コーポレートガバナンスの分析と展望

2017年10月

METRICAL INC.

http://www.metrical.co.jp/

All rights are reserved by METRICAL INC. and The Board Director Training Institute of Japan (公益社団法人会社役員育成機構).

BDTI/METRICAL共同研究サマリー

■CGの問題点 > 2015年のCGコード導入後、表面上のBoard Practice の改良 に着手されたが、適正なActionと価値の創造が伴う、真のCG 改善につながっていない



■BDTI/METRICAL分析

Board Practice (取締役会の運営、基本方針)、Actionと価値の創造とのリンケージと相関関係を分析した
 価値の創造とアクションを含めたCGプラクティスのリンケージを分析するものは少ない

This report is for information purpose only and is based on current public information that we consider reliable, but we do not represent it is accurate or complete, and it should not be relied on as such. Although we seek to update our research as appropriate, the contents may be different from the most recent fact as the report is published at irregular intervals as appropriate. This research is not an offer to sell or the solicitation of an offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. It does not constitute a personal

METRICAL INC. corporate governance, investment research & solutions

pjectives, financial situations, or needs of individual clients. The price and value of investments referred to in this research and ide to future performance, future returns are not guaranteed, and a loss of original capital may occur. rest with the reported company.

2017年の3月分析目的と手法(フェーズ1)

- ■フェーズ1分析の目的と分析手法>目的
- ボードプラクティスのどのクライテリアがコーポレートガバナンスの「リトマス紙」として有効なのか、ボードプラクティスの各クライテリアとAction及びコーポレートガバナンス、ROE, ROA等とのリンケージを探る

▶ 分析手法

• TOPIX100を構成する100社について、CG報告書およびCGガ イドラインを 読み込んで、ボードプラクティスの指名方針、研 修方針、報酬方針、取締役会 評価について詳細分析

This report is for information purpose only and is based on current public information that we consider reliable, but we do not represent it is accurate or complete, and it should not be relied on as such. Although we seek to update our research as appropriate, the contents may be different from the most recent fact as the report is published at irregular intervals as appropriate. This research is not an offer to sell or the solicitation of an offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. It does not constitute a personal

METRICAL INC. corporate governance, investment research & solutions

in the price and value of investments referred to in this research and the price and value of investments referred to in this research and in the price and value of investments referred to in this research and the price and th

4プラクティスのスコア分布状況(フェーズ1)

■ TOPIX100社のプラクティスをCG報告書およびCGガイドライン のスコアよりスコアリング

▶ 4プラクティスのスコア分布状況(3/2017)









ch and

METRICAL INC.

corporate governance, investment research & solutions

ide to future performance, future returns are not guaranteed, and a loss of original capital may occur. rest with the reported company.

ボードプラクティスファクター相関分析(フェーズ1)

- ボードプラクティスとROA、ROEの相関分析(3/2017)
- ▶ 現状ボードプラクティスのクライテリアはROA、ROEに対して 有意性のある正の相関は確認されていない
- 独立取締役比率は実績ROEに対して負の相関
- ・ 役員指名方針も実績ROA、予想ROAと予想ROEに対して相当程度高い有意 性で負の相関、役員研修方針も実績ROEに対して負の相関→多くクライテリア でボードプラクティスがActionと結果に繋がっていないとみられる

| TOPIX100社 | | 役員指名 | 役員研修 | 役員報酬 | 取締役会評価 | 独立取締役比率 |
|-----------|------|------------------|------------------|------|--------|------------|
| 予想ROA | 相関係数 | — | + | + | + | — |
| 了過RUA | 有意性 | \bigtriangleup | Х | Х | Х | Х |
| 予想ROE | 相関係数 | — | + | + | + | + |
| P恐RUE | 有意性 | \bigtriangleup | Х | Х | Х | Х |
| 実績ROE | 相関係数 | — | — | — | — | — |
| 天根RUE | 有意性 | Х | \bigtriangleup | Х | Х | \bigcirc |
| 実績ROA | 相関係数 | — | — | _ | + | — |
| 天限RUA | 有意性 | \bigtriangleup | Х | Х | Х | х |

This rep

on as su (Source) METRICAL INC.

This res (Note) 有意性○は95%信頼レベル、△は90%信頼レベル

METRICAL INC.

corporate governance, investment research & solutions

ide to future performance, future returns are not guaranteed, and a loss of original capital may occur. rest with the reported company. te.

5

rch and

2017年の3月分析結果(フェーズ1)

■フェーズ1分析の結果

≻結果

- 相関分析、重回帰分析ともにボードプラクティスのクライテリアのスコア上昇とROA、ROEの間の相関関係に合理的な統計結果は確認されなかった
- TOPIX100の会社はCG改革のスピードが遅いのではないか?
- ・偶々内容の伴わない会社が見かけを良くしようとしたことが統計に表れただけなのか?

→フェーズ2分析へ

This report is for information purpose only and is based on current public information that we consider reliable, but we do not represent it is accurate or complete, and it should not be relied on as such. Although we seek to update our research as appropriate, the contents may be different from the most recent fact as the report is published at irregular intervals as appropriate. This research is not an offer to sell or the solicitation of an offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. It does not constitute a personal

METRICAL INC. corporate governance, investment research & solutions

ent objectives, financial situations, or needs of individual clients. The price and value of investments referred to in this research and ide to future performance, future returns are not guaranteed, and a loss of original capital may occur.

2017年の3月分析手法(フェーズ2)

■フェーズ2の分析手法

- ▶ 分析手法
- 調査対象をTOPIX100+JPX400を中心としたMETRICALコ アユニバース*494社に拡大
- ボードプラクティス評価をMETRICALスコアリングで行う
- 実績ROE、ROAに加えトービンのq**について、ボードプラク ティス+Actionの各クライテリアとの相関関係を分析
- 独立取締役比率ごとに詳細分析

METRICALコアユニバース*は、TOPIX100およびJPX400に2015年6月時点の構成 銘柄+当時TOPIX100選定基準相当およびJPX400選定候補の銘柄+その後各イン デックスに追加された銘柄および除外された銘柄も継続調査。(TOPIX100選定基準 相当・・・時価総額及び流動性の高い100社相当)

| | FY2016 | 会社数* | トービンのq | ROA | ROE | トービンのq <1.0 | ROA < 3% | ROE < 5% |
|----|-------------------------------|-------|--------|-------|-------|-------------|----------|----------------------|
| | TSE1 | 1,998 | 1.31 | 3.90% | 7.93% | 1,010 | 833 | 582 |
| | TSE2 | 531 | 1.03 | 1.57% | 4.37% | 353 | 308 | 253 |
| | is rep: a TSE1+TSE2 | 2,529 | 1.25 | 3.41% | 7.19% | 1,363 | 1,141 | elied 83 5 |
| Th | is rese | - | | | | | | |

トービンのq**は(負債合計+株式時価総額)/総資産

This rese (Source) Bloomberg

METRICAL INC.

corporate governance, investment research & solutions

ide to future performance, future returns are not guaranteed, and a loss of original capital may occur. rest with the reported company.

