

Last Update: June 4, 2026

Citizen Watch Co., Ltd.

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Securities Code: 7762

<https://www.citizen.co.jp/global>

The corporate governance of Citizen Watch Co., Ltd. (the “Company”) is described below.

I. Basic Views on Corporate Governance, Capital Structure, Corporate Profile and Other Basic Information

1. Basic Views

The Company’s corporate philosophy is “Loved by citizens, working for citizens,” and it derives its name from this. The Company works to contribute to society and increase its corporate value through sustainable corporate activities, in harmony with the local community and the global environment. To continue to promote its aims, the Company believes that it is important to secure transparency in management and monitor many fields of management. Accordingly, the Company is striving to expand and improve its corporate governance.

【Reasons for Not Implementing the Principles of the Corporate Governance Code

The Company complies with all principles set forth in the Corporate Governance Code as amended in June 2021.

【Disclosure Based on the Principles of the Corporate Governance Code】

【Principle 1-4 Cross-shareholdings】

The Company will have cross-shareholdings if it judges, after comprehensive consideration, that they will contribute to maintaining and strengthening the business relations of the Citizen Group in the medium to long term as well as the smooth management of the business operations of the Company and the development of the business. The basic policy for the verification of individual cross-shareholdings is that their rationality and necessity will be examined at a meeting of the Board of Directors each year in light of relationships between business partners and the Group and the possibility of mutually enhancing the corporate value and that the scale of shareholdings will be reduced if the significance of continuing to hold the shares has diluted. With respect to the standards for the exercise of the voting rights, the Company will make a judgement on the exercise of the voting rights according to the standard of the contribution to the business of the Group in the medium to long term.

【Principle 1-7 Related Party Transactions】

The Company stipulates in the rules for the Board of Directors that transactions between the Directors and the Company and transactions involving conflicts of interest shall be subject to a resolution of the approval of the Board of Directors. In addition, the Audit & Supervisory Board Members shall monitor and verify any instances of violation, such as competing transactions or transactions involving conflicts of interest according to the standards for audit by Audit & Supervisory Board Members.

【Supplementary Principle 2-4-1 Initiatives for Diversity】

At the end of FY2025, about 10.7% of our management was women, and our goal is to increase this to at least 15% by FY2028. We ensure to provide equal opportunities to all employees during our evaluation, talent allocation and development processes, and we continue to establish a structure and environment that helps our employees balance work with their caring for children or other family members. We also continue to further increase awareness of the empowerment of women.

The Company also recruits and promotes employees regardless of their nationality. The businesses we operate are built upon a global structure, and our overseas facilities, where locally employed non-Japanese employees are active in management, account for approximately 70% of our net sales. We will continue to promote core employees regardless of their nationality while ensuring that there is an appropriate division of responsibilities with our overseas facilities.

About 30% of the Company's managers are people who joined the Company mid-career, and some of them have been promoted to general manager positions. We believe that mid-career employees with diverse experience and expertise are a key to pushing forward with organizational restructuring and revitalization. We will continue to systematically hire talented people capable of contributing immediately and continue to have a certain percentage of our management be people who were hired mid-career.

As part of its human resource development policies to facilitate diversity, the Company assigns jobs and provides opportunities to its employees irrespective of their gender, nationality, or whether they joined the Company as a new graduate or an experienced professional. The Company provides young employees with opportunities to acquire broad-ranging experience, including in positions overseas, to facilitate their promotion to senior general manager positions at headquarters or management positions where they are responsible for overseas facilities in the future, with a view toward ensuring the diversity of our entire organization.

The Company has also introduced systems for permitting diverse workstyles, including shorter working hours, flexible working hours, teleworking, and fully remote work. The percentage of female employees who return to work after childcare leave has been high. The Company is actively encouraging male employees to take childcare leave. We have established a reemployment program to facilitate people who have resigned returning to work, regardless of whether they resigned because their spouse was transferred to another position or any other reason.

【Principle 2-6 Exhibition of Function as Asset Owner of Corporate Pension】

The Citizen Group has introduced a defined contribution (DC) pension plan with a highly professional trust bank as the DC administrator. The Group provides employees with regular education on investments through asset management training, information provided through the Intranet and others.

【Principle 3-1 Full Disclosure】

(1) The Company's corporate philosophy is "Loved by citizens, working for citizens," and it derives its name from this. The Company seeks to contribute broadly to the lives of people around the world through the "manufacture of products that are loved and trusted by citizens." The Group has formulated CITIZEN Group Vision 2030 as the Group's longterm vision reflecting various future environmental changes that are predicted to occur down the road. We have declared Crafting a new tomorrow as our new vision. The CITIZEN of 2030 will not only make life better around the world, but enrich the soul. We see it as our mission to build that richer world for generations to come. CITIZEN will strive to deliver reliability, security and emotion to the world.

(2) The Company works to contribute to society and increase its corporate value through sustainable corporate activities in harmony with the local community and the global environment according to its corporate philosophy. To continue to promote its aims, the Company believes that it is important to secure transparency in management and monitor many fields of management. Accordingly, the Company is striving to expand and improve its corporate governance.

(3) The Company's policy regarding the amount of remuneration, etc. for officers is to apply criteria to ensure the recruitment of human resources who are eager to improve business performance and who have outstanding abilities, and to consider changes in the business environment, external data, the general remuneration level and the business situations in determining it. The policy for determining the amount of the bonus for officers is to consider the items of financial assessment (sales, operating income, etc.) and the items of non-financial assessment (improvement of strength and systems, preparations for the future, etc.) in addition to the application of the policy above. The performance-linked stock and share-based compensation aims to raise Directors' awareness of contributing to an improvement in the business performance and the enhancement of the corporate value of the Company over the medium to long term by clarifying the linkage between remuneration for Directors and the share value of the Company, and the Company has established a policy of determining the performance-linked stock and share-based compensation at a level that will enable this purpose to be achieved. In addition, the Remuneration Committee deliberates matters regarding the policy and criteria for remuneration, etc. for Directors and makes recommendations to the Board of Directors. The Remuneration Committee consists of three (3) or more Directors (the majority of the committee members are Outside Directors, including one (1) or more Representative Directors) appointed by resolution of the Board of Directors, and its chairman is appointed by mutual election from among the Outside Directors. The Board of Directors determines and approves the amount of remuneration for Directors based on the recommendations of the Remuneration Committee.

(4) The Company's policy for the appointment of officers is to ensure that the following requirements are met: (i) that they meet the requirements for officers stipulated in the Companies Act and other laws and regulations; (ii) that they have the character and insights required of an officer and the ability to carry out their duties; and (iii) other criteria established by resolution of the Board of Directors. Candidates for officers proposed to the General Meeting of Shareholders for the purpose of the appointment of officers are decided by resolution of the Board of Directors. With respect to the removal of officers, if an officer is recognized as deviating markedly from the appointment standards, the Nomination Committee deliberates on the removal of the officer at the request of the Board of Directors, the President and CEO or other Directors and reports it to the Board of Directors. The Nomination Committee consists of three (3) or more Directors who were appointed by resolution of the Board of Director (the majority of the committee members are Outside Directors, including one (1) or more Representative Directors), and its chairman is appointed by mutual election from among the Outside Directors. The Board of Directors deliberates on the proposals submitted by the Nomination Committees and determines whether to remove the officer.

(5) For the election and appointment of the individual top management, refer to the reference documents for shareholders meeting or the securities report.

【Supplementary Principle 3-1-3 Initiatives on Sustainability】

The Citizen Group has adopted sustainable management as its Group vision based on its Corporate Philosophy, "Loved by citizens, working for citizens." The Sustainability Committee, which is chaired by the Company's President and CEO, is in charge of the promotion of sustainable management.

The Company has also evaluated the level of impact of its business activities on social issues and identified five material issues, for which priorities were set. It also discloses a roadmap for the period through 2030 toward solution of social issues.

