

Politics, governance reform and engagement opportunities in Japan equities

Unlocking value through engagement

By Masahiko Komatsu, Co-head of Japan Sustainable Investment Department 14 January 2025

Following the surprise result of the snap election in October 2024, Japanese politics has entered a very unique phase. We discuss how the fluid political situation could positively impact the Japanese market, which is already feeling the benefits of corporate governance reform, and assess how engagement could play a role in improving shareholder returns in such an environment.

Minority government and hung parliament: politics in a beneficial phase

Japanese politics is currently in a unique and potentially beneficial phase. The ruling coalition, which has fallen short of a majority and faces a hung parliament, is in a position where it may need to adopt the policies proposed by a dynamic opposition. The opposition, as the holder of the decisive casting vote, can potentially underpin the selfreinforcing virtuous cycle of rising prices and wages which is nudging Japan out of a deflationary spiral.

Why Japanese politics is so interesting right now

Japan's often staid political scene suddenly became interesting in October, when the newly appointed Prime Minister, Shigeru Ishiba, called a snap election for the parliament's lower house to consolidate the position of his ruling Liberal Democratic Party (LDP). However, Ishiba's gamble failed, and the LDP and its junior ruling coalition partner, Komeito, lost their parliamentary majority.

What makes current Japanese politics so interesting is that we are witnessing a minority government for the first time in recent memory. Perhaps more importantly, we have also witnessed the emergence of a new type of opposition in the form of the Democratic Party for the People (DPP), which the ruling coalition has aligned with in order to pass bills in parliament. Unlike the traditional opposition parties, the DPP is more focused on tackling issues than on devoting its energies to criticising the ruling coalition. By forming a partial alliance with the LDP, the DPP can potentially correct the negative effects caused by many years of LDP rule and steer policy in a positive direction.

"Increase take-home pay"

The DPP is a small party, formed just four years ago, which quadrupled its lower house seats to 28 from just seven following the October snap election. One reason for the surge in support for the party, particularly among younger voters, is its simple agenda to "increase take-home pay". The DPP wants to increase take-home pay by lifting the ceiling on tax-free income from the current level of JPY 1.03 million. The JPY 1.03 million threshold has been unchanged for 29 years. This was not a major issue when Japan was stuck in deflation, but with inflation firmly taking hold, the ceiling has become a hot topic.

Raising the tax-free income ceiling will be crucial for the virtuous economic cycle to continue. A higher ceiling will help consumers cope with the "bracket creep" phenomenon. Bracket creep refers to a process in which inflation pushes income into higher tax brackets. This results in an increase in income taxes for consumers but no real improvement in their real purchasing power due to inflation. This causes a decline in real wages, which in turn leads to weaker consumption, thereby threatening the virtuous cycle. As of this writing, deliberations between the ruling



coalition and the DPP over raising the tax-free income ceiling are continuing. The DPP's proposal to lift the tax-free income ceiling is attracting a significant amount of public interest and support. The ruling coalition is not in a position to brush off the DPP's proposals as doing so may result in a loss of votes at the upper house election scheduled in 2025.

A record year for Japanese equities amid ongoing reforms

As we summarised a year ago in "Corporate governance reform points to opportunities ahead in Japan equities", developments in the country's corporate governance over the last 10 years have shown that once changes are set in motion, they can have a deep and lasting impact. Notably, the TSE's request in 2023 for listed companies with price-to-book ratios below 1x to disclose the reasons for their underperformance and present solutions has had a lasting effect. With corporate Japan more focused on capital efficiency and improving shareholder value, the Nikkei Stock Average climbed to a record high in 2024, rising above the record peak set in 1989.

The chart below shows that Japan's TOPIX index has performed strongly since the initiation of the "Abenomics" economic policies in 2012.