CGファクター相関分析(フェーズ2)

■ 全494社の実績ROA, ROE, TQとの相関分析結果(3/2017)

- ➢ Board Practiceクライテリアは実績ROE,ROA,トービンのqに対し、いずれも 負の相関が多いことから、今のところ直接的な効果は薄いとみられる。
- ➢ Actionで「株式保有(が少ない)」「株式発行(が少ない)」「株式消却」「成 長戦略」及び「METRICALスコア」が有意性の高い正の相関。
- ▶「現金保有/売上高(が少ない)」「創業者・親会社など大株主持分が少ない」が有意性の高い負の相関。

| 494社 | | 役員指名 | 役員報酬 | インセン ティブ・プ ラン | 独立取締役 比率 | 株式保有 が少ない | 株式発行 | 株式消却 | 成長戦略 | 現金保有 が少ない | 親会社・ 大株主持分 が少ない | METRICAL スコア |
|--------|------|------|------|---------------------|-------------|--------------|------|------|------|--------------|-----------------------|-----------------|
| 実績ROE | 相関係数 | — | — | — | — | + | _ | + | + | — | — | + |
| 天積RUE | 有意性 | 0 | 0 | 0 | Х | 0 | Х | 0 | 0 | 0 | 0 | 0 |
| 中结口へ | 相関係数 | — | — | — | — | + | + | + | + | — | — | + |
| 実績ROA | 有意性 | 0 | 0 | 0 | Х | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| トービンのq | 相関係数 | — | — | _ | + | + | + | + | + | _ | _ | + |
| | 有意性 | Δ | 0 | Δ | Х | 0 | Δ | 0 | 0 | 0 | 0 | 0 |

This r (Source) METRICAL INC.

on as (Note) 優位性○は95%信頼レベル、△は90%信頼レベル

This research is not an offer to sell or the solicitation of an offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. It does not constitute a personal

METRICAL INC.

corporate governance, investment research & solutions

pjectives, financial situations, or needs of individual clients. The price and value of investments referred to in thisgresearch and ide to future performance, future returns are not guaranteed, and a loss of original capital may occur. crest with the reported company.

ed

アクションファクターの分布(フェーズ2)

■株式保有・成長戦略とトービンq・実績ROA(金融を除く3/2017)



nn as st (Note)株式保有/売上高40%以上及びROAの20%以上の会社を This res 除いた438社



10

成長戦略(スコア

(Note)ROAの30%以上の会社を除いた436社 priate diction where such an offer or solicitation would be illegal. It does not constitute a personal

be relied priate.

METRICAL INC.

corporate governance, investment research & solutions

necures, mancial situations, or needs of individual clients. The price and value of investments referred to in this research and ide to future performance, future returns are not guaranteed, and a loss of original capital may occur. rest with the reported company.

独立取締役比率とパフォーマンス(フェーズ2)

 ■全494社独立取締役比率のグループごとにどうなるか?
 >現実は複雑!過渡期の中、>50%効果、大株主効果、業績いい企業 (JPX400)の自信?

| \sim | 独立取締役比 | | 株式保有 | 平均 | | | 平均 |
|--------------------------------|---------------------|----------|---------|--------------------|-------|-------|-----------------|
| 55%超の | <u>海立</u> 城前仅比 率 | 企業数 | ホム体有スコア | ⊥+≠∽J Tobin's Q | 平均ROA | 平均ROE | ージ METRICALス |
| (収益率、 / | >60% | 9 | 5.1 | 2.00 | 6.8% | 14.2% | 7.6 |
| TQが高く | ≫55<=60% * | 14 | 6.1 | 2.37 | 5.4% | 9.6% | 6.9 |
| なる? | >50<=55% | 3 | 2.3 | 1.41 | 2.7% | 9.2% | 6.5 |
| | >45<=50% | 23 | 6.7 | 1.50 | 3.3% | 6.5% | 6.8 |
| | >40<=45% | 17 | 5.2 | 1.36 | 4.4% | 11.0% | 6.8 |
| | >35<=40% | 40 | 5.0 | 1.33 | 4.1% | 8.2% | 6.7 |
| \sim | >30<=35% | 45 | 4.5 | 1.57 | 4.6% | 9.7% | 6.5 |
| 大株主が | >25<=30% | 60 | 5.8 | 1.86 | 5.6% | 12.1% | 6.4 |
| 存在する | >20<=25% | 88 | 5.7 | 1.54 | 5.0% | 10.6% | 5.8 |
| か、既に業 | >15<=20% | 117 | 5.2 | 1.52 | 4.8% | 10.8% | 5.9 |
| ~ 績がいい | 10<=15% | 51 | 5.9 | 1.87 | 6.0% | 11.2% | 5.5 |
| ~ 経営者? | >5<=10% | 22 | 5.9 | 1.56 | 5.6% | 11.1% | 5.3 |
| | <=5% | 5 | 8.6 | 1.78 | 8.6% | 12.1% | 5.1 |
| | 全企業 | 494 | 5.5 | 1.62 | 5.0% | 10.5% | 6.1 |
| | | | | | | | |
| This report is for information | 平均値(東芝を除 | いたら) * * | 6.0 | 2.5 | 6.4% | 15.4% | 7.1 |

on as such. Although we seek This research is not an offe

| Jught the se | | | | | |
|--------------|--------------------------------|------------------------|-------------|---------------------------|-----------------------------------|
| າot an offe | Data is based on 494 companies | which are composites o | f TOPIX100, | , JPX400 and candidates o | f composites of the both Indices. |

METRICAL INC.

corporate governance, investment research & solutions

ide to future performance, future returns are not guaranteed, and a loss of original capital may occur. Trest with the reported company.

mannadar chemos, the price and

2017年の3月分析結果(フェーズ2)

■フェーズ2分析の結果

≻結果

- 実績ROE,ROA,トービンのqの改善に有効なのは、「株式保有 が少ない」「株式発行が少ない」「株式消却」「成長戦略」と いったActionのクライテリア
- ・「現金保有/売上高が高い」「創業者・親会社など大株主持分が多い」ほどROA、ROEおよびトービンのqに相関が高い
- 独立取締役比率で3つのグループに分けられる
- ✓ 独立取締役比率が50%超グループで、ROA、ROE、トービン のqおよびMETRICALスコアのパフォーマンスが目立って 向上する傾向がある
- ✓ 独立取締役比率の低いグループに、卓越したパフォーマンスの会社(創業者企業・大会社の子関連会社)が見られる

This reput ✓ 独立取締役比率中位のグループで、パフォーマンスが良くな elied on as sui いのをプラクティスの見かけでごまかそうとしている?

METRICAL INC. corporate governance, investment research & solutions bjectives, financial situations, or needs of individual clients. The price and value of investments referred to in this research and ide to future performance, future returns are not guaranteed, and a loss of original capital may occur. rest with the reported company.

6月のAGMを経てどうなった? - 3/2017と8/2017の比較分析-

This report is for information purpose only and is based on current public information that we consider reliable, but we do not represent it is accurate or complete, and it should not be relied on as such. Although we seek to update our research as appropriate, the contents may be different from the most recent fact as the report is published at irregular intervals as appropriate. This research is not an offer to sell or the solicitation of an offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. It does not constitute a personal

METRICAL INC. corporate governance, investment research & solutions

ide to future performance, future returns are not guaranteed, and a loss of original capital may occur.

CGファクター相関係数分析(3/2017-8/2017)①

- 委員会などプラクティスとパフォーマンスに正の相関はない
- ■株式保有/売上高が少ないとパフォーマンスに正の相関

| | | | | | | | 株式保有/ | |
|-------------|---------|------------|------------|------------|------------|------------|------------|------------|
| | | | | ダイバーシ | インセンテ | 独立取締役 | 売上高が少 | |
| as of 08/20 | 017 | 指名委員会 | 報酬委員会 | ティ | ブ・プラン | 比率 | ない | 配当政策 |
| ROE (act) | 相関係数 | -0.1165878 | -0.1264193 | -0.0074678 | -0.0343953 | -0.0582759 | 0.17170573 | 0.00874235 |
| | P-value | 0.00907004 | 0.00463788 | 0.86770918 | 0.44283999 | 0.19327906 | 0.00011401 | 0.84539309 |
| ROA (act) | 相関係数 | -0.169343 | -0.1669268 | -0.0588958 | 0.0001434 | -0.0844024 | 0.2766823 | 0.05997184 |
| | P-value | 0.00014193 | 0.00017704 | 0.18857626 | 0.99744802 | 0.05930099 | 3.0717E-10 | 0.18061382 |
| TQ | 相関係数 | -0.1004117 | -0.1007262 | -0.0085722 | 0.04135121 | -0.0030688 | 0.22635005 | 0.1437705 |
| | P-value | 0.02474518 | 0.02429528 | 0.84836626 | 0.35615048 | 0.94542853 | 3.1294E-07 | 0.00126592 |
| | | | | | | | 株式保有/ | |
| | | | | ダイバーシ | インセンテ | | | |
| as of 03/20 | 017 | 指名委員会 | 報酬委員会 | | ブ・プラン | | | 配当政策 |
| ROE (act) | 相関係数 | -0.1226927 | -0.1529058 | -0.0381957 | -0.1507967 | -0.0505886 | 0.20798945 | -0.0299218 |
| 0 | P-value | 0.00601325 | 0.0006018 | 0.39407033 | 0.00071718 | 0.25885912 | 2.722E-06 | 0.50442225 |
| ROA (act) | 相関係数 | -0.1320872 | -0.1423034 | -0.0234631 | -0.1000796 | -0.0510034 | 0.24775015 | 0.03112864 |
| Q | P-value | 0.00308439 | 0.00142097 | 0.60068894 | 0.02522795 | 0.25496911 | 1.9758E-08 | 0.48737762 |

This report is for information P-value 0.05817065 0.04417291 0.87901993 0.05270052 0.64572403 9.8666E-07

-0.0900409

on as s Data is based on score of 494 companies for 03/2017 and 506 companies for 08/2017, which are composites of TOPIX100, JPX400 and candidates of This recomposites of the both Indices.

