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## [Cover]

Document to be filed:	Extraordinary Report
Filing to:	Director-General of the Kanto Local Finance Bureau
Date of filing:	July 28, 2024
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
Location of head office:	6-1-12 Tanashi-cho, Nishitokyo, Tokyo, Japan
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Contact person:	Toshiyuki Furukawa, Managing Director and In charge of Public and Investor Relations Department
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Telephone number:	+81-42-466-1231 (Main)
Contact person:	Toshiyuki Furukawa, Managing 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 139th Ordinary General Meeting of Shareholders of Citizen Watch Co., Ltd. (the “Company”) held on June 25, 2024, 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 25, 2024

(2) Detail of the items for resolution

<Company Proposal (Item 1 to Item 2)>

Item 1: Appropriation of Surplus

Year-end dividend will be 20.00 yen per common share of the Company.

Item 2: Election of Eight (8) Directors

Toshihiko Sato, Toshiyuki Furukawa, Yoshitaka Oji, Yoshiaki Miyamoto, Hideo Ina, Toshiko Kuboki, Yoshio Osawa and Katsuhiko Yoshida will be elected as Directors.

<Shareholder Proposal (Item 3 to Item 12)>

Item 3: Partial Amendments to the Articles of Incorporation

The Company shall be known as CITZEN GROUP Co., Ltd in English.

Item 4: Partial Amendments to the Articles of Incorporation

Treasury share purchases exceeding 20% of the number of shares issued, or in an amount exceeding 20% of the total market value of the shares, and share cancellations shall be determined by resolution of the General Meeting of Shareholders.

Item 5: Partial Amendments to the Articles of Incorporation

The disposal of treasury shares to executives through performance-based share compensation plans within one year prior to the date of the decision to purchase treasury shares in excess of 20% of the outstanding shares or in excess of 20% of the total market value of the shares shall be prohibited.

Item 6: Partial Amendments to the Articles of Incorporation

The positions of Advisor, Chair, Vice President, Executive Director, and Managing Director shall be abolished.

Item 7: Partial Amendments to the Articles of Incorporation

Remuneration for Directors shall be determined individually by resolution of the General Meeting of Shareholders.

Item 8: Partial Amendments to the Articles of Incorporation

The Board of Directors should abolish concurrently held position of CEO and Chairperson of the Board of Directors and appoint an Outside Director as Chairperson.

- Item 9: Partial Amendments to the Articles of Incorporation  
There shall be at least four (4) Outside Directors.
- Item 10: Partial Amendments to the Articles of Incorporation  
The Company's outside Directors are prohibited from concurrently serving as outside Directors of other TSE Prime Market issues whose Articles of Incorporation stipulate that the General Meeting of Shareholders is held in June.
- Item 11: Dismissal of a Director  
Require Mr. Katsuhiko Yoshida to be dismissed as Director.
- Item 12: Dismissal of an Audit & Supervisory Board Member  
Require Mr. Noboru Akatsuka to be dismissed as Audit & Supervisory Board Member.

- (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

<Company Proposal (Item 1 to Item 2)>					
Item for Resolution	Approved	Disapproved	Abstained	Requirement for Adoption	Resolution Result (Approval Rate)
Item 1	1,967,208	2,428	0	(Note 1)	Adopted (99.71%)
Item 2				(Note 2)	
Toshihiko Sato	1,866,551	103,407	1		Adopted (94.60%)
Toshiyuki Furukawa	1,938,750	31,212	1		Adopted (98.25%)
Yoshitaka Oji	1,938,451	31,511	1		Adopted (98.24%)
Yoshiaki Miyamoto	1,938,442	31,520	1		Adopted (98.24%)
Hideo Ina	1,938,730	31,232	1		Adopted (98.25%)
Toshiko Kuboki	1,951,979	17,983	1		Adopted (98.93%)
Yoshio Osawa	1,942,273	27,689	1		Adopted (98.43%)
Katsuhiko Yoshida	1,942,356	27,606	1		Adopted (98.44%)

<Shareholder Proposal (Item 3 to Item 12)>					
Item for Resolution	Approved	Disapproved	Abstained	Requirement for Adoption	Resolution Result (Approval Rate)
Item 3	47,738	1,922,142	2	(Note 3)	Rejected (2.42%)
Item 4	107,814	1,862,086	2	(Note 3)	Rejected (5.46%)
Item 5	49,693	1,920,198	2	(Note 3)	Rejected (2.52%)
Item 6	45,696	1,924,245	2	(Note 3)	Rejected (2.32%)
Item 7	114,924	1,854,986	2	(Note 3)	Rejected (5.82%)
Item 8	396,380	1,573,496	2	(Note 3)	Rejected (20.09%)
Item 9	61,446	1,908,487	2	(Note 3)	Rejected (3.11%)
Item 10	47,605	1,922,335	2	(Note 3)	Rejected (2.41%)
Item 11 Katsuhiko Yoshida	50,159	1,919,681	2	(Note 4)	Rejected (2.54%)
Item 12 Noboru Akatsuka	290,461	1,679,383	2	(Note 5)	Rejected (14.72%)

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 requirement for adoption is two thirds or more 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.
4. The requirement for adoption is a majority of the affirmative voting rights of the shareholders present at the meeting where the shareholders holding a majority of the voting rights of shareholders who are entitled to exercise their voting rights are present.
5. The requirement for adoption is two thirds or more of the affirmative voting rights of the shareholders present at the meeting where the shareholders holding a majority of the voting rights of shareholders who are entitled to exercise their voting rights are present.

- (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 or rejection were satisfied and resolutions have been legally adopted or rejected. 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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