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Securities Code: 6952

June 7, 2021

Dear Shareholders,

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

Notice of the 65th Ordinary General Meeting of Shareholders

We are pleased to announce that the 65th Ordinary General Meeting of Shareholders of CASIO COMPUTER CO., LTD. (the “Company”) will be held as detailed below.

To give top priority to preventing the spread of the novel coronavirus disease (COVID-19) and 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 via the Internet, including Smart Vote, or in writing (by mail). Please review Reference Materials for the General Meeting of Shareholders below and exercise your voting right by no later than 5:30 p.m. on Monday, June 28, 2021.

Details

1. Date and Time: Tuesday, June 29, 2021, at 10:00 a.m. (The reception starts at 9:00 a.m.)
2. Place: Cerulean Tower Ballroom (B2F), Cerulean Tower Tokyo 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 65th Fiscal Year (from April 1, 2020 to March 31, 2021)
 2. Non-Consolidated Financial Statements for the 65th Fiscal Year (from April 1, 2020 to March 31, 2021)

Matters to be resolved:

- Proposal 1: Appropriation of Surplus
- Proposal 2: Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal 3: Election of Three (3) 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/meeting/>

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.

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: ¥5,458,601,070

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 30, 2021

Proposal 2: Election of Six (6) 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 six (6) Directors, an increase of one (1) Director, in order to strengthen the management system.

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	Jin Nakayama	Senior Executive Managing Officer and CHRO	[Newly appointed]
3	Shin Takano	Executive Managing Officer and CFO, Member of the Board	[Reappointment]
4	Tetsuo Kashio	Executive Managing Officer, Member of the Board, Senior General Manager of CS Headquarters	[Reappointment]
5	Toshiyuki Yamagishi	Executive Officer, Member of the Board, in charge of ESG Strategy	[Reappointment]
6	Motoki Ozaki	Outside Director	[Reappointment] [Outside] [Independent]

[Reappointment]

[Newly appointed]

[Outside]

[Independent]

Candidate to be reappointed as Director

Candidate to be newly appointed as Director

Candidate for Outside Director

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: 559,592 Number of Board of Directors meetings attended: 14/14 (100%)
[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 the Company's corporate value by leading its management as President since 2015, and currently as President and CEO. 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	Jin Nakayama	Date of birth: March 20, 1959	Number of the Company's shares owned: 8,337 Number of Board of Directors meetings attended: - / - (-%)
[Newly appointed]	Career summary, position and areas of responsibility in the Company		
Special Interest in the Company: None	April	1981	Joined the Company
	October	2009	Executive Officer, Senior General Manager of Digital Imaging Division of the Company
	February	2017	Senior Executive Officer, Senior General Manager of the Consumer Development Headquarters, Senior General Manager of Development Control Division of the Company
	November	2019	Executive Officer, Senior General Manager of Business & Technology Development Center of the Company
	April	2021	Senior Executive Managing Officer and CHRO of the Company (to the present)
	Significant concurrent positions outside the Company		
	None.		
	Reasons for nomination as candidate for Director		
	Mr. Jin Nakayama has been involved in the consumer business including digital cameras, emerging business development, and other major businesses of the Company for many years, and has greatly contributed to enhancement of business foundation, through building and promoting business strategies. He has striven to achieve medium- to long-term enhancement of corporate value by maximizing the value of human resources, an important asset for the Company, as Senior Executive Managing Officer and CHRO. 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: 16,918 Number of Board of Directors meetings attended: 14/14 (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 April 2021 Executive Managing Officer and CFO, Member of the Board 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 striven for many years to achieve medium- to long-term enhancement of corporate value through building and promoting financial strategies, etc. as Senior General Manager of Finance Division. In addition, as Executive Managing Officer and CFO, Member of the Board, he is currently working to strengthen business management based on accounting and financial strategies, etc. 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: 395,685 Number of Board of Directors meetings attended: 14/14 (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 April 2021 Executive Managing 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 as Executive Managing Officer, and Member of the Board, 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>Toshiyuki Yamagishi</div> <div> Date of birth: December 16, 1960 </div> <div> Number of the Company's shares owned: 14,438 Number of Board of Directors meetings attended: 14/14 (100%) </div> </div>
[Reappointment] Special Interest in the Company: None	<div> Career summary, position and areas of responsibility in the Company <div> <div>April</div> <div>1985</div> <div>Joined the Company</div> </div> <div> <div>April</div> <div>2009</div> <div>General Manager of Business Management Department of Corporate Management Division of the Company</div> </div> <div> <div>December</div> <div>2010</div> <div>Executive Officer, Senior General Manager of Corporate Management Division of the Company</div> </div> <div> <div>June</div> <div>2013</div> <div>Executive Officer, Member of the Board, Senior General Manager of Corporate Management Division of the Company</div> </div> <div> <div>January</div> <div>2018</div> <div>Executive Officer, Member of the Board, in charge of Drastic Management Reform of the Company</div> </div> <div> <div>April</div> <div>2018</div> <div>Executive Officer, Member of the Board, Senior General Manager of Corporate Management Division of the Company</div> </div> <div> <div>October</div> <div>2019</div> <div>Executive Officer, Member of the Board, in charge of General Affairs, Public Relations and Corporate Communications of the Company</div> </div> <div> <div>June</div> <div>2020</div> <div>Executive Officer, Member of the Board, in charge of ESG Strategy of the Company (to the present)</div> </div> </div> <div> Significant concurrent positions outside the Company None. </div> <div> 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 ESG strategy. 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. </div>

