

This is a joint press release by Canon Inc. (trading symbol CAJ) (“Canon”) and Océ N.V. (trading symbol OCE) (“Océ”) pursuant to the provisions of Section 5 paragraph 1 and Section 7 paragraph 4 of the Dutch Decree on Public Takeover Bids (Besluit openbare biedingen Wft). This announcement and related materials do not constitute an offer for the issued and outstanding ordinary shares in the capital of Océ (the “Shares”), but constitute notice that a conditional agreement has been reached between Canon and Océ on the terms of a recommended offer to be made by Canon for the Shares. This announcement is not for release, publication or distribution, in whole or in part, in or into directly or indirectly the United States and Canada.



CANON AND OCÉ TO CREATE GLOBAL LEADER IN PRINTING INDUSTRY

Canon intends to acquire all ordinary shares of Océ through an all cash public offer

- Canon and Océ aim to create the overall No. 1 presence in the printing industry;
- Combination to capitalize on excellent complementary fit in product range, channel mix, R&D, and business lines resulting in an outstanding client offer;
- Strong strategic rationale for Canon and Océ - growing and building on proven track record in innovation and client servicing;
- Canon intends to make an offer of €8.60 per Share (cum dividend) for 100% of the outstanding Shares of Océ, representing a premium of 70% over Océ’s closing share price of Friday 13 November 2009 and 137% to the average share price over the last 12 months;
- The Management and Supervisory Boards of Océ fully and unanimously support and will recommend the intended Offer;
- Holders of the depository receipts for Océ’s cumulative preference shares, Ducatus, ASR and ING (approximately 19% of the total share capital), agreed to sell their interests to Canon; large shareholder Bestinver Gestion S.A. (approximately 9.5% of outstanding Shares) has provided an irrevocable undertaking to tender;
- Océ remains separate legal entity as a Canon division, headquartered in Venlo (the Netherlands); Océ brand is to be maintained and applied in all relevant markets. Océ to lead its R&D and manufacturing. Management Board and key management remain in place;
- Employees part of industry leader – existing labor agreements will be respected, no redundancies as a result of the Offer.

16 November 2009 — Canon and Océ today announced that they have reached conditional agreement to combine their printing activities through a fully self-funded, public cash offer by Canon for all the Shares of Océ. The offer price of €8.60 per Share of Océ (the “Offer”) represents a premium of 70% over the closing share price of Friday 13 November 2009 and 137% to the average closing price of Océ’s Shares over the last 12 months. The Offer values 100% of the issued and outstanding Shares of Océ at approximately €730 million.

Canon and Océ aim to create the overall No. 1 presence in the printing industry, building on an enhanced scale and a combined history of innovation and excellent client servicing. The combination will capitalize on an excellent complementary fit in product mix, channel mix, R&D, and business lines resulting in an outstanding client offer spanning the entire printing industry.

Canon's President and COO Tsuneji Uchida says:

"We are delighted to welcome Océ, the ideal partner in every respect, into the Canon Group. Through the merger of Canon and Océ, we believe that we will be able to realize clear benefits, not only in the area of R&D, but also in terms of product mix and marketing and are confident that this winning combination will contribute greatly to our goal of becoming the overall No. 1 presence in the printing industry."

Océ's CEO Rokus van Iperen says:

"I am very much looking forward to joining forces with Canon. There is a great fit between our companies, which share similar values and a strong commitment to technology and innovation. I am proud Canon intends to team up with Océ, based upon the prominence of our customers and technology and of course our people that have shaped our company for generations.

This is the best possible combination in the consolidating global printing industry and will deliver scale in R&D, manufacturing and distribution. The combined organization provides us with access to a huge sales network in Asia as well as mutual cross selling opportunities in Europe and the United States. Our customers will benefit from an outstanding product and services offering and our employees will be offered appealing development opportunities."

Strategic rationale

Canon and Océ will be able to build upon each other's strong history and proven track record of innovation and customers servicing and create a strong joint enterprise capable of long term successes. The similar technology oriented background and corporate values will be important drivers creating the world's leading group in the printing industry.

