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To All Shareholders:

Stock Code: 6645  
May 30, 2025  
(Start date for electronic provision of documents: May 22, 2025)

**Junta Tsujinaga**  
President and CEO

OMRON Corporation  
Shiokoji Horikawa, Shimogyo-ku,  
Kyoto, Japan

### **CONVOCATION NOTICE FOR THE 88TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Notice is hereby given that the 88th Ordinary General Meeting of Shareholders will be held as detailed below.

For the convocation of this General Meeting of Shareholders, matters to be provided electronically are posted on the website below as “Convocation Notice for the 88th Ordinary General Meeting of Shareholders.” Please access the website.

The Company’s website:  
[https://www.omron.com/global/en/ir/shareholder/general\\_mtg/](https://www.omron.com/global/en/ir/shareholder/general_mtg/)

In addition to the website above, matters to be provided electronically will also be posted on the Tokyo Stock Exchange (TSE) website. Please access the TSE website (TSE Listed Company Search) below, search for an issue name (OMRON) or stock code (6645), then select “Basic information,” and “Documents for public inspection/PR information” to read the documents.

TSE website (TSE Listed Company Search):  
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Instead of attending the Meeting in person, you may exercise your voting rights by electronic methods or in writing. You are kindly requested to examine the Reference Materials for the General Meeting of Shareholders and to exercise your voting rights no later than 5:30 p.m. on Monday, June 23, 2025.

\* Please note that there is no ballot attached to this translation.

1. Date: Tuesday, June 24, 2025, 10:00 a.m.  
(The reception is scheduled to start at 9:00 a.m.)
2. Place: Banquet room “Genji,” 3rd Floor of Hotel Granvia Kyoto (inside Kyoto Station building)  
Karasuma-dori, Shiokoji-sagaru, Shimogyo-ku, Kyoto
3. Agenda:
  - A. Reports
    1. The Business Report, Consolidated Financial Statements, and the Reports of the Accounting Auditors and Audit & Supervisory Board on the Results of Audits of Consolidated Financial Statements for the 88th Fiscal Year (April 1, 2024 to March 31, 2025)
    2. Financial Statements for the 88th Fiscal Year (April 1, 2024 to March 31, 2025)
  - B. Proposals
    - No. 1 Dividends from Retained Earnings
    - No. 2 Partial Amendments to the Articles of Incorporation
    - No. 3 Election of Eight (8) Directors
    - No. 4 Election of Two (2) Audit & Supervisory Board Members
    - No. 5 Election of One (1) Alternate Audit & Supervisory Board Member
    - No. 6 Revision of Standard for Calculating the Amount of Short-term Performance-linked Compensation (Bonuses) for Directors
    - No. 7 Partial Revision of the Performance-linked and Share-based Incentive Plan for Directors

## REFERENCE MATERIALS FOR THE GENERAL MEETING OF SHAREHOLDERS

### Proposals and Reference Items

#### No. 1: Dividends from Retained Earnings

Aiming to maximize corporate value through the realization of the long-term vision, OMRON prioritizes the necessary investment to create new value from a medium- and long-term perspective.

With priority being placed on the investment necessary for value creation over the medium and long term, we will implement stable and sustainable shareholder returns. Annual dividends will be based on “dividends on equity (DOE) of around 3%,” and taking past dividend payments also into account, we intend to ensure stable and sustainable shareholder returns.

The Company plans to pay a year-end dividend of JPY 52 per share, upon consideration of the DOE level and past dividend levels, in order to secure stable and continuous dividends. As the Company has paid an interim cash dividend of JPY 52 per share, total cash dividends for the fiscal year will be JPY 104 per share.

(1) Type of dividend assets:

Cash

(2) Item concerning allotment of dividend assets to shareholders and total amount of dividends:

JPY 52 per share of common stock. Total amount JPY 10,265,470,644

(3) Effective date of the dividend (First payment date for year-end dividend):

June 25, 2025

## No. 2: Partial Amendments to the Articles of Incorporation

### 1. Reasons for the Change

With the “Act for Partially Amending the Industrial Competitiveness Enhancement Act and Other Related Acts” (Act No. 70 of 2021) having come into effect, it became possible for listed companies, under certain conditions as stipulated in their Articles of Incorporation, to hold general meetings of shareholders without specifying the place of the meeting (a general meeting of shareholders where shareholders attend via the Internet or other means without setting a physical venue; hereinafter “Virtual Only Shareholder Meetings”).

The Company believes that it is in the interest of all shareholders to expand the available methods of holding general meetings of shareholders, bearing in mind the progress of digitalization throughout society, the spread of infectious diseases, and large-scale disasters, including natural disasters. Therefore, the Company is adding Article 14, Paragraph 2 to the current Articles of Incorporation to allow the holding of Virtual Only Shareholder Meetings.

In resolving how to hold a general meeting of shareholders, each time it is to be held, the Board of Directors will carefully deliberate and decide on the method of holding the meeting, taking into consideration the rights and interests of shareholders as well as the circumstances surrounding the Company and its shareholders at the time of the meeting.

In making this amendment, the Company has received confirmation from the Minister of Economy, Trade and Industry and the Minister of Justice that it meets the requirements set forth in the Ordinance of the Ministry of Economy, Trade and Industry and the Ordinance of the Ministry of Justice.

### 2. Details of amendments

The details of the amendments are as follows.

(Underlined text indicates change.)	
Current Articles of Incorporation	Proposed Amendment
(Convocation) Article 14. An Ordinary General Meeting of shareholders of the Company shall be convened in June of each year, and an Extraordinary General Meeting of Shareholders may be convened whenever necessary. (Newly stipulated)	(Convocation) Article 14. (Texts unchanged)  <u>2. The Company may hold a General Meeting of Shareholders without a designated location as the meeting place.</u>

**No. 3: Election of Eight (8) Directors**

The terms of all eight (8) Directors will expire at the close of this General Meeting of Shareholders.

The Company therefore requests the election of eight (8) Directors, including three (3) Outside Directors.

The Company has established the Personnel Advisory Committee to enhance the transparency, objectivity and timeliness in the nomination process of candidates for Directors. In response to consultation from the Chairman of the Board of Directors, the Personnel Advisory Committee discusses and makes recommendations on the candidates for Directors in accordance with the election criteria. Reflecting the Personnel Advisory Committee's recommendations, the Board of Directors nominates the candidates for Directors.

The Director candidates are as stated on pages 6 to 15.

Candidate number	Name	Current position in the Company	Attendance at the Board of Directors meetings	Tenure as Director
1	<Reelection> Mr. Yoshihito Yamada	Chairman of the Board	12/12 times (100%)	14 years
2	<Reelection> Mr. Junta Tsujinaga	Representative Director	12/12 times (100%)	2 years
3	<Reelection> Mr. Kiichiro Miyata	Representative Director	12/12 times (100%)	8 years
4	<Reelection> Mr. Masahiko Tomita	Director	12/12 times (100%)	2 years
5	<Reelection> Mr. Shizuto Yukumoto	Director	12/12 times (100%)	2 years
6	<Reelection>      <Outside Executive candidate> Mr. Takehiro Kamigama      <Independent Officer candidate>	Outside Director	12/12 times (100%)	8 years
7	<Reelection>      <Outside Executive candidate> Ms. Izumi Kobayashi      <Independent Officer candidate>	Outside Director	11/12 times (91.7%)	5 years
8	<Reelection>      <Outside Executive candidate> Mr. Yoshihisa Suzuki      <Independent Officer candidate>	Outside Director	12/12 times (100%)	3 years

Candidate number	Name (Date of birth)	Career summary, position in the Company, areas of responsibility, and significant concurrent positions
1	<p>Mr. Yoshihito Yamada (November 30, 1961) (Male) Reelection</p> <p>Number of shares of the Company owned: Common shares: 55,759 Dilutive shares: 49,078 Tenure as Director: 14 years Attendance at the Board of Directors meetings during fiscal 2024: 12/12 times (100%) Number of listed companies including OMRON where he concurrently serves as an officer (from May 2025 onward): with business execution 0 without business execution 3 (scheduled)</p>	<p>April 1984 Joined the Company June 2008 Appointed Executive Officer, and President and CEO of OMRON HEALTHCARE Co., Ltd. March 2010 Appointed Senior General Manager of Corporate Strategic Planning H.Q. June 2010 Appointed Managing Executive Officer June 2011 Appointed Representative Director and President June 2013 Appointed CEO June 2023 Appointed Chairman of the Board (to present)</p> <p><i>Areas of responsibility, etc., in the Company:</i> Chairman of the Board of Directors Vice Chairman of the Corporate Governance Committee Member of the CEO Selection Advisory Committee</p> <p><i>Significant concurrent positions:</i> Outside Director of NEC Corporation Outside Director of J. FRONT RETAILING Co., Ltd. (scheduled to be appointed in May 2025) Outside Director of Mitsubishi UFJ Securities Holdings Co., Ltd. (scheduled to be appointed in June 2025)</p> <p>&lt;Reasons nominated as a candidate&gt; Mr. Yoshihito Yamada serves as Chairman of the Board of Directors as a Director not engaged in business execution, and in this role he manages the Board of Directors in an appropriate manner and supervises the corporate management properly, with an aim of realizing the long-term vision SF2030 and accomplishing Structural Reform Program NEXT2025. As Vice Chairman of the Corporate Governance Committee and a member of the CEO Selection Advisory Committee, he actively comments to contribute to increasing transparency and fairness in the management of the Company, including the appointment of CEO. In addition, he has a high level of insight into corporate management, sustainability, and ESG, and is working actively to instill the OMRON Principles within the Group. Based on these factors, the Company believes that he is a suitable person for achieving sustained improvements in corporate value and therefore requests his reelection as a Director.</p>

Notes: 1. There are no special interests between the Company and Mr. Yoshihito Yamada.

2. In order to ensure that Directors and Audit & Supervisory Board Members can adequately fulfill their expected roles, the Company has concluded an indemnity agreement with Directors and Audit & Supervisory Board Members, which indemnifies them for expenses in Article 430-2, Paragraph 1, Item 1 of the Companies Act and for losses in Item 2 of the same paragraph within the limits stipulated by laws and regulations. If the reelection of Mr. Yoshihito Yamada is approved, the Company plans to continue the aforementioned indemnity agreement.
3. In order to ensure that Directors and Audit & Supervisory Board Members can adequately fulfill their expected roles, the Company has entered into a directors and officers liability insurance contract to insure its Directors and Audit & Supervisory Board Members. The contract shall cover damage that may arise due to the insured assuming liability for the execution of their duties, or receiving a claim pertaining to the pursuit of such liability. If the reelection of Mr. Yoshihito Yamada is approved, he shall be insured under the said insurance contract. The Company plans to renew the said insurance contract during his term of office.
4. The number of shares of the Company owned above includes the real number of shares held in the name of the OMRON Officers' Stock Ownership Plan (as of March 31, 2025). The number of dilutive shares represents the number of shares corresponding to the cumulative total points under a stock compensation plan using a trust (non-performance-linked component).

