

Over the years, OMRON's corporate governance has continued to evolve based on the OMRON Principles. In fiscal 2015, OMRON introduced board of directors evaluations to further improve the effectiveness of the Board of Directors. It is especially in uncertain times that the Board of Directors is called on to be its most effective. We asked Chairman of OMRON, Fumio Tateishi, about how effective the Board of Directors has been, citing specific examples.

(Interviewer: Integrated Report Production Team)

 Editor (in bold): OMRON has been working to build and reinforce its governance systems since the 1990s, when corporate governance was still in its early stages in Japan. Could you tell us about how OMRON's Board of Directors has evolved through those efforts?

The history of OMRON's governance began in 1996, when Nobuo Tateishi, the then Chairman of OMRON, participated as Japan's representative in a business advisory group of the Organisation for Economic Co-operation and Development (OECD). From the OECD's activities, he came to recognize the importance of governance and the need for Japanese companies to introduce corporate governance. Holding to the adage, "start with the first step," OMRON established its Management Personnel Advisory Committee (today's Personnel Advisory Committee) in 1996. In 1999, it cut the number of directors from 30 to 7 and introduced an executive officer system at the same time. These were guite advanced initiatives at that time in Japan.

Subsequently, outside directors were brought onto the Board in 2001 and the positions of Chairman of the Board of Directors and CEO were separated in 2003. That same year, the Compensation Advisory Committee was established, followed by the CEO Selection Advisory Committee in 2006 and the Corporate Governance Committee in 2008. A process of evaluating the Board of Directors was introduced in 2015 to evaluate the effectiveness of the Board, and executive directors (excluding the Chairman of the Board) were abolished in 2017 to enhance the oversight functions of the Board. In this way, for the past quarter of a century, OMRON has been improving the Board of Directors' effectiveness, step by step.

One of the most unique features of OMRON's corporate governance framework is that the CEO is not a member of any of the advisory committees. Further, all advisory committees are chaired by outside directors, which ensures a high degree of transparency, objectivity, and effectiveness. For example, to realize both effectiveness and objectivity, the Board evaluation process, which was introduced in fiscal 2015, is carried out by the Corporate Governance Committee, which is chaired by an outside director and whose five members are all outside directors and outside members of the Audit & Supervisory Board.

In this process, the outcomes of the evaluation of the Board's operations are analyzed every fiscal year, and, based on the analysis, operational policies and important themes for the following

vear are decided.

In this way, as well as building up our corporate governance framework step by step, most recently, we have been improving the Board's effectiveness by rotating the PDCA cycle of this Board of Directors evaluation process.

- In fiscal 2019, the Board of Directors, which has led the evolution of the corporate governance system over the past 25 years, came to deliberate on a major proposal to transfer one of our main businesses, the Automotive **Electronic Components Business (AEC), to** Nidec Corporation. There must have been several hurdles in the process that led to the final decision. What were the deliberations like? OMRON has positioned corporate governance as the mechanism by which management based on the OMRON Principles will be accelerated and corporate value will be enhanced over the long term. Since the Board of Directors evaluation process was introduced, our aim has been to turn the Board of Directors into something akin to a "monitoring board," one that focuses on the discussion of key medium- and long-term issues. In fact, 70% of the Board's agenda is now given over to topics that concern medium- and long-term strategies. This is why the Board of Directors also deliberated on the AEC from short-, medium-, and long-term perspectives.

As symbolized by EVs (electric vehicles) and ADASs (Advanced Driver-Assistance Systems), the automotive electronic components market is entering a once-in-a-century period of great transformation.

The Board of Directors refrained from making shortsighted assessments about the transfer of the AEC, and instead deliberated on the matter from mid-and long-term perspectives based on the OMRON Principles before reaching a determination. My view is that we were able to achieve this precisely because the three conditions needed to achieve it were in place. Those three conditions were management based on the OMRON Principles, underpinned by the OMRON Corporate Motto established by the founder in 1959, management based on our long-term vision that has been reviewed every 10 years since 1991, and the strengthening of our corporate governance over the past 25 years.

In the process of these deliberations, the matter was considered from many different angles, and the Directors raised various questions, such as whether we really ought to be selling off a business whose earnings are on a par with the industry average, and whether, even if we did sell it, should we sell off the entire business, which could provide a foothold into growth areas such as EVs and ADAS.

In making a final decision, we debated the matter multiple times from three different points. Specifically, the first point was whether OMRON would be able to contribute to future social development through the Automotive Electronic Components Business according to the OMRON Principles. In other words, would OMRON be able to remain the best owner of that business? The second point was whether the business could continue to create new value and be needed by society under Nidec Corporation's management. In other words, would Nidec Corporation be the best option for the business? The third point was whether, if the business were to be sold, the employees working in the Automotive Electronic Components Business would be able to keep hold of their dream of solving social issues in the automobile industry.

Regarding the first point, as I mentioned earlier, the automobile industry is entering a once-in-a-century period of great transformation, the impacts of which are also being felt in the automotive electronic components market. In the area of electronic control units (ECU), where OMRON's control technologies can demonstrate their strength, cars now have about 70 such units, but these are predicted to be aggregated into only three in-vehicle computers in the future. In such a severe environment, OMRON would need to make large investments over the next five to ten years to ensure that the AEC could offer OMRON value to society. However, given our policy of positioning the Industrial Automation Business (IAB) and Healthcare Business (HCB) as our growth businesses and investing aggressively in those areas, it would have been difficult to invest in the AEC to the same degree. For these reasons, we reached the conclusion that it would be best to transfer the operation of the business to another party who would be capable of creating value in the future while the business was still competitive and performing sufficiently in terms of net sales and profit.

Regarding the second point, if Nidec Corporation, whose strengths lie in motor technology, and OMRON AEC business, whose strengths lie in control technology, were to come together, they would be able to create competitive modules. We determined that such a pairing would be the best

option for allowing the AEC business to contribute to the automobile industry and to broader society beyond that over the long term.

The last point concerned the motivation of the employees. We decided that, by transferring the AEC to Nidec Corporation, it could continue to contribute to the automobile industry for the next 10, or even 20 years, and its employees would be able to engage in their work with hopes and dreams. Having said that, a change of company is a massive change for employees. I asked executive management to explain the transfer carefully to the employees, so that they could stay positive and perform to their fullest ability even after the transfer.

