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OMRON Corporation

President and CEO : Yoshihito Yamada

Contact: Board of Directors Office

+81-3-6718-3410

Stock Ticker No.: 6645

URL: <https://www.omron.com>

Corporate Governance Report

I. Basic Policies for Corporate Governance, Capital Structure, Corporate Attributes and other Basic Information

1. Basic Policies

1. Basic Stance for Corporate Governance and Objective of Establishing the Corporate Governance Policies

At the OMRON Corporation and its affiliated companies (hereinafter referred to as the “OMRON Group”), corporate governance is defined as the system of processes and practices based on the OMRON Principles and the OMRON Management Philosophy. The system is intended to ensure transparency and fairness in business and speed up management decisions and practices. This is done by connecting the entire process from oversight and supervision all the way to business execution in order to boost the OMRON Group’s competitive edge. OMRON’s corporate governance also involves building such a system and maintaining its proper function. The ultimate objective is to achieve sustainable enhancement of corporate value by earning the support of all stakeholders.

In accordance with this basic stance, the OMRON Group has set forth the following corporate governance policies (hereinafter referred to as the “Policies”) as the foundation for the Group's pursuit of continuous improvement of its corporate governance.

< OMRON Principles >

Our Mission

To improve lives and contribute to a better society

Our Values

- **Innovation Driven by Social Needs**

Be a pioneer in creating inspired solutions for the future.

- **Challenging Ourselves**

Pursue new challenges with passion and courage.

- **Respect for All**

Act with integrity and encourage everyone's potential.

<**Management Philosophy**>

We believe a business should create value for society through its key practices.

We are committed to sustainably increasing our long-term value by putting Our Mission and Values into practice.

- We uphold a long-term vision in our business practices to create solutions to society's needs
- We operate as a truly global company through our fair and transparent management practices
- We cultivate strong relationships with all of our stakeholders through responsible engagement

【Reasons for not implementing each principle of the Corporate Governance Code】

The Company implements all of the principles set forth in the Corporate Governance Code, and discloses the implementation status in the OMRON Corporate Governance Policies, etc.

【Disclosure based on each principle set forth in the Corporate Governance Code】

- The Company implements all of the principles set forth in the Corporate Governance Code, and discloses the implementation status in the OMRON Corporate Governance Policies, etc.
- These Policies are available at the OMRON Group Website:
URL: <https://www.omron.com/about/governance/organization/>
- For details regarding the Company's implementation of the principles stated in the Code, please refer to "Corporate Governance Code Implementation Status" on p.33.

2. Capital Structure

Percentage of shares held by overseas investors	More than 30%
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Principal Shareholders:

Name	Number of Shares Held	Percentage (%)
The Master Trust Bank of Japan, Ltd. (trust account)	30,215,800	14.12%
Japan Trustee Services Bank, Ltd. (trust account)	15,697,800	7.33%
State Street Bank and Trust Company 505223	7,783,288	3.63%
The Bank of Kyoto, Ltd.	7,069,265	3.30%
MUFG Bank.Ltd	5,142,695	2.40%
Japan Trustee Services Bank, Ltd. (trust account 7)	3,998,800	1.86%
Japan Trustee Services Bank, Ltd. (trust account 5)	3,913,200	1.82%
Nippon Life Insurance Company	3,639,801	1.70%
OMRON Employee Stockholding Association	3,244,289	1.51%
"Trust & Custody Services Bank, Ltd. (Securities investment trust account) "	3,127,000	1.46%

Controlling shareholders (except parent company)	None
Parent company	None

Supplemental Remarks

- * The Company holds 7,831 thousand shares of treasury stock (3.66% of total shares outstanding) but is excluded from the principal shareholder list.
- * On April 1, 2019, Mitsubishi UFJ Financial Group filed an amendment to the major shareholding status report, that is open to public, stating that its four (4) group companies held 18,749 thousand shares of the Company (representing 8.76% of the total number of shares issued) as of March 25, 2019. However, OMRON has not been able to confirm the number of shares currently possessed by them as of the end of the fiscal year under review, and therefore these shares are not included in the principal shareholder list.
- * On April 4, 2019, BlackRock Japan Co., Ltd. filed an amendment to the major shareholding status report, that is open to public, stating that its ten (10) group companies held 14,577 thousand shares of the Company (representing 6.81% of the total number of shares issued) as of March 29, 2019. However, OMRON has not been able to confirm the number of shares currently possessed by them as of the end of the fiscal year under review, and therefore these shares are not included in the principal shareholder list.
- * On August 21, 2019, Nomura Securities Co., Ltd. filed an amendment to the major shareholding status report, that is open to public, stating that its two (2) group companies held 16,879 thousand shares of the Company (representing 7.89% of the total number of shares issued) as of August 15, 2019. However, OMRON has not been able to confirm the number of shares currently possessed by them as of the end of the fiscal year under review, and therefore these shares are not included in the principal shareholder list.
- * On August 21, 2019, Sumitomo Mitsui Trust Bank, Ltd. filed a major shareholding status

report, that is open to public, stating that its two (2) group companies held 14,945 thousand shares of the Company (representing 6.99% of the total number of shares issued) as of August 15, 2019. However, OMRON has not been able to confirm the number of shares currently possessed by them as of the end of the fiscal year under review, and therefore these shares are not included in the principal shareholder list.

3. Corporate Attributes

Stock exchange listings	Tokyo Stock Exchange (first section)
Fiscal year end	March 31
Industry	Electrical equipment
(Consolidated) Number of Employees	More than 1,000
(Consolidated) Net Sales	From ¥100 billion to less than ¥1 trillion
Number of consolidated subsidiaries	From 100 to less than 300

4. Policies relating to measures for protecting minority shareholders when conducting transactions etc. with controlling shareholders

None.

5. Other Special Items Exerting a Significant Impact on Corporate Governance

None.

II. Organizational Structure for Managerial Decision-Making, Execution, Supervision and other Corporate Governance Structure

1. Organizational Structure and Operational Management

Type of Organization	Company with Audit & Supervisory Board Members
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Board of Directors:

Number of directors stipulated in Articles of Incorporation	10
Directors' term of office stipulated in Articles of Incorporation	1 year
Chairperson of the Board of Directors	Chairman of the Board (unless double as the President)
Number of directors	8
Appointment of Outside Directors	Yes
Number of Outside Directors	3
Number of Outside Directors designated as Independent Director	3

Relationship with the Company (1)

Name	Attribute	Relationship with the Company*										
		a	b	c	d	e	f	g	h	i	j	k
Eizo Kobayashi	From another company								△			
Kuniko Nishikawa	From another company											
Takehiro Kamigama	From another company								△			

***Categories for relationship with the Company**

***○” when the said individual presently falls or has recently fallen under each of the following categories; “△” when the said individual fell under each of the following categories in the past.**

***●” when a close relative of the said individual presently falls or has recently fallen under each of the following categories; “▲” when a close relative of the said individual fell under each of the following categories in the past.**

- a. Executive of a listed company or its subsidiary
- b. Executive or non-executive director of the parent company of a listed company
- c. Executive of a fellow subsidiary company of a listed company
- d. The party who’s principal client or supplier is a listed company or executive thereof
- e. Principal client or supplier of a listed company or executive thereof
- f. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from a listed company besides compensation as an executive
- g. Principal shareholder of a listed company (executive of the said corporate shareholder if the principal shareholder is a legal entity)
- h. Executive of a client or supplier company of a listed company (which does not correspond to any of d, e, or f, above) (the said individual only)
- i. Executive of a company, between which and OMRON outside directors are mutually appointed (the said individual only)
- j. Executive of a company or organization that receives a donation from a listed company (the said individual only)
- k. Other

Relationship with the Company (2) **(Updated)**

Name	Independent director	Supplemental information on corresponding items	Reason for selecting as outside director (and reason for appointing as independent director)
Eizo Kobayashi	○	<p>Mr. Eizo Kobayashi meets the requirements of the Company's own original 'Independence Requirements for Outside Directors and Audit & Supervisory Board Members'. He is registered as an independent director to the Tokyo Stock Exchange, Inc. (For more details, please see the Independent Directors and Audit & Supervisory Board Members section below described)</p> <p>Mr. Eizo Kobayashi currently serves as Director Emeritus of ITOCHU Corporation. While the Group has a business relationship with the ITOCHU Group including sales of products, such transactions in fiscal 2018 accounted for less than 1% of the consolidated net sales of the Group and those of the ITOCHU Group; there is nothing questionable regarding the independence of Mr. Kobayashi, and there are no special interests between Mr. Kobayashi and the Company.</p> <p><Significant concurrent positions></p> <ul style="list-style-type: none"> • Director Emeritus of ITOCHU Corporation • Outside Director of Japan Airlines Co., Ltd. • Outside Director of Japan Exchange Group, Inc. • Outside Director of Nippon Venture Capital Co., Ltd. • Chairman of ITOCHU Foundation 	<p><Reasons nominated as a candidate> Having served in management positions at a global company, Mr. Eizo Kobayashi has experience in proactive business development in a wide range of fields along with superior insight into management and appropriately supervises the corporate management as a Director (Independent). In addition, Mr. Kobayashi shares his experience and insight as a management expert, and actively comments as Chairman of the Personnel Advisory Committee, CEO Selection Advisory Committee and Corporate Governance Committee and as a member of the Compensation Advisory Committee to contribute to increasing transparency and fairness in the management of the Company. Based on these factors, the Company believes that he is a suitable person for achieving sustained improvements in corporate value and therefore requests his reelection as a Director (Independent).</p> <p><Reason for appointing as independent director> The Personnel Advisory Committee confirm that he meets the Independence Requirements and serves for protecting general shareholders' interests as an independent director.</p> <p><Process for appointing as independent director> The Company has defined the Independence Requirements in the Corporate Governance Committee. According to the Independence Requirements, independent directors are selected by the Board of Directors after the Personnel Advisory Committee headed by an outside director reply to inquiries from the Board of Directors.</p>
Kuniko Nishikawa	○	<p>Ms. Kuniko Nishikawa meets the requirements of the Company's own original 'Independence Requirements for Outside Directors and Audit & Supervisory Board Members'. He is registered as an independent director to the Tokyo Stock Exchange, Inc. (For more details, please see the Independent Directors and Audit & Supervisory Board Members section below described)</p>	<p><Reasons nominated as a candidate> Ms. Kuniko Nishikawa has abundant international experience, and, having started her own company after experience in a global management consulting firm and management of a medical staffing company, she has a diverse track record of management achievements and superior insight and appropriately supervises corporate management as a Director (Independent). In addition, Ms. Nishikawa shares her experience and insight as management expert, and actively comments as Chairman of the Compensation Advisory Committee,</p>

