



# Recommended Cash Offer for Optos by Nikon

February 27, 2015

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This presentation contains statements that are or may be forward-looking statements. Without limitation, all statements preceded or followed by or that include the following words "target", "believe", "expect", "anticipate", "intend", "plan", "estimate", "aim", "will", "may", "forecast", "project" and similar expressions (or their negative) are forward-looking statements. Forward-looking statements include statements relating to the following: statements relating to the expected benefits of the Offer for Nikon, background to and reasons for the Offer, information on the prospects of Nikon or Optos and future capital expenditures, expenses, revenues, earnings, synergies, economic performance, and future prospects. Forward-looking statements involve inherent risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors could cause actual results to differ materially from those projected or implied in any forward-looking statements, including risks relating to the successful integration of Optos with Nikon; higher than anticipated costs relating to the integration of Optos; investment required in Optos to realise expected benefits; and facts relating to Optos that may impact the timing or amount of benefit realised from the Offer that are unknown to Nikon. Nikon expressly disclaims any obligation or undertaking to release any updates or revisions to these forward-looking statements to reflect any change in Optos' expectations with regards thereto or any change in events, conditions or circumstances on which any statement is based after the date of this presentation or to keep any other information contained in this presentation up to date. Accordingly, undue reliance should not be placed on the forward-looking statements, which speak only of the date of this presentation.

## Optos is a leading retinal imaging company with cutting edge “Ultra-Widefield (UWF)” technology

### Headquarters

- Scotland, United Kingdom

### Foundation

- 1992

### Listed

- London Stock Exchange

### Business

- Leading provider of retinal diagnostics solutions to optometrists and ophthalmologists
- Optos’ UWF technology provides digital images of approximately 82% of the entire retina of the eye in a single patient-friendly capture

### Number of Employees

- 391

### Financials

- FY Sep 2014 Revenue<sup>1</sup>: \$170.6mm
- FY Sep 2014 Gross Profit: \$96.3mm
- FY Sep 2014 Adjusted Operating Profit<sup>2</sup>: \$16.3mm

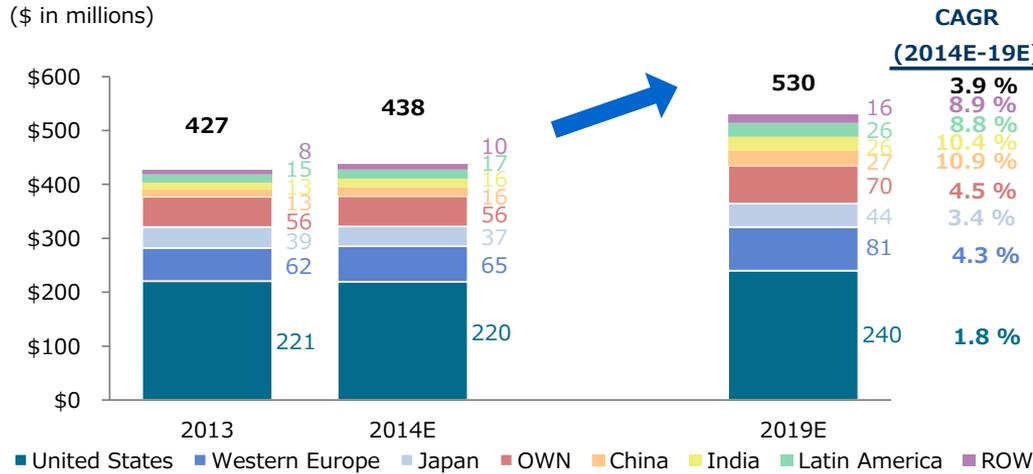
Note:

<sup>1</sup> Revenue and other operating income.

