日本版スチュワードシップ・コードの各原則に基づく公表項目

エフィッシモ キャピタル マネージメント ピーティーイー エルティーディー Effissimo Capital Management Pte Ltd

【原則1関係】

スチュワードシップ責任を果たすための方針

Effissimo Capital Management Pte Ltd (以下「ECM」という。)は、投資一任契約の受任者として投資・運用の決定権限を有しており、日本版スチュワードシップ・コードに規定されたスチュワードシップ責任、すなわち、投資先企業やその事業環境等に関する深い理解に基づく建設的な「目的をもった対話」(エンゲージメント)などを通じて、当該企業の企業価値の向上やその持続的成長を促すことにより、顧客の中長期的な投資リターンの拡大を図るという機関投資家の責任を主体的に果たすべき立場にある。

ECM は、スチュワードシップ責任について十分理解し、当該責任を果たすことが経済全体の成長にもつながるという認識に賛成し、当該責任を果たすことを約束する。

ECM は、基本的に、中長期的な企業価値の向上に伴う株価の値上がり益や配当が見込まれ、企業価値に比べ割安である株式に対して投資を行っている。

ECM は、投資先企業が企業価値の向上や持続的成長に向けて経営されているかどうかを確認するため、原則として、運用するファンドを通じて保有しているすべての投資先企業について、財務情報を中心に非財務情報も含めて必要と考えられる情報を収集・分析し、経営状況の的確な把握に努める。

ECM は、サステナビリティの考慮については、中長期的な企業価値の向上につながることが前提であると考えており、投資先企業のサステナビリティに関する取組みについては、中長期的な企業価値が向上するかどうかで評価する。

ECM は、スチュワードシップ責任を適切に履行するため、運用するファンドを通じて保有している株式については、原則としてすべての議決権を行使する。議決権の行使に際しては、投資先企業の経営状況に加え、経営陣との対話の内容や個別事情等も踏まえ、議決権行使基準にしたがいつつ、議決権行使検討会議を開催して判断する。なお、重要な投資先企業の議決権行使に際しては、議決権行使助言会社(Institutional Shareholder Services Inc.及びGlass Lewis & Co., LLC)の意見も取得し、賛否推奨の理由を確認した上で、特に慎重な検討を重ねる。

ECM は、金融商品取引法等の規制を遵守した上で、必要に応じて、投資先企業との間で中長期的な企業価値の向上や持続的成長を促すことを目的とする対話を行う。投資先企業との間でどのように対話を行うかについては個別案件に応じて判断するものの、中長期的な企業価値の向上や持続的成長に資する対話となるようにするため、対話を行う投資先企業の選定及び対話の内容について入念に協議を重ねた上で、ポートフォリオマネージャー及びチーフコンプライアンスオフィサーの了承を得る必要があることとしている。なお、ECM は、ECM の提案もしくは助言等が企業価値の向上に資すると考えられる場合、または、経営陣の行為が明白な企業価値の毀損をもたらすおそれが生じた場合には、投資先企業に対して提案または助言等を行う可能性がある。さらに、企業価値が明白に毀損されている場合またはその深刻なおそれが生じている場合には、投資先企業の経営陣に説明を求めるな

ど認識の共有を図るよう努めるものとし、経営陣がそれに対して十分な説明を行わないとき、または、その説明の内容が不合理であるときには、こうした状況を是正するために株主権を行使する可能性がある。また、それ以外でも必要に応じて、経営陣との間で、中長期的な企業価値の向上や持続的成長を促すことを目的とする対話を行い認識の共有を図ることがある。

ECM は、投資先企業の株式を相当量取得し、発行済株式の相当割合の株式を保有することがあり、その場合は、1 株 1 議決権の原則に従って当該保有株式に係る議決権を有することとなる。そもそも、会社法において採用されている 1 株 1 議決権の原則は、明治 23 年に商法が制定されたときから現在に至るまで、株主が行使できる議決権の数に関する基本原則であり続けており、その根拠として、公平性や企業価値向上の観点等から説明されている 1。特に、相当割合の株式を保有する株主については、投資先企業の企業価値向上を促す強いインセンティブを有することとなるため、議決権行使や対話等に対して、より多くの時間と費用をかけることが可能になるなどの効果があると考えられる 2-3。さらに、相当割合の株式を保有する株主には、経営陣に対する監視機能を担う社会的責任も求められているとの指摘もある 4。ECM は、相当割合の株式を保有するに至った場合には、こうした効果や責任を十分に自覚し、投資先企業の中長期的な企業価値向上に資するよう、議決権行使や対話等を行う。

¹ 岩原紳作編『会社法コンメンタール 7 - 機関(1)』〔加藤貴仁〕(商事法務、2013 年) 131 頁-133 頁参照

² 水口宏『会社運営と株主の地位』(商事法務研究会、1994年) 195-196 頁参照

³ Brent A. Olson. (2017). *Publicly Traded Corporations Handbook*, 2017-1 Ed. Clark Boardman Callaghan (Part I. Chapter 2. II) 参照

⁴ 若杉敬明監修『株主が目覚める日 - コーポレート・ガバナンスが日本を変える - 』(商事法務、2004年) 100 頁参照

【原則2関係】

スチュワードシップ責任を果たすに当たり管理すべき利益相反についての方針

ECM は、顧客の利益を第一として行動する。

ECM は、自身が取引関係のある会社または当該会社のグループ会社に対して議決権を行使する場合もあるが、その場合でも、議決権行使基準にしたがって議決権を行使し、議決権行使その他スチュワードシップ活動に際して、ECM との取引関係は考慮しないものとする。

ECM は、利益相反の管理を徹底するため、Compliance Policies and Procedures において、利益相反を回避するとともに顧客の利益を第一として行動するための具体的な規則を定めている。さらに、ECM では役職員の行動指針として Code of Conduct を策定し、顧客との利益相反に関して明確な方針を定めている。すなわち、Code of Conduct においては、利益相反に関して、役職員は顧客の利益・利害を最優先させること、顧客と利益相反関係となるような状況を回避すべきことが規定されている。ECM の役職員は、入社時及び入社後は年に一度、Code of Conduct を理解し遵守する旨の宣誓書をチーフコンプライアンスオフィサーに対して提出することが義務付けられている。

また、ECMでは、受託者責任を果たすため、Trading and Operations Policies and Procedures において、顧客間の利益相反に関する方針を明確にしている。すなわち、Trading and Operations Policies and Procedures においては、トレードアロケーションに際しては複数の顧客を公正公平に取扱うこと、クロス取引は取引当事者双方にとって利益となる場合に限りチーフコンプライアンスオフィサー及びポートフォリオマネージャーの事前の承認を得た上でアームズ・レングス・ルールに則り市場価格で行うこと等、利益相反の管理に関する明確な方針が規定されている。

なお、ECM は、特定の企業グループに所属しない独立した資産運用会社であり、また、ECM が運用するファンドに対する資金提供者は大半が海外の機関投資家であるため、ECM の主たる投資対象である日本の上場株式について、ECM と顧客が異なる利害を有することとなる可能性は低く、ECM のスチュワードシップ活動に影響を与えるような顧客との利益相反が発生しにくい構造となっている。さらに、たとえ少額でも ECM と取引がある等利益相反関係のある企業については、利益相反が生じ得る具体的局面を特定した投資先企業のリストを作成し、社外の弁護士が、当該リストも踏まえた上で、すべての議決権行使に関して、利益相反の観点から不適切な議決権行使がないかについて確認する制度を導入することで、利益相反管理を強化している。

【原則5関係】

議決権行使についての方針(議決権に係る権利確定日をまたぐ貸株取引を行うことを 想定している場合、当該貸株取引についての方針もあわせて記載)および議決権行使 結果

ECM は、スチュワードシップ責任を適切に履行するため、運用するファンドを通じて保有している株式については、原則としてすべての議決権を行使する。ただし、プライムブローカー契約を締結する証券会社を通じて保有している株式については、当該証券会社が当該株式を担保として第三者に提供するなどして議決権を確保していないことがあるため、議決権を行使できない場合もある。また、信用取引を通じて保有している株式については、議決権を行使することができない。

ECM は、投資先企業の中長期的な企業価値の向上に資するように議決権行使基準(別紙参照)を策定し、適宜、改訂を行う。議決権行使基準では、議決権行使の基本理念とともに、主な議案に対する判断のガイドライン(議決権行使のガイドライン)を定めている。ただし、ガイドラインにしたがった議決権行使が、議決権行使の基本理念に反するおそれがある場合は、ガイドラインと異なる判断をすることがある旨も明記している。議決権の行使に際しては、投資先企業の経営状況に加え、経営陣との対話の内容や個別事情等も踏まえ、議決権行使基準にしたがいつつ、議決権行使検討会議を開催して判断する。なお、重要な投資先企業の議決権行使に際しては、議決権行使助言会社(Institutional Shareholder Services Inc.及びGlass Lewis & Co., LLC)の意見も取得し、賛否推奨の理由を確認した上で、特に慎重な検討を重ねる。また、必要に応じて投資先企業に対する書簡の送付や経営陣との面談等を通じて、議決権行使に係る賛否の理由について説明することもある。

ECM は、毎年、運用するファンドを通じて保有している株式に係る議決権行使結果を、議案の種類ごとに整理・集計した上で公表する。また、これに加えて、株式を保有している投資先企業のうち、ECM が大量保有報告書等を提出するなどして既に保有の事実及び保有割合が公表されている投資先企業については、原則として議決権行使結果を個別の投資先企業及び議案ごとに公表する。他方で、すべての投資先について議決権行使結果を個別開示した場合、ECM の重要な営業上の機密情報(投資先企業の選定や投資金額等)が推測される可能性があり顧客の利益が毀損されるおそれがあるため、大量保有報告書等を提出していない投資先企業については、議決権行使結果を個別の投資先企業及び議案ごとには公表しない。なお、議決権行使結果を個別開示する投資先企業についても、当該企業との対話内容等も踏まえて議決権行使に係る賛否を判断しており賛否の理由には営業上の機密情報が含まれること、株価等に不測の影響を与える可能性があること等から、議決権行使の賛否の理由は原則として公表しない。

2023 年 7 月から 2024 年 6 月までに開催されたすべての投資先企業の株主総会における 議決権行使の集計結果及びECMが大量保有報告書等を提出している投資先企業についてそ の運用するファンドのために行った議決権行使の個別開示は、以下のとおりとなっている。

【集計結果】

	賛成	反対	棄権
	(%)	(%)	(%)
会社提出議案	40.9%	59.1%	-
剰余金処分	100.0%	-	-
定款一部変更	100.0%	-	-
取締役選任	27.9%	72.1%	-
取締役選任	26.8%	73.2%	-
監査等委員である取締役選任	37.1%	62.9%	-
補欠取締役選任	37.5%	62.5%	-
監査役選任(補欠監査役選任も含む)	79.5%	20.5%	-
監査役選任	75.0%	25.0%	-
補欠監査役選任	91.7%	8.3%	-
会計監査人選任	100.0%	-	-
退職慰労金支給	-	100.0%	-
役員報酬額改定	100.0%	-	-
役員賞与支給	100.0%	-	-
新株予約権発行(ストック・オプション関連)	100.0%	-	-
組織再編	100.0%	-	-
買収防衛策関連	-	100.0%	-
その他	-	-	-
株主提出議案	100.0%	-	-
	41.9%	58.1%	

【個別開示】

企業名	総会	議案(敬称略)			賛否
1786	2024/6/26 第73期定時株主総会	1剰余金の処分の件			賛成
オリエンタル白石株式会社		2 取締役 (監査等委員である取締役を除く。) 8名選任の件			1
		大野達也	重任		反対
		正司明夫	重任		賛成
		橋本幸彦	重任		賛成
		水野敏昭	重任		賛成
		加藤英明	重任	社外	賛成
		酢谷裕子	重任	社外	賛成
		森永博之	重任	社外	賛成
		磯和春美	重任	社外	賛成
1813	2024/6/21 第78期定時株主総会	1 剰余金の処分の件			賛成
株式会社不動テトラ		2 監査等委員でない取締役7名選任の件			T
		竹原有二	重任		反対
		奥田眞也	重任		反対
		大林淳	重任		賛成
		只野秋彦	重任		賛成
		新山千尋	重任		賛成
		川地洋治	重任		賛成
		大沢真理	重任	社外	賛成
		3 監査等委員である取締役4名選任の件			1
		三浦久美子	新任		賛成
		黒田清行	重任	社外	賛成
		鈴木昌治	重任	社外	賛成
		前田清	新任	社外	賛成
		4 取締役に対する業績連動型株式報酬制度の継続および一部改			賛成
		定の件			