In terms of business, products and services that fall into the materiality categories, responding to climate change and contributing to a recycling-oriented society, contributing to a better quality of life, and providing solutions in the industrial sector, and also encourage the growth of business have been certified as sustainable products since FY2023. The CITIZEN Group aims to increase sales of sustainable products, which was 24% of total consolidated sales in FY2024, to 30% or more by FY2027.

Additionally, the CITIZEN Group operates its businesses based on the sustainable factory concept, in which the production processes of products and services are also considered. Its goal is to make the factories and offices (and operational processes) throughout its value chain more sustainable by 2030, comprehensively addressing compliance, human rights, labor practices, BCP, and productivity improvement and other issues, in addition to consideration for the environment. To realize sustainable factories and to help mitigate climate change, which is a global issue, the Company has established CITIZEN Group Environmental Vision 2050 and CITIZEN Group Environmental Goals 2030 based on the CITIZEN Group Environmental Policy, aiming to achieve virtually zero CO₂ emissions from its factories and offices. To achieve its environmental goals, the Company switched to using 100% electricity from renewable sources of energy at its Tokyo Works and Tokorozawa Works in 2023, and it is installing solar power generation equipment at its domestic and overseas factories. The Company supports and is involved in the TCFD, SBT, RE100 and other global initiatives to implement climate change initiatives in line with the Paris Agreement and ensure that information is disclosed appropriately in accordance with the TCFD framework.

See the following webpage for the Company's initiatives on sustainability.

<https://www.citizen.co.jp/global/sustainability/index.html>

See the following webpage for information about the Citizen Group's environmental goals.

<https://www.citizen.co.jp/global/sustainability/environment/vision.html>

See the following webpage for details of the Company's response to climate change (disclosures based on the TCFD framework).

<https://www.citizen.co.jp/global/sustainability/environment/climate.html>

The CITIZEN Group sees its employees as human capital, and it believes that increasing the value of human capital leads to sustainable growth and an increase in corporate value. As set out in the Group's human resource vision, strive to create a workplace in which each employee contributes to the realization of the long-term vision and takes pride in working with CITIZEN. Based on our management strategies, we clarified the types of human resources the Group and operating companies would need in the future to enable us to develop a talent pipeline that comprehensively considers talent development, assignment and evaluation. We defined core employees who are responsible for future business and will play a role in management as human resources dedicated to the promotion of transformation. To make the process of management succession as smooth as possible, we formulated a master plan for identifying future candidates at an early stage, developing them in stages, and strategically assigning them to positions. We use inter-company training and other development programs to systematically train these employees.

The Company respects employees' self-directed career development. It organizes career design seminars, has a career

counseling helpline staffed by external workers on a permanent basis, and provides a wide variety of development opportunities through internal side gigs and its system for external side gigs. We also use engagement surveys conducted on a regular basis to identify issues, enabling us to incorporate the findings of these surveys into our efforts to revitalize our organization by engaging in a dialogue with management, posting jobs internally, and providing manager development programs. The Group has also introduced an objective-based management system. Under it, performance evaluations are implemented twice a year based on objectives set together with managers at the beginning of the fiscal year and performance reviews conducted with managers. Young and mid-career employees have a career path interview once a year to facilitate the development of their careers with the goal of achieving the growth of both employees and the Company.

Regarding intellectual property, the Group is implementing activities to encourage invention, an activity that leverages employees' creativity, to enable it to continuously acquire patent and design rights. Our strategic use of intellectual property also gives us a competitive edge. The Company also uses trademark rights and other methods to take strict measures to stop counterfeit goods dealers and unfair competition. These measures help maintain a fair market and create a society in which consumers are able to select products and services with peace of mind, while also continuously protecting the value of our brand. Through its intellectual property activities, the Company intends to protect consumers, continuously improve its brand value, and support the sustainable development of society.

【Supplementary Principle 4-1-1 Roles and Responsibilities of the Board】

The Company stipulates in the rules for the Board of Directors that the matters regarding the General Meeting of Shareholders, Directors, etc., shares, etc., personnel affairs and organizations, the internal control system, the establishment of rules and regulations, management plans, accounting of the Company and business management of the Group, the matters stipulated in the Companies Act and other laws and regulations and any similar important matters shall be decided by resolution of the Board of Directors. Decision-making relating to business execution other than those described above is left to the Executive Directors and Operating Officers.

【Principle 4-3 Roles and Responsibilities of the Board of Directors (3)】

【Supplementary Principle 4-3-2 Appointment/Removal of the CEO】

【Supplementary Principle 4-3-3 Objective, Timely, and Transparent Procedures for Removal of CEO】

The Nomination Committee deliberates on matters regarding the appointment or removal of the Representative Director, the President and CEO, and the Chairman of the Board of Directors, and submits proposals to the Board of Directors. The Nomination Committee consists of three (3) or more Directors (the majority of the committee members are Outside Directors, including one (1) or more Representative Directors) appointed by resolution of the Board of Directors, and its chairman is appointed by mutual election from among the Outside Directors as committee members. The Board of Directors deliberates on the proposals submitted by the Nomination Committees and makes decisions on the appointment or removal of the Representative Director, the President and CEO, and the Chairman of the Board of Directors.

【Principle 4-9 Independence Standards and Qualifications for Independent Outside Director】

The Company emphasizes extensive experience in management and broad insight or high-level knowledge and insight of corporate finance and legal matters and endeavors to appoint Outside Directors who will not cause any conflict of interest with general shareholders. The criteria and policies for independence from the Company in the appointment of Outside Directors are as stated below.

The Company deems that an Outside Director or Outside Audit & Supervisory Board Member of the Company (“Outside Officer”) or a candidate for Outside Officer possesses independence such that the interests of the Outside Officer or candidate

for Outside Officer are unlikely to have conflict with the interests of general shareholders if, after the Company investigates to practically possible and reasonable extent, one or more of the following criteria do not apply with respect to the said individual.

(1) A party who is now or was previously an officer (excluding the Company's Outside Director or Outside Audit & Supervisory Board Member) or an employee of the Citizen Group (the "Citizen Group" refers to the group of companies made up of the Company and its subsidiaries; hereinafter the same).

(2) A party whose major business partner is the Company (Note 1) or an executive of such party ("executive" refers to an executive as defined in Article 2, paragraph 3, item 6 of the Enforcement Regulations of the Companies Act (Order of the Ministry of Justice No. 12 of 2006); hereinafter, the same).

(3) A major business partner of the Company (Note 2) or an executive of such party.

(4) A consultant, accounting professional, or legal professional who receives cash or other financial benefits of 10 million yen or higher as payment from the Citizen Group for reasons other than Director's or Audit & Supervisory Board Member's remuneration (if the party receiving such financial benefits is an incorporated entity, association or other organization, then a person belonging to such organization).

(5) A party receiving donations of cash or other financial benefits of 10 million yen or higher from the Citizen Group (if the party receiving such donation is an incorporated entity, association or other organization, then a person belonging to such organization).

(6) A party directly or indirectly holding 10% or more of the total number of voting rights held by the Company's shareholders or an executive of such party.

(7) In the case that an officer or employee of the Citizen Group is serving as an outside officer at another company, an officer or employee of the company other than the aforementioned outside officer.

(8) A person to whom any of the criteria (2) through (7) applied in the most recent fiscal year or the past three fiscal years of the Company.

(9) A spouse or relative within the second degree of kinship of a person to whom any of the criteria (1) through (8) applies.

Notes:

1. "Party whose major business partner is the Company" refers to a party whose sales to the Citizen Group makes up 2% or more of the consolidated net sales of the party's group ("group" refers to the group of companies made up of the party, its parent, and its subsidiaries; hereinafter the same).

2. "Major business partner of the Company" refers to a party whose group provides the Citizen Group with sales amounting to 2% or more of the consolidated net sales of the Company.

【Supplementary Principle 4-10-1 Involvement and Advice from Independent Outside Directors Regarding Nomination, Remuneration, etc.】

Overview of the Company's Nomination Committee and Compensation Committee is as described in "Nomination Committee and Compensation Committee" in "2. Matters on Functions of Business Execution, Auditing, Oversight, Nomination and Remuneration Decisions," "II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight in Management" of this report. Both the Nomination Committee and the Compensation Committee have regulations, which stipulate that the majority of members shall be Outside Directors, and the chairman of each shall be appointed by mutual election from among Outside Directors, thus securing sufficient independence. Those regulations also clarify the authorities and roles of each committee.