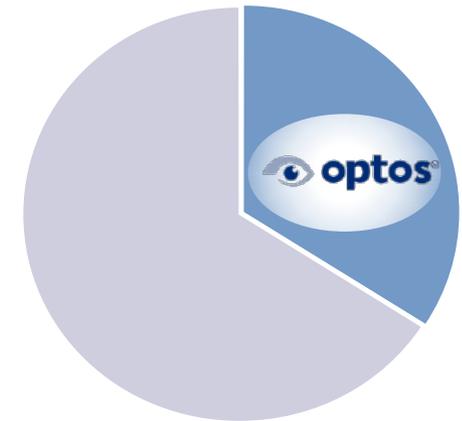
<sup>2</sup> Operating profit before exceptional and separately disclosed items.

**285 million people are estimated to be visually-impaired, while 80% of all visual impairment can be prevented or cured**  
Source: World Health Organization

## Fundus Camera Global Market

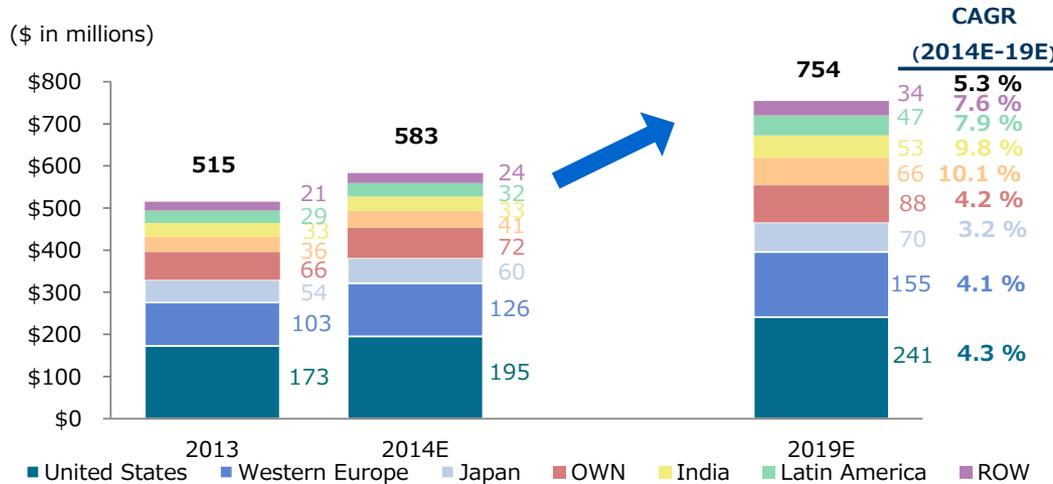


## 2014 Fundus Camera Global Market Share



*Optos' products and portfolio is reflected in its leading position in the fundus camera market where it had a global leading market share.*

## OCTs Global Market



## 1 Establish a major footprint into the medical segment, with a scale platform for future expansion

- Provides an attractive platform in the medical segment
- Combines Nikon's core competence in optical technologies with Optos' imaging and diagnostics business
- Further expands the medical business: internal diagnostics, ophthalmology treatment, and regenerative medicine
- Allows an integrated platform to be built between the diagnostic and treatment platforms

## 2 Significant collaboration opportunities in product development, research, manufacturing and marketing

- Strong potential to offer ophthalmologists competitive tools for enhanced disease diagnosis
  - Significant opportunity in combining UWF technologies with Optical Coherence Tomography ("OCT") imaging technology
- Enhances Optos' OCT technology by leveraging Nikon's existing optics expertise
- Accelerates the development of high precision, reliable and non- or low-invasive medical devices
- Presents numerous additional collaboration opportunities: global sales, joint R&D, and manufacturing

## 3 Expansion of Nikon's regenerative medical business

- Opportunity to expand the regenerative medical business platform by combining Optos' expertise and technology with Nikon's products and technology
  - Since 2007: Nikon has developed the manufacture and distribution of cell incubator and monitoring systems for live cells (including iPS cells)
  - August 2013: Nikon invested in Healios K.K., which is funding the development of a regenerative treatment for retinal disease (e.g. age-related macular degeneration) by using iPS cells

