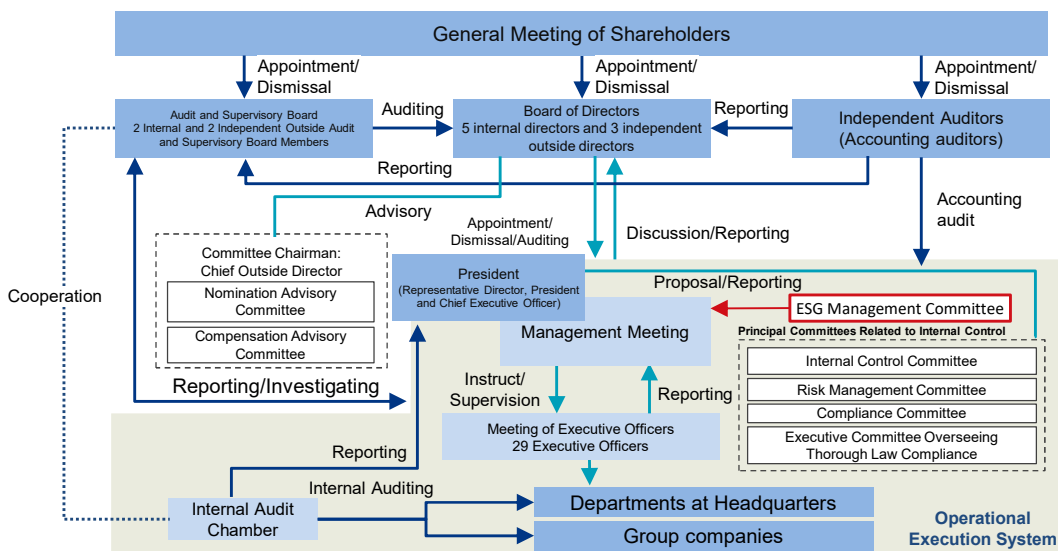
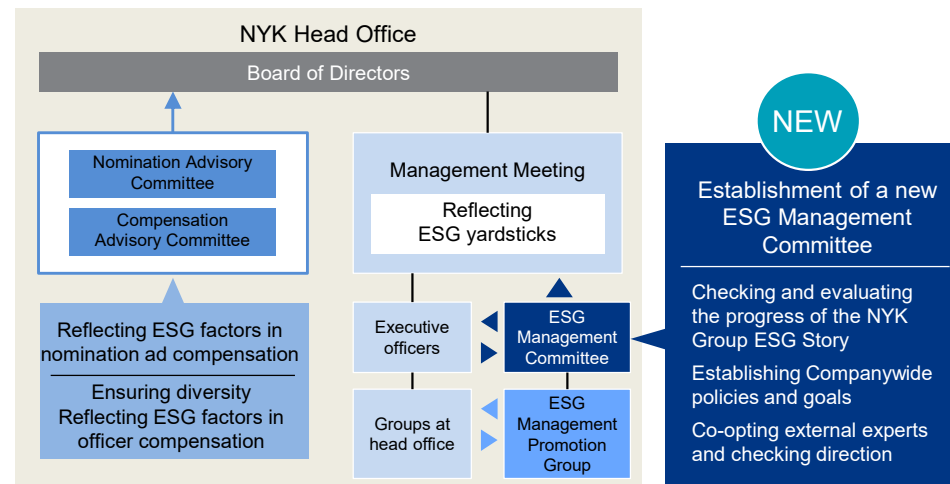


NYK's Corporate Governance Organization Chart (As of April 2021)



Newly Established the ESG Management Committee

For steady implementation of ESG management, we have established a new committee where external experts participate, as well as a system for regular reporting to the Management Meeting and the Board of Directors.



Activities in Fiscal Year 2020

- Review of director compensation: Compensation Advisory Committee launches deliberations on state of director compensation. Revised director compensation determination policy based on enforcement of the revised Companies Act
- Establishment of governance system: The Governance Committee has completed a two-year monitoring program. Newly established the ESG Management Committee for steady execution of ESG management

Efforts to Improve Functionality of the Board of Directors

Based on the self-evaluation questionnaire for all of the board members that has been conducted since 2016, the following improvement measures listed as issues were implemented.

- To secure sufficient discussion time
- To improve explanations and material contents on the execution side
- Selection and discussion of important themes other than individual items



2021 (Plan)

- ✓ Ratio of independent outside directors...37.5% (3/8)
- ✖ Total number of directors, including 4 Audit and Supervisory Board Members (including 2 Outside Audit and Supervisory Board Members) : 12
- ✓ Ratio of independent outside directors...41.7% (5/12)
- ✓ Ratio of female directors...25% (3/12)

Toward the development of governance that accelerates ESG management

- Maintain and enhance the expertise of members of the Board of Directors
- Deliberate ESG issues at meetings of the Board of Directors
- Incorporation of ESG assessments into officer compensation
- Reflection of ESG perspectives in the risk management system

Nomination Advisory Committee and Compensation Advisory Committee, and Performance-based Remuneration Program

Nomination Advisory Committee

Compensation Advisory Committee

Composition of Each Committee
 Committee Chairman : The Chief Independent Outside Director
 Members : Chairman, President, Independent Directors (2)
 ... Independent Directors have majority

Introduction of Performance-based Stock Remuneration Program

- Introduced a highly transparent and objective Performance-based Remuneration Program for the Board of Directors, etc. from 2016
 Aim : Motivate to contribute to sustainable growth and share interests with shareholders
 Structure : Stocks to be delivered after a certain period based on achieving business performance goals

