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OMRON Corporation
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Corporate Governance Report

I. Basic Policies for Corporate Governance, Capital Structure, Corporate Attributes and other Basic Information

1. Basic Policies

1. Basic Stance for Corporate Governance and Objective of Establishing the Corporate Governance Policies

At the OMRON Corporation and its affiliated companies (hereinafter referred to as the "OMRON Group"), corporate governance is defined as the system of processes and practices based on the OMRON Principles and the OMRON Management Philosophy. The system is intended to ensure transparency and fairness in business and speed up management decisions and practices. This is done by connecting the entire process from oversight and supervision all the way to business execution in order to boost the OMRON Group's competitive edge. OMRON's corporate governance also involves building such a system and maintaining its proper function. The ultimate objective is to achieve sustainable enhancement of corporate value by earning the support of all stakeholders.

In accordance with this basic stance, the OMRON Group has set forth the following corporate governance policies (hereinafter referred to as the"Policies") as the foundation for the Group's pursuit of continuous improvement of its corporate governance.

＜OMRON Principles＞

Our Mission

To improve lives and contribute to a better society

Our Values

- **Innovation Driven by Social Needs**
  Be a pioneer in creating inspired solutions for the future.
- **Challenging Ourselves**
  Pursue new challenges with passion and courage.

・ **Respect for All**

Act with integrity and encourage everyone's potential.

<Management Philosophy>

We believe a business should create value for society through its key practices.
We are committed to sustainably increasing our long-term value by putting Our Mission and Values into practice.

- We uphold a long-term vision in our business practices to create solutions to society's needs
- We operate as a truly global company through our fair and transparent management practices
- We cultivate strong relationships with all of our stakeholders through responsible engagement

【Reasons for not implementing each principle of the Corporate Governance Code】

The Company implements all of the principles set forth in the Corporate Governance Code, and discloses the implementation status in the OMRON Corporate Governance Policies, etc.

【Disclosure based on each principle set forth in the Corporate Governance Code】 (Updated)

- The Company implements all of the principles set forth in the Corporate Governance Code, and discloses the implementation status in the OMRON Corporate Governance Policies, etc.
- These Policies are available at the OMRON Group Website: Updated: July 1, 2025
  https://www.omron.com/global/en/about/corporate/governance/policy/
- For details regarding the Company's implementation of the principles stated in the Code, please refer to "Corporate Governance Code Implementation Status"(page 38).
- In response to a request dated March 31, 2023 from the Tokyo Stock Exchange, the Company has disclosed the "Actions to ensure management that is conscious of cost of capital and stock price" on the following website.

【Actions to ensure management that is conscious of cost of capital and stock price】 **(Updated)**

Updated: December 1, 2025

https://www.omron.com/global/en/integrated_report/vision/cfo/

- In response to a request dated March 31, 2023 from the Tokyo Stock Exchange, the Company has disclosed the "Promoting Shareholder Engagement and Related Disclosure" on the following website.

【Promoting Shareholder Engagement and Related Disclosure】

https://www.omron.com/global/en/sustainability/stakeholders/stockholder/

2. Capital Structure

Percentage of shares held by overseas investors	More than 30%

Major Shareholders: (Updated)

Name	Number of Shares Held	Percentage (%)
The Master Trust Bank of Japan, Ltd. (trust account)	44,479,100	22.54
Custody Bank of Japan, Ltd. (trust account)	19,621,500	9.94
The Bank of Kyoto, Ltd.	7,069,265	3.58
STATE STREET BANK AND TRUST COMPANY 505103	5,558,379	2.82
MOXLEY AND CO LLC	5,094,945	2.58
JAPAN ACTIVATION CAPITAL I L.P.	4,385,900	2.22
OMRON Employee Stockholding Association	3,851,119	1.95
Nippon Life Insurance Company	3,639,801	1.84
JAPAN ACTIVATION CAPITAL II L.P.	3,387,900	1.72
JP MORGAN CHASE BANK 385781	2,795,861	1.42

Controlling shareholders (except parent company)	None
Parent company	None

Supplemental Remarks **(Updated)**

1. The major shareholders as abovementioned are as of September 30, 2025.
2. The percentage of shares is calculated excluding treasury stock.
3. Although the Company holds 8,879 thousand shares of treasury stock (the ratio to a total of shares issued: 4.31%), it is excluded from the above list of major shareholders.
4. On July 22, 2025, Mitsubishi UFJ Financial Group, Inc. filed an amendment to the major shareholding status report, which is open to public, stating that its three group companies held 8,645 thousand shares of the Company (representing 4.19% of the total number of shares issued) as of July 14, 2025. However, the Company has not been able to confirm the number of shares substantially possessed by the three group companies, and therefore they are not included in the above list of major shareholders.
5. On September 3, 2025, Nomura Asset Management Co., Ltd. filed an amendment to the major shareholding status report, which is open to public, stating that its two group company held 15,898 thousand shares of the Company (representing 7.71% of the total number of shares issued) as of August 29, 2025. However, the Company has not been able to confirm the number of shares substantially possessed by the two group company, and therefore it is not included in the above list of major shareholders.
6. On September 3, 2025, BlackRock Japan Co., Ltd. filed an amendment to the major shareholding status report, which is open to public, stating that its 6 group companies held 10,917 thousand shares of the Company (representing 5.29% of the total number of shares

issued) as of August 29, 2025. However, the Company has not been able to confirm the number of shares substantially possessed by the 6 group companies, and therefore they are not included in the above list of major shareholders.

7. On September 19, 2025, Sumitomo Mitsui Trust Asset Management Co., Ltd. filed an amendment to the major shareholding status report, which is open to public, stating that its two group companies held 16,747 thousand shares of the Company (representing 8.12% of the total number of shares issued) as of September 15, 2025. However, the Company has not been able to confirm the number of shares substantially possessed by the two group companies, and therefore they are not included in the above list of major shareholders.

3. Corporate Attributes

Stock exchange listings	Tokyo Stock Exchange (Prime Market)
Fiscal year end	March 31
Industry	Electrical equipment
（Consolidated） Number of Employees	More than 1,000
（Consolidated） Net Sales	From ¥100 billion to less than ¥1 trillion
Number of consolidated subsidiaries	From 100 to less than 300

4. Policies relating to measures for protecting minority shareholders when conducting transactions etc. with controlling shareholders

None.

5. Other Special Items Exerting a Significant Impact on Corporate Governance

OMRON has JMDC Inc. (hereinafter referred to as "JMDC") as a listed subsidiary. The following explains Omron's thoughts and policies relating to group management, as well as the significance of holding a listed subsidiary.

【Thoughts and policies relating to Group Management】

OMRON's purpose is "to create social value through business and continue to contribute to society." In our efforts to create social value, we have specified the following policies under OMRON's long-term vision, "Shaping the Future 2030" (hereinafter referred to as "SF2030").

- The three social challenges OMRON should meet are "Achievement of carbon neutrality," "Realization of a digital society," and "Extension of healthy life expectancies."
- Five business domains have been set to address these challenges: "Industrial Automation," "Healthcare Solutions," "Social Solutions," "Device & Module Solutions," and "Data Solutions."
- Our value proposition will evolve from "products" to "products and services."

Business growth capability in each domain will be strengthened to sustainably enhance our corporate value as we seek to achieve the SF2030 vision.

【Significance of holding a listed subsidiary】

Among OMRON's consolidated subsidiaries, JMDC is listed on Tokyo Stock Exchange. JMDC is a data platform entity possessing a significant healthcare database with its contents mainly including accumulated medical prescription and health examination data. JMDC's main business areas are healthcare big data and telemedicine. Aiming to realize SF2030, JMDC was acquired by OMRON as a consolidated subsidiary whose significance is described below.

・ Expanding and optimizing data solution business in the Healthcare Solutions domain.
・ Expanding data solution business in Industrial Automation and Social Solutions domains by leveraging JMDC's capabilities.
・ Enhancing OMRON's corporate value through the two initiatives above.

【Effectiveness measures for the listed subsidiary's governance system】

OMRON is committed to upholding JMDC's corporate culture and management independence to the maximum extent possible through the capital and business alliance agreement, thereby establishing its governance system to support JMDC's sustainable growth. We ensure we will be implementing a system that protects the corporate values of both companies from any damage.

[OMRON's stance]

・ OMRON supports JMDC in achieving its business plans through supervision/oversight by directors and by promoting business alliances and partnerships relating to business execution as well as ensuring that JMDC's independence is maintained.
・ JMDC reports on strategies/business plans, related progress, and issues at OMRON's Board of Directors meetings.
・ OMRON-specific policies and rules/regulations in its internal control system do not apply to JMDC Group companies.
・ OMRON assesses J-SOX audit and internal audit structures as well as audit results, conducting JMDC's internal control audits as necessary, jointly with JMDC.
・ Should any JMDC deconsolidation result from stock dilution coming from fund-raising or M&A conducted by JMDC, OMRON will have the opportunity of acquiring an additional stake in JMDC.

[JMDC's governance system]

・ JMDC is a company with an Audit and Supervisory Committee and 5 out of 9 directors are independent outside directors, making up for most of the Board. A Nomination and Compensation Committee is positioned as the Board's optional advisory body.

・ If a significant transaction occurs that involves a conflict of interest with the controlling shareholder, a special committee composed of independent individuals, including independent outside directors, will be established to deliberate and consider the matter.

【Agreements concerning matters connected to “Thoughts and policies relating to Group Management”】

OMRON and JMDC have concluded a capital and business alliance agreement and are in agreement on the following:

・ OMRON shall respect JMDC’s corporate culture and management independence to the maximum extent possible.
・ OMRON may recommend 1 candidate for JMDC’s directors not to be involved in business execution to JMDC’s Nomination and Compensation Committee. JMDC’s Nomination and Compensation Committee shall nominate the OMRON-recommended director as a JMDC director candidate.

