

Corporate Governance >>>

Basic Views on Corporate Governance

Kuraray Co., Ltd. (“Kuraray” or “the Company”) believes that the maintenance of appropriate relationships with various stakeholders and the fulfillment of social responsibilities through establishing a corporate governance system that ensures effective and fair management will contribute to the long-term and sustainable enhancement of corporate value.

The Company has adopted the governance system as “a company with the board of corporate auditors.” Under this framework, the Company has established corporate

governance functions centered on its Board of Directors and Board of Corporate Auditors to improve the effectiveness of supervisory and monitoring functions while maintaining management efficiency and handling issues, including management remuneration, selection of new company officers, internal controls, and risk management.

The Company believes that the above establishment of functions contributes to the long-term and sustainable corporate value enhancement.

Kuraray’s Steps to Strengthen Corporate Governance

The Company has worked continuously to strengthen corporate governance by taking steps such as separating supervision and execution functions through the introduction of the Executive Officer System, appointing and increasing the number of Outside Directors and Outside Corporate Auditors, establishing the CSR Committee and the Risk Management and Compliance Committee, evaluating the Board of Directors’ effectiveness, and establishing the Corporate Advisory Committee. Starting in 2020, the

number of Outside Directors increased by one to four, accounting for one-third of the 12 total members of the Board of Directors. Additionally, for diversity in terms of gender and nationality, we appointed two females as an Outside Director and one as an Outside Corporate Auditor, and one foreign national as a Director. We will hold discussions based on diversified views and perspectives and further strengthen our corporate governance system.

Kuraray’s Efforts for Improving Corporate Governance Thus Far

2003	<ul style="list-style-type: none"> Reduced the maximum number and the term of office of Directors Introduction of the Executive Officer System Increased the number of Outside Corporate Auditors from two to three Purpose: Strengthening the management monitoring function of Corporate Auditors Established the CSR Committee Purpose: Reinforced the Group’s CSR promotion structure Established the Management Advisory Committee as an advisory body for the President
2008	<ul style="list-style-type: none"> Introduced two Outside Directors Purpose: Strengthening the management monitoring function of the Board of Directors Started early delivery of the notice of convocation of the ordinary general meeting of shareholders (at least three weeks before the date of the meeting) Purpose: Providing enough time for shareholders to examine each proposal Started uploading an English translation of the notice of convocation of the ordinary general meeting of shareholders to the Tokyo Stock Exchange platform and the Company’s website
2016	<ul style="list-style-type: none"> Started analysis and evaluation of the effectiveness of the Board of Directors
2017	<ul style="list-style-type: none"> Established the Risk Management and Compliance Committee Purpose: Separated the Committee from the CSR Committee to strengthen risk management and compliance measures
2018	<ul style="list-style-type: none"> Established the Corporate Advisory Committee Purpose: Abolished the Management Advisory Committee and established the Corporate Advisory Committee as an advisory body to the Board of Directors, the membership of which is comprised mainly of Outside Officers and outside experts, in order to further enhance the corporate governance of the Company by improving the transparency, fairness, and objectivity of decision-making on important management matters such as the appointment and remuneration, etc., of Directors
2020	<ul style="list-style-type: none"> Increased the number of Outside Directors from three to four (one-third of the Board of Directors) Purpose: Strengthening the management monitoring function and independence of the Board of Directors

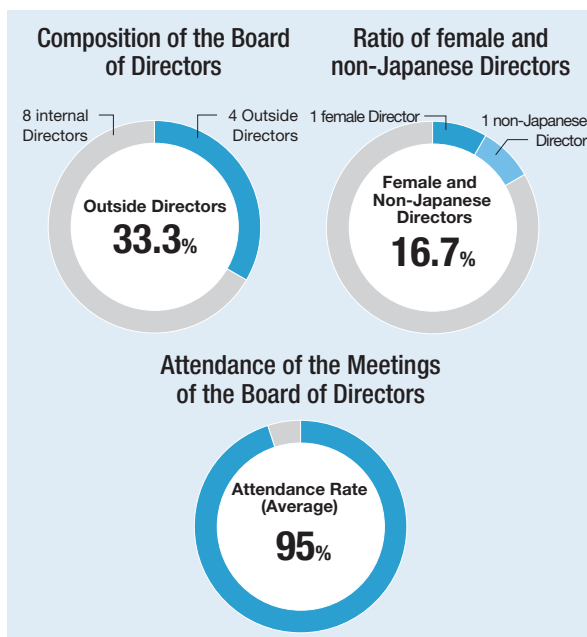


Corporate Governance System

■ Board of Directors and Business Execution Body

According to the Board of Directors Regulations, the Board of Directors (convenes at least once a month) deliberates and decides important management matters, including legal matters, and supervises business execution. The Chairman of the Board of Directors is chaired by the Chairman and Director. The maximum number of Directors is set at 12, to promote agile management decision-making by the Board of Directors. The term of office is set at one year to clarify their responsibilities to the shareholders. There are currently 12 incumbent Directors, of whom one is female, and one is non-Japanese, including four Outside Directors with a wealth of experience in and broad insight into the economy, finance, and management. These four Outside Directors are supervising management from an independent third-party standpoint. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into contracts with Outside Directors which limit their liability for damages under Article 423, Paragraph 1 of the same Act. The maximum liability amount under such agreements shall be the amount stipulated in the laws and regulations. However, the above liability limitation shall only be applied when such Outside Directors executed their duties in good faith and without gross negligence.

