# **Corporate Governance**

## **Corporate Governance System**

To promote sustainable growth and medium- to long-term improvements to our corporate value, we position swift decision-making, the proper performance of duties, and strengthening our management oversight functions as core issues for the Company. To ensure appropriate responses to these issues, we are strengthening the Board of Directors' oversight functions. To accelerate and optimize business execution based on appropriate supervision by the Board of Directors, with a resolution passed on June 27, 2019 at the General Meeting of Shareholders, we switched from a company with an Audit & Supervisory Board to a company with an Audit & Supervisory Committee structure. Currently, the Board of Directors has nine members, with one-third of the seats reserved for outside directors to strengthen its oversight function.

### Board of Directors

The Board of Directors is chaired by the President & CEO, and is comprised of nine members including three outside directors. To strengthen the management platform, we have adopted a system with two representative directors.

- Six directors (excluding directors serving as Audit & Supervisory Committee members and of whom, one is an outside director)
- Three directors serving as Audit & Supervisory Committee

members (of whom, two are outside directors)

The term for directors (excluding directors serving as Audit & Supervisory Committee members) shall be one year in order to clarify management responsibilities and enable them to respond to rapid changes in operating environments.

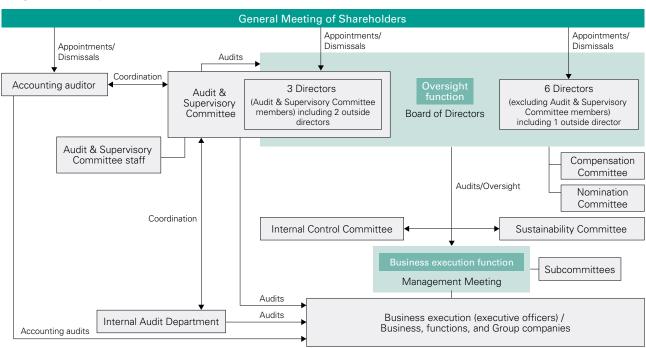
The Board of Directors is responsible for the function of decision-making and overseeing business execution by management. The Board discusses and makes decisions on important management matters specified in laws and regulations, the Articles of Incorporation, and the Rules on the Board of Directors. To increase efficiency and agility in the execution of business, the Board of Directors delegates executive authority to executive officers on matters that do not meet the standards set for referral to the Board of Directors in laws and regulations, the Articles of Incorporation, and the Rules on the Board of Directors.

## Audit & Supervisory Committee

The Audit & Supervisory Committee is comprised of three directors who are Audit & Supervisory Committee members. The chair of the Audit & Supervisory Committee is selected by the committee members from among those members who are outside directors. The current chair is ABF Hirotomo

In order to ensure the soundness and transparency of business management, Audit & Supervisory Committee members attend Board of Directors' meetings and other important meetings and committee meetings and voice

### Diagram of Corporate Governance System



their opinions, as necessary, to ensure appropriate decision-making.

Audit & Supervisory Committee members also exercise strict oversight by meeting regularly to communicate with the President & CEO of the Company, soliciting information and reports from directors (excluding directors who are Audit & Supervisory Committee members) and others, and reading the documentation for resolutions on important matters.

## Nomination and Compensation Committees

We have established voluntary Nomination and Compensation committees as advisory bodies under the Board of Directors to increase the transparency and appropriateness of the processes for nominating directors and determining their compensation.

When requested by the Board of Directors, the Nomination Committee, after due deliberation, submits proposals to the General Meeting of Shareholders concerning the nomination and removal of directors and recommendations on selection standards for director candidates.

When requested by the Board of Directors, the Compensation Committee deliberates on and submits proposals to the Board of Directors concerning the agenda for the General Meeting of Shareholders such as compensation for directors and recommendations on such matters as policies related to the director compensation system and its framework.

### Executive Officer System and Executive Officers

Executive officers are delegated certain authority to execute business according to the policies established by and under the supervision of the Board of Directors. The management structure is based on business management according to a matrix whose two axes are business units and functions. We have introduced a structure of three chief officers, CEO, CHRO, and CFO, for management from the optimal Companywide perspective to strengthen governance functions.

Under this structure, a weekly Management Meeting is held to bring together the officers in charge of the various business units and functions to discuss important matters, share information, and expedite the execution of business.

Executive officer candidates are nominated based on competence and performance history and are selected by the Board of Directors from among elite human resources capable of contributing to the further growth of consolidated operations. The term for executive officers shall be one year.