Chart 1: TOPIX has performed well since 2012

Past performance is not a reliable indicator of future results. Source: Nikko AM based on data deemed reliable

While we believe that improved governance has played a significant role in the strong performance by the TOPIX, governance reforms in Japan still have a long way to go. Given that 44% of TSE's Prime Market-listed companies are still trading with their P/B ratios below 1x, there is still plenty of room for improvement from a governance perspective. The Prime Market, in essence, offers a low hanging fruit.

S&P500	STOXX Europe 600	TSE Prime Market
• 503 names • 13 (3%) with P/B < 1.0x • 96 (19%) with ROE < 8%	• 600 names • 109 (18%) with P/B < 1.0x • 172 (29%) with ROE < 8%	• 1,640 names • 723 (44%) with P/B < 1.0x • 731 (45%) with ROE < 8%
• Market Average	 Market Average P/E (+1) 14.3x P/B 2.0x Div. Yield 3.4% 	• Market Average • P/E (+1) 14.8x • P/B 1.4x • Div. Yield 2.3%

Source: Bloomberg as at 29 November 2024



Japan Equity Engagement Strategy: "unlocking value" through engagement

The ongoing corporate governance reforms described above have created unprecedented opportunities from an investor perspective, in our view. Amid the reforms, the importance of constructive dialogue between shareholders and companies is becoming more widely understood. Even investors who do not fall under the "activist" category are now expected to engage more actively with companies. Against such a background, we are in the process of introducing Nikko AM's first engagement strategy.*

Through this sustainable investment strategy, we aim to generate absolute return through rigorous, constructive engagement with company management teams. Our investment philosophy is based on "unlocking value" through ESG engagement and securing returns by improving the governance of companies. Our unique selling proposition is the strategy's aim to begin by securing short-term returns through improvements in the governance of companies. Once short-term returns are secured, the strategy focuses on generating medium- to long-term returns by improving the companies' social and environmental aspects.

As shown below, we begin by investing in firms that have room for improvements in their governance and generating short-term returns by helping to improve their practices in this area. We then engage on social and environmental issues with some of the companies to secure medium- to long-term returns.

Impact on returns:	Short-term	Mid-term	Long-term
	G	S	E
Portfolio company A	√		
Portfolio company B	√		✓
Portfolio company C	√	\checkmark	
Portfolio company D	√	√	\checkmark
Portfolio company E	√	\checkmark	

We illustrate this "GSE" engagement strategy in detail below.

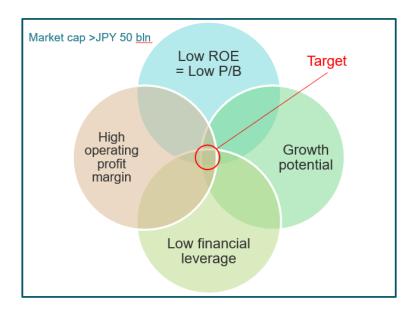
		KPI examples
G	 Our aim is to engage on issues such as capital allocation, director compensation, board composition and business portfolio management. These can be changed by the firms' management teams and therefore have immediate impact on returns and potentially become catalysts for change in the short term. 	ROE Asset turnover Financial leverage
S	• Engagement goals are to ensure workforce diversity with a focus on recruitment, retention and wage increases. We also aim to promote human capital management that align with management strategy. This includes filling key roles with suitable personnel, which could improve business performance and boost shareholder value over the medium term.	 Operating profit/ employee Employee engagement score Equity linked compensation
E	• Engagement goals are to advance initiatives that address climate change and related degradation of natural capital. By maintaining a long-term competitive edge and preparing for incoming green regulations and taxation, we are setting the stage for sustainable growth. These measures are designed to bolster long-term business performance and elevate shareholder value.	 Action for a decarbonised society More transparent disclosure

* The contents of the strategy could be subject to change; there is also a possibility that the strategy may not be commercialised.



