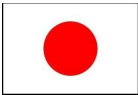


MEETING DATE	Tue, 16 Jun 2015 10:30 am	TYPE	AGM	ISSUE DATE	Wed, 03 Jun 2015
MEETING LOCATION	KOBE PORTOPIA HOTEL 10-1, Minatojima Nakamachi 6-chome, Chuo-ku, Kobe, Hyogo "Kairaku-no-ma," basement floor, Main Building				
CURRENT INDICES	PIRC Japan				
SECTOR	Secondary smelting and refining of nonferrous metals				

PROPOSALS		ADVICE
1	<p>Amend Articles - Change to Three Committee Structure/Audit and Supervisory Committee</p> <p>The board proposes to alter the board structure to change from a "Statutory Corporate Auditor" structured company (Kansayaku-secchi-gaisha) to a three-committee structure (linkai-Secchi Gaisha), with committees responsible for audit, nomination and remuneration/or to an Audit and Supervisory Committee structured company - a development that is welcomed. This change is proposed to reinforce the audit and supervisory functions of the board of directors to leverage the function of non-executive outside directors without executive authority over operations. To this end, it proposes that provisions regarding the board with audit committee and its members be newly established and provisions regarding corporate auditors and the board of Corporate Auditors to be deleted. Under this model, and in line with the Japanese Commercial Code, each of the board committees should consist of a majority of independent directors. There is sufficient independent [outside] representation on the board. Support is recommended.</p>	For
2.1	<p>Elect Terayama Mitsuharu</p> <p>The company operates under the Kansa-to iin structure, with a board of directors and an audit & supervisory committee. Sufficient data is available on which a judgement can be based to assess independence of all candidates. Elect five of whom all are incumbent. When there is insufficient outside directors on the board it is recommended to vote against the most senior director standing for election.</p> <p>President. It is considered that it is the responsibility of the most senior Board members to ensure that there is appropriate outside oversight of Board decisions. As there is sufficient outside presence on the Board, Triodos supports this resolution.</p>	For
2.2	<p>Elect Takeuchi Yoshikatsu</p> <p>Executive Director. Acceptable Proposal.</p>	For
2.3	<p>Elect Higashiura Tomoya</p> <p>Executive Director. Acceptable Proposal.</p>	For
2.4	<p>Elect Shigemasa Keitarou</p> <p>Executive Director. Acceptable Proposal.</p>	For
2.5	<p>Elect Kawabata Kazuo</p> <p>Executive Director. Acceptable Proposal.</p>	For
3.1	<p>Appoint a Director as a Supervisory Committee Member Morii Shouji</p> <p>The Company plans to operate under the new corporate governance structure, with a board of directors and an audit and supervisory committee.</p> <p>Non-Executive Outside Director, not considered to be independent. The Audit & Supervisory Committee is greater or equal 50% independent. Triodos supports this resolution.</p>	For
3.2	<p>Appoint a Director as a Supervisory Committee Member Tanabe Yukio</p> <p>Executive Director. The company plans to operate under the new corporate governance structure, with a board of directors; and an audit & supervisory committee. As he is an executive directors on the committee, Triodos opposes this resolution.</p>	Oppose

- 3.3 Appoint a Director as a Supervisory Committee Member Tokumine Kazuhiko** **For**
Independent Outside Non-Executive Director. The company plans to operate under the new corporate governance structure, with a board of directors, and an audit & supervisory committee. Triodos supports this resolution.
- 3.4 Appoint a Director as a Supervisory Committee Member Ookubo Hiroharu** **For**
Independent Outside Non-Executive Director. The company plans to operate under the new corporate governance structure, with a board of directors, and an audit & supervisory committee. Triodos supports this resolution.
- 4 Reviewing Aggregate Remuneration Amount of Directors/ Audit Committee Members** **For**
Following a recent change in the Commercial Code, Japanese companies must change the way in which authority is sought from shareholders for annual bonus payments. These amounts were formerly included within the amount specified in the agenda concerning annual authority to approve appropriation of profits. Increases in the aggregate amount which a company is allowed to pay its directors are usually sought as part of the decision to stop including annual bonus payments in annual authorities for the appropriation of surplus and also to include such bonus in the aggregate amount of monthly salary. The board is proposing to set a maximum annual amount of 200 million yen for directors (excluding directors serving on the audit committee) in view of the general circumstances. Additionally, audit committee members remuneration will be at a maximum annual amount will be set at 100 million yen based on their duties and responsibilities. As the use of the increase of pay has been justified with the transition with a board with audit committee and the company has not made a loss, Triodos supports this resolution.
- 5 Reviewing Aggregate Remuneration Amount of Directors** **For**
The board is proposing to shareholders to approve a performance-based stock compensation plan with the objective to integrally manage the remuneration of directors of the company and its subsidiaries. The purpose of introducing the Compensation Plan targeting directors is to increase their awareness of contributing to further enhancing the Asahi Holdings Group's business performance and corporate value. Following a recent change in the Commercial Code, Japanese companies must change the way in which authority is sought from shareholders for stock plan. As the plan is restricted to executives and the company has not made a loss, Triodos supports this resolution.
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