

# Corporate Governance



Casio recognizes the importance of responding to the expectations of shareholders and other stakeholders, swift decision-making, appropriate and efficient business operations, and enhanced supervisory functions that improve the soundness and transparency of management in steadily achieving management goals and continuously increasing enterprise value. We are implementing various initiatives to improve corporate governance.

## The Corporate Governance System

### 1. System Design

Casio is a company with an Audit & Supervisory Board. The Board of Directors and the Audit & Supervisory Board supervise management. Casio is further strengthening corporate governance by enhancing its executive officer system and expanding the responsibilities of outside directors.

The Board of Directors delegates most of the authority for important business execution to enable prompt and efficient business execution. The Board of Directors makes resolutions as required by laws and the Articles of Incorporation, as well as decisions about important business execution matters, using its vested authority to ensure that it fulfills its supervisory functions. In addition, Casio has enhanced the management supervision function of the Board of Directors by establishing the Nomination Committee and the Compensation Committee, which include outside directors.

The Audit & Supervisory Board is independent of the Board of Directors, supervises the business execution of directors and, without loss of management speed and effectiveness, takes a corporate governance stance that sufficiently fulfills the supervisory function.

### 2. Board of Directors and Directors

The Board of Directors has the function of making management decisions and supervising business execution, and deliberating and deciding on important management issues specified by laws, the Articles of Incorporation and Board of Director regulations. In order to enhance the efficiency and flexibility of business execution, the Board of Directors has entrusted Executive Officers with the authority for items that do not meet the standards for discussion as prescribed by laws, the Articles of Incorporation and Board of Director regulations.

In order for the Board of Directors to effectively fulfill its management supervision function, we believe the Board of Directors must be composed of members with diverse perspectives, experiences and abilities. In addition to directors from within the company who are thoroughly knowledgeable

about the company's business, the Board of Directors has outside directors with broad discernment and extensive experience.

Consideration is also given to the balance among the members of the Board of Directors for experience and accomplishment in corporate management and specialization in the fields of technical development, sales and finance and other areas.

We plan on maintaining an appropriate number of members of the Board of Directors so that swift management decisions can be made.

Currently there are eleven members, two of whom are outside directors.

The term of directors is one year in order to clarify their management responsibility and make it possible to swiftly respond to changes in the management environment.

Internal candidates for director are selected by a Nomination Committee after discerning that they are persons capable of fulfilling management responsibilities, have the disposition

required of directors, and have superior achievements, capabilities and character.

We select several knowledgeable persons to be outside directors. These outside directors are invited so they can give opinions and advice to the Board of Directors from many angles regarding contributions to society in addition to bringing an outsider's viewpoint to management and enhancing transparency of management with the goal of further strengthening the supervisory function of business execution.

The two outside directors make comments and suggestions as they see fit to guarantee the appropriateness and soundness of Board of Director decisions.

### 3. Audit & Supervisory Board and Audit & Supervisory Board Members

The Audit & Supervisory Board follows policies and handles assignments set out by the Audit & Supervisory Board to ensure sound and transparent business management. In addition to attending meetings of the Board of Directors and other important meetings and committee sessions, Audit & Supervisory Board Members fulfill their responsibility to rigorously monitor the Company's management processes by speaking with directors and other managers, receiving reports from them, and reading the minutes of meetings at which decisions on important matters were made and related reference material. Audit & Supervisory Board Members coordinate with

outside directors as needed to obtain information and exchange opinions, and are assigned expert assistants who support their audit activities.

More than half of the members of the Audit & Supervisory Board are outside auditors. The Audit & Supervisory Board includes members with knowledge of finance and accounting in order to strengthen its audit function.

The current Audit & Supervisory Board is composed of three Audit & Supervisory Board Members, two of whom are outside auditors.

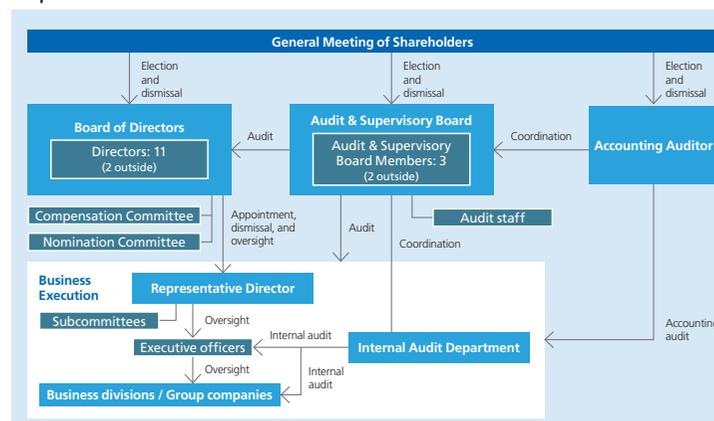
### 4. Accounting Auditor and Internal Audit

Independent auditing corporations conduct external audits in accordance with auditing standards generally accepted in Japan to determine fairness and appropriateness. The Internal Audit Department monitors the organizational management of the Company to check that it is appropriate and conforms to laws and regulations as well as internal standards.