		<p><Significant concurrent positions></p> <ul style="list-style-type: none"> • President & CEO of Firststar Healthcare Co. Ltd. • Audit & Supervisory Board Member of AIG Japan Holdings Kabushiki Kaisha 	<p>Vice Chairman of the Corporate Governance Committee, and as a member of the Personnel Advisory Committee and CEO Selection Advisory Committee to contribute to increasing transparency and fairness in the management of the Company.</p> <p>Based on these factors, the Company believes that she is a suitable person for achieving sustained improvements in corporate value and therefore requests her reelection as a Director (Independent).</p> <p><Reason for appointing as independent director></p> <p>The Personnel Advisory Committee confirm that he meets the Independence Requirements and serves for protecting general shareholders' interests as an independent director.</p> <p><Process for appointing as independent director></p> <p>The Company has defined the Independence Requirements in the Corporate Governance Committee. According to the Independence Requirements, independent directors are selected by the Board of Directors after the Personnel Advisory Committee headed by an outside director reply to inquiries from the Board of Directors.</p>
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Takehiro Kamigama	○	<p>Mr. Takehiro Kamigama meets the requirements of the Company's own original 'Independence Requirements for Outside Directors and Audit & Supervisory Board Members'. He is registered as an independent director to the Tokyo Stock Exchange, Inc. (For more details, please see the Independent Directors and Audit & Supervisory Board Members section below described)</p> <p>Mr. Takehiro Kamigama currently serves as Mission Executive of TDK Corporation. While the Group has a business relationship with the TDK Group including sales of products, such transactions in fiscal 2018 accounted for less than 1% of the consolidated net sales of the Group and those of the TDK Group; there is nothing questionable regarding the independence of Mr. Kamigama, and there are no special interests between Mr. Kamigama and the Company.</p> <p><Significant concurrent positions></p> <ul style="list-style-type: none"> • Mission Executive of TDK Corporation • Outside Director of Yamaha Motor Co., Ltd. • Outside Director of SoftBank Corp. 	<p><Reasons nominated as a candidate></p> <p>Having served at a global company as a top executive, Mr. Takehiro Kamigama has a considerable track record of management achievements and superior insight, and appropriately supervises corporate management as a Director (Independent). In addition, Mr. Kamigama shares his experience and insight as management expert, and actively comments as a member of the Personnel Advisory Committee, CEO Selection Advisory Committee, Compensation Advisory Committee and Corporate Governance Committee to contribute to increasing transparency and fairness in the management of the Company.</p> <p>Based on these factors, the Company believes that he is a suitable person for achieving sustained improvements in corporate value and therefore requests his reelection as a Director (Independent).</p> <p><Reason for appointing as independent director></p> <p>The Personnel Advisory Committee confirm that he meets the Independence Requirements and serves for protecting general shareholders' interests as an independent director.</p> <p><Process for appointing as independent director></p> <p>The Company has defined the Independence Requirements in the Corporate Governance Committee. According to the Independence Requirements, independent directors are selected by the Board of Directors after the Personnel Advisory Committee headed by an outside director reply to inquiries from the Board of Directors.</p>
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Any optional committee equivalent to the Nomination Committee or Remuneration Committee	Yes
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Establishment of optional advisory committees, committee composition, and attributes of the chairperson

	Optional committee equivalent to Nomination Committee	Optional committee equivalent to Remuneration Committee
Committee	The Personnel Advisory Committee	The Compensation Advisory Committee
Committee members	5	5
Full-time members	—	—

Internal directors	2	2
Outside directors	3	3
Outside experts	–	–
Others	–	–
Chairperson	Outside director	Outside director

Supplemental Remarks

Note: Please refer to “5. Advisory Committees” of Section 4 of the OMRON Corporate Governance Policies.

Audit & Supervisory Board Members:

Audit & Supervisory Board	Yes
Number of Audit & Supervisory Board Members stipulated in Articles of Incorporation	5
Number of Audit & Supervisory Board Members	4

Status of Cooperation between Audit & Supervisory Board members, the Accounting Auditor, and the Corporate Internal Auditing Division

Note: Please refer to “3. Audit & Supervisory Board, (3) Relationship with External Auditors and the Internal Auditing Division ” of Section 4 of the OMRON Corporate Governance Policies.

Appointment of Audit & Supervisory Board Members (Independent)	Yes
Number of Audit & Supervisory Board (Independent)	2
Number of Audit & Supervisory Board Members (Independent) designated as independent officers	2

Relationship with the Company (1)

Name	Attribute	Relationship with the Company*														
		a	b	c	d	e	f	g	h	i	j	k	l	m		
Hideyo Uchiyama	Certified Public Accountant												△			
Tadashi Kunihiro	Attorney at Law															

* Categories for relationship with the Company

*○” when the said individual presently falls or has recently fallen under each of the following categories; “△” when the said individual fell under each of the following categories in the past.

*●” when a close relative of the said individual presently falls or has recently fallen under each of the following categories; “▲” when a close relative of the said individual fell under each of the following categories in the past.

- a. Executive of a listed company or its subsidiary
- b. Non-executive directors or accounting advisors of the listed company or its subsidiaries
- c. Executive or non-executive director of the parent company of a listed company
- d. Parent company of Audit & Supervisory Board Members of listed company
- e. Executive of a fellow subsidiary company of a listed company
- f. The party who's principal client or supplier is a listed company or executive thereof
- g. Principal client or supplier of a listed company or executive thereof
- h. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from a listed company besides compensation as an executive
- i. Principal shareholder of a listed company (executive of the said corporate shareholder if the principal shareholder is a legal entity)
- j. Executive of a client or supplier company of a listed company (which does not correspond to any of f, g, or h, above) (the said individual only)
- k. Executive of a company, between which and OMRON outside directors are mutually appointed (the said individual only)
- l. Executive of a company or organization that receives a donation from a listed company (the said individual only)
- m. Other

Relationship with the Company (2)

Name	Independent Audit & Supervisory Board Member	Supplemental information on corresponding items	Reason for selecting as Audit & Supervisory Board Member(Independent)
Hideyo Uchiyama	○	<p>Mr. Hideyo Uchiyama meets the requirements of the Company's own original 'Independence Requirements for Outside Directors and Audit & Supervisory Board Members' . He is registered as an independent Audit & Supervisory Board Member to the Tokyo Stock Exchange, Inc. (For more details, please see the Independent Directors and Audit & Supervisory Board Members section below described).</p> <p>Although Mr. Hideyo Uchiyama had formerly served as CEO of KPMG Japan, he stepped down from the position in June of 2015. While the OMRON Group has a business relationship with KPMG, including the conclusion of outsourcing agreements, such transactions in fiscal 2018 accounted for less than 1% of the consolidated net sales of the Group and the total revenue of KPMG, respectively (also less than 1% of KPMG's total revenue in Asia</p>	<p><Reason for selecting as Audit & Supervisory Board Member (Independent) > Having served as a top executive for an auditing firm and for the Asia Pacific region of an international accounting firm, Mr. Hideyo Uchiyama has abundant experience and superior insight. Furthermore, he has years of working experience as a certified public accountant in an auditing firm and considerable knowledge regarding finance and accounting. Although he has not been involved directly in corporate management, based on these accomplishments and considerable amount of experience, the Company believes that he is a suitable person for an Audit & Supervisory Board Member and therefore requests his election as an Audit & Supervisory Board Member (Independent) .</p> <p><Reason for appointing as independent Audit & Supervisory Board Member> The Personnel Advisory Committee confirm that he meets the Independence Requirements and serves for protecting general shareholders' interests as an independent Audit & Supervisory Board Member.</p>

		<p>Pacific). Therefore, there is no reason to question the independence of Mr. Uchiyama.</p> <p><Significant concurrent positions></p> <ul style="list-style-type: none"> • Executive Advisor of ASAHI Tax Corporation & Certified Public Accountant • Outside Director of Sompo Holdings, Inc. • Outside Director of Eisai Co., Ltd. 	<p><Process for appointing as independent Audit & Supervisory Board Member ></p> <p>The Company has defined the Independence Requirements in the Corporate Governance Committee. According to this Independence Requirements, Mr. Uchiyama is qualified as independent Audit & Supervisory Board Member.</p>
Tadashi Kunihiro	○	<p>Mr. Tadashi Kunihiro meets the requirements of the Company's own original 'Independence Requirements for Outside Directors and Audit & Supervisory Board Members'. He is registered as an independent Audit & Supervisory Board Member to the Tokyo Stock Exchange, Inc. (For more details, please see the Independent Directors and Audit & Supervisory Board Members section below described).</p> <p><Significant concurrent positions></p> <ul style="list-style-type: none"> • Partner of T. Kunihiro & Co. Attorneys-at-Law • Outside Audit & Supervisory Board Member of Mitsubishi Corporation • Outside Director of LINE Corporation • Outside Director of Tokio Marine & Nichido Fire Insurance Co., Ltd. 	<p><Reason for selecting as Audit & Supervisory Board Member (Independent) ></p> <p>Mr. Tadashi Kunihiro is an attorney specializing primarily in the Companies Act, Financial Instruments and Exchange Law, and Antimonopoly Act. He is also familiar with development of corporate crisis management and risk management systems and held prominent positions including as advisor to the Cabinet Office and the Consumer Affairs Agency. The Company expects Mr. Kunihiro to utilize his legal expertise for auditing of the Company and request his election as a new Audit & Supervisory Board Member (Independent).</p> <p><Reason for appointing as independent Audit & Supervisory Board Member></p> <p>The Personnel Advisory Committee confirm that he meets the Independence Requirements and serves for protecting general shareholders' interests as an independent Audit & Supervisory Board Member.</p> <p><Process for appointing as independent Audit & Supervisory Board Member ></p> <p>The Company has defined the Independence Requirements in the Corporate Governance Committee. According to this Independence Requirements, Mr. Kunihiro is qualified as independent Audit & Supervisory Board Member.</p>

Independent Directors and Audit & Supervisory Board Members:

Number of independent directors and Audit & Supervisory Board Members	5
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Matters relating to independent directors and Audit & Supervisory Board Members

The Company's Policy Regarding the Independence of Outside Directors and Audit & Supervisory Board Members (Independent)

- In addition to the requirements of Japan's Companies Act, the Company has formulated its own 'Independence Requirements for Outside Directors and Audit & Supervisory Board Members' (Note) and as we select all outside executives using these requirements as our standard, we judge them to be sufficiently independent, and register all of our outside executives as 'independent directors and Audit & Supervisory Board Members.'
- When deciding on our 'Independence Requirements for Outside Directors and Audit &

Supervisory Board Members,' we first consult with our Corporate Governance Committee (which is composed of outside executives) and confirm that these requirements are appropriate as independence criteria for outside executives before they are deliberated on and resolved by the Board of Directors.

