

MEETING DATE	Fri, 19 Jun 2015 10:00 am	TYPE	AGM	ISSUE DATE	Wed, 10 Jun 2015
MEETING LOCATION	Head Office, DENSO CORPORATION 1-1, Showa-cho, Kariya, Aichi 448-8661, Japan				
CURRENT INDICES	PIRC Japan				
SECTOR	Motor vehicle parts and accessories				

	PROPOSALS	ADVICE
1	<p>Appropriation of Surplus Japanese companies seek specific authority for the appropriation of any surplus in earnings and this authority includes any distribution of a dividend. The approach to such resolutions rests on the degree to which the dividend payout ratio is in line with the level of distribution which investors could reasonably expect. A dividend of 63 yen per share is proposed and the dividend payout ratio is approximately 29.9%. Acceptable proposal.</p>	For
2	<p>Approve Stock Repurchase It is acknowledged that under Japanese law companies do not have to seek shareholder approval to repurchase shares. As the board is willing to be held accountable for its capital management decisions, Triodos supports this resolution.</p>	For
3	<p>Amend Articles - Limit Liability of Directors/Statutory Auditors The board is submitting a proposal to limit the liability for directors/statutory auditors. Acceptable proposal.</p>	For
4.1	<p>Elect Katou Nobuaki The Company operates under the Kansayaku-setchi-kaisha structure, with a board of directors and a board of corporate auditors. Sufficient data is available on which to base a judgement of the independence of all candidates. Elect thirteen directors of whom ten are incumbent.</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 inadequate outside presence on the Board (less than three outside directors) an oppose vote on the most senior directors is recommended.</p>	Oppose
4.2	<p>Elect Kobayashi Kouji Executive Director. Acceptable Proposal.</p>	For
4.3	<p>Elect Arima Kouji Executive Director. Acceptable Proposal.</p>	For
4.4	<p>Elect Miyaki Masahiko Executive Director. Acceptable Proposal.</p>	For
4.5	<p>Elect Maruyama Haruya Executive Director. Acceptable Proposal.</p>	For
4.6	<p>Elect Yamanaka Yasushi Executive Director. Acceptable Proposal.</p>	For
4.7	<p>Elect Tajima Akio Executive Director. Acceptable Proposal.</p>	For
4.8	<p>Elect Makino Yoshikazu Executive Director. Acceptable Proposal.</p>	For
4.9	<p>Elect Adachi Michio Executive Director. Acceptable Proposal.</p>	For
4.10	<p>Elect Iwata Satoshi Executive Director. Acceptable Proposal.</p>	For

4.11	Elect Ito Masahiko Executive Director. Acceptable Proposal.	For
4.12	Elect George Olcott Independent Non-Executive Outside Director.	For
4.13	Elect Nawa Takashi Independent Non-Executive Outside Director.	For
5.1	Elect Shinmura Atsuhiko The traditional governance structure for Japanese companies (Kansayaku) involves the appointment of corporate auditors. Large Japanese companies are required to form a board of corporate auditors with powers to examine board activities and oversee financial reports. Such companies are required by law to appoint at least three statutory auditors to the corporate audit board. At least half the corporate auditors must qualify as 'outsiders'. Beyond this legal minimum, it is considered to be best practice that boards of corporate auditors should be composed wholly of outsiders. New appointments are therefore considered in the context of their affect on the balance of independence where disclosure allows. It is considered that the corporate auditor board will be 40% independent following the Annual Meeting. Inside Corporate Auditor. Not considered to be independent. Triodos opposes this resolution.	Oppose
5.2	Elect Yoshida Moritaka It is considered that the corporate auditor board will be 40% independent following the Annual Meeting. Outside Corporate Auditor. Not considered to be independent. The corporate auditor board is less than 50% independent. Triodos opposes this resolution.	Oppose
5.3	Elect Kondou Toshimichi It is considered that the corporate auditor board will be 40% independent following the Annual Meeting. Independent Outside Corporate Auditor. Acceptable proposal.	For
6	Payment of Bonus to Directors/Corporate Auditors The company proposes the payment of bonuses to directors and corporate auditors. Although shareholders are given an opportunity to vote at the Annual Meeting on whether bonus would be paid, the level of individual payment is unclear and is decided entirely by the board. However, the company does disclose that only internal directors will be able to benefit from this awards scheme and aggregate amount payable of 344,500,000 Yen is disclosed. Acceptable proposal.	For

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