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August 30, 2021

Company: DyDo Group Holdings, Inc.
Representative: Tomiya Takamatsu, President
(Code 2590 on the First Section of the Tokyo Stock Exchange)
Inquiries: Naokazu Hasegawa, Corporate Officer
and General Manager of Corporate Communication Department

Notice Concerning the Establishment of a Nominating and Compensation Committee

Meeting today, the DyDo Group Holdings Board of Directors adopted a resolution to establish a Nominating and Compensation Committee (“the Committee”) which will serve as a voluntarily formed advisory body to the Board.

1. Purpose

The Committee is being established to strengthen the independence, objectivity, and accountability with which the Board carries out its functions by empowering it to involve, and obtain advice from, independent outside directors in an appropriate manner, particularly when considering important matters such as the nomination and compensation of top management and directors.

2. Role and authority of the Committee

The Committee will play its role as a voluntarily established advisory body to the Board by exercising its authority to discuss the matters listed below and report its findings to the Board in response to consultation requests.

The Board will respect the findings of the Committee to the greatest extent possible.

- (1) Matters related to the appointment and dismissal of directors
- (2) Matters related to the selection and dismissal of the representative director
- (3) Matters related to the selection and dismissal of executive directors
- (4) Matters related to upper limits on compensation and other remuneration awarded to directors
- (5) Matters related to policies for determining compensation and other compensation awarded to individual directors
- (6) Matters related to compensation and other compensation awarded to individual directors
- (7) Matters related to succession planning (including training)
- (8) Matters related to policies for nominating directors
- (9) Matters related to policies for nominating representative directors of important subsidiaries
- (10) Other matters as deemed necessary by the Board of Directors

3. Approach to independence in the composition of the Committee

The Committee will consist of at least three directors as selected by resolution of the Board, and a majority of its members must be independent outside directors.

To ensure the transparency and objectivity of discussions and bolster the Committee's independence, a member who is an independent outside director will be selected to serve as its chairperson.

The following chairperson and members were selected for the Committee by the Board when it met today:

Chairperson	Shinji Mori, Independent Outside Director
Member	Masataka Inoue, Independent Outside Director
Member	Michiaki Kurihara, Independent Outside Director
Member	Tomoya Takamatsu, President and Representative Director

4. Date of establishment

August 30, 2021

*Reference

Overview of corporate governance structures