(本)	企業名	総会	議案 (敬称略)			賛否
# 1.56億		2024/6/27 第204回定時株主総会	<u> </u>			賛成
無常性 無信	冨士紡ホールディングス株式会社			チル		
### 1						反対
型力が発						反対
佐・木田島						反対
## 1						反対
## 1					41. M	反対
佐藤和江子			The state of the s			3.
# 国際名 新在 地名 加34407 第117回定种株主報会 加速 加速 加速 加速 加速 加速 加速 加						
3 集産を16種化の性 2024-0-27 第117回定時株主物会 2024-0-27 第117回院 2024-0-27 回 2024						1
			<u> </u>	新仕	社外	反対
1 定株 前泉東の作						
現実報化工業株式会社 2 取締の必要性の特別		And the second state of th		新任	社外	
###		2024/6/27 第117回定時株主総会				賛成
#	関東電化工業株式会社					l
						反対
# 本村参輔 新任 共外 5 現在 日外 5 見報 日本						賛成
## 12						賛成
対象等 演任 社外 現任 社外 現任 社外 調任 社外 調任 社外 調任 社外 調子 新任 社外 新任 社 日本 日本 日本 日本 日本 日本 日本						賛成
(根型から子 無任 比外 第 総野利子 終任 社外 第 多監査保格証の中 条任 社外 第 分監査保険 (報子) (1 年)						
## 世界						3
超野純子 3年在 19年						
3 監査投資を指しの件 単任 1			網谷多加子			
無任 2024/327 第132回定時株主総会				新任	社外	賛成
#AB						
古河底線 東任 社外 1			矢島武明			賛成
## 2024-027 第132回定時株主総会			増島亮司	新任		反対
4 新久監査化料選任の件 上外 5						
1 日			<u> </u>	重任	社外	反対
5548						
3			<u> </u>		社外	
5						賛成
お取締役 (監接等委員である取締役を除く。) 2名選任の件		2024/3/27 第132回定時株主総会				賛成
松田剛一 近任 5 5 5 5 5 5 5 5 5 5	鳥居薬品株式会社					賛成
近藤神隆 新任 社外 1						
4 監査等委員である取締役3名選任の件 新任 社外 5 新任 社外 5 新田 部一 新任 社外 5 新年 2 5 新年 2 5 3 新次の監査等委員である取締役1名選任の作						反対
松村は治 新任 社外 5 新久の監査等表目である取締役は名選任の件 熊野漁 在				新任		反対
再組			l .			
#田研一 新作 社外 5 新火の監査等表員である取締役1名選任の件						
新代の監査等委員である取締役を除く。)の報酬等の額決 2 2 2 2 2 2 2 2 2						
作野尚				新任	社外	反対
1			5 補欠の監査等委員である取締役1名選任の件			
空監章委員である取締役の報酬決定の件 1					社外	反対
1						賛成
S 取締役 (監査等金員である取締役及び井外取締役を除く。) に対する譲渡制服付株式の取得の件 9						det D
上						賛成
1						賛成
10						未上
MO/用示:) の件 11 【株主提索】を夢・一変更(CMSを通じた資金運用の検討結果の開示)の件 12 歌・部変更の件 12 歌・部などを選任の件 12 歌・部などを選任の件 13 歌・語などを選任の件 14 日						賛成
11						賛成
Par						賛成
1 定数・密変更の件 1 定数・回変更の件 5 表						1~~
2 剰余金の配当の件 1 取締役8名選任の件 3 取締役8名選任の件 3 取締役8名選任の件 3 取締役8名選任の件 3 取締役8名選任の件 4 五任 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5	5449	2024/6/24 第46回定時株主総会				賛成
3 取締役8名選任の件 合調			·	~~~~		賛成
公理						1
著月輝行 電任 新任 5 5 5 5 5 5 5 5 5				新任		反対
関野孝志 新任			若月輝行			反対
今中一雄 重任 5 5 5 5 5 5 5 5 5		**************************************				反対
野村泰介						反対
石川博紳 重任 社外 5 1 1 1 1 1 1 1 1 1		- Control of the Cont	.			反対
松沢伸也 佐藤光宏 重任 社外 5 1 1 1 1 1 1 1 1 1					社外	
4 監査役1名選任の件			松沢伸也			
4 監査役1名選任の件			佐藤光宏	重任	社外	反対
杉本茂次		new control of the co				T
5 補欠監査役1名選任の件				重任	社外	賛成
岸本達司		- The state of the	5 補欠監査役1名選任の件			T
6 【株主提案】定款一部変更(日本製鉄株式会社への預け金又は貸付金による資金提供の禁止)の件 7 【株主提案】東京金の配当(特別配当)の件 8 【株主提案】更か一部変更(特別配当)の件 8 【株主提案】定款一部変更(原路役の員数等)の件 9 【株主提案】定款一部変更(取締役の員数等)の件 10 【株主提案】定款一部変更(服室効果ガス排出量削減に係る事業計画の策定及び開示)の件 2 取締役9名選任の件青山正幸 電任 万権股吉晴 電任 万権股吉晴 電任 万権股吉晴 電任 万権股市 電任 万権 日本					社外	賛成
は貸付金による資金提供の禁止)の件						賛成
8 【株主提案】定款一部変更 (PBRI信以上を目指す計画の策定及び開示)の件 9 【株主提案】定款一部変更 (取締役の員数等)の件 10 【株主提案】定款一部変更 (混室効果ガス排出量削減に係る事業計画の策定及び開示)の件 5541 2024/6/21 第98回定時株主総会 1 定款一部変更の件 季業計画の策定及び開示)の件 大平洋金属株式会社 2 取締役9名選任の件青山正幸 重任 指股吉晴 重任 原腎一 重任 原育 重任 長力 原本のより 5 大山輝信 重任 5 月本のより 本のより 本のより 本のより おおおより 第 日本日 第 日本日 月本日 月本日 月本日 月本日 月本日 月本日 月本日 月本日 月本日		The state of the s	は貸付金による資金提供の禁止)の件			
及び開示)の件		veneral contraction of the contr				賛成
9 【株主提案】定款一部変更(取締役の員数等)の件 第 10 【株主提案】定款一部変更(温室効果ガス排出量削減に係る事業計画の策定及び開示)の件 第 5541 大平洋金属株式会社 1 定款一部変更の件 第 2024/6/21 第98回定時株主総会 大平洋金属株式会社 1 定款一部変更の件 第 2 取締役9名選任の件青山正幸 育般皆時 原賢一 松山輝信 一柳広明 岩館一夫 重任 重任 5 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8		name of the state				賛成
10 【株主提案】定款一部変更(温室効果ガス排出量削減に係る 事業計画の策定及び開示)の件 1 1 定款一部変更の件 1 2024/6/21 第98回定時株主総会 1 定款一部変更の件 5 2 取締役9名選任の件 青山正幸 重任 5 搭股吉晴 重任 5 原賢一 重任 5 松山輝信 重任 5 一柳広明 重任 5		and the state of t				40.
5541 2024/6/21 第98回定時株主総会 1 定款一部変更の件 5 大平洋金属株式会社 1 定款一部変更の件 支 2 取締役9名選任の件 青山正幸 猪股吉晴 原賢一 松山輝信 一柳広明 岩館一夫 重任 重任 重任 5 松山輝信 一柳広明 岩館一夫 5		-				賛成
5541 2024/6/21 第98回定時株主総会 1 定款一部変更の件 男 大平洋金属株式会社 2 取締役9名選任の件 青山正幸 着报と吉晴 原賢一 松山輝信 一柳広明 岩舘一夫 重任 重任 重任 5 7 8 8 8 8 9 8 9 9 8 9 9 9 9 9 9 9 9 9 9						賛成
大平洋金属株式会社 2 取締役9名選任の件 青山正幸 重任 5 猪股吉晴 重任 5 原賢一 松山輝信 一柳広明 重任 5 电任 5 岩舘一夫 重任 5	55/1	2024/6/21 第00同史吐州十級人				賛成
青山正幸 重任 5 猪股吉睛 重任 5 原賢一 重任 5 松山輝信 重任 5 一柳広明 重任 5 岩舘一夫 重任 5		2027/0/21 2020巴尼时怀土秘云				1月八
猪股吉晴 重任 5 原賢一 重任 5 松山輝信 重任 5 一柳広明 重任 5 岩舘一夫 重任 5	八十十亚两体八云社			番バ		F +4
原賢一 重任 5 松山輝信 重任 5 一柳広明 重任 5 岩舘一夫 重任 5						反対
松山輝信 重任 5 一柳広明 重任 5 岩舘一夫 重任 5						反対
ー 柳広明 - 柳広明 - 単任 - 月 - 岩舘一夫 - 重任 - 月 - 単任 - 月						反文
岩舘一夫 重任 5		3				反文
				EB 44-		反文
1 数末曲区 委任 机从工						
			岩舘一夫	重任	41.77	反文
			岩舘一夫 松本伸也	重任 重任		反対
			岩舘一夫 松本伸也 今井光	重任 重任 重任	社外	反文 反文
3 監査役1名選任の件 宮崎恭介 新任 社外 青			岩舘一夫 松本伸也 今井光 酒井由香里	重任 重任 重任	社外	反文 反文

企業名	総会	議案 (敬称略)			賛否
5741	2024/6/19 第11期定時株主総会	1剰余金の配当の件			賛成
株式会社UACJ		2 取締役10名選任の件	重任		反対
		田中信二 田中信二	重任		反対
		川島輝夫	重任		賛成
		慈道文治	重任		賛成
		限元穣治	重任		賛成
		池田隆洋	重任	おん	賛成
		作宮明夫	重任		賛成
		光田好孝	重任		賛成
		永田亮子	重任		賛成
		赤羽真紀子	重任		賛成
		3 監査役1名選任の件	4K 1T	11./1-	贝从
		飯田晴央	新任		賛成
		4 取締役に対する中長期業績連動報酬制度改定の件	101111		賛成
6246	2024/6/25 第90期定時株主総会	1剰余金の処分の件			賛成
株式会社テクノスマート	2021/025 3/30/3/2019 (1/21/02	2 取締役(監査等委員である取締役を除く。) 6名選任の件			100,000
photography and a second		柳井正巳	重任		反対
		飯田陽弘	重任		反対
		西宮良材	重任		反対
		下村壽一	重任		反対
		髙橋要	新任		反対
		三沢浩司	新任		反対
		3 補欠の監査等委員である取締役1名選任の件			-
		仲下正一		社外	反対
6676	2024/6/26 第38期定時株主総会	1取締役(監査等委員である取締役を除く。)6名選任の件			
株式会社メルコホールディングス		牧寛之	重任		反対
		長瀬吉昌	重任		反対
		矢野学	重任		反対
		中山千里	重任		反対
		渡邊泰治	新任		反対
		津坂巌	重任		反対
		2 監査等委員である取締役2名選任の件			
		宮嶋宏幸	新任	社外	反対
		大塚久美子	新任	社外	反対
		3 退任取締役に対する退職慰労金贈呈の件			反対
		4 子会社であるシマダヤ株式会社の普通株式の現物配当(株式			賛成
		分配型スピンオフ) の実施の件			
6707	2024/6/21 第107回定時株主総会	取締役(監査等委員である取締役を除く。)8名選任の件			
サンケン電気株式会社		髙橋広	重任		賛成
		川嶋勝巳	重任		賛成
		宇津野瑞木	重任		賛成
		藤田則春	重任	社外	賛成
		山田隆基	重任		賛成
		平野秀樹	重任	社外	賛成
		生越由美	重任	社外	賛成
		菅原万里子	新任	社外	賛成
7122	2024/6/27 第112回定時株主総会	1 取締役9名選任の件			
近畿車輛株式会社		吉川富雄	重任		反対
		青木裕孝	重任		反対
		田畑果津志	重任		反対
		杉森尚志	重任		反対
		岡根修司	重任		反対
		小森悟	重任		反対
		野崎篤彦	重任	社外	反対
		岡島成吉	新任		反対
		大津谷正和	新任	社外	反対
	8	2 監査役4名選任の件			
		木村幸彦	重任		
	000	森川国昭	新任		反対
		栗本知子 ※************************************	新任		賛成
	8	深井滋雄	新任	社外	反対
	Manager 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	3 補欠監査役1名選任の件			44.0
7157		吉田二三男			賛成
		取締役(監査等委員である取締役を除く。)4名選任の件	香圧		+ **
	2024/6/23 第18回定時株主総会		重任		賛成
ライフネット生命保険株式会社	2024/6/23 第18回定時株主総会	森亮介	香什		
	2024/6/23 第18回定時株主総会	木庭康宏	重任	÷1. ы	賛成
	2024/6/23 第18回定時株主総会	木庭康宏 長谷部潤	重任		賛成
ライフネット生命保険株式会社		木庭康宏 長谷部潤 甲谷比呂			賛成 賛成
ライフネット生命保険株式会社7222	2024/6/23 第18回定時株主総会 2024/6/26 第101回定時株主総会	木庭康宏 長谷部潤 甲谷比呂 1剰余金の処分の件	重任		賛成
ライフネット生命保険株式会社		木庭康宏 長谷部潤 甲谷比呂 1剰余金の処分の件 2 取締役1名選任の件	重任 新任		賛成 賛成 賛成
ライフネット生命保険株式会社7222		木庭康宏 長谷部潤 甲谷比呂 1 剰余金の処分の件 2 取締役1名選任の件 冨山隆	重任		賛成 賛成
ライフネット生命保険株式会社7222		木庭康宏 長谷部潤 甲谷比呂 1 剰余金の処分の件 2 取締役1名選任の件 富山隆 3 監査役1名選任の件	重任 新任		賛成 賛成 反対
ライフネット生命保険株式会社7222		木庭康宏 長谷部潤 甲谷比呂 1剰余金の処分の件 2取締役1名選任の件 冨山隆 3 監査役1名選任の件 青地深	重任 新任		賛成 賛成 賛成
ライフネット生命保険株式会社7222		木庭康宏 長谷部潤 甲谷比呂 1 剰余金の処分の件 2 取締役1名選任の件 富山隆 3 監査役1名選任の件	重任 新任	社外	賛成 賛成 反対

企業名	総会	議案(敬称略)			賛否
7545	2024/5/14 第68期定時株主総会	1取締役(監査等委員である取締役を除く。)5名選任の件	a5-1+		l
株式会社西松屋チェーン		大村禎史	重任		反対
		大村浩一	重任		反対
		坂本和德	重任		反対
		石井義人	重任		反対
		大村禎昭	重任		反対
		2 当社株券等の大規模買付行為への対応方針(買収への対応方			反対
		針)の継続の件			+5.15
		3 従業員に対しストックオプションとして新株予約権を発行す			賛成
77.40	2024/2/22 第77期 京味 # 主 ※ △	3件 1利444の加入の件			4-4+
7740	2024/3/27 第77期定時株主総会	1剰余金の処分の件			賛成
株式会社タムロン		2定款一部変更の件			賛成
		3 取締役 (監査等委員である取締役を除く。) 8名選任の件			++
			重任		賛成
		張勝海	重任		賛成
		大谷真人	重任		賛成
		岡安朋英	重任		賛成
		佐藤勇一	重任	社外	賛成
		片桐春美	重任	社外	賛成
		石井絵梨子	重任	社外	反対
		鈴木文雄	重任	社外	賛成
		4 監査等委員である取締役4名選任の件			I
		山口貴裕	新任		賛成
		平山隆志	新任	社外	賛成
		奈良正哉	新任		賛成
		植田高志	新任		賛成
		5 取締役(監査等委員である取締役を除く。)の報酬等の額決	701122	1007	賛成
		定の件			154,110
		6監査等委員である取締役の報酬等の額決定の件			賛成
		7 取締役 (監査等委員である取締役及び社外取締役を除く。)			賛成
		に対する業績連動型株式報酬等の額及び内容決定の件			1
7752	2024/6/20 第124回定時株主総会	1 剰余金処分の件			賛成
朱式会社リコー		2 取締役8名選任の件			1
		山下良則	重任		反対
		大山晃	重任		反対
		川口俊	重任		賛成
		横尾敬介	重任	計加	賛成
		l .			1
		谷定文	重任		賛成
		石村和彦	重任		賛成
		石黒成直	重任		賛成
		武田洋子	重任	社外	質成
		3 監査役3名選任の件			
		西宮一雄	新任		賛成
		鈴木国正	新任	社外	賛成
		大塚敏弘	新任	社外	賛成
		4 取締役賞与支給の件			賛成
8013	2024/4/25 第127回定時株主総会	1取締役(監査等委員である取締役を除く。)4名選任の件			
朱式会社ナイガイ		今泉賢治	重任		反対
		市原聡	重任		反対
		髙原聡	重任		反対
		荻原正俊	新任	补外	
		2 監査等委員である取締役3名選任の件			1
		磯田裕	重任		反対
		野口光夫	重任	計加	反対
		松居智子	新任		
		3 補欠の監査等委員である取締役2名選任の件	初门工	TLZF	貝以
		江口俊治	重任	1 . И	表 H
				エニフト	賛成
		中谷彰	重任		賛成
	and the same of th	4会計監査人選任の件			質成
3750	2024/6/24 第14期定時株主総会	1剰余金の処分の件			賛成
第一生命ホールディングス株式会社		2 取締役 (監査等委員である取締役を除く。) 10名選任の件			
		稲垣精二	重任		反対
		菊田徹也	重任		反対
		山口仁史	重任		反対
		曽我野秀彦	重任		賛成
		隅野俊亮	重任		賛成
		北堀貴子	新任		賛成
		井上由里子	重任	社外	賛成
		新貝康司	重任		賛成
		ブルース・ミラー	重任		賛成
		l .			
		石井一郎 ・ 野木原系号でもて 野窓のよく 悪仁 の 歴	新任	江ント	質放
		3 監査等委員である取締役5名選任の件	e		
		柴垣貴弘	重任		賛成
		山腰憲司	新任		賛成
		佐藤りえ子	重任	社外	反対
		増田宏一	重任	社外	賛成
		永瀬悟	新任	社外	賛成
					7
		4 補欠の監査等委員である取締役1名選任の件			1

企業名	総会	議案 (敬称略)			賛否
9107	2024/6/21 第156期定時株主総会	1 剰余金の処分の件			賛成
川崎汽船株式会社		2 取締役8名選任の件			
		明珍幸一	重任		賛成
		針谷雄彦	重任		賛成
		山鹿徳昌	新任		賛成
		山田啓二	重任	社外	賛成
		内田龍平	重任	社外	賛成
		小高功嗣	重任	社外	賛成
		牧寛之	重任	社外	賛成
		政井貴子	新任	社外	賛成
		3 監査役1名選任の件			
		久保伸介	重任	社外	賛成
		4 補欠監査役1名選任の件			
		熊倉安希子		社外	賛成
9640	2024/6/18 第55期定時株主総会	1剰余金の処分の件			賛成
株式会社セゾンテクノロジー		2 取締役8名選任の件			
		莱山誠	重任		反対
		石田誠司	重任		賛成
		山本善久	重任		賛成
		藤内聖文	重任		賛成
		小野和俊	重任		賛成
		長瀬吉昌	新任	社外	賛成
		マニヤン麻里子	重任	社外	賛成
		黒田はるひ	重任	社外	賛成
		3 監査役の補欠者1名選任の件			
		河澄利晴			賛成
9742	2024/6/25 第62回定時株主総会	1剰余金の処分の件			賛成
株式会社アイネス		2 定款一部変更の件			賛成
		3 取締役(監査等委員である取締役を除く)8名選任の件			
		服部修治	重任		反対
		塚原進	重任		反対
		高田浩二	新任		賛成
		鈴木玲子	新任		賛成
		金群	重任	社外	賛成
		村上嘉奈子	重任	社外	賛成
		佐藤信行	重任	社外	賛成
		森崎孝	重任	社外	反対

【原則7関係】

各原則(指針を含む)の実施状況に関する自己評価

ECM は、2024年6月時点までの、日本版スチュワードシップ・コードの ECM における 実施状況を自己評価した結果、各原則(指針を含む)については適切に実施できていること を確認した。

また、日頃のスチュワードシップ活動を踏まえ、議決権行使基準を、より企業価値向上に 資するものとするため、2023 年 11 月、同基準の一部を改訂した 5。

以上

 $^{^5}$ 具体的には、株価純資産倍率(PBR)が 1 倍を下回っている場合は、経営トップである取締役の再任議案には賛成しないことを明らかにした

Public Disclosure of Policies Based on Principles for Responsible Institutional Investors $\,\,$ Stewardship Code $\,$

Effissimo Capital Management Pte Ltd

Principle 1:

Disclosure of policy on how institutional investors fulfill their stewardship responsibilities

Effissimo Capital Management Pte Ltd ("ECM" hereafter), in its capacity as a party to a discretionary investment management agreement, is authorized to make investment management decisions, and is in a position to autonomously fulfill the stewardship responsibilities stipulated in Japan's Stewardship Code, that being the responsibilities of an institutional investor to enhance the medium-to long-term return on investments for its clients by improving and fostering investee companies' corporate value and sustainable growth through constructive engagement, or purposeful dialogue, based on in-depth knowledge of the companies and their business environment.