As the chief executive responsible for business execution, the President appointed by the Board of Directors exercises control over business execution in the Company and its subsidiaries (hereinafter “the Group”). Every executive officer (one-year term of office) appointed by the Board of Directors is responsible for business execution in the Group organization. As the heads of internal companies, divisions, and major functional organizations, the executive officers bear responsibilities for operations and business results.

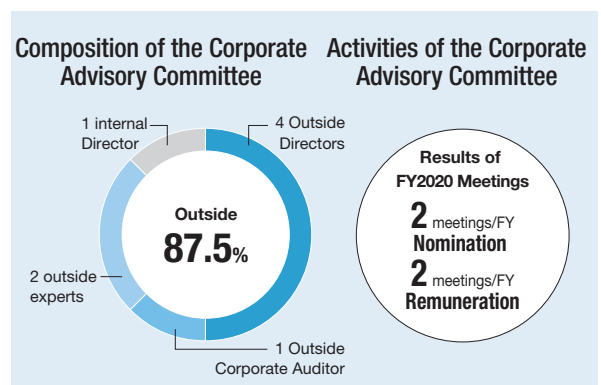


In this way, the Company clearly separates the responsibilities of Directors, that is, decision-making on and supervision of management, from the duties of business execution. Some Directors hold concurrent positions as executive officers. The President has established the Executive Committee (in principle, convenes twice a month) and various other councils and committees to deliberate and report on important matters concerning the Group’s management policies and business execution.

■ Corporate Advisory Committee

The Company has established a “Corporate Advisory Committee” comprised mainly of Outside Officers and outside experts as an advisory function to the Board of Directors. This committee works to enhance transparency, fairness, and objectivity in decision-making concerning important management matters, including nomination and remuneration of Directors, and further strengthening its corporate governance.

The Corporate Advisory Committee was comprised of eight members: the Chairman and Director (Mr. Masaaki Ito), four Outside Directors (Mr. Jun Hamano, Ms. Keiko Murata, Mr. Satoshi Tanaka, and Mr. Kiyoto Ido), one Outside Corporate Auditor (Ms. Tomomi Yatsu), and two outside experts (Mr. Takeshi Komura and Mr. Go Egami [listed under the name Mr. Haruki Kohata]), as of the submission date of this report. No head of the committee has been appointed; meetings are chaired by the Chairman and Director of the Company.

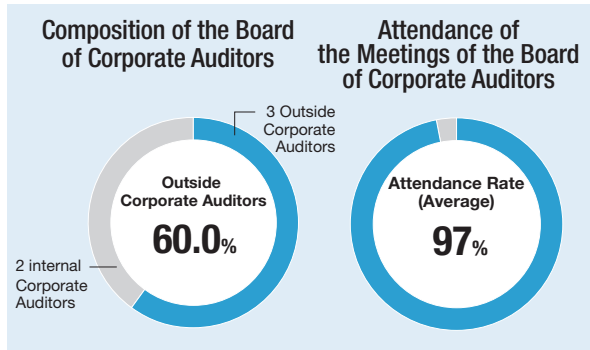


■ Board of Corporate Auditors and Internal Audit

The Board of Corporate Auditors consists of five Corporate Auditors, including one female Corporate Auditor, and three of them are independent Outside Corporate Auditors, the majority thereof. Kazuhiro Nakayama serves as Chairman. With extensive experience in and broad insight into areas such as finance, law, and management, the Outside Corporate Auditors perform their duties from an independent third-party standpoint.

The Board of Corporate Auditors convenes monthly, in principle. Corporate Auditors meet regularly with the Accounting Auditor and receive reports on audit planning, implementation status, and audit content. In addition, Corporate Auditors concurrently serve as corporate auditors

at major Group companies and conduct Group company audits as appropriate. They also attend the periodic Group Auditor Liaison Meetings consisting of the Group company auditors, through which they acquire information on the respective companies.