0.0068241

METRICAL INC.

ΤQ

corporate governance, investment research & solutions

相関係数

-0.0847794

ide to future performance, future returns are not guaranteed, and a loss of original capital may occur. rest with the reported company.

-0.0866947

0.02060823

0.13947156

0.0017706

0.2168022

CGファクター相関係数分析(3/2017-8/2017)2

■ 株式発行・消却、成長戦略、METRICALスコアと正の相関 ■ 現金保有/売上高、大株主持ち分が少ないと正の相関

| | | | | | 現金保有/ | | | | |
|-----------------------------|-------------------------|---|--|--|--|---|--|---|--|
| | | | | | 売上高が少 | 買収防衛策 | 大株主持ち | 株主総会・ | Metrical |
| as of 08/20 | 017 | 株式発行 | 株式消却 | 成長戦略 | ない | なし | 分が少ない | IR | score |
| ROE (act) | 相関係数 | 0.09187583 | 0.12765296 | 0.51584824 | -0.104253 | 0.06929937 | -0.1558691 | -0.0677913 | 0.1604389 |
| | P-value | 0.04001145 | 0.00424952 | 2.3064E-35 | 0.01971536 | 0.12172486 | 0.00046857 | 0.13007208 | 0.00031577 |
| ROA (act) | 相関係数 | 0.0781027 | 0.16921995 | 0.29406235 | -0.222915 | 0.05296699 | -0.2153858 | -0.0961573 | 0.07857032 |
| | P-value | 0.0810304 | 0.00014355 | 1.967E-11 | 4.7582E-07 | 0.23710684 | 1.1648E-06 | 0.03157357 | 0.07922219 |
| TQ | 相関係数 | 0.06639063 | 0.06948215 | 0.25830279 | -0.1776093 | 0.06693583 | -0.1359752 | -0.0767517 | 0.10605067 |
| | P−value | 0.13821542 | 0.12074223 | 4.5862E-09 | 6.5119E-05 | 0.13500036 | 0.0023105 | 0.08644273 | 0.01768471 |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | 現金保有/ | | | | |
| | | | | | 現金保有/ | 買収防衛策 | 大株主持ち | 株主総会・ | Metrical |
| as of 03/20 | 017 | | 株式消却 | 成長戦略 | 現金保有/ | | 大株主持ち 分が少ない | | |
| as of 03/20 ROE (act) | 017 相関係数 | | | 成長戦略 0.48430141 | 現金保有/ 売上高が少 | 買収防衛策 | | | Metrical |
| ROE (act) | | 株式発行 | 株式消却 | | 現金保有/ 売上高が少 ない | 買収防衛策 なし | 分が少ない | IR | Metrical score |
| ROE (act) | 相関係数 | 株式発行 0.01373338 | 株式消却 0.11458721 | 0.48430141 | 現金保有/ 売上高が少 ない -0.1388905 | 買収防衛策 なし 0.07849672 | 分が少ない -0.2084296 | IR -0.1048152 | Metrical score 0.08909075 |
| ROE (act) 0 | 相関係数 P-value 相関係数 | 株式発行 0.01373338 0.7593501 | 株式消却 0.11458721 0.01033766 | 0.48430141 8.8393E-31 | 現金保有/ 売上高が少 ない -0.1388905 0.00185145 | 買収防衛策 なし 0.07849672 0.07950461 | 分が少ない -0.2084296 2.5901E-06 | IR -0.1048152 0.0190596 | Metrical score 0.08909075 0.04646723 |
| ROE (act) 0 ROA (act) | 相関係数 P−value 相関係数 | 株式発行 0.01373338 0.7593501 0.09740207 | 株式消却 0.11458721 0.01033766 0.17465088 | 0.48430141 8.8393E-31 0.43875427 | 現金保有/ 売上高が少 ない -0.1388905 0.00185145 -0.2054058 | 買収防衛策 なし 0.07849672 0.07950461 0.06345119 | 分が少ない -0.2084296 <u>2.5901E-06</u> -0.2169777 | IR -0.1048152 0.0190596 -0.1371065 | Metrical score 0.08909075 0.04646723 0.1029821 |

This repute Data is based on 494 companies for 03/2017 and 506 companies for 08/2017, which are composites of TOPIX100, JPX400 and candidates of ed on as succomposites of the both Indices.

This research is not an offer to sell or the solicitation of an offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. It does not constitute a personal recommendation or take into account the particular investment objectives, financial situations, or needs of individual clients. The price and value of investments referred to in this research and

METRICAL INC. corporate governance, investment research & solutions de to future performance, future returns are not guaranteed, and a loss of original capital may occur. rest with the reported company.

実績ROAが上昇するには・・・

- 実績ROAとCGクライテリア重回帰分析結果
- ▶株式保有/売上高が少ない、株式消却が多い、成長戦略がしっかり が実績ROA改善に有意性の高い正の相関
- > 現金保有/売上高少ない、大株主持ち分が少ないと有意性の高い

| <u> </u> | | | | | | |
|------------------|-------------------|--------------|-------------|--------------|-------------|-------------|
| 負の | 泪関 | | | 係数 | 標準誤差 | P-値 |
| | 統計 | | 独立取締役比率 | -0.036092016 | 0.018771928 | 0.055101039 |
| <u>重相関 R</u> | 0.566861888 | | 指名委員会 | -0.002148969 | 0.004106539 | 0.600998579 |
| 重決定 R2 | 0.3213324 | | 報酬委員会 | -0.001233395 | 0.0045339 | 0.785706786 |
| 補正 R2 | 0.301981389 | | 株式保有/売上高少ない | 0.002736883 | 0.000699288 | 0.000103678 |
| 標準誤差 | 0.043658308 | | 配当政策 | -9.78913E-05 | 0.00189689 | 0.95886346 |
| 観測数 | 506 | | 株式発行 | 0.003167748 | 0.001760197 | 0.072528878 |
| | | | 株式消却 | 0.00496693 | 0.001407408 | 0.000456138 |
| 分散分析表 | | -// | 買収防衛策 | -0.000800652 | 0.00056809 | 0.159357229 |
| | 自由度 | <u>有意F</u> | 成長戦略 | 0.006100263 | 0.000696035 | 3.07745E-17 |
| 回帰 残差 | 14 | 1.80327E-33 | 現金保有/売上高少ない | -0.015364325 | 0.001746472 | 2.38733E-17 |
| 戏左 合計 | 491 505 | | 大株主持ち分が少ない | -0.002156834 | 0.000663907 | 0.001238767 |
| | 506 companies fo | or 09/2017 | インセンティブ・プラン | 0.001562512 | 0.001754957 | 0.373718322 |
| | osites of TOPIX10 | | AGM/IR | -0.001793297 | 0.002104002 | 0.394448336 |
| candidates of co | mposites of the b | oth Indices. | ダイバーシティ | -0.0518406 | 0.035765891 | 0.147852464 |

This report is for information purpose only and is based on current public information that we consider reliable, but we do not represent it is accurate or complete, and it should not be relied on as such. Although we seek to update our research as appropriate, the contents may be different from the most recent fact as the report is published at irregular intervals as appropriate. This research is not an offer to sell or the solicitation of an offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. It does not constitute a personal

METRICAL INC. corporate governance, investment research & solutions

bjectives, financial situations, or needs of individual clients. The price and value of investments referred to in this research and ide to future performance, future returns are not guaranteed, and a loss of original capital may occur. rest with the reported company.