Candidate number	Name (Date of birth)	Career summary, position in the Company, areas of responsibility, and significant concurrent positions
2	<p>Mr. Junta Tsujinaga (April 5, 1966) (Male) Reelection</p> <p>Number of shares of the Company owned: Common shares: 6,439 Dilutive shares: 16,591 Tenure as Director: 2 years Attendance at the Board of Directors meetings during fiscal 2024: 12/12 times (100%)</p>	<p>April 1989 Joined the Company March 2016 Appointed Senior General Manager of Product Business Division HQ, Industrial Automation Company April 2017 Appointed Executive Officer April 2019 Appointed Managing Executive Officer March 2021 Appointed Company President of Industrial Automation Company April 2023 Appointed President and CEO (to present) June 2023 Appointed Representative Director (to present)</p> <p><i>Areas of responsibility, etc., in the Company:</i> President and CEO</p> <p>&lt;Reasons nominated as a candidate&gt; Mr. Junta Tsujinaga appropriately supervises the corporate management as Representative Director. By providing sufficient and adequate explanations on significant management issues at the Board of Directors, Mr. Tsujinaga contributes to improving the decision-making function of the Board of Directors. Furthermore, he leads the management and business execution as President and CEO in an uncertain business environment, striving to enhance the Company's growing capacity. He also identified the Group's structural issues and embarked on a reform to drive improvements in corporate value over the medium and long term, while demonstrating effective leadership towards the realization of the long-term vision SF2030 and the accomplishment of Structural Reform Program NEXT2025. Based on these factors, the Company believes that he is a suitable person to lead the long-term vision SF2030 and Structural Reform Program NEXT2025, and therefore requests his reelection as a Director.</p>

- Notes: 1. There are no special interests between the Company and Mr. Junta Tsujinaga.
2. In order to ensure that Directors and Audit & Supervisory Board Members can adequately fulfill their expected roles, the Company has concluded an indemnity agreement with Directors and Audit & Supervisory Board Members, which indemnifies them for expenses in Article 430-2, Paragraph 1, Item 1 of the Companies Act and for losses in Item 2 of the same paragraph within the limits stipulated by laws and regulations. If the reelection of Mr. Junta Tsujinaga is approved, the Company plans to continue the aforementioned indemnity agreement.
3. In order to ensure that Directors and Audit & Supervisory Board Members can adequately fulfill their expected roles, the Company has entered into a directors and officers liability insurance contract to insure its Directors and Audit & Supervisory Board Members. The contract shall cover damage that may arise due to the insured assuming liability for the execution of their duties, or receiving a claim pertaining to the pursuit of such liability. If the reelection of Mr. Junta Tsujinaga is approved, he shall be insured under the said insurance contract. The Company plans to renew the said insurance contract during his term of office.
4. The number of shares of the Company owned above includes the real number of shares held in the name of the OMRON Officers' Stock Ownership Plan (as of March 31, 2025). The number of dilutive shares represents the number of shares corresponding to the cumulative total points under a stock compensation plan using a trust (non-performance-linked component).

Candidate number	Name (Date of birth)	Career summary, position in the Company, areas of responsibility, and significant concurrent positions
3	<p>Mr. Kiichiro Miyata (July 24, 1960) (Male) Reelection</p> <p>Number of shares of the Company owned: Common shares: 24,968 Dilutive shares: 25,935 Tenure as Director: 8 years Attendance at the Board of Directors meetings during fiscal 2024: 12/12 times (100%)</p>	<p>April 1985 Joined Tateisi Institute of Life Science, Inc. (currently OMRON HEALTHCARE, Co., Ltd)</p> <p>March 2010 Appointed President and CEO of OMRON HEALTHCARE Co., Ltd. (Retired in March 2015)</p> <p>June 2010 Appointed Executive Officer of the Company</p> <p>June 2012 Appointed Managing Executive Officer</p> <p>April 2015 Appointed Chief Technology Officer (CTO) (to present) Appointed Senior General Manager of Technology &amp; Intellectual Property H.Q.</p> <p>April 2017 Appointed Senior Managing Director</p> <p>June 2017 Appointed Representative Director (to present)</p> <p>March 2018 Appointed Senior General Manager of Innovation Exploring Initiative HQ</p> <p>April 2023 Appointed Executive Officer and Executive Vice President (to present)</p> <p><i>Areas of responsibility in the Company:</i> Executive Officer and Executive Vice President CTO Member of the Compensation Advisory Committee</p> <p>&lt;Reasons nominated as a candidate&gt; Mr. Kiichiro Miyata appropriately supervises the corporate management as Representative Director based on a technical perspective. Mr. Miyata actively comments as a member of the Compensation Advisory Committee to contribute to increasing transparency and fairness in the compensation of Directors. Having superior insight into new business creation, innovation, DX, and IT, he currently serves as CTO to formulate and implement technology strategies from a management standpoint over the medium and long term with an aim to realize the long-term vision SF2030 and accomplish Structural Reform Program NEXT2025. Based on these factors, the Company believes that he is a suitable person for achieving sustained improvements in corporate value and therefore requests his reelection as a Director.</p>

Notes: 1. There are no special interests between the Company and Mr. Kiichiro Miyata.

2. In order to ensure that Directors and Audit & Supervisory Board Members can adequately fulfill their expected roles, the Company has concluded an indemnity agreement with Directors and Audit & Supervisory Board Members, which indemnifies them for expenses in Article 430-2, Paragraph 1, Item 1 of the Companies Act and for losses in Item 2 of the same paragraph within the limits stipulated by laws and regulations. If the reelection of Mr. Kiichiro Miyata is approved, the Company plans to continue the aforementioned indemnity agreement.
3. In order to ensure that Directors and Audit & Supervisory Board Members can adequately fulfill their expected roles, the Company has entered into a directors and officers liability insurance contract to insure its Directors and Audit & Supervisory Board Members. The contract shall cover damage that may arise due to the insured assuming liability for the execution of their duties, or receiving a claim pertaining to the pursuit of such liability. If the reelection of Mr. Kiichiro Miyata is approved, he shall be insured under the said insurance contract. The Company plans to renew the said insurance contract during his term of office.
4. The number of shares of the Company owned above includes the real number of shares held in the name of the OMRON Officers' Stock Ownership Plan (as of March 31, 2025). The number of dilutive shares represents the number of shares corresponding to the cumulative total points under a stock compensation plan using a trust (non-performance-linked component).



Candidate number	Name (Date of birth)	Career summary, position in the Company, areas of responsibility, and significant concurrent positions
4	<p>Mr. Masahiko Tomita (August 20, 1966) (Male) Reelection</p> <p>Number of shares of the Company owned: Common shares: 12,340 Dilutive shares: 9,994 Tenure as Director: 2 years Attendance at the Board of Directors meetings during fiscal 2024: 12/12 times (100%)</p>	<p>April 1989 Joined the Company March 2012 Appointed General Manager of Corporate Planning Department, Global Strategy HQ April 2014 Appointed Executive Officer March 2017 Appointed Senior General Manager of Global Human Resources and Administration HQ April 2019 Appointed Managing Executive Officer April 2023 Appointed Senior Managing Executive Officer and CHRO (to present) June 2023 Appointed Director (to present)</p> <p><i>Areas of responsibility, etc., in the Company:</i> Senior Managing Executive Officer CHRO Member of the Personnel Advisory Committee</p> <p>&lt;Reasons nominated as a candidate&gt; Mr. Masahiko Tomita appropriately supervises the corporate management as a Director mainly based on perspectives of human resource strategies, sustainability and ESG. He actively comments as a member of the Personnel Advisory Committee to contribute to increasing transparency and fairness in executive personnel matters. With his deep insight into human resource development, diversity, and human resource management and as CHRO, he formulates and implements human resource strategies from a management standpoint over the medium and long term, with an aim to realize the long-term vision SF2030 and accomplish Structural Reform Program NEXT2025. Based on these factors, the Company believes that he is a suitable person for achieving sustained improvements in corporate value and therefore requests his reelection as a Director.</p>

Notes: 1. There are no special interests between the Company and Mr. Masahiko Tomita.

2. In order to ensure that Directors and Audit & Supervisory Board Members can adequately fulfill their expected roles, the Company has concluded an indemnity agreement with Directors and Audit & Supervisory Board Members, which indemnifies them for expenses in Article 430-2, Paragraph 1, Item 1 of the Companies Act and for losses in Item 2 of the same paragraph within the limits stipulated by laws and regulations. If the reelection of Mr. Masahiko Tomita is approved, the Company plans to continue the aforementioned indemnity agreement.
3. In order to ensure that Directors and Audit & Supervisory Board Members can adequately fulfill their expected roles, the Company has entered into a directors and officers liability insurance contract to insure its Directors and Audit & Supervisory Board Members. The contract shall cover damage that may arise due to the insured assuming liability for the execution of their duties, or receiving a claim pertaining to the pursuit of such liability. If the reelection of Mr. Masahiko Tomita is approved, he shall be insured under the said insurance contract. The Company plans to renew the said insurance contract during his term of office.
4. The number of shares of the Company owned above includes the real number of shares held in the name of the OMRON Officers' Stock Ownership Plan (as of March 31, 2025). The number of dilutive shares represents the number of shares corresponding to the cumulative total points under a stock compensation plan using a trust (non-performance-linked component).

Candidate number	Name (Date of birth)	Career summary, position in the Company, areas of responsibility, and significant concurrent positions
5	<p>Mr. Shizuto Yukumoto (December 25, 1961) (Male) Reelection</p> <p>Number of shares of the Company owned: Common shares: 15,944 Dilutive shares: 13,415 Tenure as Director: 2 years Attendance at the Board of Directors meetings during fiscal 2024: 12/12 times (100%) Number of listed companies including OMRON where he concurrently serves as an officer with business execution 0 without business execution 2</p>	<p>April 1985 Joined the Company April 2009 Appointed President &amp; CEO of OMRON EUROPE B.V. June 2010 Appointed Executive Officer March 2012 Appointed Senior General Manager of Environmental Solutions Business HQ March 2014 Appointed Senior General Manager of Environmental Business HQ April 2014 Appointed Managing Executive Officer Feb. 2017 Appointed Company President of Electronic and Mechanical Components Company (currently Device &amp; Module Solutions Company) June 2023 Appointed Director (to present)</p> <p><i>Areas of responsibility, etc., in the Company:</i> Vice Chairman of the CEO Selection Advisory Committee Vice Chairman of the Personnel Advisory Committee Vice Chairman of the Compensation Advisory Committee Member of the Corporate Governance Committee</p> <p><i>Significant concurrent position:</i> Outside Director of YAMABIKO CORPORATION</p> <p>&lt;Reasons nominated as a candidate&gt; Mr. Shizuto Yukumoto appropriately supervises the corporate management as a full-time Director not engaged in business execution, with an aim to realize the long-term vision SF2030 and accomplish Structural Reform Program NEXT2025. As Vice Chairman of the CEO Selection Advisory Committee, the Personnel Advisory Committee and the Compensation Advisory Committee, and as a member of the Corporate Governance Committee, he actively comments to contribute to increasing transparency and fairness in the management of the Company, including the appointment of CEO. Based on his abundant global business experience and deep insight into new business creation, DX and IT, he contributes to enhancing governance of the Group from an objective standpoint. Based on these factors, the Company believes that he is a suitable person for achieving sustained improvements in corporate value and therefore requests his reelection as a Director.</p>

Notes: 1. There are no special interests between the Company and Mr. Shizuto Yukumoto.