The most important thing is for the AEC business to grow even further after the transfer by contributing to society. This is an example of putting the OMRON Principles into practice.

# In the end, OMRON was able to achieve the best negotiations with the best timing, but what do you think was the most important point that made that possible?

I think there were two key points. The first is the future potential of the AEC business in the automobile industry.

The other point is that the Board of Directors has conducted discussions on important themes from mid- to long-term perspectives. The very reason we were able to make a prompt decision with such good timing was that oversight and executive functions were already communicating with each other in a constructive manner.

The decision on the sale of the business was made through business portfolio management (PPM) under OMRON's ROIC management. From around 2006, OMRON started to focus on return on invested capital (ROIC) and to evaluate its businesses based on ROE and ROA as well. At that time, ROIC was still only an indicator of the results of business evaluations, but after Yamada became CEO, he formally advocated ROIC management in fiscal 2013. Since then, the individual businesses have been asked to achieve return on invested capital (ROIC) over and above capital costs. Since the company's foundation, OMRON has pursued innovation driven by social needs without limiting itself to certain domains. We have strived to create greater social value by withdrawing from businesses in which it had become difficult to create social value and concentrating our management resources on businesses with higher potential. Our pursuit to date of ROIC management that is conscious of capital costs is what enabled us to make the decision to transfer the AEC Business.

# How will the Board of Directors perform its role during the current COVID crisis and as we head toward the new normal era post-COVID?

Our first priority is to protect the health and safety of our employees. On that premise, we have asked the executive side to strive to keep the business running, and we check whether or not a balance between the two is being achieved. The executive was actually swift in its responses by stepping up remote work to keep our employees safe and resuming production to fulfill our supply responsibilities to our customers. The very reason the executive function was able to act so quickly was that, because the Board of Directors has been communicating constructively with the executive function in normal times and evaluating it accurately, the executive function has had the confidence to put its responses in place even under such crisis conditions.

The next key theme for the Board of Directors in fiscal 2020 is to consider the role that OMRON should play in the post-COVID era. There are three points to discuss on this theme.

Firstly, how will society change and what form will it take in the post-COVID era? Secondly, in the new normal era post-COVID, what kind of social needs will drive innovation at OMRON? Thirdly, what kinds of new businesses will meet those social needs? What should our business model, including that of our existing businesses, look like?

Currently, one of the most important items on the Board of Directors' agenda is the growth of OMRON. To this end, we recognize the extreme importance of thinking about the post-COVID era. Specifically, creating new businesses that will provide new business pillars and transforming our business model from a goods-based to a servicebased one will be key. However, these new challenges also come with risks. Taking into account the opinions of our experienced outside directors and outside members of the Audit & Supervisory Board, the Board of Directors will accelerate new innovation driven by social needs by providing mechanisms and an environment to support the executive function as it takes on challenges and risks in the lead-up to the post-COVID era.

# - Recently, stock exchanges and institutional investors are calling for the further acceleration of ESG-based and diversity-based management. How will the Board of Directors respond to these kinds of global demands?

Commitment to ESG is the epitome of the practice of the OMRON Principles. OMRON's position is that the practice of the OMRON Principles equals the promotion of sustainability. By that I mean that we are engaging in ESG with the belief that accelerating the practice of the OMRON Principles will accelerate the promotion of sustainability. In 2016, we deliberated on the OMRON Sustainability Policy and identified our material sustainability issues (materialities). Since the Sustainability Office was established under the direct control of the Board of Directors in 2017, the Board of Directors has selected sustainability as a key theme and has been checking the state of progress and the issues on a regular basis. Our sustainability initiatives are also linked to our directors' remuneration. Specifically, we have adopted the Dow Jones Sustainability Index (DJSI) as our sustainability evaluation index, which we are using to accelerate our initiatives, by reflecting the index in medium-to-long-term performance-linked remuneration.

Regarding the diversity of the Board of Directors, we have worked to incorporate more diverse perspectives and views by having outside directors and outside members of the Audit & Supervisory Board on the board from an early stage. Diversity really is essential for dealing with today's chaotic external environment. I believe that, as well as gender and nationality, diversity can be achieved by bringing together the strengths of people with diverse views and different business experiences. I also believe that innovation can be created by diverse human resources performing to their full ability. As such, I have urged the executive function to promote diversity.

OMRON will work to create the kind of value that only OMRON can offer by responding to social needs such as SDGs. To this end, the Board of Directors will strive to achieve sustainable improvement of corporate value through the continuous exercise of its oversight function.

# Corporate Governance

# **Basic Stance for Corporate Governance**

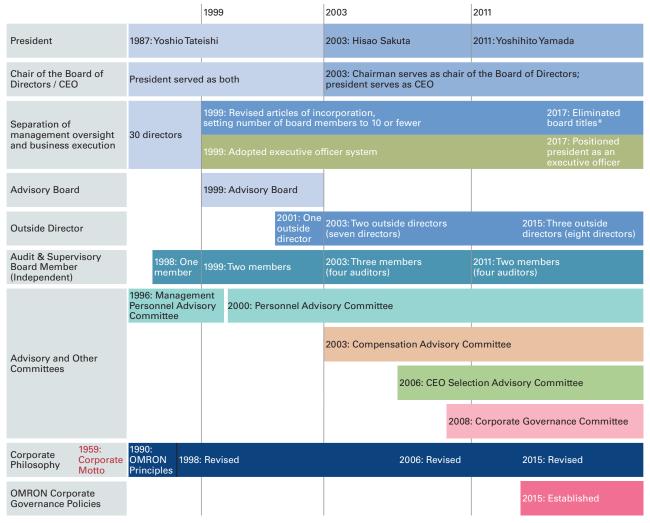
At the OMRON Group, corporate governance is defined as the system of processes and practices based on the OMRON Principles and the OMRON Management Philosophy. The system is intended to ensure transparency and fairness in business and speed up management decisions and practices. This is done by connecting 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.

# **OMRON Corporate Governance Policies**

OMRON Corporation established the OMRON Corporate Governance Policies\* based on the Basic Stance for Corporate Governance. Since establishing the Management Personnel Advisory Committee in 1996, we have spent more than 20 years formalizing and strengthening our framework of corporate governance.

