

This document has been translated from the Japanese original for reference purposes only. Where there are any discrepancies between the Japanese original and the translated document, the original Japanese document shall prevail.

# Articles of Incorporation

(Amended on June 23,2022)

OMRON Corporation

# Articles of Incorporation

## OMRON Corporation

### Chapter 1. General Provisions

(Trade Name)

Article 1. The name of the Company is OMRON KABUSHIKI KAISHA, or OMRON Corporation in English.

(Practice of Corporate Principles)

Article 2. In the spirit of Our Mission, which is "to improve lives and contribute to a better society," the Company will put our corporate principles into practice, contribute to the development of society through its business, and strive to increase its value.

(Purpose)

Article 3. The purpose of the Company is to operate the following businesses:

- (1) Manufacture and sale of electrical machinery and apparatus;
- (2) Manufacture and sale of applied electronic machinery and equipment, such as control instruments and computers;
- (3) Manufacture and sale of precision machinery and equipment;
- (4) Manufacture and sale of medical devices and equipment;
- (5) Manufacture and sale of general machinery and apparatus;
- (6) Manufacture and sale of electronic machinery and equipment for entertainment;
- (7) Development, production, and sale of computer software;
- (8) Establishment of, and consulting for systems incidental or relating to each of the preceding items;
- (9) Designing, execution, and undertaking of construction work related to the machinery and equipment set forth in each of the preceding items;
- (10) Provision and undertaking of repairing and maintenance services related to the products, software, etc. set forth in each of the preceding items;
- (11) Services related to information and communications, information processing, and information provision;
- (12) Collection, analysis and provision of information on human, cultural, life and health topics, and management and operation of sports facilities and cultural facilities;
- (13) Planning and production of advertisements, advertising agency, worker dispatching business, fee-based employment agency business, general leasing business, non-life insurance agency business, credit card business, cargo handling business, travel agency business, comprehensive security guard business, food service business, construction business, and real estate management business;

- (14) Sale of drinking water, soft drinks, foods, clothes, office supplies, cosmetics, accessories, and daily commodities; and
- (15) Any and all businesses incidental to those listed above.

(Location of Head Office)

Article 4. The head office of the Company shall be located in Kyoto City.

(Organs)

Article 5. The Company shall have, in addition to the General Meeting of Shareholders and Directors, the following organs:

- (1) Board of Directors;
- (2) Audit & Supervisory Board Members;
- (3) Audit & Supervisory Board; and
- (4) Accounting Auditors.

(Method of Public Notice)

Article 6. Public notices of the Company shall be given electronically; provided, however, that if the Company is unable to give any electronic public notice due to an accident or any other unavoidable reason, the notice shall be published in the Nihon Keizai Shimbun, and the Kyoto Shimbun issued in Kyoto City.

## Chapter 2. Shares

(Total Number of Shares Authorized to be Issued)

Article 7. The total number of shares authorized to be issued by the Company shall be four hundred and eighty-seven million (487,000,000).

(Acquisition of Treasury Stock)

Article 8. The Company may, subject to a resolution of its Board of Directors, acquire treasury shares through market transactions and the like pursuant to the provisions of Paragraph 2 of Article 165 of the Companies Act.

(Number of Shares Constituting a Unit)

Article 9. The number of shares constituting a unit of the stock of the Company shall be 100.

(Rights in Relation to Shareholdings of Less than One Unit)

Article 10. Shareholder of the Company may not exercise any rights in connection with their shares less than one unit other than the following:

- (1) The rights provided for in each item of Article 189, Paragraph 2 of the Companies Act;
- (2) The right to make a claim as provided for in Article 166, Paragraph 1 of the Companies Act;
- (3) The right to receive an allotment of shares for subscription or stock acquisition rights for subscription in proportion to the number of shares held by each shareholder; and
- (4) The right to make a demand as provided for in the next Article.

(Purchase of Additional Shares Less than One Unit)

Article 11. A shareholder of the Company may, in accordance with the Share Handling Regulations, demand that the Company sell such number of shares as will constitute a unit when combined with the shares less than one unit already owned by such shareholder.

(Administrator of the Shareholders' Register)

Article 12. The Company shall have an administrator of the register of shareholders.

2. The administrator of the register of shareholders and its business handling office shall be designated by resolution of the Board of Directors, and public notice shall be given with regard thereto.
3. Preparation and maintenance of the register of shareholders and the register of stock acquisition rights, and other businesses related to the register of shareholders and the register of stock acquisition rights shall be delegated to the administrator of the register of shareholders, and shall not be handled by the Company.

(Share Handling Regulations)

Article 13. Handling of shares of the Company, and fees related thereto shall be governed by the Share Handling Regulations established by the Board of Directors as well as applicable laws and ordinances or these Articles of Incorporation.