【Supplementary Principle 4-11-1 View on the Appropriate Balance between Knowledge, Experience, and Skills of the Board

of Directors as a Whole, and on Diversity and Appropriate Board Size】

The Company has specified the knowledge, experience, and skills needed to fulfill the roles and duties of the Board of Directors effectively for achieving business strategies and discloses the skills matrix.

The Company's policy for the appointment of officers is to ensure that the following requirements are met:

- (1) that they meet the requirements for officers stipulated in the Companies Act and other laws and regulations;
- (2) that they have the character and insights required of an officer and the ability to carry out their duties; and
- (3) other criteria established by resolution of the Board of Directors.

In addition, the Nomination Committee deliberates on matters regarding the appointment of the Representative Director, the President and CEO, and the Chairman of the Board of Directors, and submits proposals to the Board of Directors. The Nomination Committee consists of three (3) or more Directors (the majority of the committee members are Outside Directors, including one (1) or more Representative Directors) appointed by resolution of the Board of Directors, and its chairman is appointed by mutual election from among the Outside Directors as committee members. Candidates for officers proposed to the General Meeting of Shareholders for the purpose of the appointment of officers are decided by resolution of the Board of Directors. Further, the Nomination Committee deliberates on and reports the appointment or removal of Directors and Audit & Supervisory Board Members at the request of the Board of Directors, the President and CEO, or other Directors.

【Supplementary Principle 4-11-2 Directors Board Members Who Concurrently Hold Any Posts at Other Companies】

The situations of any posts at other companies that are held by Directors Board Members are disclosed in Securities Report for the shareholders meeting, among other materials. Five Outside Directors also serve as outside officers of other listed companies. The other Directors do not hold any position of officer of other listed companies and are dedicated to the business of the Group.

【Supplementary Principle 4-11-3 Analysis and Evaluation of Effectiveness of the Board of Directors and the Audit & Supervisory Board】

1. Method of evaluation

To analyze and evaluate the effectiveness of the Board of Directors, the Company uses an effectiveness evaluation tool provided by an outside agency to conduct a questionnaire about the Board of Directors, surveying all members of the Board of Directors every year. We conducted a questionnaire for the current fiscal year using questions prepared by an outside agency which included questions regarding self-evaluation. After it was conducted, results of analysis and evaluation were confirmed by the Board of Directors.

- Respondents: All Directors and Audit & Supervisory Board Members (10 people)
- Period: February 26 to March 10, 2026
- Questions: 16 in total

Part 1: Questions regarding the management/administration of the Board of Directors 4 questions

Part 2: Questions regarding the agenda items at meetings of the Board of Directors 8 questions

Part 3: Questions regarding the systems that support the Board of Directors 2 questions

Part 4: Questions regarding self-evaluation 2 questions

2. Summary of the evaluation results

The analysis of the questionnaire on the effectiveness of the Board of Directors revealed that the Board of Directors is functioning effectively and therefore, its effectiveness is ensured. The results of the evaluation for each

question are as shown below.

Part 1 Management/Administration of the Board of Directors

Many respondents commented that the necessary information is organized in an easy-to-understand manner in terms of the amount and content of the materials. Regarding the timing of the distribution of materials, it was indicated that important projects are explained in advance, and adequate time is allocated for preparation. The frequency and duration of the Board of Directors meetings were found to be appropriate in general, as they are given adequate time to discuss topics.

Part 2: Agenda items at meetings of the Board of Directors

To achieve management goals, the inside and outside directors discuss issues and provide different perspectives. The results revealed that the efforts to improve capital efficiency are being monitored properly through discussions that consider the cost of capital and the stock price. The business model, management strategy, and business environment underlying the Medium-term Management Plan were generally appropriately checked and verified. With regard to internal controls, it was found that the establishment, maintenance, and operation of monitoring functions were being effectively supervised. The evaluation also found that appropriate checks are being made regarding progress on certain initiatives related to sustainability and digital transformation, as well as efforts aimed at developing human resources and improving organizational capabilities.

Part 3: Systems that support the Board of Directors

It was indicated that information was provided regularly enough to help ensure the effectiveness of the deliberations and supervision by the Board of Directors. Additionally, learning opportunities, including external seminars and training programs, are provided for directors, and the opportunities to gain knowledge and increase awareness that are offered in general were sufficient.

3. Measures taken and future initiatives

It was decided that the explanation system used by the Board of Directors would be revised this fiscal period to enable operating officers and officers of subsidiaries to provide detailed explanations on matters being reported to the Board of Directors and matters regarding their resolutions, in addition to explanations provided by inside directors.

Going forward, as a company with an Audit & Supervisory Committee, we will steadily strengthen our governance system and enhance our corporate value by continuing to improve the supervisory functions and effectiveness of the Board of Directors.

【Supplementary Principle 4-14-2 Policy for Training Directors Board Members】

The Company provides training to deepen the understanding of the roles and duties of officers and the Group's business strategies and environment when an officer takes office. The Company also provides opportunities for individual officers to participate in seminars, etc. provided by third parties based on their own topics and interests and otherwise undergo training and undertake self-improvement. In addition, there are opportunities to visit factories and facilities of other companies and listen to lectures by managers of other companies.

【Principle 5-1 Policy for Constructive Dialogue with Shareholders】

The Company holds a medium-term management plan briefing, a quarterly financial result briefing and other small meetings. The President and the Directors in charge of operations attend such dialogues with these shareholders. In addition, the Company regularly communicates its messages through the General Meeting of Shareholders, various briefings and other meetings, websites and other channels and media. Opinions and other comments received from the shareholders are shared among the top management and the related departments. The IR department and the related departments of the Company also liaise with each other and share the opinions of the shareholders for arguments.

【Status of dialogue with shareholders】

Based on the Policy on Constructive Dialogue with Shareholders, the Company engages in constructive dialogue with shareholders through financial results briefings and individual interviews, etc. Please find the status of dialogue results in FY2025 from the following page.

<https://www.citizen.co.jp/global/ir/dialogue.html>

【Action to Implement Management that is Conscious of Cost of Capital and Stock Price】

The Company has long been holding a series of discussions on management that appropriately control the balance sheet at its Board of Directors, being conscious of cost of capital and the stock price. See the following website page for the main policies and current initiatives of the Company in the Medium-Term Management Plan 2027 (FY2025 to FY2027) announced on March 25, 2025.

<https://www.citizen.co.jp/global/ir/action.html>

2. Capital Structure

(1) Percentage of Foreign Shareholders	From 20% less than 30%
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(2) Status of Major Shareholders (As of March 31, 2025s)

Name / Company Name	Number of Shares Owned	Percentage (%)
The Master Trust Bank of Japan, Ltd. (trust account)	53,003,910	21.70
Custody Bank of Japan, Ltd. (trust account)	22,741,118	9.31
Nippon Life Insurance Company	11,948,346	4.89
Nichia Corporation	10,000,000	4.09
Mitsubishi UFJ Trust and Banking Corporation	4,568,982	1.87
Citizen Group Employee Shareholding Association	4,545,455	1.86
Mitsubishi Electric Corporation	4,317,700	1.77
Mizuho Bank, Ltd.	4,309,200	1.76
Shimizu Corporation	4,128,000	1.69
The Nomura Trust and Banking Co., Ltd.	3,650,700	1.49

(3) Controlling Shareholder (except for Parent Company)	—
(4) Parent Company	None

(Supplementary Explanation)

1. Of the number of shares owned above, the number of shares pertaining to trust services is as follows:

The Master Trust Bank of Japan, Ltd. 53,003 thousand of shares

Custody Bank of Japan, Ltd. 22,741 thousand of shares

The Nomura Trust and Banking Co., Ltd. 3,650 thousand of shares

2. Mitsubishi UFJ Financial Group, Inc. submitted a Change Report for its Large Shareholding Report on October 10, 2024. The Company, however, has yet to confirm the actual shareholding status of the said company as of September 30, 2023 under review, and has therefore decided not to reflect the information in the Status of Major Shareholders listed above. The details on the Change Report for the Large Shareholding Report concerned are given below.

