

THE JAPAN SOCIETY

2020

ANNUAL GENERAL MEETING

TRUSTEE ELECTIONS

Notice of the 2020 Annual General Meeting

To be held via Zoom on Tuesday, 28 July at 11am



THE JAPAN SOCIETY (THE "COMPANY")

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of the Company will be held on 28 July 2020 at 11.00am (BST) as a virtual meeting via Zoom. The business of the meeting shall be to record thanks to Sponsors and Benefactors and to consider, and if thought fit, pass the following resolutions:

1. To receive and adopt the audited annual accounts of the Company for the financial year ended 31 December 2019 and the Trustees' Report.
2. To reappoint Richard Place Dobson as auditors and to authorise the Board to approve their remuneration as thought fit.
3. To elect or re-elect Ordinary Trustees of the Japan Society to fill certain vacancies arising.

BY ORDER OF THE BOARD



H C POTTER
Chief Executive

Dated: 10 July 2020

Registered office: 13/14 Cornwall Terrace, London NW1 4QP

NOTES

- 1 The full accounts may be seen on the Company's website (www.japansociety.org.uk) or may be requested in hard copy from the registered office.
- 2 A list of candidates for election or re-election to the vacancies as Ordinary Trustees, together with biographical details of the candidates, are also enclosed.
- 3 All voting on resolutions at the AGM will be conducted by way of a poll which means that members should submit their proxy (by post or email) as soon as possible, but not less than 24 hours before the time for holding the meeting.
- 4 A form of proxy is enclosed with this notice. The proxy must be a member of the Company or, in the case of a corporate member, its authorised representative.
- 5 Due to the current Covid-19 restrictions, the meeting will be held in accordance with the Corporate Insolvency and Governance Act 2020 on the Zoom conferencing platform. To participate in the meeting, members are required to register in advance at <https://tinyurl.com/JSAGM2020>. You will be issued with a link for Zoom through which you can join the meeting. Should you have questions, or wish to test the connection in advance please notify the office on events@japansociety.org.uk

Appendix

Election of Trustees

The Board values the opportunity to engage with members at the AGM, which is a key event for the Society and its Members, who, under normal circumstances, are very welcome to attend the AGM in person. However, members should note that arrangements for this year's AGM differ from the usual in-person format. The Society expects significant restrictions on personal movement and gathering as a result of Covid-19 to remain in place at the time of its AGM and is therefore utilising powers under the Corporate Insolvency and Governance Act 2020, alongside other discretionary powers for the orderly conduct of meetings, to facilitate the holding of the meeting on a virtual platform.

Accordingly, this year's AGM will be a virtual meeting only. In particular, members should note that the Society's usual AGM venue, the Japanese Embassy, is **not** open to visitors. Under the exceptional circumstances in which this year's meeting is held, the Chairman intends to conduct all voting on resolutions at the AGM by way of a poll which means that Members should submit their proxy (by post or email) as soon as possible. A proxy form is enclosed in this booklet for this purpose. Questions to be raised may be submitted to events@japansociety.org.uk in advance; although there will be an opportunity to raise questions during the meeting.

The Board of the Company currently consists of a Chairman, two Vice-Chairmen, two appointed Officers (Solicitor and Treasurer), two ex officio Trustees (one additional Vice-Chairman, the deputy head of mission at the Japanese Embassy, and one Ordinary Trustee, a member of the Japanese Embassy) and eleven Ordinary Trustees. As set out in the Articles of Association, the total number of Trustees on the Board should be no more than twenty, and there should be no fewer than four Ordinary Trustees.

One-third of the Ordinary Trustees is required to retire by rotation each year. Those who have retired by rotation may stand for re-election but no one may serve for longer than six consecutive years as an elected member of the Board.

The Board has appointed a nominations committee currently comprising Bill Emmott (Chairman), Tim Harding, Martin Hatfull, Sue Hudson, and Heidi Potter (Chief Executive). This committee reviews the skills that are required on the Board from time to time and the succession policy; and it makes recommendations to the Board on possible future appointments.

