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Securities Code: 6952

June 4, 2015

Dear Shareholders,

Kazuo Kashio

President and CEO

**CASIO COMPUTER CO., LTD.**

6-2, Hon-machi 1-chome, Shibuya-ku,  
Tokyo

## **Notice of the 59th Ordinary General Meeting of Shareholders**

You are cordially invited to attend the 59th Ordinary General Meeting of Shareholders of CASIO COMPUTER CO., LTD. (the “Company”) to be held on June 26, 2015 as detailed below.

**If you cannot attend on that day, you can exercise your voting right in either of the following ways. 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 Thursday, June 25, 2015.**

### **[Exercise of voting right 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 the above deadline.

### **[Exercise of voting right via the Internet, etc.]**

Please access the website for exercise of voting rights (<http://www.web54.net>) and register your approval or disapproval of the proposals by the above deadline in accordance with the instructions on the screen, using the voting code and the password indicated on the enclosed Voting Right Exercise Form.

If you intend to vote via the Internet, etc., please refer to “Procedures for Voting via the Internet, etc.” below (Japanese only).

### **Details**

1. Date and Time: Friday, June 26, 2015, at 10:00 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 Board of Statutory Auditors for the 59th Fiscal Year (from April 1, 2014 to March 31, 2015)
  2. Non-Consolidated Financial Statements for the 59th Fiscal Year (from April 1, 2014 to March 31, 2015)

Matters to be resolved:

- Proposal 1: Appropriation of Surplus
- Proposal 2: Partial Amendments to the Articles of Incorporation
- Proposal 3: Election of Ten (10) Directors
- Proposal 4: Election of One (1) Statutory Auditor

- ◎ For those attending, please present the enclosed Voting Right Exercise Form at the reception desk on arrival at the meeting.
- ◎ The reception of the attendees to the meeting at the reception desk shall start at 8:30 a.m.
- ◎ If circumstances arise whereby revisions should be made to the contents of the Reference Materials for the General Meeting of Shareholders, Business Report, Non-Consolidated Financial Statements and Consolidated Financial Statements, such notification shall be published on the Company's website (<http://www.casio.co.jp/ir/>).

## Reference Materials for the General Meeting of Shareholders

### Proposal 1: Appropriation of Surplus

The Company upholds a basic dividend policy of maintaining stable dividends to shareholders and allocates profits by taking into account all factors such as profit levels, financial position, and the dividend payout ratio.

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

1. Matters related to 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: ¥5,880,132,563

Since the interim dividend in the amount of ¥12.50 has been distributed, the annual dividend for the current fiscal year would be ¥35 per share.

(3) Effective date of dividend of surplus:

June 29, 2015

## Proposal 2: Partial Amendments to the Articles of Incorporation

### 1. Reason for proposal

- (1) The Company intends to newly establish Paragraph 1, Article 27 and Paragraph 1, Article 34 in proposed amendments as provisions to the effect that part of liabilities of Directors and Statutory Auditors may be limited to the extent provided for by laws and regulations in accordance with a resolution of the Board of Directors meeting, in order to improve the environment to widely invite appropriate personnel for Directors and Statutory Auditors regardless of inside and outside of the Company, and to allow them to fully play their expected roles.
- (2) In accordance with the “Act for Partial Revision of the Companies Act” (Act No. 90 of 2014), the scope of company Directors and Statutory Auditors with whom it is permitted to conclude limited liability agreements has been expanded. Accordingly, the Company plans to make amendments to Paragraph 2 of Article 27 and Paragraph 2 of Article 34 as shown in the column of “Details of proposed amendments” in the table below.
- (3) Note that consent has been obtained from each Statutory Auditor for the amendments to Article 27 of the Articles of Incorporation.

### 2. Details of proposed amendments

Details of the proposed amendment are as follows:

(Underlined portions indicate the parts that are to be amended.)

Current Articles of Incorporation	Proposed amendments
<p><u>(Agreements for limitation of liability with outside directors)</u></p> <p>Article 27</p> <p>(Newly established)</p> <p>Pursuant to the provisions of Paragraph 1, Article 427 of the Companies Act, the Company may conclude agreements with <u>outside directors</u> to limit the liability for damages of the directors under Paragraph 1, Article 423 of the same Act in cases where the relevant directors have acted in good faith and without gross negligence in performing their duties; provided, however, that the minimum amount of such liability under the agreement shall be the minimum liability amount stipulated in Paragraph 1, Article 425 of <u>the Companies Act</u>.</p>	<p><u>(Exemption from liability of directors)</u></p> <p>Article 27</p> <p><u>1. Pursuant to the provisions of Paragraph 1, Article 426 of the Companies Act, the Company may exempt directors (including any former directors) from the liability under Paragraph 1, Article 423 of the same Act in cases where the relevant directors have acted in good faith and without gross negligence in performing their duties, by resolution of the Board of Directors meeting, to the extent of the amount obtained by subtracting the minimum liability amount stipulated in Paragraph 1, Article 425 of the same Act from the amount for which they are liable.</u></p> <p><u>2. Pursuant to the provisions of Paragraph 1, Article 427 of the Companies Act, the Company may conclude agreements with directors (excluding a director who is an executive director, etc.) to limit the liability for damages of the directors under Paragraph 1, Article 423 of the same Act in cases where the relevant directors have acted in good faith and without gross negligence in performing their duties; provided, however, that the minimum amount of such liability under the agreement shall be the minimum liability amount stipulated in Paragraph 1, Article 425 of <u>the same Act</u>.</u></p>