Large shareholders: MUFG Bank, Ltd. and three other companies

Number of shares held: 16,159,619

Shareholding ratio: 6.57 %

3. Nippon Life Insurance Company submitted a Large Shareholding Report on August 7, 2023. The Company, however, has yet to confirm the actual shareholding status of the said company as of the end of this fiscal year, under review, and has therefore decided not to reflect the information in the Status of Major Shareholders listed above.

The details on the Large Shareholding Report concerned are given below.

Large shareholders: Nippon Life Insurance Company and one other companies

Number of shares held: 18,741,303

Shareholding ratio: 7.62 %

3. Corporate Attributes

Listed Stock Market and Market Section	Tokyo Stock Exchange, Prime
Fiscal Year-End	March
Type of Business	Precision Equipment
Number of Employees (consolidated) as of the End of the Previous Fiscal Year	1000 or more
Sales (consolidated) as of the End of the Previous Fiscal Year	From ¥100 billion to less than ¥1 trillion
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	From 50 less than 100

4. Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholder

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5. Other Special Circumstances which may have Material Impact on Corporate Governance

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II. Business Management Organization and Other Corporate Governance Systems regarding

Decision-making, Execution of Business, and Oversight in Management

1. Organizational Composition and Operation

Organization Form	Company with an Audit & Supervisory Committee
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【Directors】

Maximum Number of Directors Stipulated in Articles of Incorporation	13
Term of Office Stipulated in Articles of Incorporation	1 Year
Chairperson of the Board	President and CEO
Number of Directors	10
Appointment of External Director	Appointed
Number of Outside Directors	5
Number of Independent Directors	5

(Outside Directors' Relationship with the Company (1))

Name	Attribute	Relationship with the Company*											
		a	b	c	d	e	f	g	h	i	j	k	
Toshiko Kuboki	From another company												
Yoshio Osawa	From another company												
Katsuhiko Yoshida	From another company												
Yaeko Ishida	From another company												
Noriko Yamanaka	From another company												

* Categories for "Relationship with the Company"

* "○" when the Director presently falls or has recently fallen under the category;

"△" when the Director fell under the category in the past

* "●" when a close relative of the Director presently falls or has recently fallen under the category;

"▲" when a close relative of the Director fell under the category in the past

a. Executive of the Company or its subsidiaries

b. Non-executive Director or Executive of a parent company of the Company

c. Executive of a fellow subsidiary company of the Company

d. A party whose major client or supplier is the Company or an Executive thereof

e. Major client or supplier of the listed company or an Executive thereof

f. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a director/kansayaku

g. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)

h. Executive of a client or supplier company of the Company (which does not correspond to any of d, e, or f) (the director himself/herself only)

i. Executive of a company, between which and the Company Outside director/kansayaku are mutually appointed (the Director himself/herself only)

j. Executive of a company or organization that receives a donation from the Company (the director himself/herself only)

k. Others

(Outside Directors' Relationship with the Company (2))

Name	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Selection
Toshiko Kuboki	○	—	<p>The Company intends to have Ms. Toshiko Kuboki assume supervisory functions in the appointment of the Company's President and CEO and processes such as the determination of officer compensation from an independent and objective position, in addition to utilizing her professional point of view as an attorney-at-law and her experience as an outside director of another company to check and supervise the Company's management. The Company therefore again appointed her as Outside Director.</p> <p>While she has not been involved in the management of a company aside from her position as an Outside Director or Outside Audit & Supervisory Board Member, the Company deems that she has thorough knowledge of corporate legal affairs as an attorney-at-law and will be able to properly perform her duties as Outside Director.</p>
Yoshio Osawa	○	—	<p>The Company intends to have Mr. Yoshio Osawa assume supervisory functions in the appointment of the Company's President and CEO and processes such as the determination of officer compensation from an independent and objective position, in addition to utilizing his considerable experience in and extensive knowledge of management to check and supervise the Company's management.</p> <p>The Company therefore again appointed him as Outside Director.</p>
Katsuhiko Yoshida	○	—	<p>In the belief that Mr. Katsuhiko Yoshida will utilize his considerable experience in and extensive knowledge of management to check and supervise the Company's management, the Company newly appointed him as Outside Director.</p>
Yaeko Ishida	○	○	<p>Ms. Yaeko Ishida has extensive experience and knowledge as an attorney-at-law, and since she will be able to utilize her professional point of view as an attorney-at-law to audit the Company, the Company believes that she is suitable for the position of Director who is an Audit & Supervisory Committee Member. While Ms. Yaeko Ishida has not been involved in the management of a company aside from her position as an Outside Director or Outside Audit &</p>

			Supervisory Board Member, the Company deems that she has thorough knowledge of corporate legal affairs as an attorney-at-law and will be able to properly perform her duties as Director who is an Audit & Supervisory Committee Member, and therefore newly nominated her as a candidate for Director who is an Audit & Supervisory Committee Member.
Noriko Yamanaka	○	○	Ms. Noriko Yamanaka has extensive experience and knowledge as a certified public accountant, and since she will be able to utilize her professional point of view as a certified public accountant to audit the Company, the Company believes that she is suitable for the position of Director who is an Audit & Supervisory Committee Member. While Ms. Noriko Yamanaka has not been involved in the management of a company aside from her position as an Outside Director or Outside Audit & Supervisory Board Member, the Company deems that she has thorough knowledge of corporate accounting and internal control as a certified public accountant and will be able to properly perform her duties as Director who is an Audit & Supervisory Committee Member, and therefore newly nominated her as a candidate for Director who is an Audit & Supervisory Committee Member.

[Company with an Audit & Supervisory Committee]

(Composition of Committee Members, and Attributes of Chairperson)

	Audit & Supervisory Committee
All Committee Members	3
Full-time Members	1
Inside Directors	1
Outside Directors	2
Chairperson	Outside Director
Directors or Employees Responsible for Assisting the Audit & Supervisory Committee in Fulfilling Its Duties	yes

(Cooperation among Audit & Supervisory Board, Accounting Auditors and Internal Audit Departments)

The Company receives a report on the accounting audit from the accounting auditor, Nihombashi Corporation, Certified Public Accountants and efficiently performs audit operations of the Company and its subsidiaries in cooperation with the accounting auditor to improve corporate governance.

The 140th INDEPENDENT AUDITORS (From 1 April, 2024 to 31 March, 2025)

1. Name: Nihombashi Corporation

2. Amount of Compensation

(1) Compensation for Independent Auditors for the fiscal year under review : JPY 60 Million

(2) Total amount of money and other material benefits to be paid to Independent Auditors by the Company and subsidiaries : JPY 85 Million

Notes:

1. In the audit agreement by and between the Company and the Independent Auditors, the Company does not clearly differentiate, and it is also practically impossible to differentiate, between compensation for audits under the Companies Act and compensation for audits under the Financial Instruments and Exchange Act. Thus, the amount stated in (1) above includes compensation for audits under the both Acts.

2. The Audit & Supervisory Board consented to the amount of compensation, etc. of the Independent Auditors after determining that, among others, the content of the audit program, the execution status of accounting audits, and the basis for calculation of compensation estimates of the Independent Auditors were appropriate.

3. Citizen Watch Company of America, Inc. and Citizen Watches (H.K.) Ltd. each of which is the Company's important subsidiary, undertook an audit by KPMG LLP and PHILIP LEE & CO., CERTIFIED PUBLIC ACCOUNTANTS respectively.

3. Non-audit Services

The Company entrusts the Independent Auditors to provide translation services concerning the preparation of Annual Reports and to issue comfort letters for bond offering.