## Composition of the Board of Directors

We believe that it is necessary for the Board of Directors to be comprised of members with diverse perspectives, experience, and skills in order to ensure effective management and oversight functions. As such, in addition to inside directors who are familiar with the Company's

### Composition of the Board of Directors

				Expertise and experience					Attendance at	Years of service
	Name	Nomination Committee	Compensation Committee	Management and management strategy	of key	Finance and accounting	Law/risk management	Global business	Board of Directors meetings	as director/ Audit & Supervisory Committee member
Directors	KASHIO Kazuhiro	0	0	•	<b>♦</b>			•	14/14 (100%)	10
	NAKAYAMA Jin	0			<b>♦</b>			•	-/- (-%)	Appointed in June 2021
	TAKANO Shin		0		•	•	•	1	14/14 (100%)	6
	KASHIO Tetsuo				<b>*</b>			<b>*</b>	14/14 (100%)	2
	YAMAGISHI Toshiyuki			<b>*</b>	<b>*</b>		•	1	14/14 (100%)	8
	OZAKI Motoki	•	0	<b>*</b>	 			<b>*</b>	14/14 (100%)	2
Audit & Supervisory Committee Member	ABE Hirotomo	0	•				<b>*</b>	<b>*</b>	14/14 (100%)	2
	CHIBA Michiko	0	0			•	<b>*</b>	1	14/14 (100%)	3*1
	YAMAGUCHI Akihiko				<b>•</b>			<b>*</b>	-/- (-%)	Appointed in June 2021

<sup>1</sup> Years of service as Audit & Supervisory Board member and director of the Company. Appointed as director in June 2019.

<sup>\*2</sup> The above table is not an exhaustive listing of the directors' expertise and experience.

## **Corporate Governance**

business, our Board of Directors is comprised of outside directors possessing broad knowledge and extensive experience in corporate management, science, administration, finance and accounting, law, and other fields.

Outside directors bring in external perspectives and increase management transparency. The Company also appoints outside directors to further strengthen the oversight function regarding the execution of business. They are experts who can provide opinions and advice from a wide variety of perspectives, including that of stakeholders, and are invited to Board of Directors' meetings and other meetings.

The three outside directors comment and state their opinions as necessary to ensure adequate and appropriate decision making by the Board of Directors.

## Directors' Training

Based on the belief that directors must continue to advance their skills and knowledge if they are to sufficiently fulfill their roles, we actively promote self-improvement by directors. The Company continuously offers the support, including the provision of information, opportunities, and cost reimbursements, necessary for self-improvement.

We continuously offer information to promote a better understanding of our business operations, particularly for

### Reason for Appointment as an Outside Director

OZAKI Motoki Independent Director	Mr. OZAKI possesses many years of management experience at major corporations. He was appointed additionally for his contribution as chair of the Nomination Committee to discussions on improving the transparency and effectiveness of the director appointment process.		
ABE Hirotomo Independent Director	Mr. ABE possesses extensive experience of working overseas for a general trading company and specialist knowledge based on his research and other activities as a graduate school student and professor in the legal field. He was appointed additionally for his contribution as chair of the Compensation Committee to discussions looking into the process for determining director compensation.		
CHIBA Michiko Independent Director	Ms. CHIBA possesses expertise in finance and accounting and extensive auditing experience as a certified public accountant. She was appointed additionally for her contribution as a member of the Nomination Committee and the Compensation Committee to discussions on improving the transparency and effectiveness of the director appointment process and to discussions looking into the process for determining director compensation.		

outside directors. This includes planning and providing opportunities, both at the time of appointment and throughout the term of their appointment, to participate in important internal meetings, tour domestic and overseas plants and offices, and attend internal research seminars. Directors who are members of the Audit & Supervisory Committee are provided opportunities for skills improvement necessary for their roles and responsibilities through information provision by the Japan Audit & Supervisory Board Members Association and participation in seminars.

## **Internal Auditing**

The Internal Audit Department consists of three auditors who audit the status of organizational management based on common Group standards and work to strengthen internal controls. Dedicated staff have been allocated to directors who are members of the Audit & Supervisory Committee (including outside directors) to assist them in their work and they exchange information on a daily basis and hold regular quarterly meetings. They also plan internal audits, provide a summary report based on the items audited after internal audits have been conducted, and work together to improve the efficiency and effectiveness of the audit function. The results of internal audits are reported to directors (excluding directors who are members of the Audit & Supervisory Committee).

## **Analysis and Evaluation of Board of Directors' Effectiveness**

With an awareness of the changes in the roles expected of the Board of Directors, we evaluate the Effectiveness of the Board of Directors and conduct reviews aimed at strengthening organizational and operational governance.

In the fiscal year ended March 2021, as in the previous year, we conducted a survey of the directors (including Audit & Supervisory Committee members) to identify potential improvements to the role, functions, operational management, and other aspects of the Board of Directors.

