

CANON INC
Form 6-K
March 16, 2007

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**FORM 6-K
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Report of Foreign Issuer
Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934**

For the month of March, 2007

CANON INC.

(Translation of registrant's name into English)
30-2, Shimomaruko 3-Chome, Ohta-ku, Tokyo 146-8501, Japan

(Address of principal executive offices)

[Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

[Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

[If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):82-

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**NOTICE OF CONVOCAION OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
FOR THE 106TH BUSINESS TERM**

2006 Report for the 106th Business Term

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CANON INC.

(Registrant)

Date March 16, 2007

By /s/ Hiroshi Kawashimo
(Signature)*

Hiroshi Kawashimo
General Manager, Finance Division
Canon Inc.

*Print the name and title of the signing officer under his signature.

The following materials are included.

1. Notice of convocation of the ordinary general meeting of shareholders for the 106th business term
 2. Report for the 106th business term
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March 2, 2007

TO OUR SHAREHOLDERS

Canon Inc.

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

Fujio Mitarai
Chairman & CEO

**NOTICE OF CONVOCATION
OF
THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
FOR THE 106TH BUSINESS TERM**

Notice is hereby given that the Ordinary General Meeting of Shareholders for the 106th Business Term of Canon Inc. (the Company) will be held as described below and that you are requested to attend the Meeting.

If you do not expect to attend the Meeting, you may exercise your voting rights in writing. After reviewing the following Reference Materials for General Meeting of Shareholders, please indicate your for/against on the enclosed Card for Exercise of Voting Rights, and return it to us by March 28 (Wednesday), 2007.

1. DATE AND TIME: March 29 (Thursday), 2007 at 10:00 a.m.

2. PLACE: Head Office of the Company
30-2, Shimomaruko 3-chome, Ohta-ku, Tokyo
(Please see the map on page 25.)

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 106th Business Term (from January 1, 2006 to December 31, 2006), and reports on the Auditing Results of Accounting Auditor and Board of Corporate Auditors regarding the Consolidated Financial Statements.
 2. Reports on the content of the Non-Consolidated Financial Statements for the 106th Business Term (from January 1, 2006 to December 31, 2006).
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Matters to be Resolved upon:

Propositions:

Item No.1 - Dividend from Surplus

Item No.2 - Partial Amendment to the Articles of Incorporation

Item No.3 - Election of Twenty-Seven Directors

Item No.4 - Election of One Corporate Auditor

Item No.5 - Grant of Retirement Allowance to Directors to be Retired

Item No.6 - Grant of Bonus to Directors

Upon attending the Meeting, please present the enclosed Card for Exercise of Voting Rights to the receptionist at the place of the Meeting.

If you exercise your voting rights by proxy, the proxy must be a shareholder of the Company with a voting right. The number of such proxy must be one (1).

Any changes in the matters described in Reference Materials for General Meeting of Shareholders, Business Report, Non-Consolidated Financial Statements and Consolidated Financial Statements will be posted on our website on the Internet (<http://www.canon.co.jp/ir/>).

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REFERENCE MATERIALS FOR GENERAL MEETING OF SHAREHOLDERS

Item No.1: Dividend from Surplus

Regarding our year-end dividend, since the Company was able to achieve record high results for this Business Term, both in terms of consolidated and non-consolidated base results, we propose a dividend as described below in order to respond to your loyal support.

As we have already paid an interim dividend of 50.00 yen per share, the full-year dividend will be 100.00 yen per share. On a basis prior to the stock split implemented in July, 2006, our dividend would be 125.00 yen per share, an increase of 25.00 yen compared to the dividend for the previous Business Term.

- (1) Type of dividend Cash
- (2) Matters concerning allocation of dividend and its total amount 50.00 yen per one common share of the Company
Total amount of dividend 66,582,572,000 yen
- (3) Effective date of the dividend from surplus March 30, 2007

Item No.2: Partial Amendment to the Articles of Incorporation

1. Reasons for Amendment

- (1) In accordance with the enforcement of the Corporation Law (Law No. 86, 2005) as of May 1, 2006, the Company will amend the current Articles of Incorporation as follows:
 - (i) In order to clarify the items which are deemed to be specified in the Articles of Incorporation in accordance with the enforcement of the Corporation Law (the establishment of Board of Directors, Corporate Auditors, Board of Corporate Auditors and Accounting Auditors, the issuance of share certificates representing issued shares, and the establishment of a manager of the Register of Shareholders), the Company will make such amendments as establishment of new provisions or revisions of provisions (proposed amendments of Article 4, Article 7 and Article 10).
 - (ii) For the purpose of improving the efficiency of the management of less-than-one-unit shares, the Company will establish a new provision specifying the exercisable rights regarding less-than-one-unit shares (proposed amendment of Article 9).
 - (iii) As for the exercise of voting rights by proxy, in order to clarify the number of proxies who may attend the general meeting of shareholders, the Company will stipulate it to be a single proxy (proposed amendment of Article 17).

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- (iv) In order to improve the flexibility of operation of the Board of Directors, the Company will establish a new provision allowing resolutions of meetings of the Board of Directors in writing (proposed amendment of Article 25).
- (v) In addition to the above, the Company will make necessary amendments throughout the Articles of Incorporation, such as additions and deletions of provisions, revisions to wording and adjustments to the numbering of articles.
- (2) With the aim of realizing the establishment of high-quality and effective infrastructure at the Canon Group companies, the Company plans to strengthen its capabilities to design and supervise construction works for the buildings of the Canon Group companies. Therefore, the Company believes it beneficial to set up a registered architect's office composed of the Company's qualified staff, and will accordingly make the necessary amendment to its business objects (proposed amendment of Article 2).

2. Substance of Amendment

The substance of the amendment is as follows:

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

(The amended parts are underlined.)

Current Articles of Incorporation

Chapter I. General Provisions

Trade Name

Article 1. The Company shall be called CANON KABUSHIKI KAISHA, which shall be indicated in English as CANON INC.

Objects

Article 2. The objects of the Company shall be to engage in the following business:

- (1) Manufacture and sale of optical machineries and instruments of various kinds.
- (2) Manufacture and sale of acoustic, electrical and electronic machineries and instruments of various kinds.

Proposed Amendment

Chapter I. General Provisions

Trade Name

Article 1. The Company shall be called CANON KABUSHIKI KAISHA, which shall be indicated in English as CANON INC.

Objects

Article 2. The objects of the Company shall be to engage in the following business:

- (1)
- (2) ⁴(Same as present text)

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| Current Articles of Incorporation | Proposed Amendment |
|--|---|
| (3) Manufacture and sale of precision machineries and instruments of various kinds. | (3) |
| (4) Manufacture and sale of medical machineries and instruments of various kinds. | (4) |
| (5) Manufacture and sale of general machineries, instruments and equipments of various kinds. | (5) |
| (6) Manufacture and sale of parts, materials, etc. relative to the products mentioned in each of the preceding items. | (6) |
| (7) Production and sale of software products. | (7) |
| (8) Manufacture and sale of pharmaceutical products. | (8) |
| (9) Telecommunications business, and information service business such as information processing service business, information providing service business etc. | (9) |
| (10) Contracting for telecommunications works, electrical works and machinery and equipment installation works. | (10) |
| (11) Sale, purchase and leasing of real properties <u>and</u> contracting for <u>architectural</u> works. | (11) Sale, purchase, leasing of real properties, contracting for <u>construction</u> works, <u>design of buildings</u> and <u>supervision of construction works</u> . |
| (12) Manpower providing business, property leasing business and travel business. | (12) |
| (13) Business relative to investigation, analysis of the environment and purification process of soil, water, etc. | (13) 4(Same as present text) |
| (14) Any and all business relative to each of the preceding items. | (14) |
| Location of Head Office Article 3. The Company shall have its head office in Ohta-ku, Tokyo. | Location of Head Office Article 3. The Company shall have its head office in Ohta-ku, Tokyo. |

(New)

Corporate Organizations

Article 4. The Company shall have the

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Current Articles of Incorporation

Proposed Amendment

Method of Giving Public Notice

Article 4. The public notice of the Company shall be given in the Nihon Keizai Shimbun published in Tokyo.

following corporate organizations as well as a general meeting of shareholders and Directors:

- (1) Board of Directors;
- (2) Corporate Auditors;
- (3) Board of Corporate Auditors; and
- (4) Accounting Auditors.

Method of Giving Public Notice

Article 5. Public notices of the Company shall be given in the Nihon Keizai Shimbun.

Chapter II. Shares

Chapter II. Shares

Total Number of Shares

Article 5. The total number of shares to be issued by the Company shall be 3,000,000,000 shares.

Number of Shares Issuable

Article 6. The number of shares issuable by the Company shall be 3,000,000,000 shares.

(New)

Issuance of Share Certificates

Article 7. The Company shall issue share certificates representing issued shares.

Number of Shares to Constitute One Unit

Article 6. One hundred (100) shares of the Company shall constitute one unit of shares.

Number of Shares Constituting One Unit

Article 8. Number of shares constituting one unit of the Company shall be one hundred (100) shares.

- 2. The Company will not issue stock certificates as to shares of less-than- one-unit (hereinafter Less-than-one-unit Shares), unless the Company deems it necessary for the shareholder.
- 3. Shareholders (including beneficial owners; hereinafter the same shall apply) who own Less-than-one-unit Shares of the Company may request that the Company sell a number of shares which, when added to the Less-than-one-unit Shares, would equal one unit of shares; provided, however, that the Company is not obliged to do so if

- 2. Notwithstanding the preceding article, the Company will not issue share certificates for shares of less-than-one-unit (hereinafter Less-than-one-unit Shares), unless the Company deems it necessary for the shareholder.
- 3. Shareholders (including beneficial owners; hereinafter the same shall apply) who own Less-than-one-unit Shares of the Company may request that the Company sell a number of shares which, when added to the Less- than-one-unit Shares, would equal the number of shares constituting one unit; provided, however, that the Company is

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Current Articles of Incorporation

the Company does not own its own shares in the number which it is requested to sell.

(New)

Transfer Agent

Article 7. The Company shall have a transfer agent with respect to its shares.

2. The transfer agent and its place of handling business shall be selected by resolution of the Board of Directors and a public notice shall be given of such matters.
3. The register of shareholders of the Company (including the beneficial owners list; hereinafter the same shall apply) and the register of loss of share certificates shall be kept at the transfer agent's place of handling business and the business relating to shares, such as transfer of shares on the register of shareholders, registration of pledges, indication of trust property or cancellation of such registration or indication, delivery of share certificates, acceptance of notification, registration of loss of share certificates, purchase and sale of less-than-one-unit shares, etc. shall be caused to be handled by

Proposed Amendment

not obliged to do so if the Company does not own its own shares in the number which it is requested to sell.

Rights Regarding Less-than-one-unit Shares

Article 9. Shareholders of the Company are not entitled to exercise any rights regarding their Less-than-one-unit Shares other than the rights described below:

- (1) The rights provided in each item of paragraph 2, Article 189 of the Corporation Law; and
- (2) The rights to request the sale of Less-than-one-unit Shares as provided in paragraph 3 of the preceding article.

Manager of the Register of Shareholders

Article 10. The Company shall have a manager of the register of shareholders.

2. The manager of the register of shareholders and its place of handling business shall be designated by resolution of the Board of Directors and a public notice shall be given of such matters.
3. The preparation and keeping of the register of shareholders (including the beneficial owners list; hereinafter the same shall apply), the register of stock acquisition rights and the register of loss of share certificates of the Company, and other operations relating to the register of shareholders, the register of stock acquisition rights and the register of loss of share certificates shall be delegated to the manager of the register of shareholders and shall not be handled by the Company.

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Current Articles of Incorporation

the transfer agent and shall not be handled by the Company.

Regulations for Handling of Shares

Article 8. The denomination of share certificates of the Company, transfer of shares on the register of shareholders, registration of pledges, indication of trust property or cancellation of such registration or indication, delivery of share certificates, acceptance of notifications, registration of loss of stock certificates, purchase and sale of less-than-one-unit shares and other procedures and fees relating to shares shall be governed by the regulations for handling of shares to be established by the Board of Directors.

Record Date

Article 9. The Company shall regard the shareholders (including the beneficial owners; hereinafter the same shall apply) entitled to vote and written or recorded in the register of shareholders as of the last day of each business year as the shareholders who are entitled to exercise the right as shareholders at the ordinary general meeting of shareholders for such business year.

2. In addition to the preceding paragraph, the Company may, whenever the needs arise, regard the shareholders or registered pledgees written or recorded in the register of shareholders as of a certain date as shareholders or pledgees who are entitled to exercise the right thereof, by giving public notice thereof in advance.

Acquisition of the Company's Own Shares

Article 10. Pursuant to the provision of paragraph 1, item (2) of Article 211-3 of the Commercial Code, the Company may purchase the Company's own

Proposed Amendment

Regulations for Handling of Shares

Article 11. Handling business and handling fees relating to shares of the Company shall be governed by the regulations for the handling of shares to be established by the Board of Directors.

(Deleted)

Acquisition of the Company's Own Shares

Article 12. Pursuant to the provision of paragraph 2, Article 165 of the Corporation Law, the Company may acquire the Company's own shares by

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Current Articles of Incorporation

shares by a resolution of the Board of Directors.

**Chapter III.
General Meeting of Shareholders**

Convocation

Article 11. The ordinary general meeting of shareholders shall be convened in March each year and the extraordinary general meeting of shareholders shall be convened whenever needs arise.

2. Unless otherwise provided by laws or ordinances, a general meeting of shareholders shall be convened by the Chairman-and-Director or the President-and-Director in accordance with the resolution of the Board of Directors.
3. If the Chairman-and-Director and the President-and-Director are unable to act, such meeting shall be convened by another Representative Director in accordance with the order prescribed in advance by the Board of Directors.

(New)

Chairmanship

Article 12. The chairmanship of a general meeting of shareholders shall be assumed by the Chairman-and-Director or the President-and-Director.

Proposed Amendment

means of market transaction, etc. by resolution of the Board of Directors.

**Chapter III.
General Meeting of Shareholders**

Convocation

Article 13. The ordinary general meeting of shareholders shall be convened in March each year and the extraordinary general meeting of shareholders shall be convened whenever necessary.

2. Unless otherwise provided by laws or ordinances, a general meeting of shareholders shall be convened by the Chairman-and-Director or the President-and-Director in accordance with a resolution of the Board of Directors.
3. If the Chairman-and-Director and the President-and-Director are unable to act, such meeting shall be convened by another Director in accordance with the order prescribed in advance by the Board of Directors.

Record Date for Ordinary General Meeting of Shareholders

Article 14. The Company shall regard the shareholders entitled to vote and written or recorded in the final register of shareholders as of the last day of each business year as the shareholders who are entitled to exercise their rights as shareholders at the ordinary general meeting of shareholders for such business year.

Chairmanship

Article 15. The chairmanship of a general meeting of shareholders shall be assumed by the Chairman-and-Director or the President-and-Director.

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Current Articles of Incorporation

2. If the Chairman-and-Director and the President-and-Director are unable to act, such chairmanship shall be assumed by another Director in accordance with the order prescribed in advance by the Board of Directors.

Method of Adopting Resolutions

Article 13. Unless otherwise provided by laws or ordinances or by these Articles of Incorporation, resolutions at a general meeting of shareholders shall be adopted by a majority of the votes of the shareholders present at the meeting.

