



November 28, 2017

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Representative: Yoshihito Yamada, President & CEO
Stock code: 6645
Stock exchanges: Tokyo (First Section)
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Notice regarding Secondary Offering of Shares

Omron Corporation (hereinafter, the "Company") announces that it has resolved a secondary offering of shares of the common stock of the Company as set forth below at the meeting of the board of directors held on November 28, 2017.

1. Purpose of the Secondary Offering of Shares

The Company has adopted a policy aiming to expand its individual shareholder base and broaden the spectrum of its shareholders. In response to a request from certain existing shareholders to sell the Company's shares, the Company has decided to conduct a secondary offering to increase its profile among, and afford a general opportunity to invest in the Company's shares by, eligible individual investors.

2. Outline of the Secondary Offering of Shares

(1) Secondary Offering of Shares (Offering by way of Purchase and Subscription by the Underwriter)

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| ① Class and Number of Shares to be Offered | 2,875,000 shares of common stock of the Company |
| ② Sellers and Number of Shares to be Offered | The Bank of Tokyo-Mitsubishi UFJ, Ltd. 2,235,000 shares
Mitsubishi UFJ Trust and Banking Corporation 640,000 shares |
| ③ Selling Price | To be decided. (The selling price will be determined in accordance with the method stated in Article 25 of the Regulations concerning Underwriting of Securities, etc., of the Japan Securities Dealers Association, based, in consideration of market demand and other conditions, on the preliminary pricing terms calculated by multiplying by a factor between 0.90 and 1.00, the closing price of the shares of common stock of the Company in regular trading on the Tokyo Stock Exchange Inc. (and rounding down to the nearest one yen), on a certain date between Monday, December 11, 2017 and Wednesday, December 13, 2017 (hereinafter, the "Selling Price Determination Date") (or by using the closing price on the business day immediately preceding such date, if no closing price was recorded on such date.) |

Disclaimer: This Company Announcement has been prepared for the purpose of announcing an offering of shares, and not for the purpose of soliciting investment or engaging in any other similar activities within or outside Japan. This Company Announcement does not constitute or form a part of any offer to sell, offer to purchase, solicitation to sell or solicitation to purchase or subscribe for securities in any jurisdiction in which such offer or solicitation or sale would be unlawful. Securities may not be offered or sold within the United States or to U.S. persons absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended, and the rules and regulations thereunder. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer and its management and financial statements. The Company does not intend to register any securities in the United States, and no public offering of securities will be made in the United States or in any other jurisdiction where such an offering is restricted or prohibited. There will be no public offering of the securities referred to above in the United States.

- ④ Method of Offering The offering shall be an offering by way of purchase and subscription by the underwriter. Considerations for the underwriter in connection with the offering shall be the amount calculated by subtracting the aggregate underwriting value, which is amount to be paid by the underwriter to the seller, from the aggregate selling price.
- ⑤ Delivery Date The delivery date of the shares shall be the 6th business day following the Selling Price Determination Date
- ⑥ Advance on Subscription The same amount as selling price per share
- ⑦ Share Unit for Subscription 100 shares
- ⑧ The CFO will solely be authorized to approve the selling price and any other matters necessary for this offering.

(2) Secondary Offering of Shares (Offering by way of Over-Allotment)

- ① Class and Number of Shares to be Offered 430,000 shares of common stock of the Company

The above-mentioned number of shares to be offered represents the maximum number of shares to be offered, and the actual number of shares to be offered may decrease, or the offering by way of over-allotment may not be carried out at all, subject to market demand and other conditions. The number of shares to be offered will be determined on the Selling Price Determination Date, considering the market demand and other conditions for the offering.
- ② Seller Underwriter
- ③ Selling Price To be decided. (The selling price is currently undecided, but will be determined on the Selling Price Determination Date. The selling price will be the same as the selling price in the offering by way of purchase and subscription by the underwriter.)
- ④ Method of offering Taking into account market demand and other conditions for the offering by way of purchase and subscription by the underwriter, a secondary offering will be made of the shares of common stock of the Company borrowed from a shareholder of the Company.
- ⑤ Delivery Date The delivery date shall be the same as the delivery date in the offering by way of purchase and subscription by the underwriter.
- ⑥ Advance on Subscription The same amount as the selling price per share in the offering by way of purchase and subscription by the underwriter.
- ⑦ Share Unit for Subscription 100 shares
- ⑧ The CFO will solely be authorized to approve the selling price and any other matters necessary for this offering.

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