From the responses received, we were able to confirm the evaluation that positive results had been achieved by initiatives to invigorate the deliberations of the Nomination and Compensation Committees and the discussions of the Board of Directors, and to strengthen the oversight function of the Board of Directors. On the other hand, the opinions were also expressed that there was a need to propose agenda items still earlier, to take a more strategic and medium- to long-term perspective, and to hold discussions aimed at strengthening governance. In response to these comments, we will work to further increase the effectiveness of the Board and achieve continuous improvement.

## **Director Compensation**

The compensation of directors of the Company is as stipulated below.

## Performance-Linked Compensation

Performance-linked compensation paid in the form of bonuses is based primarily on consolidated net sales and consolidated operating profit as these are thought to be the indicators that best reflect the results of management efforts to improve performance. Specifically, the payments are based on the actual figures for consolidated net sales and consolidated operating profit for the relevant fiscal year and on performance relative to targets. Business conditions and other qualitative factors are also reflected in bonus amounts.

## **Director Compensation Composition**

Fixed compensation (monthly) 60%

Performance-linked compensation 40%

Bonuses
Short-term performance incentive (Main indicators: Net sales and operating profit)
Stock compensation
Medium- to long-term performance incentive

## Breakdown of non-monetary Compensation

We have introduced a system of non-monetary compensation in the form of restricted stock compensation. The aim is not only to provide an incentive toward continuous increase in corporate value, but also to further reinforce the sense of value sharing with shareholders. The number of shares allocated to each individual is calculated by dividing a figure representing a fixed proportion of the individual's total annual compensation by the stock price.\* A restriction on stock transfer applies until the director's retirement.

\* Closing price on the day before the Board of Directors meeting at which allocation is approved.

## Resolutions of the General Meeting of Shareholders on Director Compensation

A resolution was passed at the General Meeting of Shareholders of June 27, 2019, setting the maximum combined annual compensation amount at a total of 400 million yen for the directors (excluding directors who are Audit & Supervisory Committee members but including a maximum annual amount of 30 million yen for the outside directors) and a total of 70 million yen for directors who are Audit & Supervisory Committee members. The above compensation does not include employee salaries paid to directors with concurrent employee duties. The number of directors as of the close of the above General Meeting of Shareholders (excluding directors who were Audit & Supervisory Committee members) was five (including one outside director), and the number of directors who were Audit & Supervisory Committee members was three. At the same meeting, the maximum combined annual amount of restricted stock compensation for the directors (excluding Audit & Supervisory Committee members and outside directors) was set, within the above limits on director compensation, at a total of 100 million yen (maximum 80,000 shares). As of the close of the above General Meeting of Shareholders, the number of applicable directors was four.

### Compensation for the Fiscal Year Ended March 2021

Executive category	Total compensation amount	Total amount by compens	Number of applicable executives		
Directors	 	Fixed compensation	76 million yen		
(Excluding Audit & Supervisory Committee members and outside directors)	136 million yen	Performance-linked compensation	59 million yen	4	
members and outside directors/		Non-monetary compensation included in the above figure	37 million yen		
Audit & Supervisory Committee members (Excluding outside directors)	15 million yen	Fixed compensation	15 million yen	1	
Outside directors	32 million yen	Fixed compensation	32 million yen	3	

#### Notes:

- Amounts paid to directors do not include employee wages paid to directors with managerial duties.
- 2. The total amount of non-monetary compensation for directors (excluding Audit & Supervisory Committee members and outside directors) is made up of 37 million yen in performance-linked compensation.

## **Corporate Governance**

## Agreed Policy on the Content of the Individual Directors' Compensation

### (1) Method of deciding agreed policy on the content of the individual directors' compensation

To set the agreed policy on the content of the individual directors' compensation, the Board of Directors advised the Compensation Committee on the formulation of draft proposals, and the Board of Directors meeting of March 25, 2021, adopted an agreed policy with acceptance of the content of the submitted proposals.

### (2) Outline content of the agreed policy

The two points indicated below form the basic policy on the compensation of directors (excluding directors who are Audit & Supervisory Committee members; the same applies below), which is designed to function as a healthy incentive toward sustainable growth.

- Compensation is set at a competitive level with a view to attracting external human resources
- · Compensation is designed to serve as an incentive promoting a healthy entrepreneurial spirit

The level of compensation is set according to the role expected of the position, with market benchmarking for reference.

The compensation of directors other than outside directors is composed of a fixed component supplemented by a performance-linked component made up of bonuses and stock compensation. In view of their particular duties, the compensation of outside directors consists of fixed compensation only.