4. Decision Making Policy for Dismissal or Non-reappointment of Independent Auditors

The Audit & Supervisory Committee (the "Committee") dismisses Independent Auditors based on the consent of all the Committee members when it judges that there are grounds for dismissal as provided for in Article 340, Paragraph 1 of the Companies Act. In this case, an Audit & Supervisory Board Member elected by the Audit & Supervisory Board will report the dismissal of the Independent Auditor and the reason for dismissal at the first General Meeting of Shareholders convened after dismissal.

Moreover, the Committee determines the content of a proposal regarding the dismissal or non-reappointment of Independent Auditors when it judges that they are inappropriate as Independent Auditors, by taking into consideration the quality of audits, effectiveness and efficiency of audit engagement, continuous audit years, etc. of said auditors in addition to the above.

If the Board of Directors judges and requests the Committee that it is necessary to propose the dismissal or non-reappointment of Independent Auditors as an agenda item at a General Meeting of Shareholders because the execution of duties by the Independent Auditors is disrupted, etc., the Committee judges whether or not said request is appropriate and determines the content of a proposal to be submitted to a General Meeting of Shareholders.

[Voluntary Committees]

Voluntary Establishment of Committee(s) Corresponding to Nomination Committee or Compensation Committee	Yes
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(Committee's Name, Composition, and Attributes of Chairperson)

	Committee Corresponding to Nomination Committee	Committee Corresponding to Remuneration Committee
Committee's Name	Nomination Committee	Remuneration Committee
All Committee Members	4	4
Full-time Members	0	0
Inside Directors	1	1
Outside Directors	3	3
Outside Experts	0	0
Other	0	0
Chairperson	Outside Director	Outside Director

(Supplementary Explanation)

The Company has established the Nominating Committee and the Compensation Committee as voluntary institutions to improve the transparency of the management of the Company.

The main duties of the Nominating Committee include discussions on matters concerning the appointment of the Representative Director, the President and CEO, and the Chairman of the Board of Directors, and proposals of such matters to the Board of Directors.

The main duties of the Compensation Committee include discussions on matters concerning the policies and standards of the compensation to be received by Directors, and the provision of advice concerning the same to the Board of Directors.

Each of the above-mentioned Committees is composed of three (3) or more Directors who are appointed by a resolution of the Board of Directors, the majority of which are Outside Directors and which shall include at least one (1) Representative Director. The Chairperson of each of the Committees shall be an Outside Director, and shall be elected by mutual election of the members of the Committees.

【Independent Directors/Audit & Supervisory Board Member】

Number of Independent Directors/ Audit & Supervisory Board Member	5
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【Incentives】

Incentive Policies for Directors	Performance-linked Remuneration/ Other
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(Supplementary Explanation)

Please refer to “Policy on Determining Amounts of Remuneration for Officers and its Calculation Methods” disclosed in the annual securities report of the Company.

【Director Remuneration】

Disclosure of Individual Directors' Remuneration	Not disclosed
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(Supplementary Explanation)

The 140th (From 1 April, 2024 to 31 March, 2025)

	Number of officers	Total amount of Compensation, etc. (millions of yen)	Amount of fixed compensation out of all compensation, etc. (millions of yen)	Amount of bonus out of all compensation, etc. (millions of yen)	Amount of Performance-linked Stock compensation out of all compensation, etc. (millions of yen)
Directors (Excluding Outside Directors)	6	290	134	93	62
Audit & Supervisory Board Member (Excluding Outside Audit & Supervisory Board Members)	1	19	19	-	-
Outside Officers	5	61	61	-	-

(Note) The performance-linked share-based compensation of 62 million yen for Directors (excluding Outside Directors and non-residents in Japan) is the amount posted as expenses for fiscal year under review.

Policy on Determining Remuneration Amounts and Calculation Methods	Established
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(Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods)

An outline of the details of the policy on determining compensation etc. for individual Directors is as follows.

The resolution on this policy was made based on the recommendations of the Compensation Committee.

(1) Composition of compensation for Directors

Compensation for Directors of the Company is composed of fixed compensation, bonuses and performance-linked stock compensation (hereinafter "bonuses" and "performance-linked stock compensation" are referred to collectively as "performance-linked compensation").

(2) Policy for determining the amount of fixed compensation and its calculation method and policy for determining the timing and conditions of granting fixed compensation to Directors

The Company's policy for determining the amount of fixed compensation is to determine a level that will motivate Directors to fully demonstrate their qualities and abilities and to strive for sustainable growth based on the Company's corporate philosophy and that will also enable it to attract and retain talent, while considering changes in the business environment, external data, general compensation levels and the business situation in determining it. In the case of a change in positions of Directors in June every year, the Compensation Committee, which is delegated authority by resolution of the Board of Directors, determines amounts within the limits stipulated in the Directors' Monthly Basic Compensation Standards at meetings of the Compensation Committee which to be held in a timely manner with fixed compensation paid in cash every month.

In the event of serious deterioration in business performance or misconduct within the Group (the corporate group consisting of the Company and its subsidiaries), the Company may change the amount of fixed compensation by a resolution of the Board of Directors based on a report of the Compensation Committee or recommendations of the Compensation Committee submitted following consultation by the Board of the Directors or the President.

(3) Policy on determining performance indicators and details for performance-linked compensation and amount or number of performance-linked compensation and their calculation method, and policy for determining the timing and conditions of granting performance-linked compensation to Directors

1) Bonuses

The Company's policy is to determine bonus amounts based on the financial evaluation criteria (net sales, operation profit, etc.) and the non-financial evaluation criteria (global situation, disasters, M&A, etc.) stipulated in Directors' bonus payment standards in addition to the policy stipulated in (2) and amounts are determined in June every year, in principle, by the Compensation Committee, which is delegated authority by resolution of the Board of Directors. Bonuses are paid in cash in July each year.

2) Performance-linked stock compensation

The aim of performance-linked stock compensation is to clarify the link between the compensation of Directors and the Company's stock price and to motivate Directors to contribute to improving business performance and enhancing corporate value in the medium and long term. The plan is a performance-linked stock compensation plan for Directors (excluding Outside Directors and non-residents in Japan) of the Company whereby shares of the Company are acquired through a trust funded by amounts of Directors' compensation contributed by the Company according to position, and shares of the Company or cash in the amount equivalent to the conversion value of the Company's shares are delivered or granted (hereinafter referred to as "delivered, etc.") according to the level of achievement of business targets. The amount or number of such compensation and their calculation methods are stipulated in the Share Delivery Regulations for the Officers' Compensation BIP Trust by resolution of the Board of Directors based on the recommendations of the Compensation Committee.

Performance-linked stock compensation is delivered, etc. upon the retirement of each Directors, in principle in accordance with the Share Delivery Regulations for the Officers' Compensation BIP Trust.

(4) Policy for determining percentages of compensation of individual Directors accounted for by fixed compensation and performance-linked compensation

The compensation of Directors of the Company is composed of fixed compensation and performance-linked compensation. These are set at a level that will motivate Directors to fully demonstrate their qualities and abilities and strive for sustainable growth based on the Company's corporate philosophy while also enabling the Company to attract and retain talent and at a level that takes changes in the business environment, external data, general compensation levels and the business situation into consideration and will be effective in increasing motivation to improve business performance and enhance corporate value in the medium and long term. When the results of performance evaluations, etc. in relation to performance-linked compensation are at the maximum level, performance-linked compensation shall account for more than 50% of the compensation of individual directors, of which performance-linked stock compensation shall account for around 20%. Performance-linked compensation may not be paid as a result of the performance evaluation or other factors.

Bonuses are paid to Directors excluding Outside Directors, and performance-linked compensation is paid to Directors excluding Outside Directors and non-residents in Japan.

(5) Matters concerning the full or partial delegation of authority to determine the content of the compensation, etc. of each Director to the Directors or other third parties

1) The authority to determine the name(s) and position(s) within the Company of the person(s) delegated with such authority and the details of the individual compensation of the Directors in charge, is delegated to the Compensation Committee, which is composed of members elected from among Directors by resolution of the Board of Directors in accordance with the provisions of the Compensation Committee Regulations.

