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ADEKA Corporation

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Securities Code: 4401

<https://www.adeka.co.jp>

The corporate governance of ADEKA Corporation (hereinafter the “Company”) is described below.

I. Basic Views on Corporate Governance, Capital Structure, Corporate Profile and Other Basic Information

1. Basic Views

ADEKA Group recognizes that strengthening corporate governance is the most important management issue in order to realize the Group’s business mission and management policy.

The Company has worked to further improve its management efficiency so as to enable speedy decision-making and clarify roles (responsibility and authority) of business execution by implementing a series of management system reforms, including the adoption of the Operating Officers System, the establishment of the Management Committee, and the optimization of the number of Directors and shortening of their terms of office. The Company passed a resolution at its 159th Annual General Meeting of Shareholders held on June 18, 2021 to make amendments to its Articles of Incorporation to transition from a company with an Audit & Supervisory Board to a company with an Audit and Supervisory Committee in order to further enhance corporate governance by strengthening the function and system for supervision by the Board of Directors. The Company will continue to proactively work to reform its management system and further enhance its corporate governance.

Furthermore, the Company reviewed and revised its officers’ remuneration system in June 2008, including the abolition of a retirement benefit plan for officers, and adopted a stock-based rewards plan under which compensation is paid in the form of restricted stock in June 2017. We also revised officers’ remuneration at the 159th Annual General Meeting of Shareholders upon the transition to a company with an Audit and Supervisory Committee. We will proceed with further review to improve incentives.

The Company elected an External Director for the first time in June 2006 from the perspective of strengthening the function for supervision over the Board of Directors and ensuring transparency of management. As a result of the transition to a company with an Audit and Supervisory Committee in June 2021, the Company currently has six Independent External Directors (three of whom are Audit and Supervisory Committee Members).

The Company also works to enhance its internal control system. The Internal Auditing Department, established in July 2005, conducts internal audits of the adequacy and appropriateness of business execution for all departments from a fair and independent standpoint, and reports on audit results and makes recommendations, etc. for improvement to top management. In addition, the Internal Control Promotion Committee, established in March 2007, works to improve and enhance the internal control system under the Companies Act and the Financial Instruments and Exchange Act.

The Company attaches the greatest importance to constructive dialogues with shareholders, aiming to operate an open General Meeting of Shareholders in order to reflect opinions of shareholders in its management.

The Company has established the ADEKA Group Corporate Governance Guidelines (hereinafter the “CGG”) to explain the Group’s basic views and policy regarding corporate governance. We also defined action guidelines to ensure that the Board of Directors of the Company and various conference bodies that support the Board of Directors fully perform their respective roles and functions, and that Directors, Operating

Officers, and employees of the Company organically fulfill their respective roles in building and improving the level of the corporate governance system.
(Website where the CGG is disclosed: <https://www.adeka.co.jp/en/ir/library/pdf/cgge.pdf>)

[Reasons for Non-compliance with the Principles of the Corporate Governance Code] Updated

The following information, which is based on the Corporate Governance Code revised in June 2021, is prepared on an assumption that some of the principles applicable to companies listed on the Prime Market from April 4, 2022 will be applied to the Company.

[Supplementary Principles 3.1.3 (4.2.2)] Initiatives for Issues Related to Sustainability

<Initiatives on Sustainability>

Management policy of the Group is based on “making social contributions through our main lines of business” and “co-existence and co-prosperity with the civil society.” In line with this management policy, the Board of Directors of the Company established the ADEKA Group Fundamental CSR Policy, “The ADEKA Group contributes to the creation of a sustainable future by meeting stakeholders’ expectations with technologies and reliability through fair and transparent corporate activities,” in May 2021, which is disclosed on the Company’s website (<https://www.adeka.co.jp/csr/en/csrpolicy.html>).

The ADEKA Group Fundamental CSR Policy expresses the basic stance of the Group to integrate management and CSR from the perspective of contributing to a sustainable future through our main lines of business, and continue to improve its corporate value to meet the expectations of society and our stakeholders. Guided by this Fundamental CSR Policy, all ADEKA Group employees aim to practice CSR, fulfill the Group’s social responsibilities throughout the supply chain, and provide value as a producer of materials that address a variety of social issues. We also respond to stakeholders’ evolving expectations, enhancing our corporate value by contributing to sustainable society through our main business.

In order to concretely promote corporate activities based on the Fundamental CSR Policy, the CSR Committee (chaired by the President and Chief Executive Officer) has identified the following seven CSR priority issues in priority domains of E (Environment), S (Social), and G (Governance) and specified a series of key performance indicators (KPIs) for 2030, the target year for achieving the SDGs, and is implementing company-wide cross-sectional initiatives.

E (Environment)

Conserving the global environment
Supply of eco-friendly products

S (Social)

Creating value that meets society’s expectations
Conduct dialogue with stakeholders
Respect for human rights
Expand opportunities for utilizing human resources

G (Governance)

Enhance Group governance and risk management

<TCFD>

(An abbreviation for Task Force on Climate-related Financial Disclosures)

The Company set up an internal cross-sectional project team for TCFD compliance under the CSR Committee in August 2021 to conduct scenario analysis, etc. of the impact of climate change-related risks and revenue opportunities, etc.

The Company plans to announce its endorsement of the TCFD international framework by March 2022, and will promote various initiatives including identification of risks and opportunities, and information disclosure, in accordance with the TCFD guidance.

<Investment in human capital and intellectual properties>

Investment in human capital and intellectual properties is essential for the Group to continue to grow and expand sustainably. The Group formulates personnel plans and human resource development plans based on the business strategies of each department when formulating its Mid-Term Management Plan and confirms

the progress of the plans whenever necessary. As for investment in intellectual properties, the ratio of R&D expenses to net sales for the fiscal 2020 was 3.4%. We will continue to consider technological collaboration with other companies and open innovation through cooperation between industry and academia with the aim of entering into new business fields (life science, environment, energy, and next-generation ICT) that are considered to be the growth drivers for the Group, in addition to creating new technologies and products by integrating the fundamental and specialized technologies that the Company has cultivated so far in each business field while striving to promote DX in production and R&D.

The Company will oversee the progress of the current Mid-Term Management Plan “ADX 2023” through periodic reviews, and when formulating new Mid-Term Management Plan, we will strive to disclose and provide as much information as possible on the allocation of management resources, including investment in human capital and intellectual properties.

[Disclosure Based on the Principles of the Corporate Governance Code] Updated

The following information, which is based on the Corporate Governance Code revised in June 2021, is prepared on an assumption that some of the principles applicable to companies listed on the Prime Market from April 4, 2022 will be applied to the Company.

[Principle 1.4] Policy for Cross-Shareholding and Principle for Exercise of Voting Rights in Cross-Held Shares

<Policy for cross-shareholding>

The Company shall hold shares in companies that are expected to improve the Company’s business performance and corporate value, and strengthen the Company’s financial base through capital tie-up, business collaborations such as joint research and development of new technology, etc., strengthening business relationship or maintaining a continuous, friendly, and stable relationship with invested companies, and that may contribute to business development of the Company over the mid- to long-term.

When newly acquiring shares of a business partner of the Company, the appropriateness of holding such shares shall be determined from the perspective of whether strengthening business relationship with said business partner will contribute to the improvement of the Company’s business performance and corporate value, taking into account the current and future profitability, etc. of said business partner.

Regarding shares of business partners held by the Company, the appropriateness of holding shares for all issues shall be verified every year by comprehensively considering the reasonableness of holding such shares based on stock price trends, dividends, recent major financial results, etc., the results of the verification shall be reported to the Board of Directors, and efforts shall be made to reduce cross-held shares by selling stocks for which the reasonableness of holding is no longer recognized as reasonable.

<Principle for the exercise of voting rights in cross-held shares>

In making decisions on the exercise of voting rights on individual proposals of the invested company, for proposals deemed to possibly prejudice the relationship with the invested company as well as the invested company’s corporate value seriously, or deemed to possibly affect the Company’s interest as a shareholder or the Company’s business development over the mid- to long-term, the Company shall make decisions on approval or disapproval after carefully examining these factors. (Please refer to the CGG Exhibit 11.)

[Principle 1.7] Framework for Appropriate Procedures for Transactions with Related Parties

In making a transaction with related parties (officers, major shareholders, etc.), the Company shall go through examination by its legal department to ensure fairness in the contents and conditions of said transaction and the appropriateness of the procedures leading to the decisions, and transactions in which a certain level of importance is recognized shall be subject to resolution by the Board of Directors where Independent External Directors are attending. Furthermore, the Company shall have such procedures audited by the Audit and Supervisory Committee and the Internal Auditing Department in order to ensure the appropriateness of the transactions and protect the benefit of minority shareholders. (Please refer to the CGG Article 26.)

[Supplementary Principle 2.4.1] Goals and Status for Promotion of Women, Foreign Nationals, and Mid-career Hires to Middle Managerial Positions / Policies for Human Resources Development and Internal Environment Development to Ensure Diversity

The Group has identified “expand opportunities for utilizing human resources” as one of its CSR priority issues in its “ADEKA VISION 2030” and strives to promote sustainable growth and enhance its corporate

value over the mid- to long-term by leveraging the perspectives and values of its diverse human resources. We have developed a work environment where each employee can utilize their personal qualities and demonstrate their abilities, regardless of gender, age, nationality, etc. We proactively employ a diverse range of people including women, foreign nationals, mid-career hires, the elderly, and people with disabilities. Please refer to “ADEKA VISION 2030/ Mid-Term Management Plan” on our website (<https://www.adeka.co.jp/en/ir/strategy.html>) for details.

