

MEETING DATE	Fri, 23 Mar 2018 10:00 am	TYPE	AGM	ISSUE DATE	Tue, 06 Mar 2018
MEETING LOCATION	The Prince Park Tower Tokyo Second basement, Ball Room 8-1, Shibakoen 4-chome, Minato-ku, Tokyo				
CURRENT INDICES	PIRC Japan				
SECTOR	Farm machinery and equipment				

PROPOSALS		ADVICE
1.1	<p><b>Elect Kimata Masatoshi</b> 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>	<b>For</b>
1.2	<p><b>Elect Kubo Toshihiro</b> Executive Director. Representative Director.</p>	<b>For</b>
1.3	<p><b>Elect Kimura Shigeru</b> Executive Director.</p>	<b>For</b>
1.4	<p><b>Elect Ogawa Kenshirou</b> Executive Director.</p>	<b>For</b>
1.5	<p><b>Elect Kitao Yuuichi</b> Executive Director.</p>	<b>For</b>
1.6	<p><b>Elect Yoshikawa Masato</b> Executive Director.</p>	<b>For</b>
1.7	<p><b>Elect Sasaki Shinji</b> Newly nominated Executive Director.</p>	<b>For</b>
1.8	<p><b>Elect Matsuda Yuzuru</b> Independent Non-Executive Outside Director.</p>	<b>For</b>
1.9	<p><b>Elect Ina Kouichi</b> Independent Non-Executive Outside Director.</p>	<b>For</b>
1.10	<p><b>Elect Shintaku Yuutarou</b> Newly nominated Independent Non-Executive Outside Director.</p>	<b>For</b>
2.1	<p><b>Elect Fukuyama Toshikazu</b> Inside Corporate Auditor. Not considered to be independent. Triodos opposes this resolution.</p>	<b>Oppose</b>
2.2	<p><b>Elect Hiyama Yasuhiko</b> Newly Inside Corporate Auditor. Not considered to be independent. Triodos opposes this resolution.</p>	<b>Oppose</b>
2.3	<p><b>Elect Fujiwara Masaki</b> Independent Outside Corporate Auditor. Triodos supports this resolution.</p>	<b>For</b>
3	<p><b>Reviewing Aggregate Remuneration Amount of Directors/Corporate Auditors</b> It is proposed to approve the aggregate remuneration of directors, pursuant to the provisions of the Companies Act and the Ordinance for Enforcement of the Companies Act. The increase has been justified and it is within recommended limits. Also, performance-related pay is restricted to executives. Triodos supports this resolution.</p>	<b>For</b>

**4 Payment of Bonus to Directors/Corporate Auditors**

**For**

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.

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**SUPPORTING INFORMATION FOR RESOLUTIONS**

**Proposal 2.1 - Elect Fukuyama Toshikazu**

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 60% independent following the Annual Meeting.

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Researcher: Sika Neckles  
Email: [pircresearch@pirc.co.uk](mailto:pircresearch@pirc.co.uk)

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Pensions & Investment Research Consultants Limited  
8th Floor, Suite 8.02, Exchange Tower  
2 Harbour Exchange Square  
E14 9GE

Tel: 020 7247 2323  
Fax: 020 7247 2457  
<http://www.pirc.co.uk>

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