II. Organizational Structure for Managerial Decision-Making, Execution, Supervision and other Corporate Governance Structure

1. Organizational Structure and Operational Management

Type of Organization	Company with Audit & Supervisory Board Members

Board of Directors:

Number of directors stipulated in Articles of Incorporation	10
Directors' term of office stipulated in Articles of Incorporation	1 year
Chairperson of Board of Directors	Chairman of the Board (unless double as the President)
Number of directors	8
Appointment of Outside Directors	Yes
Number of Outside Directors	3
Number of Outside Directors designated as Independent Director	3

Relationship with the Company (1)

Name	Attribute	Relationship with the Company*										
		a	b	c	d	e	f	g	h	i	j	k
Mr. Takehiro Kamigama	From another company								△			
Ms. Izumi Kobayashi	From another company											
Mr. Yoshihisa Suzuki	From another company								△			

***Categories for relationship with the Company**

***○" when the said individual presently falls or has recently fallen under each of the following categories; "△" when the said individual fell under each of the following categories in the past.**

***●" when a close relative of the said individual presently falls or has recently fallen under each of the following categories; "▲" when a close relative of the said individual fell under each of the following categories in the past.**

a. Executive of a listed company or its subsidiary

b. Executive or non-executive director of the parent company of a listed company

c. Executive of a fellow subsidiary company of a listed company

d. The party who's principal client or supplier is a listed company or executive thereof

e. Principal client or supplier of a listed company or executive thereof

f. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from a listed company besides compensation as an executive

g. Principal shareholder of a listed company (executive of the said corporate shareholder if the principal shareholder is a legal entity)
h. Executive of a client or supplier company of a listed company (which does not correspond to any of d, e, or f, above) (the said individual only)
i. Executive of a company, between which and OMRON outside directors are mutually appointed (the said individual only)
j. Executive of a company or organization that receives a donation from a listed company (the said individual only)
k. Other

Relationship with the Company (2) **(Updated)**

Name	Outside director	Supplemental information on corresponding items	Reason for selecting as outside director (and reason for appointing as independent director)
Mr. Takehiro Kamigama	○	Mr. Takehiro Kamigama meets the requirements of the Company's own original 'Independence Requirements for Outside Directors and Audit & Supervisory Board Members'. He is registered as an independent director to the Tokyo Stock Exchange, Inc. (For more details, please see the Independent Directors and Audit & Supervisory Board Members section below described) Although Mr. Takehiro Kamigama had formerly served as President & Representative Director of TDK Corporation, he stepped down from the position in June of 2016. While the Group has a business relationship with the TDK Group including sales of products, such transactions in fiscal 2024 accounted for less than 1% of the consolidated net sales of the Group and those of the TDK Group; there is nothing questionable regarding the independence of Mr. Kamigama, and there are no special interests between Mr. Kamigama and the Company. <Significant concurrent positions> ・Chief Consultant of Contemporary Amperex Technology Japan KK ・Outside Director of the Board of KOKUYO Co., Ltd. ・External Director of Nippon Sheet Glass Co., Ltd.	<Reasons nominated as a candidate> Having served in management positions at a global company, Outside Director 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, Compensation Advisory Committee, and Corporate Governance Committee, and as a member of the Personnel 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 has therefore selected him as an Outside Director. <Reason for appointing as independent director> Personnel Advisory Committee confirm that he meets the Independence Requirements and serves for protecting general shareholders' interests as an independent director. <Process for appointing as independent director> The Company has defined the Independence Requirements in Corporate Governance Committee. According to the Independence Requirements, independent directors are selected by Board of Directors after Personnel Advisory Committee headed by an outside director reply to inquiries from Board of Directors.
Ms. Izumi Kobayashi	○	Ms. Izumi Kobayashi meets the requirements of the Company's own original 'Independence Requirements for Outside Directors and Audit & Supervisory Board Members'. She is registered as an independent director to the Tokyo Stock Exchange, Inc. (For more details, please see the Independent Directors and Audit & Supervisory Board Members section below described) <Significant concurrent positions> ・ Independent Director of Fujitsu Limited	<Reasons nominated as a candidate> Outside Director 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, Corporate Governance Committee, and Compensation Advisory 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 has therefore selected her as an Outside Director. <Reason for appointing as independent director> Personnel Advisory Committee confirm that she meets the Independence Requirements and serves for protecting general shareholders' interests as an independent director. <Process for appointing as independent director> The Company has defined the Independence Requirements in Corporate Governance Committee. According to the Independence Requirements, independent directors are selected by Board of Directors after Personnel Advisory Committee headed by an outside director reply to inquiries from Board of Directors.

Mr. Yoshihisa Suzuki	○	Mr. Yoshihisa Suzuki meets the requirements of the Company's own original 'Independence Requirements for Outside Directors and Audit & Supervisory Board Members'. He is registered as an independent director to the Tokyo Stock Exchange, Inc. (For more details, please see the Independent Directors and Audit & Supervisory Board Members section below described) 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. <Significant concurrent positions> ・Advisory Member, ITOCHU Corporation ・Outside Director of the Board of Kyowa Kirin Co., Ltd. ・ Outside Members of the Board of JFE Holdings, Inc.	<Reasons nominated as a candidate> Having served in management positions at a global general trading company, Outside Director 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 a member of the CEO Selection Advisory Committee, Personnel Advisory Committee, Compensation Advisory Committee, and 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 has therefore selected him as an Outside Director. <Reason for appointing as independent director> Personnel Advisory Committee confirm that she meets the Independence Requirements and serves for protecting general shareholders' interests as an independent director. <Process for appointing as independent director> The Company has defined the Independence Requirements in Corporate Governance Committee. According to the Independence Requirements, independent directors are selected by Board of Directors after Personnel Advisory Committee headed by an outside director reply to inquiries from Board of Directors.

Any optional committee equivalent to the Nomination Committee or Remuneration Committee	Yes

Establishment of optional advisory committees, committee composition, and attributes of the chairperson

	Optional committee equivalent to Nomination Committee	Optional committee equivalent to Remuneration Committee
Committee	Personnel Advisory Committee	Compensation Advisory Committee
Committee members	5	5
Full-time members	–	–
Internal directors	2	2

Outside directors	3	3
Outside experts	–	–
Others	–	–
Chairperson	Outside director	Outside director

Supplemental Remarks

Note: Please refer to “5. Advisory Committees” of Section 4 of the OMRON Corporate Governance Policies.

Audit & Supervisory Board Members:

Audit & Supervisory Board	Yes
Number of Audit & Supervisory Board Members stipulated in Articles of Incorporation	5
Number of Audit & Supervisory Board Members	4

Status of Cooperation between Audit & Supervisory Board members, the Accounting Auditor, and the Corporate Internal Auditing Division

Note: Please refer to “3. Audit & Supervisory Board, (3) Relationship with External Auditors and the Internal Auditing Division ” of Section 4 of the OMRON Corporate Governance Policies.

Appointment of Audit & Supervisory Board Members (Independent)	Yes
Number of Audit & Supervisory Board (Independent)	2
Number of Audit & Supervisory Board Members (Independent) designated as independent officers	2

Relationship with the Company (1)

Name	Attribute	Relationship with the Company*												
		a	b	c	d	e	f	g	h	i	j	k	l	m
Mr. Hiroshi Miura	Certified Public Accountant										△			
Ms. Yumiko ichige	Attorney at Law													

*** Categories for relationship with the Company**

***○” when the said individual presently falls or has recently fallen under each of the following categories; “△” when the said individual fell under each of the following categories in the past.**

***●” when a close relative of the said individual presently falls or has recently fallen under each of the following categories; “▲” when a close relative of the said individual fell under each of the following categories in the past.**

a. Executive of a listed company or its subsidiary

b. Non-executive directors or accounting advisors of the listed company or its subsidiaries
c. Executive or non-executive director of the parent company of a listed company
d. Parent company of Audit & Supervisory Board Members of listed company
e. Executive of a fellow subsidiary company of a listed company
f. The party who's principal client or supplier is a listed company or executive thereof
g. Principal client or supplier of a listed company or executive thereof
h. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from a listed company besides compensation as an executive
i. Principal shareholder of a listed company (executive of the said corporate shareholder if the principal shareholder is a legal entity)
j. Executive of a client or supplier company of a listed company (which does not correspond to any of f, g, or h, above) (the said individual only)
k. Executive of a company, between which and OMRON outside directors are mutually appointed (the said individual only)
l. Executive of a company or organization that receives a donation from a listed company (the said individual only)
m. Other

Relationship with the Company (2) (Updated)

Name	Outside Audit & Supervisory Board Member	Supplemental information on corresponding items	Reason for selecting as Outside Audit & Supervisory Board Member
Mr. Hiroshi Miura	○	Mr. Hiroshi Miura meets the requirements of the Company's own original 'Independence Requirements for Outside Directors and Audit & Supervisory Board Members'. He is registered as an independent Audit & Supervisory Board Member to the Tokyo Stock Exchange, Inc. (For more details, please see the Independent Directors and Audit & Supervisory Board Members section described below). Although Mr. Hiroshi Miura had formerly served as Senior Vice Representative of KPMG AZSA LLC , he stepped down from the position in June of 2021. While the OMRON Group has a business relationship with KPMG AZSA LLC, which includes outsourcing agreements,the transactions in fiscal 2024 accounted for less than 1% of the consolidated net sales of the Group and the total revenue of KPMG AZSA LLC. Therefore, there is no reason to question the independence of Mr.Miura. <Significant concurrent positions> Representative CPA of Global Management Advisory Office	<Reason for selecting as an Outside Audit & Supervisory Board Member > Mr. Hiroshi Miura has years of international work experience both in Japan and overseas as a certified public accountant at auditing firms and has considerable knowledge regarding finance and accounting. He has expertise in international accounting standards, such as IFRS, and superior insight into governance and risk management. Based on these accomplishments and considerable amount of experience, the Company believes that he is a suitable person for an Audit & Supervisory Board Member and has therefore selected him as an Outside Audit & Supervisory Board Member. <Reason for appointing as an independent Audit & Supervisory Board Member> Personnel Advisory Committee confirm that he meets the Independence Requirements and serves for protecting general shareholders' interests as an independent Audit & Supervisory Board Member.

		Executive Director of ORIX JREIT Inc. Outside Director of MonotaRO Co., Ltd. Outside Audit & Supervisory Board Member of Toyota Boshoku Corporation	<Process for appointing as an independent Audit & Supervisory Board Member > The Company has defined the Independence Requirements in Corporate Governance Committee. According to this Independence Requirements, Mr. Miura is qualified as independent Audit & Supervisory Board Member.
Ms. Yumiko Ichige	○	Ms. Yumiko Ichige meets the requirements of the Company's own original 'Independence Requirements for Outside Directors and Audit & Supervisory Board Members'. She is registered as an independent Audit & Supervisory Board Member to the Tokyo Stock Exchange, Inc. (For more details, please see the Independent Directors and Audit & Supervisory Board Members section described below). <Significant concurrent positions> ・Partner of Nozomi Sogo Attorneys at Law ・Outside Director of ASKUL Corporation ・Outside Audit & Supervisory Board Member of Idemitsu Kosan Co., Ltd. ・Outside Director of Astemo, Ltd	<Reason for selecting as an Outside Audit & Supervisory Board Member > 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 & 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 is a suitable person for an Audit & Supervisory Board Member and has therefore selected her as an Outside Audit & Supervisory Board Member. <Reason for appointing as an independent Audit & Supervisory Board Member> Personnel Advisory Committee confirm that he meets the Independence Requirements and serves for protecting general shareholders' interests as an independent Audit & Supervisory Board Member. <Process for appointing as an independent Audit & Supervisory Board Member > The Company has defined the Independence Requirements in Corporate Governance Committee. According to this Independence Requirements, Mr. Miura is qualified as independent Audit & Supervisory Board Member.

Independent Directors and Audit & Supervisory Board Members:

Number of independent directors and Audit & Supervisory Board Members	5

Matters relating to independent directors and Audit & Supervisory Board Members

The Company's Policy Regarding the Independence of Outside Directors and Audit & Supervisory Board Members (Independent)

• In addition to the requirements of Japan's Companies Act, the Company has formulated its own 'Independence Requirements for Outside Directors and Audit & Supervisory Board Members' (Note) and as we select all outside executives using these requirements as our standard, we judge them to be sufficiently independent, and register all of our outside executives as ‘independent directors and Audit & Supervisory Board Members.’

- When deciding on our ‘Independence Requirements for Outside Directors and Audit & Supervisory Board Members,’ we first consult with our Corporate Governance Committee (which is composed of outside executives and non-executive inside directors) and confirm that these requirements are appropriate as independence criteria for outside executives before they are deliberated on and resolved by Board of Directors.