2. In order to ensure that Directors and Audit & Supervisory Board Members can adequately fulfill their expected roles, the Company has concluded an indemnity agreement with Directors and Audit & Supervisory Board Members, which indemnifies them for expenses in Article 430-2, Paragraph 1, Item 1 of the Companies Act and for losses in Item 2 of the same paragraph within the limits stipulated by laws and regulations. If the reelection of Mr. Shizuto Yukumoto is approved, the Company plans to continue the aforementioned indemnity agreement.
3. In order to ensure that Directors and Audit & Supervisory Board Members can adequately fulfill their expected roles, the Company has entered into a directors and officers liability insurance contract to insure its Directors and Audit & Supervisory Board Members. The contract shall cover damage that may arise due to the insured assuming liability for the execution of their duties, or receiving a claim pertaining to the pursuit of such liability. If the reelection of Mr. Shizuto Yukumoto is approved, he shall be insured under the said insurance contract. The Company plans to renew the said insurance contract during his term of office.
4. The number of shares of the Company owned above includes the real number of shares held in the name of the OMRON Officers' Stock Ownership Plan (as of March 31, 2025). The number of dilutive shares represents the number of shares corresponding to the cumulative total points under a stock compensation plan using a trust (non-performance-linked component).

Candidate number	Name (Date of birth)	Career summary, position in the Company, areas of responsibility, and significant concurrent positions
6	<p>Mr. Takehiro Kamigama (January 12, 1958) (Male) &lt;Outside Executive candidate&gt; &lt;Independent Officer candidate&gt; Reelection</p> <p>Number of shares of the Company owned: Common shares: 0 Tenure as Director: 8 years Attendance at the Board of Directors meetings during fiscal 2024: 12/12 times (100%) Number of listed companies including OMRON where he concurrently serves as an officer with business execution 0 without business execution 3</p>	<p>April 1981 Joined TDK Corporation June 2002 Appointed Corporate Officer of TDK Corporation June 2003 Appointed Senior Vice President of TDK Corporation June 2004 Appointed Director &amp; Executive Vice President of TDK Corporation June 2006 Appointed President &amp; Representative Director of TDK Corporation June 2016 Appointed Chairman &amp; Representative Director of TDK Corporation June 2017 Appointed Outside Director of the Company (to present) June 2018 Appointed Mission Executive of TDK Corporation July 2021 Appointed Chief Consultant, Contemporary Amperex Technology Japan KK (to present)</p> <p><i>Areas of responsibility, etc., in the Company:</i> Chairman of the CEO Selection Advisory Committee Chairman of the Corporate Governance Committee Member of the Personnel Advisory Committee Member of the Compensation Advisory Committee</p> <p><i>Significant concurrent positions:</i> Chief Consultant of Contemporary Amperex Technology Japan KK External Director of SoftBank Corp. (scheduled to retire in June 2025) Outside Director of the Board of KOKUYO Co., Ltd. External Director of Nippon Sheet Glass Co., Ltd. (scheduled to be appointed in June 2025)</p> <p>&lt;Reasons nominated as a candidate and overview of expected role&gt; Having served in management positions at a global company, Mr. Takehiro Kamigama has a considerable track record of management achievements and superior insight into innovation, technology, DX and IT, and appropriately supervises corporate management as an Outside Director with an aim of realizing the long-term vision SF2030 and accomplishing Structural Reform Program NEXT2025. In addition, Mr. Kamigama shares his experience and insight as management expert, and actively comments as Chairman of the CEO Selection Advisory Committee and the Corporate Governance Committee, and as a member of the Personnel Advisory Committee and the Compensation Advisory Committee to contribute to increasing transparency and fairness in the management of the Company. Based on these factors, the Company expects that he will be a suitable person for supervising management for sustained improvements in corporate value and therefore requests his reelection as an Outside Director.</p>

- Notes: 1. There are no special interests between the Company and Mr. Takehiro Kamigama.
2. Mr. Takehiro Kamigama is currently an Outside Director of the Company, and the Company has provided notification as an Independent Officer to Tokyo Stock Exchange, Inc. If Mr. Kamigama's reelection is approved, the Company plans to provide notification as an Independent Officer to Tokyo Stock Exchange, Inc. Details of "The Company's policy regarding the independence of Outside Executives" are described on pages 23 to 24.
3. The Company has established a provision in its Articles of Incorporation for limited liability agreements with Outside Directors and Outside Audit & Supervisory Board Members with the approval of shareholders, to ensure that they can adequately fulfill their expected roles. Accordingly, the Company has formed a limited liability agreement with Outside Directors and Outside Audit & Supervisory Board Members that sets the amount of their liability at either JPY 10 million or the minimum liability amount prescribed in Article 425-1 of the Companies Act, whichever is higher. If Mr. Takehiro Kamigama's reelection is approved, the Company plans to continue the aforementioned limited liability agreement.
4. In order to ensure that Directors and Audit & Supervisory Board Members can adequately fulfill their expected roles, the Company has concluded an indemnity agreement with Directors and Audit & Supervisory Board Members, which indemnifies them for expenses in Article 430-2, Paragraph 1, Item 1 of the Companies Act and for losses in Item 2 of the same paragraph within the limits stipulated by laws and regulations. If the reelection of Mr. Takehiro Kamigama is approved, the Company plans to continue the aforementioned indemnity agreement.
5. In order to ensure that Directors and Audit & Supervisory Board Members can adequately fulfill their expected roles, the Company has entered into a directors and officers liability insurance contract to insure its Directors and Audit & Supervisory Board Members. The contract shall cover damage that may arise due to the insured assuming liability for the execution of their duties, or receiving a claim pertaining to the pursuit of such liability. If the reelection of Mr. Takehiro Kamigama is approved, he shall be insured under the said insurance contract. The Company plans to renew the said insurance contract during his term of office.

Candidate number	Name (Date of birth)	Career summary, position in the Company, areas of responsibility, and significant concurrent positions
7	<p>Ms. Izumi Kobayashi (January 18, 1959) (Female) &lt;Outside Executive candidate&gt; &lt;Independent Officer candidate&gt; Reelection</p> <p>Number of shares of the Company owned: Common shares: 2,434 Tenure as Director: 5 years Attendance at the Board of Directors meetings during fiscal 2024: 11/12 times (91.7%) Number of listed companies including OMRON where she concurrently serves as an officer (from June 2025 onward): with business execution 0 without business execution 2 (scheduled)</p>	<p>April 1981 Joined Mitsubishi Chemical Industries Limited (currently Mitsubishi Chemical Corporation) June 1985 Joined Merrill Lynch Futures Japan Inc. Dec. 2001 Appointed President and Representative Director of Merrill Lynch Japan Securities Co., Ltd. Nov. 2008 Appointed Executive Vice President of Multilateral Investment Guarantee Agency, The World Bank Group April 2015 Appointed Vice Chairperson of Japan Association of Corporate Executives June 2016 Appointed Governor of Japan Broadcasting Corporation June 2020 Appointed Outside Director of the Company (to present)</p> <p><i>Areas of responsibility, etc., in the Company:</i> Chairman of the Personnel Advisory Committee Member of the CEO Selection Advisory Committee Member of the Compensation Advisory Committee Member of the Corporate Governance Committee</p> <p><i>Significant concurrent positions:</i> Outside Director of ANA HOLDINGS INC. (scheduled to retire in June 2025) Outside Director of Mizuho Financial Group, Inc. (scheduled to retire in June 2025) Independent Director of Fujitsu Limited (scheduled to be appointed in June 2025)</p> <p>&lt;Reasons nominated as a candidate and overview of expected role&gt; Ms. Izumi Kobayashi has abundant experience and international insight cultivated through her service as a representative for private financial institutions and an international development financial institution. Furthermore, she has expertise in sustainability, ESG and diversity, and appropriately supervises corporate management as an Outside Director with an aim of realizing the long-term vision SF2030 and accomplishing Structural Reform Program NEXT2025. In addition, Ms. Kobayashi shares her experience and insight as management expert, and actively comments as Chairman of the Personnel Advisory Committee and as a member of the CEO Selection Advisory Committee, the Compensation Advisory Committee and the Corporate Governance Committee to contribute to increasing transparency and fairness in the management of the Company. Based on these factors, the Company expects that she will be a suitable person for supervising management for sustained improvements in corporate value and therefore requests her reelection as an Outside Director.</p>

- Notes: 1. There are no special interests between the Company and Ms. Izumi Kobayashi.
2. Ms. Izumi Kobayashi is currently an Outside Director of the Company, and the Company has provided notification as an Independent Officer to Tokyo Stock Exchange, Inc. If Ms. Kobayashi's reelection is approved, the Company plans to provide notification as an Independent Officer to Tokyo Stock Exchange, Inc. Details of "The Company's policy regarding the independence of Outside Executives" are described on pages 23 to 24.
3. The Company has established a provision in its Articles of Incorporation for limited liability agreements with Outside Directors and Outside Audit & Supervisory Board Members with the approval of shareholders, to ensure that they can adequately fulfill their expected roles. Accordingly, the Company has formed a limited liability agreement with Outside Directors and Outside Audit & Supervisory Board Members that sets the amount of their liability at either JPY 10 million or the minimum liability amount prescribed in Article 425-1 of the Companies Act, whichever is higher. If Ms. Izumi Kobayashi's reelection is approved, the Company plans to continue the aforementioned limited liability agreement.
4. In order to ensure that Directors and Audit & Supervisory Board Members can adequately fulfill their expected roles, the Company has concluded an indemnity agreement with Directors and Audit & Supervisory Board Members, which indemnifies them for expenses in Article 430-2, Paragraph 1, Item 1 of the Companies Act and for losses in Item 2 of the same paragraph within the limits stipulated by laws and regulations. If the reelection of Ms. Izumi Kobayashi is approved, the Company plans to continue the aforementioned indemnity agreement.
5. In order to ensure that Directors and Audit & Supervisory Board Members can adequately fulfill their expected roles, the Company has entered into a directors and officers liability insurance contract to insure its Directors and Audit & Supervisory Board Members. The contract shall cover damage that may arise due to the insured assuming liability for the execution of their duties, or receiving a claim pertaining to the pursuit of such liability. If the reelection of Ms. Izumi Kobayashi is approved, she shall be insured under the said insurance contract. The Company plans to renew the said insurance contract during her term of office.
6. Mizuho Financial Group Inc., at which Ms. Izumi Kobayashi serves as Outside Director, received a business improvement order from the Financial Services Agency in November 2021 on account of eight system failures that occurred in the system of its subsidiary, Mizuho Bank, Ltd., from February to September 2021. The said

company submitted a business improvement plan to the Financial Services Agency in January of the following year and worked to prevent recurrence. Ms. Kobayashi had already been making appropriate proposals prior to the incident regarding group governance, risk management and compliance with laws and regulations at the said company's Board of Directors meetings and other meetings. Even after the facts above occurred, she gave suggestions regarding measures to prevent recurrence in the future and verified the progress of the business improvement plan as a member of the said company's System Failure Special Investigative Committee, gave reports on the investigation details, etc. to the Board of Directors and made efforts to strengthen supervision functions, thereby fulfilling her duties.

7. The number of shares of the Company owned above includes the real number of shares held in the name of the OMRON Officers' Stock Ownership Plan (as of March 31, 2025).

