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Securities Code: 6952

June 11, 2020

Dear Shareholders,

Kazuhiro Kashio
President and CEO
CASIO COMPUTER CO., LTD.
6-2, Hon-machi 1-chome, Shibuya-ku,
Tokyo

Notice of the 64th Ordinary General Meeting of Shareholders

We are pleased to announce that the 64th Ordinary General Meeting of Shareholders of CASIO COMPUTER CO., LTD. (the “Company”) will be held as detailed below.

To prevent the spread of novel coronavirus disease (COVID-19) and to give top priority to the health and safety of all of our shareholders, we strongly recommend that you refrain from coming to the General Meeting of Shareholders this year and that you exercise your voting right in advance in writing or via the Internet. Please review Reference Materials for the General Meeting of Shareholders below and exercise your voting right.

Guidance on the Exercise of Voting Right

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|-----------------------------------------------------------------|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Exercise of voting right at the General Meeting of Shareholders | ▶ | For those attending, please present the enclosed Voting Right Exercise Form at the reception desk on arrival at the meeting. |
| Exercise of voting right in writing (by mail) | ▶ | Indicate your approval or disapproval of the proposals on the enclosed Voting Right Exercise Form and send it to us to arrive by no later than 5:30 p.m. on Thursday, June 25, 2020. |
| Exercise of voting right via the Internet, etc. | ▶ | Please access the website for exercise of voting right (https://www.web54.net) and register your approval or disapproval of the proposals by no later than 5:30 p.m. on Thursday, June 25, 2020. |

Details

1. Date and Time: Friday, June 26, 2020, at 10:00 a.m. (The reception starts at 9:00 a.m.)
2. Place: Cerulean Tower Ballroom (B2F), Cerulean Tower Tokyu Hotel
26-1, Sakuragaoka-cho, Shibuya-ku, Tokyo
3. Purpose of the Meeting:
Matters to be reported:
 1. Business Report, Consolidated Financial Statements and Audit Reports of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee for the 64th Fiscal Year (from April 1, 2019 to March 31, 2020)
 2. Non-Consolidated Financial Statements for the 64th Fiscal Year (from April 1, 2019 to March 31, 2020)

Matters to be resolved:

- Proposal 1: Appropriation of Surplus
- Proposal 2: Election of Five (5) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

- © If circumstances arise whereby revisions should be made to the contents of the Reference Materials for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements, such notification shall be published on the Company's website.
URL: <https://www.casio.co.jp/ir/>

Reference Materials for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The Company considers maintaining and expanding the profit to shareholders as an important management issue of the Company, and based on its basic dividend policy of maintaining stable dividends to shareholders, determines the distribution of profits by taking into account all factors such as profit levels, financial position, the dividend payout ratio, and the outlook regarding future business development and financial results.

As for the year-end dividend for the current fiscal year, the Company proposes the following.

Year-end dividend

1. Type of dividend property:

Cash

2. Item concerning allocation of dividend property and its total amount:

Dividend per share of common shares of the Company: ¥22.50

Total amount of dividend: ¥5,457,777,615

Since the interim dividend in the amount of ¥22.50 has been distributed, the annual dividend for the current fiscal year would be ¥45 per share.

3. Effective date of dividend of surplus:

June 29, 2020

Proposal 2: Election of Five (5) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this Meeting.

Accordingly, the Company proposes the election of five (5) Directors.

Moreover, this proposal has been considered by the Audit and Supervisory Committee, and no particular comments were made.

The candidates for Directors are as follows:

No.	Name	Position and areas of responsibility in the Company	Attributes of candidate
1	Kazuhiro Kashio	President and CEO	[Reappointment]
2	Toshiyuki Yamagishi	Executive Officer, Member of the Board, in charge of ESG Strategy	[Reappointment]
3	Shin Takano	Executive Officer, Member of the Board, Senior General Manager of Finance Division	[Reappointment]
4	Tetsuo Kashio	Executive Officer, Member of the Board, Senior General Manager of CS Headquarters	[Reappointment]
5	Motoki Ozaki	Outside Director	[Reappointment] [Outside] [Independent]

[Reappointment]

Candidate to be reappointed as Director

[Outside]

Candidate for Outside Director

[Independent]

