

CANON INC  
Form 20-F  
March 30, 2017  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 20-F**

**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**OR**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the fiscal year ended December 31, 2016**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**OR**

**SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**Date of event requiring this shell company report \_\_\_\_\_**

**Commission file number 001-15122**

**CANON KABUSHIKI KAISHA**

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(Exact name of Registrant in Japanese as specified in its charter)

**CANON INC.**

(Exact name of Registrant in English as specified in its charter)

**JAPAN**

(Jurisdiction of incorporation or organization)

**30-2, Shimomaruko 3-chome, Ohta-ku, Tokyo 146-8501, Japan (Address of principal executive offices)**

**Eiji Shimizu, +81-3-3758-2111, +81-3-5482-9680, 30-2, Shimomaruko 3-chome, Ohta-ku, Tokyo 146-8501, Japan**

(Name, Telephone, Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

<b>Title of each class</b>	<b>Name of each exchange on which registered</b>
(1) Common Stock (the shares )	New York Stock Exchange*
(2) American Depositary Shares ( ADSs ), each of which represents one share	New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act.

**None**

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

**None**

(Title of Class)

\* Not for trading, but only for technical purposes in connection with the registration of ADSs.

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

As of December 31, 2016, 1,092,068,154 shares of common stock, including 20,126,909 ADSs, were outstanding.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit

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and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP International Financial Reporting Standards as issued Other

by the International Accounting Standards Board

If Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

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CERTAIN DEFINED TERMS, CONVENTIONS AND PRESENTATION OF FINANCIAL INFORMATION

All information contained in this Annual Report is as of December 31, 2016 unless otherwise specified.

References in this discussion to the Company are to Canon Inc. and, unless otherwise indicated, references to the financial condition or operating results of Canon refer to Canon Inc. and its consolidated subsidiaries.

On March 10, 2017, the noon buying rate for yen in New York City as reported by the Federal Reserve Bank of New York was ¥115.02= U.S.\$1.

The Company's fiscal year end is December 31. In this Annual Report 2016 refers to the Company's fiscal year ended December 31, 2016, and other fiscal years of the Company are referred to in a corresponding manner.

FORWARD-LOOKING INFORMATION

This Annual Report contains forward-looking statements and information relating to Canon that are based on beliefs of its management as well as assumptions made by and information currently available to Canon Inc. When used in this Annual Report, the words anticipate, believe, estimate, expect, intend, may, plan, project, should and similar expressions, as they relate to Canon or its management, are intended to forward-looking statements. Such statements, which include, but are not limited to, statements contained in Item 3. Key Information-Risk Factors, Item 4. Information on the Company, Item 5. Operating and Financial Review and Prospects and Item 11. Quantitative and Qualitative Disclosures about Market Risk reflect the current views and assumptions of the Company with respect to future events and are subject to risks and uncertainties. Many factors could cause the actual results, performance or achievements of Canon to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements, including, among others, changes in general economic and business conditions, changes in currency exchange rates and interest rates, introduction of competing products by other companies, lack of acceptance of new products or services by Canon's targeted customers, inability to meet efficiency and cost reduction objectives, changes in business strategy and various other factors, both referenced and not referenced in this Annual Report. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated, expected, intended, planned or projected. Canon Inc. does not intend or assume any obligation to update these forward-looking statements.



**Table of Contents****PART I****Item 1. Identity of Directors, Senior Management and Advisers**

Not applicable.

**Item 2. Offer Statistics and Expected Timetable**

Not applicable.

**Item 3. Key Information****A. Selected financial data**

The following information should be read in conjunction with and qualified in its entirety by reference to the Consolidated Financial Statements of Canon Inc. and subsidiaries, including the notes thereto, included in this Annual Report.

Selected financial data *1:	2016	2015	2014	2013	2012
	(Millions of yen, except average number of shares and per share data)				
Net sales	¥ 3,401,487	¥ 3,800,271	¥ 3,727,252	¥ 3,731,380	¥ 3,479,788
Operating profit	228,866	355,210	363,489	337,277	323,856
Net income attributable to Canon Inc.	150,650	220,209	254,797	230,483	224,564
Advertising expenses	58,707	80,907	79,765	86,398	83,134
Research and development expenses	302,376	328,500	308,979	306,324	296,464
Depreciation of property, plant and equipment	199,133	223,759	213,739	223,158	211,973
Increase in property, plant and equipment	171,597	195,120	182,343	188,826	270,457
Long-term debt, excluding current installments	611,289	881	1,148	1,448	2,117
Common stock	174,762	174,762	174,762	174,762	174,762
Canon Inc. shareholders' equity	2,783,129	2,966,415	2,978,184	2,910,262	2,598,026
Total assets	5,138,529	4,427,773	4,460,618	4,242,710	3,955,503
Average number of common shares in thousands	1,092,071	1,092,018	1,112,510	1,147,934	1,173,648
Per share data :					
Net income attributable to Canon Inc. shareholders per share:					
Basic	¥ 137.95	¥ 201.65	¥ 229.03	¥ 200.78	¥ 191.34
Diluted	137.95	201.65	229.03	200.78	191.34
Cash dividends declared	150.00	150.00	150.00	130.00	130.00
Cash dividends declared (U.S.\$) *2	\$ 1.393	\$ 1.290	\$ 1.326	\$ 1.309	\$ 1.498
Notes:					

- The above financial data is prepared in accordance with U.S. generally accepted accounting principles. Canon acquired Toshiba Medical Systems Corporation ( TMSC ) on December 19, 2016. TMSC's consolidated balance sheet and operating result since the acquisition date are reflected in Canon's consolidated financial statements. For further information, please refer to Note 7 of the Notes to Consolidated Financial Statements.
- Annual cash dividends declared (U.S.\$) are translated from yen based on a weighted average of the noon buying rates for yen in New York City as reported by the Federal Reserve Bank of New York in effect on the date of each semiannual dividend payment or on the latest practicable date.

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The following table provides the noon buying rates for Japanese yen in New York City as reported by the Federal Reserve Bank of New York expressed in Japanese yen per U.S.\$1 during the periods indicated and the high and low noon buying rates for Japanese yen per U.S.\$1 during the months indicated. On March 10, 2017, the noon buying rate for yen in New York City as reported by the Federal Reserve Bank of New York was ¥115.02 = U.S.\$1.

Yen exchange rates per U.S. dollar:	Average	Term end	High	Low
2012	80.10	86.64	86.64	76.11
2013	98.00	105.25	105.25	86.92
2014	106.63	119.85	121.38	101.11
2015	121.02	120.27	125.58	116.78
2016 - Year	109.16	116.78	121.06	100.07
- 1(st) half		102.77	121.06	101.66
- July		102.32	106.65	100.65
- August		103.38	103.38	100.07
- September		101.21	104.18	100.34
- October		105.07	105.40	101.54
- November		114.34	114.34	103.02
- December		116.78	118.32	113.50
2017 - January		112.72	117.68	112.72
- February		112.06	114.34	111.74

Note: The average exchange rates for the periods are the average of the exchange rates on the last day of each month during the period.

**B. Capitalization and indebtedness**

Not applicable.

**C. Reasons for the offer and use of proceeds**

Not applicable.

**D. Risk factors**

Canon is one of the world's leading manufacturers of office multifunction devices ( MFDs ), plain paper copying machines, laser printers, inkjet printers, cameras and lithography equipment.

Primarily because of the nature of the business and geographic areas in which Canon operates and the highly competitive nature of the industries to which it belongs, Canon is subject to a variety of risks and uncertainties, including, but not limited to, the following:

Risks Related to Economic Environment*Economic trends in Canon's major markets may adversely affect its operating results.*

Canon's business activities are deployed globally in Japan, the United States, Europe, Asia, and in other regions. Declines in consumption and restrained investment due to economic downturn in these major markets may affect Canon's operating results. The operating results for products such as office and industrial equipment are affected by the financial results of its corporate customers, and deterioration of their financial results has caused and may continue to cause customers to limit capital investments. Demand for Canon's consumer products, such as cameras and inkjet printers, is discretionary. Rapid price declines owing to intensifying competition and declines in levels of consumer spending and corporate investment could adversely affect Canon's operating results and financial position.

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***Canon's operating and financing activities expose it to foreign currency exchange and interest rate risks that may adversely affect its revenues and profitability.***

Canon derives a significant portion of its revenue from its international operations. As a result, Canon's operating results and financial position have been and may continue to be significantly affected by changes in the value of the yen versus foreign currencies. Sales of Canon's products denominated in foreign currencies have been and may continue to be adversely affected by the strength of the yen against foreign currencies. Conversely, a strengthening of foreign currencies against the yen will generally be favorable to Canon's foreign currency sales. Canon's consolidated financial statements are presented in yen. As such, the yen value of Canon's assets and liabilities arising from foreign currency transactions have fluctuated and may continue to fluctuate. Unpredictable fluctuations may have certain effects on Canon's consolidated financial statements. Although Canon strives to mitigate the effects of foreign currency fluctuations arising from its international business activities, Canon's consolidated financial statements have been and may continue to be affected by currency translations from the financial statements of Canon's foreign subsidiaries and affiliates, which are denominated in various foreign currencies. Canon is also exposed to the risk of interest rate fluctuations, which may affect the value of Canon's financial assets and liabilities.

***Canon may be adversely affected by fluctuations in the stock and bond markets.***

Canon's assets include investments in publicly traded securities. As a result, Canon's operating results and general financial position may be affected by price fluctuations in the stock and bond markets. Volatility in financial markets and overall economic uncertainty create the risk that the actual amounts realized in the future on Canon's investments could differ significantly from the fair values currently assigned to them.

***High prices of raw materials could negatively impact Canon's profitability.***

Increases in prices for raw materials that Canon uses in manufacturing such as steel, non-ferrous metals and petrochemical products may lead to higher production costs and Canon may not be able to pass these increased production costs onto the sales prices of its products. Such increases in prices for raw materials could adversely affect Canon's operating results.

### **Risks Related to Canon's Industries and Business Operations**

***A substantial portion of Canon's business activity is conducted outside Japan, exposing Canon to the risks of international operations.***

A substantial portion of Canon's business activity is conducted outside Japan. There are a number of risks inherent in doing business in international markets, including the following:

- unfavorable political, diplomatic or economic conditions;
- sharp fluctuations in foreign currency exchange rates;
- unexpected political, legal or regulatory changes;
- inadequate systems of intellectual property protection;
- difficulties in recruiting and retaining qualified personnel; and
- less developed production infrastructure.

Any inability to manage the risks inherent in Canon's international activities could adversely affect its business and operating results.

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*Canon has invested and will continue to invest actively in next-generation technologies. If the markets for these technologies do not develop as Canon expects, or if its competitors produce these or competing technologies in a more timely or effective manner, Canon's operating results may be materially adversely affected.*

Canon has made and will continue to make investments in next-generation technology research and development initiatives. Canon's competitors may achieve research and development breakthroughs in these technologies more quickly than Canon, or may achieve advances in competing technologies that render products under development by Canon uncompetitive. For several years, Canon has continued its investments in development and manufacturing in order to keep pace with technological evolution. If Canon's business strategies diverge from market demands, Canon may not recover some or all of its investments, or may lose business opportunities, or both, which may have a material adverse effect on Canon's operating results.

In addition, Canon has sought to develop production technology and equipment to accelerate the automation of its manufacturing processes and in-house production of key devices. If Canon cannot effectively implement these techniques, it may fail to realize cost advantages or product differentiation, which may adversely affect Canon's operating results. While differentiation in technology and product development is an important part of Canon's strategy, Canon must also accurately assess the demand for and commercial acceptance of new technologies and products that it develops. If Canon pursues technologies or develops products that are not well received by the market, its operating results could be adversely affected.

Entering new business areas through the development of next-generation technologies is a focal point of Canon's corporate strategy. To the extent that Canon enters into such new business areas, Canon may not be able to establish a successful business model or may face severe competition with new competitors. If such events occur, Canon's operating results may be adversely affected.

*If Canon does not effectively manage transitions in its products and services, its operating results may decline.*

Many of the business areas in which Canon competes are characterized by rapid technological advances in hardware performance, software functionality and product features; frequent introduction of new products; short product life cycles; and continued qualitative improvements to current products at stable price levels. Canon has sought to invest substantial resources into introducing appealing, innovative and cost-competitive new products. There are several risks inherent in introduction of new products and services, such as delays in development or manufacturing, unsuitable product quality during the introductory period, variations in manufacturing costs, negative impact on sales of current products, uncertainty in predicting customer demand and difficulty in effectively managing inventory levels. Moreover, if Canon is unable to respond quickly to technological innovations with respect to information systems and networks, Canon's revenue may be significantly affected as a result of delays associated with the incorporation into its products of such new information technologies.

Canon's revenues and gross margins also may suffer adverse effects because of the timing of product or service introductions by its competitors. This risk is exacerbated when a competitor introduces a new product immediately prior to Canon's introduction of a similar product. If any of these risks materialize, future demand for Canon's products and services could be reduced, and its operating results could decline.

*Changes in the print environment may affect Canon's business.*

In the business machines market for such products as MFDs, copying machines and printers, customers are increasingly looking for ways to cut costs while protecting the environment. From this perspective, Managed Print Services (MPS), which aim to optimize printing efficiencies in the office, have become popular in recent years. This trend could lead to a decrease in business machine print volumes.

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In addition, the popularity of tablet PCs could also lead to a decrease in customer print opportunities. If Canon is unable to supply products and services that respond to these types of market trends, its operating results may be adversely affected.

### ***Canon's digital camera business operates in a highly competitive environment.***

The smartphone market has been growing on a global scale. Smartphones allow users not only to take photos, but also share them instantly on SNSs and it changed people's photo taking behavior. If Canon's digital cameras cannot clearly state their advantages over smartphones' cameras, Canon could suffer from an erosion of the digital camera market, with a resulting adverse effect on operating results.

### ***Because the semiconductor lithography equipment and flat-panel-display ( FPD ) industry is highly cyclical, Canon may be adversely affected by any downturn in demand for semiconductor devices and FPD panels.***

The semiconductor lithography equipment and FPD lithography equipment industry is characterized by fluctuating business cycles, the timing, length and volatility of which are difficult to predict. Recurring periods of oversupply of semiconductor devices and FPD panels have at times led to significantly reduced demand for capital equipment, including the semiconductor lithography equipment and FPD lithography equipment that Canon produces. Despite this cyclicity, Canon must maintain significant levels of research and development expenditures to remain competitive. A future cyclical downturn in the lithography equipment industry and related fluctuations in the demand for capital equipment could cause cash flow from sales to fall below the level necessary to offset Canon's expenditures, including those arising from research and development, and could consequently have a material adverse effect on Canon's operating results and financial condition.

### ***Canon may not be able to adequately anticipate developments related to its medical device business, including changes to the market environment and developments related to medical device approvals, certifications and health insurance coverage.***

Regarding the market for Canon's medical equipment sold to medical institutions, mainly in the area of diagnostic imaging, it takes a long time to design, research, develop and commercialize products, because it is necessary to prove the clinical effectiveness of new technologies and new products, and obtain regulatory approvals and certifications prior to sale in individual countries. The global market for medical devices is expanding due to developing medical infrastructure in emerging countries, but in developed countries issues such as aging populations, rising health insurance costs and pressure to cut medical device costs may adversely affect Canon's medical device business.

Canon invests in research and development of new medical device technologies based on detailed analysis of the potential technical and business prospects for such technologies. However, despite these investments, Canon may become less competitive if it cannot anticipate whether new technologies will have the expected clinical effects or developments in the market or regulatory environment for such technologies. Canon may need to significantly modify its business plans in response to these challenges and it may not be able to generate the expected returns on its investments in research and development of medical devices.

### ***Canon's business is subject to changes in the sales environment.***

A substantial portion of Canon's market share is concentrated in a relatively small number of large distributors, particularly in Europe and the United States. Canon's product sales to these distributors constitute a significant percentage of its overall sales. As a result, any disruptions in its relationships with these large distributors in specific sales territories could adversely affect Canon's ability to meet its sales targets. Any increase in the concentration of sales to these large distributors could result in a reduction of Canon's pricing

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power and adversely affect its profits. In addition, the rapid proliferation of Internet-based businesses may render conventional distribution channels obsolete. These, and other changes in Canon's sales environment, could adversely affect Canon's operating results.

In addition, Canon depends on HP Inc. for a significant part of its business. As a result, Canon's business and operating results may be affected by the policies, business and operating results of HP Inc. Any decision by HP Inc. management to limit or reduce the scope of its relationship with Canon would adversely affect Canon's business and operating results.

***Canon depends on specific outside suppliers for certain key components.***

Canon relies on specific outside suppliers that meet Canon's strict criteria for quality, efficiency and environmental friendliness for critical components and special materials used in its products. In some cases, Canon may be forced to discontinue production of some or all of its products if the specific outside suppliers that supply key components and special materials across Canon's product lines experience unforeseen difficulties, or if such parts and special materials suffer from quality problems or are in short supply. Further, the prices of components and special materials purchased from specific outside suppliers may rise, triggered by the imbalance of supply and demand along with other factors. If such events occur as an outcome of the dependency on outside vendors, Canon's operating results may be adversely affected.

***Canon may be subject to antitrust-related lawsuits, investigations or proceedings, which may adversely affect its operating results or reputation.***

A portion of Canon's net sales consists of sales of supplies and the provision of services after the initial equipment placement. As these supplies and services have become more commoditized, the number of competitors in these markets has increased. Canon's success in maintaining these post-placement sales will depend on its ability to compete successfully with these competitors, some of which may offer lower-priced products or services. Despite the increase in competitors, Canon currently maintains a high market share in the market for supplies. Accordingly, Canon may be subject to lawsuits, investigations or proceedings under relevant antitrust laws and regulations. Any such lawsuits, investigations or proceedings may lead to substantial costs and have an adverse effect on Canon's operating results or reputation.

***Cyclical patterns in sales of Canon's products make planning and inventory management difficult and future financial results less predictable.***

Canon generally experiences seasonal trends in the sales of its consumer-oriented products. Canon has little control over the various factors that produce these seasonal trends. Accordingly, it is difficult to predict short-term demand, placing pressure on Canon's inventory management and logistics systems. If product supply from Canon exceeds actual demand, excess inventory will put downward pressure on selling prices and raise inefficiency in cash management, potentially reducing Canon's revenue. Alternatively, if actual demand exceeds the supply of products, Canon's ability to fulfill orders may be limited, which could adversely affect market share and net sales and increase the risk of unanticipated variations in its operating results.

***Canon's cooperation and alliances with, strategic investments in, and acquisitions of, third parties may not produce the anticipated improvements to its financial results.***

Canon makes strategic acquisitions of other companies for the purpose of business expansion and Canon is also engaged in alliances, joint ventures, and strategic investments with other companies. These activities can help Canon to grow its business. However, weak business trends or disappointing performance by partners or acquired companies may adversely affect the success of such activities. The success of such activities may be adversely affected by the inability of Canon and its partners or acquired companies to successfully define and reach common objectives. Even if Canon and its partners or acquired companies succeed in designing a structure

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that allows for the definition and achievement of common objectives, synergies may not be created between the businesses of Canon and its partners or acquired companies. In addition, integration of operations may take more time than expected. In connection with its acquisitions, Canon recognizes goodwill and other intangible fixed assets on its consolidated balance sheet, and the amounts recognized may be impaired if there is a decline of future cash flow. An unexpected cancellation of a major business alliance may disrupt Canon's overall business plans and may also result in a delayed return on, or reduced recoverability of, the investment, adversely affecting Canon's operating results and financial position.

### ***Canon depends on efficient logistics services to distribute its products worldwide.***

Canon depends on efficient logistics services to distribute its products worldwide. Problems with Canon's computerized logistics systems, an outbreak of war or strife within Canon's operating regions or regional labor disputes, such as a dockworkers' strike, could lead to a disruption of Canon's operations and result not only in increased logistical costs, but also in the loss of sales opportunities owing to delays in delivery. Moreover, because demand for Canon's consumer products may fluctuate throughout the year, transportation means, such as cargo vessels or air freight, and warehouse space must be appropriately managed to take such fluctuations into account. Failure to do so could result in either a loss of sales opportunities or the incurrence of unnecessary costs.

In addition, the increasing levels of precision required of semiconductor lithography equipment and FPD lithography equipment and the resulting increase in the value and size of such equipment in recent years have resulted in a concurrent increase in the need for sensitive handling and transportation of these products. Because of their precise nature, even a minor shock during the handling and transportation process can potentially cause irreparable damage to such products. If unforeseen accidents during the handling and transportation process render a significant portion of Canon's high-end precision products unmarketable, costs will increase, and Canon may lose sales opportunities and customer confidence.

Substantially higher crude oil prices and the supply-and-demand balance of transportation means could lead to increases in the cost of freight, which could adversely affect Canon's operating results.

### **Other Risks**

#### ***Canon's facilities, information systems and information security systems are subject to damage as a result of disasters, outages or similar events.***

Canon's headquarters functions, information systems and research and development centers are located in or near Tokyo, Japan, where the possibility of damage from earthquakes is generally higher than in other parts of the world. In addition, Canon's facilities or offices, including those for research and development, materials procurement, manufacturing, logistics, sales and services are located throughout the world and subject to the possibility of outage or similar disruption as a result of a variety of events, including natural disasters such as earthquake, flood and terrorist attacks. Although Canon continues to establish appropriate backup structures for its facilities and information systems, there can be no assurance that Canon will be able to prevent or mitigate the effect of disruptive events or developments such as the leakage of harmful substances and shutdowns of information systems. Although Canon has implemented backup plans to permit the manufacture of its products at multiple production facilities, such plans do not cover all product models. In addition, such backup arrangements may not be adequate to maintain production quantity at sufficient levels. Such factors may adversely affect Canon's operating activities, generate expenses relating to physical or personal damage, or hurt Canon's brand image, and its operating results may consequently be adversely affected.

#### ***Canon's success depends in part on the value of its brand name, and if the value of the brand is diminished, Canon's operating results and prospects will be adversely affected.***

Canon's success depends in part on maintenance and development of the value of its brand name. The main factors which could damage its brand value are defective product quality, circulation of counterfeit and failures

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of its compliance regime. Although Canon works to minimize risks that may arise from product quality and liability issues, such as those triggered by the individual functionality and also from the combination of hardware and software that make up Canon's products, there can be no assurance that Canon will be able to eliminate or limit these issues and the resulting damages. If such factors adversely affect Canon's operating activities, generate additional expenses such as those related to product recalls, service and compensation, or otherwise hurt its brand image, Canon's operating results or reputation for quality may be adversely affected. Canon has been implementing measures to halt the spread of counterfeit products. However, the continued manufacture and sale of such products could adversely affect Canon's brand image as well as its operating results.

If Canon fails to maintain its overall compliance regime, especially legal and regulatory compliance, this also could result in damage to Canon's credibility and brand value.

### ***Canon's business is subject to environmental laws and regulations.***

Canon is subject to certain Japanese and foreign environmental laws and regulations in areas such as mitigation of climate change, resource conservation including product recycling, reduction of hazardous substances, clean air, clean water and waste disposal. Due to the laws and regulations, Canon may face liability for additional costs and alleged damages. Such costs and damages could adversely affect Canon's business and operating results.

Canon is subject to potential liability for the investigation and cleanup of environmental contamination at each of the properties that it owns or operates and at certain properties Canon formerly owned or operated. If Canon is held responsible for such costs in any future litigation or proceedings, such costs may not be covered by insurance and may be material.

### ***Canon is subject to risks relating to legal proceedings.***

Canon is involved in various claims and legal actions arising in the ordinary course of its business. Results of actual and potential litigation are inherently uncertain. An unfavorable result in a legal proceeding could adversely affect Canon's reputation, financial condition and operating results.

### ***Canon may be subject to intellectual property litigation and infringement claims, which could cause it to incur significant expenses or prevent it from selling its products.***

Because of the emphasis on product innovation in the markets for Canon's products, many of which are subject to frequent technological innovations, patents and other intellectual property are an important competitive factor. Canon relies primarily on internally developed technology, and seeks to protect such technology through a combination of patents, trademarks and other intellectual property rights.

In relation to protection of its technologies, Canon faces risks that: competitors will be able to develop similar technology independently; Canon's pending patent applications may not be issued; the steps Canon takes to prevent misappropriation or infringement of its intellectual property may be unsuccessful; and intellectual property laws may not adequately protect Canon's intellectual property, particularly in certain emerging markets.

In relation to third party intellectual property rights, if any third party is adjudicated to have a valid infringement claim against Canon, Canon could be required to: refrain from selling the relevant product in certain markets; pay monetary damages; pursue development of non-infringing technologies, or attempt to acquire licenses to the infringed technology and to make royalty payments, which may not be available on commercially reasonable terms, if at all.

Canon may need to litigate in order to enforce its intellectual property rights or in order to defend against claims of infringement, which can be expensive and time-consuming.



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Canon also licenses its patents to third parties in exchange for payment or licensing. The terms and conditions of such licensing or changes in the renewal conditions of such licenses could affect Canon's business.

With respect to employee inventions, Canon maintains company rules and an evaluation system and has been making adequate payments to employees for the assignment of invention rights based on these rules. However, there can be no assurance that disputes will not arise with respect to the amount of these payments to employees.

Canon's businesses, brand image and operating results could be adversely affected by any of these developments.

### ***Canon must attract and retain highly qualified professionals.***

Canon's future operating results depend in significant part upon the continued contributions of its employees. In addition, Canon's future operating results depend in part on its ability to attract, train and retain qualified personnel in development, production, sales and management. The competition for human resources in the high-tech industries in which Canon operates has intensified in recent years. Moreover, owing to the accelerating pace of technological change, the importance of training new personnel in a timely manner to meet product research and development requirements will increase. Failure by Canon to recruit and train qualified personnel or the loss of key employees could delay development or slow production and could increase the risks of outflow of technologies and know-how. These factors may adversely affect Canon's business and operating results.

Maintaining a high level of expertise in Canon's manufacturing technology is critical to Canon's business. However, it is difficult to secure the requisite expertise for specialized skill areas, such as lens processing, in a short time period. While Canon engages in advance planning to obtain the expertise needed for each skill area, Canon cannot guarantee that such expertise will be acquired in a timely manner and retained, and failure to do so may adversely affect Canon's business and operating results.

### ***Canon is subject to risks arising from dependency on electronic data.***

Canon possesses confidential electronic data relating to manufacturing, research and development, procurement, and production, as well as sensitive information obtained from its customers relating to the customers and to other individuals and parties. This electronic data is used by Canon and third party managed systems and networks. Electronic data is also used for the information service functions in various products.

There are some risks inherent in the use of the electronic data, including vulnerability to hacking and computer viruses, service failures due to unexpected events, and infrastructure issues, such as insufficient power supply and issues arising from damage caused by natural disasters. Although Canon continues to make administrative and managerial improvements in order to alleviate these risks, such events may occur despite Canon's best efforts.

The materialization of such risks could result in interruptions to essential work, leaks of confidential data and damage to the information service functions in products. The occurrence of any of these events has the potential to cause Canon to be subject to claims from affected individuals and parties and to negatively influence Canon's brand image, the social trust it has developed, and its operations and financial conditions.

### ***Canon's financial results may be adversely affected if its deferred tax assets are not recoverable or if it is subject to international double taxation.***

Canon currently has deferred tax assets, which are subject to periodic recoverability assessments based on projected future taxable income. The changes of future profitability due to future market conditions and tax

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reforms including changes in tax rates may require possible recognition of significant valuation allowances to reduce the net carrying value of deferred tax asset balances. When Canon determines that certain deferred tax assets may not be recoverable, the amounts which may not be realized are charged to income tax expense and will adversely affect net income.

Recently, international corporate tax avoidance has developed into a political issue with a focus on aggressive tax planning strategies of certain multinational corporations. The OECD established the BEPS (Base Erosion and Profit Shifting) project for the purpose of increasing cooperation among countries and implementing harmonization of taxation. The BEPS action plan was published in July 2013; the OECD then conducted further study based on that plan and published its final report in October 2015, recommending that each country revise or amend its domestic taxation system and tax treaties.

Canon believes that liability of taxation is a basic and significant responsibility as a corporate citizen and that international taxation reforms will not significantly affect Canon. It is, however, possible that there will be differences in opinion between Canon and tax authorities after Canon shares its business information with each tax authority based on new transfer pricing documentation requirements.

*Canon's retirement and severance benefit obligations are subject to certain accounting assumptions.*

Canon has significant employee retirement and severance benefit obligations that are recognized based on actuarial valuations. Inherent in these valuations are key assumptions, including discount rates, expected return on plan assets, assumed rate of increase in compensation level and mortality rate. Actual results that differ from the assumptions are accumulated and amortized over future periods and, therefore any such differences would be expected to be linked to increases in actual costs, which may adversely affect net income.

### **Item 4. Information on the Company**

#### **A. History and development of the Company**

Canon Inc. is a joint stock corporation (*kabushiki kaisha*) formed under the Corporation Law of Japan. Its principal place of business is at 30-2, Shimomaruko 3-chome, Ohta-ku, Tokyo 146-8501, Japan. The telephone number is +81-3-3758-2111.

The Company was incorporated under the laws of Japan on August 10, 1937 to produce and sell Japan's first focal plane shutter 35mm still camera, which was developed by its predecessor company, Precision Optical Research Laboratories, which was organized in 1933.

In the late 1950s, Canon entered the business machines field utilizing technology obtained through the development of photographic and optical products. With the successful introduction of electronic calculators in 1964, Canon continued to expand its operations to include plain paper copying machines, faxes, laser printers, bubble jet printers, computers, video camcorders and digital cameras.

On March 17, 2016, Canon entered into a Shares and Other Securities Transfer Agreement with Toshiba Corporation and acquired the share options for consideration of cash to acquire all the ordinary shares of Toshiba Medical Systems Corporation (TMSC), which is exercisable upon the clearances of necessary competition regulatory authorities. As such clearances were obtained, Canon exercised the share options and acquired all the ordinary shares of TMSC on December 19, 2016. The acquisition date was December 19, 2016 and the purchase price was ¥665,498 million, which approximates the fair value at that date. Under Phase V of the Excellent Global Corporation Plan, a five-year initiative that Canon has been implementing since 2016, embracing the challenge of new growth through a grand strategic transformation has been set as a basic policy. With regard to strengthening and growing new businesses, and creating future businesses, a particularly important strategy, Canon intends to develop a health care business within the realm of safety and security, as a next-generation pillar of growth.

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In 2016, 2015, and 2014, Canon's increases in property, plant and equipment were ¥171,597 million, ¥195,120 million and ¥182,343 million, respectively. In 2016, the increases in property, plant and equipment were mainly used to expand production capabilities in both domestic and overseas regions, and to bolster Canon's production-technology-related infrastructure. In addition, Canon has been continually investing in tools and dies for business machines, in which the amount invested is generally the same each year.

For 2017, Canon projects to invest in property, plant and equipment of approximately ¥195,000 million. This amount is expected to be spent for investments in new production plants and new facilities of Canon. Canon anticipates that the funds needed for this increase will be generated internally through operations.

### **B. Business overview**

Canon is one of the world's leading manufacturers of office multifunction devices ( MFDs ), plain paper copying machines, laser printers, inkjet printers, cameras and lithography equipment.

Canon sells its products principally under the Canon brand name and through sales subsidiaries. Each of these subsidiaries is responsible for marketing and distribution to retail dealers in an assigned territory. In 2016, 79.2% of consolidated net sales were generated outside Japan, with approximately 28.3%, 26.9% and 24.0% generated in the Americas, Europe and Asia and Oceania, respectively.

Canon's strategy is to develop innovative, high value-added products incorporating advanced technologies.

Canon's research and development activities range from basic research to product-oriented research directed at maintaining and increasing Canon's technological leadership in the marketplace.

Canon will work to realize the optimized global allocation of its production assets based on changes in local conditions in each country. Canon has manufacturing subsidiaries in a variety of countries, including the United States, Germany, France, the Netherlands, Taiwan, China, Malaysia, Thailand, Vietnam and the Philippines.

As a concerned member of the world community, Canon emphasizes recycling and has increased its use of clean energy sources and cleaner manufacturing processes. Canon has also launched programs to collect and recycle used Canon cartridges and to refurbish used Canon copying machines. In addition, Canon has removed virtually all environmentally unfriendly chemicals from its manufacturing processes.

### **Products**

Canon operates its business in three segments: the Office Business Unit, the Imaging System Business Unit and the Industry and Others Business Unit .

#### *- Office Business Unit -*

Canon manufactures, markets and services a full range of MFDs, printers, copying machines for personal and office use and production print products for print professionals. Canon also delivers added value to customers through software, services and solutions. Canon's offerings cater to a broad market from Small Office Home Office ( SOHO ), and Small and Midsize Business ( SMB ) to large enterprises and professional graphic arts companies.

In the industry, customer preference has been shifting from monochrome to color products and from hardware to services and solutions. Especially in the professional print market, customers are increasingly turning to short-run, print-on-demand and variable data printing. The importance of connectivity, mobility, security, integration, workflow and cloud-based web services is growing, and such added value is increasingly delivered together with hardware. Canon seeks to maintain its position as a market leader in these fast-changing markets.

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In 2016, Canon expanded our hardware offerings by introducing the new A3 color MFPs; the image RUNNER ADVANCE C5500 series is positioned to be the core of an organization's digital business communications and the imageRUNNER ADVANCE C7500 series provides powerful performance and productivity for the high-volume office environments. Canon also launched the imageRUNNER ADVANCE 8500/6500 series, A3 monochrome devices, designed for flexibility and scalability. The imagePRESS C65 is a color digital press ideal for the creative community addressing the high demands of the visual artists. For print professionals, Canon introduced light production color devices, the imagePRESS C850 and C750, building on the success of the proven technology, the imagePRESS C800. Among high-speed continuous-feed printers, the Océ-produced VarioPrint i300, a high-speed sheet-fed color inkjet press, gained favorable feedback in the market.

In software, services and solutions, Canon was one of the first vendors to launch its application development platform, the Multifunctional Embedded Application Platform ( MEAP ) which allows the creation of customized applications for Canon MFDs enabling users to fully take advantage of the power of our MFDs. Canon is reinforcing its solutions capability through offerings such as imageWARE software suite, business process automation software Enterprise Imaging Platform ( EIP ) and Canon MDS, a device management solution that reduces total cost of ownership.

To maintain and enhance its competitive edge and to meet increasingly sophisticated customer demands, Canon is committed to the continued reinforcement of Canon's hardware and software offerings and solutions capability.

As for laser printers, Canon plans to aggressively launch new products for both monochrome and color in the MFDs market to drive Canon's business growth. However, Canon is experiencing fierce competition with aggressive competitors in the laser printer market and an eventual decline in sales prices is becoming a major threat. Growth of the tablet PCs, smartphones, and cloud computing, which affect users' printing behavior and may also lead to a decrease in demand for printing, is another threat. Canon is executing on several initiatives to enhance mobile printing solutions to tackle this threat and create further business opportunities.

In response, Canon aims to promote technological developments in order to introduce competitive products in a timely manner across the office business unit, and to pursue business efficiency through continuous cost reduction and optimization of its supply chain.

### *- Imaging System Business Unit -*

Canon manufactures and markets digital cameras and digital video camcorders, as well as lenses and various related accessories.

In 2016, Canon expanded the imaging domains of EOS and strengthened its product lineup by launching four new digital SLR cameras, including the new flagship model EOS-1D X Mark II for the first time in four years, and one built-in EVF mirrorless cameras EOS M5. These new models as well as the current models pushed sales and Canon maintained number one market share\* in the field of interchangeable lens digital cameras in volume terms in 2016 in the major regions, such as the United States, Europe, and Japan. Canon believes there remains considerable room for future growth through development of new products based on state-of-the-art technology following the trend of higher quality picture, small and light weight body and versatile movie / network functions.

\* Source: NPD, Dec 2016 for USA / GfK, Dec 2016 except USA

Canon launched six new lens products for digital SLR. The interchangeable lens lineup currently exceeds 90 products, including Cinema Lenses (EF-Mount). By enhancing its core capability, Canon has been introducing high-quality and high-performance lenses developed by superior optical technology and new elemental technology, which Canon believes allowed it to maintain its advantage over the competition.

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As for compact digital cameras, while the overall market has been shrinking, the segment with relatively large sensor size has been performing steadily. In such circumstance, in the first half of the year, Canon launched a compact and high performance premium model PowerShot G7 X Mark II, equipped with a new imaging processor DIGIC 7. Canon aims to strengthen its premium lineup further and strives to improve its profitability. Including those premium models, Canon launched total of eight models globally, and plans to maintain its full-line up strategy.

In compact photo printer market, along with the increasing demand for photo printing from smart devices, Canon has performed well. With its advantages, such as easy operation, portability, and lab-quality photo print, SELPHY has gained a strong market share in each region. Canon plans to tap new customer demand and will seek to maintain its lead in this market.

The market for conventional camcorders has been shrinking, as many other popular devices start adding a movie function. In this environment, Canon aims to expand sales in this market with a product lineup with higher value added based on Canon's distinctive high-definition, high-resolution technologies. In the field of professional camcorders, Canon introduced the new models XC15; compact and lightweight camcorder which is capable of capturing impressive 4K video with XLR-input microphones, and EOS C700; the flagship model of the CINEMA EOS SYSTEM lineup of digital cinema cameras, capable of shooting 4K/60P video onto the internal media. Canon aims to solidify its top position in the motion picture production market by introducing new products that suit a wide variety of market requirements.

Canon experienced robust growth in the field of projectors for business applications, and in particular brighter, installation type projectors. In this market, Canon offers a range of products focusing on high resolution projectors of WUXGA and 4K with its advanced optical technologies. In 2016, Canon launched two laser projectors, two WUXGA models with LCOS panels and the world smallest and lightest 4K projectors\*, 4K500ST and 4K501ST, which are strategic and leading models for expanding the projector business and advancing Canon's position in the market.

\* In 4K or higher resolutions, 5000lm of brightness as of the end of December, 2016.

In the broadcast HDTV lens market, demand remains stable from sports broadcasting in developed countries and from switchover to HD in developing countries, and Canon continues to maintain a large share of the TV lens market with high value-added products. Meanwhile, demand for 2/3" format 4K lenses is increasing especially in Europe and Asia, and Canon will expand the product lineup to meet this demand. On the other hand, Canon launched a new product \*CN-E 18-80mm T4.4 L IS KAS S as a new series of EF Cinema lens COMPACT SERVO zoom lens series, which has excellent operability and mobility that meet various shooting styles, and also has optical performance compatible with both 4K and HD cameras. This lens is getting great reviews in the market.

\* Compatible with Super35mm sensor. Equivalent to 27.6-123mm in 35mm full size calculation.

Inkjet printer technology has been evolving, driving expansion of application from home use to office and commercial use such as poster printing and photo printing that require high-quality.

Canon offers a wide variety of products to meet such needs based on its core technology Full-photolithography Inkjet Nozzle Engineering (FINE), which enables realization of high-speed printing and high image quality at the same time.

For home use, Canon offers such printer solutions as Canon PRINT Inkjet to tighten the connection with cloud computing, smartphones and tablet PCs. Canon also offers more compact body, premium design, convenient front & rear dual paper feeder, a larger and easy to read liquid crystal touchscreen panel. Canon hopes such enhancement of function and service will increase user-friendliness and satisfaction of users.

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In 2014, Canon launched the new brand MAXIFY in the business inkjet printer segment, targeting the growing SOHO market. In 2016, Canon also launched new models with network management capability. The MAXIFY printer series features Canon's leading inkjet technologies such as high-quality printing with fast printing, and a low total cost of ownership.

For meeting wide and high quality level requirements of the professional users in photo printing, Canon launched three new large format professional inkjet printers sequentially from the end of 2015 to 2016: imagePROGRAF PRO-1000 (17"), imagePROGRAF PRO-2000 (24"), imagePROGRAF PRO-4000 (44") which feature improved color reproduction and dark expression by employing a new image processor engine L-COA PRO and new LUCIA PRO 12 inks with new pigment inks and Chroma Optimizer. In the main body of these products, RED LINE is designed as a printer for the first time. RED LINE is allowed for only the product which can realize the highest photograph quality of the Canon products, producing the same quality as the high class Canon Digital SLR. Canon aims to further expand this business, leveraging its strength in the photo printing market.

In 2012, Canon started to ship the DreamLabo 5000, the first inkjet production photo printer featuring new FINE high-density print head technology.

Canon's lineup also includes CanoScan LiDE, the flatbed scanners which use Contact Image Sensor (CIS), and a scanner with Charge-Coupled Devices (CCD) for high resolution. Canon has maintained high share in the scanner market by achieving stable sales results.

### *- Industry and Others Business Unit -*

In the market for semiconductor lithography equipment, investments have been stable due to several factors such as restarted investments for mass production of 3D-NAND flash memory, although sluggish demand for mobile devices such as smartphones had a negative influence on investments in device production. In the market for i-line steppers, investments for the production of automobile electronics, power devices and LEDs have been performing well. Especially in the market of back-end lithography systems, chip makers require higher density integration and thinner chip production due to the trend of miniaturization and power saving in the mobile devices market, and the demand for mass-production of Through-Silicon Via (TSV) is expected to expand.

Responding to diversified semiconductor applications, Canon has been developing a design-in business style, which enables customer needs to be reflected in the early stage of our product development process, and Canon believes steady progress has been made in developing products with high added value. For example, in the market for advanced packaging, Canon released FPA-5520iV, which realized higher productivity and higher performance for Fan-out Wafer Level Package (FOWLP). For Internet of Things (IoT) devices and power devices, Canon released KrF stepper FPA-3030EX6, which can be used for special wafer such as small wafers of less than 200 mm in diameter. For memory and logic devices, FPA-5550iZ offers high productivity to customers. In addition, Canon has been upgrading KrF scanners, FPA-6300ES6a which achieved high throughput and industry's highest level of overlay accuracy, steadily increasing Canon's share of the market for KrF scanners. Furthermore, Canon has been smoothly developing Nano-Imprint Lithography (NIL) equipment and successfully provided the one for mass-production in 2016.

In the market for FPD lithography equipment, ongoing capital investments by panel makers for small-to-mid-sized panels offering high-definition organic light-emitting diode (OLED) panels in mobile devices led to growth of lithography systems for small-to-mid-sized panel production. More and more electronic makers are expected to use OLED displays for large-screen TVs in the future.

Under these circumstances, MPAsp-E810 series for small-to-mid-sized panel, successfully achieved 2.0μm resolution. This product realized high productivity and high overlay accuracy, which is suitable for high-definition panel production. Canon aims to capture a larger share of the market for small-to-mid-sized panel

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production by taking advantage of the growth of the market. Moreover, Canon's MPAsp-H800 series for large-sized panels, corresponding to large-screen TVs has gained a large market share, and Canon aims to respond to this increased use of OLED TV displays.