## Precision to Medical

Leverage Nikon's core competencies to address unmet medical needs

### Precision Equipment



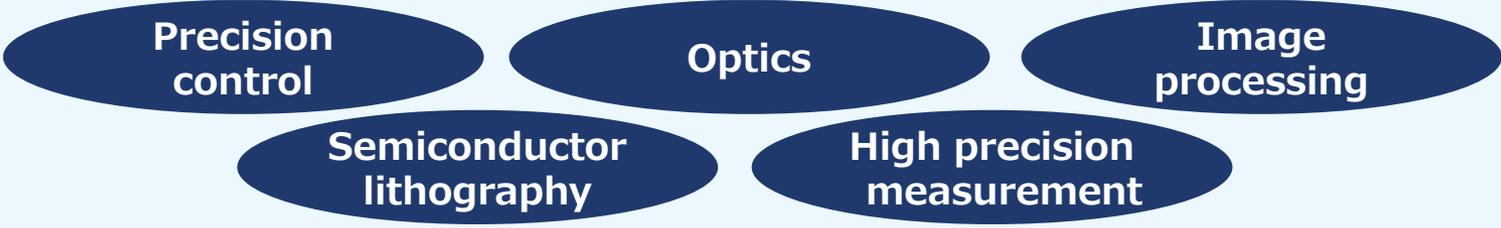
### Imaging Products



### Instruments



## Technologies



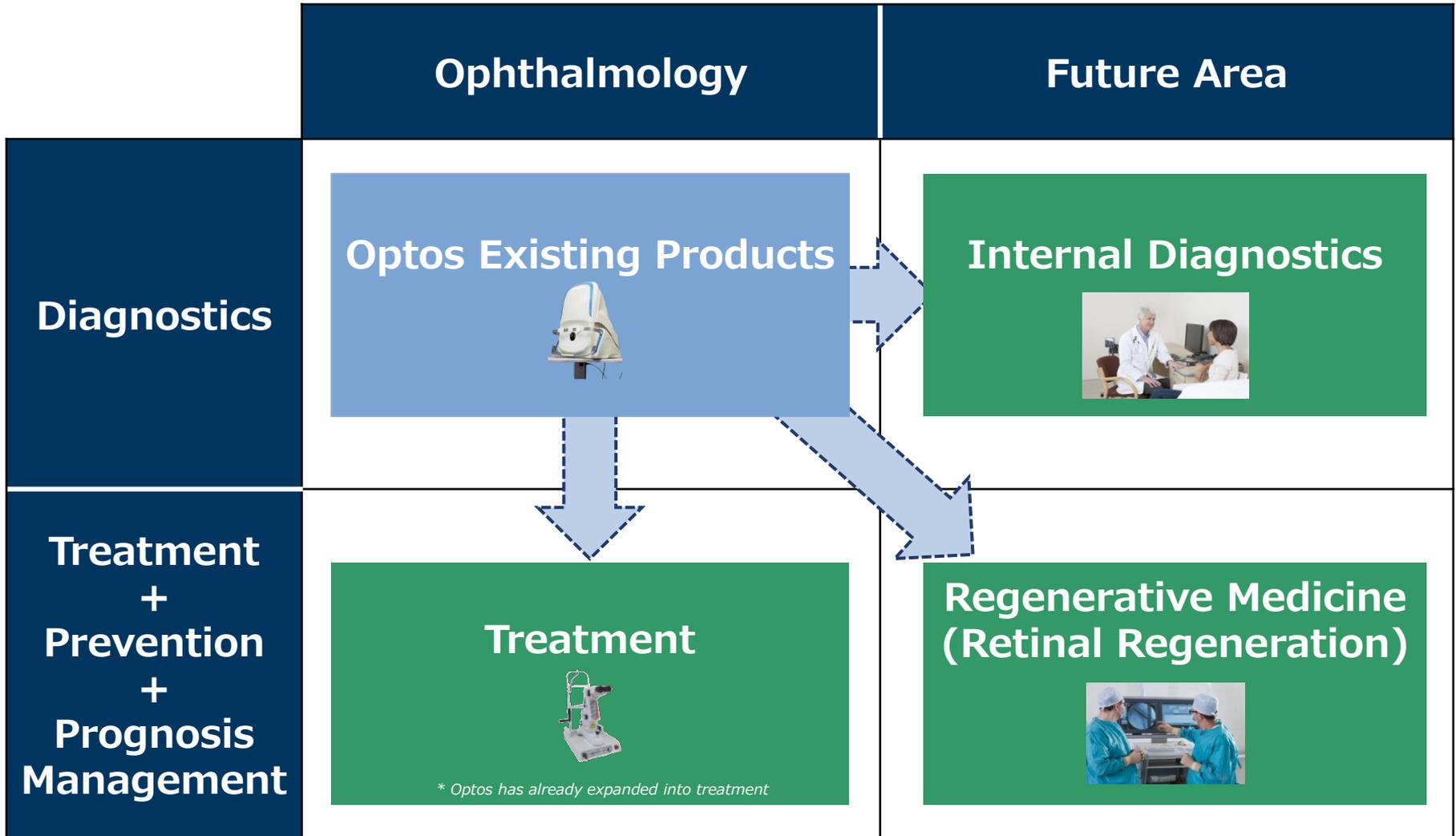
Alliances  
M&A



Medical Business



Corporate  
Venture  
Capital Strategy

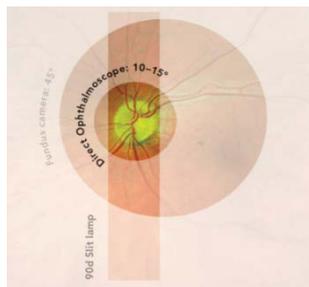
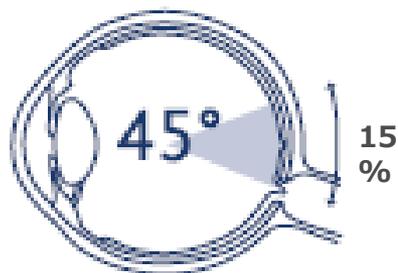


# Optos' Core Competence: UWF

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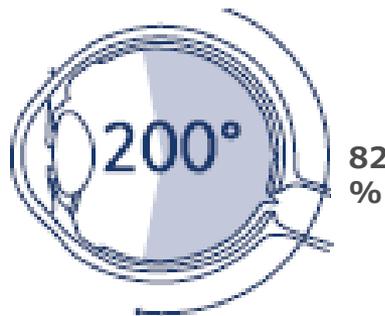


