

(Translation)

Cover Page

Document Name: Extraordinary Report
Filed with: The Director-General of the Kanto Local Finance Bureau
Filing Date: March 31, 2020
Corporate Name: Canon Inc.
Name and Title of Representative: Fujio Mitarai, Chairman & CEO
Location of Head Office: 30-2, Shimomaruko 3-chome, Ohta-ku, Tokyo
Telephone Number: (03)3758-2111
Name of Contact Person: Ichiro Baba, General Manager, Accounting Division
Nearest Contact Location: 30-2, Shimomaruko 3-chome, Ohta-ku, Tokyo
Telephone Number: (03)3758-2111
Name of Contact Person: Ichiro Baba, General Manager, Accounting Division
Places of Public Inspection of
the Extraordinary Report: Tokyo Stock Exchange, Inc.
(2-1, Nihonbashi Kabuto-cho, Chuo-ku, Tokyo)
Nagoya Stock Exchange, Inc.
(8-20, Sakae 3-chome, Naka-ku, Nagoya)
Fukuoka Stock Exchange
(14-2, Tenjin 2-chome, Chuo-ku, Fukuoka)
Sapporo Securities Exchange
(14-1, Minamiichijo-nishi 5-chome, Chuo-ku, Sapporo)

1. Reason for Filing

Canon Inc. (the “Company”) is filing this Extraordinary Report pursuant to Article 24-5, Paragraph 4 of the Financial Instruments and Exchange Law and Article 19, Paragraph 2, Item 9-2 of the Cabinet Office Ordinance relating to the Disclosure of Details of Corporations, etc. to report the approval of resolutions at the Ordinary General Meeting of Shareholders for the 119th Business Term (the “Ordinary General Meeting”) of the Company held at March 27, 2020.

2. Description of Report

(1) Date on which the Ordinary General Meeting was held:

March 27, 2020

(2) Details of the Matters to be Resolved:

Item No.1: Dividend from Surplus

a. Matters concerning allocation of dividend and its total amount:

80.00 yen per one common share of the Company

Total amount of dividend 85,106,757,680 yen

b. Effective date of the dividend from surplus:

March 30, 2020

Item No.2: Election of Six Directors

It was proposed that the following persons be elected as Directors:

Messrs. Fujio Mitarai, Masaya Maeda, Toshizo Tanaka, Toshio Homma, Kunitaro Saida and Haruhiko Kato.

Item No.3: Election of One Audit & Supervisory Board Member

It was proposed that Mr. Ryuichi Ebinuma be elected as an Audit & Supervisory Board Member.

Item No.4: Election of Accounting Auditor

It was proposed that Deloitte Touche Tohmatsu LLC be elected as Accounting Auditor.

Item No.5: Grant of Bonus to Directors

It was proposed that bonus be granted to the four Directors excluding Outside Directors as of the end of this term, which totals 53,500,000 yen.

- (3) The number of voting rights concerning the indication of “for,” “against” or “abstention” for each item; Requirements for approving the items; and Results of resolutions

Item	For	Against	Abstention	Ratio of favorable votes (%)	Results
Item No.1	7,551,115	21,958	248	99.44	Approved
Item No.2					
Fujio Mitarai	6,850,417	689,469	33,488	90.21	Approved
Masaya Maeda	7,176,427	363,459	33,488	94.50	Approved
Toshizo Tanaka	7,279,169	282,639	11,573	95.85	Approved
Toshio Homma	7,313,276	248,532	11,573	96.30	Approved
Kunitaro Saida	7,142,642	430,494	248	94.06	Approved
Haruhiko Kato	7,306,553	266,583	248	96.21	Approved
Item No.3					
Ryuichi Ebinuma	6,989,646	573,668	10,039	92.04	Approved
Item No.4	7,537,149	35,643	627	99.25	Approved
Item No.5	7,444,030	116,415	12,940	98.02	Approved

Note: 1. Each of the number of "For," "Against" and "Abstention" is the aggregate number of the voting rights a) exercised in advance by the day prior to the Ordinary General Meeting, and b) exercised by shareholders present at the Meeting (provided that such shareholders' intention to approve or disapprove the propositions could be ascertained.)

2. The "Ratio of favorable votes" is the ratio of the following 1) to 2);

1) the aggregate number of votes in favor exercised in advance by the day prior to the Ordinary General Meeting, and those exercised by shareholders present at the Meeting (provided that such shareholders' intention to approve the propositions could be ascertained.)

2) the total number of voting rights exercised in advance by the day prior to the Ordinary General Meeting and those of shareholders present at the Meeting.

3. The requirements for approval of each resolution are as follows:

- For Item No.1, 4 and 5, a majority of the votes of the shareholders present at the Ordinary General Meeting who are entitled to exercise voting rights;
- For Item No.2 and 3, a majority of the votes of the shareholders present at the Ordinary General Meeting who hold shares representing in aggregate not less than one-third (1/3) of the votes of all shareholders entitled to exercise voting rights.

* In this paragraph, each number of voting rights held by shareholders present at the Meeting includes the number of voting rights exercised in writing or by means of electronic transmission.

- (4) The aggregate number of a) voting rights exercised in advance by the day prior to the Ordinary General Meeting and b) voting rights exercised by shareholders present at the Meeting, and such shareholders' intention to approve or disapprove the propositions could be ascertained, was sufficient to meet all requirements pursuant to the Corporation Law to approve all of the items. Accordingly, voting rights of shareholders present at the Ordinary General Meeting whose intention to approve or disapprove the propositions or abstain from the vote could not be ascertained, were not counted.