The type of firms the strategy is focused on

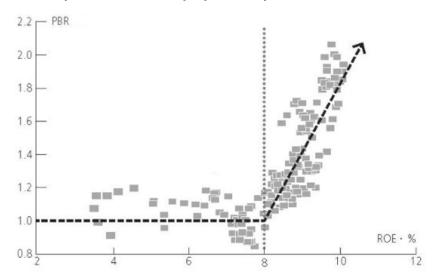
The strategy will focus on companies with market capitalisation above JPY 50 billion. Specifically, the strategy will target companies with high operating profit margins. This includes many firms that boast high domestic and global shares in their respective industries. Additional target criteria are that firms are to have low financial leverage and low ROE. Even if they have a high operating profit margin, companies with a low ROE either have a low asset turnover, low financial leverage, or both. This indicates problems with their balance sheets, which we believe can be improved through engagement. The last criterion is that companies are to have growth potential. Since the strategy emphasises engagement, the main targets will be companies that are expected to display stable growth.



What the strategy aims to achieve

We expect engagement-led improvements in the ROEs of companies to lead to higher P/B ratios as well. The P/B ratios of Japanese companies show a tendency to rise proportionally when their ROEs exceed 8%, as illustrated below. Therefore, we believe that improving ROEs through engagement will increase shareholder value via improvements in P/B ratios.

Chart 2: Japan's P/B ratios rise proportionally when ROEs exceed 8%



Plotting 12-month forward forecast ROEs and P/B ratios (monthly) for the TSE's first section since 2014 Source: JP Morgan



Example of the strategy in practice

Below, we provide an example of how engagement can improve the shareholder value of a company through a DuPont analysis. This company belonging to the TSE Prime market's machinery sector has high operating and net profit margins. However, it has a low total asset turnover ratio of 0.36, and because of its very high equity ratio, the company's financial leverage ratio is a very low 1.07. As a result, the company's ROE remains at 4.7%, well below 8%, the cost of shareholders' equity. If the company was to raise its total asset turnover and financial leverage ratios to its sector's average while retaining its operating and net profit margins at the current levels, its ROE is estimated to rise to 17.7%. This is the kind of result we aim to achieve through engagement.

	ROE	=	Net profit margin	x	Total asset turnover	x	Financial leverage
Actual	4.7%	=	12.1%	х	0.36	х	1.07
	ŧ				ŧ		ŧ
Potential	17.7%	=	12.1%	х	0.75	х	1.95
			Actual		TSE Prime Machinery Sector Average		TSE Prime Machinery Sector Average

Assisting companies in conveying a more compelling growth narrative

A company's P/B ratio can also be improved by enhancing its P/E ratio. The P/E ratio is a function of the expected growth rate. Therefore, an increase in the expected growth rate will naturally lead to a rise in the P/E ratio. It is vital for a company's management to present an attractive narrative and boost the expected growth rate; this is an area where many US CEOs excel. In contrast, many Japanese companies hold the belief that market forces determine share prices and they often do not do enough to convey their growth narratives to investors. Assisting the management of Japanese companies in delivering more compelling growth stories to the market is an important aspect of engagement.



Important information: This document is prepared by Nikko Asset Management Co., Ltd. and/or its affiliates (Nikko AM) and is for distribution only under such circumstances as may be permitted by applicable laws. This document does not constitute personal investment advice or a personal recommendation and it does not consider in any way the objectives, financial situation or needs of any recipients. All recipients are recommended to consult with their independent tax, financial and legal advisers prior to any investment.

This document is for information purposes only and is not intended to be an offer, or a solicitation of an offer, to buy or sell any investments or participate in any trading strategy. Moreover, the information in this document will not affect Nikko AM's investment strategy in any way. The information and opinions in this document have been derived from or reached from sources believed in good faith to be reliable but have not been independently verified. Nikko AM makes no guarantee, representation or warranty, express or implied, and accepts no responsibility or liability for the accuracy or completeness of this document. No reliance should be placed on any assumptions, forecasts, projections, estimates or prospects contained within this document. This document should not be regarded by recipients as a substitute for the exercise of their own judgment. Opinions stated in this document may change without notice.

