# 504191057 01/23/2017 PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2 EPAS ID: PAT4237732

| SUBMISSION TYPE:  |  | NEW ASSIGNMENT   | NEW ASSIGNMENT    |  |  |
|---|--|--|-------------------|--|--|
| NATURE OF CONVEYANCE:   |  | CHANGE OF ADDRESS  | CHANGE OF ADDRESS |  |  |
| CONVEYING PARTY D   | ΑΤΑ  |  |                   |  |  |
|   |  | Name   | Execution Date    |  |  |
| OLYMPUS CORPORA   | TION   |  | 04/01/2016        |  |  |
| RECEIVING PARTY DA  | ΑΤΑ  |  |                   |  |  |
| Name:   | OLYMPU   | S CORPORATION  |                   |  |  |
| Street Address:   | 2951 ISH   | IKAWA-MACHI  |                   |  |  |
| City:   | HACHIOJ  | II-SHI, TOKYO  |                   |  |  |
| State/Country:  | JAPAN  |  |                   |  |  |
| Postal Code:  | 192-8507   |  |                   |  |  |
|   |  |  |                   |  |  |
| PROPERTY NUMBERS  |  | Number   |                   |  |  |
| Property Type   |  | 257586   |                   |  |  |
| Application Number:   | 14   | -237300  |                   |  |  |
| CORRESPONDENCE I  | ΔΤΔ  |  |                   |  |  |
|   |  |  |                   |  |  |
|   |  | 15)568-6499  |                   |  |  |
| Fax Number:<br><i>Correspondence will k</i>   | 2)<br><b>be sent to tl</b>   | he e-mail address first; if that is unsucc   |                   |  |  |
| Fax Number:<br><i>Correspondence will L</i><br><i>using a fax number, if</i>  | 2)<br>be sent to tl<br>provided; i   | he e-mail address first; if that is unsucc<br>if that is unsuccessful, it will be sent via   |                   |  |  |
| Fax Number:<br><i>Correspondence will b</i><br><i>using a fax number, if</i><br>Phone:  | 22)<br>De sent to th<br>provided; i<br>21  | he e-mail address first; if that is unsucc<br>if that is unsuccessful, it will be sent via<br>5-568-6400   |                   |  |  |
| Fax Number:<br><i>Correspondence will &amp; using a fax number, if</i><br>Phone:<br>Email:  | (2<br><b>be sent to tl</b><br>p <b>rovided; i</b><br>21<br>ajo   | he e-mail address first; if that is unsucc<br>if that is unsuccessful, it will be sent via<br>5-568-6400<br>ones@vklaw.com   |                   |  |  |
| Fax Number:<br><i>Correspondence will b</i><br><i>using a fax number, if</i><br>Phone:<br>Email:<br>Correspondent Name:   | (2<br><b>be sent to tl</b><br><b>provided; i</b><br>21<br>ajo<br>R)  | h <b>e e-mail address first; if that is unsucc</b><br>if that is unsuccessful, it will be sent via<br>5-568-6400<br>ones@vklaw.com<br>YAN W. O'DONNELL   |                   |  |  |
| Fax Number:<br><i>Correspondence will &amp; using a fax number, if</i><br>Phone:<br>Email:  | (2<br>be sent to tl<br>provided; i<br>21<br>ajo<br>R<br>V(   | h <b>e e-mail address first; if that is unsucc</b><br>if that is unsuccessful, it will be sent via<br>5-568-6400<br>ones@vklaw.com<br>YAN W. O'DONNELL<br>DLPE AND KOENIG, P.C.  | a US Mail.        |  |  |
| Fax Number:<br><i>Correspondence will &amp; using a fax number, if</i><br>Phone:<br>Email:<br>Correspondent Name:<br>Address Line 1:  | (2<br>be sent to th<br>provided; i<br>21<br>ajo<br>R<br>VC<br>30   | h <b>e e-mail address first; if that is unsucc</b><br>if that is unsuccessful, it will be sent via<br>5-568-6400<br>ones@vklaw.com<br>YAN W. O'DONNELL   | a US Mail.        |  |  |
| Fax Number:<br>Correspondence will b<br>using a fax number, if<br>Phone:<br>Email:<br>Correspondent Name:<br>Address Line 1:<br>Address Line 2:   | (2<br><b>be sent to tl</b><br><b>provided; i</b><br>21<br>ajo<br>R<br>VC<br>30<br>PH   | he e-mail address first; if that is unsucc<br>if that is unsuccessful, it will be sent via<br>5-568-6400<br>ones@vklaw.com<br>YAN W. O'DONNELL<br>DLPE AND KOENIG, P.C.<br>9 SOUTH 17TH STREET, UNITED PLAZA   | a US Mail.        |  |  |
| Fax Number:<br><i>Correspondence will &amp; using a fax number, if</i><br>Phone:<br>Email:<br>Correspondent Name:<br>Address Line 1:<br>Address Line 2:<br>Address Line 4:  | (2<br>provided; i<br>21<br>ajo<br>R<br>V(<br>30<br>PH<br>UMBER:  | he e-mail address first; if that is unsucc<br>if that is unsuccessful, it will be sent via<br>5-568-6400<br>ones@vklaw.com<br>YAN W. O'DONNELL<br>DLPE AND KOENIG, P.C.<br>O SOUTH 17TH STREET, UNITED PLAZA<br>HILADELPHIA, PENNSYLVANIA 19103  | a US Mail.        |  |  |