To give greater emphasis to performance-linked compensation, the relative weights of the compensation components are set at 60% for fixed compensation and 40% for performance-linked compensation (of the performance-linked compensation, 25% consists of bonuses and 15% of stock compensation). However, these proportions may be adjusted according to the individual role.

Regarding the timing of the payment of compensation, the period from July of each year until the following June is the period for which the annual compensation amount is paid, with the fixed compensation paid in monthly installments. Bonuses are paid in December and June, while stock compensation is provided in a single allocation in July.

## (3) Reason for the judgment by the Board of Directors that the content of the individual directors' compensation for the fiscal year ended March 2021 is in accordance with the agreed policy

The decision on the individual compensation was made in discussion with directors serving as Compensation Committee members based on the Committee's submitted proposals. It was therefore judged by the Board of Directors to be in accordance with the agreed policy.

## Delegation of Responsibility for Decision on Individual Directors' Compensation

To decide the individual directors' compensation, the Compensation Committee, chaired by an outside director, discusses aspects of director compensation such as the compensation system and compensation level in response to a request from the Board of Directors and submits proposals to the Board of Directors, based on which the Board of Directors delegates to President & CEO KASHIO Kazuhiro to assume responsibility for deciding the individual compensation in accordance with the compensation limits adopted by the General Meeting of Shareholders and the agreed policy on compensation. The President & CEO confers with the directors who are Compensation Committee members before deciding on individual compensation based on the proposals submitted by the Compensation Committee. The reason for the delegation of the decision on individual compensation to the President & CEO is that the President & CEO is considered the most appropriate to evaluate the department which the director is in charge of based on an overview of the Company's performance, etc.

## **Dialogues with Shareholders**

We recognize that it is crucial to build a long-term, trust-based relationship with our shareholders and investors through proactive dialogue, so we have a dedicated executive officer responsible for IR activities under the direction of our President & CEO.

Our internal structure promotes a common awareness of the importance of dialogue with shareholders. We collaborate on IR activities by gathering and accumulating necessary information from the networks linking relevant departments. Directors or executive officers directly engage in IR activities as necessary depending on theme and content. In addition to sharing opinions received through shareholder interactions with the Board of Directors, we also share information at the Management Meeting and on other occasions as necessary to reflect those opinions in measures aimed at improving corporate value.

To ensure the management of insider information during IR activities, we have outlined rules concerning the handling of important undisclosed information and work to ensure strict implementation of those rules. Part of our response measures includes requiring that meetings are attended by multiple people.

In addition to communication through individual meetings, other measures for IR management include holding quarterly earnings briefings for institutional investors and securities analysts where the President & CEO or executive

officer responsible for IR provides a summary of financial results, introduces earnings forecasts, and explains operations. To promote further understanding of our Company, we are enhancing external communications by listing various IR information on our website and have established a help desk for receiving inquiries from shareholders.

## **Stakeholder Engagement**

The Company attaches importance to dialogue with stakeholders as a means to understand and identify what impacts its activities have on the environment and society and what kind of contribution it can make.

In order to win public trust by promoting sustainability, it is important that our activities are not carried out from a narrow corporate perspective. To earn stakeholders' understanding and trust for our initiatives, it is important that we listen to what our stakeholders want and engage in active communication. So that this communication does not become one-sided in either direction but remains a two-way process leading to mutual benefit and benefit for society, it is important to identify the issues that need to be addressed. We create opportunities for active dialogue with stakeholders to find out what stakeholders expect of Casio and use them as a resource in the evaluation of existing activities and planning of future activities.

Main stakeholders	Main Casio Group responsibilities	Main opportunities for dialogue and information disclosure
Customers	Providing appealing products that are safe and reliable Stable product supply Providing appropriate product information Improving customer satisfaction Fast and accurate customer support Appropriate handling of customer data	Daily sales activities Establishment of Customer Support Center Customer satisfaction surveys Casio official website and social media Exhibitions and events
Business partners	Fair and equitable transactions Requesting cooperation in practicing sustainability and providing support	Daily procurement activity Holding vendor conferences Sustainability surveys Whistleblower hotline for business partners
Shareholders and investors	Timely and appropriate information disclosure Appropriate profit return	General Meeting of Shareholders Management briefings Investor relations website Integrated Report Business Report (shareholder newsletter) Responding to surveys from ESG rating agencies
Employees	Respecting human rights Promoting diversity Promoting work-life balance Promotion and optimal deployment of human resources Fair evaluation and treatment Promoting occupational health and safety and employee health	Casio intranet and internal company journal Group Workers' Labor-Management Conference Occupational Safety and Health Committees Career challenge system Internal whistleblower hotline
Local communities	Respecting and preserving local cultures Activities to contribute to local communities Preventing workplace accidents and disasters Supporting surrounding communities of workplaces in the event of a disaster	Factory and business site tours Provision of educational lectures (for schools, public events, etc.) Internships Employee participation in voluntary activities and community events
Global environment	Environment-friendly product development Environment-friendly production activities Complying with environmental laws and regulations Protecting biodiversity	_
NGO/NPO	Protecting the environment, human rights, and biodiversity Supporting local communities and cultural activities	Responding to surveys Dialogue events Implementing social contribution programs jointly with NGOs/NPOs