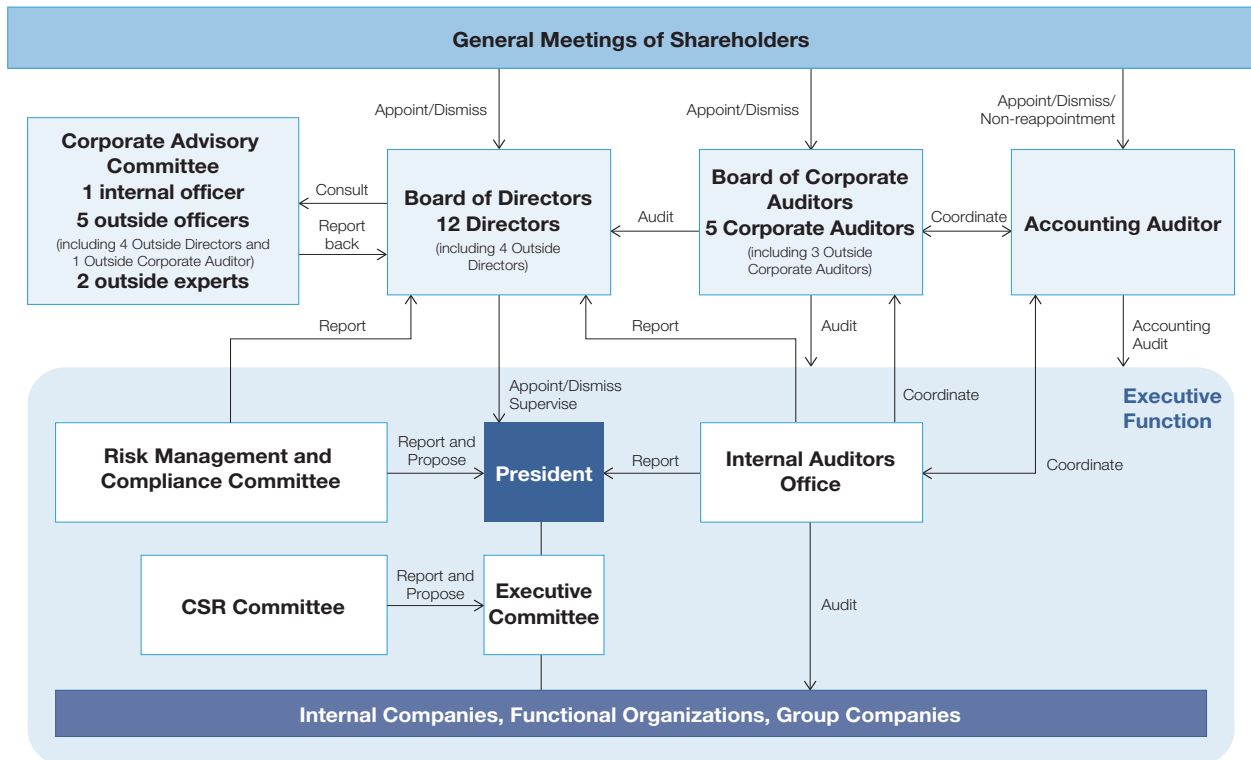


Risk Management and Compliance Committee

The Risk Management and Compliance Committee, under the direct control of the President, is chaired by the Director in charge of the CSR Division and aims to ensure the appropriate management of risks that could have a significant impact on business management, thorough compliance with laws and regulations and corporate ethics, and fair business practices. The committee identifies material risks and proposes them to the President in its regular monitoring of risks for the entire Group. The President then specifies those that require countermeasures as management risks and, at the same time, appoints a supervising officer for each risk to implement risk avoidance and mitigation measures. The committee checks the progress of the efforts to ensure the steady execution of the risk countermeasures. The committee reports this series of activities to the Board of Directors and reflects its instructions in the risk countermeasures.

[Refer to p.49](#)

Corporate Governance System (As of March 25, 2021)



Policies for the Appointment of the Candidates for Directors and Corporate Auditors and the Independence Standards for Outside Officers

Policies for the Appointment of the Candidates for Directors and Corporate Auditors

- (1) The Company appoints individuals who have experience, knowledge, and capabilities required for Directors of the Company as candidates at the Board of Directors meeting with the attendance of Outside Officers and elect them as Directors with the resolution of the General Meeting of Shareholders. However, the candidates for Outside Directors shall satisfy the criteria of independence provided separately.
- (2) The Company appoints individuals who have experience, knowledge, and capabilities required for

Corporate Auditors of the Company as candidates at the Board of Directors meeting with the presence of Outside Officers. It elects them as Corporate Auditors with the resolution of the General Meeting of Shareholders after obtaining the board of corporate auditors' consent. However, the candidates for Outside Corporate Auditors shall satisfy the criteria of independence provided separately.

Independence Standards for Outside Officers

- (1) The Company judges that its Outside Officers and the candidates for the Outside Officers are fully independent of the Company if they do not fall under any of the following items:

- (i) A business executive of the Group
 - (ii) A counterparty that has transactions principally with the Group, or its business executive thereof
 - (iii) A major business partner of the Group, or its business executive thereof
 - (iv) A major lender of the Group, or its business executive thereof
 - (v) A counterparty that receives a large amount of donations from the Group, or its business executive thereof
 - (vi) A major shareholder of the Company (who possesses 10% or more of the total voting rights either directly or indirectly), or its business executive thereof
 - (vii) A business executive of the party whose major investor (who possesses 10% or more of the total voting rights either directly or indirectly) is the Group
 - (viii) A consultant, certified public accountant, or other accounting professional, attorney, or other legal professional who receives a large amount of monetary or other assets from the Group other than the executive remuneration (in case of a legal entity, association, or other organization, a person belonging thereto)
 - (ix) A person who belongs to an accounting firm that conducts the statutory audit of the Company
 - (x) A person who has fallen under the above criterion (i) in the past 10 years
 - (xi) A person who has fallen under any of the above criteria (ii) through (ix) in the past three years
 - (xii) A person whose position constitutes him/her as having an Outside Officer's interlocking relationship with the Group
 - (xiii) A relative of the persons listed in the above criteria (i) through (xi)
- (2) Even in cases where a person falls under any of the above items, if the person is deemed to be appropriate for the post of an independent Outside Officer in light of his/her personality, knowledge, and other qualities, the Company may appoint him/her as independent Outside Officer on the condition that the reasons why the person is deemed appropriate for the post are explained to the public.

