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Securities Code: 6952

Date of sending by postal mail: June 5, 2024

Start date of measures for electronic provision: June 3, 2024

Dear Shareholders,

Yuichi Masuda  
Representative Director, President and  
CEO  
CASIO COMPUTER CO., LTD.  
6-2, Hon-machi 1-chome, Shibuya-ku,  
Tokyo

## **Notice of the 68th Ordinary General Meeting of Shareholders**

We are pleased to announce the holding of the 68th Ordinary General Meeting of Shareholders of CASIO COMPUTER CO., LTD. (the “Company”).

When convening the Meeting, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the Company’s website. Please access the website below to review the information.

The Company’s website: <https://www.casio.co.jp/ir/meeting/> (in Japanese)

In addition to posting matters subject to measures for electronic provision on the website above, the Company also posts this information on the website of the Tokyo Stock Exchange (TSE), the information of which is provided below.

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

Access the TSE website by using the internet address shown above, enter “CASIO COMPUTER” in “Issue name (company name)” or the Company’s securities code “6952” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”

To shareholders who will not be attending the meeting in person, we request that you exercise their voting rights in advance via the Internet, etc., or in writing (by mail). Accordingly, 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 Wednesday, June 26, 2024.

## Details

1. Date and Time: Thursday, June 27, 2024, at 10:00 a.m. (The reception starts at 9:00 a.m.)
2. Place: Cerulean Tower Ballroom (B2F), Cerulean Tower Tokyu Hotel  
26-1, Sakuragaoka-cho, Shibuya-ku, Tokyo
3. Purpose of the Meeting:  
Matters to be reported:
  1. Business Report, Consolidated Financial Statements and Audit Reports of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee for the 68th Fiscal Year (from April 1, 2023 to March 31, 2024)
  2. Non-Consolidated Financial Statements for the 68th Fiscal Year (from April 1, 2023 to March 31, 2024)

### Matters to be resolved:

- Proposal 1: Appropriation of Surplus
  - Proposal 2: Election of Eight (8) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
  - Proposal 3: Election of One (1) Substitute Director Who Is an Audit and Supervisory Committee Member
  - Proposal 4: Revision of Remuneration Amounts for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
4. Arrangements in convening the Meeting
    - (1) If you exercise your voting rights in writing (by mail) and neither approval nor disapproval of each proposal is indicated on the voting form, the Company will deem that you indicated your approval of the proposal.
    - (2) If you exercise your voting rights more than once via the Internet, the vote exercised last will be recorded as the effective vote.
    - (3) If you exercise your voting rights both via the Internet and in writing, the vote exercised via the Internet will be recorded as the effective vote.

- © If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of before and after the revisions will be posted on each of the websites mentioned above.

## 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: ¥5,215,188,285

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 28, 2024

**Proposal 2: Election of Eight (8) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)**

The terms of office of all seven (7) 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.

This time, the Company proposes the election of eight (8) Directors including three (3) Outside Directors, an increase of one (1) Outside Director, in order to enhance the corporate governance system. Candidates for Director are decided by the Board of Directors based on a report by the Nomination Committee, which is chaired by an Outside Director and a majority of whose members are Outside Directors.

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

The candidates for Directors are as follows:

