



Notice of Convocation of the Ordinary General Meeting of Shareholders for the 119th Business Term

To Our Shareholders



We are pleased to present our notice of convocation of the Ordinary General Meeting of Shareholders for the 119th Business Term (from January 1, 2019 to December 31, 2019).

The world economy in 2019 generally experienced a slowdown in growth. Although the U.S. economy remained on a path of moderate recovery, the prolonged U.S.-China trade friction caused the Chinese economy to slow down. The pace of economic recovery also became sluggish in Europe and Japan.

In such an environment, the Canon Group devoted all our efforts to sales and lineup expansion of competitive products and services in each of our four new businesses of commercial printing, network cameras, medical systems, and industrial equipment, which we aim to expand as the pillars of our future business, in addition to our current businesses such as cameras, multifunction devices and printers. However, due to the effect of economic slowdown and slowing capital investment by customers, combined with the sustained market shrinkage in cameras and printers that was greater than expected, we have had a difficult year resulting in decreases in both net sales and profit from the previous term.

For the term-end dividend, in appreciation for the ongoing support of our shareholders and from the perspective of ensuring stable returns to shareholders in consideration of, among others, the medium-term profit forecasts, we will propose a distribution of 80.00 yen per share at the Ordinary General Meeting of Shareholders for the 119th Business Term. As a result, dividends for this year, when combined with the interim dividend (80.00 yen per share), will be 160.00 yen per share.

The year 2020 is the final year of the five-year management plan, Phase V of our "Excellent Global Corporation Plan" which started in 2016. While the world economy is forecasted to continue achieving moderate growth according to the IMF, it also faces uncertainties including the downside risk arising from the destabilization of the political situation in the Middle East. The Canon Group will make united efforts to overcome this difficulty and build a foundation for turning around and going to the offensive to successfully close Phase V, aiming to return to a growth path in the coming Phase VI. We look forward to our shareholders' continued support and encouragement.

Chairman & CEO

March, 2020 **FUJIO MITARAI**

| Index | | |
|---|----------------|---|
| NOTICE OF CONVOCATION OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FOR THE 119TH BUSINESS TERM Guidance Notes on the Exercise of Voting Rights | P. 3 P. 4 | NOTICE OF CONVOCATION OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS |
| REFERENCE DOCUMENTS FOR GENERAL MEETING OF SHAREHOLDERS | | MENTS FOR SHAREHOLDERS |
| Propositions: | | D000 |
| Item No.1 - Dividend from Surplus | P. 6 | METI |
| Item No.2 - Election of Six Directors | P. 7 | REFER |
| Item No.3 - Election of One Audit & Supervisory Board Member | P. 12 | GEN |
| Item No.4 - Election of Accounting Auditor | P. 14 | |
| Item No.5 - Grant of Bonus to Directors | P. 14 | NESS |
| (Materials delivered pursuant to Article 437 and Article 444 of the Co | rporation Law) | BUSI |
| BUSINESS REPORT | | |
| 1. Current Conditions of the Canon Group | P. 15 | CIAL |
| 2. Shares of the Company | P. 27 | NAN TS |
| 3. Directors and Audit & Supervisory Board Members | P. 28 | MEN |
| 4. Accounting Auditor | P. 30 | DAT ATE |
| 5. Systems Necessary to Ensure the Properness of Operations | P. 31 | CONSOLI |
| CONSOLIDATED FINANCIAL STATEMENTS | | |
| Consolidated Balance Sheets | P. 35 | L |
| Consolidated Statements of Income | P. 36 | CIA. |
| | | žΣ |

The map of the place of the General Meeting of Shareholders

FINANCIAL STATEMENTS

AUDIT REPORT OF ACCOUNTING AUDITOR ON CONSOLIDATED FINANCIAL STATEMENTS

AUDIT REPORT OF ACCOUNTING AUDITOR

Balance Sheets

AUDIT REPORTS

REFERENCE

CSR Initiatives

Information for Shareholders

Topics

Statements of Income

FINANCIAL STATEMENTS

P. 37

P. 38

P. 39

P. 40

P. 41

P. 43

P. 44

P. 45

AUDIT REPORTS

REFERENCE

TO OUR SHAREHOLDERS

Securities Code: 7751 March 3, 2020

CANON INC.

30-2, Shimomaruko 3-chome, Ohta-ku, Tokyo Chairman & CEO **Fujio Mitarai**

NOTICE OF CONVOCATION OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FOR THE 119TH BUSINESS TERM

Notice is hereby given that the Ordinary General Meeting of Shareholders for the 119th Business Term of Canon Inc. (the "Company") will be held as described below and that you are invited to attend the Meeting.

If you do not expect to attend the Meeting, you may exercise your voting rights in writing or by electromagnetic means (Internet, etc.) in accordance with the "Guidance Notes on the Exercise of Voting Rights" (pages 4-5). After reviewing the following Reference Documents for General Meeting of Shareholders, please exercise your voting rights by no later than 5:00 p.m. on March 26 (Thursday), 2020 (Japan time).

| 1. DATE AND TIME: | March 27 (Friday), 2020 at 10:00 a.m. (Japan time) (The reception will commence at 9:00 a.m.) | | |
|--|--|--|--|
| 2. PLACE: | Headquarters of the Company 30-2, Shimomaruko 3-chome, Ohta-ku, Tokyo (Please see the map at the end of this notice.) | | |
| 3. MATTERS CONSTITUTING THE PURPOSE OF THE MEETING | Matters to be Reported: 1. Reports on the contents of the Business Report and Consolidated Financial Statements for the 119th Business Term (from January 1, 2019 to December 31, 2019), and reports on the Auditing Results of Accounting Auditor and Audit & Supervisory Board regarding the Consolidated Financial Statements. 2. Reports on the content of the Financial Statements for the 119th Business Term (from January 1, 2019 to December 31, 2019). | | |
| | Matters to be Resolved upon: Propositions: | | |
| | Item No.1 - Dividend from Surplus Item No.2 - Election of Six Directors Item No.3 - Election of One Audit & Supervisory Board Member Item No.4 - Election of Accounting Auditor Item No.5 - Grant of Bonus to Directors | | |

- Upon attending the Meeting, please present the enclosed Voting Form to the receptionist at the place of the Meeting.
- Please note that no gift will be provided at the Meeting. Thank you for your understanding.
- Of the documents to be provided upon Notice of Convocation, the following documents have been posted on our website on the Internet (https://global.canon/en/ir/) in accordance with laws and regulations and provisions of the Company's Articles of Incorporation, and therefore have not been included in this Notice of Convocation: "Stock Acquisition Rights etc. of the Company" of the Business Report; "Consolidated Statement of Equity" and "Notes to Consolidated Financial Statements" of the Consolidated Financial Statements, and; "Statement of Changes in Net Assets" and "Notes to Non-Consolidated Financial Statements" of the Financial Statements. Documents posted on the aforementioned website have been subject to audit, whereby the Audit & Supervisory Board Members have prepared the Audit Report and the Accounting Auditor has prepared the Audit Report of Accounting Auditor.
- Any changes in the matters described in Reference Documents for General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Financial Statements will be posted on our website on the Internet (https://global.canon/en/ir/).

Guidance Notes on the Exercise of Voting Rights

This is to introduce the procedure to exercise voting rights of shareholders of the Company in writing (using the Voting Form) or by electromagnetic means (Internet, etc.).

Exercise of Voting Rights by Attending the Meeting



Please bring and present the enclosed Voting Form to the receptionist at the place of the Meeting.

If you attend the Meeting in person, you do not need to follow the procedures for the exercise of voting rights in writing or by electromagnetic means.



Date and time of the Meeting:

March 27 (Friday), 2020 at 10:00 a.m. (Japan time)

Exercise of Voting Rights in Writing (Using the Voting Form)



Please indicate your for/against for each of the propositions on the enclosed Voting Form and send it to us by postal mail.

第3号編集の様・古をご表示の際、一部 の影響者につき思なる思想とご思言される 場合は、「株分割のまで思想」と記録の当該 影響の影響をご記入ください。 - アルーハアードによりアクリハのうえ。 2020年3月28日(株子町かの会日)ケモ 3018下に一位3(たろし、この場合、選 2017年7月2日日 Please cut the form at the dotted line, and send this portion of the form by postal mail.

How to fill out the Voting Form



Please indicate your for/against for each of the propositions here.

* Item No. 2

If you approve of all of the candidates: Mark the "賛" (for) box with a "〇"

If you are opposed to all of the candidates:

Mark the "否" (against) box with a "○" If you are opposed to some of the candidates:

Mark the "賛" (for) box with a "〇," and indicate the numbers for the candidates that you are opposed to

In the event that your for/against of any proposition is not indicated on the Voting Form, the proposition shall be considered as an indication of for.

Voting deadline:

To arrive no later than 5:00 p.m. on March 26 (Thursday), 2020 (Japan time)

Exercise of Voting Rights by Electromagnetic Means (Using the Internet)



If you wish to exercise your voting rights via the Internet, please access the website for exercising voting rights specified by the Company (see "3. Specific Procedures to Exercise Your Voting Rights via the Internet" below).

1. Items Required to be Agreed on for the Exercise of Voting Rights via the Internet

- (1) When exercising your voting rights via the Internet, the "Code for the Exercise of Voting Rights" and the "Password" described in the enclosed Voting Form are required.
- (2) If you exercise your voting rights twice, in writing and via the Internet, we will only accept the exercise of your voting rights via the Internet as effective.
- (3) If you exercise your voting rights more than once via the Internet, we will only accept the last exercise of your voting rights as effective.
- (4) The cost of Internet access (access fees to providers, telecommunications fees, etc.) shall be borne by the shareholders.

2. Security

You may exercise your voting rights safely due to the encryption technology (SHA-2) used to protect your voting information from being tampered with or wiretapped.

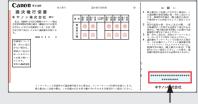
In addition, the "Code for the Exercise of Voting Rights" and the "Password" described in the Voting Form are very important to authenticate shareholders, so please ensure that you do not disclose them to other people. Please note that the Company does not make any inquiries regarding your "Password."

3. Specific Procedures to Exercise Your Voting Rights via the Internet

- (1) Access the website for exercising voting rights specified by the Company (https://soukai.mizuho-tb.co.jp/).
- (2) Enter the "Code for the Exercise of Voting Rights" and the "Password" described in the enclosed Voting Form and click on the "Log-in" button. On the first time you log in, you must change your password when prompted for security reasons.
- (3) The "Code for the Exercise of Voting Rights" and the "Password" are described on the lower right hand-side of the enclosed Voting Form.
- (4) Exercise your voting rights by following the directions on the screen.

Voting deadline:

No later than 5:00 p.m. on March 26 (Thursday), 2020 (Japan time)



"Code for the Exercise of Voting Rights" and "Password"

4. For Inquiries with Respect to the Exercise of Voting Rights via the Internet Please contact:

Internet Help Dial: Stock Transfer Agency Department Mizuho Trust & Banking Co., Ltd.

Telephone: 0120-768-524 (toll-free, available in Japan only)

Operating Hours: 9:00 a.m. to 9:00 p.m. (excluding Saturdays, Sundays and national holidays)

To Institutional Investors

The electronic voting platform for institutional investors operated by Investor Communications Japan Inc. is available for institutional investors that have applied to use such platform in advance.

REFERENCE DOCUMENTS FOR GENERAL MEETING OF SHAREHOLDERS

Item No.1: Dividend from Surplus

The basic policy of the Company is to provide a stable return and actively return profits to shareholders, mainly in the form of a dividend, taking into consideration medium-term profit forecasts along with planned future investments, cash flow and other factors.

In accordance with the above basic policy, we propose a term-end dividend of 80.00 yen per share, as set forth below.

As we have already paid an interim dividend of 80.00 yen per share, the full-year dividend will be 160.00 yen per share, which is the same amount as the previous term.

| 1. Kind of the dividend property | Cash |
|--|--|
| Matters regarding allocation of the dividend property and its total amount | 80.00 yen per one common share of the Company Total amount of dividend 85,106,757,680 yen |
| 3. Effective date of the distribution of the dividend from surplus | March 30, 2020 |

[Reference] Changes in the amount of dividend per share (Yen)



Item No.2: Election of Six Directors

The terms of office of all of the six Directors will expire at the end of this Meeting. Accordingly, we propose the election of six Directors.

The Company has a basic policy that the focus of the organizational structure of the Board of Directors is on the Directors that oversee company-wide business strategies or execution and the Directors that oversee multiple business fields or headquarters functions, while an adequate number of at least two or more Independent Outside Directors are appointed in order to secure sound management.

The candidates for Directors, based on this basic policy, are as follows:

| Candidate No. | Name | | Current Position, Business in Charge, etc. at the Company | Board of Directors Meeting Attendance |
|------------------|----------------|---|--|---|
| 1 | Fujio Mitarai | Reappointed | Chairman & CEO | 100% (8/8) |
| 2 | Masaya Maeda | Reappointed | President & COO | 87% (7/8) |
| 3 | Toshizo Tanaka | Reappointed | Executive Vice President & CFO Group Executive of Finance & Accounting Headquarters Group Executive of Public Affairs Headquarters Group Executive of Facilities Management Headquarters | 100% (8/8) |
| 4 | Toshio Homma | Reappointed | Executive Vice President & CTO & In charge of Office Business Chief Executive of Office Imaging Products Operations | 100% (8/8) |
| 5 | Kunitaro Saida | Reappointed Outside Director Independent Director | Director | 100% (8/8) |
| 6 | Haruhiko Kato | Reappointed Outside Director Independent Director | Director | 100% (8/8) |

Note: The attendance figures above constitute attendance of the Board of Directors meetings by the respective candidates for Directors during the 119th business term.



