

Corporate Governance in Japan - Linkage Between CG and Value Creation -

Update as of June 2025

METRICAL INC.

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The Board Director Training Institute of Japan https://bdti.or.jp/en/

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BDTI/METRICAL Joint Research

Challenges Facing CG and Engagement in Japan

Firms have worked to improve board practices since the Governance Code came into effect in 2015, but it is not clear which practices lead to "true" CG enhancement that leads to effective decision-making, actions and value creation, and how these things are linked together.



- We attempt to analyze which board practices correlate with desirable actions and value creation, for TSE listed companies (nearly 1,800 in database as Metrical Universe).
- Few researchers are analyzing the linkage between value creation and CG practices via the mechanism of concrete actions.

Correlations: **Board Practices** and Performance

Practice scores: significant correlation with performance continues

- ✓ Tobin's Q: <u>Now</u>: Nom. Committee and Comp. Committee (negative) Retired Top management and % Independent Directors
- ✓ ROE (actual): <u>Now</u>: Nom. Committee and Comp. Committee and
- ✓ ROA (actual): <u>Now</u>: Nom. Committee, Comp. Committee, % Woman Board Members and Incentive plan

| Significant Correlation (6/2025) | Nom committee score | Comp committee score | Retired Top Management | % of Woman score | Incentive plan score | % of Independent Directors |
|--|---------------------------|----------------------------|---------------------------|---------------------|-------------------------|----------------------------------|
| ROE(actual) | + | + | | | | |
| ROA(actual) | + | + | | + | + | |
| TobinsQ | - | - | + | | | + |

- Are these effects due to better CG practices, or temporary earnings boosts?...or perhaps "good firms copy other firms' practices faster"? **Hypothesis: % female directors reflects "willingness to change"**
- Scores for Nomination and Compensation Committees inversely correlate with Tobin's q. We do not find that many of the new committees formed or that those with better practices (e.g. chair/majority of the members are INEDs) are having significant positive impact. Probably this will take time.

Correlations: Key Actions and Performance

There is significant correlation between these <u>actions</u> and performance

- ✓ Lower "non-investment" stockholdings, growth policy, presence of large owners, no takeover defenses,.... and equity issuance (probably reflecting investment for growth)
- ✓ Cash holdings/sales appears to reflect that profitable companies simply generate more cash.
- ✓ *"Fewer or no large owners" : negative correlation suggests benefits from presence of large owner(s).*

| +less Cross- shareholdings shares | +less Dilution of Shareholders Equity | +Robust Growth Policy | +No Takeover Defense | |
|---|---|--------------------------|-------------------------|--|
|---|---|--------------------------|-------------------------|--|

| Significant Correlation (6/2025) | Stock Holding score | Dividend Policy score | Equity Issuance | Equity Cancellation | Growth Policy score | Cash Holding score | Takeover Defense score | Ownership score | AGM/IR |
|--|------------------------|--------------------------|--------------------|------------------------|------------------------|-----------------------|------------------------------|--------------------|--------|
| ROE(actual) | | + | + | + | + | | | | + |
| ROA(actual) | | + | + | + | + | - | | - | + |
| TobinsQ | + | - | - | - | + | - | + | - | |

(Dividend policy and equity issuance are complex. Dividends, lack of equity issuance holding back growth, subsequent returns?) (Less excess cash holding is scored higher as a factor in our analysis) (Fewer/no large owners (parent or founder is scored higher)

Correlations: Board Practices and Those Actions

There are significantly positive correlations between certain <u>board practices</u> and certain <u>key actions</u>

| Significant Correlation (6/2025) | Stock Holding score | Dividend Policy score | Equity Issuance | Equity Cancellation | Growth Policy score | Cash Holding score | Takeover Defense score | Ownership score | AGM/IR |
|--|------------------------|--------------------------|--------------------|------------------------|------------------------|-----------------------|------------------------------|--------------------|--------|
| Nom committee score | - | + | + | + | + | | + | | + |
| Comp committee score | - | - + + | | + | + | | + | | + |
| Retired Top Management | + | | | - | - | | - | | - |
| % of Woman score | + | + | + | | + | + | + | + | + |
| Incentive plan score | | + | + | | + | + | + | + | + |
| % of Independent Directors | + | + | | | + | + | | + | + |
| Metrical score | + | + | + | + | + | + | + | + | + |