### 5. CSR Management

In addition, the CSR Committee deliberates on basic policies and major issues in CSR activities across the Group. This committee is chaired by the officer in charge of CSR at Casio Computer Co., Ltd. and includes the officers in charge of staff function departments, Audit & Supervisory Board Members and managers of staff function departments.

## Corporate Governance Framework



## Director Remuneration

Total remuneration by director of submitting company, breakdown of remuneration and number of directors paid

Position	Total remuneration (Millions of yen)	Breakdown of remuneration (Millions of yen)				Number of Basic directors paid
		Basic remuneration	Stock options	Bonus	Retirement benefits	
Directors (excluding outside directors)	346	245	—	101	—	10
Auditors (excluding outside auditors)	13	13	—	—	—	1
Outside officers	34	34	—	—	—	4

Notes: 1. The amount of remuneration paid to directors does not include the employee salaries of directors who also hold an employee post.  
2. Remuneration paid to directors in the amount of no more than ¥700 million was approved at the 53rd Regular General Meeting of Shareholders held on June 26, 2009 (however, the employee salary and provision for directors' retirement benefits reserve transfers are not included).  
3. Remuneration paid to auditors in the amount of no more than ¥70 million was approved at the 51st Regular General Meeting of Shareholders held on June 28, 2007 (however, the provision for directors' retirement benefits reserve transfers is not included).

Total remuneration by director of submitting company

Name	Total consolidated remuneration (Millions of yen)	Company	Total consolidated remuneration (Millions of yen)	Breakdown of remuneration (Millions of yen)			
				Basic remuneration	Stock options	Bonus	Retirement benefits
Kazuo Kashio	138	Director	Submitting company	98	—	40	—

Note: "Total consolidated remuneration" is restricted to persons with consolidated remuneration of ¥100 million or more.

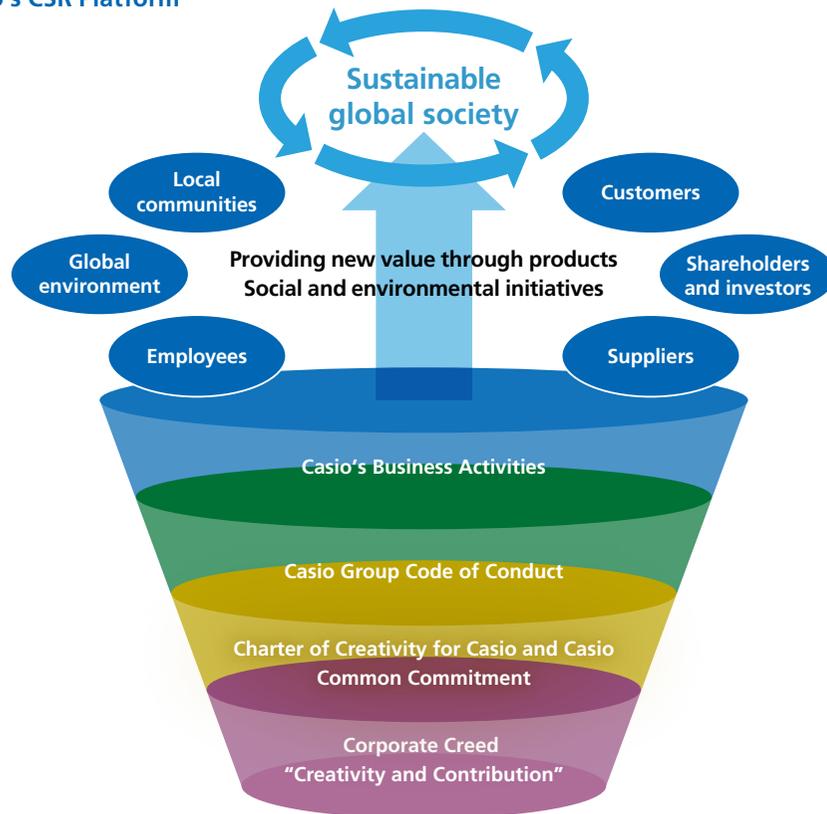
# Corporate Social Responsibility (CSR) Activities