Candidate number	Name (Date of birth)	Career summary, position in the Company, areas of responsibility, and significant concurrent positions
8	<p>Mr. Yoshihisa Suzuki (June 21, 1955) (Male) &lt;Outside Executive candidate&gt; &lt;Independent Officer candidate&gt; Reelection</p> <p>Number of shares of the Company owned: Common shares: 1,890 Tenure as Director: 3 years Attendance at the Board of Directors meetings during fiscal 2024: 12/12 times (100%) Number of listed companies including OMRON where he concurrently serves as an officer (from June 2025 onward): with business execution 0 without business execution 3 (scheduled)</p>	<p>April 1979 Joined ITOCHU Corporation June 2003 Appointed Executive Officer of ITOCHU Corporation April 2006 Appointed Managing Executive Officer of ITOCHU Corporation April 2007 Appointed President (CEO) of ITOCHU International Inc. June 2012 Appointed Representative Director, President &amp; CEO of JAMCO CORPORATION June 2016 Appointed Representative Director and Senior Managing Executive Officer of ITOCHU Corporation April 2018 Appointed President &amp; Chief Operating Officer of ITOCHU Corporation April 2020 Appointed President &amp; Chief Operating Officer and CDO・CIO of ITOCHU Corporation April 2021 Appointed Member of the Board and Vice Chairman of ITOCHU Corporation April 2022 Appointed Vice Chairman of ITOCHU Corporation June 2022 Appointed Outside Director of the Company (to present) April 2023 Appointed Senior Vice Representative for Business Community Relations, ITOCHU Corporation April 2024 Appointed Advisory Member, ITOCHU Corporation (to present)</p> <p><i>Areas of responsibility, etc., in the Company:</i> Chairman of the Compensation Advisory Committee Member of the CEO Selection Advisory Committee Member of the Personnel Advisory Committee Member of the Corporate Governance Committee</p> <p><i>Significant concurrent positions:</i> Advisory Member, ITOCHU Corporation Outside Director of the Board of Kyowa Kirin Co., Ltd. Outside Members of the Board of JFE Holdings, Inc. (scheduled to be appointed in June 2025)</p> <p>&lt;Reasons nominated as a candidate and overview of expected role&gt; Having served in management positions at a global general trading company, Mr. Yoshihisa Suzuki has a considerable track record of international management achievements and superior insight into innovation, technology, DX and IT, and appropriately supervises corporate management as an Outside Director with an aim of realizing the long-term vision SF2030 and accomplishing Structural Reform Program NEXT2025. In addition, Mr. Suzuki shares his experience and insight as management expert, and actively comments as Chairman of the Compensation Advisory Committee and as a member of the CEO Selection Advisory Committee, the Personnel Advisory Committee, and the Corporate Governance Committee to contribute to increasing transparency and fairness in the management of the Company. Based on these factors, the Company expects that he will be a suitable person for supervising management for sustained improvements in corporate value and therefore requests his reelection as an Outside Director.</p>

- Notes: 1. Mr. Yoshihisa Suzuki currently serves as Advisory Member, ITOCHU Corporation. While the OMRON Group has a business relationship with the ITOCHU Group including sales of products, such transactions in fiscal 2024 accounted for less than 1% of the consolidated net sales of the OMRON Group and those of the ITOCHU Group. Therefore there is nothing questionable regarding the independence of Mr. Suzuki, and there are no special interests between Mr. Suzuki and the Company.
2. Mr. Yoshihisa Suzuki is currently an Outside Director of the Company, and the Company has provided notification as an Independent Officer to Tokyo Stock Exchange, Inc. If Mr. Suzuki's reelection is approved, the Company plans to provide notification as an Independent Officer to Tokyo Stock Exchange, Inc. Details of "The Company's policy regarding the independence of Outside Executives" are described on pages 23 to 24.
3. The Company has established a provision in its Articles of Incorporation for limited liability agreements with Outside Directors and Outside Audit & Supervisory Board Members with the approval of shareholders, to ensure that they can adequately fulfill their expected roles. Accordingly, the Company has formed a limited liability agreement with Outside Directors and Outside Audit & Supervisory Board Members that sets the amount of their liability at either JPY 10 million or the minimum liability amount prescribed in Article 425-1 of the Companies Act, whichever is higher. If Mr. Yoshihisa Suzuki's reelection is approved, the Company plans to continue the aforementioned limited liability agreement.
4. In order to ensure that Directors and Audit & Supervisory Board Members can adequately fulfill their expected roles, the Company has concluded an indemnity agreement with Directors and Audit & Supervisory Board Members, which indemnifies them for expenses in Article 430-2, Paragraph 1, Item 1 of the Companies Act and

- for losses in Item 2 of the same paragraph within the limits stipulated by laws and regulations. If the reelection of Mr. Yoshihisa Suzuki is approved, the Company plans to continue the aforementioned indemnity agreement.
5. In order to ensure that Directors and Audit & Supervisory Board Members can adequately fulfill their expected roles, the Company has entered into a directors and officers liability insurance contract to insure its Directors and Audit & Supervisory Board Members. The contract shall cover damage that may arise due to the insured assuming liability for the execution of their duties, or receiving a claim pertaining to the pursuit of such liability. If the reelection of Mr. Yoshihisa Suzuki is approved, he shall be insured under the said insurance contract. The Company plans to renew the said insurance contract during his term of office.
  6. The number of shares of the Company owned above includes the real number of shares held in the name of the OMRON Officers' Stock Ownership Plan (as of March 31, 2025).

**No. 4: Election of Two (2) Audit & Supervisory Board Members**

The terms of office of Audit & Supervisory Board Members Mr. Shuji Tamaki and Mr. Tadashi Kunihiro will expire at the close of this General Meeting of Shareholders. The Company therefore requests the election of two (2) Audit & Supervisory Board Members.

The Company has obtained the consent of the Audit & Supervisory Board regarding this proposal.

The Company has established the Personnel Advisory Committee to enhance the transparency, objectivity and timeliness in the nomination process of candidates for Audit & Supervisory Board Members. In response to consultation from the Chairman of the Board, who has been entrusted by the Audit & Supervisory Board, the Personnel Advisory Committee discusses and makes recommendations on the candidates for Audit & Supervisory Board Members in accordance with the election criteria. Reflecting the Personnel Advisory Committee's recommendations, and with the consent of the Audit & Supervisory Board, the Board of Directors nominates the candidates for Audit & Supervisory Board Member.

The Audit & Supervisory Board Member candidates are as stated on pages 17 to 18.

Candidate number	Name	Current position in the Company	Attendance at the Board of Directors meetings	Attendance at the Audit & Supervisory Board meetings	Tenure as Audit & Supervisory Board Member
1	<New election> Mr. Hiroto Iwasa	New Candidate	—	—	—
2	<New election> Ms. Yumiko Ichige	<Outside Executive candidate> <Independent Officer candidate>	New Candidate	—	—



Candidate number	Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions
1	<p>Mr. Hiroto Iwasa (January 27, 1966) (Male) New election</p> <p>Number of shares of the Company owned: Common shares: 6,442 Dilutive shares: 678</p>	<p>April 1991 Joined the Company</p> <p>March 2013 Appointed CEO of Omron Healthcare (China)</p> <p>March 2017 Appointed General Manager, Global HR Development Department of Global Human Resources and Administration HQ</p> <p>March 2021 Appointed Senior General Manager, Board of Directors Office (to present)</p> <p>April 2023 Appointed Executive Officer (to present)</p> <p>&lt;Reasons nominated as a candidate&gt;</p> <p>Mr. Hiroto Iwasa has been engaged in the Company's Healthcare Business, gained business experience as the President of a Chinese subsidiary and Senior General Manager of Management Strategy HQ, and by taking charge of recruitment, personnel development and diversity promotion as General Manager of Global HR Development Department of the Company, contributed to higher levels of human creativity. As Senior General Manager of Board of Directors Office, he has also contributed to improving corporate value of the Group by strengthening the monitoring function on the Board of Directors and supporting evolution of the Company's corporate governance. Through these experiences, he has superior insight into corporate governance, personnel development and human resource management.</p> <p>Based on these achievements and extensive experience, the Company expects that he will be a suitable person to serve as Audit &amp; Supervisory Board Member and therefore requests his election as an Audit &amp; Supervisory Board Member.</p>

Notes: 1. There are no special interests between the Company and Mr. Hiroto Iwasa.

2. In order to ensure that Directors and Audit & Supervisory Board Members can adequately fulfill their expected roles, the Company has concluded an indemnity agreement with Directors and Audit & Supervisory Board Members, which indemnifies them for expenses in Article 430-2, Paragraph 1, Item 1 of the Companies Act and for losses in Item 2 of the same paragraph within the limits stipulated by laws and regulations. If the election of Mr. Hiroto Iwasa is approved, the Company plans to conclude the aforementioned indemnity agreement.
3. In order to ensure that Directors and Audit & Supervisory Board Members can adequately fulfill their expected roles, the Company has entered into a directors and officers liability insurance contract to insure its Directors and Audit & Supervisory Board Members. The contract shall cover damage that may arise due to the insured assuming liability for the execution of their duties, or receiving a claim pertaining to the pursuit of such liability. If the election of Mr. Hiroto Iwasa is approved, he shall be insured under the said insurance contract. The Company plans to renew the said insurance contract during his term of office.
4. The number of shares of the Company owned above includes the real number of shares held in the name of the OMRON Employee Stockholding Association (as of March 31, 2025). The number of dilutive shares represents the number of shares corresponding to the cumulative total points under a stock compensation plan using a trust (non-performance-linked component).

Candidate number	Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions
2	<p>Ms. Yumiko Ichige (March 13, 1961) (Female) &lt;Outside Executive candidate&gt; &lt;Independent Officer candidate&gt; New election</p> <p>Number of shares of the Company owned: Common shares: 0 Number of listed companies including OMRON where she concurrently serves as an officer: with business execution 0 without business execution 3</p>	<p>April 1989 Registered as attorney with Daini Tokyo Bar Association Joined IBM Japan, Ltd. Dec. 2007 Appointed Partner, Nozomi Sogo Attorneys at Law (to present) April 2009 Appointed Vice Chairman of Daini Tokyo Bar Association April 2014 Appointed Executive Director of Japan Federation of Bar Associations</p> <p><i>Significant concurrent positions:</i> Partner, Nozomi Sogo Attorneys at Law Outside Director of ASKUL Corporation Outside Audit &amp; Supervisory Board Member of Idemitsu Kosan Co., Ltd. Outside Director of Astemo, Ltd.</p> <p>&lt;Reasons nominated as a candidate&gt; Ms. Yumiko Ichige started out her career as a corporate attorney and possesses highly specialized expertise and work experience in the fields of corporate governance, including group governance, compliance, diversity, and intellectual property, which she gained through her experience as a lawyer. She has served as Outside Director and Outside Audit &amp; Supervisory Board Member at multiple entities, including listed companies, and has served in various important positions at a bar association, a federation of bar associations, and public-interest corporations in the past. Based on these achievements and extensive experience, the Company expects that she will be a suitable person to serve as Outside Audit &amp; Supervisory Board Member and therefore requests her election as an Outside Audit &amp; Supervisory Board Member.</p>

Notes: 1. There are no special interests between the Company and Ms. Yumiko Ichige.

