【表紙】

【提出書類】	外国会社臨時報告書
【提出先】	関東財務局長
【提出日】	令和8年9月9日
【会社名】	メドトロニック・パブリック・リミテッド・カンパニー (Medtronic Public Limited Company)
【代表者の役職氏名】	秘書役補佐 (Assistant Secretary) ニコラス・ベンジャミン (Nicholas Benjamin)
【本店の所在の場所】	アイルランド共和国、H91 4K49、ゴールウェイ パークモア・ビジネスパーク西、ビルディング2 (Building 2, Parkmore Business Park West, Co. Galway, H91 4K49, Ireland)
【代理人の氏名又は名称】	弁護士　柴 田　弘 典
【代理人の住所又は所在地】	東京都千代田区大手町一丁目1番1号　大手町パークビルディング アンダーソン・毛利・友常法律事務所外国法共同事業
【電話番号】	03-6775-1039
【事務連絡者氏名】	弁護士　乙 黒　亮 祐 弁護士　酒 寄　里 彩 弁護士　紀 伊　裕太郎
【連絡場所】	東京都千代田区大手町一丁目1番1号　大手町パークビルディング アンダーソン・毛利・友常法律事務所外国法共同事業
【電話番号】	03-6775-1240 03-6775-1840 03-6775-1343
【縦覧に供する場所】	該当事項なし。

（注）1．本書において別段の記載がある場合を除き、下記の用語は下記の意味を有するものとする。

「メドトロニック」または「当社」	メドトロニック・パブリック・リミテッド・カンパニーおよび（文脈上必要とされる場合または許される場合）その子会社

2．本書において別段の記載がある場合を除き、「米ドル」はアメリカ合衆国の法定通貨を、「ユーロ」は欧州経済通貨同盟に参加している欧州連合の加盟国の統一通貨を指すものとする。便宜上記載されている日本円への換算は、本書において別段の記載がある場合を除き、1米ドル＝163.69円（株式会社三菱ＵＦＪ銀行が発表した令和8年7月27日現在の東京外国為替市場における対顧客電信直物売買相場の仲値）の為替レートにより計算されている。

3．本書中の表で計数が四捨五入されている場合、合計は計数の総和と必ずしも一致しない。

Notes:

1. Unless otherwise specified in this document, following terms will have the following meanings:

"Medtronic" or the "Company"	Medtronic Public Limited Company and, when the context so requires or permits, includes its subsidiaries.

2. Unless otherwise specified in this document, "$" means the official currency of the United States and "Euro" means the single currency of those member states of the European Union participating in European economic and monetary union from time to time. For the convenience of Japanese readers, conversion into Japanese yen has been made, unless otherwise stated, at the exchange rate of $1 = 163.69 yen being the mean quotation in the Tokyo foreign exchange market on July 27, 2026 for purchase and sale by telegraphic transfer vis-à-vis customers by MUFG Bank, Ltd.

3. Some of the figures in this document are rounded and, therefore, the total of such figures and the figures indicated in the column for total do not necessarily match with each other.

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2021年長期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額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、2026年7月27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:
2,468,926options

(3) Issue Price:
$0 (0 yen)

(4) Aggregate Issue Price:
① Aggregate Issue Price of Stock Acquisition Rights:
$0 (0 yen)

② Total Amount to be Paid upon Exercise of Stock Acquisition Rights (Estimated Amount):
$207,932,947.72 (34,036,544,212 yen) (Note)

(5) Kind and Terms of Shares to be Issued upon Exercise of Stock Acquisition Rights:
① Kind of Shares:
Medtronic Public Limited Company registered ordinary shares (par value $0.0001 per share)

② Terms of Shares:
Holders of the Sharesare 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:
2,468,926 Shares

(7) Amount to be Paidupon Exercise of Stock Acquisition Rights:
$84.22 (13,786 yen)

(8) Exercise Period of Stock Acquisition Rights:
From: July 27, 2027
To: July 27, 2036

(9) Terms of Exercise of Stock Acquisition Rights:
The Options shall vest 25% per year for each consecutive year beginning on July 27, 2027.

(10) Price of Shares to be Issued upon Exercise of Stock Acquisition Rights and Amount to be Accounted as Paid-in Capital upon such Issuance:

① Issue Price of Shares:
$84.22 (13,786 yen)

② Amount of the Paid-in Capital:
$0.0001 (0.02 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:
Austria, China, Colombia, Costa Rica, Czech Republic, Denmark, Finland, France, Germany, Greece, Hong Kong, Hungary, Ireland, Israel, Italy, Kazakhstan, Korea, Republic of Latvia, Lebanon, Lithuania, Malaysia, Mexico, Netherlands, Norway, Poland, Portugal, Romania, Saudi Arabia, Singapore, Slovakia, South Africa, Spain, Sweden, Taiwan, Turkey, United Kingdom and United States of America

(15) Total Amount of Proceeds of Issuance of Shares, Individual Purposes, Amounts and Timing of Use of Proceeds for Each Purpose:

① Total Amount of Subscription Payment:
$207,932,947.72 (34,036,544,212 yen) (Note)

② Estimated Amount of Issue Expenses:
$0 (0 yen)

③ Net Proceeds:
$207,932,947.72 (34,036,544,212 yen)

④ 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:
July 27, 2026

(17) Name of Financial Instruments Exchanges on Which the Securities will be Listed:
Not applicable.

(18) Amount of Issued Share Capital (as of August 28, 2026):
$127,913.78(20,938,207 yen)

(19) Number of Issued Shares (as of August 28, 2026):

① Ordinary Shares:
1,279,137,890 shares (par value $0.0001 per share)

② Preferred Shares:
0 shares (par value $0.20 per share)

③ A Preferred Shares:
0 shares (par value $1.00 per share)

④ 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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