<Promotion of female employees>

The Company works to expand its childcare leave system and promote work-life balance with the aim of creating an environment in which female employees can fully demonstrate their abilities and a workplace where employees can balance work and childcare. The Company is also proactively promoting initiatives for expanding its accumulated special leave system for childcare, and preparing brochures to inform employees of its systems for childcare and nursing care. The Company launched task teams in April 2021 to promote women’s participation and advancement in the workplace, implementing initiatives to foster a culture in which women can play an even more active role. Currently, the percentage of female employees in the Company’s workforce is approximately 14%, and that in managerial positions is 3%. Our goal is to increase the percentage of female employees in managerial positions to 10% or more by fiscal 2030. Please refer to “Next generation nurturing support / Action plan to promote women’s participation and advancement in the workplace” on our website (<https://www.adeka.co.jp/csr/ngns.html>) for details on the current status and goals regarding the women’s participation and advancement in the workplace.

<Promotion of foreign nationals>

The Company has hired six foreign employees in the seven years from fiscal 2015 to fiscal 2021. The Group has expanded its global operations, and the ratio of overseas sales to total sales exceeded 50% in fiscal 2020. The percentage of foreign employees in the Group is over 40%. The Group has many overseas offices, and the percentage of foreign employees at overseas offices (including subsidiaries) has exceeded 90%. Since localization is being promoted in overseas offices, many foreign executives and managers are playing an active role (as of the end of September 2021, foreign executives account for 27% of all executives, and foreign managers account for 81% of all managers in overseas offices). We will accelerate the assignment of global human resources, including foreign nationals, to the right positions throughout the Group, by promoting the introduction of the talent management system described below. Of the ten foreign nationals currently working for the Company, only one is in a managerial position, however, we will continue to promote foreign nationals to managerial positions.

<Promotion of mid-career hires>

The Company believes that hiring human resources with experience in upstream and downstream industries in the value chain or those with a high level of expertise is indispensable for the promotion of new innovation or business reform and is proactively recruiting mid-career hires. Currently, mid-career hires account for 15% of our workforce, however, the percentage has increased in recent years. The Company employed 50 mid-career hires in the three years from fiscal 2019 to fiscal 2021, and the average ratio of mid-career hires over the past three years has been 17%. Currently, mid-career hires account for 12% of employees in managerial positions, and the Company will continue to promote mid-career hires to managerial positions, with the goal of increasing that percentage to 15% or more by 2030.

<Policies for human resource development and internal environment development to ensure diversity>

The Company has identified “respect the human nature and personal qualities of employees” as one of our human resources principles. Based on this principle, we will recruit human resources with diverse values, careers, and backgrounds as well as implement various development measures, including career development training, so that all employees can fully demonstrate their abilities and personal qualities and play an active role globally. The Company believes that in order for diverse human resources to play an active role, we need to have a system that allows them to have a work-life balance and a flexible work style that suits each individual’s needs. The Company has adopted work styles that are not restricted by time or space, including flextime systems, discretionary labor systems for professional work and discretionary working systems for management-related work, and telework systems. The Company will further promote its current initiatives in the future to work on further system revisions, including expansion of the flextime systems and introduction of a system that ensures appropriate intervals between each working shift. In addition, we also believe that in order for individual human resources to play an active role in the organization, we need to understand the

aptitude of each person and create a career development and training plan suitable for each individual. To that end, we intend to assign employees to more suitable jobs and provide them with individual training plans based on their work aptitude, wishes, and motivation, etc., and we will proceed with the introduction and development of the talent management system. Furthermore, we will provide diversity & inclusion training, including promotion of LGBTQ understanding, in order to develop an environment in which employees accept and respect each other's personal qualities. The Company will continue to work to ensure diversity in both hard and soft aspects.

[Principle 2.6] Roles of Corporate Pension Funds as Asset Owners

As the Company's retirement pension plan is a defined contribution corporate pension plan, there is no investment in the corporate pension fund and no impact on the Company's financial position.

[Principle 3.1] Full Disclosure

(i) Company objectives (management policies, etc.), business strategies and management plan

The Group's business mission is to grow in a sustainable way and raise its mid- to long-term corporate value, through the provision of material products and solutions using advanced technologies, thereby contributing to the creation of prosperous lives and sustainable society. In order to realize our business mission, we have established the following two policies as "ADEKA Group Management Policies." (CGG Article 2)

- "To be a company that is progressive and dynamic with a keen attitude towards the new changing tide"
- "Creating a better future for the people of the world"

The Group's management policies and Mid-Term Management Plan are disclosed on our website.

Management policies: <https://www.adeka.co.jp/en/company/philosophy.html>

Mid-Term Management Plan: https://www.adeka.co.jp/en/ir/library/en/pdf/MTMP_ADX2023.pdf

(ii) Basic views and policies on corporate governance (entire CGG)

Please refer to "1. Basic Views" of this report.

(iii) Policies and procedures in determining the remuneration of the senior management and Directors (CGG Exhibit 4)

The Company's officers' remuneration shall consist of officers' remuneration as compensation for the performance of their duties, bonuses linked to the business performance of the Company and individual officers during the relevant fiscal year, and stock-based compensation as an incentive for the improvement of mid- to long-term business performance and stock price. As for the remuneration of Directors, consultation shall be made with the Nomination and Remuneration Committee, and decisions are made by the resolution of the Board of Directors, taking into consideration opinions and advice of the Nomination and Remuneration Committee.

For specific details, please refer to "Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods" in [Director Remuneration] below.

(iv) Policies and procedures in the appointment/dismissal of the senior management and the nomination of candidates for Directors (CGG Exhibit 3)

The Company discloses its policies and procedures for the appointment/dismissal of senior management and the nomination of candidates for Directors in the CGG. In order to enhance transparency and fairness in the appointment/dismissal and nomination, consultation shall be made with the Nomination and Remuneration Committee regarding the executive personnel proposal based on the criteria set forth in said policies and decisions are made by the resolution of the Board of Directors, taking into consideration opinions and advice of the Nomination and Remuneration Committee.

(v) Explanation with respect to the individual nomination of candidates for Directors and dismissals of Directors

When nominating candidates for Directors and dismissing Directors, the Company shall disclose the reasons for each nomination and dismissal in the reference documents of the notice of the General Meeting of Shareholders, in order to enhance the provision of information to shareholders, in light of the fact that these are matters to be resolved at the General Meeting of Shareholders under the Companies Act.

[Supplementary Principle 4.1.1] Authorities of the Board of Directors, and the Scope of the Delegation of Authorities to Managements from the Board of Directors

<Authorities of the Board of Directors>

The Company defines important management matters that should be resolved by the Board of Directors in the “Board of Directors Regulations,” details of which are provided for in the “Detailed Regulations for Matters to be Resolved by the Board of Directors.”

<Delegation of authorities from the Board of Directors to Managements or other business executors>

With respect to business execution other than matters to be resolved by the Board of Directors mentioned above, that is, business execution delegated from the Board of Directors to managements or other business executors, important matters are deliberated on and determined by the Management Committee in accordance with the Management Committee Regulations, and other matters are approved by the authorized person (Representative Director & President, Operating Officer in charge, or General Manager of the relevant department) in accordance with the Decision Regulations before being implemented. (Please refer to the CGG Exhibit 1.)

[Supplementary Principle 4.1.3] Establishment and Implementation of a Succession Plan for CEO and Other Top Executives, and Development of Candidates for Successors

The Representative Director & President of the Company formulates his/her own succession plan to appoint the most suitable person as CEO who can strive to promote sustainable growth of the entire Group and enhance its corporate value over the mid- to long-term, in response to the business environment and management issues surrounding the Group. The succession plan itself is not reported to the Board of Directors, nor is it resolved for approval by the Board, however, Representative Director & President explains to the Nomination and Remuneration Committee in advance that the person who will be nominated as a candidate for an officer (including a candidate for CEO) conforms to the succession plan and the criteria for nominating candidates for officers, prior to presenting to the Board of Directors the proposal to nominate such candidate. The candidates for officers are determined by the resolution of the Board of Directors, taking into consideration opinions and advice of the Nomination and Remuneration Committee. In this way, transparency and objectivity are ensured in executive appointments to nominate successors to top management.

[Principle 4.9] Criteria for Determining Independence of Independent External Directors

The Company nominates those who satisfy the externality requirements stipulated in the Companies Act as candidates for External Directors. Of candidates for External Directors, the Company nominates as candidates for Independent External Directors those who are not likely to have a conflict of interest with general shareholders in light of personal relationship and capital relationship with, and existence and scale of business relationship with the Company, in addition to independence standard set by Tokyo Stock Exchange, Inc., and those who meet each of the requirements of the “Criteria for Determining Independence of External Directors,” criteria established independently by the Company. (Please refer to the CGG Exhibit 2.)

[Supplementary Principle 4.10.1] Involvement and Advice from the Independent External Directors regarding Nomination, Remuneration, and Other Matters

The Company established the Nomination and Remuneration Committee in November 2020 for the purpose of strengthening fairness, transparency, and objectivity of the procedures for nominating candidates for Directors and determining their remuneration, etc., thereby further enhancing its governance.

Please refer to [Voluntary Establishment of Committee(s)] in “II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight in Management” described below for more information on the authorities and roles of the Nomination and Remuneration Committee (Article 6 of the Nomination and Remuneration Committee Regulations), composition, and our views on the independence of the Nomination and Remuneration Committee (Article 2 of the Nomination and Remuneration Committee Regulations).

