

MEETING DATE	Wed, 26 Jun 2019 10:00 am	TYPE	AGM	ISSUE DATE	Mon, 17 Jun 2019
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 Arima Kouji President. It is considered the responsibility of the most senior Board member to ensure that there is appropriate outside oversight of Board decisions. However, as there are three or more outside directors, it is considered that there is adequate outside non-executive presence on the board, and therefore support is recommended.	For
1.2	Elect Yamanaka Yasushi Executive Director. Support recommended.	For
1.3	Elect Wakabayashi Hiroyuki Executive Director. Support recommended.	For
1.4	Elect Tsuzuki Shouji Executive Director. Support recommended.	For
1.5	Elect Toyoda Akio Executive Director. Support recommended.	For
1.6	Elect George Olcott Independent Non-Executive Director.	For
1.7	Elect Kushida Shigeki Independent Non-Executive Director.	For
1.8	Elect Mitsuya Yuko Independent Non-Executive Director.	For
2.1	Elect Shinmura Atsuhiko Inside Corporate Auditor. Not considered to be independent. Opposition is recommended.	Oppose
2.2	Elect Gotou Yasuko Independent Corporate Auditor. Support is recommended.	For
2.3	Elect Kitamura Haruo Independent Corporate Auditor. Support is recommended.	For
3	Elect Reserve Corporate Auditor Kitagawa Hiromi Independent Substitute Corporate Auditor. Support is recommended.	For
4	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. A vote for is recommended.	For

SUPPORTING INFORMATION FOR RESOLUTIONS

Proposal 2.1 - 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 effect on the balance of independence.

Note: It is considered that the corporate auditor board will be 25% independent following the Annual Meeting.

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