This year it is expected that, as a result of the requirement to retire by rotation and some resignations, there will be five vacancies for Ordinary Trustees which may be filled at the annual general meeting (the "AGM").

Two Ordinary Trustees, **Sue Hudson** and **Yuuichiro Nakajima**, will retire by rotation and have indicated that they are willing to stand for re-election. The Board warmly recommends their re-appointment. **Yuko Kawai** was appointed by the Board during the year, and will stand for election for the first time.

There are two other people standing for election to the Board as Ordinary Trustees, **Clare Weaver** and **Rie Yoshitake**; they share between them a varied experience and active involvement in developing links between Japanese and British communities which will be of great benefit to the Japan Society. The Board proposes their election. Biographical details of all five Ordinary Trustee candidates are set out in this Appendix.

Overall, there are five candidates for election to fill a possible five Ordinary Trustee vacancies on the Board. Members are therefore asked at the AGM to cast their votes "For" or "Against" each candidate. Members may also select the "vote withheld" option if they do not wish to vote for or against any particular candidate, although a vote withheld in this way is not a "vote" by law and will not be counted in the calculation of the proportion of votes "For" and "Against" a candidate.

We are always looking for new people to be involved with the Japan Society in different capacities, including as committee members and as Trustees and are delighted that so many people are willing to volunteer their skills to the Society. We encourage members to let us know at any time during the year if they would like to be more involved. Suggestions of names of people to be considered for committees or for the Board should be made to any member of the nominations committee or indeed any member of the Board.

Biographical Details of the Candidates for Ordinary Trustees 2020

SUE HUDSON

Sue Hudson has spent all her adult life, both in her professional and private capacity, working for greater understanding and closer relations between Britain and Japan. In 2018 she was awarded the Japanese Foreign Minister's Commendation for this work.

She moved to Japan after graduating from Sheffield University in History and taught English for almost four years at Mishima High School, Shizuoka. This was followed by a year in Miki Travel, London, a period working as a freelance Anglo-Japanese media coordinator before joining the London office of the Japanese media company, Fujisankei, where she currently works as Director for Projects and Business Development.

At Fujisankei, Sue has worked on many hugely diverse projects; ranging from children's programming, such as Thomas the Tank Engine, to Formula One, to working with a leading Japanese cookery writer on creating Japanese cookery books in English, to the Praemium Imperiale Arts Awards, to promoting and filming Japanese musical talent in the UK – to mention but a few.

On her return from teaching in Japan, she joined the Miura Anjinkai – a society created for the young people returning from Japan having been on the same Government teaching programme and became its chairman. An interest in 'grass-roots' events led her, with other members of Anjinkai and the local Japanese community, to instigate the Natsu Matsuri that ran for a number of years from 1985 in London's Battersea Park. As Chairman of Anjinkai, she also worked with the Japan Society as a Council member to try to attract more young members.

More recently, Sue was a member of the executive committee for Japan400, which celebrated the arrival of the first British ship to Japan in 1613 and worked on the overall production of the major events during the year.

She is passionate about exploring ideas for projects that bring the two countries closer – whether it be through food, music, art, business or sport and greatly enjoys the challenge of finding stimulating ways of bringing people together.

YUKO KAWAI

Yuko Kawai is the General Manager for Europe for Bank of Japan, the central bank, since March 2018. She is in charge of research of economies and financial market & industry developments in Europe, Middle East and Africa.

She joined Bank of Japan in 2003 and before her posting to London was Head of its FinTech Centre which conducts research into the related technologies and operates as the information hub amongst practitioners, researchers and other related parties. Previous posts at the Bank have included Kochi branch manager, Head of Foreign Exchange Division, Chief Representative in Hong Kong, as well as various roles in the Financial Markets and in the Financial System and Bank Examination Departments.

