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Securities Code: 6952

June 7, 2019

Dear Shareholders,

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

Notice of the 63rd Ordinary General Meeting of Shareholders

You are cordially invited to attend the 63rd Ordinary General Meeting of Shareholders of CASIO COMPUTER CO., LTD. (the “Company”) to be held on June 27, 2019 as detailed below.

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.

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 Wednesday, June 26, 2019. |
| 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 Wednesday, June 26, 2019 in accordance with the instructions on the screen, using the voting code and the password indicated on the enclosed Voting Right Exercise Form. |

Details

1. Date and Time: Thursday, June 27, 2019, 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 Board of Supervisory Auditors for the 63rd Fiscal Year (from April 1, 2018 to March 31, 2019)
 2. Non-Consolidated Financial Statements for the 63rd Fiscal Year (from April 1, 2018 to March 31, 2019)

Matters to be resolved:

- Proposal 1: Appropriation of Surplus
- Proposal 2: Reduction in Amount of Legal Capital Surplus
- Proposal 3: Partial Amendments to the Articles of Incorporation
- Proposal 4: Election of Five (5) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal 5: Election of Three (3) Directors Who Are Audit and Supervisory Committee Members
- Proposal 6: Setting of Amount of Remuneration for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)
- Proposal 7: Setting of Amount of Remuneration for Directors Who Are Audit & Supervisory Committee Members
- Proposal 8: Determination of Remuneration for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members and Outside Directors) for Allotment of Restricted Shares Thereto
- Proposal 9: Special Distinguished Service Payment for the Late Representative Director Kazuo Kashio

- © 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.

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: ¥25

Total amount of dividend: ¥6,158,023,100

Since the interim dividend in the amount of ¥20 has been distributed, the annual dividend for the current fiscal year would be ¥45 per share.

3. Effective date of dividend of surplus:

June 28, 2019

Proposal 2: Reduction in Amount of Legal Capital Surplus

1. Reasons for reduction in amount of legal capital surplus

To ensure nimble and flexible future capital policies, pursuant to the provisions of Article 448, paragraph 1 of the Companies Act, it is proposed to reduce the amount of legal capital surplus and transfer the amount to other capital surplus.

2. Content of the reduction in amount of legal capital surplus

(1) Amount of legal capital surplus to be reduced

Legal capital surplus of ¥64,565,597,149 will be reduced by ¥50,000,000,000 to ¥14,565,597,149. The total amount of the reduction will be transferred to other capital surplus.

(2) Effective date of reduction in amount of legal capital surplus

August 31, 2019

Proposal 3: Partial Amendments to the Articles of Incorporation

1. Reasons for the Amendments

In order to secure sustainable growth and increase medium- to long-term corporate value, the Company gives top priority to the issues of prompt decision making and appropriate execution of business, as well as of strengthening the management monitoring function. With the aim of properly addressing these issues, in order to strengthen the supervisory functions of the Board of Directors, as well as in order to accelerate and improve efficiency of the execution of business under appropriate supervision by the Board of Directors, the Company proposes to make the transition to a company with Audit and Supervisory Committee.

Accordingly, the Company shall newly establish provisions concerning the Audit and Supervisory Committee and Directors who are Audit and Supervisory Committee Members, remove provisions concerning Supervisory Auditors and the Board of Supervisory Auditors, and make other necessary changes.

The amendments to the Articles of Incorporation in this proposal shall take effect at the conclusion of this Meeting.

2. Details of the Amendments

Details of the amendments are as follows:

