

## Proxy Voting Result from Jan. to Mar. 2017

### 1. Number of management proposals for Japanese companies voted for, against, abstain, or carte blanche

Management Proposals	For	Against	Abstain	Carte Blanche	Total Proposals	% of against
Allocation of Income and Dividends	180	16	0	0	196	8.2%
Election/Removal of Directors ※1	1,825	89	0	0	1,914	4.6%
Election/Removal of Statutory Auditors ※1	160	68	0	0	228	29.8%
Amendment of Articles	71	8	0	0	79	10.1%
Retirement Bonus for Directors & Auditors	29	0	0	0	29	0.0%
Revision of Remuneration	56	11	0	0	67	16.4%
Stock Option	28	2	0	0	30	6.7%
Election/Removal of Accounting Auditors	5	0	0	0	5	0.0%
Company Reorganization ※2	8	2	0	0	10	20.0%
Takeover Defense	0	19	0	0	19	100.0%
Others ※3	40	10	0	0	50	20.0%
<b>Total</b>	<b>2,402</b>	<b>225</b>	<b>0</b>	<b>0</b>	<b>2,627</b>	<b>8.6%</b>

(※1) One candidate is counted as one proposal.

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

(※3) Includes share buyback, legal reserve decline, third party allotment, capital reduction, reverse equity split, executive bonus, etc.

**2. Number of shareholder proposals for Japanese companies voted for, against, abstain, or carte blanche**

	For	Against	Abstain	Carte Blanche	Total Proposals	% of against
Total	0	8	0	0	8	100.0%

**3. Summary of proxy voting results**

- For the shareholders' meetings from Jan. to Mar., there were 2,627 cases of company resolutions and 8 cases of shareholder resolutions. Decisions for approval or disapproval totaled 2,635 cases.
- Company resolutions comprised 1,914 cases related to the election of directors, 228 cases related to the election of statutory auditors, 196 cases related to the allocation of income and dividends, and 79 cases related to the amendment of articles.
- Regarding resolutions of allocation of income and dividends, we voted against mainly when we judged there to be insufficient shareholder returns in spite of the company having enough financial capacity.
- Regarding resolutions related to the election of directors, we voted against the appointment of candidates we judged to be responsible for earnings downturns, as well as outside director candidates lacking independence in a company with a U.S.-type three committee structure and a company with a board with audit committee structure.
- Regarding resolutions for election of statutory auditors, we mainly voted against outside statutory auditor candidates that we thought lacked independence.
- Regarding resolutions to amend the articles of incorporation, we mainly opposed giving authority, to the boards of directors of institutions, to determine the dividends of companies whose dividend performance is not high.
- Regarding other company resolutions, we voted against directors' bonuses of companies with poor performance.
- As for shareholder resolutions, there were 8 cases, on which we voted against for all resolutions after assessing their merits.