### Proposal 3: Election of Ten (10) Directors

The terms of office of Directors, Mr. Kazuo Kashio, Mr. Fumitsune Murakami, Mr. Akira Kashio, Mr. Akinori Takagi, Mr. Hiroshi Nakamura, Mr. Yuichi Masuda, Mr. Kazuhiro Kashio, Mr. Toshiyuki Yamagishi, Mr. Makoto Kobayashi, Mr. Hirokazu Ishikawa and Mr. Makoto Kotani will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, we propose the election of ten (10) Directors.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, position and areas of responsibility in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
1	Kazuo Kashio (January 9, 1929)	April 1950	Joined Kashio Seisakujo	3,140,918
		June 1957	Director, Member of the Board of the Company with the establishment of the Company	
		July 1965	Managing Director, Member of the Board of the Company	
		May 1972	Representative Director, Managing Director, Member of the Board of the Company	
		June 1976	Representative Director, Senior Managing Director, Member of the Board of the Company	
		December 1988	Representative Director and President of the Company	
		June 1999	Representative Director, President and CEO of the Company	
		May 2014	Representative Director, President and CEO of the Company (to the present) * Japanese title changed, but English title remained the same.	
2	Kazuhiro Kashio (January 22, 1966)	April 1991	Joined the Company	125,794
		July 2007	Executive Officer, Deputy Senior General Manager of Corporate Management Division of the Company	
		January 2010	Executive Officer, Senior General Manager of Corporate Management Division of the Company	
		December 2010	Executive Officer, Senior General Manager of Digital Imaging 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	
		April 2014	Executive Officer, Member of the Board, Senior General Manager of Business Headquarters of Consumer Product and System Solution 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 (to the present)	
3	Akinori Takagi (August 31, 1940)	April 1964	Joined The Sumitomo Bank, Limited	13,609
		June 1993	Director of The Sumitomo Bank, Limited	
		June 1996	President of SB Trust Bank., Ltd.	
		April 1999	Advisor of the Company	
		June 1999	Executive Officer, Member of the Board, in charge of Accounting and Banking Relations of the Company	
		June 2001	Managing Director, Member of the Board, Executive Officer, in charge of Accounting, Banking Relations and IR of the Company	
		June 2008	Managing Director, Member of the Board, Executive Officer, in charge of Finance and IR of the Company	
		May 2014	Senior Executive Managing Officer, Member of the Board, in charge of Finance and IR of the Company (to the present)	

No.	Name (Date of birth)	Career summary, position and areas of responsibility in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
4	Hiroshi Nakamura (March 3, 1957)	April 1981	Joined Tomen Corporation	7,504
		April 2000	Joined the Company President of Casio Computer Co., GmbH Deutschland	
		June 2007	Executive Officer, in charge of European region of Global Marketing Headquarters of the Company, President of Casio Europe GmbH	
		April 2009	Executive Officer, Senior General Manager of Global Marketing Headquarters of the Company	
		June 2009	Managing Director, Member of the Board, Executive Officer, Senior General Manager of Global Marketing Headquarters of the Company	
		May 2014	Senior Executive Managing Officer, Member of the Board, Senior General Manager of Global Marketing Headquarters of the Company (to the present)	
5	Yuichi Masuda (July 20, 1954)	April 1978	Joined the Company	6,399
		June 2006	Executive Officer, Senior General Manager of Timepiece Product Development Headquarters of the Company	
		April 2009	Executive Officer, Senior General Manager of Timepiece Product Division of the Company	
		June 2009	Executive Officer, Member of the Board, Senior General Manager of Timepiece Product Division of the Company	
		May 2014	Senior Executive Managing Officer, Member of the Board, Senior General Manager of Timepiece Product Division of the Company (to the present)	
6	Toshiyuki Yamagishi (December 16, 1960)	April 1985	Joined the Company	6,065
		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 (to the present)	
7	Makoto Kobayashi (February 8, 1958)	April 1982	Joined the Company	4,065
		April 2004	Manager of Secretarial Office of the Company	
		April 2011	Executive Officer, General Manager of Secretarial and External Affairs Department of the Company	
		April 2013	Executive Officer, Senior General Manager of General Affairs and Personnel Department of the Company	
		June 2013	Executive Officer, Member of the Board, Senior General Manager of General Affairs and Personnel Department of the Company (to the present)	
8	Hirokazu Ishikawa (October 3, 1942)	April 1966	Joined The Mitsui Bank, Limited	5,000
		June 1994	Director of The Sakura Bank, Limited	
		June 1997	Managing Director of The Sakura Bank, Limited	
		April 2000	Deputy President of The Sakura Bank, Limited	
		April 2001	Deputy President of Sumitomo Mitsui Banking Corporation	
		June 2002	Advisor of Mitsui Mutual Life Insurance Company	
		July 2002	Chairman of Board of Directors of Mitsui Mutual Life Insurance Company	
		April 2009	Advisor of Mitsui Life Insurance Company Limited (retired in March 2014)	
		June 2011	Director, Member of the Board of the Company (to the present)	