[Supplementary Principle 4.11.1] View on the Appropriate Balance between Knowledge, Experience, and Abilities of the Board of Directors as a Whole and on Diversity and Appropriate Board Size / Policies and Procedures for Nominating Directors

The Company believes that ensuring the appropriateness of scale of the Board of Directors and its diversity is essential for improving the effectiveness of the Board of Directors, and has defined its view on diversity and scale of the Board of Directors (Article 6) and “Criteria for nomination of candidates for Directors and appointment of Operating Officers” (Exhibit 3) in the CGG.

With the diversification of the Group's business and the acceleration of its business expansion overseas, incorporating diverse values into our business operations is consistent with our mission and policy. Therefore, the Company strives to ensure diversity of members of the Board of Directors from a fair and broad perspective when nominating candidates for Directors. As for the scale of the Board of Directors, the number of Directors shall be eighteen or less as stipulated in the Articles of Incorporation (of which the number of Directors who are Audit and Supervisory Committee Members shall be five or less), and shall be limited to the necessary minimum number in order for the Board of Directors to make decisions in a flexible and speedy manner.

In addition, the Company has identified skill items such as knowledge, experience, and abilities required for Directors in light of the Company's management policy and strategies (mid-and-long term visions, Mid-Term Management Plan). A skills matrix of Directors listing the balance of skills of each Director has been determined by the resolution of the Board of Directors after deliberation of the Nomination and Remuneration Committee and disclosed on the Company's website (<https://www.adeka.co.jp/en/company/profile.html>). A list of skill items is also presented in Exhibit 3 in the CGG.

The skills matrix will be utilized to confirm the balance of skills of candidates when nominating candidates for the next Director. It will also be disclosed in the notice of the General Meeting of Shareholders to provide information to shareholders.

[Supplementary Principle 4.11.2] Status of Concurrent Positions of Directors

The status of concurrent positions of Directors of the Company is disclosed in "Officers" in the Business Report as well as in the proposal for election of Directors in the reference documents of the notice of the General Meeting of Shareholders.

[Supplementary Principle 4.11.3] Outline of Results of Analysis and Evaluation of the Effectiveness of the Board of Directors as a Whole

The Company shall carry out an analysis and evaluation of the effectiveness of the Board of Directors at the end of each fiscal year for the purpose of enhancing the effectiveness of the Board of Directors and improving the Company's corporate value. (CGG Article 18)

At the end of the current fiscal year, the Company conducted a self-evaluation questionnaire regarding the scale of the Board of Directors, diversity and expertise of its members, matters to be resolved by the Board of Directors, preparations for the Board of Directors' meetings, management of the proceedings of the Board of Directors' meetings, level of activity in discussions, the strategic decision-making and supervisory functions of the Board of Directors, etc. for all Directors and Audit and Supervisory Committee Members. The Company analyzed and evaluated the effectiveness of the Board of Directors based on the results of the questionnaire. As a result, we have confirmed that the Board of Directors of the Company is operating properly at this time, the effectiveness of the Board of Directors to appropriately conduct decision-making on important management matters and supervision of business execution is sufficiently ensured, and appropriate measures are being taken for the management of the Board of Directors' meeting under the COVID-19 pandemic including the use of online meetings and conference calls. In recent years, ESG investment, in which companies are evaluated on non-financial aspects of environment, social, and governance, and then investment decisions are made based on the evaluation, has increased. In addition, with the revision of the Corporate Governance Code, companies will be required to further implement initiatives focusing on sustainability, including global environmental issues and respect for human rights, from the perspective of enhancing corporate value over the mid- to long-term. The Group has formulated the ADEKA Group Fundamental CSR Policy, "ADEKA VISION 2030," and Mid-Term Management Plan "ADX 2023" in accordance with the Group's management policy based on "making social contributions through our main lines of business." The Board of Directors of the Company will continue to utilize opinions and advice provided by External Directors from their objective and professional perspectives in deliberations on the major direction of the Company's management, including mid- to long-term management strategies that incorporate ESG and CSR initiatives, and in monitoring on the progress and results of Mid-Term Management Plan and large-scale investment projects based on our management policy and visions.

We have recognized that we need to further strengthen the oversight function of the Board of Directors through the Audit and Supervisory Committee and Nomination and Remuneration Committee, as a challenge in the future.

[Supplementary Principle 4.14.2] Training Policy for Directors

The Company provides officers with training before and after they take office. Thereafter, we offer periodic training to update their knowledge and skills so that they can deal with the revision of laws, and trends of new practices and risk problems. Furthermore, the Company provides External Directors with orientation on the Company's business lineup, finances, and organization, etc. before they take office so that they can fully perform their functions. Thereafter, the Company provides them with training and information, etc. as appropriate upon request of External Directors. (Please refer to the CGG Exhibit 5.)

[Principle 5.1] Policy for Dialogues with Shareholders

The Company develops a system for and works on promoting dialogues with shareholders as follows. (Please refer to the CGG Exhibit 9.)

- (1) Constructive dialogues with shareholders by Representative Directors and executives
- (2) Designating the Legal Affairs & Publicity Department as a responsible department in charge of SR and IR, and designating the officer in charge of the Legal Affairs & Publicity Department as a Supervisory Manager thereof
- (3) Building an IR cooperation structure with the Corporate Planning & Strategy Division, Finance & Accounting Department, and other departments
- (4) Carrying out a substantial shareholders survey to identify shareholders/investors with whom the Company should have constructive communication
- (5) Expanding opportunities to have dialogues with shareholders, including individual interviews, small meetings, IR results briefing, and General Meetings of Shareholders and shareholders meetings held thereafter
- (6) Providing feedback to management on opinions and concerns of shareholders identified through dialogues with them
- (7) Strictly managing insider information and thoroughly complying with the fair disclosure principle

2. Capital Structure

Foreign Shareholding Ratio	From 20% to less than 30%
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[Status of Major Shareholders] Updated

Name / Company Name	Number of Shares Owned	Percentage (%)
The Master Trust Bank of Japan, Ltd. (Trust account)	12,960,000	12.53
Custody Bank of Japan, Ltd. (Trust account)	6,956,900	6.73
Asahi Mutual Life Insurance Company	4,053,600	3.92
Custody Bank of Japan, Ltd. as trustee for Mizuho Bank, Ltd. Retirement Benefit Trust Account re-entrusted by Mizuho Trust and Banking Co., Ltd.	3,770,000	3.64
ADEKA Business Partners Shareholdings Association	3,079,300	2.98
National Mutual Insurance Federation of Agricultural Cooperatives	2,334,600	2.26
The Norinchukin Bank	2,244,000	2.17
Zeon Corporation	2,188,500	2.12
Showa Kosan Co., Ltd.	1,870,440	1.81
JP MORGAN CHASE BANK 385632	1,669,954	1.61

Controlling Shareholder (except for Parent Company)	—
Parent Company	No

Supplementary Explanation

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3. Corporate Attributes

Listed Stock Market and Market Section	Tokyo Stock Exchange (First Section)
Fiscal Year-End	March
Type of Business	Chemicals
Number of Employees (consolidated) as of the End of the Previous Fiscal Year	More than 1,000
Sales (consolidated) as of the End of the Previous Fiscal Year	From 100 billion yen to less than 1 trillion yen
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	From 10 to less than 50

4. Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholder

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5. Other Special Circumstances Which May Have Material Impact on Corporate Governance

Significance of owning a listed subsidiary based on the views and policy of the Group management, and measures to ensure the effectiveness of governance system of the listed subsidiary

<Views and policy of the Group management>

In order to realize the ADEKA Group's management policy based on "making social contributions through our main lines of business," and "co-existence and co-prosperity with the civil society," the Group is conducting Group-wide management under ADEKA VISION 2030 "An Innovative Company Contributing to a Sustainable future and Affluent Lifestyles."

In our new Mid-Term Management Plan "ADX 2023," which is positioned as the first stage toward the realization of ADEKA VISION 2030, we have identified "reinforcing Group management" as one of our key strategies to be a company with strong foundation by building a sound financial base as well as to enhance the Group's governance, in order to increase the cohesion of ADEKA Group.

Furthermore, the Group has identified seven CSR priority issues, including supply of eco-friendly products, conserving the global environment, and creating value that meets society's expectations, aiming to contribute to the enrichment of people's lifestyles around the world.

The Group's basic management policy is to share its management policy and visions throughout the Group, and enhance the Group's overall strength and, ultimately, the corporate value of the entire Group through cooperation and collaboration among the Group companies so as to realize the common mission of "contributing to a sustainable future and affluent lifestyles."

To this end, under the basic strategy of ADX 2023, "reinforcing Group management," the ADEKA Group is working to strengthen Group management control by fostering a common set of values across the Group and developing systems and structures to strengthen Group governance and compliance.

<Significance of owning a listed subsidiary NIHON NOHYAKU CO., LTD.>

The Group has identified "transforming the earnings structure" as one of the key strategies in "ADX 2023" and incorporated the ADEKA Group's "eco-friendly products" and "ADEKA Innovative Value Products" (AIV products), which are aimed at creating value that meets society's expectations, into strategic products in its polymer additives, chemicals, food products, and life science businesses, in order to help to achieve the SDGs, thereby pursuing both social and economic value.

As one of our measures to strengthen collaboration and demonstrate our overall strength in the life science business, we entered into a capital and business alliance agreement with NIHON NOHYAKU CO., LTD. and made it a consolidated subsidiary in September 2018, with the aim of adding the agrichemical business to our portfolio and accelerating the expansion of our life science business. By combining and integrating

technologies of both companies, we hope to contribute to solving various social issues related to global food problems, health, and food safety and security.