### Chapter 3. General Meeting of Shareholders

(Convocation)

Article 14. An Ordinary General Meeting of shareholders of the Company shall be convened in June of each year, and an Extraordinary General Meeting of Shareholders may be convened whenever necessary.

(Record Date of Ordinary General Meeting of Shareholders)

Article 15. The record date for voting at an Ordinary General Meeting of Shareholders of the Company shall be March 31 of each year.

(Person to Convene General Meetings of Shareholders)

Article 16. Unless otherwise provided for in laws or ordinances, a General Meeting of Shareholders shall be convened by a Director in accordance with the resolution of the Board of Directors and in the order previously fixed by the Board of Directors.

(Chairperson)

Article 17. General Meetings of Shareholders shall be chaired by a Director in the order previously fixed by the Board of Directors.

(Measures for Providing Information in Electronic Formats)

Article 18. When convening a General Meeting of Shareholders, the Company shall take measures for providing the information contained in the reference documents for the general meeting of shareholders and other documents in an electronic format.

2. Among the matters for which measures for providing information in an electronic format are to be taken, the Company may choose not to describe all or part of the matters designated by the applicable

Ordinance of the Ministry of Justice in the paper-based document to be delivered to shareholders who requested the delivery of such documents by the record date for the exercise of voting rights.

(Method of Resolution)

- Article 19. Except for a case where provisions otherwise exist in related laws and ordinances or these Articles of Incorporation, resolutions of a General Meeting of Shareholders shall be made by a majority of the voting rights of the shareholders present at the meeting who are entitled to exercise their votes.
2. Resolutions provided for in Paragraph 2 of Article 309 of the Companies Act shall be adopted by affirmative votes of two-thirds or more of the voting rights of the shareholders present at a meeting where shareholders holding one third or more of the voting rights of the shareholders entitled to exercise their votes at such meeting are present.

(Exercise of Voting Right by Proxy)

- Article 20. A shareholder or the legal representative of a shareholder may exercise his/her/its voting rights at a General Meeting of Shareholders by a proxy, who shall be another shareholder of the Company entitled to vote at such meeting.
2. In the case of the preceding Paragraph, the shareholder or the proxy shall submit to the Company a written document certifying the proxy's authority at each General Meeting of Shareholders.

#### Chapter 4. DIRECTORS, BOARD OF DIRECTORS AND EXECUTIVE OFFICERS

(Number of Directors)

Article 21. The number of directors of the Company shall be ten (10) or less.

(Method of Election of Directors)

- Article 22. The directors of the Company shall be elected at a General Meeting of Shareholders.
2. A resolution electing directors shall be adopted by a majority of votes of the shareholders present at a General Meeting of Shareholders at which shareholders representing not less than one-third of the voting rights of shareholders entitled to exercise voting rights are present.
  3. A resolution to elect directors of the Company shall not be made by cumulative voting.

(Term of Office of Directors)

Article 23. The term of office of a director shall expire at the conclusion of the Ordinary General Meeting of Shareholders held with respect to the last business year ending within one (1) year following his/her election.

(Chairman of the Board of Directors)

Article 24. The Board of Directors, by its resolution, may elect one Chairman of the Board of Directors from among the Directors.

(Representative Director)

Article 25. The Board of Directors, by its resolution, shall appoint Representative Director(s) from among the Directors

(Convener and Chairperson)

Article 26. Except for a case where provisions otherwise exist in related laws and ordinances, a meeting of the Board of Directors shall be convened and chaired by the Chairman of the Board of Directors.

2. In case of accident of the Chairman of the Board of Directors, one of the other directors in the order of priority determined in advance by resolution of the Board of Directors shall convene, and act as chairperson at, the meeting of the Board of Directors.

(Notice of Convocation)

Article 27. Notice of convocation of a meeting of the Board of Directors shall be dispatched to each director and each Audit & Supervisory Board member at least three (3) days before the scheduled date of such meeting of the Board of Directors; provided, however, that in case of emergency such period may be shortened.

2. If the consent of all directors and all Audit & Supervisory Board members is obtained, a Board of Directors meeting may be held without undertaking the procedure of convocation.

(Method of Adopting Resolution)

Article 28. A resolution of the Board of Directors meeting shall be made by a majority of the votes of the directors present at the meeting where a majority of the directors entitled to participate in the vote are present.

2. Notwithstanding the provision of the preceding paragraph, if all of the directors entitled to vote have expressed their agreement, in writing or by electronic means, to a proposal in connection with a matter that should be brought before the Board of Directors for resolution, then a resolution in favor of such proposal shall be deemed to have been passed, unless an Audit & Supervisory Board member raises any objection thereto.

(Board of Directors Regulations)

Article 29. Matters relating to the Board of Directors shall be governed by the Board of Directors Regulations established by the Board of Directors as well as the applicable laws and ordinances, and these Articles of Incorporation.

