

Announcement of Transfer of Acquired Omron Stock to Members of the Board of Directors and Executive Managing Officers

The transfer of 292,000 shares of acquired Omron par value stock (worth 1.3 billion yen) to members of the Board of Directors and Executive Managing Officers will be carried out between the conclusion of this Fixed General Meeting and the conclusion of the next Fixed General Meeting. The purpose of this transfer is to raise the Board of Directors' motivation in their management of the corporation and to spur Executive Managing Officers to further accomplishments. In this way the transfer will lead to improvement of Omron's performance, enhancement of our global competitive edge, and an increase in shareholder value.

Main points of the transfer:

1. Transfer procedures:

The right is exercised based on article 210, section 2: "The given contract allows the request of a previously established amount of stock to be transferred from the company to the individual."

2. Individuals affected by the transfer:

All Members of the Board of Directors holding post at the conclusion of the Fixed General Meeting

All Executive Managing Officers who assume appointment on June 26, 2001

3. Type of stock to be acquired:

Omron par value stock

4. Number of shares to be transferred:

Board of Directors (7)

Name	# of Shares	Name	# of Shares
Nobuo Tateisi	30,000	Yoshio Tateisi	30,000
Norio Hirai	20,000	Tatsuro Ichihara	20,000
Akio Imaizumi	20,000	Tadao Tateisi	20,000
Shozo Hashimoto	10,000		

Total: 150,000 shares

Executive Managing Officers (31)

Name	# of Shares	Name	# of Shares
Soichi Koshio	10,000	Hideki Masuda	10,000
Yoshifumi Kajiya	5,000	Shingo Akechi	5,000
Hisao Sakuta	5,000	Fujio Tokita	5,000

Keiichiro Akahoshi	5,000	Akihiko Otani	5,000
Masaaki Sadatomo	4,000	Minoru Tamura	4,000
Tsukasa Yamashita	4,000	Yutaka Takigawa	4,000
Fumio Tateisi	4,000	Shinya Tozawa	4,000
Kazuo Nomura	4,000	Yasuhira Minagawa	4,000
Kuniyasu Kihira	4,000	Tsutomu Ozako	4,000
Toshio Ochiai	4,000	Masaki Kobayashi	4,000
Soichi Yukawa	4,000	Hiroki Toyama	4,000
Kojiro Tobita	4,000	Tadahiko Otsuka	4,000
Hideo Kawanaka	4,000	Yoshio Kushihashi	4,000
Susumu Yoshida	4,000	Keizo Kadano	4,000
Hiroshi Tatebayashi	4,000	Hiroyuki Nishimura	4,000
Kuninori Hamaguchi	4,000		

Total: 142,000 shares

5. Price of transferred stock:

The price of the transferred stock will be determined by calculating the average daily closing price of Omron par value stock (excluding those days when there is no close) for the month prior to the month in which the transferred stock is to be allocated. The closing price of this stock will be taken from the Osaka Securities Exchange. The price of the transferred stock can then be figured out by multiplying the average for the month by 1.05. However, if this computed price is lower than the price of the stock on the day of allocation, then the stock will be transferred at the closing price for that day. Moreover, if this calculation produces a fraction of less than one yen, the price will be rounded up.

In the event of a stock split or a fall in price and issue of new shares, the following formula will be used to adjust the transfer price as well as round up figures with fractions of less than one yen:

$$\begin{aligned} & \# \text{ of newly issued shares} \times \text{paid-in value for each stock} \\ \# \text{ of shares issued previously} + \frac{\text{share price before split/issuance of new shares}}{\text{share price before split/issuance of new shares}} &= B \\ & \text{transfer price before adjustment} \times \frac{B}{\# \text{ of shares issued previously} + \# \text{ of added shares resulting from the stock}} \\ & \text{split/ newly issued stock} \\ & \qquad \qquad \qquad = \text{Adjusted transfer price} \end{aligned}$$

6. Time period for exercising the right:

July 1, 2003 to June 30, 2006

7. Conditions of exercising the right:

Misappropriating or giving this stock to a third party is not permitted. The conditions for exercising this type of right are based on the resolution votes made at Fixed General Meetings and Board of Director's Meetings.