No.	Name	Position and areas of responsibility in the Company	Attributes of candidate
1	Kazuhiro Kashio	Representative Director and Chairman	[Reappointment]
2	Yuichi Masuda	Representative Director, President and CEO	[Reappointment]
3	Shin Takano	Director, Member of the Board, Executive Managing Officer and CFO	[Reappointment]
4	Tetsuo Kashio	Director, Member of the Board, Executive Managing Officer, Senior General Manager of CS Headquarters	[Reappointment]
5	Toshiyuki Yamagishi	Director, Member of the Board, Executive Officer, Responsible for Corporate Governance Strategy	[Reappointment]
6	Motoki Ozaki	Outside Director, Member of the Board	[Reappointment] [Outside] [Independent]
7	Eiichiro Suhara	Outside Director, Member of the Board	[Reappointment] [Outside] [Independent]
8	Yasuhito Hirota		[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. <b>1</b>	<b>Kazuhiro Kashio</b>	Date of birth: January 22, 1966	Number of the Company's shares owned Number of Board of Directors meetings attended	908,374 14/14 (100%)
[Reappointment]	<b>Career summary, position and areas of responsibility in the Company</b>			
Special Interest in the Company None	<p>April 1991 Joined the Company</p> <p>July 2007 Executive Officer, Deputy Senior General Manager of Corporate Management Division of the Company</p> <p>June 2011 Director, Member of the Board, Executive Officer, Senior General Manager of Digital Imaging Division of the Company</p> <p>April 2013 Director, Member of the Board, Executive Officer, Senior General Manager of Emerging Business Headquarters of the Company</p> <p>October 2013 Director, Member of the Board, Executive Officer, Head of Consumer and System Product, Senior General Manager of Emerging Business Headquarters of the Company</p> <p>May 2014 Director, Member of the Board, Senior Executive Managing Officer, Senior General Manager of Business Headquarters of Consumer Product and System Solution of the Company</p> <p>June 2015 Representative Director, President and COO of the Company</p> <p>April 2021 Representative Director, President and CEO of the Company</p> <p>April 2023 Representative Director and Chairman of the Company (to the present)</p>			
The number of the Company's shares owned is those actually held, including shares in SMBC Trust Bank Ltd. (Kashio Founders Trust Account).	<p><b>Significant concurrent positions outside the Company</b> None.</p> <p><b>Reasons for nomination as candidate for Director</b> 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 Representative Director, President since 2015, and as Representative Director, President and CEO since 2021. The Company nominated him as a candidate for Director as he has appropriately made decisions and supervised execution of duties in respect to important matters of general management as Representative Director and Chairman since April 2023.</p>			

No. 2	Yuichi Masuda	Date of birth: July 20, 1954	Number of the Company's shares owned Number of Board of Directors meetings attended (Since appointed as Director on June 29, 2023)	38,086  10/10 (100%)
[Reappointment]	<b>Career summary, position and areas of responsibility in the Company</b>			
Special Interest in the Company None	<p>April 1978 Joined the Company</p> <p>June 2006 Executive Officer, Senior General Manager of Timepiece Product Division of Development Headquarters of the Company</p> <p>April 2009 Executive Officer, Senior General Manager of Timepiece Product Division of the Company</p> <p>June 2009 Director, Member of the Board, Executive Officer, Senior General Manager of Timepiece Product Division of the Company</p> <p>May 2014 Director, Member of the Board, Senior Executive Managing Officer, Senior General Manager of Timepiece Product Division of the Company</p> <p>June 2019 Senior Executive Managing Officer, Senior General Manager of Development Headquarters, Senior General Manager of Timepiece Business Unit of Business Strategy Headquarters of the Company</p> <p>April 2021 Senior Executive Managing Officer, Senior General Manager of Timepiece Business Unit of the Company</p> <p>April 2023 President, CEO, and CHRO of the Company</p> <p>June 2023 Representative Director, President, CEO, and CHRO of the Company</p> <p>April 2024 Representative Director, President and CEO of the Company (to the present)</p>			
	<b>Significant concurrent positions outside the Company</b>			
	None.			
	<b>Reasons for nomination as candidate for Director</b>			
	Mr. Yuichi Masuda has been involved in the timepiece business for many years, and continuously and greatly contributed to enhancement and expansion of business foundation, through building and promoting business strategies. He assumed the position of President in April 2023, and has striven to achieve medium- to long-term enhancement of the Company's corporate value by demonstrating leadership and making appropriate decisions on important matters of business management as Representative Director and President since June 2023. 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 Number of Board of Directors meetings attended	27,880  14/14 (100%)
[Reappointment]	<b>Career summary, position and areas of responsibility in the Company</b>			
Special Interest in the Company None	<p>April 1984 Joined the Company</p> <p>November 2007 General Manager of Accounting Department of the Company</p> <p>December 2009 Executive Officer, Senior General Manager of Finance Division of the Company</p> <p>June 2015 Director, Member of the Board, Executive Officer, Senior General Manager of Finance Division of the Company</p> <p>April 2021 Director, Member of the Board, Executive Managing Officer and CFO of the Company (to the present)</p>			
	<b>Significant concurrent positions outside the Company</b>			
	None.			
	<b>Reasons for nomination as candidate for Director</b>			
	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 Director, Member of the Board, Executive Managing Officer and CFO, 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 Number of Board of Directors meetings attended	627,082 14/14 (100%)
[Reappointment]	<b>Career summary, position and areas of responsibility in the Company</b>			
Special Interest in the Company None	<p>April 1992 Joined the Company</p> <p>October 2004 Member of the Board of Casio Soft Co., Ltd.</p> <p>February 2005 Member of the Board of Casio Information Service Co., Ltd.</p> <p>June 2008 Executive Officer, Senior General Manager of CS Division of Global Marketing Headquarters of the Company</p> <p>June 2016 Senior Executive Officer, Senior General Manager of CS Division of the Company</p> <p>April 2018 Senior Executive Officer, Senior General Manager of CS Headquarters of the Company</p> <p>June 2019 Director, Member of the Board, Executive Officer, Senior General Manager of CS Headquarters of the Company</p> <p>April 2021 Director, Member of the Board, Executive Managing Officer, Senior General Manager of CS Headquarters of the Company (to the present)</p>			
The number of the Company's shares owned is those actually held, including shares in SMBC Trust Bank Ltd. (Kashio Founders Trust Account).	<p><b>Significant concurrent positions outside the Company</b> None.</p> <p><b>Reasons for nomination as candidate for Director</b> Mr. Tetsuo Kashio has experience of corporate management at group companies, and has been working for many years on improving the Group's customer service through the creation and promotion of CS strategies as Senior General Manager of CS Headquarters. In addition, as Director, Member of the Board, Executive Managing Officer, he is currently working to strengthen the management structure. 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.</p>			

