

September 25, 2019  
Financial Services Agency

## The Council of Experts on the Stewardship Code (2019)

### 1. Purpose

The “Council of Experts Concerning the Follow-up of Japan’s Stewardship Code and Japan’s Corporate Governance Code”, of which the Financial Services Agency and the Tokyo Stock Exchange act as joint secretariat, discussed constructive dialogue between companies and institutional investors and published Opinion Statement as “Recommended Directions for Further Promotion of Corporate Governance Reform”. The Opinion Statement proposed directions for further revision of Japan’s Stewardship Code.

Follow-up on the Growth Strategy (approved at a cabinet meeting on June 21, 2019) states, *“For the improvement of the effectiveness of corporate governance reform through substantiating a dialogue between investors and companies, the government aims to conduct discussions for promoting constructive dialogues and carry out further revision of the Stewardship Code in FY2020”*.

Following these, we intended to hold meetings of the Council of Experts on the Stewardship Code (the “Council”) with the aim of revising Japan’s Stewardship Code.

### 2. Structure

- (1) The constituent of the Council shall be as noted in the Appendix.
- (2) The Council shall be chaired by Professor Hiroyuki Kansaku of the University of Tokyo.
- (3) The Council chairman can ask for the attendance of related parties as needed.
- (4) The Council shall be open to the public in principle.
- (5) The general affairs of the Council shall be handled by the Corporate Accounting and Disclosure Division of the Policy and Markets Bureau, Financial Services Agency.