We intend to continue our pursuit of ongoing corporate governance improvement as we develop our own unique vision of governance.

## Corporate Governance Initiatives



<sup>\*</sup> Not including chairman of the Board

<sup>\*</sup> Omron Corporate Governance Policies https://www.omron.com/global/en/about/corporate/governance/policy/

# Corporate Governance Framework

OMRON has elected to be a company with an Audit & Supervisory Board.

The OMRON Board of Directors is made up of eight members to ensure substantive discussion and deliberations. OMRON has separated the management oversight and business execution functions within the company, creating a system whereby the majority of Board Directors are not engaged directly in business operations. We have also adopted a policy setting the ratio of outside directors to at least one-third of the total number of directors on the board.

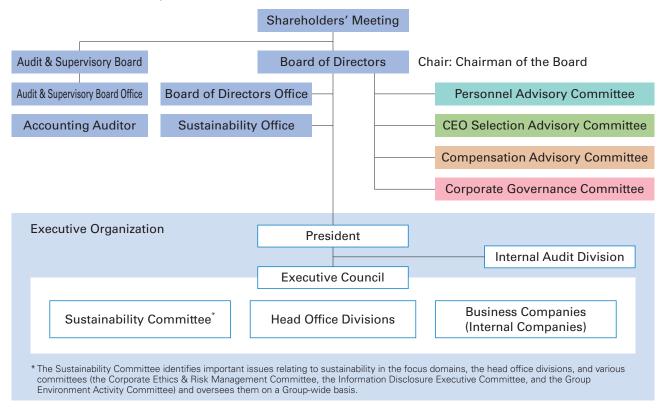
To increase objectivity on behalf of the Board of Directors, the titles and roles of chairman of the Board and President (CEO) have been separated. The Chairman serves as chair of the Board of Directors with no direct corporate representational authority.

OMRON has established several advisory committees to enhance the oversight functions of the Board of Directors. These committees include the Personnel Advisory Committee, the CEO Selection Advisory Committee, the Compensation Advisory Committee, and the Corporate Governance Committee. The Personnel Advisory Committee, the CEO Selection Advisory Committee, and the Compensation Advisory Committee are all chaired by outside directors with at least half of the committee members being outside directors. The CEO is not a member of any of these committees. The chair and members of the Corporate Governance Committee are outside directors and outside members of the Audit & Supervisory Board. This structure offers another layer of transparency and objectivity to the decision-making process.

In these policies, OMRON has created a hybrid governance framework that combining the best features of a company with an Audit & Supervisory Board and a company with a Nomination Committee.

Outside directors and outside members of the Audit & Supervisory Board attended the 13 meetings of the Board of Directors held during fiscal 2019 at a rate of 100%. Outside members had an attendance rate of 100% at the 13 meetings of the Audit & Supervisory Board.

## Fiscal 2020 OMRON's Corporate Governance Structure



## **Board of Directors**

Selects board directors, auditors, and executive officers, determines compensation for directors and executive officers, makes decisions on important business issues, and performs other supervisory functions.

#### **Compensation Advisory** Committee

Sets policies for director and executive officer compensation; deliberates compensation levels and specific compensation packages.

## **Audit & Supervisory Board**

Oversees corporate governance framework and execution business operations; conducts audits of day-to-day business activities, including those performed by directors.

#### **Corporate Governance** Committee

Oversees ongoing corporate governance improvement; deliberates policies to advance management transparency and fairness.

## **Personnel Advisory Committee**

Sets standards and policies related to selecting and hiring directors, Audit & Supervisory Board members, and executive officers; deliberates on proposed candidates

#### **Executive Council**

Deliberates and discusses important operational matters within the scope of the authority of the president and CEO; determines future direction.

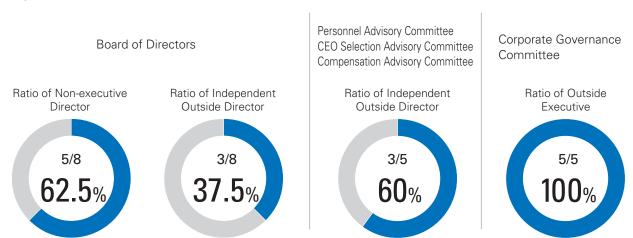
#### **CEO Selection Advisory** Committee

Deliberates candidates for selection as new CEO; deliberates succession plans and candidates in the event of an emergency.

#### Fiscal 2020 Advisory Committee

Title	Name	Personnel Advisory Committee	CEO Selection Advisory Committee	Compensation Advisory Committee	Corporate Governance Committee
Chairman of the Board	FumioTateishi				
Representative Director	Yoshihito Yamada				
Representative Director	Kiichiro Miyata				
Director	Koji Nitto				
Director	Satoshi Ando	0	0	0	
Outside Director	Eizo Kobayashi ★	0	0		0
Outside Director	Takehiro Kamigama 🛨			0	0
Outside Director	Izumi Kobayashi ★				
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 ★				

## Composition of the Board of Directors and Each Committee



## **Director Compensation**

OMRON has set up the Compensation Advisory Committee for the purpose of bolstering the management oversight function of the Board of Directors by enhancing transparency and objectivity in determining compensation amounts for each director and executive officer.

In response to a consultation request from the chairperson of the Board of Directors, the Compensation Advisory Committee deliberates on and makes recommendations regarding the Compensation Policy for Directors. The Compensation Advisory Committee also deliberates on and determines the Compensation Policy for Executive Officers in response to a consultation request from the CEO. Reflecting the committee's recommendations, the Board of Directors determines the Compensation Policy for Directors.

Based on the above-mentioned respective Compensation Policy, the Compensation Advisory Committee deliberates on compensation of Directors and Executive Officers. Director compensation is based on input from the Compensation Advisory Committee. The board of directors considers this input to determines director compensation within the scope approved by a resolution at the general meeting of shareholders. The amount of executive officer compensation is determined in accord with deliberations and reports from the Compensation Advisory Committee.

These amounts shall be within the maximum limit of the sum of compensation amounts for all directors, as set by a resolution of the General Meeting of Shareholders. The amounts of compensation for individual executive officers shall be determined according to the recommendations of the Compensation Advisory Committee.