No. 6	<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: 14/14 (100%) </div> </div>
[Reappointment] [Outside] [Independent] Special Interest in the Company: None	<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 (retired in March 2021)</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. (retired in June 2020)</p> <p>April 2019 Outside Director (Member of the Audit and Supervisory Committee) of Nomura Securities Co., Ltd. (scheduled to retire in June 2021)</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>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. (scheduled to retire in June 2021)</p> <p>[Reasons for nomination as candidate for Outside Director and outline of expected role]</p> <p>Mr. Motoki Ozaki has long experience working as a corporate manager of a major company. Making use of this experience, he has made extremely useful comments and recommendations on the Company's overall management from time to time since assuming office in June 2019, in his activities at the Board of Directors meetings from an objective and multifaceted perspective based on his abundant experiences and extensive insight, and has greatly contributed to revitalizing discussions and improving the effectiveness of the Board of Directors. In addition, as the chairman of the Nomination Committee, he has contributed to discussions aimed at improving the transparency and effectiveness of the process of selecting directors. Based on the above, the Company has nominated him as a candidate for Outside Director in the hope that he will continue to provide further advice and supervision on the Company's overall management.</p> <p>Other matters regarding candidate for Outside Director</p> <ol style="list-style-type: none"> 1. Mr. Motoki Ozaki is a candidate for Outside Director. 2. 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. 3. 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 two (2) years. 4. Mr. Motoki Ozaki satisfies the requirements of the Company's Independence Criteria for Outside Officers (page 12). 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. 5. 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. 6. Mr. Motoki Ozaki is scheduled to retire from the position of Outside Director of Nomura Securities Co., Ltd. at the conclusion of the Annual General Meeting of Shareholders of that company, which will be held in June 2021.

[Special note regarding all candidates for Directors]

The Company has entered into a directors and officers liability insurance policy with an insurance company to cover damages incurred by the insured as a result of assuming responsibility for the performance of their duties, and litigation expenses incurred as a result of receiving claims related to the pursuit of such responsibility. Among the candidates for Director in this proposal, those candidates for reelection are already insureds under the policy, and will continue to be such after their election. Moreover, the candidate for new election will become insured after his election. The term of the directors and officers liability insurance policy is one year, and the Company plans to renew the policy before the expiration of that term by resolution of the Board of Directors.

Proposal 3: Election of Three (3) Directors Who Are Audit and Supervisory Committee Members

The terms of office of all three (3) Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this Meeting.

Accordingly, the Company proposes the election of three (3) Directors who are Audit and Supervisory Committee Members.

Prior consent to this proposal has been obtained from the Audit & Supervisory Board.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows:

No. 1	<div style="display: flex; justify-content: space-between;"> <div style="width: 40%;"> Akihiko Yamaguchi Date of birth: January 28, 1961 </div> <div style="width: 55%;"> Number of the Company's shares owned: 3,024 Number of Board of Directors meetings attended: – / – (–%) Number of Audit and Supervisory Committee meetings attended: – / – (–%) </div> </div>
[Newly appointed] Special Interest in the Company: None	<p>Career summary, position and areas of responsibility in the Company</p> <p>April 1979 Joined the Company</p> <p>April 2011 General Manager of Sales Administration Division, Global Marketing Headquarters of the Company</p> <p>April 2012 General Manager of Sales Planning & Administration Department, Global Marketing Headquarters of the Company</p> <p>October 2019 General Manager of BPR Planning & Promotion Department, Global Marketing Headquarters of the Company (to the present)</p> <p>Significant concurrent positions outside the Company None.</p> <p>[Reasons for nomination as candidate for Director who is an Audit and Supervisory Committee Member] Since joining the Company, Mr. Akihiko Yamaguchi has been engaged in sales management operations for many years, and has experience in internal control and company-wide management reform projects, mainly at Group companies. In consideration of those abundant experiences, the Company newly nominated him as a candidate for Director who is an Audit and Supervisory Committee Member, believing that he would be able to appropriately perform audit and supervise functions on important matters of general management of the Company.</p> <p>[Other matters regarding candidate for Director]</p> <ol style="list-style-type: none"> 1. Mr. Akihiko Yamaguchi is a newly appointed candidate for Director. 2. When the election of Mr. Akihiko Yamaguchi is approved, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company intends to conclude an agreement for limitation of liability with him 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.