In the medical equipment market, both the demand to upgrade from the Computed Radiography ( CR ) to the Digital Radiography ( DR ) and the expanding demand in emerging markets keep driving the steady market growth for the digital X-ray equipment. Although the price competition has been increasing due to commoditization caused by new entries from those countries such as China and Korea, Canon maintains sound business performance by enhancing image quality based on the advanced image processing technology. In terms of products, flat panel detectors ( FPDs ) with wireless connection contribute in sales. In the dynamic X-ray equipment market where the high growth is expected, Canon continues strong efforts to promote sales of fluoroscopy and high-end angiography systems.

Regarding ophthalmic equipment, Canon responded to a stiffer market competition in the growing Optical Coherence Tomography ( OCT ) market by releasing a series of OCT Angiography software which can depict retinal blood vessels without using fluorescein which may cause strong allergic reaction.

In the Healthcare IT market in Japan which has been growing over 20% CAGR, Canon launched a Cloud-based Medical Imaging Place which can manage a variety of types of images and documents including X-Ray/CT/MRI medical images, digital photos as well as medical documents by tagging them with each respective patient ID.

In the network cameras market, recently the utilization of network cameras for the purpose of disaster surveillance or for the prevention of crime has become well established in the market. In addition, the needs for network cameras in marketing as well as in productivity enhancement have increased. In this environment, Canon is intensively developing both network cameras with high specification utilizing optical/image handling technology as well as image analysis software.

In the first half of 2016, Canon launched 6 new models of network cameras including the VB-M50B which enables the viewing of color images of distant objects using night surveillance, and the H652LVE which enables black & white images even in low light situations of 0 lux. In addition, in the second half of 2016, Canon launched 7 new models of network cameras including the VB-S30VE, a compact size camera allowing the installation under the eaves, as well as two types of image analysis software, like People Counter Version 1.0, which can count up to 1,500 people from recorded images. Canon also announced that it will develop a high-resolution network surveillance camera AXIS Q1659 using interchangeable lenses along with Axis, which would utilize each company's technological strengths, for launch in 2017.

Canon will continue to offer cutting-edge network camera systems developed through the integration of Canon's imaging technology, Axis network video processing technology, and Milestone systems' video management software technology and will also continue to strive for further growth in the network camera market.

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The following table presents our net sales by segment for each of the periods shown.

	2016	change	Years ended December 31		2014
			2015	change	
(Millions of yen, except percentage data)					
Office	1,807,819	-14.4%	2,110,816	1.5%	2,078,732
Imaging System	1,095,289	-13.3	1,263,835	-5.9	1,343,194
Industry and Others	584,660	11.4	524,651	31.6	398,765
Eliminations	(86,281)		(99,031)		(93,439)
<b>Total</b>	<b>3,401,487</b>	<b>-10.5%</b>	<b>3,800,271</b>	<b>2.0%</b>	<b>3,727,252</b>

**NET SALES BY GEOGRAPHIC AREA**

The following table presents our net sales by geographic area for each of the periods shown.

	2016	change	Years ended December 31		2014
			2015	change	
(Millions of yen, except percentage data)					
Japan	706,979	-1.0%	714,280	-1.4%	724,317
Americas	963,544	-15.8	1,144,422	10.4	1,036,500
Europe	913,523	-15.0	1,074,366	-1.5	1,090,484
Asia and Oceania	817,441	-5.7	867,203	-1.0	875,951
<b>Total</b>	<b>3,401,487</b>	<b>-10.5%</b>	<b>3,800,271</b>	<b>2.0%</b>	<b>3,727,252</b>

**Seasonality**

Canon's sales for the fourth quarter are typically higher than for the other three quarters, mainly due to strong demand for consumer products, such as cameras and inkjet printers, during the year-end holiday season.

In Japan, corporate demand for office products peaks in the first quarter, as many Japanese companies end their fiscal years in March. Sales also tend to increase at the start of the new school year in each region.

**Sources of supply**

Canon purchases materials such as glass, aluminum, plastic, steel and chemicals for use in various product components and in the manufacturing process. Canon procures raw materials from all over the world and selects suppliers based on a number of criteria, including environmental friendliness, quality, cost, supply stability and financial condition.

Prices of some raw materials fluctuate according to market trends. Although Canon is currently focusing on globalizing supplies and improving raw material resource management strategies, and believes that it will be able to continue procuring sufficient quantities of raw materials to meet its needs, there can be no assurance that supply shortages will not occur or that raw materials, such as crude oil, will be available at competitive prices, or at all, in the future.

**Marketing and distribution**



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Canon sells its products primarily through subsidiaries organized under regional marketing subsidiaries: Canon Marketing Japan Inc. in Japan; Canon U.S.A., Inc. in North and South America; Canon Europe Ltd. and

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Canon Europa N.V. in Europe, Russia, Africa and the Middle East; Canon (China) Co., Ltd. in Asia outside Japan; and Canon Australia Pty. Ltd. in Oceania. Each subsidiary is responsible for its own market research and for determining its sales channels, advertising and promotional activities. Each subsidiary provides tailor-made solutions to a diverse range of unique customers and aims to advance Canon's reputation as a highly trusted brand.

In Japan, Canon sells its products primarily through Canon Marketing Japan Inc., mainly to dealers and retail outlets.

In the Americas, Canon sells its products primarily through Canon U.S.A., Inc. and Canon Canada Inc., mainly to dealers and retail outlets.

In Europe, Canon sells its products primarily through Canon Europa N.V., which sells mainly through subsidiaries or independent distributors to dealers and retail outlets in each locality. In addition, copying machines are sold directly to end-users by several subsidiaries such as Canon (UK) Ltd. in the United Kingdom and Canon France S.A.S. in France.

In Southeast Asia and Oceania, Canon sells its products through subsidiaries located in those areas. In addition, copying machines are sold directly to end-users in Australia by Canon Australia Pty. Ltd.

Canon also sells laser printers on an OEM basis to HP Inc.. HP Inc. resells these printers under the HP LaserJet Printers name. During 2016 and 2015, OEM sales to HP Inc. constituted 14.8% and 17.8%, respectively, of Canon's consolidated net sales.

Canon continues to enhance its distribution system by promoting the continuing education of its sales personnel and by optimizing inventory levels and business planning through weekly analysis of sales data.

## **Service**

In Japan and overseas, product service is provided in part by independent retail outlets and designated service centers that receive technical training assistance from Canon. Canon also services its products directly.

Most of Canon's business machines carry warranties of varying terms, depending upon the model and country of sale. Cameras and camera accessories carry warranties that vary depending upon the model and country of sale.

Canon services its copying machines, MFDs, printers, and supplies replacement drums, parts, toner and paper. Most customers enter into a contract under which Canon provides maintenance services, replacement drums and parts in return for a stated amount of the contract plus a per copy charge. Copying machines not covered by a service contract may be serviced from time to time by Canon or local dealers for a fee.

## **Patents and licenses**

Canon holds a large number of patents, design rights and trademarks in Japan and abroad to protect proprietary technologies stemming from its research and development activities. Canon utilizes these intellectual property rights as important strategic management tools. For example, Canon leverages its intellectual property rights to expand its product lines and business operations and to form alliances and exchange technologies with other companies.

Canon has granted licenses with respect to its patents to various Japanese and foreign companies, most often with respect to electrophotography, laser printers, multifunction printers, facsimile machines and cameras.

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Companies to which Canon has granted licenses include:

Ricoh Company, Ltd.	Electrophotography
Samsung Electronics Co., Ltd.	Laser printers, multifunction printers and facsimile machines
Kyocera Document Solutions Inc.	Electrophotography
Oki Electric Industry Co., Ltd.	LED printers, multifunction printers and facsimile machines
Sharp Corporation	Electrophotography
Brother Industries, Ltd.	Electrophotography and facsimile machines

Canon has also entered into cross-licensing agreements with other major industry participants.

Companies with which Canon has entered into cross-licensing agreements include:

HP Inc.	Bubble jet printers
Ricoh Company, Ltd.	Electrophotography products, facsimile machines and word processors
Xerox Corporation	Business machines
International Business Machines Corporation	Information handling systems
Eastman Kodak Company	Electrophotography and image processing technology
Seiko Epson Corporation	Information-related instruments

Canon has placed a high priority on the management of its intellectual property. Some products that are material to Canon's operating results incorporate patented technology. Patented technology is critical to the continued success of Canon's products, which typically incorporate technology from dozens of different patents. However, Canon does not believe that its business, as a whole, is dependent on, or that its profitability would be materially affected by the revocation, termination, expiration or infringement upon, any particular patent, copyright, license or intellectual property rights or group thereof.

**Competition**

Canon encounters intense global competition in all areas of its business. Canon's competitors range from some of the world's major multinational corporations to smaller, highly specialized companies. Canon competes in a number of different business areas, whereas many of its competitors focus on one or more individual areas. Consequently, Canon may face significant competition from entities that apply greater financial, technological, sales and marketing or other resources than Canon to their activities in a particular market segment.

The principal elements of competition that Canon faces in each of its markets are technology, quality, reliability, performance, price and customer service and support. Canon believes that its ability to compete effectively depends in large part on conducting successful research and development activities that enable it to create new or improved products and release them on a timely basis and at commercially attractive prices. The competitive environments in which each product group operates are described below:

*- Office Business Unit -*

The markets for this segment are highly competitive. Canon's primary competitors are Xerox Corporation/Fuji Xerox Co., Ltd.; Ricoh Company, Ltd.; Konica Minolta Inc.; HP Inc.; Samsung Electronics Co., Ltd.; and Lexmark International, Inc. Canon believes that it is one of the leading global manufacturers of office MFDs, copying machines and laser printers. In addition to the general elements of competition described above, Canon's ability to compete successfully in these markets also depends significantly on whether it can provide effective, broad-based business solutions to its customers and respond to interrelated customer needs. In particular, the ability to provide equipment and software that connect effectively to networks (ranging in scope from local area networks to the Internet and the cloud) is often a key to Canon's competitive strength. In the United States,

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Europe and Japan, Canon is one of the market leaders in all areas of the business machine market. In emerging markets, for example in China, the current market leaders for business machines are Fuji Xerox. Co., Ltd., Konica Minolta Inc. and Toshiba TEC Corporation. Canon hopes to join this group by introducing products tailored to the Chinese market and by strengthening sales and service channels.

### *- Imaging System Business Unit*

Canon has continued to invest aggressively in competitive new products and intends to maintain its position in this market.

Canon's primary competitors in the interchangeable lens digital camera market are Nikon Corporation and Sony Corporation.

Average prices for compact digital cameras in the industry increased in 2016 from the previous year. Market contraction is having a major impact, resulting in severe conditions in the digital camera market. Despite these difficulties, Canon will seek to take advantage of its status as the major brand in the industry, along with its economies of scale, in order to maintain profitability.

Canon's primary competitors in the compact digital camera market are Sony Corporation and Nikon Corporation. Canon's primary competitors in the digital video camcorder market are Sony Corporation; Panasonic Corporation; and JVC Kenwood Corporation. Canon's primary competitors in the inkjet printer market are HP Inc., Seiko Epson Corporation and Brother Industries, Ltd.

### *- Industry and Others Business Unit -*

Very stiff competition continues in the markets for lithography equipment used in the production of semiconductor devices and flat panel displays ( FPDs ). In order to produce lithography equipment that can provide ultra-fine processing, an integration of advanced optical, control and system technologies is required, along with continuous investment in technology development. The main competitors in these markets are Nikon Corporation, in the markets for semiconductor and FPD lithography equipment, and ASML Holding N.V., in the market for semiconductor lithography equipment only.

Canon believes that it has helped its customers improve their productivity by continuously improving the cost performance of semiconductor lithography equipment using the i-line and KrF laser light sources. In particular, equipment using i-line has captured a large share of the global market, satisfying the needs by quickly providing products which correspond to the diversification of devices associated with the trend of IoT.

Canon believes its FPD lithography equipment with a common platform offers excellent productivity and reliability that has helped it capture market share of the industry-leading South Korean market and the growing Chinese market. Canon's sales and service support systems have also received high accolades from the customers in these markets. In the trend of demand expansion for 4K displays and OLED displays, Canon believes it has also been meeting the needs of panel makers by continuously offering new products with high productivity and high resolution.

As for network cameras, the market is competitive in higher functional requirement and price pressure from customers. Canon's primary competitors are Hikvision Digital Technology Co., Ltd. and Panasonic Corporation. Canon is developing the innovative technology to continue to be a global market leader in this industry.

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### **Environmental regulations**

Canon is subject to a wide variety of laws, regulations and industry standards relating to energy and resource conservation, recycling, global warming, pollution prevention, pollution remediation and environmental health and safety. Some of the environmental laws that affect Canon's businesses are summarized below.

#### *1. UN Frameworks to Address Global Issues, which are related to the Environment including Climate Changes*

The United Nations adopted the 2030 Agenda for Sustainable Development Goals (SDGs) on September 25, 2015, under the UN Sustainable Development Summit. SDGs cover global issues to be addressed for transforming the world toward sustainable development over the next 15 years, which are composed of 17 goals and 169 targets. The goals and targets cover a wide-range global issues, including the environmental areas such as climate change, sustainable energy, efficient use of natural resources and reduction of waste. Based upon the SDGs, member states will introduce national policies and initiatives to tackle such global environmental issues, and Canon may need to implement further actions to respond to potential national initiatives.

With respect to climate change, a framework of Post-Kyoto Protocol (beyond 2012) has been discussed at the Conference of the Parties (COP) to the United Nations Framework Convention on Climate Change (UNFCCC). On November 30, 2015, COP21 was convened in Paris and on December 12, a Future Framework beyond 2020 for all member states to have a common legal regime to address climate change was adopted as the Paris Agreement. The Paris Agreement entered into force on November 4, 2016. It is supposed that member states will accelerate countermeasures for their mitigation goals.

Canon has established 2016-2018 Mid-Term Environmental Goals and monitors its progress on a yearly basis. Canon is implementing initiatives to achieve these goals, which focus on Lifecycle CO2 emissions improvement index per product by 3 percent improvement (compared to the previous year), Raw materials and usage CO2 emissions improvement index per product by 3 percent improvement (compared to the previous year), Improve energy consumption basic unit at operational sites by 1.2 percent (compared to the previous year). Canon has successfully reduced its Life Cycle CO2 emission per product by approximately 30 percent between 2008 and 2015. Also, total lifecycle CO2 emissions in 2015 were 6,312,073 tons, which were verified by a third party in April 2016.

Canon continues to pursue CO2 emission reductions both locally and globally through energy-efficient product design and improvement of logistics and factory operations.

#### *2. European Union Directive on the Restriction of the Use of Certain Hazardous Substances in Electrical and Electronic Equipment (the RoHS Directive) and Directive on Waste Electrical and Electronic Equipment (the WEEE Directive)*

Under RoHS Directive, from July 1, 2006, companies have been required to ensure that electrical and electronic equipment (EEE) sold in the European Union does not contain lead, cadmium, hexavalent chromium, mercury, polybrominated biphenyls or polybrominated diphenyl ethers. The scope of products covered was expanded to include medical and measurement equipment starting in July 2014. New subsidiary directive of RoHS Directive restricting an additional four substances was published in June 2015, and these substances will be restricted starting in 2019. In parallel with these developments, all the RoHS exempted applications for which the restricted substances can be used are now under review. If these exemptions expire, additional design changes may be required for Canon products, and cost of changing designs may increase total compliance costs.

The WEEE Directive requires that companies selling EEE bearing their trade names in the European Union must arrange and pay for collection, treatment, recycling, recovery and disposal of their equipment. Canon has

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become a member company of collective compliance schemes in each member state of the European Union and has achieved the required recycling levels for waste EEE. The WEEE recast Directive was published on July 24, 2012 and was applied from February 2014. Due to a change in official interpretation, the scope of products covered is to be expanded to include consumables.

If tighter restrictions are enforced in the future, Canon's compliance costs could increase, including with costs related to the actions for newly-covered products and the development and adoption of substitute materials or processes. Such increased costs may have an adverse effect on Canon's operating results.

### *3. European Framework for the Management of Chemical Substances ( REACH Regulation )*

The REACH Regulation was implemented in 2007. This regulation covers almost all chemicals (products in gaseous, liquid, paste or powder form) and articles (products in solid state) manufactured in or imported into the European Union. All chemicals manufactured in or imported into the European Union that exceed specific content thresholds must be registered. If certain substances of very high concern are contained in an article, the substances must be communicated to the recipient or consumer of the article. Furthermore, additional restrictions on the use of certain substances can be proposed at any time by the ECHA (European Chemical Agency) or member states, and, some of them have been already adopted and others are now under discussion, manufacturers such as Canon must take steps to address such new restrictions.

Canon keeps meeting these existing and newly-added requirements under the REACH Regulation, and their implementation could increase Canon's management costs and have adverse effects on its operating results and financial condition.

### *4. The European Framework for the Setting of Requirements for Energy-Related Products ( ErP Directive )*

The ErP Directive applies in Europe to all energy-using products, and implementing measures with respect to off-mode and standby mode and external power supplies were adopted in and have been applied since 2010. This measure was expanded in 2013 to include requirements for energy modes with networked standby. The requirements for networked standby were applied from 2015. For imaging equipment, the industry made a public commitment to attain certain targets on environmentally conscious designs from 2012 by an industrial voluntary agreement ( VA ) and began implementation in 2011. By the regular revisions of the VA, commitments become tighter than ever because the European authorities and NGOs are expected to require a stricter VA. In addition, many new or revised implementing measures (expanded both in scope and requirements) are now considered, and some of them will cover Canon's products. Canon is continuing to comply with requirement under the ErP Directive. However, the requirements are expected to be challenging, and achieving compliance will likely increase Canon's costs, especially by required design changes.

### *5. State Legislation in the United States Concerning Recycling of Waste Electric and Electronic Products*

E-waste recycling laws have been enacted or proposed in more than twenty American states. Although most such laws cover only displays or television sets, printers and other products are covered by some states, such as Illinois, Michigan and Hawaii, among others. These laws require manufacturers to bear the costs of collecting and recycling electrical and electronic equipment based on sales volume or market share by brand of covered products. Canon expects that compliance with such state requirements might increase its costs, such as recycling fees and product guarantees.

### *6. Chinese Administrative Measures on the Control of Pollution Caused by Electrical and Electronic Products*

The Chinese Ministry of Information Industry revised Administrative Measures on the Control of Pollution Caused by Electrical and Electronic Products in January 2016, and regulates the same six substances covered by the EU RoHS in electrical and electronic products. The measures establish two stages of implementation. Stage 1 is in effect and covers all Canon products. To comply with Stage 1 requirements, a China-specific label must be

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placed on any covered product if any of the six regulated substances are contained therein, and use of the six regulated substances must be disclosed in each product manual. Stage 2 requires that the contents of six regulated substances in specific (as specified by the Chinese Government in the Compliance catalog ) be restricted by limitations similar to the EU RoHS Directive. Standards to implement these measures and the Compliance catalog are under discussion, including with regard to printers, copying machines and facsimile machines.

If these requirements are applied to Canon's products, this could increase Canon's costs and have an adverse effect on its operating results and financial condition.

### *7. Chinese Regulation for the Management of the Recycling and Disposal of Waste Electrical and Electronic Products*

The Regulation for the Management of the Recycling and Disposal of Waste Electrical and Electronic Products was issued by the Chinese government in 2009 and implemented on January 1, 2011. Producers and importers are required to pay a fee to a government fund. The list of products falling under the waste electrical and electronic products catalogue issued on February 9, 2015 includes printers, copying machines and facsimile machines. Those payment fees are under discussion by the Chinese government.

These requirements will likely increase Canon's costs and could adversely affect its operating results and financial condition.

### *8. Soil Pollution Prevention Law of Japan*

A 2010 amendment to the Soil Pollution Prevention Law of Japan tightens certain requirements to survey soil to measure certain pollution levels. If soil pollution exceeds specified limits, a prefecture governor may designate the land as a Measure required area if effects to human health due to soil pollution are foreseen, and the prefecture governor may order removal of pollutants. The substances designated as pollutants consist of twenty-five chemical groups, including lead, arsenic and trichloroethylene. If an investigation shows that soil contamination may affect human health, the prefecture governor may issue an order to the landowner to take designated remedial actions and may restrict the changes of the land character. Canon has commenced a detailed survey and measurement of soil and groundwater to check for pollution at all of Canon's operational sites in Japan, and necessary procedures are being carrying out. Additional costs may arise if these investigations reveal that additional remedial measures are necessary. These factors could adversely affect Canon's operating results and financial condition.

### *9. Other Environmental Regulations*

In addition to the laws described above, various environmental laws and regulations may have been promulgated or enacted by European Union member states, states of the United States, emerging markets such as China, India, Russia, Vietnam, and other countries. Compliance with any such additional regulations may increase Canon's costs and may adversely affect Canon's operating results and financial condition.

## **Other regulations**

Disclosure under Section 13(r) of the Securities Exchange Act of 1934

Section 219 of the Iran Threat Reduction and Syria Human Rights Act of 2012 (ITRA) added Section 13(r) to the Securities Exchange Act of 1934, as amended (the Exchange Act). Section 13(r) requires an issuer to disclose in its annual or quarterly reports, as applicable, whether, during the reporting period, it or any of its affiliates knowingly engaged in certain activities, transactions or dealings relating to Iran or with designated natural persons or entities involved in terrorism or the proliferation of weapons of mass destruction. Disclosure is required even where the activities, transactions or dealings are conducted outside the U.S. by non-U.S. affiliates in compliance with applicable law, and whether or not the activities are sanctionable under U.S. law.

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During the year ended December 31, 2016, the following Canon affiliates engaged in the transactions described below that are required to be disclosed pursuant to Section 13(r) of the Exchange Act. These transactions were conducted in compliance with applicable law in the respective countries.

Canon Marketing Japan ( CMJ ), our 58.5% owned Japanese subsidiary as of December 31, 2016, has a maintenance contract for one copier machine with the Iranian embassy in Tokyo, Japan. The current contract renews annually. Total gross sales for the contract and activities above during the year 2016 were approximately ¥415 thousand. The net profit was substantially less than that.

Canon Marketing Malaysia Sdn bhd, a wholly-owned Malaysian subsidiary of Canon Singapore Pte. Ltd. ( CSPL ), has a service contract for one copier machine with Iran Air in Kuala Lumpur, Malaysia. Total gross sales for this activity during the year 2016 were in foreign currency of approximately ¥3 thousand. The net profit was substantially less than that.

Canon Marketing (Thailand) Co. Ltd, a wholly-owned Thai subsidiary of CSPL, has a service contract for one copier machine with the Iranian embassy in Bangkok, Thailand. Total gross sales under this contract during the year 2016 were in foreign currency of approximately ¥39 thousand. The net profit was substantially less than that.

Canon India Pvt. Ltd., a wholly-owned Indian subsidiary of CSPL, has service contracts for four copier machines with the Iranian embassy in New Delhi and the consulate general of Iran in Mumbai, India. Total gross sales under this contract during the year 2016 were in foreign currency of approximately ¥26 thousand. The net profit was substantially less than that.

Canon Australia Pty. Ltd., a wholly-owned Australian subsidiary, has service and lease contracts for two copier machines with the Iranian embassy in Canberra, Australia. Total gross sales under this contract during the year 2016 were in foreign currency of approximately ¥434 thousand. The net profit was substantially less than that.

Canon Deutschland GmbH, a wholly-owned German subsidiary of Canon Europe N.V. ( CENV ), a wholly-owned Dutch subsidiary of Canon Finance Netherlands B.V., which is wholly-owned by Canon Inc., has a service contract for three copier machines with the consulate general of Iran in Munich, Germany. Total gross sales under this contract during the year 2016 were in foreign currency of approximately ¥58 thousand. The net profit was substantially less than that.

Canon Danmark A/S, a wholly-owned Danish subsidiary of CENV, has service maintenance contracts for three copier machines of the Iranian embassy in Copenhagen, Denmark. The gross sales under these contracts during the year 2016 were in foreign currency of approximately ¥94 thousand. The net profit was substantially less than that.

As of the date of this report, Canon is not aware of any other activity, transaction or dealing by us or any of our affiliates during the year ended December 31, 2016 that requires disclosure in this report under Section 13(r) of the Exchange Act. After considering recent changes in the international situation and economic sanctions relating to Iran, Canon has restarted business with certain Iranian counterparties. Canon maintains policies and procedures designed to ensure that transactions, including transactions with Iranian counterparties, are conducted in accordance with applicable economic sanction laws and regulations.

**C. Organizational structure**

Canon Inc. and its subsidiaries and affiliates form a group of which Canon Inc. is the parent company. As of December 31, 2016, Canon Inc. had 367 consolidated subsidiaries and 9 affiliated companies accounted for by the equity method.



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The following table lists the significant subsidiaries owned by Canon, all of which are consolidated as of December 31, 2016.

Name of company	Head office location	Proportion of ownership interest owned	Proportion of voting power held
Canon Marketing Japan Inc.	Tokyo, Japan	50.1%	58.5%
Canon U.S.A., Inc.	New York, U.S.A.	100.0%	100.0%
Canon Europa N.V.	Amstelveen, The Netherlands	100.0%	100.0%
Toshiba Medical Systems Corporation	Tochigi, Japan	100.0%	100.0%

**D. Property, plants and equipment**

Canon's manufacturing is conducted primarily at 30 plants in Japan and 18 plants in other countries. Canon owns all of the buildings and the land on which its plants are located, with the exception of certain immaterial leases of land and floor space of certain of its subsidiaries. The names and locations of Canon's plants and other facilities, their approximate floor space and the principal activities and products manufactured therein as of December 31, 2016 are as follows:

Name and location Domestic	Floor space (including leased space) (Thousands of square feet)	Principal activities and products manufactured
Headquarters, Tokyo	2,434	R&D, corporate administration and other functions
Canon Global Management Institute, Tokyo	164	Training and administration
Kawasaki Office, Kanagawa	1,972	R&D and manufacturing of production equipment and semiconductor devices; R&D of laser printers and toner cartridges
Kosugi Office, Kanagawa	374	Development of software for office imaging products
Fuji-Susono Research Park, Shizuoka	1,037	R&D in electrophotographic technologies
Ayase Office, Kanagawa	393	R&D and manufacturing of semiconductor devices
Hiratsuka Plant, Kanagawa	964	R&D of display products and manufacturing of semiconductor devices
Tamagawa Office, Kanagawa	383	Quality engineering
Oita Plant, Oita	284	Manufacturing of semiconductor devices
Yako Office, Kanagawa	905	Development of inkjet printers, inkjet chemical products
Utsunomiya Office, Tochigi	2,761	Manufacturing of lenses for cameras and other applications, R&D in optical technologies, development and sales of broadcasting equipment, R&D, manufacturing, sales and servicing of semiconductor production equipment
Toride Plant, Ibaraki	3,328	R&D in electrophotographic technologies, mass-production trials and supports; manufacturing of office imaging products, chemical products; training of manufacturing
Ami Plant, Ibaraki	977	Manufacturing of FPD production equipment



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<b>Name and location Domestic</b>	<b>Floor space (including leased space) (Thousands of square feet)</b>	<b>Principal activities and products manufactured</b>
Canon Electronics Inc., Tokyo, Saitama and Gunma	1,309	Components, magnetic heads, document scanners and laser printers
Canon Finetech Inc., Saitama, Ibaraki and Fukui	915	Business-use printers, business machines peripherals and chemical products
Canon Precision Inc., Aomori	1,493	Toner cartridges, sensors and micromotors
Canon Optron Inc., Ibaraki	143	Optical crystals (for lithography equipments, cameras, telescopes) and vapor deposition materials
Canon Chemicals Inc., Ibaraki	1,824	Toner cartridges and rubber functional components
Canon Components, Inc., Saitama	622	Contact image sensors, inkjet cartridges and medical equipment
Oita Canon Inc., Oita	1,485	Digital cameras, lenses and digital video camcorders
Nagahama Canon Inc., Shiga	1,093	Laser printers, toner cartridges and A-Si drums
Oita Canon Materials Inc., Oita	2,843	Chemical products for copying machines and printers, and inkjet cartridges
Ueno Canon Materials Inc., Mie	654	Chemical products for copying machines and printers
Fukushima Canon Inc., Fukushima	957	Inkjet printers and inkjet cartridges
Canon Semiconductor Equipment Inc., Ibaraki	227	Development and production of semiconductor production-related equipment
Canon Ecology Industry Inc., Ibaraki	1,313	Recycling of toner cartridges, repair and recycling of business machines
Nisca Corporation, Yamanashi	380	Copying machine peripherals, scanner units and optical equipment
Miyazaki Daishin Canon Inc., Miyazaki	179	Digital cameras
Canon Mold Co., Ltd., Ibaraki	219	Molds
Canon ANELVA Corporation, Kanagawa and Yamanashi	721	Production equipment for electron devices, flat panel display and semiconductors
Canon Machinery Inc., Shiga	623	Automated production equipment and semiconductor production-related equipment
Canon Tokki Corporation, Niigata, Kanagawa and Tokyo	393	Vacuum technology-related equipment
Nagasaki Canon Inc., Nagasaki	469	Digital cameras
Hita Canon Materials Inc., Oita	370	Rubber functional components
Toshiba Medical Systems Corporation, Tochigi	1,493	R&D, manufacturing and sales of medical equipment
Toshiba Electron Tubes & Devices Corporation, Tochigi	294	R&D, manufacturing and sales of electron tubes and its application products

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<b>Name and location</b>	<b>Floor space (including leased space) (Thousands of square feet)</b>	<b>Principal activities and products manufactured</b>
<b>Overseas</b>		
<i>Europe</i>		
Canon Giessen GmbH, Giessen, Germany	336	Remanufacturing of copying machines and semiconductor production equipment
Canon Bretagne S.A.S., Liffre, France	505	Manufacturing and recycling of toner cartridges
Océ-Technologies B.V., Venlo, the Netherlands	2,198	Document management, high speed digital production printing systems and wide format printers
Océ Printing Systems GmbH & Co. KG, Poing, Germany	1,260	High speed digital production printing systems
<i>Americas</i>		
Canon Virginia, Inc., Virginia, U.S.	1,662	Toner cartridges, molds and remanufacturing of copying machines
Canon Environmental Technologies, Inc., Virginia, U.S.	185	Recycling of toner cartridges
<i>Asia</i>		
Canon Inc., Taiwan, Taiwan	1,660	Lenses and digital cameras
Canon Opto (Malaysia) Sdn. Bhd., Selangor, Malaysia	611	Lenses and optical lens parts
Canon Dalian Business Machines, Inc., Dalian, China	1,732	Production and recycling of toner cartridges, production of laser printers
Canon Zhuhai, Inc., Zhuhai, China	1,157	Digital cameras, digital video camcorders and contact image sensors
Canon Prachinburi (Thailand) Ltd., Prachinburi, Thailand	1,008	Copying machines
Canon Hi-Tech (Thailand) Ltd., Ayutthaya and Nakohon Ratchasima, Thailand	3,274	Inkjet printers, MFDs, scanners, molds and plastic injection molded parts
Canon Zhongshan Business Machines Co., Ltd., Zhongshan, China	1,387	Laser printers
Canon Vietnam Co., Ltd., Hanoi, Vietnam	3,277	Inkjet printers, laser printers, MFDs, scanners and contact image sensors
Canon (Suzhou) Inc., Suzhou, China	1,517	Copying machines
Canon Finetech Nisca (Shenzhen) Inc., Shenzhen, China	721	Copying machines and laser printer peripherals
Canon Electronics Vietnam Co., Ltd., Hung Yen Province, Vietnam	308	Components
Canon Business Machines (Philippines), Inc., Batangas, Philippines	898	Laser printers

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Canon considers its manufacturing and other facilities to be well maintained and believes that its plant capacity is adequate for its current requirements. None of the buildings or land are subject to any major encumbrances.

**Main facilities under construction for establishment/expansion**

<b>Name and location</b>	<b>Principal activities and products manufactured</b>
<b>Domestic</b>	
Fukushima Canon Inc., Fukushima	New production base* (Imaging System Business Unit)
	*To be leased to Fukushima Canon Inc., a wholly-owned subsidiary, by the Company
Canon Components, Inc.	New administration and Development Building (Imaging System Business Unit)

**Item 4A. Unresolved Staff Comments**

None.

**Item 5. Operating and Financial Review and Prospects**

**A. Operating Results**

The following discussion and analysis provides information that management believes to be relevant to understanding Canon's consolidated financial condition and results of operations.

**Overview**

Canon is one of the world's leading manufacturers of plain paper copying machines, office multifunction devices ( MFDs ), laser printers, cameras, inkjet printers, semiconductor lithography equipment and FPD (Flat panel display) lithography equipment. Canon earns revenues primarily from the manufacture and sale of these products domestically and internationally. Canon's basic management policy is to contribute to the prosperity and well-being of the world while endeavoring to become a truly excellent global corporate group targeting continued growth and development.

Canon divides its businesses into three segments: the Office Business Unit, the Imaging System Business Unit, and the Industry and Others Business Unit.

*Economic environment*

Looking back at the global economy in 2016, the trend of recovery in the U.S. economy became stronger as employment conditions and consumer spending progressively improved from the latter half of the year. In Europe, although the economy grew moderately, centered on Germany, the outlook for the region's economy has grown increasingly uncertain due to concerns over the UK's decision to exit the EU and the political unrest in Syria. The Chinese economy continued its deceleration trend while the economies of emerging countries such as Russia and Brazil remained stagnant. In Japan, the economy remained weak due to weak consumer spending. Looking at the global economy as a whole, although higher growth than the previous year was expected at the beginning of the year, the global economy overall experienced its lowest level of growth since the financial crisis precipitated by Lehman Brothers' bankruptcy.

*Market environment*

As for the markets in which Canon operates amid these conditions, regarding the demand for office MFDs and laser printers, the demand for color models enjoyed strong growth due to the trend of shifting from

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monochrome to color machines, while the demand for monochrome shrunk due to the continued economic slowdown in emerging countries. As for cameras, along with the ongoing contraction of the market, especially for digital compact cameras, the market suffered from a shortage of components arising from the earthquake in Kumamoto earlier in the year. Additionally, demand for inkjet printers continued to decline. Within the Industry and Other sector, demand for lithography equipment used in the production of flat panel displays ( FPDs ) and manufacturing equipment for organic LED ( OLED ) displays enjoyed strong growth thanks to active capital investment by panel manufacturers.

The average value of the yen during the year was ¥108.58 against the U.S. dollar, a year-on-year appreciation of approximately ¥13, and ¥120.25 against the euro, a year-on-year appreciation of approximately ¥14.

*Summary of operations*

During 2016, color-model office MFDs achieved higher growth than the market average, making up for the continued decline of monochrome models, which led to the same level of unit sales as the previous year overall. Although the unit sales of laser printers were below level compared with the same period of the previous year until the third quarter, due to the sluggish economic conditions in the emerging countries, signs of bottoming out started to appear in the fourth quarter. Looking at the interchangeable-lens digital cameras, sales volume for the year exceeded that of the previous year, supported by sales of new products, while sales volume for digital compact cameras declined compared with the previous year amid the ongoing contraction of the market. Sales volume for inkjet printers declined for consumer products, while sales volume of wide format inkjet printers for business use exceeded the previous year. In contrast, sales of FPD lithography equipment and OLED panel manufacturing equipment increased, boosted by increased capital investment by panel manufacturers. Consequently, along with the negative impact of the appreciation of the yen, net sales for the year decreased 10.5% year on year to ¥3,401,487 million. The gross profit ratio decreased by 1.7 points year on year to 49.2% mainly due to the negative effect of yen's appreciation. Despite a reduction in operating expenses of 8.5% year on year, partly due to Group-wide efforts to reduce spending, operating profit decreased by 35.6% to ¥228,866 million. Other income (deductions) increased by ¥23,557 million due to foreign currency exchange gains while income before income taxes decreased by 29.6% year on year to ¥244,651 million and net income attributable to Canon Inc. decreased by 31.6% to ¥150,650 million.

*Key performance indicators*

The following are the key performance indicators ( KPIs ) that Canon uses in managing its business. The changes from year to year in these KPIs are set forth in the table shown below.

**KEY PERFORMANCE INDICATORS**

	2016	2015	2014	2013	2012
Net sales (Millions of yen)	3,401,487	3,800,271	3,727,252	3,731,380	3,479,788
Gross profit to net sales ratio	49.2%	50.9%	49.9%	48.2%	47.4%
R&D expense to net sales ratio	8.9%	8.6%	8.3%	8.2%	8.5%
Operating profit to net sales ratio	6.7%	9.3%	9.8%	9.0%	9.3%
Inventory turnover measured in days	59 days	47 days	50 days	52 days	57 days
Debt to total assets ratio	11.9%	0.0%	0.0%	0.1%	0.1%
Canon Inc. shareholders' equity to total assets ratio	54.2%	67.0%	66.8%	68.6%	65.7%

Note: Inventory turnover measured in days is determined by: Inventory divided by net sales for the previous six months, multiplied by 182.5. The increase of inventory turnover in 2016 was primarily due to the acquisition of Toshiba Medical Systems Corporation ( TMSC ) on December 19, 2016. If this factor were excluded, the inventory turnover would show 50 days.

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### Revenues

As Canon pursues the goal to become a truly excellent global company, one indicator upon which Canon's management places strong emphasis is revenue. The following are some of the KPIs related to revenue that management considers to be important.

Net sales is one such KPI. Canon derives net sales primarily from the sale of products and, to a lesser extent, provision of services associated with its products. Sales vary depending on such factors as product demand, the number and size of transactions within the reporting period, market acceptance for new products, and changes in sales prices. Other factors involved are market share and market environment. In addition, management considers the evaluation of net sales by segment to be important for the purpose of assessing Canon's sales performance in various segments, taking into account recent market trends.

Gross profit ratio (ratio of gross profit to net sales) is another KPI for Canon. Through its reforms of product development, Canon has been striving to shorten product development lead times in order to launch new, competitively priced products at a faster pace. Furthermore, Canon has further achieved cost reductions through enhancement of efficiency in its production. Canon believes that these achievements have contributed to improving Canon's gross profit ratio, and will continue pursuing the curtailment of product development lead times and reductions of production costs.

Operating profit ratio (ratio of operating profit to net sales) and R&D expense to net sales ratio are considered to be KPIs by Canon. Canon is focusing on two areas for improvement. Canon is striving to control and reduce its selling, general and administrative expenses as its first key point. Secondly, Canon's R&D policy is designed to maintain adequate spending in core technology to sustain Canon's leading position in its current business areas and to exploit opportunities in other markets. Canon believes such investments will create the basis for future success in its business and operations.

### Cash flow management

Canon also places significant emphasis on cash flow management. The following are the KPIs relating to cash flow management that Canon's management believes to be important.

Inventory turnover measured in days is a KPI because it measures the efficiency of supply chain management. Inventories have inherent risks of becoming obsolete, physically damaged or otherwise decreasing significantly in value, which may adversely affect Canon's operating results. To mitigate these risks, management believes that it is crucial to continue reducing work-in-process inventories by decreasing production lead times in order to promptly recover related product expenses, while balancing risks of supply chain disruptions by optimizing finished goods inventories in order to avoid losing potential sales opportunities.

The debt to total assets ratio is also one of the KPIs. For a manufacturing company like Canon, it generally takes considerable time to realize profit from a business due to lead times required for R&D, manufacturing and sales has to be followed for success. Therefore, management believes that it is important to have sufficient financial strength. Canon will continue to reduce its dependency on external funds for capital investments in favor of generating the necessary funds from its own operations.

Canon Inc. shareholders' equity to total assets ratio is another KPI for Canon. Canon believes that its shareholders' equity to total assets ratio measures its long-term sustainability. Canon also believes that achieving a high or rising shareholders' equity ratio indicates that Canon has maintained a strong financial position or further improved its ability to fund debt obligations and other unexpected expenses. In the long-term, Canon's management believes a high shareholders' equity ratio will enable the company to maintain a high level of stable investments for its future operations and development. As Canon puts strong emphasis on its R&D activities, management believes that it is important to maintain a stable financial base and, accordingly, a high level of its shareholders' equity to total assets ratio.

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### **Critical accounting policies and estimates**

The consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles ( U.S. GAAP ) and based on the selection and application of significant accounting policies which require management to make significant estimates and assumptions. These estimates and assumptions include future market conditions, net sales growth rate, gross margin and discount rate. Though Canon believes that the estimates and assumptions are reasonable, actual future results may differ from these estimates and assumptions. Canon believes that the following are the more critical judgment areas in the application of its accounting policies that currently affect its financial condition and results of operations.

#### Revenue recognition

Canon generates revenue principally through the sale of office and imaging system products, equipment, supplies, and related services under separate contractual arrangements. Canon recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred and title and risk of loss have been transferred to the customer or services have been rendered, the sales price is fixed or determinable, and collectibility is probable.

Revenue from sales of office products, such as office MFDs and laser printers, and imaging system products, such as digital cameras and inkjet printers, is recognized upon shipment or delivery, depending upon when title and risk of loss transfer to the customer.

Revenue from sales of optical equipment, such as semiconductor lithography equipment and FPD lithography equipment that are sold with customer acceptance provisions related to their functionality, is recognized when the equipment is installed at the customer site and the specific criteria of the equipment functionality are successfully tested and demonstrated by Canon. Service revenue is derived primarily from separately priced product maintenance contracts on equipment sold to customers and is measured at the stated amount of the contract and recognized as services are provided.

Canon also offers separately priced product maintenance contracts for most office products, for which the customer typically pays a stated base service fee plus a variable amount based on usage. Revenue from these service maintenance contracts is measured at the stated amount of the contract and recognized as services are provided and variable amounts are earned.

Revenue from the sale of equipment under sales-type leases is recognized at the inception of the lease. Income on sales-type leases and direct-financing leases is recognized over the life of each respective lease using the interest method. Leases not qualifying as sales-type leases or direct-financing leases are accounted for as operating leases and the related revenue is recognized ratably over the lease term. When equipment leases are bundled with product maintenance contracts, revenue is first allocated considering the relative fair value of the lease and non-lease deliverables based upon the estimated relative fair values of each element. Lease deliverables generally include equipment, financing and executory costs, while non-lease deliverables generally consist of product maintenance contracts and supplies.

For all other arrangements with multiple elements, Canon allocates revenue to each element based on its relative selling price if such element meets the criteria for treatment as a separate unit of accounting. Otherwise, revenue is deferred until the undelivered elements are fulfilled and accounted for as a single unit of accounting.

Canon records estimated reductions to sales at the time of sale for sales incentive programs including product discounts, customer promotions and volume-based rebates. Estimated reductions to sales are based upon historical trends and other known factors at the time of sale. In addition, Canon provides price protection to certain resellers of its products, and records reductions to sales for the estimated impact of price protection obligations when announced.