- Ms. Yumiko Ichige is an Outside Audit & Supervisory Board Member candidate, and meets the conditions of an Independent Officer as defined by Tokyo Stock Exchange, Inc. If her election is approved, the Company plans to provide notification as an Independent Officer to Tokyo Stock Exchange, Inc. Details of "The Company's policy regarding the independence of Outside Executives" are described on pages 23 to 24.
- The Company has established a provision in its Articles of Incorporation for limited liability agreements with Outside Directors and Outside Audit & Supervisory Board Members with the approval of shareholders, to ensure that they can adequately fulfill their expected roles. Accordingly, the Company has formed a limited liability agreement with Outside Directors and Outside Audit & Supervisory Board Members that sets the amount of their liability at either JPY 10 million or the minimum liability amount prescribed in Article 425-1 of the Companies Act, whichever is higher. If the election of Ms. Yumiko Ichige is approved, the Company plans to conclude the aforementioned limited liability agreement.
- In order to ensure that Directors and Audit & Supervisory Board Members can adequately fulfill their expected roles, the Company has concluded an indemnity agreement with Directors and Audit & Supervisory Board Members, which indemnifies them for expenses in Article 430-2, Paragraph 1, Item 1 of the Companies Act and for losses in Item 2 of the same paragraph within the limits stipulated by laws and regulations. If the election of Ms. Yumiko Ichige is approved, the Company plans to conclude the aforementioned indemnity agreement.
- In order to ensure that Directors and Audit & Supervisory Board Members can adequately fulfill their expected roles, the Company has entered into a directors and officers liability insurance contract to insure its Directors and Audit & Supervisory Board Members. The contract shall cover damage that may arise due to the insured assuming liability for the execution of their duties, or receiving a claim pertaining to the pursuit of such liability. If the election of Ms. Yumiko Ichige is approved, she shall be insured under the said insurance contract. The Company plans to renew the said insurance contract during her term of office.

(Reference)

If this item is approved and resolved as originally proposed, the members of the Audit & Supervisory Board will be as follows.

There is no change in the current number and composition of Audit & Supervisory Board Members (two Audit & Supervisory Board Members and two Outside Audit & Supervisory Board Members).

Name	Position in the Company	Attendance at the Board of Directors meetings	Attendance at the Audit & Supervisory Board meetings	Tenure as Audit & Supervisory Board Member
<Incumbent> Mr. Toshio Hosoi	Audit & Supervisory Board Member	12/12 times (100%)	13/13 times (100%)	2 years
<New election> Mr. Hiroto Iwasa	Audit & Supervisory Board Member	—	—	—
<Incumbent> Mr. Hiroshi Miura <Outside Executive> <Independent Officer>	Outside Audit & Supervisory Board Member	9/9 times (100%)	9/9 times (100%)	1 year
<New election> Ms. Yumiko Ichige <Outside Executive> <Independent Officer>	Outside Audit & Supervisory Board Member	—	—	—

Note: As Mr. Hiroshi Miura was newly elected as an Audit & Supervisory Board Member at the 87th Ordinary General Meeting of Shareholders held on June 20, 2024, and assumed office thereafter, his attendance at the Board of Directors meetings and the Audit & Supervisory Board meetings indicates the Board of Directors meetings and the Audit & Supervisory Board meetings held on and after June 20, 2024.

**No. 5: Election of One (1) Alternate Audit & Supervisory Board Member**

The term of office of the currently appointed Alternate Audit & Supervisory Board Member will expire at the opening of this General Meeting of Shareholders. To ensure that the Company will not lack the number of Audit & Supervisory Board Members stipulated by laws and regulations, the Company requests the election of one (1) Alternate Audit & Supervisory Board Member as an Alternate Outside Audit & Supervisory Board Member.

This Alternate Audit & Supervisory Board Member shall be appointed only if the Company lacks the number of Outside Audit & Supervisory Board Members stipulated by laws and regulations, and shall serve the remaining term of his predecessor. The Company has obtained the consent of the Audit & Supervisory Board regarding this proposal.

The Alternate Audit & Supervisory Board Member candidate is as follows. (The procedure for determining the candidate for Alternate Audit & Supervisory Board Member is the same as for the candidate for Audit & Supervisory Board Member described in “Proposal No. 4 Election of Two (2) Audit & Supervisory Board Members” on page 16.)

Name (Date of birth)	Career summary and significant concurrent positions
<p>Mr. Toru Watanabe (February 2, 1966) (Male) &lt;Alternate Audit &amp; Supervisory Board Member candidate&gt; &lt;Outside Executive candidate&gt; &lt;Independent Officer candidate&gt;</p> <p>Number of shares of the Company owned: Common shares: 0</p>	<p>April 1993 Registered as attorney with the Osaka Bar Association; joined Kitahama Partners (currently Kitahama Partners - Foreign Law Joint Enterprise)</p> <p>Jan. 1998 Appointed partner of Kitahama Partners (to present)</p> <p>Jan. 2020 Appointed Representative of Kitahama Partners (Legal professional corporation) (to present)</p> <p>April 2025 Appointed Representative Partner of Kitahama Partners (to present)</p> <p><i>Significant concurrent positions:</i> Partner of Kitahama Partners - Foreign Law Joint Enterprise, Attorney at Law and Representative Partner of Kitahama Partners (Legal professional corporation) and Representative Partner of Kitahama Partners Outside Director of SHOBIDO Corporation Outside Director of AOYAMA TRADING Co., Ltd. Outside Director of O-WELL CORPORATION</p> <p>&lt;Reasons nominated as an alternate candidate&gt; Mr. Toru Watanabe is an attorney specializing primarily in the Companies Act and corporate legal affairs. With his superior insight into risk management and corporate governance, he has served as an outside executive at multiple corporations. Based on these achievements and extensive experience, the Company expects that he will be a suitable person to serve as Outside Audit &amp; Supervisory Board Member and therefore requests his election as an Alternate Outside Audit &amp; Supervisory Board Member.</p>

Notes: 1. There are no special interests between the Company and Mr. Toru Watanabe.

2. Mr. Toru Watanabe is an Alternate Outside Audit & Supervisory Board Member candidate, and meets the conditions of an Independent Officer as defined by Tokyo Stock Exchange, Inc. If Mr. Watanabe is appointed as an Outside Audit & Supervisory Board Member, the Company plans to provide notification as an Independent Officer to Tokyo Stock Exchange, Inc. Details of “The Company’s policy regarding the independence of Outside Executives” are described on pages 23 to 24.
3. The Company has established a provision in its Articles of Incorporation for limited liability agreements with Outside Directors and Outside Audit & Supervisory Board Members with the approval of shareholders, to ensure that they can adequately fulfill their expected roles. Accordingly, the Company has formed a limited liability agreement with Outside Directors and Outside Audit & Supervisory Board Members that sets the amount of their liability at either JPY 10 million or the minimum liability amount prescribed in Article 425-1 of the Companies Act, whichever is higher. If Mr. Toru Watanabe is appointed as an Outside Audit & Supervisory Board Member, the Company plans to conclude the aforementioned limited liability agreement.
4. In order to ensure that Directors and Audit & Supervisory Board Members can adequately fulfill their expected roles, the Company has concluded an indemnity agreement with Directors and Audit & Supervisory Board Members, which indemnifies them for expenses in Article 430-2, Paragraph 1, Item 1 of the Companies Act and for losses in Item 2 of the same paragraph within the limits stipulated by laws and regulations. If Mr. Toru Watanabe is appointed as an Outside Audit & Supervisory Board Member, the Company plans to conclude the aforementioned indemnity agreement.
5. In order to ensure that Directors and Audit & Supervisory Board Members can adequately fulfill their expected roles, the Company has entered into a directors and officers liability insurance contract to insure its Directors and Audit & Supervisory Board Members. The contract shall cover damage that may arise due to the insured assuming liability for the execution of their duties, or receiving a claim pertaining to the pursuit of such liability. If Mr. Toru Watanabe is appointed as Outside Audit & Supervisory Board Member, he shall be insured under the said insurance contract.

(Reference)

### 1. Policy regarding Composition of the Board of Directors

In order to strengthen the supervision function of the Board of Directors, at the Company, management oversight and business execution are kept separate, and a majority of the Board of Directors shall consist of Directors who are not involved with business execution. In addition, at least one-third of the Board of Directors shall consist of Outside Directors. Regarding Outside Directors and Outside Audit & Supervisory Board Members, from the perspective of ensuring their independence, they are elected in accordance with the Company's "Independence Requirements for Outside Executives." Based on the above, the Board of Directors shall consist of diverse members who possess the experience, specialized knowledge, and insights necessary to realize the OMRON Group's management vision and shall ensure diversity without distinction as to gender, nationality, international experience, or age.

### 2. Policy regarding Appointment of Directors and Audit & Supervisory Board Members

- Directors, Audit & Supervisory Board Members, and Executive Officers are composed of diverse members who possess the experience, specialized knowledge and insights necessary to realize the OMRON Group's management vision and shall ensure diversity without distinction as to gender, nationality, international experience, or age.
- To swiftly respond to the need for global-scale growth and greater competitive strength, as well as significant changes in the business environment, the Personnel Advisory Committee shall work to ensure diversity in the Board of Directors, Audit & Supervisory Board, and among Executive Officers in terms including work experience, specialized knowledge, insights, gender, nationality, international experience, and age.
- The experience, specialized knowledge, and insight necessary for the realization of the OMRON Group's management vision related to Directors and Audit & Supervisory Board Members is presented in the skill matrix.

#### [Criteria for Appointment of Outside Directors]

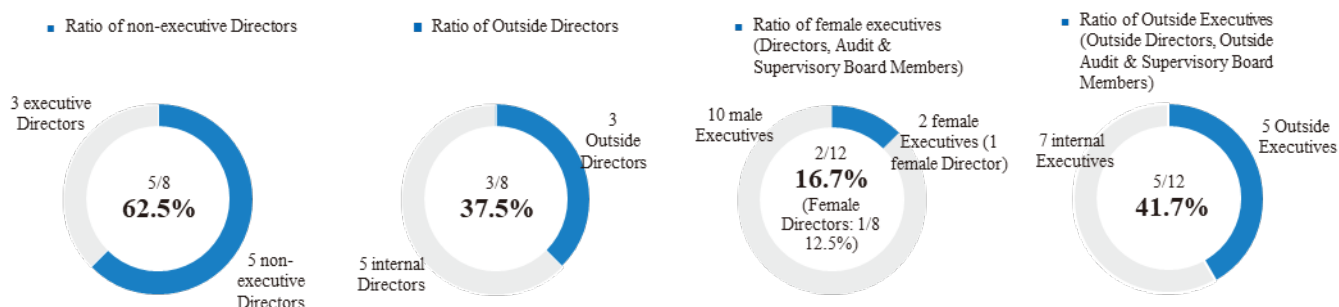
- Outside Directors are deeply involved in the CEO Selection Advisory Committee, which specializes in matters such as the appointment of the President, which is the top-priority matter in management oversight. In order to establish a highly transparent and objective system for appointing a President and CEO, Outside Directors must have management experience or equivalent experience.

#### [Criteria for Appointment of Outside Audit & Supervisory Board Members]

- Audit & Supervisory Board Members must possess the necessary insight, high ethical standards, fairness, and integrity as an Audit & Supervisory Board Member, as well as specialized knowledge in law, finance, accounting, management, or other areas.

### 3. Composition of the Board of Directors

If Proposal No. 3 and Proposal No. 4 are approved as originally proposed, the composition of the Board of Directors will be as follows.



#### 4. Main Areas of Expertise and Specialization of Directors and Audit & Supervisory Board Members (Skill Matrix)

- Areas of expertise and specialization (skills) required for Directors and Audit & Supervisory Board Members for the realization of the long-term vision SF2030

Areas of expertise and specialization (skills)	Definitions of skills
Corporate Management	Experience as Chairman/President or equivalent experience (experience as Representative Director, etc.)
Sustainability, ESG	Possesses business, management experience, and specialized knowledge related to sustainability and ESG
New business creation, innovation	Possesses business, management experience, and specialized knowledge related to new business and innovation
Technology, production, quality	Possesses business, management experience, and specialized knowledge related to technology, production, and quality
DX, IT	Possesses business, management experience, and specialized knowledge related to DX and IT
Human resource development, diversity, human resource management	Possesses business, management experience, and specialized knowledge related human resource development, diversity, and human resource management
Financial accounting	Qualified as a CPA, CFO experience, business experience in financial institutions and accounting departments, and listed company management experience
Legal affairs, compliance, internal control	Qualified as an attorney, experience as an auditor, work experience in legal and internal audit departments
Global experience	Global experience, overseas business experience

\*Three years of experience or more is required in principle.