Improvement in <u>board practices</u> seems to lead to <u>actions</u> that enhance performance

Stratification by % of Independent Directors

- ✓ In general, when INEDs comprise a majority of the board, firms display superior performance as judged by our criteria, especially Tobin's Q.
- ✓ >50% INEDs increased 11 to 359. The number of companies with >50% INEDs is still small but displayed superior median average Tobin's Q (<u>1.18</u> vs. 1.06). Thus, the superior average Tobin's Q is "liked" by the market average
- Companies with % independent directors (>50%) outperformed the overall average in ROE (8.37% vs. 7.61%, median basis) and in ROA (4.13% vs. 4.01%, median basis) over the past three years. Companies with lower % of INEDs also display superior performance. We hypothesize this is caused by presence of "large owners" or founders with interests aligned w/other investors

| % of INEDs | #of Companies | Stockholding score | Avg Tobin's Q | Avg ROE (actual) | Avg ROA (actual) | Avg METRICAL score |
|------------|------------------|-----------------------|---------------|---------------------|---------------------|--------------------------|
| >70% | 36 | 6.7 | 1.6 | 10.4% | 5.1% | 7.2 |
| >60<=70% | 104 | 6.8 | 1.8 | 10.8% | 4.9% | 7.2 |
| >50<=60% | 268 | 6.2 | 2.0 | 6.0% | 4.8% | 6.7 |
| >40<=50% | 620 | 5.4 | 1.4 | 9.4% | 5.0% | 6.2 |
| >30<=40% | 667 | 5.4 | 1.4 | 8.8% | 4.7% | 6.1 |
| >20<=30% | 66 | 6.2 | 1.5 | 5.2% | 2.5% | 4.9 |
| >10<=20% | 28 | 7.6 | 2.6 | -2.0% | -0.9% | 4.8 |
| <=10% | 5 | 4.8 | 1.5 | 12.5% | 6.2% | 5.0 |
| All | 1,794 | 5.7 | 1.6 | 8.2% | 4.2% | 6.2 |

Stratification by % of Independent Directors Suggests a U-Curve: "Modern Governance", and/or "Large Owners" Function Well

| % of INEDs | # of Companies | Avg Tobin's Q | Avg ROE | Avg ROA Avg | | Nom committee | Comp committee | Retired Top | % of Woman | Incentive plan | % of Independent |
|--------------|----------------|---------------|----------|-------------|----------|---------------|----------------|-------------|------------|----------------|------------------|
| 20 OF TRIEDS | w or companies | Avg robins Q | (actual) | (actual) | METRICAL | score | score Manageme | | score | score | Directors |
| >70% | 36 | 1.59 | 10.4% | 5.1% | 7.2 | 2.6 | 2.6 | 0.0 | 1.9 | 3.1 | 0.8 |
| >60<=70% | 104 | 1.85 | 10.8% | 4.9% | 7.2 | 2.6 | 2.7 | 0.0 | 2.1 | 3.4 | 0.7 |
| >50<=60% | 268 | 2.00 | 6.0% | 4.8% | 6.7 | 2.5 | 2.5 | 0.0 | 1.6 | 3.0 | 0.6 |
| >40<=50% | 620 | 1.44 | 9.4% | 5.0% | 6.2 | 2.4 | 2.5 | 0.0 | 1.5 | 2.9 | 0.5 |
| >30<=40% | 667 | 1.40 | 8.8% | 4.7% | 6.1 | 2.2 | 2.2 | 0.0 | 1.3 | 2.7 | 0.4 |
| >20<=30% | 66 | 1.53 | 5.2% | 2.5% | 4.9 | 0.8 | 0.9 | 0.0 | 0.9 | 2.1 | 0.3 |
| >10<=20% | 28 | 2.56 | -2.0% | -0.9% | 4.8 | 0.4 | 0.4 | 0.0 | 0.6 | 2.0 | 0.2 |
| <=10% | 5 | 1.54 | 12.5% | 6.2% | 5.0 | 0.2 | 0.2 | 0.0 | 0.4 | 2.0 | 0.1 |
| All | 1,794 | 1.56 | 8.2% | 4.2% | 6.2 | 2.3 | 2.3 | 0.0 | 1.5 | 2.8 | 0.4 |