As NIHON NOHYAKU CO., LTD. was established in 1928 by spinning off the agrichemical division of the Company, the company has an extremely high affinity with the Company's business and organizational culture, and various technological exchanges have been conducted between research departments of the two companies. In order to pursue synergies between organic synthesis technologies of the Company and formulation technologies of NIHON NOHYAKU CO., LTD., we are promoting the exchange of human resources, complementing each other in the R&D fields, and facilitating mutual use of production technologies and bases of both companies, thereby working to expand the Group's life science business.

In order to maximize synergies with NIHON NOHYAKU CO., LTD., it is necessary for the company to flexibly raise funds from the capital market while maintaining its managerial independence. The Company also believes that maintaining the company as a listed subsidiary will contribute to maintaining and increasing the motivation of the company's employees as well as recruiting excellent human resources. Based on this belief, the basic policy of the capital and business alliance agreement with the company is to respect the independence of the company's management.

<Measures to ensure the effectiveness of governance system of the listed subsidiary NIHON NOHYAKU CO., LTD.>

NIHON NOHYAKU CO., LTD. is listed on the Tokyo Stock Exchange. Pursuant to the basic policy of the capital and business alliance agreement with the company, the Company shall respect the independence of the company's management and will not engage in any conduct that may damage the benefit of minority shareholders of the company or violate the principle of equality of shareholders in transactions, etc. with the company. In addition, as a parent company, the Company exchanges information and holds debriefing on corporate governance and compliance systems and the status of their activities with the company as needed, and provides advice and guidance on compliance and the establishment of internal control systems, etc. as necessary.

NIHON NOHYAKU CO., LTD. has increased the transparency of its Board of Directors' decision-making by setting the ratio of independent external directors to the Board of Directors to be one-third or more and by establishing a governance committee, thereby working to strengthen its oversight of conflicts of interest. From the perspective of ensuring the independence of management of NIHON NOHYAKU CO., LTD., the Company is not directly involved in its management decision-making and business judgment. However, the Company shall require NIHON NOHYAKU CO., LTD. to report in advance only on important matters (for example, matters that may have a material impact on the consolidated financial statements and the Company's timely disclosure) in order to ensure governance as a parent company.

II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight in Management

1. Organizational Composition and Operation

Organization Form	Company with an Audit and Supervisory Committee
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[Directors]

Maximum Number of Directors Stipulated in Articles of Incorporation	18
Term of Office Stipulated in Articles of Incorporation	1 year
Chairperson of the Board	President
Number of Directors	17
Appointment of External Director	Appointed
Number of External Directors	6
Number of Independent Directors	6

External Directors' Relationship with the Company (1)

Name	Attribute	Relationship with the Company*											
		a	b	c	d	e	f	g	h	i	j	k	
Kazuyuki Nagai	Academic												
Shigeru Endo	Other												
Makoto Horiguchi	From another company												
Akio Okuyama	CPA												
Yoko Takemura	Lawyer								○				
Yoshiki Sato	From another company								○				

* Categories for "Relationship with the Company"

* "○" when the director presently falls or has recently fallen under the category;

"△" when the director fell under the category in the past

* "●" when a close relative of the director presently falls or has recently fallen under the category;

"▲" when a close relative of the director fell under the category in the past

- Executive of the Company or its subsidiaries
- Non-executive director or executive of a parent company of the Company
- Executive of a fellow subsidiary company of the Company
- A party whose major client or supplier is the Company or an executive thereof
- Major client or supplier of the Company or an executive thereof
- Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a director/audit and supervisory committee member
- Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)
- Executive of a client or supplier company of the Company (which does not correspond to any of d, e, or f) (the director himself/herself only)
- Executive of a company, between which and the Company external directors/audit and supervisory committee members are mutually appointed (the director himself/herself only)
- Executive of a company or organization that receives a donation from the Company (the director himself/herself only)

k. Others

External Directors' Relationship with the Company (2) Updated

Name	Membership of Audit and Supervisory Committee	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
Kazuyuki Nagai		○	-	Kazuyuki Nagai has taught commercial law (Companies Act) in the University's Law Faculty for many years, and is also a qualified attorney. The Company believes that his abundant practical experience in the management of university as Chancellor and President of the University in combination with his highly specialized knowledge, enables him to offer advice and recommendations on the general management of the Company, and has therefore elected him as External Director. In addition, there is no evidence that he has served as an executive of the Company's subsidiaries, major clients or suppliers, or major shareholders, and he is considered to be highly independent. The Company has therefore designated him as Independent Director.
Shigeru Endo		○	-	Shigeru Endo spent many years as an active diplomat, and has abundant international experience. He has had no direct experience of involvement in company management in the past except through his role as External Director of the Company, but the Company judges that his broad knowledge and insights into international affairs and his international sense, enable him to offer advice on the general management of the Company, and has therefore elected him as External Director. In addition, there is no evidence that he has served as an executive of the Company's subsidiaries, major

				clients or suppliers, or major shareholders, and he is considered to be highly independent. The Company has therefore designated him as Independent Director.
Makoto Horiguchi		○	-	Makoto Horiguchi currently supervises the Sales Division of Iwatani Corporation as Member of the Board, Vice President of Iwatani Corporation, and has been involved in the management of its overseas operating companies. He possesses abundant experience in management and corporate governance, broad insights, global knowledge and excellent personality. The Company believes that he will offer appropriate supervision and advice on the general management of the Company, and has therefore elected him as External Director. In addition, there is no evidence that he has served as an executive of the Company's subsidiaries, major clients or suppliers, or major shareholders, and he is considered to be highly independent. The Company has therefore designated him as Independent Director.
Akio Okuyama	○	○	-	The Company believes that Akio Okuyama will provide audit and advice based on his high level of expertise and abundant practical experience in accounting and finance as a certified public accountant, and has therefore elected him as External Director. In addition, there is no evidence that he has served as an executive of the Company's subsidiaries, major clients or suppliers, or major shareholders, and he is considered to be highly independent. The Company has therefore designated him as Independent Director.
Yoko Takemura	○	○	Yoko Takemura belongs to one of the several law	Yoko Takemura is intimately familiar with corporate legal affairs as an attorney. The

			<p>offices with which the Company has an advisory agreement. However, the advisory fee the Company pays to the office is 4.2 million yen per year (350,000 yen per month), and the amount is minimal for both parties. Furthermore, she is not involved in any of the matters requested under said advisory agreement.</p>	<p>Company believes that she will provide audit and advice from a specialized legal standpoint, and has therefore elected her as External Director. The Company pays monthly advisory fee to the law office to which she belongs, based on the advisory agreement with the office, however, the amount of such advisory fee is minimal for both parties and she is not involved in any of the matters requested under the advisory agreement. The Company therefore judges that her role and function of auditing and supervising from an independent standpoint have been sufficiently ensured, and has therefore designated her as Independent Director.</p>
Yoshiki Sato	○	○	<p>The Company has transactions such as loans with Asahi Mutual Life Insurance Company, to which Yoshiki Sato serves as a special advisor.</p>	<p>Yoshiki Sato possesses excellent personality and insights, and is well versed in all aspects of corporate operations as well as finance and accounting, having extensive experience as a manager of a financial institution. The Company believes that he will provide audit and advice with a broad perspective, and has therefore elected him as External Director. He serves as a special advisor to Asahi Mutual Life Insurance Company, a shareholder of the Company, and the Company has transactions such as loans with the company. However, the scale of transactions with the company is not significant enough to affect his independence and the company is not a principal shareholder of the Company. The Company has therefore recognized that there is no problem with his independence, and designated him as Independent Director.</p>

[Audit and Supervisory Committee]

Committee's Composition and Attributes of Chairperson

	All Committee Members	Full-time Members	Internal Directors	External Directors	Chairperson
Audit and Supervisory Committee	5	2	2	3	Internal Director

Appointment of Directors and/or Staff to Support the Audit and Supervisory Committee Updated	Appointed
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Matters Related to the Independence of Such Directors and/or Staff from Executive Directors Updated

To assist the duties of the Audit and Supervisory Committee, the Audit and Supervisory Committee Staff Secretariat is established within the Internal Auditing Department, and several concurrently serving staff members are appointed as assistant employees. Assistant employees who have received instructions necessary for audit operations from the Audit and Supervisory Committee shall follow such instructions and shall not receive instructions or orders from Directors, etc. regarding matters covered by the instructions from the Audit and Supervisory Committee.

Internal transfer, personnel evaluation, reward and punishment and so on of assistant employees shall be subject to prior consent of the Audit and Supervisory Committee.

Cooperation among Audit and Supervisory Committee, Accounting Auditors and Internal Audit Department

The Audit and Supervisory Committee cooperates closely with the Accounting Auditors and the Internal Auditing Department to improve each one's supervisory function.

Internal audit reports by the Internal Auditing Department, which is the Company's internal audit department, are also made to the Audit and Supervisory Committee by the double reporting line.

The Audit and Supervisory Committee receives explanation regarding audit quality control system from the Accounting Auditors in writing, etc. and verifies its appropriateness.

[Voluntary Establishment of Committee(s)]

Voluntary Establishment of Committee(s) Corresponding to Nomination Committee or Remuneration Committee	Established
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Committee's Name, Composition, and Attributes of Chairperson

	Committee Corresponding to Nomination Committee	Committee Corresponding to Remuneration Committee
Committee's Name	Nomination and Remuneration Committee	Nomination and Remuneration Committee
All Committee Members	3	3
Full-time Members	0	0
Internal Directors	1	1
External Directors	2	2
Outside Experts	0	0
Other	0	0

Chairperson	Internal Director	Internal Director
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Supplementary Explanation Updated

The Company established the Nomination and Remuneration Committee in November 2020.