If Proposal No. 3 and Proposal No. 4 are approved as originally proposed, the main areas of expertise and specialization of Directors and Audit & Supervisory Board Members will be as follows.

Position and name	Corporate management	Sustainability ESG	New business creation Innovation	Technology Production Quality	DX IT	Human resource development, diversity, human resource management	Financial accounting	Legal affairs, compliance, internal control	Global experience	Background and Qualifications
Chairman of the Board Yoshihito Yamada	•	•					•		•	
Representative Director, President and CEO Junta Tsujinaga	•			•	•				•	
Representative Director, Executive Officer and Executive Vice President, CTO Kiichiro Miyata	•		•	•	•				•	
Director, Senior Managing Executive Officer, CHRO Masahiko Tomita		•				•			•	
Director Shizuto Yukumoto			•		•				•	
Outside Director Takehiro Kamigama	•	•	•	•	•		•		•	Manufacturing industry
Outside Director Izumi Kobayashi	•	•	•			•	•		•	Finance and international organization
Outside Director Yoshihisa Suzuki	•	•	•	•	•		•		•	General trading company
Audit & Supervisory Board Member Toshio Hosoi			•		•			•		
Audit & Supervisory Board Member Hiroto Iwasa		•				•			•	
Outside Audit & Supervisory Board Member Hiroshi Miura	•						•	•	•	Certified Public Accountant
Outside Audit & Supervisory Board Member Yumiko Ichige		•				•		•		Lawyer

## **The Company's policy regarding the independence of Outside Executives**

- The Company makes it a rule to elect and appoint Outside Executive nominees following resolutions by the Board of Directors, based on the consultation to, deliberation by and reporting from the Personnel Advisory Committee chaired by an Outside Director, in accordance with the independence requirements stated in the Company's own "Independence Requirements for Outside Executives (see Note)" in addition to the requirements under the Companies Act.
- With regard to making all Outside Executives Independent Officers, the matter was resolved at a meeting of the Board of Directors. This decision followed consultation with the Corporate Governance Committee, composed of Outside Executives and non-executive internal Directors, with a view to ensuring that the Company's own "Independence Requirements for Outside Executives" are appropriate criteria for judging the independence of Outside Executives.

(Note) "Independence Requirements for Outside Executives" (revised on December 25, 2014)

In selecting new Outside Executive nominees, the Company has set the following independence requirements to define relations between the OMRON Group and the nominees as well as companies or organizations to which they belong. Outside Executives shall maintain the following independence requirements after appointment as well, and if there is an appointment to a principal position, independence shall be reviewed based on these independence requirements by the Personnel Advisory Committee.

1. Nominees for Outside Executives shall not be Directors (excluding Outside Directors), Audit & Supervisory Board Members (excluding Outside Audit & Supervisory Board Members), Executive Officers or employees of the OMRON Group (see Note) and they shall not have been Directors (excluding Outside Directors), Audit & Supervisory Board Members (excluding Outside Audit & Supervisory Board Members), Executive Officers or employees of the OMRON Group in the past.
2. They shall not have been large shareholders of the OMRON Group (\*), or Directors, Audit & Supervisory Board Members, Executive Officers or employees of a company in which the OMRON Group is a large shareholder in any of the past five fiscal years.  
(\* ) A large shareholder refers to a company, etc. with a shareholding ratio exceeding 10% of total voting rights.
3. They shall not be Directors, Audit & Supervisory Board Members, Executive Officers or employees at significant transaction partners (\*) of the OMRON Group.  
(\* ) A significant transaction partner refers to a company whose payments or received transaction amount in business with the OMRON Group in the previous fiscal year and the past three fiscal years represent more than 2% of the consolidated net sales of the Group or the transaction partner (including its parent company and significant subsidiaries).
4. They shall not be Directors, Audit & Supervisory Board Members, Executive Officers or employees of a corporation, organization, etc. receiving large donations (\*) from the OMRON Group.  
(\* ) Large donations refer to donations of JPY 10 million per year or donations that represent more than 2% of the consolidated net sales or total income of the donation recipient, whichever amount is larger, based on the average for the past three fiscal years.
5. Companies or organizations to which the nominee belongs must not have appointed designated Directors, Audit & Supervisory Board Members, or Executive Officers to the OMRON Group or vice versa.
6. They shall not have been representative partners, staff members, partners or employees at the Accounting Auditors serving the OMRON Group in any of the past five fiscal years.
7. They shall not be legal specialists, certified public accountants, consultants, etc., that receive large amounts of money (\*) or other assets from the OMRON Group besides compensation of Directors or Audit & Supervisory Board Members.  
(\* ) Large amounts of money refer to JPY 10 million per year in the cases of an individual or an amount that represents more than 2% of the consolidated net sales in the case of an organization based on the average for the past three fiscal years.
8. They shall not be a spouse, family member within the second degree of relationship, family member that lives in the same residence, or a dependent of any of the following parties.
  - (1) Directors, Audit & Supervisory Board Members, Executive Officers or principal employees (\*) of the OMRON Group
  - (2) Parties that were Directors, Audit & Supervisory Board Members, Executive Officers or principal employees of the OMRON Group in any of the past five fiscal years
  - (3) Parties that are restricted from appointment based on items 2. through 7. above

(\*) Principal employees refer to employees at the Senior General Manager level or above.

9. In addition, there shall be nothing questionable regarding the independence in performing duties as an Outside Executive.

Note: The above term 'OMRON Group' means OMRON Corporation and its subsidiaries.



**No. 6: Revision of Standard for Calculating the Amount of Short-term Performance-linked Compensation (Bonuses) for Directors**

Reasons for the Proposal and such Revision Deemed as Appropriate, and Contents of Revision, etc.

Compensation for Directors of the Company (excluding Outside Directors; the same applies hereinafter) shall consist of a “base salary,” “short-term performance-linked compensation (bonuses),” and “medium-to-long-term, performance-linked compensation (stock compensation).”

Of the above, as for the “short-term performance-linked compensation (bonuses),” “1. Maximum limit of the aggregate amount” (a total of JPY 600 million per year) and “2. The standards for calculating the amount of compensation” were approved at the 81st Ordinary General Meeting of Shareholders held on June 19, 2018 and remain unchanged up until the present day. The “short-term performance-linked compensation (bonuses)” from the 82nd term onward was resolved by the Board of Directors according to the approved maximum limit and the standards, based on the deliberations and recommendations of the Compensation Advisory Committee.

In order to allow for a stronger linkage between the compensation and performance and for flexible response to external circumstances, this proposal seeks approval for changing from the 89th term onward “2. The standards for calculating the amount of compensation,” which were approved as mentioned above, with the aim of motivating Directors further to improve yearly performance and achieve performance targets. Details of the change are as explained below. No change will be made to “1. Maximum limit of the aggregate amount” mentioned above.

How to determine the standards for calculating the amount of compensation

The standards for calculating the amount of the short-term performance-linked compensation (bonuses), including target figures and a formula for calculating compensation based on a yearly plan, shall be determined every fiscal year by the Board of Directors, based on the deliberations and recommendations of the Compensation Advisory Committee.

The Company stipulates in Compensation Policy for Directors that the structure of compensation, the compensation composition ratio, the level of the base salary, and performance indicators and evaluation methods of performance-linked compensation shall be determined based on the deliberations and recommendations of the Compensation Advisory Committee. As this proposal meets this policy, the Company judged it to be appropriate.

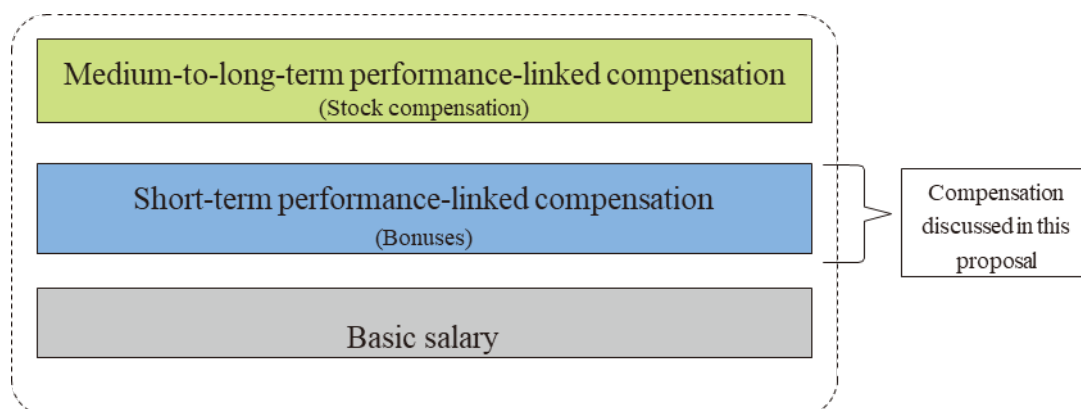
The Company discloses its Compensation Policy for Directors and Overview of Compensation Structure for Directors in “4. Directors and Audit & Supervisory Board Members, (3) Compensation of Directors and Audit & Supervisory Board Members” of Business Report (provided electronically on the Company’s website, etc.). After this proposal is approved, the Company will continue disclosing evaluation indicators and evaluation weight for determining the “short-term performance-linked compensation (bonuses),” which demonstrates that the entire amount of the “short-term performance-linked compensation (bonuses)” is linked to quantitative performance indicators. The Company also ensures objectivity of the determining process of compensation through disclosure of the structure of the Compensation Advisory Committee, the procedure for determining compensation, etc.

This proposal was deliberated by the Compensation Advisory Committee which is composed of members the majority of whom are Outside Directors, and is chaired by an Outside Director.

If Proposal No. 3 “Election of Eight (8) Directors” is approved as originally proposed, five (5) Directors will be eligible for this proposal.

## Reference

### <Chart of Structure of Compensation for Directors>



\*The chart above does not indicate the percentage of each compensation.

## [Reference]

If this proposal is approved as originally proposed, the standards for calculating the amount of the short-term performance-linked compensation (bonuses) scheduled for the next term (the 89th term) are as follows.

The amount of payment varies according to the achievement of operating income, net income, and ROIC targets defined in the annual operating plan; however, the maximum aggregate amount per year shall be JPY 600 million, as approved at the 81st Ordinary General Meeting of Shareholders held on June 19, 2018.

$$\begin{array}{|c|} \hline \text{Base amount for each} \\ \text{position} \\ \hline \end{array} \times \begin{array}{|c|} \hline \text{Performance score} \\ \text{(Operating income 50\%, net income 50\%)} \\ \hline \end{array} \times \begin{array}{|c|} \hline \text{ROIC score} \\ \hline \end{array} = \begin{array}{|c|} \hline \text{Short-term performance-linked} \\ \text{compensation (bonuses)} \\ \hline \end{array}$$

**No. 7: Partial Revision of the Performance-linked and Share-based Incentive Plan for Directors**

Compensation for Directors of the Company consists of a “base salary,” “short-term performance-linked compensation (bonuses),” and “medium-to-long-term, performance-linked compensation (stock compensation).”