Candidate No. 1

Reappointed

Fujio Mitarai

Date of birth Sep. 23, 1935

Number of the Company's shares held 134.023 shares

Brief personal record, position, business in charge and important concurrent posts

As of

Apr. 1961: Entered the Company

Mar. 1981: Director

Mar. 1985: Managing Director

Mar. 1989: Senior Managing & Representative Director
Mar. 1993: Executive Vice President & Representative Director

Sep. 1995: President & CEO

Mar. 2006: Chairman, President & CEO

May 2006: Chairman & CEO (daihyō torishimariyaku kaichō)

Mar. 2012: Chairman & CEO (daihyō torishimariyaku kaichō ken shachō) Mar. 2016: Chairman & CEO (daihyō torishimariyaku kaichō) (present)

[Important concurrent posts]

• Audit & Supervisory Board Member of The Yomiuri Shimbun Holdings

[Reasons for being selected as a candidate]

Mr. Fujio Mitarai has supervised the Company's management as a CEO over the course of many years and has accomplished many things, such as significantly increasing profitability through management reform including production reform, and building a foundation for the transformation of the Company's business structure for new areas where growth is expected. The Company has selected him as a candidate for Director upon determining that his wealth of expertise and ability related to management, gained from being chairman of Keidanren ("Japan Business Federation"), and holding many important positions in other organizations, are vital to the Company's management.



Candidate No. 2

Masaya Maeda

Date of birth Oct. 17, 1952 Number of the Company's shares held 25,400 shares Brief personal record, position, business in charge and important concurrent posts

As of

Apr. 1975: Entered the Company

Mar. 2007: Director

Apr. 2007: Chief Executive of Image Communication Products Operations

Mar. 2010: Managing Director
Mar. 2014: Senior Managing Director
Mar. 2016: President & COO (present)

[Reasons for being selected as a candidate]

Reappointed

Mr. Masaya Maeda has engaged in camera development for many years, and has continually driven the commercialization of digital cameras, boosting their market share to the No. 1 position in the world after late entry to the market. In addition, he accomplished great things in boosting the profitability of the camera business through the enhancement, automation, etc., of production engineering technology and has currently been working on measures centered on the strengthening of existing businesses as a COO. The Company has selected him as a candidate for Director upon determining that his experience and ability for innovation are vital to the Company's management.



Candidate No. 3

Reappointed

Toshizo Tanaka

Date of birth Oct. 8, 1940

Number of the Company's shares held

23.510 shares

Brief personal record, position, business in charge and important concurrent posts

As of

Apr. 1964: Entered the Company

Mar. 1995: Director

Mar. 1997: Managing Director

Mar. 2001: Senior Managing Director

Mar. 2007: Executive Vice President & Director

Mar. 2008: Executive Vice President & CFO (present)

Apr. 2011: Group Executive of Finance & Accounting Headquarters

Mar. 2014: Group Executive of Human Resources Management & Organization

Headquarters

Apr. 2017: Group Executive of Facilities Management Headquarters (present)

Mar. 2018: Group Executive of Public Affairs Headquarters (present)

Apr. 2018: Group Executive of Finance & Accounting Headquarters (present)

[Reasons for being selected as a candidate]

Mr. Toshizo Tanaka has contributed greatly to building the Company's strong financial position while working for many years as CFO. The Company has selected him as a candidate for Director upon determining that his extensive expertise, insight, and wide range of experience, gained from managing overall corporate administration, are vital to the Company's management.



Candidate No. 4

Reappointed

Toshio Homma

Date of birth Mar. 10, 1949

Number of the Company's shares held

58.552 shares

Brief personal record, position, business in charge and important concurrent posts

As of

Apr. 1972: Entered the Company

Jan. 1995: Senior General Manager of Copying Machine Development Center

Mar. 2003: Director

Apr. 2003: Group Executive of Business Promotion Headquarters

Jan. 2007: Chief Executive of L Printer Products Operations

Mar. 2008: Managing Director

Mar. 2012: Senior Managing Director

Group Executive of Procurement Headquarters

Mar. 2016: Executive Vice President

Apr. 2016: Chief Executive of Office Imaging Products Operations (present)

Mar. 2017: Executive Vice President & In charge of Office Business (present)

[Reasons for being selected as a candidate]

Mr. Toshio Homma accomplished great things in the commercialization of large-format printing systems after being engaged in the development and commercialization of copying machines over the course of many years. Also, he led procurement reform and contributed to creating a structure to support reducing the cost-of-sales ratio. He is currently in charge of and managing the overall printing business including commercial printing, while also managing the Company's technological R&D as CTO. The Company has selected him as a candidate for Director upon determining that his broad knowledge and experience are vital to the Company's management.



Candidate No. 5

Reappointed Outside Director

Independent Director

_ _

Kunitaro Saida

Date of birth May 4, 1943

Number of the Company's shares held 7.100 shares

Brief personal record, position, business in charge and important concurrent posts

As of

Apr. 1969: Appointed as Public Prosecutor

Feb. 2003: Superintending Prosecutor of Takamatsu High Public Prosecutors Office Jun. 2004: Superintending Prosecutor of Hiroshima High Public Prosecutors Office

Aug. 2005: Superintending Prosecutor of Osaka High Public Prosecutors Office

May 2006: Retired from Superintending Prosecutor of Osaka High Public Prosecutors Office

Registered as an attorney (present)

Jun. 2007: Audit & Supervisory Board Member of NICHIREI CORPORATION

Jun. 2008: Director of Sumitomo Osaka Cement Co., Ltd. (present)

Jun. 2010: Director of HEIWA REAL ESTATE CO., LTD. (present)

Mar. 2014: Director (present)

[Important concurrent posts]

- Attorney
- Director of Sumitomo Osaka Cement Co., Ltd.
- Director of HEIWA REAL ESTATE CO., LTD.

[Reasons for being selected as a candidate]

The Company has selected Mr. Kunitaro Saida as a candidate for Outside Director so that the Company's management may utilize his high-level expertise and wealth of experience gained from his distinguished career as Superintending Prosecutor of High Public Prosecutors Offices (in Takamatsu, Hiroshima and Osaka) and later as an attorney in corporate legal affairs, as well as serving as an Outside Director and an Outside Audit & Supervisory Board Member for other companies.



Candidate No. 6

Reappointed

Outside Director

Independent Director

Haruhiko Kato

Date of birth Jul. 21, 1952

Number of the Company's shares held

200 shares

Brief personal record, position, business in charge and important concurrent posts

As of

Apr. 1975: Entered Ministry of Finance

Jul. 2007: Director-General of Tax Bureau, Ministry of Finance

Jul. 2009: Commissioner of National Tax Agency

ul. 2010: Retired from Commissioner of National Tax Agency

Jan. 2011: Senior Managing Director of Japan Securities Depository Center, Incorporated

Jun. 2011: President and Chief Executive Officer (daihyo torishimariyaku shacho) of Japan Securities Depository Center, Incorporated

Jun. 2013: Director of Toyota Motor Corporation

Mar. 2014: Director (present)

Jul. 2015: President and Chief Executive Officer (daihyo shikkoyaku shacho) of Japan Securities Depository Center, Incorporated

Jun. 2019: Audit & Supervisory Board Member of Toyota Motor Corporation (present)

[Important concurrent posts]

• Audit & Supervisory Board Member of Toyota Motor Corporation

[Reasons for being selected as a candidate]

Mr. Haruhiko Kato has, over many years, had a distinguished career in fiscal operations of the national government as Director-General of Tax Bureau in the Ministry of Finance, and Commissioner of National Tax Agency. The Company has selected him as a candidate for Outside Director so that the Company's management may utilize his high-level expertise and wealth of experience gained from his managerial experience as President of Japan Securities Depository Center, Incorporated.

Notes: 1. None of the candidates for the Directors have any special interest in the Company.

- 2. Mr. Kunitaro Saida and Mr. Haruhiko Kato are candidates for Outside Directors defined by Item 7, Paragraph 3, Article 2 of the Enforcement Regulations of the Corporation
- 3. At HEIWA REAL ESTATE CO., LTD. where Mr. Kunitaro Saida serves as External Director, employee misconduct relating to real estate transactions was discovered, resulting in the aforesaid company's recording of extraordinary loss in the second quarter of the fiscal year ending March 31, 2020, in association with that misconduct. Whereas he had been unaware of the misconduct up until its discovery, Mr. Kunitaro Saida has expressed his opinions on measures to prevent recurrence of any such incident, and otherwise has been appropriately making recommendations at the aforesaid company from the perspective of legal adherence and compliance-oriented management.
- 4. Although Mr. Kunitaro Saida does not have the experience of being involved in the management of a company other than in a position of an outside director or outside audit & supervisory board member, the Company judges that he will appropriately perform his duties as Outside Director due to his corporate legal affairs experience as an attorney.
- 5. Mr. Kunitaro Saida and Mr. Haruhiko Kato will have served as Outside Directors of the Company for six years as of the end of this Meeting.
- 6. The Company has entered into a contract with Mr. Kunitaro Saida and Mr. Haruhiko Kato limiting the amount of their damage compensation liabilities defined in Paragraph 1, Article 423 of the Corporation Law to the limit prescribed by laws and regulations. Should they be elected, the Company will continue the aforementioned contract with them.
- 7. The Company has notified Mr. Kunitaro Saida and Mr. Haruhiko Kato as independent directors to each stock exchange in Japan on which the Company is listed as provided under the regulations of each stock exchange. Should they be elected, the Company will continue to make both of them independent directors. Although the Company has compensated them for their advisory services, the remuneration has not been substantial given that it has amounted to no more than 12 million yen annually, and their contracts in that regard have already expired. Accordingly, the Company judges that their independence is not affected by the aforesaid circumstances.

Additional Note for English Translation:

Mr. Fujio Mitarai, Mr. Masaya Maeda, Mr. Toshizo Tanaka and Mr. Toshio Homma are Representative Directors.

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

Audit & Supervisory Board Member Mr. Masaaki Nakamura will resign at the end of this Meeting. Accordingly, we propose the election of one Audit & Supervisory Board Member as his substitute.

The term of office of the Audit & Supervisory Board Member to be elected shall extend until the resigning Mr. Masaaki Nakamura's term of office expires, pursuant to the Company's Articles of Incorporation.

The Company has a basic policy to have Outside Audit & Supervisory Board Members that have extensive knowledge in specialized areas such as law and finance and accounting, and to have Audit & Supervisory Board Members from within the Company that are familiar with the Company's businesses or its management structure. The candidates for Audit & Supervisory Board Members, based on this basic policy, are as follows:

Prior to our proposal of this item, we have already obtained the consent of the Audit & Supervisory Board.



Newly appointed

Ryuichi Ebinuma

Date of birth Nov. 1, 1958 Number of the Company's shares held 10,800 shares Brief personal record, position and important concurrent posts

As of

Apr. 1983: Entered the Company

Jul. 2002: Senior General Manager of Research Laboratory of Printing Technologies,

Core Technology Development Headquarters

Jan. 2009: Group Executive of Core Technology Development Group, Corporate R&D Apr. 2011: Executive Officer

Jan. 2013: Deputy Group Executive of Corporate R&D

Apr. 2016: Managing Executive Officer (present)

Apr. 2018: Group Executive, Corporate Planning Headquarters (present)

[Reasons for being selected as a candidate]

Mr. Ryuichi Ebinuma had engaged for many years in design during launch of businesses such as those involving printers and semiconductor lithography equipment, and subsequently served as an executive of headquarters development operations. He currently serves as head of headquarters corporate planning operations and is familiar with the Company's technology, businesses and management structure. The Company has selected him as a candidate for Audit & Supervisory Board Member premised on the notion that such experience and knowledge will help bring about audits that are more effective.

Note: Mr. Ryuichi Ebinuma has no special interest in the Company.

[Reference]

"Independence Standards for Independent Directors/Audit and Supervisory Board Members" of the Company.

The Company has established the "Independence Standards for Independent Directors/Audit and Supervisory Board Members" resolved by the Board of Directors with the consent of all Audit and Supervisory Board Members, in order to clarify the standards for ensuring independence of Independent Directors/Audit and Supervisory Board Members of the Company, taking into consideration Japan's Corporate Governance Code (Principle 4.9) and the independence criteria set by securities exchanges in Japan.

Independence Standards for Independent Directors/Audit and Supervisory Board Members

Canon Inc. deems that a person who satisfies the requirements for Outside Directors/Audit and Supervisory Board Members prescribed by the Corporation Law of Japan, and meets the independence criteria set by securities exchanges in Japan, and does not fall into any of the items below, is an "Independent Director/Audit and Supervisory Board Member" (a person who is independent from the management of Canon Inc. and unlikely to have conflicts of interest with general shareholders).