実績ROEが上昇するには・・・

- 実績ROEとCGクライテリア重回帰分析結果
- ▶株式発行が少ない、成長戦略が明確が実績ROA改善に有意性の 高い正の相関
- > 現金保有/売上高少ない、大株主持ち分が少ないと有意性の高い

| 負の相 | 目関 | | 切片 | 係数 | 標準誤差 | P- 値 |
|---------------------|---|------------|-------------|--------------|-------------|-------------|
| | | | 独立取締役比率 | -0.037053975 | 0.033090122 | 0.263350883 |
| <u>回</u> 师 重相関 R | 回帰統計 重相関 R 0.643703639 | | 指名委員会 | 0.000167174 | 0.007238781 | 0.981584524 |
| 重伯寅 R 重決定 R2 | 0.414354375 | | 報酬委員会 | -0.005205237 | 0.00799211 | 0.51515954 |
| 堇氏之 N2 補正 R2 | 0.397655722 | | 株式保有/売上高少ない | -0.001077891 | 0.001232667 | 0.382307129 |
| 標準誤差 | 0.076958465 | | 配当政策 | 0.000983902 | 0.003343734 | 0.76868940 |
| 観測数 | 506 | | 株式発行 | 0.0089165 | 0.003102779 | 0.00423260 |
| | | | 株式消却 | 0.003552324 | 0.002480901 | 0.15281773 |
| 分散分析表 | | | 買収防衛策 | -6.24264E-05 | 0.001001398 | 0.95031800 |
| | 自由度 | 有意 F | 成長戦略 | 0.020117846 | 0.001226932 | 1.66328E-48 |
| 回帰 | 14 | 1.5614E-48 | 現金保有/売上高少ない | -0.026484965 | 0.003078585 | 1.053E-16 |
| 残差 | 491 | | 大株主持ち分が少ない | -0.003762417 | 0.001170298 | 0.00139073 |
| 合計 | 505 | | インセンティブ・プラン | -0.000498948 | 0.003093541 | 0.87193382 |
| | 506 companies for 0 | - | AGM/IR | -0.002838776 | 0.003708818 | 0.44439363 |
| • | sites of TOPIX100, JF aposites of the both | | ダイバーシティ | -0.082423835 | 0.063046146 | 0.191703284 |

This report is for information purpose only and is based on current public information that we consider reliable, but we do not represent it is accurate or complete, and it should not be relied on as such. Although we seek to update our research as appropriate, the contents may be different from the most recent fact as the report is published at irregular intervals as appropriate. This research is not an offer to sell or the solicitation of an offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. It does not constitute a personal

METRICAL INC. corporate governance, investment research & solutions

bjectives, financial situations, or needs of individual clients. The price and value of investments referred to in this research and ide to future performance, future returns are not guaranteed, and a loss of original capital may occur. rest with the reported company.

METRCALスコア増減要因分析(3/2017-8/2017)



CG score is average score of 490 companies , which are composites of TOPIX100, JPX400 and candidates of composites of the both Indices.

This report is for information purpose only and is based on current public information that we consider reliable, but we do not represent it is accurate or complete, and it should not be relied on as such. Although we seek to update our research as appropriate, the contents may be different from the most recent fact as the report is published at irregular intervals as appropriate. This research is not an offer to sell or the solicitation of an offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. It does not constitute a personal recommendation or take into account the particular investment objectives, financial situations, or needs of individual clients. The price and value of investments referred to in this research and

METRICAL INC. corporate governance, investment research & solutions

ide to future performance, future returns are not guaranteed, and a loss of original capital may occur. 17 rest with the reported company.

後ろ向きの会社は減ったか?(3/2017-8/2017)

- 独立取締役比率の低い会社数は減少、委員会設置・インセン ティブ採用は増加し、買収防衛策採用は減少
- 女性取締役採用、株式と現金保有の削減は進んでいない

| | 会社数 構成比率 | 独立取締役比率 < 25%の会社 | No女性取締役 の会社 | No指名委員会 の会社 | No報酬委員会 の会社 | | 買収防衛策 採用している 会社 | | 現金保有/売上高 >20%の会社 |
|-------------|-------------|---------------------|----------------|----------------|----------------|-----|-----------------------|-----|---------------------|
| 00/2017 | 506 | 223 | 332 | 233 | 216 | 6 | 78 | 199 | 215 |
| 08/2017 | % | 44% | 66% | 46% | 43% | 1% | 15% | 39% | 42% |
| 02/2019 | 494 | 256 | 333 | 258 | 239 | 19 | 90 | 183 | 219 |
| 03/2018 | % | 51% | 66% | 51% | 47% | 4% | 18% | 36% | 43% |
| Change | 12 | -7% | 0% | -5% | -5% | -3% | -2% | 3% | -1% |
| *2017/02/+4 | 01社 2017/00 | ナ FOC 社 | | | | | | | |

*2017/03は494社、2017/08は506社。

**株式保有は純投資目的以外株式保有

| | ROA (act) | ROE (act) | TQ |
|---------|-----------|-----------|------|
| 08/2017 | 5.1% | 10.4% | 1.65 |
| 03/2018 | 5.0% | 10.5% | 1.62 |
| Change | 0.1% | -0.1% | 0.03 |

This report is for information purpose only and is based on current public information that we consider reliable, but we do not represent it is accurate or complete, and it should not be relied on as such. Although we seek to update our research as appropriate, the contents may be different from the most recent fact as the report is published at irregular intervals as appropriate. This research is not an offer to sell or the solicitation of an offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. It does not constitute a personal recommendation or take into account the particular investment objectives, financial situations, or needs of individual clients. The price and value of investments referred to in this research and

METRICAL INC.

ide to future performance, future returns are not guaranteed, and a loss of original capital may occur. Trest with the reported company.

中身の改善は進んでいるか?(3/2017-8/2017)

- (任意の)指名委員会の設置は進んだが、委員会のメンバーの過半数は社内取締役の会社が半数以上
- (任意の)報酬委員会の設置は進んだが、委員会のメンバーの過半数は社内取締役の会社が半数以上
- 独立取締役の比率は底上げされたが、女性独立取締役を複数名採用している会社は少ない

| | 会社数 | 指名委員会 | | 報酬零 | 委員会 | ダイバーシティ | | | |
|---------|----------------------------------|-------|----------|-------------------------------|-------------------|----------------------|--------------------|-----|--|
| | 構成比率 委員会がある会社 独立取締役が > 50%の会社 | | 委員会がある会社 | 独立取締役が > 50% の会社 | 女性の独立取締役 がいる会社 | 女性の独立取締役 が2名以上の会社 | 女性の独立取締役 が1名の会社 | | |
| 08/2017 | 506 | 271 | 156 | 290 | 158 | 174 | 21 | 153 | |
| 08/201/ | % | 54% | 58% | 57% | 54% | 34% | 12% | 88% | |
| 02/2019 | 494 | 237 | 132 | 257 | 134 | 161 | 17 | 145 | |
| 03/2018 | % | 48% | 56% | 52% | 52% | 33% | 11% | 90% | |
| Change | 12 | 6% | 2% | 5% | 2% | 2% | 2% | -2% | |

*2017/03は494社、2017/08は506社。

This report is for information purpose only and is based on current public information that we consider reliable, but we do not represent it is accurate or complete, and it should not be relied on as such. Although we seek to update our research as appropriate, the contents may be different from the most recent fact as the report is published at irregular intervals as appropriate. This research is not an offer to sell or the solicitation of an offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. It does not constitute a personal recommendation or take into account the particular investment objectives, financial situations, or needs of individual clients. The price and value of investments referred to in this research and

METRICAL INC. corporate governance, investment research & solutions

ide to future performance, future returns are not guaranteed, and a loss of original capital may occur.

