

March 28, 2022

To Whom It May Concern

Company Representative	Elematec Corporation Chief Executive Officer and Chairman of the Board (Stock Code 2715, TSE First Section)	Akira Yokode
Contact	Managing Director, Director of Corporate Division	Masahiro Fukami

## Notice Regarding Establishment of Voluntary Nomination and Compensation Committee and Special Committee

Elematic Corporation hereby announces that a resolution was passed at today's Board of Directors meeting to establish a Nomination and Compensation Committee and Special Committee to serve as a voluntary advisory body to the Board of Directors on April 1, 2022.

### 1. Objectives

The objectives for the establishment of the committees are as follows.

#### (1) Nomination and Compensation Committee

The Nomination and Compensation Committee will be established to maintain fairness, transparency and objectivity in procedures related to the nomination and compensation of Directors, etc. and to strengthen corporate governance.

#### (2) Special Committee

The Special Committee will be established to protect minority shareholders in transactions or actions that may result in a conflict of interest between controlling shareholders or major shareholders and minority shareholders.

### 2. Roles

The roles of the respective committees shall be to deliberate on and report back to the Board of Directors on the following matters upon the request of the Board of Directors.

#### (1) Nomination and Compensation Committee

- 1) Matters concerning the appointment and dismissal of candidates for the position of Director and Audit & Supervisory Board Member
- 2) Matters concerning the proposal of candidates for the position of Executive Officer nominated by the parent company
- 3) Matters concerning proposals for the General Meeting of Shareholders regarding 1) and 2) above and procedures for the Board of Auditory & Supervisory Members
- 4) Matters concerning criteria for the independence of External Officers
- 5) Matters concerning policy regarding successor plans and training status
- 6) Matters concerning the design, structure and standards for Executive Officer compensation and calculation methods
- 7) Matters concerning the appointment and dismissal of and compensation for Executives
- 8) Any other matters referred by the Board of Directors

(2) Special Committee

- 1) Necessity, rationality and appropriateness of dealings with controlling or major shareholders
- 2) Matters concerning dealings, etc. with parties involved with company Directors
- 3) Any other matters other than those above referred by the Board of Directors

3. Composition of Committee Members

Composition of committee members for the respective committees shall be as follows.

(1) Nomination and Compensation Committee

The Nomination and Compensation Committee shall be comprised of three or more Directors selected by resolution of the Board of Directors, the majority of which shall be selected from External Officers and External Officers shall, in principle, be selected from independent External Directors.

(2) Special Committee

The Special Committee shall be comprised solely of three or more External Officers selected by resolution of the Board of Directors, who shall be selected from independent External Directors.

4. Date of Establishment

April 1, 2022

END