

CONVOCAATION NOTICE FOR THE 70TH ORDINARY GENERAL MEETING OF SHAREHOLDERS  
(SUMMARY)

Stock ticker number: 6645  
May 31, 2007

Hisao Sakuta  
President and Chief Executive Officer

OMRON CORPORATION  
Shiokoji Horikawa, Shimogyo-ku,  
Kyoto, Japan

Dear Shareholders:

Notice is hereby given that the 70th Ordinary General Meeting of Shareholders will be held as detailed below, and your attendance is cordially requested.

In the event that you are unable to attend the meeting, you can exercise your right to vote in writing or by electronic methods such as the Internet. Therefore, you are kindly requested to examine the attached reference materials for the General Meeting of Shareholders and to indicate your preferences on the enclosed ballot and send it to us by return mail, or to vote by accessing our Internet website or other means. Whichever method you use, we ask that you please exercise your voting rights no later than 5:30 p.m. on Wednesday, June 20, 2007.

\*Please note there is no ballot attached to this translation.

1. Date: Thursday, June 21, 2007, 10:00 a.m.
2. Place: Banquet room "Genji," 3rd floor of Hotel Granvia Kyoto  
(In Kyoto Station)  
Karasuma-dori, Shiokoji-sagaru, Shimogyo-ku, Kyoto
3. Agenda:

A. Reports

1. Contents of the business report, contents of the consolidated financial documents and reports of the independent auditors and corporate auditors on the results of audits of consolidated financial documents for the 70th fiscal year (April 1, 2006 to March 31, 2007)
2. Contents of the financial documents for the 70th fiscal year (April 1, 2006 to March 31, 2007)

B. Proposals

- No. 1 Appropriation of retained earnings
- No. 2 Partial amendment of the Articles of Incorporation
- No. 3 Reacquisition of shares
- No. 4 Election of seven (7) Directors
- No. 5 Election of one (1) Corporate Auditor
- No. 6 Payment of bonuses to directors
- No. 7 Setting of amount and content of stock option compensation for directors

Copies of the accounting documents and auditor's report attached to this convocation notice are printed in the Business Report for the 70th Accounting Period provided separately.

Attendees are kindly requested to submit the enclosed ballot, completed, at the reception desk at the entrance to the meeting hall.

## REFERENCE MATERIALS FOR THE GENERAL MEETING OF SHAREHOLDERS

### No. 1: Appropriation of retained earnings

Under Grand Design 2010, Omron's long-term management vision, Omron has set the management objective of maximizing the Company's corporate value over the long term. Appropriate returns to shareholders and growth to expand earnings over the long-term are positioned as management priorities. Accordingly, in order to increase its corporate value, Omron's fundamental policy for distributing profits is to maintain long-term stable dividends, with a target payout ratio of approximately 20% of consolidated net income, after securing internal capital resources for essential R&D expenditures, capital investment and other investments in growth.

Based on the above policies and considering that Omron achieved record net income in the year ended March 31, 2007, the fifth consecutive year of sales and profit growth, the Company proposes to increase the dividend by 4 yen per share, as described below.

As the Company earlier paid an interim cash dividend of 15 yen per share, total cash dividends for the fiscal year would be 34 yen, an increase of 4 yen from the previous fiscal year.

1. Items concerning the year-end dividend
  - (1) Type of dividend assets  
Cash
  - (2) Item concerning allotment of dividend assets to shareholders and total amount of dividends  
19 yen per share of common stock    Total amount 4,380,764,070 yen
  - (3) Effective date of the dividend  
June 22, 2007
2. Matters concerning appropriation of retained earnings
  - (1) Items increasing retained earnings and their amount  
Special reserve    18,000,000,000 yen
  - (2) Items decreasing retained earnings and their amount  
Unappropriated retained earnings at end of term    18,000,000,000yen

### No. 2: Partial amendment of the Articles of Incorporation

It is proposed to amend the Company's Articles of Incorporation as described below.

1. Reasons for the Amendment  
Article 23 of the Articles of Incorporation will be partially amended to reduce the terms of directors from two years to one year for the purpose of clarifying management's responsibility to shareholders and promoting faster response to changes in the operating environment.

## 2. Contents of Amendments

(Underlines indicate amendments.)