No. 5	Toshiyuki Yamagishi	Date of birth: December 16, 1960	Number of the Company's shares owned Number of Board of Directors meetings attended	23,294 14/14 (100%)
[Reappointment]	<b>Career summary, position and areas of responsibility in the Company</b>			
Special Interest in the Company None	<p>April 1985 Joined the Company</p> <p>April 2009 General Manager of Business Management Department of Corporate Management Division of the Company</p> <p>December 2010 Executive Officer, Senior General Manager of Corporate Management Division of the Company</p> <p>June 2013 Director, Member of the Board, Executive Officer, Senior General Manager of Corporate Management Division of the Company</p> <p>January 2018 Director, Member of the Board, Executive Officer, Responsible for Drastic Management Reform of the Company</p> <p>April 2018 Director, Member of the Board, Executive Officer, Senior General Manager of Corporate Management Division of the Company</p> <p>October 2019 Director, Member of the Board, Executive Officer, Responsible for General Affairs, Public Relations and Corporate Communications of the Company</p> <p>June 2020 Director, Member of the Board, Executive Officer, Responsible for ESG Strategy of the Company</p> <p>February 2022 Director, Member of the Board, Executive Officer, Responsible for Corporate Governance Strategy of the Company (to the present)</p>			
	<p><b>Significant concurrent positions outside the Company</b> None.</p> <p><b>Reasons for nomination as candidate for Director</b> Mr. Toshiyuki Yamagishi has continued to make significant contributions to the Group's business expansion for many years through the creation and promotion of company-wide business strategies as Senior General Manager of Corporate Management Division. In addition, as Director, Member of the Board, Executive Officer, Responsible for Corporate Governance Strategy of the Company, he is currently working to strengthen the management foundation. 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.</p>			