Canon and Océ have similar backgrounds in corporate values with a client oriented culture and a technology driven business model. Océ, one of the world's leading providers of document management and printing for professionals, brings to the merger its expertise and strengths in the areas of production printing, wide format printing and business services. Océ's strategy focuses on strengthening its distribution power, increasing product competitiveness and improving operational excellence. The combination will provide Océ access to Canon's well-established sales and marketing network throughout Asia. Additionally, Océ will benefit from the Canon Group Best in Class processes and infrastructure as well as financing to facilitate active investment toward the expansion of Océ's business operations. The combination of Canon and Océ will have leading positions in the SOHO (Small Office/Home Office), office, production and wide format segments, offering a superlative range of products and services. It would be able to provide optimal customer servicing through its enhanced scale, innovative technologies and strong distribution networks. Océ and Canon have complementary technologies and products and would benefit from improved diversification across regions and businesses.

Under Phase III of its Excellent Global Corporation Plan, launched in 2006, Canon aims to join the ranks of the world's top 100 companies in terms of all key measures of business performance. As a principal strategy toward the realization of this goal, Canon aims to achieve the overwhelming No. 1 position worldwide in all of its current core businesses. Océ boasts a robust direct sales and service network in 32 countries, which will provide valuable additional sales and service support for Canon-brand products. Furthermore Canon will benefit from the addition of Océ's production and wide format printing line-up, along with the R&D synergies made possible through joint development initiatives in these areas.

The printing industry currently is in a period of consolidation, driven by the undeniable fact that scale is increasingly important, especially in R&D and manufacturing. Only players that are able to improve profitability through increased scale and Best in Class processes and infrastructure will play a leading role in the printing industry going forward. In this perspective, Canon and Océ form the ideal combination. Together they are excellently positioned to optimize the servicing of their customers and become the undisputed market leader.

Océ's position in the combination

Following the completion of the merger, Océ will remain a separate legal entity and will become a division within Canon with headquarters in Venlo (the Netherlands). Océ will be responsible worldwide for wide format, commercial printing and business services. Océ's office activities will be integrated in Canon's Office Imaging Products division ("OIP"). Canon's Large Format Printing will functionally be integrated in the Océ Production Printing Division ("Océ division") over time.

In order to create optimal scale in the right segments, the Océ division will report (managerial and financially) to the Canon Board and will lead the R&D and manufacturing for its businesses. Furthermore, Océ's headquarters, combining R&D, production and sales functions, is expected to play an integral role for Canon's European regional operations, one of Canon's key bases within its Three Regional Headquarters vision. The current Management Board and key management of Océ will remain in place. In the Océ division, the strong Océ brand name will be maintained and will be applied in all relevant markets.

Corporate governance

Following completion of the Offer the Management Board of the Océ division will consist of the following persons: Messrs. Van Iperen, Kerkhoven and Schaaf. Océ's Supervisory Board will include the following persons: Messrs. Tanaka, Elverding and Baan, as well as three additional persons to be selected among Canon's top executives.

Integration phase

The integration of both Canon and Océ businesses will take place over the coming 3 years. Canon and Océ have agreed on a high level integration plan and integration project organization. The integration will be aimed to optimize efficient coordination of Sales, Service, Marketing, R&D and Manufacturing & Logistics covering all business areas, the process of which will be directed and supervised by a Steering Committee composed of executives from Canon and Océ. The Sales and Service integration will be led by joint integration teams per region with initially two dedicated organizations, respectively for the OIP and for the Océ division.

Social aspects

The Océ employees will become part of a global leader in the printing industry which will capitalize on the strong brands of both companies. Océ and Canon do not expect that there shall be any material negative consequences as a result of the Offer for the existing employment level of Océ, excluding already announced personnel reductions. The combination will respect the existing rights of the employees of Océ, including applicable covenants with the Océ works councils and the unions, the applicable social plans and collective labor agreements. The combination will also respect the current obligations with respect to the pension rights of Océ's employees.

Customers

The customers of both Canon and Océ will benefit from an enlarged range of high quality products and services through an extended global sales and service network.

Business Partners

Océ will carefully explore with its various business partners the future of their relationship in view of the contemplated transaction.

Financial highlights of the Offer

Canon intends to acquire all the outstanding Shares of Océ through a fully self-funded cash offer consisting of €8.60 in cash per ordinary Océ Share, representing:

- a 70 % premium over Océ closing price on Friday 13 November 2009;
- a 137 % premium over Océ's average twelve months share price.

No further dividends are expected to be declared prior to the completion of this Offer.

Committed Shareholders

Bestinver Gestion S.A. SGIIC, a holder of approximately 9.5% of the outstanding Shares, has committed itself to tender its Shares under the intended Offer when it is made. The irrevocable contains certain customary undertakings and conditions including that the shareholder will only tender its Shares to a bona fide third party offeror at a price of at least 10% above the Offer. Canon will have the right to match any competing offer.