| Stock Holding | Dividend Policy | Equity Issuance | Equity | Growth Policy | Cash Holding | Takeover | Ownership score | AGM/IR | |
|---------------|-----------------|-----------------|--------------|---------------|--------------|---------------|-----------------|----------|--|
| score | score | Equity issuance | Cancellation | score | score | Defense score | Ownership score | Promitin | |
| 6.7 | 3.3 | -2.0 | 2.9 | 7.0 | 1.1 | 9.7 | 13.5 | 5.4 | |
| 6.8 | 3.1 | -1.4 | 2.7 | 7.8 | 0.7 | 9.9 | 12.8 | 5.4 | |
| 6.2 | 3.2 | -1.4 | 2.1 | 7.4 | 0.8 | 9.4 | 12.1 | 5.2 | |
| 5.4 | 3.1 | -1.4 | 1.8 | 7.0 | 0.9 | 9.2 | 12.7 | 5.0 | |
| 5.4 | 3.2 | -1.3 | 1.8 | 6.9 | 0.9 | 9.0 | 12.3 | 4.7 | |
| 6.2 | 2.6 | -1.4 | 0.7 | 5.0 | 0.6 | 9.4 | 11.0 | 4.1 | |
| 7.6 | 2.2 | -2.1 | 1.1 | 5.0 | 0.8 | 9.3 | 10.2 | 3.6 | |
| 4.8 | 2.8 | -0.8 | 0.4 | 9.0 | 0.6 | 10.0 | 12.0 | 4.2 | |
| 5.7 | 3.1 | -1.4 | 1.9 | 7.0 | 0.9 | 9.2 | 12.3 | 4.9 | |

Stock Price Performance CG Top20 Stocks Vs. TOPIX and JPX400

260 TOPIX JPX400 CG Top20 Stoxk Prices 240 CG Top20 Stoxk Prices TOPIX JPX400 Mean Return (annualized) 9.17% 8.63% 8.33% 220 18.08% 18.79% 19.00% Standard Deviation (annualized) 200 180 160 140 120 100 80 2015/01/06 2016/01/06 2017/01/06 2018/01/06 2019/01/06 2021/01/06 2014/01/06 2020/01/06 2022/01/06 2023/01/06 2024/01/06 2025/01/06

CG Top 20 Stock Prices 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.

(Source) Tokyo Stock Exchange

CG Top 20 companies. Note: Universe of Top 20 Composites has been expanded to 1,800 since Uly 2018 from 500 companies.