- 1. A person/organization for which Canon Group (Canon Inc. and its subsidiaries; hereinafter the same) is a major client, or a major client of Canon Group, or an executing person of such organization or client
- 2. A major lender to Canon Group, or an executing person of such lender
- 3. A large shareholder of Canon Inc., or an executing person of such shareholder
- 4. A person/organization receiving large amounts of contributions from Canon Group, or an executing person of such organization
- 5. A consultant, accounting professional or legal professional who has received a large amount of money or other properties from Canon Group, other than as compensation for being a director/Audit and Supervisory Board Member (if the recipient is a corporation, partnership or any other organization, this item applies to any person belonging to said organization.)
- 6. A certified public accountant belonging to the audit firm engaged to conduct the statutory audit of Canon Group (including any such accountant to whom this item has applied in the last 3 business years)
- 7. An executing person of another company in cases where an executing person of Canon Group is an outside director/Audit and Supervisory Board Member of such other company
- 8. An immediate family member (spouse and a relative within the second degree of kinship) of any of the persons listed in each of items 1 to 7; provided, however that the persons to whom this is applicable shall be limited to key executing persons such as directors, executive officers of companies and partners of advisory firms

(Notes)

- * In item 1, "major" means in cases where the total amount (for any business year during the last 3 business years) of transactions between Canon Group and such client exceeds 1% of the consolidated sales of Canon Group or such client.
- * In item 2, "major" means in cases where the debt outstanding exceeds 1% of the consolidated total assets of Canon Inc. for any business year during the last 3 business years.
- * In item 3, "a large shareholder" means a shareholder who directly or indirectly holds 5% or more of the total voting rights of Canon Inc.
- * In item 4, "a large amount" means in cases where the total amount of contributions exceeds JPY 12 million (in cases where the recipient is an individual) or 1% of the annual gross income of such recipient (in cases where the recipient is an organization), for any business year during the last 3 business years of Canon Inc.
- * In items 1 to 4 and 7, an "executing person" means an executive director, executive officer and employee including manager (in items 1 to 4, including a person to whom this item has applied in any business year during the last 3 business years).
- * In item 5, "a large amount" means in cases where the total amount of money or other properties received by said consultant, etc., exceeds JPY 12 million (in cases where the recipient is a person) or 1% of the annual gross sales of such consultant, etc. (in cases where the recipient is an organization), for any business year during the last 3 business years of Canon Inc.

Item No.4: Election of Accounting Auditor

The term of office of Ernst & Young ShinNihon LLC, the Company's Accounting Auditor, will expire and it will discontinue serving in this role at the end of this Meeting. Accordingly, based on determination by the Audit & Supervisory Board, we propose the election of Deloitte Touche Tohmatsu LLC as the new Accounting Auditor.

Since 2016, the Audit & Supervisory Board has been comparing and evaluating multiple audit firms given the notion that audit firm rotation systems are being adopted in countries overseas with the aim of ensuring audit firm independence. Moreover, it has determined to receive proposals from multiple audit firms periodically.

As a result, taking into account the duration of audits performed by the current Accounting Auditor, we deem that Deloitte Touche Tohmatsu LLC is suitable as a candidate, particularly given that the firm is capable of conducting audits incorporating new viewpoints by substituting the Accounting Auditor, as well as other perspectives including independence, expertise, quality control systems, and a global audit structure.

The name of the Accounting Auditor candidate, its main office and location, history and other details are as follows:

(As of Dec. 31, 2019)

| Name | Deloitte Touche Tohmatsu LLC | Deloitte Touche Tohmatsu LLC | | |
|---------------------------------|--|---|--|--|
| Main office and its location | Marunouchi Nijubashi Building 2-3, Marunouchi 3-chome, Chiyoda-ku, Tokyo | , , | | |
| History | May 1968 Establishment of Tohmatsu Awoki & Co. May 1975 Joined Touche Ross International (TRI) (currently Deloitte Touche Tohmatsu Limited (DTTL)) alliance Feb. 1990 Name changed to Tohmatsu & Co. Jul. 2009 Converted to a limited liability company and changed name to Deloitte Touche Tohmatsu LLC | | | |
| | Contributed Capital Partners (Certified Public Accountants) Specified partners Staff | 1,041 million yen 528 persons 52 persons | | |
| Outline | Certified Public Accountants Successful applicants of the CPA examination | 2,759 persons 1,078 persons | | |
| | (including junior Certified Public Accountants) Other professional staff Administrative staff | 2,188 persons 175 persons | | |
| | Total Number of audit clients | 6,780 persons 3,306 companies (As of May 31, 2019) | | |

Note: The Company's Outside Audit & Supervisory Board Member Mr. Hiroshi Yoshida previously belonged to Deloitte Touche Tohmatsu LLC (resigned in March 2017). As such, he stated that he would not take part in the Audit & Supervisory Board's resolution regarding the determination of the content of this item, and abstained.

Item No.5: Grant of Bonus to Directors

It is 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 as performance-linked remuneration based on "consolidated income before income taxes" as an indicator.

BUSINESS REPORT (From January 1, 2019 to December 31, 2019)

1. Current Conditions of the Canon Group

(1) Business Progress and Results

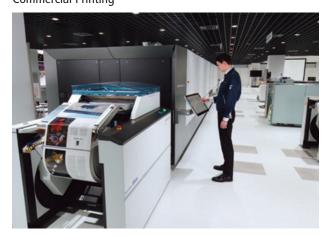
General Business Conditions

The world economy during the 119th Business Term (from January 1, 2019 to December 31, 2019) generally experienced an increasing slowdown in growth. Although the U.S. economy remained on a path of moderate recovery, the effect of the U.S.-China trade friction caused the Chinese economy to slow down. The pace of economic recovery also became sluggish in Europe and Japan. As for exchange rates, the yen-U.S. dollar rate remained at about the same level as in the previous term, the yen, however, appreciated against the euro compared with the previous term.

In such an environment, under the five-year management plan, Phase V (2016-2020) of our "Excellent Global Corporation Plan," the Canon Group worked to expand and strengthen our four new businesses of commercial printing, network cameras, medical systems, and industrial equipment, which are expected to grow into pillars of future Canon, while reinforcing existing businesses, aiming to accelerate the grand strategic transformation.

Turning to the overview of each business unit, in the Office Business Unit, unit sales of office multifunction devices (MFDs) were flat compared with the previous term as a result of the combined effect of a decrease in monochrome machines and a growth in color machines. On the other hand, laser printer sales stagnated and the sales of consumable supplies were also weak. In the Imaging System Business

Four New Businesses Commercial Printing



Continuous feed presses for the growing graphic arts market

Network Cameras



Network cameras that meet safety and security needs

Unit, digital cameras were forced to record a significant decrease in sales as the market continued to shrink. Inkjet printers also continued to face market shrinkage particularly in the consumer product segment and recorded a decrease in sales. The Medical System Business Unit achieved an increase in sales from the previous term as the domestic demand for diagnostic imaging systems such as computed tomography (CT) systems was firm, and sales were also strong in overseas markets, particularly in developed countries. In the Industry and Others Business Unit, as customers continues to adjust the level of their capital investment, sales of semiconductor lithography equipment and Organic LED (OLED) panel manufacturing equipment decreased significantly from the previous term. Meanwhile, sales of network cameras, whose market is expanding, increased steadily partly due to the increasing diversification of their use.

As a result of the above, consolidated net sales for this term was 3,593.3 billion yen (down 9.1% from the previous term). Consolidated income before income taxes was 195.7 billion yen (down 46.1% from the previous term). Consolidated net income attributable to Canon Inc. was 125.1 billion yen (down 50.5% from the previous term).

Medical



MRI system that realizes shorter exam time

Industrial Equipment

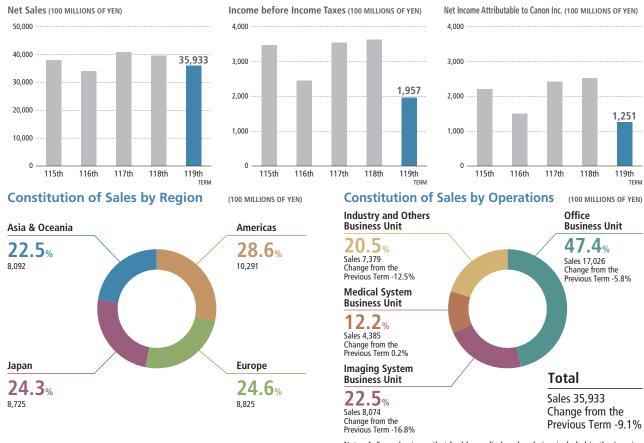


OLED panel manufacturing equipment, for which growth in demand is expected

Highlights of Results

- During this term, the world economy continued to slow down on the back of, among others, prolonged U.S.-China trade friction. In such an
 environment, despite our efforts in each business unit to promote the sales focusing on new products, consolidated net sales decreased by
 9.1% from the previous term due to the harsh external environment.
- Despite the ongoing group-wide cost reduction and expense reduction initiatives aimed to improve profitability, consolidated net income attributable to Canon Inc. decreased by 50.5% from the previous term.

Changes in Net Sales and Profits



- Notes: 1. Some business that had been disclosed as being included in the Imaging System Business Unit in previous business reports are presented in the Industry and Others Business Unit in this Business Report. The same restatement has been applied in relation to the previous terms.
 - The totals do not amount to 100% because the consolidated sales of each business unit include the sales relating to intersegment transactions.

AUDIT REPORTS

Business Conditions by Operations

Office Business Unit

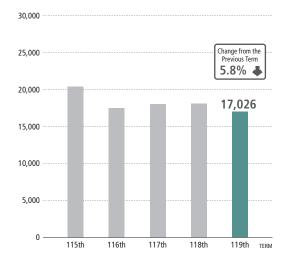
In the office MFDs area, sales of color machines were strong, which received favorable market responses to the new products of the next-generation imageRUNNER ADVANCE Gen3 3rd Edition series with significantly enhanced security, although sales of monochrome machines decreased. As a result, unit sales were flat compared with the previous term.

Concerning large-size multifunction devices for commercial printing, unit sales increased, driven by new products such as the imagePRESS C910 series. However, large-size printing devices such as high-speed sheet-fed inkjet press struggled.

Sales of laser multifunction printers (MFPs) and laser printers were relatively firm in the medium- to high-speed printer segment, but decreased in the low-speed printer segment mainly due to the effect of the economic slowdown in China. As a result, overall sales decreased from the previous term. Sales of consumables also decreased.

As a result of the above, on a consolidated basis, sales for this business unit decreased by 5.8% to 1,702.6 billion yen in comparison to the previous term.

Change in Sales (100 MILLIONS OF YEN)









imagePRESS C910

Imaging System Business Unit

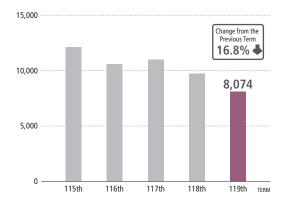
In interchangeable-lens digital cameras, we launched two models of DSLR cameras. In addition, we strove to increase our share in mirrorless cameras, the demand for which is relatively firm, by launching four new models of cameras and six new models of lenses, including the expansion of the EOS R system lineup. However, as the market shrunk further, interchangeable-lens digital cameras were forced to record a significant decrease in sales.

As for inkjet printers, although we worked to enhance the product lineup focusing on models with refillable ink tanks, unit sales decreased from the previous term due to the significant effect of the shrinkage of the consumer market.

As a result of the above, on a consolidated basis, sales for this business unit decreased by 16.8% to 807.4 billion yen in comparison to the previous term.

Change in Sales (100 MILLIONS OF YEN)

20,000









G7030 inkjet multifunction printer

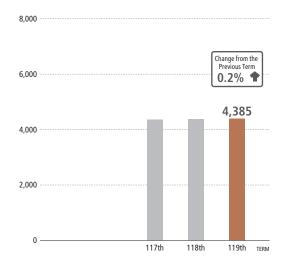
AUDIT REPORTS

Medical System Business Unit

In the Japanese market, sales of computed tomography (CT) systems such as Aquilion Start, which enables 3D imaging from any angle, were solid. Sales of diagnostic X-ray systems and diagnostic ultrasound systems also increased, supported by the last minute surge in demand before the consumption tax hike. In the overseas market, the Aquilion ONE/GENESIS Edition CT system, which is powered by the dual energy technology to use two X-rays with different intensity for imaging, received favorable market responses. We also enhanced the product lineup to include CT systems and magnetic resonance imaging (MRI) systems equipped with AiCE (Advanced intelligent Clear-IQ Engine), which provides high quality images with a low dose using deep learning techniques. However, the full-year growth in sales was dragged down by the sluggish demand for capital investment by medical institutions in Europe during the first quarter.

As a result of the above, on a consolidated basis, sales for this business unit increased by 0.2% to 438.5 billion yen in comparison to the previous term.

Change in Sales (100 MILLIONS OF YEN)





Aquilion ONE / GENESIS Edition X-ray CT scanner



Aplio a-series diagnostic ultrasound system

Industry and Others Business Unit

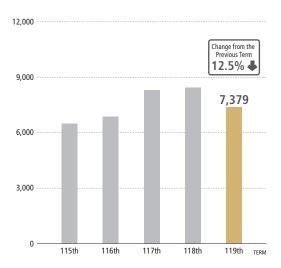
In the semiconductor lithography equipment segment, sales of sensor-related equipment were firm as it responds to the diversification of semiconductor demand arising from, among others, the evolution of IoT. However, unit sales of memory-related lithography equipment decreased due to the effect of weaker capital investment by customers on the back of U.S.-China trade friction and falling memory prices.

As for OLED panel manufacturing equipment and FPD lithography equipment for small- and medium-size displays, although unit sales decreased partly because capital investment for high-resolution panels for mobile devices, which had been active, has reached an adjustment phase, unit sales of FPD lithography equipment for large-size displays increased on the back of the increase in demand in the high-definition television market.