2. As to the resolutions under Article 343 of the Commercial Code, they shall be adopted by the vote of two-third or more of the voting rights at a general meeting of shareholders where the shareholders holding one-third or more of the voting rights of all shareholders are present.

Exercise of Voting Rights by Proxy

Article 14. Shareholders may exercise their votes by proxy. Provided, however, that such proxy shall be a shareholder of the Company entitled to vote.

**Chapter IV.
Director and Board of Directors**

Number

Article 15. The Company shall have thirty (30) Directors or less.

Method of Election

Article 16. The Directors shall be elected at a general meeting of shareholders where the shareholders holding one-third or

Proposed Amendment

2. If the Chairman-and-Director and the President-and-Director are unable to act, such chairmanship shall be assumed by another Director in accordance with the order prescribed in advance by the Board of Directors.

Method of Adopting Resolutions

Article 16. Unless otherwise provided by laws or ordinances or by these Articles of Incorporation, resolutions at a general meeting of shareholders shall be adopted by a majority of the votes of the shareholders entitled to exercise voting rights who are present at the meeting.

2. As to the resolutions under paragraph 2, Article 309 of the Corporation Law, they shall be adopted by a vote of two-thirds or more of the voting rights at a general meeting of shareholders where the shareholders holding one-third or more of the voting rights of shareholders entitled to exercise voting rights at the general meeting of shareholders are present.

Exercise of Voting Rights by Proxy

Article 17. Shareholders may exercise their votes by proxy. Provided, however, that such proxy shall be a single shareholder of the Company entitled to vote.

**Chapter IV.
Director and Board of Directors**

Number

Article 18. The Company shall have thirty (30) Directors or less.

Method of Election

Article 19. The Directors shall be elected by resolution of a general meeting of shareholders where the shareholders

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more of the voting rights of all shareholders are present.

- The election of Directors shall not be made by cumulative voting.

Term of Office

Article 17. The term of office of Directors shall expire at the end of the ordinary general meeting of shareholders for the final settlement date within one (1) year after their assumption of office.

- The term of office of the Director elected by reason of increase in number or in order to fill the vacancy shall expire with the expiration of the remaining term of office of the other Directors presently in office.

Representative Directors

Article 18. Directors to represent the Company shall be elected by resolution of the Board of Directors.

Directors with Specific Titles

Article 19. By resolution of the Board of Directors, the Company shall have a Chairman-and-Director, a President-and-Director and other Directors with specific titles.

Convening and Presiding of the Board of Directors

Article 20. Unless otherwise provided by laws or ordinances, a meeting of the Board of Directors shall be convened and presided over by the Chairman-and-Director or the President-and-Director.

- If the Chairman-and-Director and the President-and-Director are unable to act, such meeting shall be convened

Proposed Amendment

holding one-third or more of the voting rights of shareholders entitled to exercise voting rights are present.

- The election of Directors shall not be made by cumulative voting.

Term of Office

Article 20. The term of office of Directors shall expire at the end of the ordinary general meeting of shareholders for the business year ending within one (1) year after their election.

(Deleted)

Representative Directors

Article 21. Directors to represent the Company shall be selected by resolution of the Board of Directors.

Directors with Specific Titles

Article 22. By resolution of the Board of Directors, the Company shall select a Chairman-and-Director, a President-and-Director and other Directors with specific titles.

Convening and Presiding of the Board of Directors

Article 23. Unless otherwise provided by laws or ordinances, a meeting of the Board of Directors shall be convened and presided over by the Chairman-and-Director or the President-and-Director.

- If the Chairman-and-Director and the President-and-Director are unable to act, such meeting shall be convened

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| Current Articles of Incorporation | Proposed Amendment |
|--|--|
| <p>and presided over by another Director in accordance with the order prescribed in advance by the Board of Directors.</p> | <p>and presided over by another Director in accordance with the order prescribed in advance by the Board of Directors.</p> |
| <p>3. Notice of convocation of a meeting of the Board of Directors shall be dispatched to each Director and each <u>Statutory</u> Auditor at least three (3) days before the date of such meeting; provided, however that such period may be shortened in case of urgency.</p> | <p>3. Notice of convocation of a meeting of the Board of Directors shall be dispatched to each Director and each <u>Corporate</u> Auditor at least three (3) days before the date of such meeting; provided, however that such period may be shortened in case of urgency.</p> |
| <p>Board of Directors Article <u>21</u>. The Board of Directors shall be <u>composed of</u> the Directors and, in addition to the matters provided by laws or ordinances or by these Articles of Incorporation, shall make decision on the execution of important business of the Company.</p> | <p>Board of Directors Article <u>24</u>. The Board of Directors shall be <u>organized by all</u> the Directors and, in addition to the matters provided by laws or ordinances or by these Articles of Incorporation, shall make decisions on the execution of important business of the Company.</p> |
| <p>2. The Corporate Auditors of the Company are required to attend the Board meetings and express their opinions when they deem it necessary.</p> | <p>2. The Corporate Auditors of the Company are required to attend the Board meetings and express their opinions when they deem it necessary.</p> |
| <p>(New)</p> | <p><u>Omission of Resolution of Board of Directors</u> <u>Article 25. The Company shall deem that a resolution of the Board of Directors is adopted when it meets the requirements provided in Article 370 of the Corporation Law.</u></p> |
| <p>Regulations of the Board of Directors Article <u>22</u>. The procedure for convening a meeting of the Board of Directors, method of adopting resolutions, etc. shall be governed, in addition to the matters provided by laws or ordinances or by these Articles of Incorporation, by the Regulations of the Board of Directors to be established by the Board of Directors.</p> | <p>Regulations of the Board of Directors Article <u>26</u>. The procedure for convening a meeting of the Board of Directors, method of adopting resolutions, etc. shall be governed, in addition to the matters provided by laws or ordinances or by these Articles of Incorporation, by the Regulations of the Board of Directors to be established by the Board of Directors.</p> |

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Article 23. The remuneration of Directors shall be determined by resolution of a general meeting of shareholders.

**Chapter V.
Corporate Auditor and Board of
Corporate Auditors**

Number

Article 24. The Company shall have five (5) Corporate Auditors or less.

Method of Election

Article 25. The Corporate Auditors shall be elected at a general meeting of shareholders where the shareholders holding one-third or more of the voting rights of all shareholders are present.

Term of Office

Article 26. The term of office of Corporate Auditors shall expire at the end of the ordinary general meeting of shareholders for the final settlement date within four (4) years after their assumption of office.

2. The term of office of the Corporate Auditor elected to fill the vacancy shall expire with the expiration of the remaining term of office of the retired Corporate Auditor.

Full-Time Corporate Auditors

Article 27. The Corporate Auditors shall elect a full-time Corporate Auditor or Auditors by mutual votes.

Proposed Amendment**Remuneration, etc.**

Article 27. The remuneration, bonuses and other financial benefits given by the Company in consideration of the performance of the duties (hereinafter "Remuneration, etc.") of the Directors shall be determined by resolution of a general meeting of shareholders.

**Chapter V.
Corporate Auditor and Board of
Corporate Auditors**

Number

Article 28. The Company shall have five (5) Corporate Auditors or less.

Method of Election

Article 29. The Corporate Auditors shall be elected by resolution of a general meeting of shareholders where shareholders holding one-third or more of the voting rights of shareholders entitled to exercise voting rights are present.

Term of Office

Article 30. The term of office of Corporate Auditors shall expire at the end of the ordinary general meeting of shareholders for the last business year ending within four (4) years after their election.

2. The term of office of a Corporate Auditor elected to fill a vacancy shall expire with the expiration of the remaining term of office of the retired Corporate Auditor.

Full-Time Corporate Auditors

Article 31. The Board of Corporate Auditors shall select from among the Corporate Auditors a full-time Corporate Auditor or Auditors.

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| Current Articles of Incorporation | Proposed Amendment |
|--|--|
| <p>Convening of the Board of Corporate Auditors Article <u>28</u>. Notice of convocation of a meeting of the Board of Corporate Auditors shall be despatched to each Corporate Auditor at least three (3) days before the date of such meeting; provided, however that such period may be shortened in case of urgency.</p> | <p>Convening of the Board of Corporate Auditors Article <u>32</u>. Notice of convocation of a meeting of the Board of Corporate Auditors shall be dispatched to each Corporate Auditor at least three (3) days before the date of such meeting; provided, however that such period may be shortened in case of urgency.</p> |
| <p>Board of Corporate Auditors Article <u>29</u>. The Board of Corporate Auditors shall be <u>composed of</u> all the Corporate Auditors and, in addition to the matters provided by laws, shall make decision on <u>the</u> matters relating to the execution of the duties of the Corporate Auditors except to the extent that such decisions might impair any of the power of the Corporate Auditors.</p> | <p>Board of Corporate Auditors Article <u>33</u>. The Board of Corporate Auditors shall be <u>organized by</u> all the Corporate Auditors and, in addition to the matters provided by laws, shall make decisions on matters relating to the execution of the duties of the Corporate Auditors except to the extent that such decisions might impair any of the power of the Corporate Auditors.</p> |
| <p>Regulations of the Board of Corporate Auditors Article <u>30</u>. The procedure for convening a meeting of the Board of Corporate Auditors, method of adopting resolutions, etc. shall be governed, in addition to the matters provided by laws or ordinances or by these Articles of Incorporation, by the Regulations of the Board of Corporate Auditors to be established by the Board of Corporate Auditors.</p> | <p>Regulations of the Board of Corporate Auditors Article <u>34</u>. The procedure for convening a meeting of the Board of Corporate Auditors, method of adopting resolutions, etc. shall be governed, in addition to the matters provided by laws or ordinances or by these Articles of Incorporation, by the Regulations of the Board of Corporate Auditors to be established by the Board of Corporate Auditors.</p> |
| <p>Remuneration Article <u>31</u>. The remuneration of Corporate Auditors shall be determined by resolution of a general meeting of shareholders.</p> | <p>Remuneration, etc. Article <u>35</u>. The <u>Remuneration, etc.</u> of Corporate Auditors shall be determined by resolution of a general meeting of shareholders.</p> |
| <p>Chapter VI. Accounting</p> | <p>Chapter VI. Accounting</p> |
| <p>Business year Article <u>32</u>. The business year of the Company shall be from January 1 to</p> | <p>Business Year Article <u>36</u>. The business year of the Company shall be from January 1 to</p> |

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Current Articles of Incorporation

December 31 each year, and the settlement of accounts of the Company shall be made at the end of the business year.

Dividends of profits

Article 33. Dividends of profits shall be paid to the shareholders or registered pledgees written or recorded in the register of shareholders as of the last day of each business year.

(New)

Interim dividends

Article 34. By resolution of the Board of Directors, the Company may distribute interim dividends to the shareholders or registered pledges written or recorded in the register of shareholders as of June 30 each year.

Proposed Amendment

December 31 each year.

Dividends from Surplus

Article 37. The Company shall pay year-end dividends to the shareholders or registered pledgees written or recorded in the final register of shareholders as of the last day of each business year.

2. By resolution of the Board of Directors, the Company may distribute interim dividends to the shareholders or registered pledgees written or recorded in the final register of shareholders as of June 30 each year.

(Deleted)

Table of Contents**Item No.3: Election of Twenty-Seven Directors**

The term of offices of all of the twenty-six Directors will expire at the end of this Meeting. We would like you to elect twenty-seven Directors.

The candidates for the Directors are as follows:

| Candidate No. | Name (Date of birth) | Brief personal record, position, business in charge and representatives of other organizations | Number of the Company's shares held |
|---------------|-----------------------------------|---|-------------------------------------|
| 1 | Fujio Mitarai (Sep. 23, 1935) | 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 (present) 2006: (Representatives of other organizations) Chairman of Nippon Keidanren (Japan Business Federation) | 92,300 shares |
| 2 | Tsuneji Uchida (Oct. 30, 1941) | As of Apr. 1965: Entered the Company Mar. 1997: Director Mar. 2001: Managing Director Mar. 2003: Senior Managing Director Mar. 2006: Executive Vice President & Representative Director May 2006: President & COO (present) | 9,600 shares |

| | | | | |
|---|----------------------------------|------------|--|------------------|
| | | As of | | |
| | | Apr. 1964: | Entered the Company | |
| | | Mar. 1995: | Director | |
| 3 | Toshizo Tanaka (Oct. 8, 1940) | Apr. 1995: | Group Executive of Finance & Accounting Headquarters (present) | 17,752 shares |
| | | Mar. 1997: | Managing Director | |
| | | Mar. 2001: | Senior Managing Director (present) | |
| | | Jan. 2007: | Group Executive of Policy & Economy Research Headquarters (present) | |

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| Candidate No. | Name (Date of birth) | Brief personal record, position, business in charge and representatives of other organizations | Number of the Company's shares held |
|---------------|-------------------------------------|--|-------------------------------------|
| 4 | Nobuyoshi Tanaka (Dec. 23, 1945) | As of Apr. 1970: Entered the Company Mar. 1993: Director Apr. 1999: Group Executive of Corporate Intellectual Property and Legal Headquarters (present) Mar. 2001: Managing Director Mar. 2006: Senior Managing Director (present) | 19,432 shares |
| 5 | Junji Ichikawa (Feb. 9, 1943) | As of Jan. 1970: Entered the Company Mar. 1997: Director Mar. 2001: Managing Director Apr. 2004: Chief Executive of Optical Products Operations (present) Mar. 2006: Senior Managing Director (present) | 17,096 shares |
| 6 | Hajime Tsuruoka (Jul. 9, 1943) | As of Nov. 1973: Entered the Company Mar. 1997: Director Mar. 1999: President of Canon Europa N.V. (present) Mar. 2001: Managing Director Mar. 2006: Senior Managing Director (present) (Representatives of other organizations) President of Canon Europa N.V. | 12,700 shares |
| 7 | Akiyoshi Moroe (Sep. 28, 1944) | As of Apr. 1968: Entered the Company Mar. 1999: Director Apr. 1999: Group Executive of General Affairs Headquarters (present) Mar. 2003: Managing Director (present) May 2006: Group Executive of External Relations Headquarters (present) | 16,932 shares |

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| Candidate No. | Name (Date of birth) | Brief personal record, position, business in charge and representatives of other organizations | Number of the Company's shares held |
|---------------|---------------------------------------|--|-------------------------------------|
| 8 | Kunio Watanabe (Oct. 3, 1944) | As of Apr. 1969: Entered the Company Apr. 1995: Group Executive of Corporate Planning Development Headquarters (present) Mar. 1999: Director Mar. 2003: Managing Director (present) Jan. 2007: Deputy Group Executive of Policy & Economy Research Headquarters | 13,352 shares |
| 9 | Yoroku Adachi (Jan. 11, 1948) | As of Apr. 1970: Entered the Company Mar. 2001: Director Mar. 2005: Managing Director (present) Apr. 2005: President & CEO of Canon U.S.A., Inc. (present) (Representatives of other organizations) President & CEO of Canon U.S.A., Inc. | 10,742 shares |
| 10 | Yasuo Mitsuhashi (Nov. 23, 1949) | As of Apr. 1974: Entered the Company Mar. 2001: Director Apr. 2003: Chief Executive of Peripheral Products Operations (present) Mar. 2005: Managing Director (present) | 8,677 shares |
| | Katsujichi Shimizu (Nov. 13, 1946) | As of Entered the Company | 9,937 shares |