<sup>\*</sup>See our website for more about Audit & Supervisory Board member compensation policies. https://www.omron.com/global/en/about/corporate/governance/compensation/

#### **Compensation Policy for Directors**

- 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 sustainable 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.
- 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.
- 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.
- Performance-Linked
- · 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.
- Compensation · 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.
- Governance
- Compensation · 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.

#### Overview of Compensation Structure 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 and Share-based Incentive Plan)." The ratio of compensation consisting of performance-linked compensation compared to base salary has been determined for each role:

Short-term performance-Base salary linked compensation (bonuses)

Medium-to-long-term, performancelinked compensation (Performance-linked and Share-based Incentive Plan)

- \*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.



Performance score (Operating income 50%, net income 50%)

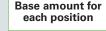


Short-term performancelinked compensation (bonuses)

(4) Medium-to-long-term, Performance-linked Compensation (Performance-linked and Sharebased Incentive Plan)

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.



Performance score (Net sales 30%, EPS 70%)



Sustainability evaluation :

Stock compensation (performance-linked)

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 stockbased 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

# Initiatives Towards Improving the Board of Directors' Effectiveness

#### Status of Initiatives Towards Improving the Board of Directors' Effectiveness

The Company ensures transparency and fairness in business management, speeds up management decisions and practices, and strives to boost the OMRON Group's competitive edge. The ultimate objective is to achieve sustained enhancement of corporate value. To this end, the Company reinforces the oversight functions of Board of Directors through initiatives for improving its effectiveness. Such initiatives are undertaken in a cycle of (1) evaluation of Board of Directors' effectiveness, and (2) determination of the operational policy and focus themes of Board of Directors and formulation and implementation of annual plans.

#### (1) Evaluation of Board of Directors' effectiveness

The Company's evaluation of Board of Directors' effectiveness is conducted by Corporate Governance Committee chaired by a Director (Independent) and comprising only Directors (Independent) and Audit & Supervisory Board Members (Independent) (hereinafter "Outside Executives").

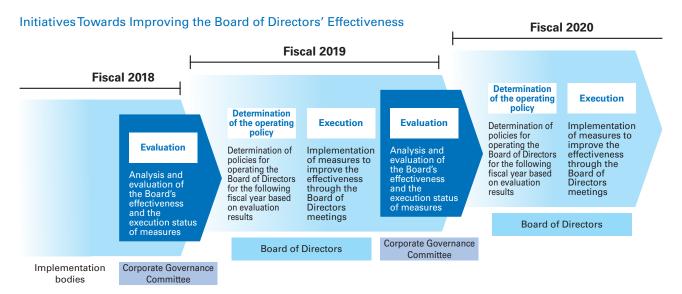
Outside Executives act as members of Board of Directors while having the perspectives of all stakeholders including the shareholders.

Corporate Governance Committee, which is composed only of Outside Executives, performs evaluations in order to ensure that evaluations are both objective and effective.

## (2) Determination of the operational policy and focus themes of Board of Directors and formulation and implementation of annual plans

Based on the evaluation results by Corporate Governance Committee in (1) and the business environment, etc., Board of Directors determines its operational policy and focus themes for the next fiscal year. Board of Directors formulates and implements annual plans based on this operational policy.

The Company continues to improve Board of Directors' effectiveness by implementing (1) and (2) above on a yearly basis. Corporate Governance Committee has evaluated these initiatives to be the Company's unique, optimal activities that are both objective and effective. Board of Directors recognizes the Company's initiatives as being more effective than evaluations by third parties.



## Evaluation of the Board of Directors' Effectiveness for Fiscal 2019

The methods of the evaluation of Board of Directors' effectiveness and the evaluation items in the selfevaluation for fiscal 2019 are as described below.

## (1) Evaluation Methods

## (i) Self-evaluations by Directors and Audit & Supervisory Board Members

 Each Director and Audit & Supervisory Board Member performed self-evaluations of the content of discussions at meetings of Board of Directors and the extent of oversight functions exercised, immediately following each meeting of Board of Directors held in and after July 2019.

 Each Director and Audit & Supervisory Board Member performed self-evaluations of the operation, etc. of Board of Directors over the course of the year following the meeting of Board of Directors held in March 2020.

## (ii) Interviews by the Chairman of Board of Directors

The Chairman of Board of Directors conducted individual interviews with Directors and Audit & Supervisory Board Members between January and March 2020.

## (iii) Evaluation by Corporate Governance Committee

- Corporate Governance Committee conducted evaluations of the focus themes in (i) above in March 2020.
- The effectiveness of Board of Directors was evaluated in May 2020, although this was done later than usual due to COVID-19. The evaluation was based on the overall results of self-evaluations conducted in fiscal 2019 in (i) above, and the results of the interviews in (ii) above.

#### (2) Self-evaluation Items

Self-evaluation items are as follows. Evaluations were performed from the perspectives of whether or not Board of Directors sufficiently exercised its oversight functions, and whether it contributed to the exercise of its oversight functions. Evaluations are performed by completing anonymous questionnaires. For each evaluation item, answers are provided using five-point scales and free comment fields.

## (i) Self-evaluations performed immediately following meetings of Board of Directors

- Content of discussions at the meeting of Board of Directors
- Extent of oversight functions exercised by Board of Directors are demonstrated

## (ii) Self-evaluations for the entire year, performed at the end of the fiscal year

- 1. Operation of Board of Directors
  - 1) Policy for the operation of Board of Directors for fiscal 2019
  - 2) Focus themes set forth in the operational policy
  - 3) Deliberations and reports regarding issues other than focus themes
  - 4) Board of Directors operational policy and focus themes for fiscal 2020
- 2. Issues Other than Operation of Board of Directors
  - 1) Separate meetings
  - 2) Provision of information such as worksite tours
  - 3) Self-evaluations performed immediately following the meetings of Board of Directors
- 3. Advisory Committees
- 4. Other Overall Issues regarding Board of Directors

## (iii) Other self-evaluations (evaluations performed when new officers are appointed, when medium-term management plans are formulated, when changes are made to the corporate governance system, etc.)