2) Details of authority delegated to person(s) in 1)

The authority delegated to the Compensation Committee consists of the following matters provided for in the Compensation

Committee Regulations.

- (1) To deliberate and determine matters related to compensation, etc. delegated by the Board of Directors
 - (2) To deliberate policies on compensation, etc. and matters related to standards and to make recommendations to the Board of Directors.
 - (3) To deliberate and report on matters related to compensation, etc. in response to consultation by the Board of Directors or the President.
 - (4) Other matters stipulated by resolution of the Board of Directors
- 3) Details of measures to ensure that the authority in 2) is exercised appropriately by the person(s) in 1)

To increase transparency in relation to the compensation, etc. of Directors, the Company has a Compensation Committee which is composed of three or more Directors elected by resolution of the Board of Directors. A majority of the members are Outside Directors and the Committee includes one or more Representative Director Resolutions by the Compensation Committee are passed by a majority of votes cast at a meeting where the majority of the members entitled to participate in the vote are present and the chair of the Compensation Committee is appointed from among the Outside Directors by mutual vote of the committee members. (5) Details of the authority delegated to the Compensation Committee in 2) and other matters related to the Compensation Committee are as stipulated in the Compensation Committee Regulations.

【Supporting System for Outside Directors and/or Audit & Supervisory Board Member】

In holding a meeting of the Board of Directors, the Company sends materials to the Outside Directors in advance and otherwise provides information as necessary.

One of the two Outside Audit & Supervisory Board Members performs the duties of the full-time Audit & Supervisory Board Members and attends the meeting of the Board of Directors, the management meeting, the meeting for each business, the meeting for important business execution, etc.

One of the two Outside Audit & Supervisory Board Members performs the duties of the part-time Audit & Supervisory Board Members. In holding a meeting of the Board of Directors, the Company sends materials to him in advance and otherwise provides information as necessary.

2. Matters on Functions of Business Execution, Auditing, Oversight, Nomination and Remuneration Decisions (Overview of Current Corporate Governance System)

- Summary of the Company's organization

The Company has elected to operate as a company with Audit & Supervisory Committee. The Board of Directors of the Company consists of four Directors (excluding Directors who are Audit & Supervisory Committee members) who preside over the corporate group and execute major business operations, three Outside Directors (excluding Directors who are Audit & Supervisory Committee members) who check and oversee management from an independent standpoint, leveraging abundant experience as corporate managers and broad insight, and three Audit & Supervisory Committee members, including two Outside Directors, who have extensive knowledge of and broad insight into corporate legal affairs, accounting, etc. The Company conducts audits by establishing Audit & Supervisory Committee whose members are these three Audit & Supervisory Committee members.

- Details of the Company's organization and status of development of internal control system

The Company holds Management Committee meetings that are attended by the full-time Directors and full-time Audit & Supervisory Board Members to maintain prompt business judgment and management transparency. Matters to be resolved at the Board of Directors meetings and other important managerial issues are fully discussed and deliberated in advance at these

meetings.

The Board of Directors makes decisions about the performance of business and supervises these performances. Management of business operations is carried out by the Representative Director, the Directors in charge of operations and the Operating Officers. The Board of Directors' meetings were held seventeen (17) times during FY2024. All Directors and Audit & Supervisory Board Members attended approximately 94% or more of the Board of Directors' meetings held during the fiscal year under review during their term of office.

- Nomination Committee and Compensation Committee

The Company has established the Nomination Committee and the Compensation Committee as voluntary institutions to improve the transparency of the management of the Company.

The main duties of the Nomination Committee include (i) deliberations on matters regarding the selection and/or dismissal of a Representative Director(s), a President and Director, and/or a Chairman and Director, as well as the offering of its proposals thereof to the Board of Directors, (ii) deliberations on the selection and/or dismissal of an Officer(s) pursuant to requests for advisory opinions from the Board of Directors, a President and Director and/or other Directors, as well as the provision of its replies thereto, and (iii) deliberations on plans for a successor(s) to a President and Director and/or a Director(s) pursuant to requests for advisory opinions from the Board of Directors, a President and Director and/or other Directors, as well as the provision of its replies thereto.

The main duties of the Compensation Committee include discussions on matters concerning the policies and standards of the compensation to be received by Directors, and the provision of advice concerning the same to the Board of Directors.

Each of the above-mentioned Committees is composed of three (3) or more Directors who are appointed by a resolution of the Board of Directors, the majority of which are Outside Directors and which shall include at least one (1) Representative Director. The Chairperson of each of the Committees shall be an Outside Director, and shall be elected by mutual election of the members of the Committees.

- Status of audits by Audit & Supervisory Board Members, audits by Independent Auditors and internal audits

Each Audit & Supervisory Board Member conducts strict audits on the Directors' performance of their duties, in accordance with the audit policy and audit program stipulated by the Audit & Supervisory Board, by attending the Board of Directors meetings, Management Committee meetings, division meetings, or other such meetings; receiving from the Directors and other officers reports on the status of the performance of their duties; reviewing important written decisions and other documents; and investigating the business and financial status of the Company. The Company also receives a financial audit report from Nihombashi Corporation, which is an Independent Auditor. The Company conducts effective audits on itself and its subsidiaries in collaboration with the Independent Auditor, and is working on the further expansion and improvement of corporate governance. Audit & Supervisory Board meetings were held thirteen (13) times during the fiscal year under review. All Audit & Supervisory Board Members attended approximately 92% or more of the Audit & Supervisory Board meetings held during FY2024 during their term of office.

With respect to the financial audits, the certified public accountants who independently audited the Company are Mr. Tatsuya Oritoya and Mr. Shigehiro Chiba, associates of Nihombashi Corporation. In addition, seven (9) certified public accountants, eight (4) successful candidates who have passed the Certified Public Accountants Examination, etc. assisted in the audit of the Company. The Company ensures fairness and independence while it is audited by the Independent Auditors.

The reappointment of Independent Auditors is deliberated and decided by the Audit & Supervisory Board. If the Audit & Supervisory Board disapproves of the reappointment of the Independent Auditors, the proposal will be deliberated on at the Ordinary General Meeting of Shareholders pursuant to the Companies Act.

In addition, the Company has established the Internal Audit Department as an internal audit division and conducts audits in accordance with an annual audit plan to confirm that the business execution of the Company and its subsidiaries is appropriate and reasonable.

The auditing organizations, the internal audit division, and the internal control division communicate closely.

3. Reasons for Adoption of Current Corporate Governance System

The Company has elected to operate as a company with Audit & Supervisory Committee. The Board of Directors of the Company consists of four Directors (excluding Directors who are Audit & Supervisory Committee members) who preside over the corporate group and execute major business operations, three Outside Directors (excluding Directors who are Audit & Supervisory Committee members) who check and oversee management from an independent standpoint, leveraging abundant experience as corporate managers and broad insight, and three Audit & Supervisory Committee members, including two Outside Directors, who have extensive knowledge of and broad insight into corporate legal affairs, accounting, etc. The Company conducts audits by establishing Audit & Supervisory Committee whose members are these three Audit & Supervisory Committee members. The Company has also established Nomination Committee and Remuneration Committee as voluntary bodies in order to enhance management transparency. The main responsibility of the Nomination Committee is to deliberate matters regarding the selection of representative directors, director & president and director & chairperson and submit relevant proposals to the Board of Directors, while the main responsibility of the Remuneration Committee is to deliberate matters regarding policies and standards for remuneration, etc. to be paid to Directors (excluding Directors who are Audit & Supervisory Committee members) and submit relevant recommendations to the Board of Directors. Each of these committees comprises more than three Directors selected based on resolution of the Board of Directors, and Outside Directors shall make up a majority of each committee. In addition, their members shall include no less than one representative director. An Outside Director is selected through mutual election by members and is assigned to be a chairperson for each committee. By adopting the above framework, the Company judges that it can ensure the appropriate and efficient execution of duties, management transparency and multilateral business monitoring functions.

