Analysis and Actions in Response to Voting Results at the 89th Ordinary General Meeting of Shareholders

September 7, 2026

OMRON Corporation

OMRON Corporation (hereinafter, "the Company") submitted three proposals at the 89th Ordinary General Meeting of Shareholders held on June 23, 2026. Although all proposals were approved, the percentage of votes against[*1] the election of candidate Junta Tsujinaga under Proposal No. 2, "Election of Eight (8) Directors" (hereinafter, "the Proposal"), was 33.0%.

In accordance with its Corporate Governance Policies[*2], the Company analyzed the factors behind the voting results on the Proposal and discussed its future response at meetings of the Board of Directors and other relevant bodies. An overview of these discussions and the Company's future actions is provided below.

1. Main Factors Behind the Voting Results

In response to the above voting results, the Company analyzed disclosed information regarding the voting results by the Company's shareholders and conducted dialogue and interviews with shareholders. As a result, the Company reconfirmed that the primary factors behind the votes against the Proposal were the capital market's stringent assessment of the following previously recognized key challenges, and its expectations for improvement in these areas:

- Return on equity (ROE) has remained low for multiple years.
- The diversity and independence of the Board of Directors have not reached the level expected by the capital market.
- The Company's efforts to engage in dialogue with shareholders regarding measures to address the above issues and their future direction have been insufficient.

2. Summary of Discussions at the Board of Directors

The main points of discussion at the Board of Directors were as follows.

(1) ROE Level

- The voting results reflect the capital market's assessment that the Company's ROE has not reached the level expected, and that the Company has not sufficiently demonstrated the results of its efforts to improve ROE.

- To increase corporate value as set forth in its long-term vision, “Shaping the Future 2030” (SF2030), the Company will accelerate efforts to restructure its business portfolio and implement measures to achieve sustainable sales and profit growth in line with its Medium-Term Roadmap, thereby improving key performance indicators, including ROE.

(2) Composition of the Board of Directors

- The voting results indicate the capital market’s increasing expectations regarding the diversity and independence of the Board of Directors. In addition to the composition of the Board of Directors, including the ratio of female Directors and the ratio of Independent Outside Directors, close scrutiny is also focused on whether the Board of Directors has established a structure capable of effectively exercising the oversight functions necessary to enhance corporate value.
- The Company is studying ways to further evolve its governance systems, including its institutional design, and recognizes that reflecting diverse perspectives such as gender, experience, and field of expertise in the composition of its Board of Directors is a key factor that will serve to enhance corporate value over the medium to long term.
- Based on this awareness, the Company will continue striving to realize its desired future governance structure.

(3) Dialogue with Shareholders

- Shareholders are seeking more specific and easy-to-understand explanations regarding how the Company’s business portfolio transformation and profitability improvement measures will lead to higher ROE and increased corporate value.
- Shareholders also expect a thorough explanation of the Company’s approach to evolving its corporate governance and the progress made in this regard.
- Based on the above recognition, in its future dialogue with shareholders, the Company must provide ongoing updates on its progress and results, while also enhancing both the quality and quantity of its dialogue.

3. Future Actions Based on the Results of the Analysis

Based on the Medium-Term Roadmap that it launched in fiscal 2026, the Company will continue steadily implementing measures aimed at enhancing corporate value over the medium to long term and improving key performance indicators, including ROE.

In addition, the Company will continue working to enhance the composition of its Board of Directors and its governance structure, including considering its optimal institutional design.

The Company will continue to communicate these initiatives proactively and thoroughly, including its approach and progress toward key objectives. Specifically, the Company will strive to further enhance constructive dialogue with stakeholders through disclosure channels such as the Integrated Report 2026 as well as creating opportunities for direct dialogue between its Outside Directors and shareholders and investors.

[*1]: The percentage of votes against a proposal is defined as the ratio of the number of voting rights confirmed as votes against the proposal among the voting rights exercised in advance and by shareholders present on the day of the General Meeting of Shareholders, to the total voting rights held by shareholders who attended the Meeting (including all voting rights exercised in advance by the day prior to the Meeting and the voting rights of all shareholders attending the Meeting on the day, including voting rights of shareholders who left the Meeting before its conclusion).

[*2]: Excerpt from the Company's Corporate Governance Policies, Section 2, 1. (2) Securing the Rights of Shareholders:

"The Board of Directors will sincerely accept the results of the exercise of voting rights. Should votes against the OMRON Group's proposal exceed 30%, the Board will analyze the reasons behind opposing votes and take necessary measures such as engaging in dialogue with shareholders."