| Fax Number:<br><i>Correspondence will &amp;</i><br><i>using a fax number, if</i><br>Phone:<br>Email:<br>Correspondent Name:<br>Address Line 1:<br>Address Line 2:<br>Address Line 4:<br>ATTORNEY DOCKET N<br>NAME OF SUBMITTER:   | (2<br>provided; i<br>21<br>ajo<br>R<br>V(<br>30<br>PH<br>UMBER:  | he e-mail address first; if that is unsucc<br>if that is unsuccessful, it will be sent via<br>5-568-6400<br>ones@vklaw.com<br>YAN W. O'DONNELL<br>DLPE AND KOENIG, P.C.<br>O SOUTH 17TH STREET, UNITED PLAZA<br>HILADELPHIA, PENNSYLVANIA 19103  | a US Mail.        |  |  |
| Fax Number:<br><i>Correspondence will b</i><br><i>using a fax number, if</i><br>Phone:<br>Email:<br>Correspondent Name:<br>Address Line 1:<br>Address Line 2:<br>Address Line 4:<br>ATTORNEY DOCKET N<br>NAME OF SUBMITTER:<br>SIGNATURE:   | (2<br>provided; i<br>21<br>ajo<br>R<br>V(<br>30<br>PH<br>UMBER:  | he e-mail address first; if that is unsucc<br>if that is unsuccessful, it will be sent via<br>5-568-6400<br>ones@vklaw.com<br>YAN W. O'DONNELL<br>DLPE AND KOENIG, P.C.<br>SOUTH 17TH STREET, UNITED PLAZA<br>HILADELPHIA, PENNSYLVANIA 19103<br>SAK-PT019<br>RYAN W. O'DONNELL  | a US Mail.        |  |  |
| Fax Number:<br><i>Correspondence will &amp;</i><br><i>using a fax number, if</i><br>Phone:<br>Email:<br>Correspondent Name:<br>Address Line 1:<br>Address Line 2:<br>Address Line 4:<br>ATTORNEY DOCKET N<br>NAME OF SUBMITTER:<br>SIGNATURE:<br>DATE SIGNED:<br>Total Attachments: 20  | (2<br>provided; i<br>21<br>ajo<br>R<br>V(0<br>30<br>PF   | he e-mail address first; if that is unsucc<br>if that is unsuccessful, it will be sent via<br>5-568-6400<br>ones@vklaw.com<br>YAN W. O'DONNELL<br>DLPE AND KOENIG, P.C.<br>SOUTH 17TH STREET, UNITED PLAZA<br>HILADELPHIA, PENNSYLVANIA 19103<br>SAK-PT019<br>RYAN W. O'DONNELL<br>/Ryan W. O'DONNELL<br>01/23/2017  | a US Mail.        |  |  |
| Fax Number:<br>Correspondence will b<br>using a fax number, if<br>Phone:<br>Email:<br>Correspondent Name:<br>Address Line 1:<br>Address Line 2:<br>Address Line 2:<br>Address Line 4:<br>ATTORNEY DOCKET N<br>NAME OF SUBMITTER:<br>SIGNATURE:<br>DATE SIGNED:<br>Total Attachments: 20<br>source=SAK-PT019R  | (2<br>be sent to th<br>provided; i<br>21<br>ajo<br>7<br>30<br>9<br>0<br>9<br>0<br>9<br>0<br>9<br>0<br>9<br>0<br>30<br>9<br>0<br>9<br>0<br>30 | he e-mail address first; if that is unsucc<br>if that is unsuccessful, it will be sent via<br>5-568-6400<br>ones@vklaw.com<br>YAN W. O'DONNELL<br>DLPE AND KOENIG, P.C.<br>9 SOUTH 17TH STREET, UNITED PLAZA<br>HILADELPHIA, PENNSYLVANIA 19103<br>SAK-PT019<br>RYAN W. O'DONNELL<br>/Ryan W. O'DONNELL<br>01/23/2017<br>Recordation_of_Assignees_Change_of_A  | a US Mail.        |  |  |
| Fax Number:<br>Correspondence will &<br>using a fax number, if<br>Phone:<br>Email:<br>Correspondent Name:<br>Address Line 1:<br>Address Line 2:<br>Address Line 2:<br>Address Line 4:<br>ATTORNEY DOCKET N<br>NAME OF SUBMITTER:<br>SIGNATURE:<br>DATE SIGNED:<br>Total Attachments: 20<br>source=SAK-PT019R<br>source=SAK-PT019C                   | (2<br>provided; i<br>21<br>ajo<br>R<br>VC<br>30<br>PH<br>UMBER:<br>equest_for_<br>ertificate_of  | he e-mail address first; if that is unsucc<br>if that is unsuccessful, it will be sent via<br>5-568-6400<br>ones@vklaw.com<br>YAN W. O'DONNELL<br>DLPE AND KOENIG, P.C.<br>OSOUTH 17TH STREET, UNITED PLAZA<br>HILADELPHIA, PENNSYLVANIA 19103<br>SAK-PT019<br>RYAN W. O'DONNELL<br>/Ryan W. O'DONNELL<br>/Ryan W. O'DONNELL<br>01/23/2017<br>Recordation_of_Assignees_Change_of_A<br>_Registry#page1.tif  | a US Mail.        |  |  |
| Fax Number:<br><i>Correspondence will &amp;</i><br><i>using a fax number, if</i><br>Phone:<br>Email:<br>Correspondent Name:<br>Address Line 1:<br>Address Line 2:<br>Address Line 2:<br>Address Line 4:<br>ATTORNEY DOCKET N<br>NAME OF SUBMITTER:<br>SIGNATURE:<br>DATE SIGNED:<br>Total Attachments: 20<br>source=SAK-PT019R<br>source=SAK-PT019C | (2<br>be sent to the<br>provided; i<br>21<br>ajo<br>21<br>30<br>PH<br>UMBER:<br>UMBER:<br>equest_for_<br>ertificate_of<br>ertificate_of      | he e-mail address first; if that is unsucc<br>if that is unsuccessful, it will be sent via<br>5-568-6400<br>ones@vklaw.com<br>YAN W. O'DONNELL<br>DLPE AND KOENIG, P.C.<br>9 SOUTH 17TH STREET, UNITED PLAZA<br>HILADELPHIA, PENNSYLVANIA 19103<br>SAK-PT019<br>RYAN W. O'DONNELL<br>/Ryan W. O'DONNELL<br>/Ryan W. O'DONNELL<br>01/23/2017<br>Recordation_of_Assignees_Change_of_A<br>_Registry#page1.tif<br>_Registry#page2.tif                      | a US Mail.        |  |  |
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## IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In the **PATENT** of:

OLYMPUS CORPORATION

First Named Inventor: Tatsuyuki UEMURA

**Filed:** April 21, 2014

**Application No.:** 14/257,586

**Confirmation No.:** 9962

For: IMAGING APPARATUS, IMAGING METHOD, AND COMPUTER-READABLE RECORDING MEDIUM

Group: 2663

#### **REQUEST FOR RECORDATION OF ASSIGNEE'S CHANGE OF ADDRESS**

United States Patent and Trademark Office Assignment Division

Dear Sir/Madam:

Please change the Assignee's to the new address as follows:

| Old address: | 43-2, Hatagaya 2-Chome<br>Shibuya-Ku, Tokyo, Japan 151-0072 |
|--------------|---|
| New address: | 2951 Ishikawa-machi<br>Hachioji-shi, Tokyo, Japan 192-8507  |

Respectfully submitted,

OLYMPUS CORPORATION

Dated: January 23, 2017

By: <u>/Ryan W. O'Donnell/</u> Ryan W. O'Donnell Registration No. 53,401

Volpe and Koenig, P.C. United Plaza 30 South 17th Street Philadelphia, PA 19103-4009 Telephone: (215) 568-6400 RWO/aj

4530390-1

Our File: SAK-PT019 Date: January 23, 2017

## 2951 Ishikawa-machi, Hachioji-shi, Tokyo

**Olympus** Corporation

| Olympus Corporation                     |   |  |  |
|---|---|--|--|
| Corporate number                        | 0110-01-005222  |  |  |
|   |   |  |  |
| Corporate Name                          | Olympus Corporation   |  |  |
| oorporate Name                          |   |  |  |
| 1011 101 101 101 101 101 101 101 101 10 |   |  |  |
| Head Office                             | 2951 Ishikawa-machi, Hachioji-shi, Tokyo  |  |  |
|   |   |  |  |
| Method of Public Notice                 | Made through electronic public notice.  |  |  |
| Method of 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.                                  |  |  |
| Date of Incorporation                   | October 12, 1919  |  |  |
|   |   |  |  |
| Purposes                                | 1. Manufacture, sale, repair and leasing of microscopes, cameras, precision measuring                                       |  |  |
| Purposes                                | 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;  |  |  |
|   | <ol><li>Manufacture and sale of food products and animal feed;</li></ol>  |  |  |
|   | <ol> <li>Development and sale of software, computerized data processing and repair and leasing of<br/>computers;</li> </ol> |  |  |
|   | 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;   |  |  |
|   | <ol><li>Industrial and general waste disposal business;</li></ol>   |  |  |
|   | 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;   |  |  |
|   | <ol><li>Other activities incidental or related to any of the foregoing items.</li></ol>                                     |  |  |
| Number of Stocks for                    | 100-1   |  |  |
| One Unit                                | 100shares   |  |  |
|   |   |  |  |
| Total Number of Stocks                  | 1,000,000,000 shares  |  |  |
| Authorized to be Issued                 |   |  |  |
|   |   |  |  |