No. 2	<div> <div> <div>Michiko Chiba</div> <div>Date of birth: June 27, 1961</div> </div> <div> <div>Number of the Company's shares owned: 0</div> <div>Number of Board of Directors meetings attended: 14/14 (100%)</div> <div>Number of Audit and Supervisory Committee meetings attended: 14/14 (100%)</div> </div> </div>
<div> <div>[Reappointment] [Outside] [Independent]</div> <div>Special Interest in the Company: None</div> </div>	<div> <div>Career summary, position and areas of responsibility in the Company</div> <div> <div>April 1984</div> <div>Joined Tokyo Metropolitan Government</div> </div> <div> <div>October 1989</div> <div>Joined Showa Ota & Co. (currently Ernst & Young ShinNihon LLC)</div> </div> <div> <div>March 1993</div> <div>Registered as a Certified Public Accountant</div> </div> <div> <div>July 2010</div> <div>Senior Partner at Ernst & Young ShinNihon LLC</div> </div> <div> <div>August 2013</div> <div>Member of Governance Council of Ernst & Young ShinNihon LLC</div> </div> <div> <div>February 2016</div> <div>Deputy Chair of Governance Council of Ernst & Young ShinNihon LLC (retired in August 2016)</div> </div> <div> <div>September 2016</div> <div>Certified Public Accountant of Chiba Certified Public Accountant Office (to the present)</div> </div> <div> <div>June 2018</div> <div>Outside Supervisory Auditor of the Company</div> </div> <div> <div>March 2019</div> <div>Outside Auditor of DIC Corporation (to the present)</div> </div> <div> <div>June 2019</div> <div>Outside Auditor of TDK Corporation (to the present)</div> </div> <div> <div>June 2019</div> <div>Outside Director, Member of the Board (Member of the Audit and Supervisory Committee) of the Company (to the present)</div> </div> </div> <div> <div>Significant concurrent positions outside the Company</div> <div> <div>Certified Public Accountant of Chiba Certified Public Accountant Office</div> <div>Outside Auditor of DIC Corporation</div> <div>Outside Auditor of TDK Corporation</div> </div> </div> <div> <div>[Reasons for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and outline of expected role]</div> <div>Ms. Michiko Chiba has expertise regarding finance and accounting gained as a Certified Public Accountant and abundant auditing experience. From these professional perspectives, she actively speaks out on the Company's overall management, and has greatly contributed to revitalizing discussions and improving the effectiveness of the Board of Directors. In addition, as a member of the Nomination Committee and Remuneration Committee, she has contributed to discussions aimed at improving the transparency and effectiveness of the process of selecting directors and discussions regarding the review of the process of determining directors' remuneration. Although she has no experience of being directly involved in corporate management other than as an outside director, she has been nominated as a candidate for Outside Director who is an Audit and Supervisory Committee Member in order to continue to audit and supervise the overall management of the Company from a fair and neutral third-party perspective with a high level of expertise and objectivity.</div> </div> <div> <div>Other matters regarding candidate for Outside Director</div> <div> <div>1. Ms. Michiko Chiba is a candidate for Outside Director.</div> <div>2. Ms. Michiko Chiba is currently an Outside Director of the Company, and at the conclusion of this Meeting, her tenure as Outside Director will have been two (2) years. She served as an Outside Supervisory Auditor of the Company for one (1) year from June 2018.</div> <div>3. Ms. Michiko Chiba satisfies the requirements of the Company's Independence Criteria for Outside Officers (page 12). The Company has designated her as Independent Officer under the provisions of the Tokyo Stock Exchange, and registered her as such with the Stock Exchange. When her reappointment is approved, she is scheduled to be Independent Officer continuously.</div> <div>4. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has concluded an agreement for limitation of liability with Ms. Michiko Chiba to limit her 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 her reappointment is approved, the Company intends to continue the agreement with her.</div> </div> </div>

