

Fundamental-19  
Nominating and Compensation Committee Charter

Nominating and Compensation Committee Charter

LogProstyle Inc.  
Established on March 30, 2023

(Purpose)

Article 1

The purpose of this Charter is to strengthen the independence, objectivity, and accountability of the functions of the board of directors with respect to the director's compensation etc. The Nominating and Compensation Committee shall be established under the board of directors.

(Composition)

Article 2

1. The Nominating and Compensation Committee shall be composed of directors selected by resolution of the board of directors (hereinafter referred to as "members.")
2. The Nominating and Compensation Committee shall consist of at least three (3) members, a majority of whom shall be independent outside directors.
3. The term "Independent Outside Director" as used in this Charter means an outside director of the Company who has been notified as an independent director by the Tokyo Stock Exchange.
4. The chairperson of the Nominating and Compensation Committee shall be appointed by a resolution of the Nominating and Compensation Committee.

(Convocation)

Article 3

1. The Nominating and Compensation Committee shall, in principle, be convened by the chairperson. However, other members may convene a meeting of the Nominating and Compensation Committee as necessary.
2. Notice of a meeting of the Nominating and Compensation Committee shall be given to each member at least three (3) days prior to the date of the meeting, specifying the date, time, place, and agenda. However, in case of emergency, this period may be shortened.
3. With the consent of all the members, a meeting of the Nominating and Compensation Committee may be held without following the procedures for convening a meeting as set forth in the preceding paragraph.

(Meeting)

Article 4

1. The Nominating and Compensation Committee shall hold a regular meeting at least once a year, and extraordinary meetings as necessary.
2. The Nominating and Compensation Committee shall be held at the head office. However, if necessary, it may be held at other places.

(Chair)

Article 5

The chairperson of the Nominating and Compensation Committee shall act as the chair. If the Chairperson is unable to act, another member shall take his/her place in the order previously determined by the Nominating and Compensation Committee.

(Method of Resolution)

Article 6

1. Resolutions of the Nominating and Compensation Committee shall be adopted by a majority of the votes of the members present at a meeting, where a majority of the members who are entitled to participate in the voting are present.
2. A member who has a special interest in the resolution of the Nominating and Compensation Committee may not exercise his/her voting right. In such a case, the voting rights of such member shall not be counted in the number of voting rights of the members present at the meeting.

(Authority)

Article 7

1. The Nominating and Compensation Committee shall, in consultation with the board of directors, deliberate on the following matters and provide advice and recommendations to the board of directors
  - 1) Matters concerning the election and dismissal of directors and executive officers
  - 2) Matters concerning the selection and dismissal of representative directors
  - 3) Policy for determining the content of individual compensation for directors and executive officers (including the selection of performance and other indicators to be linked to performance-based compensation and the inclusion of stock-related compensation)
  - 4) Details of compensation, etc. for each individual director and executive officer
  - 5) Matters related to personnel succession planning (including training)
  - 6) Establishment, amendment, or abolition of basic policies, rules, and procedures necessary to resolve the preceding five items
  - 7) Other matters deemed necessary by the Nominating and Compensation Committee with respect to the remuneration, etc. of directors and important employees.
2. The Nominating and Compensation Committee may receive reports from directors, executive officers, and employees on matters necessary for the execution of their duties from time to time.

(Report to the Board of Directors)

Article 8

The chairperson of the Nominating and Compensation Committee shall report to the board of directors without delay on the status of the execution of the duties of the Nominating and

Compensation Committee.

(Omission of Report to the Committee)

Article 9

If the directors, executive officers, or accounting auditors have notified all members of the matters to be reported to the Nominating and Compensation Committee, it is not necessary to report those matters to the Nomination and Compensation Committee.

(Attendance by Relevant Parties)

Article 10

The Nominating and Compensation Committee may, when it deems necessary, have a person other than a member attend a meeting of the Nominating and Compensation Committee and ask for his/her opinion or explanation.

(Secretariat)

Article 11

The convening of the Nominating and Compensation Committee, the preparation of minutes, and other duties related to the operation of the Nominating and Compensation Committee may be carried out by employees who are required to assist in the duties as directed by the chairperson.

Article 12

(Department in Charge and Revision/Abolition)

The Business Administration Department of the Company shall have jurisdiction over this Charter, and any amendment or abolition thereof shall be submitted to the board of directors for decision.

Enacted on March 30, 2023

Effective on March 30, 2023

Amended on October 1, 2023