

(Translation)

**RULES ON THE COMPENSATION ADVISORY COMMITTEE
NIPPON YUSEN KABUSHIKI KAISHA
(NYK LINE)**

(Structure)

Article 1

1. The Nomination Advisory Committee (hereinafter referred to as “the Committee”) shall consist of the Chairman, the President and Independent Outside Directors as an advisory council to the Board of Directors.
2. The Committee Chairman shall be appointed from among Independent Outside Directors. The members of the Compensation Advisory Committee shall discuss and appoint a Committee Chairman.
3. The term of office of the Committee members shall be from the establishment of the Committee or the assumption of each director to the expiration of the term as a director.

(Convocation)

Article 2

1. The Committee Chairman shall convene the Committee at least once every year or at any time if necessary.
2. A notice to convene the Committee shall be dispatched at least seven days prior to the meeting to every member. Provided that if all members give their consent, the Committee may be held without going through the convocation procedures.

(Chairman)

Article 3

The Committee Chairman shall preside over the Committee.

(Purpose)

Article 4

The Committee shall discuss the following matters etc. concerning compensation to report or present matters to the Board of Directors for monitoring and resolution:

- (1) Policies and procedures related to compensation for Directors and Corporate Officers; and
- (2) Content, institutional design and structure of compensation for Directors and Corporate Officers.

(Records)

Article 5

The time and date, attendance and agenda of the Committee shall be recorded.