<b>Present Articles of Incorporation</b>	<b>Proposed Amendment</b>
<p><b>Article 23. (Term of Office)</b></p> <p>The term of office of a director shall expire at the close of the Ordinary General Meeting of Shareholders for the last business year ending <u>within two years</u> following the director's election.</p> <p><u>2. The term of office of a director elected due to an increase in the number of directors or as a substitute for a director who retired before the end of his term shall expire when the term of office of the other directors expires.</u></p>	<p><b>Article 23. (Term of Office)</b></p> <p>The term of office of a director shall expire at the close of the Ordinary General Meeting of Shareholders for the last business year ending within one year following the director's election.</p> <p style="text-align: center;">(To Be Deleted)</p>

### No. 3: Reacquisition of shares

To enable execution of flexible management that effectively responds to changes in economic conditions, in accordance with the provisions of Article 156 of the Corporation Law, the Company requests approval for transactions to repurchase of up to 3.0 million shares of shares of its own common stock, limited to a total purchase cost of 10.0 billion yen, by the time one year has lapsed from the day of the close of this ordinary general meeting of shareholders or by the close of the next ordinary general meeting of shareholders, whichever is sooner.

### No.4: Election of seven (7) Directors

The terms of all seven directors will expire at the close of this General Meeting of Shareholders.

Aiming for management with a high level of transparency, the Company separated management oversight and business execution by adopting the corporate officer system and has strengthened management oversight functions by bringing in outside directors. Outside director Mr. Noriyuki Inoue will be reappointed and Mr. Kazuhiko Toyama of the former Industrial Revitalization Corporation of Japan will join the management team with the departure of outside director Mr. Kakutaro Kitashiro, as the Company continues to strengthen and enhance corporate governance.

Therefore, the Company requests your election of seven directors, including one new director. The director candidates are as follows:

Candi- date number	Name (Date of birth)	Career summary, position in the Company, areas of responsibility, and representation of other companies or organizations	Number of shares of the Company owned
1	Mr. Yoshio Tateisi (November 1, 1939)	<p>April 1963 Joined the Company                      May 1973 Appointed Director                      June 1976 Appointed Managing Director                      June 1983 Appointed Senior Managing Director                      June 1987 Appointed President and Representative                      Director                      June 2003 Appointed Chairman and Representative                      Director (to present)</p> <p><i>Representation of other companies and organizations:</i>                      President and Representative Director of Keihanna</p>	883,000

		Interaction Plaza, Inc. President of the Foundation of the Kansai Research Institute Chairman of the Kyoto Chamber of Commerce and Industry	
2	Mr. Hisao Sakuta (September 6, 1944)	April 1968 Joined the Company June 1995 Appointed Director June 1999 Retired as Director, appointed Managing Officer June 2001 Appointed Senior Managing Officer and President of Electronic Components Business Company June 2003 Appointed President and Representative Director (to present)	32,000
3	Mr. Shingo Akechi (March 12, 1944)	April 1969 Joined the Company June 1995 Appointed Director March 1999 Appointed Senior General Manager, Personnel & General Affairs H.Q. June 1999 Retired as Director, appointed Managing Officer June 2001 Appointed Senior Managing Officer, Personnel H.Q. June 2003 Appointed Executive Vice President and Senior General Manager, Human Capital Management H.Q. June 2004 Appointed Director and Executive Vice President (to present)	21,600
4	Mr. Tadao Tateisi (March 5, 1944)	April 1966 Joined the Company June 1991 Appointed Director June 1995 Appointed Managing Director March 1999 Appointed President of Social Systems Business Company June 1999 Retired as Director, appointed Senior Managing Officer June 2001 Appointed Senior Managing Director June 2004 Appointed Director and Executive Vice President (to present)	841,000
5	Mr. Tsukasa Yamashita (November 25, 1946)	April 1971 Joined the Company Sept. 1995 Appointed General Manager, Research & Development H.Q., Central Research Laboratory June 1997 Appointed Director June 1999 Retired as Director, appointed Managing Officer June 2002 Appointed Senior General Manager, Research & Development H.Q. June 2004 Appointed Senior Managing Director (to present)	10,000
6	Mr. Noriyuki Inoue (March 17, 1935)	March 1957 Joined Daikin Industries, Ltd. Feb. 1979 Appointed Director of Daikin Industries, Ltd. Feb. 1985 Appointed Managing Director of Daikin Industries, Ltd. June 1989 Appointed Senior Managing Director of Daikin Industries, Ltd. June 1994 Appointed President and Representative Director of Daikin Industries, Ltd. May 1995 Appointed Chairman, President and Representative Director of Daikin Industries, Ltd. June 1996 Appointed President and Representative Director of Industries, Ltd. June 2002 Appointed Chairman, CEO and Representative Director of Daikin Industries, Ltd. (to present) June 2003 Appointed Director of OMRON Corporation (to present)	3,000

