

MEETING DATE	Wed, 17 Jun 2020 10:00 am	TYPE	AGM	ISSUE DATE	Fri, 05 Jun 2020
MEETING LOCATION	MIYAKO HALL, First Floor, Nidec Corporation Annex Global Learning Center 1-1 Minami-ku, Kuzehigashi-tsuchikawa-cho, Kyoto, Japan				
CURRENT INDICES	PIRC Japan, PIRC SE Asia				
SECTOR	Motors and generators				

PROPOSALS		ADVICE
1	Amendment of Article of Association 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.	For
2.1	Elect Nagamori Shigenobu Non-Executive Chair, not considered to be independent. There is sufficient independent representation on the Board (at least one-third of the whole Board).	For
2.2	Elect Seki Jun 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
2.3	Elect Satou Teiichi Independent Non-Executive Outside Director.	For
2.4	Elect Shimizu Osamu Independent Non-Executive Outside Director.	For
3.1	Appoint a Director as Supervisory Committee Member: Murakami Kazuya Executive candidate to Member of the Audit & Supervisory Committee (MASC). It is considered that the Committee should consist exclusively of independent directors. Opposition is recommended.	Oppose
3.2	Appoint a Director as Supervisory Committee Member: Ochiai Hiroyuki Executive candidate to Member of the Audit & Supervisory Committee (MASC). It is considered that the Committee should consist exclusively of independent directors. Opposition is recommended.	Oppose
3.3	Appoint a Director as Supervisory Committee Member: Nakane Takeshi Independent Non-Executive candidate as Member of the Audit & Supervisory Committee.	For
3.4	Appoint a Director as Supervisory Committee Member: Yamada Aya Independent Non-Executive as Reserve Member of the Audit & Supervisory Committee.	For
3.5	Appoint a Director as Supervisory Committee Member: Sakai Takako Independent Non-Executive as Reserve Member of the Audit & Supervisory Committee.	For
4	Elect Alternate Director and Audit Committee Member Watanabe, Junko Independent Non-Executive 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 Compensation Ceiling for Directors Who Are Audit Committee Members** **For**
- 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.
- 7 Approve Trust-Type Equity Compensation Plan** **For**
- 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.
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