

CONVOCAATION NOTICE FOR THE 71ST ORDINARY GENERAL MEETING OF SHAREHOLDERS
(SUMMARY)

Stock ticker number: 6645

June 2, 2008

Hisao Sakuta
President and Chief Executive Officer

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

Dear Shareholders:

Notice is hereby given that the 71st 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 website or by other means. Whichever method you use, we ask that you please exercise your voting rights no later than 5:30 p.m. on Monday, June 23, 2008.

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

1. Date: Tuesday, June 24, 2008, 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 71st fiscal year (April 1, 2007 to March 31, 2008)
 2. Contents of the financial documents for the 71st fiscal year (April 1, 2007 to March 31, 2008)
 - B. Proposals
 - No. 1 Distribution of retained earnings
 - No. 2 Repurchase of shares
 - No. 3 Election of seven (7) directors
 - No. 4 Election of one (1) corporate auditor
 - No. 5 Payment of bonuses to directors

Copies of the accounting documents and auditor's report attached to this convocation notice are printed in the Business Report for the 71st 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: Distribution 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, while maintaining a payout ratio of at least 20% of consolidated net income, after securing internal capital resources for essential R&D expenditures, capital investment and other investments in growth. In addition, Omron set a target of 2% for dividends on equity (DOE), defined as return on equity (ROE) multiplied by the payout ratio.

Omron marked its 75th anniversary on May 10, 2008. Furthermore, in the year ended March 31, 2008, Omron recorded its sixth consecutive year (beginning in the 66th fiscal year) of increases in sales, operating income and net income. We sincerely appreciate the support of our shareholders and other stakeholders, which made these achievements possible.

Based on its policy on profit distributions, and to express its appreciation to shareholders for their support, Omron plans to add a special dividend of 5 yen per share in celebration of the Company's 75th anniversary to the ordinary dividend of 20 yen per share, for a total of 25 yen per share, as described below.

As the Company earlier paid an interim cash dividend of 17 yen per share, total cash dividends for the fiscal year would be 42 yen, an increase of 8 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
25 yen per share of common stock Total amount 5,543,211,200 yen
 - (3) Effective date of the dividend
June 25, 2008

No. 2: Repurchase 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. 3: 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. With the retirement of four directors, four new directors will be appointed.

Therefore, the Company requests your election of seven directors, including four new directors. The director candidates are 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. 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> Chairman of the Kyoto Chamber of Commerce and Industry President of the Foundation of the Kansai Research Institute President and Representative Director of Keihanna Interaction Plaza, Inc.</p>	864,000
2	Mr. Fumio Tateisi* (July 6, 1949)	<p>Aug. 1975 Joined the Company June 1997 Appointed Director June 1999 Retired as Director, appointed Managing Officer June 2001 Appointed Senior General Manager, Corporate Strategic Planning HQ June 2003 Appointed Executive President and President of Industrial Automation Company</p>	1,248,500
3	Mr. Hisao Sakuta (September 6, 1944)	<p>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)</p>	53,000
4	Mr. Keiichiro Akahoshi* (February 6, 1948)	<p>April 1971 Joined the Company June 1997 Appointed Director June 1999 Retired as Director, appointed Managing Officer June 2001 Appointed Senior Managing Officer and President of Healthcare Business Company July 2003 Appointed President of Omron Healthcare Co., Ltd. (to present; however, plans to retire from position on June 18, 2008)</p>	12,000
5	Mr. Yutaka Takigawa* (November 21, 1947)	<p>July 1973 Joined the Company June 1997 Appointed Director June 1999 Retired as Director, appointed Managing Officer April 2004 Appointed President of Social Systems Solutions Business Company June 2004 Appointed Senior Managing Officer</p>	8,300

6	Mr. Kazuhiko Toyama (April 15, 1960)	April 1985 Joined 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. April 2003 Appointed COO and Executive Managing Director of Industrial Revitalization Corporation of Japan (IIRC) April 2007 Appointed CEO of Industrial Growth Platform, Inc. (to present) June 2007 Appointed Director of the Company (to present)	2,000
7	Mr. Masamitsu Sakurai* (January 8, 1942)	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. April 2007 Appointed Chairman and Representative Director of Ricoh Co., Ltd. (to present)	0

Notes:

1. Asterisk indicates new director candidate.
2. Among the director candidates, Kazuhiko Toyama and Masamitsu Sakurai are outside director candidates.
3. 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.
 Mr. Toyama is currently an outside director of the Company, and his term of office as outside director will be one year at the close of this General Meeting. The Company has formed a limited liability agreement with Mr. Toyama that sets the amount of his liability at either 10 million yen or the minimum liability amount prescribed in Article 425-1 of the Corporation Law, whichever is higher. If Mr. Toyama's reelection is approved, the Company plans to continue the aforementioned limited liability agreement.
4. Masamitsu Sakurai has abundant experience and broad insight as a manager, and will reflect that in the Company's management. We therefore request his election as an outside director.
 If Mr. Sakurai's election is approved, the Company plans to form a limited liability agreement with him that sets the amount of his liability at 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 and representative director of Keihanna Interaction Plaza, Inc., with which the Company has entered into a contract for rental of research facilities.
2. Director candidate Masamitsu Sakurai serves as Chairman of Ricoh Co., Ltd., with which the Company has a business relationship that includes sales of products.
3. There are no special interests between the Company and any of the other director candidates.

No. 4: Election of one (1) corporate auditor

The term of Corporate Auditor Yoshio Nakano 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. Eisuke Nagatomo (July 7, 1948)	April 1971 Joined Tokyo Stock Exchange Nov. 2001 Executive Officer of Tokyo Stock Exchange, Inc. June 2003 Managing Director of Tokyo Stock Exchange, Inc. June 2007 Advisor of Tokyo Stock Exchange, Inc. Oct. 2007 Representative Director of EN Associates Co., Ltd. (to present)	0

Notes:

1. There are no special interests between the Company and the corporate auditor candidate.
2. Eisuke Nagatomo is a candidate for outside corporate auditor.

Mr. Nagatomo is knowledgeable about corporate governance, internal control systems and other matters, 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. Nagatomo's election is approved, the Company plans to form a limited liability agreement with him that sets the amount of his liability at 10 million yen or the minimum amount prescribed in Article 425-1 of the Corporation Law, whichever is higher.

In May 2004, during Mr. Nagatomo's term as Director of the Tokyo Stock Exchange, Inc. (TSE), the TSE received a business improvement order from the Financial Services Agency (FSA) regarding its listing examination and listing supervision framework. The TSE also received a business improvement order from the FSA in December 2005 regarding a failure in its securities trading system. The TSE has been carrying out the required response of strengthening its management organization and system, and submitting a business improvement report.

No. 5: 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 105,150,000 yen to the five (5) directors, excluding outside directors, as of March 31, 2008. The Company requests that the amounts paid to each director be left to the discretion of the Board of Directors.

END