Officers' Remuneration System

■ Policies for Determining the Remuneration for Directors

The Company's basic policy for the remuneration of its officers is to have a competitive level and system of remuneration that can secure and retain competent officers fit for their positions and responsibilities to achieve long-term and sustainable improvements in corporate performance and corporate value. The remuneration system for Directors comprises three parts: (1) fixed remuneration as basic remuneration per job responsibilities, (2) performance-linked remuneration as an incentive to achieve yearly business results, and (3) stock-based remuneration designed to enhance corporate value over the medium to long term and sharing of value with shareholders through appropriate corporate management, provided that remuneration for Outside Directors shall solely comprise fixed remuneration without performance-linked or stock-based remuneration as their role is to supervise management from an independent standpoint. Remuneration for Corporate Auditors also shall solely comprise fixed remuneration as their role. The specific level and system of remuneration are verified and deliberated by the Corporate Advisory Committee, mainly comprising outside officers and outside experts, regarding whether the level and system of remuneration are appropriate. The Board of Directors receives reports on the results from the Committee and gives it due consideration to determine the level and system of remuneration for Directors. The remuneration for Corporate Auditors is determined after verification and deliberation as to whether the level of remuneration is appropriate by the Board of Corporate Auditors.

■ Performance-Linked Remuneration System

The Company abolished the bonus scheme for Directors and introduced a performance-linked remuneration system in July 2006, thereby strengthening the incentives of Directors to increase the Company's corporate value. In

addition, to respond to the increase in the amount of performance-linked remuneration in conjunction with the improved business performance, it was resolved to increase the maximum amount of annual remuneration to Directors from ¥450 million to ¥800 million (including ¥100 million annually for Outside Directors) at the Company's 131st Ordinary General Meeting of Shareholders, held on June 22, 2012. Performance-linked remuneration is not paid to Outside Directors.

■ Calculation Method of Performance-Linked Remuneration

As a short-term performance incentive, the performance-linked remuneration for the President shall be the amount that is obtained by multiplying the amount of actual net income attributable to owners of the parent for the current fiscal year (before deducting performance-linked remuneration [bonus]) by 0.75/1000. The performance-linked remuneration for Directors shall be determined by multiplying the said amount by a predetermined index corresponding to each Director's position. The amounts of performance-linked remuneration paid to Directors in charge of business units shall be determined so that they partially reflect the performance of the relevant business units.

■ Restricted Stock Compensation Scheme

At the 140th Ordinary General Meeting of Shareholders held on March 25, 2021, the Company resolved to abolish the existing stock options plan, and introduce a restricted stock compensation plan, with the aim of incentivizing internal Directors and Executive Officers to improve the Company's corporate value in a sustainable manner as well as raise the degree to which they share value with shareholders. Restricted stock compensation for Directors under this plan shall not exceed ¥90 million, separately from the maximum amount of fixed remuneration by position and performance-linked remuneration. The number of shares to be

granted under the plan shall not exceed 60,000 shares each year. Restricted stock compensation is not paid to Outside Directors. Monetary compensation linked to stock price

(phantom stock) has been introduced in lieu of restricted stock compensation for Directors who are non-residents of Japan.

Corporate Officer Remuneration for Fiscal 2020

Director classification	Total amount of remuneration, etc. (Millions of yen)	Total amount by type of remuneration, etc. (Millions of yen)			Number of eligible officers (persons) ¹⁾
		Monetary remuneration	Performance-linked remuneration ²⁾	Stock option-based remuneration ²⁾	
Directors (excluding Outside Directors)	351	270	36	45	11
Corporate Auditors (excluding Outside Corporate Auditors)	55	55	—	—	3
Outside Officers	82	78	—	3	8

¹⁾ The above number of eligible corporate officers includes four Directors and one Corporate Auditor who retired at the close of the 139th Ordinary General Meeting of Shareholders, held on March 26, 2020.

²⁾ Separately from the above stock option-based remuneration, share acquisition rights amounting to ¥32 million were granted to Directors who concurrently serve as Executive Officers (eight Directors) as stock option-based remuneration for Executive Officers.

³⁾ Performance-linked remuneration is calculated based on net income attributable to owners of the parent for fiscal 2018 and 2019. In fiscal 2018, we set a target of ¥49 billion in net income attributable to owners of the parent, while the actual result was ¥33.5 billion. In fiscal 2019, we set a target of ¥47 billion in net income attributable to owners of the parent, while the actual result was ¥1.9 billion in net loss attributable to owners of the parent.

Evaluation of the Effectiveness of the Board of Directors

■ Analysis and Evaluation of the Effectiveness of the Board of Directors

(1) Analysis and Evaluation Method

The Company distributed a “Questionnaire on Evaluation of the Effectiveness of the Board of Directors” to all the Directors and Corporate Auditors in December 2020 and collected responses and opinions from all members in January 2021. The secretariat of the Board of Directors aggregated the responses, and analyzed and evaluated the effectiveness of the Board of Directors based on the data.

Questionnaire (34 questions in total)

- Concerning the structure of the Board of Directors
- Concerning the agenda of the Board of Directors
- Concerning the operations of the Board of Directors
- Systems outside the Board of Directors

(2) Outline of Analysis and Evaluation Results

The evaluation confirmed that the Company’s Board of Directors is generally functioning properly and that the effectiveness of the Board of Directors is secured in all aspects such as its size, composition, diversity, agenda selection, the scope of matters to be discussed or reported, the timing for scheduling the Board of Directors meetings, frequency of the meetings, operations of the Board of Directors including deliberation time, provision of additional information to the Directors, systems outside the Board of Directors such as those for providing training opportunities, etc.

In light of the results of this evaluation, the Company will continue to examine and implement necessary measures to make discussions more lively and productive at the Board of Directors meetings.

