



June 23, 2017

Company name: OMRON Corporation  
Representative: Yoshihito Yamada, President & CEO  
Stock code: 6645  
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**Notice Regarding Cancellation of Stock Acquisition Rights**

Kyoto, Japan—OMRON Corporation (TSE: 6645; ADR: OMRNY, “The Company”) hereby announces that all Performance-linked Stock Acquisition Rights (“Stock Acquisition Rights”) that the Company has issued to directors and executive officers of the Company (excluding outside directors), as well as to directors of the Company’s subsidiaries who also serve as executive officers of the Company shall be cancelled as detailed below.

**1. Summary of the Stock Acquisition Rights subject to cancellation**

The seventh issue of Stock Acquisition Rights

Date of resolution to issue the Stock Acquisition Rights	June 24, 2014
Persons allotted the Stock Acquisition Rights	5 directors (excluding outside directors)
Exercise period of the Stock Acquisition Rights	From July 1, 2017 to June 30, 2019
Number of Stock Acquisition Rights	173 units (number of shares to be issued or transferred upon exercise of the Stock Acquisition Rights: 17,300 shares)
Number of Stock Acquisition Rights remaining after cancellation	0 (number of shares to be issued or transferred upon exercise of the Stock Acquisition Rights: 0)

The eighth issue of Stock Acquisition Rights

Date of resolution to issue the Stock Acquisition Rights	June 23, 2015
Persons allotted the Stock Acquisition Rights	5 directors (excluding outside directors) and 23 executive officers
Exercise period of the Stock Acquisition Rights	From July 1, 2017 to June 30, 2020
Number of Stock Acquisition Rights	470 units (number of shares to be issued or transferred upon exercise of the Stock Acquisition Rights: 47,000 shares)
Number of Stock Acquisition Rights remaining after cancellation	0 (number of shares to be issued or transferred upon exercise of the Stock Acquisition Rights: 0)

The ninth issue of Stock Acquisition Rights

Date of resolution to issue the Stock Acquisition Rights	June 23, 2016
Persons allotted the Stock Acquisition Rights	5 directors (excluding outside directors) and 22 executive officers
Exercise period of the Stock Acquisition Rights	From July 1, 2017 to June 30, 2021
Number of Stock Acquisition Rights	743 units (number of shares to be issued or transferred upon exercise of the Stock Acquisition Rights: 74,300 shares)
Number of Stock Acquisition Rights remaining after cancellation	0 (number of shares to be issued or transferred upon exercise of the Stock Acquisition Rights: 0)

**2. Reason for cancellation of the Stock Acquisition Rights**

The aforementioned Stock Acquisition Rights are accompanied by the following “Conditions for the exercise of the Stock Acquisition Rights,” which must be met in order for the Stock Acquisition Rights to be exercisable, and because none of these conditions have been met, all of the Stock Acquisition Rights shall be subject to cancellation.

<Conditions for the exercise of the Stock Acquisition Rights>

A holder of the Stock Acquisition Rights (“Rights Holder”) may exercise the Stock Acquisition Rights only when the total net sales in the Consolidated Financial Statements for the year ending March 2017, which will be stated in the Annual Security Report to be submitted by the Company in June 2017 in accordance with the Financial Instruments and Exchange Law, exceed the amounts stated in (a) to (g) below. They may be exercised up to the predetermined percentages of the Stock Acquisition Rights allotted to each Rights Holder as

stated below. Any fraction of less than one of the exercisable number of Stock Acquisition Rights shall be rounded down to the nearest whole number.

- (a) Up to 33% may be exercised when consolidated net sales exceed JPY 800 billion
- (b) Up to 50% may be exercised when consolidated net sales exceed JPY 850 billion
- (c) Up to 67% may be exercised when consolidated net sales exceed JPY 900 billion
- (d) Up to 75% may be exercised when consolidated net sales exceed JPY 925 billion
- (e) Up to 84% may be exercised when consolidated net sales exceed JPY 950 billion
- (f) Up to 92% may be exercised when consolidated net sales exceed JPY 975 billion
- (g) Up to 100% may be exercised when consolidated net sales exceed JPY 1 trillion

### **3. Date of cancellation of the Stock Acquisition Rights**

June 23, 2017

### **4. Future prospects**

The impact of the cancellation of the said Stock Acquisition Rights on the Company's business results is negligible.