



Major shareholder proposals submitted by activists at Annual General Meeting in March this year

With the peak season for annual general meetings of companies with a March fiscal year-end fast approaching—and related articles appearing more frequently in newspapers and other media—shareholder proposals continue to attract significant attention. In this article, we examine the content and outcomes of major shareholder proposals submitted by activists at companies listed on the Tokyo Stock Exchange Prime Market for their March 2026 annual general meetings and have summarized the findings as follows.

Content and results of major shareholder proposals at March 2026 Annual General Meetings of companies listed on Tokyo Stock Exchange Prime Market

	Co	Proposal		Approval	Approval Rate	
		No	Type			Outline
Dalton Investments	A	1	Election of director	Election of X proposed by Dalton	No	26.9%
		2	Election of director	Election of Y proposed by Dalton	No	28.5%
		3	Repurchase of shares	10.0% of outstanding shares (excluding treasury shares)	No	30.5%
		4	Director remuneration	Review of restricted stock award plan	No	26.8%
		5	Amendments to Articles	Disclosure regarding implementation of management that is conscious of cost of capital and stock price	No	23.5%
	B	1	Repurchase of shares	17.3% of outstanding shares (excluding treasury shares)	No	32.98%
LIM Advixors	C	1	Amendments to Articles	Establishment of third party committee, disclosure of investigation report	No	22.51%
		2	Amendments to Articles	Disclosure of cost of capital	No	41.41%
		3	Amendments to Articles	Individual disclosure of director remuneration	No	50.23%
	D	4	Repurchase of shares	15.1% of outstanding shares (excluding treasury shares), 15% of trading for past year	No	40.52%
		1	Takeover defense measures	Abolition of takeover defense measures	No	40.3%
		2	Amendments to Articles	Sale of strategic shareholdings	No	11.7%
		3	Amendments to Articles	Individual disclosure of director remuneration	No	27%
		4	Disposal of surplus	6% DOE	No	17.9%
	Nippon Active Value Fund	D	1	Director Remuneration	Review of restricted stock award plan	No
2			Repurchase of shares	10.6% of outstanding shares (excluding treasury shares)	No	17.5%
3			Amendments to Articles	State half or more of Board to be outside directors	No	15.4%
E		1	Director remuneration	Review of restricted stock award plan	No	15.9%
		2	Repurchase of shares	10.7% of outstanding shares (excluding treasury shares)	No	16.1%
		3	Amendments to Articles	State half or more of Board to be outside directors	No	19.5%
F	1	Director remuneration	Approval of remuneration under restricted stock award plan	No	13.6%	
	2	Repurchase of shares	10.5% of outstanding shares (excluding treasury shares)	No	21.7%	
	3	Amendments to Articles	State half or more of Board to be outside directors	No	17.2%	
Oasis Management Company	G	1	Election of auditor	Election of Z proposed by Oasis	-	Withdrawn
		2	Amendments to Articles	Convener and chairperson of director meetings to be outside director	No	25.2%
		3	Amendments to Articles	Sharing of monthly report with outside directors	No	19.26%
		4	Amendments to Articles	Complete implementation of quality and safety management	No	19.3%
Strategic Capital	C	1	Repurchase of shares	Shares held by asset management company of former representative director	No	30.59%
		2	Disposal of surplus	Dividend funded by amount equivalent to 20% of total balance of non-consolidated cash, deposits, and long-term deposits as of end December 2024	No	38.76%
		3	Amendments to Articles	Approve amount of end of year dividend at shareholders meeting in principle	No	45.09%
		4	Amendments to Articles	Elect chairperson of directors meeting from outside directors	No	44.69%
		5	Amendments to Articles	Elect Chairperson of Board from outside directors	No	29.52%
		6	Amendments to Articles	Disclosure of sales by title	No	22.46%

*Companies C and D received shareholder proposals from multiple investors



Daiwa Asset Management revises proxy voting guidelines

On April 28, 2026, Daiwa Asset Management announced a partial revision to its “Voting Policy (for Domestic Stocks)” (effective June 2026). The main changes are as follows. (Items 1 through 3 below have already been in effect since the February 2026 general meeting.)

1. Criteria Regarding the Term of Office for Directors

· Although the Companies Act stipulates that the term of office for directors of companies with a board of corporate auditors shall be no more than two years, the company believes that directors of listed companies should seek a vote of confidence at each annual shareholders’ meeting; therefore, it has established a new criterion for a one-year term of office for directors of companies with a board of corporate auditors.

2. Stricter Independence Requirements for Outside Directors

· Given concerns that individuals from specific major shareholders may not be able to fulfill their role of supervising and auditing management from the perspective of general shareholders, one of the independence requirements for outside directors has been that they must not be affiliated with a major shareholder holding 10% or more of the shares, or with that shareholder’s parent, subsidiary, or affiliate companies. However, even when the shareholding ratio was less than 10%, there were cases where such concerns were significant due to cross-shareholdings or business relationships; therefore, it has been decided to lower (tighten) the threshold for major shareholders to 5% or more.

3. Tightening Independence Requirements for Substitute Outside Directors to Fill Vacancies

· Previously, the only independence requirement for candidates to fill vacancies as outside directors was that they meet the requirements for independent directors set by financial instruments exchanges; however, since candidates to fill vacancies will actually serve as outside directors in the event of an emergency, it was determined that they should be subject to the same independence requirements as regular outside directors, and it has been decided to tighten these requirements.

4. Criteria Regarding Gender Diversity on the Board of Directors (Effective from the June 2026 General Meeting)

· Previously, companies listed on the TSE Prime Market were required to have a board of directors composed of members of multiple genders, that is, to have at least one director of the gender that is not in the majority. However, the criterion has now been revised to require that the proportion of directors belonging to the gender that is not in the majority be 10% or higher.

For further details, please refer to the following URLs.

“Revision of the ‘Policy on the Exercise of Voting Rights (Domestic Stocks)’ and Issues Under Consideration”

https://www.daiwa-am.co.jp/company/stewardship/files/revguideline_202604.pdf (Japanese only)

“Voting Policy (for Domestic Stocks)”

https://www.daiwa-am.co.jp/company/stewardship/files/guideline_202604.pdf (Japanese only)