

KYORITSU MAINTENANCE CO LTD

MEETING DATE	Wed, 26 Jun 2019 10:00 am	TYPE	AGM	ISSUE DATE	Wed, 19 Jun 2019
MEETING LOCATION	Bellesalle Tokyo Nihombashi B2F Event Hall Tokyo Nihombashi Tower, 2-7-1 Nihombashi, Chuo-ku, Tokyo				
CURRENT INDICES	PIRC Japan				
SECTOR	Rooming and boarding houses				

	PROPOSALS	ADVICE
1	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 25 yen per share is proposed, and the dividend payout ratio is approximately 18.3%. This exceeds the minimum acceptable threshold of 15% and the Company did not make a loss during the year under review. Support is recommended.	For
2.1	Elect Ishiduka Haruhisa Chair, 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.	For
2.2	Elect Ueda Takumi 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.	For
2.3	Elect Inoue Eisuke Executive Director.	For
2.4	Elect Nakamura Kouji Executive Director.	For
2.5	Elect Sagara Yukihiro Executive Director.	For
2.6	Elect Ishii Masahiro Executive Director.	For
2.7	Elect Ito Satoru Executive Director.	For
2.8	Elect Suzuki Maki Executive Director.	For
2.9	Elect Kimiduka Yoshio Executive Director.	For
2.10	Elect Yokoyama Hiroshi Executive Director.	For
2.11	Elect Momose Rie Newly appointed Executive Director. It is considered that the election of new executive directors, should not be supported, as their appointment to the Board would lead to a Board where independent directors comprise less than one-third of the whole board.	Oppose
2.12	Elect Terayama Akihide Executive Director.	For

2.13	Elect Kubo Shigeto Newly nominated Non-Executive Outside Director, but not considered to be independent due to his affiliation with the government. Non-Executive Director, not considered to be independent. There is insufficient independent representation on the Board (less than one-third of the whole Board). In addition his appointment to the Board does not improve the gender balance on the Board. Triodos does not support this resolution.	Oppose
3.1	Elect Director and Audit Committee Member Ikeda, Junichi Newly appointed Executive Director. It is considered that the election of new executive directors, should not be supported, as their appointment to the Board would lead to a Board where independent directors comprise less than one-third of the whole board. In addition his appointment to the Board does not improve the gender balance on the Board. Triodos does not support this resolution.	Oppose
3.2	Elect Director and Audit Committee Member Miyagi, Toshiaki Independent Non-Executive Director and Audit and Supervisory Committee Member.	For
3.3	Elect Director and Audit Committee Member Kawashima, Tokio Independent Non-Executive Director and Audit and Supervisory Committee Member.	For
4	Elect Alternate Director and Audit Committee Member Kameyama, Harunobu Independent Non-Executive candidate as Reserve Member of the Audit & Supervisory Committee.	For
5	Approve Compensation Ceiling for Directors Who Are Not Audit Committee Members 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. Support is therefore recommended.	For
6	Approve Director Retirement Bonus The company is seeking shareholder approval for retirement allowance to directors/corporate auditors. Retirement allowances to directors and corporate auditors are paid separate from monthly salary and annual bonus. Traditionally retirement allowance is viewed as a replacement for pension plan contributions and irrespective of individual or corporate performance. Although shareholders are given an opportunity to vote at the Annual Meeting on whether retirement allowance would be paid, the level of payment is unclear and is decided entirely by the board. However, the company discloses that only internal directors will be able to benefit from this awards scheme. A vote for is therefore recommended.	For

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