Cross-Shareholdings

The Company has set forth the policy on cross-shareholdings and standards for exercising voting rights pertaining to cross-held shares as follows.

- (1) Coming from the viewpoint of stable and long-term business operation, the Company may hold the shares of its business partners, etc., if maintaining and strengthening the relationships with such business partners are deemed to contribute to corporate value enhancement.
- (2) Regarding the shares held pursuant to the preceding paragraph (hereinafter, “cross-held shares”), the Company regularly examines economic rationality and significance of holding individual stock at the Board of Directors meetings in consideration of benefits and risks associated with such holding, capital cost, and other factors. The Company will sell shares of stocks, as necessary, whose holding was deemed not to be appropriate based on the examination to reduce such stocks.
- (3) Concerning the voting rights pertaining to the cross-held shares, the Company appropriately exercises such voting rights in light of the objectives of shareholdings set forth in the preceding two paragraphs, taking into consideration

the business conditions of the companies and potential impact on the business operation of the Company or a subsidiary of the Company. Particularly, the Company carefully exercises such voting rights in a case where the performance of the companies has been sluggish for a long period of time, or a serious scandal has occurred, or in a case where a proposal that would impair shareholders’ value was made.

■ Content of Examination on the Propriety of Holding Cross-Held Shares

In the fiscal year ended December 31, 2020, the Company sold all shares of five stocks and part of two stocks of its cross-held shares. Additionally, as the result of an examination at the Board of Directors meeting held on February 10, 2021, of the economic rationality and significance of holding individual cross-held stock for the fiscal year ended December 31, 2020 (examination on cross-held shares as of the end of December 2020) in consideration of benefits and risks, capital cost, and other factors associated with such holding, the Company plans to continue with the sale of some stocks.

Message from an Outside Director

Securing Sufficient Time for Discussion to Make Appropriate Business Decisions



Outside Director

Keiko Murata

In the first year of my appointment as an Outside Director, I worked to recover from a slump in business performance in the previous fiscal year. Still, from the beginning of the year, we experienced the impact of the COVID-19 pandemic. I have supervised and provided opinions from an external perspective on implementing important measures from a medium- to long-term perspective without delay while promptly addressing downside risks. In particular, strengthening compliance based on our reflection of the Antimonopoly Act's violations, safety measures, and recurrence prevention measures following the fire incident at a subsidiary in the United States.

I think we have sufficient time to discuss each agenda item at the Board of Directors' meetings. For example, when we decided to upgrade the production facilities of Calgon Carbon Corporation in the United States, active discussions were held on market trends, production and profit plans, and the basis for these plans. I am a specialist in economics. Based on my expert knowledge, I agreed with

the decision based on the idea that there had been sufficient discussion, including concerning future risks, and that investment in growth businesses was the right direction from the perspective of increasing corporate value. With regard to ESG, while working at a government office, I was involved in the formulation of recommendations from an academic perspective for the G8 Summit on climate change. Since then, I have continuously considered the importance of ESG. I appreciate that management made decisions contributing to the realization of sustainable growth over the past year, such as endorsing the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD) and signing the United Nations Global Compact.

At the time of the launch of the new management team, the Corporate Advisory Committee, of which I am a member, played a nomination function to advise the Board of Directors on the selection of the President. New President Kawahara was judged to be the right person for the top position because of his experience in handling a wide range of business divisions, including overseas, and his young age and potential. As a leader who can respond to changes in the global economy and grow and nurture new possibilities for future development, New President Kawahara is expected to show the path to progress with strong determination and lead Kuraray's evolution.

In fiscal 2020, the Board further strengthened governance and diversity. Outside Directors now account for one-third of the Board of Directors, and a foreign national was elected as Director. As Kuraray continues to expand globally, it will be necessary to continue considering the optimal governance system to increase overseas earnings further. From the perspective of our stakeholders, including shareholders and investors, I will participate in meetings of the Board of Directors, and contribute to the enhancement of Kuraray's corporate value through appropriate discussions.

Message from an Outside Corporate Auditor

Ensuring the Transparency of Group Management and Expanding Governance

Based on my experience at a general trading company, I have been involved in corporate management in Japan and overseas, including chemical manufacturing. Taking advantage of this background, I believe that my role is to supervise a wide range of management themes. These themes include safety, quality assurance, corporate governance, and corporate social responsibility, including environmental responses, from a broad perspective. From an external viewpoint, I'm working to understand what challenges the Kuraray Group faces and whether it's addressing these problems appropriately.

In fiscal 2020, the impact of the COVID-19 pandemic spread in the first quarter, and we were pressed to respond to it. At the same time, we grasped the importance of the fire incident in the United States and the violations of the Antimonopoly Act. We talked about them solemnly and seriously and discussed them without compromise. I was conscious of supervising from the standpoint of an Outside Corporate Auditor regarding whether the discussed solutions would work effectively for the Kuraray Group and lead to increased corporate value and whether the solutions would gain the understanding and consent of stakeholders. Meetings of Kuraray's Board of Directors are based on open, free, and lively discussions, and I believe that these opinions may sometimes sound harsh to the board members. Still, I feel that we have an environment where we can sufficiently fulfill our role as Outside Corporate Auditors.

To achieve global growth, the Kuraray Group has accelerated its overseas business by promoting corporate acquisitions parallel with its business development. It is important to bring



Outside Corporate Auditor

Kenji Komatsu

together companies with a culture and a sense of governance that were not included in the Kuraray Group in the past and share the safety and quality foundations that should be maintained as members of the Kuraray Group, as well as the philosophy that the Kuraray Group places importance on, while retaining and harnessing the best elements.