- Scale and composition of Board of Directors
- State of operations of Board of Directors
- Operation of the advisory committees

#### Results of Evaluation of Board of Directors' Effectiveness for Fiscal 2019

Corporate Governance Committee conducted an evaluation of Board of Directors' effectiveness for fiscal 2019 and reported the results of the evaluation at Board of Directors meeting held on June 23.

## **Board of Directors Operational Policy for Fiscal 2019**

"In fiscal 2019, which is the third year of OMRON's medium-term management plan, "VG2.0," Board of Directors will exercise its oversight functions by looking ahead to the completion of VG2.0 and the next long-term vision, which will be launched in fiscal 2021."

## Focus Themes Set Forth in the Operational Policy

- Confirmation of the direction of long-term strategies with the next long-term vision in mind
- Continuing initiatives concerning the information system and quality strategies
- Initiatives to respond to changes in the internal and external business environment in fiscal 2019-2020

#### (1) General comments on evaluation

## (i) Operation of Board of Directors (Operation in accordance with the operational policy, selection/discussion of focus themes, deliberation/reporting items in areas other than focus themes)

As fiscal 2019 was the third year of OMRON's medium-term management plan, "VG2.0," Board of Directors' operation was determined to be conducted by looking ahead to the next long-term vision. As such, Board of Directors determined its operational policy in a way that would exercise its oversight functions by taking the completion of VG2.0 and the next long-term vision into consideration. As such, the Board set forth the three focus themes. Based on this, the President & CEO and other executive officers implemented each focus theme, and reported its status to Board of Directors. As for the strategies based on VG2.0, the status of business execution was reported to Board of Directors, including each business company's short-term management plan, reorganization of business domains, and deliberation on potential M&A&A projects. Quality risks and matters subject to disciplinary actions were uniquely specified by the Company as items to be reported on a quarterly basis from the perspective of risk management, and reported accordingly.

In response to reports made by each executive officer, the Board members engaged in active discussions in order to understand the direction of executing each business operation, share issues, and to determine the need for continuous monitoring. As for the divestiture of the automotive electronic component business, discussions were comprehensive, from the underlying policy to detailed risk management. Because OMRON's business environment underwent a radical change in the fiscal year under review, executive officers reported the status of business as necessary and various suggestions were made by Outside Executives.

Corporate Governance Committee decided that Board of Directors was effectively putting its oversight function to use, by recognizing the Board's operation based on its operational policy and discussions with regard to each focus theme from a medium- to long-term perspective. Directors and Audit & Supervisory Board members including Outside Executives spoke out based on their experience and knowledge, while executive officers took the opinions of Board of Directors very seriously, which helped them enhance their strategies and initiatives. At the Board meetings, discussions were conducted not only for pointing out issues regarding individual matters subject to deliberation and those reported, but also reflecting the perspective of medium- to long-term business growth and human resources development. In general, discussions among the Board members were oriented toward enhancing the feasibility of strategies. As such, Corporate Governance Committee concluded that Board of Directors was exercising its oversight functions. As for quality risks and matters subject to disciplinary action, both of which were specified as items to be reported regularly on a quarterly basis, it was confirmed that their initiatives had been instilled deeply into each worksite, and that the systems for these initiatives were functioning properly. Accordingly, Corporate Governance Committee considered that this indicated an improvement resulting from the Board's continuous practice of its oversight functions. In the fiscal year under review, the OMRON Group's business environment experienced radical changes caused by the US-China trade war and the COVID-19 pandemic. The Committee recognized that in response to this situation, Board of Directors' engaged in discussion on specific matters, such as things that need to be done to deal with the present situation, and those that need to be done in preparation for the time after these events eventually come to an end. The Committee understood that Board of Directors engaged in not only discussions intended to solve short-term issues but also those reflecting a medium- to long-term perspective.

#### (ii) Items other than the operation of Board of Directors

To improve the effectiveness of Board of Directors, the Board strived to increase information sharing opportunities by planning separate meetings and other opportunities to provide information. In the fiscal year under review, new initiatives were launched, including meetings for Outside Executives to exchange opinions with each other, as well as the practice of self-evaluations immediately following each Board meeting.

Corporate Governance Committee recognized that Board of Directors' initiatives aimed at promoting the provision of information to Outside Executives properly served as opportunities to improve the Board's effectiveness. These initiatives included workplace tours, information exchange among Outside Executives, and set-up of opportunities for communication between the President & CEO and Outside Executives. As for the Outside Executives' opinion exchange meeting, an initiative launched in the fiscal year under review, the Committee recognized the need for further enhancing its functionality. The Committee considered the self-evaluations performed immediately following each Board of Directors meeting to be effective and useful for improving the Board's effectiveness, and as an initiative unique to the Company.

## (i) Initiatives regarding focus themes

Focus theme: Confirmation of the direction of long-term strategies with the next long-term vision in mind Board of Directors specified its operational policy for fiscal 2019 as exercising its oversight functions by looking ahead to the next long-term vision, which is to be launched in fiscal 2021. Accordingly, the Board identified confirmation of the direction of the next long-term vision as one of its focus themes. Based on this, the President & CEO made a primary report for the next long-term vision. This report on the next long-term vision focused on "things to uphold," "things to evolve," and the "direction of the OMRON Group's evolution." These were determined by redefining the impact social transformation has on the Company's business based on the anticipation that the society envisioned with the present medium-term management plan, "VG2.0," would undergo transformation toward 2030. With regard to this report, Board of Directors discussed the perspective to take for evaluation of the current medium-term management plan, "VG2.0;" the presuppositions on which the next long-term vision should be based, its significance, and methods for setting the vision's objectives; the way of management when putting the vision into practice; the responsibility of OMRON HQ; talent necessary for realizing the vision; methods of sharing the vision externally and internally, and other matters. Corporate Governance Committee recognized that the discussion regarding the planning of the next long-term vision at Board of Directors meeting helped Outside Executives fully understand the direction of enhancing corporate value through the execution of business operations. The Committee then determined that Board of

Directors was exerting its oversight functions more effectively, with Outside Executives suggesting the importance of incorporating a diversity of viewpoints from internal and external sources, and the perspective of giving excitement and motivation to employees. The Committee also made an additional comment, describing the need for continuously fulfilling its oversight functions through the opportunities of periodic reporting and discussions toward the perfection of the next long-term vision.

