



## 1【提出理由】

当社は、当社の発行する新株予約権証券の本邦以外の地域における募集について、金融商品取引法第24条の5第4項および第15項ならびに企業内容等の開示に関する内閣府令第19条第1項および第2項第1号の規定に基づき、以下のとおり本外国会社臨時報告書を提出する。

本募集は、当社および当社の子会社の一定の従業員（以下「適格従業員」という。）に対して当社の修正改訂済2013年株式報酬およびインセンティブ制度（以下「本制度」という。）に従って付与される当社の記名式顔面普通株式を取得する新株予約権（以下「オプション」という。）に関するものである。本募集は、2021年6月25日付の当社取締役会による決議による授権に基づく、2021年8月2日に発効した当社社内株式委員会の書面決議に従って行われるものである。

## 2【報告内容】

### (1) **Type and Name of Securities to be Issued:**

Stock Acquisition Rights

### (2) **Number of Stock Acquisition Rights to be Issued:**

5,312,114 options

### (3) **Issue Price:**

\$0 (0 yen)

### (4) **Aggregate Issue Price:**

**Aggregate Issue Price of the Stock Acquisition Rights:**

\$0 (0 yen)

**Total Amount to be Paid upon Exercise of Stock Acquisition Rights**

**(Estimated Amount):**

\$697,268,083.64 (76,455,445,371 yen) (Note)

### (5) **Kind and Terms of Shares to be Issued upon Exercise of Stock Acquisition Rights:**

**Kind of Shares:**

Medtronic Public Limited Company registered ordinary shares (par value \$0.0001 per share)

**Terms of Shares:**

Holders of ordinary shares of the Company are entitled to one vote for each ordinary share held of record, on all matters requiring a vote of the shareholders.

The Company's articles of association entitle the board of directors of the Company, without shareholder approval, to determine the terms of the preferred shares issued by the Company. Preferred shares may be preferred as to dividends, rights upon liquidation or voting in such manner as the directors of the Company may resolve. The preferred shares may also be redeemable at the option of the holder of the preferred shares or at the option of the

Company, and may be convertible into or exchangeable for shares of any other class or classes of the Company, depending on the terms of such preferred shares.

- (6) **Number of Shares to be Issued upon Exercise of Stock Acquisition Rights:**  
5,312,114 Shares
- (7) **Amount to be Paid upon Exercise of Stock Acquisition Rights:**  
\$131.26 (14,393 yen)
- (8) **Exercise Period of Stock Acquisition Rights:**  
From: August 2, 2022  
To: August 2, 2031
- (9) **Terms of Exercise of Stock Acquisition Rights:**  
The Options shall vest 25% per year for each consecutive year beginning on August 2, 2022.
- (10) **Price of Shares to be Issued upon Exercise of Stock Acquisition Rights and the Amount to be Accounted as Paid-in Capital upon such Issuance:**  
**Issue Price of Shares:**  
\$131.26 (14,393 yen)  
  
**Amount of the Paid-in Capital:**  
\$0.0001 (0.01 yen)
- (11) **Matters relating to Transfer of Stock Acquisition Rights:**  
The Options cannot be transferred.
- (12) **Method of Issuance:**  
Allotment to Eligible Employees who elect to participate in the Plan.
- (13) **Name and Address of Underwriter:**  
Not applicable.
- (14) **Countries in which Offering will be Made:**  
Argentina, Australia, Austria, Brazil, Canada, Chile, China, Colombia, Costa Rica, Croatia, Denmark, Dominican Republic, Finland, France, Germany, Greece, Hungary, India, Indonesia, Ireland, Israel, Italy, Kazakhstan, Latvia, Lebanon, Luxembourg, Malaysia, Mexico, Netherlands, Pakistan, Panama, Poland, Portugal, Republic of Korea, Russian Federation, Saudi Arabia, Singapore, Slovakia, Spain, Switzerland, Taiwan, Thailand, Turkey, United Arab Emirates, United Kingdom, United States
- (15) **Total Amount of Proceeds of the Issuance of the Shares, Individual Purposes, Amounts and Timing of Use of Proceeds for Each Purpose:**  
**Total Amount of Subscription Payment:**  
\$697,268,083.64 (76,455,445,371 yen) (Note)

**Estimated Amount of Issue Expenses:**

\$0 (0 yen)

**Net Proceeds:**

\$697,268,083.64(76,455,445,371yen)

**Use of Proceeds:**

All the net proceeds from the issuance of the Shares will be used for the general corporate purpose of the Company; however, more detailed purposes, individual amounts to be used for each purpose and the timing of use of the net proceeds are not determined at this time and will be determined depending on the Company's business condition, etc.

**(16) Date of Issuance:**

August 2, 2021

**(17) Name of Financial Instruments Exchanges on Which the Securities will be Listed:**

Not applicable.

**(18) Amount of Issued Share Capital (as of April 30, 2021):**

\$134,540.07 (14,752,319 yen)

**(19) Number of Issued Shares (as of April 30, 2021):**

**Ordinary Shares:**

1,345,400,671 shares (par value \$0.0001 per share)

**Preferred Shares:**

0 shares (par value \$0.20 per share)

**A Preferred Shares:**

1,872 shares (par value \$1.00 per share)

**Euro Deferred Shares:**

0 shares (par value Euro 1.00 per share)

(Note) Total amount to be paid upon exercise of stock acquisition rights and the total amount of subscription payment is an estimate on the assumption that all the Eligible Employees as of the date hereof accept the grant of the Options to the maximum extent and that all such Options are exercised.

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