

THE JAPAN SOCIETY

2013

ANNUAL GENERAL MEETING

TRUSTEE ELECTIONS

Notice of the 2013 Annual General Meeting
at the Embassy of Japan, London on Thursday 27 June



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 27 June 2013 at 6.00pm at the Embassy of Japan, 101-104 Piccadilly, London W1J 7JT. 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 2012 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 re-appoint David Cairns as an ordinary member of the board of the Japan Society.
4. To re-appoint Pauline Chakmakjian as an ordinary member of the board of the Japan Society.
5. To re-appoint Lydia Gomersall as an ordinary member of the board of the Japan Society.
6. To elect Masaaki Goto as an ordinary member of the board of the Japan Society.
7. To elect Tetsuro Hama as an ordinary member of the board of the Japan Society.
8. To re-appoint Hiroshi Hattori as an ordinary member of the board of the Japan Society.

BY ORDER OF THE BOARD



H C POTTER
Chief Executive

Dated: 12 June 2013

Registered office: Swire House, 59 Buckingham Gate, London SW1E 6AJ

NOTES

- 1 A summary of the annual accounts is enclosed with this notice. The full accounts may be seen on the Company's website or may be requested in hard copy from the registered office.
- 2 A list of candidates for election as Ordinary Members of the Board, together with biographical details of the candidates, are also enclosed.
- 3 A member of the Company is entitled to appoint a proxy to exercise all or any of his rights to attend, speak and vote at the meeting. 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.
- 4 To be effective, the instrument appointing a proxy and any authority under which it is executed (or a certified copy of such authority) must be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- 5 To comply with security policy at the Embassy of Japan, members are asked to notify the Society in advance of their intention to attend the AGM. Please bring a copy of this Notice, together with some form of photographic ID with you.

Appendix

Election of Trustees

The Board of the Company consists of a Chairman, two Vice-Chairmen, up to four appointed Officers (Solicitor, Treasurer, Librarian and Editor), 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 up to 14 Ordinary Trustees. The total number of Trustees should be not more than twenty. The number of Ordinary Trustees should be no fewer than four.

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 a member of the Board.

The Board has appointed a nominations committee comprising David Warren (Chairman), David Cairns (Vice-Chairman), Hiroshi Hattori, Hitoshi Noda (ex-officio Trustee) 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 six vacancies for Ordinary Trustees which may be filled at the annual general meeting (the "**AGM**"). David Cairns, Pauline Chakmakjian, Lydia Gomersall and Hiroshi Hattori, Ordinary Trustees who will retire by rotation, have all indicated that they are willing to stand for re-election. All are enthusiastic and valuable members of the board, which warmly recommends their re-appointment.

There are two people standing for election to the Board as Ordinary Trustees for the first time. **Masaaki Goto** and **Tetsuro Hama**; their varied experience and active involvement in developing links between Japanese and British communities will be of great benefit to the Company. The Board proposes both candidate's election. Biographical details of all six Ordinary Trustee candidates are set out in this Appendix.

There are six candidates for election to fill a possible six 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 Company in different capacities, including as committee members and as Trustees. 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.

Members may vote, as normal, in person at the AGM on 27 June 2013 or by proxy. A proxy form is enclosed in this booklet for this purpose.

Biographical Details of the Ordinary Trustee Candidates 2013

DAVID CAIRNS

David Cairns has been Director of Estates and Security for the Foreign and Commonwealth Office since January 2012, having previously served as Director of Trade and Investment at the British Embassy in Japan from 2006 to 2010.

David studied Japanese at Pembroke College, Oxford from 1987-1992, including a one year internship at Barclays in Tokyo, thanks to a grant from the Daiwa Anglo-Japanese Foundation. He worked at Nomura International London before joining the Foreign Office. He has subsequently had two postings to the Embassy in Tokyo, as well as four years at the UK delegation to the World Trade Organisation (WTO) in Geneva.