ECM fully understands the stewardship responsibilities, agrees that the fulfillment of such responsibilities will lead to the development and growth of the overall economy, and promises to fulfill such responsibilities.

Generally, ECM makes investments in corporate equity securities that are expected to yield capital gains and dividends due to the enhancement of their medium-to long-term corporate value, and trade at a discount to the investee company's corporate value.

In order to confirm whether investee companies are managed to enhance their corporate value and promote their sustainable growth, ECM, in principle, collects and analyzes relevant and necessary information, mainly financial information, but also non-financial information, and endeavors to correctly understand business conditions with respect to all of the investee companies whose shares are in the custody of the client funds under its management.

ECM takes sustainability into consideration on the premise that it will enhance the investee company's medium-to long-term corporate value and assesses the investee company's efforts relating to sustainability based on whether or not those efforts will enhance its medium-to long-term corporate value.

In principle, in order to appropriately fulfill its stewardship responsibilities, ECM exercises the voting rights for all shares in the custody of the client funds under its management. Voting decisions are made by holding a meeting regarding the exercise of the voting rights in accordance with ECM's Proxy Voting Principles and Guidelines, taking into consideration the investee company's business conditions, the substance of the engagement with the management teams of the investee company and each specific circumstance posed. ECM obtains the opinions of the proxy advisory firms (Institutional Shareholder Services Inc. and Glass Lewis & Co., LLC) for resolutions by investee companies of particular significance, confirms the reasons for recommending voting for or against, and vets on such resolutions with meticulous diligence.

ECM engages with the investee companies, as necessary, to encourage sustainable development and to enhance the medium-to long-term corporate value of the investee companies, all while in strict adherence to the Financial Instruments and Exchange Act and any other applicable laws and

regulations. Although the means of engagement with each investee company is determined on a case-by-case basis, careful consideration and the approvals of the portfolio manager and the chief compliance officer are required in selecting the investee company to engage with, and for setting the agenda and substance of such engagement, to ensure that it contributes to the enhancement of medium-to long-term corporate value and the sustainable growth of the investee company. In circumstances where ECM's proposals or recommendations may enhance the corporate value of the investee company or where the management team's action threatens to clearly impair the corporate value of the investee company, ECM may make proposals or recommendations to such investee company. Moreover, where the corporate value of the investee company is clearly impaired or where the corporate value of the investee company is threatened to be clearly impaired, ECM endeavors to arrive at a common understanding with the management team by requesting thorough explanation. If the management team fails to provide sufficient explanation or the explanation is unreasonable, ECM may exercise its shareholder's rights to rectify the situation. Furthermore, outside of the aforementioned circumstances, ECM may engage with the management team in order to foster a common understanding with the management team and thereby encourage the management to enhance the medium-to long-term corporate value of the investee companies, and to promote its sustainable growth.

ECM may acquire a considerable number of shares of investee companies and may hold a considerable percentage of issued shares. In such cases, ECM will possess voting rights for the relevant shares in accordance with the one-share-one-vote principle. The one-share-one-vote principle employed by the Companies Act, has been the basic principle regarding the number of voting rights that shareholders may exercise since the enactment of the Commercial Code in 1890 through today, the grounds for which are explained from the perspective of equity and enhanced corporate value, etc.¹ In particular, shareholders who hold a considerable percentage of shares have strong incentives to encourage the enhancement of the corporate value of investee companies, and it is thought that such incentives lead shareholders to spend more time and incur more costs in exercising voting rights and engaging with the company, etc.² Moreover, some point out that shareholders who hold a considerable percentage of shares bear the social responsibility to act as a monitor against the management team.⁴ In circumstances where ECM comes to hold a considerable

¹ See Shinsaku Iwahara (editor), The Companies Act Kommentar 7 - Organization (1) [Takahito Kato] (Shoji-homu, 2013), pp. 131-133.

² See Hiroshi Mizuguchi, Company Operations and Status of Shareholders (Japan Institute of Business Law, 1994), pp. 195-196.

³ See Brent A. Olson, *Publicly Traded Corporations Handbook*, 2017-1 Ed. Clark Boardman Callaghan (Part I. Chapter 2. II)

⁴ See Takaaki Wakasugi (editorial supervisor), The Day Shareholders Wake - Corporate Governance Changes Japan (Shoji-homu, 2004), p. 100.

percentage of shares, it fully recognizes such effect and responsibility, and exercises voting rights and carries out engagement, etc. to contribute to the enhancement of the medium-to long-term corporate value of the investee companies.

Principle 2:

Disclosure of policy on how institutional investors manage conflicts of interest in fulfilling their stewardship responsibilities

ECM puts its clients' interest first.

ECM may exercise the voting rights of a company or its affiliates where ECM has a business relationship, but even in such cases, ECM shall cast its votes pursuant to the Proxy Voting Principles and Guidelines and shall not take into consideration its business relationship in determining its voting decision or other stewardship activities.

In order to appropriately manage conflicts of interest, ECM sets forth specific rules to avoid conflicts of interest and put the clients' interest first, as set forth in the Compliance Policies and Procedures. Moreover, ECM has put in place a Code of Conduct, which establishes a clear set of policies and procedures for its directors, officers and employees, regarding conflicts of interest with its clients. The Code of Conduct sets forth, with respect to conflicts of interest between ECM and its clients, that directors, officers and employees should assign the highest priority to the profits and interests of ECM's clients, and should avoid a situation that would cause conflicts of interest to arise between ECM and its clients. Upon joining the company and annually thereafter, directors, officers and employees of ECM are obliged to submit a written oath to the chief compliance officer, stating that they understand and will comply with the Code of Conduct.

Furthermore, in order to fulfill its fiduciary duties, ECM sets forth a set of Trading and Operations Policies and Procedures to clarify its policy regarding conflicts of interest between its clients. The Trading and Operations Policies and Procedures sets forth a clear set of policies regarding the management of conflicts of interest, such that trade allocations be made fairly and impartially when multiple client accounts are involved, and that intra-account cross trades only be executed with prior approvals from the chief compliance officer and portfolio manager, and only if they are mutually beneficial to each party to the transaction at prevailing market prices and at arm's length terms.

ECM is an independent investment management firm and it does not belong to any particular corporate group or business alliance. Furthermore, given that non-Japanese institutional investors represent the bulk of ECM's fund investors while the fund's investments are primarily companies listed in Japan, the odds that ECM and its clients' have differing interests are low, and it is structurally unlikely that conflicting interests will arise between ECM and its fund clients which may influence ECM's stewardship activities. Moreover, for those companies with whom ECM may have conflicts of interests such as those that ECM conducts even a negligible degree of commercial transactions, ECM has strengthened its internal controls regarding conflicts of interest by preparing a list of such investee companies and the concrete circumstances that may give rise to such conflicts. Its external legal counsel assesses whether there are any inappropriate exercises of voting rights stemming from conflicts of interest, inclusive of those investee companies named on such list, for all voting rights.

Principle 5:

Disclosure of policy on voting (When institutional investors have a practice of lending stocks across the determination date of the voting right, their voting policy should include a policy on lending stocks as well.) and voting activity

In principle, in order to appropriately fulfill its stewardship responsibilities, ECM exercises the voting rights for all shares in the custody of the client funds under its management. There are certain occasions where ECM may not be able to exercise voting rights of certain shares in the custody of broker-dealers with whom ECM managed funds have executed a prime brokerage agreement. This is due to the fact that these broker-dealers, that are party to a prime brokerage agreement, may not be able to secure the voting rights as there may be circumstances where they may have pledged certain shares as collateral to a third party. Furthermore, ECM cannot exercise voting rights on shares held in margin accounts.

ECM has established and revises its Proxy Voting Principles and Guidelines (please see attached) as necessary, so as to contribute to the enhancement of medium-to long-term corporate value of the investee companies. The Proxy Voting Principles and Guidelines respectively set forth the basic principles behind ECM's proxy voting, and the guidelines for ECM's voting decisions on resolutions. Moreover, the Proxy Voting Guidelines provides that if there are any conflicts between voting decisions made in accordance with the Proxy Voting Guidelines and the Proxy Voting Principles, ECM may make voting decisions contrary to that set forth in the Proxy Voting Guidelines. Voting decisions are made by holding a meeting regarding the exercise of voting rights in accordance with ECM's Proxy Voting Guidelines, taking into consideration the investee company's business conditions, the substance of the engagement with the management team of the investee company and each specific circumstance posed. ECM obtains the opinions of the proxy advisory firms (Institutional Shareholder Services Inc. and Glass Lewis & Co., LLC) for resolutions by investee companies of particular significance, confirms the reasons for recommending voting for or against, and vets on such resolutions with meticulous diligence. Furthermore, ECM may at times and as necessary provide explanations for its voting decisions by submitting letters to investee companies or by having discussions with the management team.

ECM annually discloses the aggregated and categorized results of its voting decisions for all shares in the custody of the client funds under its management. In addition thereto, for investee companies whose shares are held by ECM whereby the fact of its ownership together with its ownership levels have already been disclosed through ECM's submission of large volume possession reports, etc., ECM, in principle, discloses the results of its voting decisions on a line item basis (i.e., for each individual investee company per each resolution). Meanwhile, if ECM were to disclose the results of its voting decisions for all investee companies, then significant confidential information about ECM's business (such as how investee companies are selected and the amounts invested) could be inferred, and thus

the interests of its clients could be impaired. Therefore, ECM will not disclose the results of its voting decisions for each individual investee on a line item basis for investee companies for which ECM has not submitted a large volume possession report, etc. Furthermore, for the investee companies for which the results of ECM's voting decisions are individually disclosed, ECM will not disclose the reasons behind its voting decisions given that ECM makes voting decisions taking into account the substance of its engagement with the relevant companies; hence, the reasons for its voting decisions include confidential business information, and the disclosure of the reason behind its decisions may unexpectedly influence share prices, etc.

The aggregated results of resolutions voted for, against and abstained with respect to each subject matter at the meeting of shareholders for all of the investee companies held between July 2023 and June 2024, and individual line item disclosures of resolutions voted on behalf of the client funds under its management for the investee companies for which ECM has submitted large volume possession reports, etc. are set forth in the table below.

[Aggregated Results]

	For	Against	Abstained
	(%)	(%)	(%)
Company Sponsored	40.9%	59.1%	-
Dividends and the Appropriation of Surplus	100.0%	-	-
Partial Amendments to the Articles of Incorporation	100.0%	-	-
Election of Directors	27.9%	72.1%	-
Election of Directors	26.8%	73.2%	-
Election of Directors as Audit and Supervisory Committee Member	37.1%	62.9%	-
Election of Substitute Directors	37.5%	62.5%	-
Election of Statutory Auditors (Including Substitute Statutory Auditors)	79.5%	20.5%	-
Election of Statutory Auditors	75.0%	25.0%	-
Election of Substitute Statutory Auditors	91.7%	8.3%	-
Election of an Accounting Auditor	100.0%	-	-
Payment of Retirement Bonuses and Special Payments	-	100.0%	-
Remuneration of Directors and Statutory Auditors	100.0%	-	-
Payment of Bonuses to Directors and Statutory Auditors	100.0%	-	-
Issuance of Share Options (Stock Options)	100.0%	-	-
Mergers & Acquisitions and Organizational Restructurings	100.0%	-	-
Takeover Defense Plans	-	100.0%	-
Others	-	-	-
Shareholder Sponsored	100.0%	-	-
Total	41.9%	58.1%	-

[Individual Line Item Disclosure]

Company	Event	Agenda			Vote
1786	The 73rd Annual General Meeting of	1 Appropriation of Surplus			For
Oriental Shiraishi Corporation	Shareholders	2 Election of Eight (8) Directors (Excluding Directors Serving as Audit			
_	2024/6/26	and Supervisory Committee Members)			
		Tatsuya Ohno	reelected		Against
		Akio Shoji	reelected		For
		Yukihiko Hashimoto	reelected		For
		Toshiaki Mizuno	reelected		For
		Hideaki Kato	reelected	external	For
		Yuko Sudani	reelected	external	For
		Hiroyuki Morinaga	reelected	external	For
		Harumi Isowa	reelected	external	For
1813	The 78th Annual General Meeting of	1 Appropriation of Surplus			For
Fudo Tetra Corporation	Shareholders	2 Election of Seven (7) Directors Not Serving as Audit and Supervisor	y		
i i	2024/6/21	Committee Members			
		Yuji Takehara	reelected		Against
		Shinya Okuda	reelected		Against
		Jun Ohbayashi	reelected		For
		Akihiko Tadano	reelected		For
		Chihiro Niiyama	reelected		For
		Yoji Kawachi	reelected		For
		Mari Osawa	reelected	external	For
		3 Election of Four (4) Directors Serving as Audit and Supervisory			
		Committee Members			
		Kumiko Miura	newly appointed		For
		Kiyoyuki Kuroda	reelected	external	For
		Masaji Suzuki	reelected	external	For
		Kiyoshi Maeda	newly appointed	external	For
		4 Continuation and Partial Revision of Performance-linked Stock-based			For
		Compensation Plan for Directors	•		1
3104	The 204th Annual General Meeting of	1 Appropriation of Surplus			For
Fujibo Holdings, Inc.	Shareholders	2 Election of Nine Directors			10.
gg,	2024/6/27	Masahide Inoue	reelected		Against
		Yasuo Toyooka	reelected		Against
		Osamu Hirano	reelected		Against
		Yoshimi Mochizuki	reelected		Against
		Tatsuya Sasaki	reelected		Against
		Ruth Marie Jarman	reelected	external	Against
		Hisashi Kobayashi	reelected	external	Against
		Rieko Sato	reelected		Against
		Takahiro Tsubota	newly appointed	external	
		3 Election of One Auditor	ik wiy appointed	CARCINAL	, rgamst
		Katsuhiko Okamoto	newly appointed	external	For
	1	Katsunko (Kanoto	newiy appointed	CARTHAI	ğı Ol