Apr.
1970:
Apr. Deputy Chief Executive of Office Imaging Products
2001: Operations
Mar. Director (present)
2003:
Apr. Chief Executive of Inkjet Products Operations
2003: (present)

| | | | |
|----|----------------------------------|-------|--|
| | | As of | |
| | | Apr. | Entered the Company |
| | | 1972: | |
| 12 | Ryoichi Bamba (Nov. 25, 1946) | Apr. | Senior Vice President of Canon U.S.A., Inc. |
| | | 1998: | 5,400 |
| | | Feb. | Executive Vice President of Canon U.S.A., Inc. |
| | | 2003: | (present) |
| | | Mar. | Director (present) |
| | | 2003: | |

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| Candidate No. | Name (Date of birth) | Brief personal record, position, business in charge and representatives of other organizations | Number of the Company's shares held |
|---------------|--------------------------------------|---|-------------------------------------|
| 13 | Tomonori Iwashita (Jan. 28, 1949) | As of Apr. 1972: Entered the Company Mar. 2003: Director (present) Apr. 2003: Deputy Chief Executive of Image Communication Products Operations Apr. 2006: Chief Executive of Image Communication Products Operations (present) | 6,250 shares |
| 14 | Toshio Homma (Mar. 10, 1949) | As of Apr. 1972: Entered the Company Mar. 2003: Director (present) Jul. 2003: Group Executive of L Printer Business Promotion Headquarters Jan. 2007: Chief Executive of L Printer Products Operations (present) | 10,492 shares |
| 15 | Masahiro Osawa (May 26, 1947) | As of Apr. 1971: Entered the Company Jul. 2003: Deputy Group Executive of Finance & Accounting Headquarters Mar. 2004: Director (present) Apr. 2004: Group Executive of Global Procurement Headquarters (present) | 5,342 shares |
| 16 | Keijiro Yamazaki (Oct. 14, 1948) | As of Apr. 1971: Entered the Company Mar. 2004: Director (present) | 5,850 shares |

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Apr. Group Executive of Information & Communication
2004: Systems Headquarters
Mar. Group Executive of Human Resources Management
2006: & Organization Headquarters (present)

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| Candidate No. | Name (Date of birth) | Brief personal record, position, business in charge and representatives of other organizations | Number of the Company's shares held |
|---------------|--|--|-------------------------------------|
| 17 | Shunichi Uzawa (Jan. 26, 1949) | As of Aug. 1978: Entered the Company Mar. 2004: Director (present) Oct. 2004: President of SED Inc. Jan. 2006: Group Executive of Core Technology Development Headquarters (present) | 6,392 shares |
| 18 | Masaki Nakaoka (Jan. 3, 1950) | As of Apr. 1975: Entered the Company Apr. 2001: Deputy Chief Executive of Office Imaging Products Operations Mar. 2004: Director (present) Apr. 2005: Chief Executive of Office Imaging Products Operations (present) | 3,400 shares |
| 19 | Toshiyuki Komatsu (Jan. 19, 1950) | As of Apr. 1972: Entered the Company Mar. 2004: Director (present) Apr. 2004: Group Executive of Leading-Edge Technology Development Headquarters (present) Jul. 2005: Group Executive of Core Technology Development Headquarters | 2,900 shares |
| 20 | Shigeyuki Matsumoto (Nov. 15, 1950) | As of Apr. 1977: Entered the Company Apr. 2001: Deputy Group Executive of Device Technology Development Headquarters | 4,152 shares |

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Jan. Group Executive of Device Technology
2002: Development Headquarters (present)
Mar. Director (present)
2004:

| | | | | |
|----|-----------------------------------|------------|--|-----------------|
| | | As of | | |
| | | Apr. 1974: | Entered the Company | |
| 21 | Haruhisa Honda (Oct. 14, 1948) | Apr. 2003: | Deputy Chief Executive of Chemical Products Operations | 5,789 shares |
| | | Mar. 2004: | Director (present) | |
| | | Apr. 2004: | Chief Executive of Chemical Products Operations (present) | |

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| Candidate No. | Name (Date of birth) | Brief personal record, position, business in charge and representatives of other organizations | Number of the Company's shares held |
|---------------|------------------------------------|--|-------------------------------------|
| 22 | Tetsuro Tahara (Jan. 31, 1949) | As of Apr. 1971: Entered the Company Apr. 2003: President of Canon (Suzhou) Inc. Mar. 2006: Director (present) Apr. 2006: Group Executive of Global Manufacturing & Logistics Headquarters (present) | 1,652 shares |
| 23 | Seijiro Sekine (Oct. 20, 1948) | As of Apr. 1972: Entered the Company Oct. 2004: Group Executive of Logistics Headquarters Mar. 2006: Director (present) Apr. 2006: Group Executive of Information & Communication Systems Headquarters and Deputy Group Executive of Global Manufacturing & Logistics Headquarters Jan. 2007: Group Executive of Information & Communication Systems Headquarters (present) | 4,990 shares |
| 24 | Shunji Onda (Mar. 13, 1950) | As of Apr. 1972: Entered Canon Sales Co., Inc. (present Canon Marketing Japan Inc.) Apr. 2004: Senior General Manager of Optical Products Business Administration Center Mar. 2006: Director of the Company (present) Apr. 2006: Deputy Group Executive of Finance & Accounting Headquarters (present) | 4,402 shares |
| 25 | Kazumori Fukuma (Feb. 24, 1950) | As of Apr. 1972: Entered Toshiba Corporation | 1,000 shares |

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Jun. Executive Officer & Corporate Vice President of
2005: Toshiba Corporation
Jan. President of SED Inc. (present)
2006:
Jan. Adviser of the Company (present)
2007:
(Representatives of other organizations)
President of SED Inc.

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| Candidate No. | Name (Date of birth) | Brief personal record, position, business in charge and representatives of other organizations | Number of the Company's shares held |
|---------------|---------------------------------|--|-------------------------------------|
| 26 | Hideki Ozawa (Apr. 28, 1950) | <p>As of Apr. 1973: Entered Canon Sales Co., Inc. (present Canon Marketing Japan Inc.) Apr. 2004: President of Canon Singapore Pte. Ltd. Apr. 2005: President of Canon (China) Co., Ltd. (present) Apr. 2005: Advisory Director of the Company (present) (Representatives of other organizations) President of Canon (China) Co., Ltd.</p> | 719 shares |
| 27 | Masaya Maeda (Oct. 17, 1952) | <p>As of Apr. 1975: Entered the Company Jan. 2002: Senior General Manager of Digital Consumer Products Development Center Jul. 2003: Deputy Group Executive of Digital Imaging Business Group Jan. 2006: Group Executive of Digital Imaging Business Group (present) Apr. 2006: Advisory Director (present)</p> | 1,000 shares |

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

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Item No. 4: Election of One Corporate Auditor

The term of office of the Corporate Auditor Mr. Tadashi Ohe will expire at the end of this Meeting. We would like you to elect one Corporate Auditor.

The candidate for the Corporate Auditor is as follows.

Prior to our proposal of this item, we have already obtained the consent from the Board of Corporate Auditors.

| Name (Date of birth) | Brief personal record, position, principal duties and representatives of other organizations | Number of the Company's shares held | |
|-------------------------------|---|--|------------------|
| Tadashi Ohe (May 20, 1944) | As of Apr. 1969: | Qualified for attorney (present) | 24,300 shares |
| | Apr. 1989: | Instructor for the Judicial Research and Training Institute (court representation in civil suits) | |
| | Mar 1994: | Corporate Auditor (present) | |
| | | | |

- Notes:
1. The candidate for the Corporate Auditor has no special interest in the Company.
 2. The candidate is a Candidate for Outside Corporate Auditor.
 3. We have comprehensively judged that the candidate is the appropriate person as an Outside Corporate Auditor of the Company, with his insight and longstanding experience as an attorney, and decided to propose him as an Outside Corporate Auditor.
 4. Although the candidate has never been directly involved in any company management, with his extensive experience in corporate legal affairs as an attorney, we have concluded that he is capable of conducting his duty as an Outside Corporate Auditor appropriately.
 5. The candidate's term of office as a Corporate Auditor of the Company is 13 years.

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Item No.5: Grant of Retirement Allowance to Directors to be Retired

It is proposed that retirement allowance be granted to each of Mr. Hironori Yamamoto and Mr. Shigeru Imaiida, the Directors to be retired at the end of this Meeting, in appreciation of their services during their terms in offices, within the due amount based upon certain standards stipulated by the Company, and that the determination of the actual amount and the time and method of granting, etc. be entrusted to the Board of Directors for the Directors to be retired.

Brief personal records of each of the Directors to be retired are as follows:

| Name | Brief personal records | |
|-------------------|--------------------------------|---|
| Hironori Yamamoto | Mar. 1999: Mar. 2004: | Director Managing Director (present) |
| Shigeru Imaiida | Mar. 2003: | Director (present) |

Item No.6: Grant of Bonus to Directors

It is proposed that bonus be granted to the twenty-six Directors as of the end of this term, in appreciation of their services during this Business Term, which totals 295,400,000 yen considering such as the business results for this Business Term and the members to be granted.

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The map of the place of
the General Meeting of Shareholders

Place: Head Office of the Company
30-2, Shimomaruko 3-chome, Ohta-ku, Tokyo

Station: Shimomaruko Station of the Tokyu Tamagawa
Line (About 10 minutes walk)

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*The products mentioned in this report may have different names in other regions.

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To Our Shareholders

We are pleased to present our report for the 106th business term (from January 1, 2006 to December 31, 2006).

During this business term, solid economic growth was enjoyed on a global scale, despite a variety of concerns including rapidly rising prices in crude oil, steel, and other resources and intensifying tensions in the Middle East.

Under Phase III (2006 to 2010) of our Excellent Global Corporation Plan, which the Canon Group embarked on from this business term, we turned all of our resources toward improving our performance. As a result, we succeeded in recording consolidated net sales in excess of 4 trillion yen for the first time ever, and, following the previous term, posted record high net sales and net income on both a consolidated and non-consolidated basis, despite the rise in raw material prices and even more intense price competition. This good start fitted for the first year of our new five-year plan.

In light of the Canon Group's performance, we intend to propose a year-end dividend of 50.00 yen per share at the Ordinary General Meeting of Shareholders for the 106th Business Term to respond to your loyal support. Because of the three-for-two stock split implemented in July 2006, together with the interim dividend (50.00 yen per share), full-year dividend would total 125.00 yen per share on a pre-split basis, or substantially 25.00 yen more than the full-year dividend for the previous term.

Every employee of the Canon Group is committed to trying to enhance the product development capability and product quality by combining their collective strengths, and we will continuously push forward reforms of our operations by establishing even more productive systems and more efficient infrastructure.

We look forward to your continued support and encouragement in the future.

March, 2007

FUJIO MITARAI
Chairman & CEO

TSUNEJI UCHIDA
President & COO

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(Materials delivered pursuant to Article 437 and Article 444 of the Corporation Law)

BUSINESS REPORT

(From January 1, 2006 to December 31, 2006)

1. Current Conditions of the Canon Group

(1) Business Progress and Results

in General Business Conditions

Reviewing domestic and overseas economies during the term, the U.S. economy suffered declining housing investments through the second half, but, with robust personal consumption and corporate capital investments, continued to expand solidly. European economies recovered gradually with expansion in domestic demand, although exports remained lackluster through the second half. Among Asian economies, China maintained its high growth and the ASEAN countries also continued to show their steady economic growth on the support of increasing exports. The Japanese economy benefited from factors such as solid capital investments and gradually improving employment conditions with a background of strong business performance, and sustained mild, though long-lasting, economic growth. In foreign exchange markets, the yen significantly weakened against the U.S. dollar and the euro over on a yearly basis, compared to the previous term.

Regarding markets in which the Canon Group operates, digital cameras enjoyed continued increases in demand for single lens reflex (SLR) and compact digital cameras. Demand also continued to grow steadily for color-capable networked multifunctional machines, printers, and other computer peripherals. Demand for semiconductor production equipment recovered on strong capital investments by memory device manufacturers, but declined for mirror projection mask aligners for LCDs as LCD panel manufacturers held capital investments down.

Under these business conditions, the Canon Group applied the management base it built up through the implementation of Phase I (1996 to 2000) and Phase II (2001 to 2005) of its Excellent Global Corporation Plan and undertook various measures from this term in embarking on Phase III (2006 to 2010) of its Excellent Global Corporation Plan, aimed at extending our sound growth.

In particular, in development and production areas, we brought the resources of the entire group to advance production and assembly automation,

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which are the keys to greater productivity. By concentrating on the installation of automation equipment in plants producing toner cartridges, ink cartridges, and other supplies, we succeeded in reducing staffing and costs. On other fronts, we strengthened the efficiency of our parts procurement system as procurement innovation activities got into full swing, and production subsidiaries contributed to improving business performance by strengthening their own business development initiatives.

We also actively pursued capital investments to establish infrastructure. During the term, we opened a new development building for centralizing camera development functions at our Shimomaruko Head Office, and also expanded a development building at the Yako Office, making it into a major development center for inkjet and large format printers. In addition, as for the Canon Group companies, we completed a plant for making SLR interchangeable lenses at Oita Canon Inc. to meet the abundant demand for digital SLR cameras, and started operation of Que Vo Plant at Canon Vietnam Co., Ltd. to produce affordable laser beam printers. Through these and other initiatives, we upgraded and enhanced facilities at various locations to address future business leap.

In the area of sales, measures to strengthen our sales force through the structural reforms and M&A strategies that the Group marketing companies have been undertaking bore fruit in the form of larger market shares in intensely competitive markets throughout the world.

As a result of these activities described above, the Canon Group succeeded in increasing sales and profits following the previous term. During the term we attained, on a consolidated basis, net sales of 4,156.8 billion yen (up 10.7% from the previous term), income before income taxes and minority interests of 719.1 billion yen (up 17.5%), and net income of 455.3 billion yen (up 18.5%). Also, on a non-consolidated basis, we recorded net sales of 2,729.7 billion yen (up 10.0%), ordinary profit of 524.0 billion yen (up 18.9%), and net income of 337.5 billion yen (up 16.7%). Record highs were achieved for both sales and profits.

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Business Conditions by Operations
Sales by Operations
Consolidated

| Operations | Sales (100 millions of yen) | Change from Previous Term (%) |
|-----------------------------------|--------------------------------|----------------------------------|
| Business Machines | 26,911 | 7.5 |
| Office Imaging Products | 11,859 | 2.8 |
| Computer Peripherals | 13,984 | 12.3 |
| Business Information Products | 1,068 | 2.4 |
| Cameras | 10,419 | 18.5 |
| Optical and Other Products | 4,238 | 13.7 |
| Total | 41,568 | 10.7 |

Non-Consolidated

| Operations | Sales (100 millions of yen) | Change from Previous Term (%) |
|-----------------------------------|--------------------------------|----------------------------------|
| Business Machines | 17,648 | 10.7 |
| Office Imaging Products | 5,220 | 2.5 |
| Computer Peripherals | 12,428 | 14.5 |
| Cameras | 7,601 | 14.6 |
| Optical and Other Products | 2,048 | (8.4) |
| Total | 27,297 | 10.0 |

Note: Regarding the segment of Business information products within the Business machines category in the consolidated information above, there were no sales on a non-consolidated basis.

