

MEETING DATE	Tue, 20 Jun 2017 10:00 am	TYPE	AGM	ISSUE DATE	Tue, 06 Jun 2017
MEETING LOCATION	Head Office, DENSO CORPORATION 1-1, Showa-cho, Kariya, Aichi, Japan				
CURRENT INDICES	PIRC Japan				
SECTOR	Motor vehicle parts and accessories				

PROPOSALS		ADVICE
1.1 Elect Katou Nobuaki Chairman, Representative Director. 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. There is inadequate outside presence on the Board (less than three outside directors). Triodos opposes this resolution.		Oppose
1.2 Elect Kobayashi Kouji Executive Director. Representative Director.		For
1.3 Elect Arima Kouji President, Representative Director. 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. There is an inadequate outside presence on the Board (less than three outside directors). Triodos opposes this resolution.		Oppose
1.4 Elect Maruyama Haruya Executive Director. Representative Director.		For
1.5 Elect Yamanaka Yasushi Executive Director. Representative Director.		For
1.6 Elect Wakabayashi Hiroyuki Executive Director. Representative Director.		For
1.7 Elect Makino Yoshikazu Executive Director.		For
1.8 Elect George Olcott Independent Non-Executive Outside Director.		For
1.9 Elect Nawa Takashi Independent Non-Executive Outside Director.		For
2.1 Elect Iwase Masato Inside Corporate Auditor. Not considered to be independent. Triodos opposes this resolution.		Oppose
2.2 Elect Matsushima Noriyuki Independent Outside Corporate Auditor. Triodos supports this resolution.		For
3 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.		For

SUPPORTING INFORMATION FOR RESOLUTIONS

Proposal 2.1 - Elect Iwase Masato

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 effect on the balance of independence.

Note: It is considered that the corporate auditor board will be 40% independent following the Annual Meeting.

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