Note: Independence Requirements for Outside Directors and Audit & Supervisory Board Members (revised December 25, 2014)

To be considered for the position of outside executive, candidates themselves and/or the company/companies and/or organization/s they belong to must not:

1. Presently assume the role of director (excluding outside director), Audit & Supervisory Board Member (excluding outside Audit & Supervisory Board Member), executive officer and/or employee of the OMRON Group (Note), or have assumed any of these roles in the past.
2. Have been a principal shareholder* of the OMRON Group, or assumed the role of director, Audit & Supervisory Board Member, executive officer and/or employee of any legal entity that is a principal shareholder of the OMRON Group or any legal entity for which the OMRON Group is a principal shareholder, in any fiscal year of the past five years.

* A "principal shareholder" means a company, etc. holding shares that provide 10% or more of total voting rights.

3. Be a director, Audit & Supervisory Board Member, executive officer and/or employee of any principal partner or supplier* of the OMRON Group.

* A "principal partner or supplier" means a company whose payments to the OMRON Group or payments received from the OMRON Group in the current or any of the past three fiscal years represent 2% or more of the consolidated net sales of either the OMRON Group or the partner/supplier company (this also includes its parent company and important subsidiaries and affiliates).

4. Be a director, Audit & Supervisory Board Member, executive officer and/or employee of any company or organization that receives a large amount of donations* from the OMRON Group.

* A "large amount of donations" means yearly donations in excess of ¥10 million or 2% of the consolidated net sales or total revenue of the recipient entity, whichever is larger, on average for the past three fiscal years.

5. Have directors, Audit & Supervisory Board Members, and/or executive officers who are mutually dispatched between the candidate's company/organization and the OMRON Group.
6. Have assumed the role of representative, employee, partner or other staff member of an accounting auditor for the OMRON Group in any fiscal year of the past five years.
7. Be an attorney, certified public accountant, consultant or other agent who receives a large amount of monetary consideration* and/or other property from the OMRON

Group, besides the compensation for directors and Audit & Supervisory Board Members.

* A “large amount of monetary consideration” means a yearly consideration amounting to ¥10 million or more for individuals, and in the case of an organization, a yearly consideration that represents 2% or more of the consolidated net sales of the relevant organization, on average for the past three fiscal years.

8. Be a spouse, a relative within two degrees of kinship, a relative living together or a relative who shares living expenses with any of the following individuals:

- (1) A director, Audit & Supervisory Board Member, executive officer and/or core employee* of the OMRON Group.
- (2) An individual who assumed the role of director, Audit & Supervisory Board Member, executive officer and/or core employee of the OMRON Group in any fiscal year of the past five years.
- (3) An individual who is not qualified for outside directors and Audit & Supervisory Board Members in the above-mentioned items 2-7.

* A “core employee” means an employee holding the position of senior general manager or higher.

9. Hold a position or condition that would bring the independence of the candidate into doubt when performing the duties of an outside director or Audit & Supervisory Board Member.

Note: The above-mentioned “the OMRON Group” refers to OMRON Corporation and its subsidiaries and affiliates.

Outside executives shall continue to comply with the above-mentioned independence requirements after they are appointed as outside directors or Audit & Supervisory Board Members. If they were assigned a major managerial position, their independence shall be verified according to the independence criteria herein at the Personnel Advisory Committee.

Incentives:

Incentives Policies for Directors	Introduced performance-linked compensation system and other
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Supplemental Remarks on This Item

*P15 Please see “Disclosure of decision-making policies relating to compensation amounts and calculation methods”

Personnel eligible to receive stock options	
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Supplemental Remarks on This Item

Compensation of Directors:

Disclosure of compensation of individual directors	The compensation of some individual directors is disclosed
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Supplemental Remarks on This Item

Amount of Compensation for Directors and Audit & Supervisory Board Members for the 82nd Fiscal Year (April 1, 2018-March 31, 2019) (JPY millions)

Title	Number (Persons)	Base Salary	Short-term Performance-Linked Compensation (Bonuses)	Medium-to-long-term, Performance-Linked Compensation (Performance-Linked Stock Compensation Plan)	Aggregate Compensation
Directors [Outside Directors]	8 [3]	323 [41]	104 [—]	317 [—]	744 [41]
Audit & Supervisory Board Members [Audit & Supervisory Board Members (Independent)]	4 [2]	86 [23]	— [—]	— [—]	86 [23]
Total [Outside executives]	12 [5]	409 [64]	104 [—]	317 [—]	830 [64]

- Notes: 1. The maximum limit of the aggregate compensation of Directors was set at JPY 35 million per month at the 63rd Ordinary General Meeting of Shareholders held on June 27, 2000. In addition, the maximum limit of the aggregate compensation of Audit & Supervisory Board Members was set at JPY 11 million per month by resolution of the 81st Ordinary General Meeting of Shareholders held on June 19, 2018.
2. The maximum limit of Directors' bonuses was set at JPY 600 million per year at the 81st Ordinary General Meeting of Shareholders held on June 19, 2018.
3. The 80th Ordinary General Meeting of Shareholders held on June 22, 2017 made a resolution to introduce a Performance-linked and Share-based Incentive Plan. Under the Plan, the maximum limit of money to be contributed by the Company is JPY 2.4 billion, and the maximum limit of the number of the Company's shares to be granted and delivered as sales proceeds ("grant(ing), etc.") is 600,000 shares during the four fiscal years of the medium-term management plan. Under the Performance-linked and Share-based Incentive Plan, the Company shall award points to Directors calculated according to a prescribed formula, and the trust shall grant, etc. the Company's shares corresponding to the points awarded during a certain period to the Directors. Expenses of the Performance-linked and Share-based Incentive Plan, as indicated above, are associated with the points granted during the fiscal year under review.
4. No Directors of the Company received any employee wages other than their compensation as

Directors.

* The above information is also contained in the convocation notice for the 82nd Ordinary General Meeting of Shareholders and Business Report, and is also included on our website:

https://www.omron.com/about/ir/shareholder/pdfs/convocation_notice_82nd.pdf

Are there decision-making policies relating to compensation amounts and calculation methods?	Yes
Disclosure of decision-making policies relating to compensation amounts and calculation methods	

Basic Principles of Compensation for Directors and Executive Officers

【Policy for Determining Compensation Amounts for Directors and Audit & Supervisory Board Members and Their Calculation Methods】

To increase objectivity and transparency with respect to compensation for Directors, the Company has a Compensation Advisory Committee chaired by an outside director, and the majority of its members consist of outside Directors. The Compensation Policy for Directors has been determined by a resolution of the Company's Board of Directors, by reflecting the deliberations and recommendations of the Compensation Advisory Committee.

The amounts of compensation for individual Directors shall be determined by a resolution of the Board of Directors, reflecting the deliberations and recommendations of the Compensation Advisory Committee. These amounts shall be within the maximum limit of the sum of compensation amounts for all Directors set by a resolution at the General Meeting of Shareholders.

The amounts of compensation for individual Audit & Supervisory Board Members shall be determined through discussions by Audit & Supervisory Board Members based on the Compensation Policy for Audit & Supervisory Board Members also determined by them. These amounts shall be within the maximum limit of the sum of compensation amounts for all Audit & Supervisory Board Members set by a resolution at the General Meeting of Shareholders.

[Compensation Policy for Directors]

1) Basic policy

- The Company shall provide compensation sufficient to recruit as Directors exceptional people who are capable of putting the OMRON Principles into practice.
- The compensation structure shall be sufficient to motivate Directors to contribute to sustained enhancement of corporate value.
- The compensation structure shall maintain a high level of transparency, fairness, and rationality to ensure accountability to shareholders and other stakeholders.

2) Structure of compensation

- Compensation for Directors shall consist of a base salary, which is fixed compensation, and

performance-linked compensation, which varies depending on the Company's performance.

- Compensation for outside Directors shall consist of a base salary only, reflecting their roles and the need for maintaining independence.

3) Base salary

- The amount of a base salary shall be determined by taking into account the salary levels of other companies, as surveyed by a specialized outside organization.

4) Performance-linked compensation

- As short-term performance-linked compensation, the Company shall provide bonuses linked to yearly performance indicators, and to the degree of achievement of performance targets.
- As medium- to long-term performance-linked compensation, the Company shall grant stock compensation linked to the degree of achievement of the goals of the medium-term management plan, and to the improvement in corporate value (value of stock).
- The Company shall determine the target amounts for short-term performance-linked compensation and medium- to long-term performance-linked compensation based on the target pay mix specified according to each Director's role and responsibility.

5) Compensation governance

- All compensation for Directors shall be determined by a resolution of the Board of Directors reflecting the deliberations and recommendations of the Compensation Advisory Committee.