Note: Independence Requirements for Outside Directors and Audit & Supervisory Board Members (revised December 25, 2014)

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

1. Presently assume the role of director (excluding outside director), Audit & Supervisory Board Member (excluding outside Audit & Supervisory Board Member), executive officer and/or employee of the OMRON Group (Note), or have assumed any of these roles in the past.
2. Have been a principal shareholder* of the OMRON Group, or assumed the role of director, Audit & Supervisory Board Member, executive officer and/or employee of any legal entity that is a principal shareholder of the OMRON Group or any legal entity for which the OMRON Group is a principal shareholder, in any fiscal year of the past five years.
   * A “principal shareholder” means a company, etc. holding shares that provide 10% or more of total voting rights.
3. Be a director, Audit & Supervisory Board Member, executive officer and/or employee of any principal partner or supplier* of the OMRON Group.
   * A “principal partner or supplier” means a company whose payments to the OMRON Group or payments received from the OMRON Group in the current or any of the past three fiscal years represent 2% or more of the consolidated net sales of either the OMRON Group or the partner/supplier company (this also includes its parent company and important subsidiaries and affiliates).
4. Be a director, Audit & Supervisory Board Member, executive officer and/or employee of any company or organization that receives a large amount of donations* from the OMRON Group.
   * A “large amount of donations” means yearly donations in excess of ¥10 million or 2% of the consolidated net sales or total revenue of the recipient entity, whichever is larger, on average for the past three fiscal years.
5. Have directors, Audit & Supervisory Board Members, and/or executive officers who are mutually dispatched between the candidate’s company/organization and the OMRON Group.
6. Have assumed the role of representative, employee, partner or other staff member of an

accounting auditor for the OMRON Group in any fiscal year of the past five years.

7. Be an attorney, certified public accountant, consultant or other agent who receives a large amount of monetary consideration* and/or other property from the OMRON Group, besides the compensation for directors and Audit & Supervisory Board Members.

   * A "large amount of monetary consideration" means a yearly consideration amounting to ¥10 million or more for individuals, and in the case of an organization, a yearly consideration that represents 2% or more of the consolidated net sales of the relevant organization, on average for the past three fiscal years.

8. Be a spouse, a relative within two degrees of kinship, a relative living together or a relative who shares living expenses with any of the following individuals:

   (1) A director, Audit & Supervisory Board Member, executive officer and/or core employee* of the OMRON Group.

   (2) An individual who assumed the role of director, Audit & Supervisory Board Member, executive officer and/or core employee of the OMRON Group in any fiscal year of the past five years.

   (3) An individual who is not qualified for outside directors and Audit & Supervisory Board Members in the above-mentioned items 2-7.

   * A "core employee" means an employee holding the position of senior general manager or higher.

9. Hold a position or condition that would bring the independence of the candidate into doubt when performing the duties of an outside director or Audit & Supervisory Board Member.

Note: The above-mentioned "the OMRON Group" refers to OMRON Corporation and its subsidiaries and affiliates.

Outside executives shall continue to comply with the above-mentioned independence requirements after they are appointed as outside directors or Audit & Supervisory Board Members. If they were assigned a major managerial position, their independence shall be verified according to the independence criteria herein at Personnel Advisory Committee.

Incentives:

Incentives Policies for Directors	Introduced performance-linked compensation system and other

Supplemental Remarks on This Item

*Please refer to "Disclosure of decision-making policies relating to compensation amounts and calculation methods"

Personnel eligible to receive stock options	

Supplemental Remarks on This Item

Compensation of Directors:

Diclosure of compensation of individual directors	The compensation of some individual directors is disclosed

Supplemental Remarks on This Item

Amount of Compensation for Directors and Audit & Supervisory Board Members for the 88th Fiscal Year (April 1, 2024-March 31, 2025) (JPY millions)

Title	Number (Persons)	Base Salary	Short-term Performance-Linked Compensation (Bonuses)	Medium-to-long-term, Performance-Linked Compensation (Stock Compensation)	Aggregate Compensation
Directors [Outside Directors]	8 [3]	340 [56]	301 [—]	201 [—]	842 [56]
Audit & Supervisory Board Members [Outside Audit & Supervisory Board Members]	5 [3]	105 [36]	— [—]	— [—]	105 [36]
Total [Outside executives]	13 [6]	445 [92]	301 [—]	201 [—]	947 [92]

Notes: 1. The amounts include compensation paid to one (1) Audit & Supervisory Board Member who retired at the close of the 87th Ordinary General Meeting of Shareholders held on June 20, 2024.

2. The maximum limit of the aggregate compensation of Directors was set at JPY 35 million per month (by resolution of the 63rd Ordinary General Meeting of Shareholders held on June 27, 2000; the said resolution pertained to seven (7) Directors). The amounts of base salaries for each Director are determined by resolution of the Board of Directors based on discussions by and recommendations from the Compensation Advisory Committee.

3. The maximum limit of the aggregate compensation of Audit & Supervisory Board Members was set at JPY 11 million per month (by resolution of the 81st Ordinary General Meeting of Shareholders held on June 19, 2018; the said resolution pertained to four (4) Audit & Supervisory Board Members). The amount of base salary for Audit & Supervisory Board Members is determined by discussions among Audit & Supervisory Board Members.

4. The maximum limit of Directors' bonuses was set at JPY 600 million per year (by resolution of the 81st Ordinary General Meeting of Shareholders held on June 19, 2018; the said resolution pertained to five (5) Directors). The amount of bonus for each Director is calculated based on the targets and actual results of operating income, net income, and ROIC for the 88th term (fiscal year ended March 31, 2025), and determined by resolution of the Board of Directors based on discussions by and

recommendations from the Compensation Advisory Committee. Regarding each indicator's actual results, please refer to the graphs of trends in the consolidated performance. (available in Japanese only).

5. The 84th Ordinary General Meeting of Shareholders held on June 24, 2021 made a resolution to introduce stock compensation. Based on the resolution, the maximum limit of money to be contributed by the Company is JPY - 23 -2.4 billion, and the maximum limit of the number of the Company's shares to be granted and delivered as sales proceeds ("grant(ing), etc.") is 600,000 shares during the four fiscal years from fiscal 2021 to fiscal 2024. The said resolution pertained to five (5) Directors. Regarding stock compensation, the Company shall award points to Directors calculated according to a prescribed formula, and the trust shall grant, etc. the Company's shares corresponding to the points awarded during a certain period to the Directors. The final calculation of the number of points to be granted and the actual delivery will be carried out after the end of the target period from fiscal 2021 to fiscal 2024, but the expenses of stock compensation, as indicated above, are associated with the points granted during the fiscal year under review. The amount of stock compensation for each Director is calculated based on the financial targets evaluation (EPS, ROE) from fiscal 2021 to fiscal 2024, the sustainability evaluation (reduction of greenhouse gas emissions, score of Sustainable Engagement Index (SEI) in engagement survey and Dow Jones Sustainability Indices) targets and achievements, as well as the corporate value evaluation (relative TSR), and determined by resolution of the Board of Directors based on discussions by and recommendations from the Compensation Advisory Committee. Regarding each indicator's actual results, please refer to the graphs of trends in the consolidated performance (page B-15; available in Japanese only) for evaluation on financial targets (EPS, ROE). The corporate value evaluation was made based on relative TSR (target: 100%, result:36.3%), and the sustainability evaluation was made based on reduction of greenhouse gas emissions (target: 53% reduction, result: 74% reduction), score of Sustainable Engagement Index (SEI) in engagement survey (target: 70 points, result: 69.5 points), and inclusion in DJSI World (selected for four years in a row).
6. No Directors of the Company received any employee wages other than their compensation as Directors.

* The above information is also contained in the convocation notice for the 88th Ordinary General Meeting of Shareholders and Business Report, and is also included on our website:
https://www.omron.com/global/en/assets/file/ir/shareholder/convocation_notice_for_the_88th_ordinary_general_meeting_of_shareholders.pdf

Are there decision-making policies relating to compensation amounts and calculation methods?	Yes

Disclosure of decision-making policies relating to compensation amounts and calculation methods (Updated)

Basic Principles of Compensation for Directors and Executive Officers

【Policy for Determining Compensation Amounts for Directors and Audit & Supervisory Board Members and Their Calculation Methods】

To increase objectivity and transparency with respect to compensation for Directors, the Company has a Compensation Advisory Committee chaired by an outside director, and the majority of its members consist of outside Directors. The Compensation Policy for Directors has been determined by a resolution of the Company's Board of Directors, by reflecting the deliberations and recommendations of Compensation Advisory Committee.

The amounts of compensation for individual Directors shall be determined by a resolution of Board of Directors, reflecting the deliberations and recommendations of Compensation Advisory Committee. These amounts shall be within the maximum limit of the sum of compensation amounts for all Directors set by a resolution at the General Meeting of Shareholders.

The amounts of compensation for individual Audit & Supervisory Board Members shall be determined through discussions by Audit & Supervisory Board Members based on the Compensation Policy for Audit & Supervisory Board Members also determined by them. These amounts shall be within the maximum limit of the sum of compensation amounts for all Audit & Supervisory Board Members set by a resolution at the General Meeting of Shareholders.

[Compensation Policy for Directors]

1) Basic policy

- The Company shall provide compensation sufficient to recruit as Directors exceptional people who are capable of putting the OMRON Principles into practice.
- The compensation structure shall be sufficient to motivate Directors to contribute to sustained enhancement of corporate value.
- The compensation structure shall maintain a high level of transparency, fairness, and rationality to ensure accountability to shareholders and other stakeholders.

2) Structure of compensation

- 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.
- The compensation composition ratio of performance-linked compensation to base salary shall be determined according to each Director's role and responsibility.
- 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.

3) Base salary

・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.

4) Performance-linked compensation

・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.

・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.

・Performance-linked stock compensation shall be paid upon the conclusion of a medium-term management plan, while non-performance-linked stock compensation will be paid after the individual's retirement from service.

・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.

5) Compensation governance

・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.

・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.

[Outline of Compensation for Directors]

Please refer to the OMRON Group Website:

https://www.omron.com/global/en/about/corporate/governance/compensation/

[Compensation Policy for Audit & Supervisory Board Members]

1) Basic policy

・The Company shall provide compensation sufficient to recruit exceptional people who are capable of performing the duties of Audit & Supervisory Board Members entrusted by shareholders.

・The compensation structure shall maintain a high level of transparency, fairness, and rationality to ensure accountability to shareholders and other stakeholders.

2) Compensation structure

・Compensation for Audit & Supervisory Board Members shall consist only of a base salary from the perspective of their roles and independence.

3) Base salary

・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.

4) Compensation governance

・The amount of compensation for each Audit & Supervisory Board Member shall be determined through discussions by Audit & Supervisory Board Members.

Support System for Outside Directors and Audit & Supervisory Board Members (Independent):

Note: Please refer to "6. Directors and Audit & Supervisory Board Members, (6) Support Structure" of Section 4 of the OMRON Corporate Governance Policies.

2. Items Related to Business Execution, Audits and Oversight, Nominations and Setting of Compensation, etc. (Overview of corporate governance framework) (Updated)

1. The current corporate governance system

Note: For details regarding the Company's corporate governance system and initiatives intended to enhance corporate governance, please refer to the OMRON Corporate Governance Policies.

Gender Composition of Directors, Audit & Supervisory Board Members and Executive Officers

・As of June 24, 2025, Board of Directors consists of eight members including one female Director.

・ The Company is considering an increase in diversity for the composition of Directors, Audit & Supervisory Board Members and Executive Officers in order to promote growth at the global level, enhance competitive strength, and respond to significant changes in the business environment.

