

May 12, 2006

For Immediate Release

Company name: OMRON Corporation  
President and Chief Executive Officer: Hisao Sakuta  
Stock ticker number: 6645  
Stock exchanges: Tokyo, Osaka, Nagoya (First Sections)  
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### **Notice of Partial Amendment of the Articles of Incorporation**

OMRON Corporation (TSE:6645 US:OMRNY) resolved at a meeting of its Board of Directors today (May 12, 2006) to make a proposal to amend the company's articles of incorporation as described below. The proposal, which will be placed on the agenda of its ordinary general meeting of shareholders to be held on June 22, 2006, is as follows.

#### 1. Reasons for the Amendments

- 1) In accordance with the enforcement on May 1, 2006 of the new Corporation Law of Japan and Ministry of Justice directives based on the Corporation Law of Japan, Omron will amend its Articles of Incorporation as follows for items that will be enabled by stipulating them in the Articles of Incorporation.
  - A. The proposed amendment of Article 10 ("Rights for Shares Less than One Trading Unit") will be newly established to restrict, within reasonable limits, the rights of odd-lot shareholders.
  - B. The proposed amendment of Article 18 ("Disclosure via Internet and Deemed Presentation of General Shareholders' Meeting Reference Materials, etc.") will be newly established so that the Company can, when necessary, provide enhanced information disclosure to shareholders without the limitation of restrictions on paper width, through the use of the Internet for certain reference materials for the General Meeting of Shareholders, etc.
  - C. Traditionally, the exercise of voting rights by proxy has been handled by limiting the number of proxies to one, based on the provisions of the Commercial Code, to facilitate smooth running of the General Meeting of Shareholders. The present Article 16 will be amended where necessary to clarify this handling in the Articles of Incorporation.
  - D. The present Article 25 will be amended to enable Board of Directors resolutions to be made flexibly using paper or electronic methods if necessary.
  - E. To facilitate invitation of external auditors, the proposed amendment of Article 40 ("Limited Liability Contracts with External Auditors") will be newly established to allow the Company to enter into contracts with external auditors that limit their liability in performing their duties, provided that they act in good faith and without gross negligence.

2) In addition to the above reasons, the Company will make the necessary additions, deletions, revisions and movements as a stock corporation under the Corporation Law, and will take this opportunity to review the provisions of the Articles of Incorporation and make any necessary changes across the board.

2. Details of the Amendments

The articles of incorporation will be amended in line with the reasons for amendment stated above.

3. Schedule

June 22, 2006

69th Ordinary General Meeting of Shareholders

June 22, 2006

Effectuated date for the partial amendment of the articles of incorporation.

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