## Conventional Field Imaging



VS

## The Optos Difference: 200° Field of View – Ultra Wide-Field Imaging



## Nikon's Key Technologies

Optical  
technologies

Image  
processing  
technologies

Precision  
technologies

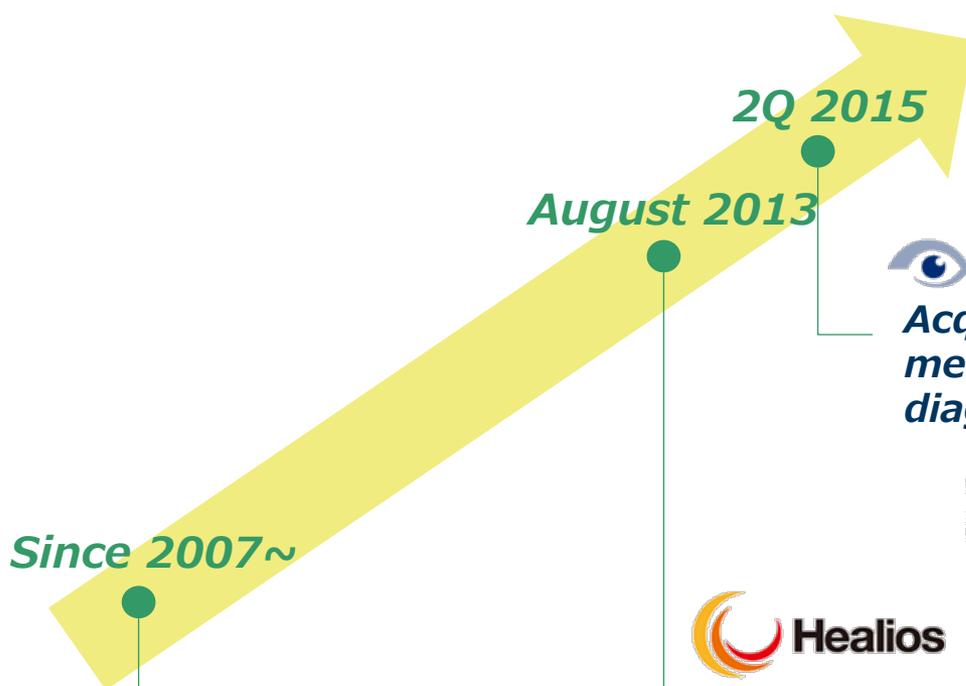
Competitive and Innovative  
Products

# Expansion of Regenerative Medical Business

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## Further Expansion in Medical Business



Since 2007~



*Developed the manufacture and distribution of cell incubator and monitoring systems for live cells*



BioStation CT BioStation IM-Q

2Q 2015



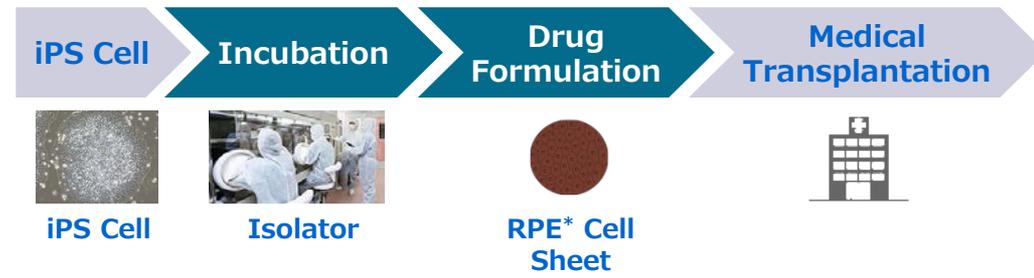
*Acquires Optos to further expand medical business by entry into diagnostics*



UWF imaging example



*Invested in Healios to offer regenerative treatment for retina disease by using iPS cells*



iPS Cell

Isolator

RPE\* Cell Sheet

\*RPE: Retinal pigmented epithelium

# Terms of the Acquisition

NIKON CORPORATION



## Key Items

## Details

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Offer Terms	<ul style="list-style-type: none"><li>■ Acquisition of 100% of Optos</li><li>■ Directors of Optos intend to unanimously recommend that Optos shareholders vote in favor of the scheme of arrangement</li></ul>
Offer Price	<ul style="list-style-type: none"><li>■ 340 pence per share in cash for each Optos share</li><li>■ Offer value of approximately GBP 259.3 million (JPY 47.8 billion)</li></ul>
Premium	<ul style="list-style-type: none"><li>■ 30.5% premium to the closing price of 261 pence per Optos Share on February 26, 2015</li><li>■ 39.1% premium to the volume-weighted average closing price of 244 pence per Optos share, for the 3 month period to February 26, 2015</li></ul>
Funding	<ul style="list-style-type: none"><li>■ Fully funded using existing cash resources</li></ul>
Structure	<ul style="list-style-type: none"><li>■ Acquisition of Optos through an UK “scheme of arrangement”</li></ul>

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- Posting of scheme document
- Optos shareholder meeting
- Court Approval
- Anti-trust approvals / clearances
- Q2 CY2015: Anticipated closing