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Estimated product warranty costs are recorded at the time revenue is recognized and are included in selling, general and administrative expenses. Estimates for accrued product warranty costs are based on historical experience, and are affected by ongoing product failure rates, specific product class failures outside of the baseline experience, material usage and service delivery costs incurred in correcting a product failure.

### Allowance for doubtful receivables

Allowance for doubtful receivables is determined using a combination of factors to ensure that Canon's trade and financing receivables are not overstated due to uncollectibility. These factors include the length of time receivables are past due, the credit quality of customers, macroeconomic conditions and historical experience. Also, Canon records specific reserves for individual accounts when Canon becomes aware of a customer's inability to meet its financial obligations to Canon, due for example to bankruptcy filings or deterioration in the customer's operating results or financial position. If circumstances related to customers change, estimates of the recoverability of receivables are further adjusted.

### Valuation of inventories

Inventories are stated at the lower of cost or net realizable value. Cost is determined by the average method for domestic inventories and principally the first-in, first-out method for overseas inventories. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make a sale. Canon routinely reviews its inventories for their salability and for indications of obsolescence to determine if inventories should be written-down to market value. Judgments and estimates must be made and used in connection with establishing such allowances in any accounting period. In estimating the net realizable value of its inventories, Canon considers the age of the inventories and the likelihood of spoilage or changes in market demand for its inventories.

### Impairment of long-lived assets

Long-lived assets, such as property, plant and equipment, and acquired 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 the asset exceeds its estimated undiscounted future cash flows, an impairment charge is recognized in the amount by which the carrying amount of the asset exceeds the fair value of the asset. Determining the fair value of the asset involves the use of estimates and assumptions.

### Property, plant and equipment

Property, plant and equipment are stated at cost. Depreciation is calculated principally by the declining-balance method, except for certain assets which are depreciated by the straight-line method over the estimated useful lives of the assets.

### Business combinations

The acquisition is accounted for using the acquisition method of accounting. The acquisition method of accounting requires the identification and measurement of all acquired tangible and intangible assets and assumed liabilities at their respective fair values, as of the acquisition date. The determination of the fair value of net assets acquired involves significant judgment and estimates, such as future cash flow projections, appropriate discount and capitalization rates and other estimates based on available market information. Estimates of future cash flows are based on a number of factors including operating results, known and anticipated trends, as well as market and economic conditions. With regard to acquisition of TMSC, the identification and measurement of acquired tangible and intangible assets are still preliminary and subject to change within the measurement period. For further information, please refer to Note 7 of the Notes to Consolidated Financial Statements.

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**Table of Contents****Goodwill and other intangible assets**

Goodwill and other intangible assets with indefinite useful lives are not amortized, but are instead tested for impairment annually in the fourth quarter of each year, or more frequently if indicators of potential impairment exist. Canon performs its impairment test of goodwill using the two-step approach at the reporting unit level, which is one level below the operating segment level. All goodwill is assigned to the reporting unit or units that benefit from the synergies arising from each business combination. If the carrying amount assigned to the reporting unit exceeds the fair value of the reporting unit, Canon performs the second step to measure an impairment charge in the amount by which the carrying amount of a reporting unit's goodwill exceeds its implied fair value. Fair value of a reporting unit is determined primarily based on the discounted cash flow analysis which involves estimates of projected future cash flows and discount rates. Estimates of projected future cash flows are primarily based on Canon's forecast of future growth rates. Estimates of discount rates are determined based on the weighted average cost of capital, which considers primarily market and industry data as well as specific risk factors. Canon has completed its impairment test in the fourth quarter of 2016 and determined that there were no reporting units that were at risk of failing the impairment test as the fair value of each reporting unit exceeded its respective carrying amount. Intangible assets with finite useful lives consist primarily of software, trademarks, patents and developed technology, license fees and customer relationships, which are amortized using the straight-line method. The estimated useful lives of software are from 3 years to 5 years, trademarks are 15 years, patents and developed technology are from 7 years to 17 years, license fees are 7 years, and customer relationships are from 11 years to 20 years, respectively.

**Income tax uncertainties**

Canon considers many factors when evaluating and estimating income tax uncertainties. These factors include an evaluation of the technical merits of the tax positions as well as the amounts and probabilities of the outcomes that could be realized upon settlement. The actual resolutions of those uncertainties will inevitably differ from those estimates, and such differences may be material to the financial statements.

**Valuation of deferred tax assets**

Canon currently has significant deferred tax assets, which are subject to periodic recoverability assessments. Realization of Canon's deferred tax assets is principally dependent upon its achievement of projected future taxable income. Canon's judgments regarding future profitability may change due to future market conditions, its ability to continue to successfully execute its operating restructuring activities and other factors. Any changes in these factors may require possible recognition of significant valuation allowances to reduce the net carrying value of these deferred tax asset balances. When Canon determines that certain deferred tax assets may not be recoverable, the amounts, which may not be realized, are charged to income tax expense and will adversely affect net income.

**Employee retirement and severance benefit plans**

Canon has significant employee retirement and severance benefit obligations that are recognized based on actuarial valuations. Inherent in these valuations are key assumptions, including discount rates and expected return on plan assets. Management must consider current market conditions, including changes in interest rates, in selecting these assumptions. Other assumptions include assumed rate of increase in compensation levels, mortality rate, and withdrawal rate. Changes in assumptions inherent in the valuation are reasonably likely to occur from period to period. Actual results that differ from the assumptions are accumulated and amortized over future periods and, therefore, generally affect future pension expenses. While management believes that the assumptions used are appropriate, the differences may affect employee retirement and severance benefit costs in the future.

In preparing its financial statements for 2016, Canon estimated a weighted-average discount rate used to determine benefit obligations of 0.7% for Japanese plans and 2.2% for foreign plans and a weighted-average

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expected long-term rate of return on plan assets of 3.1% for Japanese plans and 4.4% for foreign plans. In estimating the discount rate, Canon uses available information about rates of return on high-quality fixed-income government and corporate bonds currently available and expected to be available during the period to the maturity of the pension benefits. Canon establishes the expected long-term rate of return on plan assets based on management's expectations of the long-term return of the various plan asset categories in which it invests. Management develops expectations with respect to each plan asset category based on actual historical returns and its current expectations for future returns

Decreases in discount rates lead to increases in actuarial pension benefit obligations which, in turn, could lead to an increase in service cost and amortization cost through amortization of actuarial gain or loss, a decrease in interest cost, and vice versa. For 2016, a decrease of 50 basis points in the discount rate increases the projected benefit obligation by approximately ¥99,379 million. The net effect of changes in the discount rate, as well as the net effect of other changes in actuarial assumptions and experience, is deferred until subsequent periods.

Decreases in expected returns on plan assets may increase net periodic benefit cost by decreasing the expected return amounts, while differences between expected value and actual fair value of those assets could affect pension expense in the following years, and vice versa. For 2016, a change of 50 basis points in the expected long-term rate of return on plan assets would cause a change of approximately ¥4,462 million in net periodic benefit cost. Canon multiplies management's expected long-term rate of return on plan assets by the value of its plan assets to arrive at the expected return on plan assets that is included in pension expense. Canon defers recognition of the difference between this expected return on plan assets and the actual return on plan assets. The net deferral affects future pension expense.

Canon recognizes the funded status (i.e., the difference between the fair value of plan assets and the projected benefit obligations) of its pension plans in its consolidated balance sheets, with a corresponding adjustment to accumulated other comprehensive income (loss), net of tax.

**Consolidated results of operations****2016 compared with 2015**

Summarized results of operations for 2016 and 2015 are as follows:

	2016	Change	2015
	(Millions of yen, except per share amounts and percentage data)		
Net sales	3,401,487	-10.5%	3,800,271
Operating profit	228,866	-35.6	355,210
Income before income taxes	244,651	-29.6	347,438
Net income attributable to Canon Inc.	150,650	-31.6	220,209
Net income attributable to Canon Inc. shareholders per share:			
Basic	137.95	-31.6	201.65
Diluted	137.95	-31.6	201.65

Note: See notes to Item 3A Selected Financial Data .

*Sales*

In the current business term, the world economy as a whole experienced only a moderate recovery due to, among others, the slowdown in emerging economies. In such an environment, despite efforts to promote sales of highly-competitive products, due to the effect of significant appreciation of the yen, Canon's consolidated net sales in 2016 totaled ¥3,401,487 million, a decrease of 10.5% from the previous year.

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Overseas operations are significant to Canon's operating results and generated 79.2% of total net sales in 2016. Such sales are denominated in the applicable local currency and are subject to fluctuations in the value of the yen relative to those currencies. Despite efforts to reduce the impact of currency fluctuations on operating results, including localization of manufacturing in some regions along with procuring parts and materials from overseas suppliers, Canon believes such fluctuations have had and will continue to have a significant effect on its results of operations.

The average value of the yen during the year was ¥108.58 against the U.S. dollar, a year-on-year appreciation of approximately ¥13, and ¥120.25 against the euro, a year-on-year appreciation of approximately ¥14. The effects of foreign exchange rate fluctuations negatively affected net sales by approximately ¥280,434 million in 2016. This unfavorable impact consisted of approximately ¥144,206 million of unfavorable impact for the U.S. dollar denominated sales and unfavorable impact of ¥90,308 million for the euro denominated sales, and ¥45,920 million for other foreign currency denominated sales.

*Cost of sales*

Cost of sales principally reflects the cost of raw materials, parts and labor used by Canon in the manufacture of its products. A portion of the raw materials used by Canon is imported or includes imported materials. Many of these raw materials are subject to fluctuations in world market prices accompanied by fluctuations in foreign exchange rates that may affect Canon's cost of sales. Other components of cost of sales include depreciation expenses, maintenance expenses, light and fuel expenses, and rent expenses. The ratio of cost of sales to net sales for 2016 and 2015 was 50.8% and 49.1%, respectively.

*Gross profit*

Canon's gross profit in 2016 decreased by 13.5% to ¥1,673,833 million from 2015. The gross profit ratio also decreased by 1.7 points year on year to 49.2%. The decrease in the gross profit ratio primarily reflects the negative effect of appreciation of the yen against other foreign currencies such as the U.S. dollar and the euro.

*Operating expenses*

The major components of operating expenses are payroll, R&D, advertising expenses and other marketing expenses. Operating expenses decreased 8.5% year on year to ¥1,444,967 million owing to such factors as the decrease in foreign-currency-denominated operating expenses after conversion into yen due to the appreciation of the yen, and a decrease in advertising and other marketing expenses and R&D expenses.

*Operating profit*

Operating profit in 2016 decreased 35.6% from 2015 to a total of ¥228,866 million. The ratio of operating profit to net sales decreased 2.6 points to 6.7% from 2015.

*Other income (deductions)*

Other income (deductions) for 2016 was ¥15,785 million, an increase of ¥23,557 million from 2015 mainly due to a decrease in foreign currency exchange loss.

*Income before income taxes*

Income before income taxes in 2016 was ¥244,651 million, a decrease of 29.6% from 2015, and constituted 7.2% of net sales.

**Table of Contents***Income taxes*

Provision for income taxes in 2016 decreased by ¥33,424 million from 2015. The effective tax rate for 2016 was 33.8%, which was higher than the statutory tax rate in Japan. This was mainly due to the effect of reversal of deferred tax assets derived from changes in tax laws and Japanese tax rates that took effect in 2016.

*Net income attributable to Canon Inc.*

As a result, net income attributable to Canon Inc. in 2016 decreased by 31.6% to ¥150,650 million, which represents 4.4% of net sales.

*Segment information*

Canon divides its businesses into three segments: the Office Business Unit, the Imaging System Business Unit and the Industry and Others Business Unit.

The Office Business Unit mainly includes office multifunction devices ( MFDs ), laser multifunction printers ( MFPs ), laser printers, digital production printing systems, high speed continuous feed printers, wide-format printers and document solutions.

The Imaging System Business Unit mainly includes interchangeable lens digital cameras, digital compact cameras, digital camcorders, digital cinema cameras, interchangeable lenses, Compact photo printers, inkjet printers, large-format inkjet printers, commercial photo printers, image scanners, multimedia projectors, broadcast equipment and calculators.

The Industry and Others Business Unit mainly includes semiconductor lithography equipment, FPD (Flat panel display) lithography equipment, digital radiography systems, diagnostic X-ray systems, computed tomography, magnetic resonance imaging, diagnostic ultrasound systems, clinical chemistry analyzers, ophthalmic equipment, vacuum thin-film deposition equipment, organic LED ( OLED ) panel manufacturing equipment, die bonders, micromotors, network cameras, handy terminals and document scanners.

*Sales by segment*

Please refer to the table of sales by segment in Note 21 of the Notes to Consolidated Financial Statements.

Canon's sales by segment are summarized as follows:

	2016	Change	2015
	(Millions of yen, except percentage data)		
Office	1,807,819	-14.4%	2,110,816
Imaging System	1,095,289	-13.3	1,263,835
Industry and Others	584,660	+11.4	524,651
Eliminations	(86,281)		(99,031)
<b>Total</b>	<b>3,401,487</b>	<b>-10.5%</b>	<b>3,800,271</b>

Within the Office Business Unit, unit sales of office MFDs increased overall from the previous year thanks to strong sales of color models, even with the continued decrease in sales of monochrome models. This growth was supported by steady sales of the color A3 (12 x18 ) imageRUNNER ADVANCE C5500-series models, which were released this year, and the small-office/home-office color A3 (12 x18 ) imageRUNNER C3300-series models, which were launched in the previous year, along with expanded sales of imagePRESS C1000VP-series models, which target the production printing market. Among high-speed continuous-feed printers, unit sales of the Océ-produced VarioPrint i300, a high-speed sheet-fed color inkjet press, increased year on year. Although the unit sales of laser printers had been below level against the same period of the previous year until

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the third quarter, due to the sluggish economic conditions in the emerging countries, unit sales exceeded the same period of the year at fourth quarter along with a smooth transition to new models as planned. These factors, coupled with the negative effect of unfavorable currency exchange rates, resulted in total sales for the business unit of ¥1,807,819 million, a year-on-year decline of 14.4%, while operating profit totaled ¥169,486 million, a year-on-year decline of 41.7%.

Within the Imaging System Business Unit, sales volume for interchangeable-lens digital cameras grew compared with the previous year owing to healthy demand for the EOS-1D X mark II and the EOS 5D mark IV, which were launched this year, and the launch of a new addition to the Company's strengthening compact-system camera lineup, the EOS M5, which features a built-in EVF. As for digital compact cameras, along with the ongoing contraction of the market, sales volume declined amid difficulties in procuring components due to the earthquake in Kumamoto earlier in the year, with much of the profitability generated by sales of high-added-value models that deliver high image quality and zoom capabilities. As for inkjet printers, although sales volume declined compared with the previous year due to a shrinking market for consumer products, sales of models equipped with large-capacity ink tanks that were launched in the fourth quarter of 2015 experienced healthy demand mainly in emerging countries, while demand was high mainly in Japan for newly designed models for home use that were launched in 2016. Additionally, wide format inkjet printers, new imagePROGRAF PRO-series models, which target the professional photo and graphic art market, saw an increase in unit sales. As a result of these factors, along with the negative effect of unfavorable currency exchange rates, sales for the business unit decreased by 13.3% to ¥1,095,289 million while operating profit totaled ¥144,413 million, a year-on-year decline of 21.3%.

In the Industry and Others Business Unit, unit sales of semiconductor lithography equipment decreased from the previous year amid the postponement of some capital investments by customers. As for FPD lithography equipment, unit sales of lithography systems employed in the fabrication of mid- and small-size panels increased in response to growing demand for high-definition OLED displays used in mobile devices. Also, sales of manufacturing equipment for OLED displays, which is sold by Canon Tokki, increased amid brisk capital investment by panel manufacturers. In addition, sales of network cameras increased compared with the previous year thanks to efforts to strengthen the product lineup. Consequently, sales for the business unit increased 11.4% year-on-year to ¥584,660 million while operating profit grew by ¥20,527 million to ¥7,448 million.

Intersegment sales of ¥86,281 million, representing 2.5% of total sales, are eliminated from total sales for the three segments, and are described as Eliminations.

**Sales by geographic area**

Please refer to the table of sales by geographic area in Note 21 of the Notes to Consolidated Financial Statements.

A summary of net sales by geographic area in 2016 and 2015 is provided below:

	2016	Change	2015
	(Millions of yen, except percentage data)		
Japan	706,979	-1.0%	714,280
Americas	963,544	-15.8	1,144,422
Europe	913,523	-15.0	1,074,366
Asia and Oceania	817,441	-5.7	867,203
Total	3,401,487	-10.5%	3,800,271

Note: This summary of net sales by geographic area is determined by the location where the product is shipped to the customers.

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A geographical analysis indicates that net sales in 2016 are summarized as follows.

In Japan, net sales decreased 1.0% from the previous year due to the ongoing contraction of the digital camera market, especially for digital compact cameras, which reflected a slow recovery in consumer spending.

In the Americas, net sales decreased 15.8% from the previous year owing to the negative effect of the yen's appreciation and the decline in sales of laser printers, interchangeable-lens digital cameras and digital compact cameras.

In Europe, net sales decreased 15.0% from the previous year owing to the negative effect of the yen's appreciation and the decline in sales of laser printers.

In Asia and Oceania, despite strong sales of manufacturing equipment for OLED displays which is sold by Canon Tokki, net sales decreased by 5.7% from the previous year mainly due to the negative effect of the yen's appreciation.

**Operating profit by segment**

Please refer to the table of segment information in Note 21 of the Notes to Consolidated Financial Statements.

Operating profit for the Office Business Unit in 2016 decreased by 41.7% from the previous year to ¥169,486 million, owing to the negative effect of the yen's appreciation along with the decrease in sales of laser printers.

Operating profit for the Imaging System Business Unit in 2016 decreased by 21.3% from the previous year to ¥144,413 million, owing to the negative effect of the yen's appreciation along with the decrease in sales of compact digital cameras.

Operating profit for the Industry and Others Business Unit in 2016 grew by ¥20,527 million to ¥7,448 million thanks to strong sales of manufacturing equipment for OLED displays and network cameras, despite the negative impact of the yen's appreciation.

**2015 compared with 2014**

Summarized results of operations for 2015 and 2014 are as follows:

	2015	Change	2014
	(Millions of yen, except per share amounts and percentage data)		
Net sales	3,800,271	+2.0%	3,727,252
Operating profit	355,210	-2.3	363,489
Income before income taxes	347,438	-9.3	383,239
Net income attributable to Canon Inc.	220,209	-13.6	254,797
Net income attributable to Canon Inc. shareholders per share:			
Basic	201.65	-12.0	229.03
Diluted	201.65	-12.0	229.03

Note: See notes to Item 3A Selected Financial Data .

**Sales**

The shrinking market for digital compact cameras and the slowing growth of China's economy led to a major decline in net sales in Imaging System Business Unit. However, due to steady demand for color-model

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office MFDs and color-model light-production printing systems, benefitting from the boost provided by the acquisition of Axis and the positive effect of favorable currency exchange rates, Canon's consolidated net sales in 2015 totaled ¥3,800,271 million, an increase of 2.0% from the previous year.

Overseas operations are significant to Canon's operating results and generated 81.2% of total net sales in 2015. Such sales are denominated in the applicable local currency and are subject to fluctuations in the value of the yen relative to those currencies. Despite efforts to reduce the impact of currency fluctuations on operating results, including localization of manufacturing in some regions along with procuring parts and materials from overseas suppliers, Canon believes such fluctuations have had and will continue to have a significant effect on its results of operations.

The average value of the yen during the year was ¥121.13 against the U.S. dollar, a year-on-year depreciation of approximately ¥15, and ¥134.20 against the euro, a year-on-year appreciation of approximately ¥6. The effects of foreign exchange rate fluctuations positively affected net sales by approximately ¥146,800 million in 2015. This favorable impact consisted of approximately ¥44,800 million of unfavorable impact for the euro denominated sales and favorable impact of ¥170,500 million for the U.S. dollar denominated sales, and ¥21,100 million for other foreign currency denominated sales.

### *Cost of sales*

Cost of sales principally reflects the cost of raw materials, parts and labor used by Canon in the manufacture of its products. A portion of the raw materials used by Canon is imported or includes imported materials. Many of these raw materials are subject to fluctuations in world market prices accompanied by fluctuations in foreign exchange rates that may affect Canon's cost of sales. Other components of cost of sales include depreciation expenses, maintenance expenses, light and fuel expenses, and rent expenses. The ratio of cost of sales to net sales for 2015 and 2014 was 49.1% and 50.1%, respectively.

### *Gross profit*

Canon's gross profit in 2015 increased by 3.9% to ¥1,934,384 million from 2014. The gross profit ratio also increased by 1.0 points year on year to 50.9%. The increase in the gross profit ratio reflects ongoing cost-cutting activities and highly profitable new products.

### *Operating expenses*

The major components of operating expenses are payroll, R&D, advertising expenses and other marketing expenses. Operating expenses increased 5.4% year on year to ¥1,579,174 million owing to such factors as the increase in foreign-currency-denominated operating expenses after conversion into yen due to the depreciation of the yen, additional operating expenses after the acquisition of Axis and an increase in R&D expenses related to new products.

### *Operating profit*

Operating profit in 2015 decreased 2.3% from 2014 to a total of ¥355,210 million. The ratio of operating profit to net sales decreased 0.5% to 9.3% from 2014.

### *Other income (deductions)*

Other income (deductions) for 2015 decreased ¥27,522 million, mainly due to foreign currency exchange losses.



**Table of Contents***Income before income taxes*

Income before income taxes in 2015 was ¥347,438 million, a decrease of 9.3% from 2014, and constituted 9.1% of net sales.

*Income taxes*

Provision for income taxes in 2015 decreased by ¥1,895 million from 2014. The effective tax rate for 2015 was 33.4%, which was lower than the statutory tax rate in Japan. This was mainly due to the tax credit for R&D expenses.

*Net income attributable to Canon Inc.*

As a result, net income attributable to Canon Inc. in 2015 decreased by 13.6% to ¥220,209 million, which represents 5.8% of net sales.

*Segment information*

Canon divides its businesses into three segments: the Office Business Unit, the Imaging System Business Unit and the Industry and Others Business Unit.

The Office Business Unit mainly includes office multifunction devices ( MFDs ), laser multifunction printers ( MFPs ), laser printers, digital production printing systems, high speed continuous feed printers, wide-format printers and document solutions.

The Imaging System Business Unit mainly includes interchangeable lens digital cameras, digital compact cameras, digital camcorders, digital cinema cameras, interchangeable lenses, Compact photo printers, inkjet printers, large-format inkjet printers, commercial photo printers, image scanners, multimedia projectors, broadcast equipment and calculators.

The Industry and Others Business Unit mainly includes semiconductor lithography equipment, FPD (Flat panel display) lithography equipment, digital radiography systems, ophthalmic equipment, vacuum thin-film deposition equipment, organic LED ( OLED ) panel manufacturing equipment, die bonders, micromotors, network cameras, handy terminals and document scanners.

*Sales by segment*

Please refer to the table of sales by segment in Note 21 of the Notes to Consolidated Financial Statements.

Canon's sales by segment are summarized as follows:

	2015	Change	2014
	(Millions of yen, except percentage data)		
Office	2,110,816	+1.5%	2,078,732
Imaging System	1,263,835	-5.9	1,343,194
Industry and Others	524,651	+31.6	398,765
Eliminations	(99,031)		(93,439)
<b>Total</b>	<b>3,800,271</b>	<b>+2.0%</b>	<b>3,727,252</b>

Within the Office Business Unit, as for office MFDs, thanks to strong sales of color models led by new small-office/home-office color A3 (12 x18 ) imageRUNNER ADVANCE C3300-series models and imagePRESS C800/700-series color digital presses targeting the light production market, unit sales of color models increased compared with the previous year, as did unit sales for the segment overall, including monochrome models, which had been facing decreasing demand. Among high-speed continuous-feed printers, the new Océ-produced VarioPrint i300, Canon's first high-speed sheet-fed color inkjet press, gained favorable

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reviews. As for laser printers, total sales volume decreased due to declining demand in emerging countries. Those factors, coupled with the positive effect of favorable currency exchange rates, resulted in sales for the business unit totaling ¥2,110,816 million, a year-on-year increase of 1.5%, while operating profit totaled ¥290,586 million, a year-on-year decrease of 0.5%.

Within the Imaging System Business Unit, although total sales volume of interchangeable-lens digital cameras declined due to currency depreciations in emerging countries and the slowdown of China's economy, there were positive signs of a recovery in sales in the U.S. and Japan. Additionally, sales have been strong for such models as the EOS 5DS and EOS 5DS R digital SLR cameras, which deliver the highest resolution of any model in the history of EOS cameras. As for digital compact cameras, while sales volume declined amid the ongoing contraction of the market, the ratio of more profitable high-added-value models increased owing to efforts to strengthen the lineup of PowerShot G-series models. As for inkjet printers, although Canon has been working to expand sales through the Company's broad product lineup, ranging from home-use printers to MAXIFY-series business models, total sales volume declined due to the significant impact of shrinking markets, mainly in Asia. In contrast, sales of consumable supplies enjoyed solid demand. As a result, sales for the business unit totaled ¥1,263,835 million, a year-on-year decrease of 5.9%, while operating profit totaled ¥183,439 million, declining 5.7% year on year.

In the Industry and Others Business Unit, within the semiconductor lithography equipment segment, unit sales increased owing to strong capital investment in response to growing demand for memory devices used in mobile devices such as smartphones, and in cloud servers, along with increased demand for on-board automotive devices and for communication devices supporting the development of the Internet of Things ( IoT ). Unit sales of FPD lithography equipment also increased, particularly systems used in the fabrication of large-size panels. Consequently, along with the impact of the acquisition of Axis, which was consolidated in the second quarter, sales for the business unit increased 31.6% year on year to ¥524,651 million. As for operating profit, although it improved by ¥8,722 million compared with the previous year, the business unit was in the red by ¥13,079 million due to upfront investment in next-generation technologies and new businesses.

Intersegment sales of ¥99,031 million, representing 2.6% of total sales, are eliminated from total sales for the three segments, and are described as Eliminations .

**Sales by geographic area**

Please refer to the table of sales by geographic area in Note 21 of the Notes to Consolidated Financial Statements.

A summary of net sales by geographic area in 2015 and 2014 is provided below:

	2015	Change	2014
	(Millions of yen, except percentage data)		
Japan	714,280	-1.4%	724,317
Americas	1,144,422	+10.4	1,036,500
Europe	1,074,366	-1.5	1,090,484
Asia and Oceania	867,203	-1.0	875,951
<b>Total</b>	<b>3,800,271</b>	<b>+2.0%</b>	<b>3,727,252</b>

Note: This summary of net sales by geographic area is determined by the location where the product is shipped to the customers. A geographical analysis indicates that net sales in 2015 are summarized as follows.

In Japan, net sales decreased 1.4% from the previous year due mainly to the rush in demand during the first quarter of the previous year that preceded the country's consumption tax increase.

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In the Americas, net sales increased 10.4% from the previous year owing to the positive effects of favorable currency exchange rates along with the consolidation of new businesses.

In Europe, despite the solid demand for office MFDs and laser printers along with the consolidation of new businesses, sales decreased by 1.5% from the previous year due to the negative effect of the appreciation of the yen.

In Asia and Oceania, despite the positive impact of depreciation of the yen, net sales decreased by 1.0% from the previous year owing to the economic stagnation in China and Southeast Asian countries.

### ***Operating profit by segment***

Please refer to the table of segment information in Note 21 of the Notes to Consolidated Financial Statements.

Operating profit for the Office Business Unit in 2015 decreased by 0.5% to ¥290,586 million, owing to the increase in R&D and other expenses.

Despite operating profit for the Imaging System Business Unit in 2015 decreased by 5.7% from the previous year to ¥183,439 million, in response to the sales decline, operating profit ratio remained at the same level year on year, owing to the improvement in profitability from the sales shift to high-added-value models in camera, along with the positive effects of favorable currency exchange rates.

Operating profit for the Industry and Others Business Unit in 2015, despite an improvement from the previous year resulted from sales increase, recorded a loss of ¥13,079 million due to upfront investment in next-generation technologies and new businesses.

### **Foreign operations and foreign currency transactions**

Canon's marketing activities are performed by subsidiaries in various regions in local currencies, while the cost of sales is generally in yen. Given Canon's current operating structure, appreciation of the yen has a negative impact on net sales and the gross profit ratio. To reduce the financial risks from changes in foreign exchange rates, Canon utilizes derivative financial instruments, which consist principally of forward currency exchange contracts.

The operating profit on foreign operation sales is usually lower than that from domestic operations because foreign operations consist mainly of marketing activities. Marketing activities are generally less profitable than production activities, which are mainly conducted by the Company and its domestic subsidiaries. Please refer to the table of geographic information in Note 21 of the Notes to Consolidated Financial Statements.

### **B. Liquidity and capital resources**

Cash and cash equivalents decreased by ¥3,420 million to ¥630,193 million in fiscal 2016 compared to the previous year. Canon's cash and cash equivalents are primarily denominated in Japanese yen and in U.S. dollars, with the remainder denominated in other currencies.

Net cash provided by operating activities increased by ¥25,559 million to ¥500,283 million in fiscal 2016 compared to the previous year thanks to the decrease in working capital. The major component of Canon's cash inflow is cash received from customers, and the major components of Canon's cash outflow are payments for parts and materials, selling, general and administrative expenses, R&D expenses and income taxes.

For fiscal 2016, cash inflow from cash received from customers decreased due to sales deterioration. There were no significant changes in Canon's collection rates. Cash outflow for payments for parts and materials decreased due to efforts to reduce inventory level. Cash outflow for payments for selling, general and administrative expenses decreased thanks to Group-wide efforts to reduce spending those expenses.

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Net cash used in investing activities increased by ¥383,506 million to ¥837,125 million in fiscal 2016. This mainly reflects the acquisition of TMSC to solidify Canon's business foundation for its health care business within the realm of safety and security.

Canon defines free cash flow as cash flows from operating activities less cash flows from investing activities. For fiscal 2016, free cash flow decreased by ¥357,947 million to negative ¥336,842 million as compared with ¥21,105 million for fiscal 2015.

Note: Free cash flow is non-GAAP measure. Refer to Non-GAAP Financial Measures section for the explanation and the reconciliation to the reported GAAP measure.

Canon's management places importance on cash flow management and frequently monitors this indicator. Furthermore, Canon's management believes that this indicator is significant in understanding Canon's current liquidity and the alternatives of use in financing activities because it takes into consideration its operating and investing activities and believes that such indicator is beneficial to an investor's understanding. Canon refers to this indicator together with relevant U.S. GAAP financial measures shown in its consolidated statements of cash flows and consolidated balance sheets for cash availability analysis.

Net cash provided in financing activities totaled ¥355,692 million in fiscal 2016, mainly resulting from the long-term bank borrowing of ¥610,000 million related to the acquisition of TMSC, the dividend payout and the repayment for short-term loans. The Company paid dividends in fiscal 2016 of ¥150.00 per share.

To the extent Canon relies on external funding for its liquidity and capital requirements, it generally has access to various funding sources, including the issuance of additional share capital, issuance of corporate bond or loans. While Canon has been able to obtain funding from its traditional financing sources and from the capital markets, and believes it will continue to be able to do so in the future, there can be no assurance that adverse economic or other conditions will not affect Canon's liquidity or long-term funding in the future.

Short-term loans (including the current portion of long-term debt) amounted to ¥1,850 million at December 31, 2016 compared with ¥688 million at December 31, 2015. Long-term debt (excluding the current portion) amounted to ¥611,289 million at December 31, 2016 compared with ¥881 million at December 31, 2015.

Canon's long-term debt mainly consists of bank borrowings and lease obligations.

In order to facilitate access to global capital markets, Canon obtains credit ratings from two rating agencies: Moody's Investors Services, Inc. (Moody's) and Standard and Poor's Ratings Services (S&P). In addition, Canon maintains a rating from Rating and Investment Information, Inc. (R&I), a rating agency in Japan, for access to the Japanese capital market.

As of March 10, 2017, Canon's debt ratings are: Moody's: Aa3 (long-term); S&P: AA- (long-term), A-1+ (short-term); and R&I: AA+ (long-term). Canon does not have any rating downgrade triggers that would accelerate the maturity of a material amount of its debt. A downgrade in Canon's credit ratings or outlook could, however, increase the cost of its borrowings.

Canon's management policy in recent periods to optimize inventory levels is intended to maintain an appropriate balance among relevant imperatives, including minimizing working capital, avoiding undue exposure to the risk of inventory obsolescence, and maintaining the ability to sustain sales despite the occurrence of unexpected disasters.

Reflecting the foregoing circumstances, Canon's total inventory turnover ratios were 59, 47, and 50 days at the end of the fiscal years 2016, 2015, and 2014, respectively. The increase of inventory turnover in 2016 was primarily due to the acquisition of TMSC on December 19, 2016. If this factor were excluded, the inventory turnover would show 50 days.

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Increase in property, plant and equipment on an accrual basis in 2016 amounted to ¥171,597 million compared with ¥195,120 million in 2015 and ¥182,343 million in 2014. For 2017, Canon projects its increase in property, plant and equipment will be approximately ¥195,000 million.

Employer contributions to Canon's worldwide defined benefit pension plans were ¥14,575 million in 2016, ¥19,565 million in 2015 and ¥22,146 million in 2014. Employer contributions to Canon's worldwide defined contribution pension plans were ¥17,603 million in 2016, ¥17,277 million in 2015, and ¥15,077 million in 2014. In addition, employer contributions to the multiemployer pension plan of certain subsidiaries were ¥3,482 million in 2016, ¥3,864 million in 2015 and ¥2,815 million in 2014.

Working capital in 2016 decreased by ¥125,471 million to ¥1,116,379 million, compared with ¥1,241,850 million in 2015 and ¥1,470,554 million in 2014. Canon believes its working capital will be sufficient for its requirements for the foreseeable future. Canon's capital requirements are primarily dependent on management's business plans regarding the levels and timing of purchases of fixed assets and investments. The working capital ratio (ratio of current assets to current liabilities) for 2016 was 2.14 compared to 2.52 for 2015 and to 2.60 for 2014.

Return on assets (net income attributable to Canon Inc. divided by the average of total assets) was 3.1% in 2016, compared to 5.0% in 2015 and 5.9% in 2014.

Return on Canon Inc. shareholders' equity (net income attributable to Canon Inc. divided by the average of total Canon Inc. shareholders' equity) was 5.2% in 2016 compared with 7.4% in 2015 and 8.7% in 2014.

The debt to total assets ratio was 11.9%, 0.0% and 0.0% as of December 31, 2016, 2015 and 2014, respectively. Canon had short-term loans and long-term debt of ¥613,139 million as of December 31, 2016, ¥1,569 million as of December 31, 2015 and ¥2,166 million as of December 31, 2014.

**Non-GAAP Financial Measures**

We have reported our financial results in accordance with U.S. generally accepted accounting principles ( U.S. GAAP ). In addition, we have discussed our results using the combination of two GAAP cash flow measures, Net cash provided by operating activities and Net cash used for investing activities, which we refer to as Free Cash Flow which is non-GAAP measure. We believe this measure is beneficial to an investor's understanding on Canon's current liquidity and the alternatives of use in financing activities because it takes into consideration its operating and investing activities.

A reconciliation of these non-GAAP financial measures and the most directly comparable measures calculated and presented in accordance with GAAP are set forth on the following table.

**Free Cash Flow**

	December 31	
	2016	2015
	(Millions of yen)	
Net cash provided by operating activities	500,283	474,724
Net cash used in investing activities	(837,125)	(453,619)
Free cash flow	(336,842)	21,105

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### **C. Research and development, patents and licenses**

Canon has started its 5-year management plan, the Excellent Global Corporation Plan Phase V ( Phase V ) from the year 2016. In Phase V, our slogan is "Embrace the challenge of new growth through a grand strategic transformation" and there are three key strategies related to R&D:

- Establish a new production system to achieve a cost-of-sales ratio of 45%;
- Reinforce and expand new businesses while creating future businesses; and
- Enhance R&D capabilities through open innovation.

Canon has been striving to implement the three R&D related strategies as follows:

*Establish a new production system to achieve a cost-of-sales ratio of 45%:*

Strengthen domestic mother factories by integrating design, procurement, production engineering and manufacturing technology operations while pursuing total cost reduction by advancing production engineering capabilities with more sophisticated robots and next-generation technologies such as the IoT, big data and artificial intelligence.

*Reinforce and expand new businesses while creating future businesses:*

Create and expand new businesses by accelerating the horizontal expansion of existing business with the exploration of new application possibility of Canon's technologies into new fields. Also, invest intensively on the R&D of promising businesses areas such as commercial printing, network cameras and life sciences while actively taking advantage of M&A to accelerate the early expansion of these businesses.

*Enhance R&D capabilities through open innovation:*

Construct a more open R&D system that proactively leverages external technologies and knowledge to accelerate and improve efficiency of the R&D. Especially in our fundamental research and development, Canon is promoting joint and contract research with various partners including universities, research institutes, and startups around the world.

In the ImPACT (Impulsing Paradigm Change through Disruptive Technologies) program led by the Japanese government, Canon's Innovative Visualization Technology to Lead to Creation of a New Growth Industry was selected as one of the R&D programs in the year 2014, and we are aiming to develop medical inspection equipment with the physically-noninvasive and -nondestructive imaging technology. Additionally, Canon is currently working on collaborative research with Massachusetts General Hospital ( MGH ) and Brigham and Women's Hospital ( BWH ) to develop biomedical optical imaging and medical robotics technologies at the Healthcare Optics Research Laboratory in Cambridge, Massachusetts, founded in 2013.

Canon has developed a comprehensive imaging simulation system covering all image formation processes including optics, mechanics, sensor, and image processing, ahead of its competitors. With the simulation system, Canon has succeeded in further reducing the need for prototypes, lowering costs and shortening product development lead times.

Canon's consolidated R&D expenses were ¥302,376 million in 2016, ¥328,500 million in 2015 and ¥308,979 million in 2014. The ratios of R&D expenses to the consolidated total net sales for 2016, 2015 and 2014 were 8.9%, 8.6% and 8.3%, respectively.

Canon believes that new products protected by the robust patent portfolio will not easily allow competitors to compete with them, and will give them an advantage in establishing standards in the market and industry.

Canon obtained the third greatest number of private sector patents in 2016, according to the United States patent annual list, released by IFI CLAIMS® Patent Services.



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### **D. Trend information**

Although the IMF is projecting a modest pickup in the global economy in 2017, political and economic circumstances are expected to remain highly uncertain.

In the businesses in which Canon is involved, among office MFDs, demand for color models makes up for the market contraction of monochrome models and demand is expected to remain in line with that of the previous year overall. Although demand for laser printers is expected to remain at the same level as that for the previous year, demand for color models and laser multifunction models with high potential consumable sales is expected to increase. As for interchangeable-lens digital cameras, although demand is waning mainly in developed countries, the sluggish demand condition is improving gradually, which is expected to bottom out. Projections for digital compact cameras indicate continued market contraction, centered mainly on low-priced models. With regard to inkjet printers, demand is expected to continue declining mainly for consumer models. Looking at industrial equipment, within the semiconductor lithography equipment segment, the market is expected to remain at the same level as the previous year while the outlook for FPD lithography equipment and OLED display manufacturing equipment points to continued active capital investment by panel manufacturers. The network camera market is also expected to grow in response to increasing marketing and production site efficiency-enhancing needs, in addition to disaster monitoring and crime prevention functions.

Amid these conditions, 2017 marks not only the second year of Phase V of the Excellent Global Corporation Plan, but also Canon's 80th anniversary. To ensure that 2017 is a year befitting this milestone, Canon is addressing the following key challenges under the theme "Further promoting grand strategic transformation by accelerating reforms".

#### *Thoroughly bolster existing business*

In order to successfully transform its business structure, Canon will work to improve profitability by reinforcing the existing businesses that will support this transformation. Specifically, Canon will accelerate the development of "Dantotsu Products," which are products with unique appeal and strengths that realize high profitability thanks to their difficulty to imitate. At the same time, Canon will advance such initiatives as automation, in-house production, and procurement reform, in order to achieve a cost-of-sales ratio of 45%. Additionally, Canon will expand its business domains, developing new business models in response to the internet of things (IoT) and cloud environments.

#### *Strengthen and grow new businesses and create future businesses*

For commercial printing, with the aim of becoming a comprehensive printing company, Canon will accelerate product development in order to make a full-scale entry into the fast-growing package printing market. Regarding network cameras, Canon will work to strengthen camera intelligence, by not only improving image quality, but leveraging the image-processing and image-analytics technologies at its disposal in order to create market-specific solutions. As for healthcare, Canon will formulate new growth strategies, built around TMSC, and will exert the Group's comprehensive strength to provide innovative products and high-quality services on a global scale. For industrial equipment, such as IC lithography equipment that utilizes nanoimprint lithography, Canon will formulate new business strategies to pioneer a fourth industrial revolution driven by artificial intelligence and IoT.

#### *Restructure the global sales network*

In the B2B sphere, success or failure is determined by the capacity to devise and implement solutions. In addition to training highly skilled sales engineers with a breadth of technical knowledge spanning both hardware and software, Canon will establish a sales structure with networks that expand to corporations and governments. Additionally, Canon will formulate global sales strategies that take full advantage of the expansion and development of e-commerce.



**Table of Contents***Strengthen R&D through open innovation*

Canon will enhance R&D efficiency in existing business fields and be selective in investment in promising new fields. On top of this, aiming to establish and expand service businesses, Canon will train software engineers, develop systems and accelerate the establishment of an external cooperation system.

*Cultivate global human resources and reinvigorate the Canon spirit*

An enterprising spirit and the San-ji (Three Selves) Spirit of self-motivation, self-management, and self-awareness, have been basic components of Canon's corporate DNA since its foundation. Canon is now working to re-instill these values as we promote the development of human resources that are able to exert leadership in a global environment.

For a discussion of the trend by business segments, see Item 4 B. Business overview and Item 5 A. Operating Results.

**E. Off-balance sheet arrangements**

As part of its ongoing business, Canon does not participate in transactions that generate relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Canon provides guarantees for bank loans of its employees, affiliates and other companies. Canon will have to perform under a guarantee if the borrower defaults on a payment within the contract periods of 1 year to 30 years in the case of employees with housing loans, and 1 year to 5 years in the case of affiliates and other companies. The maximum amount of undiscounted payments Canon would have had to make in the event of default by all borrowers was ¥6,056 million at December 31, 2016. The carrying amounts of the liabilities recognized for Canon's obligations as a guarantor under those guarantees at December 31, 2016 were insignificant.

**F. Contractual obligations**

The following summarizes Canon's contractual obligations at December 31, 2016.

