-owned subsidiary, the Number of Granted Shares may be adjusted as deemed necessary according to the ratio of the merger, exchange or transfer. Should the Number of Granted Shares be adjusted, the Company will provide the details by a notice or public announcement to the persons holding the Warrants on record in the stock option registry (hereafter referred to as the "Warrant Holders") on or before the day before the effective date of the adjustment of the Number of Granted Shares. Should the Company be unable to issue the notice or public announcement on or before the day before the said effective date, the Company will make the notice or public announcement without further delay.

The paid-in amount for the warrant, the method of calculation of the warrant or the unnecessariness of the paid-in for the warrant

The amount to be paid in for each Warrant shall be the amount calculated by multiplying a value of the option price (with a fraction less than 1 yen rounded up) per share calculated using the Black-Scholes Model based on the basic figures provided in (2) to (7) below by the Number of the Granted Shares.

$$C = Se^{-qT} N(d) - Xe^{-rT} N(d - \sigma\sqrt{T})$$

where

$$d = \frac{\ln\left(\frac{S}{X}\right) + \left(r - q + \frac{\sigma^2}{2}\right)T}{\sigma\sqrt{T}}$$

(1) Option price per share (C)

(2) Share price (S): Closing price for the regular trading of the common shares of the Company at the Tokyo Stock Exchange on July 11, 2014 (if no closing price is available, the base price for the next trading day);

- (3) Exercise price (X): 1 yen
 (4) Estimated residual period (T): 15 years
 (5) Volatility (δ): Price volatility calculated from the closing prices for the regular trading of the common shares of the Company on the last trading day of each week during the 15-year period (from July 12, 1999 to July 11, 2014);
 (6) Risk-free interest rate (γ): Interest rate of the government bonds the years remaining to maturity of which correspond the estimated residual period;
 (7) Dividend yield (q): Dividend per share (a simple average of the actual dividends paid in the most recent two fiscal periods) \div share price determined in Item (2) above
 (8) Cumulative distribution function (N(\cdot))

* Assumes a setting off of the right to demand remuneration of the allottees against the obligation for payment for the Warrant

Value of the properties contributed in the exercise of the warrant, or the method of calculation of it

The value of the properties contributed in the exercise of each Warrant shall be the amount calculated by multiplying 1 yen per share to be delivered in the exercise of the Warrant for Subscription by the Number of Granted Shares.

Exercise period

From July 12, 2014 to July 11, 2044

Conditions for the exercise of the warrants

- (1) The exercise of the Warrant by a Warrant Holder who is no longer in the position of either director or executive officer of the Company is limited to the period of 10 years from one year after the day following the date on which he loses the status.
- (2) Should a Warrant Holder be appointed as an auditor after his resignation from the position of director or executive officer, the exercise of his Warrant shall be limited to a period of 10 years from one year after the date on which he loses the position of the auditor.
- (3) In the event of the death of a warrant holder, the Warrant may be exercised by his heir.
- (4) The Warrant Holder may exercise all or part of his Warrants.

Matters and requirements for the acquisition of the warrants

In the event in which the Board of Directors of the Company approves (or passes the resolution if a resolution of the general meeting of shareholders is not required) one of the resolutions set out in Paragraphs (1), (2), (3), (4) or (5) below, the Company may acquire the Warrants without compensation on the date separately determined by the Board of Directors.

- (1) Resolution to approve a merger agreement under which the Company is absorbed;
- (2) Resolution to approve an agreement for a company split or a plan for an incorporation-type company split by which the Company is split;
- (3) Resolution to approve a share exchange agreement or a share transfer plan under which the Company becomes a wholly-owned subsidiary;
- (4) Resolution to approve an amendment to the Articles of Incorporation to provide for the requirement of the approval of the Company in respect of all classes of the shares issued by the Company in the event of the acquisition of such shares by assignment; or
- (5) Resolution to approve an amendment to the Articles of Incorporation with respect to the underlying shares or classes of shares for the Warrant of which the acquisition by assignment requires the approval of the Company to provide for the requirement for the Company to acquire all shares by a resolution of the General Meeting of Shareholders.

July 11, 2014 (issued)

July 15, 2014 (registered)

43-2, Hatagaya 2-Chome, Shibuya-ku, Tokyo

Olympus Corporation

Corporate number 0110-01-005222

Corporate Split	Split from Olympus Medical Systems Corp (43-2, Hatagaya 2-Chome, Shibuya-ku, Tokyo) on April 1, 2015 April 7, 2015 (registered)
Merger	Absorbed Olympus Imaging Corp (43-2, Hatagaya 2-Chome, Shibuya-ku, Tokyo) in a merger on April 1, 2015 April 7, 2015 (registered)
	Absorbed Olympus Intellectual Property Services Co., LTD. (3, Kuboyama-Cho 2-Chome, Hachioji-Shi, Tokyo) in a merger on April 1, 2015 April 7, 2015 (registered)
Matters Pertaining establishment of Meeting of the Board of Directors	Establishment of Meeting of the Board of Directors Registered on May 1, 2006 in accordance with Article 136 of the Law No. 87 of 2005
Matters Pertaining establishment of Corporate Auditors	Establishment of Corporate Auditors Registered on May 1, 2006 in accordance with Article 136 of the Law No. 87 of 2005
Matters Pertaining establishment of Board of Corporate Auditors	Establishment of Board of Corporate Auditors July 5, 2006 (registered)
Matters Pertaining establishment of Accounting Auditors	Establishment of Accounting Auditors July 5, 2006 (registered)
Matters Pertaining Registry	In conformity with Article 3 in the additional rule of the ministerial ordinance No. 15 established by Ministry of Justice in 1996, February 1, 1996 (changed)
	February 26, 1997 (re-registered)
	Deletion of closed commercial registry February 26, 1997 (approved) February 26, 1997 (corrected)

This document is to certify that the contents described above are all of the matters registered in the commercial registry, which are not closed.

April 16, 2015

Tokyo Legal Affairs Bureau Shinjuku Branch

Registrar

Satoshi Kato (Official seal)

Serial number ㏽ 013874 * matters underlined are cancelled.

14/14

RECORDED: 06/05/2015

PATENT
REEL: 035832 FRAME: 0405