# **Risk Management and Compliance**

## **Basic Policy**

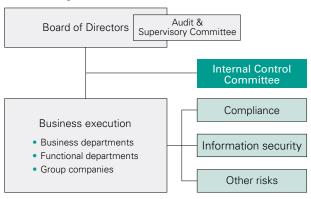
At Casio, we are promoting risk management under the basic policy to predict risks, implement preventative measures to minimize potential losses, and, if losses are incurred, implement effective follow-up measures to ensure business continuity.

Moreover, we have established the Casio Group Code of Conduct for all officers and employees to act with high ethical values and good sense in addition to obey international norms, applicable laws in each country and region, as well as company rules.

### Internal Control Committee

The Internal Control Committee is established as an independent organization, intermediate between the Board of Directors and the executive functions, that will deliberate and make decisions on policies and tasks concerning internal control in general within the Casio Group in order to realize an effective, streamlined, and fail-proof risk management structure which carries out cross-sectional integration of compliance, information security, and other risk management functions.

### **Risk Management Structure**



## Risk Management Structure

Risks that pose a serious impact on management are managed following the structure below based on the Risk Management Rules through collaboration among relevant organizations under the supervision of the Internal Control Committee.

#### **Basic Structure**

We will continue to develop education, training, and procedural manuals that serve as the foundation of Companywide risk management to prevent losses and minimize the impact on Company operations in the event of an incident

### **Response Implementation Structure**

This will serve as a total structure that ensures stable business continuity by enabling effective initial response, including prompt status assessment and information communication, and appropriate decision-making in the event of an incident.

## Implementation of Global Risk Survey

To conduct effective risk management, we carry out global risk surveys to identify the frequency and impact of risk events and to check that appropriate countermeasures are in place. Currently, we have identified three important risks—competition law, privacy law, and cybersecurity and are implementing the following measures.

#### **Competition Law**

We have established the Antitrust Compliance Program to be shared and promoted at all global locations and are conducting employee education to ensure that it becomes fully embedded in the organization. We also carry out audits of competition law compliance and deal with any issues identified in the audit by devising and implementing response measures.

In Japan, the Act against Unjustifiable Premiums and Misleading Representations Compliance Committee was established by relevant departments, and awareness promotion activities, including development of self-management regulations and education, are being implemented. Moreover, we are striving to provide guidance through the responsible staff office, share customer opinions and feedback, and share case studies from self-audits and improvements implemented in relevant departments.

### **Privacy Law**

As laws and regulations concerning personal information become more stringent globally, in order to promote business using data worldwide, we must adhere to the privacy laws of each country. To further strengthen existing systems in this area, in March 2021 we established a dedicated organization to manage our response to global privacy law. Section of Overseas Personal Data Protection tracks legal trends in each country, ensures the appropriate handling of personal information from acquisition through storage and utilization to disposal, and conducts employee education and regular audits.

#### **Cvbersecurity**

We have established the Computer Security Incident Response Team (CSIRT) so that we can take accurate response to information security incidents that are on the rise and take rapid action in the case of an incident. The Information Technology & Engineering Department takes the lead role in implementing technical measures across the whole Casio Group and also works on defining rules and conducting education among employees.

## Response to COVID-19 Pandemic

Casio set up a response headquarters in late January 2020 whose foremost priorities are to ensure the safety of customers, business partners, and employees and their families and to prevent the spread of infection. At the same time, it works together with relevant internal and external organizations to minimize the impact on business operations.

To prevent the spread of infection among employees, we introduced working from home at an early stage and have been broadening its scope and reinforcing related initiatives in coordination with workstyle reform. For employees who need to be on site, staggered work hours, commuting by private car, online meetings, and other measures have been promoted to reduce contact situations. Meanwhile, we have worked in collaboration with local health authorities to facilitate vaccination for employees and other associates as a measure to prevent the possible spread of infection to customers, business partners, and local communities.

We have also used Casio proprietary technology to support frontline medical services by donating masks manufactured by Yamagata Casio and specialized nursing calculators.