| Olympus | Corpora | atio |
|---------|---------|------|
|         |         |      |

| Olympus Corporation  |   |         |          |               |
|--|---|---------|----------|---------------|
| Total Number of Issued<br>Stocks, Classes and<br>Number of Such Stocks | Total number of issued stocks: 342,671,508 shares |         |          |               |
| Total Amount of Capital  | ¥124,520,292,789                                  |         | <u> </u> |               |
| Name, Address and Place<br>of Share Registration Agent                 | JUMUARA MITSUL LAUST BARK LIMITER                 |         |          | ng Department |
| Matters Pertaining<br>Directors and Auditors                           | (Director) Hiroyuki Sasa                          | June 26 | 2015     | (reassumed)   |
|  | (Director) Yasuo Takeuchi                         | June 26 | 2015     | (reassumed)   |
|  | (Director) Shigeo Hayashi                         | June 26 | 2015     | (reassumed)   |
|  | (Director) Takuya Goto                            | June 26 | 2015     | (reassumed)   |
|  | (Director) Shiro Hiruta                           | June 26 | 2015     | (reassumed)   |
|  | (Director) Sumitaka Fujita                        | June 26 | 2015     | (reassumed)   |
|  | (Director) Motoyoshi Nishikawa                    | June 26 | 2015     | (reassumed)   |
|  | (Director) Keiko Unotoro                          | June 26 | 2015     | (reassumed)   |
|  | (Director) Akihiro Taguchi                        | June 26 | 2015     | (assumed)     |
|  | (Director)Haruo Ogawa                             | June 26 | 2015     | (assumed)     |
|  |   |         |          |               |

| Olympus Corporation     |  |  |   |   |
|-------------------------|--|--|---|---|
|                         | 2115,15–1,Nishishinjuku 6–Chome, Shinjuku–ku, Tokyo  | June 26,   | 2015  | (reassumed)   |
|                         | (Representative Director) Hiroyuki Sasa  |  |   |   |
|                         | (Corporate Auditor) Takashi Saito  | April 20,  | 2012  | (assumed)   |
|                         | (Corporate Auditor) Masashi Shimizu  | April 20,  | 2012  | (assumed)   |
|                         | (Corporate Auditor) Nobuo Nagoya   | April 20,  | 2012  | (assumed)   |
|                         | (Outside Corporate Auditor)  |  |   |   |
|                         | (Corporate Auditor) Katsuya Natori   | April 20,  | 2012  | (assumed)   |
|                         | (Outside Corporate Auditor)  |  |   |   |
|                         | (Accounting Auditors) Ernst & Young ShinNihon LLC  | June 26  | 2015  | (resigned)  |
| limitation of Liability | contracts with outside directors limiting the liability for damage of outside directors in connection<br>with their negligence of duties. Maximum liability, however, shall be the amount as set forth in<br>applicable laws and regulations.<br>Pursuant to Article 427, Paragraph 1 of the Company Law, the Company may enter into<br>contracts with outside auditors limiting the liability for damages of outside auditors in connection<br>with their negligence of duties. |  |   | t as set forth in<br>may enter into<br>ors in connection                    |
| Warrant                 | with their negligence of duties. Maximum liability, however, shall be the amount s<br>applicable laws and regulations.<br>The 1st stock acquisition rights   |  |   |   |
|                         | Number of the Warrants<br>397warrants<br>Class and number of the underlying shares, and the<br>The common stock of the Company 39,700 shar<br>The underlying shares for the Warrants for Subs<br>Company granted in units of 100 shares per<br>"Number of Granted Shares").<br>In the event the Company carries out a stock<br>stock split in respect of the common stock of t   | es<br>cription shall be<br>r warrant (hen<br>c split, bonus s<br>he Company af | e the comr<br>eafter refe<br>hare allotr<br>ter the all | non stock of the<br>erred to as the<br>nent, or reverse<br>otment date, the |
|                         | Number of Granted Shares shall be adjusted ac<br>resulting fractions of shares omitted,<br>Number of the Granted Shares after adjustr<br>adjustment × Ratio of stock split, bonus share a  | nent = Number  | of Grante   | d Shares before   |

PATENT PATENT 8710 REEL: 041072 FRAME: 0488 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 August 26, 2013 (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 ( $\delta$ ): 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 ( $\gamma$ ): 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) ÷ 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

Serial number 7974225 \* matters underlined are cancelled.

| Olympus Corporation |  |
|---------------------|--|
|                     | 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   |
|                     | 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 41,000 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, the  |
|                     |  |
|                     | Number of Granted Shares shall be adjusted accordingly by the following formula with the l   |
|                     | Number of Granted Shares shall be adjusted accordingly by the following formula with the<br>resulting fractions of shares omitted  |
|                     | Number of Granted Shares shall be adjusted accordingly by the following formula with the resulting fractions of shares omitted.<br>Number of the Granted Shares after adjustment = Number of Granted Shares before |