David has been on the Board of the Japan Society since 2010, Vice Chairman since 2011, and was acting Chairman in 2012. He sits on the nominations and business group committees. His link with the Japan Society goes back to 1988, when he met his wife-to-be at a Japan Society event at Oxford.

LYDIA GOMERSALL

Lydia Gomersall first went to Japan in 1970 to work at the Osaka Expo, while still a student of Japanese studies at Sheffield University. After graduating and a period working for the director of JETRO in London she returned to Japan in 1973 to help open the British Export Marketing Centre in Tokyo. There she met her British diplomat husband and over the next three decades spent a total of 14 years in Japan, the final of their three postings being as British Ambassador. Apart from their Japanese postings they also served in Washington DC in the 1980s and at the United Nations in New York in the 1990s.

Whenever possible Lydia has worked in media, communications and public relations. She was Press Coordinator for the Japan Festival 1991, working with the media in the UK and on facility trips to Japan and subsequently established, and was Executive Director of, the Japan Festival Fund, which grew out of the 1991 Festival. During that time she also edited the *Proceedings* of the Japan Society. For most of her four years in New York she was Director of Promotion and Publications at The Japan Society of New York, a highlight of her time there being conceiving and staging the first Japan Society Matsuri on East 47th Street.

More recently her professional interests have broadened to include humanitarian aid and development issues, and from 2004-2008 she was Media and Communications Officer at the International Rescue Committee UK.

Lydia is on the boards of The Royal Hospital for Neurodisability, The Hattori Foundation and The Young Person's Concert Foundation and is a member of the University College London (UCL) Research Ethics Committee.

Since joining the board in 2011, Lydia has chaired the small grants and awards committees.

PAULINE CHAKMAKJIAN

Pauline Chakmakjian is a specialist in Occidental and Oriental Freemasonry. She mostly gives lectures on both eighteenth-century Freemasonry and contemporary Freemasonry in Japan, but is also frequently invited to give lectures on Japanese history & culture in general and Kyoto-related subjects in particular. Since 2006, Pauline has been founder of The Japan Room, a salon within the Freemasons' Hall in Covent Garden to promote the culture of Japan through mainly arts-related events.

Since becoming a member over ten years ago, Pauline has organized many events on behalf of the Japan Society. She is also a Governor of The English-Speaking Union, a charity that promotes the use of the English language worldwide as well as the art of public speaking. Pauline holds a BA in English Language & Literature, a Diploma in Law (Inner Temple) and an MA in Modern French Studies. She also received a merit scholarship in fine art for drawing and painting during her BA.

MASA AKI GOTO

Since April 2012, Masaaki Goto has been Executive Managing Director for the Europe and Middle East Region of Daiwa Securities Group Inc. as well as Chairman of its London subsidiary.

After graduating from Keio University with an Economics degree in 1982, he joined Daiwa Securities Co. Ltd., the second largest securities brokerage, trading and investment banking firm in Japan. He has been engaged mainly in the international capital market financing and securities underwriting business and has served outside Japan for more than 14 years, with two postings each in London and New York.

He was a Chairman and CEO of the New York subsidiary for three years immediately before transferring to London. He also acted as a chairman of two NYSE listed closed end funds. He was a member of Board of Securities Industries and Financial Markets Association (SIFMA) in 2011/12.

In 2012 he returned to London to take up the role of Chairman of Daiwa's European operation facing the challenges of the European Crisis and strengthening regulation of the financial services industry. He is optimistic that the UK/European operation is recovering from the worst and will be able to expand certain areas of the business.

He enjoys London's much improved restaurants and the various opportunities to enjoy historical arts including paintings and music. He is Vice Chairman of the Nippon Club. Daiwa Capital Markets is a Corporate Benefactor of the Japan Society.

Masaaki was born in Akita, in North West Japan, famous for its excellent sake, which he enjoys greatly. He is married to Maki, who also enjoys being in London for the second time. They have a grown up son and daughter in Japan.

TETSURO HAMA

Tetsuro Hama moved to the UK in 1973 after graduating from Chuo University.