### Business Continuity Plan (BCP) Initiatives

We have created a Risk Management Manual to ensure our ability to respond to unpredictable incidents. The Risk Management Manual outlines our response as a corporate organization and focuses on securing the safety of directors and employees and their families, and on preserving corporate assets.

In parallel, we are taking steps to expand and strengthen the business continuity plan (BCP). In the event of a disaster occurring, we will set up a headquarters to coordinate the emergency response in line with the business continuity manual. The aim will be to maintain the provision of products and services to countries around the world to minimize the impact on our business and promote the rapid recovery of business operations, in this way reassuring business partners and customers.

To likewise fulfill our corporate responsibility to society and local communities, we give consideration to how we can contribute to disaster emergency response and disaster recovery and how we can support the disaster prevention and mitigation measures of central and local government.

## Compliance Risk Management

We review laws and regulations relevant to the conduct of business operations, with the Internal Control Committee in charge of verifying that appropriate measures have been taken by the competent department for each law. We take corrective measures in case of deficiencies as well as conduct regular monitoring.

### Export Control

To conduct appropriate export control, we established the Export Control Security Program of Casio Computer Co., Ltd. (a compliance program) as self-management regulations. Employees responsible for export control in relevant departments have been appointed to ensure the reliable implementation of the program. We have strengthened educational activities for domestic Group companies as part of measures to respond to revisions or other changes to relevant laws and regulations and ensure full compliance. Annual self-audits are a further part of our approach to maintaining and managing relevant systems. In addition to Japanese laws, we have established a management structure to address US Export Administration Regulations to enhance our global export control.

### Whistleblower Hotline

Casio has established a Whistleblower Hotline for internal and external reports and inquiries concerning compliance as well as an external hotline specifically for consultations from its business partners. Moreover, in addition to support in Japan, we have also set up the framework to assist global Group employees in English and Chinese. As stipulated by internal regulations, the use of this whistleblowing platform will not result in the user's disadvantage while personal information will be protected.

# **Messages from Our Outside Directors**



**OZAKI Motoki Outside Director** 

Casio is going to make major changes to its management structure and approach in response to the significant social changes after the pandemic. The goal is to establish a global "one Casio" in which we will strengthen existing business fields and foster new ones to improve corporate value.

To achieve this goal, we will implement a matrix management system based on business units and functions with optimal decision-making under the leadership of the CEO, CHRO, and CFO. This will enable us to transform the execution system into one that quickly demonstrates our collective strengths.

We are entering an age where digital transformation (DX) is changing the industrial structure. To stay ahead of the curve, Casio needs to promote a market-based approach to its business while standardizing and digitizing operations throughout the Company to increase its presence around the world. From a long-term perspective, it is also important for us to establish and permeate a corporate philosophy that responds to the changing times. On the other hand, the risks surrounding companies are becoming more complex and sophisticated with the increasing rate of globalization and digitalization. Dealing with this risk is also an important issue.

I believe that my role as an outside director is not only to monitor the current situation and deal with the risks but also to improve corporate value by working with employees to steadily realize the management reforms we have now begun.



ABE Hirotomo
Outside Director

The coronavirus that was identified in 2019 is still prevalent both in Japan and overseas and shows no sign of letting up anytime soon. While it is undoubtedly a big problem for us all, we should see this adversity more as an opportunity to reform the way we work.

Japan has seen the Work Style Reform Act come into force from April 2019 bringing with it steady changes to its labor laws. This law aims to improve the working environment and satisfaction among employees. It is the first major reform in 70 years, ever since Japan first enacted the Labor Standards Act, and it surely seeks to rebuild a modern working environment for the country.

Placing ourselves one step ahead of these changes, we are defining job satisfaction, the next-generation work styles, and the purpose of work, sharing these interpretations among employees. In this way we are striving to create an organizational culture in which a diverse pool of human resources can work with vigor. If each and every employee can shine in their work, they will feel much happier, and at the same time, work efficiencies will further be improved.

As a member of Casio's Audit & Supervisory Committee, I will devote myself to supporting management and strive to maintain and improve a sound working environment through labor audits and other means in order to build a rewarding organizational culture and create diverse work styles.



CHIBA Michiko
Outside Director

In addition to serving the interests of its stakeholders even during the current socioeconomic climate with the pandemic, companies have been required to achieve sustainable growth and improve corporate value over the medium to long term by actively helping to resolve global social issues such as those contained within the SDGs.

For this reason, I believe diversity management plays an important part in efforts to reform governance. Casio must not only ensure diversity in its human resources, but, in order to make best use of such talent, it must also disentangle the issues that arise from differences in thinking, and set goals while reflecting them in measures to resolve the challenges the Company faces. When implementing such measures, Casio must take the approach of creating a system where ideas are not simply received from the top, but are also accepted from employees and reflected in the initiatives the Company takes. We must also measure the degree to which we are achieving these goals and continuously work on them throughout the Company.

