

Nomura AM

Proxy Voting Policy Evolution: 2021-2026

Analysis of 4 policy versions across 3 revision cycles
Based on archived versions from the Wayback Machine
and Nomura AM's public website

Prepared March 2026

Executive Summary

This report analyzes 4 versions of Nomura AM's proxy voting guidelines spanning 2021-2026. Over this period, the guidelines grew from 18 pages to 23 pages and the number of identifiable policy statements grew from 65 to 70. Policy revisions were detected in 3 of the 3 year-over-year transitions examined.

Over the 2021-2026 period, Nomura AM's proxy voting guidelines have maintained a relatively consistent scope while undergoing targeted revisions in specific governance areas. The most notable expansion has been in Board Composition & Diversity and Climate & Sustainability, reflecting evolving governance priorities.

The most significant revision occurred in 2024 (compared to 2022), with 20% textual similarity, 8 new statements added, and 10 removed. A second major revision occurred in 2026. These inflection points mark the key moments when Nomura AM substantively rethought its governance approach.

Key Observations

- Board Composition & Diversity: Significantly expanded from 12 to 30 keyword references, indicating growing governance attention to this area.
- Climate & Sustainability: Significantly expanded from 10 to 39 keyword references, indicating growing governance attention to this area.
- Executive Compensation: Relatively stable (55 -> 55 references), suggesting consistent governance priorities in this area
- Shareholder Rights & Proposals: Relatively stable (4 -> 6 references), suggesting consistent governance priorities in this area
- Board Independence & Oversight: Relatively stable (15 -> 13 references), suggesting consistent governance priorities in this area
- Human Capital Management: Significantly expanded from 1 to 6 keyword references, indicating growing governance attention to this area.
- Voting Approach & Engagement: Relatively stable (53 -> 55 references), suggesting consistent governance priorities in this area

Year-by-Year Policy Changes

2021

Document: 18 pages, 331 KB, approximately 7,631 words, 65 policy statements identified.

2022

Document: 19 pages, 335 KB, approximately 7,927 words, 65 policy statements identified.

A major restructuring or rewrite occurred compared to the 2021 edition (40% textual similarity). 4 policy statements were modified, 6 added, and 6 removed.

Notable Language Changes:

2021:

"Where we believe that a specific resolution is not in the best interest of shareholders, we will, in principle, decide to vote against the resolution. (1) The company continuously reports sluggish business performance and its management's business improvement efforts are considered inadequate."

2022:

"Where we believe that a specific resolution is not in the best interest of shareholders, we will, in principle, decide to vote against the resolution. (1) The company continuously reports sluggish business performance."

2021:

"Election of Accounting Auditors In principle, we will vote for the election of accounting auditors except where it is found that: ?The accounting auditor has an interest in the company and lacks independence. ?Excessive non -audit remuneration has been paid to the accounting auditor by the company."

2022:

"Election of Accounting Auditors In principle, we will vote for the election of accounting auditors except where it is found that: ?The accounting auditor has an interest in the company and lacks independence. ?Excessive non -audit remuneration has been paid to the accounting auditor by the company. ?The accounting auditor has expressed inaccurate opinions on the comp any's financial conditions."

2024

Document: 20 pages, 412 KB, approximately 8,405 words, 63 policy statements identified.

A major restructuring or rewrite occurred compared to the 2022 edition (20% textual similarity). 6 policy statements were modified, 8 added, and 10 removed.

Key changes include: introduction of TCFD. This revision represents a significant inflection point in Nomura AM's governance approach.

Notable Language Changes:

2022:

"Allocation of Divid ends and Profits." (2) We will in principle vote against a resolution under which the articles of incorporation are to be changed in order to eliminate the possibility that a dividend of surplus will be decided by a resolution at the shareholders' meeting."

2024:

"Allocation of Dividends and Profits." (2) In the case of a resolution under which an anti -takeover measure is to be prescribed in the articles of incorporation, if we should vote against the introduction of the anti -takeover measure in accordance with the standards set out in "11."

