

May 16, 2022

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OMRON Announces Partial Amendments to the Articles of Incorporation

Kyoto, Japan – The Board of Directors of OMRON Corporation (TOKYO: 6645; ADR: OMRNY, “the Company”) today resolved to present the proposal entitled “Partial Amendments to the Articles of Incorporation” for approval at the 85th Ordinary General Meeting of Shareholders, scheduled for June 23, 2022. The details are as follows.

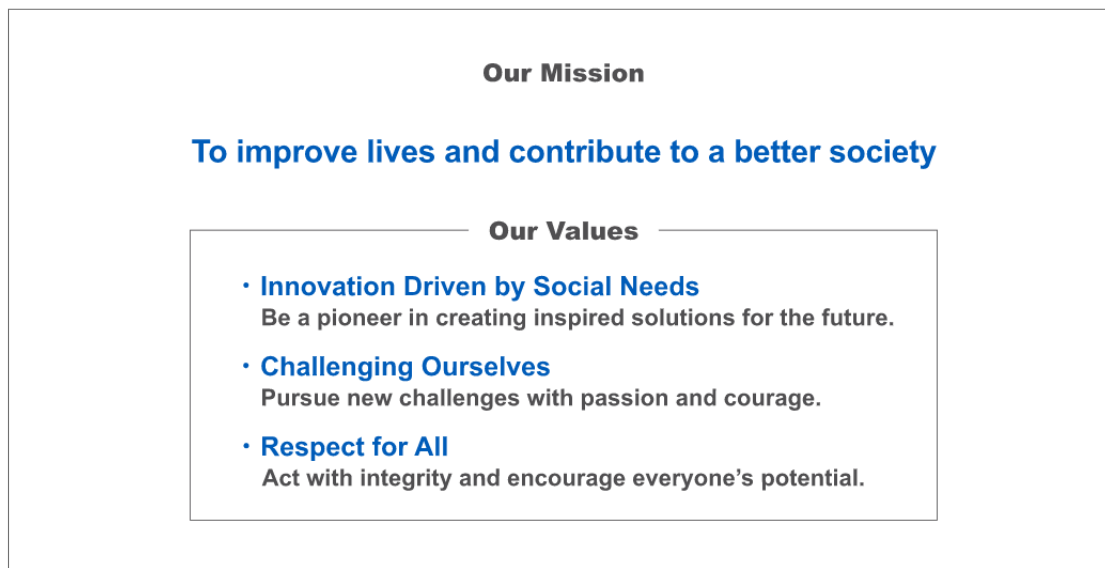
1. Reasons for the Change

Reasons for (1) Amendments to Articles of Incorporation Regarding Corporate Principles, and (2) Amendments Articles of Incorporation Concerning Electronic Provision Systems are as follows:

(1) Amendments to Articles of Incorporation Regarding Corporate Principles

Since its founding in 1933, the OMRON Group has always striven to create solutions to society’s needs through our business and to consistently contribute to society. In 1959, the Company set forth “To improve lives and contribute to a better society” as Our Mission, and has continued to practice corporate management that revolves around our corporate principles based on the spirit of Our Mission ever since.

Moving forward, we will continue to practice our corporate principles, and would therefore like to include these corporate principles in the Articles of Incorporation such that we may clarify that this basis of our management, that strives to contribute to society and improve corporate value, is a fundamental core of our approach.



(2) Amendments Articles of Incorporation Concerning Electronic Provision Systems

The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the "Act Partially Amending the Companies Act" (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, the Articles of Incorporation of the Company shall be amended as follows.

- 1) The proposed Article 18, Paragraph 1 provides that information contained in the reference materials for the general meeting of shareholders, etc. shall be provided electronically.
- 2) The purpose of the proposed Article 18, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
- 3) The provisions related to the internet disclosure and deemed provision of the reference materials for the general meeting of shareholders, etc. (Article 17 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
- 4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.

2. Details of amendments

The details of the amendments are as follows. The sections with the gray background indicate said 1.(1) Amendments to Articles of Incorporation Regarding Corporate Principles.

(Underlined text indicates change.)

Current Articles of Incorporation	Proposed Amendment
<p>(Newly stipulated)</p>	<p><u>(Practice of Corporate Principles)</u> <u>Article 2.</u> <u>In the spirit of Our Mission, which is “to improve lives and contribute to a better society,” the Company will put our corporate principles into practice, contribute to the development of society through its business, and strive to increase its value.</u></p>
<p>Articles <u>2</u> to <u>16</u> (Texts omitted)</p>	<p>Articles <u>3</u> to <u>17</u> (Texts unchanged)</p>
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents for General Meetings of Shareholders)</u> <u>Article 17.</u> <u>The Company, in calling a General Meeting of Shareholders, may deem that it has provided its shareholders with information on the matters that should be stated or displayed in the reference documents for the General Meeting of Shareholders, business reports, non-consolidated financial statements, and consolidated financial statements by disclosing the said information through the Internet pursuant to the provisions stipulated in the applicable Ordinance of the Ministry of Justice.</u></p>	<p>(Deleted)</p>
<p>(Newly stipulated)</p>	<p><u>(Measures for Providing Information in Electronic Formats)</u> <u>Article 18.</u> <u>When convening a General Meeting of Shareholders, the Company shall take measures for providing the information contained in the reference documents for the general meeting of shareholders and other documents in an electronic format.</u> <u>2. Among the matters for which measures</u></p>

	<p><u>for providing information in an electronic format are to be taken, the Company may choose not to describe all or part of the matters designated by the applicable Ordinance of the Ministry of Justice in the paper-based document to be delivered to shareholders who requested the delivery of such documents by the record date for the exercise of voting rights.</u></p>
Articles <u>18</u> to <u>44</u> (Texts omitted)	Articles <u>19</u> to <u>45</u> (Texts unchanged)
(Newly stipulated)	<p><u>(Supplementary Provisions)</u></p> <p><u>1. The amendment to Article 18 of the Articles of Incorporation shall come into force on September 1, 2022, which is the date of enforcement of the amended provisions stipulated in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the "Effective Date").</u></p> <p><u>2. Notwithstanding the provision of the preceding paragraph, Article 17 (Internet Disclosure and Deemed Provision of Reference Documents for General Meetings of Shareholders) of the Articles of Incorporation shall remain in force with respect to any General Meeting of Shareholders to be held on a date within six months from the Effective Date.</u></p> <p><u>3. These supplementary provisions shall be deleted after the lapse of six months from the Effective Date, or the lapse of three months from the date of the General Meeting of Shareholders under the preceding paragraph, whichever is later.</u></p>

3. Schedule

Date of General Meeting of Shareholders for Amendments to the Articles of Incorporation and Enforcement Date of Said Amendments:

Scheduled for Thursday, June 23, 2022