	Total	Payments Due By Period			More than 5 years
		Less than 1 year	1-3 years	3-5 years	
(Millions of yen)					
Contractual obligations:					
Long-Term Debt:					
Loan from a bank	610,000			610,000	
Capital Lease Obligations and Others	2,538	1,249	1,141	148	
Operating Lease Obligations	84,945	26,380	31,816	14,955	11,794
Purchase commitments for :					
Property, Plant and Equipment	36,578	36,578			
Parts and Raw Materials	119,395	119,395			
Other long-term liabilities					
Contribution to Defined Benefit Pension Plans	22,382	22,382			
<b>Total</b>	<b>875,838</b>	<b>205,984</b>	<b>32,957</b>	<b>625,103</b>	<b>11,794</b>

Note: The table does not include provisions for uncertain tax positions and related accrued interest and penalties, as the specific timing of future payments related to these obligations cannot be projected with reasonable certainty. See Note 12, Income Taxes in the Notes to Consolidated Financial Statements for further details.



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Contribution to defined benefit pension plans reflects the expected amount only for the next fiscal year, since contributions beyond the next fiscal year are not currently determinable due to uncertainties related to changes in actuarial assumptions, returns on plan assets and changes to plan membership.

Canon provides warranties of generally less than one year against defects in materials and workmanship on most of its consumer products. Estimated product warranty related costs are established at the time revenue are recognized and are included in selling, general and administrative expenses. Estimates for accrued product warranty costs are primarily based on historical experience, and are affected by ongoing product failure rates, specific product class failures outside of the baseline experience, material usage and service delivery costs incurred in correcting a product failure. As of December 31, 2016, accrued product warranty costs amounted to ¥13,168 million.

At December 31, 2016, commitments outstanding for the purchase of property, plant and equipment were approximately ¥36,578 million, and commitments outstanding for the purchase of parts and raw materials were approximately ¥119,395 million, both for use in the ordinary course of its business. Canon anticipates that funds needed to fulfill these commitments will be generated internally through operations.

During 2017, Canon expects to contribute ¥14,179 million to its Japanese defined benefit pension plans and ¥8,203 million to its foreign defined benefit pension plans.

Canon's management believes that current financial resources, cash generated from operations and Canon's potential capacity for additional debt and/or equity financing will be sufficient to fund current and future capital requirements.

**Item 6. Directors, Senior Management and Employees****A. Directors and senior management**

Directors and Audit & Supervisory Board Members of the Company as of March 30, 2017 and their respective business experience are listed below.

Name (Date of birth)	Position (Group executive/function)	Date of commencement	Business experience (*current position/function)
Fujio Mitarai (Sep. 23, 1935)	Chairman & CEO	4/1961	Entered the Company
		1/1979	President of Canon U.S.A., Inc.
		3/1981	Director
		3/1985	Managing Director
		1/1989	In charge of HQ administration
		3/1989	Senior Managing Director
		3/1993	Executive Vice President
		9/1995	President & CEO
		3/2006	Chairman of the Board & President & CEO
		5/2006	Chairman & CEO*
Masaya Maeda (Oct. 17, 1952)	President & COO	4/1975	Entered the Company
		1/2006	Group Executive of Digital Imaging Business Group
		3/2007	Director
		4/2007	Chief Executive of Image Communication Products Operations

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<b>Name (Date of birth)</b>	<b>Position (Group executive/function)</b>	<b>Date of commencement</b>	<b>Business experience (*current position/function)</b>
		3/2010	Managing Director
		3/2014	Senior Managing Director
		3/2016	President & COO*
Toshizo Tanaka (Oct. 8, 1940)	Executive Vice President & CFO	4/1964	Entered the Company
	(Group Executive of Human Resources Management & Organization HQ)	1/1992	Deputy Group Executive of Finance & Accounting HQ
		3/1995	Director
		4/1995	Group Executive of Finance & Accounting HQ
		3/1997	Managing Director
		3/2001	Senior Managing Director
		1/2007	Group Executive of Policy and Economy Research HQ
		3/2007	Executive Vice President & Director
		3/2008	Executive Vice President & CFO*
		1/2010	Group Executive of General Affairs HQ
		3/2010	Group Executive of External Relations HQ
		4/2011	Group Executive of Finance & Accounting HQ
		4/2012	Group Executive of Facilities Management HQ
		3/2014	Group Executive of Human Resources Management & Organization HQ*
Toshio Homma (Mar. 10, 1949)	Executive Vice President in charge of Office Business	4/1972	Entered the Company
	(Chief Executive of Office Imaging Products Operations)	4/2001	Deputy Chief Executive of i Printer Products Operations
		3/2003	Director
		4/2003	Group Executive of Business Promotion HQ
		7/2003	Group Executive of L Printer Business Promotion HQ
		1/2007	Chief Executive of L Printer Products Operations
		3/2008	Managing Director
		3/2012	Senior Managing Director
			Group Executive of Procurement HQ
		3/2016	Executive Vice President
		4/2016	Chief Executive of Office Imaging Products Operations*
		3/2017	Executive Vice President in charge of Office Business*
Shigeyuki Matsumoto (Nov. 15, 1950)	Executive Vice President & CTO	4/1977	Entered the Company
	(Group Executive of R&D HQ)	1/2002	Group Executive of Device Technology Development HQ
		3/2004	Director
		3/2007	Managing Director
		3/2011	Senior Managing Director

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<b>Name (Date of birth)</b>	<b>Position (Group executive/function)</b>	<b>Date of commencement</b>	<b>Business experience (*current position/function)</b>
		3/2015	Group Executive of Corporate R&D
		7/2015	Group Executive of R&D HQ*
		3/2016	CTO*
		3/2017	Executive Vice President*
Kunitaro Saida (May 4, 1943)	Director	5/2006	Qualified for attorney* Ginza Seiwa Law Office*
		6/2007	Audit & Supervisory Board Member of NICHIREI CORPORATION*
		6/2008	Director of Sumitomo Osaka Cement Co., Ltd.*
		6/2010	Director of HEIWA REAL ESTATE CO., LTD.*
		3/2014	Director*
Haruhiko Kato (Jul. 21, 1952)	Director	7/2009	Commissioner of National Tax Agency
		1/2011	Senior Managing Director of Japan Securities Depository Center, Incorporated
		6/2011	President & CEO of Japan Securities Depository Center, Incorporated*
		6/2013	Director of Toyota Motor Corporation*
		3/2014	Director*
Makoto Araki (Jul. 16, 1954)	Audit & Supervisory Board Member	4/1978	Entered the Company
		10/2009	Group Executive of Information & Communication Systems HQ
		4/2010	Executive Officer
		3/2011	Director
		3/2014	Audit & Supervisory Board Member*
Kazuto Ono (Jul. 20, 1957)	Audit & Supervisory Board Member	4/1980	Entered the Company
		3/2012	Group Executive of Human Resources Management & Organization HQ
		4/2012	Executive Officer
		3/2013	Director
		3/2014	Group Executive of Corporate Planning Development HQ
		3/2015	Audit & Supervisory Board Member*
Tadashi Ohe (May 20, 1944)	Audit & Supervisory Board Member	4/1969	Qualified for attorney*
		4/1989	Instructor of Judicial Research and Training Institute
		3/1994	Audit & Supervisory Board Member*
		6/2004	Audit & Supervisory Board Member of Marui Group Co., Ltd.*
		6/2011	Director of Jeco Corporation*
		6/2015	Director of Nissan Chemical Industries, Ltd.*

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<b>Name (Date of birth)</b>	<b>Position (Group executive/function)</b>	<b>Date of commencement</b>	<b>Business experience (*current position/function)</b>
Hiroshi Yoshida  (Sep. 5, 1954)	Audit & Supervisory Board Member	10/1980	Joined Tohmatsu Awoki & Co.
		4/1984	Registered as Certified Public Accountant*
		7/1993	Partner of Tohmatsu & Co.
		6/2000	Representative Partner of Tohmatsu & Co.
		5/2007	Managing Partner, Finance & Administration of Deloitte Touche Tohmatsu
Kuniyoshi Kitamura  (Apr. 8, 1956)	Audit & Supervisory Board Member		The Board Member of Deloitte Touche Tohmatsu
		11/2011	CFO of Deloitte Touche Tohmatsu LLC
		3/2017	Audit & Supervisory Board Member*
		4/1981	Entered The Dai-ichi Life Insurance Company, Limited (formerly The Dai-ichi Mutual Life Insurance Co.)
		4/2002	General Manager of Network Service Management Department of The Dai-ichi Life Insurance Company, Limited
4/2004	General Manager of Corporate Relations Department No.2 of The Dai-ichi Life Insurance Company, Limited		
4/2006	General Manager of Research Department of The Dai-ichi Life Insurance Company, Limited		
11/2007	General Manager of Corporate Planning Department No.2 of The Dai-ichi Life Insurance Company, Limited		
4/2009	General Manager of Corporate Relations Department No.8 of The Dai-ichi Life Insurance Company, Limited		
3/2010	Audit & Supervisory Board Member*		

*Term*

All directors and Audit & Supervisory Board Members are elected by the shareholders at their general meeting.

Tadashi Ohe, Hiroshi Yoshida and Kuniyoshi Kitamura, are outside Audit & Supervisory Board Members as stipulated in Item 16, Article 2 of the Corporation Law of Japan. Kunitaro Saida and Haruhiko Kato are outside directors. The term of office of directors is one year. The current term of all directors expires in March 2018. The term of office of Audit & Supervisory Board Members is four years. The current term for Makoto Araki and

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Kuniyoshi Kitamura who were elected in the general meeting of shareholders in March 2014, expires in March 2018, and the current term for Kazuto Ono and Tadashi Ohe who were elected in the general meeting of shareholders in March 2015, expires in March 2019, and the current term for Hiroshi Yoshida who was elected in the general meeting of shareholders in March 2017, expires in March 2021.

Board members and Audit & Supervisory Board Members may serve any number of consecutive terms.

There is no arrangement or understanding between any director or Audit & Supervisory Board Member and any major shareholder, customer, supplier or other material stakeholders in connection with the selection of such director or Audit & Supervisory Board Member.

*Board of Directors and Audit & Supervisory Board Members*

The Company's articles of incorporation provide for a board of directors of not more than 30 members and for not more than five Audit & Supervisory Board Members. Currently the number of board members is seven and the number of Audit & Supervisory Board Members is five. There is no maximum age limit for members of the board. Board members and Audit & Supervisory Board Members may be removed from office at any time by a resolution of a general meeting of shareholders.

The board of directors has ultimate responsibility for the administration of the Company's affairs. By resolution, the board of directors designates, from among its members, representative directors who have authority individually to represent the Company generally in the conduct of its affairs.

Under the Corporation Law of Japan, board members must refrain from engaging in any business competing with the Company unless approved by a board resolution, and no board member may vote on a proposal, arrangement or contract in which that board member is deemed to be materially interested.

The Corporation Law of Japan requires a resolution of the board of directors for a company to acquire or dispose of material assets, to borrow substantial amounts of money, to employ or discharge important employees such as corporate officers, and to establish, change or abolish material corporate organizations such as a branch office.

The Audit & Supervisory Board Members are not required to be certified public accountants, although Hiroshi Yoshida is a certified public accountant. At least half of the Audit & Supervisory Board Members must be persons who have not been either board members or employees of the Company or any of its subsidiaries. An Audit & Supervisory Board Member may not at the same time be a board member or an employee of the Company or any of its subsidiaries. The Audit & Supervisory Board Members have the statutory duty of examining the Company's financial statements and the Company's business reports to be submitted annually by the board of directors at the general meetings of shareholders and of reporting their opinions to the shareholders. They also have the statutory duty of supervising the administration by the board members of the Company's affairs. They shall participate in the meetings of the board of directors but are not entitled to vote.

The Audit & Supervisory Board Members constitute the Audit & Supervisory Board. Under the Corporation Law of Japan, the Audit & Supervisory Board has a statutory duty to prepare and submit its audit report to the board of directors each year. An Audit & Supervisory Board Member may note an opinion in the auditor report if an Audit & Supervisory Board member's opinion is different from the opinion expressed in the audit report. The Audit & Supervisory Board is empowered to establish audit principles, the method of examination by Audit & Supervisory Board Members of the Company's affairs and financial position and other matters concerning the performance of the Audit & Supervisory Board Members' duties. The Company does not have an audit committee.

The amount of remuneration payable to the Company's board members as a group and that of the Company's Audit & Supervisory Board Members as a group in respect of a fiscal year is subject to approval by a general meeting of shareholders. Within those authorized amounts, the compensation for each board member and Audit & Supervisory Board Member is determined by the board of directors and a consultation with the Audit & Supervisory Board Members, respectively. The Company does not have a remuneration committee.

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Under the Corporation Law of Japan and the Company's articles of incorporation, the board of directors may, by resolution, release current and former directors and Audit & Supervisory Board Members from liability for damages resulting from negligence in the fulfillment of their respective duties to the extent permitted by law. In addition, the Company may enter into contracts with outside directors limiting their liability for damages resulting from negligence in the fulfillment of their respective duties in an amount consistent with the limitation stipulated by law. Furthermore, the Company may enter into contracts with outside Audit & Supervisory Board Members limiting their liability for damages resulting from negligence in the fulfillment of their respective duties in an amount consistent with the limitation stipulated by law.

Canon established a standing committee, the Internal Control Committee in 2004, with the president appointed as chairman of the group. The Internal Control Committee has built a highly effective internal control system unique to Canon, which not only serves to ensure the reliability of the Company's financial reporting, but also aims to ensure the effectiveness and efficiency of its business operations, as well as compliance with related laws, regulations and internal controls. In 2015, with the aim of managing financial, compliance, and business risks from a comprehensive perspective, the Internal Control Committee was reorganized and renamed the Risk Management Committee which is tasked with performing this duty. Established under the Risk Management Committee are the following three subcommittees: the Financial Risk Management Subcommittee, which is in charge of improving systems to ensure the reliability of financial reporting, the Compliance Subcommittee, which is in charge of improving systems to ensure compliance of corporate ethics and major laws and regulations, and the Business Risk Management Subcommittee, which is in charge of improving systems to manage quality risks, information leakage risks and other significant business risks. The Risk Management Committee shall develop various measures with regard to improving the risk management system. These measures include the system for grasping any significant risks (violation of laws and regulations, inappropriate financial reporting, quality issues, work-related injuries, disasters, etc.) that the Canon Group may face in the course of business. Additionally, in accordance with any action plan that is approved by the Board of Directors, the Risk Management Committee shall evaluate the status of improvement and implementation of the risk management system and report its findings to the CEO and the Board of Directors.

The Disclosure Committee was established with the president appointed as chairman in 2005. This committee was formed to ensure that Canon is not only in compliance with applicable laws, rules and regulations, but also to ensure that information disclosed to shareholders and capital markets is both correct and comprehensive.

### *Executive Officer System*

Canon adopted an Executive Officer System effective April 1, 2008. Executive Officers are appointed and discharged by the Board of Directors and have a term of office of one year. Taking into consideration growth in the scope of its business activities, Canon recognizes the need to bolster its management execution structure. By promoting capable human resources with accumulated executive knowledge across specific business areas, the Company is endeavoring to realize more flexible and efficient management operations. To this end, Canon intends to gradually increase the number of Executive Officers and further solidify its management systems.

Executive Officers of the Company appointed by the Board of Directors meeting held on January 31, 2017, whom are expected to take the assignment on April 1, 2017, are listed below.

<b>Name</b>	<b>Position</b>	<b>(Group executive/function)</b>
Yoroku Adachi	Executive Vice President	Chairman of Canon U.S.A., Inc.
Hideki Ozawa	Executive Vice President	President of Canon (China) Co., Ltd.
Seymour Liebman	Senior Managing Executive Officer	Executive Vice President of Canon U.S.A., Inc.
Rokus van Iperen	Senior Managing Executive Officer	President of Canon Europa N.V. and Canon Europe., Ltd.
Yasuhiro Tani	Senior Managing Executive Officer	Group Executive of Digital System Technology Development HQ



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<b>Name</b>	<b>Position</b>	<b>(Group executive/function)</b>
Naoji Otsuka	Senior Managing Executive Officer	Chief Executive of Inkjet Products Operations
Toshio Takiguchi	Senior Managing Executive Officer	President of Toshiba Medical Systems Co., Ltd.
Kenichi Nagasawa	Managing Executive Officer	Group Executive of Corporate Intellectual Property & Legal HQ
Hiroyuki Suematsu	Managing Executive Officer	Group Executive of Quality Management HQ & Group Executive of Corporate Planning Development HQ
Masanori Yamada	Managing Executive Officer	Group Executive of Network Visual Solution Business Promotion HQ
Aitake Wakiya	Managing Executive Officer	Group Executive of Finance & Accounting HQ
Eiji Osanai	Managing Executive Officer	Group Executive of Production Engineering HQ
Masaaki Nakamura	Managing Executive Officer	Group Executive of Public Affairs HQ & Group Executive of Facilities Management HQ
Ryuichi Ebinuma	Managing Executive Officer	Deputy Group Executive of R&D HQ
Yuichi Ishizuka	Managing Executive Officer	President of Canon U.S.A., Inc.
Kazuto Ogawa	Managing Executive Officer	Executive Vice President of Canon (China) Co., Ltd.
Shunsuke Inoue	Managing Executive Officer	Group Executive of Device Technology Development HQ
Takayuki Miyamoto	Managing Executive Officer	Chief Executive of Peripheral Products Operations
Katsumi Iijima	Managing Executive Officer	Group Executive of Information & Communication Systems HQ & Deputy Group Executive of Digital System Technology Development HQ
Hiroaki Takeishi	Managing Executive Officer	Chief Executive of Optical Products Operations
Soichi Hiramatsu	Executive Officer	Group Executive of Procurement HQ
Nobutoshi Mizusawa	Executive Officer	Deputy Group Executive of R&D HQ
Yoichi Iwabuchi	Executive Officer	Deputy Group Executive of Digital System Technology Development HQ
Takashi Takeya	Executive Officer	Senior General Manager of Global Logistics Management Center
Nobuyuki Tainaka	Executive Officer	Senior General Manager of Global Legal Administration Center
Takanobu Nakamasu	Executive Officer	Executive Vice President of Canon Europe., Ltd.
Toshihiko Kusumoto	Executive Officer	Deputy Chief Executive of Office Imaging Products Operations
Akiko Tanaka	Executive Officer	President of Canon BioMedical, Inc.
Go Tokura	Executive Officer	Chief Executive of Image Communication Business Operations
Ritsuo Mashiko	Executive Officer	President of Oita Canon Inc.
Hisahiro Minokawa	Executive Officer	Deputy Group Executive of Human Resources Management & Organization HQ
Noriko Gunji	Executive Officer	President of Canon Singapore Pte., Ltd.
Hideki Sanatake	Executive Officer	Deputy Group Executive of Corporate Intellectual Property and Legal HQ
Tamaki Hashimoto	Executive Officer	Group Executive of Consumer Inkjet Products Group
Hideto Kohtani	Executive Officer	Group Executive of Office Imaging Products Digital Solution Group
Minoru Asada	Executive Officer	Senior General Manager of Group Management Center
Kazuhiko Nagashima	Executive Officer	Senior General Manager of Finance Accounting Center
Katsuhiko Shinjo	Executive Officer	Deputy Group Executive of R&D HQ

**B. Compensation**

In the fiscal year ended December 31, 2016, Canon pays an aggregate of approximately ¥963million to its directors and Audit & Supervisory Board Members. This amount includes bonuses.

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Beginning from the fiscal year ended December 31, 2010, the Company is required to disclose the compensation of any director who receives total aggregate annual compensation exceeding ¥100 million in accordance with the Financial Instruments and Exchange Act of Japan and related ordinances. The following table sets forth the amount of compensation paid or planned to be paid directors whose aggregate compensation exceeded ¥100 million in 2016.

Name (Position)	Company	Category of remuneration		
		Basic Compensation	Bonus (Millions of yen)	Total
Fujio Mitarai (Director)	Canon Inc.	273	24	297
Masaya Maeda (Director)	Canon Inc.	117	14	131
Toshizo Tanaka (Director)	Canon Inc.	125	14	139

Notes:

(1) Bonus amounts represent the increased portion of accrued directors' bonuses in fiscal year 2016. The following two elements comprise remuneration to directors:

Basic Compensation: compensation for executing of business operations

Bonus: bonus links to business results of current fiscal year

In addition to the above, the Company issues stock options for the purpose of providing effective incentives to improve business results on a medium and long-term basis. The remuneration to Audit & Supervisory Board Members consists of only basic compensation, which is not affected by the performance of the Company.

The determination methods of remuneration are as follows:

*Basic Compensation*

Each maximum amount of total compensation to directors and Audit & Supervisory Board Members is determined by the Ordinary General Meeting of Shareholders. The remuneration to each director is determined by the meeting of the Board of Directors based on criteria set by the Company, and the remuneration to each Audit & Supervisory Board Member is determined by the meeting of Audit & Supervisory Board Members.

*Bonus*

Director bonuses are calculated based on internal criteria considering the performance of the Company. The total amount is proposed to and approved by the Ordinary General Meeting of Shareholders. The bonus amount paid to individual directors is determined at a meeting of the Board of Directors, based on the total approved amount, taking into account the position and performance of each director.

*Stock Options*

The Company issues stock options for the purpose of enhancing directors' motivation and morale to improve the Company's performance. Issuance of share options as stock options without contribution and features of such stock options are proposed to and approved by the Ordinary General Meeting of Shareholders.

The Company has a stock option (share option) plan. This plan was approved at the meeting of the Board of Directors in accordance with the Ordinary General Meeting of Shareholders for the 110th Business Term of the Company, pursuant to Articles 236, 238 and 239 of the Corporation Law of Japan, held on March 30, 2011. Under and pursuant to this plan, share options will be issued as stock options to the Company's directors, executive officers and senior employees.



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The description of this stock option plan is below.

*The Stock Option Plan Approved on March 30, 2011*

1. The Reason for the Necessity to Solicit Those Who Subscribe for Share Options on Particularly Favorable Conditions

Share options were issued to the Company's directors, executive officers and senior employees for the purpose of further enhancing their motivation and morale to improve the Company's performance, with a view to long-term improvement of its corporate value.

2. Grantees of Share Options

The Company's directors, 16 executive officers, and 27 senior employees who are entrusted with important functions.

3. Number of Share Options

The number of share options that the Board of Directors are authorized to issue is 9,120.

4. Cash Payment for Share Options

No cash payment will be required for the share options.

5. Exercise Price

The exercise price is ¥3,990 per share.

6. Features of Share Options

The features of share options are as follows:

(1) Number of Shares acquired upon Exercise of a Share Option

The number of shares acquired upon Exercise of one share option (the Allotted Number of Shares) is 100 common shares, and the total number of shares to be delivered due to the exercise of share options is 912,000 common shares.

However, if the Company effects a share split (including allotment of common shares without compensation; this inclusion being applicable below) or a share consolidation after the date of the allotment of the share options, the Allotted Number of Shares will be adjusted by the following calculation formula:

Allotted Number of Shares after Adjustment

= Allotted Number of Shares before Adjustment × Ratio of Share Splitting or Share Consolidation

Such adjustment will be made only with respect to the number of issued share options that have not then been exercised, and any fractional number of less than one share resulting from such adjustment will be rounded off.

(2) Amount of Property to Be Contributed upon Exercise of Share Options

The amount of property to be contributed upon the exercise of each share option is the amount obtained by multiplying the amount to be paid in for one share (the Exercise Price) to be delivered upon the exercise of a

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share option by the Allotted Number of Shares. The Exercise Price is the product of the multiplication of 1.05 and the closing price of one common share of the Company in ordinary trading at the Tokyo Stock Exchange as of the date of allotment of the share options (or if no trade is made on such date, the date immediately preceding the date on which such ordinary shares are traded), with any fractional amount of less than one yen to be rounded up to one yen.

The Exercise Price will be adjusted as follows:

(i) If the Company effects a share split or a share consolidation after the date of the allotment of the share options, the Exercise Price will be adjusted by the following calculation formula, with any fractional amount of less than one yen to be rounded up to one yen:

Exercise Price after Adjustment

$$= \text{Exercise Price before Adjustment} \times \frac{1}{\text{Ratio of Share Splitting or Share Consolidation}}$$

(ii) If, after the date of allotment of share options, the Company issues common shares at a price lower than the then market price thereof or disposes common shares owned by it, the Exercise Price will be adjusted by the following calculation formula, with any fractional amount of less than one yen to be rounded up to one yen; however, the Exercise Price will not be adjusted in the case of the exercise of share options:

Exercise Price after Adjustment = Exercise Price before Adjustment ×

$$\frac{\text{Number of Issued and Outstanding Shares} + \frac{\text{Number of Newly Issued Shares} \times \text{Payment amount per Share}}{\text{Market Price}}}{\text{Number of Issued and Outstanding Shares} + \text{Number of Newly Issued Shares}}$$

The Number of Issued and Outstanding Shares is the number of shares already issued by the Company after subtraction of the number of shares owned by the Company. In the case of the Company's disposal of shares owned by it, the Number of Newly Issued Shares will be replaced with the Number of Own Shares to Be Disposed.

(iii) In the case of a merger, a company split or capital reduction after the date of allotment of share options, or in any other analogous case requiring the adjustment of the Exercise Price, the Exercise Price shall be appropriately adjusted within a reasonable range.

(3) Period during Which Share Options Are Exercisable

From May 1, 2013 to April 30, 2017.

(4) Matters regarding Stated Capital and Capital Reserves Increased When Shares Are Issued upon Exercise of Share Options

(i) The increased amount of stated capital will be half of the maximum amount of increases of stated capital, etc.

Any fractional amount of less than one yen resulting from such calculation will be rounded up to one yen.

(ii) The increased amount of capital reserves shall be the amount of the maximum amount of increases of stated capital, etc., mentioned in (i) above, after the subtraction of increased amount of stated capital mentioned in (i) above.

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### (5) Restriction on Acquisition of Share Options by Transfer

An acquisition of share options by way of transfer requires the approval of the Board of Directors.

### (6) Events for the Company's Acquisition of Share Options

If a proposal for the approval of a merger agreement under which the Company will become an extinguishing company or a proposal for the approval for a share exchange agreement or a share transfer plan under which the Company will become a wholly-owned subsidiary is approved by the Company's shareholders at a shareholders meeting (or by the Board of Directors if no resolution of a shareholders meeting is required for such approval), the Company will be entitled to acquire the share options, without compensation, on a date separately designated by the Board of Directors.

### (7) Handling of Fractions

Any fraction of a share (less than one share) to be delivered to any holder of share options who has exercised share options will be disregarded.

### (8) Other Conditions for Exercise of Share Options

(i) One share option may not be exercised partially.

(ii) Each holder of share options must continue to be a director, executive officer or employee of the Company until the end of the Company's general meeting of shareholders regarding the final business term within 2 years from the end of the Ordinary General Meeting of Shareholders for the 110th Business Term of the Company.

(iii) Holders of share options will be entitled to exercise their share options for 2 years, and during the exercisable period, even after they lose their positions as directors, executive officers or employees. However, if a holder of share options loses such position due to resignation at his/her initiative, or due to dismissal or discharge by the Company, his/her share options will immediately lose effect.

(iv) No succession by inheritance is authorized for the share options.

(v) Any other conditions for the exercise of share options may be established by the Board of Directors.

### 7. Specific Method of Calculation of Remuneration to Directors

The amount of share options to be issued to the directors of the Company, as remuneration, is the amount to be obtained by multiplying the fair market value per share option as of the allotment date thereof by the total number of share options to be allotted to the directors existing as of such allotment date. The fair market value of a share option will be calculated with the use of the Black-Scholes model on the basis of various conditions applicable on the allotment date.

## **C. Board practices**

See Item 6A Directors and senior management and Item 6B Compensation.

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The following table shows the numbers of Canon's employees as of December 31, 2016, 2015 and 2014.

	Total	Japan	Americas	Europe	Asia and Oceania
<b>December 31, 2016</b>					
Office	105,480	33,056	14,108	19,103	39,213
Imaging System	55,263	15,845	2,353	1,914	35,151
Industry and Others	27,790	15,042	2,699	4,434	5,615
Corporate	9,140	8,970		60	110
<b>Total</b>	<b>197,673</b>	<b>72,913</b>	<b>19,160</b>	<b>25,511</b>	<b>80,089</b>
<b>December 31, 2015</b>					
Office	106,895	32,557	14,381	20,399	39,558
Imaging System	55,238	16,394	2,357	1,684	34,803
Industry and Others	17,708	9,828	897	2,682	4,301
Corporate	9,730	9,546		61	123
<b>Total</b>	<b>189,571</b>	<b>68,325</b>	<b>17,635</b>	<b>24,826</b>	<b>78,785</b>
<b>December 31, 2014</b>					
Office	109,294	33,714	15,461	19,990	40,129
Imaging System	56,556	14,771	2,212	1,553	38,020
Industry and Others	15,993	10,893	356	748	3,996
Corporate	10,046	9,823		65	158
<b>Total</b>	<b>191,889</b>	<b>69,201</b>	<b>18,029</b>	<b>22,356</b>	<b>82,303</b>

Basically, the Company and its subsidiaries have their own independent labor union. The Company believes that the relationship between Canon and its labor union is good.

**E. Share ownership**

The following table shows the numbers of shares owned by the directors and Audit & Supervisory Board Members of the Company as of March 30, 2017. The total is 304,637 shares, constituting 0.02% of all outstanding shares.

Name	Position	Number of shares
Fujio Mitarai	Chairman & CEO	123,723
Masaya Maeda	President & COO	15,200
Toshizo Tanaka	Executive Vice President & CFO	22,410
Toshio Homma	Executive Vice President	48,252
Shigeyuki Matsumoto	Executive Vice President & CTO	29,152
Kunitaro Saida	Director	2,900
Haruhiko Kato	Director	
Makoto Araki	Audit & Supervisory Board Member	9,500
Kazuto Ono	Audit & Supervisory Board Member	4,300
Tadashi Ohe	Audit & Supervisory Board Member	45,900
Hiroshi Yoshida	Audit & Supervisory Board Member	
Kuniyoshi Kitamura	Audit & Supervisory Board Member	3,300

Total

304,637

The number of shares that may be subscribed for under rights granted to the Directors and the Audit & Supervisory Board Member, listed above, pursuant to the stock option plan approved by the shareholders on March 30, 2011 is 135,000 shares of common stock. The exercise price of the rights is ¥3,990 per share and the rights are exercisable from May 1, 2013 to April 30, 2017.



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For additional information on the stock option plan, see B. Compensation of this Item.

The Company and certain of its subsidiaries encourage its employees to purchase shares of their Common Stock in the market through an employees stock purchase association.

**Item 7. Major Shareholders and Related Party Transactions****A. Major shareholders**

The table below shows the numbers of the Company's shares held by the top ten holders of the Company's shares and their ownership percentage as of December 31, 2016:

Name of major shareholder	Shares owned	Percentage Number of shares owned / Number of shares issued
The Master Trust Bank of Japan, Ltd. (Trust Account)	66,728,700	5.0%
Japan Trustee Services Bank, Ltd. (Trust Account)	50,656,850	3.8%
The Dai-ichi Life Insurance Company, Limited	37,416,380	2.8%
Barclays Securities Japan Limited	26,000,000	2.0%
Mizuho Bank, Ltd.	22,558,173	1.7%
Moxley and Co. LLC	20,126,909	1.5%
State Street Bank West Client Treaty 505234	17,579,934	1.3%
Sompo Japan Nipponkoa Insurance Inc.	17,439,987	1.3%
OBAYASHI CORPORATION	16,527,607	1.2%
Japan Trustee Services Bank, Ltd. (Trust Account 7)	15,013,800	1.1%

Notes:

- 1: Moxley and Co. LLC is a nominee of JPMorgan Chase Bank, which is the depository of Canon's ADRs (American Depositary Receipts).
- 2: Apart from the above shares, The Dai-ichi Life Insurance Company, Limited held 6,180,000 shares contributed to a trust fund for its retirement and severance plans.
- 3: Apart from the above shares, the Company owns 241,695,310 shares (18.1% of total issued shares) of treasury stock.
- 4: Apart from the above shares, Mizuho Bank, Ltd. held 9,057,000 shares contributed to a trust fund for its retirement and severance plans.

Canon's major shareholders do not have different voting rights from other shareholders.

As of December 31, 2016, 10.0% of the issued shares of common stock, including the Company's treasury stock, were held of record by 268 residents of the United States of America.

The Company is not directly or indirectly owned or controlled by any other corporation, by any government, or by any other natural or legal person or persons severally or jointly.

**B. Related party transactions**

During the latest three fiscal years, Canon has not transacted with, nor does Canon currently plan to transact with a related party (other than certain transactions with subsidiaries and affiliates of the Company). For purposes of this paragraph, a related party includes: (a) enterprises that directly or indirectly through one or more intermediaries, control or are controlled by, or are under common control with, Canon; (b) associates; (c) individuals owning, directly or indirectly, an interest in the voting power of Canon that gives them significant influence over Canon, and close members of any such individual's family; (d) key management personnel, that is, those persons having authority and responsibility for planning, directing and controlling the activities of Canon, including directors and senior management of companies and close member of such individual's families;



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(e) enterprises in which a substantial interest in the voting power is owned, directly or indirectly, by any person described in (c) or (d) or over which such a person is able to exercise significant influence. This includes enterprises owned by directors or major shareholders of Canon and enterprises that have a member of key management in common with Canon. Close members of an individual's family are those that may be expected to influence, or be influenced by, that person in their dealings with Canon. An associate is an unconsolidated enterprise in which Canon has a significant influence or which has significant influence over Canon. Significant influence over an enterprise is the power to participate in the financial and operating policy decisions of the enterprise but is less than control over those policies. Shareholders beneficially owning a 10% interest in the voting power of the Company are presumed to have a significant influence on Canon.

To the Company's knowledge, no person owned a 10% interest in the voting power of the Company as of March 30, 2017.

In the ordinary course of business on an arm's length basis, Canon purchases and sells materials, supplies and services from and to its affiliates accounted for by the equity method. There are 9 affiliates which are accounted for by the equity method. Canon does not consider the amounts of the transactions with the above affiliates to be material to its business.

### **C. Interests of experts and counsel**

Not applicable.

## **Item 8. Financial Information**

### **A. Consolidated financial statements and other financial information**

#### **Consolidated financial statements**

This Annual Report contains consolidated financial statements as of December 31, 2016 and 2015 and for each of the three years in the period ended December 31, 2016 prepared in accordance with U.S. generally accepted accounting principles and audited in accordance with the standards of the Public Company Accounting Oversight Board (United States) by an Independent Registered Public Accounting Firm. The financial statements as of and for the years ended December 31, 2014, 2015, and 2016 have been audited by Ernst & Young ShinNihon LLC, and their audit report covering each of the periods is included in Item 18 of this report.

Refer to Item 18 Financial Statements.

#### **Legal proceedings**

There are no outstanding legal or other proceedings which could reasonably be expected to have a material adverse effect on Canon's consolidated financial position, results of operations or cash flows.

#### **Dividend policy**

Dividends are proposed by the Board of Directors of the Company based on the year-end non-consolidated financial statements of the Company, and are approved at the ordinary general meeting of shareholders, which is held in March of each year. Recordholders of the Company's ADSs on the dividends' record dates are entitled to receive payment in full of the declared dividends. In addition to annual dividends, by resolution of the Board of Directors, the Company may declare a cash distribution as an interim dividend. The record date for the Company's year-end dividends and for the interim dividends are December 31 and June 30, respectively.

Canon is being more proactive in returning profits to shareholders, mainly in the form of a dividend, taking into consideration mid-term profit forecasts, planned future investments, cash flow and other factors.

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In 2016, Canon undertook such large investments for future growth as the acquisition of Toshiba Medical Systems Corporation ( TMSC ). Thanks, however, to efforts to boost product competitiveness and strengthen the Company's financial position through a management focus on profitability and cash flow, Canon was able to maintain its strong financial position. Taking this into consideration while seeking to actively provide a stable return to shareholders, Canon has decided to distribute a full-year dividend of ¥150 per share, (interim dividend of ¥75 per share [already distributed] and year-end dividend of ¥75), which is the same as the previous year's dividend.

**B. Significant changes**

No significant change has occurred since the date of the annual financial statements.

**Item 9. The Offer and Listing****A. Offer and listing details****Trading in domestic markets**

The common stock of the Company has been listed on the Tokyo Stock Exchange ( TSE ), the principal stock exchange market in Japan, since 1949, and is traded on the First Section of the TSE. The shares are also listed on three other regional markets in Japan (Nagoya, Fukuoka and Sapporo).

The following table lists the reported high and low sales prices of the shares on the TSE and the closing highs and lows of the Tokyo Stock Price Index ( TOPIX ) and Nikkei Stock Average for the five most recent years. TOPIX is an index of the market value of stocks listed on the First Section of the TSE. The Nikkei Stock Average, an index of 225 selected stocks on the First Section of the TSE, is another widely accepted index.

Period	TSE (Canon Inc.) (Japanese yen)		TOPIX (Reference data) (Points)		Nikkei Stock Average (Reference data) (Japanese yen)	
	High	Low	High	Low	High	Low
	2012 Year	4,015	2,308	872.42	692.18	10,433.63
2013 Year	4,115	2,913	1,302.87	862.62	16,320.22	10,398.61
2014 Year	4,045	2,889	1,454.22	1,121.50	18,030.83	13,885.11
2015 1(st) quarter	4,310	3,654	1,594.71	1,343.29	19,778.60	16,592.57
2(nd) quarter	4,539	3,901	1,686.61	1,519.41	20,952.71	18,927.95
3(rd) quarter	4,096	3,402	1,702.83	1,371.44	20,946.93	16,901.49
4(th) quarter	3,862	3,449	1,609.76	1,414.20	20,012.40	17,389.57
2015 Year	4,539	3,402	1,702.83	1,343.29	20,952.71	16,592.57
2016 1(st) quarter	3,656	2,978	1,544.73	1,193.85	18,951.12	14,865.77
2(nd) quarter	3,412	2,780	1,412.98	1,192.80	17,613.56	14,864.01
3(rd) quarter	3,053	2,797	1,357.41	1,209.88	17,156.36	15,106.52
4(th) quarter	3,468	2,850	1,558.75	1,287.39	19,592.90	16,111.81
2016 Year	3,656	2,780	1,558.75	1,192.80	19,592.90	14,864.01

Period	TSE (Canon Inc.) (Japanese yen)		TOPIX (Reference data) (Points)		Nikkei Stock Average (Reference data) (Japanese yen)	
	High	Low	High	Low	High	Low
	2016 July	3,025	2,797	1,347.24	1,209.88	16,938.96
August	2,969	2,808	1,331.00	1,262.86	16,943.67	15,921.04
September	3,053	2,872	1,357.41	1,296.39	17,156.36	16,285.41
October	3,082	2,921	1,393.44	1,329.06	17,461.03	16,554.83
November	3,264	2,850	1,473.02	1,287.39	18,482.94	16,111.81
December	3,468	3,230	1,558.75	1,462.07	19,592.90	18,227.39
2017 January	3,410	3,252	1,558.45	1,495.03	19,615.40	18,650.33

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February	3,337	3,218	1,559.51	1,507.08	19,519.44	18,805.32
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**Table of Contents****Trading in foreign markets**

The Company's ADRs are listed on the New York Stock Exchange ( NYSE ).

Since the Company's 1969 public offering in the United States of U.S.\$9,000,000 principal amount of its 6 1/2 % Convertible Debentures due 1984, there has been limited trading in the over-the-counter market in the Company's ADRs. Since March 16, 1998, each ADR represents one share of the Company's common stock. The Company's ADSs had been quoted on the National Association of Securities Dealers Automated Quotation system ( NASDAQ ) from 1972 to September 13, 2000 under the symbol CANNY.

On September 14, 2000, Canon listed its ADSs on the NYSE under the symbol CAJ. The table below displays historical high and low prices of our ADSs on the NYSE.

Period	NYSE (Canon Inc.) (U.S. dollars)	
	High	Low
2012 Year	48.480	29.810
2013 Year	40.430	29.820
2014 Year	33.960	28.670
2015 1(st) quarter	36.000	30.780
2(nd) quarter	38.020	32.250
3(rd) quarter	32.640	28.520
4(th) quarter	31.960	28.830
2015 Year	38.020	28.520
2016 1(st) quarter	30.320	26.600
2(nd) quarter	30.930	27.670
3(rd) quarter	29.750	27.180
4(th) quarter	29.980	27.760
2016 Year	30.930	26.600

Period	(Canon Inc.) (U.S. dollars)	
	High	Low
2016 July	28.920	27.180
August	28.990	27.710
September	29.750	28.130
October	29.490	27.820
November	28.970	27.780
December	29.980	27.760
2017 January	29.950	28.150
February	29.440	28.800

The depository and agent of the ADRs is JPMorgan Chase Bank, N.A., located at 1 Chase Manhattan Plaza, Floor 58, New York, N.Y. 10005-1401, U.S.A.

**B. Plan of distribution**

Not applicable.

**C. Markets**

See Item 9A Offer and listing details .

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**D. Selling shareholders**

Not applicable.

**E. Dilution**

Not applicable.

**F. Expenses of the issue**

Not applicable.

**Item 10. Additional Information**

**A. Share capital**

Not applicable.

**B. Memorandum and articles of association**

*Objects and Purposes in the Company's Articles of Incorporation*

The objects and purposes of the Company, as provided in Article 2 of the Company's Articles of Incorporation, are to engage in the following businesses:

- (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.
- (3) Manufacture and sale of precision machineries and instruments of various kinds.
- (4) Manufacture and sale of medical machineries and instruments of various kinds.
- (5) Manufacture and sale of general machineries, instruments and equipments of various kinds.
- (6) Manufacture and sale of parts, materials, etc. relative to the products mentioned in each of the preceding items.
- (7) Production and sale of software products.
- (8) Manufacture and sale of pharmaceutical products.
- (9)

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Telecommunications business, and information service business such as information processing service business, information providing service business, etc.

- (10) Contracting for telecommunications works, electrical works and machinery and equipment installation works.
- (11) Sale, purchase and leasing of real properties, contracting for construction works, design of buildings and supervision of construction works.
- (12) Manpower providing business, property leasing business and travel business.
- (13) Business relative to investigation, analysis of the environment and purification process of soil, water, etc.
- (14) Any and all business relative to each of the preceding items.

### *Provisions Regarding Directors*

There is no provision in the Company's Articles of Incorporation as to a Director's power to vote on a proposal, arrangement or contract in which the Director is materially interested, but, under the Corporation Law of Japan, the law relating to joint stock corporations (known in Japanese as *kabushiki kaisha*) which came into effect on May 1, 2006, a director is required to refrain from voting on such matters at meetings of the board of directors.



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The Corporation Law of Japan provides that compensation for directors is determined at a general meeting of shareholders of a company. Within the upper limit approved at the shareholders' meeting, the board of directors determines the amount of compensation for each director. The board of directors may, by its resolution, leave such decision to the discretion of the company's representative director.

