

(Translation)

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

(Structure)

Article 1

1. The Compensation 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, and the majority of the members shall be Independent Outside Directors. The Independent Outside Directors shall consist of all Outside Directors who are not Audit & Supervisory Committee Members and one Outside Director who is an Audit & Supervisory Committee Member who has been appointed by the Audit & Supervisory Committee.

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; provided, however, that with regard to the Outside Director who is an Audit & Supervisory Committee Member, even if it is during the term of office of the Committee member, if a successor is decided by the Audit & Supervisory Committee, the term of office shall be until the day on which the successor assumes office.

(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 and make reports or recommendations to the Board of Directors:

- (1) Policies and procedures related to compensation for Directors (excluding Directors who are Audit & Supervisory Committee Members) and Executive Officers; and
- (2) Content, institutional design and structure of compensation for Directors (excluding Directors who are Audit & Supervisory Committee Members) and Executive Officers.

(Records)

Article 5

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