By providing an objective perspective from outside the organization while continuing to strike the right balance with the management team, I hope I will be able to help Casio achieve sustainable growth and improve corporate value over the medium to long term.





### YAMAGISHI Toshiyuki

Director, Member of the Board

Joined Casio Computer Co., Ltd.

General Manager of Business Management Department, Corporate Management Division

Dec. 2010 Executive Officer, Senior General Manager of Corporate Management Division

Jun. 2013

Director, Senior General Manager of Corporate Management Division

or Corporate Management Divisior
May 2014
Director, Executive Officer, Senior
General Manager of Corporate
Management Division
Jan. 2018
Director, Executive Officer
responsible for Drastic
Management Reform

Apr. 2018 Director, Executive Officer, Senior

General Manager of Corporate Management Division Oct 2019

Director, Executive Officer responsible for General Affairs, Public Relations, and Corporate Communications
Jun. 2020

Director, Executive Officer Responsible for ESG Strategy

## **KASHIO Tetsuo**

Director, Member of the Board

Joined Casio Computer Co., Ltd. Oct. 2004 Casio Soft Co., Ltd. Member of

Feb. 2005 Casio Information Services Co., Ltd. Member of the Board

Jun. 2008 Executive Officer, CS General Manager of Global Marketing Headquarters

Jun. 2016 Senior Executive Officer, CS General Manager

Apr. 2018 Senior Executive Officer, Senior General Manager of CS

Headquarters Jun. 2019 Director, Executive Officer, Senior General Manager of CS Headquarters

Apr 2021 Apr. 2021 Director, Executive Managing Officer, Senior General Manager of CS Headquarters Director, Member of the Board

**TAKANO Shin** 

Apr. 1984 Joined Casio Computer Co., Ltd. Nov. 2007

General Manager of Accounting Department Dec. 2009

Executive Officer, Senior General Manager of Finance Division Jun. 2015 Director, Executive Officer, Senior General Manager of Finance Division

Apr. 2021
Director, Executive Managing
Officer and CFO

### **NAKAYAMA Jin**

Representative Director, Member of the Board

Apr. 1981 Joined Casio Computer Co., Ltd.

Oct. 2009 Executive Officer, Senior General Manager of QV Digital Camera Division

Division
Feb. 2017
Senior Executive Officer
Senior General Manager of the
Consumer Development
Headquarters and Senior General
Manager of Development Control
Division

Nov. 2019

Executive Officer, Senior General Manager of Business & Technology Development Center

Apr. 2021

Senior Executive Managing Officer and CHRO

Jun. 2021

Representative Director, Senior Executive Managing Officer, and CHRO



### **KASHIO Kazuhiro**

Representative Director, Chairman of the Board

Joined Casio Computer Co., Ltd.

Executive Officer, Deputy Senior General Manager of Corporate Management Division

Jun. 2011 Executive Officer, Member of the Board, Senior General Manager of Digital Imaging Division

Apr. 2013

Executive Officer, Member of the Board, Senior General Manager of Emerging Business Headquarters

Executive Officer, Member of the Board, Head of Consumer and System Product, Senior General Manager of Emerging Business Headquarters

May 2014

Director, Senior Executive Managing Officer, Senior General Manager of Business Headquarters of Consumer Product and System Solution

Jun. 2015

President & COO

Apr. 2021

Representative Director, President & CEO

### **OZAKI Motoki**

Outside Director. Member of the Board

Joined Kao Soap Co., Ltd. (currently Kao Co., Ltd.)

Jun. 2002

Director and Executive Officer, Kao Co., Ltd.

Jun. 2004 Representative Director, President and Executive Officer, Kao Co., Ltd. Jun. 2012

Director and Chairman of the Board, Kao Co., Ltd. (retired March 2014)

Jun. 2012 Director of the Kao Foundation for Arts & Sciences (retired March 2021)

Mar. 2014 President, Association for Corporate Support of the Arts (to the present)

Jun. 2014
President, New National Theater Foundation (to the present)

Jun. 2015

Nomura Securities Co. Ltd. Outside Director (retired June 2021) Jun. 2016

Honda Motor Company Co., Ltd. Outside Director (retired June 2020)

Jun. 2019 Casio Computer Co., Ltd. Outside Director (to the present)

### YAMAGUCHI Akihiko

Director, Audit & Supervisory Committee Member

Joined Casio Computer Co., Ltd. Apr. 2011

Senior General Manager of Sales Administration Division, Global Marketing Headquarters