2022:

"Retirement Bonus for Directors and Auditors We will vote against resolutions on retirement bonuses for retiring executives when the company is found to have engaged in any activity that is materially harmful to shareholder value, or when there is a significant decline in business performance or share price, or when the amount of the retirement bonus payment is found to be unreasonably large..."

2024:

"Retirement Bonus for Directors and Auditors We will vote against resolutions on retirement bonuses for retiring executives when the company is found to have engaged in any activity that is materially harmful to shareholder value, or when there is a significant decline in business performance or share price, or when the amount of the retirement bonus payment is found to be unreasonably large..."

2026

Document: 23 pages, 444 KB, approximately 9,886 words, 70 policy statements identified.

A major restructuring or rewrite occurred compared to the 2024 edition (35% textual similarity). 6 policy statements were modified, 14 added, and 7 removed.

Key changes include: removal of TCFD. This revision represents a significant inflection point in Nomura AM's governance approach.

New Sections:

- "5.Other"
- "3. Adequate Performance of Corporate Governance Function"
- "4. Adequate information disclosure and a dialogue with investors"

Notable Language Changes:

2024:

"If the company is found to have engaged in any activity that is materially harmful to shareholder value, or if the company's business performance remains sluggish over a long period, or if any similar issue is found with regard to the company, we will in principle vote against the election of directors who are deemed to be The board of directors is expected to function as a monitoring board..."

2026:

"If the company is found to have engaged in any activity that is materially harmful to shareholder value, or if the company's business performance remains sluggish over a long period, or if any similar issue is found with regard to the company, we will in principle vote against the election of directors who are deemed to be responsible for such issues/activities."

2024:

"Where a reduction in the number of auditors is proposed, there should be proper justification for such a reduction. (1) If the company is found to have engaged in any activity that is materially harmful to shareholder value, we will vote against the election of auditors who are deemed to be responsible for such activity."

2026:

"Where a reduction in the number of auditors is proposed, there should be proper justification for such a reduction. (1) If the company is found to have engaged in any activity that is materially harmful to shareholder value, we will vote against the election of auditors who are deemed to be responsible for such activity."

Thematic Evolution: Board Composition & Diversity

Nomura AM's attention to board composition & diversity grew significantly over the 2021-2026 period, from 12 keyword references in 2021 to 30 in 2026. This expansion indicates that board composition & diversity has become an increasingly important governance consideration for Nomura AM.

2021 (12 references)

"In the case of a person who is expected to be re-elected as an audit committee member for a company with a nominating committee, etc."

2022 (12 references)

"In the case of a person who is expected to be re-elected as an audit committee member for a company with a nominating committee, etc."

2024 (17 references)

"In the case of a person who is expected to be re-elected as an audit committee member for a company with a nominating committee, etc."

2026 (30 references)

"If a cash-rich company that has a parent company has extended a loan, etc. to the parent company or its group company as per the annual securities report for the previous fiscal year, the company's shareholder value is determined to have decreased due to financial or capital strategies."

[Significant language shift from prior year]

Why This Matters

Board composition and diversity language in proxy voting guidelines is one of the most politically sensitive areas, directly affecting how asset managers evaluate director nominees. Changes in this area signal how Nomura AM balances skills-based evaluation against demographic diversity expectations.

Thematic Evolution: Climate & Sustainability

Nomura AM's attention to climate & sustainability grew significantly over the 2021-2026 period, from 10 keyword references in 2021 to 39 in 2026. This expansion indicates that climate & sustainability has become an increasingly important governance consideration for Nomura AM.

2021 (10 references)

"We place emphasis on ESG issues, as these need to be addressed in the context of corporate social responsibility and sustainability."

2022 (15 references)

"To fulfill our duties as well as our role, we will encourage investee companies to realize appropriate management practices (including initiatives directed at ESG issues) and thereby encourage them to enhance corporate value and achieve sustainable growth by engaging with them and exercising our proxy voting rights in a proper manner based on this Policy we have established."

[Significant language shift from prior year]

2024 (24 references)

"We place emphasis on ESG issues, as these need to be addressed in the context of corporate social responsibility and sustainability."

[Significant language shift from prior year]

2026 (39 references)

"We place emphasis on ESG issues, as these need to be addressed in the context of corporate social responsibility and sustainability."

