

For reference (Translation in English)

May 28, 2009

Wacom Co., Ltd.

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Re: Stock Acquisition Rights for the Purpose of Granting Stock Options

At a meeting held on May 28, 2009, the Board of Directors of Wacom resolved to propose an agenda asking for (i) the authorization to issue rights for Directors, Executive Officers, and employees etc. of Wacom and its affiliates to subscribe for or purchase shares of Wacom ("Stock Acquisition Rights") pursuant to Articles 236 and 238 of the Corporation Act of Japan, without consideration, for the purpose of granting stock options, (ii) the authorization to delegate to the Board of Directors the determination of the terms and conditions of the offering of such rights pursuant to Article 239 of the Corporation Act. The proposal will be presented at its Ordinary General Shareholders' Meeting of Wacom ("26th Shareholders' Meeting") to be held on June 25, 2009.

1. Reason for recruiting persons accepting Stock Acquisition Rights with especially advantageous terms.

Wacom will issue Stock Acquisition Rights to Directors, Executive Officers, and employees etc. of Wacom and its affiliates in order to enhance enthusiasm and raise morale for improving business performance and thereby contribute to strengthening Wacom's international competitiveness.

2. Summary of Terms of Issuance of Stock Acquisition Rights

(1) Grantees of the Stock Acquisition Rights

Directors, Executive Officers and employees, etc. of Wacom and its affiliates.

(2) Type and Number of Shares to be Issued or Transferred upon Exercise of Stock Acquisition Rights

Up to 5,000 shares of common stock of Wacom.

If Wacom splits or consolidates its shares, the Exercise Price shall be adjusted according to the following formula. This adjustment is applied only to the stock numbers to be transferred upon exercise of each Stock Acquisition Right of total stock acquisition rights, and any fraction less than one (1) yen arising therefrom shall be rounded down to zero (0) yen.

$$\begin{array}{l} \text{Number of Shares} \\ \text{to be Granted after} \\ \text{adjustment} \end{array} = \begin{array}{l} \text{Number of Shares to} \\ \text{be Granted before} \\ \text{adjustment} \end{array} \times \begin{array}{l} \text{Ratio of split} \\ \text{(or consolidation)} \end{array}$$

When an unavoidable reason to need the adjustment of the number of stocks is caused, for instance this Stock Acquisition Right is succeeded if Wacom is absorbed or newly consolidated by other companies, or if Wacom establishes a new division or the sink decomposition, the company adjusts the number of stocks within a reasonable range.

(3) Total Number of Stock Acquisition Rights

Up to 5,000.

The number of shares to be issued or transferred upon exercise of each Stock Acquisition Right (the "Number of Shares to be Granted") shall be 1. However, if number of stocks is adjusted according to the mentioned preceding clause (2), same adjustment is to be done.

(4) Amount Paid for Issuance of Stock Acquisition Rights

No monetary payment shall be required for Stock Acquisition Rights.

(5) Amount of Assets to be Paid upon Exercise of Stock Acquisition Rights (Exercise Price)

The amount of assets to be paid upon exercise of each Stock Acquisition Right shall be the amount obtained by multiplying the amount to be paid per share issued or transferred upon exercise of Stock Acquisition Rights (the "Exercise Price") by the Number of Shares to be Granted. The Exercise Price shall be as follows.

The amount obtained by multiplying the closing price of Wacom's common stock in regular trading on the Tokyo Stock Exchange on the Allotment Date (if there is no transaction made on that day, then the closing price of the latest date prior to the Allotment Date on which a transaction was made) by 1.025, and any fraction less than one (1) yen arising there from shall be rounded up to the nearest one (1) yen.

In addition, the Exercise Price shall be adjusted as follows:

If Wacom splits or consolidates its shares after the Allotment Date, the Exercise Price shall be adjusted according to the following formula, and any fraction less than one (1) yen arising there from shall be rounded up to the nearest one (1) yen.

$$\text{Exercise Price after adjustment} = \text{Exercise Price before adjustment} \times \frac{1}{\text{Ratio of split (or consolidation)}}$$

Besides the above-mentioned, the Exercise Price shall be adjusted by the resolution of board of directors within the reasonable range, when Wacom merges with the other companies, is divided, reduces capital, or meets other cases that require adjustment of the Exercise Price after the day of the allocation.

(6) Exercise Period of the Stock Acquisition Rights

The period resolved by the board of directors separately within the range until the day that passes seven years from the day that that passes two years from the day of resolution of issuing Stock Acquisition Rights.

(7) Conditions of Exercise of Stock Acquisition Rights

- ① Each Stock Acquisition Right may not be partially exercised.
- ② The grantees of the Stock Acquisition Rights must, at the time of the closing of the Ordinary General Shareholders' Meeting to be held for the last fiscal year ending within two (2) years after the closing of the 26th Shareholders' Meeting, be a Director, a Executive Officer or an employee, etc. of Wacom or its affiliate to which he or she belongs at the time such rights are granted.
- ③ The Stock Acquisition Rights may lose effects immediately, when the grantee loses his or her position as a Director, Executive Officer or an employee, etc. of Wacom or its affiliates.
- ④ Stock Acquisition Rights may not be inherited.

⑤ Other exercise conditions shall be provided for by the resolution of the 26th Shareholders' Meeting and the resolution of the meeting of the Board of Directors.

(8) Events and Conditions of Acquisition of Stock Acquisition Rights by Wacom

Stock Acquisition Rights may be acquired by Wacom without consideration, on a date that shall be provided by the Board of Directors, if a proposal on a merger agreement in which Wacom will be dissolved, or a proposal on a share exchange agreement or a share transfer by which Wacom will become a wholly-owned subsidiary of another company is approved at an Ordinary General Shareholders' Meeting.

(9) Restriction on Transfer of Stock Acquisition Rights

Transfer of Stock Acquisition Rights shall be subject to approval of the Board of Directors.

(10) Matters concerning the Paid-in Capital and Capital Reserve to be increased due to the Issuance of Shares upon Exercise of Stock Acquisition Rights

① Amount of paid-in capital to be increased due to the issuance of shares upon exercise of the Stock Acquisition Rights shall be half of the maximum amount of paid-in capital increase and others which is calculated in accordance with Article 17, Paragraph 1 of the Corporation Accounting Regulations, and any fraction less than one (1) yen arising therefrom shall be rounded up to the nearest one (1) yen.

② Amount of capital reserve to be increased due to the issuance of shares upon exercise of the Stock Acquisition Rights shall be an amount determined by subtracting the amount of paid-in capital to be increased provided in the immediately preceding paragraph ① from the maximum amount of increase in paid-in capital set forth in the immediately preceding paragraph ①.

(11) Calculation Method of the Fair Value of Stock Acquisition Rights

The fair value of the Stock Acquisition Rights shall be calculated by using the Black-Scholes model based on the various conditions of Wacom's Stock Price and Exercise Price, etc. on the Allotment Date.

(12) Other Conditions of Exercise of Stock Acquisition Rights

Other conditions concerning Exercise of Stock Acquisition Rights are subject to resolution of the Board of Directors that determines guidelines of offering Stock Acquisition Rights.

Concluded