Company	Event	Agenda			Vote
4047 Kanto Denka Kogyo Co., Ltd.	The 117th Ordinary General Meeting of Shareholders	Partial Amendments to the Articles of Incorporation Election of Nine Directors			For
Kanto Denka Kogyo Co., Ltd.	2024/6/27				
	2024/6/27	Jun'ichi Hasegawa	reelected		Agains
		Kazuki Niimi	reelected		For
		Kenichi Yako	reelected		For
		Taisuke Yonemura	newly appointed		For
		Hideki Matsui	reelected	external	Agains
		Hitoshi Habuka	reelected	external	For
		Yuko Kariya	reelected	external	For
		Takako Amitani	newly appointed	external	For
		Junko Koshino	newly appointed	external	For
		3 Election of Four Auditors			1
		Takeaki Yajima	reelected		For
		Ryoji Masujima	newly appointed		Agains
		Naozumi Furukawa		oxtomol	1 -
		1	reelected		Agains
		Kenichi Ikeda	reelected	external	Agains
		4 Election of One Substitute Auditor			
		Naotaka Kawamata		external	·
		5 Revision of Director Remuneration, etc. Amount			For
551	The 132nd Annual General Meeting of	1 Appropriation of Surplus			For
orii Pharmaceutical Co., Ltd.	Shareholders	2 Partial Amendment to the Articles of Incorporation			For
	2024/3/27	3 Election of Two (2) Directors (Excluding Directors Who Are			
		Members of the Audit and Supervisory Committee)			
		Goichi Matsuda	reelected		Agains
		Nobumasa Kondo	newly appointed		Agains
		4 Election of Three (3) Directors Who Are Members of the Audit and	, appointed		
		Supervisory Committee			
		1			I
		Takaharu Matsumura	newly appointed	external	Agains
		Mihoko Manabe	newly appointed		Agains
		Kenichi Fujita	newly appointed	external	Agains
		5 Election of One (1) Substitute Director Who Is a Member of the			
		Audit and Supervisory Committee			
		Hisashi Kumano		external	Agains
		6 Determination of Amount of Compensation, etc. for Directors			For
		(Excluding Directors Who Are Members of the Audit and			
		Supervisory Committee)			
		7 Determination of Amount of Compensation, etc. for Directors Who			For
					1 01
		Are Members of the Audit and Supervisory Committee			-
		8 Determination of Compensation for Granting Restricted Stock to			For
		Directors (Excluding Directors Who Are Members of the Audit and			1
		Supervisory Committee and Outside Directors)			<u> </u>
		9 [Shareholder Proposal] Repurchase of Treasury Stock			For
		10 [Shareholder Proposal] Partial Amendment to the Articles of			For
		Incorporation (Disclosure of Individual Compensation for Directors			
		with Representative Authority)			
		11 [Shareholder Proposal] Partial Amendment to the Articles of			For
					roi
		Incorporation (Disclosure of Result of Examination of Fund			
		Management through CMS)			<u> </u>
449	The 46th Annual General Meeting of	1 Partial Amendments to the Articles of Incorporation			For
SAKA STEEL CO., LTD.	Shareholders	2 Dividends of Surplus			For
	2024/6/24	3 Election of Eight (8) Directors			
		Junichi Tani	newly appointed		Agains
		Teruyuki Wakatsuki	reelected		Agains
		Takashi Sekino	newly appointed		Agains
		Kazuo Imanaka	reelected		8 -
					Agains
		Taisuke Nomura	reelected		Agains
		Hironobu Ishikawa	reelected	external	Agains
		Shinya Matsuzawa	reelected	external	Agains
		Mitsuhiro Sato	reelected	external	Agains
		4 Election of One (1) Audit & Supervisory Board			1
		Member			
		Shigeji Sugimoto	reelected	external	For
		5 Election of One (1) Substitute Audit & Supervisory Board			T
		Member			
		Tatsuji Kishimoto		external	For
		6 [Shareholder Proposal] Partial Amendments to the Articles of		emeriiai	For
					1 01
		Incorporation (Prohibition of Provision of Funds to Controlling			
		Shareholder through Deposits or Loans)			ļ
		7 [Shareholder Proposal] Dividends of Surplus (Special Dividend)			For
		8 [Shareholder Proposal] Partial Amendments to the Articles of			For
		Incorporation (Development and Disclosure of a Plan to Achieve a			4
		Incorporation (Development and Disclosure of a Plan to Achieve a			For
		Incorporation (Development and Disclosure of a Plan to Achieve a PBR of 1 or Higher)	***************************************		For
		Incorporation (Development and Disclosure of a Plan to Achieve a PBR of 1 or Higher) 9 [Shareholder Proposal] Partial Amendments to the Articles of Incorporation (Number of Directors, etc.)			
		Incorporation (Development and Disclosure of a Plan to Achieve a PBR of 1 or Higher) 9 [Shareholder Proposal] Partial Amendments to the Articles of Incorporation (Number of Directors, etc.) 10 [Shareholder Proposal] Partial Amendments to the Articles of			For For
		Incorporation (Development and Disclosure of a Plan to Achieve a PBR of 1 or Higher) 9 [Shareholder Proposal] Partial Amendments to the Articles of Incorporation (Number of Directors, etc.) 10 [Shareholder Proposal] Partial Amendments to the Articles of Incorporation (Development and Disclosure of a Plan to Reduce			
541	The Otth Agreed Court Chart 11	Incorporation (Development and Disclosure of a Plan to Achieve a PBR of 1 or Higher) 9 [Shareholder Proposal] Partial Amendments to the Articles of Incorporation (Number of Directors, etc.) 10 [Shareholder Proposal] Partial Amendments to the Articles of Incorporation (Development and Disclosure of a Plan to Reduce Greenhouse Gas Emissions)			For
	The 98th Annual General Shareholders	Incorporation (Development and Disclosure of a Plan to Achieve a PBR of 1 or Higher) 9 [Shareholder Proposal] Partial Amendments to the Articles of Incorporation (Number of Directors, etc.) 10 [Shareholder Proposal] Partial Amendments to the Articles of Incorporation (Development and Disclosure of a Plan to Reduce Greenhouse Gas Emissions) 1 Partial amendments to the Articles of Incorporation			
	Meeting	Incorporation (Development and Disclosure of a Plan to Achieve a PBR of 1 or Higher) 9 [Shareholder Proposal] Partial Amendments to the Articles of Incorporation (Number of Directors, etc.) 10 [Shareholder Proposal] Partial Amendments to the Articles of Incorporation (Development and Disclosure of a Plan to Reduce Greenhouse Gas Emissions) 1 Partial amendments to the Articles of Incorporation 2 Election of nine (9) Directors			For For
		Incorporation (Development and Disclosure of a Plan to Achieve a PBR of 1 or Higher) 9 [Shareholder Proposal] Partial Amendments to the Articles of Incorporation (Number of Directors, etc.) 10 [Shareholder Proposal] Partial Amendments to the Articles of Incorporation (Development and Disclosure of a Plan to Reduce Greenhouse Gas Emissions) 1 Partial amendments to the Articles of Incorporation 2 Election of nine (9) Directors Masayuki Aoyama	reelected		For For
	Meeting	Incorporation (Development and Disclosure of a Plan to Achieve a PBR of 1 or Higher) 9 [Shareholder Proposal] Partial Amendments to the Articles of Incorporation (Number of Directors, etc.) 10 [Shareholder Proposal] Partial Amendments to the Articles of Incorporation (Development and Disclosure of a Plan to Reduce Greenhouse Gas Emissions) 1 Partial amendments to the Articles of Incorporation 2 Election of nine (9) Directors	reelected reelected		For For Agains
	Meeting	Incorporation (Development and Disclosure of a Plan to Achieve a PBR of 1 or Higher) 9 [Shareholder Proposal] Partial Amendments to the Articles of Incorporation (Number of Directors, etc.) 10 [Shareholder Proposal] Partial Amendments to the Articles of Incorporation (Development and Disclosure of a Plan to Reduce Greenhouse Gas Emissions) 1 Partial amendments to the Articles of Incorporation 2 Election of nine (9) Directors Masayuki Aoyama	reelected		For For Agains Agains
	Meeting	Incorporation (Development and Disclosure of a Plan to Achieve a PBR of 1 or Higher) 9 [Shareholder Proposai] Partial Amendments to the Articles of Incorporation (Number of Directors, etc.) 10 [Shareholder Proposai] Partial Amendments to the Articles of Incorporation (Development and Disclosure of a Plan to Reduce Greenhouse Gas Emissions) 1 Partial amendments to the Articles of Incorporation 2 Election of nine (9) Directors Masayuki Aoyama Yoshiharu Inomata Kenichi Hara	reelected reelected		For Agains Agains Agains
	Meeting	Incorporation (Development and Disclosure of a Plan to Achieve a PBR of 1 or Higher) 9 [Shareholder Proposal] Partial Amendments to the Articles of Incorporation (Number of Directors, etc.) 10 [Shareholder Proposal] Partial Amendments to the Articles of Incorporation (Development and Disclosure of a Plan to Reduce Greenhouse Gas Emissions) 1 Partial amendments to the Articles of Incorporation 2 Election of nine (9) Directors Masayuki Aoyama Yoshiharu Inomata Kenichi Hara Terunobu Matsuyama	reelected reelected		For Agains Agains Agains
	Meeting	Incorporation (Development and Disclosure of a Plan to Achieve a PBR of 1 or Higher) 9 [Shareholder Proposal] Partial Amendments to the Articles of Incorporation (Number of Directors, etc.) 10 [Shareholder Proposal] Partial Amendments to the Articles of Incorporation (Development and Disclosure of a Plan to Reduce Greenhouse Gas Emissions) 1 Partial amendments to the Articles of Incorporation 2 Election of nine (9) Directors Masayuki Aoyama Yoshiharu Inomata Kenichi Hara Terunobu Matsuyama Hiroaki Ichiyanagi	reelected reelected reelected reelected		For Agains Agains Agains Agains Agains
	Meeting	Incorporation (Development and Disclosure of a Plan to Achieve a PBR of 1 or Higher) 9 [Shareholder Proposal] Partial Amendments to the Articles of Incorporation (Number of Directors, etc.) 10 [Shareholder Proposal] Partial Amendments to the Articles of Incorporation (Development and Disclosure of a Plan to Reduce Greenhouse Gas Emissions) 1 Partial amendments to the Articles of Incorporation 2 Election of nine (9) Directors Masayuki Aoyama Yoshiharu Inomata Kenichi Hara Terunobu Matsuyama Hiroaki Ichiyanagi Kazuo Iwadate	reelected reelected reelected reelected reelected		For Agains Agains Agains Agains Agains Agains
	Meeting	Incorporation (Development and Disclosure of a Plan to Achieve a PBR of 1 or Higher) 9 [Shareholder Proposal] Partial Amendments to the Articles of Incorporation (Number of Directors, etc.) 10 [Shareholder Proposal] Partial Amendments to the Articles of Incorporation (Development and Disclosure of a Plan to Reduce Greenhouse Gas Emissions) 1 Partial amendments to the Articles of Incorporation 2 Election of nine (9) Directors Masayuki Aoyama Yoshiharu Inomata Kenichi Hara Terunobu Matsuyama Hiroaki Ichiyanagi	reelected reelected reelected reelected	external	For Agains Agains Agains Agains Agains Agains
	Meeting	Incorporation (Development and Disclosure of a Plan to Achieve a PBR of 1 or Higher) 9 [Shareholder Proposal] Partial Amendments to the Articles of Incorporation (Number of Directors, etc.) 10 [Shareholder Proposal] Partial Amendments to the Articles of Incorporation (Development and Disclosure of a Plan to Reduce Greenhouse Gas Emissions) 1 Partial amendments to the Articles of Incorporation 2 Election of nine (9) Directors Masayuki Aoyama Yoshiharu Inomata Kenichi Hara Terunobu Matsuyama Hiroaki Ichiyanagi Kazuo Iwadate	reelected reelected reelected reelected reelected	external external	For Agains Agains Agains Agains Agains Agains Agains
	Meeting	Incorporation (Development and Disclosure of a Plan to Achieve a PBR of 1 or Higher) 9 [Shareholder Proposal] Partial Amendments to the Articles of Incorporation (Number of Directors, etc.) 10 [Shareholder Proposal] Partial Amendments to the Articles of Incorporation (Development and Disclosure of a Plan to Reduce Greenhouse Gas Emissions) 1 Partial amendments to the Articles of Incorporation 2 Election of nine (9) Directors Masayuki Aoyama Yoshiharu Inomata Kenichi Hara Terunobu Matsuyama Hiroaki Ichiyanagi Kazuo Iwadate Shinya Matsumoto	reelected reelected reelected reelected reelected	external	For Agains Agains Agains Agains Agains Agains Agains Agains Agains
541 ACIFIC METALS CO., LTD.	Meeting	Incorporation (Development and Disclosure of a Plan to Achieve a PBR of 1 or Higher) 9 [Shareholder Proposal] Partial Amendments to the Articles of Incorporation (Number of Directors, etc.) 10 [Shareholder Proposal] Partial Amendments to the Articles of Incorporation (Development and Disclosure of a Plan to Reduce Greenhouse Gas Emissions) 1 Partial amendments to the Articles of Incorporation 2 Election of nine (9) Directors Masayuki Aoyama Yoshiharu Inomata Kenichi Hara Terunobu Matsuyama Hiroaki Ichiyanagi Kazuo Iwadate Shinya Matsumoto Hikari Imai	reelected reelected reelected reelected reelected reelected reelected		For Agains Agains Agains Agains Agains Agains Agains Agains Agains