Why This Matters

Climate and sustainability provisions are among the most closely watched elements of proxy voting guidelines, as they influence voting on shareholder proposals, risk oversight assessments, and disclosure expectations. The trajectory of Nomura AM's language in this area provides insight into the broader industry shift between prescriptive ESG frameworks and financial materiality approaches.

Thematic Evolution: Executive Compensation

Nomura AM's coverage of executive compensation remained relatively consistent across the 2021-2026 period (55 to 55 keyword references), suggesting this represents a stable, mature area of Nomura AM's governance framework.

2021 (55 references)

"We will in principle vote against a resolution on said retirement bonus at a certain level or higher and without the disclosure of the amount thereof, unless effective governance on remuneration is established."

2022 (55 references)

"We will in principle vote against a resolution on said retirement bonus at a certain level or higher and without the disclosure of the amount thereof, unless effective governance on remuneration is established."

2024 (51 references)

"In particular, we will vote against resolutions on executive bonuses when there is a significant decline in business performance, or when the bonus payment amount is found to be unreasonably large in relation to past achievements and the current financial conditions of the company, or as compared with other competitors."

[Significant language shift from prior year]

2026 (55 references)

"In particular, we will vote against resolutions on executive bonuses when there is a significant decline in business performance, or when the bonus payment amount is found to be unreasonably large in relation to past achievements and the current financial conditions of the company, or as compared with other competitors."

Why This Matters

Executive compensation language directly affects how Nomura AM votes on say-on-pay proposals and equity plan approvals - among the most common and consequential proxy votes. Evolving expectations here have immediate practical implications for corporate boards and compensation committees.

Thematic Evolution: Shareholder Rights & Proposals

Nomura AM's coverage of shareholder rights & proposals remained relatively consistent across the 2021-2026 period (4 to 6 keyword references), suggesting this represents a stable, mature area of Nomura AM's governance framework.

2021 (4 references)

"Shareholder Resolution We will determine whether to vote for or against shareholder resolutions on a case by case basis from the perspective of long -term enhancement of shareholder value or the protection of shareholder value from impairment."

2022 (4 references)

"Shareholder Resolution We will determine whether to vote for or against shareholder resolutions on a case by case basis from the perspective of long -term enhancement of shareholder value or the protection of shareholder value from impairment."

2024 (5 references)

"Shareholder Resolution We will determine whether to vote for or against shareholder resolutions on a case by case basis from the perspective of long -term enhancement of shareholder value or the protection of shareholder value from impairment."

2026 (6 references)

"Shareholder Resolution We will determine whether to vote for or against shareholder resolutions on a case by case basis from the perspective of long -term enhancement of shareholder value or the protection of shareholder value from impairment."

Thematic Evolution: Board Independence & Oversight

Nomura AM's coverage of board independence & oversight remained relatively consistent across the 2021-2026 period (15 to 13 keyword references), suggesting this represents a stable, mature area of Nomura AM's governance framework.

2021 (15 references)

"Although a candidate to fill an external director vacancy is not subject to the stock exchange notification as an independent director we will request that a statement be included in the reference document for a sha reholders' meeting indicating whether the candidate is expected to be notified as an independent director when he/she assumes the office of director."

2022 (13 references)

"Although a candidate to fill an external director vacancy is not subject to the stock exchange notification a s an independent director we will request that a statement be included in the reference document for a shareholders' meeting indicating whether the candidate is expected to be notified as an independent director when he/she assumes the office of director."

2024 (13 references)

"Although a candidate to fill an outside director vacancy is not subject to the stock exchange notification as an independent director , we will request that a statement be included in the reference document for a shareholders' meeting indicating whether the candidate is expected to be notified as an independent director when he/she assumes the office of director."

2026 (13 references)

"Although a candidate to fill an outside director vacancy is not subject to the stock exchange notification as an independent director , we will request that a statement be included in the reference document for a shareholders' meeting indicating whether the candidate is expected to be notified as an independent director when he/she assumes the office of director."