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 ( $\delta$ ): 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 ( $\gamma$ ): 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) ÷ 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

| orympus oorporation |   |
|---------------------|---|
|                     | Value of the properties contributed in the exercise of the warrant, or the method of  |
|                     |   |
|                     | 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 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   |
|                     |   |
|                     | <ul> <li>(1) Resolution to approve a merger agreement under which the Company is absorbed;</li> <li>(2) Description</li> </ul>  |
|                     | (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<br>(5)De della (   |
|                     | (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,   |
|                     | The 3st stock acquisition rights<br>Number of the Warrants  |
|                     |   |
|                     | 387warrants<br>Close and number of the underlying the number of the left in the first state.  |
|                     | Class and number of the underlying shares, and the method of calculation of those   |
|                     | The common stock of the Company 38,700 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 company stock of the Company after the allotment date the |
|                     | stock split in respect of the common stock of the Company after the allotment date, 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 X. Patie of stock calls hours also adjustment or revenue that a stock calls        |
|                     | adjustment × 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

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

(1) Option price per share (C)

d

(2) Share price (S): Closing price for the regular trading of the common shares of the Company at the Tokyo Stock Exchange on July 13, 2015 (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 ( $\delta$ ): 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 14, 2000 to July 13, 2015);
- (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) ÷ 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

| Olympus Corporation   |   |
|---|---|
|   | 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 14, 2015 to July 13, 2045   |
|   | Conditions for the exercise of the warrants   |
|   | <ul> <li>(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.</li> <li>(2) Should a Warrant Holder is appointed as an auditor after his resignation from the partition of directory and the date of the status.</li> </ul> |
|   | 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.   |
|   | <ul><li>(3) In the event of the death of a warrant holder, the Warrant may be exercised by his heir.</li><li>(4) The Warrant Holder may exercise all or part of his Warrants.</li></ul>   |
|   | 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.  |
|   | <ul> <li>(1) Resolution to approve a merger agreement under which the Company is absorbed;</li> <li>(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;</li> </ul>  |
|   | (3) Resolution to approve a share exchange agreement or a share transfer plan under<br>which the Company becomes a wholly-owned subsidiary;   |
|   | <ul> <li>(4) Resolution to approve an amendment to the Articles of Incorporation to provide for the</li> </ul>  |
|   | 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;<br>or   |
|   | (5)Resolution to approve an amendment to the Articles of Incorporation with respect to<br>the underlying shares or classes of shares for the Warrant of which the acquisition by<br>assignment requires the approval of the Company to provide for the requirement for the<br>Company to acquire all shares by a resolution of the General Meeting of Shareholders.   |
| Matters Pertaining<br>establishment of Meeting of<br>the Board of Directors                             | Establishment of Meeting of the Board of Directors  |
| Matters Pertaining  |   |
| establishment of  | Establishment of Corporate Auditors   |
| Corporate Auditors  |   |
| Matters Pertaining  |   |
| establishment of Board of   | Establishment of Board of Corporate Auditors  |
| Corporate Auditors  |   |
| Matters Pertaining  | Establishment of Access white Audits  |
| establishment of  | Establishment of Accounting Auditors  |
| Accounting Auditors   |   |
| Matters Pertaining  | Hand Office transfer from 12-0 Line 0.01 Dist. I. T   |
| registered record Head Office transfer from 43-2, Hatagaya 2–Chome, Shibuya-ku, Tokyo on April 1 , 2016 |   |
|   | Registered on April 1, 2016   |

Serial number  $\overrightarrow{r}$  974225 \* matters underlined are cancelled.

PATENT <sup>010</sup> REEL: 041072 FRAME: 0494 2951 Ishikawa-machi, Hachioji-shi, Tokyo Olympus Corporation

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

(Tokyo Legal Affairs Bureau Hachioji Branch jurisdiction)

#### April 7, 2016

Tokyo Legal Affairs Bureau Setagaya Branch

Registrar

Kagami Yoshifumi (Official seal)

Serial number 7 974225 \* matters underlined are cancelled.

# 履歴事項全部証明書

東京都八王子市石川町2951番地 オリンパス株式会社

| 会社法人等番号  | 0 1 1 0 - 0 1 - 0 0 5 2 2 2   |
|----------|---|
| 商号       | オリンパス株式会社   |
| 本 店      | 東京都八王子市石川町2951番地  |
| 公告をする方法  | 電子公告とする。<br>http://www.olympus.co.<br>jp/jp/ir/<br>ただし、事故その他やむを得ない事由によって<br>電子公告による公告をすることができない場合<br>は、日本経済新聞に掲載して行う。   |
| 会社成立の年月日 | 大正8年10月12日  |
| 目的       | <ol> <li>顕微鏡、写真機、精密測定器、その他光学機械の製造販売ならびに修理<br/>および賃貸業務</li> <li>医療機器、動物用医療機器、事務用機械、その他一般機械器具の製造販<br/>売ならびに修理および賃貸業務</li> <li>電気機械器具および通信機械器具の製造販売ならびに修理および賃貸業<br/>務</li> <li>医薬品、医薬部外品、化粧品、工業用薬品および化学物質の製造販売</li> <li>食品および飼料の製造販売</li> <li>ソフトウェアの開発販売およびコンピュータによる情報処理業務ならび<br/>に修理および賃貸業務</li> <li>通信ネットワークを利用した情報提供サービス</li> <li>前各号に掲げる製品および関連する商品の輸出入</li> <li>臨床検査および水質分析の受託業務</li> <li>古物の売買</li> <li>労働者派遣業</li> <li>損害保険代理業</li> <li>旅行代理店業</li> <li>旅行代理店業</li> <li>不動産の賃貸、売買および仲介</li> <li>建設工事の設計および施工請負</li> <li>北谷号に付帯し、または関連する業務</li> </ol> |
| 単元株式数    | 100株  |
| 発行可能株式総数 | 10億株  |