<u>独立取締役比率の推移(3/2017-8/2017)</u>

■ 独立取締役比率は50%超は少ないままだが、底上げ傾向



Data is based on 494 companies for 03/2017 and 506 companies for 08/2017, which are composites of TOPIX100, JPX400 and candidates of composites of the both Indices.

This report is for information purpose only and is based on current public information that we consider reliable, but we do not represent it is accurate or complete, and it should not be relied on as such. Although we seek to update our research as appropriate, the contents may be different from the most recent fact as the report is published at irregular intervals as appropriate. This research is not an offer to sell or the solicitation of an offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. It does not constitute a personal recommendation or take into account the particular investment objectives, financial situations, or needs of individual clients. The price and value of investments referred to in this research and

METRICAL INC. corporate governance, investment research & solutions

ide to future performance, future returns are not guaranteed, and a loss of original capital may occur. rest with the reported company.

20

独立取締役比率が上昇した会社(3/2017-8/2017)

| JP Sec # | Company Name | 会社名 | 独立取締役比率推移 | 08/2017独立取締役比率 | 03/2017独立取締役 | 08/2017 ROA | 03/2017 ROA |
|----------|------------------|----------------|-----------|----------------|--------------|-------------|-------------|
| 9435 | HIKARI TSUSHI | 光通信 | 29% | 29% | 0% | 6.10% | 6.10% |
| 8001 | ITOCHU | 伊藤忠商事 | 23% | 44% | 21% | 3.00% | 3.00% |
| 7951 | YAMAHA | ヤマハ | 22% | 56% | 33% | 6.90% | 6.90% |
| 7267 | Honda Motor | 本田技研工業 | 20% | 36% | 15% | 1.90% | 1.90% |
| 6674 | GS Yuasa | ジーエス・ユアサコーポレー | 20% | 29% | 8% | 2.60% | 2.60% |
| 6141 | DMG MORI SEI | DMG森精機 | 19% | 44% | 25% | -1.40% | -1.40% |
| 7846 | PILOT | パイロットコーポレーション | 17% | 29% | 11% | 12.60% | 12.60% |
| 7860 | AVEX GROUP H | エイベックス・グループ・ホー | 17% | 33% | 17% | 3.90% | 3.90% |
| 4901 | FUJIFILM Holdir | 富士フイルムホールディング | 17% | 33% | 17% | 3.70% | 3.70% |
| 1722 | MISAWA HOME | ミサワホーム | 17% | 17% | 0% | 1.50% | 1.50% |
| 9719 | SCSK | SCSK | 16% | 38% | 21% | 7.60% | 7.60% |
| 3086 | J.FRONT RETA | J. フロントリテイリング | 16% | 38% | 22% | 2.60% | 2.60% |
| 5002 | SHOWA SHELL | 昭和シェル石油 | 15% | 38% | 22% | 1.70% | 1.70% |
| 3116 | TOYOTA BOSH | トヨタ紡織 | 15% | 40% | 25% | 0.50% | 0.50% |
| 5333 | NGK INSULATO | 日本ガイシ | 15% | 23% | 8% | 7.50% | 7.50% |
| 9962 | MISUMI Group | ミスミグループ本社 | 14% | 43% | 29% | 8.70% | 8.70% |
| 5714 | DOWA HOLDING | DOWAホールディングス | 14% | 29% | 14% | 6.00% | 6.00% |
| 6425 | Universal Entert | ユニバーサルエンターティン | 14% | 43% | 29% | 4.20% | 4.20% |
| 6755 | FUJITSU GENE | 富士通ゼネラル | 14% | 23% | 9% | 9.70% | 9.70% |
| 7419 | Nojima | ノジマ | 13% | 47% | 33% | 5.70% | 5.70% |
| 8309 | Sumitomo Mitsu | 三井住友トラスト・ホールデ | 13% | 47% | 33% | 0.30% | 0.30% |
| 5019 | Idemitsu Kosan | 出光興産 | 13% | 33% | 20% | -1.50% | -1.50% |
| 4095 | Nihon Parkrizing | 日本パーカライジング | 13% | 20% | 7% | 5.40% | 5.40% |
| 4202 | DAICEL CHEMI | ダイセル | 13% | 50% | 38% | 7.20% | 7.20% |
| 8876 | Relo Holdings | リロ・ホールディング | 12% | 29% | 17% | 8.60% | 8.60% |
| 4704 | Trend Micro | トレンドマイクロ | 12% | 29% | 17% | 8.00% | 8.00% |
| 9022 | Central Japan R | 東海旅客鉄道 | 11% | 30% | 19% | 6.40% | 6.40% |
| 6750 | ELECOM | エレコム | 11% | 33% | 22% | 10.70% | 10.70% |
| 6371 | TSUBAKIMOTO | 椿本チエイン | 11% | 33% | 22% | 5.00% | 5.00% |
| 9766 | KONAMI | コナミ | 11% | 33% | 22% | 3.20% | 3.20% |
| 8377 | Hokuhoku Finan | ほくほくフィナンシャルグル・ | 11% | 33% | 22% | 0.20% | 0.20% |
| 6806 | HIROSE ELECT | ヒロセ電機 | 11% | 25% | 14% | 6.70% | 6.70% |
| 4708 | Relia Holdings | りらいあホールディングス | 11% | 25% | 14% | 5.50% | 5.50% |
| 2802 | Ajinomoto | 味の素 | 10% | 33% | 23% | 5.00% | 5.00% |
| 8897 | Takara Leben | タカラレーベン | 10% | 30% | 20% | 3.30% | 3.30% |
| 7280 | MITSUBA | ミツバ | 10% | 30% | 20% | 2.70% | 2.70% |
| 9045 | Keihan Electric | 京阪電気鉄道 | 10% | 38% | 29% | 3.30% | 3.30% |
| 6752 | Panasonic | パナソニック | 10% | 33% | 24% | 3.50% | 3.50% |
| 7230 | NISSIN KOGYO | 日信工業 | 10% | 22% | 13% | 14.70% | 14.70% |
| 9375 | Kintetsu World E | 近鉄エクスプレス | 10% | 22% | 13% | 2.50% | 2.50% |
| 9101 | Nippon Yusen | 日本郵船 | 10% | 27% | 18% | 0.80% | 0.80% |
| 8252 | MARUI GROUP | 丸井グループ | 10% | 43% | 33% | 2.40% | 2.40% |

Data is average score of 490 companies, which are composites of TOPIX100, JPX400 and candidates of composites of the both Indices.

This report is for information purpose only and is based on current public information that we consider reliable, but we do not represent it is accurate or complete, and it should not be relied on as such. Although we seek to update our research as appropriate, the contents may be different from the most recent fact as the report is published at irregular intervals as appropriate. This research is not an offer to sell or the solicitation of an offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. It does not constitute a personal

METRICAL INC. corporate governance, investment research & solutions

bjectives, financial situations, or needs of individual clients. The price and value of investments referred to in this research and ide to future performance, future returns are not guaranteed, and a loss of original capital may occur. rest with the reported company.