Of the above, as for the “medium-to-long-term, performance-linked compensation (stock compensation),” a performance-linked stock compensation plan (the “Plan”) was approved at the 80th Ordinary General Meeting of Shareholders held on June 22, 2017, and partial revisions thereto were approved at the 84th Ordinary General Meeting of Shareholders held on June 24, 2021. Since then, the Plan remains unchanged up until the present day. With the aim of further heightening Directors’ motivation to contribute to sustained improvements in corporate value, this proposal seeks approval for continuation of the Plan with partial revision.

The Company has implemented the basic policy for and the method of determination of compensation for Directors, as presented in “4. Directors and Audit & Supervisory Board Members, (3) Compensation of Directors and Audit & Supervisory Board Members” of Business Report (provided electronically on the Company’s website, etc.). Conditional upon approval for this proposal as originally proposed, the Company will revise Compensation Policy for Directors, as presented on page 34.

**1. Reasons for the Proposal and such Compensation Deemed as Appropriate**

The Plan applied to the Company’s Directors (excluding Outside Directors) is intended to clarify the linkage between compensation for Directors and the Company’s stock value to heighten their motivation to attain performance targets specified in the medium-term management plan and to contribute to sustained improvements in corporate value (stock value) through Directors’ ownership of the Company’s shares. The Plan was approved and adopted at the 80th Ordinary General Meeting of Shareholders held on June 22, 2017, and then the continuation and partial revision of the Plan were approved at the 84th Ordinary General Meeting of Shareholders held on June 24, 2021. Since then, the Plan remains unchanged up until the present day.

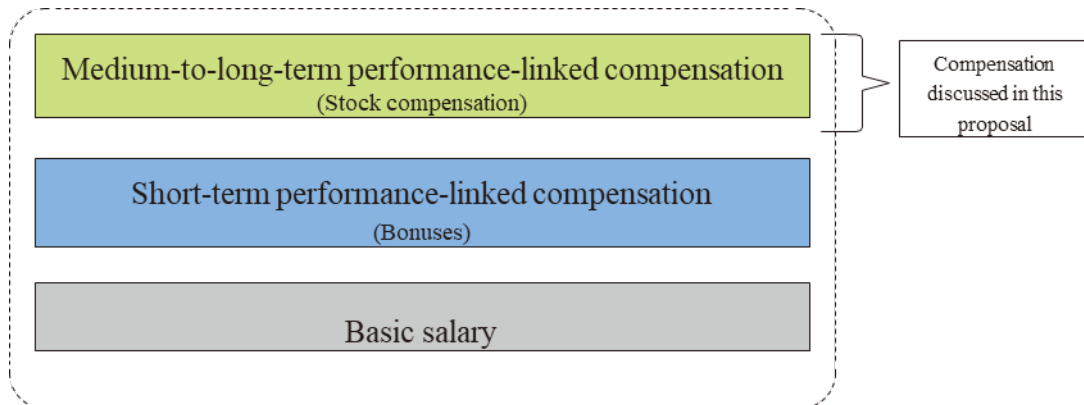
As the four years from fiscal 2021 to fiscal 2024, the period covered by the continued Plan, came to an end, the Company shall, upon continuing the Plan in the two business years (the “covered period;” the covered period this time will be two years from fiscal 2025 to fiscal 2026), add Outside Directors of the Company as persons eligible for the grant under the Plan, and partially revise the contents of the performance achievement conditions. However, Outside Directors will be granted only the non-performance-linked component in light of their expected roles.

This revision aims to share interests with shareholders by promoting sustainable improvement of corporate value over a medium to long term and to motivate achievement of strategic management goals in pursuit of sustainable development of the Group. The revision was deliberated by the Compensation Advisory Committee which is composed of members the majority of whom are Outside Directors, and is chaired by an Outside Director, and the Company judged it to be appropriate.

The number of Directors who are eligible for the Plan will be eight (8) (including three (3) Outside Directors), if Proposal No. 3 “Election of Eight (8) Directors” is approved as originally proposed.

## Reference

### <Chart of Structure of Compensation for Directors>



\*The chart above does not indicate the percentage of each compensation.

## 2. Amount and Details of Compensation under the Plan

### (1) Contents of revisions of the Plan

In the continuation of the Plan, the Company proposes to make following revisions to the current plan, conditional upon approval obtained at this General Meeting of Shareholders. Other than the points presented below, the contents of the Plan remain unchanged from those approved at the 80th Ordinary General Meeting of Shareholders held on June 22, 2017 and the 84th Ordinary General Meeting of Shareholders held on June 24, 2021.

#### <Contents of revisions of the Plan>

(Underlined text indicates change.)

Item	Before revision	After revision	
Persons eligible for the grant, etc., of the Company's shares, etc.	The Directors (excluding Outside Directors) of the Company	Performance-linked <u>component</u>	The Directors (excluding Outside Directors) of the Company
		<u>Non-performance-linked component</u>	<u>The Directors (including Outside Directors) of the Company</u>
Maximum limit of money to be contributed by the Company for the acquisition of the Company's shares subject to granting, etc. to Directors	Amount calculated by multiplying JPY <u>600</u> million by the number of years of the covered period	Amount calculated by multiplying JPY 800 million <u>(of which, JPY 30 million for Outside Directors)</u> by the number of years of the covered period	
Maximum limit of the number of the Company's shares, etc. subject to granting, etc. to Directors	The number of shares calculated by multiplying <u>150,000</u> shares by the number of years of the covered period	The number of shares calculated by multiplying <u>267,000</u> shares <u>(of which, 10,000 shares for Outside Directors)</u> by the number of years of the covered period	
Covered period of the Plan	<u>Four</u> fiscal years from fiscal <u>2021</u> to fiscal <u>2024</u>	<u>Two</u> fiscal years <u>(the covered period this time will be two fiscal years from fiscal 2025 to fiscal 2026)</u>	
Details of performance achievement conditions (excluding Outside Directors)	The performance-linked <u>component</u> <u>varies between 0% and 200% depending on the degree of achievement of performance targets, etc., in the medium-term management plan (Indicators that evaluate the degree of achievement of performance targets, etc. shall be set for each applicable medium-term management plan)</u>	The performance-linked <u>component</u> <u>varies</u> depending on the level of achievement of the Company's relative TSR <sup>*1</sup> and sustainability indicators <sup>*2</sup> in the covered period	
		<sup>*1.</sup> Indicator that compares total shareholder return (TSR) of OMRON in the covered period to the percentage change of TOPIX, dividends included (Relative TSR = TSR ÷ Percentage change of TOPIX, dividends included)	
		<sup>*2.</sup> As presented in page 35.	

Item	Before revision		After revision	
Timing of the granting, etc., of the Company’s shares, etc., to Directors	Performance-linked <u>component</u>	<u>After the end of the covered period</u>	Performance-linked <u>component</u>	<u>After the Director’s retirement</u>
	Non-performance-linked <u>component</u>	After the Director’s retirement	Non-performance-linked <u>component</u>	
Treatment of dividends of the Company’s shares under the Trust	Allocate to trust fees and trust expenses.		<u>Allocate to trust fees and trust expenses. In addition, depending on the cumulative number of share granting points awarded to Directors as of each dividend record date during the covered period, retain and award to Directors an amount calculated by converting each one point into the amount of dividend per share.</u>	

## (2) Overview of the Plan

The Plan is a stock compensation plan, whereby a trust acquires shares of the Company using funds contributed by the Company for the compensation for Directors, and the Company's shares and the money equivalent to the amount of converted value of such Company's shares (the "Company's shares, etc.") are granted and paid ("grant(ing), etc.") to the Directors through such trust. ((3) below and subsequent sections summarize the details.)

The Plan consists of the "performance-linked component" and the "non-performance-linked component." The "performance-linked component" is aimed at motivating the Directors to achieve the performance goals during the covered period and strengthening the linkage of compensation for Directors with the medium-to-long-term corporate performance. The "non-performance-linked component" in turn is intended to promote alignment of interests of the Directors with those of other shareholders of the Company through ownership of the Company's shares. The "performance-linked component" and the "non-performance-linked component" account for 60% and 40%, respectively. However, the non-performance-linked component accounts for 100% for Outside Directors.

1) Persons eligible for the grant, etc., of the Company's shares, etc., under this proposal	Performance-linked <u>component</u> (Composition ratio: 60%)	The Directors (excluding Outside Directors) of the Company
	Non-performance-linked <u>component</u> (Composition ratio: 40%; 100% for Outside Directors)	The Directors of the Company

2) Impact of the Company's shares under this proposal on the total number of shares issued	
Maximum limit of money to be contributed by the Company for the acquisition of the Company's shares subject to granting, etc. to Directors (as described in (3) below)	<ul style="list-style-type: none"> <li>Amount calculated by multiplying JPY 800 million (of which, JPY 30 million for Outside Directors) by the number of years of the covered period, and the maximum limit for two fiscal years of the covered period will be JPY 1,600 million, including JPY 60 million for Outside Directors. The covered period shall be two fiscal years from fiscal 2025 to fiscal 2026.</li> </ul>
Method of acquisition of the Company's shares (as described in (3) below) and the maximum limit of the number	<ul style="list-style-type: none"> <li>The number of shares calculated by multiplying 267,000 shares (of which, 10,000 shares for Outside Directors) by the number of years of the covered period, and the maximum limit of the total number of the Company's shares, etc.,</li> </ul>

of the Company's shares, etc. subject to granting, etc. to Directors (as described in (4) below)	<p>subject to granting, etc. to Directors for two fiscal years of the covered period is 534,000 shares (of which, 20,000 shares for Outside Directors).</p> <ul style="list-style-type: none"> <li>• The average number of above maximum limit of the Company's shares, etc. to be granted per fiscal year, 267,000 shares, accounts for about 0.14% of the Company's total number of shares issued (after deducting treasury stock as of March 31, 2025).</li> <li>• The Trust will acquire the Company's shares from the stock market.</li> </ul>
3) Details of performance achievement conditions (as described in (4) below)	<p>The performance-linked <u>component</u> varies depending on the level of achievement of the Company's relative TSR<sup>*1</sup> and sustainability indicators<sup>*2</sup> in the covered period</p> <p><sup>*1</sup> Indicator that compares total shareholder return (TSR) of OMRON in the covered period to the percentage change of TOPIX, dividends included (Relative TSR = <math>\text{TSR} \div \text{Percentage change of TOPIX, dividends included}</math>)</p> <p><sup>*2</sup> As presented in page 35.</p>
4) Timing of the granting, etc., of the Company's shares, etc., to Directors (as described in (5) below)	After the Director's retirement

### (3) Maximum Limit of Money to be Contributed by the Company

The covered period of the Plan this time shall be the two fiscal years from fiscal 2025 to fiscal 2026.

In each covered period, the Company shall contribute the trust money whose amount is calculated by multiplying JPY 800 million by the number of years of the relevant covered period (JPY 1,600 million for two fiscal years of the covered period) and establish ("establish" includes extending the period of an existing trust and continuing usage of it; the same applies hereinafter for this proposal) a trust ("the Trust") for the period equivalent to the covered period wherein Directors who meet the beneficiary requirements are beneficiaries. The Trust shall acquire the Company's shares from the stock market in one lump sum using the trust money as funds, in accordance with the instructions of the trust administrator. The Company shall award points to Directors during the covered period (as described in (5) below), and the Trust shall grant, etc. the Company's shares, etc. corresponding to the points awarded during a certain period determined in advance.