In any investment, past performance is neither an indication nor guarantee of future performance and a loss of capital may occur. Estimates of future performance are based on assumptions that may not be realised. Investors should be able to withstand the loss of any principal investment. The mention of individual securities, sectors, regions or countries within this document does not imply a recommendation to buy or sell.

Nikko AM accepts no liability whatsoever for any loss or damage of any kind arising out of the use of all or any part of this document, provided that nothing herein excludes or restricts any liability of Nikko AM under applicable regulatory rules or requirements.

All information contained in this document is solely for the attention and use of the intended recipients. Any use beyond that intended by Nikko AM is strictly prohibited.

Japan: The information contained in this document pertaining specifically to the investment products is not directed at persons in Japan nor is it intended for distribution to persons in Japan. Registration Number: Director of the Kanto Local Finance Bureau (Financial Instruments firms) No. 368 Member Associations: The Investment Trusts Association, Japan/Japan Investment Advisers Association.

United Kingdom: This document is communicated by Nikko Asset Management Europe Ltd, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority (the FCA) (FRN 122084). This document constitutes a financial promotion for the purposes of the Financial Services and Markets Act 2000 (as amended) (FSMA) and the rules of the FCA in the United Kingdom, and is directed at professional clients as defined in the FCA Handbook of Rules and Guidance.

Luxembourg and Germany: This document is communicated by Nikko Asset Management Luxembourg S.A., which is authorised and regulated in the Grand Duchy of Luxembourg by the Commission de Surveillance du Secteur Financier (the CSSF) as a management company authorised under Chapter 15 of the Law of 17 December 2010 (No S00000717) and as an alternative investment fund manager according to the Law of 12 July 2013 (No. A00002630).

United States: This document may not be duplicated, quoted, discussed or otherwise shared without prior consent. An offering of any investments, securities or investment advisory services with respect to securities may only be made by receipt of relevant and complete offering documentation and agreements, as applicable. Any offering or distribution of a Fund in the United States may only be conducted via a licensed and registered broker-dealer or a duly qualified entity. Nikko Asset Management Americas, Inc. is a United States Registered Investment Adviser.

Singapore: This document is for information to institutional investors as defined in the Securities and Futures Act (Chapter 289), and intermediaries only. Nikko Asset Management Asia Limited (Co. Reg. No. 198202562H) is regulated by the Monetary Authority of Singapore.

Hong Kong: This document is for information to professional investors as defined in the Securities and Futures Ordinance, and intermediaries only. The contents of this document have not been reviewed by the Securities and Futures Commission or any regulatory authority in Hong Kong. Nikko Asset Management Hong Kong Limited is a licensed corporation in Hong Kong.

New Zealand: This document is issued in New Zealand by Nikko Asset Management New Zealand Limited (Company No. 606057, FSP22562). It is for the use of wholesale clients, researchers, licensed financial advisers and their authorised representatives only.



Kingdom of Bahrain: The document has not been approved by the Central Bank of Bahrain which takes no responsibility for its contents. No offer to the public to purchase the Strategy will be made in the Kingdom of Bahrain and this document is intended to be read by the addressee only and must not be passed to, issued to, or shown to the public generally.

Kuwait: This document is not for general circulation to the public in Kuwait. The Strategy has not been licensed for offering in Kuwait by the Kuwaiti Capital Markets Authority or any other relevant Kuwaiti government agency. The offering of the Strategy in Kuwait on the basis a private placement or public offering is, therefore, restricted in accordance with Decree Law No. 7 of 2010 and the bylaws thereto (as amended). No private or public offering of the Strategy is being made in Kuwait, and no agreement relating to the sale of the Strategy will be concluded in Kuwait. No marketing or solicitation or inducement activities are being used to offer or market the Strategy in Kuwait.