部抜粋

独立取締役比率別スコア推移(3/2017-8/2017)①

■ 独立取締役比率50%超グループのプラクティスに改善傾向 継続

| 独立取締役 比率 | 企業数 | 平均 Tobin's Q | 平均ROA | 平均ROE | 平均 METRICA Lスコア | 指名委員会 | 報酬員会 | ダイバーシ ティ | インセンティフ プラン |
|-------------|-----|-----------------|-------|--------|-----------------------|-------|------|-------------|----------------|
| >60% | 1 | -0.1 | -2.5% | -11.2% | -0.3 | 1.0 | 1.0 | -0.6% | 1.1 |
| >55<=60% | -1 | 0.1 | -0.6% | 4.2% | 0.0 | 0.6 | 0.6 | 1.0% | 0.8 |
| >50<=55% | 0 | -0.1 | 0.4% | 5.4% | 1.1 | 1.0 | 1.0 | 7.7% | 0.0 |
| >45<=50% | -2 | -0.1 | 1.0% | 4.6% | 0.1 | 0.9 | 1.0 | 0.6% | 0.6 |
| >40<=45% | 6 | 0.1 | 0.2% | -2.2% | 0.3 | 0.6 | 0.6 | -0.1% | 0.3 |
| >35<=40% | 11 | 0.0 | -0.2% | 1.1% | 0.0 | 0.6 | 0.6 | -0.9% | 0.4 |
| >30<=35% | 13 | 0.1 | 0.3% | -1.0% | 0.0 | 0.4 | 0.3 | 0.1% | 0.2 |
| >25<=30% | 8 | -0.0 | 0.5% | 0.3% | -0.1 | 0.4 | 0.3 | 0.3% | 0.5 |
| >20<=25% | 5 | -0.0 | 0.0% | -0.2% | 0.1 | 0.2 | 0.2 | 0.0% | 0.5 |
| >15<=20% | -9 | 0.0 | 0.3% | -0.8% | -0.1 | 0.2 | 0.2 | 0.1% | 0.2 |
| >10<=15% | -8 | 0.3 | 1.1% | 1.9% | -0.1 | 0.1 | 0.1 | -0.6% | 0.3 |
| >5<=10% | -9 | -0.2 | -0.9% | -3.1% | 0.1 | 0.2 | 0.3 | 0.7% | -0.3 |
| <=5% | -3 | 0.1 | -0.2% | 5.7% | 0.1 | 0.0 | -0.2 | 5.0% | 0.1 |
| 全企業 | 12 | 0.0 | 0.1% | -0.1% | 0.0 | 0.4 | 0.4 | 0.2% | 0.4 |

*2017/03は494社、2017/08は506社。>60%に東芝が含まれる。

This report is for information purpose only and is based on current public information that we consider reliable, but we do not represent it is accurate or complete, and it should not be relied on as such. Although we seek to update our research as appropriate, the contents may be different from the most recent fact as the report is published at irregular intervals as appropriate. This research is not an offer to sell or the solicitation of an offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. It does not constitute a personal recommendation or take into account the particular investment objectives, financial situations, or needs of individual clients. The price and value of investments referred to in this research and the income from them may fluctuate. Past performance is not a guide to future performance, future returns are not guaranteed, and a loss of original capital may occur. The author of this report is not in relation of sections, conflict of interest with the reported company.

独立取締役比率別スコア推移(3/2017-8/2017)②

■ 独立取締役比率50%以下グループにも改善されたクライテリ アがある

| 独立取締役 比率 | 企業数 | 株式保有/ 売上高が少 ない | 配当政策 | 株式発行 | 株式消却 | 成長戦略 | 現金保有/ 売上高が少 ない | 買収防衛策 | 株主総会・ IR | 外国人持株 比率 |
|-------------|-----|----------------------|------|------|------|------|----------------------|-------|-------------|-------------|
| >60% | 1 | 1.3 | 0.0 | -1.4 | 1.8 | -1.9 | 0.3 | 0.1 | -0.1 | -2.7% |
| >55<=60% | -1 | -0.6 | -0.1 | -1.4 | 0.9 | -1.0 | -0.0 | -0.1 | -0.0 | 0.3% |
| >50<=55% | 0 | 1.7 | 0.7 | -1.6 | 0.7 | 1.2 | 0.3 | 3.3 | 0.7 | -1.6% |
| >45<=50% | -2 | -0.9 | -0.3 | -1.1 | 0.8 | 2.1 | -0.3 | 0.7 | -0.0 | -0.6% |
| >40<=45% | 6 | 0.4 | -0.2 | -0.8 | 1.4 | 0.2 | 0.1 | 1.3 | 0.2 | 5.1% |
| >35<=40% | 11 | 0.3 | -0.0 | -0.7 | 1.2 | 0.4 | 0.1 | 0.2 | 0.1 | 0.1% |
| >30<=35% | 13 | 0.5 | 0.1 | -1.0 | 1.0 | 0.7 | 0.1 | 0.9 | -0.1 | -1.6% |
| >25<=30% | 8 | -0.3 | -0.0 | -1.1 | 1.1 | 0.1 | 0.0 | -0.2 | 0.2 | -0.6% |
| >20<=25% | 5 | -0.1 | 0.1 | -1.2 | 0.9 | 0.3 | 0.0 | 0.8 | 0.3 | -0.7% |
| >15<=20% | -9 | -0.6 | -0.0 | -0.8 | 1.3 | 0.4 | -0.0 | -0.4 | 0.2 | -0.3% |
| >10<=15% | -8 | -0.3 | -0.0 | -0.7 | 1.1 | 1.1 | 0.1 | 0.0 | 0.4 | -0.2% |
| >5<=10% | -9 | 0.8 | 0.0 | -1.5 | 0.2 | -0.8 | 0.6 | 1.0 | 0.7 | -4.7% |
| <=5% | -3 | 0.4 | -0.4 | -1.5 | -0.0 | 1.8 | -0.3 | 0.0 | -0.9 | -17.7% |
| 全企業 | 12 | -0.2 | 0.0 | -1.0 | 1.1 | 0.4 | 0.0 | 0.3 | 0.2 | -0.2% |

*2017/03は494社、2017/08は506社。>60%に東芝が含まれる。

This report is for information purpose only and is based on current public information that we consider reliable, but we do not represent it is accurate or complete, and it should not be relied on as such. Although we seek to update our research as appropriate, the contents may be different from the most recent fact as the report is published at irregular intervals as appropriate. This research is not an offer to sell or the solicitation of an offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. It does not constitute a personal recommendation or take into account the particular investment objectives, financial situations, or needs of individual clients. The price and value of investments referred to in this research and

METRICAL INC. corporate governance, investment research & solutions

ide to future performance, future returns are not guaranteed, and a loss of original capital may occur.

23

rest with the reported company.