[Outline of Compensation for Directors]

1) Compensation composition ratio

Compensation consists of a "base salary" (fixed compensation) and compensation according to Company performance, namely "short-term performance-linked compensation (bonuses)" and "medium-to-long-term, performance-linked compensation (performance-linked stock compensation)." The ratio of compensation consisting of performance-linked compensation compared to base salary has been determined for each role:

Base salary : Short-term performance-linked compensation : Medium- to long-term performance-linked compensation = 1 : 1 : 1.5*

*Referring to Representative Director, President and CEO

*The ratio is based on the assumption that the performance targets are set as 100% for each performance-linked compensation

2) Base salary

A base salary is paid to Directors as fixed compensation. Base salaries are determined for each role by taking into account the salary levels of officers at other companies (benchmarked companies of the same industry and scope selected by the Compensation Advisory Committee),

as surveyed by a specialized outside organization.

3) Short-term performance-linked compensation (bonuses)

Bonuses are paid to Directors excluding Directors (Independent) as short-term performance-linked compensation, which is linked to yearly performance indicators and the degree of achievement of performance targets. Director bonuses vary between 0% and 200% according to the achievement of operating income, net income, and ROIC targets defined in the annual operating plan.

Base amount for each position x Performance score x ROIC score = Short-term performance
(Operating income 50%, -linked compensation
Net income 50%) (bonuses)

4) Medium-to-long-term, performance-linked compensation (performance-linked stock compensation)

Stock compensation is paid as medium-to-long-term, performance-linked compensation to Directors excluding Directors (Independent). Stock compensation comprises the performance-linked component (60%), which is linked to the degree of achievement of the medium-term management plan, and the nonperformance-linked component (40%), which aims for retention and motivation to improve share prices over the medium- to long-term, and is paid under the condition of a certain term of service. Stock compensation for performance-linked component varies between 0% and 200%, according to achievement of net sales, EPS, and ROE targets based on the medium-term management plan, as well as sustainability evaluation* based on a third-party organization.

Base amount for each position x Performance score x ROE score x Sustainability evaluation = Stock compensation
(Net sales 30%, (performance-linked)
EPS 70%)

As a rule, stock paid in stock-based compensation must be held by the individual during their term of service. In the event that an individual Director in question engages in serious misconduct during their term of service, and such misconduct harms the Company, the Compensation Advisory Committee will deliberate and make a recommendation. Based on this discussion and recommendation, the Board of Directors shall resolve to limit the payment of stock-based compensation.

* Sustainability evaluation

An evaluation based on the Dow Jones Sustainability Indices (DJSI). The DJSI are a series of ESG Indices which include companies evaluated and selected based on long-term shareholder value perspective, reflecting economic, environmental, and social factors comprehensively.

[Compensation Policy for Audit & Supervisory Board Members]

1) Basic policy

- The Company shall provide compensation sufficient to recruit exceptional people who are capable of performing the duties of Audit & Supervisory Board Members entrusted by shareholders.
- The compensation structure shall maintain a high level of transparency, fairness, and rationality to ensure accountability to shareholders and other stakeholders.

2) Compensation structure

- Compensation for Audit & Supervisory Board Members shall consist only of a base salary from the perspective of their roles and independence.

3) Base salary

- The amount of a base salary shall be determined by taking into account the salary levels of other companies, as surveyed by a specialized outside organization.

4) Compensation governance

- All compensation for Audit & Supervisory Board Members shall be determined through discussions by Audit & Supervisory Board Members.

Support System for Outside Directors and Audit & Supervisory Board Members (Independent):

Note: Please refer to “6. Directors and Audit & Supervisory Board Members, (6) Support Structure” of Section 4 of the OMRON Corporate Governance Policies.

Status of Persons Who Have Retired as President and Representative Director, Chief Executive Officer, etc.

Name of Consultants, Advisors, etc. who were Formerly President and Representative Director, Chief Executive Officer, etc.

Name	Title and Position	Description of Business	Form and Conditions of Employment (Full-time, Part-time, Paid or Unpaid, etc.)	Date of Retirement as President, etc.	Term of Office
Yoshio Tateishi	Honorary Adviser	No business commission	Unpaid	June 21, 2011	June, 2020

Total Number of Consultants, Advisors, etc. Who Were Formerly President and Representative Director, Chief Executive Officer: 1

Other Matters:

- * OMRON discontinued the advisor system in 2003, thus the Company presently has no consultant/advisor system.
- * Should a Director of the Company assume the position of an independent director at another company, or hold public office, after retiring as a Company Director, the former Director must first obtain the consent of the Company's Board of Directors, which will consider the title,

post, role, contract, and other terms and conditions of the position to be assumed.

2. Items Related to Business Execution, Audits and Oversight, Nominations and Setting of Compensation, etc. (Overview of corporate governance framework)

1. The current corporate governance system

Note: For details regarding the Company's corporate governance system and initiatives intended to enhance corporate governance, please refer to the OMRON Corporate Governance Policies.

Gender Composition of Directors, Audit & Supervisory Board Members and Executive Officers

- As of June 19, 2019, the Board of Directors consists of eight members including one female Director.
- The Company is considering an increase in diversity for the composition of Directors, Audit & Supervisory Board Members and Executive Officers in order to promote growth at the global level, enhance competitive strength, and respond to significant changes in the business environment.

2. Efforts toward Enhancing the Functions of the Audit & Supervisory Board

The Audit & Supervisory Board System

P27 Please see “6. Systems to Ensure Effectiveness of Audit Performed by Audit & Supervisory Board Members”

Regarding the Selection of Audit & Supervisory Board Members with Knowledge of Finance and Accounting

- Mr. Kiichiro Kondo, an Audit & Supervisory Board Member (full-time), has years of experience working in financial institutions, and possesses a considerable knowledge of finance and accounting matters.
- Mr. Hideyo Uchiyama, an Audit & Supervisory Board Member (Independent), has years of working experience as a certified public accountant in an auditing firm and considerable knowledge regarding finance and accounting.

Regarding the Selection of Audit & Supervisory Board Members (Independent) with a High Degree of Independence

Please see the Relationship with the Company (2) section on page 10 and “Matters relating to independent officers” in the Independent Officers section for more information.

3. Limited liability agreements

The Company has established a provision in its Articles of Incorporation regarding the limited liability agreements the Company enters into with its Outside Directors and Audit & Supervisory Board Members (Independent) with the approval of the shareholders, in order to ensure that these officers can adequately fulfill their duties and responsibilities. Accordingly, the Company has entered into limited liability agreements with Mr. Eizo Kobayashi, Ms. Kuniko Nishikawa, Mr. Takehiro Kamigama, Mr. Hideyo Uchiyama, and Mr. Tadashi Kunihiro, under which each of these officers' liability shall be limited to JPY 10 million or to the minimum amount of liability prescribed in Article 425-1 of the Companies Act, whichever is higher.

3. Reasons for OMRON’s Selection of its Current Corporate Governance System

The Company has chosen to adopt the organizational structure of a “Company with Audit & Supervisory Board.”

The Board of Directors strives toward sustained improvements in the OMRON’s Group corporate value by exercising oversight functions over the overall management through the election of Directors, Audit & Supervisory Board Members and Executive Officers; the determination of compensation for Directors and Executive Officers; and making important operational decisions.

The Audit & Supervisory Board and the Audit Supervisory Board Members work to secure the integrity of the OMRON Group and the sustained improvement of corporate value by conducting audits on legality and appropriateness of Directors’ duties, and the fulfillment of the Board of Directors’ oversight obligations. In addition, each Audit & Supervisory Board Member can exercise his/her authority on his/her own as a single-person organ in which the power of final decision-making is given to one person. This allows them to play a crucial role in strengthening internal controls.

Furthermore, to enhance the oversight functions of the Board of Directors, four voluntary advisory committees are attached to the Board of Directors. The Personnel Advisory Committee, the CEO Selection Advisory Committee and the Compensation Advisory Committee are chaired by an independent outside director, and the majority of each committee should be composed of independent outside director. The President & CEO does not belong to any of these committees. The CEO Selection Advisory Committee, in particular, is dedicated to the deliberation and nomination of candidates for CEO, which is the top-priority matter in management oversight. In addition, the Corporate Governance Committee, established for the purpose of enhancing corporate governance, is also chaired by an independent outside director, and exclusively comprises an independent outside director and Audit & Supervisory Board Members (Independent). Through these unique initiatives, the Company has established and adopted a system that enhances the transparency and objectivity of management’s decision-making process.

By incorporating the best aspects of the corporate governance system of a so-called “Company with Committees (Nomination, etc.)” in this way, we have created the kind of hybrid corporate governance structure that we feel is most appropriate for OMRON as a Company with Audit & Supervisory Board.

III. Status of Execution of Measures Concerning Shareholders and Other Interested Parties

1. Measures to Vitalize the General Shareholders’ Meeting and Facilitate the Exercise of Voting Rights

	Supplemental Remarks
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Early sending out of convocation notices for the general meeting of shareholders	25 days or more before the date of the meeting.
Avoidance of peak day when scheduling the general meeting of shareholders	Three business days or more before the peak day.
Electronic voting	OMRON has adopted electronic voting via Internet since 2003, enabling shareholders voting through computers, mobile phones and smartphones.
Participation in the Electronic Voting Platform system and other efforts to improve an environment in which institutional investors can exercise their voting rights	OMRON has participated in the system since 2006. The Convocation notices both in Japanese and English are posted on the websites of Tokyo Stock Exchange, ICJ and OMRON since 2013, prior to sending out the printed notice. The posting is made approximately one month prior to the date of the meeting.
Provision of convocation notice summaries written in English	OMRON has been providing English version of the convocation notice (entire translation, for reference purpose) on the websites of Tokyo Stock Exchange, ICJ and OMRON since 2013 approximately one month prior to the date of the meeting.

