

May 2021

Invesco Asset Management Japan

Proxy voting results from Apr 2020 to Mar 2021

At the General Meeting of Shareholders from Apr 2020 to Mar 2021, voting rights were exercised for 3,673 company's proposals and shareholder proposals, in total 3,693 proposals.

1. Voting results on management proposals

		For (A)	Against (B)	Abstain (C)	Carte Blanche (D)	Total (E)	% of Against (B+C)/E
Company organization	Election/Removal of directors	2,569	278	0	0	2,847	9.8%
	Election/Removal of statutory auditors	257	87	0	0	344	25.3%
	Election/Removal of accounting auditors	5	0	0	0	5	0.0%
Compensation	Remuneration	130	16	0	0	146	11.0%
	Retirement bonus	2	11	0	0	13	84.6%
Capitalisation (excluding articles of incorporation)	Allocation of income and Dividends	214	2	0	0	216	0.9%
	Company reorganization	6	0	0	0	6	0.0%
	Takeover defense	0	4	0	0	4	100.0%
	Other	1	0	0	0	1	0.0%
Amendment of Articles of Incorporation		83	2	0	0	85	2.4%
Other		6	0	0	0	6	0.0%
		3,273	400	0	0	3,673	10.9%

(※1)・・・Includes revision of remuneration, stock options, performance related pay plans, executive bonus, etc.

(※2)・・・Includes merger, sale/transfer of business, equity transfer, stock splits, corporate separation, etc.

(※3)・・・Includes share buybacks, decline in legal reserves, third party allotment, capital reduction, reverse equity splits, etc.

2. Voting results on shareholder proposals

	For (A)	Against (B)	Abstain (C)	Carte Blanche (D)	Total (E)	% of Against (B+C)/E
	3	17	0	0	20	85.0%

3. Overview of Exercise of Voting Rights

Our overview of against votes on management proposals and the backgrounds are as follows.

- We voted against the case where the total shareholders' return was remarkably low, considering the situation of capital accumulation and business strategy.
- As to Election of directors, we voted against the following cases
 - the number of independent outside directors was not enough
 - the independence of the nominee of outside directors and outside auditor from the company was not enough
 - the takeover defense plan, which was not determined by a resolution of general meeting of shareholders, was adopted by the management
- We voted against the retirement bonus payment, in cases where the amount of the payment was not disclosed, and cases where the plan included the auditors in recipient.

- As to the directors' bonuses and remuneration, we voted against the stock option plan, in case conditions and recipients of the plan did not meet our guideline based on the long-term sustainability of corporate value enhancement.
- We voted against the amendment to Articles of Incorporation, in case we were concerned about the potential negative impact on the long-term sustainability of corporate value enhancement.
- We voted against the takeover defense plan, since we judged that it could have negative impact on the long-term sustainability of corporate value enhancement or hinder the rights of shareholders.

As to the shareholders proposal, we voted for three proposals and against 17 proposals. We made decision basically in accordance with the guidelines along with the management proposals, considering potential impact on the long-term sustainability of corporate value enhancement.

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