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

Current Articles of Incorporation	Proposed Amendments
<p>Chapter I General Provisions</p> <p>Articles 1–3 (Omitted)</p> <p>(Organs)</p> <p>Article 4.</p> <p>The Company shall have, in addition to the general meeting of shareholders and Directors, the following organs:</p> <ol style="list-style-type: none"> Board of Directors; <u>Supervisory Auditors;</u> <u>Board of Supervisory Auditors;</u> and Accounting Auditor. <p>Article 5 (Omitted)</p> <p>Chapter II Shares</p> <p>Articles 6–12 (Omitted)</p> <p>Chapter III General Meeting of Shareholders</p> <p>Articles 13–18 (Omitted)</p> <p>Chapter IV Directors and Board of Directors</p> <p>(Number of Directors)</p> <p>Article 19.</p> <p>The Company shall have not more than 18 Directors.</p> <p>(Newly established)</p> <p>(Method of election)</p> <p>Article 20.</p> <ol style="list-style-type: none"> Directors shall be elected at a general meeting of shareholders. (Omitted) (Omitted) 	<p>Chapter I General Provisions</p> <p>Articles 1–3 (Unchanged)</p> <p>(Organs)</p> <p>Article 4</p> <p>The Company shall have, in addition to the general meeting of shareholders and Directors, the following organs:</p> <ol style="list-style-type: none"> Board of Directors; <u>Audit and Supervisory Committee;</u> and (Deleted) Accounting Auditor. <p>Article 5 (Unchanged)</p> <p>Chapter II Shares</p> <p>Articles 6–12 (Unchanged)</p> <p>Chapter III General Meeting of Shareholders</p> <p>Articles 13–18 (Unchanged)</p> <p>Chapter IV Directors and Board of Directors</p> <p>(Number of Directors)</p> <p>Article 19.</p> <ol style="list-style-type: none"> The Company shall have not more than 18 Directors <u>(excluding Directors who are Audit and Supervisory Committee Members).</u> <u>The Company shall have not more than five Directors who are Audit and Supervisory Committee Members.</u> <p>(Method of election)</p> <p>Article 20.</p> <ol style="list-style-type: none"> Directors shall be elected at a general meeting of shareholders, <u>while distinguishing between Audit and Supervisory Committee Members and other Directors.</u> (Unchanged) (Unchanged)