整理番号 ア457085 \* 下線のあるものは抹消事項であることを示す。 1/9 **PATENT** 

REEL: 041072 FRAME: 0496

| 発行済株式の総数<br>並びに種類及び数             | 発行済株式の総数<br>3億4267万1508株   |         |               |
|----------------------------------|--|---------|---------------|
| 資本金の額                            | 金1245億2029万2789円   |         |               |
| 株主名簿管理人の<br>氏名又は名称及び<br>住所並びに営業所 | 東京都千代田区丸の内一丁目4番1号<br>三井住友信託銀行株式会社<br>東京都千代田区丸の内一丁目4番1号<br>三井住友信託銀行株式会社 証券代行部 |         |               |
| 役員に関する事項                         | 取締役  | 笹 宏 行   | 平成27年 6月26日重任 |
| -                                | 取締役  | 竹 内 康 雄 | 平成27年 6月26日重任 |
| -                                | 取締役  | 林繁雄     | 平成27年 6月26日重任 |
|                                  | 取締役  | 後藤卓也    | 平成27年 6月26日重任 |
| -                                | 取締役  | 蛭 田 史 郎 | 平成27年 6月26日重任 |
| -                                | 取締役  | 藤 田 純 孝 | 平成27年 6月26日重任 |
|                                  |  | 西 川 元 啓 | 平成27年 6月26日重任 |
| -                                | 取締役  | 鵜 巌 惠 子 | 平成27年 6月26日重任 |
|                                  | 取締役  | 田口晶弘    | 平成27年 6月26日就任 |
|                                  | 取締役  | 小川治男    | 平成27年 6月26日就任 |
|                                  |  |         |               |

整理番号 ア457085 \* 下線のあるものは抹消事項であることを示す。 2/9

PATENT REEL: 041072 FRAME: 0497 1990 - T

|   | 東京都新宿区西                                  | i新宿7           | 六丁目1   | 5番1-2115   | 平成27年                                       | 6月26日重日                              |
|---|--|----------------|--|--|---|--------------------------------------|
|   | 号  |                |  |  |   |                                      |
|   | 代表取締役                                    | 笹              | 宏  | 行  |   |                                      |
|   | 監査役                                      | 斎              | 藤  | 隆  | 平成24年                                       | 4月20日就日                              |
|   | 監査役                                      | 清              | 水  | E  | 平成24年                                       | 4月20日就日                              |
|   | 監査役                                      | 名              | 古屋   | 信夫   | 平成24年                                       | 4月20日就住                              |
|   | (社外監査役)<br><br>監査役                       | 名              | 取 勝  | <u>也</u>   | 平成24年                                       | 4月20日就住                              |
|   | (社外監査役)<br>                              | 新!             | 日本有限   | 責任監査法人   | 平成27年                                       | 6月26日重6                              |
|   |  |                |  | <b>.</b>   |   |                                      |
| 非業務執行取締役<br>等の会社に対する<br>責任の制限に関す<br>る規定 | を怠ったことに<br>だし、当該契約<br>当会社は、会社<br>を怠ったことに | よる打<br>っに基<br> | <ul> <li>員害賠償</li> <li>づく責任</li> <li>427条</li> <li>損害賠償</li> </ul> | 第1項の規定によ<br>責任を限定する契約<br>の限度額は、法令7<br>第1項の規定によ<br>責任を限定する契約<br>の限度額は、法令7 | やを締結すること<br>が規定する額と<br>り、社外監査役。<br>やを締結すること | とができる。た<br>する。<br>との間に、任務<br>とができる。た |