7	Mr. Kazuhiko Toyama* (April 15, 1960)	April 1985 Joined Boston Consulting Group, Inc. March 1986 Retired from Boston Consulting Group, Inc. April 1986 Established Corporate Direction Co., Ltd. March 1993 Appointed Director of Corporate Direction Co., Ltd. April 2000 Appointed Managing Director of Corporate Direction Co., Ltd. April 2001 Appointed President and Representative Director of Corporate Direction Co., Ltd. March 2003 Retired from Corporate Direction Co., Ltd. April 2003 Appointed COO and Executive Managing Director of Industrial Revitalization Corporation of Japan (IIRC) March 2007 IIRC dissolved April 2007 Appointed CEO of Industrial Growth Platform, Inc.	0
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Notes:

1. Asterisk indicates new director candidate.
2. Among the director candidates, Noriyuki Inoue and Kazuhiko Toyama are outside director candidates
3. Noriyuki Inoue reflects his abundant management experience and broad insight in the Company's management. Therefore, we request his election as an outside director. Mr. Inoue is currently an outside director of the Company, and his term as outside director is four years, from the time of his election at the 66<sup>th</sup> Ordinary General Meeting of Shareholders on June 25, 2003 to the close of this General Meeting of Shareholders. The Company has a limited liability agreement with Mr. Inoue which limits the amount of his liability to either 10 million yen or the minimum liability amount prescribed in Article 425-1 of the Corporation Law, whichever is higher. If Mr. Inoue's reelection is approved, the Company plans to conclude the same limited liability agreement with him.  
 During Mr. Inoue's term as outside director, he was also serving as a director of The Kansai Electric Power Co., Inc. (KEPCO) on August 9, 2004, when a fatal accident occurred in the secondary piping at that company's Mihama Nuclear Power Station Unit No. 3. This piping was not in conformance with technical standards under the Electricity Utilities Industry Law, and KEPCO received an Order to Conform with Technical Standards in September 2004. Although Mr. Inoue was not directly involved in the factors that caused this accident, after the accident he received a report on the investigation to determine the cause of the accident, measures to prevent a re-occurrence, and implementation of these measures. He carried out the necessary response to this report and fulfilled his responsibilities as an outside director from the standpoint of company management.
4. Kazuhiko Toyama has served in a number of corporate management positions for many years, and he will reflect his experience and insight as a management expert cultivated through this career in the Company's management. We therefore request his election as an outside director.  
 If Mr. Toyama's election is approved, the Company plans to form a limited liability agreement with him that limits the amount of his liability to either 10 million yen or the minimum liability amount prescribed in Article 425-1 of the Corporation Law, whichever is higher.

*Special Interests with the Company*

1. Director candidate Yoshio Tateisi serves as president of the Foundation of the Kansai Research Institute, and the Company makes donations to this foundation.
2. Director candidate Yoshio Tateisi serves as president and representative director of Keihanna Interaction Plaza, Inc., with which the Company has entered into a contract for rental of research facilities.
3. Director candidate Nobuyuki Inoue serves as Chairman, CEO and Representative Director of Daikin Industries, Ltd. The Company and Daikin Industries, Ltd. have a business relationship that includes sales of products.
4. There are no special interests between the Company and any of the other director candidates.

**No. 5: Election of one (1) Corporate Auditor**

The term of Corporate Auditor Yoshisaburo Mogi expires at the end of this General Meeting of Shareholders. Therefore the Company requests the election of one (1) Corporate Auditor.

The Company has obtained the consent of the Board of Corporate Auditors regarding this proposal.

The Corporate Auditor candidate is as follows:

Candidate number	Name (Date of birth)	Career summary, position in the Company, areas of responsibility, and representation of other companies or organizations	Number of shares of the Company owned
1	Mr. Satoshi Ando (January 27, 1955)	April 1977 Joined the Bank of Tokyo (now Bank of Tokyo-Mitsubishi UFJ) July 2003 Jakarta Branch General Manager July 2007 Scheduled retirement from Bank of Tokyo-Mitsubishi UFJ	0

Notes:

1. There are no special interests between the Company and the corporate auditor candidate.
2. Satoshi Ando is a candidate for Corporate Auditor as defined in Article 2, item 16 of the Corporation Law.