The Corporation Law of Japan provides that the incurrence by a company of a significant loan from a third party should be approved by the company's board of directors. The Company's Regulations of the Board of Directors incorporate this requirement.

There is no mandatory retirement age for the Company's Directors under the Corporation Law of Japan or its Articles of Incorporation.

There is no requirement concerning the number of shares an individual must hold in order to qualify him as a director of the Company under the Corporation Law of Japan or its Articles of Incorporation.

### *Holding of Shares by Foreign Investors*

Other than the Japanese unit share system that is described in "Rights of Shareholders - Japanese Unit Share System" below, there are no limitations on the rights of non-residents or foreign shareholders to hold or exercise voting rights on the Company's shares imposed by the laws of Japan or the Company's Articles of Incorporation or other constituent documents.

### *Rights of Shareholders*

Set forth below is information relating to the Company's common stock, including brief summaries of the relevant provisions of its Articles of Incorporation and Regulations for Handling of Shares, as currently in effect, and of the Corporation Law of Japan and related legislation.

#### *General*

The Company's authorized share capital is 3,000,000,000 shares, of which 1,333,763,464 shares were issued, including the Company's treasury stock, as of December 31, 2016. In accordance with the Law Concerning Book-Entry Transfer of Corporate Bonds, Shares, etc. (including regulations promulgated thereunder; the "Book-Entry Law"), the Japan Securities Depository Center, Inc. ("JASDEC") is the only institution that is designated by the relevant authorities as a clearing house which is permitted to engage in the clearing operations of shares of Japanese listed companies under the Book-Entry Law. Under the new clearing system, in order for any person to hold, sell or otherwise dispose of shares of Japanese listed companies, it must have an account at an account management institution unless such person has an account at JASDEC.

Account management institutions are financial instruments traders (i.e., securities companies), banks, trust companies and certain other financial institutions which meet the requirements prescribed by the Book-Entry Law.

Under the Book-Entry Law, any transfer of shares is effected through book entry, and title to the shares passes to the transferee at the time when the transferred number of the shares is recorded at the transferee's account at an account management institution. The holder of an account at an account management institution is presumed to be the legal owner of the shares held in such account.

Under the Corporation Law of Japan and the Book-Entry Law, in order to assert shareholders' rights against the Company, a shareholder must have its name and address registered in the register of shareholders of the Company, except in limited circumstances.

The registered beneficial holder of deposited shares underlying the ADSs is the depository for the ADSs. Accordingly, holders of ADSs will not be able to directly assert shareholders' rights.

**Table of Contents***Distributions of Surplus*

Under the Corporation Law of Japan, distributions of cash or other assets by joint stock corporations to their shareholders, so called dividends, are referred to as distributions of Surplus ( Surplus is defined in Restriction on Distributions of Surplus below). The Company may make distributions of Surplus to the shareholders any number of times per fiscal year, subject to certain limitations described in Restriction on Distributions of Surplus . Under the Corporation Law of Japan, distributions of Surplus are required to be authorized by a resolution of a general meeting of shareholders.

Under the Articles of Incorporation of the Company, year-end dividends and interim dividends, if any, may be distributed to shareholders (or pledgees) appearing in the register of shareholders as of December 31 and June 30 of each year, respectively.

Distributions of Surplus may be made in cash or in kind in proportion to the number of shares held by each shareholder. A resolution of a shareholders meeting must specify the kind and aggregate book value of the assets to be distributed, the manner of allocation of such assets to shareholders, and the effective date of the distribution. If a distribution of Surplus is to be made in kind, the Company may, pursuant to a resolution of shareholders meeting, grant a right to its shareholders to require the Company to make such distribution in cash instead of in kind. If no such right is granted to shareholders, the relevant distribution of Surplus must be approved by a special resolution of a general meeting of shareholders.

*Restriction on Distributions of Surplus*

When the Company makes a distribution of Surplus, the Company must, until the aggregate amount of its additional paid-in capital and legal reserve reaches one-quarter of its stated capital, set aside in its additional paid-in capital and/or legal reserve an amount equal to one-tenth of the amount of Surplus so distributed.

The amount of Surplus at any given time must be calculated in accordance with the following formula:

$$A + B + C + D - (E + F + G)$$

In the above formula, the letters from A to G are defined as follows:

A = the total amount of other capital surplus and other retained earnings, each such amount that is appearing on its non-consolidated balance sheet as of the end of the last fiscal year;

B = (if the Company has disposed of its treasury stock after the end of the last fiscal year) the amount of the consideration for such treasury stock received by the Company less the book value thereof;

C = (if the Company has reduced its stated capital after the end of the last fiscal year) the amount of such reduction less the portion thereof that has been transferred to additional paid-in capital or legal reserve (if any);

D = (if the Company has reduced its additional paid-in capital or legal reserve after the end of the last fiscal year) the amount of such reduction less the portion thereof that has been transferred to stated capital (if any);

E = (if the Company has cancelled its treasury stock after the end of the last fiscal year) the book value of such treasury stock;

F = (if the Company has distributed Surplus to its shareholders after the end of the last fiscal year) the total book value of the Surplus so distributed;

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G = certain other amounts set forth in the ordinances of the Ministry of Justice, including (if the Company has reduced Surplus and increased its stated capital, additional paid-in capital or legal reserve after the end of the last fiscal year) the amount of such reduction and (if the Company has distributed Surplus to the shareholders after the end of the last fiscal year) the amount set aside in the additional paid-in capital or legal reserve (if any) as required by the ordinances of the Ministry of Justice.

The aggregate book value of Surplus distributed by the Company may not exceed a prescribed distributable amount (the Distributable Amount), as calculated on the effective date of such distribution. The Distributable Amount at any given time shall be equal to the amount of Surplus less the aggregate of the following:

(a) the book value of the Company's treasury stock;

(b) the amount of consideration for the treasury stock disposed of by the Company after the end of the last fiscal year; and

(c) certain other amounts set forth in the ordinances of the Ministry of Justice, including (if the sum of one-half of goodwill and the deferred assets exceeds the total of stated capital, additional paid-in capital and legal reserve, each such amount that is appearing on the non-consolidated balance sheet as of the end of the last fiscal year) all or certain part of such exceeding amount as calculated in accordance with the ordinances of the Ministry of Justice.

If the Company has become at its option a company with respect to which consolidated balance sheets should also be taken into consideration in the calculation of the Distributable Amount (*renketsu haito kisei tekiyo kaisha*), it will be required to further deduct from the amount of Surplus the excess amount (if the amount is zero or below zero) of (x) the total amount of shareholders' equity appearing on its non-consolidated balance sheet as of the end of the last fiscal year and certain other amounts set forth in the ordinances of the Ministry of Justice over (y) the total amount of shareholders' equity and certain amounts set forth in the ordinances of the Ministry of Justice appearing on its consolidated balance sheets as of the end of the last fiscal year.

If the Company has prepared interim financial statements as described below, and if such interim financial statements have been approved (unless exempted by the Corporation Law of Japan) by a general meeting of shareholders, the Distributable Amount must be adjusted to take into account the amount of profit or loss, and the amount of consideration for the treasury stock disposed of by the Company, during the period in respect of which such interim financial statements have been prepared. The Company may prepare non-consolidated interim financial statements consisting of a balance sheet as of any date subsequent to the end of the last fiscal year and an income statement for the period from the first day of the current fiscal year to the date of such balance sheet. Interim financial statements so prepared by the Company must be approved by the board of directors and audited by its independent auditors, as required by the ordinances of the Ministry of Justice.

*Stock Splits*

The Corporation Law of Japan permits the Company, by resolution of its Board of Directors, to make stock splits, regardless of the value of net assets (as appearing in its latest non-consolidated balance sheet) per share. In addition, by resolution of the Company's Board of Directors, the Company may increase the authorized shares up to the number reflecting the rate of stock splits and amend its Articles of Incorporation to this effect without the approval of a shareholders' meeting. For example, if each share became three shares by way of a stock split, the Company may increase the authorized shares from the current 3,000,000,000 shares to 9,000,000,000 shares.

Under the Book-Entry Law, the Company must give notice to JASDEC regarding a stock split at least two weeks prior to the relevant record date. On the effective date of the stock split, the numbers of shares recorded in all accounts held by the Company's shareholders at account management institutions or JASDEC will be increased in accordance with the applicable ratio.

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### *Japanese Unit Share System*

The Company's Articles of Incorporation provided that 100 shares of common stock constitute one unit. The Corporation Law of Japan permits the Company, by resolution of its Board of Directors, to reduce the number of shares which constitutes one unit or abolish the unit share system, and amend its Articles of Incorporation to this effect without the approval of a shareholders' meeting.

### *Transferability of Shares Representing Less than One Unit*

Under the new clearing system, shares constituting less than one unit are transferable. However, because shares constituting less than one unit do not comprise a trading unit, such shares may not be sold on the Japanese stock exchanges under the rules of the Japanese stock exchanges.

### *Right of a Holder of Shares Representing Less than One Unit to Require the Company to Purchase Its Shares*

A holder of shares representing less than one unit may at any time require the Company to purchase its shares through the account management institutions and JASDEC; provided, however, that the Company is not obliged to do so if the Company does not own its own shares in the number which it is requested to sell. These shares will be purchased at (a) the closing price of the shares reported by the TSE on the day when the request to purchase is made or (b) if no sale takes place on the TSE on that day, then the price at which sale of shares is effected on such stock exchange immediately thereafter.

### *Right of a Holder of Shares Representing Less than One Unit to Purchase from the Company its Shares up to a Whole Unit*

The Articles of Incorporation of the Company provide that a holder of shares representing less than one unit may require the Company to sell its shares to such holder so that the holder can raise its fractional ownership to a whole unit; provided, however, that the Company is not obliged to do so if the Company does not own its own shares in the number which it is requested to sell. Such a request shall be made through the account management institutions and JASDEC. These shares will be sold at (a) the closing price of the shares reported by the TSE on the day when the request to sell becomes effective or (b) if no sale has taken place on the TSE on that day, then the price at which sale of shares is effected on such stock exchange immediately thereafter.

### *Voting Rights of a Holder of Shares Representing Less than One Unit*

A holder of shares representing less than one unit cannot exercise any voting rights pertaining to those shares. In calculating the quorum for various voting purposes, the aggregate number of shares representing less than one unit will be excluded from the number of outstanding shares. A holder of shares representing one or more whole units will have one vote for each whole unit represented.

A holder of shares representing less than one unit does not have any rights relating to voting, such as the right to participate in a demand for the resignation of a director, the right to participate in a demand for the convocation of a general meeting of shareholders and the right to join with other shareholders to propose an agenda item to be addressed at a general meeting of shareholders.

However, a holder of shares constituting less than one unit has all other rights of a shareholder in respect of those shares, including the following rights:

- to receive annual and interim dividends,
- to receive cash or other assets in case of consolidation or split of shares, exchange or transfer of shares or corporate merger,
- to be allotted rights to subscribe for free for new shares when such rights are granted to shareholders, and
- to participate in any distribution of surplus assets upon liquidation.

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### *Ordinary and Extraordinary General Meeting of Shareholders*

The Company normally holds its ordinary general meeting of shareholders in March of each year in Ohta-ku, Tokyo or in a neighboring area. In addition, the Company may hold an extraordinary general meeting of shareholders whenever necessary by giving at least two weeks advance notice. Under the Corporation Law of Japan, notice of any shareholders' meeting must be given to each shareholder having voting rights or, in the case of a non-resident shareholder, to his resident proxy or mailing address in Japan in accordance with the Company's Regulations for Handling of Shares, at least two weeks prior to the date of the meeting.

### *Voting Rights*

A shareholder is generally entitled to one vote per one unit of shares as described in this paragraph and under Japanese Unit Share System above. In general, under the Corporation Law of Japan, a resolution can be adopted at a general meeting of shareholders by a majority of the shares having voting rights represented at the meeting. The Corporation Law of Japan and the Company's Articles of Incorporation require a quorum for the election of directors and Audit & Supervisory Board Members of not less than one-third of the total number of outstanding shares having voting rights. The Company's shareholders are not entitled to cumulative voting in the election of Directors. A corporate shareholder whose outstanding shares are in turn more than one-quarter directly or indirectly owned by the Company does not have voting rights. Shareholders may exercise their voting rights through proxies, provided that those proxies are also shareholders who have voting rights.

Pursuant to the Corporation Law of Japan and the Company's Articles of Incorporation, a quorum of not less than one-third of the outstanding shares with voting rights must be present at a shareholders' meeting to approve any material corporate actions such as:

- a reduction of stated capital,
- amendment of the Articles of Incorporation (except amendments which the Board of Directors are authorized to make under the Corporation Law of Japan as described in Stock Splits and Japanese Unit Share System above),
- the removal of an Audit & Supervisory Board Member,
- establishment of a 100% parent-subsidiary relationship by way of share exchange or share transfer,
- a dissolution, merger or consolidation,
- a corporate separation,
- the transfer of the whole or an important part of the Company's business,
- the transfer of the whole or a part of the Company's equity interests in any of the Company's significant subsidiaries which meets certain requirements,
- the taking over of the whole of the business of any other corporation,
- any issuance of new shares at a specially favorable price, stock acquisition rights (*shinkabu yoyakuken*) with specially favorable conditions or bonds with stock acquisition rights (*shinkabu yoyakuken-tsuki shasai*) with specially favorable conditions to persons other than shareholders,
- distribution of Surplus in kind with respect to which shareholders are not granted the right to require the Company to make such distribution in cash instead of in kind,
- purchase of shares by the Company from a specific shareholder other than its subsidiaries,
- consolidation of shares, and
- discharge of a portion of liabilities of Directors, Audit & Supervisory Board Members or independent auditors that are owed to the Company.

At least two-thirds of the outstanding shares having voting rights present at the meeting is required to approve these actions.

The voting rights of holders of ADSs are exercised by the depositary based on instructions from those holders.

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### *Subscription Rights*

Holders of shares have no pre-emptive rights. Authorized but unissued shares may be issued at such times and upon such terms as the board of directors determines, subject to the limitations as to the issue of new shares at a specially favorable price mentioned in Voting Rights above. The board of directors may, however, determine that shareholders be given subscription rights to new shares, in which case they must be given on uniform terms to all shareholders as of a record date with not less than two weeks prior public notice. Each of the shareholders to whom such rights are given must also be given at least two weeks prior notice of the date on which such rights will expire.

### *Stock Acquisition Rights*

The Company may issue stock acquisition rights or bonds with stock acquisition rights (in relation to which the stock acquisition rights are undetachable). Except where the issue would be on specially favorable conditions mentioned in Voting Rights above, the issue of stock acquisition rights or bonds with stock acquisition rights may be authorized by a resolution of the board of directors. Subject to the terms and conditions thereof, holders of stock acquisition rights may acquire a prescribed number of shares by exercising their stock acquisition rights and paying the exercise price at any time during the exercise period thereof. Upon exercise of stock acquisition rights, the Company will be obliged to either issue the relevant number of new shares or transfer the necessary number of existing shares held by it as treasury stock to the holder. The entitlements accorded to stock acquisition rights attached to bonds are substantially similar to those accorded to stock acquisition rights issued without being attached to bonds, provided that, if so determined by the board of directors at the time of its resolution authorizing the issue of the relevant bonds with stock acquisition rights, then, upon exercise of the stock acquisition rights, their exercise price will be deemed to have been paid by the holder thereof to the Company in lieu of the Company redeeming the relevant bonds.

### *Liquidation Rights*

In the event of liquidation, the assets remaining after payment of all debts, liquidation expenses and taxes will be distributed among the shareholders in proportion to the number of shares they own.

### *Liability to Further Calls or Assessments*

All of the Company's currently outstanding shares, including shares represented by the ADSs, are fully paid and nonassessable.

### *Share Registrar*

Mizuho Trust & Banking Co., Ltd. ( Mizuho Trust ) is the share registrar for the Company's shares. Mizuho Trust's office is located at 2-1, Yaesu 1-chome, Chuo-ku, Tokyo, Japan. Under the clearing system, Mizuho Trust maintains the Company's register of shareholders and records transfers of record ownership upon the Company's receipt of necessary information from JASDEC and other information in the register of shareholders, as described under Record Date below.

### *Record Date*

The close of business on December 31 is the record date for the Company's year-end dividends, if paid. June 30 is the record date for interim dividends, if paid. A holder of shares constituting one or more whole units who is registered as a holder on the Company's register of shareholders at the close of business as of December 31 is also entitled to exercise shareholders' voting rights at the ordinary general meeting of shareholders with respect to the fiscal year ending on December 31. In addition, the Company may set a record date for determining the shareholders entitled to other rights and for other purposes by giving at least two weeks prior public notice.

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Under the Book-Entry Law, the Company is required to give notice of each record date to JASDEC at least two weeks prior to such record date. JASDEC is required to promptly give the Company notice of the names and addresses of the Company's shareholders, the numbers of shares held by them and other relevant information as of such record date.

The shares generally trade ex-dividend or ex-rights in the Japanese stock exchanges on the second business day before a record date (or if the record date is not a business day, the third business day prior thereto), for the purpose of dividends or rights offerings.

### *Repurchase by the Company of Shares*

Under the Corporation Law of Japan, the Company may acquire its shares (i) by soliciting all shareholders to offer to sell its shares held by them (in this case, the certain terms of such acquisition, such as the total number of the shares to be purchased and the total amount of the consideration, shall be set by an ordinary resolution of a general meeting of shareholders in advance, and acquisition shall be effected pursuant to a resolution of the board of directors), (ii) from a specific shareholder other than any of the Company's subsidiaries (pursuant to a special resolution of a general meeting of shareholders), (iii) from any of the Company's subsidiaries (pursuant to a resolution of the board of directors), or (iv) by way of purchase on any Japanese stock exchange on which the Company's shares are listed by way of tender offer (in either case pursuant to a resolution of the board of directors). In the case of (ii) above, if the purchase price or any other consideration to be received by the relevant specific shareholder exceeds the then market price of the Company's shares calculated in a manner set forth in the ordinances of the Ministry of Justice, any other shareholder may make a request to a representative director to be included as a seller in the proposed acquisition by the Company.

The total amount of the purchase price of the Company's shares may not exceed the Distributable Amount, as described in *Restriction on Distributions of Surplus* above.

In addition, the Company may acquire its shares by means of repurchase of any number of shares constituting less than one unit upon the request of the holder of those shares, as described under *Japanese Unit Share System* above.

### *Right of Controlling Shareholder Representing 90 Per Cent or More of Shares to Request Other Shareholders to Sell All Shares*

A shareholder holding, directly or indirectly, 90 per cent or more of the voting rights of the Company's shares has the right to request, subject to approval by the Company's Board of Directors, that the other shareholders and (if the controlling shareholder so determines) all holders of stock acquisition rights of the Company sell to the controlling shareholder all shares and all stock acquisition rights, as the case may be, held by them. In the above case, the Company will be required to give public notice thereof to all holders and registered pledgees of shares (and stock acquisition rights, as the case may be) not later than 20 days prior to the effective date of such sales.

## **C. Material contracts**

On March 15, 2016, Canon entered into a provisional borrowing agreement with The Bank of Tokyo-Mitsubishi UFJ, Ltd. which matures in 2017 for acquiring Toshiba Medical Systems Corporation ( *TMSC* ). This borrowing was refinanced on January 31, 2017. For further information, please refer to Note 9 of the Notes to Consolidated Financial Statements.

All contracts other than above entered into by Company during the two years preceding the date of this annual report were entered into in the ordinary course of business.

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### **D. Exchange controls**

(a) Information with respect to Japanese exchange regulations affecting the Company's security holders is as follows:

The Foreign Exchange and Foreign Trade Law of Japan and the cabinet orders and ministerial ordinances thereunder (the "Foreign Exchange Regulations") govern certain aspects relating to the issuance of securities by the Company and the acquisition and holding of such securities by non-residents of Japan and by foreign investors, as hereinafter defined.

Non-residents of Japan are defined as individuals who are not resident in Japan and corporations whose principal offices are located outside Japan. Generally, branches and other offices of Japanese corporations located outside Japan are regarded as non-residents of Japan, while branches and other offices located within Japan of non-resident corporations are regarded as residents of Japan. Foreign investors are defined to be (i) individuals not resident in Japan, (ii) corporations which are organized under the laws of foreign countries or whose principal offices are located outside Japan, (iii) corporations of which 50% or more of the shares are held by (i) and / or (ii) above and (iv) corporations in respect of which (a) a majority of the officers are non-resident individuals or (b) a majority of the officers having the power to represent the corporation are non-resident individuals.

#### *Issuance of Securities by the Company*

Under the Foreign Exchange Regulations, the issue of securities outside Japan by the Company is, in principle, not subject to a prior notification requirement, but subject to a post reporting requirement of the Minister of Finance. Under the Foreign Exchange Regulations as currently in effect, payments of principal, premium and interest in respect of securities and any additional amounts payable pursuant to the terms thereof may in general be paid when made without any restrictions under the Foreign Exchange Regulations.

#### *Acquisition of Shares*

In general, the acquisition of shares of stock of a Japanese company listed on any Japanese stock exchange by a non-resident of Japan from a resident of Japan is not subject to a prior notification requirement, but subject to a post reporting requirement of the Minister of Finance by such resident.

In the case where a foreign investor intends to acquire listed shares (whether from a resident or a non-resident of Japan, from another foreign investor or from or through a designated securities company) and as a result of such acquisition the number of shares held, directly or indirectly, by such foreign investor (if there are other foreign investors with whom the foreign investor has a special relationship, the shares held by such other foreign investors will be included in the number) would become 10% or more of the total outstanding shares of the company, the foreign investor must generally report such acquisition to the Minister of Finance and other Ministers having jurisdiction over the business of the subject company by the 15th day of the immediately following month in the date of acquisition falls. In certain exceptional cases, a prior notification is required in respect of such acquisition.

#### *Acquisition of Shares upon Exercise of Rights for Subscription of Shares*

The acquisition by a non-resident of Japan of shares upon exercise of his rights for subscription of shares is exempted from the notification and reporting requirements described under "Acquisition of Shares" above.

#### *Dividends and Proceeds of Sales*

Under the Foreign Exchange Regulations currently in effect, dividends paid on, and the proceeds of sale in Japan of, the shares held by non-residents of Japan may be converted into any foreign currency and repatriated abroad. The acquisition of shares by non-resident shareholders by way of stock splits is not subject to any of the aforesaid notification requirements.



**Table of Contents****(b) Reporting of Substantial Shareholdings:**

The Financial Instruments and Exchange Law of Japan requires any person who has become, beneficially and solely or jointly, a holder of more than 5% of the total outstanding voting shares of capital stock of a company listed on any Japanese stock exchange to file with the relevant Local Finance Bureau of the Minister of Finance within five business days a report concerning such share ownership. A similar report must also be made in respect of any subsequent change of 1% or more in any such holding. Copies of any such report must also be furnished to the issuer of such shares and all Japanese stock exchanges on which the shares are listed. For this purpose, shares with exercisable rights for subscription of shares held by such holder are taken into account in determining both the size of a holding and a company's total outstanding share capital.

**E. Taxation****1. Taxation in Japan**

Generally, a non-resident of Japan or non-Japanese corporation (a Non-Resident Holder) is subject to Japanese withholding tax on dividends paid by Japanese corporations. Stock splits are not subject to Japanese income tax. A conversion of retained earnings or legal reserve (but not additional paid-in capital, in general) into stated capital (whether made in connection with a stock split or otherwise) is not treated as a deemed dividend payment to shareholders for Japanese tax purposes. Thus, such a conversion does not trigger Japanese withholding taxation. (Article 2 (16) of the Japanese Corporation Tax Law and Article 8 (1) (xiii) of the Japanese Corporation Tax Law Enforcement Order).

Pursuant to the Convention Between the Government of the United States of America and the Government of Japan for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Income (the Treaty), dividend payments made by a Japanese corporation to a U.S. resident or corporation, unless the recipient of the dividend has a permanent establishment in Japan and the shares or ADSs with respect to which such dividends are paid are effectively connected with such permanent establishment, are generally subject to a withholding tax at rate of: (1) 10% for portfolio investors who are qualified U.S. residents eligible for benefits of the Treaty; and (2) 0% (*i.e.*, no withholding) for pension funds which are qualified U.S. residents eligible for benefits of the Treaty, provided that the dividends are not derived from the carrying on of a business, directly or indirectly, by such pension funds. Japan is a party to a number of income tax treaties, conventions and agreements, (collectively Tax Treaties), whereby the maximum withholding tax rate for dividend payments is set at, in most cases, 15% for portfolio investors who are Non-Resident Holders. Specific countries with which such Tax Treaties have been entered into include Belgium, Canada, Denmark, Finland, Germany, Ireland, Italy, Luxembourg, New Zealand, Norway, Singapore and Spain. Japan's income tax treaties with Australia, France, The Netherlands, Sweden, Switzerland and the United Kingdom have been amended to generally reduce the maximum withholding tax rate to 10%.

On the other hand, unless one of the applicable Tax Treaties reducing the maximum rate of withholding tax applies, the standard tax rate applicable to dividends paid with respect to listed shares, such as those paid by the Company on shares or ADSs, to Non-Resident Holders is 15% under the Japanese Income Tax Law, except for dividends paid to any individual shareholder who holds 3% or more of the issued shares, in which case the applicable rate is 20% (Article 182(2) of the Japanese Income Tax Law and Article 9-3(1)(i) of the Japanese Special Tax Measures Law, including its relevant temporary provision for these withholding rates). On December 2, 2011, the Special measures act to secure the financial resources required to implement policy on restoration of the East Japan Earthquake (Act No. 117 of 2011) was promulgated and special surtax measures on income tax and withholding tax were introduced thereafter to fund the restoration effort for the earthquake. Income tax and withholding tax payers need to pay a surtax, calculated by multiplying the standard tax rate by 2.1% for 25 years starting from January 1, 2013 ( Surtax ). As a result, the withholding tax rate applicable to dividends paid with respect to listed shares to Non-Resident Holders increased to 15.315% ( Withholding Tax Rate ) which is applicable for the period from January 1, 2014 until December 31, 2037.

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Taking this Withholding Tax Rate into account, the treaty rates such as the 15% rate (or 10% for eligible U.S. residents subject to the Treaty and/or eligible residents subject to other similarly renewed treaties mentioned above) apply, in general, except for dividends paid to any individual holder who holds 3% or more of the total issued shares, in which case the applicable rate is 20.42% (standard tax rate of 20% imposed by Surtax). The treaty rate normally overrides the domestic rate, but due to the so-called preservation doctrine under Article 1(2) of the Treaty, and/or due to Article 3-2 of the Special Measures Law for the Income Tax Law, Corporation Tax Law and Local Taxes Law with respect to the Implementation of Tax Treaties, if the tax rate under the domestic tax law is lower than that promulgated under the applicable income tax treaty, then the domestic tax rate is still applicable. Currently, the tax rate under the applicable tax treaty is lower than that under the domestic tax law and thus the treaty override treatment applies. As such, the tax rate under the Treaty applies for most holders of shares or ADSs who are U.S. residents or corporations. In the case where the treaty rate is applicable, no Surtax is imposed, but in order to enjoy the lower treaty rate, the taxpayer must file a treaty application in advance with the Company. Gains derived from the sale outside Japan of Japanese corporations' shares or ADSs by Non-Resident Holders, or from the sale of Japanese corporations' shares or ADSs within Japan by a non-resident of Japan as an occasional transaction or by a non-Japanese corporation not having a permanent establishment in Japan, are generally not subject to Japanese income or corporation taxes, provided that the seller is a portfolio investor. Japanese inheritance and gift taxes at progressive rates may apply to an individual who has acquired Japanese corporations' shares or ADSs as a distributee, legatee or donee.

### 2. Taxation in the United States

The following is a discussion of the material U.S. federal income tax consequences of owning and disposing of the Company shares or ADSs to the U.S. holders described below, but it does not purport to be a comprehensive description of all of the tax considerations that may be relevant to a particular person's decision to acquire, hold or dispose of such securities. The discussion does not address the potential application of the provisions of the Internal Revenue Code of 1986, as amended (the Code) known as the Medicare contribution tax. The discussion applies only if a U.S. holder holds the Company shares or ADSs as capital assets for U.S. federal income tax purposes and it does not address special classes of holders, such as:

- certain financial institutions;
- insurance companies;
- dealers and traders in securities or foreign currencies;
- persons holding the Company shares or ADSs as part of a straddle, conversion, other integrated transaction or other similar transaction;
- persons whose functional currency for U.S. federal income tax purposes is not the U.S. dollar;
- partnerships or other entities classified as partnerships for U.S. federal income tax purposes;
- persons liable for the alternative minimum tax;
- tax-exempt entities;
- persons holding the Company shares or ADSs that own or are deemed to own 10% or more of any class of the Company stock;
- persons who acquired the Company shares or ADSs pursuant to the exercise of any employee stock option or otherwise as compensation; or
- persons holding the Company shares or ADSs in connection with trade or business conducted outside of the United States.

This discussion is based on the Code, administrative pronouncements, judicial decisions, final, temporary and proposed Treasury regulations and the Treaty, all as of the date hereof. These laws are subject to change, possibly on a retroactive basis. It is also based in part on representations by the depositary and assumes that each obligation under the deposit agreement and any related agreement will be performed in accordance with its terms. An investor should consult its own tax adviser concerning the U.S. federal, state, local and foreign tax consequences of owning and disposing of the Company shares or ADSs in its particular circumstances.

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As used herein, a U.S. holder is a beneficial owner of the Company shares or ADSs that is eligible for the benefits of the Treaty and is, for U.S. federal tax purposes:

- a citizen or individual resident of the United States;
- a corporation, or other entity taxable as a corporation, created or organized in or under the laws of the United States, any state thereof or the District of Columbia; or
- an estate or trust the income of which is subject to U.S. federal income taxation regardless of its source.

If an entity that is classified as a partnership for U.S. federal income tax purposes holds the Company shares or ADSs, the U.S. federal income tax treatment of a partner will generally depend on the status of the partner and the activities of the partnership. Partnerships holding the Company shares or ADSs and partners in such partnerships should consult their tax advisers as to the particular U.S. federal income tax consequences of holding and disposing of the Company shares or ADSs.

In general, if a U.S. holder owns ADSs, it will be treated for U.S. federal income tax purposes as the owner of the underlying shares represented by those ADSs. Accordingly, no gain or loss will be recognized if a U.S. holder exchanges ADSs for the underlying shares represented by those ADSs.

The U.S. Treasury has expressed concerns that parties to whom American depositary shares are released before shares are delivered to the depositary ( pre-released ), or intermediaries in the chain of ownership between the holder and the issuer of the security underlying the American depositary shares, may be taking actions that are inconsistent with the claiming of foreign tax credits by holders of American depositary shares. Such actions would also be inconsistent with the claiming of the reduced rate of tax applicable to dividends received by certain non-corporate U.S. holders. Accordingly, the analysis of the creditability of Japanese taxes and the reduced rates of taxation applicable to dividends received by certain non-corporate U.S. holders, both as described below, could be affected by actions that may be taken by parties to whom ADSs are pre-released or by intermediaries.

This discussion assumes that the Company was not a passive foreign investment company for 2016, as described below.

### *Taxation of Distributions*

Distributions paid on the Company shares or ADSs, other than certain *pro rata* distributions of common shares, to the extent paid out of the Company's current or accumulated earnings and profits (as determined under U.S. federal income tax principles) will be treated as dividends. Because the Company does not maintain calculations of its earnings and profits under U.S. federal income tax principles, it is expected that distributions will be reported to U.S. holders as dividends. The amount of a dividend will include any amounts withheld by the Company or its paying agent in respect of Japanese taxes. The amount of the dividend will be treated as foreign-source dividend income and will not be eligible for the dividends-received deduction generally allowed to U.S. corporations. Subject to applicable limitations that may vary depending upon a U.S. holder's individual circumstances and the concerns of the U.S. Treasury described above, dividends paid to certain non-corporate U.S. holders will be taxable at the favorable rates applicable to long-term capital gains. Non-corporate U.S. holders should consult their own tax advisers to determine whether they are subject to any special rules that limit their ability to be taxed at these favorable rates.

Dividends paid in Japanese yen will be included in a U.S. holder's income in a U.S. dollar amount calculated by reference to the exchange rate in effect on the date of receipt of the dividend by the U.S. holder, in the case of the Company shares, or by the depositary, in the case of ADSs, regardless of whether the payment is in fact converted into U.S. dollars at that time. If the dividend is converted into U.S. dollars on the date of receipt, a U.S. holder generally should not be required to recognize foreign currency gain or loss in respect of the dividend income. A U.S. holder may have foreign currency gain or loss if the dividend is converted into U.S. dollars after the date of receipt.

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Japanese income taxes withheld from cash dividends on the Company shares or ADSs at a rate not exceeding the rate provided by the Treaty will be creditable against a U.S. holder's U.S. federal income tax liability, subject to applicable limitations that may vary depending upon a U.S. holder's circumstances and the concerns expressed by the U.S. Treasury described above. The rules governing foreign tax credits are complex, and a U.S. holder should consult its own tax adviser regarding the availability of foreign tax credits in its particular circumstances. Instead of claiming a credit, a U.S. holder may, at its election, deduct such Japanese taxes in computing its income, subject to generally applicable limitations under U.S. federal income tax law.

*Sale or Other Disposition of the Company Shares or ADSs*

For U.S. federal income tax purposes, gain or loss a U.S. holder realizes on the sale or other disposition of the Company shares or ADSs will be capital gain or loss, and will be long-term capital gain or loss if such holder held the Company shares or ADSs for more than one year. The amount of a U.S. holder's gain or loss will be equal to the difference between the U.S. dollar amount realized on the disposition and the U.S. holder's U.S. dollar tax basis in the Company shares or ADSs that were disposed of. Such gain or loss will generally be U.S.-source gain or loss for foreign tax credit purposes. The deductibility of capital losses is subject to limitation.

*Passive Foreign Investment Company Rules*

The Company believes that it was not a passive foreign investment company (PFIC) for U.S. federal income tax purposes for its 2016 fiscal year. However, since PFIC status depends upon the composition of the Company's income and assets and the market value of its assets (including, among others, goodwill and equity investments in less than 25% owned entities) from time to time, there can be no assurance that the Company will not be considered a PFIC for any taxable year. If the Company were treated as a PFIC for any taxable year during which a U.S. holder owned the Company shares or ADSs, certain adverse tax consequences could apply to such U.S. holder.

If the Company were treated as a PFIC for any taxable year during which a U.S. holder owned the Company shares or ADSs, gain recognized by a U.S. holder on the sale or other disposition, including certain pledges, of the Company shares or ADSs would be allocated ratably over its holding period for such securities. The amounts allocated to the taxable year of the sale or other disposition and to any year before the Company became a PFIC would be taxed as ordinary income. The amount allocated to each other taxable year would be subject to tax at the highest rate in effect in such taxable year for individuals or corporations, as appropriate, and an interest charge would be imposed on the tax liability attributable to such allocated amounts. Further, any distribution in respect of the Company shares or ADSs in excess of 125% of the average of the annual distributions on such securities received by a U.S. holder during the preceding three years or its holding period, whichever is shorter, would be subject to taxation as described immediately above. Certain elections (including a mark-to-market election) may be available to a U.S. holder that would result in alternative tax treatments.

In addition, if the Company were a PFIC or, with respect to a particular U.S. holder, were treated as a PFIC in a taxable year in which it pays a dividend or the prior taxable year, the favorable tax rates discussed above with respect to dividends paid to certain non-corporate U.S. holders would not apply.

If the Company were a PFIC for any taxable year during which a U.S. holder owned the Company shares or ADSs, the U.S. holder would generally be required to file IRS Form 8621 with its annual U.S. federal income tax return, subject to certain exceptions.

*Information Reporting and Backup Withholding*

Payments of dividends and sales proceeds that are made within the United States or through certain U.S.-related financial intermediaries generally are subject to information reporting and may be subject to backup withholding unless the U.S. holder is a corporation or other exempt recipient or, in the case of backup withholding, the U.S. holder provides a correct taxpayer identification number and certifies that it is not subject to backup withholding.

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Backup withholding is not an additional tax. The amount of any backup withholding from a payment to a U.S. holder will be allowed as a credit against such holder's U.S. federal income tax liability and may entitle it to a refund, provided that the required information is timely furnished to the Internal Revenue Service.

Certain U.S. holders who are individuals may be required to report information relating to stock of a non-U.S. person, generally on IRS Form 8938, subject to certain exceptions (including an exception for stock held in custodial accounts maintained by a U.S. financial institution). U.S. holders are urged to consult their tax advisers regarding the effect, if any, of this requirement on their tax reporting obligations.

### **F. Dividends and paying agents**

Not applicable.

### **G. Statement by experts**

Not applicable.

### **H. Documents on display**

Under the Securities Exchange Act of 1934, as amended (the Exchange Act), the Company is subject to requirements information disclosure. The Company files various reports and other information, including Form 20-F and Annual Reports, with the Securities Exchange Commission and the NYSE. These reports may be inspected at the following sites.

Securities Exchange Commission (Public Reference Room):

100 F Street, N.E., Washington D.C. 20549

New York Stock Exchange, Inc.:

20 Broad Street, New York, New York 10005

Form 20-F is also available at the Electronic Data Gathering, Analysis, Retrieval system ( EDGAR ) website which is maintained by the Securities Exchange Commission.

Securities Exchange Commission Home Page:

<http://www.sec.gov>

### **I. Subsidiary information**

Not applicable.

## **Item 11. Quantitative and Qualitative Disclosures about Market Risk**

### **Market risk exposures**

Canon is exposed to market risks, including changes in foreign currency exchange rates, interest rates and prices of marketable securities and investments. In order to hedge the risks of changes in foreign currency exchange rates, Canon uses derivative financial instruments.

### **Equity price risk**

Canon holds marketable securities included in current assets, which consist generally of highly-liquid and low-risk instruments. Investments included in noncurrent assets are held as long-term investments. Canon does not hold marketable securities and investments for trading purposes.



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Maturities and fair values of such marketable securities and investments with original maturities of more than three months, all of which were classified as available-for-sale securities, were as follows at December 31, 2016.

Available-for-sale securities

	2016	
	Cost	Fair value
	(Millions of yen)	
Debt securities		
Due after five years	320	498
Fund trusts	85	86
Equity securities	19,026	42,444
	19,431	43,028

**Foreign currency exchange rate and interest rate risk**

Canon operates internationally, exposing it to the risk of changes in foreign currency exchange rates. Derivative financial instruments are comprised principally of foreign currency exchange contracts utilized by the Company and certain of its subsidiaries to reduce the risk. Canon assesses foreign currency exchange rate risk by continually monitoring changes in the exposures and by evaluating hedging opportunities. Canon does not hold or issue derivative financial instruments for trading purposes. Canon is also exposed to credit-related losses in the event of non-performance by counterparties to derivative financial instruments, but it is not expected that any counterparties will fail to meet their obligations. Most of the counterparties are internationally recognized financial institutions and selected by Canon taking into account their financial condition, and contracts are diversified across a number of major financial institutions.

Canon's international operations expose Canon to the risk of changes in foreign currency exchange rates. Canon uses foreign exchange contracts to manage certain foreign currency exchange exposures principally from the exchange of U.S. dollars and euros into Japanese yen. These contracts are primarily used to hedge the foreign currency exposure of forecasted intercompany sales and intercompany trade receivables which are denominated in foreign currencies. In accordance with Canon's policy, a specific portion of foreign currency exposure resulting from forecasted intercompany sales are hedged using foreign exchange contracts which principally mature within three months.

The following table provides information about Canon's major derivative financial instruments related to foreign currency exchange transactions existing at December 31, 2016. All of the foreign exchange contracts described in the following table have a contractual maturity date in 2017.

	U.S.\$	Euro	Others	Total
	(Millions of yen)			
Forwards to sell foreign currencies:				
Contract amounts	213,018	131,440	27,186	371,644
Estimated fair value	(4,599)	(3,803)	(1,074)	(9,476)
Forwards to buy foreign currencies:				
Contract amounts	38,392	979	7,370	46,741
Estimated fair value	612	(16)	74	670

Canon expects that fair value changes and cash flows resulting from reasonable near-term changes in interest rates will be immaterial. Accordingly, Canon believes interest rate risk is insignificant. See also Note 9 of the Notes to Consolidated Financial Statements.

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Changes in the fair value of derivative financial instruments designated as cash flow hedges, including foreign currency exchange contracts associated with forecasted intercompany sales, are reported in accumulated other comprehensive income (loss). These amounts are subsequently reclassified into earnings through other income (deductions) in the same period as the hedged items affect earnings. Substantially all such amounts recorded in accumulated other comprehensive income (loss) at year-end are expected to be recognized in earnings over the next twelve months. Canon excludes the time value component from the assessment of hedge effectiveness. Changes in the fair value of a foreign currency exchange contract for the period between the date that the forecasted intercompany sales occur and its maturity date are recognized in earnings and not considered hedge ineffectiveness.

The amount of the hedging ineffectiveness was not material for the years ended December 31, 2016, 2015 and 2014. The amounts of net losses excluded from the assessment of hedge effectiveness (time value component) which was recorded in other income (deductions) was ¥311 million, ¥131 million and ¥145 million for the years ended December 31, 2016, 2015 and 2014, respectively.

Canon has entered into certain foreign currency exchange contracts to manage its foreign currency exposures. These foreign currency exchange contracts have not been designated as hedges. Accordingly, the changes in fair values of these contracts are recorded in earnings immediately.

### **Item 12. Description of Securities Other than Equity Securities**

#### **A. Debt securities**

Not applicable.

#### **B. Warrants and rights**

Not applicable.

#### **C. Other securities**

Not applicable.

#### **D. American Depositary Shares**

##### **3. (a) Depositing or substituting the underlying shares**

Not applicable.

##### **(b) Receiving or distributing dividends**

Not applicable.

##### **(c) Selling or exercising rights**

Upon the distribution or sale of Canon's ADSs, a holder of American Depositary Receipts is required to pay a commission fee of \$5.00 to the depositary for each 100 ADSs (or part of the 100 ADSs) for this transaction.

##### **(d) Withdrawing an underlying security**

Not applicable.



(e) Transferring, splitting or grouping receipts  
Not applicable.

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(f) General depository services, particularly those charged on an annual basis  
Not applicable.

(g) Expenses of the depository  
Not applicable.

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**PART II**

**Item 13. Defaults, Dividend Arrearages and Delinquencies**

None.

**Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds**

None.

**Item 15. Controls and Procedures**

*Evaluation of Disclosure Controls and Procedures*

Canon's disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives and Canon's chief executive officer and chief financial officer concluded that Canon's disclosure controls and procedures, as defined in Rule 13a-15(e) of the Exchange Act, are effective at the reasonable assurance level as of December 31, 2016.