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1 Business Machines Operations

Office Imaging Products

Regarding the color machines in our imageRUNNER series of office-use digital networked multifunctional devices, we began sales of new products such as the high-speed iR C5180 series equipped with high-speed TBF (Twin Belt Fuser) System and other new technologies. We also introduced the affordable iR C3380/C2880 series, which delivers both compact size and low power consumption by employing our newly developed Smart 4 Laser Engine and color-on-demand fusing system, and worked to expand sales of these products together with the iR C3220/C2620 series. As for black-and-white machines, we began selling, in the U.S., European, and other markets, the new and affordable iR1022/1018 series, which is equipped with on-demand fusing technology, and maintained favorable sales of the high-speed multifunctional iR6570/5570 series and medium-speed machines such as the iR4570 series.

We also worked to expand our solutions business, which employs the Multifunctional Embedded Application Platform (MEAP) offering a wide range of functions, and worked to promote sales of the imageRUNNER series.

Additionally, moving toward full-scale entry into the digital commercial printing market, which is expected to grow, we introduced a new brand imagePRESS and launched a new digital color printing equipment that delivers high image quality, durability, and productivity. As the first product of this new series, we introduced the imagePRESS C1 in the Japanese and U.S. markets. This machine incorporates toner with particles averaging only 5.5 μm in diameter, iPR (imagePRESS) Controller realizing the super-high-speed image processing, and other new technologies suited for a digital commercial printing machine, and we gained favorable response.

In the machines for individuals and small-business owners of which market is expanding in Japan and overseas, we began sales of the black-and-white multifunctional Satera MF6570 for A4-size printing and Satera MF7240 for A3-size printing, and the color multifunctional Satera MF8180 for A4-size printing. Efforts to expand sales of these products were met with favorable sales results.

As a result of these activities, sales for this segment grew by 2.8% on a consolidated basis, and 2.5% on a non-consolidated basis, both in comparison to the previous term.

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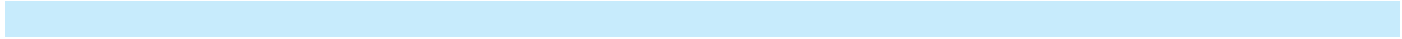


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Computer Peripherals

In the market for inkjet printers, the shift from single-function to multifunctional inkjet machines further accelerated and, amid an intensifying competition, we focused on high-quality printing through our proprietary FINE high-precision print head technology, and ChromaLife100 technology, which delivers both high image quality and preservation through the combination of our high coloration dye inks and genuine photo paper. We also worked to achieve an extra measure of differentiation from competing products by employing designs matching a broad range of indoor spaces and our Easy Scroll Wheel which makes it easy to select from a vast array of functions. In the area of multifunctional machines, we introduced a series of new products offering higher image quality and speed. Among these, the PIXUS MP600 met with success in Japan. In single-function machines, we introduced a variety of products such as the PIXUS iP4300, the compact PIXUS mini260, and the PIXUS Pro9000 using eight inks and capable of printing A3 wide-size paper for professional and high-end amateurs. Inkjet printer unit sales increased as a result.

In laser beam printers, we enjoyed steadily growing unit sales of black-and-white multifunctional products as well as low-end black-and-white and color products, both for OEM-brand products, which led to solid sales revenue. Regarding Canon-brand products, we introduced the Satera LBP5400/5300 color machines capable of A4-size printing, which respond to office needs amid growing demand for color machines, and these products, together with the high-speed Satera LBP5900/5600 capable of A3-size printing, achieved favorable sales results. As for black-and-white machines, we worked to expand sales of the high-speed Satera LBP3950/3900 capable of A3-size printing introduced in the first half and the Satera LBP3300 for business application capable of A4-size printing with duplex printing as standard function. We also worked to advance our solutions business by making printing environment proposals responding to customer business types and needs with the MEAP-Lite function expansion system.

In image scanners, we introduced products, including the new CanoScan LiDE 600F and maintained our high market share, but sales declined as the market shrank.

As a result of these activities, sales for this segment grew by 12.3% on a consolidated basis and 14.5% on a non-consolidated basis, both in comparison to the previous term.

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Business Information Products

The market for business-use document scanners has further expanded as demand for document scanners has accelerated due to the evolving IT environment at office and the need to comply with various laws related to the management of information. Under these conditions, in the DR Scanner series handled by Canon Electronics Inc., we introduced the DR-2050C II as a new product for the segment of affordable machines of which demand is significantly expanding, and worked to expand sales of this product and the DR-1210C introduced in the first half. As a result, sales steadily increased.

Regarding the calculators handled by Canon Electronic Business Machines (H.K.) Co., Ltd., we introduced and actively tried to expand sales of products in Japan such as the TS-1200TG, an environmentally friendly calculator incorporating recycled materials. On another front, printing calculators continued to enjoy a favorable reception in the U.S. market and increased market share. Regarding the electronic dictionaries for the Japanese market also handled by that company, sales increased through the introduction of the wordtank G90, for advanced study of Chinese, and the compact, highly portable wordtank IDP600J.

As for servers and personal computers handled by Canon Marketing Japan Inc., product sales fell as that company moved ahead with its shift to the solutions business.

As a result of these activities, sales for this segment grew by 2.4% on a consolidated basis in comparison to the previous term. For this segment, there were no sales on a non-consolidated basis.

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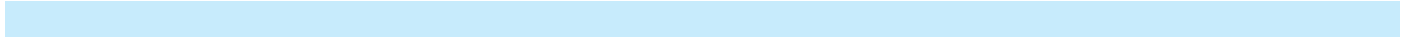


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1 Camera Operations

In digital cameras, we introduced the EOS 30D, a high-end amateur model, in the first half, and the compact, lightweight EOS Kiss Digital X in the second half with demand for SLR products continuing to expand, and reinforced our SLR product lineup with a basic concept of speed, comfort, and high image quality. Our flagship models of EOS-1DS Mark II and EOS-1D Mark II N, and EOS 5D a full-size high-end amateur model maintained their strong sales, and sales revenue increased steadily as a result. With higher SLR sales, products such as our EF lens series and dedicated flashes also marked sound sales increases.

In the area of compact digital cameras, we introduced six new products in our stylish IXY DIGITAL series, including the IXY DIGITAL 900IS, equipped with wide-angle 28mm, 3.8x zoom lens and a face recognition function, the 10 megapixel IXY DIGITAL 1000. We also introduced ten new products in our PowerShot series for a broad range of shooting styles with a variety of product lineup, including the PowerShot G7 and PowerShot A710 IS. Sales of compact digital cameras rose as a result.

We strengthened our product lineup of compact photo printers by introducing the ES1 in our dye sublimation SELPHY series, which employs Easy Photo Packs combining paper and inks.

In digital video cameras, we introduced new products such as the HV10 HDV model equipped with our first HD CMOS sensor, and 2 megapixel DVD model of DC 22, compatible for dual layer recording, thereby enhancing our product lineup in the HDV, DVD, and MiniDV recording formats. We also introduced the XHG1/A1, a new commercial hi-vision product.

In LCD projectors, we enhanced our product lineup by introducing products such as the PowerProjector SX6/SX60/X600 equipped with LCOS, which employs the Aspectual Illumination System (AISYS) our proprietary optical engine.

As a result of these activities, sales for this segment grew by 18.5% on a consolidated basis and 14.6% on a non-consolidated basis, both in comparison to the previous term.

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1 Optical and Other Products Operations

In semiconductor production equipment, unit shipments increased with the spread of products applying semiconductors and by aggressive capital investments by manufacturers in Japan and other parts of Asia. Under these conditions, we enhanced our product lineup of FPA-6000 series by introducing the FPA-6000ES5a, a new KrF (krypton fluoride) stepper. Sales increased due to strong sales of the affordable FPA-6000ES6a KrF stepper and FPA-5500iZa i-line stepper.

Regarding mirror projection mask aligners for LCDs, demand for LCD panels for LCD TVs and other products continued to increase, but the market contracted as panel manufacturers restrained their investments during the term due to a rebound of their active capital investments in the previous year. Amid these conditions, we aggressively tried to market products such as MPA-8800 eighth-generation mirror projection mask aligners for LCDs and MPA-8000 sixth-generation mirror projection mask aligners for LCDs, but unit sales and sales revenue both declined.

In the area of broadcast-use television lenses, we enhanced our product lineup by introducing new products such as the KH16x5.7 and KJ20x8.5B standard zoom lenses for affordable HD cameras, which led to solid sales increase.

In medical equipment, we introduced the new CXDI-50C and CXDI-40EC in our CXDI series of X-ray digital cameras equipped with our own Flat Panel X-Ray Image Sensor. Sales efforts focusing on these products and the CXDI-50G resulted in solid sales increase. In ophthalmic equipment, the CR-DGi digital non-mydratic retinal camera, which is used in medical examinations for the prevention of lifestyle-related diseases turned in strong sales results.

As a result of these activities, sales for this segment grew by 13.7% on a consolidated basis partially due to additional sales revenue of the newly consolidated company, but fell by 8.4% on a non-consolidated basis, both in comparison to the previous term.

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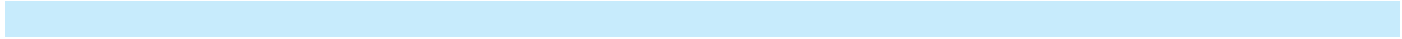


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(2) Facilities Investment

The investment in facilities during this term totaled 379.7 billion yen (250.0 billion yen by the Company), which are mainly as follows:

Main facilities completed during this term

- Head Office of the Company: New R&D Building
(Headquarters Operations)

Location: Ohta-ku, Tokyo

Date of Completion : September, 2006

- Hiratsuka Development Center of the Company: New R&D Base
(Headquarters Operations)

Location: Hiratsuka-shi, Kanagawa Pref.

Date of Completion : December, 2006

- Yako Office of the Company: New R&D Building
(Business Machines Operations)

Location: Kawasaki-shi, Kanagawa Pref.

Date of Completion : March, 2006

- The Company: Land for new Production Engineering Base
(Headquarters Operations)

Location: Kawasaki-shi, Kanagawa Pref.

Date of Completion : December, 2006

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

- Oita Canon Materials Inc.: New Production Base
(Business Machines Operations)

Location: Oita-shi, Oita Pref.

*To be leased to Oita Canon Materials Inc. by the Company

- The Company: New Production Engineering Building
(Headquarters Operations)

Location: Kawasaki-shi, Kanagawa Pref.

- Canon ANELVA Corporation: New Headquarters Building/New Research and Production Building
(Headquarters Operations)

Location: Kawasaki-shi, Kanagawa Pref.

*To be leased to Canon ANELVA Corporation by the Company

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(3) Management Perspectives

The global economy is generally expected to maintain a prolonged economic growth this year, despite predictions of slightly lower growth rate in major areas of Japan, the U.S., and Europe. Business competition in general, however, is expected to further intensify and the business conditions surrounding the Canon Group will likely remain difficult.

Under these circumstances, the Canon Group has positioned 2007, the second year of Phase III (2006 to 2010) of its Excellent Global Corporation Plan, as a year for fundamental strengthening to achieve 2010 objectives, and will accelerate our growth.

For this year, the 70th anniversary of our founding, key objectives toward that end include, first of all, introducing even more competitive new products to boost our competitiveness against other companies with the aim of achieving the overwhelming No.1 position worldwide in all of our current core businesses. Secondly, we aim to achieve steady cost reductions and further reduce our cost ratio through continuous measures to improve productivity, such as promoting production automation by introducing high-speed automation equipment; bringing the in-house production of more key parts, taking procurement innovation activities to an even higher level; and building an IT system that centralizes business information for everything from planning and development to production, sales, procurement, and logistics.

Renewing our awareness that companies' mission is to maintain product quality, we will build or enhance our systems for quality management, safety management and crisis management, including measures to heighten awareness, to help ensure that our quality fits for an excellent global corporation.

We will also reform our research and development activities from the new perspective to secure robust patents, which are a critical lifeline for a manufacturer and the very source of competitiveness for a high-value-added manufacturing business. Lastly, toward the objective of becoming a truly excellent global corporation, we will bring to bear the resource of the entire Canon Group to ensure that our compliance activities are thoroughly implemented, that our internal controls are strictly enforced, and that our management excels in transparency.

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(4) Status of Assets and Earnings

Consolidated

| | 102nd Business Term (Jan. 1, 2002-Dec. 31, 2002) | 103rd Business Term (Jan. 1, 2003-Dec. 31, 2003) |
|---|--|--|
| Net Sales (100 millions of yen) | 29,401 | 31,981 |
| Income before Income Taxes and Minority Interests (100 millions of yen) | 3,300 | 4,482 |
| Net Income (100 millions of yen) | 1,907 | 2,757 |
| Basic Net Income Per Share (yen) | 145.04 | 209.21 |
| Total Assets (100 millions of yen) | 29,427 | 31,821 |
| (Total Stockholders' Equity) (100 millions of yen) | 15,919 | 18,655 |

- Notes: 1. Canon's consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles.
2. Basic net income per share is calculated based on the weighted average number of outstanding shares during the term.

Non-Consolidated

| | 102nd Business Term (Jan. 1, 2002-Dec. 31, 2002) | 103rd Business Term (Jan. 1, 2003-Dec. 31, 2003) |
|--|--|--|
| Net Sales (100 millions of yen) | 17,890 | 20,237 |
| Ordinary Profit (100 millions of yen) | 2,409 | 3,206 |
| Net Income (100 millions of yen) | 1,441 | 2,287 |
| | 164.46 | 260.03 |

| | | |
|---------------------------------------|--------|--------|
| Net Income Per Share (yen) | | |
| Total Assets (100 millions of yen) | 18,481 | 20,593 |
| Net Assets (100 millions of yen) | 12,353 | 14,442 |

- Notes: 1. Net income per share is calculated based on the weighted average number of outstanding shares during the term.
2. The net income per share for the 106th business term has decreased compared to the 105th business term, due to the effect of the three-for-two stock split which was implemented on July 1, 2006. The net income per share for 106th business term has been calculated on the basis that the stock split was made at the beginning of the term.
3. Net income and net income per share for the 103rd business term increased significantly from the 102nd business term due to gain on exemption from the substitutional portion of the employees' pension fund.

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| 104th Business Term (Jan. 1, 2004-Dec. 31, 2004) | 105th Business Term (Jan. 1, 2005-Dec. 31, 2005) | 106th Business Term (Jan. 1, 2006-Dec. 31, 2006) |
|---|---|---|
| 34,679 | 37,542 | 41,568 |
| 5,521 | 6,120 | 7,191 |
| 3,433 | 3,841 | 4,553 |
| 258.53 | 288.63 | 341.95 |
| 35,870 | 40,436 | 45,219 |
| 22,099 | 26,047 | 29,866 |

3. Canon has made a three-for-two stock split on July 1, 2006, and the basic net income per share has been calculated based on the number of outstanding shares following the implementation of the stock split. The basic net income per share of the 106th business term has been calculated on the basis that the stock split was made at the beginning of the term.

| 104th Business Term (Jan. 1, 2004-Dec. 31, 2004) | 105th Business Term (Jan. 1, 2005-Dec. 31, 2005) | 106th Business Term (Jan. 1, 2006-Dec. 31, 2006) |
|---|---|---|
| 22,784 | 24,815 | 27,297 |
| 3,963 | 4,407 | 5,240 |

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| | | |
|--------|--------|--------|
| 2,493 | 2,893 | 3,375 |
| 281.30 | 325.83 | 253.48 |
| 23,848 | 26,528 | 29,381 |
| 16,514 | 18,754 | 21,093 |

4. Effective from 106th business term, the Company adopted Accounting Standards Board Statement No. 5 Accounting Standard for Presentation of Net Assets in the Balance Sheet issued by the Accounting Standards Board of Japan on December 9, 2005 and Accounting Standards Board Guidance No. 8 Guidance on Accounting Standards for Presentation of Net Assets in the Balance Sheet issued by the Accounting Standards Board of Japan on December 9, 2005.