We, the Corporate Auditors, can see the content of companies that newly joined the Group through audits conducted by visiting domestic and overseas bases. We will ensure the Kuraray Group's management transparency and perform audit functions that strengthen governance by holding interviews with management and ascertaining control over important management items.

Executives (As of March 25, 2021)

Representative Directors

Hitoshi Kawahara President and Representative Director



Apr. 1984 Joined Kuraray Co., Ltd.
Apr. 2014 General Manager, Poval Film Division, Vinyl Acetate Company
Jan. 2016 Vice President, Vinyl Acetate Film Company
Mar. 2016 Executive Officer
Jan. 2018 President, Vinyl Acetate Resin Company
Mar. 2018 Managing Executive Officer
Mar. 2019 Director and Managing Executive Officer
Jan. 2021 President and Representative Director (Current position)

Hiroaya Hayase Representative Director and Senior Managing Executive Officer



Apr. 1980 Joined Kuraray Co., Ltd.
Apr. 2012 General Manager, Poval Resin Division, Resin Company
Jun. 2012 Executive Officer
Apr. 2013 General Manager, Poval Resin Division, Vinyl Acetate Company; and General Manager, Production and Technology Management Division, Vinyl Acetate Company
Jun. 2014 Managing Executive Officer
Jan. 2015 President, Vinyl Acetate Film Company
Mar. 2015 Director and Managing Executive Officer
Jan. 2016 President, Vinyl Acetate Resin Company
Mar. 2016 Director and Senior Managing Executive Officer
Mar. 2020 Representative Director and Senior Managing Executive Officer (Current position)
Jan. 2021 Executive Supervisor, Vinyl Acetate Resin Company (Current position); Executive Supervisor, Vinyl Acetate Film Company (Current position)

Board of Directors

Masaaki Ito Chairman and Director



Apr. 1980 Joined Kuraray Co., Ltd.
Apr. 2010 General Manager, Methacrylate Division, Chemicals Company
Jun. 2012 Executive Officer
Apr. 2013 Vice President, Functional Materials Company
Jun. 2013 Managing Executive Officer
Apr. 2014 Officer Responsible for Corporate Management Planning Division; Officer Responsible for CSR Division
Jun. 2014 Director and Managing Executive Officer
Jan. 2015 President and Representative Director
Jan. 2021 Chairman and Director (Current position)

Yoshimasa Sano Director and Senior Managing Executive Officer



Apr. 1980 Joined Kuraray Co., Ltd.
Apr. 2010 General Manager, Elastomer Division, Chemicals Company
Jun. 2012 Executive Officer
Apr. 2014 General Manager, Methacrylate Division, Functional Materials Company
Jan. 2016 Vice President, Functional Materials Company
Mar. 2016 Director and Managing Executive Officer
Jan. 2017 General Manager, Carbon Materials Division, Functional Materials Company
Jan. 2018 President, Functional Materials Company
Jan. 2020 President, Fibers and Textiles Company (Current position); Responsible for Osaka Office (Current position)
Mar. 2020 Director and Senior Managing Executive Officer (Current position)

Kenichi Abe Director and Managing Executive Officer



Apr. 1980 Joined Kuraray Co., Ltd.
Apr. 2009 General Manager, Elastomer Division, Chemicals Company
Apr. 2010 President, Kuraray America, Inc.
Apr. 2012 General Manager, Corporate Management Planning Division
Jun. 2012 Executive Officer
Apr. 2013 General Manager, New Business Development Division
Jan. 2016 President, Isoprene Company (Current position)
Mar. 2016 Director and Managing Executive Officer (Current position)
Jan. 2018 General Manager, Elastomer Division, Isoprene Company

Keiji Taga Director and Managing Executive Officer



Apr. 1984 Joined Kuraray Co., Ltd.
Apr. 2014 General Manager, Medical Division, Functional Materials Company
Mar. 2017 Executive Officer
Jan. 2018 Officer Responsible for Corporate Management Planning Office and CSR Division (Current position)
Mar. 2018 Managing Executive Officer
Apr. 2018 General Manager, Corporate Management Planning Office (Current position)
Mar. 2019 Director and Managing Executive Officer (Current position)
Jan. 2020 Officer Responsible for Administrative Unit (Current position)

Matthias Gutweiler Director and Managing Executive Officer



Mar. 1988 Joined Hoechst AG
Jun. 1996 Plant Manager, Mowiol Plant, Hoechst AG
Dec. 2001 Joined Kuraray Specialties Europe
Jan. 2009 President, Kuraray Europe GmbH (Current position), Executive Officer, Kuraray Co., Ltd.
Apr. 2013 General Manager, PVB Division, Vinyl Acetate Company
Mar. 2018 Managing Executive Officer
Mar. 2020 Director and Managing Executive Officer (Current position)

Nobuhiko Takai Director and Managing Executive Officer



Apr. 1984 Joined Kuraray Co., Ltd.
Apr. 2014 General Manager, Genestar Division, Isoprene Company
Mar. 2016 Executive Officer
Jan. 2019 Vice President, Functional Materials Company; General Manager, Carbon Material Division, Functional Materials Company
Mar. 2019 Managing Executive Officer
Jan. 2020 President, Functional Materials Company (Current position)
Mar. 2020 Director and Managing Executive Officer (Current position)