Sales of network cameras increased steadily as their market continued to expand in response to the increased diversification of their use, including marketing support through video analytics and productivity improvement in manufacturing sites.

As a result of the above, on a consolidated basis, sales for this business unit decreased by 12.5% to 737.9 billion yen in comparison to the previous term.

Change in Sales (100 MILLIONS OF YEN)





MPAsp-H1003T FPD lithography equipment



Network cameras used in a stadium

(2) Facilities Investment

The investment in facilities by the Canon Group during this term totaled 178.1 billion yen (70.0 billion yen by the Company), which are mainly as follows:

Main facilities completed during this term

Miyazaki Canon Inc.:

New Production Base (Imaging System Business Unit) Location: Koyu-gun, Miyazaki Pref., Japan Date of Completion: April, 2019 *To be leased to Miyazaki Canon Inc. by the Company

Oita Canon Inc.:

New Production Base of Oita Plant (Imaging System Business Unit) Location: Oita-shi, Oita Pref., Japan Date of Completion: November, 2019 *To be leased to Oita Canon Inc. by the Company

Main facilities under construction for establishment / expansion as of the end of this term

Canon Inc.:

New Bando Logistics Center (Headquarters Operations)

Location: Bando-shi, Ibaraki Pref., Japan

(3) Business Challenges and Countermeasures

Under the five-year management plan, Phase V of our "Excellent Global Corporation Plan," which started in 2016, the Canon Group has been working on the transformation of its business portfolio, upholding the slogan of "Embracing the challenge of new growth through a grand strategic transformation."

In the 120th Business Term, while securing and maintaining a high market share by investing into new competitive products in our existing businesses in a timely manner, and securing a high profit margin, even amid market shrinkage, we will endeavor to accelerate the great strategic transformation by implementing the following priority measures in our new businesses to realize their early expansion in terms of both sales and profit.

1. Commercial printing and industrial printing

Taking advantage of the trend that drives the transition from offset printing to digital printing, we will continue to expand and strengthen the business through the enhancement of our product portfolio and service structure. We will also push forward with product development targeting the areas of package printing and label printing, which are expected to grow going forward, based on our original technologies.

2. Network cameras

By bringing together all our group strengths, we will endeavor to expand and strengthen our solution business through the integrations of cameras, video management software, and video analysis software.

3. Medical systems

In the diagnostic imaging systems segment, which is our core business field, we will endeavor to strengthen the sales capability in overseas markets, particularly in the U.S. We will also aim to expand into business fields with high growth potential, such as healthcare IT and bioscience.

4. Industrial equipment

We have an overwhelming share in the market of OLED panel manufacturing equipment for smartphones and will aim to increase its competitiveness further and apply it to the segment of large-size displays for televisions.

(4) Status of Assets and Earnings

| | 115th Business Term (Jan. 1, 2015-Dec. 31, 2015) | 116th Business Term (Jan. 1, 2016-Dec. 31, 2016) | 117th Business Term (Jan. 1, 2017-Dec. 31, 2017) | 118th Business Term (Jan. 1, 2018-Dec. 31, 2018) | 119th Business Term (Jan. 1, 2019-Dec. 31, 2019) |
|--|---|---|---|---|---|
| Net Sales (100 millions of yen) | 38,003 | 34,015 | 40,800 | 39,519 | 35,933 |
| Income before Income Taxes (100 millions of yen) | 3,474 | 2,447 | 3,539 | 3,629 | 1,957 |
| Net Income Attributable to Canon Inc. (100 millions of yen) | 2,202 | 1,507 | 2,419 | 2,528 | 1,251 |
| Basic Net Income Attributable to Canon Inc. Shareholders Per Share (yen) | 201.65 | 137.95 | 222.88 | 234.09 | 116.93 |
| Total Assets (100 millions of yen) | 44,278 | 51,385 | 51,983 | 48,995 | 47,684 |
| Total Canon Inc. Shareholders' Equity (100 millions of yen) | 29,664 | 27,831 | 28,706 | 28,276 | 26,926 |

Notes: 1. Canon's consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles.

2. Basic net income attributable to Canon Inc. shareholders per share is calculated based on the weighted average number of outstanding shares during the term.

(5) Main Activities

Canon Group is engaged in the development, manufacture and sales of the following products.

| Operations | Main Products | |
|---|---|--|
| Office Business Unit Office Multifunction Devices (MFDs), Laser Multifunction Printers (MFPs), Laser Printers, Digital Continuous Feed Presses, Effect Presses, Wide-Format Printers, Document Solutions | | |
| Imaging System Business Unit Interchangeable-Lens Digital Cameras, Digital Compact Cameras, Interchangeable Lenses, Compact Photo Printers, Inkjet Printers, Inage Scanners, Calculators | | |
| Medical System Business Unit Digital Radiography Systems, Diagnostic X-ray Systems, Computed Tomography (CT) Systems, Magnetic Resonance Im Systems, Diagnostic Ultrasound Systems, Clinical Chemistry Analyzers, Ophthalmic Equipment | | |
| Industry and Others Business Unit | Semiconductor Lithography Equipment, FPD (Flat Panel Display) Lithography Equipment, Vacuum Thin-Film Deposition Equipment, Organic LED (OLED) Panel Manufacturing Equipment, Die Bonders, Network Cameras, Digital Camcorders, Digital Cinema Cameras, Multimedia Projectors, Broadcast Equipment, Micromotors, Handy Terminals, Document Scanners | |

(6) Employees

Consolidated

| Number of Employees | |
|---------------------|--|
| 187,041 persons | (Decrease of 8,015 persons from the previous term) |

Non-Consolidated

| Number of Employees | |
|---------------------|--|
| 25,740 persons | (Decrease of 151 persons from the previous term) |

(7) Major Lenders

| Lenders | Funds Borrowed |
|-------------------|-------------------|
| Mizuho Bank, Ltd. | 212.4 billion yen |
| MUFG Bank, Ltd. | 141.6 billion yen |
| | |

(Breakdown by Operation)

| Office Business Unit | Imaging System Business Unit | Medical System Business Unit | Industry and Others Business Unit | Corporate |
|----------------------|---------------------------------|---------------------------------|--------------------------------------|---------------|
| 91,664 persons | 48,341 persons | 12,212 persons | 26,607 persons | 8,217 persons |

(8) Principal Subsidiaries

Subsidiaries

| Company Name | Capital Stock | Ratio of Voting Rights of the Company (%) | Main Activities |
|-----------------------------------|---------------------------------|--|---|
| Canon Marketing Japan Inc. | 73,303 millions of yen | 58.5 | Domestic sale of business machines, cameras, etc. |
| Canon Electronics Inc. | 4,969 millions of yen | 55.3 | Manufacture and sale of information related equipment and precision machinery units for cameras |
| Oita Canon Inc. | 80 millions of yen | 100.0 | Manufacture of cameras |
| Canon U.S.A., Inc. | 204,355 thousands of U.S.\$ | 100.0 | Sale of business machines, cameras, etc. in the Americas |
| Canon Europa N.V. | 360,021 thousands of Euro | 100.0 | Sale of business machines, cameras, etc. in Europe |
| Canon Singapore Pte. Ltd. | 7,000 thousands of Singapore \$ | 100.0 | Sale of business machines, cameras, etc. in Southeast Asia |
| Canon Vietnam Co., Ltd. | 94,000 thousands of U.S.\$ | 100.0 | Manufacture of inkjet printers and laser printers |
| Canon Medical Systems Corporation | 20,700 millions of yen | 100.0 | Development, manufacture, and sale of medical equipment |
| Canon Medical Systems USA, Inc. | 262,250 thousands of U.S.\$ | 100.0 | Sale of medical equipment in the Americas |

Notes: 1. The ratio of the Company's voting rights in Canon Marketing Japan Inc. is calculated together with the number of voting rights held by subsidiaries of the Company. Furthermore, the ratios of the Company's voting rights in Canon Europa N.V. and Canon Medical Systems USA, Inc. are made up of the number of voting rights held by subsidiaries of the Company.

2. The status of the specified wholly-owned subsidiary as of the end of this term was as follows:

Name of specified wholly-owned subsidiary: Canon Medical Systems Corporation

Address of specified wholly-owned subsidiary: 1385 Shimoishigami, Otawara-shi, Tochiqi Pref., JAPAN

Book value of shares of specified wholly-owned subsidiary at the Company and its wholly-owned subsidiaries: 659,118 million yen

Amount of total assets of the Company: 2,928,307 million yen

Consolidated Status

The number of consolidated subsidiaries was 361, and the number of affiliated companies accounted for by the equity method was 8 as of the end of this term.

(9) Canon Group Global Network

Major Domestic Bases

Canon Inc.

Headquarters [Tokyo]
Yako Office [Kanagawa Pref.]
Kawasaki Office [Kanagawa Pref.]
Tamagawa Office [Kanagawa Pref.]
Kosugi Office [Kanagawa Pref.]
Hiratsuka Plant [Kanagawa Pref.]
Ayase Plant [Kanagawa Pref.]
Fuji-Susono Research Park [Shizuoka Pref.]
Utsunomiya Office [Tochigi Pref.]
Toride Plant [Ibaraki Pref.]
Ami Plant [Ibaraki Pref.]
Oita Plant [Oita Pref.]

R&D. Manufacturing and Marketing

Canon Electronics Inc. [Saitama Pref.]
Canon Finetech Nisca Inc. [Saitama Pref.]
Canon Precision Inc. [Aomori Pref.]
Canon Components, Inc. [Saitama Pref.]
Canon ANELVA Corporation [Kanagawa Pref.]
Canon Machinery Inc. [Shiga Pref.]
Canon Tokki Corporation [Niigata Pref.]
Canon Medical Systems Corporation [Tochiqi Pref.]

Manufacturing

Oita Canon Inc. [Oita Pref.]
Nagasaki Canon Inc. [Nagasaki Pref.]
Canon Chemicals Inc. [Ibaraki Pref.]
Oita Canon Materials Inc. [Oita Pref.]
Fukushima Canon Inc. [Fukushima Pref.]
Nagahama Canon Inc. [Shiga Pref.]
Miyazaki Canon Inc. [Miyazaki Pref.]

Marketing

Canon Marketing Japan Inc. [Tokyo] Canon System & Support Inc. [Tokyo]

R&D

Canon IT Solutions Inc. [Tokyo]

AUDIT REPORTS

Major Overseas Bases

Americas

Marketing

Canon U.S.A., Inc. [U.S.A.]

Canon Solutions America, Inc. [U.S.A.]

Canon Canada Inc. [Canada]

Canon Mexicana, S.de R.L. de C.V. [Mexico]

Canon do Brasil Indústria e Comércio Limitada [Brazil]

Canon Medical Systems USA, Inc. [U.S.A.]

Manufacturing

Canon Virginia, Inc. [U.S.A.]

Canon Nanotechnologies, Inc. [U.S.A.]

Europe, Middle East, Africa

Marketing

Canon Europa N.V. [Netherlands]

Canon Europe Ltd. [U.K.]

Canon (UK) Ltd. [U.K.]

Canon France S.A.S. [France]

Canon Deutschland GmbH [Germany]

Canon Ru LLC [Russia]

Canon Middle East FZ-LLC [U.A.E.]

Canon South Africa (Pty) Ltd. [South Africa]

Manufacturing

Canon Bretagne S.A.S. [France]

Canon Research Centre France S.A.S. [France]

R&D, Manufacturing and Marketing

Océ Holding B.V. [Netherlands]

Axis AB [Sweden]

Asia, Oceania

Marketing

Canon (China) Co., Ltd. [China]

Canon Hongkong Co., Ltd. [Hong Kong]

Canon Korea Consumer Imaging Inc. [South Korea]

Canon Singapore Pte. Ltd. [Singapore]

Canon India Pvt. Ltd. [India]

Canon Australia Pty. Ltd. [Australia]

Manufacturing

Canon Dalian Business Machines, Inc. [China]

Canon Zhuhai, Inc. [China]

Canon Zhongshan Business Machines Co., Ltd. [China]

Canon (Suzhou) Inc. [China]

Canon Inc., Taiwan [Taiwan]

Canon Hi-Tech (Thailand) Ltd. [Thailand]

Canon Vietnam Co., Ltd. [Vietnam]

Canon Opto (Malaysia) Sdn.Bhd. [Malaysia]

Note: As of January 1, 2020, the corporate name of Océ Holding B.V. was changed to Canon Production Printing Holding B.V.

2. Shares of the Company

Number of Shares Issuable 3,000,000,000 shares

Issued Shares, Capital Stock, Number of Shareholders

| | As of the end of the Previous Term | Change during This Term | As of the end of This Term |
|---------------------------------|---------------------------------------|-------------------------|----------------------------|
| Issued Shares (share) | 1,333,763,464 | 0 | 1,333,763,464 |
| Capital Stock (yen) | 174,761,797,475 | 0 | 174,761,797,475 |
| Number of Shareholders (person) | 403,302 | Increase of 17,753 | 421,055 |

Shareholding Ratio by Category

| | | | | Securities Companies | | |
|---|-----------------------------|------------------------------|----------------------------|----------------------|-----|---|
| | Financial Institutions 29.3 | Individuals and Others 23.4 | Treasury Stock 20.2 | 18.6 | 5.3 | |
| ľ | | | Foreign Comp | oanies, etc. J | | Т |
| | | Other Domestic Companies 3.2 | | | s] | |

Major Shareholders (Top ten shareholders)

| Name of Shareholders | Number of Shares Held (thousands of shares) | Shareholding Ratio (%) |
|--|--|---------------------------|
| The Master Trust Bank of Japan, Ltd. (Trust Account) | 94,742 | 8.9 |
| Japan Trustee Services Bank, Ltd. (Trust Account) | 43,357 | 4.1 |
| Barclays Securities Japan Limited | 26,429 | 2.5 |
| The Dai-ichi Life Insurance Company, Limited | 24,320 | 2.3 |
| Mizuho Bank, Ltd. | 22,558 | 2.1 |
| Japan Trustee Services Bank, Ltd. (Trust Account 5) | 21,834 | 2.1 |
| State Street Bank West Client - Treaty 505234 | 20,815 | 2.0 |
| SMBC Nikko Securities Inc. | 17,697 | 1.7 |
| OBAYASHI CORPORATION | 16,527 | 1.6 |
| JP Morgan Chase Bank 385151 | 16,295 | 1.5 |

Notes: 1. Shareholding ratio is calculated by deducting the number of treasury shares (269,928 thousand shares) from total shares issued.

