

[Disclaimer: Please note that the following purports to be a translation from the original Japanese version prepared for the convenience of our shareholders with voting rights outside Japan for reference. In the case of any discrepancy between the translation and the Japanese original, the latter shall prevail.]

## **[Cover]**

Document to be filed:	Extraordinary Report
Filing to:	Director-General of the Kanto Local Finance Bureau
Date of filing:	June 28, 2019
Company name (Japanese):	シチズン時計株式会社 ( <i>Citizen Tokei Kabushiki Kaisha</i> )
Company name (English):	Citizen Watch Co., Ltd.
Title and name of representative:	Toshihiko Sato, President and CEO
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Contact person:	Toshiyuki Furukawa, Director and In charge of Public and Investor Relations Department
Place where the document to be filed is available for public inspection:	Tokyo Stock Exchange, Inc. (2-1 Nihombashi Kabutocho, Chuo-ku, Tokyo, Japan)

## **1. Reason for filing**

At the 134th Ordinary General Meeting of Shareholders of Citizen Watch Co., Ltd. (the “Company”) held on June 26, 2019, resolutions of items for resolution were made, therefore, this Extraordinary Report is filed pursuant to the provisions of Article 24-5, Paragraph 4 of the Financial Instruments and Exchange Act and Article 19, Paragraph 2, Item 9-2 of the Cabinet Office Ordinance on Disclosure of Corporate Information, etc.

## **2. Content of report**

- (1) Date of the General Meeting of Shareholders

June 26, 2019

- (2) Detail of the items for resolution

Item 1: Appropriation of Surplus

Year-end dividend will be 10.00 yen per common share of the Company.

Item 2: Election of Eleven (11) Directors

Toshio Tokura, Toshihiko Sato, Norio Takeuchi, Toshiyuki Furukawa, Keiichi Nakajima, Shinji Shirai, Yoshitaka Oji, Yoshiaki Miyamoto, Fumiaki Terasaka, Toshiko Kuboki and Yoshio Osawa will be elected as Directors.

Item 3: Election of One (1) Audit & Supervisory Board Member

Yaeko Ishida will be elected as Audit & Supervisory Board Member.

Item 4: Revision of Amount of Directors' Compensation, etc.

The maximum allowance for the total amount of compensation, etc. for Outside Directors will be revised to 40 million yen per year. However, no bonuses shall be paid to Outside Directors, as has been the case to date. (The maximum allowance for the total amount of compensation, etc. for Directors (excluding Outside Directors) will be remained at 370 million yen per year, and as has been the case to date, employee salaries for employees who also serve as Directors not be paid.)

- (3) Number of voting rights that were exercised as the manifestation of the intention of approval, disapproval or abstention for the items for resolution; requirements for adoption thereof; and resolution results thereof

Item for Resolution	Approved	Disapproved	Abstained	Requirement for Adoption	Resolution Result (Approval Rate)
Item 1	2,722,635	1,711	357	(Note 1)	Adopted (99.43%)
Item 2				(Note 2)	
Toshio Tokura	2,596,545	84,852	43,317		Adopted (94.82%)
Toshihiko Sato	2,612,235	67,870	44,609		Adopted (95.40%)
Norio Takeuchi	2,606,260	118,097	357		Adopted (95.18%)
Toshiyuki Furukawa	2,606,326	118,031	357		Adopted (95.18%)
Keiichi Nakajima	2,606,230	118,127	357		Adopted (95.18%)
Shinji Shirai	2,606,144	118,213	357		Adopted (95.17%)
Yoshitaka Oji	2,606,327	118,030	357		Adopted (95.18%)
Yoshiaki Miyamoto	2,605,894	118,463	357		Adopted (95.16%)
Fumiaki Terasaka	2,720,429	3,928	357		Adopted (99.35%)
Toshiko Kuboki	2,720,587	3,770	357		Adopted (99.35%)
Yoshio Osawa	2,720,507	3,850	357		Adopted (99.35%)
Item 3				(Note 2)	
Yaeko Ishida (Note 3)	2,721,714	2,661	357		Adopted (99.39%)
Item 4	2,718,271	5,669	767	(Note 1)	Adopted (99.27%)

Notes:

1. The requirement for adoption is a majority of the affirmative voting rights of the shareholders present at the meeting who are entitled to exercise their voting rights.
2. The requirement for adoption is a majority of the affirmative voting rights of the shareholders present at the meeting where the shareholders holding one third or more of the voting rights of shareholders who are entitled to exercise their voting rights are present.
3. The candidate Ms. Yaeko Ishida uses the name Yaeko Kitadai in her profession as an attorney-at-law.

- (4) Reason why a portion of the number of voting rights of the shareholders present at the meeting were not included in the number of voting rights

By regarding the number of voting rights exercised prior to the meeting and the number of voting rights of some of the shareholders present at the meeting whose intention of approval or disapproval of each item was confirmed as the total number of voting rights, the requirements for adoption were satisfied and resolutions have been legally adopted pursuant to the Companies Act. Therefore, the number of voting rights of the shareholders present at the meeting whose intention of approval, disapproval or abstention was not confirmed has not been included in the calculation.

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