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(5) Main Activities

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

| Operations | | Main Products |
|-----------------------------------|-------------------------------|--|
| Business Machines | Office Imaging Products | Digital Multifunctional Devices, Copying Machines, Laser Facsimiles |
| | Computer Peripherals | Laser Beam Printers, Inkjet Printers, Inkjet Multifunctional Devices, Inkjet Facsimiles, Image Scanners |
| | Business Information Products | Computers, Document Scanners, Microfilm Equipment, Handy Terminals, Calculators, Electronic Dictionaries |
| Cameras | | Digital Cameras, Film Cameras, Digital Video Cameras, Interchangeable Lenses, LCD Projectors |
| Optical and Other Products | | Semiconductor Production Equipment, Mirror Projection Mask Aligners for LCDs, Broadcast-use Television Lenses, Medical Image Recording Equipment, Vacuum Equipment for Electronic Components |

Table of Contents**(6) Canon Group Global Network
n Major Domestic Bases**

Name [Location]

Canon Inc.

Headquarters [Tokyo]
 Ayase Office [Kanagawa Pref.]
 Hiratsuka Development Center [Kanagawa Pref.]
 Ami Plant [Ibaraki Pref.]
 Optics R&D Center [Tochigi Pref.]
 Toride Plant [Ibaraki Pref.]
 Kosugi Office [Kanagawa Pref.]
 Fuji-Susono Research Park [Shizuoka Pref.]
 Yako Office [Kanagawa Pref.]
 Tamagawa Plant [Kanagawa Pref.]
 Utsunomiya Plant [Tochigi Pref.]
 Utsunomiya Optical Products Plant [Tochigi Pref.]

Manufacturing

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

Marketing

Canon Marketing Japan Inc. [Tokyo]
 Canon Software Inc. [Tokyo]

R&D, Manufacturing and Marketing

Canon Electronics Inc. [Saitama Pref.]
 Canon Finetech Inc. [Ibaraki Pref.]
 Canon Machinery Inc. [Shiga Pref.]
 Nisca Corporation [Yamanashi Pref.]
 Canon ANELVA Corporation [Tokyo]

Note: Canon Marketing Japan Inc. changed its corporate name from Canon Sales Co., Inc. as of April 1, 2006.

Table of Contents**n Major Overseas Bases**

Name [Location]

R&D

Canon Development Americas, Inc. [U.S.A.]
 Canon Technology Europe Ltd. [U.K.]
 Canon Research Centre France S.A.S. [France]
 Canon Information Systems Research Australia Pty. Ltd. [Australia]

Manufacturing

Canon Virginia, Inc. [U.S.A.]
 Canon Giessen GmbH [Germany]
 Canon Bretagne S.A.S. [France]
 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]

Marketing

Canon U.S.A., Inc. [U.S.A.]
 Canon Canada, Inc. [Canada]
 Canon Latin America, Inc. [U.S.A.]
 Canon Europa N.V. [Netherlands]
 Canon (UK) Ltd. [U.K.]
 Canon France S.A.S. [France]
 Canon Deutschland GmbH [Germany]
 Canon North-East Oy [Finland]
 Canon (China) Co., Ltd. [China]
 Canon Hongkong Co., Ltd. [Hong Kong]
 Canon Singapore Pte. Ltd. [Singapore]
 Canon Australia Pty. Ltd. [Australia]
 Canon do Brasil Indústria e Comércio Limitada [Brazil]
 Canon Chile, S.A. [Chile]
 Canon South Africa Pty. Ltd. [South Africa]

R&D, Manufacturing and Marketing

Canon Electronic Business Machines (H.K.) Co., Ltd. [Hong Kong]

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Table of Contents**(7) Employees****Consolidated**

| | |
|---------------------|---|
| Number of employees | 118,499 persons (Increase of 2,916 persons from the previous term) |
| Americas | 10,269 persons |
| Europe | 11,286 persons |
| Japan | 50,753 persons |
| Others | 46,191 persons |

Note: The number of employees represents the total number of employees excluding those who do not work full-time.

Non-Consolidated

| | |
|--------------------------|--|
| Number of employees | 20,377 persons (Increase of 670 persons from the previous term) |
| Average age | 39.3 years |
| Average years of service | 16.0 years |

- Notes: 1. The number of employees represents the total number of employees excluding those who do not work full-time.
 2. The number of employees does not include those who have been dispatched to affiliated companies, etc. (2,150 persons).

Table of Contents**(8) Principal Subsidiaries
n Subsidiaries**

| Company Name | Capital Stock (millions of yen) | Ratio of Voting Rights of the Company (%) | Main Activities |
|----------------------------|------------------------------------|--|--|
| Canon Marketing Japan Inc. | 73,303 | 50.7 | Domestic sale of business machines, cameras, etc. |
| Canon Electronics Inc. | 4,969 | 54.2 | Manufacture and sale of information related equipments and precision machinery units for cameras |
| Canon Finetech Inc. | 3,451 | 58.5 | Manufacture and sale of printers, peripheral devices for business machines and chemicals, etc. |
| Canon Software Inc. | 1,348 | 57.6 | Development and sale of computer software |
| Canon Machinery Inc. | 2,620 | 66.0 | Manufacture and sale of semiconductor production equipment and automation/ laborsaving equipment |
| Nisca Corporation | 2,102 | 51.1 | Manufacture and sale of office automation equipment and optical measurement equipment, etc. |
| 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. | 290,600 thousands of Euro | 100.0 | Sale of business machines, cameras, etc. in Europe |

Notes: 1. The ratio of the Company's voting rights in Canon Marketing Japan Inc. and Canon Finetech Inc. are calculated together with the number of voting rights held by subsidiaries.

2. The ratio of the Company's voting rights in Canon Software Inc. and in Nisca Corporation are based on the number of voting rights held by subsidiaries.

n Consolidated Status

1. The number of consolidated subsidiaries of this term was 219, and the number of companies accounted for on equity basis was 14.
2. Canon Electronics Inc. acquired shares of e-System Corporation (listed on the Hercules Section of the Osaka Securities Exchange) through a third-party distribution in order to strengthen its group's information-related business and develop it into a core business, and made that company its subsidiary as of December 27, 2006.

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Table of Contents**(9) Others**

The Company has decided to purchase from Toshiba Corporation all of Toshiba Corporation's outstanding shares of SED Inc., a consolidated subsidiary of the Company. On completion of the purchase, SED Inc. will become a wholly owned subsidiary of the Company, effective as of January 29, 2007.

In accordance with this decision, which was based on the assumption of prolonged litigation pending against the Company in the United States with respect to SED technology, the Company will carry out the SED panel business independently in order to facilitate the earliest possible launch of a commercial SED television business.

The Company, with the necessary cooperation from Toshiba Corporation, will make every effort for the smooth launch of its television business based on the high image quality achieved by SED technology.

2. Shares of the Company

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

Outstanding Shares, Capital Stock and Number of Shareholders

| | As of the end of the Previous Term | Change during This Term | As of the end of This Term |
|---------------------------------|---------------------------------------|----------------------------|-------------------------------|
| Outstanding Shares (share) | 888,742,779 | 444,703,051 | 1,333,445,830 |
| Capital Stock (yen) | 174,437,728,297 | 165,569,812 | 174,603,298,109 |
| Number of Shareholders (person) | 77,008 | 43,762 | 120,770 |

- Notes: 1. Based on the resolution of the Board of Directors on May 11, 2006, the Company has made a three-for-two stock split on July 1, 2006. As a result, outstanding shares increased by 444,441,863 shares. The Company has also amended its Articles of Incorporation and, as a result, number of shares issuable increased by 1,000,000,000 shares from 2,000,000,000 to 3,000,000,000 shares.
2. The increase of the outstanding shares during this term reflects the above stock split and the conversion of convertible debentures. The increase of the capital stock reflects the conversion of convertible debentures.

Table of Contents**Major Shareholders (Top ten shareholders)**

| Name of Shareholders | Investment by the Shareholders in the Company | |
|---|---|--------------------------------|
| | Number of Shares Held (thousands of shares) | Share- holding Ratio (%) |
| The Dai-Ichi Mutual Life Insurance Co. | 93,312 | 7.0 |
| Japan Trustee Services Bank, Ltd. (Trust Account) | 82,773 | 6.2 |
| The Master Trust Bank of Japan, Ltd. (Trust Account) | 74,645 | 5.6 |
| Moxley & Co. | 68,908 | 5.2 |
| State Street Bank and Trust Company 505103 | 34,955 | 2.6 |
| State Street Bank and Trust Company | 34,198 | 2.6 |
| Mizuho Corporate Bank, Ltd. | 28,419 | 2.1 |
| Nomura Securities Co., Ltd. | 27,175 | 2.0 |
| Sompo Japan Insurance Inc. | 22,910 | 1.7 |
| BNP Paribas Securities (Japan) Limited | 21,105 | 1.6 |

Note: With respect to Mizuho Corporate Bank, Ltd., in addition to the above, there are 7,704 (thousands) shares of the Company's stock, in the form of trust property relating to retirement allowance trust.

Shareholding Ratio by Category

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Table of Contents**3. Stock Acquisition Rights of the Company****Convertible Debentures**

| Issues | Total Amount | Balance of Convertible Debentures | Ratio of Conversion |
|---|--------------------|-----------------------------------|---------------------|
| The third series of Unsecured Convertible Debentures Due 2008 | 40,000 million yen | 318 million yen | 99.2% |

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Table of Contents**4. Directors and Corporate Auditors****(1) Directors and Corporate Auditors**

| Position | Name | Business in Charge or Representatives of other Organizations |
|--------------------------|---------------------|---|
| Chairman & CEO | Fujio Mitarai | Chairman of Nippon Keidanren |
| President & COO | Tsuneji Uchida | |
| Senior Managing Director | Toshizo Tanaka | Group Executive of Finance & Accounting Headquarters |
| Senior Managing Director | Nobuyoshi Tanaka | Group Executive of Corporate Intellectual Property and Legal Headquarters |
| Senior Managing Director | Junji Ichikawa | Chief Executive of Optical Products Operations |
| Senior Managing Director | Hajime Tsuruoka | President of Canon Europa N.V. |
| Managing Director | Akiyoshi Moroe | Group Executive of General Affairs Headquarters and Group Executive of External Relations Headquarters |
| Managing Director | Kunio Watanabe | Group Executive of Corporate Planning Development Headquarters |
| Managing Director | Hironori Yamamoto | Group Executive of Global Environment Promotion Headquarters and Group Executive of Production Engineering Headquarters |
| Managing Director | Yoroku Adachi | President & CEO of Canon U.S.A., Inc. |
| Managing Director | Yasuo Mitsuhashi | Chief Executive of Peripheral Products Operations |
| Director | Katsuichi Shimizu | Chief Executive of Inkjet Products Operations |
| Director | Ryoichi Bamba | Executive Vice President of Canon U.S.A., Inc. |
| Director | Tomonori Iwashita | Chief Executive of Image Communication Products Operations |
| Director | Toshio Homma | Group Executive of L Printer Business Promotion Headquarters |
| Director | Shigeru Imaiida | Senior Managing Director of Canon ANELVA Corporation |
| Director | Masahiro Osawa | Group Executive of Global Procurement Headquarters |
| Director | Keijiro Yamazaki | Group Executive of Human Resources Management & Organization Headquarters |
| Director | Shunichi Uzawa | Group Executive of Core Technology Development Headquarters |
| Director | Masaki Nakaoka | Chief Executive of Office Imaging Products Operations |
| Director | Toshiyuki Komatsu | Group Executive of Leading-Edge Technology Development Headquarters |
| Director | Shigeyuki Matsumoto | Group Executive of Device Technology Development Headquarters |
| Director | Haruhisa Honda | Chief Executive of Chemical Products Operations |
| Director | *Tetsuro Tahara | Group Executive of Global Manufacturing & Logistics Headquarters |
| Director | *Seijiro Sekine | Group Executive of Information & Communication Systems Headquarters and Deputy Group Executive of Global Manufacturing & Logistics Headquarters |
| Director | *Shunji Onda | Deputy Group Executive of Finance & Accounting Headquarters |

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| Position | Name | Business in Charge or Representatives of other Organizations |
|-------------------|--------------------|--|
| Corporate Auditor | Teruomi Takahashi | |
| Corporate Auditor | Kunihiro Nagata | |
| Corporate Auditor | Tadashi Ohe | Attorney |
| Corporate Auditor | *Yoshinobu Shimizu | Certified Public Accountant |
| Corporate Auditor | *Minoru Shishikura | |

- Notes:
1. Directors and Corporate Auditors with asterisk were newly elected at the Ordinary General Meeting of Shareholders for the 105th Business Term held on March 30, 2006, and all of them assumed their offices.
 2. Corporate Auditors Mr. Tadashi Ohe, Mr. Yoshinobu Shimizu and Mr. Minoru Shishikura are Outside Corporate Auditors defined by item 16, Article 2 of the Corporation Law.
 3. Corporate Auditor Mr. Kunihiro Nagata had experienced accounting operation at the Company for many years and has a wealth of expertise in finance and accounting.
 4. Corporate Auditor Mr. Yoshinobu Shimizu is a Certified Public Accountant and has a wealth of expertise in finance and accounting.
 5. Corporate Auditor Mr. Minoru Shishikura had experienced financial operation at an insurance company for many years and has a wealth of expertise in finance.
 6. Business in Charge or Representatives of other Organizations of Directors Mr. Toshizo Tanaka, Mr. Kunio Watanabe, Mr. Toshio Homma and Mr. Sejiro Sekine, as of January 1, 2007, are as follows:

| | | |
|----------|----------------|---|
| Director | Toshizo Tanaka | Group Executive of Finance & Accounting Headquarters and Group Executive of Policy & Economy Research Headquarters |
| Director | Kunio Watanabe | Group Executive of Corporate Planning Development Headquarters and Deputy Group Executive of Policy & Economy Research Headquarters |
| Director | Toshio Homma | Chief Executive of L Printer Products Operations |
| Director | Sejiro Sekine | Group Executive of Information & Communication Systems Headquarters |

(2) Remuneration and Other Amounts to Directors and Corporate Auditors

| | | |
|---|------------|-------------------|
| Directors | 26 persons | 1,074 million yen |
| Corporate Auditors | 5 persons | 99 million yen |
| (including 44 million yen for 3 Outside Corporate Auditors) | | |

- Notes:
1. Directors remuneration and other amounts do not include amount paid as salary for employees to those Directors who are also employees.
 2. Directors remuneration and other amounts include provisions for directors bonuses for this term in the amount of 295 million yen.
 3. The above remuneration and other amounts include an increased amount of accrued directors retirement benefits for this term (Directors 174 million yen, Corporate Auditors 12 million yen (including 5 million yen for Outside Corporate Auditors)).

