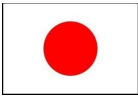


KURITA WATER INDUSTRIES LTD

MEETING DATE	Thu, 27 Jun 2019 10:00 am	TYPE	AGM	ISSUE DATE	Fri, 12 Jul 2019
MEETING LOCATION	10F Conference Room Kurita Water Industries Ltd. Nakano Central Park East, 10-1, Nakano 4-chome, Nakano-ku, Tokyo				
CURRENT INDICES	PIRC Japan				
SECTOR	Service industry machinery, not elsewhere classified				

	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 27 yen per share is proposed, and the dividend payout ratio is approximately 35%. This exceeds the minimum acceptable threshold of 15% and the Company did not make a loss during the year under review. Support is recommended.</p>	For
2	<p>Amend Articles It is proposed to change articles 2.18 (from General and specified worker dispatching undertakings to Worker dispatching undertakings) and 22 (from Senior Corporate Advisors and Advisors to Advisors). No serious concerns.</p>	For
3.1	<p>Elect Iioka Kouichi Chair. 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, and support is therefore recommended.</p>	For
3.2	<p>Elect Kadota Michiya 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, and support is therefore recommended.</p>	For
3.3	<p>Elect Ito Kiyoshi Executive Director. Representative Director.</p>	For
3.4	<p>Elect Kodama Toshitaka Executive Director.</p>	For
3.5	<p>Elect Yamada Yoshio Executive Director.</p>	For
3.6	<p>Elect Ejiri Hirohiko Executive Director.</p>	For
3.7	<p>Elect Kobayashi Toshimi Executive Director.</p>	For
3.8	<p>Elect Suzuki Yasuo Executive Director.</p>	For
3.9	<p>Elect Moriwaki Tsuguto Independent Non-Executive Outside Director.</p>	For
3.10	<p>Elect Sugiyama Ryouko Independent Non-Executive Outside Director.</p>	For
3.11	<p>Elect Tanaka Keiko Newly nominated Independent Non-Executive Outside Director.</p>	For

4.1	Elect Mutou Yukihiro Inside Corporate Auditor. Not considered to be independent. Opposition is recommended.	Oppose
5	Appoint Alternate Statutory Auditor Tada, Toshiaki Independent Substitute Corporate Auditor. Support is recommended.	For

SUPPORTING INFORMATION FOR RESOLUTIONS

Proposal 4.1 - Elect Mutou Yukihiro

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 33% independent following the Annual Meeting.

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