Kingdom of Saudi Arabia: This document is communicated by Nikko Asset Management Europe Ltd (Nikko AME), which is authorised and regulated by the Financial Services and Markets Act 2000 (as amended) (FSMA) and the rules of the Financial Conduct Authority (the FCA) in the United Kingdom (the FCA Rules). This document should not be reproduced, redistributed, or sent directly or indirectly to any other party or published in full or in part for any purpose whatsoever without a prior written permission from Nikko AME.

This document does not constitute investment advice or a personal recommendation and does not consider in any way the suitability or appropriateness of the subject matter for the individual circumstances of any recipient. In providing a person with this document, Nikko AME is not treating that person as a client for the purposes of the FCA Rules other than those relating to financial promotion and that person will not therefore benefit from any protections that would be available to such clients.

Nikko AME and its associates and/or its or their officers, directors or employees may have or have had positions or material interests, may at any time make purchases and/or sales as principal or agent, may provide or have provided corporate finance services to issuers or may provide or have provided significant advice or investment services in any investments referred to in this document or in related investments. Relevant confidential information, if any, known within any company in the Nikko AM group or Sumitomo Mitsui Trust Holdings group and not available to Nikko AME because of regulations or internal procedure is not reflected in this document. The investments mentioned in this document may not be eligible for sale in some states or countries, and they may not be suitable for all types of investors.

Oman: The information contained in this document nether constitutes a public offer of securities in the Sultanate of Oman as contemplated by the Commercial companies law of Oman (Royal decree 4/74) or the Capital Markets Law of Oman (Royal Decree80/98, nor does it constitute an offer to sell, or the solicitation of any offer to buy non-Omani securities in the Sultanate of Oman as contemplated by Article 139 of the Executive Regulations to the Capital Market law (issued by Decision No. 1/2009). This document is not intended to lead to the conclusion of any contract of whatsoever nature within the territory of the Sultanate of Oman.

Qatar (excluding QFC): The Strategies are only being offered to a limited number of investors who are willing and able to conduct an independent investigation of the risks involved in an investment in such Strategies. The document does not constitute an offer to the public and should not be reproduced, redistributed, or sent directly or indirectly to any other party or published in full or in part for any purpose whatsoever without a prior written permission from Nikko Asset Management Europe Ltd (Nikko AME). No transaction will be concluded in your jurisdiction and any inquiries regarding the Strategies should be made to Nikko AME.

United Arab Emirates (excluding DIFC): This document and the information contained herein, do not constitute, and is not intended to constitute, a public offer of securities in the United Arab Emirates and accordingly should not be construed as such. The Strategy is only being offered to a limited number of investors in the UAE who are (a) willing and able to conduct an independent investigation of the risks involved in an investment in such Strategy, and (b) upon their specific request.

The Strategy has not been approved by or licensed or registered with the UAE Central Bank, the Securities and Commodities Authority or any other relevant licensing authorities or governmental agencies in the UAE. This document is for the use of the named addressee only and should not be given or shown to any other person (other than employees, agents or consultants in connection with the addressee's consideration thereof).

No transaction will be concluded in the UAE and any inquiries regarding the Strategy should be made to Nikko Asset Management Europe Ltd.

Republic of Korea: This document is being provided for general information purposes only, and shall not, and under no circumstances is, to be construed as, an offering of financial investment products or services. Nikko AM is not making any representation with respect to the eligibility of any person to acquire any financial investment product or service. The offering and sale of any financial investment product is subject to the applicable regulations of the Republic of Korea. Any interests in a fund or collective investment scheme shall be sold after such fund is registered under the private placement registration regime in accordance with the applicable regulations of the Republic of Korea, and the offering of such registered fund shall be conducted only through a locally licensed distributor.



Canada: The information provide herein does not constitute any form of financial opinion or investment advice on the part of Nikko AM and it should not be relied on as such. It does not constitute a prospectus, offering memorandum or private placement memorandum in Canada, and may not be used in making any investment decision. It should not be considered a solicitation to buy or an offer to sell a security in Canada. This information is provided for informational and educational use only.