## Focus theme: Continuing initiatives concerning information system strategies

Based on the recognition of issues related to existing IT systems, the Company has been implementing a Groupwide IT system strategy formulated in fiscal 2018, with the aim of achieving the ideal management system. As such, Board of Directors specified this as a focus theme for fiscal 2019, as it was in fiscal 2018. Accordingly, the President & CEO and the CFO reported the implementation status of the Group-wide IT system strategy in fiscal 2019, with a focus on what the Group-wide IT system strategy aims to achieve, and the progress of the implementation of each management system. In response, Board of Directors engaged in a discussion on such matters as standardization of the IT system, visualization of existing tasks necessary for the IT system standardization, the creation of a step-by-step roadmap for improving feasibility, the need for experienced personnel, the integration of efforts with frontline staff members to promote the project, etc. Corporate Governance Committee found that Board of Directors, through a discussion regarding continuous implementation of initiatives regarding the information system, became aware of the direction of the IT system strategy, which executive officers had identified and had been promoting as one of the top-priority management challenges, as well as its progress. The Committee also found that items that require the utmost attention when putting plans into practice were shared among Board members based on Outside Executives' suggestions regarding issues and risks related to the implementation of plans. Due to these reasons, Corporate Governance Committee concluded that Board of Directors exercised its oversight functions. Moreover, because issues such as the need for reinforcing project management, reflecting its nature of being a long-term project, as well as the need for experienced personnel, concerns about all-around goals were brought up, Corporate Governance Committee considered that Board of Directors was generally performing appropriate oversight. The Committee added a comment that the Board should continuously fulfill its oversight functions for strategies related to information systems, by taking opportunities for periodic reporting and discussions.

## Focus theme: Continuing initiatives concerning quality strategies

Since fiscal 2018, the Company has been working on rebuilding its quality management system (QMS) in order to reinforce its quality capabilities, which is one of the Company's top-priority challenges, based on the awareness of issues related to its existing QMS. Accordingly, Board of Directors specified this as a focus theme for fiscal 2019, as it was done in fiscal 2018. In fiscal 2019, a round of effectiveness audits toward rebuilding QMS has been completed across the Group. As such, the President & CEO and the CTO reported common issues that require focus, and key initiatives for fiscal 2020 intended to solve them. In response, Board of

Directors reconfirmed the Group-wide framework of QMS, and discussed the auditing for effectiveness tailored for each business's characteristics, human resources development to nurture auditors for effectiveness, etc. Corporate Governance Committee recognized that discussions regarding continuing initiatives concerning quality strategies at Board of Directors helped realize anew that executive officers were addressing this issue by specifying it as one of its top-priority management challenges. Moreover, the Committee noted that various suggestions for ensuring the practice of quality strategies were made by Outside Executives. Due to these reasons, Corporate Governance Committee concluded that Board of Directors properly exercised its oversight functions. Moreover, the Committee recognized that the Board was performing appropriate oversight as a whole, because the need for focusing on highly effective processes was also brought up for discussion. This was to avoid the possibility that QMS would become a formality through reliance on a single unified activity, which could eventually cause a reduction of quality.

#### Focus theme: Initiatives to respond to changes in the business environment

Aware that the speed of changes in the business environment has recently continued to accelerate, Board of Directors specified recognition of the business environment as one of its focus themes for fiscal 2019. Accordingly, the President & CEO and the CFO reported on the changes in the business environment recognized through the execution of business and initiatives to respond to them as part of the agenda of quarterly results review. With regard to this report, Board of Directors confirmed the growth of business and investment themes of focus, and discussed ways of improving accuracy in the projection of results, in response to changes in the business environment.

Corporate Governance Committee determined that Board of Directors exercised its oversight functions, as the Board strengthened understanding of each business company's methods for detecting and analyzing changes in their respective business environments, and made specific proposals regarding the challenges the Company should tackle in these times of economic recession.

## (ii) Other deliberation/reporting items

Board of Directors deliberated 28 issues to be resolved at Board of Directors meeting, as well as 29 reported issues. These included regular meeting agendas such as quarterly results and other matters for which deliberation is legally required, as well as quality risks and matters subject to disciplinary action.

## Board of Directors operational policy for fiscal 2020 and its focus themes

Based on the results of evaluation conducted by Corporate Governance Committee, Board of Directors engaged in a discussion to determine its operational policy for fiscal 2020. Based on the results of this discussion, Board of Directors operational policy for fiscal 2020 and its focus themes were determined at Board of Directors meeting held on July 28.

## **Board of Directors Operational Policy for Fiscal 2020**

"To enable the OMRON Group to deliver new value in this period of social structure transformation, Board of Directors will exercise its oversight functions in a multifaceted manner and from the short-term and medium- to long-term perspectives."

## **Focus Themes**

- Business operations with COVID-19 in mind
- Response to increasing geopolitical risks
- Creation of new businesses in the period of transformation and taking on the challenge of new business model development
- Building a new core information system
- Determination of the direction of next long-term vision with new values in mind

# Message from New Outside Director



Izumi Kobayashi

Outside Director Personnel Advisory Committee Member CEO Selection Advisory Committee Member Compensation Advisory Committee Member Corporate Governance Committee Member

# On My Appointment as Outside Director

It is a great honor for me to be appointed as a new Outside Director of OMRON in June of this year. I have worked in global financial institutions for approximately 30 years. For 25 of those years, I worked at an American investment bank. The remaining five years, I worked for international organizations and have been involved in work for developing countries around the world. Working with people of diverse cultures and opinions, there were many occasions in which I felt that although I am Japanese, my ideas and ways of prioritizing issues have somehow strayed from the norm in the Japanese companies' business operation. On the other hand, being in that environment has made me realize Japan's strengths and the points that we should promote more to the world.

To aim for sustainable value creation, it is necessary to think from both angles: improving overall productivity and investing adequately for the future. In addition, since independent outside directors are elected by the shareholders, we are required to be balanced in the way we look at short-term gain and future benefit, and the benefit to wide-ranging stakeholders, including employees, customers, and the broader community, to fulfil our responsibilities of oversight.