2. IR-related Activities

	Explanation by representative	Supplemental remarks
Preparation and publication of disclosure policy	—	Disclosure policy is posted on the IR section of OMRON's website in Japanese and English.
Regular information meetings for individual investors	No	OMRON participates in information meetings planned by securities companies, and provides information on the website.
Regular information meetings for analysts and institutional investors	Yes	OMRON makes an earnings announcement and holds small earnings meetings every quarter in Tokyo, and webcasts the earnings announcement. The company regularly holds one-on-one dialogues with domestic institutional investors.
Regular information meetings for overseas investors	Yes	OMRON webcasts quarterly earnings announcements with English captions. The company regularly holds one-on-one and group dialogues with overseas investors. Also, OMRON participates several times a year in IR conferences organized by securities companies for investors abroad, in Japan and overseas.
Posting of IR materials on website	—	OMRON posts quarterly results, annual integrated reports, and discloses TSE-required information timely both in

		English and Japanese.
Establishment of department and/or manager in charge of IR	—	Department in charge: Global Investor & Brand Communications Headquarters Executive in charge: Tsutomu Igaki, Executive Officer and Senior General Manager

3. Measures for Respecting the Position of Stakeholders

	Supplemental Remarks
Rules for Respecting the Position of Stakeholders through Internal Regulations, etc.	<p>“Management Philosophy” is defined as follows. This is an important philosophy when we practice “The OMRON Principles” through our business and our commitment to all stakeholders.</p> <p>“We believe a business should create value for society through its key practices. We are committed to sustainably increasing our long-term value by putting Our Mission and Values into practice.”</p> <ul style="list-style-type: none"> • We uphold a long-term vision in our business practices to create solutions to society’s needs • We operate as a truly global company through our fair and transparent management practices • We cultivate strong relationships with all of our stakeholders through responsible engagement
Implementation of environmental activities, CSR activities, etc.	<p>< Environmental activities ></p> <ul style="list-style-type: none"> • Regarding our environmental activities, we have our Environmental Policy that “We will contribute to realizing sustainable societies, globally, by providing eco-friendly products and services that can contribute to the global environment and by efficient management of resources.” Specifically, the following 5 measures will be taken: 1. Provide eco-friendly products and services that can contribute to the global environment”, 2. Prevent Global Warming, 3. Use resources efficiently, 4. Co-existence with nature, 5. Implement environmental management. • In July 2018, we set new environmental targets under OMRON Carbon Zero, aligned with Our Mission 'To Improve lives and contribute to a better society. 'We also made a commitment to set greenhouse gas emissions reduction target based on scientific grounds for the SBTi (Science Based Targets Initiative). Under OMRON Carbon Zero, we aim to reduce Scope 1 and Scope 2 greenhouse gas emissions to zero by 2050 through adaptation of energy conservation and renewable energy practices. In addition, we are considering measures to reduce Scope 3 gas emissions. • In February 2019, we declared our support for the Task Force on Climate-related Financial Disclosure (TCFD). We intend to pursue group-wide initiatives, disclosing these initiatives and our progress using the TCFD framework. Please refer to the website for details on our disclosure:

	<p>https://sustainability.omron.com/en/enviro/vision/green_omron2020/</p> <p><Implementation of CSR activities ></p> <ul style="list-style-type: none"> • We aim for contributing to sustainable development of the society and raising corporate value through creating social values, guided in our mission by the OMRON Principles. To this end, we have developed sustainability initiative where we identified issues and set goals. Specific CSR activities include reviewing the status of sustainability issues, monitoring the progress, and identifying problems to be solved through the Sustainability Committee. The Committee also provides a reporting to the Board of Directors where critical issues and recommended action plan are discussed.
Formulation of policies on providing information to stakeholders	<p>We have defined Sustainability Policy in order to fulfill the corporate social responsibility. We consider Sustainability Policy to reflect the same meaning and content as declared by our Management Philosophy based on the OMRON Principles. Namely, "We are committed to sustainably enhancing our long-term corporate value by putting the OMRON Principles into practice." Under the Policy, it is clearly stated that "We cultivate strong relationships with all of our stakeholders through responsible engagement."</p>
Other	<p><Promotion of diversity and women's empowerment></p> <ul style="list-style-type: none"> • "Respect for All" is one of the Management Commitments in the OMRON Principles. As such, we strive to create a workplace where diverse people with individual values and thoughts can fully put their capabilities to use and assume vital roles. • In 2012, a dedicated organization was established to promote diversity in the workplace. • Currently, we have four women directors in Japan (an outside director, two Executive Officers of OMRON Corporation, and the President of OMRON Ventures Co., Ltd.). • We have been continuously working to provide women employees with more opportunities to play key roles in the workplace and promote them to positions of responsibility, while transforming the mindset of managers and women employees. We achieved our target of 5% women managers at the end of FY2018, as the numbers of women managers as of April 2019 are 85, which account for 5.2% of total managers in Japan. By 2020, we aim to increase the percentage of women in management positions in Japan (OMRON Corporation and its consolidated subsidiaries) to 8%. <p><Health Management></p> <p>We formulated "Employee Health Management Declaration" in July 2017 and started health management with the thought that all employees working at OMRON Group are the management foundation and core of HR strategies.</p> <p>All Group Companies in Japan establish an action agenda for</p>

	<p>“Exercise, Sleep, Mental Health, Diet, and Smoking” are selected as five key factors leading to the concentration of work and wellness of life, and programs to achieve each index have been implemented. Visualizing health conditions and the support of conducting seminars or having advice from industrial doctors or occupational health nurses are carried out, in order to facilitate the employees’ awareness and habituation.</p> <p>By continuously taking these five approaches throughout the year, with the aim of reducing future health risks, we develop mentally and physically tough talents, aiming to create a workplace with full of smile. We were recognized for these efforts and selected as brands of the 2019 Health & Productivity Stock Selection under The Ministry of Economy, Trade and Industry and the Tokyo Stock Exchange.</p>
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IV. Matters Related to the Internal Control System

1. Basic Approach and Development and Operation Status Related to the Internal Control

Based on the Companies Act and the Ordinance for Enforcement of the Companies Act, the Company has set the Internal Control System of the Company and its subsidiaries (“the OMRON Group”) as follows:

1. System to Ensure that Execution of Duties by Directors and Employees of the OMRON Group Conforms to Laws and Regulations and the Articles of Incorporation

- (1) The OMRON Group Management Policies and the OMRON Group Rules have been established to ensure transparency, fairness and the global nature of management in the OMRON Group, as well as serve as the management base for conducting appropriate and timely decision-making.
- (2) The key theme of “socially responsible corporate management” is promoting corporate ethics and compliance whereby the Company complies with laws and regulations in carrying out business activities. In particular, the Company has devoted every effort to prevent anti-competitive activities such as cartel, bribery, and other significant risks from occurring.
- (3) The Company has familiarized its officers and employees with the OMRON Group Rules for Ethical Conduct as specific action guidelines for practicing “socially responsible corporate management” and enforces strict compliance.
- (4) The Company appoints an executive in charge of corporate ethics and compliance and establishes the Corporate Ethics & Risk Management Committee as an organization to promote corporate ethics and compliance. As specific activities, the President himself issues instructions on corporate ethics and compliance, providing opportunities to disseminate awareness. In addition, the Committee conducts regular training and education for officers and employees on anti-competitive activities such as cartel and bribery as well

as on corporate ethics and compliance.

- (5) The Company has set up a whistleblower hotline both inside and outside the Company to receive reports of acts that are, or could potentially be, in violation of the OMRON Group Rules for Ethical Conduct, work rules or laws. In accordance with laws and internal company rules, the content of these reports is protected as confidential, and employees may not be given unfavorable treatment for making such reports.
- (6) With the aim of realizing highly transparent management, the Company positions information disclosure as an important task, and has established an Information Disclosure Executive Committee directly under the President to promote the disclosure. The Committee engages in activities to ensure the accuracy, timeliness and completeness of information disclosure across the OMRON Group, and proactively makes disclosure to the public according to the standard set out by the Group.
- (7) The Company has set up an internal auditing division directly under the President to conduct operational audits.
- (8) To ensure the propriety of the OMRON Group's financial reporting, a system has been established that enables reports to be submitted appropriately in accordance with laws and regulations through measures such as monitoring by Internal Audit Divisions after each division conducts its own review of maintenance and operation of business processes.
- (9) The OMRON Group's policy on exclusion of antisocial forces is defined in the OMRON Group Management Policies and the OMRON Group Rules for Ethical Conduct.

2. System for Storage and Management of Information Related to Execution of Directors' Duties

- (1) Under the Board of Directors Rules, the minutes of Board of Directors meetings are recorded and kept for 10 years.
- (2) Under the Management Rules, which state the basic policy and principles for Group management and decision making, decision reports are issued for decisions on significant issues. Decision reports, minutes of Executive Committee meetings, and other important documents showing the state of execution of duties are preserved and managed in accordance with laws and internal company rules.

3. Regulations and Other Systems Concerning Loss Risk Management of the OMRON Group

- (1) The Company will engage in risk management integrating all activities that entail risks on a global scale, to ensure the Company's survival and to secure the achievement of corporate objectives while fulfilling its corporate social responsibility.
- (2) The Company will strive to avoid, mitigate and transfer risk of loss through collecting information on and conducting analysis of risks while taking countermeasures against them, in accordance with the OMRON Group Rules for Integrated Risk Management.
- (3) Significant risks for the OMRON Group shall be designated, and Group-wide response

measures are across all internal companies shall be determined at Executive Committee meeting.

- (4) When a crisis occurs, the Company makes reports, transmits information, and assembles the necessary response teams in accordance with the procedures specified in the OMRON Group Rules for Integrated Risk Management.

4. Systems to Ensure Efficient Execution of Duties by Directors of the OMRON Group

- (1) The Company uses the Executive Officer system and keeps the number of Directors small to ensure substantive discussion and swift decision making at Board of Directors meetings.
- (2) In addition to the Board of Directors, the Company has an Executive Committee, which discusses and decides on significant business execution issues within the scope of the President's authority.
- (3) The Company uses an internal company system, and promotes faster decision making and efficient business operations by delegating substantial authority to the President of each internal company.
- (4) The OMRON Group performs its duties in accordance with the division of duties and scope of decision-making authority set forth based on a concept of proper control and prompt decision making as basic principles.
- (5) The OMRON Group establishes a medium-to-long-term management plan. In order to substantiate this management plan, it formulates a business plan in each fiscal year.

