

# Rules for Electing Officer Candidates

Established on September 19, 2008

Revised on December 20, 2012

Revised on April 18, 2019

Revised on May 20, 2021

## Chapter 1: General Provisions

### Article 1 Purpose

These Rules set forth the necessary matters for selecting candidates in member elections for Board of Directors and Auditor positions (hereinafter referred to as “Officers”) for the Investment Trusts Association (hereinafter referred to as the “Association”).

## Chapter 2: Member Elections

### Article 2 Conducting Member Elections

1. The Association shall hold member elections for candidates for officer positions (hereinafter referred to as “Officer Candidates” ) from Officer Candidates in the Association within Full Members (meaning Full Members defined in Article 7, Paragraph 1, Item 1 of the Articles of Incorporation; the same shall apply hereinafter. ) However, when Officer Candidates are selected for reasons other than the expiration of their terms of office and the Board of Directors approves, Officer Candidates may be selected by a method other than member elections.
2. The fixed number of Officer Candidates available for member elections in the preceding paragraph shall be decided by the Board of Directors.

### Article 3 Voting Rights for Member Elections

Full Members shall have the right to vote in member elections, with one vote for each Full Member. However, any Full Member whose membership is suspended or restricted shall not be entitled to vote during the period of suspension or restriction.

### Article 4 Member Election Method

Member elections shall be conducted via secret ballots with plural entry for Officer Candidates who have filed their candidacy under the provisions of Article 7. The same shall apply to Officer Candidates who have filed their candidacy under Article 9, Paragraph 1.

### Article 5 Determination and Notification of Member Election Dates, etc.

1. When a member election is to be held, the Association shall use a resolution of the Board of Directors to decide the date and time at which the member election voting is to be held, the place at which the member election is to be held, and other necessary matters concerning the member election.
2. The Association shall notify Full Members of the date, time, and location of the vote, the fixed number of

Officer Candidates in the election, and other necessary matters for the member election as decided by the Board of Directors pursuant to the preceding paragraph at least 15 days prior to the date of the member election (hereinafter referred to as the “Member Election Date”).

#### Article 6 Election Observers

1. When conducting a member election by vote, the Chairperson shall elect two or more election observers from among the Full Member Representative possessing voting rights for each such member election, with the consent of the Board of Directors. However, under special circumstances, officers and employees of the Association may be appointed as election observers.
2. Election observers shall oversee matters involving voting and ballot counting.
3. Election observers are not eligible to be Officer Candidates described in Article 7.

#### Article 7 Notification of Candidacy

1. A person wishing to be an Officer Candidate (excluding those deemed to have submitted a candidacy submission form under the provisions of Paragraph 2) shall file a candidacy submission form in the appended form to the Association between the notification date based on the provisions of Article 5, Paragraph 2 and no later than 10 days before the Member Election Date (or the next business day if such day falls on a holiday. Hereinafter referred to as the “Candidate Deadline”).
2. Officer Candidates recommended to the Chairperson by the Officer Nomination Committee shall be deemed to have submitted a candidacy submission form to the Association for said member election.
3. Those eligible to be Officer Candidates shall be a Full Member Representative.

#### Article 8 Notifications of Candidate Names, etc.

The Association shall notify Full Members of the names of Officer Candidates who have submitted candidacies under the preceding article (including those deemed to have submitted a candidacy submission form described in Paragraph 2 in the preceding article; the same shall apply hereinafter in this article) and other important matters relating to the member election without delay after the Candidate Deadline.

Additionally, if the number of Officer Candidates who have submitted their candidacy does not exceed the number of officers set by the Board of Directors for said member election (hereinafter referred to as the “Fixed Number of Officers”), the Full Members shall also be notified that the candidates will be elected without voting as set forth in Article 12.

#### Article 9 Submission and Notification of Supplementary Candidates

1. If the number of Officer Candidates who have submitted their candidacies by the Candidate Deadline is less than the Fixed Number of Officers for said member election or decreases below the Fixed Number after the Candidate Deadline, any person wishing to be an Officer may become an Officer Candidate for said member election by submitting a candidacy submission form to the Association between the day the Association notifies members as set forth in the preceding article and five days before the Member Election Date (if such day falls under a holiday, it shall be the next business day; hereinafter referred to as the “Supplementary

Candidate Deadline” ).

2. In the case of submission of candidacy under the preceding paragraph, the Association shall notify Full Members of the names of Officer Candidates who have submitted their candidacy after the Supplementary Candidate Deadline without delay.

#### Article 10 Limitations on Candidacies

A representative of a Full Member whose member rights have been suspended or restricted may not be or become an Officer Candidate during the period of the suspension or restriction.

#### Article 11 Withdrawal of Candidacy

1. Any person who has filed a candidacy submission form for an Officer Candidate under the provisions of Article 7, Paragraph 1 and subsequently decides to withdraw his/her candidacy must notify the Association to that effect by the Supplementary Candidate Deadline.
2. When the Association has been notified of a withdrawal of candidacy as set forth in the preceding paragraph, the Association shall notify Full Members of the names of the candidates who have withdrawn their candidacy without delay after the Supplementary Candidate Deadline.