Apr. 2012 Senior General Manager of Sales Planning & Administration Department, Global Marketing Headquarters

Oct. 2019 Senior General Manager of BPR Planning & Promotion Department, Global Marketing Headquarters Jun. 2021

Director, Audit & Supervisory Committee member (full-time)

### **CHIBA Michiko**

Outside Director, Audit & Supervisory Committee Member

Apr. 1984 Joined Tokyo Metropolitan

Government

Oct. 1989

Joined Showa Ota & Co.(current Ernst & Young ShinNihon LLC)

Mar. 1993

Registered as Certified Public Accountant

Jul. 2010

Senior Partner at Ernst & Young ShinNihon LLC

Aug. 2013

Member of Governance Council of Ernst & Young ShinNihon LLC Feb. 2016

Deputy Chair of Governance Council of Ernst & Young ShinNihon LLC (retired August 2016) Sep. 2016

Established Chiba Certified Accountant Office (to the present) Jun 2018

Audit & Supervisory Board member of Casio Computer Co., Ltd.

Mar. 2019 DIC Corporation Outside Audit & Supervisory Board member (to the present)

Jun. 2019

TDK Corporation Outside Audit & Supervisory Board member (to the present)

Jun. 2019

Casio Computer Co., Ltd. Outside Director, Audit & Supervisory Committee member (to the present)

### **ABE Hirotomo**

Outside Director, Audit & Supervisory Committee Member

Apr. 1980 Joined Mitsui & Co., Ltd.

Sep. 1988

Mitsui & Co. (Brazil) S.A. Manager of Legal Department

Apr. 1992

Mitsui & Co. (USA) Inc. Assistant

General Manager of Legal Department

Oct. 2002 Mitsui & Co. (Europe) Plc General Manager of Legal Department
May 2005
Mitsui & Co., Ltd. Europe, Africa,

and Middle East Headquarters General Counsel & Chief Compliance Officer (retired March 2009)

Apr. 2009
Meiji Gakuin University, Professor of Law (retired March 2011)

Apr. 2011 Hitotsubashi University Graduate School, Professor of Law

Jun. 2019
Casio Computer Co., Ltd. Outside Director, Audit & Supervisory

Committee member (to the present) Apr. 2021

Hitotsubashi University, Emeritus Professor (to the present)

Apr. 2021 Nagoya University of Commerce and Business, Graduate School of Management, Professor (to the present)

## **Executive Officers**



**KASHIO** Kazuhiro **President and CEO** 



**NAKAYAMA Jin Senior Executive Managing Officer** and CHRO



MASUDA Yuichi Senior Executive Managing Officer Senior General Manager, Timepiece Business Unit



KASHIO Takashi **Senior Executive Managing Officer** Senior General Manager, Global Marketing Headquarters



**TAKANO Shin Executive Managing Officer and CFO** 



KASHIO Tetsuo **Executive Managing Officer** Senior General Manager, CS Headquarters



**MOCHINAGA** Nobuyuki **Executive Managing Officer** Senior General Manager, Development Headquarters



OTA Shinji **Executive Managing Officer** Senior General Manager, Educational Business Unit



SHINODA Yutaka **Executive Managing Officer** Senior General Manager, Production Headquarters



ITOH Shigenori **Executive Managing Officer** Deputy Senior General Manager, Global Marketing Headquarters; Senior General Manager, Global Marketing and Planning

Division, Global Marketing Headquarters



KAWAI Tetsuya **Executive Managing Officer** Senior General Manager,

Engineering Headquarters



YAMAGISHI Toshiyuki **Executive Officer** Responsible for ESG Strategy of the Company



MORIYA Koji Executive Officer Manager, Office of the President; Responsible for Building Next-Generation R&D Environment



INADA Nobuyuki Executive Officer General Manager, Logistics Department



IGUCHI Toshiyuki Executive Officer Senior General Manager, Sports & Healthcare Incubation Center



TAMURA Seiji Executive Officer Responsible for Public Relations & Investor Relations



KATO Tomoo Executive Officer Senior General Manager, Overseas Sales Division, Global Marketing Headquarters



AOSHIKA Yukio
Executive Officer
Senior General Manager, Domestic Sales
Division, Global Marketing Headquarters



NARUTAKI Yasumasa Executive Officer General Manager, Corporate Management Department



TANAKA Toru Executive Officer CEO, Casio (China) Co., Ltd.



YAMASHITA Kazuyuki Executive Officer Managing Director, Casio Europe GmbH



MAEDA Takaki
Executive Officer
Senior General Manager, EMI Business Unit



FUJII Shigenori Executive Officer Senior General Manager, System Business Unit