Prior to joining the Bank, she had worked in the JPMorgan/Chase/Chemical Bank group taking various roles in the financial market division, most notably dealing and structuring of derivatives products, and subsequently at RPTech, an independent think tank, as a research director.

She received an MBA from the Wharton School, University of Pennsylvania and an LL.B from Kyoto University.

Yuko is an eager traveller around the globe and within Japan. Her home town is Shizuoka, which prides itself as the prefecture of beautiful Mt. Fuji. Her posting in Kochi, in south-west Shikoku, afforded her the opportunity to explore its beautiful mountains, rivers, and oceans, as well as its food culture. She supports activities to preserve traditional local recipes in Japan, and in her current posting enjoys discovering the regional cuisines of Europe.

YUUICHIRO NAKAJIMA

Yuuichiro Nakajima first came to the UK as a four-year old boy when his father was posted to his Japanese company's London office. Over the next four years Yuuichiro lived in London and the experience led him to return to the UK as a graduate student and then to work in the City; to date his working life has been spent almost equally between London and Tokyo.

Having studied economics at Keio University, Yuuichiro started his career with the Overseas Economic Cooperation Fund in Tokyo. In 1985, he enrolled on the MBA course at the London Business School as a British Council scholar and in 1987 joined

S.G. Warburg's corporate finance department in London. After 16 years of working for City firms, in 2003 Yuuichiro established his own advisory boutique Crimson Phoenix in Tokyo to advise corporate clients on cross-border M&A (mergers, acquisitions, joint ventures, partnerships, etc.) and corporate finance transactions involving Japanese companies. Crimson Phoenix opened its London office in 2012 where Yuuichiro is now based.

Yuuichiro was an active member of the Japan-British Society when he lived in Tokyo, serving as a board member and chairing its Younger Members' Group and later Centenary Awards Committee. He joined the Japan Society in 1985 and was soon thereafter elected to its Council, later serving on the Centenary Review Committee, which sought to modernise the Society's constitution, and the Awards Committee.

Yuuichiro is a member of the British Chamber of Commerce in Japan (serving on its Executive Committee until 2012) and a Council Member/Director of the Japanese Chamber of Commerce and Industry in the U.K. He is a non-executive director of J.P.Morgan Japan Smaller Companies Trust plc and Japan H.L. Limited, which operates the Japan House London. In addition, he is a member of the Audit and Compliance Committee of FIFA, a Finance Committee member at the Asian Football Confederation and on the Advisory Board of the Japan Football Association.

He shares his interest in choral singing with his wife Wendela.

CLARE WEAVER

Clare Weaver is a qualified English solicitor who has spent almost all her adult life dedicated to Japan, most recently providing legal consulting services to Japanese megabank MUFG and Nomura Securities in relation to Brexit and currently acts as UK General Counsel to an innovative international law company on UK, EU and Asia Pacific legal matters.

After reading Oriental Studies (Japanese) at Oxford, which included a research year at Hiroshima University on the Japanese Government scholarship scheme, Clare started her legal career in Linklaters' Tokyo office prior to joining the Legal Division of Mitsui & Co, serving almost 13 years in both London and Tokyo as Deputy General Manager. of the EMEA Legal Department.

As part of a decision to shift her career focus to consulting, Clare undertook her Executive MBA at Henley Business School specialising on strategic innovation, in particular legal innovation, and undertook research in Japan on the adoption of legal

technology by Japanese law departments. Clare currently advises a legal tech start up on Japanese client development and also supports the activities of the Legal Hackers (Tokyo), albeit remotely!

Away from work, Clare is a keen sportswoman, undertaking endurance cycling sportives and (full and half) marathons and plays tennis when time permits. She has also undertaken a professional sake sommelier's course and is a very enthusiastic ambassador for Japanese Nihonshu in London! She is also a passionate supporter of social mobility and has mentored sixth formers who are interested to work in the law and provides skills training to school children looking for legal internships.