## Casio's Corporate Creed and Approach to CSR



Making life richer and more convenient by creating innovative products—this was the aspiration of Casio's founders, and it is summed up in the corporate creed, "Creativity and Contribution." Casio believes that part of its social responsibility is to pass down this corporate creed to all of its employees without fail. Casio is determined to ensure that its businesses, which create something from nothing, continue to make a consistent contribution to a more sustainable global society

### Casio's CSR Platform



## Casio's CSR Ideals

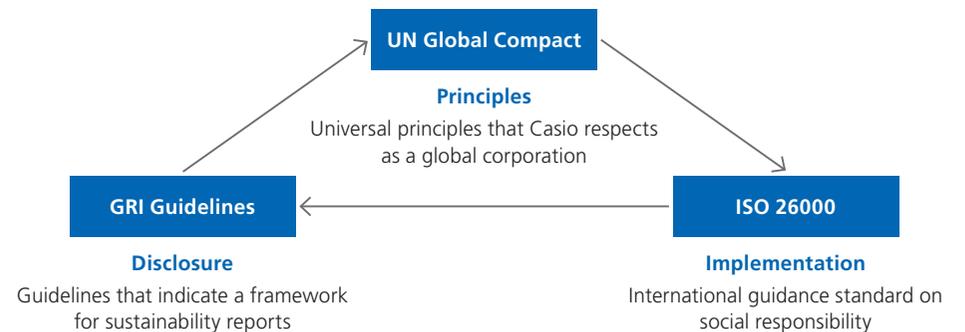
Casio's CSR ideals are to resolve issues as society expects on the environmental and social fronts through its business operations. At the same time, through sustainable growth Casio aims to remain a company that is necessary to society and respected by its employees.

### Promoting CSR That Builds Corporate Value



## CSR Implementation Framework

As an enterprise with a worldwide reach, Casio has endorsed and is guided by the universal principles of the UN Global Compact. Using the ISO 26000 international guidance standard on social responsibility, Casio analyzes its current progress and establishes action plans for improvement. The Company also discloses its CSR performance in accordance with GRI Sustainability Reporting Guidelines.



# Corporate Social Responsibility (CSR) Activities

## Medium-Term CSR Policy

The United Nations adopted the Sustainable Development Goals (SDGs) in September 2015, and the Paris Agreement was adopted in November of the same year. Against this backdrop, and the global trend toward the expansion of ESG investment, Casio has formulated the following Medium-Term CSR Policy for the next two years.

### Medium-Term CSR Policy

- Based on materiality linked with our business operations, Casio will promote specific initiatives for resolving social and environmental issues that are related to the SDGs.
- Casio will work to consistently enhance environmental performance by formulating achievement scenarios linked to our long-term environmental targets and by practicing EMS.
- Casio will strive to reinforce the management foundation by aggregating and consistently enhancing compliance and ESG information for each company in the Casio Group.
- Casio will promote reforms in the awareness and behaviors of all employees in the Casio Group.

In accordance with these medium-term policies, Casio will engage in initiatives targeting the following three priority issues.

### (1) Initiatives Involving the SDGs

In fiscal 2018, Casio will take stock of how its business activities relate to the SDGs, and will ensure that all employees understand the opportunities and responsibilities that the SDGs represent. Casio will then gradually link its business plans to the SDGs, allowing it to achieve its business plans and resolve social issues simultaneously, aiming to further enhance corporate value.

### (2) Initiatives Involving the Medium- to Long-Term Environmental Targets

In February 2017, Casio revised its medium- to long-term environmental targets, taking into account changes in the business structure, the status of CO<sub>2</sub> emissions, and Japanese government targets. Going forward, Casio will work to achieve our new long-term targets based on a clearly delineated path toward carbon reduction, setting general targets for each reduction measure.

### (3) Initiatives Involving the Disclosure of ESG Information

Casio plans to revise its corporate communications, clarifying the economic value and social value of its medium- to long-term growth scenarios. For the future, Casio has set its sights on issuing integrated reports that disclose ESG information more extensively and clarify communication objectives and targets. On this basis, Casio will promote effective information disclosure in response to society's requirements.

Casio will set these key performance indicators (KPIs) and promote and manage the PDCA cycle.