Securities Companies

^{2.} With respect to The Dai-ichi Life Insurance Company, Limited, in addition to the above, there are 6,180 thousand shares of the Company's stock included in trust property relating to retirement benefit trust.

^{3.} With respect to Mizuho Bank, Ltd., in addition to the above, there are 9,057 thousand shares of the Company's stock included in trust property relating to retirement benefit trust.

3. Directors and Audit & Supervisory Board Members

(1) Directors and Audit & Supervisory Board Members

| Position | Name | Business in Charge or Important Concurrent Posts |
|----------------------------------|------------------|---|
| Chairman | Fujio Mitarai | CEO Audit & Supervisory Board Member of The Yomiuri Shimbun Holdings |
| President | Masaya Maeda | C00 |
| Executive Vice President | Toshizo Tanaka | CFO Group Executive of Finance & Accounting Headquarters, Group Executive of Public Affairs Headquarters, Group Executive of Facilities Management Headquarters |
| Executive Vice President | Toshio Homma | CTO & In charge of Office Business Chief Executive of Office Imaging Products Operations |
| Director | Kunitaro Saida | Attorney, Director of Sumitomo Osaka Cement Co., Ltd., Director of HEIWA REAL ESTATE CO., LTD. |
| Director | Haruhiko Kato | Audit & Supervisory Board Member of Toyota Motor Corporation |
| Audit & Supervisory Board Member | Masaaki Nakamura | |
| Audit & Supervisory Board Member | Hiroaki Sato* | |
| Audit & Supervisory Board Member | Yutaka Tanaka* | Attorney, Director of Laws & Ordinances Compliance Investigation Office, Financial Services Agency of Japan |
| Audit & Supervisory Board Member | Hiroshi Yoshida | Certified Public Accountant |
| Audit & Supervisory Board Member | Koichi Kashimoto | |

Notes: 1. Audit & Supervisory Board Members with "*" were newly elected at the Ordinary General Meeting of Shareholders for the 118th Business Term held on March 28, 2019, and assumed their office.

- 2. Directors Mr. Kunitaro Saida and Mr. Haruhiko Kato are Outside Directors defined by Item 15, Article 2 of the Corporation Law of Japan. Also, the Company has notified the above Outside Directors as independent directors to each stock exchange in Japan on which the Company is listed as provided under the regulations of each stock exchange.
- 3. Audit & Supervisory Board Members Mr. Yutaka Tanaka, Mr. Hiroshi Yoshida and Mr. Koichi Kashimoto are Outside Audit & Supervisory Board Members defined by Item 16, Article 2 of the Corporation Law of Japan. Also, the Company has notified the above Outside Audit & Supervisory Board Members as independent auditors to each stock exchange in Japan on which the Company is listed as provided under the regulations of each stock exchange.
- 4. Audit & Supervisory Board Member Mr. Hiroshi Yoshida is qualified as a Certified Public Accountant and has a wealth of expertise in finance and accounting. Additional Note for English Translation: Mr. Fujio Mitarai, Mr. Masaya Maeda, Mr. Toshizo Tanaka and Mr. Toshio Homma are Representative Directors.

(2) Remuneration and Other Amounts to Directors and Audit & Supervisory Board Members

| Category of Position | Number of Directors and Audit & Supervisory | ervisory (millions of yen) | | | Remuneration and Other Amounts |
|--|--|----------------------------|-------|--|-----------------------------------|
| Category of Fosition | Board Members (persons) | Basic Remuneration | Bonus | Stock-Type Compensation Stock Options | (millions of yen) |
| Directors | 7 | 764 | 54 | 115 | 933 |
| of which, Outside Directors | 2 | 48 | - | - | 48 |
| Audit & Supervisory Board Members | 7 | 105 | - | - | 105 |
| of which, Outside Audit & Supervisory Board Members | 4 | 58 | - | - | 58 |

Notes: 1. The above numbers of Directors and Audit & Supervisory Board Members include one Director and two Audit & Supervisory Board Members (one of those two is an Outside Audit & Supervisory Board Member) who have retired at the conclusion of the Ordinary General Meeting of Shareholders for the 118th Business Term held on March 28, 2019.

- 2. "Bonus" represents the accrued director's bonuses for this term.
- 3. In the column Stock-Type Compensation Stock Options, expenses for this term are presented.

(3) Outside Directors and Outside Audit & Supervisory Board Members

Relation Between Important Organization of Concurrent Posts and the Company

| Name | Organization of Concurrent Post | Concurrent Post | Relation with the Company |
|-----------------|--|---|---------------------------|
| Kunitaro Saida | Sumitomo Osaka Cement Co., Ltd. | Outside Director | No special relation |
| Kullitaro Salua | HEIWA REAL ESTATE CO., LTD. Outside Director | | No special relation |
| Haruhiko Kato | Toyota Motor Corporation | Audit & Supervisory Board Member | No special relation |
| Yutaka Tanaka | Financial Services Agency of Japan | Director of Laws & Ordinances Compliance Investigation Office | No special relation |

Principal Activities

| Name | Principal Activities |
|---|---|
| Kunitaro Saida, Outside Director | Attended all 8 of Board of Directors meetings held during this term, and provided input based on his experience and insight in the legal profession when necessary. |
| Haruhiko Kato, Outside Director | Attended all 8 of Board of Directors meetings held during this term, and provided input based on his experience and insight in public finance, etc. when necessary. |
| Yutaka Tanaka, Outside Audit & Supervisory Board Member | Attended all 5 of Board of Directors meetings and all 19 of Audit & Supervisory Board meetings held during this term subsequent to his assumption of office in March 2019, and provided input based on his experience and insight as a legal expert when necessary. |
| Hiroshi Yoshida, Outside Audit & Supervisory Board Member | Attended all 8 of Board of Directors meetings and all 25 of Audit & Supervisory Board meetings held during this term, and provided input based on his experience and insight as a Certified Public Accountant when necessary. |
| Koichi Kashimoto, Outside Audit & Supervisory Board Member | Attended all 8 of Board of Directors meetings and all 25 of Audit & Supervisory Board meetings held during this term, and provided input based on his insight in business management when necessary. |

Outline of Contracts for Limitation of Liability

Pursuant to the provision of Paragraph 1, Article 427 of the Corporation Law, the Company has entered into a contract with Outside Directors and Outside Audit & Supervisory Board Members which sets forth the limitation on their damage compensation liabilities resulting from negligence of the Director's or Audit & Supervisory Board Member's duty. The amount of the limitation on the damage compensation liabilities under the said contract shall be the amount provided by laws or ordinances.

4. Accounting Auditor

(1) Name of Accounting Auditor

Ernst & Young ShinNihon LLC

(2) Remuneration and Other Amounts to Accounting Auditor for This Term

| | | Amount |
|-----|--|-------------------|
| (i) | Remuneration and other amounts payable by the Company for the services defined in Paragraph 1, Article 2 of the Certified Public Accountants Act | 617 million yen |
| (ii |) Total amount of cash and other financial benefits payable by the Company and its subsidiaries to the Accounting Auditor | 1,134 million yen |

- Notes: 1. In the audit agreement between the Company and the Accounting Auditor, remuneration amounts are determined on a lump-sum without breakdown into a separate remuneration amount for auditing in accordance with the Corporation Law and in accordance with the Financial Instruments and Exchange Law. Accordingly, the amounts shown in (i) above represent total amounts of remuneration and other amounts for both of these auditing services.
 - 2. The Company pays remuneration to the Accounting Auditor for their advisory services in addition to the services defined in Paragraph 1, Article 2 of the Certified Public
 - 3. Among the Company's principal subsidiaries, Canon U.S.A., Inc., Canon Singapore Pte. Ltd. and Canon Medical Systems USA, Inc. are audited by Ernst & Young LLP in their respective countries, Canon Europa N.V. is audited by Ernst & Young Accountants LLP, and Canon Vietnam Co., Ltd. is audited by Ernst & Young Vietnam Limited.
 - 4. Reason that the Audit & Supervisory Board reached an agreement regarding the remuneration to Accounting Auditor: The Audit & Supervisory Board has received necessary documents and reports from related internal divisions and the Accounting Auditor with regard to procedures for prior approval for audit and non-audit work in accordance with the Sarbanes-Oxley Act of 2002, Article 202, in addition to confirming that the estimated remuneration is appropriate for the term by confirming the audit plan for the previous term and its implementation status, and seeking explanations as necessary. As a result, the Audit & Supervisory Board reached an agreement regarding the remuneration to Accounting Auditor, upon judging it to be a rational level for maintaining and improving audit quality.

(3) Policy Regarding Decision to Either Dismiss or Not Reappoint Accounting Auditor

The Audit & Supervisory Board, by unanimous agreement, as needed, will dismiss the Accounting Auditor when confirmed that the Accounting Auditor falls under any Item of Paragraph 1, Article 340 of the Corporation Law.

In addition to the above, should anything occur to negatively impact the qualifications or independence of the Accounting Auditor, making it unlikely that the Accounting Auditor will be able to properly perform an audit, the Audit & Supervisory Board will decide the contents of the item to be proposed at a General Meeting of Shareholders regarding the dismissal or refusal of reappointment of the Accounting Auditor.

5. Systems Necessary to Ensure the Properness of Operations

The content of the resolution of the Board of Directors regarding the systems necessary to ensure the properness of the Company's operations (basic policy) as well as the outline of activities for the aforementioned systems, are as follows:

Basic Policy Regarding Systems Necessary to Ensure the Properness of Operations (the "Internal Control System")

Content of Basic Policy Resolution

To ensure the properness of operations and to work for continuous improvement in corporate value, Canon Inc. (the "Company") and the enterprises consisting of the Company and its subsidiaries (the "Canon Group"), shall foster a sound corporate culture based on the Spirit of "Three Selfs" (Self-motivation, Self-management, and Self-awareness) – guiding principles dating back to the founding of the Company. The Canon Group shall also work to foster a law-abiding awareness through the "Canon Group Conduct." Furthermore, the Canon Group shall firmly strive to ensure management transparency through clearly defined approval processes and authorities of the CEO and Chief/Group Executives of the Company as well as executive officers of each subsidiary of the Company.

 System for Compliance (Item 6, Paragraph 4, Article 362 of the Corporation Law, and Item 4, Paragraph 1, Article 100 of the Enforcement Regulations of the Corporation Law)

Content of Basic Policy Resolution

- (1). The Board of Directors, in accordance with regulations prescribed by the Board of Directors (the "Regulations of the Board of Directors"), shall make decisions on important Canon Group managerial matters after careful deliberation. Additionally, the Board of Directors shall have representative directors, executive directors and executive officers (collectively the "Officers") give reports regarding their execution of duties.
- (2). The Board of Directors shall thoroughly instill compliance awareness through training and other programs geared towards new employees, managers, and newly-appointed board members and executive officers, utilizing the "Canon Group Code of Conduct," prescribed by the Board of Directors as a standard to be adhered to in the execution of duties.
- (3). As a part of the Company's risk management system, the Company shall put in place business procedures/ checking systems that prevent violation of laws and regulations and the Company's articles of incorporation in the course of daily business. It shall also maintain a compliance education system.
- (4). The internal audit division of the Company, which has the authority to audit the execution of duties by Officers and employees, shall also conduct audits regarding the status of compliance with laws and regulations and the Company's articles of incorporation.
- (5). If an act that violates laws and regulations, or the Company's articles of incorporation is discovered in the Canon Group, employees have the ability to anonymously report such fact to any director or officer, including outside directors and outside Audit & Supervisory Board Members by means of a whistleblowing system. Additionally, the Company shall prohibit any disadvantageous treatment of any whistleblower.

Outline of Activities

- (1). During the current business term, 8 Board of Directors meetings were held. At these meetings, in addition to deliberating and deciding on important matters, the Board of Directors received reports from Officers in charge of major divisions concerning the execution of business.
- (2). In addition to implementing compliance training that follows the Canon Group Code of Conduct, the Company established "Compliance Week," an event held once every six months to provide an opportunity for discussion on familiar risks of law-and-regulation violations by each respective workplace.
- (3). The activity is described in (1), Outline of Activities, 2 below.
- (4). Supported by about 80 personnel, the internal audit division conducts audits of each division and subsidiary including in its scope of inquiry not only compliance but also the usefulness and efficiency of operations and matters concerning information security. The results of these audits are then reported to the CEO and the Audit & Supervisory Board, and when necessary, proposals for improvement are given.
- (5). The rules on use of the whistleblowing system, including the explicit prohibition of the disadvantageous treatment of whistleblowers, are disseminated via the intranets of the Company, along with information on the contact counter for reporting internal problems. In the current business term, there were no whistleblower reports relating to serious violations of laws and regulations, or the like.