CGR 07/2021 CGR 07/2022 CGR 07/2023 CGR 07/2024 Rank Company 会社名 CG score HOYA CORPORATION HOYA株式会社 90.0 1 HOYA CORPORATION HOYA株式会社 90.3 1 Japan Exchange Group, Inc. 株式会社 日本取引所グ 89.8 1 Japan Exchange Group, Inc. 株式会社 日本取引所グ 89.8 Funai Soken Holdings Incor 株式会社 船井総研ホー 84.8 2 Japan Exchange Group, Inc. 株式会社 日本取引所グ 89.7 2 H.U. Group Holdings, Inc. H.U. グループホールディン? 87.9 2 H.U. Group Holdings, Inc. H.U.グループホールディン? 87.9 3 BRIDGESTONE CORPORAT1株式会社プリヂストン 83.5 3 Astellas Pharma Inc. アステラス製薬株式会社 88.3 3 HOYA CORPORATION HOYA株式会社 87.7 3 HOYA CORPORATION HOYA株式会社 87.7 4 Kao Corporation 花王株式会社 83.3 4 BRIDGESTONE CORPORAT]株式会社プリヂストン 86.0 4 Funai Soken Holdings Incor 株式会社 船井総研木-87.7 4 Funai Soken Holdings Incon株式会社 船井総研ホー 87.7 アステラス製薬株式会社 82.7 86.2 5 Astellas Pharma Inc. 5 Net One Systems Co., Ltd. ネットワンシステムズ株式会 85.9 5 Net One Systems Co., Ltd. ネットワンシステムズ株式会 86.2 5 Net One Systems Co.,Ltd. ネットワンシステムズ株式会 85.9 85.9 6 H.U. Group Holdings, Inc. H.U.グループホールディン? 80.9 6 Kao Corporation 花王株式会社 85.4 6 Ajinomoto Co., Inc. 味の素株式会社 6 Ajinomoto Co., Inc. 味の素株式会社 85.0 80.9 Kirin Holdings Company, Lirキリンホールディングス株式 Kao Corporation 7 Ajinomoto Co., Inc. 味の素株式会社 7 85.0 7 花王株式会社 85.0 7 Kao Corporation 花王株式会社 80.5 85.0 85.0 8 Kakaku.com, Inc. 株式会社カカクコム 8 EBARA CORPORATION 株式会社 荏原製作所 84.9 8 Hitachi, Ltd. 株式会社日立製作所 8 Hitachi, Ltd. 株式会社日立製作所 9 SHIONOGI & CO., LTD. 塩野義製薬株式会社 79.5 9 Ajinomoto Co., Inc. 味の素株式会社 84.5 Wacom Co., Ltd. 株式会社ワコム 84.6 9 Wacom Co., Ltd. 株式会社ワコム 84.6 9 10 MEITEC CORPORATION 株式会社メイテック 79.3 10 オリックス株式会社 83.6 10 K'S HOLDINGS CORPORAT]株式会社ケーズホールディ 84.2 10 K'S HOLDINGS CORPORAT]株式会社ケーズホールディ 84.2 ORIX Corporation 11 NSD CO., LTD. 株式会社NSD 78.6 11 Funai Soken Holdings Incor 株式会社 船井総研木-83.6 11 MEITEC CORPORATION 株式会社メイテック 84.2 11 MEITEC CORPORATION 株式会社メイテック 84.2 83.7 83.7 12 Japan Exchange Group, Inc. 株式会社 日本取引所グ 78.6 12 UNITED ARROWS LTD. 株式会社 ユナイテッドアロ・ 83.5 12 BRIDGESTONE CORPORATI株式会社プリヂストン 12 BRIDGESTONE CORPORAT1株式会社プリヂストン 13 積水ハウス株式会社 78.5 13 SHIONOGI & CO., LTD. 塩野義製薬株式会社 82.9 13 SHIONOGI & CO., LTD. 塩野義製薬株式会社 83.6 13 SHIONOGI & CO., LTD. 塩野義製薬株式会社 83.6 Sekisui House, Ltd Nabtesco Corporation 14 82.7 83.2 14 83.2 14 ナブテスコ株式会社 78.5 H.U. Group Holdings, Inc. H.U.グループホールディン! 14 Eisai Co., Ltd. エーザイ株式会社 Eisai Co., Ltd. エーザイ株式会社 15 Ichiyoshi Securities Co., Ltc いちよし証券株式会社 78.2 15 OLYMPUS CORPORATION オリンバス株式会社 82.6 15 83.0 15 アステラス製薬株式会社 83.0 Astellas Pharma Inc. アステラス製薬株式会社 Astellas Pharma Inc. 82.9 16 Daito Trust Construction Cc 大東建託株式会社 78.0 16 Sekisui House, Ltd. 積水ハウス株式会社 82.2 16 OLYMPUS CORPORATION オリンバス株式会社 82.9 16 OLYMPUS CORPORATION オリンバス株式会社 82.6 77.7 17 MEITEC CORPORATION 株式会社メイテック 82.1 17 82.6 17 17 EIKEN CHEMICAL CO., LTD 栄研化学株式会社 NSD CO., LTD. 株式会社NSD NSD CO., LTD. 株式会社NSD 18 Japan Securities Finance Cc 日本証券金融株式会社 77.4 18 TOKYO GAS CO., LTD. 東京瓦斯株式会社 82.1 18 Sekisui House, Ltd. 積水ハウス株式会社 82.6 18 Sekisui House, Ltd. 積水ハウス株式会社 82.6 82.3 19 OLYMPUS CORPORATION オリンパス株式会社 77.3 19 Hitachi, Ltd. 株式会社日立製作所 81.4 19 Trend Micro Incorporated トレンドマイクロ株式会社 82.3 19 Trend Micro Incorporated トレンドマイクロ株式会社 77.2 82.2 Net One Systems Co., Ltd. ネットワンシステムズ株式会 20 Hoosiers Holdings 株式会社フージャースホー 80.6 20 Kirin Holdings Company, Lirキリンホールディングス株式 82.2 20 Kirin Holdings Company, Lir キリンホールディングス株式 Average 平均值 80.3 Average 平均值 84.4 Average 平均值 84.7 Average 平均值 84.7