No. 3	<div> <div>Hiroto</div> <div>mo</div> <div>Abe</div> </div> <div> Date of birth: November 1, 1957 </div> <div> Number of the Company's shares owned: 0 Number of Board of Directors meetings attended: 14/14 (100%) Number of Audit and Supervisory Committee meetings attended: 14/14 (100%) </div>
<div> [Reappointment] [Outside] [Independent] </div> <div> Special Interest in the Company: None </div>	<div> Career summary, position and areas of responsibility in the Company April 1980 Joined MITSUI & CO., LTD. September 1988 Manager of Legal Department of MITSUI & CO. (BRASIL) S.A April 1992 Assistant General Manager of Legal Department of MITSUI & CO. (U.S.A.), INC. October 2002 General Manager of Legal Department of MITSUI & CO. EUROPE PLC May 2005 General Counsel & Chief Compliance Officer of Europe, Africa and the Middle East Business Unit of MITSUI & CO., LTD. (retired in March 2009) April 2009 Professor, Faculty of Law of Meiji Gakuin University (retired in March 2011) April 2011 Professor, Graduate School of Law of Hitotsubashi University June 2019 Outside Director, Member of the Board (Member of the Audit and Supervisory Committee) of the Company (to the present) April 2021 Professor Emeritus of Hitotsubashi University (to the present) April 2021 Professor, Graduate School of Management, Nagoya University of Commerce and Business (to the present) </div> <div> Significant concurrent positions outside the Company Professor, Graduate School of Management, Nagoya University of Commerce and Business </div> <div> [Reasons for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and outline of expected role] Mr. Hiroto Abe has an abundant experience working overseas at a general trading company, as well specialist knowledge based on research in the legal field at graduate schools and experience as a professor, etc. From these professional perspectives, he actively speaks out on the Company's overall management, and has greatly contributed to revitalizing discussions and improving the effectiveness of the Board of Directors. In addition, as the chairman of the Compensation Committee, he has contributed to discussions regarding the review of the process of determining directors' remuneration. Although he has no experience of being directly involved in corporate management other than as an outside director, he has been nominated as a candidate for Outside Director who is an Audit and Supervisory Committee Member in order to continue to audit and supervise the overall management of the Company from a fair and neutral third-party perspective with a high level of expertise and objectivity. </div> <div> Other matters regarding candidate for Outside Director 1. Mr. Hiroto Abe is a candidate for Outside Director. 2. Mr. Hiroto Abe is currently an Outside Director of the Company, and at the conclusion of this Meeting, his tenure as Outside Director will have been two (2) years. 3. Mr. Hiroto Abe satisfies the requirements of the Company's Independence Criteria for Outside Officers (page 12). 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. 4. 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. Hiroto Abe 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. </div>

[Special note regarding all candidates for Directors who are Audit and Supervisory Committee Members]

The Company has entered into a directors and officers liability insurance policy with an insurance company to cover damages incurred by the insured as a result of assuming responsibility for the performance of their duties, and litigation expenses incurred as a result of receiving claims related to the pursuit of such responsibility. Among the candidates for Director who is an Audit and Supervisory Committee Member in this proposal, those candidates for reelection are already insureds under the policy, and will continue to be such after their election. Moreover, those candidates for new election will become insureds after their election. The term of the directors and officers liability insurance policy is one year, and the Company plans to renew the policy before the expiration of that term by resolution of the Board of Directors.

<Reference 1> 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 fulfill the qualification requirements for outside directors and outside supervisory auditors 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).

<Reference 2> Composition of the Board of Directors

If Proposal 2 and Proposal 3 are approved and adopted as originally proposed, the composition of the Board of Directors will be as follows:

Name			Expertise and experience				
			Management and business strategy	Operation of important divisions of the Company	Finance and accounting	Legal and risk management	Global
Directors	Kazuhiro Kashio		●	●			●
	Jin Nakayama			●			●
	Shin Takano			●	●	●	
	Tetsuo Kashio			●			●
	Toshiyuki Yamagishi		●	●		●	
	Motoki Ozaki	[Outside]	●				●
Audit and Supervisory Committee Members	Akihiko Yamaguchi			●			●
	Michiko Chiba	[Outside]			●	●	
	Hiroto Abe	[Outside]				●	●

The above list does not represent all the expertise and experience possessed by each person.