Current Articles of Incorporation	Proposed Amendments
<p>(Term of office) Article 21.</p> <p>The term of office of a Director shall expire at the conclusion of the ordinary general meeting of shareholders for the last business year out of the business years terminating within one year after the election of the Director.</p> <p>(Newly established)</p> <p>(Newly established)</p>	<p>(Term of office) Article 21.</p> <p>1. The term of office of a Director <u>(excluding Director who is Audit and Supervisory Committee Member)</u> shall expire at the conclusion of the ordinary general meeting of shareholders for the last business year out of the business years terminating within one year after the election of the Director.</p> <p>2. <u>The term of office of a Director who is an Audit and Supervisory Committee Member shall expire at the conclusion of the ordinary general meeting of shareholders for the last business year out of the business years terminating within two years after the election of the Director.</u></p> <p>3. <u>The term of office of a Director who is an Audit and Supervisory Committee Member that is elected as a substitute for a Director who is an Audit and Supervisory Committee Member who resigned before the expiration of the term of office, shall continue until the expiration of the term of office of the resigned Director who is an Audit and Supervisory Committee Member.</u></p>
<p>(Representative Directors) Article 22.</p> <p>The Board of Directors shall appoint Representative Director(s) by its resolution.</p>	<p>(Representative Directors) Article 22.</p> <p>The Board of Directors shall appoint, by its resolution, Representative Director(s) <u>from among the Directors (excluding Directors who are Audit and Supervisory Committee Members).</u></p>
<p>(Notice of meeting of the Board of Directors) Article 23.</p> <p>When convening a meeting of the Board of Directors, a notice shall be dispatched to each Director <u>and each Supervisory Auditor</u> at least three days before the day of the meeting; provided, however, that this period may be reduced in case of urgent needs.</p> <p>(Newly established)</p>	<p>(Notice of meeting of the Board of Directors) Article 23.</p> <p>1. When convening a meeting of the Board of Directors, a notice shall be dispatched to each Director at least three days before the day of the meeting; provided, however, that this period may be reduced in case of urgent needs.</p> <p>2. <u>With the consent of all Directors, a meeting of the Board of Directors may be held without following the convening procedures.</u></p>
<p>Articles 24–26 (Omitted) (Newly established)</p>	<p>Articles 24–26 (Unchanged) <u>(Delegation of decision regarding execution of important business)</u> Article 27.</p> <p><u>Pursuant to the provisions of Article 399-13, paragraph 6 of the Companies Act, the Company may delegate all or part of a decision regarding execution of important business (excluding matters set forth in items of Article 399-13, paragraph 5 of the Companies Act) to a Director by resolution of the Board of Directors.</u></p>
<p>(Exemption from liability of Directors) Article 27.</p> <p>(Omitted)</p>	<p>(Exemption from liability of Directors) Article 28.</p> <p>(Unchanged)</p>
<p><u>Chapter V Supervisory Auditors and Board of Supervisory Auditors</u></p>	<p>(Deleted)</p>
<p>(Number of Supervisory Auditors) Article 28.</p> <p><u>The Company shall have not more than five Supervisory Auditors.</u></p>	<p>(Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
<p><u>(Method of election)</u> <u>Article 29.</u> 1. <u>Supervisory Auditors shall be elected at a general meeting of shareholders.</u> 2. <u>Resolutions on the election of a Supervisory Auditor shall be made by a majority of the votes of the shareholders present at the meeting where the shareholders holding at least one-third of the voting rights of the shareholders entitled to exercise their votes at such meetings are present.</u></p>	(Deleted)
<p><u>(Term of office)</u> <u>Article 30.</u> 1. <u>The term of office of a Supervisory Auditor shall expire at the conclusion of the ordinary general meeting of shareholders for the last business year out of the business years terminating within four years after the election of the Supervisory Auditor.</u> 2. <u>The term of office of a Supervisory Auditor who is elected as the substitute for a Supervisory Auditor who retired from office before the expiration of the term of office shall continue until the time the term of office of the Supervisory Auditor who retired from office is to expire.</u></p>	(Deleted)
<p><u>(Full-time Supervisory Auditors)</u> <u>Article 31.</u> <u>The Board of Supervisory Auditors shall appoint full-time Supervisory Auditor(s) by its resolution.</u></p>	(Deleted)
<p><u>(Notice of meeting of the Board of Supervisory Auditors)</u> <u>Article 32.</u> <u>When convening a meeting of the Board of Supervisory Auditors, a notice shall be dispatched to each Supervisory Auditor at least three days before the day of the meeting; provided, however, that this period may be reduced in case of urgent needs.</u></p>	(Deleted)
<p><u>(Regulations of the Board of Supervisory Auditors)</u> <u>Article 33.</u> <u>Matters concerning the Board of Supervisory Auditors shall be governed by the Regulations of the Board of Supervisory Auditors established by the Board of Supervisory Auditors, in addition to applicable laws and regulations and these Articles of Incorporation.</u></p>	(Deleted)
<p><u>(Exemption from liability of Supervisory Auditors)</u> <u>Article 34.</u> 1. <u>Pursuant to the provisions of Paragraph 1, Article 426 of the Companies Act, the Company may exempt Supervisory Auditors (including any former Supervisory Auditors) from the liability under Paragraph 1, Article 423 of the same Act in cases where the relevant Supervisory Auditors 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> 2. <u>Pursuant to the provisions of Paragraph 1, Article 427 of the Companies Act, the Company may conclude agreements with Supervisory Auditors to limit the liability for damages of the Supervisory Auditors under Paragraph 1, Article 423 of the same Act in cases where the relevant Supervisory Auditors have acted in good faith and without gross negligence in performing their duties; provided, however, that the maximum amount of such liability under the agreement shall be the minimum liability amount stipulated in Paragraph 1, Article 425 of the same Act.</u></p>	(Deleted)