Independent Officer under the provisions of the Tokyo Stock Exchange

No. 1	Kazuhiro Kashio	Date of birth: January 22, 1966	Number of the Company's shares owned: 546,505 Number of Board of Directors meetings attended: 14/15 (93%)
[Reappointment]	Career summary, position and areas of responsibility in the Company		
Special Interest in the Company: None	April	1991	Joined the Company
	July	2007	Executive Officer, Deputy Senior General Manager of Corporate Management Division of the Company
	June	2011	Executive Officer, Member of the Board, Senior General Manager of Digital Imaging Division of the Company
	April	2013	Executive Officer, Member of the Board, Senior General Manager of Emerging Business Headquarters of the Company
	October	2013	Executive Officer, Member of the Board, Head of Consumer and System Product, Senior General Manager of Emerging Business Headquarters of the Company
	May	2014	Senior Executive Managing Officer, Member of the Board, Senior General Manager of Business Headquarters of Consumer Product and System Solution of the Company
	June	2015	President and COO of the Company
	June	2018	President and CEO of the Company (to the present)
	Significant concurrent positions outside the Company None.		
	Reasons for nomination as candidate for Director Mr. Kazuhiro Kashio has successively assumed duties at primary business departments such as Business Management, Emerging Business, and Consumer Product and System Solution, continuously making great contributions to the Company's growth and expansion. He has striven to achieve medium- to long-term enhancement of its corporate value by leading the management of the Company as President since 2015. The Company nominated him as a candidate for Director, believing that he would continue to lead the management of the Company, and would be able to, as Director, appropriately make decisions and supervise execution of duties in respect to important matters of general management.		

No. 2	Toshiyuki Yamagishi	Date of birth: December 16, 1960	Number of the Company's shares owned: 12,195 Number of Board of Directors meetings attended: 15/15 (100%)
[Reappointment]	Career summary, position and areas of responsibility in the Company		
Special Interest in the Company: None	April	1985	Joined the Company
	April	2009	General Manager of Business Management Department of Corporate Management Division of the Company
	December	2010	Executive Officer, Senior General Manager of Corporate Management Division of the Company
	June	2013	Executive Officer, Member of the Board, Senior General Manager of Corporate Management Division of the Company
	January	2018	Executive Officer, Member of the Board, in charge of Drastic Management Reform of the Company
	April	2018	Executive Officer, Member of the Board, Senior General Manager of Corporate Management Division of the Company
	October	2019	Executive Officer, Member of the Board, in charge of General Affairs, Public Relations and Corporate Communications of the Company
	June	2020	Executive Officer, Member of the Board, in charge of ESG Strategy of the Company (to the present)
	Significant concurrent positions outside the Company None.		
	Reasons for nomination as candidate for Director Mr. Toshiyuki Yamagishi has continuously and greatly contributed to improve business results of the Company, through building and promoting the Company-wide business strategies as Senior General Manager of Corporate Management Division of the Company for many years, and has also worked to strengthen the management foundations of the Company as Officer in charge of the Corporate Governance. In consideration of those abundant experiences and achievements, the Company nominated him as a candidate for Director, believing that he would be able to, as Director, appropriately make decisions and supervise execution of duties in respect to important matters of general management.		

No. 3	Shin Takano	Date of birth: February 26, 1961	Number of the Company's shares owned: 14,643 Number of Board of Directors meetings attended: 15/15 (100%)
[Reappointment]	Career summary, position and areas of responsibility in the Company April 1984 Joined the Company November 2007 General Manager of Accounting Department of the Company December 2009 Executive Officer, Senior General Manager of Finance Division of the Company June 2015 Executive Officer, Member of the Board, Senior General Manager of Finance Division of the Company (to the present)		
Special Interest in the Company: None	Significant concurrent positions outside the Company None. Reasons for nomination as candidate for Director Mr. Shin Takano has contributed to enhancement of business structure, through building and promoting financial strategies, etc. as Senior General Manager of Finance Division of the Company, and has also worked to strengthen the foundations of the Company as Officer in charge of the back-office division. In consideration of those abundant experiences and achievements, the Company nominated him as a candidate for Director, believing that he would be able to, as Director, appropriately make decisions and supervise execution of duties in respect to important matters of general management.		

No. 4	Tetsuo Kashio	Date of birth: December 2, 1966	Number of the Company's shares owned: 382,961 Number of Board of Directors meetings attended: 11/11 (100%)
[Reappointment]	Career summary, position and areas of responsibility in the Company April 1992 Joined the Company October 2004 Member of the Board of Casio Soft Co., Ltd. February 2005 Member of the Board of Casio Information Service Co., Ltd. June 2008 Executive Officer, Senior General Manager of CS Division of Global Marketing Headquarters of the Company June 2016 Senior Executive Officer, Senior General Manager of CS Division of the Company April 2018 Senior Executive Officer, Senior General Manager of CS Headquarters of the Company June 2019 Executive Officer, Member of the Board, Senior General Manager of CS Headquarters of the Company (to the present)		
Special Interest in the Company: None	Significant concurrent positions outside the Company None. Reasons for nomination as candidate for Director Mr. Tetsuo Kashio has an experience of corporate management at group companies, and also has contributed to enhancement of management system, through CS operations regarding customer services throughout the Group. In consideration of those abundant experiences and achievements, the Company nominated him as a candidate for Director, believing that he would be able to, as Director, appropriately make decisions and supervise execution of duties in respect to important matters of general management.		