5. System to Report to the Company on Matters concerning Execution of Duties by Directors of Subsidiaries

Information regarding operational results, financial status and other significant matters of subsidiaries must be reported to respective superior units responsible for the management of subsidiaries in accordance with the internal regulations, etc.

6. Systems to Ensure Effectiveness of Audit Performed by Audit & Supervisory Board Members

- (1) An Audit & Supervisory Board Office with dedicated full-time support staff has been established to assist Audit & Supervisory Board Members in performing their duties. The staff members of the Audit & Supervisory Board Office perform their work under the supervision and instruction of the Audit & Supervisory Board Members.
- (2) Personnel evaluations, appointments and transfers of the staff of Audit & Supervisory Board Office are carried out with the consent of the Audit & Supervisory Board.
- (3) A system is in place for Directors, Audit & Supervisory Board Members and employees of the OMRON Group and those who have been reported from any of them to immediately report to Audit & Supervisory Board Members of the Company regarding incidents of material violations of laws and/or articles of incorporation, misconduct within the OMRON Group, or information relating to potential risk of significant loss to the company,

in accordance with predetermined regulations and procedures. Notwithstanding these, the Audit & Supervisory Board Members of the Company may request reports from Directors and employees of the OMRON Group at any time as needed. The Company shall not treat whistleblowers in an unfair way on the ground of reporting of wrongdoing.

- (4) When Audit & Supervisory Board Members request for advance payment of expenses pertaining to the execution of their duties in accordance with Article 388 of the Companies Act, the Company shall handle the request in a prompt manner.
- (5) As a mechanism for securing an effective audit by Audit & Supervisory Board Members, systems are in place for the Audit & Supervisory Board to hold periodic interviews of Directors and Executive Officers, periodically exchange views with the President, periodically exchange information with Accounting Auditors, and receive operational reports from Executive Officers. In addition, the Internal Audit Manager is invited to Audit & Supervisory Board meetings and makes internal audit reports.
- (6) Half or more of the Audit & Supervisory Board Members are Audit & Supervisory Board Members (Independent), including legal professionals such as attorneys and Certified Public Accountants, or individuals with extensive knowledge of finance and accounting, to enhance audit objectivity and effectiveness.
- (7) Audit & Supervisory Board Members attend and state their opinions at Board of Directors meetings as well as Executive Committee meetings and other important meetings.

2. Basic Approach to Excluding Antisocial Forces and Establishment of Relevant structures

OMRON's policy on antisocial forces is, OMRON strictly prohibits any association whatsoever with antisocial groups or others that threaten the public order and security, standing firm against them.”

This policy has been stated in the OMRON Group Management Policies and OMRON Group Rules for Ethical Conduct and publicized both internally and externally, stipulating the code of conduct for all employees, including executives.

OMRON has dedicated personnel who are responsible for establishing cooperative relationship with the police, outside legal counsels and other outside organizations and collecting intelligence on a regular basis.

In the event that antisocial forces make undue claims, the company will act in an organized way against such forces by transmitting reports and information, setting up response teams and taking countermeasures in cooperation with police, outside legal counsels and other outside organizations in accordance with the OMRON Group Rules for Integrated Risk Management and countermeasure manuals.

V. Other

1. Defense Against Takeovers

Defense measures against takeovers	None
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Supplemental Remarks on This Item

None.

2. Other Matters Concerning the Corporate Governance System

OMRON's internal system for timely disclosure of company information is as follows

1. Basic stance regarding timely disclosure of information

OMRON's basic policy is to aim for highly transparent management and carry out disclosure of information in a proactive manner. We disclose important facts in accordance with the operational policy below:

- (1) In order to meet the needs of our stockholders and other stakeholders for information disclosure, we disclose information according to even stricter standards than the requirements of Japan's Financial Instruments and Exchange Act and the Timely Disclosure Rules of the Tokyo Stock Exchange.
- (2) With regard to qualitative information about which individual decisions regarding the need for disclosure are required, a meeting of the Information Disclosure Execution Committee (hereinafter referred to as the "Execution Committee") will be promptly convened to deliberate on whether the information ought to be disclosed and if so, what details require disclosure.
- (3) In order to ensure fairness to all stakeholders when disclosing important facts, in addition to promptly disclosing the information to the Tokyo Stock Exchange, we will also release the information to at least two different media outlets.

2. Internal system for timely disclosure

2.1 Timely disclosure implementation system

OMRON has established the Execution Committee for timely disclosure of information. The Execution Committee determines whether any decision made or incident occurred in OMRON Group corresponds to TSE's timely disclosure rules and/or OMRON's own disclosure standards. The matters that the Execution Committee decides to disclose are reported to the person in charge of information management, who then instructs the Investor Relations department to timely disclose these on TSE's Timely Disclosure

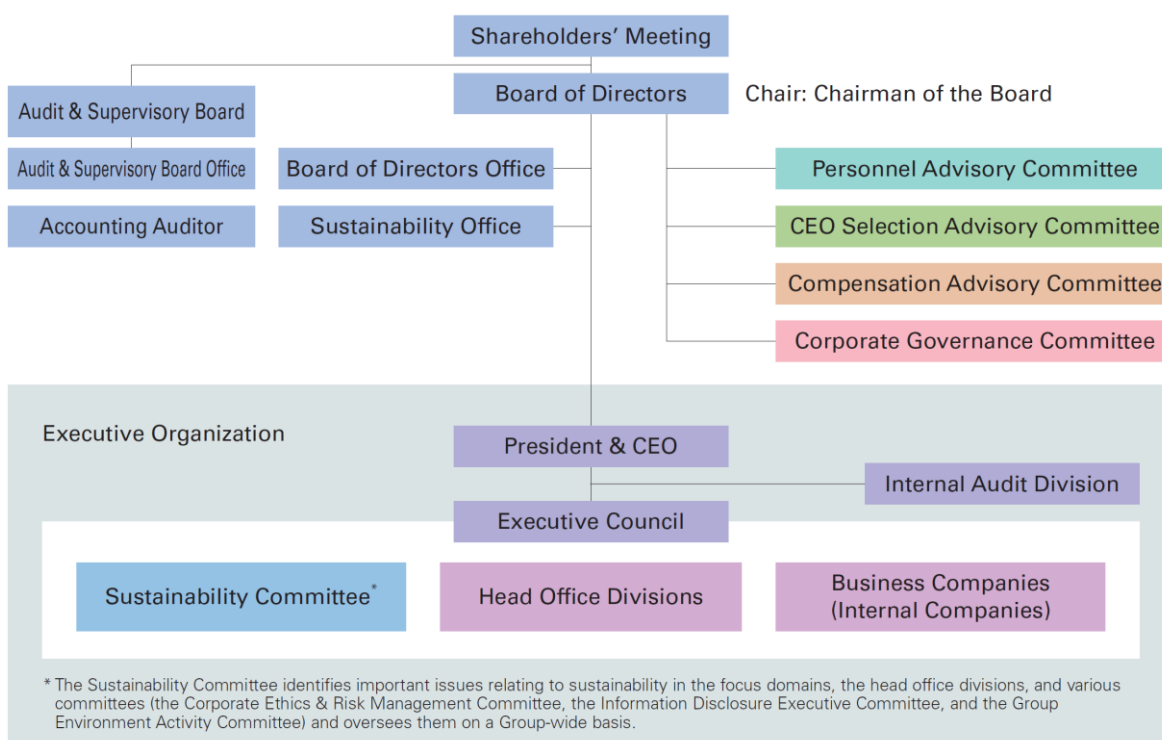
Network (TDnet). In order for the Execution Committee to obtain important information, any important information is to be reported according to the following procedures (1) and (2).

- (1) Departments handling information in Head Office and business divisions determine whether, according to the disclosure rules, incidents that occurred within their own division are to be disclosed, and then report these matters, as well as matters about which they are unable to make a decision, to the Execution Committee for deliberation.
- (2) The Board of Directors Office and the Executive Council Office report to the Execution Committee any important matters that is submitted for deliberation to the Board of Directors and the Executive Council.

2.2 Internal timely disclosure system

OMRON positions disclosure of information as an important issue to our drive for highly transparent management, and has set up the Execution Committee, which directly reports to CEO, to promote disclosure of information. The Execution Committee is tasked with ensuring the accuracy, timeliness and comprehensiveness of all of OMRON Group's information disclosure and carrying out information disclosure in a proactive manner in accordance with OMRON Group's disclosure standards.

