



VOTING RIGHTS FAQ

1. Who can vote?

Primary Members (Resident Regular, Company Regular, Non-Resident Regular and Term Regular) and Designated Spouses who register as a Voting Member can vote.

2. What is my voting right?

Subject to the registration procedure described below, each membership of the Club has the right to one (1) vote on matters that require the approval of the members of the Club. Generally, the voting right rests with the primary member, but it can be transferred to a spouse.

3. What can I vote on?

The main matter on which you can vote is the election of the Board of Governors. In addition, members are asked to vote on and approve certain matters that affect the entire membership, such as significant financial issues (e.g., dues increases or borrowings) and amendments to the Articles of Association of the Club.

4. How can I exercise my right to vote?

First, you must [register to vote](#). You will receive a notice to register to vote each year a few months before the Annual General Meeting. Then, once you register to vote, you must then actually cast your vote, either online or at the Annual General Meeting. However, if you do not exercise your right to vote, you will lose your voting right for a period of the next thirteen (13) months.

5. Can my spouse vote?

A Primary Member who has been in good standing for one year may designate their spouse to vote by completing and submitting an [online Designated Spouse form](#). In doing so, the Primary Member loses the right to vote. The spouse must then complete and submit an online voter registration.

6. Why is it important for me to vote?

Exercising your right to vote is each member's way to have input in the direction of the Club, by electing the Board of Governors and considering other matters that will have a significant impact on all members.

7. When is a proxy needed?

A proxy is only needed if you cannot vote in advance of a general meeting or you cannot attend a general meeting to vote.

8. Why is it important for me to vote?

Exercising your right to vote is each member's way to have input in the direction of the Club, by electing the Board of Governors and considering other matters that will have a significant impact on all members.



9. Who can I designate as my proxy?

Voting Members may only designate another Voting Member who attends a general meeting in person as their proxy. Proxy forms are available from the Management Office and cannot be submitted online. If a proxy is not designated, the Club's representative governor or their designee will vote as the proxy. If a proxy is designated to a Member without Voting Member status, the vote will be deemed null and void and will result in the loss of Voting Member status.

10. Why is it important for me to vote?

Exercising your right to vote is each member's way to have input in the direction of the Club, by electing the Board of Governors and considering other matters that will have a significant impact on all members.

11. Can my proxy change my vote?

If your ballot is partially or fully completed, your vote must be cast as indicated. If your ballot is blank, your proxy may cast your ballot at their discretion.

12. Must my proxy be present at the general meeting to cast my vote?

Yes, the Voting Member selected as your proxy must be present to cast your vote.

BOARD OF GOVERNORS FAQs

13. What is the Board of Governors?

The Board of Governors sets Club policy and the direction of the organization while overseeing its finances. The Board of Governors is elected by the members.

14. How many Governors are on the Board of Governors?

There are currently fourteen (14) Governor seats on the Board of Governors. Of those fourteen (14) Governors, up to nine (9) must be American citizens, up to two (2) must be Japanese citizens, up to two (2) must be citizens of countries other than the U.S. or Japan, and one (1) is the President of Connections.

15. How many Governors are up for election this year?

The Board of Governors are elected on a staggered basis for a term of two (2) years. This means that this year up to five (5) American citizens, up to one (1) Japanese citizen and up to one (1) citizen of a country other than the U.S. and Japan will be elected to the Board of Governors. In addition, the President of Connections (who will be elected in a separate election among the members of Connections) will also be selected to run for the Board of Governors.

16. Who is eligible to become a Governor?

In order to become a Governor, a member must be a voting member for at least one (1) year before the date of the Annual General Meeting. In addition, any Governor who has served three (3) consecutive two (2)-year terms is not eligible to run for a fourth (4th) consecutive term (although such a Governor can run again after taking a year off).



17. How are the candidates for the election of the Governors chosen?

Candidates are chosen by the Nominating Committee and approved by the Board of Governors. In addition, candidates who have expressed a desire to run in the election but have not been chosen by the Nominating Committee may run in the election by petition.

18. How can I decide who to vote for in the election?

Each candidate will prepare a brief statement to describe his or her background, qualifications to be a Governor and policy positions as a Governor. In addition, there will be several opportunities to meet each candidate and ask questions before you cast your vote. You should vote for the candidates that most closely align with your interests and vision for the Club.

19. How are candidates elected to the Board of Governors?

In the election for the Board of Governors, each member can vote affirmatively for a candidate, or affirmatively against a candidate, or can abstain from voting for or against a candidate. In order to be elected to the Board of Governors, a candidate must receive affirmative votes constituting at least a majority of the votes cast (where an abstention vote is counted as a vote against a candidate).

ANNUAL GENERAL MEETING FAQs

20. What happens at the Annual General Meeting?

At the Annual General Meeting, after a short opening ceremony, the Board of Governors will present a review of the past year, including financial information, and an agenda for the upcoming year. During this time, members who have not voted online can vote in person at the Annual General Meeting. Members will also have an opportunity to address the Board of Governors and ask questions. Finally, the results of the voting, including the election of the Governors, will be announced.

After the election of the Governors, the new Board of Governors will meet to elect the Executive Committee of the Club, including the Representative Governor.

21. Why is it important to attend the Annual General Meeting?

Attending the Annual General Meeting in person will give you a chance to meet the Governors and other members of the Club. You can also address the Board of Governors to ask questions or discuss specific issues.

22. How long is the Annual General Meeting?

The objective is to conclude the formal portion of the Annual General Meeting within one (1) hour. However, members are free to continue to network with the new Board of Governors and other members after the formal portion.

23. Will there be free food at the Annual General Meeting?

Yes!