1. Purpose of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee has been established to enhance the fairness, transparency, and objectivity of procedures relating to nomination of candidates for Directors and determination of remuneration and further improve corporate governance.

2. Roles of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee deliberates the following matters and advises the Board of Directors upon consultation by the Board of Directors:

- (1) Basic policy relating to the composition of the Board of Directors
- (2) Planning of successors to CEO, etc.
- (3) Criteria relating to the nomination of candidates for Directors and appointment of Operating Officers, etc.
- (4) Criteria for determining the independence of external officers
- (5) Policy for determining the amount of remuneration of Directors and Operating Officers, and criteria for remuneration based on the said policy
- (6) Other important matters relating to the nomination and remuneration of officers

3. Composition of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee consists of at least three members, the majority of whom are Independent External Directors in principle. The chairperson is selected by the mutual election of the members. (The current chairperson is the Representative Director & President.)

[Independent Directors]

Number of Independent Directors	6
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Matters relating to Independent Directors

The Company designates all External Directors who qualify as Independent Directors as Independent Directors.

[Incentives]

Incentive Policies for Directors	Other
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Supplementary Explanation

We abolished the retirement benefit system for Directors and Corporate Auditors and reviewed the officers' remuneration system in June 2008. We also introduced a stock-based rewards plan under which compensation is paid in the form of restricted stock in June 2017. Furthermore, at the 159th Annual General Meeting of Shareholders in June 2021, we revised the officers' remuneration on the occasion of the transition to a company with an audit and supervisory committee. We will continue with revisions to further improve incentives.

The officers' remuneration consists of officers' remuneration as compensation for the performance of their duties, bonuses linked to the business performance of the Company and individual officers during the relevant fiscal year, and stock-based rewards granted in the form of restricted stock as incentives for improving mid-to long-term performance and stock price. (Bonus and stock-based rewards are not provided to Directors and External Directors who are Audit and Supervisory Committee Members.)

Furthermore, as incentives for improving mid- to long-term performance and stock price, we set criteria for the number of shares held according to the job rank for Executive Directors and Operating Officers (shareholding criteria), and they are expected to acquire at least the standard number of shareholding by contributing a part of remuneration to the officers' shareholding association or purchasing shares in the market and also make efforts to continue holding the shares during their term of office.

Recipients of Stock Options	
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Supplementary Explanation

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[Director Remuneration]

Disclosure of Individual Directors' Remuneration	No individual disclosure
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Supplementary Explanation

Remuneration of Directors

14 Directors 387 million yen (as of March 31, 2021)

Policy on Determining Remuneration Amounts and Calculation Methods	Established
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Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods
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The officers' remuneration consists of officers' remuneration as compensation for the performance of their duties, bonuses linked to the business performance of the Company and individual officers during the relevant fiscal year, and stock-based rewards granted as incentives for improving mid- to long-term performance and stock price.

1. Basic policy

The amount of the remuneration of Directors (excluding the Directors who are Audit and Supervisory Committee Members, the same shall apply hereinafter) shall be such that it will fully work as motivation for appropriate and sound performance so that they can make a transparent, fair, prompt and brave decision which will result in raising corporate value and therefore common interest of shareholders. Specifically, the remuneration of Directors consists of basic compensation as a fixed consideration, bonus as a performance-linked compensation, and stock-based rewards. External Directors in charge of supervisory function shall be paid only basic compensation in view of their duties.

2. Policy for determining the amount of individual basic compensation (money compensation)

Basic compensation for Directors shall be monthly fixed compensation as determined in accordance with the position and number of years in office.

3. Policy for determining performance-linked compensation and the contents and amount/number of non-monetary compensation

Performance-linked compensation shall be paid at a certain time annually as a bonus, the amount of which shall be determined by comprehensively taking into account financial value evaluated based on the results (consolidated net sales, consolidated operating income, and consolidated net income) for the business year, social value evaluated based on contribution to the resolution of environmental problems, etc. for the business year, and other circumstances. Non-monetary compensation shall be restricted stock compensation in order to make our compensation system work as a mid- to long-term incentive to realize the increase of the Company's corporate value and therefor sustainable increase of shareholder value. The amount/number of

restricted stock compensation shall be determined in accordance with the position of each Director and shall be paid by resolution of the Board of Directors held within one month from the date of starting job execution by the Director. The transfer restriction period shall be no less than three years from the payment due date, and the transfer restriction shall be lifted provided that the Director is continuously in office during the period in principle.

4. Policy for determining the proportion of monetary compensation, performance-linked compensation and non-monetary compensation among Directors' total compensation

As for the proportion of Executive Directors' compensation by type, the higher the position of the Director is, the larger the weight of bonus as performance-linked compensation shall be.

The approximate proportion of compensation by type is as follows (in case the performance indicators are achieved 100%).

Position: Representative Director & Chairman, Representative Director & President

Basic compensation 55%, performance-linked compensation 22%, non-monetary compensation 23%

Position: Director & Senior Managing Operating Officer

Basic compensation 59%, performance-linked compensation 20%, non-monetary compensation 21%

Position: Director & Managing Operating Officer

Basic compensation 61%, performance-linked compensation 17%, non-monetary compensation 22%

Position: Director & Senior Managing Officer

Basic compensation 61%, performance-linked compensation 15%, non-monetary compensation 24%

(Note: Performance-linked compensation is a bonus, and non-monetary compensation is restricted stock compensation.)

5. Policy for determining the contents and amount of compensation by individual

Among Directors' compensation by individual, as for basic compensation, the Representative Director & President shall be delegated by the Board of Directors to develop the specific contents of each Directors' basic compensation based on the remuneration criteria determined in accordance with the position and number of years in office within the scope of the maximum limit resolved by the 159th Annual General Meeting of Shareholders. And the Representative Director & President shall consult such compensation proposal with the Nomination and Remuneration Committee, and determine the amount of each Director's compensation, taking into consideration opinions and advice of the Nomination and Remuneration Committee therefor.

Among Directors' compensation by individual, as for bonus, the Representative Director & President shall be delegated by the Board of Directors to develop the specific contents of each Directors' basic compensation based on business results and contribution to the resolution of environmental problems, etc. for each business year and other circumstances within the scope of the maximum limit resolved by the 159th Annual General Meeting of Shareholders. And the amount of each Director's bonus based on such proposal shall be determined by the resolution of the Board of Directors after consultation with the Nomination and Remuneration Committee, taking into consideration opinions and advice of the Nomination and Remuneration Committee therefor.

Among Directors' compensation by individual, as for stock-based rewards, the Representative Director & President shall develop the stock-based rewards proposal based on the Stock-based Rewards Regulations determined by the Board of Directors within the scope of the maximum limit resolved by the 159th Annual General Meeting of Shareholders. And the number of shares allocated to each Director based on such proposal shall be determined by the resolution of the Board of Directors after consultation with the Nomination and Remuneration Committee.

[Supporting System for External Directors]

1. We provide External Directors with orientation on the Company's business lineup, finances, and organization, etc. before they take office. Afterward, we provide them with training, visits to our facilities, and information as necessary upon request.

2. Before convening a Board of Directors' meeting, we distribute meeting materials to External Directors. If External Directors request additional materials or information, the Secretariat to Board of Directors (Secretarial Department) serves as a liaison and coordinator between related departments.
3. We explain our operations and management situation to External Directors when they attend the Board of Directors' meetings and other meetings or as necessary. We also arrange consultation and liaison between External Directors and Representative Directors as necessary to report the company's management.
4. The Company and External Directors have entered into a limited liabilities contract.
5. To assist duties of the Audit and Supervisory Committee, we have established the Audit and Supervisory Committee Staff Secretariat within the Internal Auditing Department, where several staff members serve concurrently.

[Retired Presidents/CEOs Holding Advisory Positions (Executive Advisor, Advisor, etc.)]

Information on retired presidents/CEOs holding advisory positions (Executive Advisor, Advisor, etc.)

Name	Job Title/ Position	Responsibilities	Employment Terms (Full/part time, with/without compensation, etc.)	Date When Former Role as President/ CEO Ended	Term
Masahiro Iwashita	Executive Advisor	External activities of industrial organizations, etc. Advice upon requests of the current management	Part time without compensation	June 27, 2006	Renewed every year
Akio Kohri	Executive Advisor	External activities of industrial organizations, etc. Advice upon requests of the current management	Full time with compensation	June 29, 2020	Renewed every year

Number of Retired Presidents/CEOs Holding Advisory Positions (Executive Advisor, Advisor, etc.)	2
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Others

Executive Advisor, who has served as the Representative Director & President, etc. at the Company, participates in external activities at organizations important for the Group, leveraging their experience and insight gained during their involvement in the Company's management over the years. Executive Advisor also gives advice concerning important management matters upon requests of the Representative Directors. Executive Advisor is not involved in the decision-making of the Company's management.

2. Matters on Functions of Business Execution, Auditing, Oversight, Nomination and Remuneration Decisions (Overview of Current Corporate Governance System)

1. Situation of the supervisory function and operational execution function
 The Company makes decisions upon flexible and thorough consideration along with deliberation at the monthly Board of Directors' meetings, extraordinary Board of Directors' meetings held as necessary, and Management Committee meetings held several times a month. The Company has 17 Directors, 12 of which are Directors who are not currently serving as Audit and Supervisory Committee Members including three External Directors, and five Directors concurrently serve as Audit and Supervisory Committee Members including three External Directors. The term of office of Directors who do not concurrently serve as Audit and Supervisory Committee Members is one year, and the term of office of Directors who concurrently serve as Audit and Supervisory Committee Members is two years.