741	Event C IV C IV C	Agenda			Vote
	The 11th Ordinary General Meeting of	1 Dividends of Surplus			For
JACJ Corporation	Shareholders	2 Election of Ten (10) Directors			
	2024/6/19	Miyuki Ishihara	reelected		Against
		Shinji Tanaka	reelected		Against
		Teruo Kawashima	reelected		For
		Fumiharu Jito	reelected		For
		Joji Kumamoto	reelected		For
		Takahiro Ikeda	reelected	external	For
		Akio Sakumiya	reelected		For
					8
		Yoshitaka Mitsuda	reelected		For
		Ryoko Nagata	reelected	external	For
		Makiko Akabane	reelected	external	For
		3 Election of One (1) Audit & Supervisory Board			
		Member			
		Haruhiro Iida	newly appointed		For
		4 Revision of Remuneration for Directors under the Medium- to Long-	newry appointed		For
					roi
		Term Performance-Linked Remuneration System			-
246	The 90th Ordinary General Meeting of	1 Appropriation of Surplus			For
echno Smart Corp.	Shareholders	2 Election of Six (6) Directors (Excluding Directors Who Are Audit &			
	2024/6/25	Supervisory Committee Members)			
		Masami Yanai	reelected		Agains
		Haruhiro Iida	reelected		Agains
		Yoshiki Nishimiya	reelected		Agains
		Toshikazu Shimomura	reelected		8 -
					Against
		Kaname Takahashi	newly appointed		Agains
		Koji Misawa	newly appointed		Agains
		3 Election of One (1) Substitute Director Who Is an Audit &			I
		Supervisory Committee Member			
		Shoichi Nakashita		external	Agains
576	The 38th Annual General Meeting of	1 Election of Six (6) Directors (Excluding Directors Who Are Audit			1
lelco Holdings Inc.	Shareholders	and Supervisory Committee Members)			
	2024/6/26	Hiroyuki Maki	reelected		Agains
	2027/0/20	1 -			8 -
		Yoshimasa Nagase	reelected		Agains
	1	Manabu Yano	reelected		Agains
		Chisato Nakayama	reelected		Agains
		Taiji Watanabe	newly appointed		Agains
	1	Iwao Tsusaka	reelected		Agains
		2 Election of Two (2) Directors Who are Audit and Supervisory			1
		Committee Members			l
	1	Hiroyuki Miyajima	newly appointed	external	8 -
		Kumiko Otsuka	newly appointed	external	Agains
		3 Presentation of Retirement Allowance to Retiring Directors			Agains
		4 Distribution of Dividends in Kind (a Share-Distribution-Type Spin-off)		For
		of Common Stock of Subsidiary Shimadaya Corporation	,		
707	The 107th Ordinary General Meeting of	Election of Eight Directors (excluding Directors who are Audit and			1
/0/					
oden Electric Co. Ltd.	Shareholders	Supervisory Committee Members)			-
anken Electric Co., Ltd.					
inken Electric Co., Ltd.	2024/6/21	Hiroshi Takahashi	reelected		For
inken Electric Co., Ltd.		Hiroshi Takahashi Katsumi Kawashima	reelected reelected		For For
anken Electric Co., Ltd.					8
anken Electric Co., Ltd.		Katsumi Kawashima Mizuki Utsuno	reelected reelected		For For
unken Electric Co., Ltd.		Katsumi Kawashima Mizuki Utsuno Noriharu Fujita	reelected reelected	external	For For For
nken Electric Co., Ltd.		Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada	reelected reelected reelected reelected	external external	For For For For
nken Electric Co., Ltd.		Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano	reelected reelected reelected reelected reelected	external external external	For For For For For
nken Electric Co., Ltd.		Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose	reelected reelected reelected reelected reelected reelected	external external external external	For For For For
nken Electric Co., Ltd.		Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano	reelected reelected reelected reelected reelected	external external external	For For For For For
		Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose	reelected reelected reelected reelected reelected reelected	external external external external	For For For For For
22	2024/6/21	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara	reelected reelected reelected reelected reelected reelected	external external external external	For For For For For For
22	2024/6/21 The 112th Ordinary General Meeting of Shareholders	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa	reelected reelected reelected reelected reelected reelected newly appointed	external external external external	For For For For For For Agains
222	2024/6/21 The 112th Ordinary General Meeting of	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki	reelected reelected reelected reelected reelected reelected newly appointed reelected reelected	external external external external	For For For For For For Agains:
222	2024/6/21 The 112th Ordinary General Meeting of Shareholders	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata	reelected	external external external external	For For For For For For Agains: Agains:
222	2024/6/21 The 112th Ordinary General Meeting of Shareholders	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yuni Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata Hisashi Sugimori	reelected reelected reelected reelected reelected reelected newly appointed reelected reelected reelected reelected	external external external external	For For For For For For Agains: Agains: Agains:
22	2024/6/21 The 112th Ordinary General Meeting of Shareholders	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata Hisashi Sugimori Shuji Okane	reelected	external external external external	For For For For For Agains Agains Agains Agains
22	2024/6/21 The 112th Ordinary General Meeting of Shareholders	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata Hisashi Sugimori Shuji Okane Satoru Komori	reelected	external external external external external	For For For For For Agains: Agains: Agains: Agains: Agains:
222	2024/6/21 The 112th Ordinary General Meeting of Shareholders	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata Hisashi Sugimori Shuji Okane	reelected	external external external external external	For For For For For Agains Agains Agains Agains Agains
222	2024/6/21 The 112th Ordinary General Meeting of Shareholders	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata Hisashi Sugimori Shuji Okane Satoru Komori	reelected reelected reelected reelected reelected reelected reelected newly appointed reelected	external external external external external	For For For For For Agains Agains Agains Agains Agains Agains Agains
22	2024/6/21 The 112th Ordinary General Meeting of Shareholders	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata Hisashi Sugimori Shuji Okane Satoru Komori Atsuhiko Nozaki Seikichi Okajima	reelected	external external external external external	For For For For For Agains Agains Agains Agains Agains Agains Agains Agains
22	2024/6/21 The 112th Ordinary General Meeting of Shareholders	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata Hisashi Sugimori Shuji Okane Satoru Komori Atsuhiko Nozaki Seikichi Okajima Masakazu Otsuya	reelected reelected reelected reelected reelected reelected reelected newly appointed reelected	external external external external external	For For For For For Agains Agains Agains Agains Agains Agains Agains Agains
22	2024/6/21 The 112th Ordinary General Meeting of Shareholders	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata Hisashi Sugimori Shuji Okane Satoru Komori Astuhiko Nozaki Sekichi Okajima Masakazu Otsuya 2 Election of 4 Audit and Supervisory Board Members	reelected	external external external external external external external external	For For For For For For Agains Agains Agains Agains Agains Agains Agains Agains
22	2024/6/21 The 112th Ordinary General Meeting of Shareholders	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata Hisashi Sugimori Shuji Okane Satoru Komori Atsuhiko Nozaki Seikichi Okajima Masakazu Otsuya 2 Election of 4 Audit and Supervisory Board Members Yukihiko Kimura	reelected reelected reelected reelected reelected reelected newly appointed reelected	external	For For For For For For Agains Agains Agains Agains Agains Agains Agains Agains
22	2024/6/21 The 112th Ordinary General Meeting of Shareholders	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata Hisashi Sugimori Shuji Okane Satoru Komori Atsuhiko Nozaki Seikchi Okajima Masakazu Otsuya 2 Election of 4 Audit and Supervisory Board Members Yukhiko Kimura Kuniaki Morikawa	reelected	external external external external external external external external external	For For For For For Agains Agains Agains Agains Agains Agains Agains Agains
222	2024/6/21 The 112th Ordinary General Meeting of Shareholders	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata Hisashi Sugimori Shuji Okane Satoru Komori Atsuhiko Nozaki Seikichi Okajima Masakazu Otsuya 2 Election of 4 Audit and Supervisory Board Members Yukihiko Kimura	reelected reelected reelected reelected reelected reelected newly appointed reelected	external	For For For For For For Agains Agains Agains Agains Agains Agains Agains
22	2024/6/21 The 112th Ordinary General Meeting of Shareholders	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata Hisashi Sugimori Shuji Okane Satoru Komori Atsuhiko Nozaki Seikchi Okajima Masakazu Otsuya 2 Election of 4 Audit and Supervisory Board Members Yukhiko Kimura Kuniaki Morikawa	reelected	external	For For For For For Agains Agains Agains Agains Agains For Agains For
222	2024/6/21 The 112th Ordinary General Meeting of Shareholders	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yuni Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata Hisashi Sugimori Shuji Okane Satoru Komori Atsuhiko Nozaki Seikichi Okajima Masakazu Otsuya 2 Election of 4 Audit and Supervisory Board Members Yukhiko Kimura Kuniaki Morikawa Noriko Kurimoto Shigeo Fukai	reelected reelec	external	For For For For For Agains Agains Agains Agains Agains For Agains For
222	2024/6/21 The 112th Ordinary General Meeting of Shareholders	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata Hisashi Sugimori Shuji Okane Satoru Komori Atsuhiko Nozaki Seikichi Okajima Masakazu Otsuya 2 Election of 4 Audit and Supervisory Board Members Yukhiko Kimura Kuniaki Morikawa Noriko Kurimoto Shigeo Fukai 3 Election of I Substitute Audit and Supervisory Board Member	reelected reelec	external	For For For For For For For For Agains: Agains
22 IE KINKI SHARYO CO., LTD.	2024/6/21 The 112th Ordinary General Meeting of Shareholders 2024/6/27	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata Hisashi Sugimori Shuji Okane Satoru Komori Atsuhiko Nozaki Seikichi Okajima Masakazu Otsuya 2 Election of 4 Audit and Supervisory Board Members Yukhiko Kimura Kuniaki Morikawa Noriko Kurimoto Shigeo Fukai 3 Election of 1 Substitute Audit and Supervisory Board Member Fumio Yoshida	reelected reelec	external	For For For For For Agains: Agains: Agains: Agains: Agains: Agains: For Agains: For
22 HE KINKI SHARYO CO., LTD.	2024/6/21 The 112th Ordinary General Meeting of Shareholders 2024/6/27 The 18th Annual General Meeting of	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yuni Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata Hisashi Sugimori Shuji Okane Satoru Komori Atsuhiko Nozaki Sekichi Okajima Masakazu Otsuya 2 Election of 4 Audit and Supervisory Board Members Yukhiko Kimura Kuniaki Morikawa Noriko Kurimoto Shigeo Fukai 3 Election of 1 Substitute Audit and Supervisory Board Member Fumio Yoshika Election of Four (4) Directors (Excluding Directors Who Are Audit	reelected reelec	external	For For For For For For For For Agains: Agains
22 IE KINKI SHARYO CO., LTD.	2024/6/21 The 112th Ordinary General Meeting of Shareholders 2024/6/27 The 18th Annual General Meeting of Shareholders	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata Hisashi Sugimori Shuji Okane Satoru Komori Atsuhiko Nozaki Seikichi Okajima Masakazu Otsuya 2 Election of 4 Audit and Supervisory Board Members Yukhiko Kimura Kuniaki Morikawa Noriko Kurimoto Shigeo Fukai 3 Election of I Substitute Audit and Supervisory Board Member Fumio Yoshida Election of Four (4) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)	reelected	external	For For For For For For For For Agains Agains Agains Agains For Agains For Agains For
22 IE KINKI SHARYO CO., LTD.	2024/6/21 The 112th Ordinary General Meeting of Shareholders 2024/6/27 The 18th Annual General Meeting of	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata Hisashi Sugimori Shuji Okane Satoru Komori Atsuhiko Nozaki Seikichi Okajima Masakazu Otsuya 2 Election of 4 Audit and Supervisory Board Members Yukhiko Kimura Kuniaki Morikawa Noriko Kurimoto Shigoo Fukai 3 Election of 1 Substitute Audit and Supervisory Board Member Fumio Yoshida Election of I Substitute Audit and Supervisory Board Member	reelected rewly appointed newly appointed newly appointed newly appointed reelected	external	For For For For For For For For Agains Agains Agains Agains For Agains For
22 IE KINKI SHARYO CO., LTD.	2024/6/21 The 112th Ordinary General Meeting of Shareholders 2024/6/27 The 18th Annual General Meeting of Shareholders	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata Hisashi Sugimori Shuji Okane Satoru Komori Atsuhiko Nozaki Seikichi Okajima Masakazu Otsuya 2 Election of 4 Audit and Supervisory Board Members Yukhiko Kimura Kuniaki Morikawa Noriko Kurimoto Shigeo Fukai 3 Election of I Substitute Audit and Supervisory Board Member Fumio Yoshida Election of Four (4) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)	reelected	external	For
22 IE KINKI SHARYO CO., LTD.	2024/6/21 The 112th Ordinary General Meeting of Shareholders 2024/6/27 The 18th Annual General Meeting of Shareholders	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata Hisashi Sugimori Shuji Okane Satoru Komori Atsuhiko Nozaki Seikichi Okajima Masakazu Otsuya 2 Election of 4 Audit and Supervisory Board Members Yukhiko Kimura Kuniaki Morikawa Noriko Kurimoto Shigoo Fukai 3 Election of 1 Substitute Audit and Supervisory Board Member Fumio Yoshida Election of I Substitute Audit and Supervisory Board Member	reelected rewly appointed newly appointed newly appointed newly appointed reelected	external	For For For For For For For For Agains Agains Agains Agains For Agains For
22 IE KINKI SHARYO CO., LTD.	2024/6/21 The 112th Ordinary General Meeting of Shareholders 2024/6/27 The 18th Annual General Meeting of Shareholders	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata Hisashi Sugimori Shuji Okane Satoru Komori Atsuhiko Nozaki Seikichi Okajima Masakazu Otsuya 2 Election of 4 Audit and Supervisory Board Members Yukhiko Kimura Kuniaki Morikawa Noriko Kurimoto Shigeo Fukai 3 Election of 1 Substitute Audit and Supervisory Board Member Fumio Yoshika Election of Four (4) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) Ryosuke Mori Yasuhiro Koba Jun Hasebe	reelected	external	For For For For For For For For For Agains Agains Agains For Agains For
22 IIE KINKI SHARYO CO., LTD. 57 FENET INSURANCE COMPANY	The 112th Ordinary General Meeting of Shareholders 2024/6/27 The 18th Annual General Meeting of Shareholders 2024/6/23	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata Hisashi Sugimori Shuji Okane Satoru Komori Atsuhiko Nozaki Seikichi Okajima Masakazu Otsuya 2 Election of 4 Audit and Supervisory Board Members Yukhiko Kimura Kuniaki Morikawa Noriko Kurimoto Shigoo Fukai 3 Election of I Substitute Audit and Supervisory Board Member Fumio Yoshida Election of I Substitute Audit and Supervisory Board Member Fumio Yoshida Election of I Substitute Audit and Supervisory Board Member Fumio Yoshida Election of Four (4) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) Ryosuke Mori Yasuhiro Koba Jun Hasebe Hiro Koya	reelected rewly appointed rewly appointed rewly appointed rewly appointed reelected rewly appointed reelected reelected reelected reelected reelected reelected reelected reelected	external	For For For For Agains Agains Agains For Agains For
22 HE KINKI SHARYO CO., LTD. 57 FENET INSURANCE COMPANY	The 112th Ordinary General Meeting of Shareholders 2024/6/27 The 18th Annual General Meeting of Shareholders 2024/6/23	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata Hisashi Sugimori Shuji Okane Satoru Komori Atsuhiko Nozaki Seikichi Okajima Masakazu Osuya 2 Election of 4 Audit and Supervisory Board Members Yukhiko Kimura Kuniaki Morikawa Noriko Kurimoto Shigeo Fukai 3 Election of 1 Substitute Audit and Supervisory Board Member Fumio Yoshika Election of Four (4) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) Ryosuke Mori Yasuhiro Koba Jun Hasebe Hiro Koya 1 Appropriation of Surplus	reelected	external	For For For For For For For For For Agains Agains Agains For Agains For
22 HE KINKI SHARYO CO., LTD. 57 FENET INSURANCE COMPANY	The 112th Ordinary General Meeting of Shareholders 2024/6/27 The 18th Annual General Meeting of Shareholders 2024/6/23 101st Ordinary General Shareholders Meeting	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata Hisashi Sugimori Shuji Okane Satoru Komori Atsuhiko Nozaki Seikichi Okajima Masakazu Otsuya 2 Election of 4 Audit and Supervisory Board Members Yukhiko Kimura Kuniaki Morikawa Noriko Kurimoto Shigeo Fukai 3 Election of 1 Substitute Audit and Supervisory Board Member Fumio Yoshida Election of 1 Fut (4) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) Ryosuke Mori Yasuhiro Koba Jun Hasebe Hiro Koya 1 Appropriation of Surplus 2 Election of One Director	reelected rewly appointed newly appointed newly appointed reelected reelected reelected reelected reelected reelected reelected newly appointed reelected reelected reelected reelected reelected reelected reelected reelected	external	For For For Agains Agains Agains For Agains For
22 HE KINKI SHARYO CO., LTD. 57 FENET INSURANCE COMPANY	The 112th Ordinary General Meeting of Shareholders 2024/6/27 The 18th Annual General Meeting of Shareholders 2024/6/23	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata Hisashi Sugimori Shuji Okane Satoru Komori Atsuhiko Nozaki Seikichi Okajima Masakazu Osuya 2 Election of 4 Audit and Supervisory Board Members Yukhiko Kimura Kuniaki Morikawa Noriko Kurimoto Shigeo Fukai 3 Election of 1 Substitute Audit and Supervisory Board Member Fumio Yoshika Election of Four (4) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) Ryosuke Mori Yasuhiro Koba Jun Hasebe Hiro Koya 1 Appropriation of Surplus	reelected	external	For For For Agains: Agains: Agains: Agains: For Agains: For Agains: For
22 HE KINKI SHARYO CO., LTD. 57 FENET INSURANCE COMPANY	The 112th Ordinary General Meeting of Shareholders 2024/6/27 The 18th Annual General Meeting of Shareholders 2024/6/23 101st Ordinary General Shareholders Meeting	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata Hisashi Sugimori Shuji Okane Satoru Komori Atsuhiko Nozaki Seikchi Okajima Masakazu Otsuya 2 Election of 4 Audit and Supervisory Board Members Yukhiko Kimura Kuniaki Morikawa Noriko Kurimoto Shigeo Fukai 3 Election of 1 Substitute Audit and Supervisory Board Member Fumio Yoshida Election of Four (4) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) Ryosuke Mori Yasuhiro Koba Jun Hasebe Hiro Koya 1 Appropriation of Surplus 2 Election of One Director Takashi Torniyama	reelected rewly appointed newly appointed newly appointed reelected reelected reelected reelected reelected reelected reelected newly appointed reelected reelected reelected reelected reelected reelected reelected reelected	external	For For For Agains: Agains: Agains: Agains: For Agains: For Agains: For
122 HE KINKI SHARYO CO., LTD. 157 IFENET INSURANCE COMPANY	The 112th Ordinary General Meeting of Shareholders 2024/6/27 The 18th Annual General Meeting of Shareholders 2024/6/23 101st Ordinary General Shareholders Meeting	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata Hisashi Sugimori Shuji Okane Satoru Komori Atsuhiko Nozaki Seikichi Okajima Masakazu Otsuya 2 Election of 4 Audit and Supervisory Board Members Yukhiko Kimura Kuniaki Morikawa Noriko Kurimoto Shigeo Fukai 3 Election of 1 Substitute Audit and Supervisory Board Member Fumio Yoshida Election of Four (4) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) Ryosuke Mori Yasuhiro Koba Jun Hasebe Hiro Koya 1 Appropriation of Surplus 2 Election of One Director Takashi Tomiyama 3 Election of One Statutory Auditor	reelected	external	For For For Agains: For Agains: For
122 HE KINKI SHARYO CO., LTD. 157 IFENET INSURANCE COMPANY	The 112th Ordinary General Meeting of Shareholders 2024/6/27 The 18th Annual General Meeting of Shareholders 2024/6/23 101st Ordinary General Shareholders Meeting	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata Hisashi Sugimori Shuji Okane Satoru Komori Atsuhiko Nozaki Seikichi Okajima Masakazu Otsuya 2 Election of 4 Audit and Supervisory Board Members Yukhiko Kimura Kuniaki Morikawa Noriko Kurimoto Shigeo Fukai 3 Election of 1 Substitute Audit and Supervisory Board Member Fumio Yoshida Election of Four (4) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) Ryosuke Mori Yasuhiro Koba Jun Hasebe Hiro Koya 1 Appropriation of Surplus 2 Election of One Director Takashi Tomiyama 3 Election of One Director Takashi Tomiyama 3 Election of One Director Takashi Tomiyama 3 Election of One Stautory Auditor Kyoshi Aoji	reelected rewly appointed newly appointed newly appointed reelected reelected reelected reelected reelected reelected reelected newly appointed reelected reelected reelected reelected reelected reelected reelected reelected	external	For For For For Against Against Against For Against For
122 HE KINKI SHARYO CO., LTD. 157 IFENET INSURANCE COMPANY 222 ISSAN SHATAI CO., LTD.	The 112th Ordinary General Meeting of Shareholders 2024/6/27 The 18th Annual General Meeting of Shareholders 2024/6/23 101st Ordinary General Shareholders Meeting	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata Hisashi Sugimori Shuji Okane Satoru Komori Atsuhiko Nozaki Seikchi Okajima Masakazu Otsuya 2 Election of 4 Audit and Supervisory Board Members Yukhiko Kimura Kuniaki Morikawa Noriko Kurimoto Shigeo Fukai 3 Election of I Substitute Audit and Supervisory Board Member Fumio Yoshika Election of Four (4) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) Ryosuke Mori Yasuhiro Koba Jun Hasebe Hiro Koya 1 Appropriation of Surplus 2 Election of One Director Takashi Tomiyama 3 Election of One Director Takashi Tomiyama 3 Election of One Substitute Statutory Auditor Kiyoshi Aoji 4 Election of One Substitute Statutory Auditor	reelected	external	For For For For Against For
122 HE KINKI SHARYO CO., LTD. 157 IFENET INSURANCE COMPANY	The 112th Ordinary General Meeting of Shareholders 2024/6/27 The 18th Annual General Meeting of Shareholders 2024/6/23 101st Ordinary General Shareholders Meeting	Katsumi Kawashima Mizuki Usuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata Hisashi Sugimori Shuji Okane Satoru Komori Atsuhiko Nozaki Seikichi Okajima Masakazu Otsuya 2 Election of 4 Audit and Supervisory Board Members Yukhiko Kimura Kuniaki Morikawa Noriko Kurimoto Shigeo Fukai 3 Election of 1 Substitute Audit and Supervisory Board Member Fumio Yoshida Election of Four (4) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) Ryosuke Mori Yasuhiro Koba Jun Hasebe Hiro Koya 1 Appropriation of Surplus 2 Election of One Statutory Auditor Kiyoshi Aoji 4 Election of One Statutory Auditor Kiyoshi Aoji 4 Election of One Substitute Statutory Auditor Kazuhiro Okada	reelected	external	For
22 HE KINKI SHARYO CO., LTD. 57 FENET INSURANCE COMPANY	The 112th Ordinary General Meeting of Shareholders 2024/6/27 The 18th Annual General Meeting of Shareholders 2024/6/23 101st Ordinary General Shareholders Meeting	Katsumi Kawashima Mizuki Utsuno Noriharu Fujita Takaki Yamada Hideki Hirano Yumi Ogose Mariko Sugawara 1 Election of 9 Directors Tomio Yoshikawa Hirotaka Aoki Kazushi Tabata Hisashi Sugimori Shuji Okane Satoru Komori Atsuhiko Nozaki Seikchi Okajima Masakazu Otsuya 2 Election of 4 Audit and Supervisory Board Members Yukhiko Kimura Kuniaki Morikawa Noriko Kurimoto Shigeo Fukai 3 Election of I Substitute Audit and Supervisory Board Member Fumio Yoshika Election of Four (4) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) Ryosuke Mori Yasuhiro Koba Jun Hasebe Hiro Koya 1 Appropriation of Surplus 2 Election of One Director Takashi Tomiyama 3 Election of One Director Takashi Tomiyama 3 Election of One Substitute Statutory Auditor Kiyoshi Aoji 4 Election of One Substitute Statutory Auditor	reelected	external	For For For For For For For For Agains Agains Agains Agains For Agains For