2. Efforts toward Enhancing the Functions of Audit & Supervisory Board

Audit & Supervisory Board System

Please refer to "6. Systems to Ensure Effectiveness of Audit Performed by Audit & Supervisory Board Members" of "1. Basic Approach and Development and Operation Status Related to the Internal Control"

Regarding the Selection of Audit & Supervisory Board Members with Knowledge of Finance and Accounting

・ Mr. Hiroshi Miura, an Audit & Supervisory Board Member (Independent) , has years of working experience as a certified public accountant in an auditing firm and considerable knowledge regarding finance and accounting.

Regarding the Selection of Audit & Supervisory Board Members (Independent) with a High Degree of Independence

Please refer to the Relationship with the Company (2) section on page 13 and "Matters relating to independent officers" in the Independent Officers section for more information.

3. Limited liability agreements

The Company has established a provision in its Articles of Incorporation regarding the limited liability agreements the Company enters into with its Outside Directors and Audit & Supervisory Board Members (Independent) with the approval of the shareholders, in order to ensure that these officers can adequately fulfill their duties and responsibilities. Accordingly, the Company has entered into limited liability agreements with Mr. Takehiro Kamigama, Ms. Izumi Kobayashi, Mr. Yoshihisa Suzuki, Mr. Hiroshi Miura, and Ms. Yumiko Ichige, under which each of these officers' liability shall be limited to JPY 10 million or to the minimum amount of liability prescribed in Article 425-1 of the Companies Act, whichever is higher.

3. Reasons for OMRON's Selection of its Current Corporate Governance System

The Company has chosen to adopt the organizational structure of a "Company with Audit & Supervisory Board."

Board of Directors strives toward sustained improvements in the OMRON's Group corporate value by exercising oversight functions over the overall management through the election of Directors, Audit & Supervisory Board Members and Executive Officers; the determination of compensation for Directors and Executive Officers; and making important operational decisions.

Audit & Supervisory Board and the Audit Supervisory Board Members work to secure the integrity of the OMRON Group and the sustained improvement of corporate value by conducting audits on legality and appropriateness of Directors' duties, and the fulfillment of Board of Directors' oversight obligations. In addition, each Audit & Supervisory Board Member can exercise his/her authority on his/her own as a single-person organ in which the power of final decision-making is given to one person. This allows them to play a crucial role in strengthening internal controls.

Furthermore, to enhance the oversight functions of Board of Directors, four voluntary advisory committees are attached to Board of Directors. CEO Selection Advisory Committee, Personnel Advisory Committee and Compensation Advisory Committee are chaired by an independent outside director, and the majority of each committee should be composed of independent outside director. The President & CEO does not belong to any of these committees. CEO Selection Advisory Committee, in particular, is dedicated to the deliberation and nomination of candidates for CEO, which is the top-priority matter in management oversight. In addition, the Corporate Governance Committee, established for the purpose of enhancing corporate governance, is to be chaired by an independent outside director, and its members to consist of independent outside directors, independent Audit & Supervisory Board Members, and non-executive inside directors. Through these unique initiatives, the Company has established and adopted a system that enhances the transparency and objectivity of management's decision-making process.

By incorporating the best aspects of the corporate governance system of a so-called "Company with Committees (Nomination, etc.)" in this way, we have created the kind of hybrid corporate governance structure that we feel is most appropriate for OMRON as a Company with Audit & Supervisory Board.

III. Status of Execution of Measures Concerning Shareholders and Other Interested Parties

1. Measures to Vitalize the General Shareholders' Meeting and Facilitate the Exercise of Voting Rights

	Supplemental Remarks
Early sending out of convocation notices for the general meeting of shareholders	The convocation notice is sent out 3 weeks or more before the date of the meeting. The materials for the General Meeting of Shareholders will be available electronically on the websites of Tokyo Stock Exchange, ICJ and OMRON one month or more before the date of the meeting.
Avoidance of peak day when scheduling the general meeting of shareholders	The meeting is scheduled three business days or more before the peak day.
Electronic voting	OMRON has adopted electronic voting via Internet since 2003, enabling shareholders voting through computers and smartphones.
Participation in the Electronic Voting Platform system and other efforts to improve an environment in which institutional investors can exercise their voting rights	OMRON has participated in the system since 2006.
Provision of convocation notice summaries written in English	OMRON has been providing English version of the convocation notice (entire translation, for reference purpose) on the website of OMRON .

2. IR-related Activities

	Explanation by representative	Supplemental remarks
Preparation and publication of disclosure policy	—	Disclosure policy is posted on the IR section of OMRON's website in Japanese and English.
Regular information meetings for individual investors	No	OMRON participates in information meetings planned by securities companies, and provides information on the website.
Regular information meetings for analysts and institutional investors	Yes	OMRON holds an earnings announcement meeting every quarter and webcasts the meeting (except meetings held by telephone). The company regularly holds one-on-one dialogues with domestic institutional investors.
Regular information meetings for overseas investors	Yes	OMRON webcasts an earnings announcement meeting with English captions every quarter. The company regularly holds one-on-one dialogues with overseas institutional

		investors. Also, OMRON participates several times a year in IR conference organized by securities companies for investors abroad, in Japan and overseas.
Posting of IR materials on website	—	OMRON posts quarterly results, annual integrated reports, and TSE-required timely disclosure documents both in English and Japanese.
Establishment of department and/or manager in charge of IR	—	Department in charge: Global Strategy HQ Executive in charge: Seiji Takeda, Senior Managing Executive Officer, CFO and Senior General Manager

3. Measures for Respecting the Position of Stakeholders (Updated)

	Supplemental Remarks
Rules for Respecting the Position of Stakeholders through Internal Regulations, etc.	"Management Philosophy" is defined as follows. This is an important philosophy when we practice "The OMRON Principles" through our business and our commitment to all stakeholders. "We believe a business should create value for society through its key practices. We are committed to sustainably increasing our long-term value by putting Our Mission and Values into practice." ・We uphold a long-term vision in our business practices to create solutions to society's needs ・We operate as a truly global company through our fair and transparent management practices ・We cultivate strong relationships with all of our stakeholders through responsible engagement
Implementation of environmental activities, CSR activities, etc.	**Material Sustainability Issues (Materiality)** In April 2022, OMRON started its Long-Term Vision, Shaping the Future 2030 (SF2030) - Innovation Driven by Social Needs through Automation to Empower People. Under SF2030, our aim is to maximize corporate value by creating social value and economic value through business. To achieve this vision, we identified five material sustainability issues, setting related medium- and long-term goals. Five Material Sustainability Issues (Materialities): 1) Resolving Social Issues through Our Business 2) Maximizing the Capability to Innovate Driven by Social Needs 3) Generating Diverse Talent Taking on the Challenge of Value Creation 4) Achieving Decarbonization and Lower Environmental Impact 5) Respecting Human Rights in the Value Chain In accordance with our corporate governance policy, the Board of Directors makes resolutions on all material sustainability issues and medium- and long-term targets, monitoring and

	supervising progress. ・OMRON Corporate Governance Policies Updated: July 1, 2025 https://www.omron.com/global/en/about/corporate/governance/policy/ ・Medium-to-Long-Term Goals of Material Sustainability Issues (Materialities) https://www.omron.com/global/en/sustainability/omron_csr/sustainability_management/ **OMRON Environmental Policy and OMRON Human Rights Policy** On March 1, 2022, prior to the start of our SF2030 long-term vision, the Board of Directors approved and established the OMRON Environmental Policy and the OMRON Human Rights Policy. These policies are important guidelines for solving sustainability issues and achieving our goals while keeping abreast of the future demands and expectations of the international community. Based on these two policies, OMRON strives to enhance corporate value by contributing to the creation of sustainable societies through efforts to decarbonize and reduce environmental impact throughout the value chain. We also conduct human rights due diligence in line with international standards and establish human rights remediation mechanisms. ・OMRON Environmental Policy https://www.omron.com/global/en/sustainability/environ/management/vision/ ・OMRON Human Rights Policy https://www.omron.com/global/en/sustainability/social/human-rights/ **Achieving Decarbonization and Lower Environmental Impact** In July 2018, OMRON established OMRON Carbon Zero, aiming to eliminate Scope 1 and 2*1 greenhouse gas emissions by the year 2050 toward the creation of carbon-neutral societies. Under SF2030, we are reducing greenhouse gas emissions, aiming for a 65% reduction in Scope 1 and 2 emissions and an 18% reduction in Scope 3 Category 11*2 emissions by 2030 (all compared to fiscal 2016 levels). These targets were recognized as science-based targets, and in May 2022, we obtained accreditation from the international initiative SBTi*3. In February 2019, we expressed our endorsement of the TCFD (Task Force on Climate-related Financial Disclosures). In FY2021, we engaged in a company-wide approach using the TCFD framework, conducting scenario analyses of our major businesses. In FY2022, we began disclosing information on the impact of climate change on our business in annual securities reports, integrated reports and other media, in accordance with the TCFD framework. We continue to review the financial impact of climate change on business opportunities and risks. In November 2022, we became the first Japanese manufacturer

	to join the EP100[*4]. At that time, we declared our goal of doubling (compared with 2016 levels) our energy productivity, or the ratio of sales per gigawatt-hour (GWh), by 2040 at all production centers in our Industrial Automation Business and Healthcare Business. Currently, our Industrial Automation Business and Healthcare Business are working on a project together at our Matsusaka factory in Japan for blood pressure monitors and thermometers. The two businesses are creating a system to double production while reducing energy consumption. We contribute to the decarbonization of the manufacturing industry and society by providing expertise gained through our efforts, not only within our own organization, but also across the world. In FY2024, we implemented the following initiatives: • Reduce internal GHG emissions (Scope 1 and 2): 74% cut vs. FY2016. • Achieve Carbon Zero at all 75 sites in Japan (Scope 2) • Promote the development of products with energy-efficiency, compact and lightweight and expand the lineup of these products in each business. *1 Scope 1 and 2: Greenhouse gases emitted directly or indirectly from the company's own operations. *2 Scope 3 Category 11: Scope 3 is greenhouse gas emissions from the company's own value chain. Scope 3 Category 11 is emissions from the use of products, services, etc., manufactured and sold by the company. *3 Science Based Targets Initiative (SBTi): An international initiative that encourages medium- and long-term greenhouse gas reduction targets based on scientific evidence. *4 EP100: Abbreviation for *100% Energy Productivity*. An international corporate initiative organized by The Climate Group, an international environmental NPO headquartered in the U.K. Under EP100, participating companies aim to double energy productivity in their business activities (e.g., improve energy efficiency by 50%). **Respecting Human Rights in the Value Chain** In line with the UN Guiding Principles on Business and Human Rights, OMRON will aim by 2030 for the state of exerting our influence for the respect of human rights for workers not only at OMRON, but also in the value chain, and establish a culture and system that does not permit or cause human rights violations. Specifically, we are engaged in the following initiatives: • Identify potential human rights issues at OMRON group through human rights impact assessments • Conduct self-assessments and third-party audits based on RBA[*5] standards at our production sites • Require suppliers to understand and implement the OMRON Sustainable Procurement Guidelines, which include considerations of human rights and the

	environment, and to conduct self-assessments of the risk of human rights violations • Establish an AI policy to prevent human rights violations caused by our products and services equipped with AI • Establish a whistleblower hotline to receive complaints of human rights violations, not only from our employees, but also from our suppliers. Additionally, establish a consultation desk using JaCER*6 for all other stakeholders *5 RBA: Abbreviation for *Responsible Business Alliance*. The world's largest business alliance promoting corporate social responsibility in global supply chains. *6 JaCER: Abbreviation for *Japan Center for Engagement and Remedy on Business and Human Rights*. An organization that provides a non-judicial platform for grievance redress that complies with the UNGPs. **Establishment of Directors in Charge, Committee, and a Dedicated Department Regarding Sustainability** In order to strengthen the monitoring and supervision of sustainability initiatives by the Board of Directors, we have appointed directors in charge of the environment and human rights. In addition, we have appointed an executive officer in charge of sustainability promotion, who is responsible for business execution, to strengthen sustainability governance throughout the Group. Moreover, we have established the Sustainability Committee chaired by the Executive Officer in charge of Sustainability Promotion, which discuss and make decisions toward the business implementation of key issues and monitor the progress of annual plans. The directors in charge of the environment and human rights also attend the Committee as observers. In fiscal 2024, in order to further strengthen the implementation of sustainability in our business, we dissolved the Sustainability Office, which was previously under the Board of Directors, and established the Sustainability Management Department as an executive department under the Global Corporate Communication & Engagement HQ. The details of these sustainability promotion initiatives are regularly reported to the Board of Directors in an effort to further strengthen governance across the Group. **Reference URLs** Visit the following websites for more information on sustainability at OMRON: ・Sustainability Home https://www.omron.com/global/en/sustainability/ ・Annual Securities Report https://www.omron.com/global/en/ir/irlib/annual_securities_report/ ・Integrated Report https://www.omron.com/global/en/integrated_report/