OMRON's Corporate Governance Structure

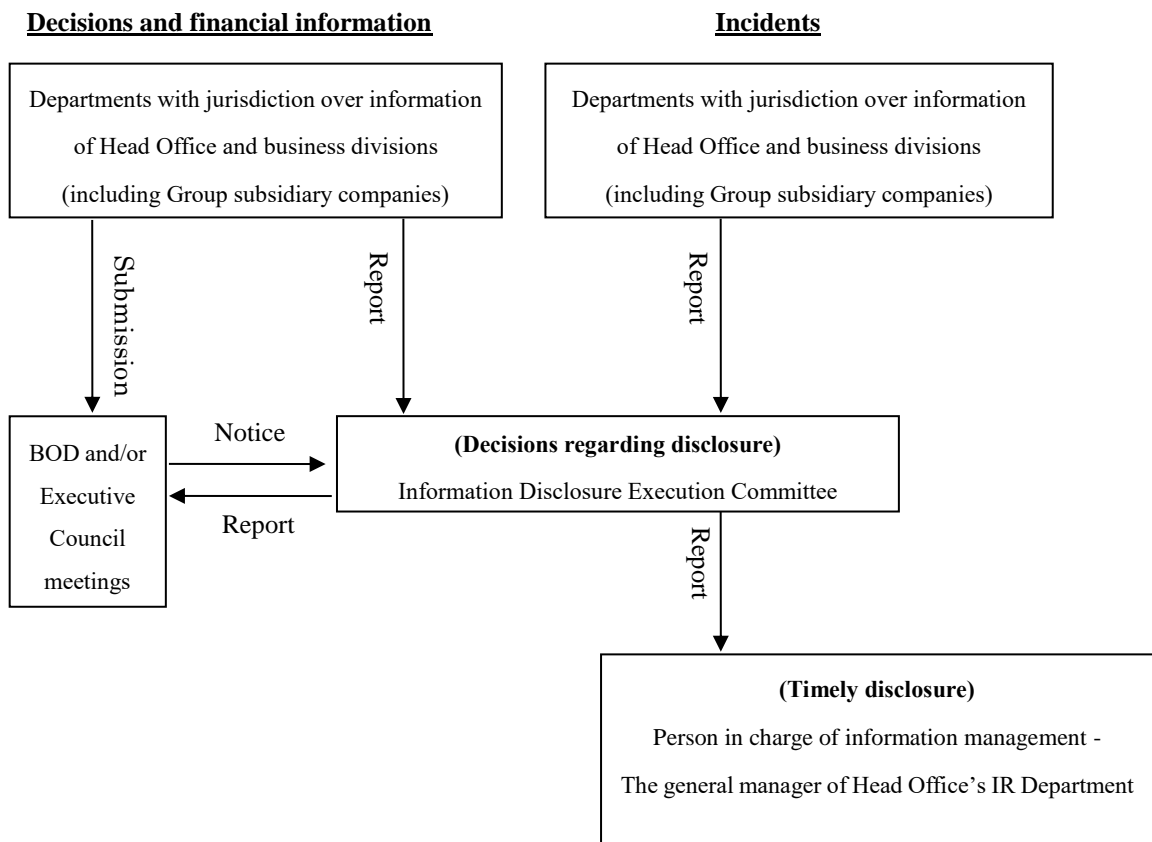


Advisory Committee Members

Title	Name	Personnel Advisory Committee	CEO Selection Advisory Committee	Compensation Advisory Committee	Corporate Governance Committee
Chairman of the Board	Fumio Tateishi		□		
Representative Director	Yoshihito Yamada				
Representative Director	Kiichiro Miyata	□			
Director	Koji Nitto			□	
Director	Satoshi Ando	○	○	○	
Outside Director	Eizo Kobayashi★	◎	◎	□	◎
Outside Director	Kuniko Nishikawa★	□	□	◎	○
Outside Director	Takehiro Kamigama★	□	□	□	□
Audit & Supervisory Board Member (Full-time)	Kiichiro Kondo				
Audit & Supervisory Board Member (Full-time)	Kiyoshi Yoshikawa				
Audit & Supervisory Board Member (Independent)	Hideyo Uchiyama★				□
Audit & Supervisory Board Member (Independent)	Tadashi Kunihiro★				□

◎ Chairperson ○ Vice-Chairperson □ Committee Member ★ Independent under Tokyo Stock Exchange rules

OMRON's internal system for timely disclosure of information



Corporate Governance Code Implementation Status

The Company implements all of the principles set forth in the Corporate Governance Code, and discloses the implementation status in the OMRON Corporate Governance Policies (hereinafter referred to as the "Policies") as follows:

Corporate Governance Code				Corresponding articles in the OMRON Corporate Governance Policies	Implementation Status	
General Principle	Principle	Supplementary Principles	Comply		Explain	
Section 1 Securing the Rights and Equal Treatment of Shareholders	1.1 Securing the Rights of Shareholders	-	Section 2.1 (1) General Shareholders Meetings	✓		
		1.1.1	Section 2.1 (2) Securing the Rights of Shareholders	✓		
		1.1.2	Section 4.2 (1) Roles and Responsibilities of the Board of Directors	✓		
		1.1.3	Section 2.1 (2) Securing the Rights of Shareholders	✓		
		-	Section 2.1 (1) General Shareholders Meetings	✓		
		1.2.1	Section 2.1 (1) General Shareholders Meetings	✓		
		1.2.2	Section 2.1 (1) General Shareholders Meetings	✓		
	1.2 Exercise of Shareholder Rights at General Shareholder Meetings	1.2.3	Section 2.1 (1) General Shareholders Meetings	✓		
		1.2.4	Section 2.1 (1) General Shareholders Meetings	✓		
		1.2.5	Section 2.1 (1) General Shareholders Meetings	✓		
		-	Section 2.1 (4) Basic Strategy for Capital Policy	✓		
	1.3 Basic Strategy for Capital Policy	-	Section 2.1 (5) Cross-Shareholding Strategy	✓		
		1.4.1	Section 2.1 (5) Cross-Shareholding Strategy	✓		
	1.4 Cross-Shareholdings	1.4.2	Section 2.1 (5) Cross-Shareholding Strategy	✓		
		-	Section 2.1 (6) Anti-Takeover Measures	✓		
	1.5 Anti-Takeover Measures	1.5.1	Section 2.1 (6) Anti-Takeover Measures	✓		
		-	Section 2.1 (4) Basic Strategy for Capital Policy	✓		
1.6 Capital Policy that May Harm Shareholder Interests	-	Section 2.1 (7) Prevention of Related Party Transactions	✓			
	1.7	Related Party Transactions				
Section 2 Appropriate Cooperation with Stakeholders Other Than Shareholders	2.1 Business Principles as the Foundation of Corporate Value Creation Over the Mid- to Long-Term	-	Section 1.1 Objective and Basic Policies for Corporate Governance	✓		
		-	Section 2.2 Relationships with Employees	✓		
	2.2 Code of Conduct	2.2.1	Section 2.2 Relationships with Employees	✓		
		-	Section 2.5 Relationships with Communities	✓		
	2.3 Sustainability Issues, Including Social and Environmental Matters	2.3.1	Section 2.5 Relationships with Communities	✓		
		-	Section 2.2 Relationships with Employees	✓		
	2.4 Ensuring Diversity, Including Active Participation of Women	-	Section 4.5 (1) The Personnel Advisory Committee	✓		
-		Section 2.2 Relationships with Employees	✓			
2.5 Whistleblowing	2.5.1	Section 2.2 Relationships with Employees	✓			
	-	Policy Section 2.6. Relationship with the OMRON Corporate Pension Fund as an Asset Owner	✓			
Section 3 Ensuring Appropriate Information Disclosure and Transparency	3.1 Full Disclosure	-	Section 3.1 Information Disclosure Standards	✓		
		(i)	Section 2.1 (3) Constructive Dialogue with Shareholders Attachment - 1	✓		
		(ii)	Section 1.1 Objective and Basic Policies for Corporate Governance	✓		
		(iii)	Section 4.5 (3) The Compensation Advisory Committee	✓		
		(iv)	Section 4.5 (1) The Personnel Advisory Committee, Corporate Governance Report	✓		
		(v)	Section 4.5 (1) The Personnel Advisory Committee, Convocation Notice for General Meeting of Shareholders	✓		
		3.1.1	(Implemented throughout the corporate web site)	✓		
		3.1.2	(Implemented throughout the corporate web site)	✓		
		3.2 External Auditors	-	Section 4.4 (1) Roles and Responsibilities of External Auditors	✓	
			3.2.1	Section 4.3 (3) Relationship with External Auditors and the Internal Auditing Department	✓	
	-		Section 4.2 (1) Roles and Responsibilities of the Board of Directors	✓		
	3.2.2		Section 4.3 (3) Relationship with External Auditors and the Internal Auditing Department	✓		
	Section 4 Responsibilities of the Board	4.1 Roles and Responsibilities of the Board (1)	-	Section 4.2 (1) Roles and Responsibilities of the Board of Directors	✓	
			4.1.1	Section 4.2 (1) Roles and Responsibilities of the Board of Directors	✓	
4.1.2			Section 2.1 (3) Constructive Dialogue with Shareholders Attachment - 1	✓		
4.1.3			Section 4.5 (2) The CEO Selection Advisory Committee	✓		
4.2 Roles and Responsibilities of the Board (2)		-	Section 4.2 (1) Roles and Responsibilities of the Board of Directors	✓		
		4.2.1	Section 4.5 (3) The Compensation Advisory Committee	✓		
4.3 Roles and Responsibilities of the Board (3)		-	Section 4.5 (1) The Personnel Advisory Committee	✓		
		4.3.1	Section 4.2 (4) Internal Control	✓		
		4.3.2	Section 4.5 (1) The Personnel Advisory Committee	✓		
		4.3.3	Policy Section 4.5.(2) The CEO Selection Advisory Committee, Corporate Governance Report	✓		
		4.3.4	Policy Section 4.5.(2) The CEO Selection Advisory Committee, Corporate Governance Report	✓		
4.4 Roles and Responsibilities of Kansayaku and the Kansayaku Board		-	Section 4.2 (4) Internal Control	✓		
		4.4.1	Section 4.3 (1) Roles and Responsibilities of the Audit & Supervisory Board	✓		
4.5 Fiduciary Responsibilities of Directors and Kansayaku		-	Section 4.3 (1) Roles and Responsibilities of the Audit & Supervisory Board	✓		
		-	Section 4.6 (1) Directors	✓		
4.6 Business Execution and Oversight of the Management		-	Section 4.6 (3) Audit & Supervisory Board Members	✓		
		-	Section 4.2 (2) Composition of Board of Directors	✓		
4.7 Roles and Responsibilities of Independent Directors		-	Section 4.6 (2) Independent Outside Directors	✓		
		-	Section 4.2 (1) Roles and Responsibilities of the Board of Directors	✓		
4.8 Effective Use of Independent Directors	4.8.1	Section 4.5 (4) Corporate Governance Committee	✓			
	4.8.2	Section 4.2 (2) Composition of Board of Directors	✓			
	-	Section 4.6 (5) Independence Criteria	✓			
4.9 Independence Standards and Qualification for Independent Directors	-	Section 4.1 Organizational Structure	✓			
	4.10.1	Section 4.2 (2) Composition of Board of Directors	✓			
4.10 Use of Optional Approach	-	Section 4.5 (1) The Personnel Advisory Committee	✓			
	-	Section 4.6 (3) Audit & Supervisory Board Members	✓			
	-	Section 4.5 (4) Corporate Governance Committee	✓			
	4.11.1	Section 4.5 (1) The Personnel Advisory Committee	✓			
	4.11.2	Section 4.6 (1) Directors	✓			
4.11 Preconditions for Board and Kansayaku Board Effectiveness	4.11.3	Section 4.6 (2) Independent Outside Directors	✓			
	-	Section 4.5 (4) Corporate Governance Committee, Corporate Governance Report, etc.	✓			
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Corporate Governance Code				Corresponding articles in the OMRON Corporate Governance Policies		Implementation Status		
General Principle		Principle		Supplementary Principles			Comply	Explain
Section 4	Responsibilities of the Board	4.12	Active Board Deliberations	-	Section 4.2 (3) Chair of the Board of Directors	✓		
				4.12.1	Section 4.6 (6) Support Structure	✓		
		4.13	Information Gathering and Support Structure	-	Section 4.6 (6) Support Structure	✓		
				4.13.1	Section 4.6 (1) Directors Section 4.6 (2) Independent Outside Directors Section 4.6 (3) Audit & Supervisory Board Members Section 4.6 (4) Independent Outside Audit & Supervisory Board Members	✓		
				4.13.2	Section 4.6 (6) Support Structure	✓		
				4.13.3	Section 4.3 (1) Roles and Responsibilities of the Audit & Supervisory Board Section 4.3 (3) Relationship with External Auditors and the Internal Auditing Department Section 4.6 (6) Support Structure	✓		
		4.14	Director and Kansayaku Training	-	Section 4.6 (7) Training Policy	✓		
				4.14.1	Section 4.6 (7) Training Policy	✓		
				4.14.2	Section 4.6 (7) Training Policy	✓		
				-	Section 2.1 (3) Constructive Dialogue with Shareholders .Attachment - 1	✓		
Section 5	Dialogue with Shareholders	5.1	Policy for Constructive Dialogue with Shareholders	-	Section 2.1 (3) Constructive Dialogue with Shareholders .Attachment - 1	✓		
				5.1.1	Section 2.1 (3) Constructive Dialogue with Shareholders .Attachment - 1	✓		
				5.1.2	Section 2.1 (3) Constructive Dialogue with Shareholders .Attachment - 1	✓		
				5.1.3	Section 2.1 (3) Constructive Dialogue with Shareholders .Attachment - 1	✓		
		5.2	Establishing and Disclosing Business Strategy and Business	-	Section 2.1 (3) Constructive Dialogue with Shareholders .Attachment - 1, Integrated Report, etc.	✓		