7545	Event The 68th Annual General Meeting of	Agenda 1 Election of Five (5) Directors (Excluding Directors Serving as Audit			Vote
VISHIMATSUYA CHAIN Co., Ltd.	Shareholders	& Supervisory Committee Members)			
	2024/5/14	Yoshifumi Ohmura	reelected		Against
	2024/3/14				1 -
		Koichi Ohmura	reelected		Against
		Kazunori Sakamoto	reelected		Against
		Yoshito Ishii	reelected		Against
		Yoshiaki Ohmura	reelected		Against
		2 Continuation of Policy for Responding to a Large-scale Purchase of the Company's Share Certificates, etc. (Policy for Responding to			Against
		Acquisition)			
		3 Issuance of Subscription Rights to Shares as Stock Options to Employees			For
740	The 77th Ordinary General Meeting of	1 Appropriation of Surplus			For
amron Co., Ltd.	Shareholders	2 Partial Amendment of Articles of Incorporation			For
	2024/3/27	3 Election of Eight (8) Directors (Excluding Directors Serving as Audit			
		& Supervisory Committee Members)			
		Shogo Sakuraba	reelected		For
		Shenghai Zhang	reelected		For
		Makoto Otani	reelected		For
		Tomohide Okayasu	reelected		For
			reelected		1
		Yuichi Sato		external	For
		Harumi Katagiri	reelected	external	For
		Eriko Ishii	reelected	external	Against
		Fumio Suzuki	reelected	external	For
		4 Election of Four (4) Directors who are Audit & Supervisory			
		Committee Members			
		Takahiro Yamaguchi	newly appointed		For
		Takashi Hirayama	newly appointed	external	For
		Masaya Nara		external	For
			newly appointed		
		Takashi Ueda	newly appointed	external	For
		5 Determination of the Amounts of Remuneration, etc. to be Paid to the Directors (Excluding Directors Serving as Audit & Supervisory	:		For
		Committee Members)			ļ
		6 Determination of the Amounts of Remuneration, etc. to be Paid to the Directors Serving as Audit & Supervisory Committee Members	;		For
		7 Determination of Amount and Details of Performance-linked			For
		Remuneration, etc. for Directors (Excluding Directors who are Audit			1.0.
		& Supervisory Committee Members and Outside Directors)			
52	124th O. linear Consul Marking of				E
52	124th Ordinary General Meeting of	1 Appropriation of surplus			For
coh Company, Ltd.	Shareholders	2 Election of eight (8) Directors			
	2024/6/20	Yoshinori Yamashita	reelected		Against
		Akira Oyama	reelected		Against
		Takashi Kawaguchi	reelected		For
		Keisuke Yokoo	reelected	external	For
		Sadafumi Tani	reelected	external	For
					3
		Kazuhiko Ishimura	reelected	external	For
		Shigenao Ishiguro	reelected	external	For
		Yoko Takeda	reelected	external	For
		3 Election of three (3) Audit & Supervisory Board Members			
		Kazuo Nishinomiya	newly appointed		For
		Kunimasa Suzuki	newly appointed	external	For
		Toshihiro Otsuka	newly appointed	external	For
		4 Payment of bonuses to Directors	пенту прровней		For
13	The 127th Ordinary General	Election of 4 Directors (Excluding Directors Who Are Audit and			1 01
nigai Co., Ltd.	Shareholders Meeting	Supervisory Board Members)			
	2024/4/25	Kenji Imaizumi	reelected		Against
		Satoru Ichihara	reelected		Against
		Satoshi Takahara	reelected		Against
		Masatoshi Ogiwara	newly appointed	external	Against
		2 Election of 3 Directors Who Are Audit and Supervisory Board			1
		Members			
		Yutaka Isoda	reelected		Against
		Mitsuo Noguchi	reelected	external	Against
		Tomoko Matsui	newly appointed	external	For
		3 Election of 2 Substitute Directors Who Are Audit and Supervisory	appointed	- cacinal	1
		Board Members			
			and and		F
		Toshiharu Eguchi	reelected	external	For
			reelected		For
		Akira Nakatani			For
		4 Election of Financial Auditor			lan.
50	The Annual General Meeting of	4 Election of Financial Auditor 1 Appropriation of Surplus			For
	The Annual General Meeting of Shareholders for the 14th Fiscal Year	4 Election of Financial Auditor			For
		4 Election of Financial Auditor 1 Appropriation of Surplus			For
	Shareholders for the 14th Fiscal Year	4 Election of Financial Auditor 1 Appropriation of Surplus 2 Election of Ten (10) Directors (Excluding Directors Serving as Audit	reelected		Against
	Shareholders for the 14th Fiscal Year	4 Election of Financial Auditor 1 Appropriation of Surplus 2 Election of Ten (10) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members) Seiji Inagaki	reelected reelected		Against
	Shareholders for the 14th Fiscal Year	4 Election of Financial Auditor 1 Appropriation of Surplus 2 Election of Ten (10) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members) Seiji Inagaki Tetsuya Kikuta	reelected		Against Against
	Shareholders for the 14th Fiscal Year	4 Election of Financial Auditor 1 Appropriation of Surplus 2 Election of Ten (10) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members) Seiji Inagaki Tetsuya Kikuta Hitoshi Yamaguchi	reelected reelected		Against Against Against
	Shareholders for the 14th Fiscal Year	4 Election of Financial Auditor 1 Appropriation of Surplus 2 Election of Ten (10) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members) Seiji Inagaki Tetsuya Kikuta Hitoshi Yamaguchi Hidehiko Sogano	reelected reelected reelected		Against Against Against For
	Shareholders for the 14th Fiscal Year	4 Election of Financial Auditor 1 Appropriation of Surplus 2 Election of Ten (10) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members) Sciji Inagaki Tetsuya Kikuta Hitoshi Yamaguchi Hidehiko Sogano Toshiaki Sumino	reelected reelected reelected reelected		Against Against Against For For
	Shareholders for the 14th Fiscal Year	4 Election of Financial Auditor 1 Appropriation of Surplus 2 Election of Ten (10) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members) Seiji Inagaki Tetsuya Kikuta Hitoshi Yamaguchi Hidehiko Sogano Toshiaki Sumino Takako Kitahori	reelected reelected reelected		Against Against Against For
	Shareholders for the 14th Fiscal Year	4 Election of Financial Auditor 1 Appropriation of Surplus 2 Election of Ten (10) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members) Sciji Inagaki Tetsuya Kikuta Hitoshi Yamaguchi Hidehiko Sogano Toshiaki Sumino	reelected reelected reelected reelected	external	Against Against Against For For
	Shareholders for the 14th Fiscal Year	4 Election of Financial Auditor 1 Appropriation of Surplus 2 Election of Ten (10) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members) Seiji Inagaki Tetsuya Kikuta Hitoshi Yamaguchi Hidehiko Sogano Toshiaki Sumino Takako Kitahori	reelected reelected reelected reelected newly appointed	external external	Against Against Against For For
	Shareholders for the 14th Fiscal Year	4 Election of Financial Auditor 1 Appropriation of Surplus 2 Election of Ten (10) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members) Seiji Inagaki Tetsuya Kikuta Hitoshi Yamaguchi Hidehko Sogano Toshiaki Sumino Takako Kitahori Yuriko Inoue Yasushi Shingai	reelected reelected reelected reelected newly appointed reelected reelected	external	Against Against Against For For For For
	Shareholders for the 14th Fiscal Year	4 Election of Financial Auditor 1 Appropriation of Surplus 2 Election of Ten (10) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members) Seiji Inagaki Tetsuya Kikuta Hitoshi Yamaguchi Hitlehiko Sogano Toshiaki Sumino Takako Kitahori Yuriko Inoue Yasushi Shingai Bruce Miller	reelected reelected reelected reelected newly appointed reelected reelected reelected	external external	Against Against Against For For For For For
	Shareholders for the 14th Fiscal Year	4 Election of Financial Auditor 1 Appropriation of Surplus 2 Election of Ten (10) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members) Seij Inagaki Tetsuya Kikuta Hitoshi Yamaguchi Hidehiko Sogano Toshiaki Sumino Takako Kitahori Yuriko Inoue Yasushi Shingai Bruce Miller Ichiro Ishii	reelected reelected reelected reelected newly appointed reelected reelected	external	Against Against Against For For For For
	Shareholders for the 14th Fiscal Year	4 Election of Financial Auditor 1 Appropriation of Surplus 2 Election of Ten (10) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members) Seiji Inagaki Tetsuya Kikuta Hitoshi Yamaguchi Hidehiko Sogano Toshiaki Sumino Takako Kitahori Yuriko Inoue Yasushi Shingai Bruce Miller Ichiro Ishii 3 Election of Five (5) Directors Serving as Audit & Supervisory	reelected reelected reelected reelected newly appointed reelected reelected reelected	external external	Against Against Against For For For For For
	Shareholders for the 14th Fiscal Year	4 Election of Financial Auditor 1 Appropriation of Surplus 2 Election of Ten (10) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members) Seiji Imagaki Tetsuya Kikuta Hitoshi Yamaguchi Hitlehiko Sogano Toshiaki Sumino Takako Kitahori Yuriko Inoue Yasushi Shingai Bruce Miller Lehiro Ishii 3 Election of Five (5) Directors Serving as Audit & Supervisory Committee Members	reelected reelected reelected newly appointed reelected reelected reelected reelected newly appointed	external external	Against Against Against For For For For For For
	Shareholders for the 14th Fiscal Year	4 Election of Financial Auditor 1 Appropriation of Surplus 2 Election of Ten (10) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members) Seiji Inagaki Tetsuya Kikuta Hitoshi Yamaguchi Hidehiko Sogano Toshiaki Sumino Takako Kitahori Yuriko Inoue Yasushi Shingai Bruce Miller Ichiro Ishii 3 Election of Five (5) Directors Serving as Audit & Supervisory	reelected reelected reelected reelected newly appointed reelected reelected reelected	external external	Against Against Against For For For For For
	Shareholders for the 14th Fiscal Year	4 Election of Financial Auditor 1 Appropriation of Surplus 2 Election of Ten (10) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members) Seiji Imagaki Tetsuya Kikuta Hitoshi Yamaguchi Hitlehiko Sogano Toshiaki Sumino Takako Kitahori Yuriko Inoue Yasushi Shingai Bruce Miller Lehiro Ishii 3 Election of Five (5) Directors Serving as Audit & Supervisory Committee Members	reelected reelected reelected newly appointed reelected reelected reelected reelected newly appointed	external external	Against Against Against For For For For For For
	Shareholders for the 14th Fiscal Year	4 Election of Financial Auditor 1 Appropriation of Surplus 2 Election of Ten (10) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members) Seij Inagaki Tetsuya Kikuta Hitoshi Yamaguchi Hidehiko Sogano Toshiaki Sumino Takako Kitahori Yuriko Inoue Yasushi Shingai Bruce Miller Ichiro Ishii 3 Election of Five (3) Directors Serving as Audit & Supervisory Committee Members Takahiro Shibagaki Kenji Yamakoshi	reelected reelected reelected reelected newly appointed reelected reelected reelected newly appointed reelected newly appointed	external external external	Against Against Against For For For For For For For
	Shareholders for the 14th Fiscal Year	4 Election of Financial Auditor 1 Appropriation of Surplus 2 Election of Ten (10) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members) Seiji Imagaki Tetsuya Kikuta Hitoshi Yamaguchi Hitlehiko Sogano Toshiaki Sumino Takako Kitahori Yuriko Inoue Yasushi Shingai Bruce Miller Lehiro Ishii 3 Election of Five (5) Directors Serving as Audit & Supervisory Committee Members Takahiro Shibagaki Kenji Yamakoshi Risko Sato	reelected reelected reelected reelected reelected newly appointed reelected reelected reelected reelected rewly appointed reelected newly appointed reelected	external external external	Against Against Against For For For For For For For For Against
50 ai-ichi Life Holdings, Inc.	Shareholders for the 14th Fiscal Year	4 Election of Financial Auditor 1 Appropriation of Surplus 2 Election of Ten (10) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members) Seiji Inagaki Tetsuya Kikuta Hitoshi Yamaguchi Hidehiko Sogano Toshiaki Sumino Takako Kitahori Yurko Inoue Yasushi Shingai Bruce Miller Ichiro Ishii 3 Election of Five (5) Directors Serving as Audit & Supervisory Committee Members Takahiro Shibagaki Kenji Yamakoshi Risko Sato Koichi Masuda	reelected	external external external external	Against Against Against For For For For For For For For For For
	Shareholders for the 14th Fiscal Year	4 Election of Financial Auditor 1 Appropriation of Surplus 2 Election of Ten (10) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members) Seiji Inagaki Tetsuya Kikuta Hitoshi Yamaguchi Hidehiko Sogano Toshiaki Sumino Takako Kitahori Yuriko Inoue Yasushi Shingai Bruce Miller Ichiro Ishii 3 Election of Five (3) Directors Serving as Audit & Supervisory Committee Members Takahiro Shibagaki Kenji Yamakoshi Ricko Sato Koichi Masuda Satoshi Nagase	reelected reelected reelected reelected reelected newly appointed reelected reelected reelected reelected rewly appointed reelected newly appointed reelected	external external external	Against Against Against For For For For For For For For Against
	Shareholders for the 14th Fiscal Year	4 Election of Financial Auditor 1 Appropriation of Surplus 2 Election of Ten (10) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members) Seiji Imagaki Tetsuya Kikuta Hitoshi Yamaguchi Hidehiko Sogano Toshiaki Sumino Takako Kitahori Yuriko Inoue Yasushi Shingai Bruce Miller Ichiro Ishii 3 Election of Five (5) Directors Serving as Audit & Supervisory Committee Members Takahiro Shibagaki Kenji Yamakoshi Ricko Sato Koichi Masuda Satoshi Nagase 4 Election of One (1) Substitute Director Serving as Audit &	reelected	external external external external	Against Against Against For For For For For For For For For For
	Shareholders for the 14th Fiscal Year	4 Election of Financial Auditor 1 Appropriation of Surplus 2 Election of Ten (10) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members) Seiji Inagaki Tetsuya Kikuta Hitoshi Yamaguchi Hidehiko Sogano Toshiaki Sumino Takako Kitahori Yuriko Inoue Yasushi Shingai Bruce Miller Ichiro Ishii 3 Election of Five (3) Directors Serving as Audit & Supervisory Committee Members Takahiro Shibagaki Kenji Yamakoshi Ricko Sato Koichi Masuda Satoshi Nagase	reelected	external external external external	Against Against Against For For For For For For For For For For

Company	Event	Agenda			Vote
9107	The 156th Ordinary General Meeting of	1 Appropriation of Surplus			For
Kawasaki Kisen Kaisha, Ltd.	Shareholders	2 Election of eight (8) Directors			
	2024/6/21	Yukikazu Myochin	reelected		For
		Kazuhiko Harigai	reelected		For
		Noriaki Yamaga	newly appointed		For
		Keiji Yamada	reelected	external	For
		Ryuhei Uchida	reelected	external	For
		Koji Kotaka	reelected	external	For
		Hiroyuki Maki	reelected	external	For
		Takako Masai	newly appointed	external	For
		3 Election of one (1) Audit & Supervisory Board Member			
		Shinsuke Kubo	reelected	external	For
		4 Election of one (1) Substitute Audit & Supervisory Board Member			
		Akiko Kumakura		external	For
9640	The 55th Ordinary General Meeting of	1 Allocation of Profits/Dividends			For
	Shareholders	2 Election of 8 Directors			
	2024/6/18	Makoto Hayama	reelected		Against
		Seiji Ishida	reelected		For
		Yoshihisa Yamamoto	reelected		For
		Kiyofumi Fujiuchi	reelected		For
		Kazutoshi Ono	reelected		For
		Yoshimasa Nagase	newly appointed	external	For
		Mariko Magnan	reelected	external	For
		Haruhi Kuroda	reelected	external	For
		3 Election of 1 Substitute Audit & Supervisory Board Member			
		Toshiharu Kawasumi			For
9742	The 62nd Ordinary General Meeting of	1 Appropriation of Retained Earnings			For
NES Corporation	Shareholders	2 Partial Amendment to the Articles of Incorporation			For
	2024/6/25	3 Election of Eight (8) Corporate Directors (Excluding Corporate			
		Directors who are Audit and Supervisory Committee Members)			
		Shuji Hattori	reelected		Against
		Susumu Tsukahara	reelected		Against
		Koji Takada	newly appointed		For
		Reiko Suzuki	newly appointed		For
		Qun Jin	reelected	external	For
		Kanako Murakami	reelected	external	For
		Nobuyuki Sato	reelected	external	For
		Takashi Morisaki	reelected	external	Against

Principle 7:

Disclosure of self-evaluations with respect to the status of their implementation of each principle, including guidance

ECM confirmed that it has duly implemented each principle, including guidance, as a result of self-evaluating how Japan's Stewardship Code has been implemented up to June 2024 at ECM.