| CGR 07/20 | 016 | | (| CGR 07/2 | 017 | | | CGR 07/2 | 2018 | | | CGR 07/3 | 2019 | | | CGR 07/. | 2020 -> Kenedix has been u | nlisted on March 17, 202 | 1. |
|-----------|-----------------------|---------------|----------|----------|-----------------------|---------------|----------|----------|-----------------------------|-----------------|----------|----------|----------------------------|-----------------|----------|----------|----------------------------|--------------------------|----------|
| Rank | Company | 会社名 | CG score | Rank | Company | 会社名 | CG score | Rank | Company | 会社名 | CG score | Rank | Company | 会社名 | CG score | Rank | Company | 会社名 | CG score |
| 1 | HOYA | HOYA | 95.1 | 1 | HOYA | HOYA | - | 1 | HOYA CORPORATION | HOYA | 91.1 | 1 | Japan Exchange Group, In | :株式会社日本取引所グ | 91.2 | 1 | HOYA CORPORATION | HOYA株式会社 | 91.1 |
| 2 | Astellas Pharma | アステラス製薬 | 89.9 | 2 | Astellas Pharma | アステラス製薬 | - | 2 | Astellas Pharma Inc. | アステラス製薬 | 86.5 | 2 | HOYA CORPORATION | HOYA株式会社 | 91.1 | 2 | Japan Exchange Group, In | c. 株式会社 日本取引所グ | 90.6 |
| 3 | Lawson | ローソン | 88.3 | 3 | Kao | 花王 | - | 3 | SUMIDA CORPORATION | スミダコーポレーション | 84.2 | 3 | Kao Corporation | 花王株式会社 | 87.9 | 3 | Kao Corporation | 花王株式会社 | 89.0 |
| 4 | Miraca Holdings | みらかホールディングス | 87.2 | 4 | Shiseido | 資生堂 | - | 4 | Kao Corporation | 花王 | 83.8 | 4 | Astellas Pharma Inc. | アステラス製薬株式会社 | 85.8 | 4 | Astellas Pharma Inc. | アステラス製薬株式会社 | 87.9 |
| 5 | Shiseido | 資生堂 | 86.4 | 5 | Miraca Holdings | みらかホールディングス | - | 5 | UNITED ARROWS LTD. | ユナイテッドアローズ | 83.3 | 5 | Shiseido Company, Limite | d 株式会社資生堂 | 84.0 | 5 | Shiseido Company, Limite | ed 株式会社資生堂 | 85.0 |
| 6 | Kao | 花王 | 85.8 | 6 | UNITED ARROWS | ユナイテッドアローズ | - | 6 | Japan Exchange Group, I | nc.日本取引所グループ | 82.7 | 6 | BRIDGESTONE CORPORA | 「1株式会社ブリヂストン | 83.0 | 6 | Daito Trust Construction | Cc大東建託株式会社 | 84.7 |
| 7 | TDK | TDK | 85.4 | 7 | BRIDGESTONE | プリヂストン | - | 7 | KDDI CORPORATION | KDDI | 82.0 | 7 | SUMIDA CORPORATION | スミダコーポレーション株式 | 82.6 | 7 | Kirin Holdings Company, | Lirキリンホールディングス株式 | 84.1 |
| 8 | KDDI | KDDI | 82.6 | 8 | KDDI | KDDI | - | 8 | BRIDGESTONE CORPORA | TIブリヂストン | 80.8 | 8 | UNITED ARROWS LTD. | 株式会社 ユナイテッドアロ | 82.3 | 8 | Hitachi, Ltd. | 株式会社日立製作所 | 83.7 |
| 9 | USS | ユー・エス・エス | 82.3 | 9 | Panasonic | バナソニック | - | 9 | OMRON Corporation | オムロン | 80.0 | 9 | KDDI CORPORATION | K D D I 株式会社 | 81.0 | 9 | SHIONOGI & CO., LTD. | 塩野義製薬株式会社 | 82.8 |