III. Implementation of Measures for Shareholders and Other Stakeholders

1. Measures to Vitalize the General Shareholder Meetings and Smooth Exercise of Voting Rights

	Supplementary Explanation
Early Notification of General Shareholder Meeting	<p>Since 2006, the Company has endeavored to issue a notice at least three (3) weeks prior to the date of the General Meeting of Shareholders .</p> <p>Since 2016, the Company has made the notice available electronically upon passing the resolution for convening the General Meeting of Shareholders at the meeting of the Board of Directors until the issue of the convocation notice.</p> <p>https://www.citizen.co.jp/global/ir/general_meeting.html</p>
Scheduling AGMs Avoiding the Peak Day	Since 2006, the Company has endeavored to hold the meeting at least one (1) business day before the peak day.
Allowing Electronic Exercise of Voting Rights	The Company has adopted the online exercise of voting rights via personal computer or mobile phone.
Participation in Electronic Voting Platform	Since 2007, the Company has participated in the platform for the electronic exercise of voting rights for institutional investors.
Providing Convocation Notice in English	The convocation notice is made available in English.
Other	The convocation notice is made available on the Company's homepage.

2. IR Activities

	Supplementary Explanation	Presentation by President
Preparation and Publication of Policies on Disclosure	<p>The Company has established the Policies on Disclosure and posts them on the IR section of its website</p> <p>https://www.citizen.co.jp/global/ir/disclosure.html</p>	
Regular Investor Briefings for Individual Investors	The Company strengthens IR for individual investors, such as by disclosing latest financial results presentation without delay and the Company introduction movie on IR website.	No
Regular Investor Briefings for Analysts and Institutional Investors	In addition to quarterly financial results briefings by the representative and the officer in charge of IR, individual interviews with domestic and foreign institutional investors and analysts of securities companies are conducted by IR staff as appropriate.	Yes
Posting of IR Materials on Website	The Company makes available a summary of accounts, financial results briefing materials, questions and answers at the briefings, the securities reports, the semiannual reports, CITIZEN REPORT (Integrated Report) and other documents.	-
Establishment of Department and/or Manager in Charge of IR	The Company has established the office for public relations and IR and assigned three employees to it.	-

3. Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanation
Stipulation of Internal Rules for Respecting the Position of Stakeholders	The Company stipulates in the Citizen Group Code of Conduct that the positions of the stakeholders shall be respected.
Implementation of Environmental Activities, CSR Activities etc.	Information regarding environmental and social contribution activities is made available to the general public via the webpages, etc. of the Company. https://www.citizen.co.jp/global/sustainability/report/index.html https://www.citizen.co.jp/global/sustainability/index.html
Development of Policies on Information Provision to Stakeholders	The Company intends to improve the CSR initiatives through communication with all stakeholders. The Citizen Group Code of Conduct provides that “corporate information shall be disclosed actively and fairly and managed appropriately.”
Other	The Company aims to create an environment that is easy to work in for all the employees, regardless of their attributes. To promote the active participation of women, the Company has formed a diversity project team. The Company also gives support to all employees so that they can show their ability to the fullest by encouraging tailored communication with them including regular meetings with employees who are raising a child or caring for a family member. The ratio of female managers at major Group companies is posted at the URL below (Citizen Group ESG Data). https://www.citizen.co.jp/global/sustainability/data/index.html

IV. Matters Related to the Internal Control System

1. Basic Views on Internal Control System and the Progress of System Development

The Company will endeavor to establish a system for compliance with laws and regulations and the Articles of Incorporation on a company-wide basis based on compliance with the Citizen Group Code of Conduct, and to establish an effective internal control system to further strengthen corporate governance by the Directors so that the entire business of the Company can be executed properly and strongly.

In addition, the Company has established the Citizen Group Code of Conduct to ensure that employees perform their duties in accordance with the laws and regulations and the Articles of Incorporation and that the Company fulfills its corporate social responsibility. It has also established the Internal Audit Department under the direct control of the President and CEO and ensures thorough awareness of the Code of Conduct and increases knowledge and awareness of compliance among all the officers and employees for the promotion thereof.

Moreover, the Company has established an internal reporting system under which internal reporters are protected and appropriate actions are taken without fail with the additional functions of early discovery and self-correction to prevent loss and minimize impacts.

2. Basic Views on Eliminating Anti-Social Forces

The Company stipulates in the guidelines of the Citizen Group Code of Conduct that it will take a resolute attitude toward

antisocial forces. The Company also explicitly sets forth that it will not provide donations or financial support or purchase materials or otherwise take any actions in a way that may bring illicit gains or profits to antisocial forces, without exception, and ensures broad awareness of this.

In addition, the department in charge of general affairs takes the leadership in the management of information. Information is shared by joining the organization affiliated with the police to strengthen links and cooperation.

V Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not Adopted
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(Supplementary Explanation)

As its name indicates, the Citizen Group’s mission is to provide citizens around the world with better products and services, and the Group has been working to secure and enhance its corporate value and the common interests of shareholders by being appreciated by citizens and working for the lives of people worldwide through manufacturing under its corporate philosophy “Loved by citizens, working for citizens.” The Company believes that the individuals who control the decisions on its financial and business policies must be able to steadily put into practice the Group’s business strategies from a medium- to long-term perspective based on the understanding of the Group’s corporate philosophy and business characteristics, and that they must make it possible for the Company to continue to secure and enhance its corporate value and the common interests of shareholders sustainably.

The Company believes that even if a large-scale purchase act is conducted against the Company, it should ultimately be left to the shareholders to decide whether or not the Company should accept it. The Company will not unconditionally deny a large-scale purchase act if it will contribute to the corporate value and the common interests of shareholders of the Company.

However, assuming that the legal system and the financial environment as of today’s date exist, a large-scale purchase act that will not contribute to the corporate value and the common interests of shareholders of the Company is also expected. A large-scale purchase act includes an act that will not sincerely aim for rational management given its purpose and method and will cause unrecoverable damage to the Company, an act that could virtually force the shareholders to sell their shares, an act that will not provide sufficient time and information for the shareholders and the board of directors of the target company to examine the conditions for the purchase or for the board of directors of the target company to present an alternative plan, and an act that will require negotiations with the purchaser for the target company to achieve more advantageous conditions than those presented by the purchaser.

The Company believes that those who conduct a large-scale purchase act such as that described above are not appropriate to control decisions on the Company’s financial and business policies. Accordingly, the Company will take appropriate measures based on the Financial Instruments and Exchange Act, the Companies Act and other related laws and regulations to secure its corporate value and the common interests of shareholders, including making efforts to secure time and information for the shareholders to examine the large-scale purchase act by asking the person who is attempting to conduct the large-scale purchase act to provide necessary and sufficient information to enable the shareholders to make an appropriate judgment and disclosing the opinions of the Board of Directors to that person.