No. <b>6</b>	<b>Motoki Ozaki</b>	Date of birth: June 6, 1949	Number of the Company's shares owned Number of Board of Directors meetings attended	0 14/14 (100%)
[Reappointment] [Outside] [Independent]	<b>Career summary, position and areas of responsibility in the Company</b>			
Special Interest in the Company None	<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 (retired in March 2023)</p> <p>June 2014 President of New National Theatre Foundation (retired in June 2022)</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. (retired in June 2021)</p> <p>June 2019 Outside Director, Member of the Board of the Company (to the present)</p>			
	<b>Significant concurrent positions outside the Company</b>			
	None.			
	<b>Reasons for nomination as candidate for Outside Director and outline of expected role</b>			
	<p>Mr. Motoki Ozaki has demonstrated excellent management skills for many years at Kao Corporation and has played an important role in that company's continued growth and enhancement of its corporate value. Since assuming the role of Director of the Company in June 2019, he has made extremely useful comments and recommendations on the Company's overall management, as needed, 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 Chair of the Nomination Committee and a member of the Remuneration Committee, he 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. 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>			
	<b>Other matters regarding candidate for Outside Director</b>			
	<ol style="list-style-type: none"> <li>1. Mr. Motoki Ozaki is a candidate for Outside Director.</li> <li>2. It has been acknowledged that Nomura Securities Co., Ltd., where Mr. Motoki Ozaki had 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 fulfilled his duties as an Outside Director by making recommendations to prevent recurrence, etc.</li> <li>3. Mr. Motoki Ozaki is currently an Outside Director, Member of the Board of the Company, and at the conclusion of this Meeting, his tenure as Outside Director, Member of the Board will have been five (5) years.</li> <li>4. Mr. Motoki Ozaki satisfies the requirements of the Company's Independence Criteria for Outside Officers (page 14). 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 to continue to be an Independent Officer. He is an executive of the Association for Corporate Support of the Arts and New National Theatre Foundation. However, there are no special relationships between the Group and said corporations. He also served as Director and Chairman of the Board of Directors of Kao Corporation until March 2014. Though the Company's products are sold to Kao Corporation, the transaction volume in the most recent business year was less than 1% of the Group's consolidated net sales, and is not significant enough to affect the independence of an Outside Director.</li> <li>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.</li> </ol>			



No. 7	Eiichiro Suhara	Date of birth: July 19, 1948	Number of the Company's shares owned 0	Number of Board of Directors meetings attended (Since appointed as Director on June 29, 2023)	10/10 (100%)
[Reappointment] [Outside] [Independent]	<b>Career summary, position and areas of responsibility in the Company</b>				
Special Interest in the Company None	<p>August 1974 Joined Mitsubishi Pencil Co., Ltd.</p> <p>March 1980 Director of Mitsubishi Pencil Co., Ltd.</p> <p>March 1982 Managing Director of Mitsubishi Pencil Co., Ltd.</p> <p>March 1985 Director, Vice President of Mitsubishi Pencil Co., Ltd.</p> <p>March 1987 Representative Director, President of Mitsubishi Pencil Co., Ltd.</p> <p>June 2015 Outside Director of Eisai Co., Ltd. (Retired in June 2018)</p> <p>March 2019 Representative Director, Chairman and President of Mitsubishi Pencil Co., Ltd.</p> <p>March 2020 Representative Director, Chairman of Mitsubishi Pencil Co., Ltd. (to the present)</p> <p>June 2020 Outside Audit &amp; Supervisory Board Member of FUJI KYUKO CO., LTD. (to the present)</p> <p>June 2023 Outside Director, Member of the Board of the Company (to the present)</p>				
	<p><b>Significant concurrent positions outside the Company</b> Representative Director and Chairman of Mitsubishi Pencil Co., Ltd., Outside Audit &amp; Supervisory Board Member of FUJI KYUKO CO., LTD.</p> <p><b>Reasons for nomination as candidate for Outside Director and outline of expected role</b> Mr. Eiichiro Suhara has demonstrated excellent management skills for many years at Mitsubishi Pencil Co., Ltd. and has played an important role in that company's continued growth and enhancement of its corporate value. Since assuming the role of Director of the Company in June 2023, he has made extremely useful comments and recommendations on the Company's overall management, as needed, 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 a member of the Nomination Committee and Remuneration Committee, he 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. Based on the above, the Company has nominated him as a candidate for Outside Director in the hope that he will continue to provide advice and supervision on the Company's overall management.</p> <p><b>Other matters regarding candidate for Outside Director</b></p> <ol style="list-style-type: none"> <li>1. Mr. Eiichiro Suhara is a candidate for Outside Director.</li> <li>2. Mr. Eiichiro Suhara is currently an Outside Director, Member of the Board of the Company, and at the conclusion of this Meeting, his tenure as Outside Director, Member of the Board will have been one (1) year.</li> <li>3. Mr. Eiichiro Suhara satisfies the requirements of the Company's Independence Criteria for Outside Officers (page 14). 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 to continue to be an Independent Officer. Also, he serves as Representative Director, Chairman of Mitsubishi Pencil Co., Ltd. There are no special relationships between the Group and said company's group.</li> <li>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. Eiichiro Suhara 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.</li> </ol>				