#### Article 12 Election without Vote

1. Notwithstanding the provisions of Article 2, voting shall not occur if the number of Officer Candidates who have submitted candidacies under Article 7, Paragraphs 1 and 2 is less than the Fixed Number of Officers in said member election at the expiry of the Candidate Deadline.
2. In the case of the preceding paragraph, the Chairperson shall declare these candidates elected.
3. The provisions of the preceding two paragraphs shall apply mutatis mutandis to supplementary candidates described in Article 9. In this case, the phrase “the number of Officer Candidates who have submitted candidacies under Article 7, Paragraphs 1 and 2” in Paragraph 1 shall be deemed to be replaced with “the number of Officer Candidates who have submitted candidacies under Article 9, Paragraph 1”; the phrase “Fixed Number of Officers” shall be deemed to be replaced with “Fixed Number of Officers (the number determined by deducting those already elected by the Chairperson.)”; and the phrase “Candidate Deadline” shall be deemed to be replaced with “Supplementary Candidate Deadline.”
4. When determining the elected candidates, the Chairperson shall notify the Board of Directors to that effect.

#### Article 13 Voting

1. Voting shall be made by representatives of Full Members with voting rights (hereinafter referred to as “Member Representatives”) at the designated voting location (hereinafter referred to as the “Designated Voting Location”) on the Member Election Date.
2. Notwithstanding the provisions of the preceding paragraph, Member Representatives may vote in any of the following ways:
  - (1) Having an officer and employees of said Full Member designated by the Member Representative (hereinafter the “Agent”) cast a vote at the Designated Voting Location on the Member Election Date

- (2) Voting by mail, etc. between the day following the Candidate Deadline and the day before the Member Election Date
3. When voting via the method described in Item 1 of the preceding paragraph, the Agent must submit documentation showing that he/she has been delegated by the Member Representative to either the election observers or a person specified by the election observers.

#### Article 14 Count

1. Ballots shall be counted without delay after voting has ended.
2. The election observers shall notify the Association of the election results without delay.

#### Article 15 Voting by Symbol

Voting shall be carried out in such a manner that the symbol ○ is entered in the designated column of the voting form listing the names of the Officer Candidates and the number of ○ symbols shall be the same as the fixed number of Officers set in advance by the Board of Directors.

#### Article 16 Invalidity of All or Part of a Vote

1. All votes cast shall be void if any of the following apply:
  - (1) The prescribed ballot is not used
  - (2) The number of ○ symbols exceeds the fixed number of Officers available for election as set in advance by the Board of Directors
2. Only the part of the vote of the Member Representative in question shall be void if one of the following items applies to a part of a vote:
  - (1) A part containing marks, etc. that cannot be distinguished as a ○ symbol
  - (2) A part where it is difficult to identify a ○ symbol

#### Article 17 Decisions on Doubts

The election observers shall decide in the event of any doubt in voting.

#### Article 18 Determination of Winners

1. When Member Representatives vote in accordance with the provisions in Article 13, the Chairperson shall determine the final order of candidates by those who received the most votes and select candidates sequentially until the Fixed Number of Officers has been satisfied.
2. A lottery shall be used to determine the order of candidates who received an equal number of votes based on the provisions of the preceding paragraph.
3. When the candidates have been selected based on the provisions of Paragraph 1, the Chairperson shall report the results to the Board of Directors without delay.

#### Article 19 Election Records

1. When voting is held, an election record containing the voting procedures and results shall be prepared and

signed by the election observers.

2. The Association shall attach the ballots for the member election, the candidacy submission forms, and any withdrawal of candidacy forms to the election record and keep them until the end of the term for officer candidates elected in that member election.

#### Article 20 Re-election

1. If the number of elected candidates is less than the Fixed Number of Officers, re-elections shall be conducted for the remaining number of Officer positions without delay.
2. The provisions of Article 5 through the preceding article shall apply mutatis mutandis to re-elections.

#### Article 21 Others

Any matters relating to member elections not provided for by these Rules shall be determined by the Board of Directors.

#### Supplementary Provision

These Rules shall come into effect on October 1, 2008.

#### Supplementary Provision

This amendment shall come into effect on January 4, 2013.

#### Supplementary Provision

This amendment shall come into effect on May 1, 2019.

#### Supplementary Provisions

This amendment shall come into effect on June 1, 2021.

\* The amended provisions are as follows:

- Appended form mentioned in Article 7

(Appended Form)

Application Date YYYY/MM/DD

The Investment Trusts Association, Japan

To: Chairperson

(Name of Candidate)                      Seal  
(Trade Name or Name)  
(Title)

### Notification of Candidacy for an Officer of the Investment Trusts Association

I hereby submit my candidacy for the following Association Officer position with regards to the member election for the next Officer term from the member notification dated YYYY/MM/DD.

#### Notice

Association Officer position for which I am running                      Director                      Auditor  
(Please circle one)