	・Climate-related Disclosures https://www.omron.com/global/en/sustainability/environ/climate_change/disclosures/
Formulation of policies on providing information to stakeholders	We at OMRON Corporation established our own Sustainability Policy from the perspective of fulfilling our corporate social responsibility. We consider Sustainability Policy to reflect the same meaning and content as declared by our Management Philosophy based on the OMRON Principles. Namely, "We are committed to sustainably enhancing our long-term corporate value by putting the OMRON Principles into practice." Under the Policy, it is clearly stated that “We cultivate strong relationships with all of our stakeholders through responsible engagement.”
Other	<Ensuring diversity in the promotion to core human resources > ・“Respect for All” is one of the Management Commitments in the OMRON Principles. As such, we strive to create a workplace where diverse people with individual values and thoughts can fully put their capabilities to use and assume vital roles. ・In 2012, a dedicated organization was established to promote diversity in the workplace. ・For details about the status of promoting women in managerial roles, foreign nationals, and midcareer employees, please refer to the OMRON Group Website: Updated: June 25, 2025 https://www.omron.com/global/en/sustainability/social/talent-attraction/ < Health and Productivity Management*> OMRON issued the OMRON Employee Health and Productivity Management Declaration in 2017, which has been promoted by top management to reduce future health risks and maximize performance of employees. In order to identify employee health issues related to management issues and incorporate them into specific initiatives, we have created a health and productivity management strategy map “Omron Health and Productivity Management Inverse Tree” to visualize the linkage between health and productivity management and the one of the management indicators which regarding to human capital. To improve Absenteeism and Presenteeism, which are KGIs for health and productivity management, it is important for employees to take responsibility for their own health care, reduce physical and mental illnesses, and maintain good health, and we have established a system to support these efforts. In addition, the “Health Risk Landscape” which categorizes employees' risk of lifestyle-related diseases based on anonymously processed receipt data and health checkup data held by JMDC, a member of our group, is effective in identifying high-risk groups in terms of health and in considering priority measures. In addition, OMRON is working to extend healthy life

	expectancy, a social issue, by sharing its expertise and collaborating with other companies participating in the Alliance for health and productivity management, for which OMRON serves as the representative organizer. In recognition of these efforts, OMRON has been selected for the eighth consecutive year (2017-2024) as KENKO Investment for Health Outstanding Organizations: "White 500 enterprises" under The Ministry of Economy, Trade and Industry and the Nippon Kenko Kaigi. *Health and Productivity Management is a registered trademark of the NPO Kenko Keiei Kenkyukai.

IV. Matters Related to the Internal Control System

1. Basic Approach and Development and Operation Status Related to the Internal Control

Based on the Companies Act and the Ordinance for Enforcement of the Companies Act, the Company has set the Internal Control System of the Company and its subsidiaries ("the OMRON Group") as follows., provided, in light of respecting their corporate culture and independence in management, publicly traded subsidiaries may set their own internal control system if it is so decided by their board of directors. The operational status of such an individual internal control system shall be monitored according to the basic policy for Internal Control System of the OMRON Group.

1. System to Ensure that Execution of Duties by Directors and Employees of the OMRON Group Conforms to Laws and Regulations and the Articles of Incorporation

(1) The OMRON Group Management Policies and the OMRON Group Rules have been established to ensure transparency, fairness and the global nature of management in the OMRON Group, as well as serve as the management base for conducting appropriate and timely decision-making.

(2) The key theme of "socially responsible corporate management" is promoting corporate ethics and compliance whereby the Company complies with laws and regulations in carrying out business activities. In particular, the Company has devoted every effort to prevent anti-competitive activities such as cartel, bribery, and other significant risks from occurring.

(3) The Company has familiarized its officers and employees with the OMRON Group Rules for Ethical Conduct as specific action guidelines for practicing "socially responsible corporate management" and enforces strict compliance.

(4) The Company appoints an executive in charge of corporate ethics and compliance and establishes the Corporate Ethics & Risk Management Committee as an organization to promote corporate ethics and compliance. As specific activities, the President himself

issues instructions on corporate ethics and compliance, providing opportunities to disseminate awareness. In addition, the Committee conducts regular training and education for officers and employees on anti-competitive activities such as cartel and bribery as well as on corporate ethics and compliance.

(5) The Company has set up a whistleblower hotline both inside and outside the Company to receive reports of acts that are, or could potentially be, in violation of the OMRON Group Rules for Ethical Conduct, work rules or laws. In accordance with laws and internal company rules, the content of these reports is protected as confidential, and employees may not be given unfavorable treatment for making such reports.

(6) With the aim of realizing highly transparent management, the Company positions information disclosure as an important task, and has established an Information Disclosure Executive Committee directly under the President to promote the disclosure. The Committee engages in activities to ensure the accuracy, timeliness and completeness of information disclosure across the OMRON Group, and proactively makes disclosure to the public according to the standard set out by the Group.

(7) The Company has set up an internal auditing division directly under the President to conduct operational audits.

(8) To ensure the propriety of the OMRON Group's financial reporting, a system has been established that enables reports to be submitted appropriately in accordance with laws and regulations through measures such as monitoring by Internal Audit Divisions after each division conducts its own review of maintenance and operation of business processes.

(9) The OMRON Group's policy on exclusion of antisocial forces is defined in the OMRON Group Management Policies and the OMRON Group Rules for Ethical Conduct.

2. System for Storage and Management of Information Related to Execution of Directors' Duties

(1) Under Board of Directors Rules, the minutes of Board of Directors meetings are recorded and kept for 10 years.

(2) Under the Management Rules, which state the basic policy and principles for Group management and decision making, decision reports are issued for decisions on significant issues. Decision reports, minutes of Executive Committee meetings, and other important documents showing the state of execution of duties are preserved and managed in accordance with laws and internal company rules.

3. Regulations and Other Systems Concerning Loss Risk Management of the OMRON Group

(1) The Company will engage in risk management integrating all activities that entail risks on a global scale, to ensure the Company's survival and to secure the achievement of corporate objectives while fulfilling its corporate social responsibility.

(2) The Company will strive to avoid, mitigate and transfer risk of loss through collecting

information on and conducting analysis of risks while taking countermeasures against them, in accordance with the OMRON Group Rules for Integrated Risk Management.

(3) Significant risks for the OMRON Group shall be designated, and Group-wide response measures are across all internal companies shall be determined at Executive Committee meeting.

(4) When a crisis occurs, the Company makes reports, transmits information, and assembles the necessary response teams in accordance with the procedures specified in the OMRON Group Rules for Integrated Risk Management.

4. Systems to Ensure Efficient Execution of Duties by Directors of the OMRON Group

(1) The Company uses the Executive Officer system and keeps the number of Directors small to ensure substantive discussion and swift decision making at Board of Directors meetings.

(2) In addition to Board of Directors, the Company has an Executive Committee, which discusses and decides on significant business execution issues within the scope of the President's authority.

(3) The Company uses an internal company system, and promotes faster decision making and efficient business operations by delegating substantial authority to the President of each internal company.

(4) The OMRON Group performs its duties in accordance with the division of duties and scope of decision-making authority set forth based on a concept of proper control and prompt decision making as basic principles.

(5) The OMRON Group establishes a medium-to-long-term management plan. In order to substantiate this management plan, it formulates a business plan in each fiscal year.

5. System to Report to the Company on Matters concerning Execution of Duties by Directors of Subsidiaries

Information regarding operational results, financial status and other significant matters of subsidiaries must be reported to respective superior units responsible for the management of subsidiaries in accordance with the internal regulations, etc.

6. Systems to Ensure Effectiveness of Audit Performed by Audit & Supervisory Board Members

(1) An Audit & Supervisory Board Office with dedicated full-time support staff has been established to assist Audit & Supervisory Board Members in performing their duties. The staff members of Audit & Supervisory Board Office perform their work under the supervision and instruction of Audit & Supervisory Board Members.

(2) Personnel evaluations, appointments and transfers of the staff of Audit & Supervisory Board Office are carried out with the consent of Audit & Supervisory Board.

(3) A system is in place for Directors, Audit & Supervisory Board Members and employees of the OMRON Group and those who have been reported from any of them to immediately

report to Audit & Supervisory Board Members of the Company regarding incidents of material violations of laws and/or articles of incorporation, misconduct within the OMRON Group, or information relating to potential risk of significant loss to the company, in accordance with predetermined regulations and procedures. Notwithstanding these, Audit & Supervisory Board Members of the Company may request reports from Directors and employees of the OMRON Group at any time as needed. The Company shall not treat whistleblowers in an unfair way on the ground of reporting of wrongdoing.

(4) When Audit & Supervisory Board Members request for advance payment of expenses pertaining to the execution of their duties in accordance with Article 388 of the Companies Act, the Company shall handle the request in a prompt manner.

(5) As a mechanism for securing an effective audit by Audit & Supervisory Board Members, systems are in place for Audit & Supervisory Board to hold periodic interviews of Directors and Executive Officers, periodically exchange views with the President, periodically exchange information with Accounting Auditors, and receive operational reports from Executive Officers. In addition, the Internal Audit Manager is invited to Audit & Supervisory Board meetings and makes internal audit reports.

(6) Half or more of Audit & Supervisory Board Members are Audit & Supervisory Board Members (Independent), including legal professionals such as attorneys and Certified Public Accountants, or individuals with extensive knowledge of finance and accounting, to enhance audit objectivity and effectiveness.

(7) Audit & Supervisory Board Members attend and state their opinions at Board of Directors meetings as well as Executive Committee meetings and other important meetings.

2. Basic Approach to Excluding Antisocial Forces and Establishment of Relevant structures

OMRON's policy on antisocial forces is, OMRON strictly prohibits any association whatsoever with antisocial groups or others that threaten the public order and security, standing firm against them."

This policy has been stated in the OMRON Group Management Policies and OMRON Group Rules for Ethical Conduct and publicized both internally and externally, stipulating the code of conduct for all employees, including executives.

