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 110 yen per share is proposed, and the dividend payout ratio is approximately 29.1%. This exceeds the minimum acceptable threshold of 15% and the company did not make a loss during the year under review. Support is recommended.

2.1 Elect Kanagawa Chihiro
Chair. After this meeting, there will be no female directors on the Board. Regardless of the level of independence, it is considered that it is the responsibility of the most senior Board members to ensure that there is adequate gender diversity on the Board. Although there are no specific legal requirements or recommendations in this market, it is considered that companies should not rely on minimum standards, but aim to best practice, including in gender diversity. In addition, the level of independence on the board is insufficient and the Chair of the board is considered accountable.

Triodos opposes this resolution.

2.2 Elect Akiya Fumio
Executive Director.

For

2.3 Elect Todoroki Masahiko
Executive Director.

For

2.4 Elect Akimoto Toshiya
Executive Director.

For

2.5 Elect Arai Fumio
Executive Director.

For

2.6 Elect Ikegami Kenji
Executive Director.

For

2.7 Elect Mori Shunzou
Executive Director.

For

2.8 Elect Komiyama Hiroshi
Non-Executive Director, not considered to be independent. However, there are less than three outside directors on the Board and given that it is considered that there should be a minimum of three outside directors, support is recommended.

For

2.9 Elect Shiobara Toshibo
Executive Director.

For

2.10 Elect Takahashi Yoshimitsu
Executive Director.

For

2.11 Elect Yasuoka Kai
Executive Director.

For

2.12 Elect Nakamura Kuniharu
Newly nominated Independent Non-Executive Director.

For
Issuance of Stock Subscription Right for Option Plan

The board is seeking authority to issue stock subscription rights under its share option plan. The plan is limited to executives. Acceptable proposal.
Information is believed to be correct but cannot be guaranteed. Opinions and recommendations constitute our judgement as of this date and are subject to change without notice. The document is not intended as an offer, solicitation or advice to buy or sell securities. Clients of Pensions & Investment Research Consultants Ltd may have a position or engage in transaction in any of the securities mentioned.