



January 31, 2017

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### **OMRON Announces Partial Change to the Articles of Incorporation**

Kyoto, Japan – The Board of Directors of OMRON Corporation (TOKYO: 6645; ADR: OMRNY, “the Company”) today resolved to present the proposal entitled “Partial Change to the Articles of Incorporation” for approval at the 80th Ordinary General Meeting of Shareholders, planned for June 2017. The details are as follows.

#### 1. Reasons for the Change

The Company had adopted an executive officer system in 1999 to ensure the separation of management oversight and business execution functions, and has further worked to enhance the oversight function of the Board of Directors through measures including the establishment of Advisory Committees, the separation of the duties of the Chairperson of the Board of Directors and those of the President, and the appointment of non-executive directors to comprise the majority of the Board of Directors.

In order to further improve the oversight function of the Board of Directors, the Company has decided to abolish Directors with title, except for the Chairman of the Board, who also serves as the Chairperson of the Board of Directors. At the same time, in order to establish an optimum and flexible execution system, the President, who is the chief executive officer, will be positioned as an Executive Officer and be elected from among the Executive Officers.

Through these measures, the Company will further promote the separation of management oversight and business execution functions and clarify the responsibilities of each function, to move even closer to achieving the sustainable enhancement of corporate value.

Based on the above stance, the Company will make a partial change to the current Articles of Incorporation as detailed below.

- (1) Abolishing Directors with title, except for the Chairman of the Board, who also serves as the Chairperson of the Board of Directors (Article 23 of the planned revision).
- (2) Clarifying the method of election and the roles of Executive Officers; positioning the President, who is the chief executive officer, as an Executive Officer; and enabling the President to be elected from among the Executive Officers (Article 31 of the planned revision).
- (3) In connection with the above, changing the provisions regarding the person to convene General Meetings of Shareholders and the Chairperson thereof (Articles 15 and 16 of the planned revision) and the method of election of Representative Director(s) (Article 24 of the planned revision).
- (4) In addition to the above, making other necessary changes, such as additions, deletions or revisions of the wording as appropriate.

## 2. Details

(Underlined text indicates change.)

Current Article	Planned Revision
<p>(Person to convene General Meetings of Shareholders)            Article 15.            Unless otherwise provided for in laws or ordinances, a General Meeting of Shareholders <u>shall be convened by the President Director</u> in accordance with the resolution of the Board of Directors; <u>however, in the event that the President Director is unable to act, another Director</u> in the order previously fixed by the Board of Directors <u>shall act in his place to convene such meeting.</u></p>	<p>(Person to convene General Meetings of Shareholders)            Article 15.            Unless otherwise provided for in laws or ordinances, a General Meeting of Shareholders <u>shall be convened by a Director</u> in the order previously fixed by the Board of Directors, in accordance with the resolution of the Board of Directors.</p>
<p>(Chairperson)            Article 16.            General Meetings of Shareholders <u>shall be chaired by the President Director; however, in the event that the President Director is unable to act, another Director</u> in the order previously fixed by the Board of Directors <u>shall act in his place.</u></p>	<p>(Chairperson)            Article 16.            General Meetings of Shareholders <u>shall be chaired by a Director</u> in the order previously fixed by the Board of Directors.</p>
<p>CHAPTER 4 DIRECTORS <u>AND</u> BOARD OF DIRECTORS</p>	<p>CHAPTER 4 DIRECTORS, BOARD OF DIRECTORS <u>AND</u> EXECUTIVE OFFICERS</p>

Current Article	Planned Revision
<p>(Directors with title)</p> <p>Article 23.</p> <p><u>By resolution of the Board of Directors, the Company may appoint one Chairman of the Board, one President Director, and a certain number of Vice Chairmen of the Board, Vice President Director, Senior Managing Director, Managing Director, and Corporate Advisor Director.</u></p>	<p>(Chairman of the Board)</p> <p>Article 23.</p> <p><u>The Board of Directors, by its resolution, may appoint one Chairman of the Board from among the Directors.</u></p>
<p>(Representative Director)</p> <p>Article 24.</p> <p><u>The President Director shall be Representative Director.</u></p> <p><u>2. In addition to the preceding paragraph, the Company, by resolution of the Board of Directors, may appoint Representative Director(s) from among the Directors with title set forth in the preceding Article.</u></p>	<p>(Representative Director)</p> <p>Article 24.</p> <p><u>The Board of Directors, by its resolution, shall appoint Representative Director(s) from among the Directors.</u></p>
<p>(New)</p>	<p>(Executive Officers)</p> <p><u>Article 31.</u></p> <p><u>The Board of Directors, by its resolution, may appoint Executive Officers and have them execute the business of the Company.</u></p> <p><u>2. The Board of Directors, by its resolution, may appoint one President and other Executive Officers with title from among the Executive Officers.</u></p>
<p>Articles <u>31.</u> to <u>43.</u> (Omitted)</p>	<p>Articles <u>32.</u> to <u>44.</u> (Unchanged)</p>