Current Articles of Incorporation	Proposed Amendments
(Newly established)	<u>Chapter V Audit and Supervisory Committee</u>
(Newly established)	<u>(Full-time Audit and Supervisory Committee Members)</u>
	<u>Article 29.</u>
	<u>The Audit and Supervisory Committee may appoint fulltime Audit and Supervisory Committee Member(s) by its resolution.</u>
(Newly established)	<u>(Notice of meeting of the Audit and Supervisory Committee)</u>
	<u>Article 30.</u>
	1. <u>When convening a meeting of the Audit and Supervisory Committee, a notice shall be dispatched to each Audit and Supervisory Committee Member at least three days before the day of the meeting; provided, however, that this period may be reduced in case of urgent needs.</u>
	2. <u>With the consent of all Audit and Supervisory Committee Members, a meeting of the Audit and Supervisory Committee may be held without following the convening procedures.</u>
(Newly established)	<u>(Regulations of Audit and Supervisory Committee)</u>
	<u>Article 31.</u>
	<u>Matters concerning the Audit and Supervisory Committee shall be governed by the Regulations of the Audit and Supervisory Committee established by the Audit and Supervisory Committee, in addition to applicable laws and regulations and these Articles of Incorporation.</u>
Chapter VI Accounts	Chapter VI Accounts
Articles <u>35–38</u>	Articles <u>32–35</u>
(Omitted)	(Unchanged)
Chapter VII Supplementary Provisions	Chapter VII Supplementary Provisions
(Others)	(Others)
Article <u>39.</u>	Article <u>36.</u>
(Omitted)	(Unchanged)
(Newly established)	<u>(Transitional measures concerning exemption from liability of Supervisory Auditors)</u>
	<u>Article 37.</u>
	<u>The Company may, by resolution of the Board of Directors, exempt Supervisory Auditors (including former Supervisory Auditors) from their liability for damages arising from neglecting their duties as stipulated in Article 423, paragraph 1 of the Companies Act, to the extent prescribed by laws and regulations regarding acts carried out before the conclusion of the 63rd Ordinary General Meeting of Shareholders.</u>

Proposal 4: Election of Five (5) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The Company will make the transition to a company with Audit and Supervisory Committee if Proposal 3 “Partial Amendments to the Articles of Incorporation” is approved and adopted as proposed. Furthermore, the term of office of all seven (7) Directors will expire when the amendments to the Articles of Incorporation become effective.

Accordingly, the Company proposes the election of five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal).

This proposal may only take effect on the condition that amendments to the Articles of Incorporation in Proposal 3 “Partial Amendments to the Articles of Incorporation” become effective.

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, Senior General Manager of Corporate Management Division	[Reappointment]
3	Shin Takano	Executive Officer, Member of the Board, Senior General Manager of Finance Division	[Reappointment]
4	Tetsuo Kashio	Senior Executive Officer, Senior General Manager of CS Headquarters	[Newly appointed]
5	Motoki Ozaki		[Newly appointed] [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: 526,218 Number of Board of Directors meetings attended: 17/17 (100%)
[Reappointment]	Career summary, position and areas of responsibility in the Company 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)
Special Interest in the Company: None	Significant concurrent positions outside the Company None. Reasons for nomination as candidate for Director Mr. Kazuhiro Kashio has successively assumed duties at primary business functions such as Business Management, Emerging Business, and Consumer Product and System Solution, continuously making great contributions to the Company's growth and expansion. 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, and that it is optimal for him to, as President and CEO of the Company, assume the leadership of business aiming to improve corporate value.

No. 2	Toshiyuki Yamagishi Date of birth: December 16, 1960 Number of the Company's shares owned: 8,660 Number of Board of Directors meetings attended: 17/17 (100%)
[Reappointment]	Career summary, position and areas of responsibility in the Company 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 (to the present)
Special Interest in the Company: None	Significant concurrent positions outside the Company None. Reasons for nomination as candidate for Director Mr. Toshiyuki Yamagishi has continuously and greatly contributed to enhancement of management system, through building and promoting the Company-wide business strategies as Senior General Manager of Corporate Management Division of the Company. 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: 11,069 Number of Board of Directors meetings attended: 17/17 (100%)
[Reappointment]	Career summary, position and areas of responsibility in the Company		
Special Interest in the Company: None	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)		
	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. 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: 369,053
[Newly appointed]	Career summary, position and areas of responsibility in the Company		
Special Interest in the Company: None	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 (to the present)		
	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	Motoki Ozaki	Date of birth: June 6, 1949	Number of the Company's shares owned: 0
[Newly appointed] [Outside] [Independent]	Career summary, position and areas of responsibility in the Company April 1972 Joined Kao Soap Co., Ltd. (currently Kao Corporation) June 2002 Director, Executive Officer of Kao Corporation June 2004 Representative Director, President and CEO of Kao Corporation June 2012 Director, Chairman of the Board of Directors of Kao Corporation (retired in March 2014) June 2012 Representative Director of The Kao Foundation for Arts and Sciences (to the present) March 2014 President of Association for Corporate Support of the Arts (to the present) June 2014 President of New National Theatre Foundation (to the present) June 2015 Outside Director of Nomura Securities Co., Ltd. (to the present) June 2016 Outside Director of Honda Motor Co., Ltd. (to the present)		
Special Interest in the Company: None	Significant concurrent positions outside the Company Representative Director of The Kao Foundation for Arts and Sciences President of Association for Corporate Support of the Arts President of New National Theatre Foundation Outside Director of Nomura Securities Co., Ltd. Outside Director of Honda Motor Co., Ltd. Reasons for nomination as candidate for Outside Director Mr. Motoki Ozaki has long experience working as a corporate manager of a major company. The Company nominated him as a new candidate for Outside Director so as to have him reflect the abundant experiences and extensive insight in management of the Company. Other matters regarding candidate for Outside Director 1. Mr. Motoki Ozaki is a newly appointed candidate for Director. 2. Mr. Motoki Ozaki is a candidate for Outside Director. 3. 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. 4. Mr. Motoki Ozaki satisfies the requirements of the Company's Independence Criteria for Outside Officers (page 16). When his election is approved, the Company intends to register him as Independent Officer under the provisions of the Tokyo Stock Exchange. 5. When the election of Mr. Motoki Ozaki 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.		

