



Mar.14, 2023

Company name: RAKUS Co., Ltd.

Stock exchange listing: Tokyo PRIME / Stock code: 3923

URL <https://www.rakus.co.jp/en/>

Representative: Representative Director and President Takanori Nakamura

Inquiries: Director, Strategic Planning Department Yoshifumi Matsushima

Notice Regarding the Establishment of the Nomination and Compensation Committee

RAKUS Co., Ltd. (hereinafter the "Company") decided at a board meeting held on March 14, 2023 to establish the Nomination and Compensation Committee as an optional advisory panel to the Board of Directors as follows:

1. Purpose of Establishment of the Committee

The Company decided to establish the Nomination and Compensation Committee for the purpose of ensuring fairness, transparency, and objectivity in procedures relating to nomination and compensation, etc. of Directors and Audit & Supervisory Board Members and further enhancing its corporate governance system.

2. Role of the Nomination and Compensation Committee

The Nomination and Compensation Committee, upon consultation with the Board of Directors, deliberates, decides and reports to the Board of Directors on mainly the following matters.

- (1) Policies and procedures for the appointment and dismissal of Representative Director and the nomination of candidates for Directors and Audit & Supervisory Board Members.
- (2) Draft proposals for the appointment and dismissal of Directors and Audit & Supervisory Board Members to be submitted to the General Meeting of Shareholders
- (3) Matters concerning the succession plan for the Representative Director
- (4) General policy for determination of the compensation of Directors and Audit & Supervisory Board Members
- (5) Draft proposal on compensation of Directors and Audit & Supervisory Board Members to be submitted to the General Meeting of Shareholders

3. Composition of the Nomination and Compensation Committee

The Nomination and Compensation Committee shall be composed of three or more members (Directors and Audit & Supervisory Board Members) appointed by a resolution of the Board of Directors, and at least half of them shall be Outside Directors and Audit & Supervisory Board Members notified to the Tokyo Stock Exchange as Independent Directors and Audit & Supervisory Board Members. Chairman shall be appointed from among Independent Outside Directors by a resolution of the Board of Directors.

4. Establishment Date

June 23, 2023

End