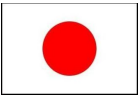


MEETING DATE	Wed, 15 Jun 2016	TYPE	AGM	ISSUE DATE	Thu, 02 Jun 2016
CURRENT INDICES	PIRC Japan				
SECTOR	Motor vehicles and passenger car bodies				

PROPOSALS		ADVICE
1.1	<p>Elect Uchiyamada Takeshi Chairman, Representative Director. It is considered the responsibility of the most senior Board member to ensure that there is appropriate outside oversight of Board decisions. As there are three or more outside directors, it is considered that there is adequate outside presence on the Board, Triodos supports this resolution.</p>	For
1.2	<p>Elect Toyoda Akio President, Representative Director. It is considered the responsibility of the most senior Board member to ensure that there is appropriate outside oversight of Board decisions. As there are three or more outside directors, it is considered that there is adequate outside presence on the Board. Triodos supports this resolution.</p>	For
1.3	<p>Elect Kodaira Nobuyori Executive Director. Acceptable proposal.</p>	For
1.4	<p>Elect Katou Mitsuhsa Executive Director. Representative Director. Acceptable proposal.</p>	For
1.5	<p>Elect Ichiji Takahiko Executive Director. Acceptable proposal.</p>	For
1.6	<p>Elect Didier Leroy Executive Director. Acceptable proposal.</p>	For
1.7	<p>Elect Terashi Shigeki Executive Director. Acceptable proposal.</p>	For
1.8	<p>Elect Hayakawa Shigeru Executive Director. Acceptable proposal.</p>	For
1.9	<p>Elect Uno Ikuo Non-Executive Outside Director, but not considered to be independent due to his affiliation with a major shareholder. However, there are three outside directors on the Board and given that it is considered that there should be a minimum of three outside directors. Triodos supports this resolution.</p>	For
1.10	<p>Elect Katou Haruhiko Non-Executive Outside Director, but not considered to be independent due to his affiliation with the government. However, there are three outside directors on the Board and given that it is considered that there should be a minimum of three outside directors. Triodos supports this resolution.</p>	For
1.11	<p>Elect Mark T. Hogan Independent Outside Non-Executive Director.</p>	For
2	<p>Elect Reserve Corporate Auditor Elect Sakai Ryuuji, attorney-at-law. Outside Substitute Corporate Auditor. Triodos supports this resolution.</p>	For
3	<p>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 is disclosed. Triodos supports this resolution.</p>	For

SUPPORTING INFORMATION FOR RESOLUTIONS

Proposal 2 - Elect Reserve Corporate Auditor

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.

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