

January 28, 2009

Canon Inc.

Chairman & CEO: Fujio Mitarai

Securities code: 7751

[Tokyo (First Section) and other Stock Exchanges]

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Notice Regarding Partial Amendment to Articles of Incorporation

Canon Inc. (the “Company”) announced today that, at the meeting of the Board of Directors held on January 28, 2009, the Company resolved to propose a “Partial Amendment to its Articles of Incorporation” at the Ordinary General Meeting of Shareholders for the 108th Business Term scheduled to be held on March 27, 2009, as described below.

1. Reasons for Amendment

(1) Following the enforcement of “the Law Partially Amending the Law Concerning Book-Entry Transfer of Corporate Bonds and Other Securities for the Purpose of Streamlining the Settlement of Trades of Stocks, Etc.” (Law No. 88 of 2004; hereinafter, the “Streamlining Settlement Law”) on January 5, 2009, all stocks issued by listed companies have been simultaneously shifted to the Book-Entry Transfer System (the share certificates dematerialization).

Consequently, the Company will make necessary amendments throughout the Articles of Incorporation, such as deleting provisions assuming the existence of share certificates, adjusting the numbering of articles and adding supplementary provisions.

With respect to Article 7 of the current Articles of Incorporation, it is deemed that a resolution by a General Meeting of Shareholders has been made for an amendment of the Articles of Incorporation to repeal the said article, effective as of January 5, 2009, pursuant to paragraph 1, Article 6 of the Supplementary Provisions of the Streamlining Settlement Law.

(2) On the occasion of the share certificates dematerialization, the Company has eliminated handling fees relating to shares of the Company. Consequently, the Company will make necessary amendments to Article 11 of the current Articles of Incorporation.

2. Substance of Amendment

The substance of the amendment is as shown in the attached document.

3. Schedule of Amendment

Date of the general meeting of shareholders for the amendment to the Articles of Incorporation: March 27, 2009 (scheduled)

Date when the amendment to the Article of Incorporation comes into effect:
March 27, 2009 (scheduled)

Note: Certain minor or typographical changes made to the original Japanese Articles of Incorporation are not reflected in this English translation. The underlined parts do not always correspond to the amended parts in the original Japanese Articles of Incorporation.

(The amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendment
<p style="text-align: center;">Chapter II. Shares</p> <p>Article 6. (Text omitted)</p> <p><u>Issuance of Share Certificates</u></p> <p><u>Article 7. The Company shall issue share certificates representing issued shares.</u></p> <p>Number of Shares Constituting One Unit</p> <p>Article <u>8</u>. Number of shares constituting one unit of the Company shall be one hundred (100) shares.</p> <p><u>2. Notwithstanding the preceding article, the Company will not issue share certificates for shares of less-than-one-unit (hereinafter “Less-than-one-unit Shares”), unless the Company deems it necessary for the shareholder.</u></p> <p><u>3. Shareholders (including beneficial owners; hereinafter the same shall apply) who own Less-than-one-unit Shares of the Company may request that the Company sell a number of shares which, when added to the Less-than-one-unit Shares, would equal the number of shares constituting one unit; provided, however, that the Company is not obliged to do so if the Company does not own its own shares in the number which it is requested to sell.</u></p>	<p style="text-align: center;">Chapter II. Shares</p> <p>Article 6. (Same as present text)</p> <p style="text-align: center;">(Deleted)</p> <p>Number of Shares Constituting One Unit</p> <p>Article <u>7</u>. Number of shares constituting one unit of the Company shall be one hundred (100) shares.</p> <p style="text-align: center;">(Deleted)</p> <p><u>2. Shareholders who own Less-than-one-unit Shares of the Company may request that the Company sell a number of shares which, when added to the Less-than-one-unit Shares, would equal the number of shares constituting one unit; provided, however, that the Company is not obliged to do so if the Company does not own its own shares in the number which it is requested to sell.</u></p>

<p>Rights Regarding Less-than-one-unit Shares</p> <p>Article <u>9</u>. Shareholders of the Company are not entitled to exercise any rights regarding their Less-than-one-unit Shares other than the rights described below:</p> <p>(1) The rights provided in each item of paragraph 2, Article 189 of the Corporation Law; and</p> <p>(2) The rights to request the sale of Less-than-one-unit Shares as provided in paragraph <u>3</u> of the preceding article.</p>	<p>Rights Regarding Less-than-one-unit Shares</p> <p>Article <u>8</u>. Shareholders of the Company are not entitled to exercise any rights regarding their Less-than-one-unit Shares other than the rights described below:</p> <p>(1) The rights provided in each item of paragraph 2, Article 189 of the Corporation Law; and</p> <p>(2) The rights to request the sale of Less-than-one-unit Shares as provided in paragraph <u>2</u> of the preceding article.</p>
<p>Manager of the Register of Shareholders</p> <p>Article <u>10</u>. The Company shall have a manager of the register of shareholders.</p> <p>2. The manager of the register of shareholders and its place of handling business shall be designated by resolution of the Board of Directors and a public notice shall be given of such matters.</p> <p>3. The preparation and keeping of the register of shareholders (<u>including the beneficial owners list; hereinafter the same shall apply</u>), the register of stock acquisition rights <u>and the register of loss of share certificates</u> of the Company, and other operations relating to the register of shareholders, the register of stock acquisition rights <u>and the register of loss of share certificates</u> shall be delegated to the manager of the</p>	<p>Manager of the Register of Shareholders</p> <p>Article <u>9</u>. The Company shall have a manager of the register of shareholders.</p> <p>2. The manager of the register of shareholders and its place of handling business shall be designated by resolution of the Board of Directors and a public notice shall be given of such matters.</p> <p>3. The preparation and keeping of the register of shareholders <u>and</u> the register of stock acquisition rights of the Company, and other operations relating to the register of shareholders <u>and</u> the register of stock acquisition rights shall be delegated to the manager of the register of shareholders and shall not be handled by the Company.</p>