No. 5	<div> <div>Motoki Ozaki</div> <div> Date of birth: June 6, 1949 </div> <div> Number of the Company's shares owned: 0 Number of Board of Directors meetings attended: 9/11 (82%) </div> </div>
<div> [Reappointment] [Outside] [Independent] </div> <div> Special Interest in the Company: None </div>	<p>Career summary, position and areas of responsibility in the Company</p> <p>April 1972 Joined Kao Soap Co., Ltd. (currently Kao Corporation)</p> <p>June 2002 Director, Executive Officer of Kao Corporation</p> <p>June 2004 Representative Director, President and CEO of Kao Corporation</p> <p>June 2012 Director, Chairman of the Board of Directors of Kao Corporation (retired in March 2014)</p> <p>June 2012 Representative Director of The Kao Foundation for Arts and Sciences (to the present)</p> <p>March 2014 President of Association for Corporate Support of the Arts (to the present)</p> <p>June 2014 President of New National Theatre Foundation (to the present)</p> <p>June 2015 Outside Director of Nomura Securities Co., Ltd.</p> <p>June 2016 Outside Director of Honda Motor Co., Ltd. (to the present)</p> <p>April 2019 Outside Director (Member of the Audit and Supervisory Committee) of Nomura Securities Co., Ltd. (to the present)</p> <p>June 2019 Outside Director, Member of the Board of the Company (to the present)</p> <p>Significant concurrent positions outside the Company</p> <p>Representative Director of The Kao Foundation for Arts and Sciences</p> <p>President of Association for Corporate Support of the Arts</p> <p>President of New National Theatre Foundation</p> <p>Outside Director (Member of the Audit and Supervisory Committee) of Nomura Securities Co., Ltd.</p> <p>Outside Director of Honda Motor Co., Ltd.</p> <p>Reasons for nomination as candidate for Outside Director</p> <p>Mr. Motoki Ozaki has long experience working as a corporate manager of a major company. Since assuming office in June 2019, he has made extremely useful comments and recommendations on the Company's overall management from time to time in his activities at the Board of Directors meetings from an objective perspective based on his abundant experiences and extensive insight. The Company nominated him as a candidate for Outside Director so as to have him continue to make further comments and recommendations on the Company's overall management from an objective perspective based on his abundant experiences and extensive insight.</p> <p>Other matters regarding candidate for Outside Director</p> <ol style="list-style-type: none"> Mr. Motoki Ozaki is a candidate for Outside Director. Mr. Motoki Ozaki is an executive of The Kao Foundation for Arts and Sciences, Association for Corporate Support of the Arts and New National Theatre Foundation. There are no special relationships between the Company and said corporations. It has been acknowledged that Nomura Securities Co., Ltd., where Mr. Motoki Ozaki has been appointed as Outside Director, carried out inappropriate handling of information regarding the listing and exit criteria for the premium market, which were discussed at the Tokyo Stock Exchange, Inc., and the said company received a business improvement order from Japan's Financial Services Agency in May 2019. He was not aware of the fact until it came to light, but he has regularly advocated the importance of compliance with laws and regulations and its thoroughness, and since the incident came to light, he has fulfilled his duties as an Outside Director by making recommendations to prevent recurrence, etc. Mr. Motoki Ozaki is currently an Outside Director of the Company, and at the conclusion of this Meeting, his tenure as Outside Director will have been one (1) year. Mr. Motoki Ozaki satisfies the requirements of the Company's Independence Criteria for Outside Officers (page 8). The Company has designated him as Independent Officer under the provisions of the Tokyo Stock Exchange, and registered him as such with the Stock Exchange. When his reappointment is approved, he is scheduled to be Independent Officer continuously. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has concluded an agreement for limitation of liability with Mr. Motoki Ozaki to limit his liability for damages under Article 423, Paragraph 1 of the said act to the minimum amount of liability stipulated in Article 425, Paragraph 1 of the said act. When his reappointment is approved, the Company intends to continue the agreement with him. Mr. Motoki Ozaki is scheduled to retire from the position of Outside Director of Honda Motor Co., Ltd. on June 19, 2020.

<Reference> Independence Criteria for Outside Officers

The Company determines that an outside officer is independent if he or she does not fall under any of the following categories.

1. A person who does not fulfil the qualification requirements for outside directors as stipulated by the Companies Act.
2. Major business partner of the Company and its group companies, or an executive thereof (an executive refers to an executive director, executive officer, and important employee such as a corporate officer; hereinafter, the same)
3. A party whose major business partner is the Company and its group companies, or an executive thereof.
4. A party which is a major shareholder of the Company, or an executive of a major shareholder of the Company.
5. An executive of a company of which the Company or a group company is a major shareholder.
6. A certified public accountant or a person who belongs to an audit firm that serves as the accounting auditor of the Company and its group companies.
7. A consultant, accounting professional, or legal professional receiving a significant amount of monetary consideration or other property from the Company and its group companies besides officer remuneration (if the entity receiving such property is a corporation, association or other form of organization, this refers to an individual who belongs to such organization [an officer or an important employee; hereinafter, the same]).
8. A person who belongs to an organization receiving a large amount of donations from the Company and from its group companies.
9. An executive at a company at which an executive of the Company or of a group company of the Company serves as an officer.
10. A person to whom any of Items 2 through 9 above apply during the three year period prior to assuming the position.
11. A relative of a person to whom any of Items 2 through 10 above apply (a spouse or a relative within the second degree of kinship).