Proposal 5: Election of Three (3) Directors Who Are Audit and Supervisory Committee Members

The Company will make the transition to a company with Audit and Supervisory Committee if Proposal 3 “Partial Amendments to the Articles of Incorporation” is approved and adopted as proposed.

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.

This proposal may only take effect on the condition that amendments to the Articles of Incorporation in Proposal 3 “Partial Amendments to the Articles of Incorporation” become effective.

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

No. 1	Tomoyuki Uchiyama Date of birth: July 9, 1957 Number of the Company’s shares owned: 4,300
[Newly appointed]	<p>Career summary, position and areas of responsibility in the Company</p> <p>April 1980 Joined the Company</p> <p>September 1995 Manager, Accounting Section, Accounting Department, General Affairs Division of the Company</p> <p>April 1998 Group Leader of Group Company Management, Accounting Department of the Company</p> <p>September 2000 Vice President of Casio Corporation of America</p> <p>April 2002 Vice President of Casio, Inc.</p> <p>September 2013 Senior Manager, Finance Division of the Company</p> <p>October 2013 Director, Yamagata Casio, Co., Ltd.</p> <p>June 2017 Supervisory Auditor of the Company (Full-time)</p> <p>Significant concurrent positions outside the Company None.</p> <p>Reasons for nomination as candidate for Director Since joining the Company, Mr. Tomoyuki Uchiyama has been engaged in accounting operations, and he has extensive experience of corporate management at group companies. In consideration of those abundant experiences, the Company newly nominated him as a candidate for Director, believing that he would be able to appropriately perform audit functions on important matters of general management of the Company.</p> <p>Other matters regarding candidate for Outside Director</p> <ol style="list-style-type: none">1. Mr. Tomoyuki Uchiyama is a newly appointed candidate for Director.2. There are no special interests between Mr. Tomoyuki Uchiyama and the Company.3. Mr. Tomoyuki Uchiyama is currently a Supervisory Auditor the Company, and at the conclusion of the Meeting, his tenure as Supervisory Auditor will have been two (2) years.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. Tomoyuki Uchiyama 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 election is approved, the Company intends to conclude the same agreement for limitation of liability with him.