No. 8	Yasuhito Hirota	Date of birth: November 5, 1956	Number of the Company's shares owned Number of Board of Directors meetings attended	1,200 - / - (-%)
[Newly appointed] [Outside] [Independent]	<b>Career summary, position and areas of responsibility in the Company</b>			
Special Interest in the Company None	April	1980	Joined Mitsubishi Corporation	
	April	2010	Executive Officer, General Manager of Corporate Administration Dept. of Mitsubishi Corporation	
	April	2011	Executive Officer, Assistant Corporate Functional Officer, General Manager of Corporate Administration Dept. of Mitsubishi Corporation	
	April	2014	Executive Vice President, Corporate Functional Officer (Public Relations, Corporate Administration, Environment and CSR, Legal, Human Resources) of Mitsubishi Corporation	
	June	2014	Representative Director, Executive Vice President, Corporate Functional Officer (Public Relations, Corporate Administration, Environment and CSR, Legal, Human Resources) of Mitsubishi Corporation	
	April	2016	Representative Director, Executive Vice President, Corporate Functional Officer (Public Relations, General Affairs, Environment and CSR, Legal, Human Resources), Chief Compliance Officer of Mitsubishi Corporation	
	April	2017	Representative Director, Executive Vice President, Corporate Functional Officer (Domestic), General Manager of Kansai Branch of Mitsubishi Corporation (retired in January 2018)	
	January	2018	Advisor to ASICS Corporation	
	March	2018	Representative Director, President and COO of ASICS Corporation	
	March	2022	Representative Director, President, CEO and COO of ASICS Corporation	
	January	2024	Representative Director, Chairman and CEO of ASICS Corporation (to the present)	
	<b>Significant concurrent positions outside the Company</b>			
	Representative Director, Chairman and CEO of ASICS Corporation			
	<b>Reasons for nomination as candidate for Outside Director and outline of expected role</b>			
	Mr. Yasuhito Hirota has demonstrated excellent management skills for many years at Mitsubishi Corporation and ASICS Corporation and has played an important role in continued growth and enhancement of corporate value. With his objective and multifaceted perspective based on his abundant experiences and extensive insight, he is expected to contribute to revitalizing discussions and improving the effectiveness of the Board of Directors. In addition, on assumption of the position of Director, as a member of the Nomination Committee and Remuneration Committee, he is expected to contribute 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. Based on the above, the Company has nominated him as a new candidate for Outside Director in the hope that he will provide advice and supervision on the Company's overall management.			
	<b>Other matters regarding candidate for Outside Director</b>			
	1. Mr. Yasuhito Hirota is a newly appointed candidate for Director.			
	2. Mr. Yasuhito Hirota is a candidate for Outside Director.			
	3. Mr. Yasuhito Hirota satisfies the requirements of the Company's Independence Criteria for Outside Officers (page 14). When his election is approved, the Company intends to register him as Independent Officer under the provisions of the Tokyo Stock Exchange. The Company held shares in ASICS Corporation, where he serves as Representative Director, Chairman and CEO, but the sale of these shares was completed by May 2024. Though the said company's group is a business partner of the Company, the transaction volume in the most recent business year was less than 1% of the Group's consolidated net sales, and is not significant enough to affect the independence of an Outside Director. Also, he served as Representative Director, Executive Vice President of Mitsubishi Corporation until January 2017. Though the said company's group is a business partner of the Company, the transaction volume in the most recent business year was less than 1% of the Group's consolidated net sales, and is not significant enough to affect the independence of an Outside Director.			
	4. When the election of Mr. Yasuhito Hirota 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.			

