

January 30, 2012

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 30, 2012, the Company resolved to propose a “Partial Amendment to its Articles of Incorporation” at the Ordinary General Meeting of Shareholders for the 111th Business Term scheduled to be held on March 29, 2012, as described below.

1. Reasons for Amendment

(1) Article 14 is to be newly established to the effect that the Company may provide shareholders with information required to be described or indicated in reference documents, etc. for general meetings of shareholders through the internet.

(2) To enable Directors and Corporate Auditors to fully perform their expected roles in carrying out their duties, Article 28 and Article 37 are to be newly established to the effect that the Company may, by a resolution of the Board of Directors, exempt Directors and Corporate Auditors from part of their liabilities to the extent permitted under laws or ordinances, and that the Company may enter into contracts for limitation of liability with outside Corporate Auditors.

With respect to the new establishment of Article 28, the consent of all Corporate Auditors has been obtained.

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 29, 2012 (scheduled)

Date when the amendment to the Articles of Incorporation comes into effect: March 29, 2012 (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>Chapter III. General Meeting of Shareholders</p> <p>Article 12.</p> <p>- (Text omitted)</p> <p>Article 13.</p> <p>(Newly established)</p>	<p>Chapter III. General Meeting of Shareholders</p> <p>Article 12.</p> <p>- (Same as present text)</p> <p>Article 13.</p> <p><u>Disclosure through Internet and Deemed Delivery of Reference Documents, etc. for General Meetings of Shareholders</u></p> <p><u>Article 14. Upon convening a general meeting of shareholders, the Company may deem that the information required to be described or indicated in the reference documents for the general meeting of shareholders, business reports, financial statements and consolidated financial statements has been provided to the shareholders in the event that such information is disclosed, pursuant to ordinances of the Ministry of Justice, through a method that uses the Internet.</u></p>

Current Articles of Incorporation	Proposed Amendment
<p>Article <u>14</u>. - (Text omitted)</p> <p>Article <u>16</u>.</p> <p>Chapter IV. Directors and Board of Directors</p> <p>Article <u>17</u>. - (Text omitted)</p> <p>Article <u>26</u>.</p> <p>(Newly established)</p> <p>Chapter V. Corporate Auditor and Board of Corporate Auditors</p> <p>Article <u>27</u>. - (Text omitted)</p> <p>Article <u>34</u>.</p>	<p>Article <u>15</u>. - (Same as present text)</p> <p>Article <u>17</u>.</p> <p>Chapter IV. Directors and Board of Directors</p> <p>Article <u>18</u>. - (Same as present text)</p> <p>Article <u>27</u>.</p> <p><u>Exemption from Liabilities of Directors</u></p> <p><u>Article 28. Pursuant to the provision of paragraph 1, Article 426 of the Corporation Law, the Company may, by a resolution of the Board of Directors, exempt Director(s) (including former Director(s)) from damage compensation liabilities resulting from negligence of the Director's duty to the extent permitted by laws or ordinances.</u></p> <p>Chapter V. Corporate Auditor and Board of Corporate Auditors</p> <p>Article <u>29</u>. - (Same as present text)</p> <p>Article <u>36</u>.</p>

Current Articles of Incorporation	Proposed Amendment
<p>(Newly established)</p> <p>Chapter VI. Accounting</p> <p>Article <u>35</u>.</p> <p>- (Text omitted)</p> <p>Article <u>36</u>.</p>	<p><u>Exemption from Liabilities of Corporate Auditors</u></p> <p><u>Article 37. Pursuant to the provision of paragraph 1, Article 426 of the Corporation Law, the Company may, by a resolution of the Board of Directors, exempt Corporate Auditor(s) (including former Corporate Auditor(s)) from damage compensation liabilities resulting from negligence of the Corporate Auditor's duty to the extent permitted by laws or ordinances.</u></p> <p><u>2. Pursuant to the provision of paragraph 1, Article 427 of the Corporation Law, the Company may enter into a contract with outside Corporate Auditor(s) which sets forth the limitation on their damage compensation liabilities resulting from negligence of the Corporate Auditor's duty, provided that the amount of the limitation on the damage compensation liabilities under the said contract shall be the amount provided by laws or ordinances.</u></p> <p>Chapter VI. Accounting</p> <p>Article <u>38</u>.</p> <p>- (Same as present text)</p> <p>Article <u>39</u>.</p>