



DYNAM JAPAN HOLDINGS Co., Ltd.

(incorporated in Japan with limited liability)

(Stock Code: 06889)

NOMINATION COMMITTEE

Terms of Reference

Approved by the Board on 26 March 2026

Note: This is an English translation and in case of any discrepancies between the Japanese original version and the English translation, the Japanese original version shall prevail.

I. Charter

The Board of directors (the “**Board**”) of DYNAM JAPAN HOLDINGS Co., Ltd. (the “**Company**”) has resolved to adopt new terms of reference, the form of which is set out below, for its nomination committee (the “**Committee**”) established on 20 September 2011 in substitution for and to the exclusion of the existing regulations of the Committee with effect from the date hereof.

II. Composition of the Committee

A. The composition of the Committee shall meet each of the followings:

- (i) it consists of three or more directors elected by the Board; and
- (ii) a majority of the members of the Committee shall be (a) independent non-executive directors (the “**independent non-executive director(s)**”) who meet the requirements of independence under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and (b) outside directors as defined in the laws of Japan.

B. The term of a member of the Committee shall expire at the close of the annual general meeting relating to the most recent business year ending within one (1) year following the election of such member.

III. The Committee Chairman

- A. The Board shall appoint the Chairman of the Committee (the "**Committee Chairman**") from among the members thereof and who shall be an independent non-executive director. The Chairman of the Board shall not be eligible to be appointed as the Committee Chairman. In the absence of the Committee Chairman, the remaining members present shall elect one of themselves who is either the Chairman of the Board or an independent non-executive director to execute the duties of the Committee Chairman as representative thereof.
- B. The Committee Chairman shall attend the annual general meeting of the Company to answer questions from the shareholders of the Company (the "**Shareholders**") on matters within the scope of the duties of the Committee.

IV. The Secretary

The company secretary of the Company, or his/her nominee, shall act as the secretary of the Committee (the "**Secretary**").

V. Proceedings

Unless otherwise provided for separately in these terms of reference, meetings and proceedings of the Committee shall be governed by the Company's articles of incorporation and other internal rules regulating the meetings and proceedings of the directors of the Company as adopted by the Board from time to time.

VI. Quorum

The quorum for decisions of the Committee shall be the majority of its members capable of voting or any proportion exceeding the same as prescribed by the Board. A duly convened meeting of the Committee which is quorate shall have the power to exercise all or any of the powers, authorities or discretions vested in or exercisable by the Committee.

VII. Attendance at Meetings

- A. Only members of the Committee and the Secretary shall have the right to attend Committee meetings. However, other individuals such as the Chairman of the Board and the executive officers, directors, head of personnel and employees of the Company or any subsidiary thereof, or external adviser may be invited to attend all or part of the meetings of the Committee, as requested thereby.
- B. The meeting of the Committee may, where necessary, be attended by individuals other than Committee members to listen to the information and opinions purveyed thereat. Any executive officer, director, auditor, independent auditor, employee, etc. of the Company or any subsidiary thereof requested to attend a meeting by the Committee shall explain any relevant matter at the request of the Committee for clarification purpose.

- C. Formal meetings of the Committee may be held by telephone or other communication equipment which allows those participating to hear and speak to each other.

VIII. Frequency of Meetings

Meetings of the Committee shall be held as and when appropriate, but at least once a year. The Committee Chairman or any other member may convene a meeting of the Committee whenever he or she considers it necessary or desirable.

IX. Notices of Meetings

- A. Meetings of the Committee may be convened by any of its members.
- B. Unless otherwise agreed upon separately, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be sent to each member of the Committee no later than seven business days before the date of the meeting. Reference material shall be sent to Committee members no later than three business days before the date of the meeting.

X. Minutes of Meetings

- A. The Secretary shall draft the minutes of proceedings and resolutions of the Committee meetings, including recording the names of those in attendance. Draft and final versions of minutes of the meetings shall be sent to all members of the Committee for their comment and records within a reasonable time after the meeting.
- B. The Secretary shall obtain the signature or seal impression of each member in attendance.
- C. Full minutes of meetings shall be kept by the Secretary.

XI. Duties

- A. The duties of the Committee shall be:
 - A.1 to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least once annually, assist the Board in maintaining a board skills matrix, and make recommendations to the Shareholders on any proposed changes to the Board to complement the Company's corporate strategy;
 - A.2 to identify individuals suitably qualified to become Board members and select or make recommendations to the Shareholders on the selection of individuals nominated for directorships and recommend the appointment of such individuals to the Shareholders;
 - A.3 to assess the independence of independent non-executive directors with regard to requirements under the Listing Rules;

- A.4 to make recommendations to the Shareholders on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman of the Board and the chief executive officer of the Company;
- A.5 to review the nomination policy and to ensure disclosure of the same in the corporate governance report of the Company, including the nomination procedures and the process and criteria to select and recommend candidate(s) for directorship;
- A.6 to support the Company's regular evaluation of the Board's performance;
- A.7 to assess each director's time commitment and contribution to the Board, as well as the director's ability to discharge his/her responsibilities effectively;
- A.8 to review the policy on Board diversity (the "**Board Diversity Policy**") and any measurable objectives for implementing such Board Diversity Policy and to review the progress on achieving the objectives; and to make disclosure of its review results in the corporate governance report of the Company;
- A.9 to review the policy on diversity in the workforce (including senior management) (the "**Workforce Diversity Policy**") and any measurable objectives for implementing such Workforce Diversity Policy and to review the progress on achieving the objectives; and to make disclosure of its review results in the corporate governance report of the Company; and
- A.10 other duties as authorised and delegated by the Board.

XII. Reporting Responsibility

- A. The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within the scope of the duties and responsibilities of the Committee.
- B. The Committee shall make all recommendations to the Board that it deems appropriate on any area within its scope of duties where action or improvement is deemed necessary.

XIII. Authority

The Board authorises the Committee to:

- A. investigate any matter within the scope of its terms of reference and seek any information it requires from any employee (all employees being directed to co-operate with any such request by the Committee); and
- B. obtain outside legal or other expert advice, including the advice of independent remuneration consultants at the cost of the Company, if such is considered necessary.

XIV. Other Matters

- A. The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
- B. The Committee should make publicly available its terms of reference, explaining its role and the authority delegated to it by the Board.
- C. The Committee should be provided with sufficient resources to discharge its duties.

(Adoption/Revision)

- 1. Adopted on 20 June 2012
- 2. Revised on 27 November 2012
- 3. Revised on 26 October 2015
- 4. Revised on 26 April 2016
- 5. Revised on 25 January 2019
- 6. Revised on 1 April 2026