Jun Hamano Outside Director (Independent Director)



Apr. 1974 Entered Economic Planning Agency of Japan (EPA)
Jul. 1999 Director, Minister's Secretariat Division, EPA
Jul. 2004 Director General for Economic and Fiscal Management, Cabinet Office
Jul. 2006 Vice-Minister for Policy Coordination, Cabinet Office
Jul. 2008 Deputy Vice-Minister, Cabinet Office
Jul. 2009 Vice-Minister, Cabinet Office
Jan. 2012 Advisor, Cabinet Office
Apr. 2013 Executive Advisor, Dentsu Inc.
Jun. 2015 Chairman, Ohara Memorial Institute for Science of Labour (Current position)
Mar. 2016 Director, Kuraray Co., Ltd. (Current position)
Apr. 2020 Representative Director and Vice Chairman, Ohara Memorial Healthcare Foundation (Current position)

Keiko Murata Outside Director (Independent Director)



Apr. 1986 Entered Economic Planning Agency of Japan (EPA)
Aug. 2005 Director for Overseas Economies, Directorate General for Economic Research, Cabinet Office
Aug. 2006 Director for International Affairs, Secretariat of the Science Council of Japan, Cabinet Office
Jul. 2008 Professor, Graduate School of Social Sciences, Tokyo Metropolitan University
May 2015 Advisor to the President, Tokyo Metropolitan University
Jul. 2017 Trustee, Nippon Life Insurance Company (Current position)
Apr. 2018 Professor, Graduate School of Management, Tokyo Metropolitan University (Current position)
Mar. 2020 Director, Kuraray Co., Ltd. (Current position)

Satoshi Tanaka Outside Director (Independent Director)



Apr. 1981 Joined Mitsui & Co.
Apr. 2007 General Manager, Corporate Strategy & Planning, Mitsui & Co.
Apr. 2011 Managing Officer, Mitsui & Co.
Apr. 2013 Executive Managing Officer, Mitsui & Co.
Apr. 2015 Senior Executive Managing Officer, COO of Asia Pacific Business Unit, Mitsui & Co.
Apr. 2017 Executive Vice President, Mitsui & Co.
Jun. 2017 Representative Director, Executive Vice President, Mitsui & Co.
Apr. 2019 Director, Mitsui & Co.
Jun. 2019 Counselor, Mitsui & Co. (Current position)
Mar. 2020 Director, Kuraray Co., Ltd. (Current position)
Jun. 2020 Outside Director, Sekisui House, Ltd. (Current position)
Jan. 2021 Independent Director, IHH Healthcare Berhad (Current position)

Kiyoto Ido Outside Director (Independent Director)



Apr. 1973 Entered the Ministry of Finance (MOF)
Mar. 1980 Consul, Consulate-General of Japan, Frankfurt in Germany
Jul. 1989 Deputy General Manager, Finance Dept., Inter-American Development Bank, Washington, D.C.
Jul. 1998 Deputy Vice Minister of Finance for International Affairs, MOF Deputy Director-General, International Bureau, MOF
Jun. 1999 Minister, Embassy of Japan, Washington, D.C.
Jul. 2002 Deputy Director-General, International Bureau, MOF
Jul. 2004 Director-General, International Bureau, MOF
Aug. 2006 Executive Director, Bank of Japan
Apr. 2011 Vice Chairman, Institute for International Economic Studies (Current position)
Mar. 2021 Director, Kuraray Co., Ltd. (Current position)



The reasons for the election of Directors and Corporate Auditors are disclosed in the reference documents for the general meeting of shareholders at the time of election.:

<https://www.kuraray.com/ir/stock/meeting>

Corporate Auditors

Kazuhiro Nakayama **Standing Corporate Auditor**



Apr. 1980 Joined Kuraray Co., Ltd.
Apr. 2012 General Manager, Kurashiki Plant
Jun. 2012 Executive Officer
Apr. 2013 General Manager, Overseas Business, Vinyl Acetate Company
Apr. 2014 General Manager, Technology Division
Jan. 2016 Officer Responsible for Technology Division; Officer Responsible for Plants in Japan; Officer Responsible for Environmental Business Development and Promotion Division
Mar. 2016 Director and Managing Executive Officer
Jan. 2018 Officer Responsible for Environmental and Industrial Safety Management Center
Jan. 2020 Assistant to the President
Mar. 2020 Corporate Auditor (Current position)

Naoya Uehara **Standing Corporate Auditor**



Apr. 1982 Joined Kuraray Co., Ltd.
Apr. 2013 Vice General Manager, Corporate Management Planning Division
Jun. 2014 Vice General Manager, GLS Division, Kuraray America, Inc.
Jan. 2018 Vice President, Kuraray Europe GmbH
Mar. 2020 Executive Officer, Kuraray Co., Ltd.
Jan. 2021 Assistant to the President
Mar. 2021 Corporate Auditor (Current position)