My appointment as a director happened to take place in the middle of the global pandemic of COVID-19. This pandemic has caused an economic recession of a global scale. On the other hand, it has given us the opportunity to move forward with the transition to a "new society" that we had been considering for many years but could not take a step toward. The focus of this transition is digitalization, but at the same time, the pandemic has also had an enormous impact in terms of visualizing structural issues such as global warming, working styles, and inequality. Sustainable value creation can only be achieved by responding to the way people live and the needs of society. Society is now undergoing a transformation due to the pandemic. Companies need to change and respond more freely and flexibly by freeing themselves from the constraints of conventional business administration and organizational structures while looking to the future. Such changes will have a major impact not only on products and services, but also on the way the organization should be and the relationship between the companies and their employees. I am hopeful that OMRON has the spirit to respond adequately to these kinds of changes. My mission as a director is to oversee management as it boldly faces changes and to support the development of an organization as it takes advantage of new buds sprouting both within and outside the company and helps them bear abundant fruit, sometimes with a firm hand and at other times with patience.

Lastly, I look forward to playing a role in introducing the OMRON brand that originated in Kyoto to the world.

## Career Outline

Apr. 1981	Joined Mitsubishi Chemical Industries,	Nov. 2008	Executive Vice President, Multilateral	
	Limited (now Mitsubishi Chemical		Investment Guarantee Agency, The World	
	Corporation)		Bank Group	
Jun. 1985	Joined Merrill Lynch Futures Japan Inc.	Apr. 2015	Vice Chairperson, Japan Association of	
Dec. 2001	President and Representative Director,		Corporate Executives	
	Merrill Lynch Japan Securities Co., Ltd.	Jun. 2016	Governor, Japan Broadcasting Corporation	
		Jun. 2020	Outside Director, OMRON (to present)	
	Corporation) Joined Merrill Lynch Futures Japan Inc. President and Representative Director,	Jun. 2016	Bank Group Vice Chairperson, Japan Association of Corporate Executives Governor, Japan Broadcasting Corporation	

## Directors

#### **Directors**



Fumio Tateishi

Chairman CEO Selection Advisory Committee Member

Aug. 1975 Jun. 1997 Joined OMRON

Director

Managing Executive Officer Senior General Manager, Corporate Strategic 1999 2001

Planning HQ Executive Officer and Executive Vice President; President, Industrial Jun 2003 Automation Business

Company Director and Executive Vice Chairman

Jun. 2013 Chairman of the Board (to present)



Yoshihito Yamada

President and CEO

Joined OMRON Jun. 2008 **Executive Officer** Representative Director and President, OMRON HEALTHCARE Co., Ltd. Senior General Manager,

Mar. 2010

Corporate Strategic
Planning HQ
Managing Executive Officer Jun. 2010 Jun. 2011 Representative Director and President (to present)



Kiichiro Miyata

Director, Senior Managing Executive Officer, CTO Personnel Advisory Committee Member

Joined Tateisi Institute of Life Science, Inc. (now OMRON HEALTHCARE

Mar. 2010

OMRON HEALTHCARE
Co., Ltd.)
Representative Director and
President, OMRON
HEALTHCARE Co., Ltd.
Executive Officer
Managing Executive Officer
Chief Technology Officer
(CTO) and Senior General
Manager of Technology &
Intellectual Property HQ (to Jun. 2010 Jun. 2012 Apr. 2015

present)
Senior Managing Executive
Officer (to present) Apr. 2017 Jun. 2017 Representative Director (to

present)
Senior General Manager, Apr. 2018 Innovation Exploring Initiative HQ (to present)



Koji Nitto

Director Senior Managing Executive Officer, CFO Compensation Advisory Committee Member

Joined OMRON Senior General Manager, Global Resource Apr. 1983 Mar. 2011 Global Resource
Management HO
Executive Officer
Senior General Manager,
Global SCM and IT
Innovation HO
Managing Executive Officer Mar. 2013

Mar. 2014 Senior General Manager. Global Strategy HQ (to present)
Senior Managing Executive

Apr. 2014 Officer (to present)
Director (to present)
Chief Financial Officer (CFO) Apr. 2017 (to present)

## **Directors**



Satoshi Ando

Director Vice Chairman of the Personnel Advisory Committee Vice Chairman of the CEO Selection Advisory Committee Vice Chairman of the Compensation Advisory Committee

Apr. 1977 Joined The Bank of Tokyo, Ltd. (now MUFG Bank, Ltd.) July 2003 Branch Manager of Jakarta Branch, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (Resigned in June 2007) Audit & Supervisory Board Member (Independent), OMRON Jun. 2007 Executive Officer and Jun. 2011

Senior General Manager, Investor Relations HQ Senior General Manager, Global Investor Relations & Corporate Communications & HQ

Apr. 2015 Managing Executive Officer Jun. 2017 Director (to present)

\* As of June 2020

## **Outside Directors**



Eizo Kobayashi

Outside Director Chairman of the Personnel Advisory Committee Chairman of the CEO Selection Advisory Committee

Chairman of the Corporate Governance Committee

Compensation Advisory Committee Member

Joined ITOCHU Corporation Joined HOCHU Corporation
Executive Officer, ITOCHU
Corporation
Managing Executive Officer,
ITOCHU Corporation
Representative Director and
Managing Director, ITOCHU
Corporation 2000 Apr. 2002 Jun. 2003 Corporation Apr. 2004

Representative Director and Senior Managing Director, ITOCHU Corporation Jun. 2004 President and CEO.

