

June 15, 2011

To Our Shareholders:

Company Name: OMRON Corporation  
Representative: Hisao Sakuta, President & CEO  
Stock ticker number: 6645  
Stock exchanges: Tokyo, Osaka (First Sections)  
Contact: Hiroshi Oishi, General Manager  
Investor Relations Department,  
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**Additional Information Regarding Proposal No. 2 to be Introduced  
at the 74th Ordinary General Meeting of Shareholders**

It has been brought to our attention by some investors that Glass, Lewis & Co. LLC is currently recommending that shareholders vote against the 2nd director candidate (Mr. Fumio Tateisi) nominated under Proposal No. 2, "Election of Seven (7) Directors," which is to be introduced at the 74th Ordinary General Meeting of Shareholders scheduled for June 21, 2011.

Glass, Lewis & Co. LLC contends that the 7th director candidate, Mr. Masamitsu Sakurai, is not sufficiently independent to be considered an external director, and they have therefore recommended that shareholders vote against the 2nd director candidate, Mr. Fumio Tateisi, who is the vice chairman of the Board of Directors, for failing to provide sufficient independent representation on the board (only 1 external director if Mr. Sakurai is not counted).

We hope that the supplementary information provided below gives shareholders and other investors a clear understanding of Proposal No. 2.

**1. Regarding the 2nd and 7th Candidates for Director under Proposal No. 2**

Omron plans to nominate Mr. Fumio Tateisi as a candidate for director, and Mr. Masamitsu Sakurai as a candidate for external director.

Reference: Pages 39 and 41 of "Convocation Notice for the 74<sup>th</sup> Ordinary General Meeting of Shareholders"

Candidate number	Name (Date of birth)	Career summary, position in the Company, other areas of responsibility, and representation of other companies or organizations	Number of Company shares owned
2	Fumio Tateisi (July 6, 1949)	Aug. 1975 Joined the Company June 1997 Appointed Director June 1999 Retired as Director, appointed Managing Officer June 2001 Appointed Senior General Manager of Corporate Strategic Planning HQ June 2003 Appointed Executive Vice President and President of Industrial Automation Business Company June 2008 Appointed Director and Executive Vice Chairman (to present) <i>Other area of responsibility in the Company:</i> Vice Chairman of CEO Selection Advisory Committee	1,242,629

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Candidate number	Name (Date of birth)	Career summary, position in the Company, areas of responsibility, and representation of other companies or organizations	Number of Company shares owned
7	Masamitsu Sakurai (January 8, 1942)	April 1966 Joined Ricoh Co., Ltd. May 1984 Appointed Director and President of Ricoh UK Products Ltd. June 1992 Appointed Director of Ricoh Co., Ltd. April 1993 Appointed Director and President of Ricoh Europe B.V. June 1994 Appointed Managing Director of Ricoh Co., Ltd. April 1996 Appointed President and Representative Director of Ricoh Co., Ltd. June 2005 Appointed President and CEO and Representative Director of Ricoh Co., Ltd. April 2007 Appointed Chairman of the Board and Representative Director of Ricoh Co., Ltd. June 2008 Appointed Director of the Company (to present) April 2011 Appointed Chairman of the Board of Ricoh Co., Ltd. <i>Other areas of responsibility in the Company:</i> Chairman of Compensation Advisory Committee Vice Chairman of Corporate Governance Committee <i>Significant concurrent positions:</i> Chairman of the Board of Ricoh Co., Ltd. Chairman of The New Technology Development Foundation Director, Coca-Cola West Co. Ltd. External Director, Yamaha Motor Co. Ltd.	0

Please view pages 39 and 41 of "Convocation Notice for the 74<sup>th</sup> Ordinary General Meeting of Shareholders" for notes related to the above items.

## 2. Additional Items Related to Mr. Sakurai's Independence and the Independence of the Board of Directors

In addition to the Companies Act's requirements relating to external directors, Omron established its own additional requirements in 2007 based on the Pension Fund Association's "Criteria for Determining the Independence of External Directors." In response to more recent changes internationally in criteria relating to the independence of external officers, in 2010 Omron revised its own requirements, and Mr. Sakurai satisfies these requirements in full. He also meets the independent officer criteria of Tokyo Stock Exchange Group, Inc. and Osaka Securities Exchange, and Omron has registered him as an independent officer with these organizations, and he has been accepted as such. For these reasons, we believe he is sufficiently independent, and that with two external directors, the Board of Directors is itself sufficiently independent, and we consequently therefore believe there are no issues relating to the nomination of the 2nd candidate, Mr. Tateisi.

### Note

#### 1. Omron's Criteria of External Officer Eligibility (excerpt)

To be considered for the position of external officer, candidates themselves and/or the company/companies and/or organization/s they belong to must not:

1. Be a major Omron Group shareholder (holding shares that provide 10% or more of total voting rights), or a director, auditor, executive officer and/or employee of any legal entity that is a major shareholder of the Omron Group.
2. Be a director, auditor, executive officer and/or employee of any principal partner or supplier\* of the Omron Group.

\* A "principal partner or supplier" here means a company whose payments to Omron Group

or payments received from Omron Group represent more than 2% of the consolidated net sales of either Omron Group or the other company.

2. Transaction amount (payments and receipts) between Omron Group and the Ricoh Group in the current term

Approximately 1 billion yen (equivalent to approximately 0.2% of Omron's consolidated sales)