Mitsuhiro Nagahama **Outside Corporate Auditor (Independent Corporate Auditor)**



Apr. 1976 Entered The Fuji Bank Limited (the present Mizuho Bank, Ltd.)
Apr. 2002 General Manager, Americas Non-Japanese Corporate Banking Division No. 2, Mizuho Corporate Bank, Ltd.
Mar. 2003 Executive Officer and General Manager, Otemachi Corporate Banking Division No. 6 and No. 7, Mizuho Corporate Bank, Ltd.
Apr. 2005 Managing Executive Officer in charge of corporate banking, Mizuho Corporate Bank, Ltd.
Mar. 2006 Managing Executive Officer, Head of the Americas, Mizuho Corporate Bank, Ltd.
Apr. 2010 Deputy President, Head of the Americas, Mizuho Corporate Bank, Ltd.
Apr. 2013 Chairman of the Board, Mizuho Securities Co., Ltd.; Chairman of the Board, Mizuho Securities USA Inc.
Apr. 2015 Senior Advisor, Mizuho Securities Co., Ltd.
Jun. 2015 Outside Audit & Supervisory Board Member, Azbil Co., Ltd.
Mar. 2018 Corporate Auditor, Kuraray Co., Ltd. (Current position)
Mar. 2019 Outside Director, Tokyo Tatemono Co., Ltd.
Jun. 2019 Outside Director, Azbil Co., Ltd. (Current position)
Jun. 2020 Outside Director, NSK Ltd. (Current position)

Tomomi Yatsu **Outside Corporate Auditor (Independent Corporate Auditor)**



Apr. 1983 Entered Tokyo Electron Ltd.
Oct. 1986 Entered Tohmatsu Awoki & Sanwa (the present Deloitte Touche Tohmatsu LLC)
Sep. 1990 Registered as a Certified Public Accountant
Oct. 2001 Registered with Tokyo Bar Association; Entered Shin-Tokyo Sohgo Law Office (later merged with Bingham Sakai Mimura Aizawa-Foreign Law Joint Enterprise)
Jun. 2009 Outside Corporate Auditor, Calbee, Inc.
Jun. 2010 Outside Corporate Auditor, Taiko Pharmaceutical Co., Ltd.
Mar. 2012 Outside Corporate Auditor, KOKUYO Co., Ltd.
Mar. 2015 Outside Corporate Auditor, Yamaha Motor Co., Ltd.
Apr. 2015 Partner, TMI Associates (Current position)
Jun. 2016 Outside Director, SMBC Nikko Securities Inc. (Current position)
Jun. 2017 Outside Corporate Auditor, IHI Corporation (Current position)
Mar. 2019 Corporate Auditor, Kuraray Co., Ltd. (Current position)
Mar. 2021 Outside Corporate Auditor, Kyowa Kirin Co., Ltd. (Current position)

Kenji Komatsu **Outside Corporate Auditor (Independent Corporate Auditor)**



Apr. 1978 Entered Mitsubishi Corporation
Feb. 1996 Entered GE International Inc.
Jul. 2005 Representative Director and President, Ecolab Inc. (the present Ecolab GK)
Apr. 2007 Ecolab Inc. Senior Vice President
Dec. 2010 Senior Executive Officer, Sanden Corporation (the present SANDEN HOLDINGS CORPORATION)
Nov. 2011 Entered Bain Capital Asia, LLC
Mar. 2013 Director, President and CEO, BELLSYSTEM24, Inc.
Mar. 2016 Director and Chairman, BELLSYSTEM24 Holdings, Inc.
Jun. 2016 Advisor, COACH A Co., Ltd.
Dec. 2018 Advisor, API Consultants CO., LTD.
Mar. 2019 Corporate Auditor, Kuraray Co., Ltd. (Current position)
May 2020 Executive Vice President, FUJITSU COMPONENT LIMITED (Current position)

Executive Officers

Senior Managing Executive Officer **Hitoshi Toyoura**

● President, Kuraray America, Inc.

Senior Managing Executive Officer **Tsugunori Kashimura**

● Officer, Research and Development Division, Officer, Environmental Business Development and Promotion Division

Managing Executive Officer **Akira Omura**

● Officer Responsible for Technology Division; Officer Responsible for Plants in Japan; Officer Responsible for Environmental and Industrial Safety Management Center

Managing Executive Officer **Toshihiro Omatsu**

● Vice President, Isoprene Company; and General Manager, Isoprene Chemicals Division

Managing Executive Officer **Toshinori Tsuguru**

● General Manager, Kurashiki Plant

Executive Officer **P. Scott Bening**

● General Manager, MonoSol Division; and President, MonoSol, LLC

Executive Officer **Stephen Cox**

● General Manager, PVB Division

Executive Officer **Koichi Takano**

● General Manager, Purchasing and Logistics Division

Executive Officer **Hajime Suzuki**

● Vice President, Kuraray America, Inc.

Executive Officer **Takaharu Kawahara**

● General Manager, Technology Division

Executive Officer **Fuyuo Ueyama**

● Vice President, Calgon Carbon Corporation

Executive Officer **Tomoyuki Watanabe**

● President, Vinyl Acetate Resin Company, General Manager, Poval Resin Division

Executive Officer **Stevan R. Schott**

● General Manager, Environmental Solutions Division, Functional Materials Company; President, Calgon Carbon Corporation

Executive Officer **Yoji Ikemori**

● General Manager, Genestar Division

Executive Officer **Satoru Fujinami**

● Assistant to Officer, CSR Division; Assistant to Officer, Administrative Unit; General Manager, General Affairs and HR Division

Executive Officer **Kazushige Sakamoto**

● General Manager, Okayama Plant

Executive Officer **Koichi Daifuku**

● General Manager, Poval Film Division

Executive Officer **Junichi Fujiwara**

● President, Vinyl Acetate Film Company