2. Other Matters Concerning to Corporate Governance System

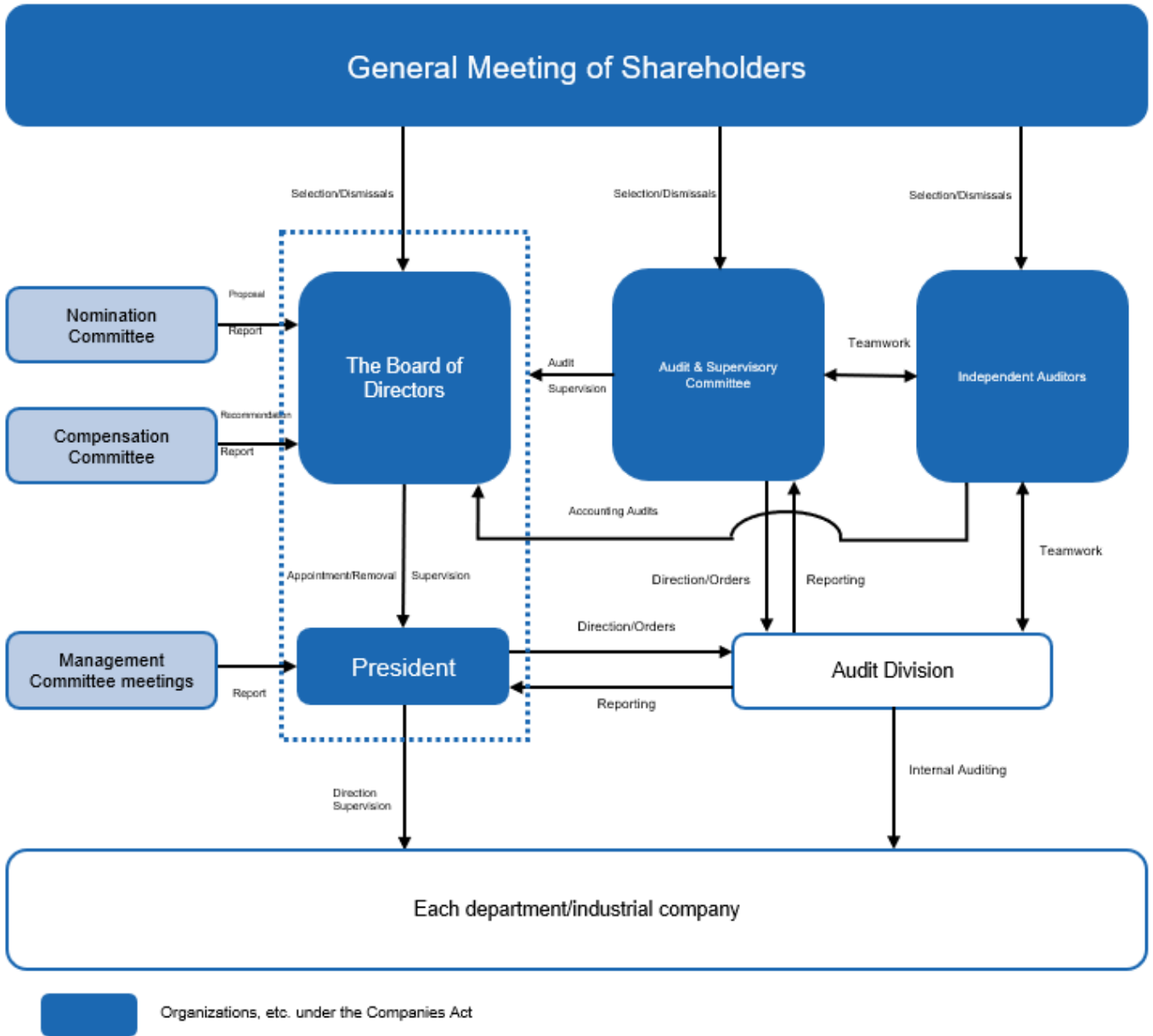
Directors' Skills Matrix

Position/Name	Gender	Corporate management / Management strategy	Sales / Marketing	Technology / Development / Production	Global management	IT/DX	Human resources development / Diversity	Finance/Accounting	ESG / Sustainability	Legal / Risk management
President & CEO Yoshitaka Oji	Male	•	•	•	•				•	
Senior Managing Director Toshiyuki Furukawa	Male	•	•		•	•		•	•	
Managing Director Yoshiaki Miyamoto	Male	•		•	•		•		•	•
Director Keiichi Kobayashi	Male	•	•		•	•			•	
Outside Director Toshiko Kuboki	Female						•		•	•
Outside Director Yoshio Osawa	Male	•	•		•	•			•	•
Outside Director Katsuhiko Yoshida	Male	•	•	•			•		•	
Director Full-time Audit & Supervisory Committee Member Kazunori Yanagi	Male	•		•	•		•	•		
Outside Director Audit & Supervisory Committee Member Yaeko Ishida	Female								•	•
Outside Director Audit & Supervisory Committee Member Noriko Yamanaka	Female							•		•

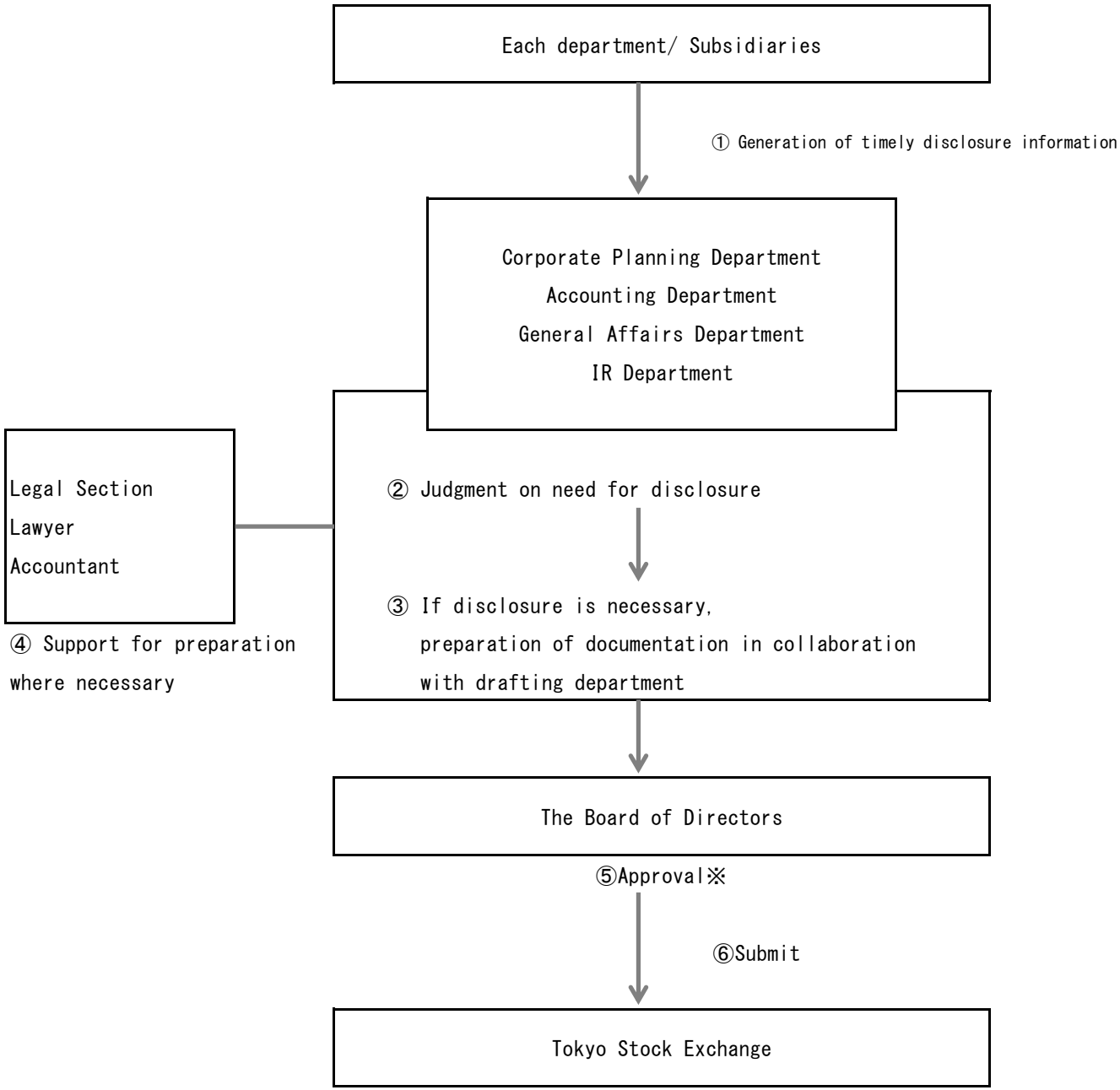
(Note) 1. The above does not show the entirety of the knowledge and experience of each director.

2. The business name of Ms. Yaeko Ishida as a lawyer is Yaeko Kitadai.

Corporate Governance Framework



Timely Disclosure Framework



*In case of emergency such as the "occurrence of a disaster", the Company may make disclosure based on the approval of the Representative Director and President and the officer in charge, without obtaining the approval of the Board of Directors.