## SUSTAINABLE DEVELOPMENT GOALS 17 GOALS TO TRANSFORM OUR WORLD



# Corporate Social Responsibility (CSR) Activities

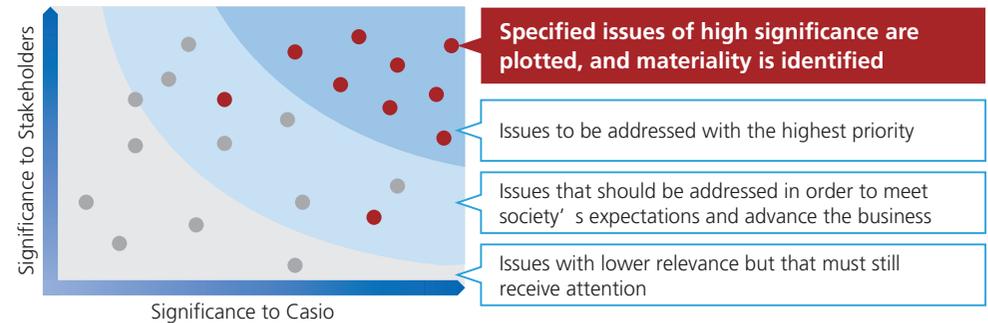
## Material Issues for Casio



As a company with a global reach, it is extremely important for Casio to pursue initiatives that meet the expectations of the international community. The worldwide movement to build more sustainable societies continues to evolve, year by year. Companies today are expected to carry out strategic initiatives as part of their core business activities. Casio is no exception. Even more so, as a company known for “creating something from nothing,” Casio must strategically implement social contribution measures that are integrated with its business activities.

Responding to these trends, Casio has specified the issues with the greatest significance (materiality) to its practice of social responsibility, in accordance with the G4 Sustainability Reporting Guidelines issued by GRI in May 2013.

## Specifying Significance of Issues



## Materiality specification process

### STEP 1

Specification of issues with significance to Casio

In fiscal 2015, Casio made a detailed list of CSR issues with reference to its business areas, and prioritized them based on relevance to its own activities.

### STEP 2

Specification of issues with significance to stakeholders

In fiscal 2016, Casio sent a questionnaire to its stakeholders and conducted interviews in order to organize the issues by their significance to stakeholders.

### STEP 3

Summarization and finalization

Based on the results of the processes in steps 1 and 2, in fiscal 2016 Casio formally specified its material issues with the approval of the director in charge of CSR.

### STEP 4

KPI formulation and implementation

Casio formulated key performance indicators (KPI) with reference to the specified material issues, thereby enabling each responsible department to evaluate its CSR initiatives quantitatively. In fiscal 2017, Casio is implementing related activities using the plan-do-check-act (PDCA) cycle.

## Corporate Social Responsibility (CSR) Activities

### Material Issues for Casio



Casio investigated key performance indicators (KPI) with reference to the specified material issues, in order to enable the responsible departments to evaluate their initiatives quantitatively. With the approval of the CSR Officer, the KPI were finalized, and efforts are underway in fiscal 2017 to ensure high performance.

For details, please refer to <http://world.casio.com/csr/materiality/>

#### Maximizing economic performance

Guided by its corporate creed of “Creativity and Contribution,” Casio is engaging in business activities that “create something from nothing,” thereby realizing original inventions that make people’s lives better. This is Casio’s way of maximizing economic performance and strategically managing the company to increase corporate value.

#### Respecting human rights

As a global business entity and part of the global community, Casio recognizes the importance of human rights and respects the fundamental human rights of all of its stakeholders, including its employees. Casio is also establishing a framework for conducting human rights due diligence based on the Casio Group Policy on Human Rights.

#### Building a recycling society

As a manufacturer, Casio intends to further enhance resource productivity through the efficient use of water and other precious resources of the planet, including the reuse of resources and the utilization of alternate materials, and enhances such measures.

#### Providing supportive workplace environments and promoting diversity

Recognizing that it must provide vibrant and motivating workplaces that promote the mental and physical wellbeing of employees, Casio provides various programs and provisions while striving to build a workplace culture that fosters mutual acceptance of diversity in working styles. Casio also supports diversity by working to create workplace environments where all employees—inclusive of women, older employees, persons with disabilities, and persons from other countries—can realize their talents to the fullest.

#### Realizing a low-carbon society

Casio supports international frameworks for realizing a low-carbon society. Casio will contribute to this goal by providing products and services that make an even greater contribution to the reduction and absorption of CO<sub>2</sub> emissions. In addition to expanding products and services that use energy sources that are friendly to people and the planet, including solar, wind, and hydro power, Casio will incorporate these renewable energy sources into its own business operations.

