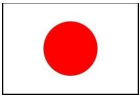


<b>MEETING DATE</b>	Fri, 26 Jun 2020 10:00 am	<b>TYPE</b>	AGM	<b>ISSUE DATE</b>	Tue, 16 Jun 2020
<b>MEETING LOCATION</b>	Tokyo Nihonbashi Tower, 2-7-1, Nihonbashi, Chuo-ku, Tokyo, Japan Event Hall, B2F, Belle Salle Nihonbashi				
<b>CURRENT INDICES</b>	PIRC Japan, PIRC SE Asia				
<b>SECTOR</b>	Electrical machinery, equipment, and supplies, not elsewhere classified				

<b>PROPOSALS</b>		<b>ADVICE</b>
<b>1</b>	<b>Appropriation of Surplus</b> 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 27.6%. This exceeds the minimum acceptable threshold of 15% and the company did not make a loss during the year under review. Support is recommended.	<b>For</b>
<b>2</b>	<b>Amendment of Article of Association</b> The board proposes to alter the board structure to change from a "Statutory Corporate Auditor" structured company (Kansayaku-setchi-gaisha) to a three-committee structure (Shimei-iinkai-tou-Setchi Gaisha), with committees responsible for audit, nomination and remuneration/or to an Audit and Supervisory Committee structured company (Kansa-tou-iinkaci-Setchi Gaisha), - a development that is welcomed. Under this model, and in line with the Japanese Commercial Code, each of the board committees should consist of a majority of independent directors. There is sufficient independent representation on the board.	<b>For</b>
<b>3.1</b>	<b>Elect Hamasaki yuuji</b> Executive Director.	<b>For</b>
<b>3.2</b>	<b>Elect Miida Takeshi</b> President. 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.	<b>For</b>
<b>3.3</b>	<b>Elect Kuramoto Masamichi</b> Executive Director.	<b>For</b>
<b>3.4</b>	<b>Elect Mori Shousuke</b> Executive Director.	<b>For</b>
<b>3.5</b>	<b>Elect Oohashi Nobutoshi</b> Executive Director.	<b>For</b>
<b>3.6</b>	<b>Elect Takekawa Norio</b> Executive Director.	<b>For</b>
<b>3.7</b>	<b>Elect Tamaki Nobuaki</b> Executive Director.	<b>For</b>
<b>3.8</b>	<b>Elect Takenaka Hiroyuki</b> Outside Director. Not considered independent as the candidate is considered to be connected to a major shareholder, Non-Executive Director, not considered to be independent. There is insufficient independent representation on the Board (less than one-third of the whole Board). Opposition is recommended.	<b>Oppose</b>
<b>3.9</b>	<b>Elect Yasui Junji</b> Independent Non-Executive Outside Director.	<b>For</b>
<b>4.1</b>	<b>Elect Machimura Tadayoshi</b> Executive Director.	<b>For</b>

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| <b>4.2 Elect Itou Taketora</b><br>Non-Executive Director nominated as committee member. Not considered to be independent. The Audit & Supervisory Committee is less than 50% independent. Therefore, opposition is recommended.  | <b>Oppose</b> |
| <b>4.3 Elect Shin Yoshiaki</b><br>Outside Director. Independent member of the Audit and Supervisory Committee. Support is recommended  | <b>For</b>    |
| <b>4.4 Elect Nawata Mitsuru</b><br>Outside Director. Not considered independent as the candidate is considered to be connected to an affiliated bank, Non-Executive Director nominated as committee member. Not considered to be independent. The Audit & Supervisory Committee is less than 50% independent. Therefore, opposition is recommended.  | <b>Oppose</b> |
| <b>4.5 Elect Hayashi Keiko</b><br>Outside Director. Independent member of the Audit and Supervisory Committee. Support is recommended.   | <b>For</b>    |
| <b>5 Elect Alternate Director and Audit Committee Member Yoshida, Yoshio</b><br>Independent Non-Executive candidate as Reserve Member of the Audit & Supervisory Committee.  | <b>Oppose</b> |
| <b>6 Reviewing Aggregate Remuneration Amount of Directors/Corporate Auditors</b><br>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. | <b>For</b>    |
| <b>7 Reviewing Aggregate Remuneration Amount of Directors/Corporate Auditors</b><br>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. | <b>For</b>    |
| <b>8 Adoption of Takeover Defense Measures</b><br>The board is proposing the continuation of the companies anti takeover defence measures. The proposed countermeasures to large-scale acquisition are considered ineffective and there is no evidence they are in the best interests of shareholders. An oppose vote is recommended.  | <b>Oppose</b> |
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