

June 11, 2007

Company Name: OMRON Corporation  
President and CEO: Hisao Sakuta  
Stock ticker number: 6645  
Stock exchanges: Tokyo, Osaka, Nagoya  
(First Sections)  
Contact: Hiroshi Oishi, General Manager  
Corporate Strategic Planning HQ,  
Investor Relations Dept.  
Phone: +81-3-3436-7170  
E-mail: hiroshi\_oishi@omron.co.jp

**Additional information regarding proposal 5 on the agenda of Omron Corp.'s 70th Ordinary General Meeting of Shareholders**

Dear Shareholders and Investors,

We have received word from some investors that Institutional Shareholder Services, Inc. (ISS) is currently recommending that shareholders vote against Proposal 5 (Election of one (1) Corporate Auditor) on the agenda of Omron Corp.'s 70th Ordinary General Meeting of Shareholders, scheduled for June 21, 2007.

Omron Corp. (the Company) would herewith like to clarify this proposal further, and ask for your understanding regarding this matter.

Yours faithfully,

Hiroshi Oishi

General Manager  
Corporate Strategic Planning HQ  
Investor Relations Dept.

1. Proposal 5

**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 Outside Corporate Auditor.

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.

## 2. Additional information regarding Proposal 5

1) Regarding the relationship between the Bank of Tokyo-Mitsubishi UFJ, Ltd. and Omron Corp. The Bank of Tokyo-Mitsubishi UFJ, Ltd. is one of Omron Corp.'s main banks. However, as Omron Corp. , on a consolidated basis, has almost no long-term bank debt and raises funds for short-term capital needs principally through the issue of electronic commercial paper, neither the Bank of Tokyo-Mitsubishi UFJ, Ltd nor any other bank currently qualifies as a 'Major Lender' to Omron Corp. (please refer to page 9 of the 'Business Report for the 70<sup>th</sup> Business Period'). In fact, Omron Corp. has no parent-company bank loans in Japan. Overseas subsidiaries are borrowing from a number of financial institutions, including the Bank of Tokyo-Mitsubishi UFJ, Ltd., however the total amount of these loans is extremely small.

Although the Bank of Tokyo-Mitsubishi UFJ Ltd. is one of Omron Corp.'s shareholders, its stake amounts to little over 3%.

In light of the above, Omron Corp. considers there to be no concern regarding the independence of Mr. Ando as a candidate for outside corporate auditor, given that the Company is clearly not dependent on its relationship with the Bank of Tokyo-Mitsubishi UFJ, Ltd. and that Omron Corp. is not one of the Bank of Tokyo-Mitsubishi UFJ, Ltd.'s principal clients.

## 2) Omron Corp.'s Policy on Selection of Corporate Auditors

Candidates for the role of corporate auditor selected at the Personnel Advisory Committee, chaired by Director Noriyuki Inoue (outside director), are recommended to the Board of Auditors, and subject to its approval, are nominated as candidates. Omron Corp. has established an independent set of qualifications for new outside directors and the Personnel Advisory Committee has confirmed that Mr. Ando meets all of the requirements stipulated therein.

- ◆ Candidates may not be a director, auditor, operating officer or employee of a principal shareholder of the Omron Group (i.e. a shareholder possessing over 1/3 of voting rights)
- ◆ Candidates may not be a director, auditor, operating officer or employee of a company which is a principal supplier of Omron Group (i.e. one of the Omron Group's top ten suppliers on a sales basis).

## 3) Regarding the nomination of Mr. Satoshi Ando

After confirming that there are no concerns over his independence as outlined above, Omron Corp. considers Mr. Ando as an appropriate candidate for the role of outside corporate auditor for the following reasons:

- ◆ Omron Corp. considers that Mr. Ando's substantial experience in the banking sector will allow him to make an important contribution to the Company's audits, particularly from a financial perspective.
- ◆ Mr. Ando has worked in a number of overseas locations and is well-versed in international affairs. Omron Corp. expects Mr. Ando to draw on this wide-ranging knowledge in his audits of the Company

Omron Corp. would also point out that the two other current outside corporate auditors who will remain in office are, respectively, an accountant and a lawyer. The Company considers that Mr. Ando's appointment would result in a well-balanced board of auditors with diverse backgrounds.