【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10月20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＝157.96円（株式会社三菱ＵＦＪ銀行が発表した令和8年10月1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 = 157.96 yen being the mean quotation in the Tokyo foreign exchange market on October 1, 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、当社による新株予約権証券の発行について、金融商品取引法第24条の5第4項及び第15項並びに企業内容等の開示に関する内閣府令第19条第1項及び第2項第2号の2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。

本発行は、当社及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2024年従業員株式購入制度（以下「本制度」という。）（購入期間：2027年1月1日から2027年3月31日まで）に従って付与される当社の記名式額面普通株式（以下「本株式」という。）を購入するオプション（以下「オプション」という。）に関するものである。本発行は、2023年6月22日付の当社取締役会による決議に従って行われるものである。

2【報告内容】

(1) Name of Securities to be Issued:
Stock Acquisition Rights

(2) Number of Stock Acquisition Rights to be Issued:
182,877 options (Note 1)

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

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

② Total Amount to be Paid upon Exercise of Stock Acquisition Rights (Estimated Amount):
$13,414,027.95 (2,118,879,855 yen) (Note 2)

(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 Shares 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:
182,877 Shares (Note 1)

(7) Amount to be Paidupon Exercise of Stock Acquisition Rights:
$73.35 (11,586 yen) (Note 3)

(8) Exercise Period of Stock Acquisition Rights:
From: January 1, 2027
To: March 31, 2027

(9) Terms of Exercise of Stock Acquisition Rights:
Not applicable.

(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:
$73.35 (11,586 yen) (Note 3)

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) Number and Breakdown of Counterparties for Issuance:
1,551 employees of Medtronic Japan Co., Ltd.
256 employees of Medtronic Sofamor Danek Co., Ltd.
712 employees of Covidien Japan, Inc.

(13) Relationship between such Subsidiaries and Filing Party if Counterparties are Directors, etc., of Subsidiaries of Filing Party:

Medtronic Japan Co., Ltd.	A subsidiary of the Company
Medtronic Sofamor Danek Co., Ltd.	A subsidiary of the Company
Covidien Japan, Inc.	A subsidiary of the Company

(14) Details of Agreement between Counterparties and Filing Party:
It will be in accordance with the provisions set forth in the Plan.

(Note 1) The number of stock acquisition rights and shares to be issued upon exercise of stock acquisition rights are calculated on the assumption that all the Eligible Employees as of the date hereof participate in the Plan, accumulate their payroll deductions to the maximum extent permitted under the Plan for three months and use such funds to purchase the Shares, and that the Shares will be issued at $73.35 per share. This per share price is 85% of the estimated closing price of a Share on the New York Stock Exchange on March 31, 2027, which for these purposes is assumed to be the same as the closing price of $86.29 on September 30, 2026. The actual number of stock acquisition rights and shares to be issued upon exercise of stock acquisition rights will be determined on March 31, 2027.

(Note 2) Total amount to be paid upon exercise of stock acquisition rights and the total amount of subscription payment are the estimate on the assumption that all the Eligible Employees as of the date hereof participate in the Plan, accumulate their payroll deductions to the maximum extent permitted under the Plan and use such funds to purchase the Shares, and

that the Shares will be issued at $73.35 per share, being 85% of the closing price of the Shares on the New York Stock Exchange on September 30, 2026 ($86.29).

(Note 3) The amount to be paid upon exercise of stock acquisition rights and the price of shares to be issued upon exercise of stock acquisition rights are the estimate based on the assumption that the Shares will be issued at $73.35 per share, being 85% of the closing price of the Shares on the New York Stock Exchange on September 30, 2026 ($86.29). The actual amount to be paid upon exercise of stock acquisition rights and the price of shares to be issued will be 85% of the fair market value of the Shares on March 31, 2027. The term "fair market value of the Shares" is deemed to mean the closing price of the Shares on the New York Stock Exchange on the date of determination.

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