No. 2	<div> <div>Michiko Chiba</div> <div> Date of birth: June 27, 1961 </div> <div> Number of the Company's shares owned: 0 </div> </div>
[Newly appointed] [Outside] [Independent]	<p>Career summary, position and areas of responsibility in the Company</p> <p>April 1984 Joined Tokyo Metropolitan Government</p> <p>October 1989 Joined Showa Ota & Co. (currently Ernst & Young ShinNihon LLC)</p> <p>March 1993 Registered as a Certified Public Accountant</p> <p>July 2010 Senior Partner at Ernst & Young ShinNihon LLC</p> <p>August 2013 Member of Governance Council of Ernst & Young ShinNihon LLC</p> <p>February 2016 Deputy Chair of Governance Council of Ernst & Young ShinNihon LLC (retired in August 2016)</p> <p>September 2016 Certified Public Accountant of Chiba Certified Public Accountant Office (to the present)</p> <p>June 2018 Outside Supervisory Auditor of the Company (to the present)</p> <p>March 2019 Outside Auditor of DIC Corporation (to the present)</p> <p>Significant concurrent positions outside the Company</p> <p>Certified Public Accountant of Chiba Certified Public Accountant Office</p> <p>Outside Auditor of DIC Corporation</p> <p>Outside Auditor of TDK Corporation (scheduled to assume the position on June 27, 2019)</p> <p>Reasons for nomination as candidate for Director</p> <p>Ms. Michiko Chiba has expertise regarding finance and accounting gained as a Certified Public Accountant and abundant auditing experience. Although she has not been directly involved in corporate management, the Company nominated her as a new candidate for Outside Director judging that she would be able to objectively fulfill the role of an Outside Director from a fair, impartial, and independent standpoint.</p> <p>Other matters regarding candidate for Outside Director</p> <ol style="list-style-type: none"> Ms. Michiko Chiba is a newly appointed candidate for Director. Ms. Michiko Chiba is a candidate for Outside Director. There are no special interests between Ms. Michiko Chiba and the Company. Ms. Michiko Chiba is a Certified Public Accountant of Chiba Certified Public Accountant Office and an Outside Auditor of DIC Corporation. There are no special relationships between the Company and said corporations. Ms. Michiko Chiba is currently an Outside Supervisory Auditor of the Company, and at the conclusion of this Meeting, her tenure as Outside Supervisory Auditor will have been one (1) year. Ms. Michiko Chiba satisfies the requirements of the Company's Independence Criteria for Outside Officers (page 16). When her election is approved, the Company intends to register her as Independent Officer under the provisions of the Tokyo Stock Exchange. 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 election is approved, the Company intends to conclude the same agreement for limitation of liability with her.

No. 3	<div> <div>Hiroto mo Abe</div> <div> Date of birth: November 1, 1957 </div> <div> Number of the Company's shares owned: 0 </div> </div>
[Newly appointed] [Outside] [Independent]	<p>Career summary, position and areas of responsibility in the Company</p> <p>April 1980 Joined MITSUI & CO., LTD.</p> <p>September 1988 Manager of Legal Department of MITSUI & CO. (BRASIL) S.A</p> <p>April 1992 Assistant General Manager of Legal Department of MITSUI & CO. (U.S.A.), INC.</p> <p>October 2002 General Manager of Legal Department of MITSUI & CO. EUROPE PLC</p> <p>May 2005 General Counsel & Chief Compliance Officer of Europe, Africa and the Middle East Business Unit of MITSUI & CO., LTD. (retired in March 2009)</p> <p>April 2009 Professor, Faculty of Law of Meiji gakuin University (retired in March 2011)</p> <p>April 2011 Professor, Graduate School of Law of Hitotsubashi University (to the present)</p> <p>Significant concurrent positions outside the Company Professor, Graduate School of Law of Hitotsubashi University</p> <p>Reasons for nomination as candidate for Director Mr. Hiroto mo Abe has an abundant experience working overseas at a general trading company, as well specialist knowledge and experience related to law, as a professor in a graduate school. Although he has not been directly involved in corporate management, the Company nominated him as a candidate for Outside Director judging that he would be able to objectively fulfill the role of an Outside Director from a fair, impartial, and independent standpoint.</p> <p>Other matters regarding candidate for Outside Director</p> <ol style="list-style-type: none"> 1. Mr. Hiroto mo Abe is a newly appointed candidate for Director. 2. Mr. Hiroto mo Abe is a candidate for Outside Director. 3. There are no special interests between Mr. Hiroto mo Abe and the Company. 4. Mr. Hiroto mo Abe is a professor of Graduate School of Law of Hitotsubashi University. There is no special relationship between the Company and said university. 5. Mr. Hiroto mo Abe satisfies the requirements of the Company's Independence Criteria for Outside Officers (page 16). When his election is approved, the Company intends to register him as Independent Officer under the provisions of the Tokyo Stock Exchange. 6. When the election of Mr. Hiroto mo Abe 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.

<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 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).