In addition, ECM revised part of its Proxy Voting Principles and Guidelines in November 2023 so as to further contribute to the enhancement of corporate value based on its experiences from stewardship activities.⁵

End.

⁵ Specifically, if the Price to Book Ratio (PBR) is less than one, ECM will not vote for the reelection of incumbent directors who are also the senior executive officers of the investee company.

Effissimo Capital Management Pte Ltd 議決権行使基準

2024年8月改訂1

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- I. 議決権行使の基本理念
- II. 議決権行使のガイドライン
 - 1. 剰余金処分
 - 2. 定款変更
 - (1) 事業目的の変更
 - (2) 剰余金の配当等の決定機関
 - (3) 発行可能株式総数の拡大
 - (4) 取締役、監査役、執行役および会計監査人の責任免除等
 - (5) 普通決議および特別決議に関する定足数の緩和措置
 - (6) 取締役の任期
 - 3. 取締役会の構成および取締役選任
 - 4. 監査役会の構成および監査役選任
 - 5. 会計監査人選任
 - 6. 退任取締役および退任監査役に対する退職慰労金支給
 - 7. 役員報酬
 - 8. 組織再編
 - 9. 第三者割当増資
 - 10. 買収への対応方針
 - 11. 自己株式の取得
 - 12. 株主提案

¹²⁰²⁴年8月の主な改訂箇所には下線を付してある

I 議決権行使の基本理念

株式会社は、公正な経済活動を行い、多様なステークホルダーの利益すなわち企業価値 を増進させる役割を担っている。そのため、株式会社の経営陣は、以下の原則を満たし た株主価値の向上を実現することにより、企業価値の増進を志向するべきである。

原則 ・他のステークホルダーの利益を収奪しない

- ・企業の持続的成長を阻害しない
- ・過大なリスクテイクを行わない

Effissimo Capital Management Pte Ltd (以下、ECM) は、株式会社の株主または株主たるファンドの運用者として、経営陣に対して上記原則を満たした株主価値の向上を促す 責務を有している。ECM は、このような責務を十分に認識し、議決権を行使するものとする。

Ⅱ 議決権行使のガイドライン

主な議案に対する判断のガイドラインは以下のとおりである。

ただし、ガイドラインにしたがった議決権行使が、上記 I の議決権行使の基本理念に反するおそれがある場合は、ガイドラインとは異なる判断をすることがある。

1. 剰余金処分

- ・ 剰余金処分については、基本的に賛成する。ただし、当該剰余金処分を行うことが 中長期的な株主価値もしくは企業価値を毀損すると判断される事情がある場合に は反対することもある
- ・ また、剰余金処分議案に賛成する場合であっても、株主還元方針が相当でないと判 断される場合は、これを是正するために相応の株主権を行使する場合がある

2. 定款変更

定款の変更内容が複数ある場合、関連する変更内容ごとに議案を分離すべきである。一つの議案に変更内容が複数ある場合で、賛成できない変更内容が含まれている場合は、当該議案に賛成しない

(1) 事業目的の変更

- ・ 事業目的の変更については、基本的に賛成する。ただし、事業目的の変更が中長期 的な株主価値もしくは企業価値の毀損につながるおそれがあると判断される場合 には、反対することもある
- (2) 剰余金の配当等の決定機関
 - ・ 剰余金の配当等を取締役会が決定できる旨の規定については、賛成する
 - ・ 剰余金の配当等を株主総会が決定することを排除する旨の規定については、賛成しない
- (3) 発行可能株式総数の拡大
 - ・ 発行可能株式総数の拡大については、その必要性について具体的かつ合理的な説 明がなされていない場合は、賛成しない
- (4) 取締役、監査役、執行役および会計監査人の責任免除等
 - ・ 取締役会の決議により取締役、監査役、執行役および会計監査人の責任の一部を免除することができる旨の規定については、賛成しない
 - ・ 非業務執行取締役および監査役との間で責任限定契約を締結することができる旨 の規定については、賛成する
 - ・ 会計監査人との間で責任限定契約を締結することができる旨の規定については、 賛成しない
- (5) 普通決議および特別決議に関する定足数の緩和措置
 - ・ 定足数の緩和措置については、その必要性について具体的かつ合理的な説明がな されていない場合は、賛成しない

(6) 取締役の任期

- 取締役任期の短縮については、賛成する
- ・ 取締役任期の延長については、賛成しない

3. 取締役会の構成および取締役選任

- ・ 中長期的な企業価値に与える影響の大きさに鑑み、社長・会長ら経営トップである 取締役の再任議案については、結果責任の観点を特に重視し、判断する。例えば、 株価純資産倍率 (PBR) ²が 1 倍を下回っている場合は、経営トップである取締役 の再任議案には賛成しない
- ・ 下記①~③のいずれかに該当する場合、取締役の選任議案には、賛成しない
 - ① 経営陣が株主総利回り (Total Shareholder Return 、以下 TSR) 3の重要性を認識 していると認められない場合
 - ② 取締役の指名・報酬等にかかる評価基準に TSR を採用していない場合
 - ③ TSR が同業他社と比べて低迷しており、経営陣がこれに対する説明責任を果たしていないと認められる場合

【取締役選任議案の判断基準に TSR を採用する主な理由】

- ✓ TSR は、以下の点から、取締役選任議案の判断基準として優れていると認められる
 - ・ TSR は、中長期的な企業価値および資本政策を主要な要因とした指標であり、また、株主の最終的な利益と厳密に整合した指標である
 - ・ TSR の構成要素である株価は、予測される将来の企業価値に基づき市場で形成されるため、実績 ROE 等過去の経営指標と比べ、将来を見据えたものとなり、また、目標 ROE 等経営陣による経営指標の目標値と比べ客観性の高いものとなる
- ✓ なお、TSR に対しては、経営陣の職務執行を通じた成果とは関係のない、企業価値や資本政策以外の要因に影響されるなどの問題点も指摘されるが、評価にあたり観測期間や比較する同業他社等を適切に設定し、これらに関する経営陣の説明を考慮することで、こうした問題点を克服することができる
- ✓ また、経営陣が TSR の構成要素である株価の変動やその原因に関心を持つことで、迅速な経営課題の発見に繋がる効果も期待できる
 - ・ 取締役会に占める独立社外取締役(社外取締役本人と社外取締役に就任しようとする企業との関係が下記①~⑧のいずれにも該当しない社外取締役)の割合が過半数に満たない場合は、代表権を有する取締役の選任について賛成しない。この場合、指名委員会等設置会社については、指名委員会委員長である取締役の選任につ

² 純資産が実態から大きく乖離していると判断される場合は、適切な指標で代替する

³ キャピタルゲインと配当を合わせた、株主にとっての総合投資利回り

いても賛成しない

- ① 当該企業またはその子会社の役職員(社外取締役および社外監査役は除く)と して勤務経験を有する者
- ② 当該企業の親会社、その他の関係会社および兄弟会社のうち、当該企業と取引 関係のある会社の役職員(社外取締役および社外監査役は除く)として勤務経 験を有する者。ただし、退任後10年以上経過した者は除く
- ③ 当該企業の取引先(当該企業と取引先の双方から判断して、取引の規模および 重要性の観点から軽微であることが確認できた場合を除く)の役職員(社外取 締役および社外監査役は除く)として勤務経験を有する者。ただし、退任後5 年以上経過した者は除く
- ④ 当該企業との間で役員を相互派遣している企業の役職員
- ⑤ 当該企業から役員報酬以外に報酬を受けたことがある者、または当該企業から報酬を受けている法人等の役職員として勤務経験を有する者((i)当該企業と(ii)本人または本人が勤務経験を有する法人等の双方から判断して、報酬の規模および重要性の観点から軽微であることが確認できた場合を除く)。ただし、報酬受領後または退任後5年以上経過した者は除く
- ⑥ ①~⑤に掲げる者と 2 親等以内の親族関係にある者、または当該企業もしくはその子会社の役職員と 2 親等以内の親族関係にある者
- ⑦ 当該企業の社外役員としての在任期間が8年以上経過した者
- ⑧ その他、十分な独立性が確保されているとは認められない者
- ・ 独立社外取締役に該当しない社外取締役の選任については、賛成しない。ただし、 独立社外取締役が取締役会の過半数を占めている場合については、この限りでは ない
- ・ 当該企業の監査等委員ではない現任取締役(社外取締役を除く)が監査等委員である取締役候補者に挙げられている場合には、当該候補者の選任については、賛成しない
- ・ 取締役候補者が、他企業の役員を多数兼任するなど、当該企業の取締役としての役割・責務を適切に果たすために必要となる十分な時間・労力を確保することが難しいと判断される場合は、賛成しない
- ・ 取締役会への出席率が 75%未満の社外取締役の再任については、賛成しない
- ・ 在任期間中に法令違反等不祥事に関与した取締役の再任については、賛成しない
- ・ その他、在任期間中に株主価値もしくは企業価値を毀損するまたは毀損するおそれのある行為に関与した取締役の再任については、賛成しない

4. 監査役会の構成および監査役選任

・ 監査役の増員については、肯定的に評価する。監査役の減員となる場合は、減員と なることのみを理由として各監査役の選任に反対することはしないが、その必要 性について具体的かつ合理的な説明がなされるべきである

- ・ 当該企業の現任取締役(社外取締役を除く)が監査役候補者に挙げられている場合 には、当該候補者の選任については、賛成しない
- ・ 十分な独立性が確保されているとは認められない社外監査役(社外監査役本人と 社外監査役に就任しようとする企業との関係が下記①~⑧のいずれかに該当する 社外監査役)の選任については、賛成しない
 - ① 当該企業またはその子会社の役職員(社外監査役は除く)として勤務経験を有する者
 - ② 当該企業の親会社、その他の関係会社および兄弟会社のうち、当該企業と取引 関係のある会社の役職員(社外取締役および社外監査役は除く)として勤務経 験を有する者。ただし、退任後10年以上経過した者は除く
 - ③ 当該企業の取引先(当該企業と取引先の双方から判断して、取引の規模および 重要性の観点から軽微であることが確認できた場合を除く)の役職員(社外取 締役および社外監査役は除く)として勤務経験を有する者。ただし、退任後5 年以上経過した者は除く
 - ④ 当該企業との間で役員を相互派遣している企業の役職員
 - ⑤ 当該企業から役員報酬以外に報酬を受けたことがある者、または当該企業から報酬を受けている法人等の役職員として勤務経験を有する者((i)当該企業と(ii)本人または本人が勤務経験を有する法人等の双方から判断して、報酬の規模および重要性の観点から軽微であることが確認できた場合を除く)。ただし、報酬受領後または退任後5年以上経過した者は除く
 - ⑥ ①~⑤に掲げる者と 2 親等以内の親族関係にある者、または当該企業もしくはその子会社の役職員と 2 親等以内の親族関係にある者
 - ⑦ 当該企業の社外役員としての在任期間が8年以上経過した者
 - ⑧ その他、十分な独立性が確保されているとは認められない者
- ・ 監査役候補者が、他企業の役員を多数兼任するなど、当該企業の監査役としての役割・責務を適切に果たすために必要となる十分な時間・労力を確保することが難しいと判断される場合は、賛成しない
- ・ 取締役会または監査役会への出席率がどちらか一方でも 75%未満の社外監査役の 再任については、賛成しない
- ・ 在任期間中に法令違反等不祥事に関与した監査役の再任については、賛成しない
- ・ その他、在任期間中に株主価値もしくは企業価値を毀損するまたは毀損するおそれのある行為に関与した監査役の再任については、賛成しない

5. 会計監査人選任

・ 会計監査人の選任については、基本的に賛成する。ただし、会計監査人の変更理由、 新しく選任される会計監査人の独立性および適格性等に重大な懸念がある場合は

賛成しない

- 6. 退任取締役および退任監査役に対する退職慰労金支給
 - ・ 取締役または監査役への退職慰労金支給については、基本的に賛成する。ただし、 在任期間中の当該企業の業績、退任する取締役または監査役の功績等に照らして 不当に高額なものについては、賛成しない。なお、退職慰労金の金額または算定方 法について説明がなされない場合は、判断できないため、賛成しない
 - ・ 在任期間中に法令違反等不祥事に関与した取締役または監査役に対する退職慰労 金支給については、賛成しない
 - ・ その他、在任期間中に株主価値もしくは企業価値を毀損するまたは毀損するおそれのある行為に関与した取締役または監査役に対する退職慰労金支給については、 替成しない

7. 役員報酬

- ・ 役員報酬額の引上げについては、基本的に賛成する。ただし、引上げの理由について具体的かつ合理的な説明がなされるべきである
- ・ 取締役(社外取締役を含む)への賞与支給については、基本的に賛成する。ただし、 TSR が同業他社比で低位にとどまっていると認められる場合は、賛成しない
- ・ 監査役への賞与支給については、賛成しない
- ・ 株式報酬(ストックオプションを含む)の付与については、基本的に賛成する。た だし、以下のいずれかに該当する場合は、賛成しない
 - ① 金額、希薄化率、行使条件等の観点から中長期的な株主価値もしくは企業価値 の向上に資すると判断できない場合
 - ② 株式報酬を受ける者の中に業績向上への寄与が期待できない取引先や監査役 等が含まれている場合

8. 組織再編

- ・ 合併、会社分割、株式交換および株式移転ならびに事業譲渡・譲受等の組織再編に ついては、以下の条件が満たされれば、賛成する
 - ① 当該組織再編が、資本コストを考慮した上で、中長期的な株主価値もしくは企業価値の向上に資するかどうかについて具体的かつ合理的な説明がなされること
 - ② 合併比率、割当比率、交換比率もしくは移転比率または譲渡・譲受価額等(以下、対価等)について、具体的かつ合理的な算定根拠が示されており、かつ、対価等が適正な水準であること

9. 第三者割当増資

・ 第三者割当増資については、個別に検討するが、とりわけ、当該増資の必要性や中 長期的な株主価値もしくは企業価値の向上に資するかどうかについて具体的かつ 合理的な説明がなされていない場合には、賛成しない

10. 買収への対応方針

- ・ <u>買収への対応方針</u>の導入および更新については、企業買収が持つ中長期的な株主 価値もしくは企業価値の向上への積極的効果(中長期的な株主価値もしくは企業 価値を向上させる経営をしないと<u>同意なき買収</u>の対象となる可能性があるという こと自体から経営陣に対して規律をもたらす効果を含む)を阻害し、経営陣の保身 を図る目的として利用されるおそれがあるので、基本的に賛成しない
- ・ ただし、<u>買収への対応方針</u>の導入または更新が中長期的な株主価値もしくは企業 価値の向上につながるという特段の事情があり、かつ、<u>買収への対応方針</u>の具体的 な内容等が経営陣の保身を目的とする利用を排除できるものとなっている場合に は、賛成する

11. 自己株式の取得

・ 自己株式の取得については、基本的に賛成する。ただし、自己株式の取得を行うことが中長期的な株主価値もしくは企業価値を毀損すると判断される事情がある場合には反対することもある

12. 株主提案

- ・ 株主提案については、当該提案が中長期的な株主価値もしくは企業価値の向上に 資するかどうかという観点から個別に検討する
- ・ 社会問題、環境問題および政治問題に係る株主提案については、当該企業の中長期 的な株主価値もしくは企業価値の向上と明確かつ直接に関係があるか等を検討し、 さらに取締役会の意見も考慮して判断する

以上

Proxy Voting Principles and Guidelines

Effissimo Capital Management Pte Ltd

Revised in August 2024¹

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¹ Underlined text indicates key revisions made in August 2024.