(Remuneration, Etc. of Directors)

Article 30. Remuneration, bonuses and other financial benefits given by the Company to the directors in consideration of the performance of their duties (hereinafter referred to as the "Remuneration, Etc.") shall be fixed by a resolution of a General Meeting of Shareholders.

2. The Remuneration, Etc. under the preceding paragraph shall not include the employee salary portion payable to directors concurrently serving as employees of the Company.

(Contract for Liability Limitation with Outside Directors)

Article 31. In accordance with the provisions stipulated by Article 427, Paragraph 1 of the Companies Act, the Company may enter into a contract with its outside directors to limit their liabilities to the Company for damages referred to in Article 423, Paragraph 1 of the same Act, to the higher of either (i) the amount to be fixed in advance which is not less than ten million yen (10,000,000 yen) or (ii) the amount stipulated by the applicable laws and regulations.

(Executive Officers)

Article 32. The Board of Directors, by its resolution, may appoint Executive Officers and have them execute the business of the Company.

2. The Board of Directors, by its resolution, may appoint one President and other Executive Officers with titles from among the Executive Officers.

## Chapter 5. Audit & Supervisory Board Members and Audit & Supervisory Board

(Number of Audit & Supervisory Board Members)

Article 33. The number of Audit & Supervisory Board members of the Company shall be five (5) or less.

(Method of Election of Audit & Supervisory Board Members)

Article 34. The Audit & Supervisory Board members of the Company shall be elected at a General Meeting of Shareholders.

2. A resolution electing Audit & Supervisory Board members shall be adopted by a majority of votes of the shareholders present at a General Meeting of Shareholders at which shareholders representing not less than one-third of the voting rights of shareholders entitled to exercise voting rights are present.

(Term of Office of Audit & Supervisory Board Members)

Article 35. The term of office of an Audit & Supervisory Board member shall expire at the conclusion of the Ordinary General Meeting of Shareholders held with respect to the last business year ending within four (4) years following his/her election.

2. The term of office of an Audit & Supervisory Board member elected to fill a vacancy created by an Audit & Supervisory Board member who has resigned before the completion of his or her term shall terminate at the time when the term of office of the resigned Audit & Supervisory Board member would otherwise expire.

(Full-time Audit & Supervisory Board Members)

Article 36. The Audit & Supervisory Board shall elect its full-time member(s) through its resolution.

(Notice of Convocation)

Article 37. Notice of convocation of a meeting of the Audit & Supervisory Board shall be dispatched to each Audit & Supervisory Board member at least three (3) days before the scheduled date of such meeting of the Audit & Supervisory Board; provided, however, that in case of emergency such period may be shortened.

2. If the consent of all Audit & Supervisory Board members is obtained, an Audit & Supervisory Board meeting may be held without undertaking the procedure of convocation.

(Method of Adopting Resolution)

Article 38. Except for a case where provisions otherwise exist in related laws and ordinances, a resolution of the Audit & Supervisory Board meeting shall be made by a majority of the votes of the Audit & Supervisory Board members.

(Audit & Supervisory Board Regulations)

Article 39. Matters relating to the Audit & Supervisory Board shall be governed by the Audit & Supervisory Board Regulations established by the Audit & Supervisory Board as well as the applicable laws and ordinances, and these Articles of Incorporation.

(Remuneration, Etc.)

Article 40. Remuneration, etc. of the Audit & Supervisory Board members shall be fixed by a resolution of a General Meeting of Shareholders.

(Contract for Liability Limitation with Outside Members of the Audit & Supervisory Board)

Article 41. In accordance with the provisions stipulated by Article 427, Paragraph 1 of the Companies Act, the Company may enter into a contract with the outside members of the Audit & Supervisory Board to limit their liabilities to the Company for damages referred to in Article 423, Paragraph 1 of the same Act, to the higher of either (i) the amount to be fixed in advance which is not less than ten million yen (10,000,000 yen) or (ii) the amount stipulated by the applicable laws and regulations.

## Chapter 6. Accounts

(Business Year)

Article 42. The business year of the Company shall be one (1)-year period commencing on April 1 of each year and ending on March 31 of the following year.

(Record Date for Distribution of Surplus)

Article 43. The record date for year-end dividends of the Company shall be March 31 of each year.

2. Besides the dividends under the preceding paragraph, the Company may establish a record date and pay dividends based on such date.

(Interim Dividends)

Article 44. By resolution of the Board of Directors, the Company may pay interim dividends with September 30 of each year as the record date.

(Prescription Period for Dividends)

Article 45. In the event that any cash dividend remains unreceived after the expiration of three (3) full years from the date of commencement of payment thereof, the Company shall be relieved of the obligation to pay such dividend.

(Amended on June 23, 2022)