

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

UNITED STATES OF AMERICA

Plaintiff,

v.

Civil Action No.

CANON INC.

and

TOSHIBA CORPORATION

Defendants.

STIPULATION

It is stipulated by and between the undersigned parties, by their respective attorneys, that:

(1) The parties consent that the Court may file and enter a Final Judgment in the form attached as Exhibit A, on the Court's own motion or on the motion of any party at any time after compliance with the requirements of the Antitrust Procedures and Penalties Act ("APPA") (15 U.S.C. § 16), and without further notice to any party or other proceedings, if the United States has not withdrawn its consent, which it may do at any time before the entry of the proposed Final Judgment by serving notice of its withdrawal on Defendants Canon Inc. and Toshiba Corporation (collectively, "Defendants") and filing that notice with the Court;

(2) Defendant Canon Inc. waives any objection to venue or jurisdiction for purposes of this action and authorizes Weil, Gotshal & Manges LLP to accept service of all process in this matter on its behalf;

(3) Defendant Toshiba Corporation waives any objection to venue or jurisdiction for purposes of this action and authorizes Wilmer Cutler Pickering Hale and Dorr LLP to accept service of all process in this matter on its behalf;

(4) Defendants agree to arrange, at their expense, publication of the newspaper notice required by the APPA, which shall be drafted by the United States in its sole discretion. The publication shall be arranged no later than five (5) business days after Defendants' receipt from the United States of the text of the notice and the identity of the newspaper within which the publication shall be made. Defendants shall promptly send to the United States (1) confirmation that publication of the newspaper notice has been arranged, and (2) the certification of the publication prepared by the newspaper within which the notice was published;

(5) Defendants shall abide by and comply with the provisions of the proposed Final Judgment pending entry of the Final Judgment by the Court, or until expiration of time for all appeals of any Court ruling declining entry of the proposed Final Judgment, and shall, from the date of signing this Stipulation by the parties, comply with all terms and provisions of the proposed Final Judgment. The United States shall have the full rights and enforcement powers in the proposed Final Judgment, including Section VIII, as though they were in full force and effect as the Final Order of the Court;

(6) This Stipulation shall apply with equal force and effect to any amended proposed Final Judgment agreed upon in writing by the parties and submitted to the Court;

(7) In the event the United States has withdrawn its consent or if the proposed Final Judgment is not entered pursuant to this Stipulation, and the time has expired for all appeals of any Court ruling declining entry of the proposed Final Judgment, and the Court has not otherwise

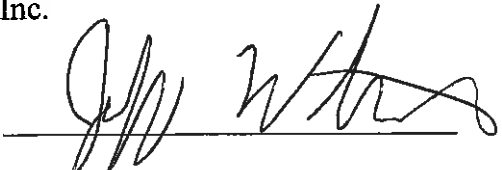
ordered continued compliance with the terms and provisions of the proposed Final Judgment, then the parties are released from all further obligations under this Stipulation, and the making of this Stipulation shall be without prejudice to any party in this or any other proceeding;

(8) The Defendants represent that the actions they are required to perform pursuant to the proposed Final Judgment can and will be performed, and that the Defendants will later raise no claim of mistake, hardship, or difficulty of compliance as grounds for asking the Court to modify any of the provisions contained therein; and

(9) The entry of the Final Judgment in accordance with this Stipulation settles, discharges, and releases any and all claims of the United States and the Federal Trade Commission for civil penalties and equitable relief pursuant to Section 7A of the Clayton Act, 15 U.S.C. § 18a, against Defendants for failure to comply with Section 7A of the Clayton Act, 15 U.S.C. § 18a, in connection with Defendant Canon Inc.'s acquisition of Toshiba Medical Systems Corporation from Defendant Toshiba Corporation in 2016.

FOR THE DEFENDANTS:

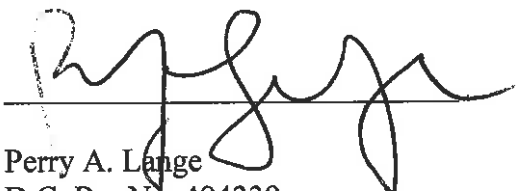
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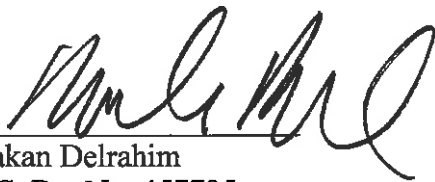
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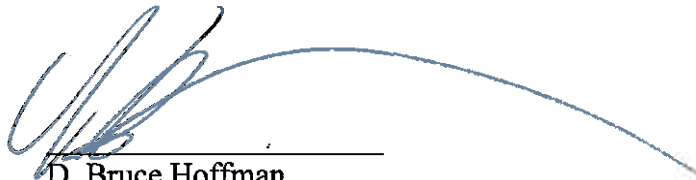
Counsel for Defendant Toshiba Corporation

Dated: June 10, 2019

FOR THE PLAINTIFF:



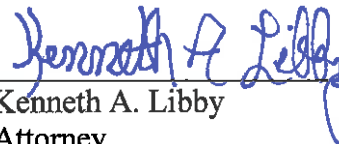
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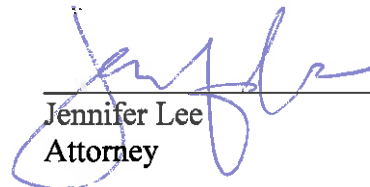
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