Table of Contents**(3) Outside Directors and Outside Corporate Auditors****Important Concurrent Post**

| Name | Concurrent Post | Company Name |
|-------------------|---------------------------|----------------------------|
| Tadashi Ohe | Outside Corporate Auditor | Marui Co., Ltd. |
| | Outside Corporate Auditor | Kao Corporation |
| Minoru Shishikura | Outside Corporate Auditor | Canon Marketing Japan Inc. |

Principal Activities

| Name | Principal Activities |
|-------------------|--|
| Tadashi Ohe | Attended nearly all meetings of the Board of Directors and the Board of Corporate Auditors, and provided expert input as an attorney when necessary in the meetings of the Board of Directors. |
| Yoshinobu Shimizu | Attended nearly all meetings of the Board of Directors and the Board of Corporate Auditors, but did not provide input in the meetings of the Board of Directors. |
| Minoru Shishikura | Attended nearly all meetings of the Board of Directors and the Board of Corporate Auditors, but did not provide input in the meetings of the Board of Directors. |

Table of Contents**5. Accounting Auditor**

(1) Name of Accounting Auditor

Ernst & Young ShinNihon

(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 Law | 573 million yen |
| (ii) Total amount of cash and other financial benefits payable by the Company and its subsidiaries to the Accounting Auditor | 853 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 Securities 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 research services on effectiveness of the Company's internal control, in addition to the services defined in paragraph 1, Article 2 of the Certified Public Accountants Law.
 3. Among the Company's principal subsidiaries, Canon U.S.A., Inc. is audited by Ernst & Young LLP and Canon Europa N.V. is audited by Ernst & Young Accountants.

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

The Board of Corporate Auditors, by unanimous agreement, 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 Directors will propose, with the agreement of the Board of Corporate Auditors, or as requested by the Board of Corporate Auditors, not to reappoint the Accounting Auditor at a general meeting of shareholders.

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6. Systems for Ensuring Propriety of Operations

As systems for ensuring the propriety of the Company's operations, the Board of Directors has adopted a resolution as follows:

- (1) System for Ensuring the Performance of Duties by Directors and Employees to Comply with Laws and Articles of Incorporation
 - (i) Based on the spirit of the Three Selves (self-motivation, self-management, and self-awareness) a Canon universal principle dating back to the Company's founding the Company established the Canon Group Code of Conduct as a standard to which Directors and employees must adhere when performing their work. A Committee that manages and oversees this initiative promotes compliance activities to develop law-abiding, independent and strong individuals with a high sense of ethics.
 - (ii) Policies and measures set forth by the Committee above are implemented throughout the Company with the assistance of compliance staff assigned to each division.
 - (iii) Each division establishes internal rules and guidelines to help ensure that all Directors and employees thoroughly understand the laws and regulations of Japan and other countries.
 - (iv) The Company's internal auditing, legal, and other divisions work to strengthen compliance through law-abidance guidance and monitoring on its business activities.
 - (v) An in-house hotline system is employed to promote internal self-checks to prevent illegal or unethical activities and help prevent improprieties.
- (2) System for Maintaining and Managing Information Relating to the Performance of Duties by Directors
 - (i) Information relating to the performance of duties by Directors is maintained and managed in accordance with the Company's basic rules for document management addressing the creation, sending and receiving, storage, retention, and destruction of documents, and other in-house rules.
 - (ii) A system is established that enables Directors, Corporate Auditors, and internal auditing to access this information anytime.

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- (3) Rules and Other Systems Regarding Management of Risk of Loss
- (i) Important matters are carefully deliberated at the Executive Committee and in other Management Committees on specific action plans to eliminate or reduce business risks.
 - (ii) Business processes are specified and risks are evaluated based on guidelines set forth by a committee that oversees financial risk management to ensure the accuracy and reliability of financial reporting. This must be documented in writing, and the status of control activity is regularly confirmed to make risk management effectively work.
 - (iii) A risk management system is created through the formulation and observance of various in-house rules to protect the Company from diversifying risks (quality, environmental, disaster, information-related, export management, etc.) and maintain public faith.
 - (iv) Wide-ranging audits of various types and promotion of the in-house hotline system by internal auditing are carried out for the early detection and resolution of risks.
- (4) System for Assuring Directors Efficient Execution of Duties
- (i) The Executive Committee and Management Committees are established and important matters are carefully deliberated in advance by Directors and relevant managers to promote prompt and appropriate decision making by Directors.
 - (ii) Based on explanation of management policies in long-term management plans, the Company goals are given concrete shape in medium-term plans, and each division is thoroughly informed of the content of these plans. Furthermore, annual and quarterly short-term plans and monthly budgetary control are used to monitor performance progress, through which the Company makes optimum use of management resources.

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- (5) System for Ensuring Appropriate Operations of the Corporate Group Comprised of Corporation, its Parent Companies and Subsidiaries
 - (i) Based on the Canon Group Code of Conduct , the Company promotes Groupwide compliance and infuses an awareness of compliance and corporate ethics to share as a set of common values for the Group.
 - (ii) Policies and measures set forth by the Committee managing and overseeing the Canon Group Code of Conduct are implemented at each Group company by compliance staff assigned to it.
 - (iii) The internal auditing, legal, and other divisions enhance compliance by providing guidance and monitoring with regard to the observance of laws in the business activities of all Group companies.
 - (iv) The soundness and efficiency of the Group s business activities are ensured through the formulation of Groupwide medium-term plans and deliberations in the Management Committee.
- (6) Matters Regarding Employees Who Assist the Duties of Corporate Auditors When Corporate Auditors Request Assignment of Such Employees
 - (i) A division is established specifically to assist Corporate Auditors with their duties.
 - (ii) Full-time employees of a requisite number are assigned to the division.
- (7) Matters Regarding Independence of the Employees in (6) Above From Directors
 - (i) The division is an organization independent of the Board of Directors.
 - (ii) Changes in the division's personnel require the prior consent of the Board of Corporate Auditors.

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- (8) System for Directors and Employees to Report to Corporate Auditors and System for Other Types of Reporting to Corporate Auditors
 - (i) Directors promptly report to Corporate Auditors matters that may have a significant impact on the Company when such matters emerge or are likely to emerge.
 - (ii) Directors and employees deliver reports periodically to Corporate Auditors regarding matters Directors and the Corporate Auditors have previously agreed upon in consultations.
 - (iii) Corporate Auditors attend the Executive Committee and other important meetings.
 - (iv) An in-house hotline system is adopted to allow Corporate Auditors to receive information from employees.
- (9) Other Systems for Securing the Effectiveness of Auditing by Corporate Auditors
 - (i) Corporate Auditors periodically receive reports from accounting auditors.
 - (ii) The Company establishes the systems for providing cooperation and allowing field audits of internal divisions and affiliates to be performed efficiently by Corporate Auditors.

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Consolidated Financial Statements
[Consolidated Balance Sheets](#)

| ASSETS | Millions of yen | |
|--|------------------------|------------------------|
| | As of Dec. 31, 2006 | As of Dec. 31, 2005 |
| Current assets: | 2,782,349 | 2,458,569 |
| Cash and cash equivalents | 1,155,626 | 1,004,953 |
| Marketable securities | 10,445 | 172 |
| Trade receivables, net | 761,947 | 689,427 |
| Inventories | 539,057 | 510,195 |
| Prepaid expenses and other current assets | 315,274 | 253,822 |
| Fixed assets: | 1,739,566 | 1,584,984 |
| Noncurrent receivables | 14,335 | 14,122 |
| Investments | 110,418 | 104,486 |
| Property, plant and equipment, net | 1,266,425 | 1,148,821 |
| Other assets | 348,388 | 317,555 |
| Total assets | 4,521,915 | 4,043,553 |
| LIABILITIES, MINORITY INTERESTS AND STOCKHOLDERS EQUITY | Millions of yen | |
| | As of Dec. 31, 2006 | As of Dec. 31, 2005 |
| Current liabilities: | 1,163,307 | 1,078,628 |
| Short-term loans and current portion of long-term debt | 15,362 | 5,059 |
| Trade payables | 493,058 | 505,126 |
| Income taxes | 133,745 | 110,844 |
| Accrued expenses | 303,353 | 248,205 |
| Other current liabilities | 217,789 | 209,394 |
| Fixed liabilities: | 155,201 | 159,907 |
| Long-term debt, excluding current installments | 15,789 | 27,082 |
| Accrued pension and severance cost | 83,876 | 80,430 |
| Other noncurrent liabilities | 55,536 | 52,395 |
| Total liabilities | 1,318,508 | 1,238,535 |
| Minority interests | 216,801 | 200,336 |
| Commitment and contingent liabilities | | |
| Stockholders equity: | | |

| | | |
|--|------------------|------------------|
| Common stock | 174,603 | 174,438 |
| [Authorized shares] (share) | [3,000,000,000] | [3,000,000,000] |
| [Issued shares] (share) | [1,333,445,830] | [1,333,114,169] |
| Additional paid-in capital | 403,510 | 403,246 |
| Legal reserve | 43,600 | 42,331 |
| Retained earnings | 2,368,047 | 2,018,289 |
| Accumulated other comprehensive income (loss) | 2,718 | (28,212) |
| Treasury stock | (5,872) | (5,410) |
| [Treasury shares] (share) | [1,794,390] | [1,718,523] |
| Total stockholders equity | 2,986,606 | 2,604,682 |
| Total liabilities and stockholders equity | 4,521,915 | 4,043,553 |

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Consolidated Statements of Income

| | Year ended Dec. 31, 2006 | Year ended Dec. 31, 2005 |
|--|-------------------------------------|-------------------------------------|
| | | Millions of yen |
| Net sales | 4,156,759 | 3,754,191 |
| Cost of sales | 2,096,279 | 1,935,148 |
| Gross profit | 2,060,480 | 1,819,043 |
| Selling, general and administrative expenses | 1,045,140 | 949,524 |
| Research and development expenses | 308,307 | 286,476 |
| Operating profit | 707,033 | 583,043 |
| Other income (deductions): | | |
| Interest and dividend income | 27,153 | 14,252 |
| Interest expense | (2,190) | (1,741) |
| Other, net | (12,853) | 16,450 |
| Total | 12,110 | 28,961 |
| Income before income taxes and minority interests | 719,143 | 612,004 |
| Income taxes | 248,233 | 212,785 |
| Income before minority interests | 470,910 | 399,219 |
| Minority interests | 15,585 | 15,123 |

Net income

455,325

384,096

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Consolidated Statements of Stockholders' Equity

| | Millions of yen | | | | | | |
|--|-----------------|----------------------------------|------------------|----------------------|---|-------------------|---------------------------------|
| | Common stock | Additional paid-in capital | Legal reserve | Retained earnings | Accumulated other comprehensive income (loss) | Treasury stock | Total stockholders equity |
| Balance at December 31, 2005 | 174,438 | 403,246 | 42,331 | 2,018,289 | (28,212) | (5,410) | 2,604,682 |
| Conversion of convertible debt and other | 165 | 264 | | | | | 429 |
| Cash dividends | | | | (104,298) | | | (104,298) |
| Transfers to legal reserve | | | 1,269 | (1,269) | | | |
| Comprehensive income | | | | | | | |
| Net income | | | | 455,325 | | | 455,325 |
| Accumulated other comprehensive income (loss), net of tax | | | | | | | |
| Foreign currency translation adjustments | | | | | 48,630 | | 48,630 |
| Net unrealized gains and losses on securities | | | | | 1,992 | | 1,992 |
| Net gains and losses on derivative instruments | | | | | (489) | | (489) |
| Minimum pension liability adjustments | | | | | 7,339 | | 7,339 |
| Pension liability adjustments | | | | | (26,542) | | (26,542) |
| Total comprehensive income (loss) | | | | | | | 486,255 |
| Repurchase of treasury stock, net | | | | | | (462) | (462) |
| Balance at December 31, 2006 | 174,603 | 403,510 | 43,600 | 2,368,047 | 2,718 | (5,872) | 2,986,606 |

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Notes to Consolidated Financial Statements

<Notes to Basic Significant Matters Regarding Preparation of Consolidated Financial Statements>

Significant Accounting Policies

1. Basis of Presentation

The Consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles (US GAAP) pursuant to the provision of paragraph 1, Article 148 of the Company Accounting Regulations. However, certain disclosures required under US GAAP are omitted pursuant to the same provision.

2. Cash Equivalents

Canon considers all highly-liquid instruments purchased with an original maturity of three months or less to be cash equivalents.

3. Translation of Foreign Currencies

Assets and liabilities denominated in foreign currencies are translated at the rate of exchange in effect at the balance sheet date. Exchange differences are charged or credited to income. Assets and liabilities of subsidiaries located outside Japan are translated into Japanese yen at the rates of exchange in effect at the balance sheet date and income and expense items are translated at the average exchange rates prevailing during the year. The resulting translation adjustments are reported in other comprehensive income (loss).

4. Inventories

Inventories are stated at the lower of cost or market value. Cost is determined principally by the average method for domestic inventories and the first-in, first-out method for overseas inventories.

5. Marketable Securities

Canon accounts for its debt and equity securities in accordance with Statement of Financial Accounting Standards No.115, Accounting for Certain Investments in Debt and Equity Securities. Held-to-maturity securities are recorded at amortized cost, adjusted for the amortization or accretion of premiums or discounts. Available-for-sale securities are recorded at fair value. Unrealized holding gains and losses, net of the related tax effect, on available-for-sale securities are excluded from earnings and are reported in other comprehensive income (loss) until realized. Realized gain and losses are determined on the average cost method.

6. Property, Plant and Equipment

Property, plant and equipment are depreciated principally by the declining-balance method.

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7. Goodwill and Other Intangible Assets

Goodwill and intangible assets with an indefinite useful life are not amortized, but instead tested for impairment at least annually in accordance with Statement of Financial Accounting Standards No.142, Goodwill and Other Intangible Assets. Intangible assets with estimated useful lives are amortized over the respective estimated useful lives. Software is amortized on a straight-line basis over the period of three to five years.

8. Impairment of Long-Lived Assets

In accordance with Statement of Financial Accounting Standards No.144, Accounting for the Impairment or Disposal of Long-Lived Assets, long-lived assets, such as property, plant and equipment, and purchased intangibles subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset.

9. Standard for Allowances

(Allowance for doubtful accounts)

An allowance for doubtful accounts is provided based on credit loss history and an evaluation of any specific doubtful accounts.

(Accrued pension and severance cost)

In accordance with Statement of Financial Accounting Standards No.87, Employer's Accounting for Pensions and Statement of Financial Accounting Standards No.158, Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans, pension and severance cost is accrued based on the projected benefit obligations and the fair value of plan assets at the balance sheet date. If the accumulated benefit obligation (i.e., obligations deducting an effect of future compensation levels from projected benefit obligations) exceeds the fair value of plan assets, a minimum pension liability equal to this difference is reflected in the consolidated balance sheets by recognizing an additional minimum pension liability. Unrecognized prior service cost is amortized by the straight-line method over the average remaining service period of employees. Unrecognized actuarial loss is recognized by amortizing a portion in excess of a corridor (i.e., 10% of the greater of the projected benefit obligations or the fair value of plan assets) by the straight-line method over the average remaining service period of employees.

(Accounting Change)

On December 31, 2006, Canon adopted SFAS 158. As a result, Canon recognized the funded status (i.e., the difference between the fair value of plan assets and the projected benefit obligations) of its pension plans in the December 31, 2006 consolidated balance sheet, with a corresponding adjustment to accumulated other comprehensive income (loss), net of tax. The adjustment to accumulated other comprehensive income (loss) at adoption represents the unrecognized actuarial loss, unrecognized prior service cost, unrecognized net

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transition obligation, all of which were previously netted against the plans' funded status in the consolidated balance sheet pursuant to the provision of SFAS 87. As a result of this amendment, accrued pension and severance cost has increased by 26,845 million yen, while accumulated other comprehensive income (loss), net of tax has decreased by 15,628 million yen. This amendment has no impact on the earnings.

