

August 30, 2021

Company name: UT Group Co., Ltd.
Representative: Yoichi Wakayama, President,
Representative Director & CEO
(Securities code: 2146, TSE First Section)
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Notice regarding the Establishment of the Nomination and Compensation Committee

The Board of Directors' meeting of UT Group Co., Ltd., held on August 30, 2021, resolved to establish a Nomination and Compensation Committee, as an optional advisory body of the Board of Directors.

1. Purpose of the establishment of the Committee

In order to ensure the objectivity and transparency of the procedures for the determination of Directors' nominations and remuneration, the Company will establish the Nomination and Compensation Committee as an advisory body for the Board of Directors by strengthening the function of the existing Nomination Committee and adding the function of a Compensation Committee.

2. Matters discussed by the Committee

- Proposal for the appointment and dismissal of directors and audit & supervisory board members to be submitted to the general meeting of shareholders
- Establishment, modification, and abolition of basic policies, etc. regarding the nomination of candidates for directors, audit & supervisory board members, executive officers of the Company and candidates for executive officers of important subsidiaries
- Evaluation of the independence of outside directors and outside audit & supervisory board members
- Evaluation of the full-time standing of audit & supervisory board members
- Matters deemed necessary by the Nomination and Compensation Committee regarding the appointment of candidates for directors, audit & supervisory board members, executive officers of the Company and candidates for executive officers of important subsidiaries, and the dismissal of directors
- Establishment, modification, and abolition of basic policies, etc. regarding the process of appointment and dismissal of the CEO

- Establishment, modification, and abolition of basic policies, etc. regarding the succession planning and supervision of the CEO
- Decision on the original proposal for remuneration of directors to be submitted to a general meeting of shareholders
- Establishment, modification, and abolition of basic policies, etc. regarding the remuneration of directors and executive officers of the Company and executive officers of important subsidiaries
- Determination of remuneration procedures for directors and executive officers of the Company and executive officers of important subsidiaries
- Matters deemed necessary by the Nomination and Compensation Committee regarding the remuneration of directors and executive officers of the Company and executive officers of important subsidiaries
- Other matters for consultation of the Board of Directors

3. Organization of the Committee

The Committee comprises three or more members (the majority of the committee members consists of independent outside directors and outside experts).

Chairperson: Tomohiro Hen, Partner of Nagashima Ohno & Tsunematsu
Committee members: Taisuke Igaki, External Board Director
Tetsuro Yoshimatsu, External Board Director
Yoichi Wakayama, President and CEO
Manabu Sotomura, Internal Board Director

4. Date of Establishment

August 30, 2021

End