OMRON has dedicated personnel who are responsible for establishing cooperative relationship with the police, outside legal counsels and other outside organizations and collecting intelligence on a regular basis.

In the event that antisocial forces make undue claims, the company will act in an organized way against such forces by transmitting reports and information, setting up response teams and taking countermeasures in cooperation with police, outside legal counsels and other outside organizations in accordance with the OMRON Group Rules for Integrated Risk Management and countermeasure manuals.

V. Other

1. Defense Against Takeovers

Defense measures against takeovers	None

Supplemental Remarks on This Item

None.

2. Other Matters Concerning the Corporate Governance System

OMRON's internal system for timely disclosure of company information is as follows

1. Basic stance regarding timely disclosure of information

OMRON's basic policy is to aim for highly transparent management and carry out disclosure of information in a proactive manner. We disclose important facts in accordance with the operational policy below:

(1) In order to meet the needs of our stockholders and other stakeholders for information disclosure, we disclose information according to even stricter standards than the requirements of Japan's Financial Instruments and Exchange Act and the Timely Disclosure Rules of the Tokyo Stock Exchange.

(2) With regard to qualitative information about which individual decisions regarding the need for disclosure are required, a meeting of the Information Disclosure Execution Committee (hereinafter referred to as the "Execution Committee") will be promptly convened to deliberate on whether the information ought to be disclosed and if so, what details require disclosure.

(3) In order to ensure fairness to all stakeholders when disclosing important facts, in addition to promptly disclosing the information to the Tokyo Stock Exchange, we will also release the information to at least two different media outlets.

2. Internal system for timely disclosure

2.1 Timely disclosure implementation system

OMRON has established the Execution Committee for timely disclosure of information. The Execution Committee determines whether any decision made or incident occurred in OMRON Group corresponds to TSE's timely disclosure rules and/or OMRON's own disclosure standards. The matters that the Execution Committee decides to disclose are reported to the person in charge of information management, who then instructs the

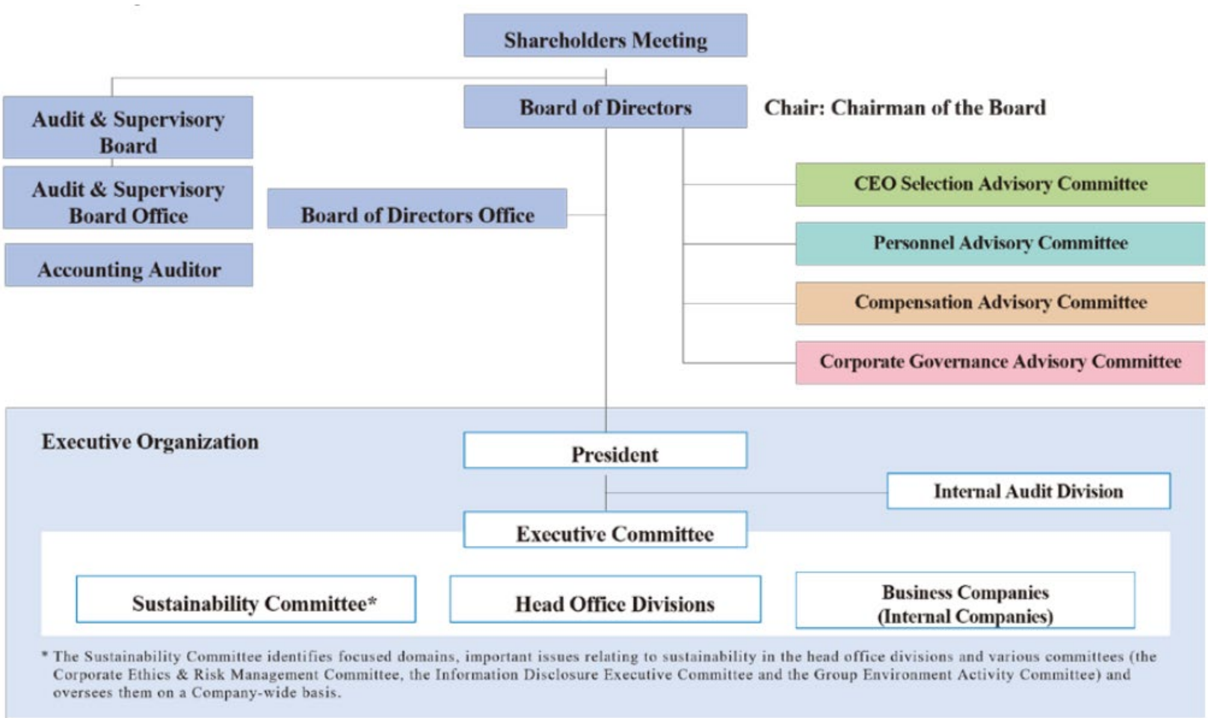
Division responsible for corporate information disclosure to timely disclose these on TSE's Timely Disclosure Network (TDnet). In order for the Execution Committee to obtain important information, any important information is to be reported according to the following procedures (1) and (2).

(1) Departments handling information in Head Office and business divisions determine whether, according to the disclosure rules, incidents that occurred within their own division are to be disclosed, and then report these matters, as well as matters about which they are unable to make a decision, to the Execution Committee for deliberation.
(2) Board of Directors Office and the Executive Council Office notify the Execution Committee of any important matters that is submitted for deliberation to Board of Directors and the Executive Council.

2.2 Internal timely disclosure system

OMRON positions disclosure of information as an important issue to our drive for highly transparent management, and has set up the Execution Committee, which directly reports to CEO, to promote disclosure of information. The Execution Committee is tasked with ensuring the accuracy, timeliness and comprehensiveness of all of OMRON Group's information disclosure and carrying out information disclosure in a proactive manner in accordance with OMRON Group's disclosure standards.

OMRON's Corporate Governance Structure

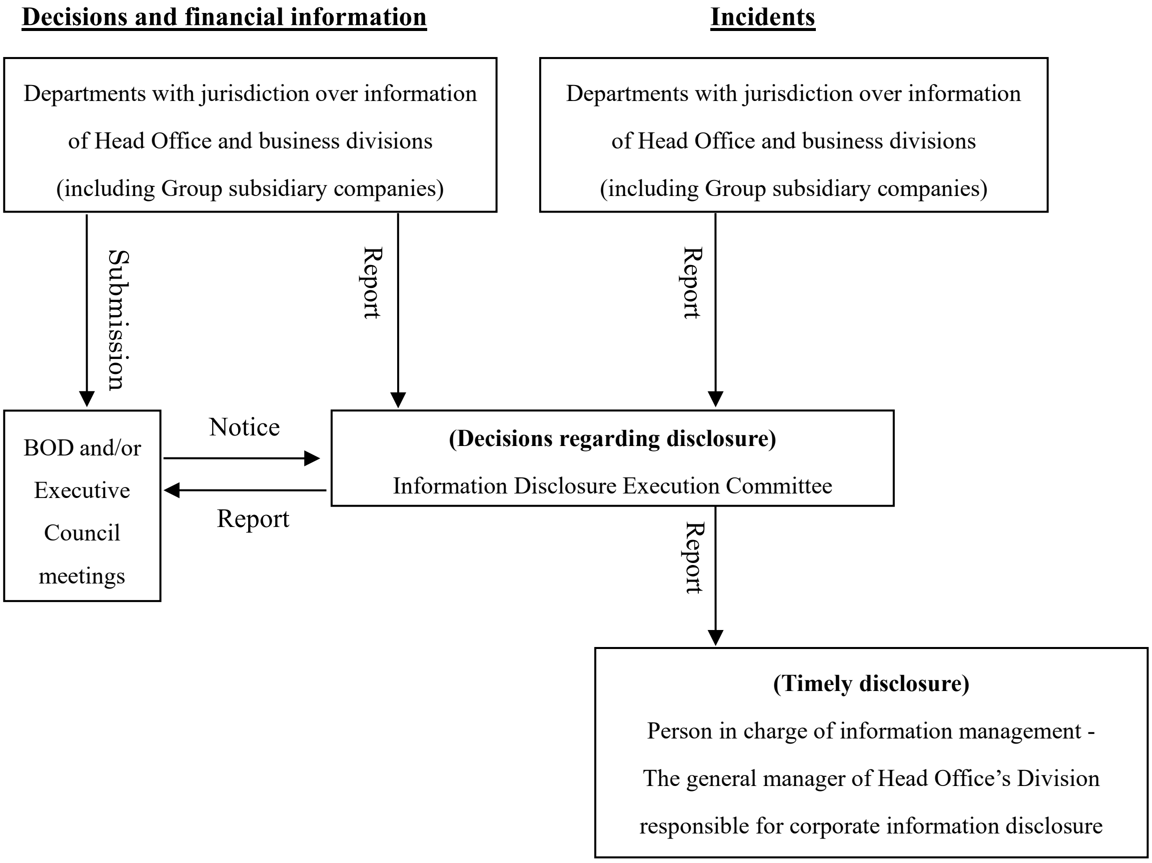


Advisory Committee Members

Title	Name	Ceo selection advisory committee	Personnel Advisory Committee	Compensation Advisory Committee	Corporate Governance Committee
Chairman of the Board	Yoshihito Yamada	□			○
Representative Director	Junta Tsujinaga				
Representative Director	Kiichiro Miyata			□	
Director	Masahiko Tomita		□		
Director	Shizuto Yukumoto	○	○	○	□
Outside Director	Takehiro Kamigama ◆	◎	□	□	◎
Outside Director	Izumi Kobayashi ◆	□	◎	□	□
Outside Director	Yoshihisa Suzuki ◆	□	□	◎	□
Audit & Supervisory Board Member	Toshio Hosoi				
Audit & Supervisory Board Member	Hiroto Iwasa				
Outside Audit & Supervisory Board Member	Hiroshi Miura ◆				□
Outside Audit & Supervisory Board Member	Yumiko Ichige ◆				□

◎ Chairperson ○ Vice-Chairperson □ Committee Member ◆ Independent under Tokyo Stock Exchange rules

OMRON’s internal system for timely disclosure of information



Corporate Governance Code Implementation Status (Updated)

The Company implements all of the principles set forth in the Corporate Governance Code, and discloses the implementation status in the OMRON Corporate Governance Policies (hereinafter referred to as the "Policies") as follows:

Corporate Governance Code					Correspoinding articles in the OMRON Corporate Governance Policies	Implementation Status	
Genaral Principle		Principle		Supple-mentary Principles		Comply	Explain
Section 1	Securing the Rights and Equal Treatment of Shareholders	1.1	Securing the Rights of Shareholders	-	Section 2. 1 (1)General Shareholders Meetings	✓	
				1.1.1	Section 2. 1 (2)Securing the Rights of Shareholders	✓	
				1.1.2	Section 4.2 (1) Roles and Responsibilities of the Board of Directors	✓	
				1.1.3	Section 2. 1 (2)Securing the Rights of Shareholders	✓	
		1.2	Exercise of Shareholder Rights at General Shareholder Meetings	-	Section 2. 1 (1) General Shareholders Meetings	✓	
				1.2.1	Section 2. 1 (1)General Shareholders Meetings	✓	
				1.2.2	Section 2. 1 (1)General Shareholders Meetings	✓	
				1.2.3	Section 2. 1 (1)General Shareholders Meetings	✓	
				1.2.4	Section 2. 1 (1)General Shareholders Meetings	✓	
				1.2.5	Section 2. 1 (1)General Shareholders Meetings	✓	
		1.3	Basic Strategy for Capital Policy	-	Section 2. 1 (4)Basic Strategy for Capital Policy	✓	
		1.4	Cross-Shareholdings	-	Section 2. 1 (5)Cross-Shareholding Strategy ●Annual Securities Report FY2024(the 88th) Page 136 https://www.omron.com/global/en/assets/file/ir/irlib/annual_securities_report_2024e.pdf	✓	
				1.4.1	Section 2. 1 (5)Cross-Shareholding Strategy	✓	
				1.4.2	Section 2. 1 (5)Cross-Shareholding Strategy	✓	
		1.5	Anti-Takeover Measures	-	Section 2. 1 (6)Anti-Takeover Measures	✓	
				1.5.1	Section 2. 1 (6)Anti-Takeover Measures	✓	
		1.6	Capital Policy that May Harm Shareholder Interests	-	Section 2. 1 (4)Basic Strategy for Capital Policy	✓	
		1.7	Related Party Transactions	-	Section 2. 1 (7)Prevention of Related Party Transactions	✓	
Section 2	Appropriate Cooperation with Stakeholders Other Than Shareholders	2.1	Business Principles as the Foundation of Corporate Value Creation Over the Mid- to Long-Term	-	Section 1 . 1 Objective and Basic Policies for Corporate Governance ●Principles https://www.omron.com/global/en/vision/#	✓	
		2.2	Code of Conduct	-	Section 2.2 Relationships with Employees ●Principles https://www.omron.com/global/en/vision/#	✓	
				2.2.1	Section 2.2 Relationships with Employees ●Human resource development policy,Company environment improvement policy https://www.omron.com/global/en/sustainability/social/talent-attraction/ ●In-house award system, "The OMRON Global Awards(TOGA)" https://www.omron.com/global/en/about/corporate/vision/initiative/#	✓	
		2.3	Sustainability Issues, Including Social and Environmental Matters	-	Section 2.5 Relationships with Communities	✓	
				2.3.1	Section 2.5 Relationships with Communities ●Sustainability TOP https://www.omron.com/global/en/sustainability/ ●Human Rights Policy https://www.omron.com/global/en/sustainability/social/human-rights/ ●Environmental Policy https://www.omron.com/global/en/sustainability/environ/management/vision	✓	
		2.4	Ensuring Diversity, Including Active Participation of Women	-	Section 2.2 Relationships with Employees Section 4. 5 (2) The Personnel Advisory Committee	✓	
				2.4.①	Section 2.2 Relationships with Employees ●Status of women, foreigners, mid-career hires, and ensuring diversity https://www.omron.com/global/en/sustainability/social/talent-attraction/	✓	
		2.5	Whistleblowing	-	Section 2.2 Relationships with Employees	✓	
				2.5.1	Section 2.2 Relationships with Employees ●Compliance and Risk Management https://www.omron.com/global/en/sustainability/compliance/	✓	
		2.6	Roles of Corporate Pension Funds as Asset Owners	-	Policy Section 2 6. Performing the Role of a Corporate Pension Asset Owner	✓	
Section 3	Ensuring Appropriate Information Disclosure and Transparency	3.1	Full Disclosure	-	Section 3.1 Information Disclosure Standards	✓	
				(i)	Section 2.1 (3) Constructive Dialogue with Shareholders Attachment - 1 ●Long-Term Vision SF2030 https://www.omron.com/global/en/sf2030/	✓	
				(ii)	Section 1.1 Objective and Basic Policies for Corporate Governance	✓	
				(iii)	Section 4.5 (3) The Compensation Advisory Committee ●Compensation https://www.omron.com/global/en/about/corporate/governance/compensation/	✓	
				(iv)	Section 4.5 (2) The Personnel Advisory Committee, Corporate Governance Report ●Management Team https://www.omron.com/global/en/about/corporate/governance/organization/ ●Corporate Governance Report Page 40 1. CEO Appointment/Dismissal 2. Director/Executive Officer Appointment/Dismissal	✓	
				(v)	Section 4.5 (2) The Personnel Advisory Committee, Convocation Notice for General Meeting of Shareholders ●Reason for selecting as director and Audit https://www.omron.com/global/en/assets/file/ir/shareholder/convocation_notice_for_the_88th_ordinary_general_meeting_of_shareholders.pdf https://www.omron.com/global/en/about/corporate/governance/organization/	✓	
				3.1.1	Section 3.1 Information Disclosure Standards	✓	
				3.1.2	Section 3.1 Information Disclosure Standards	✓	
				3.1.3	Section 4.2 (1) Roles and Responsibilities of the Board of Directors ●Sustainability TOP https://www.omron.com/global/en/sustainability/ ●Human capital https://www.omron.com/global/en/sustainability/social/talent-attraction/ ●Intellectual property https://www.omron.com/global/en/technology/ https://www.omron.com/global/en/technology/property/ ●TCFD https://www.omron.com/global/en/sustainability/environ/climate_change/disclosures/	✓	
		3.2	External Auditors	-	Section 4.4 (1) Roles and Responsibilities of External Auditors	✓	
				3.2.1	Section 4 3 (3) Relationship with External Auditors and the Internal Auditing Department	✓	
				3.2.2	Section 4.2 (1) Roles and Responsibilities of the Board of Directors Section 4.3 (3) Relationship with External Auditors and the Internal Auditing Department ●Initiatives towards improving Board of Directors' effectiveness Page 15 https://www.omron.com/global/en/assets/file/about/corporate/governance/chart/20240605_governance_effectiveness_e.pdf ●Annual Securities Report FY2024(the 88th) Page 123 https://www.omron.com/global/en/assets/file/ir/irlib/annual_securities_report_2024e.pdf	✓	

Corporate Governance Code					Correspoinding articles in the OMRON Corporate Governance Policies	Implementation Status	
Genaral Principle		Principle		Supple- mentary Principles		Comply	Explain
Section 4	Responsibilities of the Board	4.1	Roles and Responsibilities of the Board (1)	-	Section 4.2 (1) Roles and Responsibilities of the Board of Directors	✓	
				4.1.1	Section 4.2 (1) Roles and Responsibilities of the Board of Directors	✓	
				4.1.2	Section 2.1 (3) Constructive Dialogue with Shareholders Attachment - 1 ●Medium-Term Roadmap SF 2nd Stage Briefing https://www.omron.com/global/en/ir/irlib/osgs.html	✓	
				4.1.3	Section 4.5 (1) The CEO Selection Advisory Committee ●Initiatives towards improving Board of Directors' effectiveness Page 4 https://www.omron.com/global/en/assets/file/about/corporate/governance/chart/20230601_governance_effectiveness_e.pdf https://www.omron.com/global/en/assets/file/ir/irlib/ar23e/OMRON_Integrated_Report_2023_en_28.pdf?231004	✓	
	Responsibilities of the Board	4.2	Roles and Responsibilities of the Board (2)	-	Section 4.2 (1) Roles and Responsibilities of the Board of Directors Section 4.5 (3) The Compensation Advisory Committee	✓	
				4.2.1	Section 4.5 (3) The Compensation Advisory Committee ●Compensation https://www.omron.com/global/en/about/corporate/governance/compensation/	✓	
				4.2.2	Section 4.2 (1) Roles and Responsibilities of the Board of Directors ●Sustainability Management https://www.omron.com/global/en/sustainability/omron_csr/sustainability_management/ ●Initiatives towards improving Board of Directors' effectiveness Page 16 https://www.omron.com/global/en/assets/file/about/corporate/governance/chart/20250602_governance_effectiveness_e.pdf ●Long-term Vision "Shaping the Future 2030" https://www.omron.com/global/en/sf2030/ ●Medium-Term Roadmap SF 2nd Stage Briefing https://www.omron.com/global/en/ir/irlib/osgs.html	✓	
		4.3	Roles and Responsibilities of the Board (3)	-	Section 4.5 (2) The Personnel Advisory Committee Section 4.2 (4) Internal Control	✓	
				4.3.1	Section 4.5 (2) The Personnel Advisory Committee ●Management Team https://www.omron.com/global/en/about/corporate/governance/organization/	✓	
				4.3.2	Policy Section 4 5.(1) The CEO Selection Advisory Committee, Corporate Governance Report ●Initiatives towards improving Board of Directors' effectiveness Page 4 https://www.omron.com/global/en/assets/file/about/corporate/governance/chart/20230601_governance_effectiveness_e.pdf https://www.omron.com/global/en/assets/file/about/corporate/governance/govlib/ar2011_the_appointment_of_a_new_president_e.pdf https://www.omron.com/global/en/assets/file/ir/irlib/ar23e/OMRON_Integrated_Report_2023_en_28.pdf?231004	✓	
				4.3.3	Policy Section 4 5.(1) The CEO Selection Advisory Committee, Corporate Governance Report ●Corporate Governance Report Page 40 1. CEO Appointment/Dismissal	✓	
				4.3.4	Section 4.2 (4) Internal Control	✓	
		4.4	Roles and Responsibilities of Kansayaku and the Kansayaku Board	-	Section 4.3 (1) Roles and Responsibilities of the Audit & Supervisory Board	✓	
				4.4.1	Section 4.3 (1) Roles and Responsibilities of the Audit & Supervisory Board	✓	
		4.5	Fiduciary Responsibilities of Directors and Kansayaku	-	Section 4.6 (1) Directors Section 4.6 (3) Audit & Supervisory Board Members	✓	
		4.6	Business Execution and Oversight of the Management	-	Section 4.2 (2) Composition of Board of Directors	✓	
		4.7	Roles and Responsibilities of Independent Directors	-	Section 4.6 (2) Independent Outside Directors	✓	
		4.8	Effective Use of Independent Directors	-	Section 4.2 (1) Roles and Responsibilities of the Board of Directors	✓	
				4.8.1	Section 4.5 (4) Corporate Governance Committee ●Initiatives towards improving Board of Directors' effectiveness Page 11 https://www.omron.com/global/en/assets/file/about/corporate/governance/chart/20250602_governance_effectiveness_e.pdf	✓	
				4.8.2	Section 4.2 (2) Composition of Board of Directors	✓	
				4.8.3	N/A	-	
		4.9	Independence Standards and Qualification for Independent Directors	-	Section 4.6 (5) Independence Criteria	✓	
	Responsibilities of the Board	4.10	Use of Optional Approach	-	Section 4.1 Organizational Structure	✓	
				4.10.1	Section 4.2 (2) Composition of Board of Directors Section 4.5 (1) The CEO Selection Advisory Committee (2) The Personnel Advisory Committee (3) The Compensation Advisory Committee (4) Corporate Governance Committee ●Corporate Governance Framework https://www.omron.com/global/en/about/corporate/governance/chart/	✓	
		4.11	Preconditions for Board and Kansayaku Board Effectiveness	-	Section 4.5 (2) The Personnel Advisory Committee Section 4.6 (3) Audit & Supervisory Board Members Section 4.5 (4) Corporate Governance Committee	✓	
				4.11.1	Section 4.2 (2) Composition of Board of Directors Section 4.5 (2) The Personnel Advisory Committee Section 4.6 (1) Directors, Corporate Governance Report, etc. ●Corporate Governance Report Page 40 3. Policy and Procedures for the Election of Directors and Audit & Supervisory Board Members	✓	
				4.11.2	Section 4.6 (2) Independent Outside Directors ●CONVOCATION NOTICE FOR GENERAL MEETING OF SHAREHOLDERS https://www.omron.com/global/en/assets/file/ir/shareholder/convocation_notice_for_the_88th_ordinary_general_meeting_of_shareholders.pdf	✓	
				4.11.3	Section 4.5 (4) Corporate Governance Committee, Corporate Governance Report, etc. ●Initiatives towards improving Board of Directors' effectiveness https://www.omron.com/global/en/assets/file/about/corporate/governance/chart/20250602_governance_effectiveness_e.pdf	✓	
		4.12	Active Board Deliberations	-	Section 4.2 (3) Chair of the Board of Directors	✓	
				4.12.1	Section 4.6 (6) Support Structure	✓	
		4.13	Information Gathering and Support Structure	-	Section 4.6 (6) Support Structure	✓	
				4.13.1	Section 4.6 (1) Directors Section 4.6 (2) Independent Outside Directors Section 4.6 (3) Audit & Supervisory Board Members Section 4.6 (4) Independent Outside Audit & Supervisory Board Members	✓	
				4.13.2	Section 4.6 (6) Support Structure	✓	