2. System for Risk Management (Item 2, Paragraph 1, Article 100 of the Enforcement Regulations of the Corporation Law)

Content of Basic Policy Resolution

- (1). The Company established the Risk Management Committee in accordance with the "Regulations of Risk Management" prescribed by the Board of Directors. This Committee shall develop various measures with regard to improving the risk management system. These measures include the system for grasping any significant risks (violation of laws and regulations, inappropriate financial reporting, quality issues, workrelated injuries, disasters etc.) that the Canon Group may face in the course of business. Additionally, in accordance with any action plan that is approved by the Board of Directors, this Committee shall evaluate the status of improvement and implementation of the risk management system and report its findings to the CEO and the Board of Directors.
- (2). The Company established the Corporate Strategy Committee in accordance with the "Regulations of the Corporate Strategy Committee" prescribed by the Board of Directors. Even if the authority to decide certain items is delegated from the Board of the Directors to the CEO, the Committee shall carefully deliberate those items in cases that are considered particularly important.

Outline of Activities

- (1). Established under the Risk Management Committee are the following three subcommittees: the Financial Risk Management Subcommittee, which is in charge of improving systems to ensure the reliability of financial reporting, the Compliance Subcommittee, which is in charge of improving systems to ensure compliance of corporate ethics and major laws and regulations, and the Business Risk Management Subcommittee, which is in charge of improving systems to manage guality risks, information leakage risks and other significant business risks. These subcommittees carried out evaluation based on their respective roles of the status of improvement and implementation of Canon Group's risk management system in accordance with Canon Group Basic Policy on the Development of Risk Management System for 2019 stipulated by the Board of Directors. The result of such evaluation did not discover any major flaws in the system and the Risk Management Committee reported this to the CEO and the Board of Directors.
- (2). The Corporate Strategy Committee was held 6 times in the current business term. In addition to the Officers in charge of executing business operations, the Outside Directors and Audit & Supervisory Board Members also attended, as necessary, and provided opinions.
- 3. System for Efficient Execution of Duties (Item 3, Paragraph 1, Article 100 of the Enforcement Regulations of the Corporation Law)

Content of Basic Policy Resolution

- (1). Based on regulations regarding the division of duties and administrative authorities prescribed by the Board of Directors, the CEO and other Officers shall execute shared duties under the supervision and direction of the CEO.
- (2). The CEO shall formulate 5-year management goals (the "Excellent Global Corporation Plan") and 3-year priority measures, contained in mid-term management plans. Based upon these plans, the CEO shall manage operations from a unified group approach.

Outline of Activities

- (1). The CEO and other Officers execute the duties allocated to them in accordance with the related regulations.
- (2). The CEO decides on a mid-term management plan, which is decided based on close discussions with Officers of the Company and the executive officers of the major subsidiaries in Japan and overseas, and ensures the cohesion of the Group's corporate management.

 System for Group Management (Item 5, Paragraph 1, Article 100 of the Enforcement Regulations of the Corporation Law)

Content of Basic Policy Resolution

The Company strengthens the internal control system of the Canon Group by requiring subsidiaries to follow the respective items:

- (a). to obtain prior approval from the Company or report to the Company important decisions in accordance with the "Regulations of Group Companies Management," prescribed by the Board of Directors of the Company,
- (b). to grasp significant risks that the subsidiary may face in the course of business and to verify and evaluate the status of improvement and implementation of the risk management system and report their findings to the Company in accordance with the "Regulations of Risk Management,"
- (c). to design an appropriate organization under the governing law of incorporation and to clearly define approval processes and authorities of executive officers,
- (d). in addition to thoroughly instilling compliance awareness through the Canon Group Code of Conduct, to put in place business procedures/checking systems that prevent violation of laws and regulations and subsidiaries' articles of incorporation in the course of daily business and prepare a compliance education system as a part of the subsidiary's risk management system, and
- (e). to establish a whistleblowing system and prohibit any disadvantageous treatment of any whistleblower.

Outline of Activities

- (a). The Company received reports from subsidiaries and provided prior approval to subsidiaries in accordance with the "Regulations of Group Companies Management."
- (b). In order to conduct evaluation of the status of improvement and implementation of the risk management system described in (1), Content of Basic Policy Resolution, 2 above, the subsidiaries being evaluated implemented evaluation of the respective targeted risks.
- (c). Each subsidiary performs, as appropriate, a review of the appropriateness of organizational design, and approval criteria and processes in accordance with the applicable laws and regulations and the nature of business and other factors.
- (d). In addition to the activities of (1), Outline of Activities, 2 above, each subsidiary conducts training and discussion as necessary and ensures utmost compliance.
- (e). Each company establishes a whistleblowing system and totally prohibits any disadvantageous treatment of any whistleblower.
- System for Storing and Managing Information (Item 1, Paragraph 1, Article 100 of the Enforcement Regulations of the Corporation Law)

Content of Basic Policy Resolution

Information related to the execution of duties of Officers, including meeting minutes of the Board of Directors and settlement documents, shall be maintained and managed by respective divisions in charge of such management in accordance with laws and regulations, the "Regulations of the Board of Directors," and other related rules. Directors, Audit & Supervisory Board Members, and members of the internal audit division have the ability to inspect this information at anytime.

Outline of Activities

Whenever deemed necessary, Directors, Audit & Supervisory Board Members and members of the internal audit division peruse or obtain copies of meeting minutes of the Board of Directors and the Corporate Strategy Committee, and other records such as settlement documents of the CEO.

6. System for Auditing by Audit & **Supervisory Board Members** (Paragraph 3, Article 100 of the **Enforcement Regulations of the** Corporation Law)

Content of Basic Policy Resolution

- (1). The Company established and assigns dedicated full-time employees of an appropriate number to the Office of Audit & Supervisory Board Members. The Office of Audit & Supervisory Board Members is established as an independent entity that is outside the control of Officers. Any change in dedicated full-time employee personnel shall require the prior consent of the Audit & Supervisory Board.
- (2). Audit & Supervisory Board Members shall grasp the execution of duties by Officers, attending not only meetings of the Board of Directors, but also other important meetings such as meetings of the Corporate Strategy Committee and Risk Management Committee.
- (3). The administrative divisions of the headquarters, such as human resources, finance & accounting, and legal affairs, shall hold meetings with Audit & Supervisory Board Members and report on the execution of duties in a timely manner. Additionally, if any material breach of laws and regulations occurs, the relevant division shall immediately report this to Audit & Supervisory Board Members.
- (4). Audit & Supervisory Board Members shall have accounting auditors periodically give reports.
- (5). Audit & Supervisory Board Members shall hold periodic meetings with counterparts of domestic subsidiaries of the Company and work to improve the auditing system from a unified group perspective by sharing information. Additionally, Audit & Supervisory Board Members shall grasp the execution of duties by Officers of subsidiaries, sharing responsibility for the auditing of major subsidiaries in and outside Japan.
- (6). The Company prohibits any disadvantageous treatment of any person that reports to Audit & Supervisory Board Members. The Company also seeks its subsidiaries to prohibit any disadvantageous treatment.
- (7). The Audit & Supervisory Board shall draw up an annual audit plan and an annual budget covering the audit of the Company and its subsidiaries. And the Company shall secure necessary funds for the annual budget. When an outlay outside the budget is incurred, due to a special audit etc., the expense shall be reimbursed by the Company.

Outline of Activities

- (1). The Company established the Office of Audit & Supervisory Board Members to be independent from the directives and commands of Officers and it assigns dedicated full-time employee(s). If necessary, Audit & Supervisory Board Members may give an order for an investigation to the administrative divisions etc. of the headquarters.
- (2). Audit & Supervisory Board Members, including Outside Audit & Supervisory Board Members, in addition to attending all the Board of Directors meetings, also attend the Corporate Strategy Committee meetings and the Risk Management Committee as necessary.
- (3). The managers in charge of the administrative divisions of the headquarters, in principle meet with full-time Audit & Supervisory Board Members monthly and report the status of execution of duties. In addition, the internal audit division reports the results of audits to the CEO and Audit & Supervisory Board Members.
- (4). Audit & Supervisory Board Members, in addition to periodically receiving reports from the Accounting Auditor on the results of the audit of the business term in accordance with laws and regulations, they also hold hearings with the Accounting Auditor to inquire on the status of audits as necessary.
- (5). Audit & Supervisory Board Members, as necessary, held meetings with audit & supervisory board members of domestic subsidiaries and shared information. In addition, at the time of visiting audits at subsidiaries. Audit & Supervisory Board Members received reports from the Directors of subsidiaries and shared information with audit & supervisory board members of the subsidiaries.
- (6). In addition to (5), Outline of Activities, 1 above, information is disseminated concerning the prohibition of disadvantageous treatment of any person that reports to Audit & Supervisory Board Members.
- (7). In the current business term, there were no shortfalls in the budget allocated for the implementation of audits in accordance with the audit plan.

CONSOLIDATED FINANCIAL STATEMENTS

Consolidated Balance Sheets

| (Millions of yen | (Mil | lions | of | ven |
|------------------|------|-------|----|-----|
|------------------|------|-------|----|-----|

| Consolidated Balance Shee | its | | | | (Millions of yen) |
|---|------------------------|------------------------|--|----------------------------|----------------------------|
| | As of Dec. 31, 2019 | As of Dec. 31, 2018 | | As of Dec. 31, 2019 | As of Dec. 31, 2018 |
| ASSETS | | | LIABILITIES AND EQUITY | | |
| Current assets: | | | Current liabilities: | | |
| Cash and cash equivalents | 412,814 | 520,645 | Short-term loans and current portion of long-term debt | 42,034 | 38,527 |
| Short-term investments | 1,767 | 956 | Trade payables | 305,312 | 352,489 |
| Trade receivables, net | 559,836 | 612,953 | Accrued income taxes | 18,801 | 41,264 |
| Inventories | 584,756 | 611,281 | Accrued expenses | 324,891 | 321,137 |
| Prepaid expenses and other current assets | 286,792 | 304,346 | Current operating lease liabilities | 31,884 | - |
| Total current assets | 1,845,965 | 2,050,181 | Other current liabilities | 237,576 | 276,237 |
| Noncurrent receivables | 17,135 | 18,230 | Total current liabilities | 960,498 | 1,029,654 |
| Investments | 48,361 | 42,556 | Long-term debt, excluding current installments | 357,340 | 361,962 |
| Property, plant and equipment, net | 1,089,671 | 1,090,992 | Accrued pension and severance cost | 368,507 | 382,789 |
| Operating lease right-of-use assets | 114,418 | 1,030,332 | Noncurrent operating lease liabilities | 83,688 | - |
| . 5 | · | 201 021 | Other noncurrent liabilities | 106,400 | 107,147 |
| Intangible assets, net | 347,921 | 391,021 | Total liabilities | 1,876,433 | 1,881,552 |
| Goodwill | 898,661 | 908,511 | Commitments and contingent liabilities | | |
| Other assets | 406,219 | 397,974 | Equity: | | |
| | | | Canon Inc. shareholders' equity: | 174 762 | 174.762 |
| | | | Common stock [Authorized shares] (share) | 174,762 [3,000,000,000] | 174,762 [3,000,000,000] |
| | | | [Issued shares] (share) | [1,333,763,464] | [1,333,763,464] |
| | | | Additional paid-in capital | 405,017 | 404,389 |
| | | | Legal reserve | 67,572 | 67,116 |
| | | | Retained earnings | 3,462,182 | 3,508,908 |
| | | | Accumulated other comprehensive income (loss) | (308,442) | (269,071) |
| | | | Treasury stock, at cost | (1,108,496) | (1,058,502) |
| | | | [Treasury shares] (share) | [269,928,993] | [254,013,641] |
| | | | Total Canon Inc. shareholders' equity | 2,692,595 | 2,827,602 |
| | | | Noncontrolling interests | 199,323 | 190,311 |
| | | | Total equity | 2,891,918 | 3,017,913 |
| Total assets | 4,768,351 | 4,899,465 | Total liabilities and equity | 4,768,351 | 4,899,465 |

| onsolidated Statements of Income (Millions of | | (Millions of yen) |
|---|-----------------------------|-----------------------------|
| | Year ended Dec. 31, 2019 | Year ended Dec. 31, 2018 |
| Net sales | 3,593,299 | 3,951,937 |
| Cost of sales | 1,983,266 | 2,116,383 |
| Gross profit | 1,610,033 | 1,835,554 |
| Operating expenses: | | |
| Selling, general and administrative expenses | 1,136,863 | 1,176,760 |
| Research and development expenses | 298,503 | 315,842 |
| | 1,435,366 | 1,492,602 |
| Operating profit | 174,667 | 342,952 |
| Other income (deductions): | | |
| Interest and dividend income | 5,526 | 6,604 |
| Interest expense | (1,038) | (797) |
| Other, net | 16,585 | 14,133 |
| | 21,073 | 19,940 |
| Income before income taxes | 195,740 | 362,892 |
| Income taxes | 56,223 | 96,150 |
| Consolidated net income | 139,517 | 266,742 |
| Less: Net income attributable to noncontrolling interests | 14,412 | 13,987 |
| Net income attributable to Canon Inc. | 125,105 | 252,755 |