**[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 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.

### Proposal 3: Election of One (1) Substitute Director Who Is an Audit and Supervisory Committee Member

The appointment of Mr. Kunimitsu Ijuin, who was elected as a Substitute Director who is an Audit and Supervisory Committee Member at the 67th Ordinary General Meeting of Shareholders on June 29, 2023, is effective until the commencement of this General Meeting of Shareholders, and therefore the Company proposes the election of one (1) Substitute Director who is an Audit and Supervisory Committee Member as a contingency against an insufficient number of Directors who are Audit and Supervisory Committee Members provided for by laws and regulations.

The effectiveness of this election may be nullified, only prior to the Substitute Director’s assumption of the position, by resolution of the Board of Directors with the consent of the Audit and Supervisory Committee.

Prior consent to this proposal has been obtained from the Audit and Supervisory Committee.

The candidate for Substitute Director who is an Audit and Supervisory Committee Member is as follows:

Candidate	<b>Kunimitsu Ijuin</b>	Date of birth: January 25, 1964	Number of the Company’s shares owned	0
[Candidate for Substitute Outside Director who is an Audit and Supervisory Committee Member]	<p><b>Career summary</b></p> <p>October 1987 Joined Tohmatsu Awoki &amp; Sanwa (currently Deloitte Touche Tohmatsu LLC)</p> <p>March 1991 Registered as a Certified Public Accountant</p> <p>July 2000 Manager of North China Region, Deloitte Beijing Office</p> <p>July 2006 Partner, Head of China Division in Headquarters of Tohmatsu &amp; Co. (currently Deloitte Touche Tohmatsu LLC)</p> <p>July 2011 Partner of Deloitte Touche Tohmatsu LLC (retired in July 2020)</p> <p>July 2020 Certified Public Accountant of Ijuin CPA Office (to the present)</p> <p>January 2023 Joined SUZETTE HOLDINGS Co., Ltd.</p> <p>February 2023 General Manager of Accounting and Information Systems Division of SUZETTE HOLDINGS Co., Ltd. (retired in January 2024)</p>			
Special Interest in the Company None	<p><b>Significant concurrent positions outside the Company</b> Certified Public Accountant of Ijuin CPA Office</p> <p><b>Reasons for nomination as candidate for Substitute Outside Director who is an Audit and Supervisory Committee Member and outline of expected role</b> Mr. Kunimitsu Ijuin has expertise in finance and accounting gained as a Certified Public Accountant and through abundant auditing experience. In addition, he has many years of experience in China-related corporate support services. He is expected to actively speak out on the Company’s overall management from these professional perspectives, and contribute to revitalizing discussions and improving the effectiveness of the Board of Directors. In addition, on assumption of the position of Director who is an Audit and Supervisory Committee Member, as a member of the Nomination Committee and Remuneration Committee, he is expected to contribute 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 he has no experience of being directly involved in corporate management, the Company nominated him as a candidate for Substitute Outside Director who is an Audit and Supervisory Committee Member judging that he would be able 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.</p> <p><b>Other matters regarding candidate for Substitute Outside Director</b></p> <ol style="list-style-type: none"> <li>Mr. Kunimitsu Ijuin is a candidate for Substitute Outside Director.</li> <li>Mr. Kunimitsu Ijuin satisfies the requirements of the Company’s Independence Criteria for Outside Officers (page 14). When he assumes the position of Director who is an Audit and Supervisory Committee Member, the Company intends to designate and register him as Independent Officer under the provisions of the Tokyo Stock Exchange. He is an executive of Ijuin CPA Office. However, there are no special relationships between the Group and said office. In addition, he was a General Manager of Accounting and Information Systems Division of SUZETTE HOLDINGS Co., Ltd. However, there are no special relationships between the Group and said company.</li> <li>When Mr. Kunimitsu Ijuin assumes the position of Director who is an Audit and Supervisory Committee Member, 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.</li> </ol>			

**[Special note regarding candidate for Substitute Director who is an Audit and Supervisory Committee Member]**

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. When Mr. Kunimitsu Ijuin assumes the position of Director who is an Audit and Supervisory Committee Member, he will be included as an insured under the policy.