To strengthen constructive dialogue with investors, we will describe our implementation status in addition to policies regarding the following principles stated in the Corporate Governance Code.

1. CEO Appointment/Dismissal [Supplementary Principles 4-3 (2) (3)]

The Board of Directors takes the appointment and dismissal of the CEO as one of the highest-priority matters in management oversight. Accordingly, the CEO Selection Advisory Committee, dedicated to the nomination of candidates for the CEO, annually evaluates the performance of the CEO and nominates candidates for the CEO based on the results of the evaluation, thereby maintaining the transparency, objectivity, and timeliness of the CEO appointment process. As such, the Company annually appoints a CEO for the succeeding fiscal year based on the evaluation reflecting the Company's business results, etc. and thus has established a system for deliberating the re-appointment or dismissal of the current CEO based on the business results, etc.

2. Director/Executive Officer Appointment/Dismissal [Principle 3-1 (iv)]

The Board of Directors takes the appointment and dismissal of directors/executive officers as one of the highest-priority matters in management oversight. Accordingly, the Personnel Advisory Committee annually evaluates the performance of directors/executive officers in accordance with the criteria for selection, and nominates candidates for directors/executive officers based on the results of evaluation. By doing so, the Company has established transparent, objective, and timely procedures for appointment. As such, the Company annually appoints directors/executive officers for the succeeding fiscal year based on the evaluation reflecting the Company's business results, etc., and thus has established a system for deliberating re-appointment or dismissal of the current directors/executive officers based on the business results, etc.

3. Director/Executive Officer Appointment/Dismissal [Principle 4-11 (3)]

1. Overview of Initiatives Towards Improving Board of Direct Effectiveness

The company works to improve board effectiveness to ensure sustained enhancement of corporate value. Such initiatives are undertaken in a two-part cycle: (1) Evaluate board effectiveness and (2) Determine and implement policies for the operation of the board of directors based on (1).

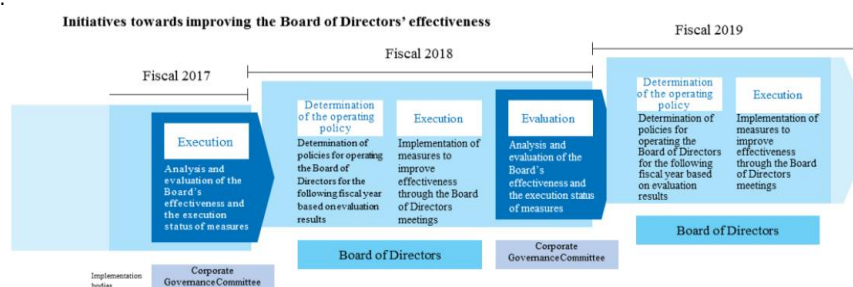
(1) Evaluate board effectiveness

The Corporate Governance Committee is responsible for evaluating board effectiveness. Methods of evaluation are as described below:

- Directors and Audit & Supervisory Board Members conduct self-evaluations by completing an anonymous self-evaluation questionnaire.
- Individual interviews of directors and Audit & Supervisory Board members are also conducted by chairman of the board of directors, who asks about improving the effectiveness of the board.
- The Corporate Governance Committee analyzes the results of the self-evaluations and the interviews by the chairman of the board of directors, and then conducts an evaluation of the board's effectiveness.

(2) Determine and implement policies for the operation of the board

Based on the evaluation results by the Corporate Governance Committee in (1), the board of directors formulates and determines the policy for the operation of the board of directors for the next fiscal year. The board is then operated under this policy.



2. Overview of the results of evaluation of the Board of Directors' effectiveness for fiscal 2018

(1) Policy for the operation of the Board of Directors for fiscal 2018

The Board of Directors shall demonstrate its oversight function to ensure the achievement of the medium-term management plan "VG2.0," based on the results of evaluation of the Board's effectiveness for fiscal 2017, with emphasis on the following three areas.

- Strategies regarding information systems and quality in the medium-term management strategies
- Ongoing initiatives for human resources strategies and technical strategies
- Initiatives to address material sustainability issues (materiality)

(2) Results of evaluation of the Board's effectiveness for fiscal 2018

Based on the favorable results of self-evaluations by Directors and Audit & Supervisory Board Members and interviews conducted by Chairman of the Board of Directors in terms of evaluation of theme selection, the details of discussions, the status of operation and other matters, the Corporate Governance Committee confirmed that the Board of Directors is sustainably improving the effectiveness of the Board of Directors for sustained enhancement in corporate value and demonstrating its oversight function.

The Corporate Governance Committee evaluated each theme in the policy for the operation of the Board of Directors as follows.

As for strategies regarding information systems and quality in medium-term management strategies selected as a theme for the first time in the fiscal year under review, consensus on the future direction was fostered after the Board of Directors understood the current situation and received useful suggestions from Directors (Independent) and Audit & Supervisory Board Members (Independent) based on their experience and insights. Regarding human resources strategies and technical strategies, which are ongoing themes from fiscal 2017, the Board of Directors held in-depth discussions through multifaceted question and answer sessions with the understanding that executive organization advances strategy-based initiatives and steadily facilitates their progress and penetration. Regarding initiatives to address material sustainability issues (materiality), an ongoing theme in the third year, the Board of Directors confirmed that such initiatives and engagement activities evolve together and the system to promote the initiatives is functioning properly.

The Corporate Governance Committee recognized that themes raised as the policy for the operation of the Board of Directors for fiscal 2018 were organically associated with the keywords "human resources" and "technology," through discussions about such themes from the standpoint of enhancing medium- to long-term corporate value at the Board of Directors meetings.

In addition, Directors and Audit & Supervisory Board Members actively make comments at the Board of Directors meetings. In particular, Directors (Independent) and Audit & Supervisory Board Members (Independent) make comments and proposals based on their experience and insights. Executive organization takes the opinions and proposals of the Board of Directors seriously and leverages them to further strengthen strategies and initiatives.

<Overview of discussions of each theme>

Strategies regarding information systems

Recognized the issues of the current IT systems and discussed a direction of a company-wide IT system with an eye to next long-term vision, assuming that technological innovation mainly through AI will transform business systems drastically.

Strategies regarding quality

Recognized the issues of the current Quality Management System (QMS), and discussed a direction of improvement for the ideal QMS and the policy for human resource development that is the key to improvement.

Human resources strategies

Confirmed the whole picture of human resources strategies and progress of the main themes, and discussed a theme of future strategies (initiatives mainly to develop human resources for leadership role in charge of management, diverse human resources and self-dependent human resources).

Technical strategies

Discussed strategies for value creation and technology creation to achieve management of technology, and initiatives to identify and develop transformative human resources to support such strategies.

Initiatives to address material sustainability issues (materiality)

Confirmed the progress of initiatives to achieve targets for material sustainability issues, and also discussed target-setting and initiatives to solve new social issues.

3. Policy for the operation of the Board of Directors for fiscal 2019

Based on the evaluation results of the board's effectiveness for fiscal 2018, the board of directors discussed and determined the policy for the operation of the board of directors for the fiscal 2019.

Fiscal 2019 is the third year of OMRON's "VG2.0" medium-term management plan. In this fiscal year, the Board of Directors will fully put its oversight and supervision functions to use, in order to ensure the achievement of VG2.0 goals, while also looking ahead to the next long-term vision set to start in fiscal 2021.

<Key Initiatives Set in Operational Policies>

- Confirmation of the direction for long-term strategies with the upcoming long-term vision in mind
- Continuous execution of strategies concerning information systems and quality
- Implementation of measures to deal with changes anticipated to occur in the internal and external business environments in fiscal 2019 and 2020

The Company will make efforts in enhancing the Board's effectiveness for sustained improvement in corporate value.