Corporate Governance Code					Correspoinding articles in the OMRON Corporate Governance Policies	Implementation Status	
Genaral Principle		Principle		Supple-mentary Principles		Comply	Explain
Section 4	Responsibilities of the Board	4.13	Information Gathering and Support Structure	4.13.3	Section 4.2 (1) Roles and Responsibilities of the Board of Directors Section 4.3 (1) Roles and Responsibilities of the Audit & Supervisory Board Section 4.3 (3) Relationship with External Auditors and the Internal Auditing Department Section 4.6 (6) Support Structure	✓	
		4.14	Director and Kansayaku Training	-	Section 4.6 (7) Training Policy	✓	
				4.14.1	Section 4.6 (7) Training Policy ●Initiatives towards improving Board of Directors' effectiveness Page 14 https://www.omron.com/global/en/assets/file/about/corporate/governance/chart/20250602_governance_effectiveness_e.pdf	✓	
				4.14.2	Section 4.6 (7) Training Policy	✓	
Section 5	Dialogue with Shareholders	5.1	Policy for Constructive Dialogue with Shareholders	-	Section 2.1 (3) Constructive Dialogue with Shareholders .Attachment - 1	✓	
				5.1.1	Section 2.1 (3) Constructive Dialogue with Shareholders .Attachment - 1	✓	
				5.1.2	Section 2.1 (3) Constructive Dialogue with Shareholders .Attachment - 1	✓	
				5.1.3	Section 2.1 (3) Constructive Dialogue with Shareholders .Attachment - 1	✓	
		5.2	Establishing and Disclosing Business Strategy and Business Plan	-	Section 2.1 (3) Constructive Dialogue with Shareholders .Attachment - 1, Integrated Report, etc. ●ROIC Management https://www.omron.com/global/en/assets/file/ir/irlib/ar22e/OMRON_Integrated_Report_2022_en_08.pdf ●Long-term Vision "Shaping the Future 2030" https://www.omron.com/global/en/sf2030/ ●Medium-Term Roadmap SF 2nd Stage Briefing https://www.omron.com/global/en/ir/irlib/osgs.html	✓	
				5.2.1	Section 2.1 (3) Constructive Dialogue with Shareholders .Attachment - 1, Please refer to the above URL	✓	

To strengthen constructive dialogue with investors, we will describe our implementation status in addition to policies regarding the following principles stated in the Corporate Governance Code.

1. CEO Appointment/Dismissal [Supplementary Principles 4-3 (2) (3)]

Board of Directors takes the appointment and dismissal of the CEO as one of the highest-priority matters in management oversight. Accordingly, the CEO Selection Advisory Committee, dedicated to the nomination of candidates for the CEO, annually evaluates the performance of the CEO and nominates candidates for the CEO based on the results of the evaluation, thereby maintaining the transparency, objectivity, and timeliness of the CEO appointment process. As such, the Company annually appoints a CEO for the succeeding fiscal year based on the evaluation reflecting the Company's business results, etc. and thus has established a system for deliberating the re-appointment or dismissal of the current CEO based on the business results, etc.

2. Director/Executive Officer Appointment/Dismissal [Principle 3-1 (iv)]

Board of Directors takes the appointment and dismissal of directors/executive officers as one of the highest-priority matters in management oversight. Accordingly, the Personnel Advisory Committee annually evaluates the performance of directors/executive officers in accordance with the criteria for selection, and nominates candidates for directors/executive officers based on the results of evaluation. By doing so, the Company has established transparent, objective, and timely procedures for appointment. As such, the Company annually appoints directors/executive officers for the succeeding fiscal year based on the evaluation reflecting the Company's business results, etc., and thus has established a system for deliberating re-appointment or dismissal of the current directors/executive officers based on the business results, etc.

3. Policy and Procedures for the Election of Directors and Audit & Supervisory Board Members [Principle 4-11 (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.

[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 Personnel Advisory Committee seeks to diversify Directors, Audit & Supervisory Board Members, and Executive Officers (experience, specialized knowledge, insight, gender, internationality, age, etc.) in order to respond swiftly to global growth, enhanced competitiveness, and significant changes in the business environment.

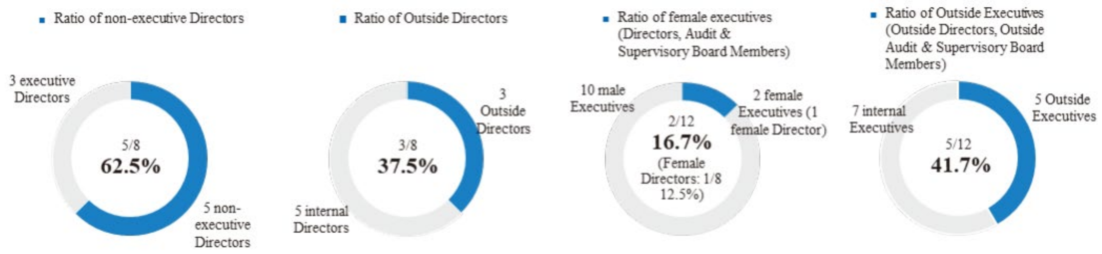
[Criteria for Appointment of Outside Directors]

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.

[Composition of Board of Directors]



[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.

[Main Areas of Experience and Specialties of Directors and Audit & Supervisory Board Members]

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

4. Overview of initiatives towards improving Board of Directors' effectiveness [Principle 4-11 (3)]

"Initiatives towards improving Board of Directors' effectiveness" is available at the OMRON Group Website: Updated:June 2, 2025
https://www.omron.com/global/en/about/corporate/governance/govlib/

5. Status of initiatives towards improving the Audit & Supervisory Board's effectiveness

For details, please refer to the following link. Updated:June 2, 2025
https://www.omron.com/global/en/about/corporate/governance/govlib/

6. Advisory Committees Activities and Activity Status

	CEO Selection Advisory Committee	Personnel Advisory Committee
Members	Five members (three Outside Directors and two internal Directors)	Five members (three Outside Directors and two internal Directors)
Chair	Mr. Takehiro Kamigama, the lead Outside Director	Ms. Izumi Kobayashi, Outside Director
Committee composition	・The majority shall be Outside Directors ・The two internal Directors shall be non-executive internal Directors (the President and CEO is not a member of the committee)	・The majority shall be Outside Directors ・The Chairman of the Board of Directors and the President and CEO are not members of the committee
Number of meetings held	1 (Attendance rate: 100%)	6 (Attendance rate: 100%)
Matters deliberated and matters reported	・Deliberation on candidates for CEO ・Deliberation on a CEO successor candidate in the event of a crisis in fiscal 2025	・Deliberation on appointment/dismissal of Senior Executive Officers and reporting on selection of Executive Officers ・Deliberation on Director candidates, Audit & Supervisory Board Member candidates, and Executive Officer candidates ・Reporting on succession planning for management executives ・Reporting on the list of candidates for Outside Director and Outside Audit & Supervisory Board Member ・Determination of the members of each Advisory Committee
Evaluation	・The Committee evaluated the performance of the President and CEO in an appropriate process. ・Regarding President and CEO succession planning, the Committee selected and evaluated candidates from a medium- and long-term perspective, and monitored the progress of a development plan on an ongoing basis.	・Regarding development of management executives, the Committee engaged in appropriate and continuous discussion with reference to the report on succession planning based on Core Position Strategy and the status of human resource pipelines. ・The Committee deliberated the composition of the Board of Directors, in light of the mid- to long-term business portfolios, and reflected them in the talent pool.
Comments from the chair	In the second year in office as the President, Mr. Tsujinaga is in a difficult period of the structural reform, but we would like to ask him for continued efforts. We performed evaluation on the performance of the President and CEO and also held fruitful discussions on succession planning for the future.	In the fiscal year under review, incorporating the opinions of Committee members, we had discussions and made decisions that would contribute to enhancing effectiveness of the Board of Directors in the future, such as the partial delegation of authorities to CEO, a policy making regarding the composition of the Board of Directors based on business portfolios, and creation of a talent pool in line with that policy.

	Compensation Advisory Committee	Corporate Governance Committee
Members	Five members (three Outside Directors and two internal Directors)	Seven members (three Outside Directors, two Outside Audit & Supervisory Board Members and two non-executive internal Directors)
Chair	Mr. Yoshihisa Suzuki, Outside Director	Mr. Takehiro Kamigama, the lead Outside Director
Committee composition	・The majority shall be Outside Directors ・The Chairman of the Board of Directors and the President and CEO are not members of the committee	・The majority shall be Outside Executives (Outside Directors and Outside Audit & Supervisory Board Members) ・Directors engaged in business executions are not members of the committee
Number of meetings held	7 (Attendance rate: 97%)	7 (Attendance rate: 98%)
Matters deliberated and matters reported	・Discussion and deliberation on a new compensation plan ・Deliberation of compensation levels and tables for Directors and Executive Officers ・Deliberation of compensation for foreign Executive Officers ・Deliberation of evaluation criteria and payment amounts for Director bonuses and stock compensation ・Determination of evaluation criteria and payment amounts for Executive Officer bonuses and stock compensation ・Determination of a stock compensation plan for Directors and Executive Officers	・Discussion on the roles of each Director ・Report on actions taken against matters pointed out at Board of Directors meetings ・Discussion on Directors' self-evaluation, mutual evaluation, and third-party evaluation ・Deliberation of evaluation of the Board of Directors' effectiveness in fiscal 2024 ・Discussion on the compilation of a fact book on the Board of Directors
Evaluation	・Upon the expiration of the current stock compensation plan, the Committee advanced active discussions on how an entire compensation scheme should be to increase corporate value over the medium to long term. ・Taking into account the period of Structural Reform, the Committee appropriately analyzed issues of the current scheme and made improvement. In light of the latest market trends and benchmarking results from other companies, the Committee built a new compensation system through an appropriate process.	In order for each Director to demonstrate higher effectiveness, the Committee explicitly defined the roles of each Director and started self-evaluation of each Director from the fiscal year under review, to strengthen governance.
Comments from the chair	In designing a transitional compensation plan suitable for the Structural Reform period, we discussed a constructive scheme from the perspectives of keeping executives motivated and giving them a long-term incentive. Going forward, we intend to discuss the design of a new compensation plan toward further increasing OMRON's corporate value.	We deepened discussions on how to sophisticate the method for evaluating effectiveness of the Board of Directors during the fiscal year under review, and introduced self-evaluation of each Director. In the next fiscal year, we continue discussions on an optimal governance system for the Company, taking into account the mid- to long-term growth strategies and changes in the business environment.