

April 13, 2022

Company name: COPRO-HOLDINGS. Co., Ltd.

Chief Executive Officer: Kosuke Kiyokawa

(Stock code: 7059, TSE Prime, NSE Premier)

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Notice of establishment of Nomination/Renumeration Committee

COPRO-HOLDINGS. Co., Ltd. (hereafter “the Company”) resolved at our board meeting held on April 13, 2022 to establish the Nomination/Renumeration Committee to replace the Compensation Advisory Committee which serves as a voluntary advisory body to the Board of Directors. The following is the outline.

1. Objective of establishing the Committee

It aims to enhance the management system capable of making fairer and more transparent decisions and to further our corporate governance system by promoting the fairness, transparency, and objectivity of our procedures through provision of appropriate involvement and advice of independent outside directors to the function of the Board of Directors in the matters of appointment and remuneration of directors.

2. Role of the Committee

In response to consultation from the Board of Directors, the Nomination/Renumeration Committee makes recommendations to the Board of Directors based on its deliberation concerning the following matters.

- * Matters related to appointment and dismissal of directors and auditors
- * Matters related to appointment and dismissal of the representative director and directors holding managerial position
- * Matters related to basic policy regarding remuneration etc. and remuneration system etc.
- * Matters related to individual remuneration amount etc. of directors
- * Matters related to succession plan including training
- * Other matters regarding nomination and remuneration etc. of directors etc. that the Board of Directors deems necessary

3. Composition of the Committee

The Nomination/Renumeration Committee consists of all independent outside directors and independent outside auditors, and half or more of the members, including the chairperson appointed from among the independent outside directors, shall be committee members who are independent

outside directors. In this relation, although independent outside directors do not constitute a majority of our Nomination/Renumeration Committee, all the committee members are independent outside board members. Therefore, we believe its independence from the management and its objectivity are maintained. In addition, the CEO will participate in the deliberation as an observer when matters related to appointment of directors and auditors and succession plan (including training) are discussed.

4. Date of establishment

April 13, 2022

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