



July 21, 2017

Company name:	Hearts United Group Co., Ltd.
Name of representative:	President and CEO Genichi Tamatsuka (Code number: 3676, First Section of the Tokyo Stock Exchange)
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Notice Regarding Establishment of the Nominating and Remuneration Committee

Hearts United Group Co., Ltd. (hereinafter referred to as the “Company”) announces that the Company passed a resolution at its Board of Directors’ Meeting held today to establish the Nominating and Remuneration Committee (the “Committee”) as a voluntary advisory body of the Board of Directors (the “Board”).

1. Purpose of establishment

The Company aims to strengthen its group’s corporate governance functions by ensuring the fairness and objectivity of appointment and remuneration of directors, auditors and executive officers of the Company and its subsidiaries.

2. Role of the Committee

The Committee will deliberate on the matters listed below and make recommendations to the Board. Determination of the Shareholders’ General Meeting agenda item regarding election of auditors shall require the consent of the Board of Corporate Auditors, and remuneration packages for each auditor shall be established by auditors’ discussion.

- (1) Shareholders’ General Meeting agenda items regarding election and dismissal of the Company’s directors and auditors
- (2) Matters of exercise of voting rights as a shareholder with respect to Shareholders’ General Meeting agenda items regarding election and dismissal of directors and auditors of its subsidiaries
- (3) Matters on election of representatives of directors of the Company and its subsidiaries
- (4) Matters on election and dismissal of the Company’s executive officers
- (5) Matters on remuneration of directors, auditors and executive officers of the Company and its subsidiaries
- (6) Shareholders’ General Meeting agenda items regarding remuneration paid to the Company’s directors and auditors
- (7) Matters of exercise of voting rights as a shareholder with respect to Shareholders’ General Meeting agenda items regarding remuneration of its subsidiaries’ directors and auditors
- (8) Matters incidental to or relating to the clauses above that the Committee considers necessary
- (9) Other matters for which the Board requests for recommendations from the Committee

3. Composition of the Committee

The Committee must compose of a director and chairman of the Board and two outside directors, and the chairman of the Committee shall be elected by the members of the Committee.

4. Establishment date

August 1, 2017 (scheduled)