I. Proxy Voting Principles

Stock companies bear the responsibility for increasing various stakeholders' interests, namely their corporate value through fair and just economic activities. Therefore, management of stock companies shall aim to increase the corporate value through enhancing shareholder value while meeting the principles enumerated below:

- to not exploit other stakeholders' interests;
- to not impede upon the company's sustainable growth; and
- to not take excessive risks.

Effissimo Capital Management Pte Ltd ("ECM"), either as a shareholder of a stock company or as a manager of a fund that is a shareholder of such stock company, has a duty to urge its investee company's management to enhance its shareholder value while meeting the principles indicated above. ECM will exercise its voting rights with a full understanding of this duty.

II. Proxy Voting Guidelines

The proxy voting guidelines for ECM to make a decision on major proposals are as indicated below.

However, under circumstances where ECM's exercise of its voting rights (in accordance with these proxy voting guidelines) are to conflict with the proxy voting principles as indicated in Section I above, ECM may make a decision that differs from the guidelines as set forth below.

1. Dividends and the Appropriation of Surplus

- Principally, ECM approves the appropriation of surplus for dividends, provided that it may
 oppose such appropriation if there are circumstances that ECM finds would cause the
 impairment of medium-to long-term shareholder value or corporate value.
- Moreover, even if ECM approves a proposal for the appropriation of surplus for dividends, when it finds that the policy to return profits to shareholders is not reasonable, ECM may exercise its shareholder right appropriately to rectify that policy.

2. Amendments to the Articles of Incorporation

• When more than one amendment to the articles of incorporation is involved, separate resolutions shall be proposed with respect to each relevant amendment. When more than one amendment is consolidated into a single resolution, ECM will not approve the resolution if it includes any amendment ECM does not approve of.

(1) Amendments to the Purpose of Business

 Principally, ECM approves amendments to the purpose of business. However, where such amendment may impair the medium-to long-term shareholder value or corporate value of the investee company, ECM may oppose such amendment.

(2) Authority for Declaring Dividends from Surplus

- ECM approves amendments that authorize the board of directors to determine dividends from surplus.
- ECM does not approve amendments that usurp the authority of the meeting of shareholders to determine dividends from surplus.

(3) Increase in the Total Number of Authorized Shares

- ECM does not approve amendments to increase the total number of authorized shares, except when the investee company provides concrete and reasonable explanations as to the necessity of such increase.
- (4) Limitations on Liability of Directors, Statutory Auditors, Executive Officers and an Accounting Auditor
 - ECM does not approve amendments authorizing the board of directors, by its determination, to exempt directors, statutory auditors, executive officers, or an accounting auditor from any

- part of their liability.
- ECM approves amendments authorizing the investee company to enter into limitation of liability agreements with non-executive directors and statutory auditors that limit such individual's liability.
- ECM does not approve amendments authorizing the investee company to enter into limitation of liability agreements with an accounting auditor that limits their liability.
- (5) Lower Quorum Requirements for Ordinary and Extraordinary Resolutions
 - ECM does not approve the lowering of quorum requirements, except when the investee company provides a concrete and reasonable explanation as to the necessity of such practice.
- (6) Term of Office for Directors
 - ECM approves the reduction of a term of office for directors.
 - ECM does not approve the expansion of a term of office for directors.

3. Composition of the Board of Directors and the Election of Directors

- In light of their significant effect on medium-to long-term corporate value, ECM will determine proposals on the reelection of directors that are the investee company's most senior executive officers, such as president and chairperson, with a particular emphasis on their accountability or lack thereof. For example, if the Price to Book Ratio (PBR)² is less than one, ECM will not vote for the reelection of incumbent directors who are also the senior executive officers of the investee company.
- In the case any of the following 1) through 3) is applicable, ECM does not approve the proposal on the election of directors:
 - 1) ECM is unable to find that the investee company's management understands the gravity of total shareholder return ("TSR")³;
 - 2) TSR is not employed as one of the evaluation criteria for the nomination or remuneration etc. of the directors of the investee company; or
 - 3) TSR remains lower compared to that of other companies in the peer group, and ECM finds that the investee company's management has not provided sufficient explanation regarding such underperformance.

Main rationale behind ECM' employment of TSR as one of the decision making criteria for the proposals on the election of directors]

✓ TSR can be found to be a suitable decision making criterion for proposals on the election of

² Under circumstances whereby net assets as reported in the financial statements of the investee company largely deviates from economic realities, PBR may be replaced with an appropriate metric.
³ "Total shareholder return" means a total investment return to shareholders factoring in both capital gains and dividends.

directors for the following reasons:

- TSR is a metric whose main factors are medium-to long-term corporate value and capital policy, and is a metric closely in-line with shareholders' final economic interests; and
- Since share prices, an input when computing TSR, are formed in markets based on the company's expected future corporate value, TSR is a forward looking metric compared to past management performance such as reported ROE. Moreover, it is highly objective compared to guidance figures, such as target ROE, which are set by management.
- There exist criticisms that TSR is affected by factors other than corporate value or capital policy that have no relevance to the management's performance through execution of their duties. Nevertheless, such criticisms can be overcome by setting an appropriate observation period and appropriate peer group to compare the company with, etc., and by vetting the management's explanations of such.
- Furthermore, if the management takes an active interest in the fluctuations of the company's stock price, an input when computing TSR, as well as the cause thereof, it can be additionally expected that such input would lead management to discover problems and issues pertaining to their administration of the business in a timely manner.
 - ECM does not approve the election of representative directors at an investee company if the number of independent external directors (meaning external directors whose relationships with the investee company do not fall into any of the categories 1) to 8) below) of the investee company is less than a majority of its board of directors. In this case, if the investee company is a company with a Nominating Committee, etc., ECM also does not approve the election of a director that is the chairperson of the nominating committee.
 - 1) A person who has occupied the office of a director (except external director), statutory auditor (except external statutory auditor), accounting adviser (*kaikei sanyo*), officer or employee of the investee company or its subsidiaries.
 - 2) A person who has occupied the office of a director (except external director), statutory auditor (except external statutory auditor), accounting adviser (*kaikei sanyo*), officer or employee of the parent company, affiliate, or fellow subsidiary of the investee company that conducts business with the investee company, unless the nominee left such previous office no less than five years ago.
 - 3) A person who has occupied the office of a director (except external director), statutory auditor (except external statutory auditor), accounting adviser (*kaikei sanyo*), officer or employee of any significant business partner⁴ of the investee company, unless the

⁴ "Significant business partner" means a business partner; unless it was confirmed that, from the investee company's and business partner's perspective, the business partner could be categorized as a minor one judging from the quantity and substance of the transactions between the investee

- nominee left such previous office no less than five years ago.
- 4) A person who is a director, statutory auditor, accounting adviser (*kaikei sanyo*), officer or employee of a company with whom the investee company has mutually interlocking directors, statutory auditors or accounting advisers (*kaikei sanyo*).
- 5) A person who has received significant payments⁵ other than director's, statutory auditor's or accounting adviser's (*kaikei sanyo*) remuneration from the investee company unless no less than five years have passed since such payment or a person who has occupied the office which receives significant payments from the investee company, unless the nominee left such previous office no less than five years ago.
- 6) A person who is within two degrees of familial separation with a person indicated in 1) to 5)above, or a person who is within two degrees of familial separation with director, statutory auditor, accounting adviser (*kaikei sanyo*), officer or employee of the investee company or its subsidiary.
- 7) A person who has been an external director or external statutory auditor of the investee company for eight years or more.
- 8) In addition to the foregoing, any person who is suspected to lack independence.
- ECM does not approve the election of external directors that do not fall under the definition of independent external directors. However, the preceding sentence shall not apply if the majority of the board of directors consists of independent external directors.
- If a proposed director who will serve as an Audit and Supervisory Committee Member is an
 incumbent director (excluding external director) who is not an Audit and Supervisory
 Committee Member of the investee company, ECM does not approve the election of such
 nominee.
- If a proposed director, for example, concurrently serves as a director, statutory auditor, accounting adviser (*kaikei sanyo*) or officer of multiple other companies and ECM finds it difficult to secure sufficient time and involvement of the proposed director to properly perform the role and duties of director of the investee company, ECM does not approve the election of such nominee.
- ECM does not approve the reelection of an external director, if the nominee's attendance at board of directors meetings was less than 75%.
- ECM does not approve the reelection of a director, if the nominee has been involved in misconduct, such as violating laws during the nominee's term in office.

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company and the business partner.

⁵ "Significant payments" mean payments; unless it was confirmed that, from the investee company's and the nominee's (or the office's which the nominee has occupied) perspective, the payments could be categorized as a minor one judging from the quantity and substance of the payments.

• In addition to the foregoing, ECM does not approve the reelection of a director, if the nominee has been involved in any act that impaired or posed a danger to impair the investee company's shareholder value or corporate value during the nominee's term in office.

4. Composition of the Board of Statutory Auditors and Election of Statutory Auditors

- ECM is in favor of an increase in the number of statutory auditors. ECM does not oppose the election of each statutory auditor solely based on the fact that the number of statutory auditors is decreasing; however, the investee company should provide a concrete and reasonable explanation as to the necessity of such practice.
- If a proposed statutory auditor is an incumbent director (excluding external director) of the investee company, ECM does not approve the election of such nominee.
- ECM does not approve the election of a nominee as an external statutory auditor if ECM does not consider the nominee to be sufficiently independent (meaning where the nominee has any of the relationships stated in the categories 1) to 8) below with the investee company):
 - 1) A person who has occupied the office of a director, statutory auditor (except external statutory auditor), accounting adviser (*kaikei sanyo*), officer or employee of the investee company or its subsidiaries.
 - 2) A person who has occupied the office of a director (except external director), statutory auditor (except external statutory auditor), accounting adviser (*kaikei sanyo*), officer or employee of the parent company, affiliate, or fellow subsidiary of the investee company that conducts business with the investee company, unless the nominee left such previous office no less than five years ago.
 - 3) A person who has occupied the office of a director (except external director), statutory auditor (except external statutory auditor), accounting adviser (*kaikei sanyo*), officer or employee of any significant business partner⁶ of the investee company, unless the nominee left such previous office no less than five years ago.
 - 4) A person who is a director, statutory auditor, accounting adviser (*kaikei sanyo*), officer or employee of a company with whom the investee company has mutually interlocking directors, statutory auditors or accounting advisers (*kaikei sanyo*).
 - 5) A person who has received significant payments 7 other than director's, statutory

⁶ "Significant business partner" means a business partner; unless it was confirmed that, from the investee company's and business partner's perspective, the business partner could be categorized as a minor one judging from the quantity and substance of the transactions between the investee company and the business partner.

⁷ "Significant payments" mean payments; unless it was confirmed that, from the investee company's and the nominee's (or the office's which the nominee has occupied) perspective, the payments could be categorized as a minor one judging from the quantity and substance of the

- auditor's or accounting adviser's (*kaikei sanyo*) remuneration from the investee company unless no less than five years have passed since such payment or a person who has occupied the office which receives significant payments from the investee company, unless the nominee left such previous office no less than five years ago.
- 6) A person who is within two degrees of familial separation with a person indicated in 1) to 5) above, or a person who is within two degrees of familial separation with director, statutory auditor, accounting adviser (*kaikei sanyo*), officer or employee of the investee company or its subsidiary.
- 7) A person who has been an external director or external statutory auditor of the investee company for eight years or more.
- 8) In addition to the foregoing, any person who is suspected to lack independence.
- If a proposed statutory auditor, for example, concurrently serves as a director, statutory auditor, accounting adviser (*kaikei sanyo*) or officer of multiple other companies and ECM finds it difficult to secure sufficient time and involvement of the proposed statutory auditor to properly perform the role and duties of statutory auditor of the investee company, ECM does not approve the election of such nominee.
- ECM does not approve the reelection of a statutory auditor if the nominee's attendance at either the board of directors or board of statutory auditors meetings was less than 75%.
- ECM does not approve the reelection of a statutory auditor if the nominee has been involved in misconduct, such as violating laws, during the nominee's term in office.
- In addition to the foregoing, ECM does not approve the reelection of a statutory auditor if the nominee has been involved in any act that impaired or posed a danger to impair the investee company's shareholder value or corporate value during the nominee's term in office.

5. Election of an Accounting Auditor

- Principally, ECM approves the appointment of an accounting auditor. However, if serious
 concerns regarding the reason for the change of the accounting auditor or the independence
 or the qualifications of the proposed accounting auditor are identified, ECM does not
 approve the appointment.
- 6. Payment of Retirement Bonuses and Special Payments for Directors and Statutory Auditors
 - Principally, ECM approves the payment of retirement bonuses and special payments to a retiring director or statutory auditor. However, ECM does not approve of such payments where they are unreasonably high in light of the business performance of the investee company during the retiring director's or statutory auditor's term in office, and the

- performance of the retiring director or statutory auditor. ECM does not approve of such payments if the amount or calculation methodology of the retirement bonus and special payments is not explained or sufficiently disclosed.
- ECM does not approve the payments of retirement bonuses and special payments to directors and statutory auditors who have been involved in misconduct, such as violating laws, during their term in office.
- In addition to the foregoing, ECM does not approve the payments of retirement bonuses and special payments to directors and statutory auditors who have been involved in any act that impaired or posed a danger to impair the investee company's shareholder value or corporate value during their term in office.

7. Remuneration of Directors and Statutory Auditors

- Principally, ECM approves the increase of remuneration of directors and statutory auditors.
 However, the investee company shall provide a concrete and reasonable explanation for such increase in remuneration.
- Principally, ECM approves the payment of bonuses to directors (including external directors). However, if ECM finds that TSR remains lower compared to that of other companies in the peer group, it shall not be approved.
- ECM does not approve the payment of bonuses to statutory auditors.
- Principally, ECM approves the grant of stock-based compensation (including stock options).
 However, in the following cases, it shall not be approved:
 - 1) in light of the monetary size, effects on dilution, and exercise provisions, the stockbased compensation grant does not lead to a fair judgment that the grant will contribute to the enhancement of medium-to long-term shareholder value or corporate value; or
 - individuals, such as business partners or statutory auditors, who are not expected to be able to contribute to business performance are included as grantees of the stock-based compensation.

8. Mergers & Acquisitions and Organizational Restructurings

- ECM approves organizational restructurings, such as mergers, company splits, statutory stock-for-stock exchanges (*kabushiki koukan*), statutory stock-for-stock transfers (*kabushiki iten*), business disposals and acquisitions, as long as the following conditions are all fulfilled:
 - the investee company provides a concrete and reasonable explanation as to how the organizational restructuring contributes to the enhancement of medium-to long-term shareholder value or corporate value in light of its cost of capital; and
 - 2) the investee company demonstrates a concrete and reasonable methodology in computing the merger ratio, allocation ratio, stock exchange ratio, stock transfer ratio

or other economic consideration for the business disposals or acquisitions ("Consideration"), and such Consideration is appropriate.

9. Capital Increase by way of Third Party Allotment of Shares

ECM considers a capital increase by way of third party allotment of shares on a case-bycase basis. However, ECM does not approve such allotment if the investee company does not provide a concrete and reasonable explanation as to the particular necessity of the issuance of shares, or how the allotment contributes to the enhancement of mediumto long-term shareholder value or corporate value.

10. <u>Takeover Response Policy (formerly "Takeover Defense Plan")</u>

- Principally, ECM does not approve the enactment or renewal of a <u>takeover response policy</u>. This is because such plan may hinder the positive effects that corporate takeovers have on the enhancement of the medium-to long-term shareholder value or corporate value, including the effect that it promotes discipline amongst the management for if they do not manage the company so as to enhance the medium-to long-term shareholder value or corporate value the company may become the target of <u>an unsolicited takeover</u>, and thus could be used as a means of entrenchment to defend management's self-interests.
- However, ECM approves the <u>takeover response policy</u> if: (i) there is any exceptional circumstance where the enactment or renewal of such <u>takeover response policy</u> contributes to the enhancement of the investee company's medium-to long-term shareholder value or corporate value, and (ii) such <u>takeover response policy</u>, inclusive of its mechanics and other considerations, eradicates the use of such a plan by management to entrench themselves or to serve their self-interests.

11. Share Repurchase Plans

 Principally, ECM approves share repurchase plans. However, ECM may oppose such plans if ECM finds that the plan may impair medium-to long-term shareholder value or corporate value.

12. Shareholder Proposals

- ECM considers proposals by shareholders on a case-by-case basis from the perspective of whether the proposal contributes to the enhancement of the medium-to long-term shareholder value or corporate value.
- ECM determines shareholders proposals related to social, environmental, and political problems by considering whether the proposals have a clear and direct connection to the enhancement of medium-to long-term shareholder value or corporate value of the investee

company. Moreover, the opinion of the board of directors of the investee company will be taken into consideration in formulating ECM's decision.

End.