Ducatus N.V., ASR Nederland N.V. and ING AM Insurance Companies B.V., each holder of depository receipts for cumulative preference shares in Océ and *Stichting Administratiekantoor Preferente Aandelen Océ*, which holds on their behalves all the cumulative preference shares representing in aggregate approximately 19% of Océ's voting rights, have entered into a conditional agreement with Canon to transfer their depository receipts and cumulative preference shares, respectively, on the condition of the Offer being declared unconditional.

Recommendation

The Management and Supervisory Boards of Océ fully and unanimously support the transaction with Canon, after giving due consideration to the strategic, financial and social aspects of the transaction and taking into account the interest of the shareholders and all other stakeholders of Océ, including clients and employees. The Management and Supervisory Boards of Océ will recommend to the shareholders that they accept the Offer.

Financing of the Offer

The cash consideration of the Offer is €730 million, based on a 100% acceptance of Océ's ordinary shareholders. The cash consideration for depository receipts for cumulative preference shares amounts to €65 million. Canon intends to refinance short and long term debt of Océ, as needed. As per 31 August 2009, the total amount of short and long term debt amounted to €704 million. Canon will finance the Offer and debt repayment from internally generated funds.

Offer Conditions and Process

The Offer will commence after the formal filing with the AFM (Dutch Authority Financial Markets) of an Offering Memorandum. The commencement of the Offer is subject to the satisfaction of certain pre-offer conditions customary for a transaction of this kind, such as (i) relevant antitrust clearances for the Offer, (ii) no revocation of the recommendation by Océ's Management Board or Supervisory Board, (iii) no revocation of the agreements with the Committed Shareholders, (iv) no competing offer having been made, (v) no order, stay judgment or decree restraining, prohibiting or delaying the transaction, (vi) agreement on and AFM approval of the Offering Memorandum, (vii) no material breach of the merger protocol and (viii) no material adverse change having occurred.

When made, the consummation of the Offer will be subject to the satisfaction or waiver of certain offer conditions customary for transactions of this kind, such as (i) a minimum acceptance of 85% of the Shares on a fully diluted basis, (ii) no revocation of the recommendation by Océ's Management Board and Supervisory Board, (iii) no revocation of the agreements with the Committed Shareholders, (iv) no competing offer having been made, (v) no order, stay judgment or decree restraining, prohibiting or delaying the transaction, (vi) no material breach of the merger protocol and (vii) no material adverse change having occurred.

Océ may terminate the conditional agreement with Canon in the event that a bona fide third party makes an offer which is, in the reasonable opinion of Océ's Management Board and Supervisory Boards, superior to the Offer. An alternative offer shall only be regarded as superior in the event its bid price exceeds the Offer price by 10%, or in the event of a consecutive bid by 5%. Canon has a right to match a superior offer. In the event the conditional agreement is terminated pursuant to a competing offer, Océ shall pay to Canon an amount of €7,950,000 as compensation for opportunity costs and other costs incurred by Canon.

The relevant bodies and authorities (such as the relevant employee representative bodies, the AFM, the Social Economic Council and the relevant antitrust authorities) have been or will be informed and/or consulted (as applicable), as customary in a transaction of this kind.

If the Offer is declared unconditional, it is intended that Océ's listing on the Official Market of NYSE Euronext Amsterdam N.V. will be terminated as soon as possible.

In the event that the Offer is declared unconditional and less than 95% of the Shares is acquired, Canon may utilize available legal measures (for example a legal merger and squeeze out) in order to increase their ownership to 100% of the total share capital of Océ.

Expected timing

- The Offering Memorandum is expected to be published and the Offer is expected to commence in the first quarter of 2010;
- Following the publication of the Offering Memorandum, Océ will convene an extraordinary general meeting of shareholders to inform its shareholders about the Offer and to approve certain customary resolutions that are to be adopted as a condition to the Offer;
- The settlement date is to be determined.

Advisors

Mizuho Securities acted as financial advisor to Canon.

Stibbe and Herbert Smith acted as legal advisors to Canon.

ING Corporate Finance acted as financial advisor to Océ and provided a fairness opinion.

Lazard acted as financial advisor to Océ Supervisory Board and provided a fairness opinion.

De Brauw Blackstone Westbroek acted as legal advisor to Océ.