No.	Name (Date of birth)	Career summary, position and areas of responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
9	Makoto Kotani (September 25, 1937)	October 1977 Professor, School of Engineering of Tokyo Denki University April 1995 Member of the Board of Trustees of Tokyo Denki University April 1998 President of Tokyo Denki University June 2005 Outside Auditor of Riken Keiki Co., Ltd. March 2007 Member of the Board of Trustees of Tokyo Denki University April 2008 Professor Emeritus of Tokyo Denki University (to the present) June 2013 Director, Member of the Board of the Company (to the present)	1,000
10	*Shin Takano (February 26, 1961)	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 (to the present)	8,713

- Notes:
1. The mark “\*” signifies a newly appointed candidate for Director.
  2. There are no special interests between the candidates and the Company.
  3. Mr. Hirokazu Ishikawa and Mr. Makoto Kotani are candidates for Outside Director. The Company has designated both of them as Independent Officer under the provisions of the Tokyo Stock Exchange, and registered them as such with the Stock Exchange. When their reappointment is approved, they are scheduled to be Independent Officer continuously.
  4. Mr. Hirokazu Ishikawa has been engaged in financial business for many years and has experience of corporate management, the Company nominated him for Outside Director so as to have him reflect the abundant experiences and wide insight in management of the Company. Four years have passed since he assumed the position of Director of the Company.
  5. Mr. Makoto Kotani has an academic background as a university professor and experiences of management of university as a president and a chairperson of university, the Company nominated him for Outside Director so as to have him reflect the abundant experiences and wide insight in management of the Company. Two years have passed since he assumed the position of Director of the Company.
  6. The Company has concluded an agreement for limitation of liability with Mr. Hirokazu Ishikawa and Mr. Makoto Kotani to limit the ceiling of liability for damages stipulated in Paragraph 1, Article 423 of the Companies Act to the minimum amount of liability provided for by laws and regulations. When their reappointment is approved, the Company intends to continue the agreement with both of them.



#### Proposal 4: Election of One (1) Statutory Auditor

Of the current three (3) Statutory Auditors, the terms of office of Mr. Yasushi Terao will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, we propose the election of one (1) Statutory Auditor.

Prior consent to this proposal has been obtained from the Board of Statutory Auditors.

The candidate for Statutory Auditor is as follows:

Name (Date of birth)	Career summary, position and significant concurrent positions outside the Company		Number of the Company's shares owned
*Kazuhiko Tozawa (October 5, 1951)	April 1978	Appointed as Public Prosecutor, Tokyo District Public Prosecutor's Office	0
	April 2002	Public prosecutor, Tokyo High Public Prosecutors Office	
	September 2008	Public prosecutor, Supreme Public Prosecutors Office (retired in November 2008)	
	November 2008	Member of Information Disclosure and Personal Information Protection Review Board, the Cabinet Office	
	April 2013	Deputy chairperson, Member of Information Disclosure and Personal Information Protection Review Board, the Cabinet Office (retired in March 2014)	
	April 2014	Registered as Attorney at Law, and Joined Toranomom Law and Finance Office (to the present)	

- Notes:
1. The mark “\*” signifies a newly appointed candidate for Statutory Auditor.
  2. There are no special interests between the candidate and the Company.
  3. Mr. Kazuhiko Tozawa is a candidate for Outside Statutory Auditor. The Company intends to designate him as Independent Officer under the provisions of the Tokyo Stock Exchange, and register him as such with the Stock Exchange.
  4. Although Mr. Kazuhiko Tozawa has not been directly involved in corporate management, he has a special insight and wide-ranging experiences cultivated for many years as public prosecutor and attorney at law. Therefore, the Company nominated him for Outside Statutory Auditor, judging that he would be able to objectively fulfill a role of Statutory Auditor from a fair, impartial, and independent standpoint.
  5. The Company intends to conclude an agreement for limitation of liability with Mr. Kazuhiko Tozawa to limit the ceiling of liability for damages stipulated in Paragraph 1, Article 423 of the Companies Act to the minimum amount of liability provided for by laws and regulations.