Upon expiry of the trust period, the Company may continue the Trust by making amendments to the trust agreement and making additional contributions instead of establishing a new Trust. In such a case, the trust period will be extended by the same period as the initial trust period, and the two fiscal years after the extension of the trust period shall be the covered period. The Company will make additional contributions for each extended trust period within the amount calculated by multiplying JPY 800 million (of which, JPY 30 million for Outside Directors) by the number of years of such new covered period. In such cases where such additional contributions are to be made when there are any Company's shares (excluding Company's shares, etc., equivalent to points awarded to Directors that are yet to be granted, etc.) and money still remaining in the trust property (the "residual shares, etc.") at the last day of the trust period prior to the extension, then the sum of the amount of such residual shares, etc. and additional trust money to be contributed by the Company shall be within the amount calculated by multiplying JPY 800 million (of which, JPY 30 million for Outside Directors) by the number of years of the new covered period.

In cases where the Company will not make amendments to the trust agreement and make no additional contributions of each Trust and Directors who may possibly meet the beneficiary requirements remain in office at the expiry of the trust period, the Company will not award points to the said Directors from

then onward. However, the trust period may be extended until the said Directors retire and the granting, etc. of the Company's shares, etc. to the said Directors is completed.

(4) Method of Calculation and Maximum Number of the Company's Shares, etc. to be Granted, etc. to Directors

The number of the Company's shares, etc. to be granted, etc. to each Director shall be decided according to the number of points calculated by the formulas described below, whereby one point shall be equivalent to one share of the Company. If, however, the number of the Company's shares under the Trust increases or decreases because the Company's stock is subject to a share split or share consolidation, or allotment of shares without contribution, etc., the Company will adjust the number of the Company's shares, etc. to be granted, etc. for each point according to the percentage of increase or decrease of the Company's shares.

(Point calculation formula)

1) Performance-linked component

The points calculated by dividing the individual compensation amount, which has been determined in advance with respect to each executive position by the stock price at the time when the Trust acquired the Company's shares, will serve as the base ("base points"). Based on the base points, single fiscal-year points shall be calculated by the following formula, and awarded to Directors (excluding Outside Directors) who hold office on the last day of each fiscal year of the covered period. After the end of the covered period, the number of performance-linked points is calculated by adding up single fiscal-year points granted to Directors (excluding Outside Directors), and then multiplying the cumulative total by the performance-linked coefficient that is determined by the degree of achievement of performance targets, etc. in the covered period.

Calculation formula for single fiscal-year points : Base points x 60%

Calculation formula for performance-linked points : Sum of single fiscal-year points during the covered period x Performance-linked coefficient<sup>\*1 \*2</sup>

\*1 The performance-linked coefficient varies within a certain range depending on the level of achievement of performance targets, etc. in the covered period. Indicators that evaluate the level of achievement of performance targets, etc. are a relative TSR and sustainability indicators.

\*2 If a Director (excluding Outside Directors) passes away before the end of the covered period (including cases in which the Director passes away before the end of the covered period after retirement due to expiry of term of office or other reasons), the number of performance-linked points shall be calculated by adding up the number of single fiscal-year points granted up to the time of passing away, and assuming that the performance-linked coefficient is 100%.

2) Non-performance-linked component

The non-performance-linked points, calculated by the following formula based on the base points, will be awarded to Directors who hold office on the last day of each fiscal year of the covered period. The cumulative total (hereinafter referred to as "cumulative total non-performance-linked points") will be calculated by adding up non-performance-linked points awarded for each fiscal year. Outside Directors will be awarded 100% of the base points as the non-performance-linked component.

Calculation formula for non-performance-linked points : Base points x 40%

The maximum limit of the number of points to be awarded to Directors during the trust period of the Trust is calculated by multiplying 267,000 points (of which, 10,000 points for Outside Directors) by the number of years of the covered period, and the maximum limit of the number of the Company's shares, etc. to be granted, etc. to Directors from the Trust during the trust period will be equivalent to such



maximum limit of the number of points (the “maximum limit of the number of shares to be granted”). Therefore, the maximum limit of the number of shares to be granted for the covered period shall be 534,000 shares (of which, 20,000 shares for Outside Directors, if one point shall be equivalent to one share of the Company). Taking into account the maximum limit of money to be contributed by the Company as stated in (2) above, the Company determines the maximum limit of the number of shares to be granted with reference to the stock price range. If the Company continues the Trust pursuant to (2) above, the maximum limit of the number of shares to be granted during the extended trust period shall be the number of shares equivalent to the number of points calculated by multiplying 267,000 points (of which, 10,000 points for Outside Directors) by the number of years of new covered period.

(5) Method and Timing for Granting, etc. of the Company’s Shares, etc. to Directors

1) Performance-linked component

The Company’s shares, etc. relating to the performance-linked component are granted, etc. to Directors (excluding Outside Directors) after their retirement.

The Directors (excluding Outside Directors) who meet beneficiary requirements shall receive the Company’s shares corresponding to 50% of the number of their performance-linked points (odd-lot shares shall be rounded off), and with respect to the Company’s shares corresponding to the number of remaining performance-linked points, an amount of money equivalent to the converted value of such Company’s shares shall be paid after conversion under the Trust.

If a Director (excluding Outside Directors) passes away before the end of the covered period (including cases in which the Director passes away before the end of the covered period after retirement due to expiry of term of office or for other reasons), the legal heir(s) of the said Director shall receive an amount of money equivalent to the converted value of the Company’s shares corresponding to the number of performance-linked points at that point, after conversion under the Trust.

If a Director (excluding Outside Directors) does not have a securities brokerage account that handles Japanese shares, he or she shall receive an amount of money equivalent to the converted value of the Company’s shares corresponding to the number of performance-linked points after conversion under the Trust.

2) Non-performance-linked component

The Company’s shares, etc. relating to the non-performance-linked component are granted, etc. to Directors after their retirement.

The Directors who meet beneficiary requirements shall receive the Company’s shares corresponding to 50% of the cumulative total non-performance-linked points accumulated before they retire (odd-lot shares shall be rounded off), and with respect to the Company’s shares corresponding to the number of remaining cumulative total non-performance-linked points, an amount of money equivalent to the converted value of such Company’s shares shall be paid after conversion under the Trust.

If a Director passes away while holding office, the legal heir(s) of the said Director shall receive an amount of money equivalent to the converted value of the Company’s shares corresponding to the number of cumulative total non-performance-linked points up to the time of his or her passing away, after conversion under the Trust.

If a Director does not have a securities brokerage account that handles Japanese shares, he or she shall receive an amount of money equivalent to the converted value of the Company’s shares corresponding to the number of cumulative total non-performance-linked points, after conversion under the Trust.

(6) Voting Rights Related to the Company’s Shares under the Trust

To ensure the neutrality for the Company’s management, voting rights shall not be exercised for the Company’s shares held in the Trust during the trust period.

(7) Treatment of Dividends of the Company’s Shares under the Trust

Dividends related to the Company’s shares under the Trust will be paid to the Trust, and then allocated to trust fees and trust expenses. In addition, depending on the cumulative number of share granting points that have been awarded to Directors as of each dividend record date during the covered period,

an amount calculated by converting each one point into the amount of dividend per share will be retained to be awarded to Directors, along with the Company's shares, etc. to be granted, etc. according to (5) above. Any residual assets remaining at the expiry of the Trust will be donated to organizations with no interest in the Company, after the payment to Directors is complete.

(8) Other details of the Plan

Other details of the Plan shall be determined by the Board of Directors on each occasion, such as the establishment of the Trust, changes to the trust agreement, and additional contributions to the Trust.

[Reference]

Compensation Policy for Directors discussed in this proposal

On the premise that this proposal is approved at this General Meeting of Shareholders, the Company resolved to revise as follows the Compensation Policy for Directors. The revision of this policy was determined by a resolution of the Board of Directors after deliberations of the Compensation Advisory Committee.

Compensation Policy for Directors
<p><b>1) Basic policy</b></p> <ul style="list-style-type: none"> <li>• The Company shall provide compensation sufficient to recruit as Directors exceptional people who are capable of putting the OMRON Principles into practice.</li> <li>• The compensation structure shall be sufficient to motivate Directors to contribute to sustainable enhancement of corporate value.</li> <li>• The compensation structure shall maintain a high level of transparency, fairness, and rationality to ensure accountability to shareholders and other stakeholders.</li> </ul> <p><b>2) Structure of compensation</b></p> <ul style="list-style-type: none"> <li>• Compensation for Directors shall consist of a base salary, which is fixed compensation, and performance-linked compensation, which varies depending on the Company's performance.</li> <li>• The compensation composition ratio of performance-linked compensation to base salary shall be determined according to each Director's role and responsibility.</li> <li>• Compensation for Outside Directors shall consist of a base salary and non-performance-linked stock compensation, reflecting their roles and the need for maintaining independence.</li> </ul> <p><b>3) Base salary</b></p> <ul style="list-style-type: none"> <li>• The amount of a base salary, paid monthly, shall be determined by taking into account the salary levels of other companies, as surveyed by a specialized outside organization.</li> </ul> <p><b>4) Performance-linked compensation</b></p> <ul style="list-style-type: none"> <li>• As short-term performance-linked compensation, the Company shall provide bonuses linked to yearly performance indicators, and to the degree of achievement of performance targets. Bonuses shall be paid as a lump sum after the conclusion of the fiscal year.</li> <li>• As medium- to long-term performance-linked compensation, the Company shall grant stock compensation linked to the improvement in corporate value (value of stock). The stock compensation shall be paid after the Director retires.</li> <li>• The Company shall determine the target amounts for short-term performance-linked compensation and medium-to-long-term, performance-linked compensation based on the target pay mix specified according to each Director's role and responsibility.</li> </ul> <p><b>5) Governance of compensation</b></p> <ul style="list-style-type: none"> <li>• The compensation composition, compensation composition ratio, level of the base salary, as well as performance indicators and evaluation methods of performance-linked compensation shall be determined based on the deliberations and recommendations of the Compensation Advisory Committee.</li> <li>• The amount of compensation for each Director shall be determined by a resolution of the Board of Directors reflecting the deliberations and recommendations of the Compensation Advisory Committee.</li> </ul>

[Reference]

If this proposal is approved as originally proposed, indicators of medium-to-long-term, performance-linked compensation (stock compensation) for the period from fiscal 2025 to fiscal 2026 are as follows.

<Medium-to-long-term, performance-linked compensation (stock compensation) for the period from fiscal 2025 to fiscal 2026>

Stock compensation is paid as medium-to-long-term, performance-linked compensation to Directors. Stock compensation comprises the performance-linked component (60%), which is linked to the relative evaluation results of a total shareholder return (TSR) as corporate value evaluation, and to sustainability evaluation, and the non-performance-linked component (40%), which aims for retention and motivation to improve share prices over the medium- to long-term, and is paid under the condition of a certain term of service. (For Outside Directors, the non-performance-linked component accounts for 100%.)

The performance-linked component varies within a certain range depending on the level of achievement of corporate value evaluation and sustainability evaluation.

$$\text{Performance-linked portion} = \text{Base amount for each position} \times \left( \text{Corporate value evaluation 80\%} + \text{Sustainability evaluation 20\%} \right)$$

	Evaluation weight	Indicators
Corporate value evaluation	80%	Relative TSR*
Sustainability evaluation	20%	Specific indicators will be determined after deliberations of the Compensation Advisory Committee, in light of the medium-term management plan.

\* Indicator that compares total shareholder return (TSR) of OMRON in the covered period to the percentage change of TOPIX, dividends included (Relative TSR = TSR ÷ Percentage change of TOPIX, dividends included)