*Management's Report on Internal Control over Financial Reporting*

The management of Canon is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) promulgated under the Securities Exchange Act of 1934, as amended, as a process designed by, or under the supervision of, the company's principal executive and principal financial officers and effected by the company's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Canon's management excluded from its assessment of the effectiveness of Canon's internal control over financial reporting as of December 31, 2016, an assessment of internal control over financial reporting of Toshiba Medical Systems Corporation (TMSC), which became a wholly-owned subsidiary of Canon on December 19, 2016. TMSC had total assets of 251.4 billion yen and net sales of 13.6 billion yen for the period from December 19, 2016 to December 31, 2016 that were reflected in Canon's consolidated financial statements as of and for the fiscal year ended December 31, 2016.

Canon's management assessed the effectiveness of internal control over financial reporting as of December 31, 2016. In making this assessment, management used the criteria established in internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria).

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Based on its assessment, management concluded that, as of December 31, 2016, Canon's internal control over financial reporting was effective based on the COSO criteria.

Canon's independent registered public accounting firm, Ernst & Young ShinNihon LLC, has issued an audit report on the effectiveness of Canon's internal control over financial reporting. This report appears in Item 18.

### *Changes in Internal Control over Financial Reporting*

There has been no change in Canon's internal control over financial reporting that occurred during the period covered by this Annual Report that has materially affected, or is reasonably likely to materially affect, its internal control over financial reporting.

### **Item 16A. Audit Committee Financial Expert**

Canon's Audit & Supervisory Board has determined that Hiroshi Yoshida is an audit committee financial expert as defined by the rules of the SEC. Hiroshi Yoshida has considerable experience and advanced expert knowledge in corporate accounting gained through his longstanding practice as a certified public accountant. Hiroshi Yoshida was elected as one of Canon's Outside Audit & Supervisory Board Members at an ordinary general meeting of shareholders held in March 2017. Hiroshi Yoshida met the independence requirements imposed on Audit & Supervisory Board Members as set forth by Japanese legal provisions.

### **Item 16B. Code of Ethics**

Canon maintains a Canon Group Code of Conduct or Code of Conduct, applicable to all executives and employees. The Code of Conduct sets forth provisions relating to honest and ethical conduct (including the handling of conflicts of interest), compliance with applicable laws, rules and regulations and accountability for adherence to the provisions of the Code of Conduct. The Board of Directors maintains a Code of Ethics as a supplement to the Code of Conduct. This Code of Ethics applies to Canon's President and Chief Executive Officer, each member of the Board of Directors (which includes the Chief Financial Officer) and general managers belonging to Canon's accounting headquarters. The Code of Ethics requires full, fair, accurate, timely and understandable disclosure in reports and documents that Canon files with or submits to the SEC and in Canon's other communications with the public, prompt internal reporting of violations of the Code of Conduct or Code of Ethics, and accountability for adherence to their provisions. Both the Code of Conduct and the Code of Ethics have been filed as exhibits.

### **Item 16C. Principal Accountant Fees and Services**

#### *Policy on Pre-Approval of Audit and Non-Audit Services of Independent Auditors*

Canon's Audit & Supervisory Board consisting of five members, including three outside auditors, is responsible for the oversight of the services of its independent registered public accounting firm. The Audit & Supervisory Board has established Pre-Approval Policies and Procedures for Audit and Non-Audit Services. These policies and procedures govern the Audit & Supervisory Board's review and approval of the board of director's engagement of Canon's independent registered public accounting firm to render audit or non-audit services. Non-audit services include audit-related services, tax services and other services, as described in greater detail below under Fees and Services. Canon and any affiliate controlled by Canon directly, indirectly or through one or more intermediaries must follow these policies and procedures before any engagement of Canon's independent registered public accounting firm for U.S. securities law reporting purposes.

The policies and procedures stipulate three means by which audit and non-audit services may be pre-approved, depending on the content of and the fee for the services.

All services provided to Canon necessary to perform an annual audit or review to comply with the standards of the Public Company Accounting Oversight Board (United States), in any jurisdiction, including tax services and accounting consultation necessary to comply with the standards of the Public

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Company Accounting Oversight Board (United States) in those jurisdictions, and any engagement of an Independent Registered Public Accounting Firm for any audit or non-audit service involving estimated fees exceeding ¥10,000,000 per single engagement must be pre-approved by the majority of Audit & Supervisory Board.

Certain other services may be pre-approved under detailed categories of audit and non-audit services established annually by the Audit & Supervisory Board, as long as those services do not exceed specified maximum yen limits for aggregate fees relating to each of those categories. Any engagement of an Independent Registered Public Accounting Firm by this means must be reported to the Audit & Supervisory Board at its next regularly scheduled meeting.

For services that are not covered by the above two means of pre-approval, the Audit & Supervisory Board has delegated pre-approval authority to any of the standing Audit & Supervisory Board Members of the board. Any engagement of an Independent Registered Public Accounting Firm pre-approved by one of the standing Audit & Supervisory Board Members is required to be reported to the Audit & Supervisory Board at its next regularly scheduled meeting.

Additional services may be pre-approved by the Audit & Supervisory Board on an individual basis.

No services were provided for which pre-approval was waived pursuant to paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X.

*Fees and services*

The following table discloses the aggregate fees accrued or paid to Canon's principal accountant and member firms of Ernst & Young for each of the last two fiscal years and briefly describes the services performed:

	Year ended December 31, 2016	Year ended December 31, 2015
	(Millions of yen)	
Audit fees	2,582	2,604
Audit-related fees	60	15
Tax fees	122	121
All other fees	19	34
<b>Total</b>	<b>2,783</b>	<b>2,774</b>

*Audit fees* include fees billed for professional services rendered for audits of Canon's annual consolidated financial statements, reviews of consolidated quarterly financial information and statutory audits of the Company and its subsidiaries.

*Audit-related fees* include fees billed for assurance and related services such as due diligence, accounting consultations and audits in connection with mergers and acquisitions, employee benefit plan audits, internal control reviews, and consultations concerning financial accounting and reporting standards.

*Tax fees* include fees billed for services related to tax compliance, including the preparation of tax returns and claims for refund, tax planning and tax advice, including assistance with tax audits and appeals, advice related to mergers and acquisitions, tax services for employee benefit plans and assistance with respect to requests for rulings from tax authorities.

*All other fees* include fees billed primarily for services rendered with respect to advisory and training services.

Ernst & Young ShinNihon LLC served as Canon's principal accountant for 2016 and 2015.

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**Item 16D. Exemptions from the Listing Standards for Audit Committees**

Canon is relying on the general exemption contained in Rule 10A-3(c)(3) under the Exchange Act. Because of such reliance, Canon does not have an audit committee which can act independently and satisfy the other requirements of Rule 10A-3 under the Exchange Act.

According to Rule 10A-3 under the Exchange Act and NYSE listing standards, Canon's Audit & Supervisory Board has been identified to act in place of an audit committee. The Audit & Supervisory Board meets the following requirements of the general exemption contained in Rule 10A-3(c)(3):

the Audit & Supervisory Board is established pursuant to applicable Japanese law and Canon's Articles of Incorporation; under Japanese legal requirements, the Audit & Supervisory Board is separate from the board of directors; the Audit & Supervisory Board is not elected by the management of Canon and no executive officer of Canon is a member of the Audit & Supervisory Board; all of the members of the Audit & Supervisory Board meet specific independence requirements from the Company and Canon, the management and the auditing firm, as set forth by Japanese legal provisions; the Audit & Supervisory Board, in accordance with and to the extent permitted by Japanese law, is responsible for the appointment, retention and oversight of the work of Canon's external auditors engaged for the purpose of issuing audit reports on Canon's annual financial statements; the Audit & Supervisory Board maintains a complaints procedure in accordance with Rule 10A-3(b)(3) of the Exchange Act; the Audit & Supervisory Board is authorized to engage independent counsel and other advisers, as it deems appropriate; and the Audit & Supervisory Board is provided with appropriate funding for payment of (i) compensation to Canon's independent registered public accounting firm engaged for the purpose of issuing audit reports on Canon's annual financial statements, (ii) compensation to independent counsel and other advisers engaged by the Audit & Supervisory Board, and (iii) ordinary administrative expenses of the Audit & Supervisory Board in carrying out its duties.

Canon's reliance on Rule 10A-3(c)(3) does not, in its opinion, materially adversely affect the ability of its Audit & Supervisory Board to act independently and to satisfy the other requirements of Rule 10A-3.

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The following table sets forth, for each of the months indicated, the total number of shares purchased by Canon, or on Canon's behalf or by any affiliated purchaser, the average price paid per share, the number of shares purchased pursuant to the applicable shareholder resolution or board resolution, which are publicly announced, and the maximum number of shares that may yet be purchased pursuant to these shareholder resolutions or board resolutions.

Period	(a) Total number of shares purchased	(b) Average price paid per share	(c) Total number of shares purchased as part of publicly announced plans or programs	(d) Maximum number of shares that may yet be purchased under the plans or programs
2016	(Shares)	(Yen)		
January 1 - January 31	708	3,467		
February 1 - February 29	305	3,159		
March 1 - March 31	233	3,285		
April 1 - April 30	441	3,226		
May 1 - May 31	496	3,168		
June 1 - June 30	307	3,124		
July 1 - July 31	170	2,953		
August 1 - August 31	338	2,892		
September 1 - September 30	753	2,979		
October 1 - October 31	254	2,991		
November 1 - November 30	484	3,066		
December 1 - December 31	1,111	3,387		

Column (a) represents the total number of shares purchased as fractional shares from fractional shareowners in accordance with the Corporation Law of Japan, and the purchase of shares from publicly announced plans which is shown in column (c). During 2016, the Company purchased 5,600 shares for a total purchase price of 17,864,570 yen upon requests from holders of shares consisting less than one full unit.

**Item 16F. Change in Registrant's Certifying Accountant**

Not applicable.

**Item 16G. Corporate Governance*****Significant Differences in Corporate Governance Practices between Canon and U.S. Companies Listed on the NYSE***

Section 303A of the New York Stock Exchange (the "NYSE") Listed Company Manual (the "Manual") provides that companies listed on the NYSE must comply with certain corporate governance standards. However, foreign private issuers whose shares have been listed on the NYSE, such as Canon Inc. (the "Company"), are permitted, with certain exceptions, to follow the laws and practices of their home country in place of the corporate governance practices stipulated under the Manual. In such circumstances, the foreign private issuer is required to disclose the significant differences between the corporate governance practices under Section 303A of the Manual and those required in Japan. A summary of these differences as they apply to the Company is provided below.

**I. Directors**

Currently, the Company's board of directors does not have any director who could be regarded as an independent director under the NYSE Corporate Governance Rules for U.S. listed companies. Unlike the

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NYSE Corporate Governance Rules, the Corporation Law of Japan (the Corporation Law) does not require Japanese companies with the Audit & Supervisory Board such as the Company, to appoint independent directors as members of the board of directors. The NYSE Corporate Governance Rules require non-management directors of U.S. listed companies to meet at regularly scheduled executive sessions without the presence of management. Unlike the NYSE Corporate Governance Rules, however, the Corporation Law does not require companies to implement an internal corporate organ or committee comprised solely of independent directors. Thus, the Company does not have such internal corporate organ or committee.

The Company currently has two outside directors under the Corporation Law. Under the Corporation Law, an outside director is defined as a person who meets the prescribed conditions, such as, that the person is not currently, and has not been in the ten years prior to his or her assumption of office as outside director, an executive director (which means a director concurrently performing an executive role) (*gyomu shikko torishimariyaku*), a corporate executive officer, a manager (*shihainin*), or any other type of employee of the company or any of its subsidiaries. Such qualifications for an outside director are different from the director independence requirements under the NYSE Corporate Governance Rules.

In addition, pursuant to the regulations of the Japanese stock exchanges, the Company is required to have one or more independent director(s)/audit & supervisory board member(s), defined under the relevant regulations of the Japanese stock exchanges as outside directors or outside audit & supervisory board members (as defined under the Corporation Law), who are unlikely to have any conflicts of interests with the Company's general shareholders. Each of the outside directors of the Company satisfies the independent director/audit & supervisory board member requirements under the regulations of the Japanese stock exchanges. The definition of independent director/audit & supervisory board member is different from that of the definition of independent director under the NYSE Corporate Governance Rules.

## 2. Committees

Under the Corporation Law, the Company may choose to: (i) have an audit committee, nomination committee and compensation committee and abolish the post of the Audit & Supervisory Board Members; (ii) have an audit and supervisory committee and abolish the post of the Audit & Supervisory Board Members; or (iii) have the Audit & Supervisory Board. The Company has elected to have the Audit & Supervisory Board, whose duties include monitoring and reviewing the management and reporting the results of these activities to the shareholders or board of directors of the Company. While the NYSE Corporate Governance Rules provide that U.S. listed companies must have an audit committee, nominating committee and compensation committee, each composed entirely of independent directors, the Corporation Law does not require companies to have specified committees, including those that are responsible for director nomination, corporate governance and executive compensation.

The Company's board of directors nominates candidates for directorships and submits a proposal at the general meeting of shareholders for shareholder approval. Pursuant to the Corporation Law, the shareholders then vote to elect directors at the meeting. The Corporation Law requires that the total amount or calculation method of compensation for directors and Audit & Supervisory Board Members be determined by a resolution of the general meeting of shareholders respectively, unless the amount or calculation method is provided under the Articles of Incorporation. As the Articles of Incorporation of the Company do not provide an amount or calculation method, the amount of compensation for the directors and the Audit & Supervisory Board Members of the Company is determined by a resolution of the general meeting of shareholders. The allotment of compensation for each director from the total amount of compensation is determined by the Company's board of directors, and the allotment of compensation to each Audit & Supervisory Board Member is determined by consultation among the Company's Audit & Supervisory Board Members.



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## 3. Audit Committee

The Company avails itself of paragraph (c)(3) of Rule 10A-3 of the Security Exchange Act, which provides that a foreign private issuer which has established the Audit & Supervisory Board shall be exempt from the audit committee requirements, subject to certain requirements which continue to be applicable under Rule 10A-3. Pursuant to the requirements of the Corporation Law, the shareholders elect the Audit & Supervisory Board Members by resolution of a general meeting of shareholders. The Company currently has five Audit & Supervisory Board Members, although the minimum number of Audit & Supervisory Board Members required pursuant to the Corporation Law is three. Unlike the NYSE Corporate Governance Rules, Japanese laws and regulations, including the Corporation Law, do not require the Audit & Supervisory Board Members to be experts in accounting or to have any other area of expertise. Under the Corporation Law, the Audit & Supervisory Board may determine the auditing policies and methods for investigating the business and assets of a Company, and may resolve other matters concerning the execution of the Audit & Supervisory Board Member's duties. The Audit & Supervisory Board prepares auditors' reports, determines a proposal for the nomination or removal of the accounting auditors to be submitted to the general meeting of shareholders, and may veto a proposal for the nomination of the Audit & Supervisory Board Members, accounting auditors and the determination of the amount of compensation for the accounting auditors put forward by the board of directors. Under the Corporation Law, the half or more of a company's Audit & Supervisory Board Members must be outside Audit & Supervisory Board Members. An outside Audit & Supervisory Board Member is defined as a person who meets the prescribed conditions, such as, that the person has not been in the ten years prior to his or her assumption of office as outside Audit & Supervisory Board Member, a director, an accounting adviser (*kaikai sanyo*), a corporate executive officer, a manager (*shihainin*), or any other type of employee of the company or any of its subsidiaries. The Company's current Audit & Supervisory Board Member system meets these requirements. In addition, pursuant to the regulations of the Japanese stock exchanges, the Company is required to have one or more independent director(s) or independent Audit & Supervisory Board Member(s) which terms are defined under the relevant regulations of the Japanese stock exchanges as outside directors or outside Audit & Supervisory Board Members (each of which terms is defined under the Corporation Law) who are unlikely to have any conflict of interests with shareholders of the Company. Among the five members on the Company's board of auditors, three are outside Audit & Supervisory Board Members. In addition, all such three outside Audit & Supervisory Board Members are also qualified as independent Audit & Supervisory Board Members under the regulations of the Japanese stock exchanges. The qualifications for an outside or independent Audit & Supervisory Board Member under the Corporation Law or the regulations of the Japanese stock exchanges are different from the audit committee independence requirement under the NYSE Corporate Governance Rules.

## 4. Shareholder Approval of Equity Compensation Plans

The NYSE Corporate Governance Rules require that shareholders be given the opportunity to vote on all equity compensation plans and any material revisions of such plans, with certain limited exceptions. Under the Corporation Law, a Company is required to obtain shareholder approval regarding the stock options to be issued to directors and Audit & Supervisory Board Members as part of remuneration of directors and Audit & Supervisory Board Member.

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**PART III**

**Item 17. Financial Statements**

Not applicable.

**Item 18. Financial Statements**

	<b>Page number</b>
Consolidated financial statements of Canon Inc. and Subsidiaries:	
<u>Reports of Ernst &amp; Young ShinNihon LLC, Independent Registered Public Accounting Firm</u>	89
<u>Consolidated Balance Sheets as of December 31, 2016 and 2015</u>	91
<u>Consolidated Statements of Income for the years ended December 31, 2016, 2015 and 2014</u>	92
<u>Consolidated Statements of Comprehensive Income for the years ended December 31, 2016, 2015 and 2014</u>	93
<u>Consolidated Statements of Equity for the years ended December 31, 2016, 2015 and 2014</u>	94
<u>Consolidated Statements of Cash Flows for the years ended December 31, 2016, 2015 and 2014</u>	96
<u>Notes to Consolidated Financial Statements</u>	97
Schedule:	
<u>Schedule II - Valuation and Qualifying Accounts for the years ended December 31, 2016, 2015 and 2014</u>	142
All other schedules are omitted as permitted by the rules and regulations of the Securities and Exchange Commission as not applicable.	

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of

Canon Inc.

We have audited the accompanying consolidated balance sheets of Canon Inc. and subsidiaries as of December 31, 2016 and 2015, and the related consolidated statements of income, comprehensive income, equity, and cash flows for each of the three years in the period ended December 31, 2016. Our audits also included the financial statement schedule listed in the Index at Item 18. These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Canon Inc. and subsidiaries at December 31, 2016 and 2015, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2016, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Canon Inc. and subsidiaries' internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated March 30, 2017 expressed an unqualified opinion thereon.

/s/ Ernst & Young ShinNihon LLC

Tokyo, Japan

March 30, 2017

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of

Canon Inc.

We have audited Canon Inc. and subsidiaries' internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). Canon Inc. and subsidiaries' management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As indicated in the accompanying Management's Report on Internal Control over Financial Reporting, management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of Toshiba Medical Systems Corporation, which is included in the 2016 consolidated financial statements of Canon Inc. and subsidiaries and constituted 251.4 billion yen of total assets as of December 31, 2016 and 13.6 billion yen of net sales for the year then ended. Our audit of internal control over financial reporting of Canon Inc. and subsidiaries also did not include an evaluation of the internal control over financial reporting of Toshiba Medical Systems Corporation. In our opinion, Canon Inc. and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Canon Inc. and subsidiaries as of December 31, 2016 and 2015, and the related consolidated statements of income, comprehensive income, equity, and cash flows for each of the three years in the period ended December 31, 2016, and our report dated March 30, 2017 expressed an unqualified opinion thereon.

/s/ Ernst & Young ShinNihon LLC

Tokyo, Japan

March 30, 2017

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Canon Inc. and Subsidiaries

Consolidated Balance Sheets

	December 31	
	2016	2015
	(Millions of yen)	
<b>Assets</b>		
Current assets:		
Cash and cash equivalents <i>(Note 1)</i>	630,193	633,613
Short-term investments <i>(Note 2)</i>	3,206	20,651
Trade receivables, net <i>(Note 3)</i>	641,458	588,001
Inventories <i>(Note 4)</i>	560,736	501,895
Prepaid expenses and other current assets <i>(Notes 6, 12 and 17)</i>	264,155	313,019
<b>Total current assets</b>	<b>2,099,748</b>	<b>2,057,179</b>
Noncurrent receivables <i>(Note 18)</i>	29,297	29,476
Investments <i>(Note 2)</i>	73,680	67,862
Property, plant and equipment, net <i>(Notes 5 and 6)</i>	1,194,976	1,219,652
Intangible assets, net <i>(Notes 7 and 8)</i>	446,268	241,208
Goodwill <i>(Notes 7 and 8)</i>	936,424	478,943
Other assets <i>(Notes 6, 11 and 12)</i>	358,136	333,453
<b>Total assets</b>	<b>5,138,529</b>	<b>4,427,773</b>
<b>Liabilities and equity</b>		
Current liabilities:		
Short-term loans and current portion of long-term debt <i>(Note 9)</i>	1,850	688
Trade payables <i>(Note 10)</i>	372,269	278,255
Accrued income taxes <i>(Note 12)</i>	30,514	47,431
Accrued expenses <i>(Notes 11 and 18)</i>	304,901	317,653
Other current liabilities <i>(Notes 1, 5, 12 and 17)</i>	273,835	171,302
<b>Total current liabilities</b>	<b>983,369</b>	<b>815,329</b>
Long-term debt, excluding current installments <i>(Notes 9 and 19)</i>	611,289	881
Accrued pension and severance cost <i>(Note 11)</i>	407,200	296,262
Other noncurrent liabilities <i>(Notes 7 and 12)</i>	142,049	130,838
<b>Total liabilities</b>	<b>2,143,907</b>	<b>1,243,310</b>
Commitments and contingent liabilities <i>(Note 18)</i>		
Equity:		
Canon Inc. shareholders' equity:		
Common stock		
Authorized 3,000,000,000 shares; issued 1,333,763,464 shares in 2016 and 2015	174,762	174,762
Additional paid-in capital	401,385	401,358
Legal reserve <i>(Note 13)</i>	66,558	65,289
Retained earnings <i>(Note 13)</i>	3,350,728	3,365,158
Accumulated other comprehensive income (loss) <i>(Note 14)</i>	(199,881)	(29,742)
Treasury stock, at cost; 241,695,310 shares in 2016 and 241,690,840 shares in 2015	(1,010,423)	(1,010,410)
<b>Total Canon Inc. shareholders' equity</b>	<b>2,783,129</b>	<b>2,966,415</b>
Noncontrolling interests	211,493	218,048

Total equity	<b>2,994,622</b>	3,184,463
Total liabilities and equity	<b>5,138,529</b>	4,427,773

*See accompanying Notes to Consolidated Financial Statements.*

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## Canon Inc. and Subsidiaries

## Consolidated Statements of Income

	Years ended December 31		
	2016	2015	2014
	(Millions of yen)		
Net sales	<b>3,401,487</b>	3,800,271	3,727,252
Cost of sales ( <i>Notes 5, 8, 11 and 18</i> )	<b>1,727,654</b>	1,865,887	1,865,780
Gross profit	<b>1,673,833</b>	1,934,384	1,861,472
Operating expenses ( <i>Notes 1, 5, 8, 11 and 18</i> ):			
Selling, general and administrative expenses	<b>1,142,591</b>	1,250,674	1,189,004
Research and development expenses	<b>302,376</b>	328,500	308,979
	<b>1,444,967</b>	1,579,174	1,497,983
Operating profit	<b>228,866</b>	355,210	363,489
Other income (deductions):			
Interest and dividend income	<b>4,762</b>	5,501	7,906
Interest expense	<b>(1,061)</b>	(584)	(500)
Other, net ( <i>Notes 1, 2 and 17</i> )	<b>12,084</b>	(12,689)	12,344
	<b>15,785</b>	(7,772)	19,750
Income before income taxes	<b>244,651</b>	347,438	383,239
Income taxes ( <i>Note 12</i> )	<b>82,681</b>	116,105	118,000
Consolidated net income	<b>161,970</b>	231,333	265,239
Less: Net income attributable to noncontrolling interests	<b>11,320</b>	11,124	10,442
Net income attributable to Canon Inc.	<b>150,650</b>	220,209	254,797
		(Yen)	
Net income attributable to Canon Inc. shareholders per share ( <i>Note 16</i> ):			
Basic	<b>137.95</b>	201.65	229.03
Diluted	<b>137.95</b>	201.65	229.03
Cash dividends per share	<b>150.00</b>	150.00	150.00

*See accompanying Notes to Consolidated Financial Statements.*

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## Canon Inc. and Subsidiaries

## Consolidated Statements of Comprehensive Income

	Years ended December 31		
	2016	2015	2014
	(Millions of yen)		
Consolidated net income	<b>161,970</b>	231,333	265,239
Other comprehensive income (loss), net of tax <i>(Note 14)</i> :			
Foreign currency translation adjustments	<b>(107,666)</b>	(55,504)	143,834
Net unrealized gains and losses on securities	<b>997</b>	2,010	2,524
Net gains and losses on derivative instruments	<b>(2,948)</b>	2,785	(195)
Pension liability adjustments	<b>(70,355)</b>	(6,543)	(37,985)
	<b>(179,972)</b>	<b>(57,252)</b>	<b>108,178</b>
Comprehensive income (loss)	<b>(18,002)</b>	174,081	373,417
Less: Comprehensive income attributable to noncontrolling interests	<b>1,745</b>	11,973	9,666
Comprehensive income (loss) attributable to Canon Inc.	<b>(19,747)</b>	162,108	363,751

*See accompanying Notes to Consolidated Financial Statements.*



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## Canon Inc. and Subsidiaries

## Consolidated Statements of Equity

	Common stock	Additional paid-in capital	Legal reserve	Retained earnings	Accumulated other comprehensive income (loss)	Treasury stock	Total Canon Inc. shareholders equity	Non- controlling interests	Total equity
	(Millions of yen)								
<b>Balance at December 31, 2013</b>	174,762	402,029	63,091	3,212,692	(80,646)	(861,666)	2,910,262	156,515	3,066,777
Equity transactions with noncontrolling interests and other		(420)		216	(22)		(226)	(658)	(884)
Dividends to Canon Inc. shareholders				(145,790)			(145,790)		(145,790)
Dividends to noncontrolling interests								(2,949)	(2,949)
Transfer to legal reserve			1,508	(1,508)					
Comprehensive income:									
Net income				254,797			254,797	10,442	265,239
Other comprehensive income (loss), net of tax (Note 14):									
Foreign currency translation adjustments					142,813		142,813	1,021	143,834
Net unrealized gains and losses on securities					2,301		2,301	223	2,524
Net gains and losses on derivative instruments					(195)		(195)		(195)
Pension liability adjustments					(35,965)		(35,965)	(2,020)	(37,985)
<b>Total comprehensive income</b>							363,751	9,666	373,417
Repurchases and reissuance of treasury stock		(46)		(15)		(149,752)	(149,813)		(149,813)
<b>Balance at December 31, 2014</b>	174,762	401,563	64,599	3,320,392	28,286	(1,011,418)	2,978,184	162,574	3,140,758
Equity transactions with noncontrolling interests and other		(29)			73		44	(29,627)	(29,583)
Dividends to Canon Inc. shareholders				(174,711)			(174,711)		(174,711)
Dividends to noncontrolling interests								(3,958)	(3,958)
Acquisition of subsidiaries								77,086	77,086
Transfer to legal reserve			690	(690)					
Comprehensive income:									
Net income				220,209			220,209	11,124	231,333
Other comprehensive income (loss), net of tax (Note 14):									
Foreign currency translation adjustments					(57,592)		(57,592)	2,088	(55,504)
Net unrealized gains and losses on securities					1,509		1,509	501	2,010
Net gains and losses on derivative instruments					2,785		2,785		2,785
Pension liability adjustments					(4,803)		(4,803)	(1,740)	(6,543)
<b>Total comprehensive income</b>							162,108	11,973	174,081
Repurchases and reissuance of treasury stock		(176)		(42)		1,008	790		790
<b>Balance at December 31, 2015</b>	174,762	401,358	65,289	3,365,158	(29,742)	(1,010,410)	2,966,415	218,048	3,184,463

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## Canon Inc. and Subsidiaries

## Consolidated Statements of Equity (continued)

	Common stock	Additional paid-in capital	Legal reserve	Retained earnings	Accumulated other comprehensive income (loss) (Millions of yen)	Treasury stock	Total Canon Inc. shareholders equity	Non- controlling interests	Total equity
<b>Balance at December 31, 2015</b>	<b>174,762</b>	<b>401,358</b>	<b>65,289</b>	<b>3,365,158</b>	<b>(29,742)</b>	<b>(1,010,410)</b>	<b>2,966,415</b>	<b>218,048</b>	<b>3,184,463</b>
Equity transactions with noncontrolling interests and other		27			258		285	(5,270)	(4,985)
Dividends to Canon Inc. shareholders				(163,810)			(163,810)		(163,810)
Dividends to noncontrolling interests								(4,077)	(4,077)
Acquisition of subsidiaries								1,047	1,047
Transfer to legal reserve			1,269	(1,269)					
Comprehensive income:									
Net income				150,650			150,650	11,320	161,970
Other comprehensive income (loss), net of tax (Note 14):									
Foreign currency translation adjustments					(101,257)		(101,257)	(6,409)	(107,666)
Net unrealized gains and losses on securities					1,196		1,196	(199)	997
Net gains and losses on derivative instruments					(2,924)		(2,924)	(24)	(2,948)
Pension liability adjustments					(67,412)		(67,412)	(2,943)	(70,355)
Total comprehensive income (loss)							(19,747)	1,745	(18,002)
Repurchases and reissuance of treasury stock				(1)		(13)	(14)		(14)
<b>Balance at December 31, 2016</b>	<b>174,762</b>	<b>401,385</b>	<b>66,558</b>	<b>3,350,728</b>	<b>(199,881)</b>	<b>(1,010,423)</b>	<b>2,783,129</b>	<b>211,493</b>	<b>2,994,622</b>

See accompanying Notes to Consolidated Financial Statements.

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## Canon Inc. and Subsidiaries

## Consolidated Statements of Cash Flows

	Years ended December 31		
	2016	2015	2014
	(Millions of yen)		
Cash flows from operating activities:			
Consolidated net income	161,970	231,333	265,239
Adjustments to reconcile consolidated net income to net cash provided by operating activities:			
Depreciation and amortization	250,096	273,327	263,480
Loss on disposal of fixed assets	5,203	7,975	12,429
Equity in earnings of affiliated companies	(890)	(447)	(478)
Deferred income taxes	7,188	4,672	8,929
(Increase) decrease in trade receivables	(4,155)	22,720	9,323
Decrease in inventories	6,156	14,249	59,004
Increase (decrease) in trade payables	56,844	(17,288)	(24,620)
Increase (decrease) in accrued income taxes	(16,456)	(8,731)	3,586
Increase (decrease) in accrued expenses	(5,256)	(25,529)	11,124
Increase (decrease) in accrued (prepaid) pension and severance cost	5,489	4,622	(6,305)
Other, net	34,094	(32,179)	(17,784)
<b>Net cash provided by operating activities</b>	<b>500,283</b>	<b>474,724</b>	<b>583,927</b>
Cash flows from investing activities:			
Purchases of fixed assets <i>(Note 5)</i>	(206,971)	(252,948)	(218,362)
Proceeds from sale of fixed assets <i>(Note 5)</i>	6,177	3,824	3,994
Purchases of available-for-sale securities	(84)	(98)	(311)
Proceeds from sale and maturity of available-for-sale securities	1,181	804	2,606
(Increase) decrease in time deposits, net	15,414	47,665	(14,223)
Acquisitions of businesses, net of cash acquired <i>(Note 7)</i>	(649,570)	(251,534)	(54,772)
Purchases of other investments	(4,460)	(1,220)	
Other, net	1,188	(112)	11,770
<b>Net cash used in investing activities</b>	<b>(837,125)</b>	<b>(453,619)</b>	<b>(269,298)</b>
Cash flows from financing activities:			
Proceeds from issuance of long-term debt <i>(Note 9)</i>	610,552	717	1,377
Repayments of long-term debt <i>(Note 9)</i>	(856)	(1,350)	(2,152)
Decrease in short-term loans, net <i>(Note 9)</i>	(80,580)		(54)
Purchases of noncontrolling interests	(4,993)	(29,570)	
Dividends paid	(163,810)	(174,711)	(145,790)
Repurchases and reissuance of treasury stock	(14)	790	(149,813)
Other, net	(4,607)	(6,078)	(4,454)
<b>Net cash provided by (used in) financing activities</b>	<b>355,692</b>	<b>(210,202)</b>	<b>(300,886)</b>
Effect of exchange rate changes on cash and cash equivalents	(22,270)	(21,870)	41,928
<b>Net change in cash and cash equivalents</b>	<b>(3,420)</b>	<b>(210,967)</b>	<b>55,671</b>
Cash and cash equivalents at beginning of year	633,613	844,580	788,909
<b>Cash and cash equivalents at end of year</b>	<b>630,193</b>	<b>633,613</b>	<b>844,580</b>
Supplemental disclosure for cash flow information:			
Cash paid during the year for:			

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Interest	<b>738</b>	653	462
Income taxes	<b>76,714</b>	117,643	111,819

*See accompanying Notes to Consolidated Financial Statements.*

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## Canon Inc. and Subsidiaries

## Notes to Consolidated Financial Statements

**1. Basis of Presentation and Significant Accounting Policies****(a) Description of Business**

Canon Inc. (the Company) and subsidiaries (collectively Canon) is one of the world's leading manufacturers in such fields as office products, imaging system products and industry and other products. Office products consist mainly of office multifunction devices (MFDs), laser multifunction printers (MFPs), laser printers, digital production printing systems, high speed continuous feed printers, wide-format printers and document solutions. Imaging system products consist mainly of interchangeable lens digital cameras, digital compact cameras, digital camcorders, digital cinema cameras, interchangeable lenses, compact photo printers, inkjet printers, large-format inkjet printers, commercial photo printers, image scanners, multimedia projectors, broadcast equipment and calculators. Industry and other products consist mainly of semiconductor lithography equipment, FPD (Flat panel display) lithography equipment, digital radiography systems, diagnostic X-ray systems, computed tomography, magnetic resonance imaging, diagnostic ultrasound systems, clinical chemistry analyzers, ophthalmic equipment, vacuum thin-film deposition equipment, organic LED (OLED) panel manufacturing equipment, die bonders, micromotors, network cameras, handy terminals and document scanners. Canon's consolidated net sales for the years ended December 31, 2016, 2015 and 2014 were distributed as follows: the Office Business Unit 53.1%, 55.5% and 55.8%, the Imaging System Business Unit 32.2%, 33.3% and 36.0%, the Industry and Others Business Unit 17.2%, 13.8% and 10.7%, and elimination between segments 2.5%, 2.6% and 2.5%, respectively. These percentages were computed by dividing segment net sales, including intersegment sales, by consolidated net sales, based on the segment operating results described in Note 21.

Sales are made principally under the Canon brand name, almost entirely through sales subsidiaries. These subsidiaries are responsible for marketing and distribution, and primarily sell to retail dealers in their geographic area. 79.2%, 81.2% and 80.6% of consolidated net sales for the years ended December 31, 2016, 2015 and 2014 were generated outside Japan, with 28.3%, 30.1% and 27.8% in the Americas, 26.9%, 28.3% and 29.3% in Europe, and 24.0%, 22.8% and 23.5% in Asia and Oceania, respectively.

Canon sells laser printers on an OEM basis to HP Inc.; such sales constituted 14.8%, 17.8% and 17.4% of consolidated net sales for the years ended December 31, 2016, 2015 and 2014, respectively, and are included in the Office Business Unit.

Canon's manufacturing operations are conducted primarily at 30 plants in Japan and 18 overseas plants which are located in countries or regions such as the United States, Germany, France, the Netherlands, Taiwan, China, Malaysia, Thailand, Vietnam and Philippines.

On December 19, 2016, Canon acquired all the ordinary shares of Toshiba Medical Systems Corporation (TMSC), one of the leading global companies in the medical equipment industry, and consolidated TMSC. Further information is described in Note 7.

**(b) Basis of Presentation**

The Company and its domestic subsidiaries maintain their books of account in conformity with financial accounting standards of Japan. Foreign subsidiaries maintain their books of account in conformity with financial accounting standards of the countries of their domicile.

Certain adjustments and reclassifications have been incorporated in the accompanying consolidated financial statements to conform with U.S. generally accepted accounting principles (U.S. GAAP). These adjustments were not recorded in the statutory books of account.

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Canon Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

**1. Basis of Presentation and Significant Accounting Policies (continued)**

(c) Principles of Consolidation

The consolidated financial statements include the accounts of the Company, its majority owned subsidiaries and those variable interest entities where the Company or its consolidated subsidiaries are the primary beneficiaries. All significant intercompany balances and transactions have been eliminated.

(d) Use of Estimates

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. Significant estimates and assumptions are reflected in valuation and disclosure of revenue recognition, allowance for doubtful receivables, inventories, long-lived assets, goodwill and other intangible assets with indefinite useful lives, environmental liabilities, deferred tax assets, uncertain tax positions and employee retirement and severance benefit obligations. Actual results could differ materially from those estimates.

(e) Translation of Foreign Currencies

Assets and liabilities of the Company's subsidiaries located outside Japan with functional currencies other than Japanese yen are translated into Japanese yen at the rates of exchange in effect at the balance sheet date. Income and expense items are translated at the average exchange rates prevailing during the year. Gains and losses resulting from translation of financial statements are excluded from earnings and are reported in other comprehensive income (loss).

Gains and losses resulting from foreign currency transactions, including foreign exchange contracts, and translation of assets and liabilities denominated in foreign currencies are included in other income (deductions) in the consolidated statements of income. Foreign currency exchange gains and losses were net losses of ¥2 million and ¥22,149 million for the years ended December 31, 2016 and 2015, respectively, and a net gain of ¥2,628 million for the year ended December 31, 2014.

(f) Cash Equivalents

All highly liquid investments acquired with original maturities of three months or less are considered to be cash equivalents. Certain debt securities with original maturities of less than three months, classified as available-for-sale securities of ¥30,500 million and ¥80,870 million at December 31, 2016 and 2015, respectively, are included in cash and cash equivalents in the consolidated balance sheets.

(g) Investments

Investments consist primarily of time deposits with original maturities of more than three months, debt and marketable equity securities, investments in affiliated companies and non-marketable equity securities. Canon reports investments with maturities of less than one year as short-term investments.

Canon classifies investments in debt and marketable equity securities as available-for-sale securities. Canon does not hold any trading securities which are bought and held primarily for the purpose of sale in the near term.

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Available-for-sale securities are recorded at fair value. Fair value is determined based on quoted market prices, projected discounted cash flows or other valuation techniques as appropriate. Unrealized holding

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Canon Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

**1. Basis of Presentation and Significant Accounting Policies (continued)**

(g) Investments (Continued)

gains and losses, net of the related tax effect, are reported as a separate component of accumulated other comprehensive income (loss) until realized.

Canon does not hold any held-to-maturity securities.

Available-for-sale securities are regularly reviewed for other-than-temporary declines in the carrying amount based on criteria that include the length of time and the extent to which the market value has been less than cost, the financial condition and near-term prospects of the issuer and Canon's intent and ability to retain the investment for a period of time sufficient to allow for any anticipated recovery in market value. For debt securities for which the declines are deemed to be other-than-temporary and there is no intent to sell, impairments are separated into the amount related to credit loss, which is recognized in earnings, and the amount related to all other factors, which is recognized in other comprehensive income (loss). For debt securities for which the declines are deemed to be other-than-temporary and there is an intent to sell, impairments in their entirety are recognized in earnings. For equity securities for which the declines are deemed to be other-than-temporary, impairments in their entirety are recognized in earnings. Canon recognizes an impairment loss to the extent by which the cost basis of the investment exceeds the fair value of the investment.

Realized gains and losses are determined by the average cost method and reflected in earnings.

Investments in affiliated companies over which Canon has the ability to exercise significant influence, but does not hold a controlling financial interest, are accounted for by the equity method.

Non-marketable equity securities in companies over which Canon does not have the ability to exercise significant influence are stated at cost and reviewed periodically for impairment.

(h) Allowance for Doubtful Receivables

Allowance for doubtful trade and finance receivables is maintained for all customers based on a combination of factors, including aging analysis, macroeconomic conditions and historical experience. An additional reserve for individual accounts is recorded when Canon becomes aware of a customer's inability to meet its financial obligations, such as in the case of bankruptcy filings. If circumstances related to customers change, estimates of the recoverability of receivables would be further adjusted. When all collection options are exhausted including legal recourse, the accounts or portions thereof are deemed to be uncollectable and charged against the allowance.

(i) Inventories

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

(j) Impairment of Long-Lived Assets



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Long-lived assets, such as property, plant and equipment, and acquired intangible assets 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. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of the asset and the estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of the asset exceeds its estimated undiscounted future cash flows, an impairment charge is recognized in the amount by which the carrying

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Canon Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

**1. Basis of Presentation and Significant Accounting Policies (continued)**

(j) Impairment of Long-Lived Assets (continued)

amount of the asset exceeds the fair value of the asset. Assets to be disposed of by sale are reported at the lower of the carrying amount or fair value less costs to sell, and are no longer depreciated.

(k) Property, Plant and Equipment

Property, plant and equipment are stated at cost. Depreciation is calculated principally by the declining-balance method, except for certain assets which are depreciated by the straight-line method over the estimated useful lives of the assets.

The depreciation period ranges from 3 years to 60 years for buildings and 1 year to 20 years for machinery and equipment.

Assets leased to others under operating leases are stated at cost and depreciated to the estimated residual value of the assets by the straight-line method over the lease term, generally from 2 years to 5 years.

(l) Goodwill and Other Intangible Assets

Goodwill and other intangible assets with indefinite useful lives are not amortized, but are instead tested for impairment annually in the fourth quarter of each year, or more frequently if indicators of potential impairment exist. Canon performs its impairment test of goodwill using the two-step approach at the reporting unit level, which is one level below the operating segment level. All goodwill is assigned to the reporting unit or units that benefit from the synergies arising from each business combination. If the carrying amount assigned to the reporting unit exceeds the fair value of the reporting unit, Canon performs the second step to measure an impairment charge in the amount by which the carrying amount of a reporting unit's goodwill exceeds its implied fair value.

Intangible assets with finite useful lives consist primarily of software, trademarks, patents and developed technology, license fees and customer relationships, which are amortized using the straight-line method. The estimated useful lives of software are from 3 years to 5 years, trademarks are 15 years, patents and developed technology are from 7 years to 17 years, license fees are 7 years, and customer relationships are from 11 years to 20 years, respectively. Certain costs incurred in connection with developing or obtaining internal-use software are capitalized. These costs consist primarily of payments made to third parties and the salaries of employees working on such software development. Costs incurred in connection with developing internal-use software are capitalized at the application development stage. In addition, Canon develops or obtains certain software to be sold where related costs are capitalized after establishment of technological feasibility.

(m) Environmental Liabilities

Liabilities for environmental remediation and other environmental costs are accrued when environmental assessments or remedial efforts are probable and the costs can be reasonably estimated. Such liabilities are adjusted as further information develops or circumstances change. Costs of future obligations are not discounted to their present values.

