

May 2023

Invesco Asset Management Japan

### Proxy voting results from Apr 2022 to Mar 2023

At the General Meeting of Shareholders from Apr 2022 to Mar 2023, voting rights were exercised for 188 Company's proposals and shareholder proposals, in total 2,184 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	1,405	231	0	0	1,636	14.1%
	Election / Removal of statutory auditors	94	31	0	0	125	24.8%
	Election / Removal of accounting auditors	4	0	0	0	4	0.0%
Compensation	Remuneration (※1)	91	3	0	0	94	3.2%
	Retirement bonus	3	6	0	0	9	66.7%
Capitalisation (excluding articles of incorporation)	Allocation of income and Dividends	117	1	0	0	118	0.8%
	Company reorganization (※2)	0	0	0	0	0	0.0%
	Takeover defense	0	1	0	0	1	100.0%
	Other (※3)	3	0	0	0	3	0.0%
Amendment of Articles of Incorporation		176	1	0	0	177	0.6%
Other		2	0	0	0	2	0.0%
		1,895	274	0	0	2,169	12.6%

(※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.

In case the one company is held by two or more strategies, it is counted as one vote. In case each strategy voted differently, it is counted as two votes one For vote and Against vote.

#### 2. Voting results on shareholder proposals

	For (A)	Against (B)	Abstain (C)	Carte Blanche (D)	Total (E)	% of Against (B+C)/E
	0	15	0	0	15	100.0%

In case the one company is held by two or more strategies, it is counted as one vote. In case each strategy voted differently, it is counted as two votes one For vote and Against vote.

#### 3. Overview of Exercise of Voting Rights

To enable effective investment stewardship, we have established an investor-driven ESG integration framework. Portfolio managers and research analysts, who make investment decisions for Japanese equity portfolios, take the lead in engagement with companies on a number of issues, including ESG-related issues, and make proxy voting decisions.

We make voting decisions following our internally developed Invesco Japan Proxy Voting Guideline. We engage and communicate with the investee companies on our voting policy

and voting decisions. Engagements on proxy voting have been made throughout the year, regardless of voting season.

Depending on a proposal, we may make an exception after having constructive dialogue with the investee company. In such a case, approval of the Responsible Investment Committee shall be obtained.

- ① Our overview of against votes on management proposals and the backgrounds are as follows.

#### **Board composition**

- We voted against the top management in the following cases;
  - Less than one-third of independent outside directors on the board
  - Less than a majority of independent non-executive directors on the boards of listed subsidiaries
  - None of the female directors are appointed
  - Among these cases, we were in favour, with the approval of the Responsible Investment Committee, in cases where the management's commitment to improvements in the near future was clear in the dialogue and the future improvement measures presented were concrete

#### **Director nomination**

- In the proposal for the appointment of external directors and external auditors, we voted against the candidates in the following cases;
  - The independence of the candidate does not meet our criteria
  - The tenure exceeds 10 years
  - The candidate sits five or more directorships in listed companies or companies that are considered to have a similar level of business.
  - In those cases where the suitability was met or substantial independence was considered to be ensured, we voted for the nominee with the approval from the Responsible Investment Committee.
- We voted against top management and directors of audit and risk committee in cases where we considered that there were governance issues that could have resulted in damage to shareholder value.
- With regard to policy shareholdings, we voted against top management in cases where the balance of holdings amounted to more than 20% of net assets.
  - We voted for the top management with the approval from the Responsible Investment Committee in cases where industry-specific circumstances should

be taken into account, or where we had confirmed sufficient plans to reduce policy shareholdings in dialogue, for example.

### **Remuneration**

- We voted against proposals for retirement benefits in cases where the amount to be paid was undisclosed and in cases where auditors and audit committee members were included.
- We voted against proposals on remuneration in cases where we considered that the proposals were not in line with the perspective of medium- to long-term shareholder value.

### **Capital policy**

- We voted against opposed proposals for the appropriation of surplus in cases where the total shareholders return was significantly low, taking into account the state of capital accumulation and business strategy.

### **Other**

- We voted against the proposal on anti-takeover measures.

② In shareholder proposals, we opposed all 15 proposals put forward. Shareholder proposals, as well as company proposals, basically comply with the guidelines and are decided on an individual proposal basis, taking into account whether or not they contribute to increasing shareholder value.

- This year, proposals were made on governance, information disclosure and climate change. In each case, we made a decision after examining the content of the proposal and the company's response, taking into account whether or not the proposal would contribute to increasing shareholder value.
- While climate change-related measures and increased disclosure should be promoted, the progress of corporate responses, the feasibility of disclosure and the potential impact on shareholder value should also be taken into consideration.

We regret to inform that the voting results of this period may include the results (two proposals from one company) in which the judgment of the investment manager was not accurately reflected due to a system error in some overseas accounts. We have confirmed that this incident had no impact on the results of the resolutions of the said proposals. We will take thorough measures to prevent recurrence and continue to strengthen our stewardship activities.

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