Notes to Consolidated Balance Sheet

<Notes to Consolidated Balance Sheet as of December 31, 2019>

1. Allowance for doubtful receivables: 10,359 million yen 2. Accumulated depreciation: 2,727,189 million yen

- 3. Accumulated other comprehensive income (loss) includes foreign currency translation adjustments, net gains and losses on derivative financial instruments and pension liability adjustments.
- 4. There was no collateral asset.
- 5. Guarantee obligations for bank loans and others: 2,987 million yen

<Note to Per Share Information as of December 31, 2019>

Canon Inc. shareholders' equity per share 2,531.03 yen

Note to Consolidated Statement of Income

<Note to Per Share Information for the year ended December 31, 2019> Net income attributable to Canon Inc. shareholders per share

| Basic | 116.93 yen |
|---------|------------|
| Diluted | 116.91 yen |

FINANCIAL STATEMENTS

Balance Sheets (Millions of yen)

| | As of Dec. 31, 2019 | As of Dec. 31, 2018 |
|---|------------------------|------------------------|
| ASSETS | | |
| Current assets | 662,284 | 789,592 |
| Cash and deposits | 64,747 | 54,600 |
| Notes receivable | 1,002 | 722 |
| Accounts receivable | 287,968 | 394,949 |
| Finished goods | 72,131 | 90,279 |
| Work in process | 83,381 | 78,382 |
| Raw materials and supplies | 7,325 | 7,485 |
| Short-term loans receivable | 75,402 | 89,818 |
| Income taxes receivable | 3,628 | - |
| Other current assets | 66,700 | 73,357 |
| Fixed assets | 2,266,023 | 2,207,803 |
| Property, plant and equipment, net | 589,986 | 598,198 |
| Buildings | 350,811 | 350,183 |
| Machinery | 45,986 | 45,628 |
| Vehicles | 280 | 377 |
| Tools and equipment | 12,867 | 14,604 |
| Land | 149,363 | 148,863 |
| Construction in progress | 30,679 | 38,543 |
| Intangible fixed assets | 23,853 | 19,270 |
| Software | 15,621 | 18,727 |
| Goodwill | 5,183 | - |
| Other intangibles | 3,049 | 543 |
| Investments and other assets | 1,652,184 | 1,590,335 |
| Investment securities | 8,325 | 5,321 |
| Investments in affiliated companies | 1,565,644 | 1,514,058 |
| Long-term pre-paid expenses | 13,304 | 15,049 |
| Prepaid pension cost | 8,241 | 3,156 |
| Deferred tax assets-noncurrent | 49,958 | 49,853 |
| Guarantees | 439 | 484 |
| Other noncurrent assets | 6,359 | 2,500 |
| Allowance for doubtful receivables-noncurrent | (86) | (86) |
| Total assets | 2,928,307 | 2,997,395 |

| | | (Willions of yell) |
|--|------------------------|------------------------|
| | As of Dec. 31, 2019 | As of Dec. 31, 2018 |
| LIABILITIES AND NET ASSETS | | |
| Current liabilities | 1,187,210 | 1,123,318 |
| Notes payable | 359 | 367 |
| Electronically recorded obligations-operating | 21,823 | 30,057 |
| Accounts payable | 252,799 | 296,304 |
| Short-term loans payable | 804,443 | 655,540 |
| Other payables | 31,884 | 45,648 |
| Accrued expenses | 36,272 | 36,936 |
| Accrued income taxes | <u>-</u> | 8,932 |
| Deposits | 8,927 | 8,627 |
| Accrued warranty expenses | 4,034 | 4,959 |
| Accrued bonuses for employees | 4,179 | 4,832 |
| Accrued directors' bonuses | 54 | 113 |
| Other current liabilities | 22,436 | 31,003 |
| Noncurrent liabilities | 382,396 | 384,762 |
| Long-term loans payable | 354,000 | 360,000 |
| Accrued pension and severance cost | 22,559 | 20,430 |
| Reserve for environmental provision | 1,024 | 1,312 |
| Accrued long service rewards for employees | 1,347 | 1,498 |
| Other noncurrent liabilities | 3,466 | 1,522 |
| Total liabilities | 1,569,606 | 1,508,080 |
| Shareholders' equity | 1,356,538 | 1,487,857 |
| Common stock | 174,762 | 174,762 |
| Capital surplus | 306,288 | 306,288 |
| Additional paid-in capital | 306,288 | 306,288 |
| Retained earnings | 1,983,984 | 2,065,309 |
| Legal reserve | 22,114 | 22,114 |
| Other retained earnings | 1,961,870 | 2,043,195 |
| Reserve for special depreciation | 7 | 50 |
| Reserve for deferral of capital gain on property | 3,748 | 3,887 |
| Special reserves | 1,249,928 | 1,249,928 |
| Retained earnings brought forward | 708,187 | 789,330 |
| Treasury stock | (1,108,496) | (1,058,502) |
| Valuation and translation adjustments | 1,693 | 1,240 |
| Net unrealized gains (losses) on securities | 1,918 | 840 |
| Net deferred gains(losses) on hedges | (225) | 400 |
| Subscription rights to shares | 470 | 218 |
| Total net assets | 1,358,701 | 1,489,315 |
| Total liabilities and net assets | 2,928,307 | 2,997,395 |

AUDIT REPORTS

Statements of Income

(Millions of yen)

| | | (Willions of yell) |
|--|-----------------------------|-----------------------------|
| | Year ended Dec. 31, 2019 | Year ended Dec. 31, 2018 |
| Net sales | 1,539,271 | 1,822,782 |
| Cost of sales | 1,164,457 | 1,299,705 |
| Gross profit | 374,814 | 523,077 |
| Selling, general and administrative expenses | 370,322 | 391,417 |
| Operating profit | 4,492 | 131,660 |
| Other income | 130,066 | 152,023 |
| Interest income | 1,616 | 2,072 |
| Dividend income | 96,500 | 115,031 |
| Rental income | 24,680 | 25,574 |
| Foreign exchange income | 2,040 | - |
| Miscellaneous income | 5,230 | 9,346 |
| Other expenses | 32,558 | 35,053 |
| Interest expense | 6,533 | 5,424 |
| Depreciation of rental assets | 21,516 | 22,489 |
| Foreign exchange loss | - | 622 |
| Miscellaneous loss | 4,509 | 6,518 |
| Ordinary profit | 102,000 | 248,630 |
| Non-ordinary income | 158 | 330 |
| Gain on sales of fixed assets | 146 | 123 |
| Gain on sales of investment securities | - | 207 |
| Other | 12 | - |
| Non-ordinary loss | 10,009 | 3,250 |
| Loss on sales and disposal of fixed assets | 2,801 | 2,278 |
| Loss on impairment of fixed assets | 5,397 | - |
| Loss on sales of investment securities | 34 | 26 |
| Loss on valuation of investment securities | - | 946 |
| Loss on extinguishment of tie-in shares | 1,638 | - |
| Other | 139 | - |
| Income before income taxes | 92,149 | 245,710 |
| Income taxes - Current | 2,999 | 31,677 |
| - Deferred | (1,019) | 5,112 |
| Net income | 90,169 | 208,921 |

Notes to Balance Sheet

Receivables

<Notes to Balance Sheet as of December 31, 2019>

1. Accumulated depreciation of property, plant and equipment

1,507,193 million yen

2. Guarantees Mortgage bank loans for employees 1,325 million yen 3. Receivable and Payable for affiliated companies

382,390 million yen

Payables 1,053,716 million yen 4. Plan assets in the retirement benefit trust that are offset with the accrued

pension and severance cost are as follows:

Accrued pension and Plan assets in the serverance cost before retirement benefit trust deduction of plan assets Severance pay plan 42,509 million yen 19,950 million yen

5. Plan assets in the retirement benefit trust that are added to the prepaid pension cost are as follows:

Accrued pension and Plan assets in the serverance cost before retirement benefit trust deduction of plan assets 35,812 million yen Corporate pension plan 44,053 million yen

<Note to Per Share Information as of December 31, 2019> Net assets per share 1,276.73 yen

Notes to Statement of Income

<Note to Statement of Income for the year ended December 31, 2019> Transactions with affiliated companies

Sales 1,399,679 million yen Purchase 1,118,040 million yen Other transactions 188,869 million yen

<Note to Per Share Information for the year ended December 31, 2019> Net income per share

AUDIT REPORT OF ACCOUNTING AUDITOR ON CONSOLIDATED FINANCIAL STATEMENTS

(TRANSLATION)

Report of Independent Auditors

February 10, 2020

The Board of Directors Canon Inc.

Ernst & Young ShinNihon LLC

Yoshihiko Nakatani **Certified Public Accountant** Designated and Engagement Partner

Ryo Kayama Certified Public Accountant Designated and Engagement Partner

Ken Sudo Certified Public Accountant Designated and Engagement Partner

Minoru Ota Certified Public Accountant Designated and Engagement Partner

Pursuant to Paragraph 4, Article 444 of the Corporation Law, we have audited the accompanying consolidated financial statements, which comprise the consolidated balance sheet, the consolidated statement of income, the consolidated statement of equity and the notes to consolidated financial statements of Canon Inc. (the "Company") applicable to the fiscal year from January 1, 2019 through December 31, 2019.

Management's Responsibility for the Consolidated Financial Statements
Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the provision of the second sentence, Paragraph 1, Article 120 of the Company Accounting Regulations, as applied mutatis mutandis pursuant to Paragraph 3, Article 120-3 of the said Regulations, which permits the omission of certain disclosure items required under the accounting principles generally accepted in the United States, and for designing and operating such internal control as management determines is necessary to enable the preparation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Auditors' Responsibility

Our responsibility is to express an opinion from an independent perspective on the consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures are selected and applied depending on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors do not consider internal control for the purpose of expressing an opinion on its effectiveness, but consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used, the method of their application, and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the consolidated financial statements referred to above, which omits some disclosure items required under the accounting principles generally accepted in the United States in accordance with the provision of the second sentence, Paragraph 1, Article 120 of the Company Accounting Regulations, as applied mutatis mutandis pursuant to Paragraph 3, Article 120-3 of the said Regulations, present fairly, in all material respects, the financial position and results of operations of the Canon Group, which consisted of the Company and consolidated subsidiaries, applicable to the fiscal year ended December 31, 2019.

Conflicts of Interest

We have no interest in the Company which should be disclosed in compliance with the Certified Public Accountants Act.

AUDIT REPORT OF ACCOUNTING AUDITOR

(TRANSLATION)

Report of Independent Auditors

February 10, 2020

The Board of Directors Canon Inc.

Ernst & Young ShinNihon LLC

Yoshihiko Nakatani **Certified Public Accountant** Designated and Engagement Partner

Ryo Kayama Certified Public Accountant Designated and Engagement Partner

Ken Sudo Certified Public Accountant Designated and Engagement Partner

Minoru Ota Certified Public Accountant Designated and Engagement Partner

Pursuant to Item 1, Paragraph 2, Article 436 of the Corporation Law, we have audited the accompanying financial statements, which comprise the balance sheet, the statement of income, the statement of changes in net assets, the notes to non-consolidated financial statements, and the related supplementary schedules of Canon Inc. (the "Company") applicable to the 119th fiscal year from January 1, 2019 through December 31, 2019.

Management's Responsibility for the Financial Statements and the Related Supplementary Schedules

Management is responsible for the preparation and fair presentation of the financial statements and the related supplementary schedules in accordance with accounting principles generally accepted in Japan, and for designing and operating such internal control as management determines is necessary to enable the preparation and fair presentation of the financial statements and the related supplementary schedules that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion from an independent perspective on the financial statements and the related supplementary schedules based on our audit. We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and the related supplementary schedules are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements and the related supplementary schedules. The procedures are selected and applied depending on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements and the related supplementary schedules, whether due to fraud or error. In making those risk assessments, the auditors do not consider internal control for the purpose of expressing an opinion on its effectiveness, but consider internal control relevant to the entity's preparation and fair presentation of the financial statements and the related supplementary schedules in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used, the method of their application, and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements and the related supplementary schedules.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the financial statements and the related supplementary schedules referred to above present fairly, in all material respects, the financial position and results of operations of Canon Inc. applicable to the 119th fiscal year ended December 31, 2019 in conformity with accounting principles generally accepted in Japan.

Conflicts of Interest

We have no interest in the Company which should be disclosed in compliance with the Certified Public Accountants Act.