REEL: 041072 FRAME: 0498



4/9



整理番号 ア457085 \* 下線のあるものは抹消事項であることを示す。 5/9

ン価格(1円未満の端数は切り上げ)に付与株式数を乗じた金額とする。  $C = S e^{-qT} N (d) - X e^{-rT} N (d - \sigma \sqrt{T})$ ここで、  $rS_{1}$  $\sigma^2$ l n |---| + | r - q + - | T LXI 27 d =--σ√T (1) 1株当たりのオプション価格(C) (2)株価(S):平成26年7月11日の東京証券取引所における当社普 通株式の普通取引の終値(当日に終値がない場合は、翌取引日の基準 値段) (3) 行使価格(X):1円 (4) 予想残存期間(T):15年 (5) ボラティリティ(σ):15年間(平成11年7月12日から平成2 6年7月11日まで)の各週の最終取引日における当社普通株式の普 通取引の終値に基づき算出した株価変動率 (6) 無リスクの利子率(r): 残存年数が予想残存期間に対応する国債の 利子率 (7)配当利回り(q):1株当たりの配当金(直近2期の実績配当金の単 純平均値) ÷上記(2) に定める株価 (8)標準正規分布の累積分布関数(N(·)) ※割当てを受ける者が当社に対して有する報酬請求権と、本新株予約権の払 込金額の払込債務とが相殺されるものとする。 新株予約権の行使に際して出資される財産の価額又はその算定方法 各募集新株予約権の行使に際して出資される財産の価額は、当該各募集新株 予約権を行使することにより交付を受けることができる株式1株当たりの行 使価額1円に付与株式数を乗じた金額とする。 新株予約権を行使することができる期間 平成26年7月12日から平成56年7月11日 新株予約権の行使の条件 (1) 新株予約権者は、当社の取締役および執行役員のいずれの地位をも喪 失した日の翌日の1年後から10年間に限って募集新株予約権を行使 することができる。 (2) 新株予約権者が、取締役もしくは執行役員退任後、監査役に就任した 場合は、募集新株予約権を行使することができるのは、監査役の地位 を喪失した日の翌日の1年後からの10年間とする。 (3) 新株予約権者が死亡した場合は、相続人がこれを行使することができ るものとする。 (4) 新株予約権者は、募集新株予約権の全部または一部の行使ができるも のとする。 会社が新株予約権を取得することができる事由及び取得の条件 以下の(1)、(2)、(3)、(4)または(5)のいずれかの議案につ き当社株主総会で承認された場合(株主総会決議が不要の場合は、当社の取 締役会決議がなされた場合)は、取締役会が別途定める日に、当社は無償で 募集新株予約権を取得することができる。 (1)当社が消滅会社となる合併契約承認の議案 (2) 当社が分割会社となる分割契約もしくは新設分割計画承認の議案 (3) 当社が完全子会社となる株式交換契約もしくは株式移転計画承認の議 宯 (4)当社の発行する全部の株式の内容として譲渡による当該株式の取得に 整理番号 ア457085 6/9 \* 下線のあるものは抹消事項であることを示す。

PATENT

**REEL: 041072 FRAME: 0501** 

|   | ついて当社の承認を要することについての定めを設ける定款の変更承  |
|---|--|
|   | 認の議案   |
|   | (5)募集新株予約権の目的である株式の内容として譲渡による当該株式の   |
|   | 取得について当社の承認を要することまたは当該種類の株式について  |
|   | 当社が株主総会の決議によってその全部を取得することについての定  |
|   | めを設ける定款の変更承認の議案  |
|   | 第3回新株予約権   |
|   | 新株予約権の数  |
|   | 3 8 7 個  |
|   | 新株予約権の目的たる株式の種類及び数又はその算定方法   |
|   | 普通株式3万8700株  |
|   | 募集新株予約権の目的である株式の種類は当社普通株式とし、各募集新株予   |
|   | 約権の目的である株式の数(以下、「付与株式数」という。)は100株と<br>する。  |
|   | なお、割当日後、当社が、当社普通株式につき、株式分割、株式無償割当て   |
|   | または株式併合を行う場合には、次の算式により付与株式数の調整を行い、   |
|   | 調整の結果生じる1株未満の端数は、これを切り捨てる。   |
|   | 調整後付与株式数=調整前付与株式数×株式分割、株式無償割当てまたは株   |
|   | 式併合の比率   |
|   | 調整後付与株式数は、株式分割または株式無償割当ての場合は、当該株式分   |
|   | 割または株式無償割当ての基準日の翌日以降、株式併合の場合は、その効力   |
|   | 発生日以降、これを適用する。ただし、剰余金の額を減少して資本金または   |
|   | 準備金を増加する議案が当社株主総会において承認されることを条件として   |
|   | 株式分割または株式無償割当てが行われる場合で、当該株主総会の終結の日   |
|   | 以前の日を株式分割または株式無償割当てのための基準日とする場合は、調   |
| • | 整後付与株式数は、当該株主総会の終結の日の翌日以降これを適用する。  |
|   | また、当社が吸収合併もしくは新設合併を行い新株予約権が承継される場合   |
|   | または当社が完全子会社となる株式交換もしくは株式移転を行い新株予約権   |
|   | が承継される場合には、当社は、合併比率等に応じ、必要と認める付与株式   |
|   | 数の調整を行うことができる。付与株式数の調整を行うときは、当社は調整   |
|   | 後付与株式数を適用する日の前日までに、必要な事項を新株予約権原簿に記   |
|   | 載された各募集新株予約権を保有する者(以下、「新株予約権者」という。   |
|   | に通知または公告する。ただし、当該適用の日の前日までに通知または公告   |
|   | を行うことができない場合には、以後速やかに通知または公告する。  |
|   | 募集新株子約権の払込金額若しくはその算定方法又は払込を要しないとする旨  |
|   | 各募集新株予約権の払込金額は、次式のブラック・ショールズモデルにより   |
|   | 以下の(2)から(7)の基礎数値に基づき算出した1株当たりのオプショ   |
|   | ン価格(1円未満の端数は切り上げ)に付与株式数を乗じた金額とする。<br>C=Se <sup>-qr</sup> N(d)−Xe <sup>-rr</sup> N(d−σ-Ω)                         |
|   | $\begin{bmatrix} C-Se^{-N} & (d) - Xe^{-N} & (d-\theta AT) \\ C - C - C & (d-\theta AT) \end{bmatrix}$           |
|   |  |
|   | $\begin{bmatrix} c \\ b \\ 1 \\ c \\ 1 \\ c \\ c \\ c \\ c \\ c \\ c \\ c$                                       |
|   | $ 1 n \begin{pmatrix} S \\ - \\ X \end{pmatrix} + \begin{pmatrix} \sigma^{2} \\ r - q + - \\ 2 \end{pmatrix} T $ |
|   | d =  |
|   | $\sigma \sqrt{r}$  |
|   | <ol> <li>(1) 1株当たりのオプション価格(C)</li> </ol>   |
|   | <ul><li>(2)株価(S):平成27年7月13日の東京証券取引所における当社</li></ul>  |
|   | 普通株式の普通取引の終値(当日に終値がない場合は、翌取引日の   |
|   | 基準値段)  |
|   | (3) 行使価格(X):1円   |
|   |  |