(n) Income Taxes

Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their

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Canon Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

**1. Basis of Presentation and Significant Accounting Policies (continued)**

(n) Income Taxes (continued)

respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Canon records a valuation allowance to reduce the deferred tax assets to the amount that is more likely than not realizable.

Canon recognizes the financial statement effects of tax positions when it is more likely than not, based on the technical merits, that the tax positions will be sustained upon examination by the tax authorities. Benefits from tax positions that meet the more-likely-than-not recognition threshold are measured at the largest amount of benefit that is greater than 50% likely of being realized upon settlement. Interest and penalties accrued related to unrecognized tax benefits are included in income taxes in the consolidated statements of income.

(o) Stock-Based Compensation

Canon measures stock-based compensation cost at the grant date, based on the fair value of the award, and recognizes the cost on a straight-line basis over the requisite service period, which is the vesting period.

(p) Net Income Attributable to Canon Inc. Shareholders per Share

Basic net income attributable to Canon Inc. shareholders per share is computed by dividing net income attributable to Canon Inc. by the weighted-average number of common shares outstanding during each year. Diluted net income attributable to Canon Inc. shareholders per share includes the effect from potential issuances of common stock based on the assumptions that all stock options were exercised.

(q) Revenue Recognition

Canon generates revenue principally through the sale of office and imaging system products, equipment, supplies, and related services under separate contractual arrangements. Canon recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred and title and risk of loss have been transferred to the customer or services have been rendered, the sales price is fixed or determinable, and collectibility is probable.

Revenue from sales of office products, such as office MFDs and laser printers, and imaging system products, such as digital cameras and inkjet printers, is recognized upon shipment or delivery, depending upon when title and risk of loss transfer to the customer.

Canon also offers separately priced product maintenance contracts for most office products, for which the customer typically pays a stated base service fee plus a variable amount based on usage. Revenue from these service maintenance contracts is measured at the stated amount of the contract and recognized as services are provided and variable amounts are earned.

Revenue from the sale of equipment under sales-type leases is recognized at the inception of the lease. Income on sales-type leases and direct-financing leases is recognized over the life of each respective lease using the interest method. Leases not qualifying as sales-type leases or direct-financing leases are accounted for as operating leases and related revenue is recognized ratably over the lease term. When equipment leases are bundled with product maintenance contracts, revenue is allocated based upon the estimated relative fair



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Canon Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

**1. Basis of Presentation and Significant Accounting Policies (continued)**

(q) Revenue Recognition (continued)

value of the lease and non-lease deliverables. Lease deliverables generally include equipment, financing and executory costs, while non-lease deliverables generally consist of product maintenance contracts and supplies.

Revenue from sales of optical equipment, such as semiconductor lithography equipment and FPD lithography equipment that are sold with customer acceptance provisions related to their functionality, is recognized when the equipment is installed at the customer site and the specific criteria of the equipment functionality are successfully tested and demonstrated by Canon. Service revenue is derived primarily from separately priced product maintenance contracts on equipment sold to customers and is measured at the stated amount of the contract and recognized as services are provided.

For all other arrangements with multiple elements, Canon allocates revenue to each element based on its relative selling price if such element meets the criteria for treatment as a separate unit of accounting. Otherwise, revenue is deferred until the undelivered elements are fulfilled and accounted for as a single unit of accounting.

Canon records amounts received in advance from customers in excess of revenue recognized primarily for sales of optical equipment and product maintenance contracts as deferred revenue until the revenue recognition criteria are satisfied. Deferred revenue were ¥102,298 million and ¥51,390 million at December 31, 2016 and 2015, respectively, and are included in other current liabilities in the accompanying consolidated balance sheets.

Canon records estimated reductions to sales at the time of sale for sales incentive programs including product discounts, customer promotions and volume-based rebates. Estimated reductions to sales are based upon historical trends and other known factors at the time of sale. Canon regularly adjusts its estimates each period in the ordinary course of establishing sales incentive program accruals based on current information. Canon also provides price protection to certain resellers of its products, and records reductions to sales for the estimated impact of price protection obligations when announced.

Estimated product warranty costs are recorded at the time revenue is recognized and are included in selling, general and administrative expenses in the consolidated statements of income. Estimates for accrued product warranty costs are based on historical experience, and are affected by ongoing product failure rates, specific product class failures outside of the baseline experience, material usage and service delivery costs incurred in correcting a product failure.

Taxes collected from customers and remitted to governmental authorities are excluded from revenues in the consolidated statements of income.

(r) Research and Development Costs

Research and development costs are expensed as incurred.

(s) Advertising Costs

Advertising costs are expensed as incurred. Advertising expenses were ¥58,707 million, ¥80,907 million and ¥79,765 million for the years ended December 31, 2016, 2015 and 2014, respectively.



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Canon Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

**1. Basis of Presentation and Significant Accounting Policies (continued)**

(t) Shipping and Handling Costs

Shipping and handling costs totaled ¥44,296 million, ¥52,504 million and ¥49,576 million for the years ended December 31, 2016, 2015 and 2014, respectively, and are included in selling, general and administrative expenses in the consolidated statements of income.

(u) Derivative Financial Instruments

All derivatives are recognized at fair value and are included in prepaid expenses and other current assets, or other current liabilities in the consolidated balance sheets.

Canon uses and designates certain derivatives as a hedge of a forecasted transaction or the variability of cash flows to be received or paid related to a recognized asset or liability ( cash flow hedge). Canon formally documents all relationships between hedging instruments and hedged items, as well as its risk-management objective and strategy for undertaking various hedge transactions. Canon also formally assesses, both at the hedge's inception and on an ongoing basis, whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in cash flows of hedged items. When it is determined that a derivative is not highly effective as a hedge or that it has ceased to be a highly effective hedge, Canon discontinues hedge accounting prospectively. Changes in the fair value of a derivative that is designated and qualifies as a cash flow hedge are recorded in other comprehensive income (loss), until earnings are affected by the variability in cash flows of the hedged item. Gains and losses from hedging ineffectiveness are included in other income (deductions). Gains and losses related to the components of hedging instruments excluded from the assessment of hedge effectiveness are included in other income (deductions).

Canon also uses certain derivative financial instruments which are not designated as hedges. The changes in fair values of these derivative financial instruments are immediately recorded in earnings.

Canon classifies cash flows from derivatives as cash flows from operating activities in the consolidated statements of cash flows.

(v) Guarantees

Canon recognizes, at the inception of a guarantee, a liability for the fair value of the obligation it has undertaken in issuing guarantees.

(w) Recently Issued Accounting Guidance

In November 2015, the Financial Accounting Standards Board ( FASB ) issued an amendment which requires deferred tax assets and liabilities be classified as noncurrent in the consolidated balance sheets. Canon early adopted this amended guidance from the quarter beginning January 1, 2016, on a prospective basis, and prior periods were not retrospectively adjusted. Canon's current deferred tax assets were ¥55,108 million and current deferred tax liabilities were ¥2,682 million as of December 31, 2015.

In July 2015, the FASB issued an amendment which requires an entity to measure inventory at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. Canon early adopted this amended guidance from the quarter beginning April 1, 2016. This adoption did not have a material impact on its consolidated results of operations and financial condition.





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## Canon Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

**1. Basis of Presentation and Significant Accounting Policies (continued)**

## (w) Recently Issued Accounting Guidance (continued)

In May 2014, the FASB issued a new accounting standard related to revenue from contracts with customers. This standard requires an entity to recognize revenue when promised goods or services are transferred to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This standard was originally planned to be effective for annual reporting periods beginning after December 15, 2016, however, in August 2015, the FASB issued an accounting standard update for a one-year deferral of the effective date. Early adoption as of the original effective date is permitted. This standard may be applied retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of initially applying this standard recognized at the date of initial application. In March 2016, the FASB issued an accounting standard update which clarifies the implementation guidance for principal versus agent considerations. In April 2016, the FASB issued an accounting standard update which clarifies guidance related to identifying performance obligations and licensing implementation guidance. In May 2016, the FASB issued an accounting standard update which amends guidance in the new standard on transition, collectibility, noncash consideration and the presentation of sales and other similar taxes. In December 2016, the FASB issued an accounting standard update which amends guidance in the new standard on disclosure of performance obligations, provisions for losses on certain types of contracts, scoping, and other areas. These standard updates have the same effective date as the original standard. Canon currently plans to apply the modified retrospective method of adoption from the quarter beginning January 1, 2018. While Canon currently does not expect the adoption of this standard to have a material impact on the timing of revenue recognition, the adoption of this standard is expected to result in change in allocation of revenue between goods and services in Office Business Unit and Industry and Others Business Unit on its consolidated statements of income. From consolidated balance sheets perspective, the reclassification between receivable and refund liability for variable consideration in Office Business Unit and Imaging System Business Unit may result in the increase of total assets and total liabilities. However, evaluation is still ongoing and it could result in additional impacts on its consolidated results of operations and financial condition.

In January 2016, the FASB issued an amendment which addresses certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. This guidance includes the requirement that equity investments be measured at fair value with changes in the fair value recognized in net income. This guidance is effective for annual reporting periods beginning after December 15, 2017, and early adoption is permitted for certain provisions. Canon is currently evaluating the adoption date and the effect that the adoption of this guidance will have on its consolidated results of operations and financial condition.

In February 2016, the FASB issued an amendment which requires lessees to recognize most leases on their balance sheets but recognize expenses on their income statements in a manner similar to current guidance. For lessors, the guidance modifies the classification criteria and the accounting for sales-type and direct financing leases. This guidance is effective for annual reporting periods beginning after December 15, 2018, and early adoption is permitted. Canon is currently evaluating the adoption date and the effect that the adoption of this guidance will have on its consolidated results of operations and financial condition.

In October 2016, the FASB issued an amendment which requires an entity to recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. Consequently, the amendments in this guidance eliminate the exception for an intra-entity transfer of an asset other than inventory. Two common examples of assets included in the scope of this guidance are intellectual property and property, plant, and equipment. This guidance is effective for annual reporting periods beginning after December 15, 2017, and early adoption is permitted. The amendments in this guidance should be applied on a modified retrospective basis through a cumulative effect adjustment

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Canon Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

**1. Basis of Presentation and Significant Accounting Policies (continued)**

(w) Recently Issued Accounting Guidance (continued)

directly to retained earnings as of the beginning of the period of adoption. Canon is currently evaluating the adoption date and the effect that the adoption of this guidance will have on its consolidated results of operations and financial condition.

**2. Investments**

The cost, gross unrealized holding gains, gross unrealized holding losses and fair value for available-for-sale securities included in investments by major security type at December 31, 2016 and 2015 are as follows:

	Cost	December 31, 2016 Gross unrealized holding gains (Millions of yen)	December 31, 2016 Gross unrealized holding losses	Fair value
Noncurrent:				
Government bonds	277		8	269
Corporate bonds	43	188	2	229
Fund trusts	85	1		86
Equity securities	19,026	23,439	21	42,444
	19,431	23,628	31	43,028

	Cost	December 31, 2015 Gross unrealized holding gains (Millions of yen)	December 31, 2015 Gross unrealized holding losses	Fair value
Noncurrent:				
Government bonds	298		11	287
Corporate bonds	6	195		201
Fund trusts	63	1		64
Equity securities	20,461	23,482	1,094	42,849
	20,828	23,678	1,105	43,401

Maturities of available-for-sale debt securities included in investments in the accompanying consolidated balance sheets are as follows at December 31, 2016:

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	Cost	Fair value (Millions of yen)
Due after five years	<b>320</b>	<b>498</b>
	<b>320</b>	<b>498</b>

Gross realized gains were ¥750 million, ¥329 million and ¥2,540 million for the years ended December 31, 2016, 2015 and 2014, respectively. Gross realized losses, including write-downs for impairments that were other-than-temporary, were ¥1,032 million, ¥31 million and ¥31 million for the years ended December 31, 2016, 2015 and 2014, respectively.

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## Canon Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

**2. Investments (continued)**

At December 31, 2016, substantially all of the available-for-sale securities with unrealized losses had been in a continuous unrealized loss position for less than twelve months.

Time deposits with original maturities of more than three months were ¥3,206 million and ¥20,651 million at December 31, 2016 and 2015, respectively, and were included in short-term investments in the accompanying consolidated balance sheets.

Aggregate cost of non-marketable equity securities accounted for under the cost method totaled ¥7,800 million and ¥2,570 million at December 31, 2016 and 2015, respectively. These investments were not evaluated for impairment at December 31, 2016 and 2015, respectively, because (a) Canon did not estimate the fair value of those investments as it was not practicable to estimate the fair value of the investments and (b) Canon did not identify any events or changes in circumstances that might have had significant adverse effects on the fair value of those investments.

Investments in affiliated companies accounted for by the equity method amounted to ¥21,514 million and ¥20,415 million at December 31, 2016 and 2015, respectively. Canon's share of the net earnings in affiliated companies accounted for by the equity method, included in other income (deductions), were earnings of ¥890 million, ¥447 million and ¥478 million for the years ended December 31, 2016, 2015 and 2014 respectively.

**3. Trade Receivables**

Trade receivables are summarized as follows:

	December 31	
	2016	2015
	(Millions of yen)	
Notes	28,811	17,614
Accounts	623,722	582,464
	<b>652,533</b>	600,078
Less allowance for doubtful receivables	<b>(11,075)</b>	(12,077)
	<b>641,458</b>	588,001

**4. Inventories**

Inventories are summarized as follows:

	December 31	
	2016	2015
	(Millions of yen)	
Finished goods	373,337	357,115

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Work in process	<b>143,298</b>	130,258
Raw materials	<b>44,101</b>	14,522
	<b>560,736</b>	501,895

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## Canon Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

**5. Property, Plant and Equipment**

Property, plant and equipment are stated at cost less accumulated depreciation and are summarized as follows:

	December 31	
	2016	2015
	(Millions of yen)	
Land	283,893	282,786
Buildings	1,656,087	1,632,604
Machinery and equipment	1,778,552	1,813,116
Construction in progress	54,786	61,952
	<b>3,773,318</b>	3,790,458
Less accumulated depreciation	<b>(2,578,342)</b>	(2,570,806)
	<b>1,194,976</b>	1,219,652

Depreciation expenses for the years ended December 31, 2016, 2015 and 2014 were ¥199,133 million, ¥223,759 million and ¥213,739 million, respectively.

Amounts due for purchases of property, plant and equipment were ¥31,318 million and ¥30,789 million at December 31, 2016 and 2015, respectively, and are included in other current liabilities in the accompanying consolidated balance sheets. Fixed assets presented in the consolidated statements of cash flows include property, plant and equipment and intangible assets.

**6. Finance Receivables and Operating Leases**

Finance receivables represent financing leases which consist of sales-type leases and direct-financing leases resulting from the sales of Canon and complementary third-party products primarily in foreign countries. These receivables typically have terms ranging from 1 year to 6 years. The components of the finance receivables, which are included in prepaid expenses and other current assets, and other assets in the accompanying consolidated balance sheets, are as follows:

	December 31	
	2016	2015
	(Millions of yen)	
Total minimum lease payments receivable	306,766	318,066
Unguaranteed residual values	14,776	14,271
Executory costs	(34)	(888)
Unearned income	(30,288)	(31,920)
	<b>291,220</b>	299,529
Less allowance for credit losses	<b>(2,325)</b>	(2,878)
	<b>288,895</b>	296,651
Less current portion	<b>(105,308)</b>	(109,220)





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## Canon Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

**6. Finance Receivables and Operating Leases (continued)**

The activity in the allowance for credit losses is as follows:

	Years ended December 31	
	2016	2015
	(Millions of yen)	
Balance at beginning of year	2,878	6,276
Charge-offs	(978)	(1,343)
Provision	398	55
Translation adjustments and other	27	(2,110)
<b>Balance at end of year</b>	<b>2,325</b>	<b>2,878</b>

Canon has policies in place to ensure that its products are sold to customers with an appropriate credit history, and continuously monitors its customers' credit quality based on information including length of period in arrears, macroeconomic conditions, initiation of legal proceedings against customers and bankruptcy filings. The allowance for credit losses of finance receivables are evaluated collectively based on historical experience of credit losses. An additional reserve for individual accounts is recorded when Canon becomes aware of a customer's inability to meet its financial obligations, such as in the case of bankruptcy filings. Finance receivables which are past due or individually evaluated for impairment at December 31, 2016 and 2015 are not significant.

The cost of equipment leased to customers under operating leases included in property, plant and equipment, net at December 31, 2016 and 2015 was ¥97,890 million and ¥108,746 million, respectively. Accumulated depreciation on equipment under operating leases at December 31, 2016 and 2015 was ¥75,997 million and ¥82,916 million, respectively.

The following is a schedule by year of the future minimum lease payments to be received under financing leases and noncancelable operating leases at December 31, 2016.

	Financing leases	Operating leases
	(Millions of yen)	
<b>Year ending December 31:</b>		
2017	117,728	7,226
2018	87,627	3,894
2019	58,364	2,185
2020	31,422	994
2021	10,986	409
Thereafter	639	41
	306,766	14,749

**7. Acquisitions**

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On March 17, 2016, Canon entered into a Shares and Other Securities Transfer Agreement with Toshiba Corporation and acquired the share options for consideration of cash to acquire all the ordinary shares of Toshiba Medical Systems Corporation ( TMSC ), which is exercisable upon the clearances of necessary competition regulatory authorities. As such clearances were obtained, Canon exercised the share options and acquired all the ordinary shares of TMSC on December 19, 2016. The acquisition date was December 19, 2016 and the purchase price was ¥665,498 million, which approximates the fair value at that date.

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## Canon Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

**7. Acquisitions (continued)**

The acquisition was accounted for using the acquisition method of accounting. Acquisition-related costs were expensed as incurred and were not material.

Under Phase V of the Excellent Global Corporation Plan, a five-year initiative that Canon has been implementing since 2016, embracing the challenge of new growth through a grand strategic transformation has been set as a basic policy. With regard to strengthening and growing new businesses, and creating future businesses, a particularly important strategy, Canon intends to develop a health care business within the realm of safety and security, as a next-generation pillar of growth.

TMSC is one of the leading global companies in the medical equipment industry. Within the field of medical X-ray computed tomography ( CT ) systems in particular, TMSC is the overwhelming market share leader in Japan and has been steadily increasing its global market share. By maximizing the combination of both companies' management resources, Canon aims to solidify its business foundation for health care that can contribute to the world.

The following table summarizes the preliminary purchase price allocation which was based on estimated fair values of the assets acquired and liabilities assumed at acquisition date. Since the acquisition date of TMSC was near the balance sheet date, and TMSC is composed of various entities located around the world, the purchase price allocation is still preliminary. The estimates and assumptions are subject to change as Canon obtains additional information for the estimates within the measurement period. The primary areas of the preliminary allocation of the fair value of consideration transferred that are not yet finalized relate to the fair values of certain tangible and intangible assets acquired and the residual goodwill. Specifically, certain underlying analyses for customer relationships, and patents and developed technology were based on overall estimates rather than detail information for each of the individual operations.

	(Millions of yen)
Cash and cash equivalents	25,301
Other current assets	169,545
Intangible assets	227,500
Other noncurrent assets	42,975
<b>Total assets acquired</b>	<b>465,321</b>
Current liabilities	199,223
Noncurrent liabilities	92,231
<b>Total liabilities assumed</b>	<b>291,454</b>
Noncontrolling interest	1,047
<b>Net identifiable assets acquired</b>	<b>172,820</b>
<b>Goodwill</b>	<b>492,678</b>
<b>Net assets acquired</b>	<b>665,498</b>

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Intangible assets acquired, which are subject to amortization, consist of customer relationships of ¥155,200 million, and patents and developed technology of ¥72,300 million. Canon has preliminarily estimated the amortization period for the customer relationships, and patents and developed technology to be 15–20 years and 10 years, respectively. The weighted average amortization period for all intangible assets is approximately 15 years.

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## Canon Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

**7. Acquisitions (continued)**

Goodwill recorded is attributable primarily to expected synergies from combining operations of TMSC and Canon, such as accelerating entry into new fields, further improvement in quality through shared production technology and expanding business domains through the enhancement of R&D capabilities. None of the goodwill is expected to be deductible for tax purposes.

The amounts of net sales of TMSC since the acquisition date included in the Canon's consolidated statement of income for the year ended December 31, 2016 were ¥13,582 million. The amounts of net income of TMSC included in the Canon's consolidated statement of income were not material.

The unaudited pro forma net sales for the years ended December 31, 2016 and 2015 as if TMSC had been included in Canon's consolidated statements of income from the beginning of the year ended December 31, 2015 were ¥3,806,667 million and ¥4,224,181 million, respectively. Pro forma net income was not disclosed because the impact on Canon's consolidated statements of income was not material.

Canon acquired businesses other than that described above during the year ended December 31, 2016 that were not material to its consolidated financial statements.

On April 15, 2015, the Company acquired 76.1% of the issued shares of Axis AB ( Axis ), a Sweden-based company listed on Nasdaq Stockholm, a global leader in the network video solution industry, primarily through a public cash tender offer for consideration of ¥244,725 million. In addition, the Company acquired 9.0% of the issued shares of Axis from noncontrolling shareholders primarily through an additional public cash tender offer. As a result, the Company's aggregate interest represents 85.1% of the issued shares of Axis. The fair value of the 23.9% noncontrolling interest in Axis of ¥77,086 million was measured based on Axis's common stock price on the acquisition date.

The acquisition was accounted for using the acquisition method of accounting. Acquisition-related costs were expensed as incurred and were not material.

The Company views its network surveillance camera business as a promising new business area for Canon. Canon aims to provide advanced and high-performance network solutions to its customers and improve its product competitiveness through the acquisition.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at acquisition date.

	(Millions of yen)
Current assets	31,365
Intangible assets	60,992
Goodwill	259,863
Other noncurrent assets	2,053
Non-current assets	322,908
Total assets acquired	354,273
Total liabilities assumed	32,462
Net assets acquired	321,811

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Intangible assets acquired, which are subject to amortization, consist of trademarks of ¥42,880 million, patents and developed technology of ¥17,823 million and software of ¥289 million. Canon has estimated the

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Canon Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

**7. Acquisitions (continued)**

amortization period for the trademarks, patents and developed technology, and software to be 15 years, 7 years and 5 years, respectively. The weighted average amortization period for all intangible assets is approximately 13 years.

Goodwill recorded is attributable primarily to expected synergies from combining operations of Axis and Canon. None of the goodwill is expected to be deductible for tax purposes. The goodwill is assigned primarily to the Industry and Others Business Unit for impairment testing.

The amounts of net sales of Axis since the acquisition date included in the Canon's consolidated statement of income for the year ended December 31, 2015 were ¥72,602 million. The amounts of net income of Axis included in the Canon's consolidated statement of income were not material.

Pro forma results of operations were not disclosed because the effect on the Canon's consolidated statement of income was not material.

Canon acquired businesses other than that described above during the year ended December 31, 2015 that were not material to its consolidated financial statements.

**8. Goodwill and Other Intangible Assets**

Intangible assets subject to amortization acquired during the year ended December 31, 2016, including those recorded from businesses acquired, totaled ¥266,325 million, which primarily consist of customer relationships of ¥155,997 million, patents and developed technology of ¥73,451 million and software of ¥36,054 million. The weighted average amortization periods for intangible assets in total acquired during the year ended December 31, 2016 are approximately 14 years. The weighted average amortization periods for customer relationships, patents and developed technology and software acquired during the year ended December 31, 2016 are approximately 15-20 years, 10 years and 5 years, respectively.

Intangible assets subject to amortization acquired during the year ended December 31, 2015, including those recorded from businesses acquired, totaled ¥113,216 million, which primarily consist of trademarks of ¥42,949 million, software of ¥39,817 million, and patents and developed technology of ¥18,083 million. The weighted average amortization periods for intangible assets in total acquired during the year ended December 31, 2015 are approximately 9 years. The weighted average amortization periods for trademarks, software, and patents and developed technology acquired during the year ended December 31, 2015 are approximately 15 years, 5 years and 7 years, respectively.

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## Canon Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

**8. Goodwill and Other Intangible Assets (continued)**

The components of intangible assets subject to amortization at December 31, 2016 and 2015 were as follows:

	December 31, 2016		December 31, 2015	
	Gross carrying amount	Accumulated amortization	Gross carrying amount	Accumulated amortization
	(Millions of yen)			
Software	313,599	193,785	308,348	181,972
Customer relationships	172,234	11,146	17,159	10,173
Patents and developed technology	106,250	16,272	39,685	16,123
Trademarks	44,704	5,610	49,861	2,952
License fees	15,561	6,756	15,669	5,617
Other	17,713	8,250	17,070	7,690
	<b>670,061</b>	<b>241,819</b>	447,792	224,527

Aggregate amortization expense for the years ended December 31, 2016, 2015 and 2014 was ¥50,963 million, ¥49,568 million and ¥49,741 million, respectively. Estimated amortization expense for intangible assets currently held for the next five years ending December 31 is ¥60,474 million in 2017, ¥53,031 million in 2018, ¥42,624 million in 2019, ¥34,079 million in 2020, and ¥28,817 million in 2021.

Intangible assets not subject to amortization other than goodwill at December 31, 2016 and 2015 were ¥18,026 million and ¥17,943 million, respectively, which primarily consist of in-process research and development recorded from businesses acquired.

For management reporting purposes, goodwill is not allocated to the segments. Goodwill has been allocated to its respective segment for impairment testing.



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## Canon Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

**8. Goodwill and Other Intangible Assets (continued)**

The changes in the carrying amount of goodwill by segment for the years ended December 31, 2016 and 2015 were as follows:

	Year ended December 31, 2016				Total
	Office	Imaging System	Industry and Others (Millions of yen)	Unallocated	
Balance at beginning of year	142,551	53,474	282,918	492,678	478,943
Goodwill acquired during the year	863		4,589	492,678	498,130
Translation adjustments and other	(7,158)	(4,440)	(29,051)		(40,649)
Balance at end of year	136,256	49,034	258,456	492,678	936,424

\* 1

	Year ended December 31, 2015				Total
	Office	Imaging System	Industry and Others (Millions of yen)	Unallocated	
Balance at beginning of year	145,335	21,780	44,221		211,336
Goodwill acquired during the year	10,373	31,367	228,827		270,567
Translation adjustments and other	(13,157)	327	9,870		(2,960)
Balance at end of year	142,551	53,474	282,918		478,943

\*1 Canon has not completed the allocation of goodwill to the segments for impairment testing which is attributable to the acquisition of TMSC as of December 31, 2016.

**9. Short-Term Loans and Long-Term Debt**

Short-term loans consisting of bank borrowings at December 31, 2016 and 2015 were ¥601 million and ¥26 million, respectively.

Long-term debt consisted of the following:

	December 31	
	2016	2015
Loan from a bank; bearing interest of 0.13%		
at December 31, 2016 *1		610,000

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Capital lease obligations and others	<b>2,538</b>	1,543
	<b>612,538</b>	1,543
Less current portion	<b>(1,249)</b>	(662)
	<b>611,289</b>	881

\*1 On March 15, 2016, Canon entered into a provisional borrowing agreement with a bank which matures in 2017 for acquiring TMSC. On January 31, 2017, Canon refinanced this borrowing to the unsecured loans by credit facilities expiring in December 2021. The loans under the credit facilities are ¥610,000 million at a floating interest (0.04% as of January 31, 2017). As a result, this borrowing was classified as long-term debt in the accompanying Consolidated Balance Sheet as of December 31, 2016.

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## Canon Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

**9. Short-Term Loans and Long-Term Debt (continued)**

The aggregate annual maturities of long-term debt outstanding at December 31, 2016 were as follows:

	(Millions of yen)
<b>Year ending December 31:</b>	
2017	1,249
2018	736
2019	405
2020	125
2021	610,023
Thereafter	
	612,538

Both short-term and long-term bank loans are primarily made under general agreements which provide that security and guarantees for present and future indebtedness will be given upon request of the bank, and that the bank shall have the right to offset cash deposits against obligations that have become due or, in the event of default, against all obligations due to the bank.

**10. Trade Payables**

Trade payables are summarized as follows:

	December 31	
	2016	2015
	(Millions of yen)	
Notes	38,073	16,706
Accounts	334,196	261,549
	<b>372,269</b>	278,255

**11. Employee Retirement and Severance Benefits**

The Company and certain of its subsidiaries have contributory and noncontributory defined benefit pension plans covering substantially all of their employees. Benefits payable under the plans are based on employee earnings and years of service. The Company and certain of its subsidiaries also have defined contribution pension plans covering substantially all of their employees.

Effective January 1, 2014, defined benefit pension plans of certain subsidiaries in the Netherlands were terminated, and the related plan assets and obligations were transferred to a multiemployer pension plan for the industry in which these subsidiaries operate. As a result, the Company recorded a gain on curtailments and settlements of ¥9,370 million in selling, general and administrative expenses in the consolidated statement of income for the year ended December 31, 2014.

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The following tables include the provisional financial impact related to the acquisition of TMSC, which was acquired during the year ended December 31, 2016. TMSC participates in Toshiba Corporate Pension Fund and the establishment of the new pension plan is currently in progress. The Company calculated the projected benefit obligations based on the current benefit level of Toshiba Corporate Pension Fund and included proportional share of the plan assets of TMSC in the following tables. These obligations and plan assets are expected to be reasonable estimates of the impact of creating the new plan.

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Canon Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

**11. Employee Retirement and Severance Benefits (continued)*****Obligations and funded status***

Reconciliations of beginning and ending balances of the projected benefit obligations and the fair value of the plan assets are as follows:

	Japanese plans December 31		Foreign plans December 31	
	2016 (Millions of yen)	2015	2016 (Millions of yen)	2015
Change in benefit obligations:				
Projected benefit obligations at beginning of year	781,350	760,331	349,680	364,662
Service cost	29,367	30,009	6,816	7,760
Interest cost	8,238	8,008	8,792	10,572
Plan participants' contributions			1,594	1,830
Actuarial (gain) loss	45,778	7,481	55,629	(5,534)
Benefits paid	(25,032)	(24,479)	(6,268)	(6,795)
Acquisition	71,040		21,285	
Plan amendments	(4,734)			(2,655)
Foreign currency exchange rate changes			(45,442)	(20,160)
Projected benefit obligations at end of year	906,007	781,350	392,086	349,680
Change in plan assets:				
Fair value of plan assets at beginning of year	626,575	622,121	217,870	221,421
Actual return on plan assets	12,145	17,541	18,276	21
Employer contributions	7,304	8,701	7,271	10,864
Plan participants' contributions			1,594	1,830
Benefits paid	(21,782)	(21,788)	(6,268)	(6,795)
Acquisition	43,194		14,972	
Foreign currency exchange rate changes			(28,776)	(9,471)
Fair value of plan assets at end of year	667,436	626,575	224,939	217,870
Funded status at end of year	(238,571)	(154,775)	(167,147)	(131,810)

Amounts recognized in the consolidated balance sheets at December 31, 2016 and 2015 are as follows:

	Japanese plans December 31		Foreign plans December 31	
	2016 (Millions of yen)	2015	2016 (Millions of yen)	2015
Other assets	976	814	1,346	9,986
Accrued expenses			(840)	(1,123)
Accrued pension and severance cost	(239,547)	(155,589)	(167,653)	(140,673)

**(238,571)** (154,775) **(167,147)** (131,810)

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## Canon Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

**11. Employee Retirement and Severance Benefits (continued)**  
*Obligations and funded status (continued)*

Amounts recognized in accumulated other comprehensive income (loss) at December 31, 2016 and 2015 before the effect of income taxes are as follows:

	Japanese plans December 31		Foreign plans December 31	
	2016	2015	2016	2015
	(Millions of yen)		(Millions of yen)	
Actuarial loss	<b>251,078</b>	208,946	<b>116,930</b>	71,750
Prior service credit	<b>(71,439)</b>	(79,935)	<b>(2,652)</b>	(2,567)
	<b>179,639</b>	129,011	<b>114,278</b>	69,183

The accumulated benefit obligation for all defined benefit plans was as follows:

	Japanese plans December 31		Foreign plans December 31	
	2016	2015	2016	2015
	(Millions of yen)		(Millions of yen)	
Accumulated benefit obligation	<b>869,355</b>	740,545	<b>377,004</b>	338,160

The projected benefit obligations and the fair value of plan assets for the pension plans with projected benefit obligations in excess of plan assets, and the accumulated benefit obligations and the fair value of plan assets for the pension plans with accumulated benefit obligations in excess of plan assets are as follows:

	Japanese plans December 31		Foreign plans December 31	
	2016	2015	2016	2015
	(Millions of yen)		(Millions of yen)	
Plans with projected benefit obligations in excess of plan assets:				
Projected benefit obligations	<b>905,975</b>	777,458	<b>390,942</b>	346,749
Fair value of plan assets	<b>666,428</b>	621,869	<b>222,449</b>	204,953
Plans with accumulated benefit obligations in excess of plan assets:				
Accumulated benefit obligations	<b>867,706</b>	731,537	<b>375,860</b>	331,351
Fair value of plan assets	<b>664,586</b>	615,963	<b>222,449</b>	200,891

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Canon Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

**11. Employee Retirement and Severance Benefits (continued)***Components of net periodic benefit cost and other amounts recognized in other comprehensive income (loss)*

Net periodic benefit cost for Canon's employee retirement and severance defined benefit plans for the years ended December 31, 2016, 2015 and 2014 consisted of the following components:

	Japanese plans			Foreign plans		
	Years ended December 31			Years ended December 31		
	2016	2015	2014	2016	2015	2014
	(Millions of yen)			(Millions of yen)		
Service cost	29,367	30,009	26,445	6,816	7,760	6,801
Interest cost	8,238	8,008	10,772	8,792	10,572	10,654
Expected return on plan assets	(19,443)	(19,579)	(18,018)	(10,012)	(11,857)	(10,637)
Amortization of prior service credit	(13,230)	(12,592)	(12,800)	85	(145)	(61)
Amortization of actuarial loss	10,944	10,402	10,023	2,185	3,839	1,698
(Gain) loss on curtailments and settlements						(9,370)
	15,876	16,248	16,422	7,866	10,169	(915)

Other changes in plan assets and benefit obligations recognized in other comprehensive income (loss) for the years ended December 31, 2016, 2015 and 2014 are summarized as follows:

	Japanese plans			Foreign plans		
	Years ended December 31			Years ended December 31		
	2016	2015	2014	2016	2015	2014
	(Millions of yen)			(Millions of yen)		
Current year actuarial (gain) loss	53,076	9,519	33,800	47,365	6,302	37,366
Current year prior service credit	(4,734)				(2,655)	
Amortization of actuarial loss	(10,944)	(10,402)	(10,023)	(2,185)	(3,839)	(1,698)
Amortization of prior service credit	13,230	12,592	12,800	(85)	145	61
Curtailments and settlements						(16,725)
	50,628	11,709	36,577	45,095	(47)	19,004

The estimated prior service credit and actuarial loss for the defined benefit pension plans that will be amortized from accumulated other comprehensive income (loss) into net periodic benefit cost over the next year are summarized as follows:

	Japanese plans (Millions of yen)	Foreign plans (Millions of yen)
Prior service credit	(13,163)	43
Actuarial loss	13,852	5,765



*Assumptions*

Weighted-average assumptions used to determine benefit obligations are as follows:

	Japanese plans December 31		Foreign plans December 31	
	2016	2015	2016	2015
Discount rate	<b>0.7%</b>	1.1%	<b>2.2%</b>	3.0%
Assumed rate of increase in future compensation levels	<b>2.6%</b>	3.0%	<b>2.1%</b>	2.0%

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## Canon Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

**11. Employee Retirement and Severance Benefits (continued)***Assumptions (continued)*

Weighted-average assumptions used to determine net periodic benefit cost are as follows:

	Japanese plans			Foreign plans		
	Years ended December 31			Years ended December 31		
	2016	2015	2014	2016	2015	2014
Discount rate	<b>1.1%</b>	1.1%	1.6%	<b>3.0%</b>	2.9%	3.9%
Assumed rate of increase in future compensation levels	<b>3.0%</b>	3.0%	3.0%	<b>2.0%</b>	2.0%	2.3%
Expected long-term rate of return on plan assets	<b>3.1%</b>	3.1%	3.1%	<b>4.4%</b>	5.6%	4.9%

Canon determines the expected long-term rate of return based on the expected long-term return of the various asset categories in which it invests. Canon considers the current expectations for future returns and the actual historical returns of each plan asset category.

*Plan assets*

Canon's investment policies are designed to ensure adequate plan assets are available to provide future payments of pension benefits to eligible participants. Taking into account the expected long-term rate of return on plan assets, Canon formulates a model portfolio comprised of the optimal combination of equity securities and debt securities. Plan assets are invested in individual equity and debt securities using the guidelines of the model portfolio in order to produce a total return that will match the expected return on a mid-term to long-term basis. Canon evaluates the gap between expected return and actual return of invested plan assets on an annual basis to determine if such differences necessitate a revision in the formulation of the model portfolio. Canon revises the model portfolio when and to the extent considered necessary to achieve the expected long-term rate of return on plan assets.

Canon's model portfolio for Japanese plans consists of three major components: approximately 20% is invested in equity securities, approximately 55% is invested in debt securities, and approximately 25% is invested in other investment vehicles, primarily consisting of investments in life insurance company general accounts.

Outside Japan, investment policies vary by country, but the long-term investment objectives and strategies remain consistent. Canon's model portfolio for foreign plans has been developed as follows: approximately 40% is invested in equity securities, approximately 30% is invested in debt securities, and approximately 30% is invested in other investment vehicles, primarily consisting of investments in real estate assets.

The equity securities are selected primarily from stocks that are listed on the securities exchanges. Prior to investing, Canon has investigated the business condition of the investee companies, and appropriately diversified investments by type of industry and other relevant factors. The debt securities are selected primarily from government bonds, public debt instruments, and corporate bonds. Prior to investing, Canon has investigated the quality of the issue, including rating, interest rate, and repayment dates, and has appropriately diversified the investments. Pooled funds are selected using strategies consistent with the equity and debt securities described above. As for investments in life insurance company general accounts, the contracts with the insurance companies include a guaranteed interest rate and return of capital. With respect to investments in foreign investment vehicles, Canon has investigated the stability of the underlying governments and economies, the market characteristics such as settlement systems and the taxation systems. For each such investment, Canon has selected the appropriate investment country and currency.

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## Canon Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

**11. Employee Retirement and Severance Benefits (continued)****Plan assets (continued)**

The three levels of input used to measure fair value are more fully described in Note 20. The fair values of Canon's pension plan assets at December 31, 2016 and 2015, by asset category, are as follows:

	December 31, 2016			December 31, 2016			Total	
	Level 1	Japanese plans		Total	Level 1	Foreign plans		
		Level 2	Level 3	(Millions of yen)		Level 2	Level 3	
Equity securities:								
Japanese companies (a)	46,630			46,630				
Foreign companies	7,902			7,902	22,680			22,680
Pooled funds (b)		133,023		133,023		62,641		62,641
Debt securities:								
Government bonds (c)	99,157			99,157	11,558			11,558
Municipal bonds		1,317		1,317		2,577		2,577
Corporate bonds		14,298		14,298		19,989		19,989
Pooled funds (d)		121,066		121,066		22,296		22,296
Mortgage backed securities (and other asset backed securities)		13,612		13,612				
Life insurance company general accounts		128,220		128,220		6,898		6,898
Other assets		102,127	84	102,211		76,276	24	76,300
	153,689	513,663	84	667,436	34,238	190,677	24	224,939

	December 31, 2015			December 31, 2015			Total	
	Level 1	Japanese plans		Total	Level 1	Foreign plans		
		Level 2	Level 3	(Millions of yen)		Level 2	Level 3	
Equity securities:								
Japanese companies (e)	49,847			49,847				
Foreign companies	3,287			3,287	18,661			18,661
Pooled funds (f)		125,850		125,850		66,296		66,296
Debt securities:								
Government bonds (g)	142,015			142,015	48			48
Municipal bonds		1,248		1,248		2,587		2,587
Corporate bonds		13,532		13,532		21,009		21,009
Pooled funds (h)		120,364		120,364		34,564		34,564
Mortgage backed securities (and other asset backed securities)		10,462		10,462		137		137
Life insurance company general accounts		125,759		125,759		6,190		6,190
Other assets		33,432	779	34,211		68,378		68,378
	195,149	430,647	779	626,575	18,709	199,161		217,870



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## Canon Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

**11. Employee Retirement and Severance Benefits (continued)*****Plan assets (continued)***

- (a) The plan's equity securities include common stock of the Company and certain of its subsidiaries in the amounts of ¥187 million.
- (b) These funds invest in listed equity securities consisting of approximately 25% Japanese companies and 75% foreign companies for Japanese plans, and mainly foreign companies for foreign plans.
- (c) This class includes approximately 85% Japanese government bonds and 15% foreign government bonds for Japanese plans, and mainly foreign government bonds for foreign plans.
- (d) These funds invest in approximately 25% Japanese government bonds, 50% foreign government bonds, 5% Japanese municipal bonds, and 20% corporate bonds for Japanese plans. These funds invest in approximately 70% foreign government bonds and 30% corporate bonds for foreign plans.
- (e) The plan's equity securities include common stock of the Company and certain of its subsidiaries in the amounts of ¥325 million.
- (f) These funds invest in listed equity securities consisting of approximately 25% Japanese companies and 75% foreign companies for Japanese plans, and mainly foreign companies for foreign plans.
- (g) This class includes approximately 85% Japanese government bonds and 15% foreign government bonds for Japanese plans, and mainly foreign government bonds for foreign plans.
- (h) These funds invest in approximately 25% Japanese government bonds, 50% foreign government bonds, 5% Japanese municipal bonds, and 20% corporate bonds for Japanese plans. These funds invest in approximately 75% foreign government bonds and 25% corporate bonds for foreign plans.

Each level into which assets are categorized is based on inputs used to measure the fair value of the assets, and does not necessarily indicate the risks or ratings of the assets.

Level 1 assets are comprised principally of equity securities and government bonds, which are valued using unadjusted quoted market prices in active markets with sufficient volume and frequency of transactions. Level 2 assets are comprised principally of pooled funds that invest in equity and debt securities, corporate bonds, investments in life insurance company general accounts and other assets. Pooled funds are valued at their net asset values that are calculated by the sponsor of the fund and have daily liquidity. Corporate bonds are valued using quoted prices for identical assets in markets that are not active. Investments in life insurance company general accounts are valued at conversion value. Other assets are comprised principally of interest bearing cash and hedge funds.

The fair value of Level 3 assets, consisting of hedge funds, was ¥108 million and ¥779 million at December 31, 2016 and 2015, respectively. Amounts of actual returns on, and purchases and sales of, these assets during the years ended December 31, 2016 and 2015 were not significant.

The fair values of plan assets by each asset category of TMSC are calculated based on a pro-rata basis of total plan assets of Toshiba Corporate Pension Fund.