独立取締役比率別スコア(8/2017)①

- 独立取締役比率50%超グループのプラクティスのスコアが高い傾向
- 独立取締役比率50%以下グループにも収益性が高い会社が 含まれている

| | | | | | | 平均 | | | | インセン | 株式保有 /売 | |
|-------|----------|-----|-----------|-------|-------|----------|-------|------|-------|-------|---------|------|
| 東芝を含む | 独立取締役 | | 平均Tobin's | | | METRICAL | | | ダイバーシ | ティブ・プ | 上高が少な | |
| 全企業 | 比率 | 企業数 | Q | 平均ROA | 平均ROE | スコア | 指名委員会 | 報酬員会 | ティ | ラン | い | 配当政策 |
| | >60% | 10 | 1.89 | 4.3% | 3.0% | 7.2 | 2.0 | 2.0 | 12.2% | 3.9 | 6.4 | 2.8 |
| | >55<=60% | 13 | 2.47 | 4.8% | 13.8% | 6.9 | 1.2 | 1.3 | 10.5% | 3.7 | 5.5 | 2.3 |
| | >50<=55% | 3 | 1.35 | 3.2% | 14.6% | 7.6 | 2.0 | 2.0 | 13.3% | 3.7 | 4.0 | 2.7 |
| | >45<=50% | 21 | 1.42 | 4.3% | 11.1% | 6.8 | 1.7 | 1.7 | 6.0% | 3.0 | 5.8 | 2.4 |
| | >40<=45% | 23 | 1.46 | 4.6% | 8.8% | 7.1 | 1.3 | 1.3 | 5.0% | 3.9 | 5.6 | 2.5 |
| | >35<=40% | 51 | 1.38 | 3.9% | 9.3% | 6.7 | 1.4 | 1.3 | 4.7% | 3.3 | 5.3 | 2.6 |
| | >30<=35% | 58 | 1.69 | 5.0% | 8.7% | 6.5 | 1.0 | 1.0 | 4.0% | 3.1 | 5.0 | 2.5 |
| | >25<=30% | 68 | 1.82 | 6.1% | 12.4% | 6.3 | 1.0 | 1.0 | 4.9% | 2.9 | 5.5 | 2.4 |
| | >20<=25% | 93 | 1.53 | 5.0% | 10.4% | 5.9 | 0.5 | 0.6 | 2.6% | 2.6 | 5.5 | 2.4 |
| | >15<=20% | 108 | 1.55 | 5.1% | 10.0% | 5.8 | 0.7 | 0.7 | 2.3% | 2.5 | 4.6 | 2.4 |
| | >10<=15% | 43 | 2.18 | 7.0% | 13.0% | 5.5 | 0.2 | 0.3 | 1.7% | 2.3 | 5.6 | 2.4 |
| | >5<=10% | 13 | 1.39 | 4.7% | 8.0% | 5.3 | 0.4 | 0.5 | 0.9% | 1.9 | 6.7 | 2.0 |
| | <=5% | 2 | 1.85 | 8.4% | 17.8% | 5.2 | 0.0 | 0.0 | 8.3% | 0.5 | 9.0 | 1.0 |
| | 全企業 | 506 | 1.65 | 5.1% | 10.4% | 6.2 | 0.9 | 0.9 | 3.8% | 2.8 | 5.3 | 2.4 |
| | | | | | | 半均 | | | | インセン | 株式保有/売 | |
| 東芝を抜い | 独立取締役 | | 平均Tobin's | | | METRICAL | | | ダイバーシ | ティブ・プ | 上高が少な | |
| たら | 比率 | 企業数 | Q | 平均ROA | 平均ROE | スコア | 指名委員会 | 報酬員会 | ティ | ラン | い | 配当政策 |
| | >60% | 9 | 1.94 | 5.7% | 10.5% | 7.8 | 2.0 | 2.0 | 12.3% | 4.0 | 6.2 | 3.1 |

This report is for information purpose only and is based on current public information that we consider reliable, but we do not represent it is accurate or complete, and it should not be relied on as such. Although we seek to update our research as appropriate, the contents may be different from the most recent fact as the report is published at irregular intervals as appropriate. This research is not an offer to sell or the solicitation of an offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. It does not constitute a personal recommendation or take into account the particular investment objectives, financial situations, or needs of individual clients. The price and value of investments referred to in this research and

METRICAL INC. corporate governance, investment research & solutions

ide to future performance, future returns are not guaranteed, and a loss of original capital may occur. rest with the reported company.

独立取締役比率別スコア(8/2017)②

■ 独立取締役比率50%超グループのプラクティスのスコアが高い傾向

比率50%以下グループにもスコアが高いクライテリアがある

| | | | | | 現金保有 /売 | | 親会社·大 | | |
|----------|-------------------|------|------|------|---------|-------|--------|-------|-------|
| む | 独立取締役 | | | | 上高が少な | | 株主持分 | 外国人持株 | 株主総会・ |
| | 比率 | 株式発行 | 株式消却 | 成長戦略 | い | 買収防衛策 | が少ない | 比率 | IR |
| | >60% | -1.4 | 1.8 | 8.9 | 0.7 | 9.0 | 13.5 | 41.5% | 6.3 |
| | >55<=60% | -1.4 | 0.9 | 7.5 | 0.5 | 9.2 | 12.3 | 37.0% | 5.9 |
| | >50<=55% | -1.7 | 0.7 | 9.9 | 0.3 | 10.0 | 15.0 | 40.7% | 6.3 |
| | >45<=50% | -1.1 | 0.8 | 9.3 | 1.0 | 8.1 | 13.1 | 30.3% | 5.9 |
| | >40<=45% | -0.8 | 1.4 | 7.7 | 0.7 | 9.6 | 13.9 | 35.0% | 5.6 |
| | >35<=40% | -0.7 | 1.2 | 7.6 | 1.2 | 8.2 | 13.2 | 32.6% | 6.1 |
| | >30<=35% | -1.0 | 1.0 | 8.4 | 1.0 | 8.4 | 14.1 | 29.1% | 5.4 |
| | >25<=30% | -1.1 | 1.1 | 9.3 | 1.3 | 8.8 | 13.2 | 28.9% | 5.5 |
| | >20<=25% | -1.2 | 0.9 | 8.2 | 1.3 | 8.7 | 12.7 | 24.6% | 5.3 |
| | >15<=20% | -0.8 | 1.3 | 8.3 | 1.2 | 8.0 | 13.1 | 25.3% | 5.2 |
| | >10<=15% | -0.7 | 1.1 | 8.5 | 1.3 | 7.7 | 12.4 | 26.8% | 5.2 |
| | >5<=10% | -1.5 | 0.2 | 7.7 | 1.5 | 9.2 | 11.9 | 20.7% | 4.9 |
| | <=5% | -1.5 | 0.0 | 9.6 | 0.5 | 10.0 | 12.5 | 13.8% | 2.5 |
| | 全企業 | -1.0 | 1.1 | 8.4 | 1.2 | 8.5 | 13.1 | 28.2% | 5.4 |
| | | | | | 現金保有/売 | | 親会社·大 | | |
| い | 独立取締役 | | | | 上高が少な | | 株主持分 が | 外国人持株 | 株主総会・ |
| | 比率 | 株式発行 | 株式消却 | 成長戦略 | い | 買収防衛策 | 少ない | 比率 | IR |
| is for i | nformation ≥60%se | -1.2 | 2.0 | 9.7 | 0.7 | 8.9 | 13.3 | 42.6% | 6.3 |
| | | | | | | | | | |

This report is for information purpos

芝を抜し

on as such. Although we seek to update our research as appropriate, the contents may be different from the most recent fact as the report is published at irregular intervals as appropriate. This research is not an offer to sell or the solicitation of an offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. It does not constitute a personal recommendation or take into account the particular investment objectives, financial situations, or needs of individual clients. The price and value of investments referred to in this research and

METRICAL INC. corporate governance, investment research & solutions

de to future performance, future returns are not guaranteed, and a loss of original capital may occur. rest with the reported company.

独立取締役比率が上昇するためには・・・

- 独立取締役比率とCGクライテリア重回帰分析結果
- ▶ 指名・報酬委員会、株式保有/売上高が少ない、大株主持ち分が少ない、インセンティブ・プラン、AGM/IR、ダイバーシティと有意性の高い正の相関→「外堀」?
- ▶「外堀」を埋めていくことでパフォーマンスに実効性が高まる独立取 締役比率50%超が実現すると期待→Long Way

| | | 5 / | |
|--|---------------------------|---------------|-----------------------------|
| 回帰統計 | | 相関係数 | P - <i>值</i> |
| 重相関 R 0.572748465 | 指名委員会 | 0.016656188 | 0.091055339 |
| 重決定 R2 0.328040804 | 報酬委員会 | 0.029349094 | 0.006882129 |
| 補正 R2 0.310249624 標準誤差 0.104888352 | 株式保有/売上高少ない | 0.005123341 | 0.002224681 |
| 観測数 505 | 配当政策 | -0.004822228 | 0.291466467 |
| ハサンドキ | 株式発行 | -0.002793911 | 0.508943307 |
| 分散分析表 自由度 有意F | — 株式消却 | -0.000128259 | 0.969821138 |
| 回帰 13 4.873638 | | 0.000740072 | 0.59114789 |
| 残差 491 | 成長戦略 | 0.000260482 | 0.87636553 |
| 合計 504 | 現金保有/売上高少ない | -0.016350367 | 8.89764E-05 |
| Data is based on 506 companies for 08/201 | | 0.002872248 | 0.071631255 |
| republich forgrafional pasites postorily and subsearch as and composites of the second states of the second se | propri インセンティノ・ノフン | ∕ 0.014707729 | 0.000450838 [°] a |
| refine the solicitation of an | ^{offer t} AGM/IR | 0.017848788 | 0.000387641 ^a ti |
| ETRICAL INC. | ions ダイバーシティ | 0.437187577 | 2.54817E-07 |

今回の分析のまとめ

- CGプラクティス進捗は6月のAGM前後で緩やかな改善
 →後ろ向きの会社は減少する傾向あるが、改善の中身が課題
 依然、プラクティスとパフォーマンスとの明確な正相関はない
- →有効なActionと価値の創造につながっていない
- ■実績ROE,ROA,TQの改善と有意性の高い正の相関があるの はActionのクライテリア
- →「株式保有が少ない」「株式発行が少ない」「株式消却」「成長戦略」 が有意性の高い正の相関
- →なぜ、パフォーマンス向上に有効なActionに今すぐに手を打てないのか?
- →実効性のあるプラクティスの改善が求められる
- ■独立取締役比率底上げ傾向だが、50%超の会社は少ない →50%超グループは概ねパフォーマンスが高く、改善傾向も続く
- 実効性が高まる独立取締役比率に上昇するために

→委員会、インセンティブ・プラン、AGM/IR、ダイバーシティ、株式保 有削減などの改善が進行する必要あるか

→これら「外堀」を埋めるのは長い道のりでまだ時間がかかるのか?

