

January 30, 2020

Company name: ES-CON JAPAN Ltd.
Representative: Takatoshi Ito, President & Representative Director
(TSE 1st Section, code: 8892)
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Notice on Establishment of “Nomination and Remuneration Advisory Committee”

ES-CON JAPAN Ltd. (ES-CON JAPAN) announces that a decision was made at the board of directors' meeting held today to establish the “Nomination and Remuneration Advisory Committee” as a voluntary advisory body of the board of directors as follows.

1. Purpose

ES-CON JAPAN will establish the “Nomination and Remuneration Advisory Committee” under the board of directors with an aim to strengthen independence and objectivity as well as accountability of the functions of the board of directors pertaining to the nomination and remuneration of directors.

2. Composition

The committee shall be composed of three or more members, and at least more than half of them shall be outside directors. Such directors will be selected based on the resolution at the board of directors' meeting.

3. Matters and Authority for Deliberation

The Nomination and Remuneration Advisory Committee determines original motions for the general meeting of shareholders concerning appointment and dismissal of directors excluding those who are Audit and Supervisory Committee Members and directors who are Audit and Supervisory Committee Members, original motions for the selection and dismissal of directors with special titles and executive officers, original motions for the assignment of duties of executive directors and original motions for the basic policy concerning such things, and deliberates matters concerning the succession plan. Executive management including the CEO evaluates business performance such as the status of achievement of performance goals every year and deliberates propriety of reappointment based on such evaluation.

As for remuneration, the committee shall determine the remuneration of each director excluding those who are Audit and Supervisory Committee Members, and will also deliberate the policy on the determination of remuneration and determine original motions for it.

4. Committee Members

The members of the committee in the current fiscal year will be the following four directors.

Takatoshi Ito (President & Representative Director) (Head of committee) (Chairman)

Kunio Takahashi (Outside director)

Hiroto Mizobata (Independent outside director)

Kotaro Niwa (Independent outside director)

5. Date of Establishment

January 30, 2020 (Thursday)