Thematic Evolution: Voting Approach & Engagement

Nomura AM's coverage of voting approach & engagement remained relatively consistent across the 2021-2026 period (53 to 55 keyword references), suggesting this represents a stable, mature area of Nomura AM's governance framework.

2021 (53 references)

"Where we believe that a specific resolution is not in the best interest of shareholders, we will, in principle, decide to vote against the resolution. (1) The company continuously reports sluggish business performance and its management's business improvement efforts are considered inadequate."

2022 (52 references)

"Also, if the investee company had been encouraged by us to address the inadequacy in its initiatives to realize appropriate management practices pointed out by us through engagement but failed to engage adequately in initiatives and is not expected to make improvements, and if this is deemed to be hindering, or highly likely to hinder in the medium/long run, the enhancement of corporate value..."

[Significant language shift from prior year]

2024 (53 references)

"Also, if the investee company had been encouraged by us to address the inadequacy in its initiatives to realize appropriate management practices pointed out by us through engagement but failed to engage adequately in initiatives and is not expected to make improvements, and if this is deemed to be hindering, or highly likely to hinder in the medium/long run, the enhancement of corporate value..."

2026 (55 references)

"Where we believe that a specific resolution is not in the best interest of shareholders, we will, in principle, decide to vote against the resolution. (1) The company continuously reports sluggish business performance."

[Significant language shift from prior year]

Why This Matters

The evolution of Nomura AM's voting approach and engagement language is foundational - it shapes how every other governance topic is addressed. Shifts from prescriptive to principles-based, or from adversarial to collaborative, affect the entire stewardship posture.

Overall Assessment

Over 4 versions spanning 2021-2026, Nomura AM's proxy voting guidelines reveal a pattern of active evolution. Of the 3 year-over-year transitions examined, 3 involved policy changes. The evolution of these guidelines provides a window into how one of the industry's institutional investors has adapted its governance expectations in response to changing market conditions, regulatory developments, and stakeholder demands.

The pace of change accelerated in the latter half of the period, with more revisions in recent years (2 changes in 2024-2026 vs 1 in 2021-2022). This acceleration likely reflects increasing regulatory and market attention to proxy voting, the rise and subsequent recalibration of ESG-focused stewardship, and growing political scrutiny of institutional investors' governance role.

1. Evolving Governance Priorities

The thematic analysis reveals expanded emphasis on Board Composition & Diversity (12->30 refs), Climate & Sustainability (10->39 refs), Human Capital Management (1->6 refs). These shifts map the changing landscape of Nomura AM's governance priorities and provide companies with a roadmap for understanding what governance areas will receive the most scrutiny going forward.

2. Revision Patterns and Inflection Points

The most significant revision years were 2024, 2026, 2022. These inflection points often correspond to external catalysts: changes in the regulatory environment, major governance failures in the market, or shifts in the political landscape around institutional stewardship. Understanding when and why an asset manager revises its guidelines helps governance professionals anticipate future changes.

3. Current Governance Priorities

As of the 2026 edition, Nomura AM's governance priorities ranked by emphasis are: Executive Compensation (55 refs); Voting Approach & Engagement (55 refs); Climate & Sustainability (39 refs); Board Composition & Diversity (30 refs); Board Independence & Oversight (13 refs); Shareholder Rights & Proposals (6 refs). Companies engaging with Nomura AM should prioritize these areas when preparing for proxy season and governance discussions.

The evolution of Nomura AM's proxy voting guidelines over 2021-2026 reflects the broader transformation of institutional stewardship from a compliance exercise into a strategic governance function. As the regulatory and political landscape continues to shift, these guidelines will likely continue to evolve. Governance professionals, corporate secretaries, and investor relations teams should monitor these changes to anticipate Nomura AM's governance expectations and voting behavior.

Source Documents

All documents were retrieved from the Wayback Machine (web.archive.org) and the manager's public website:

Year	Pages	Size	Words	Statements	Source
2021	18	331 KB	7,631	65	Wayback Machine
2022	19	335 KB	7,927	65	Wayback Machine
2024	20	412 KB	8,405	63	Wayback Machine
2026	23	444 KB	9,886	70	Live URL