Corporate Governance

One of the most important managerial priorities for the OKI Group is to continuously improve its corporate value and thus repay its stakeholders for their trust. For this purpose, the group has been active in strengthening corporate governance through the "enhancement of management fairness and transparency" and the "acceleration of decision-making processes."

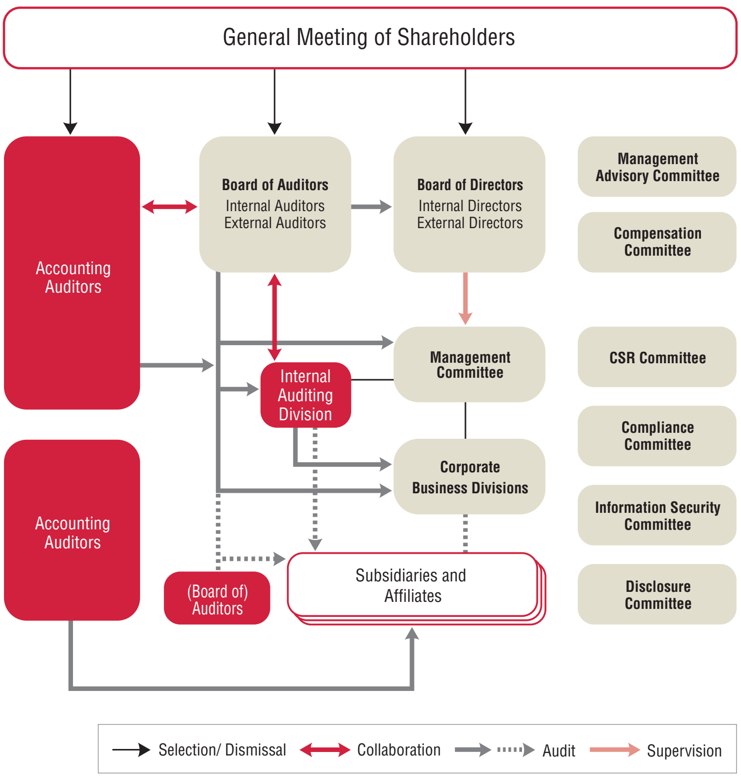
Corporate Governance Structure

Since OKI has adopted the auditor system under Japanese law, its operations are supervised and audited by the Board of Directors and Board of Auditors. In addition, in order to improve managerial efficiency, management and execution are separated by introducing an executive officer system. In June 2009, titles for directors were abolished in order to clarify the roles and responsibilities of directors (for management and decision making) and officers (for execution), and thus strengthen their functions.

The Board of Directors is comprised of 7 directors, including one external board member, and generally meets once a month. The board supervises business execution, and makes decisions on basic policies for business management and other important issues. The Management Meeting is normally held once a week to make decisions on important matters of the group's business operations, and review reports from different business units about their operations. The participants of such a meeting include executive officers and the corporate auditors.

The Board of Auditors consists of two external auditors (including a standing auditor) and two other standing auditors. They audit the activities of the company's directors by attending important meetings, including meetings of the Board of Directors, verifying reports submitted by directors and officers, and monitoring corporate administration and finances. The Internal Auditing Division is comprised of five members, including certified internal auditors. The purpose of the division is to accurately asses the company's business operations through internal audits, uncover or prevent operational mistakes or improprieties, and streamline and improve business processes.

Corporate Governance Structure



Committees

OKI has established a number of committees to strengthen its corporate governance.

The Management Advisory Committee is an advisory organization for top executives. With the participation of influential individuals outside the company, the committee is designed to ensure managerial transparency and soundness. The purpose of the Compensation Committee is to maintain the transparency of the compensation standards and systems for directors, executive officers and management officials.

The Compliance Committee is a cross-functional organization to discuss basic policies for compliance. Moreover, the purpose of the Disclosure Committee is to ensure accurate and timely disclosures of information to various stakeholders. OKI also has the CSR Committee that discusses basic policies for the group's CSR-related activities and the Information Security Committee to promote the implementation of information security measures.

Establishing Internal Control Systems

In May 2006, OKI formulated "Basic Policy for the Establishment of an Internal Control System" in accordance with the Companies Act and the Ordinance for Enforcement of the Companies Act. The OKI Group has strengthened its corporate governance by building and improving systems to ensure the properness of its business activities in accordance with this policy.

web Basic Policy for the Establishment of an Internal Control System (Japanese)
http://www.oki.com/jp/ir/governance/policy.html