10. Net Income Per Share

Basic net income per share is computed by dividing net income by the weighted-average number of common shares outstanding during each year. Diluted net income per share includes the effect from potential issuance of common stock based on the assumption that all convertible debentures were converted into common stock.

<Notes to Consolidated Balance Sheet>

- | | |
|---|-----------------------|
| 1. Allowance for doubtful receivables: | 13,849 million yen |
| 2. Accumulated depreciation: | 1,382,944 million yen |
| 3. Guarantee obligations for bank loans taken out by employees as well as subsidiaries and affiliates: | 30,051 million yen |
| 4. Accumulated other comprehensive income (loss) includes foreign currency translation adjustments, net unrealized gains and losses on securities, net gains and losses on derivative financial instruments and pension liability adjustments. | |
| 5. Canon has made a three-for-two stock split on July 1, 2006, for shareholders recorded in the shareholders register as of June 30, 2006. Number of authorized shares, issued shares and treasury shares are based on the number of issued shares following the implementation of the stock split. | |

<Note to Consolidated Statements of Stockholders' Equity>

Pension liability adjustments include actuarial loss, prior service cost and net transition obligation.

<Notes to Per Share Information>

- | | |
|--|------------|
| 1. Net income per share | |
| Basic | 341.95 yen |
| Diluted | 341.84 yen |
| 2. Canon has made a three-for-two stock split on July 1, 2006, for shareholders recorded in the shareholders register as of June 30, 2006. The basic net income per share and diluted net income per share have been calculated based on the number of outstanding shares following the implementation of the stock split. | |

<Note to Significant Subsequent Events>

Effective January 1, 2007, Canon and its certain domestic subsidiaries have amended their defined benefit pension plans, and also have partially implemented a defined contribution pension plan for part of their future pension benefit. As a result of this amendment, the projected benefit obligation has decreased by 101,620 million yen. This decreased amount is accounted for as prior service cost, and will be amortized and recognized as a gain in each fiscal period, over the employees' average remaining service period.

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Accounting Audit Report of Accounting Auditor on
Consolidated Financial Statements

Audit Report of Independent Auditor

February 13, 2007

To the Board of Directors of
Canon Inc.

Ernst & Young ShinNihon
Hideo Kojima
Certified Public Accountant
Designated and Operating
Partner

Masashi Sakakura
Certified Public Accountant
Designated and Operating
Partner

Takashi Yoshida
Certified Public Accountant
Designated and Operating
Partner

Yuichiro Munakata
Certified Public Accountant
Designated and Operating
Partner

Hiroki Suzuki
Certified Public Accountant
Designated and Operating
Partner

We have audited the consolidated financial statements of Canon Inc. namely, the consolidated balance sheet, the consolidated statement of income, the consolidated statements of stockholders' equity and the notes to consolidated financial statements for the 106th business term from January 1, 2006 to December 31, 2006, in accordance with paragraph 4, Article 444 of the Corporation Law. Responsibility as to the preparation of such consolidated financial statements lies with the management of the Company, and our responsibility is to express our opinion on the consolidated financial statements from an independent position.

We conducted our audit in accordance with the auditing standards generally accepted in Japan. Those auditing standards require that we obtain reasonable assurance that there are no material false representations in the consolidated

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financial statements. The audit is conducted on a test basis and includes the examination of representations in the consolidated financial statements as a whole, including the examination of the accounting principles adopted by the management and the method of application thereof and the evaluation of the estimate by the management. We have determined that, as a result of the audit, we have obtained a reasonable basis for giving an opinion.

We confirm that the consolidated financial statements referred to above fairly represent, in all material respects, the status of assets and earnings of the corporate group comprised of Canon Inc. and its consolidated subsidiaries for the period, for which the consolidated financial statements were prepared, in conformity with the accounting principles generally accepted in the United States under paragraph 1, Article 148 of the Company Accounting Regulations of Japan (refer to Note 1 of Basic significant matters regarding preparation of consolidated financial statements of the notes to consolidated financial statements).

Our firm or we in charge have no financial or other interest in the Company required to be stated by the provisions of the Certified Public Accountants Law.

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Audit Report of Board of Corporate Auditors on
Consolidated Financial Statements

Audit Report on Consolidated Financial Statements

Regarding the consolidated financial statements (consolidated balance sheet, consolidated statement of income, consolidated statements of changes in stockholders' equity, and notes to consolidated financial statements) for the 106th business term from January 1, 2006, to December 31, 2006, we have prepared this Audit Report upon deliberation based on the audit reports prepared by each Corporate Auditor and hereby report as follows:

1. Auditing Methods Employed by the Corporate Auditors and Board of Corporate Auditors and Details of Such Methods

We established auditing policies, allocation of duties, and other relevant matters, and received reports from each Corporate Auditor regarding their execution of audits and results thereof, as well as reports from the Directors and the Accounting Auditor regarding performance of their duties, and sought explanations as necessary.

Following the auditing policies and allocation of duties established by the Board of Corporate Auditors, each Corporate Auditor received reports from such as the Directors and employees regarding consolidated financial statements and sought explanations as necessary. Furthermore, we monitored and verified whether the Accounting Auditor maintained their independence and implemented appropriate audits, and 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 159 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 consolidated financial statements for this business term.

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2. Audit Results

We confirm that the methods and results of the audit employed by the Accounting Auditor, Ernst & Young ShinNihon, are proper.

February 14, 2007

Board of Corporate Auditors, Canon Inc.

| | |
|-------------------|-------------------|
| Corporate Auditor | Teruomi Takahashi |
| Corporate Auditor | Kunihiro Nagata |
| Corporate Auditor | Tadashi Ohe |
| Corporate Auditor | Yoshinobu Shimizu |
| Corporate Auditor | Minoru Shishikura |

Note: Corporate Auditors, Tadashi Ohe, Yoshinobu Shimizu and Minoru Shishikura are Outside Corporate Auditors, as provided in item 16, Article 2, and paragraph 3, Article 335, of the Corporation Law.

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Table of Contents**Non-Consolidated Financial Statements****Non-Consolidated Balance Sheets****ASSETS**

| | As of Dec. 31, 2006 | Millions of yen As of Dec. 31, 2005 |
|---|--------------------------------|---|
| Current Assets | 1,622,281 | 1,460,882 |
| Cash and deposits | 324,053 | 261,680 |
| Notes receivable | 295,862 | 277,707 |
| Accounts receivable | 621,656 | 568,270 |
| Finished goods | 93,685 | 108,311 |
| Work in process | 107,666 | 77,630 |
| Raw materials and supplies | 4,642 | 3,758 |
| Deferred tax assets | 34,124 | 24,372 |
| Short-term loans receivable | 19,320 | 25,584 |
| Other current assets | 121,295 | 113,953 |
| Allowance for doubtful receivables | (22) | (383) |
| Fixed Assets | 1,315,791 | 1,191,965 |
| Property, Plant And Equipment | 818,094 | 713,960 |
| Buildings | 418,087 | 358,845 |
| Machinery | 150,795 | 145,319 |
| Vehicles | 332 | 323 |
| Tools and equipment | 54,985 | 51,282 |
| Land | 133,522 | 110,448 |
| Construction in progress | 60,373 | 47,743 |
| Intangibles | 34,480 | 27,123 |
| Industrial property rights | 1,508 | 705 |
| Facility utility rights | 973 | 1,015 |
| Software | 31,999 | 25,403 |
| Investments | 463,217 | 450,882 |
| Marketable securities-noncurrent | 38,571 | 34,153 |
| Investment in affiliated companies | 347,051 | 335,424 |
| Long-term loans receivable | 4,897 | 5,907 |
| Long-term pre-paid expenses | 13,741 | 10,361 |
| Deferred tax assets-noncurrent | 53,810 | 60,699 |
| Guarantees | 2,141 | 2,371 |
| Other noncurrent assets | 3,102 | 2,064 |
| Allowance for doubtful receivables-noncurrent | (96) | (97) |
| TOTAL ASSETS | 2,938,072 | 2,652,847 |

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| LIABILITIES AND NET ASSETS (STOCKHOLDERS EQUITY) | As of Dec. 31, 2006 | Millions of yen As of Dec. 31, 2005 |
|---|--------------------------------|--|
| Current Liabilities | 770,621 | 699,131 |
| Notes payable | 2,248 | 2,337 |
| Accounts payable | 406,771 | 361,038 |
| Short-term loans | 36,452 | 33,159 |
| Other payable | 115,245 | 112,812 |
| Accrued expenses | 70,238 | 80,591 |
| Accrued income taxes | 103,871 | 84,172 |
| Deposits | 10,161 | 8,871 |
| Accrued warranty expenses | 3,171 | |
| Accrued bonuses for employees | 5,656 | 4,759 |
| Accrued directors' bonuses | 295 | |
| Other current liabilities | 16,513 | 11,392 |
| Noncurrent Liabilities | 58,168 | 78,283 |
| Convertible debentures | 318 | 649 |
| Accrued pension and severance cost | 52,376 | 76,386 |
| Accrued directors' retirement benefits | 1,209 | 1,248 |
| Reserve for environmental provision | 4,265 | |
| TOTAL LIABILITIES | 828,789 | 777,414 |
| Stockholders' Equity | 2,101,545 | 1,868,656 |
| Common Stock | 174,603 | 174,438 |
| Capital Surplus | 306,152 | 305,966 |
| Additional paid-in capital | 306,130 | 305,965 |
| Other capital surplus | 22 | 1 |
| Retained Earnings | 1,626,662 | 1,393,662 |
| Legal reserve | 22,114 | 22,114 |
| Other retained earnings | 1,604,548 | 1,371,548 |
| Reserve for special depreciation | 12,485 | 13,337 |
| Reserve for deferral of capital gain on property | 1,292 | 5 |
| Special reserves | 1,249,928 | 1,068,828 |
| Retained earnings brought forward | 340,843 | 289,378 |
| Treasury Stock | (5,872) | (5,410) |
| Difference Of Appreciation And Conversion | 7,738 | 6,777 |
| Net Unrealized Gains (Losses) On Securities | 8,899 | 6,777 |
| Net Deferred Profits (Losses) On Hedges | (1,161) | |
| TOTAL NET ASSETS (STOCKHOLDERS EQUITY) | 2,109,283 | 1,875,433 |

| | | |
|---|------------------|------------------|
| TOTAL LIABILITIES AND NET ASSETS (STOCKHOLDERS EQUITY) | 2,938,072 | 2,652,847 |
|---|------------------|------------------|

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Non-Consolidated Statements of Income

| | Year ended Dec. 31, 2006 | Millions of yen Year ended Dec. 31, 2005 |
|---|-------------------------------------|--|
| OPERATING PROFIT AND LOSS | | |
| Net Sales | 2,729,657 | 2,481,481 |
| Cost of Sales | 1,703,615 | 1,571,561 |
| Gross of Profit | 1,026,042 | 909,920 |
| Selling, general and administrative expenses | 514,885 | 493,403 |
| OPERATING PROFIT | 511,157 | 416,517 |
| OTHER INCOME AND EXPENSE | | |
| Other Income | 95,255 | 73,929 |
| Interest income | 2,347 | 1,034 |
| Dividend income | 14,521 | 9,945 |
| Rental income | 39,806 | 30,346 |
| Patent royalties | 28,069 | 20,924 |
| Miscellaneous income | 10,512 | 11,680 |
| Other Expense | 82,416 | 49,735 |
| Interest expense | 134 | 57 |
| Depreciation of rental assets | 35,473 | 27,892 |
| Loss on disposal and write-off of inventories | 17,563 | 6,667 |
| Foreign exchange loss | 22,397 | 8,122 |
| Miscellaneous loss | 6,849 | 6,997 |
| ORDINARY PROFIT | 523,996 | 440,711 |
| NON-ORDINARY INCOME AND LOSS | | |

| | | |
|--|----------------|----------------|
| Non-Ordinary Income | 995 | 9,324 |
| Gain on sales of fixed assets | 348 | 37 |
| Gain on sales of marketable securities-noncurrent | 368 | 9,277 |
| Gain on sales of investments in affiliated companies | 279 | 10 |
| Non-Ordinary Loss | 15,511 | 10,281 |
| Loss on sales and disposal of fixed assets | 10,187 | 7,417 |
| Loss on impairment of fixed assets | 5,218 | 2,864 |
| Loss on sale of marketable securities | 34 | |
| Loss on investment in affiliated companies | 72 | |
| INCOME BEFORE INCOME TAXES | 509,480 | 439,754 |
| Income taxes Current | 175,464 | 146,981 |
| Deferred | (3,504) | 3,479 |
| NET INCOME | 337,520 | 289,294 |

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<Notes to Non-Consolidated Balance Sheet>

| | |
|--|------------------------|
| 1. Accumulated depreciation of property, plant and equipment | 741,115 million yen |
|--|------------------------|

| | |
|--|-----------------|
| Accumulated impairment losses of property, plant and equipment | 494 million yen |
|--|-----------------|

| | |
|-----------------------------------|--------------------|
| 2. Guarantees | |
| Mortgage bank loans for employees | 25,986 million yen |

| | |
|--|--------------------------|
| 3. Payable and Receivable for affiliated companies | |
| Monetary claim | 1,018,787 million yen |
| Monetary liabilities | 368,239 million yen |

<Note to Non-Consolidated Statement of Income>

| | |
|--|--------------------------|
| Transactions with affiliated companies | |
| Sales | 2,675,582 million yen |
| Purchase | 1,608,080 million yen |
| Other transactions | 73,873 million yen |

<Notes to Change in Presentation>

1. Accrued warranty expenses
(Regarding Non-Consolidated Balance Sheet)

Until the previous term, Accrued warranty expense was included in Accrued Expense in current liabilities, but is presented as an individual item for this term as the amount is considered to be more material. The amount of Accrued warranty expense which was included in Accrued Expense at the end of the previous term was 3,812 million yen.

2. Reserve for environmental provision
(Regarding Non-Consolidated Balance Sheet)

Until the previous term, Reserve for environmental provision was included in Accrued Expense in current liabilities, but is presented as an individual item for this term as the amount is considered to be more material. The amount of Reserve for environmental provision which was included in Accrued Expense at the end of the previous term was 2,252 million yen.