ITOCHU Corporation
Chairman and Representative
Director, ITOCHU Corporation
Chairman, ITOCHU Corporation Apr. 2010 Jun. 2011 Outside Director, OMRON (to present) Chairman, ITOCHU Corporation 2013

Jun. 2016 Senior Representative Apr. 2018 ITOCHU Corporation
Director Emeritus, ITOCHU

Corporation (to present)



Takehiro Kamigama

Outside Director Chairman of the Compensation Advisory Committee Vice Chairman of Corporate Governance Committee Member Personnel Advisory Committee Member CEO Selection Advisory Committee Member

Joined TDK Corporation Corporation
Corporation
Senior Vice President, TDK 2002 Jun. 2003

Corporation

Jun. 2004 Director & Executive Vice
President, TDK Corporation

Jun. 2006 President & Representative

Director, TDK Corporation Chairman & Representative Director, TDK Corporation Jun. 2017 Outside Director, OMRON

(to present) Mission Executive, TDK Jun. 2018 Corporation (to present)



Izumi Kobayashi

Outside Director Personnel Advisory Committee Member CEO Selection Advisory Committee Member Compensation Advisory Committee Member Corporate Governance Committee Member

Apr. 1981 Joined Mitsubishi Chemical Industries Limited (now Mitsubishi Chemical Corporation) Joined Merrill Lynch Jun. 1985

Futures Japan I President and Dec. 2001 Representative Director of

Merrill Lynch Japan Securities Co., Ltd. Executive Vice President of Nov. 2008 Multilateral Investment

Guarantee Agency, The World Bank Group Apr. 2015 Vice Chairperson of Japan

Association of Corporate Executives Governor of Japan

Broadcasting Corporation Jun. 2020 Outside Director, OMRON

# Audit & Supervisory Board Members

## Audit & Supervisory Board Members (Full-time)



Kiichiro Kondo Audit & Supervisory Board Member (Full-time)

Joined Mitsui Ocean Development & Engineering Co., Ltd. Joined Mitsui Trust and Banking Company, Limited (now Sumitomo Mitsui Jan. 1988 Trust Bank, Limited)
Joined OMRON
Senior General Manager,
Public Solutions Business Apr. 1999 Mar. 2007 Department, Social Systems Solutions and Service Business Company Executive Officer President and CEO, OMRON SOCIAL Jun. 2007 Apr. 2011 OMRON SOCIAL
SOLUTIONS Co., Ltd.
Managing Executive Officer
Audit & Supervisory Board
Member (Full-time) (to Jun. 2011 Jun. 2015 present)



Kiyoshi Yoshikawa

Audit & Supervisory Board Member (Full-time)

Joined OMRON Senior General Manager Apr. 1983 Mar. 2010 Monozukuri Innovation HO Executive Officer
Managing Executive Officer
Audit & Supervisory Board Jun. 2019 Member (Full-time) (to present)

## Audit & Supervisory Board Members (Independent)



Hideyo Uchiyama

Audit & Supervisory Board Member (Independent) Corporate Governance Committee Member

Nov. 1975 Joined Arthur Young & Company Joined Asahi Accounting Dec 1979 Company (now KPMG AZSA LLC) Registered as Certified Mar. 1980 Hegistered as Certified Public Accountant
Representative Partner,
KPMG AZSA LLC
Board Member, KPMG
AZSA LLC
Executive Board Member,
KPMG AZSA LLC
Magazine Board Member,
KPMG AZSA LLC July 1999 May 2002 NPMIG AZSA LLC

Jun. 2010 Managing Partner, KPMG
AZSA LLC, Chairman,
KPMG Japan

Sep. 2011 Chairman, KPMG Asia Pacific
Oct. 2013 CEO, KPMG Japan
Sep. 2015 Executive Advisor, ASAHI Tax Corporation (to present)
Audit & Supervisory Board
Member (Independent),
OMRON (to present) Jun. 2016



Tadashi Kunihiro

Audit & Supervisory Board Member (Independent) Corporate Governance Committee Member

Apr. 1986 Registered as attorney with the Daini Tokyo Bar Association: Association; Joined Nasu & Iguchi Law Office Established Kunihiro Law Office (now T. Kunihiro & Co. Attorneys-at-Law) Audit & Supervisory Board Jan. 1994 Jun. 2017 Member (Independent), OMRON (to present)

## **Executive Officers**

## President



Yoshihito Yamada CEO

## **Executive Vice President**



Yutaka Miyanaga Company President, Industrial Automation Company

# Senior Managing Executive Officers



Kiichiro Miyata CTO and Senior General Manager, Technology & Intellectual Property HQ and Senior General Manager, Innovation Exploring Initiative HQ



Koji Nitto CFO and Senior General Manager, Global Strategy HQ

Managing Executive Officer



**Shizuto Yukumoto** Company President, Electronic and Mechanical Components Company, and Senior General Manager, Business Development HQ



Seigo Kinugawa CEO, OMRON EUROPE, Industrial Automation Company



**Toshio Hosoi** President and CEO, OMRON SOCIAL SOLUTIONS



Masahiko Tomita Senior General Manager. Global Human Resources and Administration HQ



Isao Ogino President and CEO, OMRON HEALTHCARE



Junta Tsujinaga Senior General Manager, Product Business Division HQ, Industrial Automation Company



**Nigel Blakeway** Chairman and CEO, OMRON MANAGEMENT CENTER OF AMERICA and Chairman, OMRON MANAGEMENT CENTER OF EUROPE and Chairman, OMRON MANAGEMENT CENTER OF ASIA PACIFIC

<sup>\*</sup> As of June 2020

## **Executive Officers**



Goshi Oba Chairman and President, OMRON INDUSTRIAL AUTOMATION (CHINA)



Senior General Manager, Technology Development Division HQ, Industrial Automation Company



Takayoshi Oue Senior General Manager, Global Finance and Accounting HQ



Masako Kubo President and CEO, OMRON EXPERTLINK

Shinji Fukui



Takashi Kitagawa Senior General Manager, Board of Directors Office



Seiji Takeda General Manager, Corporate Planning Dept., Global Strategy HQ



Shuji Tamaki Senior General Manager, Global Risk Management and Legal HQ



Taisuke Tateishi Senior General Manager, Energy Solutions Business HQ, OMRON SOCIAL SOLUTIONS



**Makoto Ota** Senior General Manager, Production Division HQ, Electronic and Mechanical Components Company



Katsuhiro Shikata President and CEO, OMRON FIELD ENGINEERING



Tsutomu Igaki Senior General Manager, Global Investor & Brand Communications HQ



Virendra Shelar President, OMRON MANAGEMENT CENTER OF ASIA PACIFIC and General Manager, Global Human Resource Strategy Dept.



Jian Xu President and CEO, OMRON (CHINA)



Masayuki Yamamoto Senior General Manager, Strategy Planning Division HQ, Industrial Automation Company



Kenji Eda Senior General Manager, Global Procurement and Quality Management HQ



**Robert Black** President, CEO and COO, OMRON ELECTRONICS (USA), Industrial Automation Company