| 10 | Japan Exchange Group | 日本取引所グループ | 81.7 | 10 | OMRON | オムロン | - | 10 | Miraca Holdings Inc. | みらかホールディングス | 79.6 | 10 | KITO CORPORATION | 株式会社キトー | 80.1 re | 10 | MEITEC CORPORATION | 株式会社メイテック | 82.6 |
| 10 | KONICA MINOLTA HOLDIN | コニカミノルタ | 81.7 | 11 | KONICA MINOLTA HOLDI | N コニカミノルタ | - | 11 | Sony Corporation | ソニー | 79.6 | 11 | TSUBAKI NAKASHIMA CO | ., ツバキ・ナカシマ | 80.0 0 | 11 | UNITED ARROWS LTD. | 株式会社 ユナイテッドアロ | 81.6 |
| 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 | - | 12 | Daito Trust Construction | Cc 大東建託 | 79.4 | 12 | Miraca Holdings Inc. | みらかホールディングス株式 | 80.0 | 12 | Kenedix, Inc. | ケネディクス株式会社 | |
| 13 | OMRON | オムロン | 81.2 | 13 | Japan Exchange Group | 日本取引所グループ | - | 13 | Ichiyoshi Securities Co., I | _tcいちよし証券 | 78.9 | 13 | Hitachi, Ltd. | 株式会社日立製作所 | 80.0 | 12 | SUMIDA CORPORATION | スミダコーポレーション株式; | 80.8 |
| 13 | ORIX | オリックス | 81.2 | 14 | Kirin Holdings | キリンホールディングス | - | 14 | KOMATSU LTD. | 小松製作所 | 78.4 | 14 | JXTG Holdings, Inc. | J X T Gホールディングス | 79.6 | 13 | KDDI CORPORATION | K D D I 株式会社 | 80.7 |
| 15 | SYSMEX | シスメックス | 80.7 | 15 | SYSMEX | シスメックス | - | 15 | ADVANTEST CORPORATI | 01株式会社アドバンテスト | 78.2 | 15 | OLYMPUS CORPORATION | オリンバス株式会社 | 78.8 | 14 | Kakaku.com, Inc. | 株式会社カカクコム | 80.5 |
| 16 | JSR | JSR | 80.6 | 16 | Takeda Pharmaceutical | 武田薬品工業 | - | 16 | Sanwa Holdings Corporat | ioI 三和ホールディングス | 77.7 | 16 | EIKEN CHEMICAL CO., LT | D 栄研化学株式会社 | 78.8 | 15 | OMRON Corporation | オムロン株式会社 | 80.0 |
| 17 | ANRITSU | アンリツ | 80.5 | 17 | KOMATSU | 小松製作所 | - | 17 | Kirin Holdings Company, | Lir キリンホールディングス | 77.5 | 17 | MARUI GROUP CO., LTD. | 株式会社 丸井グループ | 78.5 | 16 | Net One Systems Co.,Ltd | . ネットワンシステムズ株式会 | 79.7 |
| 18 | NAMCO BANDAI Holdings | バンダイナムコホールディン | 80.0 | 18 | RICOH | -LL | - | 18 | DIC Corporation | DIC | 77.5 | 18 | Daito Trust Construction | Cc 大東建託株式会社 | 78.3 | 17 | NSD CO., LTD. | 株式会社N S D | 79.6 |
| 19 | NITTO DENKO | 日東電工 | 79.7 | 19 | USS | ユー・エス・エス | - | 19 | KITO CORPORATION | ≠ ▶− | 76.7 | 19 | Mitsubishi UFJ Financial G | rc株式会社 三菱UFJフ | 1 78.1 | 18 | EIKEN CHEMICAL CO., LT | D 栄研化学株式会社 | 78.6 |
| 20 | Nabtesco | ナブテスコ | 79.6 | 20 | MS&AD Insurance | MS&ADホールディングス | - | 20 | SKYLARK CO., LTD | すかいらーく | 76.7 | 20 | KOMATSU LTD. | 株式会社 小松製作所 | 77.5 | 19 | OLYMPUS CORPORATION | オリンバス株式会社 | 78.5 |
| | | | | | | | | | | | | | | | | 20 | West Japan Railway Com | pa 西日本旅客鉄道株式会社 | 77.9 |
| | Average | 平均值 | 83.6 | | Average | 平均值 | 0.0 | | Average | 平均值 | 80.7 | | Average | 平均值 | 81.9 | | Average | 平均值 | 82.9 |

