

MEETING DATE	Thu, 28 May 2020 10:00 am	TYPE	AGM	ISSUE DATE	Tue, 26 May 2020
MEETING LOCATION	-2-1, Daizawa, Setagaya-ku, Tokyo, Japan				
CURRENT INDICES	PIRC Japan				
SECTOR	Motion picture and video tape production				

	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 37.5 yen per share is proposed, and the dividend payout ratio is approximately 27%. This exceeds the minimum acceptable threshold of 15% and the company did not make a loss during the year under review. Triodos supports this resolution.</p>	For
2.1	<p>Elect Shimatani Yoshishige President. 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. Triodos opposes this resolution.</p>	Oppose
2.2	<p>Elect Tako Nobuyuki Executive Director. Support is recommended.</p>	For
2.3	<p>Elect Ichikawa Minami Executive Director. Support is recommended.</p>	For
2.4	<p>Elect Seta Kazuhiko Executive Director. Support is recommended.</p>	For
2.5	<p>Elect Matsuoka Hiroyasu Executive Director. Support is recommended.</p>	For
2.6	<p>Elect Sumi Kazuo Independent Non-Executive Director.</p>	For
2.7	<p>Elect Ikeda Atsuo Executive Director. Support is recommended.</p>	For
2.8	<p>Elect Oota Keiji Executive Director. Support is recommended.</p>	For
2.9	<p>Elect Ikeda Takayuki Executive Director. Support is recommended.</p>	For
2.10	<p>Elect Birou Hiroshi Executive Director. Support is recommended.</p>	For
2.11	<p>Elect Katou Harunori Executive Director. Support is recommended.</p>	For

- | | | |
|-------------|---|---------------|
| 2.12 | Elect Wada Kunichirou
Newly appointed Executive Director. After this meeting, there will be no female directors on the Board. Regardless of the level of independence, it is considered that the election of new executives should not be supported until gender diversity is introduced 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. Opposition is recommended. 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. Triodos opposes this resolution. | Oppose |
| 2.13 | Elect Honda Tarou
Newly appointed Executive Director. After this meeting, there will be no female directors on the Board. Regardless of the level of independence, it is considered that the election of new executives should not be supported until gender diversity is introduced 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. Opposition is recommended. 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. Triodos opposes this resolution. | Oppose |
| 3.1 | Appoint a Director except as Supervisory Committee Members Okimoto Tomoyasu
Non-Executive Director nominated as committee member, not considered to be independent. The Audit & Supervisory Committee is 50% or more independent. Triodos supports this resolution. | For |
| 3.2 | Appoint a Director except as Supervisory Committee Members Kobayashi Takashi
Independent member of the Audit and Supervisory Committee. Triodos supports this resolution. | For |
| 4 | Elect Alternate Director and Audit Committee Member Ota, Taizo
Independent Non-Executive candidate as Reserve Member of the Audit & Supervisory Committee. | For |
| 5 | Determination of Remuneration for Granting Restricted Shares to Directors
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 | Establishing the Amount of the Performance Achievement Bonus for Directors
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 |
-

For Private Circulation only

©Copyright 2020 PIRC Ltd

Researcher: Melina Zoanetti
Email: pircresearch@pirc.co.uk

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.



Pensions & Investment Research Consultants Limited
8th Floor, Suite 8.02, Exchange Tower
2 Harbour Exchange Square
E14 9GE

Tel: 020 7247 2323
Fax: 020 7247 2457
<http://www.pirc.co.uk>

Regulated by the Financial Conduct Authority