In September of that year, he established one of the first Japanese restaurants in London. He continues to be active in the culinary world, opening So Restaurant in Piccadilly in 2006. The restaurant came top in an Eat Japan poll of the most popular restaurants among the Japanese community. In February 2013, he went on to establish SOZAI, the first Japanese cooking school in the UK.

In September 1979, Tetsuro started Japan & Europe Motors (later JEM) to sell motor vehicles to Japanese expatriates. Jemca, a new company set up in May 1991, was the first Japanese-owned Toyota Motor Dealer in London. In 1994, Jemca became the largest volume dealer in the UK and kept its position until the business was sold to Toyota Tsusho in 2003

Since selling his main business, Tetsuro has become increasingly involved in the Japanese community. He is an active member of the Japanese Chamber of Commerce & Industry, chairing the Locally Established business division between 2000-2002, as well as of the Nippon Club and Japan Association.

He is on the executive committee of Japan Matsuri as well as being a sponsor and co-ordinator of Hyper Japan.

HIROSHI HATTORI

Hiroshi Hattori is Managing Corporate Officer of Nippon Yusen Kaisha (NYK) and President and Chief Executive Officer of NYK Group Europe Ltd.

He joined NYK in 1976 after graduating from Keio University, where he studied Economics.

Hiroshi has considerable overseas experience with the company including USA, Germany, The Netherlands, Australia and China. Before assuming his present position in London in April 2010, he has served as Director and Managing Corporate Officer of NYK overseeing Logistics and Harbour related businesses. He was also appointed to C.I.O.

In addition to holding a directorship in the International Chamber of Shipping, Hiroshi Hattori is the Chairman of the Nippon Club and a Vice President of the Japanese Chamber of Commerce and Industry. He is also the Chairman of The Japanese School in London and Trustee of Rikkyo School in England, as well as being a board member of the Buckinghamshire Golf Club. He sits on the Japan Society nominations committee.

NYK is a Corporate Patron of the Japan Society and has particularly supported the schools education and outreach programme (former Japan 21 activities).

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THE JAPAN SOCIETY

PROXY FORM for the ANNUAL GENERAL MEETING 2013

I/We, being a member of The Japan Society, hereby appoint the Chairman of the meeting (see note 3) / as my/our proxy to vote for me/us at the Annual General Meeting of The Japan Society to be held on Thursday, 27 June 2013 and at every adjournment thereof.

Name (please print)

Category of membership Individual Family Corporate

Name of corporate member (if applicable)

Signature

Dated 2013

Instructions to Proxy

Please indicate with an "X" in the boxes below 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.

Table with 4 columns: Resolution, For, Against, Vote withheld. Rows include: 1 Receiving the Accounts and the Trustees' Report, 2 Re-appointment of the Auditors, 3 Re-appointment of David Cairns as Ordinary Trustee, 4 Re-appointment of Pauline Chakmakjian as Ordinary Trustee, 5 Re-appointment of Lydia Gomersall as Ordinary Trustee, 6 Election of Masaaki Goto as Ordinary Trustee, 7 Election of Tetsuro Hama as Ordinary Trustee, 8 Re-appointment of Hiroshi Hattori as Ordinary Trustee.

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 Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- 3 If you wish, you may delete the words “the Chairman of the meeting” and insert the name of a proxy of your choice. The proxy must be a member of the Japan Society or, in the case of a member which is a corporation, its authorised representative. Please initial any alteration. A proxy must attend the meeting to represent you.
- 4 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 Swire House, 59 Buckingham Gate, London SW1E 6AJ not less than 48 hours before the meeting or the adjourned meeting or, in the case of a poll, not less than 24 hours before the time appointed for taking the poll.
- 5 To direct your proxy how to vote on the resolutions mark the appropriate box with an ‘X’. If no voting indication is given, your proxy will vote or withhold their vote at his or her discretion. Your proxy will vote (or withhold a vote) as he or she thinks fit in relation to any other matter which is put before the meeting.
- 6 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.
7. 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.
8. 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.