We have also introduced the Operating Officers System to clarify responsibilities and authorities for business execution, accelerate decision-making, and run operations efficiently. Moreover, we have established various committees, including the Internal Control Promotion Committee, Compliance Promotion Committee, Risk Management Committee, and Trade Control Committee, and deliberate specific matters necessary for the execution of operations to achieve rational deliberation and managerial judgments and mutually check for compliance, etc.

2. Situation of the audit function

(1) Audit by Audit and Supervisory Committee

Among the five Directors who concurrently serve as the Audit and Supervisory Committee Members, three are External Directors, and two are Internal Directors. The Audit and Supervisory Committee Members supervise the execution of duties by the Directors through means such as attending the Board of Directors and investigating business and financial conditions, based on the auditing policy and division of duties set by the Audit and Supervisory Committee. They also closely cooperate with the Accounting Auditors and the Internal Auditing Department to mutually improve the supervisory function.

(2) Internal audit

The Internal Auditing Department, which is the Company's internal audit department, internally audits the legality and appropriateness of business execution in all departments from a fair and independent standpoint based on the operational audit regulations and audit plans, reports the audit results, and proposes improvements to the top management. The Internal Auditing Department also reports the audit results to the Audit and Supervisory Committee by the double reporting line.

(3) Accounting audit

The Company undergoes accounting audits by Ernst & Young ShinNihon LLC, with which the Company has concluded an audit agreement with. Accounting audit is executed by Messrs. Tatsuya Suzuki and Kazunori Onuki, who are certified public accountants and engagement partners at the above company. The Audit and Supervisory Committee has received an explanation concerning the audit's quality control system by the Accounting Auditors in writing, etc. and confirmed its appropriateness.

(Note) The number of years of audit is seven years or less for all Accounting Auditors and is therefore omitted.

3. Situation of nomination and determination of remuneration

Before nominating candidates for Directors, appointing Operating Officers, and making proposals regarding the remuneration of the Directors and Operating Officers at the Board of Directors, the Board of Directors consults the Nomination and Remuneration Committee and seeks its opinions or advice.

3. Reasons for Adoption of Current Corporate Governance System

Our business activities span a diversity of fields in chemicals, foods, and life science and are characterized by organic links between each business. Therefore, the Directors and Operating Officers are required to be familiar with the Group's overall business and the industry, exchange information, and cooperate with each other.

In view of the above, we believe that governance that enhances the mobility of management and improves the supervisory function, while maintaining decision-making by consensus of the Board of Directors, is the optimal system to effectively demonstrate and operate the Company's management functions, and decided to transition from a company with an Audit & Supervisory Board to a company with an Audit and Supervisory Committee in June 2021.

Important decision-making matters are proposed at the Board of Directors upon deliberation at the Management Committee to grasp and share the situation, transparency, appropriateness, and appropriateness of business execution among all Directors and ensure the mutual monitoring function between the Directors. Since the transition to a company with an Audit and Supervisory Committee, the Directors who concurrently serve as the Audit and Supervisory Committee Members have gained voting rights at the Board of Directors, which, together with their involvement in the nomination of candidates for officers and process of determining their remuneration by the Nomination and Remuneration Committee, is expected to strengthen the supervisory function of the Board of Directors.

The six Independent External Directors (three of whom are Audit and Supervisory Committee Members) provide advice and supervise from objective viewpoints independent from the management to achieve the Company's sustainable growth and mid- to long-term improvement of corporate value. In addition, the Audit

and Supervisory Committee Members attend major meetings of the Board of Directors, Management Committee, etc. to adequately monitor the execution of duties by the Directors.

III. Implementation of Measures for Shareholders and Other Stakeholders

1. Measures to Vitalize the General Shareholder Meetings and Facilitate the Smooth Exercise of Voting

Rights Updated

	Supplementary Explanations
Early Notification of General Shareholder Meeting	We send out the convocation notice a day before the statutory time limit. For early disclosure, we also publish it on the Company's website and submit it to the Tokyo Stock Exchange eight days before sending.
Scheduling AGMs Avoiding the Peak Day	We have been striving to avoid holding the Annual General Meeting of Shareholders on peak days since 2000.
Allowing Electronic Exercise of Voting Rights	We have introduced electronic exercise of voting rights since the Annual General Meeting of Shareholders in June 2007. We have also introduced exercise of voting rights by QR code on smartphone since the Annual General Meeting of Shareholders in June 2019.
Participation in Electronic Voting Platform and Other Efforts to Enhance the Voting Environment for Institutional Investors	We have been participating in electronic voting platform since the Annual General Meeting of Shareholders in June 2010.
Providing Convocation Notice in English	We provide convocation notices in English on the websites of the Company and the Tokyo Stock Exchange as well as on the electronic voting platform for institutional investors.
Other	We have introduced visual materials (business reports using PowerPoint) at the Annual General Meetings of Shareholders. We also aim to make the Annual General Meeting of Shareholders IR-oriented by holding a social gathering for shareholders after the Annual General Meeting every year as a place of communication between shareholders and the management as well as between shareholders. However, as we held this year's Annual General Meeting of Shareholders during the state of emergency, we asked shareholders to refrain from coming to the venue and canceled the gathering of shareholders to prevent the spread of COVID-19 as in the case of last year. Instead, to better provide information to the shareholders, we streamed the Annual General Meeting of Shareholders on the website on demand.

2. IR Activities Updated

	Supplementary Explanations	Explanation by Representative
Preparation and Publication of Disclosure Policy	We have established the following disclosure policy and published it online. 1. Criteria for disclosure We disclose information in an accurate, timely, and fair manner in accordance with the Rules on Timely Disclosure of Corporate Information by Issuers of Listed Securities (hereinafter the "Timely Disclosure Rules") set forth by related laws and regulations, such as the Financial Instruments and Exchange Act, and the Tokyo Stock Exchange. We also disclose other information judged necessary or useful for understanding the Company. 2. Method of information disclosure	

	<p>We disclose information subject to the Timely Disclosure Rules on the Timely Disclosure network (TDnet) provided by the Tokyo Stock Exchange.</p> <p>To the press, we disclose information via the press club at the Tokyo Stock Exchange (Kabuto Club).</p> <p>We submit reports such as annual securities reports pursuant to the Financial Instruments and Exchange Act to the competent Finance Bureau and the Tokyo Stock Exchange without delay.</p> <p>We keep reports such as annual securities reports and make them available for public inspection.</p> <p>We publish disclosed information on our website in a timely manner; however, we do not publish all information disclosed on TDnet on our website.</p> <p>3. Quiet period</p> <p>To prevent leakage of information that affects the stock price, we set a quiet period on the day of announcing financial statements for each term and refrain from giving comments or answering inquiries concerning the financial results.</p> <p>However, if the financial results are expected to largely deviate from the previously announced financial forecasts, we disclose information as necessary even during the quiet period.</p>	
Regular Investor Briefings for Individual Investors	<p>We participate in company briefings, etc. for individual investors.</p> <p>In 2021, we exhibited at the 16th Nikkei IR & Individual Investor Fair 2021 Online (organized by Nikkei Inc.), an online event for individual investors held on Friday, September 24 and Saturday, September 25. At such briefings, the Representative Director & President explains the Company's growth strategies and discusses materials that contribute to enriching people's lives under the theme of EV, 5G, and food loss.</p>	Available
Regular Investor Briefings for Analysts and Institutional Investors	We hold financial results briefing sessions at the end of each fiscal year and at the end of the interim period.	Available
Posting of IR Materials on Website	We have an IR page on our website and publish summary of financial statements, annual securities reports, business reports, and financial results briefing materials.	
Establishment of Department and/or Manager in Charge of IR	Legal Affairs & Publicity Department and Publicity & Administration Group are in charge of IR.	

3. Measures to Ensure Due Respect for Stakeholders Updated

	Supplementary Explanations
Stipulation of Internal Rules for Respecting the Position of Stakeholders	The ADEKA Group Code of Conduct and the Compliance Action Guidelines, organized by relationship with each stakeholder, promote the importance of business activities that take into consideration the demands and interests of stakeholders.
Implementation of Environmental Activities, CSR Activities etc.	We acquired ISO14001 Environmental Management System at all plants and strive to develop environmentally friendly products, save energy and resources, and reduce waste. We also publish CSR reports that cover our environmental preservation activities as well as social and economic