^relied ાte. ગ્રી rch and

This rep on as su This res recomm

METRICAL INC.

corporate governance investment research & solutions

de to future performance, future returns are not guaranteed, and a loss of original capital may occu rest with the reported company.

今後の分析と課題

■CGプラクティスの改善の中身によりフォーカスする必要がある

→調査対象会社ごとにより深い分析が必要

■ プラクティスの改善が有効なActionや価値創造につながるための 方法を考える必要がある

→独立取締役が過半数超になると効果があるとみられるが、それ以外に何があるのか

→同比率50%超に上昇に時間がかかるなら、独立取締役の機 能強化をはかる必要

■発行会社だけの問題ではない
 →投資家のプラクティス、Actionにも問題がある
 →投資家に提供する情報・データの整備にも問題がある

This report is for information purpose only and is based on current public information that we consider reliable, but we do not represent it is accurate or complete, and it should not be relied on as such. Although we seek to update our research as appropriate, the contents may be different from the most recent fact as the report is published at irregular intervals as appropriate. This research is not an offer to sell or the solicitation of an offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. It does not constitute a personal recommendation or take into account the particular investment objectives, financial situations, or needs of individual clients. The price and value of investments referred to in this research and

METRICAL INC.

ide to future performance, future returns are not guaranteed, and a loss of original capital may occur. rest with the reported company.

株価パフォーマンス(1)

CG Top 20 Index Vs. Topix and JPX400



(Note) Data period is from January 2014. January 6 2014=100.

CG Top20 Index is equal-weighted dollar amount invested in each 20 company.

This rep (Source) Tokyo Stock Exchange

on as summer an offer to sell or the solicitation of an offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. It does not constitute a personal

METRICAL INC.

corporate governance, investment research & solutions

bjectives, financial situations, or needs of individual clients. The price and value of investments referred to in this research and ide to future performance, future returns are not guaranteed, and a loss of original capital may occur. rest with the reported company.

:d

株価パフォーマンス2

| CGR 07/2 | 016 | | | CGR 07/20 | 017 | | |
|----------|-------------------------|--------------|----------|-----------|-------------------------|---------------|----------|
| Rank | Company | 会社名 | CG score | Rank | Company | 会社名 | CG score |
| 1 | HOYA | HOYA | 95.1 | 1 | HOYA | HOYA | 94.3 |
| 2 | Astellas Pharma | アステラス製薬 | 89.9 | 2 | Astellas Pharma | アステラス製薬 | 93.1 |
| 3 | Lawson | ローソン | 88.3 | 3 | Kao | 花王 | 89.0 |
| 4 | Miraca Holdings | みらかホールディングス | 87.2 | 4 | Shiseido | 資生堂 | 86.9 |
| 5 | Shiseido | 資生堂 | 86.4 | 5 | Miraca Holdings | みらかホールディングス | 85.6 |
| 6 | Kao | 花王 | 85.8 | 6 | UNITED ARROWS | ユナイテッドアローズ | 84.3 |
| 7 | TDK | TDK | 85.4 | 7 | BRIDGESTONE | ブリヂストン | 83.3 |
| 8 | KDDI | KDDI | 82.6 | 8 | KDDI | KDDI | 82.3 |
| 9 | USS | ユー・エス・エス | 82.3 | 9 | Panasonic | パナソニック | 81.6 |
| 10 | Japan Exchange Group | 日本取引所グループ | 81.7 | 10 | OMRON | オムロン | 81.3 |
| 10 | KONICA MINOLTA HOLDINGS | コニカミノルタ | 81.7 | 10 | KONICA MINOLTA HOLDINGS | コニカミノルタ | 80.9 |
| 12 | BRIDGESTONE | ブリヂストン | 81.3 | 12 | J.FRONT RETAILING | J. フロントリテイリング | 80.6 |
| 13 | OMRON | オムロン | 81.2 | 13 | Japan Exchange Group | 日本取引所グループ | 80.4 |
| 13 | ORIX | オリックス | 81.2 | 13 | Kirin Holdings | キリンホールディングス | 80.4 |
| 15 | SYSMEX | シスメックス | 80.7 | 15 | SYSMEX | シスメックス | 80.3 |
| 16 | JSR | JSR | 80.6 | 16 | Takeda Pharmaceutical | 武田薬品工業 | 80.1 |
| 17 | ANRITSU | アンリツ | 80.5 | 17 | KOMATSU | 小松製作所 | 80.0 |
| 18 | NAMCO BANDAI Holdings | バンダイナムコホールディ | 80.0 | 18 | RICOH | リコー | 79.8 |
| 19 | NITTO DENKO | 日東電工 | 79.7 | 19 | USS | ユー・エス・エス | 79.7 |
| 20 | Nabtesco | ナブテスコ | 79.6 | 19 | MS&AD Insurance | MS&ADホールディングス | 79.7 |
| | | | | | | | |
| | Average | 平均值 | 83.6 | | Average | 平均值 | 83.2 |

This report is for information purpose only and is based on current public information that we consider reliable, but we do not represent it is accurate or complete, and it should not be relied on as such. Although we seek to update our research as appropriate, the contents may be different from the most recent fact as the report is published at irregular intervals as appropriate. This research is not an offer to sell or the solicitation of an offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. It does not constitute a personal

METRICAL INC. corporate governance, investment research & solutions

bjectives, financial situations, or needs of individual clients. The price and value of investments referred to in this research and ide to future performance, future returns are not guaranteed, and a loss of original capital may occur.

METRICAL INC. corporate governance, investment research & solutions

株式会社メトリカル 03-4405-6223 <u>akimatsumoto@metrical.co.jp</u>

http://www.metrical.co.jp/

公益社団法人会社役員育成機構(BDTI) 03-6432-2337 nbenes@bdti.or.jp

https://bdti.or.jp/

ご静聴ありがとうございました。

All rights are reserved by METRICAL INC. and The Board Director Training Institute of Japan (公益社団法人会社役員育成機構)..

掲載される情報が信頼できると判断した情報源をもとにメトリカル(以下、「当社」と称します。)が作成・表示したものですが、その内容及び情報の正確 性、完全性、適時性について、当社は保証を行なっておらず、また、いかなる責任を持つものでもありません。本資料に記載された内容は、作成時点 において作成されたものであり、予告なく変更する場合があります。本文およびデータ等の著作権を含む知的所有権は当社に帰属し、事前に当社へ の書面による承諾を得ることなく本資料およびその複製物に修正・加工することは堅く禁じられています。また、本資料およびその複製物を送信、複製 および配布・譲渡することは堅く禁じられています。当社が提供する投資情報は、あくまで情報提供を目的としたものであり、投資その他の行動を勧誘 するものではありません。

METRICAL INC.

Suite 3113, 28-10 Ebisu 2 chome, Shibuya-Ku, Tokyo 150-0013 Japan Phone: +81-3-4405-6223 http://www.metrical.co.jp/