#### Promoting CSR procurement

Casio procures diverse materials from numerous suppliers in and outside with a fundamental emphasis on developing long-term supplier relations endeavors to enhance social responsibility throughout supply chains and p responsible procurement.

#### Living in harmony with nature

Recognizing the importance of nature to its business, Casio is promoting awareness of the need to take care of the planet through biodiversity preservation activities, while working to achieve harmony between business activities and the cycles of nature.

#### Preventing corruption

Recognizing that bribery and corruption hinder sustainable social development, Casio is establishing rules and guidelines for each region to reduce the risk of bribery and corruption throughout the group.

# Corporate Social Responsibility (CSR) Activities

## Fulfilling our Corporate Social Responsibilities as a Leading Environmental Company

### Revising Our Greenhouse Gas Reduction Target, Setting the Bar Higher

Based on the Casio Environmental Vision 2050, the Company's long-term environmental management policy, in February 2017 Casio revised its long-term greenhouse gas reduction target to "an 80% reduction by fiscal 2051, compared with 2014 levels." This meant raising the bar significantly by changing the base year, as the previous target had been "an 80% reduction by fiscal 2051, compared with 2006 levels."

At the same time, Casio revised its medium-term target. The Casio Environmental Declaration 2020 called for a "30% reduction by fiscal 2021, compared with 2006 levels," which the Company had essentially met by 2017. Casio therefore set itself a substantially tougher target, of a "26% reduction by fiscal 2031, compared with fiscal 2014 levels."

These targets are high; it would be impossible to reach them simply by extending the trajectory of Casio's conventional initiatives. The Company needs to make dramatic changes, revising its manufacturing processes, product logistics, the manner of its offices and the way people work. The current revisions are meaningful for Casio as a leading environmental company, as they mean reaching for high goals through strategic initiatives linked to our management.

### Pulling Together as a Company to Reinforce Initiatives on Environmental Management under a New Structure

In fiscal 2017, Casio conducted a major overhaul of its environmental management system (EMS) to promote an overarching companywide framework for Casio's three environmental materiality issues.

Casio has adopted an EMS (ISO 14001) as an environmental management tool, but in the past the Company had obtained ISO 14001 certifications at individual business sites. Casio revised the system, integrating the certification for our three main business sites: the head office, the Hamura R&D Center and the Hachioji R&D Center. Furthermore, to pursue environmental activities along the materiality axis, Casio established committees according to its three themes of "realizing a low-carbon society," "building a recycling society" and "living in harmony with nature." These committees' activities link directly to ISO 14001.

Through these reforms, Casio moved away from our previous micro-oriented activities on a departmental basis, putting in place a more robust promotion structure with effectiveness for Casio as a whole. As it happened, in September 2015 the 2016 edition of ISO 14001 was announced, calling for even higher levels of environmental management based on past performance. Based on the new EMS we are starting in fiscal 2018, Casio will pull together as a group to improve our performance.

### Making Steady Progress on Environmental Materiality

Having identified its three environmental materiality commitments—"realizing a low-carbon society," "building a recycling society" and "living in harmony with nature"—Casio is mapping out long-term ideals for these commitments, plotting them out clearly on a time axis and formulating KPIs to ensure we make steady progress.

For "realizing a low-carbon society," Casio will hone its already-high product development skills related to energy-conserving functions, a Casio strength, thereby differentiating itself from competitors. In addition, to reduce greenhouse gas emissions in the manufacturing and distribution processes, Casio is gradually starting to introduce energy-saving diagnoses at its locations in Japan.

In terms of "building a recycling society," given that Casio's business characteristics mean

it invests few resources in the manufacturing process, it is essential to go beyond looking at the Company on a standalone basis. Rather, Casio needs to engage in initiatives to conserve and recycle resources throughout the entire product life cycle, including suppliers. On a standalone basis, Casio will continue in its environmentally conscious manufacturing efforts to satisfy standards for Casio Green Products and Casio Super Green Star Products. Casio will also enhance communication with customers regarding the value these certified products can provide.

With respect to "living in harmony with nature," based on the Casio biodiversity guidelines the Company will promote initiatives that consider direct and indirect impacts throughout the entire value chain. Casio is currently beginning these initiatives in Japan by conducting environmental impact assessments at each business site, accelerating responses to issues that have been lagging to date.

### Materiality in the Environmental Field