AUDIT REPORT OF AUDIT & SUPERVISORY BOARD

Audit Report

Regarding the performance of duties by the Directors for the 119th business term from January 1, 2019, to December 31, 2019, we have prepared this Audit Report upon deliberation based on the audit reports prepared by each Audit & Supervisory Board Member and hereby report as follows:

- 1. Auditing Methods Employed by the Audit & Supervisory Board Members and Audit & Supervisory Board and Details of Such Audit
 - (1) We established auditing policies, allocation of duties and other relevant matters, and received reports from each Audit & Supervisory Board Member regarding their execution of audits and results thereof, as well as reports from the Directors, other relevant personnel, and the Accounting Auditor regarding performance of their duties, and sought explanations as necessary.
 - (2) Each Audit & Supervisory Board Member complied with the auditing standards of Audit & Supervisory Board Members established by the Audit & Supervisory Board, followed the auditing policies, allocation of duties, and other relevant matters, communicated with such as the Directors, the internal auditing and other employees, made efforts to establish the environment for collecting information and auditing, and conducted the audit by the following methods.
 - (i) Each Audit & Supervisory Board Member participated in the meetings of the Board of Directors and other important meetings, received reports from such as the Directors and employees regarding performance of their duties, sought explanations as necessary, examined important authorized documents and associated information, and studied the operations and status of assets at the headquarters and principal offices. With respect to subsidiaries, we communicated and exchanged information with Directors and Audit & Supervisory Board Members of subsidiaries, and received business reports from subsidiaries as necessary.
 - (ii) We periodically received reports from Directors, employees and others, requested explanations as necessary, and expressed opinions, regarding the resolution of the Board of Directors on the establishment of following systems (Internal Control System) and the status of operation of the organized system based on such resolution, both of which are described in the business report;
 - i) the system for ensuring that the performance of duties by the Directors conforms to the applicable laws and regulations and Articles of Incorporation, and
 - ii) the system stipulated in Item 1 and Item 3, Article 100, of the Enforcement Regulations of the Corporation Law, which are necessary for ensuring the properness of operations of the enterprises consisting of the Company and its subsidiaries.
 - (iii) We monitored and verified whether the Accounting Auditor maintained their independence and implemented appropriate audits, and we received reports from the Accounting Auditor regarding the performance of their duties and sought explanations as necessary. In addition, we received notice from the Accounting Auditor that "System for ensuring that duties are performed properly" (matters set forth in each item of Article 131 of the Company Accounting Regulations) is organized in accordance with the "Quality Management Standards Regarding Audits" (Business Accounting Council, October 28, 2005) and other relevant standards, and sought explanations as necessary.

Based on the above methods, we examined the business report and the accompanying detailed statements, the financial statements (balance sheet, statement of income, statement of changes in net assets, and notes to non-consolidated financial statements) and the accompanying detailed statements as well as the consolidated financial statements (consolidated balance sheet, consolidated statement of equity, and notes to consolidated financial statements) for this business term.

2. Audit Results

- (1) Results of Audit of Business Report and Other Relevant Documents
 - (i) We confirm that the business report and the accompanying detailed statements fairly represent the Company's conditions in accordance

AUDIT REPORTS

with the related laws and regulations and Articles of Incorporation.

- (ii) We have found no significant evidence of wrongful act or violation of related laws and regulations, nor the Articles of Incorporation with regard to the execution of duties by the Directors.
- (iii) We confirm that the content of the resolution of the Board of Directors regarding the Internal Control System is proper. In addition, we have found no matters on which to remark in regard to the description of the business report and the execution of duties by the Directors regarding the Internal Control System.
- (2) Results of Audit of Financial Statements and the Accompanying Detailed Statements We confirm that the methods and results of the audit conducted by the Accounting Auditor, Ernst & Young ShinNihon LLC, are proper.
- (3) Results of Audit of Consolidated Financial Statements We confirm that the methods and results of the audit conducted by the Accounting Auditor, Ernst & Young ShinNihon LLC, are proper.

February 12, 2020

Audit & Supervisory Board, Canon Inc.

Audit & Supervisory Board Member Masaaki Nakamura Audit & Supervisory Board Member Hiroaki Sato Audit & Supervisory Board Member Yutaka Tanaka Audit & Supervisory Board Member Hiroshi Yoshida Audit & Supervisory Board Member Koichi Kashimoto

Note: Audit & Supervisory Board Members, Yutaka Tanaka, Hiroshi Yoshida and Koichi Kashimoto are Outside Audit & Supervisory Board Members, as provided in Item 16, Article 2. and Paragraph 3. Article 335, of the Corporation Law.

REFERENCE

Topics

Commencement of joint research with CiRA, Kyoto University



Center for iPS Cell Research and Application, Kyoto University

Canon Inc., Canon Medical Systems Corporation, and the Center for iPS Cell Research and Application (CiRA), Kyoto University commenced joint research from August 1, 2019, with the aim of contributing to the field of regenerative medicine through the realization of "my induced pluripotent stem (iPS) cells," which would use iPS cells made from the patient's own cells to mitigate the risk of immune rejection. This joint research will utilize the core technologies of the Canon Group - optical technology, measurement technology and diagnostic imaging technology to develop a low-cost examination method as well as investigate markers to determine what kind of organ or tissue the iPS cells would differentiate into. Furthermore, through the use of the quality control technology and production technology the Canon Group has developed through its manufacturing, the research aims to achieve iPS cell production at a low cost and with a shorter lead time while maintaining high quality and safety.

Free Viewpoint Video System is well received



Creating an immersive experience that feels like being right on the field

During Rugby World Cup 2019™, Canon created highlight footage of matches using its Free Viewpoint Video System and provided it to tournament host broadcaster International Games Broadcast Services. The footage was featured in television sports news and on video streaming platforms. This content, able to achieve any number of camera angles even from directly above the field or at ground level, conveyed the excitement and superb performances of the matches. Going forward, Canon aims to apply this technology not only to live broadcast and video replay for sports, but also a wide range of event and entertainment genres.

CSR Initiatives

Tsuzuri Project donated high-resolution facsimiles of 13 works by Katsushika Hokusai



High-resolution facsimile of "Six Tama Rivers" by Katsushika Hokusai (Sumida Hokusai Museum)

The Tsuzuri Project is a social contribution initiative organized by Canon, Inc. and the Kyoto Culture Association (NPO) with the goal of preserving original cultural assets and creating high-resolution facsimiles. This project creates and donates high-resolution facsimiles of precious Japanese cultural assets, for which there are only limited viewing opportunities, to the temples, shrines, museums and other such entities that are associated with the originals. In 2019, the Tsuzuri Project produced 13 highresolution facsimiles of works by Katsushika Hokusai and donated them to Tokyo's Sumida Ward - where Hokusai spent much of his life. These facsimiles include those of "Six Tama Rivers" and "Breaking Waves" – the originals of which reside in the collection of the Smithsonian Institution Freer Gallery of Art and are prohibited from being removed from the premises. The donated high-resolution facsimiles were displayed at "The Tsuzuri Project: The Art of Hokusai, reproduced from the collection of the Freer Gallery of Art, Smithsonian Institution" exhibition of the Sumida Hokusai Museum where they were enjoyed by many visitors.

Received the Minister of Economy, Trade and Industry Award at the 28th Grand Prize for the Global Environment Awards



Environmental learning field trip at the Canon Eco Technology Park

At the 28th Grand Prize for the Global Environment Awards*. "Canon Eco Technology Park with Canon Recycling Technologies Efforts to Resolve Social Issues Aimed at Building a Recycling Society" received the Minister of Economy, Trade and Industry Award. The Canon Eco Technology Park opened in 2018. The facility received high praise for its contribution to building a recycling society through its "product-to-product recycling" that produces new products from collected products and its achievement of the "clean and silent" design concept that is a marked contrast to the conventional image of recycling operations, and as a location where children can learn about the importance of recycling resources.

^{*}This award was established by FUJISANKEI COMMUNICATIONS GROUP to recognize companies in industry that aim for "coexistence of industrial development and the global environment."

Information for Shareholders

For Shareholders who Receive Dividends by Exchanging a "Receipt of Dividend"

We recommend the direct deposit of dividends into an account as a safer and more expeditious way to receive dividends. Please select one of the three ways to have dividends deposited into an account that are outlined below.

System of allocating dividends to securities company accounts in proportion to the number of shares held in respective accounts

With this method, the shareholder is able to receive dividends for each account they have with a securities company in proportion to the number of shares they hold.

Account at Securities
Company X
(Holding 100 shares)

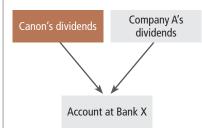
Canon's dividends

200 shares

Account at Securities
Company Y
(Holding 200 shares)

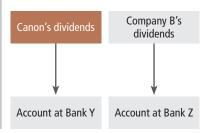
System of receiving dividends in the account registered for receipt of dividends

With this method, the shareholder is able to receive dividends for all of the issues they hold through one designated account with a financial institution (excluding the Japan Post Bank).



System of designating an account for each issue held

With this method, the shareholder is able to designate the account that the dividends will be transferred to for each issue they hold.



For information regarding procedures:

If you hold shares through a securities company, please contact the securities company where you have an account. If you don't hold shares through a securities company, please contact Mizuho Trust & Banking Co., Ltd.

For Shareholders Holding Shares Less Than One Unit

The trading unit of Canon Inc. shares (1 unit) is 100 shares and you can not purchase or sell the Canon Inc. shares less than one unit (1–99 shares; hereinafter "Less-than-one-unit Shares") on securities markets. However, you may purchase or sell these shares by the methods below.

(Example: For a shareholder holding 80 shares)

System for purchase

A system you can additionally <u>purchase</u> shares necessary to make the number of your Less-than-oneunit Shares to 1 unit, <u>from Canon at a market price</u>



System for sale

A system you can <u>sell</u> your Less-than-one-unit Shares to Canon at a market price



*In the case that you are a shareholder of Less-than-one-unit Shares in an account of securities company etc., please carry out procedures at the securities company etc.

*In the case that you are a shareholder of Less-than-one-unit Shares in a special account (a shareholder who does not have an account in securities company etc.), please contact our manager of the register of shareholders (Mizuho Trust & Banking Co., Ltd.; 0120-288-324, toll free, available in Japan only).

For Shareholders Holding Shares of Canon Inc. in a Special Account

In accordance with the share certificate dematerialization in January 2009, shares of Canon Inc. not deposited in an account with a securities company etc., are currently being managed in a "special account" of Mizuho Trust & Banking Co., Ltd. (our manager of the register of shareholders).

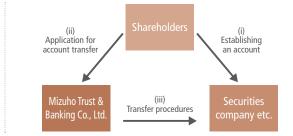
Shares managed in a special account cannot be purchased or sold in the market due to certain restrictions on trade.

We are providing information so that our shareholders will have this opportunity to consider following the procedures for transferring from a special account.

Procedure for Transferring from a Special Account to an Account with a Securities Company etc.

The following procedures are for transferring shares that are managed in a special account to an account under the same name as the shareholder established with a securities company etc.

- (i) Establishing an account with a securities company etc. In the event that a shareholder intends to follow these procedures, it will be necessary to establish an account in advance with a securities company etc.
- (ii) Application for account transfer
- (iii) Transfer procedures Upon establishing an account with a securities company etc., please contact Mizuho Trust & Banking Co., Ltd. (0120-288-324, toll free, available in Japan only) Information regarding necessary procedures will be provided.



^{*}Procedures (ii) and (iii) can also be handled at the help desk of the following branches or offices.

<Applicable branches and offices>

• Mizuho Trust & Banking Co., Ltd.: Head office and branches across the nation (Please take note that these procedures cannot be handled at a Trust Lounge.)

Mizuho Securities Co., Ltd.: Head office, branches across the nation, and Planet Booths (locations within Mizuho Bank, Ltd. branches)

Share Handling Procedures

| For inquiries | If you hold shares through a securities company: | If you don't hold shares through a securities company ^(*) : |
|--|--|--|
| Address change | | |
| Requests for purchase or sale of shares less than one unit | Please contact the securities company where you have an account. | Please contact Mizuho Trust & Banking Co., Ltd. |
| Changing the method for receiving dividends | | |
| How to receive non-received dividends | Stock Transfer Agency Department of Mizuho Trust & Banking Co., Ltd. 8-4, Izumi 2-chome, Suginami-ku, Tokyo 168-8507 0120-288-324 (Toll free, available in Japan only) Operating hours: 9:00 – 17:00 (Monday – Friday, except national holidays) | |

^{*} For the sale of shares, it is necessary to carry out procedures for the transfer of such shares to an account at a securities company etc. Should you have any inquiries about such procedures, please contact Mizuho Trust & Banking Co., Ltd.

Notes

| Notes | |
|--|--|
| Business term | From January 1 to December 31 of each year |
| Ordinary general meeting of shareholders | March of each year |
| Record date for above | December 31 of each year |
| Record date for interim dividends | June 30 of each year |
| Number of shares constituting one unit | 100 shares |
| Securities code (for stock exchanges in Japan) | 7751 |
| Stock exchange listings | Tokyo, Nagoya, Fukuoka, Sapporo, and New York |
| The Company's investor relations website | https://global.canon/en/ir/ |
| Method of public notice | Electronic means (https://global.canon) However, if the Company is unable to give an electronic public notice due to an accident or any other unavoidable reason, the notice shall be given in the Nikkei. |

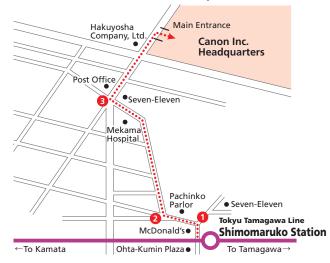
The map of the place of the General Meeting of Shareholders

Information about transportation

Station: Shimomaruko Station of the Tokyu Tamagawa Line



The route from Shimomaruko Station (About 10 minutes walk)



- 1 After exiting from the station, turn left at McDonald's on the corner.
- Take the right at the junction of three
- After passing a hospital building (Mekama Hospital) on your left, turn right at Seven-Eleven convenience store on the corner and go straight. The main entrance of Canon Headquarters is on your right, across from a dry cleaner's (Hakuyosha Company, Ltd.).

Please note that no gift will be provided. Thank you for your understanding.

DATE AND TIME: March 27 (Friday), 2020 at 10:00 a.m. (Japan time)

(The reception will commence at 9:00 a.m.)



30-2, Shimomaruko 3-chome, Ohta-ku, Tokyo 146-8501

Phone: (81) 3-3758-2111 Website: global.canon Cover photograph: Mount Fuji

Photograph location: Fujinomiya-shi, Shizuoka Pref. Photographed using: EOS R

RF24-105mm F4 L IS USM