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|                    | <ul> <li>(4)予想残存期間(T):15年</li> <li>(5)ボラティリティ(σ):15年間(平成12年7月14日から平成27年7月13日まで)の各週の最終取引日における当社普通株式の普通取引の終値に基づき算出した株価変動率</li> <li>(6)無リスクの利子率(r):残存年数が予想残存期間に対応する国債の利子率</li> <li>(7)配当利回り(q):1株当たりの配当金(直近2期の実績配当金の単純平均値)÷上記(2)に定める株価</li> <li>(8)標準正規分布の累積分布関数(N(・))</li> <li>※割当てを受ける者が当社に対して有する報酬請求権と、本新株予約権の払込金額の払込債務とが相殺されるものとする。</li> <li>新株予約権の行使に際して出資される財産の価額又はその算定方法各募集新株予約権の行使に際して出資される財産の価額は、当該各募集新株</li> </ul> |
|--------------------|---|
|                    | 使価額1円に付与株式数を乗じた金額とする。<br>新株予約権を行使することができる期間<br>平成27年7月14日から平成57年7月13日<br>新株予約権の行使の条件<br>(1)新株予約権者は、当社の取締役および執行役員のいずれの地位をも喪<br>失した日の翌日の1年後から10年間に限って募集新株予約権を行使<br>することができる。  |
|                    | <ul> <li>(2)新株予約権者が、取締役もしくは執行役員退任後、監査役に就任した場合は、募集新株予約権を行使することができるのは、監査役の地位を喪失した日の翌日の1年後からの10年間とする。</li> <li>(3)新株予約権者が死亡した場合は、相続人がこれを行使することができるものとする。</li> <li>(4)新株予約権者は、募集新株予約権の全部または一部の行使ができるものとする。</li> </ul>   |
|                    | 会社が新株予約権を取得することができる事由及び取得の条件<br>以下の(1)、(2)、(3)、(4)または(5)のいずれかの議案につ<br>き当社株主総会で承認された場合(株主総会決議が不要の場合は、当社の取<br>締役会決議がなされた場合)は、取締役会が別途定める日に、当社は無償で<br>募集新株予約権を取得することができる。<br>(1)当社が消滅会社となる合併契約承認の議案   |
|                    | <ul> <li>(2)当社が分割会社となる分割契約もしくは新設分割計画承認の議案</li> <li>(3)当社が完全子会社となる株式交換契約もしくは株式移転計画承認の議案</li> <li>(4)当社の発行する全部の株式の内容として譲渡による当該株式の取得について当社の承認を要することについての定めを設ける定款の変更承認の議案</li> <li>(5)募集新株予約権の目的である株式の内容として譲渡による当該株式の</li> </ul>  |
|                    | 取得について当社の承認を要することまたは当該種類の株式について<br>当社が株主総会の決議によってその全部を取得することについての定<br>めを設ける定款の変更承認の議案   |
| 取締役会設置会社<br>に関する事項 | 取締役会設置会社  |
| 監査役設置会社に<br>関する事項  | 監查役設置会社   |
|                    |   |

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| 監査役会設置会社<br>に関する事項  | 監査役会設置会社  |
|---------------------|---|
| 会計監査人設置会<br>社に関する事項 | 会計監査人設置会社   |
| 登記記録に関する<br>事項      | 平成28年4月1日東京都渋谷区幡ケ谷二丁目43番2号から本店移転<br>平成28年 4月 1日登記 |

これは登記簿に記録されている閉鎖されていない事項の全部であることを証明 した書面である。 (東京法務局八王子支局管轄) 平成28年4月8日 東京法務局 登記官 黒澤貞彦

整理番号 ア457085

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**RECORDED: 01/23/2017** 

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