***Contributions***

Canon expects to contribute ¥14,179 million to its Japanese defined benefit pension plans and ¥8,203 million to its foreign defined benefit pension plans for the year ending December 31, 2017.

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## Canon Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

**11. Employee Retirement and Severance Benefits (continued)***Estimated future benefit payments*

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid:

	Japanese plans (Millions of yen)	Foreign plans (Millions of yen)
<b>Year ending December 31:</b>		
2017	30,021	9,549
2018	32,431	9,920
2019	33,936	10,070
2020	34,833	10,460
2021	36,715	10,905
2022 - 2026	203,010	61,681

*Multiemployer pension plans*

The amounts of cost recognized for the multiemployer pension plans primarily in the Netherlands for the years ended December 31, 2016, 2015 and 2014 were ¥3,482 million, ¥3,864 million and ¥2,815 million, respectively. The multiemployer pension plan in which the subsidiaries in the Netherlands participated was 96% funded as of December 31, 2015. The collective bargaining agreements have no expiration date. Canon is not liable for other participating employers' obligations under the terms and conditions of the agreements.

*Defined contribution plans*

The amounts of cost recognized for the defined contribution pension plans of the Company and certain of its subsidiaries for the years ended December 31, 2016, 2015 and 2014 were ¥17,603 million, ¥17,277 million and ¥15,077 million, respectively.

**12. Income Taxes**

Domestic and foreign components of income before income taxes and the current and deferred income tax expense attributable to such income are summarized as follows:

	Year ended December 31, 2016		
	Japanese	Foreign	Total
	(Millions of yen)		
Income before income taxes	135,131	109,520	244,651
Income taxes:			
Current	47,687	27,806	75,493
Deferred	4,126	3,062	7,188
	51,813	30,868	82,681



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## Canon Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

**12. Income Taxes (continued)**

	Year ended December 31, 2015		
	Japanese	Foreign	Total
	(Millions of yen)		
Income before income taxes	228,871	118,567	347,438
Income taxes:			
Current	80,020	31,413	111,433
Deferred	3,414	1,258	4,672
	83,434	32,671	116,105

	Year ended December 31, 2014		
	Japanese	Foreign	Total
	(Millions of yen)		
Income before income taxes	277,041	106,198	383,239
Income taxes:			
Current	83,221	25,850	109,071
Deferred	6,796	2,133	8,929
	90,017	27,983	118,000

The Company and its domestic subsidiaries are subject to a number of income taxes, which, in the aggregate, represent a statutory income tax rate of approximately 33%, 35% and 38% for the years ended December 31, 2016, 2015 and 2014, respectively.

The statutory income tax rate utilized for deferred tax assets and liabilities which are expected to be settled or realized in the periods from January 1, 2017 is approximately 31%. The adjustments of deferred tax assets and liabilities for amendments to the Japanese tax regulations which have been reflected in income taxes in the consolidated statements of income for the years ended December 31, 2016 and 2015 were ¥3,498 million and ¥6,456 million, respectively.

A reconciliation of the Japanese statutory income tax rate and the effective income tax rate as a percentage of income before income taxes is as follows:

	Years ended December 31		
	2016	2015	2014
Japanese statutory income tax rate	33.0%	35.0%	38.0%
Increase (reduction) in income taxes resulting from:			
Expenses not deductible for tax purposes	0.8	0.8	0.7
Income of foreign subsidiaries taxed at lower than Japanese statutory tax rate	(3.0)	(2.9)	(3.7)
Tax credit for research and development expenses	(3.0)	(4.8)	(5.0)
Change in valuation allowance	(0.8)	(0.4)	(0.5)
Effect of enacted changes in tax laws and rates on Japanese tax	1.4	1.9	0.8



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Other	5.4	3.8	0.5
Effective income tax rate	33.8%	33.4%	30.8%

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## Canon Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

**12. Income Taxes (continued)**

Net deferred income tax assets and liabilities are included in the accompanying consolidated balance sheets under the following captions:

	December 31	
	2016	2015
	(Millions of yen)	
Prepaid expenses and other current assets		55,108
Other assets	<b>149,866</b>	113,687
Other current liabilities		(2,682)
Other noncurrent liabilities	<b>(108,429)</b>	(96,243)
	<b>41,437</b>	69,870

The tax effects of temporary differences that give rise to the deferred tax assets and deferred tax liabilities at December 31, 2016 and 2015 are presented below:

	December 31	
	2016	2015
	(Millions of yen)	
Deferred tax assets:		
Inventories	<b>15,387</b>	15,298
Accrued business tax	<b>1,835</b>	3,293
Accrued pension and severance cost	<b>108,781</b>	77,420
Research and development costs capitalized for tax purposes	<b>5,998</b>	6,906
Property, plant and equipment	<b>26,519</b>	24,281
Accrued expenses	<b>31,316</b>	39,881
Net operating losses carried forward	<b>29,167</b>	33,526
Other	<b>33,782</b>	33,808
	<b>252,785</b>	234,413
Less valuation allowance	<b>(26,687)</b>	(32,931)
Total deferred tax assets	<b>226,098</b>	201,482
Deferred tax liabilities:		
Undistributed earnings of foreign subsidiaries	<b>(9,450)</b>	(10,400)
Net unrealized gains on securities	<b>(7,321)</b>	(7,354)
Tax deductible reserve	<b>(4,449)</b>	(4,974)
Financing lease revenue	<b>(47,802)</b>	(54,280)
Prepaid pension and severance cost		(1,104)
Intangible assets	<b>(85,888)</b>	(21,106)
Other	<b>(29,751)</b>	(32,394)
Total deferred tax liabilities	<b>(184,661)</b>	(131,612)

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Net deferred tax assets	<b>41,437</b>	69,870
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The net changes in the total valuation allowance were a decrease of ¥6,244 million and ¥4,567 million for the years ended December 31, 2016 and 2015, respectively, and an increase of ¥2,443 million for the year ended December 31, 2014.

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## Canon Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

**12. Income Taxes (continued)**

Based upon the level of historical taxable income and projections for future taxable income over the periods which the net deductible temporary differences are expected to reverse, management believes it is more likely than not that Canon will realize the benefits of these deferred tax assets, net of the existing valuation allowance, at December 31, 2016.

At December 31, 2016, Canon had net operating losses which can be carried forward for income tax purposes of ¥175,404 million to reduce future taxable income. Periods available to reduce future taxable income vary in each tax jurisdiction and generally range from one year to an indefinite period as follows:

	(Millions of yen)
Within one year	2,150
After one year through five years	22,314
After five years through ten years	57,302
After ten years through twenty years	56,547
Indefinite period	37,091
<b>Total</b>	<b>175,404</b>

Income taxes have not been accrued on undistributed earnings of domestic subsidiaries as the tax law provides a means by which the dividends from a domestic subsidiary can be received tax free.

Canon has not recognized deferred tax liabilities of ¥26,474 million for a portion of undistributed earnings of foreign subsidiaries that arose for the year ended December 31, 2016 and prior years because Canon currently does not expect to have such amounts distributed or paid as dividends to the Company in the foreseeable future. Deferred tax liabilities will be recognized when Canon expects that it will realize those undistributed earnings in a taxable manner, such as through receipt of dividends or sale of the investments. At December 31, 2016, such undistributed earnings of these subsidiaries were ¥935,913 million.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	Years ended December 31		
	2016	2015	2014
	(Millions of yen)		
Balance at beginning of year	6,056	6,431	6,201
Additions for tax positions of the current year	2,741	2,174	1,649
Additions for tax positions of prior years		165	216
Reductions for tax positions of prior years	(665)	(1,180)	(114)
Settlements with tax authorities	(370)	(505)	(1,808)
Other	(444)	(1,029)	287
<b>Balance at end of year</b>	<b>7,318</b>	<b>6,056</b>	<b>6,431</b>

The total amounts of unrecognized tax benefits that would reduce the effective tax rate, if recognized, were ¥7,318 million and ¥6,056 million at December 31, 2016 and 2015, respectively.

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Although Canon believes its estimates and assumptions of unrecognized tax benefits are reasonable, uncertainty regarding the final determination of tax audit settlements and any related litigation could affect the effective tax rate in a future period. Based on each of the items of which Canon is aware at December 31, 2016, no significant changes to the unrecognized tax benefits are expected within the next twelve months.

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Canon Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

**12. Income Taxes (continued)**

Canon recognizes interest and penalties accrued related to unrecognized tax benefits in income taxes. Both interest and penalties accrued at December 31, 2016 and 2015, and interest and penalties included in income taxes for the years ended December 31, 2016, 2015 and 2014 were not significant.

Canon files income tax returns in Japan and various foreign tax jurisdictions. In Japan, Canon is no longer subject to regular income tax examinations by the tax authority for years before 2015. Canon is also no longer subject to a transfer pricing examination by the tax authority for years before 2015. In other major foreign tax jurisdictions, including the United States and the Netherlands, Canon is no longer subject to income tax examinations by tax authorities for years before 2007 with few exceptions. The tax authorities are currently conducting income tax examinations of Canon's income tax returns for years after 2006 in major foreign tax jurisdictions.

**13. Legal Reserve and Retained Earnings**

The Corporation Law of Japan provides that an amount equal to 10% of distributions from retained earnings paid by the Company and its Japanese subsidiaries be appropriated as a legal reserve. No further appropriations are required when the total amount of the additional paid-in capital and the legal reserve equals 25% of their respective stated capital. The Corporation Law of Japan also provides that additional paid-in capital and legal reserve are available for appropriations by resolution of the shareholders. Certain foreign subsidiaries are also required to appropriate their earnings to legal reserves under the laws of their respective countries.

Cash dividends and appropriations to the legal reserve charged to retained earnings for the years ended December 31, 2016, 2015 and 2014 represent dividends paid out during those years and the related appropriations to the legal reserve. Retained earnings at December 31, 2016 did not reflect current year-end dividends in the amount of ¥81,905 million which were approved by the shareholders in March 2017.

The amount available for dividends under the Corporation Law of Japan is based on the amount recorded in the Company's nonconsolidated books of account in accordance with financial accounting standards of Japan. Such amount was ¥940,000 million at December 31, 2016.

Retained earnings at December 31, 2016 included Canon's equity in undistributed earnings of affiliated companies accounted for by the equity method in the amount of ¥17,804 million.

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## Canon Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

**14. Other Comprehensive Income (Loss)**

Changes in accumulated other comprehensive income (loss) for the years ended December 31, 2016, 2015 and 2014 are as follows:

	Foreign currency translation adjustments	Unrealized gains and losses on securities	Gains and losses on derivative instruments (Millions of yen)	Pension liability adjustments	Total
<b>Balance at December 31, 2013</b>	1,734	10,242	(2,408)	(90,214)	(80,646)
Equity transactions with noncontrolling interests and other	10	3		(35)	(22)
Other comprehensive income (loss) before reclassifications	142,813	3,933	(2,204)	(47,840)	96,702
Amounts reclassified from accumulated other comprehensive income (loss)		(1,632)	2,009	11,875	12,252
Net change during the year	142,823	2,304	(195)	(36,000)	108,932
<b>Balance at December 31, 2014</b>	144,557	12,546	(2,603)	(126,214)	28,286
Equity transactions with noncontrolling interests and other	73				73
Other comprehensive income (loss) before reclassifications	(57,592)	1,691	(256)	(6,155)	(62,312)
Amounts reclassified from accumulated other comprehensive income (loss)		(182)	3,041	1,352	4,211
Net change during the year	(57,519)	1,509	2,785	(4,803)	(58,028)
<b>Balance at December 31, 2015</b>	87,038	14,055	182	(131,017)	(29,742)
Equity transactions with noncontrolling interests and other	259			(1)	258
Other comprehensive income (loss) before reclassifications	(101,350)	814	938	(67,511)	(167,109)
Amounts reclassified from accumulated other comprehensive income (loss)	93	382	(3,862)	99	(3,288)
Net change during the year	(100,998)	1,196	(2,924)	(67,413)	(170,139)
<b>Balance at December 31, 2016</b>	(13,960)	15,251	(2,742)	(198,430)	(199,881)

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## Canon Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

**14. Other Comprehensive Income (Loss) (continued)**

Reclassifications out of accumulated other comprehensive income (loss) for the years ended December 31, 2016, 2015 and 2014 are as follows:

	Year ended December 31, 2016	Year ended December 31, 2015 (Millions of yen)	Year ended December 31, 2014	Amount reclassified from accumulated other comprehensive income (loss) *1 Affected line items in consolidated statements of income
Foreign currency translation adjustments	139			Other, net
	(46)			Income taxes
	93			Consolidated net income
				Net income attributable to noncontrolling interests
	93			Net income attributable to Canon Inc.
Unrealized gains and losses on securities	282	(298)	(2,509)	Other, net
	(94)	104	879	Income taxes
	188	(194)	(1,630)	Consolidated net income
	194	12	(2)	Net income attributable to noncontrolling interests
	382	(182)	(1,632)	Net income attributable to Canon Inc.
Gains and losses on derivative instruments	(5,890)	4,217	3,260	Other, net
	2,049	(1,180)	(1,248)	Income taxes
	(3,841)	3,037	2,012	Consolidated net income
	(21)	4	(3)	Net income attributable to noncontrolling interests
	(3,862)	3,041	2,009	Net income attributable to Canon Inc.
Pension liability adjustments	(16)	1,504	15,585	See Note 11
	164	(175)	(3,710)	Income taxes
	148	1,329	11,875	Consolidated net income
	(49)	23		Net income attributable to noncontrolling interests
	99	1,352	11,875	Net income attributable to Canon Inc.



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Total amount reclassified, net of tax and noncontrolling interests	(3,288)	4,211	12,252
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\*1 Amounts in parentheses indicate gains in consolidated statements of income.

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## Canon Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

**14. Other Comprehensive Income (Loss) (continued)**

Tax effects allocated to each component of other comprehensive income (loss) and reclassification adjustments, including amounts attributable to noncontrolling interests, are as follows:

	Years ended December 31		
	Before-tax amount	Tax (expense) or benefit (Millions of yen)	Net-of-tax amount
<b>2016:</b>			
Foreign currency translation adjustments			
Amount arising during the year	(108,280)	521	(107,759)
Reclassification adjustments for gains and losses realized in net income	139	(46)	93
Net change during the year	(108,141)	475	(107,666)
Net unrealized gains and losses on securities:			
Amount arising during the year	1,184	(375)	809
Reclassification adjustments for gains and losses realized in net income	282	(94)	188
Net change during the year	1,466	(469)	997
Net gains and losses on derivative instruments:			
Amount arising during the year	1,619	(726)	893
Reclassification adjustments for gains and losses realized in net income	(5,890)	2,049	(3,841)
Net change during the year	(4,271)	1,323	(2,948)
Pension liability adjustments:			
Amount arising during the year	(95,707)	25,204	(70,503)
Reclassification adjustments for gains and losses realized in net income	(16)	164	148
Net change during the year	(95,723)	25,368	(70,355)
Other comprehensive income (loss)	(206,669)	26,697	(179,972)
<b>2015:</b>			
Foreign currency translation adjustments	(56,054)	550	(55,504)
Net unrealized gains and losses on securities:			
Amount arising during the year	3,249	(1,045)	2,204
Reclassification adjustments for gains and losses realized in net income	(298)	104	(194)
Net change during the year	2,951	(941)	2,010
Net gains and losses on derivative instruments:			
Amount arising during the year	52	(304)	(252)
Reclassification adjustments for gains and losses realized in net income	4,217	(1,180)	3,037
Net change during the year	4,269	(1,484)	2,785

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Pension liability adjustments:			
Amount arising during the year	(13,166)	5,294	(7,872)
Reclassification adjustments for gains and losses realized in net income	1,504	(175)	1,329
Net change during the year	(11,662)	5,119	(6,543)
Other comprehensive income (loss)	(60,496)	3,244	(57,252)

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## Canon Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

**14. Other Comprehensive Income (Loss) (continued)**

	Years ended December 31		
	Before-tax amount	Tax (expense) or benefit (Millions of yen)	Net-of-tax amount
<b>2014:</b>			
Foreign currency translation adjustments	144,826	(992)	143,834
Net unrealized gains and losses on securities:			
Amount arising during the year	6,379	(2,225)	4,154
Reclassification adjustments for gains and losses realized in net income	(2,509)	879	(1,630)
Net change during the year	3,870	(1,346)	2,524
Net gains and losses on derivative instruments:			
Amount arising during the year	(3,309)	1,102	(2,207)
Reclassification adjustments for gains and losses realized in net income	3,260	(1,248)	2,012
Net change during the year	(49)	(146)	(195)
Pension liability adjustments:			
Amount arising during the year	(71,166)	21,306	(49,860)
Reclassification adjustments for gains and losses realized in net income	15,585	(3,710)	11,875
Net change during the year	(55,581)	17,596	(37,985)
Other comprehensive income (loss)	93,066	15,112	108,178

**15. Stock-Based Compensation**

On May 1, 2011, based on the approval of the shareholders, the Company granted stock options to its directors, executive officers and certain employees to acquire 912,000 shares of common stock. These option awards vest after two years of continued service beginning on the grant date and have a four year exercisable period. The grant-date fair value per share of the stock options granted during the year ended December 31, 2011 was ¥772.

On May 1, 2010, based on the approval of the shareholders, the Company granted stock options to its directors, executive officers and certain employees to acquire 890,000 shares of common stock. These option awards vest after two years of continued service beginning on the grant date and have a four year exercisable period. The grant-date fair value per share of the stock options granted during the year ended December 31, 2010 was ¥988.

The compensation cost recognized for these stock options for the years ended December 31, 2016, 2015 and 2014 was nil.

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## Canon Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

**15. Stock-Based Compensation (continued)**

A summary of option activity under the stock option plans as of and for the years ended December 31, 2016, 2015 and 2014 is presented below:

	Shares	Weighted-average exercise price (Yen)	Weighted-average remaining contractual term (Year)	Aggregate intrinsic value (Millions of yen)
Outstanding at January 1, 2014	2,657,400	4,245	1.0	28
Exercised	(67,200)	3,287		
Forfeited/Expired	(728,400)	4,869		
Outstanding at December 31, 2014	1,861,800	4,036	0.7	248
Exercised	(249,600)	3,311		
Forfeited/Expired	(316,200)	3,678		
Outstanding at December 31, 2015	1,296,000	4,263	0.4	
Exercised				
Forfeited/Expired	<b>(693,000)</b>	<b>4,500</b>		
Outstanding at December 31, 2016	<b>603,000</b>	<b>3,990</b>	<b>0.2</b>	
Exercisable at December 31, 2016	<b>603,000</b>	<b>3,990</b>	<b>0.2</b>	

At December 31, 2016, all outstanding option awards were vested.

The total fair value of shares vested during the years ended December 31, 2016, 2015 and 2014 was nil. Cash received from the exercise of stock options for the years ended December 31, 2016, 2015 and 2014 was nil, ¥826 million and ¥221 million, respectively.

**16. Net Income Attributable to Canon Inc. Shareholders per Share**

A reconciliation of the numerators and denominators of basic and diluted net income attributable to Canon Inc. shareholders per share computations is as follows:

	Years ended December 31		
	2016	2015	2014
	(Millions of yen)		
Net income attributable to Canon Inc.	<b>150,650</b>	220,209	254,797
	(Number of shares)		
Average common shares outstanding	<b>1,092,070,680</b>	1,092,017,955	1,112,509,931
Effect of dilutive securities:			

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Stock options		34,931	4,393
Diluted common shares outstanding	<b>1,092,070,680</b>	1,092,052,886	1,112,514,324
		(Yen)	
Net income attributable to Canon Inc. shareholders per share:			
Basic	<b>137.95</b>	201.65	229.03
Diluted	<b>137.95</b>	201.65	229.03

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## Canon Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

**16. Net Income Attributable to Canon Inc. Shareholders per Share (continued)**

The computation of diluted net income attributable to Canon Inc. shareholders per share for the year ended December 31, 2016 excludes outstanding stock options because the effect would be anti-dilutive. The computation of diluted net income attributable to Canon Inc. shareholders per share for the years ended December 31, 2015 and 2014 excludes certain outstanding stock options because the effect would be anti-dilutive.

**17. Derivatives and Hedging Activities*****Risk management policy***

Canon operates internationally, exposing it to the risk of changes in foreign currency exchange rates. Derivative financial instruments are comprised principally of foreign exchange contracts utilized by the Company and certain of its subsidiaries to reduce the risk. Canon assesses foreign currency exchange rate risk by continually monitoring changes in the exposures and by evaluating hedging opportunities. Canon does not hold or issue derivative financial instruments for trading purposes. Canon is also exposed to credit-related losses in the event of non-performance by counterparties to derivative financial instruments, but it is not expected that any counterparties will fail to meet their obligations. Most of the counterparties are internationally recognized financial institutions and selected by Canon taking into account their financial condition, and contracts are diversified across a number of major financial institutions.

***Foreign currency exchange rate risk management***

Canon's international operations expose Canon to the risk of changes in foreign currency exchange rates. Canon uses foreign exchange contracts to manage certain foreign currency exchange exposures principally from the exchange of U.S. dollars and euros into Japanese yen. These contracts are primarily used to hedge the foreign currency exposure of forecasted intercompany sales and intercompany trade receivables that are denominated in foreign currencies. In accordance with Canon's policy, a specific portion of foreign currency exposure resulting from forecasted intercompany sales are hedged using foreign exchange contracts which principally mature within three months.

***Cash flow hedge***

Changes in the fair value of derivative financial instruments designated as cash flow hedges, including foreign exchange contracts associated with forecasted intercompany sales, are reported in accumulated other comprehensive income (loss). These amounts are subsequently reclassified into earnings through other income (deductions) in the same period as the hedged items affect earnings. Substantially all amounts recorded in accumulated other comprehensive income (loss) at year-end are expected to be recognized in earnings over the next twelve months. Canon excludes the time value component from the assessment of hedge effectiveness. Changes in the fair value of a foreign exchange contract for the period between the date that the forecasted intercompany sales occur and its maturity date are recognized in earnings and not considered hedge ineffectiveness.

***Derivatives not designated as hedges***

Canon has entered into certain foreign exchange contracts to primarily offset the earnings impact related to fluctuations in foreign currency exchange rates associated with certain assets denominated in foreign currencies. Although these foreign exchange contracts have not been designated as hedges as required in order to apply hedge accounting, the contracts are effective from an economic perspective. The changes in the fair value of these contracts are recorded in earnings immediately.

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Canon Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

**17. Derivatives and Hedging Activities (continued)**  
*Derivatives not designated as hedges (continued)*

Contract amounts of foreign exchange contracts at December 31, 2016 and 2015 are set forth below:

	December 31	
	2016	2015
	(Millions of yen)	
To sell foreign currencies	371,644	228,053
To buy foreign currencies	46,741	37,540
<i>Fair value of derivative instruments in the consolidated balance sheets</i>		

The following tables present Canon's derivative instruments measured at gross fair value as reflected in the consolidated balance sheets at December 31, 2016 and 2015.

Derivatives designated as hedging instruments

		Fair value	
		December 31	
Balance sheet location		2016	2015
		(Millions of yen)	
<b>Assets:</b>			
Foreign exchange contracts	Prepaid expenses and other current assets	19	373
<b>Liabilities:</b>			
Foreign exchange contracts	Other current liabilities	1,913	534

Derivatives not designated as hedging instruments

		Fair value	
		December 31	
Balance sheet location		2016	2015
		(Millions of yen)	
<b>Assets:</b>			
Foreign exchange contracts	Prepaid expenses and other current assets	567	1,112
<b>Liabilities:</b>			
Foreign exchange contracts	Other current liabilities	7,479	90



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Canon Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

**17. Derivatives and Hedging Activities (continued)***Effect of derivative instruments in the consolidated statements of income*

The following tables present the effect of Canon's derivative instruments in the consolidated statements of income for the years ended December 31, 2016, 2015 and 2014.

Derivatives in cash flow hedging relationships

	Years ended December 31				
	Gain (loss) recognized in OCI (effective portion) Amount	Gain (loss) reclassified from accumulated OCI into income (effective portion) Location	Amount (Millions of yen)	Gain (loss) recognized in income (ineffective portion and amount excluded from effectiveness testing) Location	Amount
	<b>2016:</b>				
Foreign exchange contracts	1,619	Other, net	5,890	Other, net	(311)
<b>2015:</b>					
Foreign exchange contracts	52	Other, net	(4,217)	Other, net	(131)
<b>2014:</b>					
Foreign exchange contracts	(3,309)	Other, net	(3,260)	Other, net	(145)

Derivatives not designated as hedging instruments

	Gain (loss) recognized in income on derivative Years ended December 31			
	Location	2015		2014
		2016	(Millions of yen)	
Foreign exchange contracts	Other, net	7,018	1,099	(21,728)

**18. Commitments and Contingent Liabilities***Commitments*

At December 31, 2016, commitments outstanding for the purchase of property, plant and equipment approximated ¥36,578 million, and commitments outstanding for the purchase of parts and raw materials approximated ¥119,395 million.

Canon occupies sales offices and other facilities under lease arrangements accounted for as operating leases. Deposits made under such arrangements aggregated ¥13,128 million and ¥13,561 million at December 31, 2016 and 2015, respectively, and are included in noncurrent receivables in the accompanying consolidated balance sheets. Rental expenses under such operating lease arrangements amounted to ¥42,714 million, ¥46,483 million and ¥43,215 million for the years ended December 31, 2016, 2015 and 2014, respectively.



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## Canon Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

**18. Commitments and Contingent Liabilities (continued)****Commitments (continued)**

Future minimum lease payments required under noncancelable operating leases that have initial or remaining lease terms in excess of one year at December 31, 2016 are as follows:

	(Millions of yen)
<b>Year ending December 31:</b>	
2017	26,380
2018	18,273
2019	13,543
2020	8,544
2021	6,411
Thereafter	11,794
Total future minimum lease payments	84,945

**Guarantees**

Canon provides guarantees for bank loans of its employees, affiliates and other companies. The guarantees for the employees are principally made for their housing loans. The guarantees of loans of its affiliates and other companies are made to ensure that those companies operate with less financial risk.

For each guarantee provided, Canon would have to perform under a guarantee if the borrower defaults on a payment within the contract periods of 1 year to 30 years, in the case of employees with housing loans, and 1 year to 5 years, in the case of affiliates and other companies. The maximum amount of undiscounted payments Canon would have had to make in the event of default is ¥6,056 million at December 31, 2016. The carrying amounts of the liabilities recognized for Canon's obligations as a guarantor under those guarantees at December 31, 2016 were not significant.

Canon also issues contractual product warranties under which it generally guarantees the performance of products delivered and services rendered for a certain period or term. Changes in accrued product warranty costs for the years ended December 31, 2016 and 2015 are summarized as follows:

	Years ended December 31	
	2016	2015
	(Millions of yen)	
Balance at beginning of year	14,014	11,564
Additions	15,403	18,942
Utilization	(12,759)	(12,404)
Other	(3,490)	(4,088)
Balance at end of year	13,168	14,014

*Legal proceedings*

Canon is involved in various claims and legal actions arising in the ordinary course of business. Canon has recorded provisions for liabilities when it is probable that liabilities have been incurred and the amount of loss can be reasonably estimated. Canon reviews these provisions at least quarterly and adjusts these provisions to reflect the impact of the negotiations, settlements, rulings, advice of legal counsel and other information and

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Canon Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

**18. Commitments and Contingent Liabilities (continued)*****Legal proceedings (continued)***

events pertaining to a particular case. Based on its experience, although litigation is inherently unpredictable, Canon believes that any damage amounts claimed in outstanding matters are not a meaningful indicator of Canon's potential liability. In the opinion of management, any reasonably possible range of losses from outstanding matters would not have a material adverse effect on Canon's consolidated financial position, results of operations, or cash flows.

**19. Disclosures about the Fair Value of Financial Instruments and Concentrations of Credit Risk*****Fair value of financial instruments***

The estimated fair values of Canon's financial instruments at December 31, 2016 and 2015 are set forth below. The following summary excludes cash and cash equivalents, trade receivables, finance receivables, noncurrent receivables, short-term loans, trade payables and accrued expenses for which fair values approximate their carrying amounts. The summary also excludes investments and derivative instruments which are disclosed in Note 2 and Note 17, respectively.

	December 31			
	2016		2015	
	Carrying amount	Estimated fair value	Carrying amount	Estimated fair value
	(Millions of yen)			
Long-term debt, including current installments	(612,538)	(612,668)	(1,543)	(1,507)

The following methods and assumptions are used to estimate the fair value in the above table.

**Long-term debt**

Canon's long-term debt instruments are classified as Level 2 instruments and valued based on the present value of future cash flows associated with each instrument discounted using current market borrowing rates for similar debt instruments of comparable maturity. The levels are more fully described in Note 20.

**Limitations of fair value estimates**

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instruments. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

***Concentrations of credit risk***

At December 31, 2016 and 2015, one customer accounted for approximately 12% and 15% of consolidated trade receivables, respectively. Although Canon does not expect that the customer will fail to meet its obligations, Canon is potentially exposed to concentrations of credit risk if the customer failed to perform according to the terms of the contracts.



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## Canon Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

**20. Fair Value Measurements**

Fair value is the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. A three-level fair value hierarchy that prioritizes the inputs used to measure fair value is as follows:

- Level 1 - Inputs are quoted prices in active markets for identical assets or liabilities.
- Level 2 - Inputs are quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable, and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 - Inputs are derived from valuation techniques in which one or more significant inputs or value drivers are unobservable, which reflect the reporting entity's own assumptions about the assumptions that market participants would use in establishing a price.

***Assets and liabilities measured at fair value on a recurring basis***

The following tables present Canon's assets and liabilities that are measured at fair value on a recurring basis consistent with the fair value hierarchy at December 31, 2016 and 2015.

	Level 1	December 31, 2016 (Millions of yen)		Total
		Level 2	Level 3	
<b>Assets:</b>				
Cash and cash equivalents		30,500		30,500
<b>Available-for-sale (noncurrent):</b>				
Government bonds	269			269
Corporate bonds		229		229
Fund trusts	12	74		86
Equity securities	42,444			42,444
Derivatives		586		586
<b>Total assets</b>	<b>42,725</b>	<b>31,389</b>		<b>74,114</b>
<b>Liabilities:</b>				
Derivatives		9,392		9,392
<b>Total liabilities</b>		<b>9,392</b>		<b>9,392</b>

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## Canon Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

**20. Fair Value Measurements (continued)***Assets and liabilities measured at fair value on a recurring basis (continued)*

	Level 1	December 31, 2015 Level 2    Level 3 (Millions of yen)		Total
<b>Assets:</b>				
Cash and cash equivalents		80,870		80,870
<b>Available-for-sale (noncurrent):</b>				
Government bonds	287			287
Corporate bonds		201		201
Fund trusts	12	52		64
Equity securities	42,849			42,849
Derivatives		1,485		1,485
<b>Total assets</b>	<b>43,148</b>	<b>82,608</b>		<b>125,756</b>
<b>Liabilities:</b>				
Derivatives		624		624
<b>Total liabilities</b>		<b>624</b>		<b>624</b>

Level 1 investments are comprised principally of Japanese equity securities, which are valued using an unadjusted quoted market price in active markets with sufficient volume and frequency of transactions. Level 2 cash and cash equivalents are valued based on market approach, using quoted prices for identical assets in markets that are not active. Level 3 investments are mainly comprised of corporate bonds, which are valued based on cost approach, using unobservable inputs as the market for the assets was not active at the measurement date.

Derivative financial instruments are comprised of foreign exchange contracts. Level 2 derivatives are valued using quotes obtained from counterparties or third parties, which are periodically validated by pricing models using observable market inputs, such as foreign currency exchange rates and interest rates, based on market approach.

The following table presents the changes in Level 3 assets measured on a recurring basis, consisting primarily of corporate bonds, for the year ended December 31, 2015. There are no changes in Level 3 assets measured on a recurring basis for the year ended December 31, 2016.

	Year ended December 31 2015 (Millions of yen)
Balance at beginning of year	474
<b>Total gains or losses (realized or unrealized):</b>	
Included in earnings	
Included in other comprehensive income (loss)	22
Purchases, issuances, and settlements	(496)
Balance at end of year	





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Canon Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

**20. Fair Value Measurements (continued)**

*Assets and liabilities measured at fair value on a nonrecurring basis*

During the years ended December 31, 2016 and 2015, there were no circumstances that required any significant assets or liabilities to be measured at fair value on a nonrecurring basis.

**21. Segment Information**

Canon operates its business in three segments: the Office Business Unit, the Imaging System Business Unit, and the Industry and Others Business Unit, which are based on the organizational structure and information reviewed by Canon's management to evaluate results and allocate resources.

The primary products included in each segment are as follows:

Office Business Unit:	Office multifunction devices (MFDs) / Laser multifunction printers (MFPs) / Laser printers / Digital production printing systems / High speed continuous feed printers / Wide-format printers / Document solutions
Imaging System Business Unit:	Interchangeable lens digital cameras / Digital compact cameras / Digital camcorders / Digital cinema cameras / Interchangeable lenses / Compact photo printers / Inkjet printers / Large-format inkjet printers / Commercial photo printers / Image scanners / Multimedia projectors / Broadcast equipment / Calculators
Industry and Others Business Unit:	Semiconductor lithography equipment / FPD (Flat panel display) lithography equipment / Digital radiography systems / Diagnostic X-ray Systems / Computed Tomography / Magnetic Resonance Imaging / Diagnostic Ultrasound Systems / Clinical Chemistry Analyzers / Ophthalmic equipment / Vacuum thin-film deposition equipment / Organic LED (OLED) panel manufacturing equipment / Die bonders / Micromotors / Network cameras / Handy terminals / Document scanners

The accounting policies of the segments are substantially the same as those described in the significant accounting policies in Note 1. Canon evaluates performance of, and allocates resources to, each segment based on operating profit.

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## Canon Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

**21. Segment Information (continued)**

Information about operating results and assets for each segment as of and for the years ended December 31, 2016, 2015 and 2014 is as follows:

	Office	Imaging System	Industry and Others (Millions of yen)	Corporate and eliminations	Consolidated
<b>2016:</b>					
Net sales:					
External customers	1,804,862	1,094,291	502,334		3,401,487
Intersegment	2,957	998	82,326	(86,281)	
<b>Total</b>	<b>1,807,819</b>	<b>1,095,289</b>	<b>584,660</b>	<b>(86,281)</b>	<b>3,401,487</b>
Operating cost and expenses	1,638,333	950,876	577,212	6,200	3,172,621
<b>Operating profit</b>	<b>169,486</b>	<b>144,413</b>	<b>7,448</b>	<b>(92,481)</b>	<b>228,866</b>
Total assets	961,749	391,661	545,210	3,239,909	5,138,529
Depreciation and amortization	78,319	47,386	41,053	83,338	250,096
Capital expenditures	72,189	25,564	29,346	81,280	208,379
<b>2015:</b>					
Net sales:					
External customers	2,108,246	1,262,667	429,358		3,800,271
Intersegment	2,570	1,168	95,293	(99,031)	
<b>Total</b>	<b>2,110,816</b>	<b>1,263,835</b>	<b>524,651</b>	<b>(99,031)</b>	<b>3,800,271</b>
Operating cost and expenses	1,820,230	1,080,396	537,730	6,705	3,445,061
<b>Operating profit</b>	<b>290,586</b>	<b>183,439</b>	<b>(13,079)</b>	<b>(105,736)</b>	<b>355,210</b>
Total assets	1,020,758	452,283	332,252	2,622,480	4,427,773
Depreciation and amortization	86,206	52,070	45,064	89,987	273,327
Capital expenditures	73,819	38,337	24,241	106,733	243,130
<b>2014:</b>					
Net sales:					
External customers	2,075,788	1,342,501	308,963		3,727,252
Intersegment	2,944	693	89,802	(93,439)	
<b>Total</b>	<b>2,078,732</b>	<b>1,343,194</b>	<b>398,765</b>	<b>(93,439)</b>	<b>3,727,252</b>
Operating cost and expenses	1,786,675	1,148,593	420,566	7,929	3,363,763
<b>Operating profit</b>	<b>292,057</b>	<b>194,601</b>	<b>(21,801)</b>	<b>(101,368)</b>	<b>363,489</b>
Total assets	1,025,499	517,524	342,695	2,574,900	4,460,618

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Depreciation and amortization	87,058	53,912	37,544	84,966	263,480
Capital expenditures	69,704	31,124	15,976	107,956	224,760

Intersegment sales are recorded at the same prices used in transactions with third parties. Expenses not directly associated with specific segments are allocated based on the most reasonable measures applicable. Corporate expenses include certain corporate research and development expenses. Segment assets are based on those directly associated with each segment. Corporate assets primarily consist of cash and cash equivalents, investments, deferred tax assets, goodwill and corporate properties. Capital expenditures represent the additions to property, plant and equipment and intangible assets measured on an accrual basis.

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## Canon Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

**21. Segment Information (continued)**

Operating results of TMSC for the year ended December 31, 2016 and assets of TMSC other than corporate assets at December 31, 2016 are included in Industry and Others Business Unit based on preliminary assessment.

Information about product sales to external customers by business unit for the years ended December 31, 2016, 2015 and 2014 is as follows:

	Years ended December 31		
	2016	2015	2014
	(Millions of yen)		
Office			
Monochrome copiers	289,532	328,061	322,398
Color copiers	386,193	421,209	401,447
Printers	664,846	857,369	862,000
Others	464,291	501,607	489,943
<b>Total</b>	<b>1,804,862</b>	<b>2,108,246</b>	<b>2,075,788</b>
Imaging System			
Cameras	666,868	782,623	861,196
Inkjet printers	329,066	362,663	366,946
Others	98,357	117,381	114,359
<b>Total</b>	<b>1,094,291</b>	<b>1,262,667</b>	<b>1,342,501</b>
Industry and Others			
Lithography equipment	121,090	123,887	90,395
Others	381,244	305,471	218,568
<b>Total</b>	<b>502,334</b>	<b>429,358</b>	<b>308,963</b>
<b>Consolidated</b>	<b>3,401,487</b>	<b>3,800,271</b>	<b>3,727,252</b>

Information by major geographic area as of and for the years ended December 31, 2016, 2015 and 2014 is as follows:

	2016	2015	2014
	(Millions of yen)		
Net sales:			
Japan	706,979	714,280	724,317
Americas	963,544	1,144,422	1,036,500
Europe	913,523	1,074,366	1,090,484
Asia and Oceania	817,441	867,203	875,951
<b>Total</b>	<b>3,401,487</b>	<b>3,800,271</b>	<b>3,727,252</b>

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Long-lived assets:			
Japan	<b>1,163,374</b>	937,716	950,719
Americas	<b>147,129</b>	150,105	157,748
Europe	<b>166,734</b>	183,451	127,700
Asia and Oceania	<b>164,007</b>	189,588	210,650
Total	<b>1,641,244</b>	1,460,860	1,446,817

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Canon Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

**21. Segment Information (continued)**

Net sales are attributed to areas based on the location where the product is shipped to the customers. Other than in Japan and the United States, Canon does not conduct business in any individual country in which its sales in that country exceed 10% of consolidated net sales. Net sales in the United States were ¥884,083 million, ¥1,047,838 million and ¥938,411 million for the years ended December 31, 2016, 2015 and 2014, respectively.

Long-lived assets represent property, plant and equipment and intangible assets for each geographic area.

In addition to the disclosure requirements under Topic 280, Canon has disclosed the segment information based on the location of Canon Inc. and its subsidiaries. Results from a survey of a representative sample of financial statement users, however, indicated that they consider the latter to be less useful than sales information based on the location where the product is shipped to customers, which is disclosed separately. For this reason, Canon decided to discontinue the disclosure of geographical segment information based on the location of Canon Inc. and its subsidiaries from this year, in order to avoid the risk of confusing users due to disclosing two similar types of geographical information and make disclosure more concise and transparent.

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## Canon Inc. and Subsidiaries

## Schedule II Valuation and Qualifying Accounts

	Balance at beginning of period	Addition- charged to income	Deduction bad debts written off (Millions of yen)	Translation adjustments and other	Balance at end of period
Year ended December 31, 2016:					
Allowance for doubtful receivables					
Trade receivables	12,077	1,460	(1,824)	(638)	11,075
Finance receivables	2,878	398	(978)	27	2,325
Year ended December 31, 2015:					
Allowance for doubtful receivables					
Trade receivables	12,122	2,180	(1,745)	(480)	12,077
Finance receivables	6,276	55	(1,343)	(2,110)	2,878
Year ended December 31, 2014:					
Allowance for doubtful receivables					
Trade receivables	12,730	878	(2,236)	750	12,122
Finance receivables	7,323	154	(1,171)	(30)	6,276



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**Item 19. Exhibits**

List of exhibits

- 1.1 Articles of Incorporation of Canon Inc. (Translation), incorporated by reference from the annual report on Form 20-F (Commission file number 001-15122) filed on March 30, 2016
- 1.2 Regulations of the Board of Directors of Canon Inc. (Translation), incorporated by reference from the annual report on Form 20-F (Commission file number 001-15122) filed on March 30, 2016
- 2 Regulations for Handling of Shares of Canon Inc. (Translation), incorporated by reference from the annual report on Form 20-F (Commission file number 001-15122) filed on March 27, 2009
- 8 List of Significant Subsidiaries (See Organizational Structure in Item 4.C. of this Form 20-F)
- 11.1 Canon Group Code of Conduct (Translation), incorporated by reference from the annual report on Form 20-F (Commission file number 001-15122) filed on March 28, 2013
- 11.2 Code of Ethics (Supplement to The Canon Group Code of Conduct) (Translation), incorporated by reference from the annual report on Form 20-F (Commission file number 001-15122) filed on June 10, 2004
- 12 Certifications of Chairman and CEO and Executive Vice President and CFO pursuant to Section 302 of the Sarbanes-Oxley Act
- 13 Certification of Chairman and CEO and Executive Vice President and CFO pursuant to Section 906 of the Sarbanes-Oxley Act
- 101 INSTANCE DOCUMENT
- 101 SCHEMA DOCUMENT
- 101 CALCULATION LINKBASE DOCUMENT
- 101 LABELS LINKBASE DOCUMENT
- 101 PRESENTATION LINKBASE DOCUMENT
- 101 DEFINITION LINKBASE DOCUMENT

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SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant certifies that it meets all of the requirements for filing on Form 20-F and has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

CANON INC.  
(Registrant)

/s/ Toshizo Tanaka  
Toshizo Tanaka  
Executive Vice President & CFO

Canon Inc.  
30-2, Shimomaruko 3-chome,  
Ohta-ku, Tokyo 146-8501, Japan

Date March 30, 2017

**Table of Contents****EXHIBIT INDEX**

<b>Exhibit number</b>	<b>Title</b>
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Exhibit 101	PRESENTATION LINKBASE DOCUMENT
Exhibit 101	DEFINITION LINKBASE DOCUMENT