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Non-Consolidated Statements of changes in Stockholders Equity

| | Stockholders equity | | | | |
|--|---------------------|----------------------------|-----------------------|-------------------|----------------------------------|
| | Common stock | Capital surplus | | Retained earnings | |
| | | Additional paid-in capital | Other capital surplus | Legal reserve | Reserve for special depreciation |
| Balance of December 31, 2005 | 174,438 | 305,965 | 1 | 22,114 | 13,337 |
| Changes in the term | | | | | |
| Issuance of new shares | | | | | |
| Conversion of convertible debentures | 165 | 165 | | | |
| Transfer to reserve for special depreciation | | | | | 9,065 |
| Reversal of reserve for special depreciation | | | | | (9,917) |
| Transfer to reserve for deferral of capital gain on property | | | | | |
| Reversal of reserve for deferral of capital gain on property | | | | | |
| Transfer to special reserves | | | | | |
| Bonus of directors and corporate auditors | | | | | |
| Dividends from surplus | | | | | |

Net income

Purchase of treasury stock

Disposal of treasury stock 21

Net change of items other than
stockholders' equity

Total changes in the term 165 165 21 — (852)

Balance of December 31, 2006 174,603 306,130 22 22,114 12,485

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| | | | | | | | Millions of yen |
|---|---------------------|--|---|---------------------------------|--|---|---------------------|
| Stockholders equity | | | Difference of appreciation and conversion | | | | |
| Retained earnings | | | | | | | |
| Other retained earnings | | | Treasury Stock | Total stockholders equity | Net unrealized gains (losses) on securities | Net Deferred profits (losses) on hedges | Total net assets |
| Reserve for deferral of capital gain on property | Special reserves | Retained earnings brought forward | | | | | |
| 5 | 1,068,828 | 289,378 | (5,410) | 1,868,656 | 6,777 | | 1,875,433 |
| | | | | 330 | | | 330 |
| | | (9,065) | | | | | |
| | | 9,917 | | | | | |
| 1,335 | | (1,335) | | | | | |
| (48) | | 48 | | | | | |
| | 181,100 | (181,100) | | | | | |
| | | (222) | | (222) | | | (222) |

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| | | | | | | | |
|-------|-----------|-----------|---------|-----------|-------|---------|-----------|
| | | (104,298) | | (104,298) | | | (104,298) |
| | | 337,520 | | 337,520 | | | 337,520 |
| | | | (488) | (488) | | | (488) |
| | | | 26 | 47 | | | 47 |
| | | | | | 2,122 | (1,161) | 961 |
| 1,287 | 181,100 | 51,465 | (462) | 232,889 | 2,122 | (1,161) | 233,850 |
| 1,292 | 1,249,928 | 340,843 | (5,872) | 2,101,545 | 8,899 | (1,161) | 2,109,283 |

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Notes to Non-Consolidated Financial Statements

<Notes to Significant Accounting Policies>

1. Valuation of Securities

(1) Securities of subsidiaries and affiliates--- stated at cost based on the moving average method.

(2) Other securities:

Securities with quotation---- stated at fair value (unrealized holdings gains and losses are reported in stockholders' equity, when sold, the cost is based on the moving average method.)

Securities without quotation---- stated at cost based on the moving average method.

2. Valuation of Inventories

(1) Finished goods, work in process---- valued at cost based on the periodic average method.

(2) Raw materials and supplies---- valued at cost based on the moving average method.

3. Depreciation Method of Fixed Assets

(1) Property, plant and equipment---- calculated by declining-balance method. For buildings (excluding fixtures) acquired after April 1,1998, depreciation is calculated by straight-line method.

(2) Intangible fixed assets---- calculated by straight-line method. With regard to software for sale, calculated based on the estimated marketable period in consideration of marketing plan etc. of the relevant products (3 years), and with regard to internal-use software, calculated based on the estimated useful period in the Company (5 years).

4. Deferred Charges--- The items which can be deferred under the Corporation Law charged to operations as incurred.

5. Standard for Allowances

(1) Allowance for doubtful accounts---- provided as a general provision for uncollectible receivables.

---- General accounts

Allowances are provided using a rate determined by past debt experience.

---- Allowance for accounts considered to be uncollectible and accounts in bankruptcy filing are provided for individual estimated uncollectible amount, primarily determined based on the respective customer's financial conditions.

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- (2) Accrued warranty expenses--- provided as general provision for product after-sales service expenses and no change repair cost on an estimated amount based on the historical performance.
 - (3) Accrued bonuses for employees--- provided as a general provision for bonus to employees for this term based on an amount expected to pay.
 - (4) Accrued directors' bonuses--- provided as general provision for bonus to directors for this term based on an amount expected to pay.
 - (5) Accrued pension and severance cost--- provided as general provision for employee retirement and severance benefits based on projected benefits obligation and expected plan asset. Prior service cost and actuarial variance are amortized by straight-line method with average remaining service periods.
 - (6) Accrued directors' retirement benefits--- provided for directors' retirement benefits based on the necessary amount at the fiscal year-end in accordance with management policy.
 - (7) Reserve for environmental provision--- provided as general provision for the future environmental-related costs, such as construction costs to prevent the proliferation of soil pollution, and also clean up costs of hazardous substances based on the related regulations.
6. Hedge accounting
- (1) Hedge accounting--- deferral hedge accounting has been applied.
 - (2) Hedging instrument and hedged assets/liabilities
 - Hedging instrument---- derivative transaction (foreign exchange contract)
 - Hedged assets/liabilities---- accounts receivables denominated in foreign currency for forecasted transaction
 - (3) Hedge policy---- derivative financial instruments are comprised principally of foreign exchange contracts to manage currency risk. The Company does not hold derivative financial instrument for trading purpose.
 - (4) Assessment of hedge effectiveness---- foreign exchange forward contract due to the same currency of the same underlying at the same period are concluded to cover foreign currency fluctuation risk in the market based on the hedging policy, and thus is effective.
7. Consumption Taxes---- excluded from the statements of income and are accumulated in other receivables or other payables.
- <Notes to Change in Accounting Policies>
- 1. Accounting standard for directors' bonus
 - Effective from year ended December 31, 2006, the Company adopted

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Accounting Standard for Directors Bonus (Accounting Standards Board of Japan ASBJ Statement No.4 issued by the ASBJ on November 29, 2005). As a result, Operating profit, Ordinary profit and Income before income taxes has decreased by 295 million yen respectively.

2. Accounting standard for presentation of net assets in the balance sheet

Effective from year of ended December 31, 2006, the Company adopted Accounting Standard for Presentations of Net Assets in the Balance Sheet (Accounting Standards Board of Japan ASBJ Statement No.5 issued by the ASBJ on December 9, 2005) and Guidance on Accounting Standard for Presentation on Net Assets in Balance Sheet (Accounting Standard Board of Japan ASBJ Guidance No.8 issued by the ASBJ on December 9, 2005). The equivalent amount of the total Stockholders equity regulated formerly is 2,110,444 million yen.

<Notes to Non-Consolidated Statements of Changes in Stockholders Equity>

(As of December 31, 2006)

| | |
|---------------------------------|------------------|
| 1. Number of outstanding shares | 1,333,445,830 |
| Common stock | shares |
| 2. Number of treasury shares | |
| Common stock | 1,794,390 shares |
| 3. Dividend from surplus | |

| Resolution | Total amount of dividends (millions of yen) | Dividend per share (yen) | Record date | Effective date |
|--|--|--------------------------|----------------------|--------------------|
| Ordinary general | | | | |
| meeting of shareholders held on March 30, 2006 | 59,912 | 67.50 | December 31, 2005 | March 31, 2006 |
| Board of Directors | | | | |
| meeting held on July 27, 2006 | 44,386 | 50.00 | June 30, 2006 | August 25, 2006 |

| Scheduled Resolution | Total amount of dividend (millions of yen) | Dividend per share (yen) | Record date | Effective date |
|-------------------------|---|--------------------------|----------------------|----------------|
| Ordinary general | | | | |
| meeting of shareholders | 66,583 | 50.00 | December 31, 2006 | March 30, 2007 |

to be held on March 29,
2007

<Notes to Deferred Income Tax>

1. Significant components of deferred tax assets

| | |
|---|--------------------|
| Employees pension and retirement benefits | 29,841 million yen |
| Devaluation loss on inventories | 6,665 million yen |
| Outstanding enterprise tax | 8,639 million yen |
| Depreciation of fixed assets in excess of limit | 9,025 million yen |
| Amortization of deferred charges in excess of limit | 26,847 million yen |
| Other | 22,033 million yen |
| | 103,050 million |
| Total deferred tax assets | yen |

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| | |
|---|---------------------|
| 2. Significant components of deferred tax liabilities | |
| Reserve for special depreciation | (8,323) million yen |
| Reserve for deferral of capital gain on property | (861) million yen |
| Unrealized Gains (Losses) on Securities | (5,932) million yen |
| | (15,116) million |
| Total deferred tax liabilities | yen |
| Net deferred tax assets | 87,934 million yen |
| <Notes to Finance lease transactions> (As of December 31, 2006) | |
| 1. Acquisition costs | 1,350 million yen |
| 2. Accumulated depreciation | 573 million yen |
| 3. Future minimum lease payments | 777 million yen |
| Note: Acquisition costs and future minimum lease payments include interest expense since the balance of future minimum lease payments accounts for only a small percentage of tangible fixed assets as of the balance sheet date. | |
| <Notes to the per share information> | |
| 1. Net assets per share | 1,583.96 yen |
| 2. Net income per share | 253.48 yen |
| Note: Based on the resolution of Board of Director's meeting held on May 11, 2006, the Company has made a three-for-two stock split on July 1, 2006. As a result, net income has been calculated assuming that the stock split was made on the beginning of the term. | |
| <Note to Significant Subsequent Event> | |
| Effective January 1, 2007, the Company has amended defined benefit pension plans, and also has partially implemented a defined contribution pension plan for part of future pension benefit. As a result of this amendment, the projected benefit obligation has decreased by 69,781 million yen. This decreased amount is accounted for as prior service cost, and will be amortized and recognized as a gain in each fiscal period, over the employees' average remaining service period. | |
| Note: Notes to Non-Consolidated Balance Sheet, Note to Non-Consolidated Statement of Income and Notes to Change in Presentation are as described in page 77. | |

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Accounting Audit Report of Accounting Auditor
Audit Report of Independent Auditor

February 13, 2007

To the Board of Directors of
Canon Inc.
Ernst & Young ShinNihon
Hideo Kojima
Certified Public Accountant
Designated and Operating
Partner
Masashi Sakakura
Certified Public Accountant
Designated and Operating
Partner
Takashi Yoshida
Certified Public Accountant
Designated and Operating
Partner
Yuichiro Munakata
Certified Public Accountant
Designated and Operating
Partner
Hiroki Suzuki
Certified Public Accountant
Designated and Operating
Partner

We have audited the non-consolidated financial statements of Canon Inc. namely, the balance sheet, the statement of income, the statements of changes in stockholders' equity, the notes to non-consolidated financial statements and the accompanying detailed statements for the 106th business term from January 1, 2006 to December 31, 2006, in accordance with item 1, paragraph 2, Article 436 of the Corporation Law. Responsibility as to the preparation of such non-consolidated financial statements and the accompanying detailed statements lies with the management of the Company, and our responsibility is to express our opinion on the non-consolidated financial statements and the accompanying detailed statements from an independent position.

We conducted our audit in accordance with the auditing standards generally accepted in Japan. Those auditing standards require that we obtain reasonable

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assurance that there are no material false representations in the non-consolidated financial statements and the accompanying detailed statements. The audit is conducted on a test basis and includes the examination of representations in the non-consolidated financial statements and the accompanying detailed statements as a whole, including the examination of the accounting principles adopted by the management and the method of application thereof and the evaluation of the estimate by the management. We have determined that, as a result of the audit, we have obtained a reasonable basis for giving an opinion.

We confirm that the non-consolidated financial statements and the accompanying detailed statements referred to above fairly represent, in all material respects, the status of assets and earnings for the period, for which the non-consolidated financial statements and the accompanying detailed statements were prepared, in conformity with the accounting standards generally accepted in Japan.

Our firm or we in charge have no financial or other interest in the Company required to be stated by the provisions of the Certified Public Accountants Law.

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Audit Report of Board of Corporate Auditors

Audit Report

Regarding the performance of duties by the Directors for the 106th business term from January 1, 2006, to December 31, 2006, we have prepared this Audit Report upon deliberation based on the audit reports prepared by each Corporate Auditor and hereby report as follows:

1. Auditing Methods Employed by the Corporate Auditors and Board of Corporate Auditors and Details of Such Methods

We established auditing policies, allocation of duties and other relevant matters, and received reports from each Corporate Auditor 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.

Each Corporate Auditor complied with the auditing standards of Corporate Auditors established by the Board of Corporate Auditors, followed the auditing policies, allocation of duties, and other relevant matters, communicated with such as the Directors, the internal auditing and other employees, and made efforts to establish the environment for collecting information and auditing, and 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 head office and principal offices. In addition, we monitored and verified the system for ensuring that the performance of duties by the Directors conforms to the related laws and regulations and Articles of Incorporation, as well as the resolution of the Board of Directors regarding the organization of the system stipulated in item 1 and item 3, Article 100, of the Enforcement Regulations of the Corporation Law and the status of the system based on such resolution (Internal Control System), which are necessary for ensuring propriety of company's operations. With respect to subsidiaries, we communicated and exchanged information with Directors and Corporate Auditors of subsidiaries, and received business reports from subsidiaries as necessary. Based on the above methods, we examined the business report and the accompanying detailed statements for this business term.

Furthermore, 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

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the Accounting Auditor that System for ensuring that duties are performed properly (matters set forth in each item of Article 159 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 non-consolidated financial statements (non-consolidated balance sheet, non-consolidated statement of income, non-consolidated statements of changes in stockholders equity, and notes to non-consolidated financial statements) and the accompanying detailed statements for this business term.

2. Audit Results

(1) Results of Audit of Business Report and Other Relevant Documents

1. We confirm that the business report and the accompanying detailed statements fairly represent the Company's conditions in accordance with the related laws and regulations and Articles of Incorporation.
2. 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 performance of duties by the Directors.
3. 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 performance of duties by the Directors regarding the Internal Control System.

(2) Results of Audit of non-consolidated financial statements and the accompanying detailed statements

We confirm that the methods and results of the audit employed by the Accounting Auditor, Ernst & Young ShinNihon, are proper.

February 14, 2007

Board of Corporate Auditors, Canon Inc.

| | |
|-------------------|-------------------|
| Corporate Auditor | Teruomi Takahashi |
| Corporate Auditor | Kunihiro Nagata |
| Corporate Auditor | Tadashi Ohe |
| Corporate Auditor | Yoshinobu Shimizu |
| Corporate Auditor | Minoru Shishikura |

Note: Corporate Auditors, Tadashi Ohe, Yoshinobu Shimizu and Minoru Shishikura are Outside Corporate Auditors, as provided in item 16, Article 2, and paragraph 3, Article 335, of the Corporation Law.

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(For Reference)
Information on Shares

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

Manager of the register of shareholders:

Mizuho Trust & Banking Co., Ltd.

2-1, Yaesu 1-chome, Chuo-ku, Tokyo

Business handling place:

Stock Transfer Agency Department, Head Office

Mizuho Trust & Banking Co., Ltd.

Mailing address and telephone number:

Business Office of Stock Transfer Agency Department

Mizuho Trust & Banking Co., Ltd.

17-7, Saga 1-Chome, Koto-ku, Tokyo 135-8722

Telephone: 0120-288-324 (toll free)

03(5213)5213

Intermediary office:

Branches of Mizuho Trust & Banking Co., Ltd.

Head Office and Branches of Mizuho Investors Securities Co., Ltd.

Number of shares constituting one unit:

100 shares

Newspaper in which public notices are inserted:

The Nihon Keizai Shimbun published in Tokyo

Stock exchange listings:

Tokyo, Osaka, Nagoya, Fukuoka, Sapporo, New York and Frankfurt am Main

Fee for issuing share certificate:

The amount equivalent to stamp duty for issue of each new share certificate

Canon Inc., Headquarters

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

Telephone: 03(3758)2111

URL

Canon Inc.

canon.jp

Canon Worldwide Network

www.canon.com

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