Clare splits her time between London and Cornwall, where she and her partner are the proud "parents" of a cockapoo puppy.

RIE YOSHITAKE

Rie Yoshitake is a London-based business consultant with experience over several decades working with UK and Japanese businesses and markets. As founder of Yoshitake & Associates, she works with a team of specialists to support existing Anglo-Japanese links and promote new ones. She has been promoting sake and Japanese food for many years, and has been recognised by the Japanese Government with the Foreign Minister's Commendation (2019) and the Minister's Award for Overseas Promotion of Japanese Food (2014, MAFF).

After studying international marketing and public relations in London, Rie became sole UK representative for a Japanese trading company, spending ten years overseeing their London operations, working across a range of markets focusing particularly on luxury goods and fine wine. In 2001 Rie became a founding partner of Claret Co. Ltd., which imports fine and rare wines to Japan. Bringing together her love of wine and her wish to support business and cultural links between Japan and Britain, Rie became involved in promoting Japan's sake industry overseas. In 2007 the Japan Sake Brewers Association Junior Council, also known as Sake Samurai, invited her to become their UK Representative. Since 2015, she has also been the UK Representative of the Japan Sake and Shochu Makers Association.

Rie grew up in Munakata, a coastal city in Fukuoka said to be the starting point of overseas Japanese trade, and ascribes her love of travel and desire to create strong international connections in part to this background.

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THE JAPAN SOCIETY

PROXY FORM for the ANNUAL GENERAL MEETING 2020

I/We, being a member of The Japan Society, hereby appoint the Chairman of the meeting (see note 2) as my/our proxy to vote for me/us at the Annual General Meeting of The Japan Society to be held at 11.00am on Tuesday, 28 July 2020 and at every adjournment thereof.

Name (please print)

Category of membership Individual Family Corporate

Name of corporate member (if applicable)

Signature

Dated 2020

Instructions to Proxy

Please indicate with an "X" in the boxes below and overleaf how you wish the proxy to vote. The Proxy will vote or withhold their vote, at his or her discretion, on (a) any resolution listed below if no instruction is given regarding that resolution and (b) on any other business transacted at the meeting.

	For	Against	Vote withheld
1 Receiving the Accounts and the Trustees' Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-appointment of the Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-appointment of Sue Hudson as Ordinary Trustee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Yuko Kawai as Ordinary Trustee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-appointment of Yuuichiro Nakajima as Ordinary Trustee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Election of Clare Weaver as Ordinary Trustee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Election of Rie Yoshitake as Ordinary Trustee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Notes

- 1 A Member of The Japan Society is entitled to appoint a proxy to exercise all or any of his or her rights to attend, speak and vote at a general meeting of The Japan Society.
- 2 As the AGM in 2020 will be held electronically and to ensure the vote can be conducted properly any Members who wish to vote should appoint the Chairman as their proxy. All voting will be conducted on a poll which means that Members should submit their proxy (by post or email) as soon as possible.

- 3 The completed and signed proxy form (and, if relevant, the power of attorney or other authority under which it is signed, or a certified copy of that power or authority) must be received at 13/14 Cornwall Terrace, London NW1 4QP or by email to heidi.potter@japansociety.org.uk not less than 24 hours before the meeting.
- 4 To direct the Chairman how to vote on the resolutions as your proxy, mark the appropriate box with an 'X'. If no voting indication is given, your proxy will vote or withhold his vote at his discretion. Your proxy will vote (or withhold a vote) as he thinks fit in relation to any other matter which is put before the meeting.
- 5 The vote withheld option is provided to enable you to instruct the proxy not to vote on any particular resolution. However, it should be noted that a vote withheld in this way is not a "vote" by law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.
6. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power of authority) must be included with the proxy form.
7. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Please return this form to the following address:

The Japan Society, 13/14 Cornwall Terrace, London NW1 4QP
or by email to: heidi.potter@japansociety.org.uk