Proposal 6: Setting of Amount of Remuneration for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

If Proposal 3 “Partial Amendments to the Articles of Incorporation” is approved and adopted as originally proposed, the Company will make the transition to a company with an Audit & Supervisory Committee.

At the 53rd Ordinary General Meeting of Shareholders held on June 26, 2009, approval was received for remuneration not exceeding ¥700 million per annum for Directors of the Company, and this figure has remained the same to this date; however, in conjunction with the transition to a company with Audit & Supervisory Committee, the Company plans to abolish this and set a new remuneration amount for Directors (excluding Directors who are Audit & Supervisory Committee Members). Taking into consideration the amount of remuneration for Directors thus far, the current economic environment and other circumstances, the Company proposes that the new remuneration be set at an amount not exceeding ¥400 million (out of the amount, the amount of remuneration for Outside Directors not exceeding ¥30 million) per annum.

The Company also proposes that the matters such as specific amounts and the timing of payments for respective Directors (excluding Directors who are Audit & Supervisory Committee Members) be left to the Board of Directors.

The amount of said remuneration does not include the employee salaries of Directors who concurrently serve as employees.

Currently, there are seven (7) Directors (of which, there are two (2) Outside Directors), and if Proposal 3 and Proposal 4 are approved and adopted as originally proposed, the number of Directors to whom this proposal applies (excluding Directors who are Audit & Supervisory Committee Members) will be five (5) (of which one (1) is an Outside Director.)

This proposal may only take effect on the condition that amendments to the Articles of Incorporation in Proposal 3 “Partial Amendments to the Articles of Incorporation” become effective.

Proposal 7: Setting of Amount of Remuneration for Directors Who Are Audit & Supervisory Committee Members

If Proposal 3 “Partial Amendments to the Articles of Incorporation” is approved and adopted as originally proposed, the Company will make the transition to a company with an Audit & Supervisory Committee.

Accordingly, the Company proposes that the remuneration for Directors who are Audit & Supervisory Committee Members be set at an amount not exceeding ¥70 million per annum, taking into consideration the current economic environment and other circumstances.

The Company also proposes that the matters such as specific amounts and the timing of payments for respective Directors who are Audit & Supervisory Committee Members be left to the deliberation among Directors who are Audit & Supervisory Committee Members.

If Proposal 3 and Proposal 5 are approved and adopted as originally proposed, the number of Directors who are Audit & Supervisory Committee Members to whom this proposal applies will be three (3).

This proposal may only take effect on the condition that amendments to the Articles of Incorporation in Proposal 3 “Partial Amendments to the Articles of Incorporation” become effective.

Proposal 8: Determination of Remuneration for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members and Outside Directors) for Allotment of Restricted Shares Thereto

The Company, as part of its efforts to revise the remuneration system for officers, proposes to introduce a restricted share-based remuneration plan, under which monetary remuneration claims are provided to Directors (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors. Hereinafter referred to as the “Target Directors”) as remuneration for granting restricted shares (hereinafter referred to as the “Plan”), with the aim of providing an incentive to sustainably increase the Company’s corporate value and further promote shared value with shareholders.

In Proposal 6 “Setting of Amount of Remuneration for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members),” the Company proposes that the remuneration for its Directors be set at an amount not exceeding ¥400 million per annum (out of the amount, the amount of remuneration for Outside Directors not exceeding ¥30 million) in conjunction with the transition to a company with Audit & Supervisory Committee. It also proposes that the total amount of the monetary remuneration claims provided to the Target Directors under the Plan be set at an amount not exceeding ¥100 million per annum (excluding the employee salaries of Directors who concurrently serve as employees) within the framework of the said amount of remuneration, and that the specific timing and allocation of the provision to the Target Directors be determined by the Board of Directors.

If Proposal 3 and Proposal 4 are approved and adopted as originally proposed, the number of the Target Directors to whom this proposal applies will be four (4).

Please refer to the following information about the outline of the Plan.

This proposal may only take effect on the condition that amendments to the Articles of Incorporation in Proposal 3 “Partial Amendments to the Articles of Incorporation” become effective.

