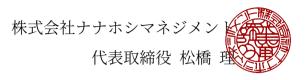
2024年12月19日

金融庁

企画市場局企業開示課 御中



## 「企業内容等の開示に関する内閣府令」等の改正(案)に対する意見

株式会社ナナホシマネジメント(以下「弊社」といいます。)は、日本株式に 投資を行い、投資先企業に対して働きかけを行う会社です。弊社は、下記のとお り、意見を申し述べます。

記

新たに開示が求められる事項「保有目的の変更の理由及び変更後の保有又は 売却に関する方針」において、当該事項に関する意思決定に関与した監査法人及 び法務アドバイザー等がいる場合は、それらの名称及び意見を当該事項に含め て開示することとしていただきたく存じます。

弊社は、上場企業から報酬を得る一部の会計専門家、法務専門家及びコンサルタント等(以下「当該専門家等」といいます。)が、株主価値向上以外を目的とする経営陣の行為を容認することで、当該専門家等が自己の利益の確保を図っており、結果として当該上場企業の株主価値向上に向けた経営が阻害されていると見ています。

そして、純投資目的に変更したにもかかわらず実質的に政策保有目的で株式を保有し続ける、いわゆる「保有株ウォッシュ」にも、当該専門家等の加担が疑われます。この点、上場企業が上記提案のような透明性の高い開示を行うことにより、自己利益の確保を図ろうとしている当該専門家等を明らかにすることができ、結果として真に株主価値を追求する経営、及びコーポレートガバナンス改革が推進されると考えます。



19 December 2024

Financial Services Agency

Planning and Markets Bureau, Corporate Disclosure Division

Re: Opinion Regarding Proposed Amendments to the "Cabinet Office Ordinance on Disclosure of Corporate Information, etc."

Dear Sirs or Madams.

We, Nanahoshi Management Ltd., hereby submit our opinion concerning the proposed amendments to the "Cabinet Office Ordinance on Disclosure of Corporate Information, etc." as follows:

Opinion:

With respect to the newly introduced disclosure requirement, namely, "Reasons for the change in holding purpose and the policy regarding holding or disposal after the change," we respectfully propose that where the Professionals, such as audit firms, legal advisers, or other consultants, have been involved in the decision-making process, their names, together with their opinions, should be included in the disclosure.

We have observed that certain Professionals who receive compensation from listed companies may act in ways that prioritise their own interests over shareholders' value. By enabling and endorsing management actions that are not aligned with the increase in shareholders' value, these Professionals have, in some cases, contributed to obstructing effective governance and shareholder-focused management.

Additionally, we are concerned that the Professionals may play a complicit role in so-called "shareholding-washing" practices, whereby shares purportedly held for pure investment purposes are, in reality, retained for cross-shareholding objectives. Enhanced transparency, as proposed, would expose these Professionals' involvement and discourage their self-serving practices. Ultimately, this measure would promote genuine shareholder-focused management and drive forward reforms in corporate governance.

We believe that implementing this additional disclosure requirement will contribute significantly to strengthening the alignment of corporate management with shareholders' interests.

Yours faithfully,

Satoru Matsuhashi

Founder CEO at Nanahoshi Management Ltd.

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