	<p>information. We also develop an organizational structure aimed at accelerating CSR activities, for example by newly establishing the CSR Committee chaired by the Representative Director & President in April 2019, and strive to solve priority social issues to be tackled by the Group.</p> <p>To further promote CSR initiatives, we have signed the UN Global Compact (UNGC) advocated by the UN and registered as a participating company on April 6, 2021. We also joined the Global Compact Network Japan comprising Japanese companies that have signed the UNGC. By signing the UNGC and clarifying our company's stance, we will perform business in compliance with the norms. And we will contribute to sustainable society through our main business and improve corporate value by responding to ever-changing expectations of stakeholders and contributing to achieving the 17 SDGs.</p> <p>For more information on our initiatives concerning sustainability issues, please see [Supplementary Principles 3.1.3 (4.2.2)] Initiatives for Issues Related to Sustainability, [Reasons for Non-compliance with the Principles of the Corporate Governance Code] in I. Basic Views on Corporate Governance, Capital Structure, Corporate Profile and Other Basic Information.</p>
Development of Policies on Information Provision to Stakeholders	<p>The disclosure policy, as well as the pledge for timely disclosure submitted to the Tokyo Stock Exchange and its attached document "Status of Internal System Concerning Timely Disclosure of Company Information" are available on our website.</p>
Other	<p>[HR philosophy] ADEKA Group declares to "secure a safe and healthy working environment for employees, respect their human rights, give them an impartial and equal treatment and realize their comfortable and wealthy life, thereby building a vibrant company that appreciates their uniqueness and initiatives" in the Group's Code of Conduct.</p> <p>In line with this above philosophy, we strive to respect the individuality and uniqueness of each employee, treat them fairly according to their level of skill development and performance, and support their self-realization.</p> <p>[Initiatives for active participation of women in the workplace] Regarding our initiatives for ensuring diversity and developing human resources including promotion of active participation of women in the workplace, please see [Supplementary Principle 2.4.1] Goals and Status for Promotion of Women, Foreign Nationals, and Mid-career Hires to Middle Managerial Positions / Policies for Human Resources Development and Internal Environment Development to Ensure Diversity, [Disclosure Based on the Principles of the Corporate Governance Code] in I. Basic Views on Corporate Governance, Capital Structure, Corporate Profile and Other Basic Information.</p> <p>[Initiatives in FY2020]</p> <ul style="list-style-type: none"> • Revised the job return system to reemploy employees who have left the Company once, which has been applicable only to those who resigned for nursing care purposes, to include those who resigned for reasons such as marriage and childbirth. • Revised and re-disseminated pamphlets and leaflets aimed at deepening the understanding of the childcare (and nursing care) system. <p>[Support for work-life balance exceeding statutory standards]</p> <ul style="list-style-type: none"> • Allow partial use of the accumulated special leave (paid) for childcare leave (statutory standard: unpaid). • Allow shorter working hours for childcare in increments of a minimum of fifteen minutes to a maximum of two hours with the primary

	<p>consideration being ease of use (statutory standard: in increments of two hours only).</p> <ul style="list-style-type: none">• Allow shorter working hours for childcare until the end of the child's fourth elementary school year (statutory standard: below three years old).• Allow sick/injured childcare leave of up to ten days regardless of the number of children (statutory standard: five days for the first child and ten days for the second and later child).• Allow nursing care leave of up to 365 days in total (statutory standard: 93 days).
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IV. Matters Related to the Internal Control System

1. Basic Views on Internal Control System and the Progress of System Development

Under the recognition that an internal control system is a process that all members of the Company, including the Board of Directors and the management, should work on together to ensure the (1) effectiveness and efficiency of operations, (2) reliability of financial reporting, (3) compliance with relevant laws and regulations and the Articles of Incorporation, and (4) reasonable assurance about the safeguarding of assets, we have taken company-wide measures to develop and strengthen the system, led by the Internal Control Promotion Committee (established in March 2007).

We will engage in specific promotion activities based on the “Basic policy for the systems to secure appropriateness of operations (Internal Control System),” outlined below; implement the PDCA cycle; and establish a more effective system.

1. System to ensure that performance of duties by Directors or employees conforms to the provisions of applicable laws and regulations and the Articles of Incorporation

(1) Compliance promotion organization

The Company shall establish the Compliance Promotion Committee (with division-level authority) consisting of officers and one external lawyer and make an effort to develop a compliance system and grasp problems thereof. The Company shall also appoint in each department a Compliance Promotion Responsible Manager (General Manager of the department, in principle) and a Compliance Promotion Manager.

(2) Group Compliance Regulations

The Company shall promote the development of the compliance promotion organization system, management of compliance activities (including but not limited to education and enlightenment), and operation of the whistle-blowing system based on the Group Compliance Regulations.

(3) Code of ethics/manuals

The Company shall ensure thorough compliance with laws and regulations by using various code of ethics and manuals, including, but not limited to, the “ADEKA Group Code of Conduct,” “Compliance Action Guidelines,” and “Compliance Casebook (collection of cases).” The code of ethics and manuals shall be regularly reviewed.

(4) Compliance education/training

The Company shall thoroughly promulgate a spirit of compliance to all officers and employees by the education/training system with a combination of stratified training and training classified by theme/laws, as well as in-house newsletters, e-mail newsletters, or other internal media.

(5) Monitoring and business audit

i) Regular monitoring and survey on the status of compliance with laws and the degree of penetration of a sense of compliance, etc.

ii) Cooperation between the Compliance Promotion Committee and the Internal Auditing Department, such as the reporting of internal audit results related to compliance to the Compliance Promotion Committee by the Internal Auditing Department

iii) Reporting of the activity status of the Compliance Promotion Committee and problems on compliance to the Board of Directors

(6) Whistle-blowing system

The Company shall establish a Whistle-blowing Hot-line and make an effort to detect early and secure information on any violation of compliance.

The Company shall also further strengthen and enhance the function of the whistle-blowing system and establish the Compliance Whistle-blowing Regulations that clarify the obligation to whistle-blow, the procedure for whistle-blowing to the Whistle-blowing Hot-line, the protection of whistle-blowers, and so on, in response to the Whistle-Blower Protection Act.

(7) Internal control system promotion organization

The Company shall strive to strengthen the company-wide internal control system by establishing the Internal Control Promotion Committee (with division-level authority) and subcommittees by business segment thereunder for the purpose of building and improving the system for the “Evaluation of and Report on Internal Control Over Financial Reporting” pursuant to the Financial Instruments and Exchange Act (Japanese Sarbanes-Oxley Act), in addition to specific operation and promotion of the internal control system pursuant to the Companies Act and the Ordinance for Enforcement of the Companies Act.

(8) Prevention of damage caused by, and a ban on relations with, anti-social forces

As one of the important efforts for CSR and compliance, the Company shall make an effort to exclude anti-social forces. To prevent any damage caused by, and exclude any relations with, any anti-social forces, the Company shall designate the Legal Affairs & Publicity Department as a department in charge of response to the anti-social forces, develop manuals on reporting of and countermeasures for possible cases, and take a firm stand against anti-social forces, cooperating with the police and other agencies.

2. System concerning storage and control of information pertaining to exercise by Directors of their duties
To guarantee the appropriateness of business judgment, the Company shall, for any matters important for business management, make a decision by the Board of Directors or the Management Committee under the rules on review and meeting, and store the minutes thereof along with relevant materials used at such decision-making. For any duties delegated to the execution line, an approval procedure by Ringi or Decision (the request for managerial decision) shall be taken, and the Ringi documents/Decision documents shall be stored along with relevant materials.

To secure traceability of Directors' management responsibility, the information concerning these decision-making procedures shall be stored and managed as follows:

(1) The following documents shall be stored based on the document management regulations and the standards for storage and disposal of documents:

(i) Minutes of General Shareholders' Meetings, (ii) Minutes of Board of Directors, (iii) Minutes of Management Committee, (iv) Ringi documents/Decision documents, (v) accounting books, financial statements, (vi) other documents specified in the document management regulations

(2) An effort shall be made to adopt a method easy to retrieve stored documents by using an index system or electronic files.

3. Rules and other systems for management of risk of loss (risk management system)

(1) Establishment of the Risk Management Committee

The Company shall establish the Risk Management Committee to identify and evaluate risks actually or possibly faced by each department, design a Risk Management Manual, and review the risk management system.

(2) Risk Management Manual

The Company shall, based on the "ADEKA Group Risk Management Manual" issued by the Risk Management Committee, designate responsible departments by risk category, and create a system that can minimize damage in case of emergency.

(3) Establishment of the Emergency Headquarters

In the event of an incident of high degree of urgency/importance, the Company shall establish the Emergency Headquarters (with the officer of the department in charge of the said incident appointed as chief of headquarters), and address the said incident in an organized manner in accordance with the Risk Management Manual.

(4) Audit on risk management

The Internal Auditing Department shall conduct and regularly report to the Representative Directors, Audit and Supervisory Committee, and the Board of Directors the result of an audit on the status of each department's risk management.

4. System to secure efficient performance by Directors of their duties

(1) Operating Officers System

The Company shall strive to speed up decision-making procedures and to clarify the responsibility for business execution by separating decision-making from business execution, based on the Operating Officers System.

(2) Management Committee

The Company shall establish the Management Committee in order to preliminarily deliberate important matters for which an approval of the Board of Directors is required, to share the information on business execution among officers, and to speed up deliberation by the Board of Directors.

Each Management Committee's Meeting shall have all full-time Directors and the relevant Operating Officers relating to the agenda of the meeting as attendees, and the appropriate section leaders as proposers of the matter to be discussed.

(3) Term of office of officers

Term of office of Directors and Operating Officers shall be one year for the purpose of clarifying their management responsibility and making operations more efficient.

(4) Clarifying of rules on authorities, decision-making and business execution

The Company shall create a system capable of securing appropriate and efficient execution by officers of their duties by clarifying rules on authorities, decision-making and business execution based on the internal regulations.

(5) Budgetary management system

The Company shall secure efficiency of business operation by setting numerical targets for each department at the beginning of a term, reviewing progress and status of the achievement using the managerial accounting method, and providing feedback on the results.

The Company shall also improve business efficiency by using information technologies in the accounting system.

5. System to secure proper operations in business group

(1) Framework for reporting on the business execution by Group companies to the Company

The Representative Director of the Company shall, via the Corporate Planning & Strategy Division, receive reports from representative directors of Group companies under the weekly/monthly report system, and request reports on their status of business and management issues at ADEKA Group President Meeting, Global Strategy Meeting, and other meetings held by the Company.