Hill & Knowlton acted as communication advisor to Océ.

Exchange agent

Fortis Bank (Nederland) N.V. / MeesPierson CFM will act as the exchange agency for this Offer.

Media Events and Investor Communication Information

Press conferences

- Océ: 16 November 2009, 10.00 - 11.00 hrs CET, Hotel Okura Amsterdam
- Canon: 16 November 2009, 17.00 - 18.00 hrs JST, Tokyo Kaikan, Tokyo

Analysts and investors meetings

- Océ: 16 November 2009, 13.00 - 14.30 hrs CET, Hotel Okura Amsterdam
- Canon: 16 November 2009, 17.00 - 18.00 hrs JST, Tokyo Kaikan, Tokyo

For more information

Océ Investor Relations

Carlo Schaecken
Vice President Investor Relations
Phone + 31 77 359 2240
E-mail investor@oce.com

Canon Investor Relations

Masahiro Osawa
Group Executive, Finance & Accounting Headquarters
Phone +81-3-5482-8969
E-mail org-ir@list.canon.co.jp

Océ Media Relations

Jan Hol
Senior Vice President Corp. Communications
Phone + 31 77 359 2000
E-mail jan.hol@oce.com

Canon Media Relations

Richard Berger
Manager, Global Public Relations
Phone +81-3-5482-8055
E-mail richard.berger@canon.co.jp

Overview of Canon

Canon Inc. (NYSE: CAJ), headquartered in Tokyo, Japan, is a leader in the fields of professional and consumer imaging equipment and information systems. Canon's extensive range of products includes copying machines, multifunction office systems, inkjet and laser beam printers, cameras, video equipment, medical equipment and semiconductor-manufacturing equipment. With almost 170,000 employees worldwide, Canon has manufacturing and marketing subsidiaries in Japan, the Americas, Europe, Asia and Oceania; and a global R&D network with companies based in the United States, Europe, Asia and Australia. Canon's consolidated net sales for fiscal 2008 (ended December 31, 2008) totaled \$44.99 billion (at an exchange rate of ¥91 = US\$1).

For more information on Canon, visit the company's website: www.canon.com

Overview of Océ

Océ is one of the world's leading providers of document management and printing for professionals. The broad Océ offering includes office printing and copying systems, high speed digital production printers and wide format printing systems for both technical documentation and color display graphics. Océ is also a foremost supplier of document management outsourcing. Many of the world's Fortune 500 companies and leading commercial printers are Océ customers. The company was founded in 1877. With headquarters in Venlo, the Netherlands, Océ is active in over 90 countries and employs some 22,000 people worldwide. Total revenues in 2008 amounted to €2.9 billion. Océ is listed on NYSE Euronext in Amsterdam.

For more information on Océ N.V., visit the company's website: www.investor.oce.com

Restrictions

This announcement is for information only and does not constitute an offer or an invitation to acquire or dispose of any securities or investment advice or an inducement to enter into investment activity. This announcement does not constitute an offer to sell or issue or the solicitation of an offer to buy or acquire the securities of Canon or Océ (the “Companies”) in any jurisdiction.

The distribution of this press release may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions. To the fullest extent permitted by applicable law, Canon and Océ disclaim any responsibility or liability for the violation of any such restrictions by any person. Any failure to comply with these restrictions may constitute a violation of the securities laws of that jurisdiction. Neither Canon, nor Océ, nor any of their advisors assumes any responsibility for any violation by any person of any of these restrictions. Any Océ shareholder who is in any doubt as to his position should consult an appropriate professional advisor without delay.

In addition, the Offer is not being, and will not be, made directly or indirectly, in or into the United States or Canada, and the Offer should not be accepted from within the United States or Canada. Accordingly, any documents related to the Offer are not being, and will not be, mailed or otherwise forwarded, distributed or sent in, into or from the United States or Canada, and any acceptances received from the United States or Canada will be rejected as invalid.

This press release may include “forward-looking statements” and language indicating trends, such as “anticipated” and “expected.” Although Canon and Océ believe that the assumptions upon which their respective financial information and their respective forward-looking statements are based are reasonable, they can give no assurance that these assumptions will prove to be correct. Neither Canon nor Océ, nor any of their advisors accepts any responsibility for any financial information contained in this press release relating to the business or operations or results or financial condition of the other or their respective groups.

This press release is also published in Dutch; the English version will prevail over the Dutch version.