Mr. Ando was an employee of Bank of Tokyo-Mitsubishi UFJ, which has been the main bank of the Company for the past five years. Mr. Ando is knowledgeable about international affairs and other areas, and will reflect his broad insight and wealth of experience in the Company's audits. The Company therefore requests his election as outside corporate auditor. If Mr. Ando's election is approved, the Company plans to form a limited liability agreement with him that limits the amount of his liability to 10 million yen or the minimum amount prescribed in Article 425-1 of the Corporation Law, whichever is higher.

**No. 6: Payment of bonuses to directors**

Taking into account financial results for the fiscal year and other factors, the Company proposes to pay directors' bonuses totaling 140,200,000 yen to the five (5) directors, excluding outside directors, as of March 31, 2007.

The company requests that the amount allocated to directors as bonuses be left to the discretion of the Board of Directors.

**No. 7: Setting of amount and content of stock option compensation for directors**

The Company requests approval for the granting of common stock acquisition rights as compensation and as stock options to directors of the Company, excluding outside directors, within a total amount of 98.0 million yen over the one year from the day after this ordinary general meeting of shareholders. If proposal No. 4 is approved and passed in its original form, the number of directors of the Company, excluding outside directors, will be five.

The value of these common stock acquisition rights shall be linked to the Company's share price. Granting of the common stock acquisition rights shall be for the purpose of further raising the management motivation of the Company's directors and increasing the Company's business results and international competitiveness by reflecting the Company's medium- and long-term results in directors' compensation and aligning the interests of the recipients with shareholder value.

Compensation of directors consists of a fixed amount of base compensation (monthly), which was approved as "within a monthly amount of 35.0 million yen" at the 63rd General

Meeting of Shareholders held on June 27, 2000, bonuses to directors that reflect short-term results, and common stock acquisition rights as stock options.

In view of the purpose stated above, the total amount of these common stock acquisition rights was determined by taking into general account the balance with the base compensation (monthly compensation) and directors' bonuses, as well as various other factors.

Details of the common stock acquisition rights to be granted are summarized below.

(1) Total Number of Common Stock Acquisition Rights and Class and Number of Shares to be Issued or Transferred upon Exercise of Stock Acquisition Rights

- A. Number of common stock acquisition rights: A maximum of 1,200 rights for a period of one (1) year beginning the day following this ordinary general meeting of shareholders.
- B. Class of shares: A maximum of one hundred and twenty thousand (120,000) shares of common stock of the Company for a period of one (1) year beginning the day following this ordinary general meeting of shareholders.
- C. One stock acquisition right shall be equivalent to 100 shares.

In the event of the issue of subscription shares or a merger, corporate split-off, stock split or stock consolidation relating to the Company, the Company will adjust the number of shares as it considers appropriate.

(2) Amount to Be Paid upon Exercise of Each Stock Acquisition Right

The amount to be paid in upon the exercise of each stock acquisition right shall be obtained by multiplying the amount paid in per share, determined as follows, by the number of shares for each stock acquisition right as set forth in section (1) above.

The exercise price shall be 1.05 times the average closing price of the Company's stock on the Osaka Securities Exchange for each day (excluding days on which no transactions took place) of the month preceding the month in which the stock acquisition rights are issued. Any fraction less than one (1) yen arising as a result of such calculation shall be rounded up to the nearest whole number.

However, if the resulting exercise price is lower than the closing price on the day before the day of allocation (if there is no closing price on such date, then the closing price on the immediately preceding trading day), the closing price shall apply.

In the event that the Company makes a public offering, merger, corporate split-off, stock split, stock consolidation, etc., the Company will adjust the exercise price as it considers appropriate (any fraction less than one (1) yen arising as a result of such adjustment shall be rounded up to the nearest whole number).

(3) Period in which Rights May Be Exercised

July 1, 2009 through June 30, 2012

(4) Conditions for Exercising Rights

- A. Persons who have received allocations of common stock acquisition rights must hold the position of director, managing officer or an equivalent position at the time of exercise. However, this limitation shall not apply in the case of directors and managing officers who have retired due to the expiration of their term of office, or for other valid reasons.
- B. Common stock acquisition rights may not be assigned, pledged, or otherwise disposed of or inherited.
- C. Other conditions shall be as set forth in the "Agreement on Allocation of Common Stock Acquisition Rights" between the Company and each person to

whom stock acquisition rights are granted, based on this resolution of the general meeting of shareholders and the board of directors.

- D. Other details regarding the stock acquisition rights shall be determined in the resolution of the Board of Directors that will decide the terms of the stock acquisition right offering.

END