Distribution: Board of Directors Score



Evaluated factors: Chair of Board, director term length, # of directors, # of INEDs, # of female directors, etc.

Compact board size, more diversified board composition, and a larger number of INEDs result in a higher score.

Distribution: % of Female Board Members



Evaluated factor: Number of female Board Members

If the % of female directors >=33%, >=25%, >0% or 0%, \rightarrow score 3, 2, 1 or 0 respectively.

Distribution: # of ex-CEO Advisors



Evaluated factor: Number of 'Komon' or 'Sodanyaku' who remains in a company after step down of top management position such as CEO.

If the number of 'Komon' or 'Sodanyaku' is 0, 1, 2 or more than 2, \rightarrow score 0, -1, -2 or -3 respectively.

Distribution: % of Independent Directors



% of independent directors = # of independent directors/total # of directors of board

Distribution: Committee Score



Evaluated factors: Establishment of committee(s), chairperson of committee(s), % of INED of committee, etc.

Score is zero if company has neither a nominations nor a compensation committee. INED as the chairperson and/or a higher % of INEDs result in a higher score.

Distribution: Comp. Incentive Plan Score



Evaluated factors: Establishment of incentive compensation plan, type of incentive plan, disclosure policy of plan, etc.

Performance linked incentive compensation plan and higher transparency of compensation result in a higher score.

Distribution: AGM/IR Disclosure Score



Evaluated factors: Availability of electronic voting, notice of convocation/CG report published in English, availability of IR meeting, IR disclosure policy, etc.

Higher accessibility of AGM and voting, and high-quality IR practices result in a higher score.

Distribution: Growth Policy Score



Evaluation factors: Quantitative targets, mid-term-management plan, KPIs, cash holdings/sales, ROE forecast for the current year, etc.

Explaining and implementing a robust growth strategy with clear targets and KPIs results in a higher score.

Distribution: Cash Holding Score



Evaluated factor: Ratio of cash holdings (that are cash equivalent) to revenues. **A higher % of Cash Holding / Revenue results in a lower score.**

Distribution: Dividend Policy Score



Evaluated factors: Dividend payout policy, actual/expected dividend payout ratio, etc.

Higher dividend payout ratio, but one that is <u>no more than 50%</u> (dividend paid / net income) results in a higher score.

Distribution: Stockholding Score



Evaluated factor: Ratio of stockholdings (that are not for pure investment purposes) to total. (Such holdings are often called "cross-shareholdings".)

A higher % of Stock Holding / Total Assets results in a lower score.

Distribution: Takeover Defense



Evaluated factor: Whether the company has takeover defenses or not

Score is zero if no takeover defenses, 10 if it has takeover defenses.

Distribution: Equity Issue Score



Evaluated factor : The # of times new equity was issued since the year 2000, and the type of issuance.

More frequent issuance of equity is scored <u>lower</u>. New issuance of common shares is scored <u>lower</u> than issuance of convertibles and/or preferred shares.

Distribution: Equity Cancellation Score



Evaluated factor : The # of times equity was cancelled since the year 2000.

More frequent cancellation of equity is scored <u>higher</u>. Only buyback of common shares is scored <u>nothing</u>.

Distribution: METRICAL CG Score



Evaluation factor: A specially weighted average of all scores for board practices (55-60%) and actions (40-45%).

Board practices: board of directors, committee, incentive plan, large ownership, etc. Actions: stockholdings, dividend policy, growth policy, equity issuance/cancellation, takeover defenses, AGM/IR, other factors such as scandals, etc.

Distribution: Large Ownership Score



Evaluated factor: How fragmented the shareholder composition is; whether there are large holders or not.

Score is 5 if large shareholders have \geq 50% ownership, 10 if large shareholders have \geq 25% and <50% ownership, 15 if no shareholders own \geq 20% ownership.

Distribution: % of Foreign Ownership



Distribution: ROE (actual)



Distribution: ROA (actual)



Distribution: Tobin's Q





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