1. Outline of the remuneration

Based on a resolution of the Company’s Board of Directors, the Target Directors shall pay all of the monetary remuneration claims to be provided under this proposal in the form of property contributed in kind, and shall receive common shares of the Company that shall be issued or disposed of by the Company. The total number of the common shares of the Company to be issued or disposed of thereby shall be 80,000 or less per annum.

However, if, on or after the day on which this proposal is approved and adopted, there is a split of the Company’s common shares (including an allotment without contribution of the Company’s common shares) or a share consolidation, or another event which makes it necessary to adjust the total number of common shares of the Company that shall be issued or disposed of as restricted shares, the total number shall be adjusted within a reasonable range.

The amount to be paid in per share shall be determined by the Board of Directors based on the closing price of the Company’s common share on the Tokyo Stock Exchange on the business day immediately before each date of resolution by the Board of Directors (if there is no closing price on such date, the closing price on the closest preceding trading day) within a range that will not be particularly advantageous for the Target Directors.

2. Outline of the restricted shares allotment agreement

Upon the issuance of new shares or disposal of treasury shares for the Company’s common shares, the Company and the Target Directors shall conclude a restricted shares allotment agreement which includes the following provisions (hereinafter referred to as the “Allotment Agreement”).

- (1) The Target Directors may not transfer, create a security interest on or otherwise dispose of the Company's common shares allotted under the Allotment Agreement (hereinafter referred to as the "Allotted Shares") during the period from the date of the issuance to the date of the Target Director's retirement from the position of the Company's Director or any other positions as determined by the Company's Board of Directors (hereinafter referred to as the "Transfer Restriction Period") (hereinafter referred to as the "Transfer Restrictions").
- (2) If a Target Director retires from his or her position specified in (1) above before the expiration of a period as determined by the Company's Board of Directors (hereinafter referred to as the "Service Provision Period"), the Company shall acquire the Allotted Shares by rights without contribution, unless there is a reason the Company's Board of Directors deems justifiable.
- (3) Notwithstanding the provisions of (1) above, on the condition that a Target Director continuously maintains his or her position specified in (1) above during the Service Provision Period, the Company shall lift the Transfer Restrictions for all Allotted Shares upon expiration of the Transfer Restriction Period. If, however, a Target Director retires from his or her position specified in (1) above before expiration of the Service Provision Period for a reason the Company's Board of Directors deems justifiable as specified in (2) above, the Company shall make reasonable adjustments to the number of the Allotted Shares for which the Transfer Restrictions are lifted and the timing of the lifting of the Transfer Restrictions as necessary. In this event, the Company shall acquire by rights without contribution the Allotted Shares for which the Transfer Restrictions have not been lifted in accordance with the above provision at the time of the expiration of the Transfer Restriction Period.
- (4) Notwithstanding the provisions of (1) above, if, during the Transfer Restriction Period, matters relating to a merger agreement in which the Company is the dissolving company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or other reorganization, etc. are approved at the Company's general meeting of shareholders (or in the case where the approval at the Company's general meeting of shareholders is not required in relation to the reorganization, etc. in question, a meeting of the Company's Board of Directors), the Company shall lift the Transfer Restrictions on the Allotted Shares in the number that is reasonably determined based on the length of the period from the date of commencement of the Service Provision Period to the date of approval for the reorganization, etc., by resolution of the Company's Board of Directors prior to the effective date of the said reorganization, etc. In this event, the Company shall acquire by rights without contribution the Allotted Shares for which the Transfer Restrictions have not been lifted in accordance with the above provision at the time immediately following the lifting of the transfer restrictions.

Proposal 9: Special Distinguished Service Payment for the Late Representative Director Kazuo Kashio

Mr. Kazuo Kashio, who has passed away on June 18, 2018, has made an immense contribution to the Group over 61 years as Director, 29 years as President and Chairman. He passed away during his term of office as Chairman. Therefore, the Company proposes to award him ¥200 million as a special payment, in recognition of his distinguished service during his career.

The Company also proposes that the determination as to the specific timing, method, etc., of payment be left to the Board of Directors.

The career summary of late Representative Director Kazuo Kashio is as follows:

Name	Career summary		
Kazuo Kashio	April	1950	Joined Kashio Seisakujo
	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	2015	Chairman and CEO of the Company
	June	2018	Passed away