

June 12, 2009

To Our Shareholders:

Company Name: OMRON Corporation  
Representative: Hisao Sakuta, President & CEO  
Stock ticker number: 6645  
Stock exchanges: Tokyo, Osaka, Nagoya (First Sections)  
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**Additional Information Regarding Proposal No. 3 to be Introduced  
at the 72<sup>nd</sup> Ordinary General Meeting of Shareholders (Part 2)**

We have been alerted by some investors that Glass Lewis & Co. is currently recommending that shareholders vote against the first director candidate (Mr. Yoshio Tateisi) nominated under Proposal No. 3, "Election of Seven (7) Directors," which will be introduced at the 72<sup>nd</sup> Ordinary General Meeting of Shareholders scheduled for June 23, 2009.

Glass Lewis & Co. (hereinafter "Glass Lewis") contends that the seventh director candidate, Mr. Masamitsu Sakurai, is not sufficiently independent and thus cannot be considered an outside director, recommends that shareholders vote against the first director candidate, Mr. Yoshio Tateisi, who serves as chairman of the Board of Directors, for allowing insufficient independent representation on the board (fewer than 2 outside directors). We have attempted to clarify this proposal below.

Furthermore, regarding the terms of director candidates under Proposal No. 3, there are some discrepancies between the figures provided by Glass Lewis and Omron's understanding, and we would like to clarify this issue.

We hope that the additional information provided below gives shareholders and other investors a clear understanding of Proposal No. 3.

**1. Regarding the First and Seventh Candidates for Director under Proposal No. 3**

As indicated below, Omron plans to nominate Mr. Yoshio Tateisi as a candidate for director and Mr. Masamitsu Sakurai as a candidate for outside director.

Reference: Pages 4, 6-7 of "Reference Materials for the General Meeting of Shareholders"

Candidate number	Name (Date of birth)	Career summary, position in the Company, areas of responsibility, and representation of other companies or organizations	Number of Company shares owned
1	Yoshio Tateisi (November 1, 1939)	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)  <i>Representation of other companies and organizations:</i> Chairman of Kyoto Chamber of Commerce & Industry	852,710

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Candidate number	Name (Date of birth)	Career summary, position in the Company, areas of responsibility, and representation of other companies or organizations	Number of Company shares owned
7	Masamitsu Sakurai (January 8, 1942)	<p>April 1966 Joined Ricoh Co., Ltd.            May 1984 Appointed Director and President of Ricoh UK Products Ltd.            June 1992 Appointed Director of Ricoh Co., Ltd.            April 1993 Appointed Director and President of Ricoh Europe B.V.            June 1994 Appointed Managing Director of Ricoh Co., Ltd.            April 1996 Appointed President and Representative Director of Ricoh Co., Ltd.            June 2005 Appointed President and CEO and Representative Director of Ricoh Co., Ltd. (to present)            April 2007 Appointed Chairman and Representative Director of Ricoh Co., Ltd. (to present)            June 2008 Appointed Director of the Company (to present)</p> <p>Representation of other companies and organizations:            Chairman of <i>Keizai Doyukai</i> (Japan Association of Corporate Executives)</p>	0

Please view pages 4 and 6-7 of "Reference Materials for the General Meeting of Shareholders" for notes related to the above items.

## 2. Additional Items Related to Mr. Sakurai's Independence

### 1) Regarding the Relationship between Omron and Ricoh Co., Ltd. and Mr. Sakurai's Independence

The control equipment business, one of Omron's core businesses, provides various types of control equipment and systems (sensors, controllers, etc.) that are used by manufacturers in many different industries. Similarly, our core electronic components business provides electronic components (relays, switches, etc.) and software that are used in household appliances to many consumer electronics and electrical equipment makers.

The Ricoh Group, including leading office equipment manufacturer Ricoh Co., Ltd., is one of Omron's business partners, but total transactions between Omron and the Ricoh Group in the current term (fiscal 2008) were limited, amounting to approximately 0.1% of Omron's consolidated sales. For this reason, we believe that Mr. Sakurai is sufficiently independent as an outside director.

Reference: Transactions between Omron and the Ricoh Group in the Current Term

Total amount of sales to the Ricoh Group	Approx. 450 million yen
Total amount paid by Omron to the Ricoh Group	Approx. 250 million yen
Total transactions	Approx. 700 million yen (Approx. 0.1% of consolidated sales*)

\* Based on consolidated sales of 627.2 billion yen in the current term.

### 2) Regarding the Mr. Sakurai's Independence and the Independence of the Board of Directors

Omron has established its own requirements for outside directors based on the Pension Fund Association's "Criteria for Determining the Independence of Outside Directors," and Mr. Sakurai satisfies those and other requirements in full. For this reason, we believe he is sufficiently independent, and that with two outside directors, the Board of Directors is itself sufficiently independent, and therefore there are no issues related to the first candidate, Mr. Tateisi.

Reference: Omron's Policy on the Selection of Outside Directors (excerpt)

- 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 the Omron Group (i.e. one of the Omron Group's top ten suppliers on a sales basis).

### 3. Additional Information Regarding the Terms of Certain Director Candidates under Proposal No. 3

Regarding the terms of the following director candidates, there are some discrepancies between the information provided by Glass Lewis and Omron's understanding, and for this reason we have provided the following additional information.

Candidate number	Name	Length of terms according to Omron's understanding*	Figures provided by Glass Lewis (reference)
2	Fumio Tateisi	3 years	1 year
3	Hisao Sakuta	10 years	6 years
4	Keiichiro Akahoshi	3 years	1 year
5	Yutaka Takigawa	3 years	12 years

\* 1. Regarding the first, sixth and seventh candidates, there is no discrepancy between the figures provided by Glass Lewis and our understanding.

2. The terms given above represent the time accumulated after the candidates assumed office as directors. However, Omron introduced the operating officer system in 1999, and has excluded the candidates' terms as operating officers when calculating the above figures.

3. The term of the third candidate (Mr. Hisao Sakuta) includes the period from 2003 to the present, when Mr. Sakuta served as an operating officer in addition to his role as president and CEO.