<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 is approved and adopted as originally proposed, the composition of the Board of Directors will be as follows:

Name	Position and areas of responsibility after the general meeting (Scheduled)	Gender	Nomination Committee (Scheduled)	Remuneration Committee (Scheduled)	Expertise and experience (skills matrix)								
					Corporate management	Global	Finance and accounting	Governance and risk management	Innovation and marketing	Technology and R&D	Human resources development	Sustainability and ESG	
Directors	Kazuhiro Kashio	Representative Director and Chairman	Male	•	•	•	•		•	•			
	Yuichi Masuda	Representative Director, President and CEO	Male	•	•	•	•		•	•	•	•	
	Shin Takano	Director, Member of the Board, Executive Managing Officer and CFO	Male		•				•	•			
	Tetsuo Kashio	Director, Member of the Board, Executive Managing Officer, Senior General Manager of CS Headquarters	Male									•	
	Toshiyuki Yamagishi	Director, Member of the Board, Executive Officer, Responsible for Corporate Governance Strategy of the Company	Male	•						•			•
	Motoki Ozaki	Outside Director, Member of the Board	Male	• Chair	•	•	•		•	•	•		
	Eiichiro Suhara	Outside Director, Member of the Board	Male	•	•	•	•		•	•			
Yasuhito Hirota	Outside Director, Member of the Board	Male	•	•	•	•		•			•	•	
Audit and Supervisory Committee Members	Hiroto Abe	Outside Director, Member of the Board (Member of the Audit and Supervisory Committee) Chair of Audit and Supervisory Committee	Male	•	• Chair				•				•
	Michiko Chiba	Outside Director, Member of the Board (Member of the Audit and Supervisory Committee)	Female	•	•				•	•			
	Akihiko Yamaguchi	Member of the Board (Full-time Member of the Audit and Supervisory Committee)	Male						•	•			

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

#### **Proposal 4: Revision of Remuneration Amounts for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)**

The remuneration amounts for Directors (excluding Directors who are Audit and Supervisory Committee Members) of the Company of not more than the annual amount of 400 million yen (of which the annual amount for Outside Directors shall be not more than 30 million yen) determined at the 63rd Ordinary General Meeting of Shareholders held on June 27, 2019, and the total amount of monetary remuneration claims for the allotment of restricted shares of not more than the scope of the remuneration amount and not more than 100 million yen (excluding employee salaries of Directors who concurrently serve as employees) have been approved and are currently in effect.

If Proposal 2 “Election of Eight (8) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)” is approved and adopted as originally proposed, taking into account the increase in the number of Outside Directors by one, and the further strengthening of the corporate governance system, the Company proposes to change only the annual amount for Outside Directors to not more than 50 million yen, without changing the total annual amount of not more than 400 million yen.

Note that the Company proposes to leave details such as the specific amounts and timing of payments to each Director (excluding Audit and Supervisory Committee Members) to the discretion of the Board of Directors. The remuneration amount shall exclude employee salaries of Directors who concurrently serve as employees.

This proposal was decided by the Board of Directors after deliberation with the Remuneration Committee, and is judged to be reasonable in light of the aforementioned purpose and the “Agreed Policy on the Content of the Individual Directors’ Compensation.”

There are currently seven (7) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members; of which two (2) are Outside Directors), and three (3) Directors who are Audit and Supervisory Committee Members (of which two (2) are Outside Directors); however, if Proposal 2 “Election of Eight (8) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)” is approved and adopted as originally proposed, there will be eight (8) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members; of which three (3) are Outside Directors), and three (3) Directors who are Audit and Supervisory Committee Members (of which two (2) are Outside Directors).