



January 28, 2020

Dear All,

## **Notice Concerning Establishment of Nomination and Remuneration Consultatory Committee**

At the Board of Directors held on January 28, 2020, ZOZO, Inc. resolved to establish the Nomination and Remuneration Consultatory Committee (hereinafter, referred to as the “Committee”), a voluntary consultatory committee to the Board of Directors.

### **1. Purpose of Establishing the Committee**

The Committee is established as a voluntary consultatory body to the Board of Directors, intended to strengthen the supervisory function and to further enhance the corporate governance structure by clarify and objectivize the evaluation and decision-making process for nomination of directors and remuneration etc.

### **2. Role of the Committee**

In response to the consultation from the Board of Directors, the Committee deliberates on the following matters and provides advice and recommendations:

- (1) Matters concerning the appointment and dismissal of directors,
- (2) Matters concerning the appointment and dismissal of the Representative Director,
- (3) Matters concerning the appointment and removal of directors with special titles,
- (4) Matters concerning the appointment and removal of important employees,
- (5) Establishment, change, and abolishment of basic policies, standards, rules, and procedures necessary for resolving each of the preceding items,
- (6) Matters concerning succession plan (including training),
- (7) Matters concerning detail of remuneration etc. for individual director,
- (8) Matters concerning detail of remuneration etc. for individual important employee,
- (9) Establishment, change, and abolishment of basic policies, rules, and procedures necessary for resolving the previous two items,
- (10) Matters concerning the remuneration limit of directors, and
- (11) Other matters deemed necessary by the Committee regarding directors’ and important employees’ remuneration etc.

### **3. Composition of the Committee**

The members of the Committee shall consist mainly of independent external directors registered to Tokyo Stock Exchange, Inc. The chairman of the Committee shall be selected from among the members of the independent external directors by resolution of the Committee.

### **4. Date of Establishment**

January 28, 2020

**DISCLAIMER:**

This document is summary translation of Japanese version. All readers are recommended to refer the original Japanese version for complete information. In the event of any discrepancy, errors and/or omissions, the Japanese version shall prevail.