The Company shall attend the general shareholders' meetings of each Group company and receive a business report there. The Company shall request reports on the status of business execution at the board of directors meetings of each Group company and strive to collect information, via those who are dispatched from the Company to a Group company as Directors or Audit & Supervisory Board Members of such Group company (hereinafter the "Dispatched Officers").

(2) System for risk management of Group companies

The Company shall request Group companies to build and improve, and to report the status of operation of risk management systems according to business categories and business scales, including but not limited to the establishment of organizations for risk management and appointment of responsible persons thereof.

The Company shall request a prompt report in the event that any accident, disaster, or violation of law occurs or is likely to occur in any Group company.

In the event that a state of emergency in a Group company raises concerns about a possible serious impact on the Company or any other Group company, the Company shall organize a Joint Emergency Team with the Group company, and address the concerns and minimize damage in cooperation with the Group company.

(3) System to secure efficient performance by directors, etc. of their duties in Group companies

The Company shall review the progress and the status of achievement of Group companies' budgets using the managerial accounting method and provide Group companies with feedback on the results.

The Company shall provide Group companies with useful information and improve business efficiency by sharing data for business management analysis with Group companies via the global business management system and making it possible to immediately collect information.

(4) System to ensure that the execution by Group company's directors, etc. and employees of their duties conforms to the provisions of applicable laws and the Articles of Incorporation

The Company shall create a group-wide system for compliance by establishing and sharing with respective Group companies, the code of ethics and various regulations/manuals applicable in common to the whole Group.

The Company shall request Group companies to build and improve, and to report the status of operation of a compliance system according to their business categories and business scales, including but not limited to establishment of compliance promotion organizations and appointment of the compliance promotion responsible persons thereof. The Company shall hold the Group Compliance Council consisting of the presidents of respective Group companies and the compliance promotion responsible persons, discuss any problems on compliance faced by respective Group companies, and strive to share the consciousness and information.

In addition, the Company shall strive for early detection of any violation of compliance by monitoring via Dispatched Officers, the Audit and Supervisory Committee of the Company, and the Internal Auditing Department and establishing a Whistle-blowing Hot-line accessible across Group companies.

6. Employees who should assist Audit and Supervisory Committee's duties

The Company shall establish the following system for securing the independence of employees who should assist the Audit and Supervisory Committee's duties (hereinafter the "Assistant Employees") and effectiveness of instructions of the Audit and Supervisory Committee, and then appoint Assistant Employees:

- (1) Assistant Employees who have received instructions necessary for audit operations from the Audit and Supervisory Committee shall follow such instructions and shall not receive instructions or orders from Directors, etc. regarding matters covered by the instructions from the Audit and Supervisory Committee;
- (2) The Company shall appoint as Assistant Employees only persons who have skills and experience required to carry out the Audit and Supervisory Committee's instructions; and
- (3) Internal transfer, personnel evaluation, reward and punishment and so on of Assistant Employees shall be subject to prior consent of the Audit and Supervisory Committee.

7. Systems for reporting to Audit and Supervisory Committee, and other systems to secure the effectiveness of audits conducted by Audit and Supervisory Committee

- (1) Attendance at the Board of Directors' meeting, etc., and regular liaison conference with the Representative Director

Directors who are Audit and Supervisory Committee Members shall, in addition to attending the Board of Directors' meeting and other important meetings, regularly have a liaison conference with, and receive a report on important matters concerning business management, compliance, etc. from, the Representative Director

- (2) Authorities of Audit and Supervisory Committee

The Audit and Supervisory Committee shall have the right to ask for a report on the result of internal audit from the Internal Auditing Department Head, and to demand inspection of any materials of important in-house meetings and any materials concerning decision procedures from Directors, Operating Officers and employees.

- (3) Cooperation with the Compliance Promotion Committee

- i) Attendance at the Compliance Promotion Committee's meeting

Audit and Supervisory Committee Members shall, in addition to attending the Compliance Promotion Committee's meetings, receive a report on the status of the compliance activities from time to time.

- ii) Whistle-blowing Hot-line

- Upon receiving any whistle-blowing, the Secretariat of Compliance Promotion Committee shall timely report it to the Audit and Supervisory Committee.
- In accordance with the internal regulations stipulating the securement of anonymity of whistle-blowers, confidentiality, prohibition of disadvantageous treatment to whistle-blowers, and so on, the Company shall, in cooperation with the Audit and Supervisory Committee, strive to fairly operate the Whistle-blowing Hot-line, appropriately deal with the whistle-blowing cases, and protect the whistle-blowers.

2. Basic Views on Eliminating Anti-Social Forces and the Progress of System Development

1. Basic policy on eliminating anti-social forces

- (1) Basic policy in the Code of Conduct

The ADEKA Group Code of Conduct states, "We totally exclude the relationship with any anti-social forces and groups jeopardizing order and security in the civil society and putting undue pressure on business activities and reject their unreasonable demands aggressively."

- (2) Submission of a declaration to the Tokubouren

The Company understands the reality of anti-social forces and groups, excludes any relations with them, and is firmly determined to eliminate them. This has been made clear internally and externally through a declaration to break off relations with such forces and groups, submitted to the Tokubouren (Association for Countermeasures Against Anti-Social Forces in the Jurisdiction of the Metropolitan Police Department).

2. Progress of system development to eliminate anti-social forces

- (1) Department in charge of overseeing actions

The Legal Affairs & Publicity Department engages in company-wide awareness raising activities, serves as the contact point for consultation, and takes other measures, as the department in charge of overseeing actions to eliminate anti-social forces.

- (2) Cooperation with specialized external agencies

The Company is a member of the Tokubouren, and cooperates with the police stations that have jurisdiction over the Head Office and each office, as well as with the legal advisor. For specific cases, we contact the secretariat of Tokubouren via fax (Tokubou 110) and consult with them about the actions we should take.

- (3) Collection and management of information on anti-social forces

We collect information on anti-social forces from materials provided by the Tokubouren and through the exchange of information at district meetings of the Council on Countermeasures Against Anti-Social Forces. We manage the collected information under strict control to prevent external leaks.

(4) Development of manuals

We have created the “Manual for Responses to Unreasonable Demands” and the “Manual for Actions to Eliminate Anti-Social Forces,” which contain cases of unreasonable demands and the basics of how to respond. The manuals are published and shared on the company intranet to raise employee awareness.

(5) Training activities

In addition to holding briefing sessions as needed at the time of creation and revision of the above manuals, we engage in training activities, such as offering e-learning courses and lending DVDs created by the Tokubouren to each office.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Adopted
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Supplementary Explanation

The Company introduced response measures to large-scale purchases of its shares at its Board of Directors meeting held on May 24, 2007, which have since been updated three times. Since those renewed response measures expired again, a further renewal thereof (hereinafter “the Plan”) was approved at its Annual General Meeting of Shareholders held on June 21, 2019.

1. Overview of the Plan

The Company believes that the very source of its corporate value is its CSR philosophy “making social contributions through our main lines of business,” which underlies its management policy, i.e., “to be a company that is progressive and dynamic with a keen attitude towards the new changing tide” and “creating a better future for the people of the world” and the favorable trust relationship developed with the stakeholders due to such business practices. Based on this belief, the Company operates with the aim of being a corporation that is trusted and truly needed by society. Specifically, this will be achieved by providing solutions to new social challenges with a keen attitude towards social environment changes and proactively leveraging its advanced technologies, and also by pursuing sound and sustainable growth and development while respecting the interests of all stakeholders surrounding the Company.

In light of the operating policies described above, the Company considers that those who make a large-scale purchase which may be likely to impair its corporate value or shareholders’ common interests are not appropriate to be persons controlling the decision-making of its financial and business policies, and as such may commence countermeasures against them.

(1) Any person who intends to acquire the Company’s share certificates or the like representing 20% or more of its total voting rights will be required to submit an “Intention Letter,” which contains prescribed matters and the information required by the Company. The Board of Directors of the Company will submit such Intention Letter to the Independent Committee consisting of external officers and external experts and make timely disclosure, promptly upon receipt thereof.

(2) During the designated evaluation and examination period for which the Board of Directors and the Independent Committee evaluate, examine and form their opinions on a proposed large-scale purchase, a large-scale purchaser is not allowed to make the large-scale purchase.

(3) After evaluating and examining the proposed large-scale purchase, the Independent Committee will make the following recommendations to the Board of Directors. When taking countermeasure under the Plan, the Company will implement an allotment of share options without contribution as provided in Article 277 et seq. of the Companies Act.

- If the proposal complies with large-scale purchase rules

The Independent Committee will in principle recommend the Board of Directors of the Company not to commence countermeasures. However, if, despite its compliance with large-scale purchase rules, the Independent Committee considers the relevant large-scale purchase as “abusive purchase” and determines it is reasonable to take countermeasures, the Independent Committee will recommend the Board of Directors of the Company to consult a General Meeting of Shareholders on whether to commence countermeasures against such large-scale purchase. If the Independent Committee does not reach a decision that it will recommend not to commence countermeasures by unanimous vote of all the Independent Committee members, the Independent Committee will recommend the Board of Directors to consult a General Meeting of Shareholders on whether to commence countermeasures under the Plan. In this case, the Board of Directors will promptly convene a General Meeting of Shareholders for approval for commencing countermeasures. If the General Meeting of Shareholders of the Company approves the commencement of countermeasures, the Board of Directors will commence countermeasures.

- If the proposal fails to comply with large-scale purchase rules

The Independent Committee will in principle recommend the Board of Directors of the Company to commence countermeasures. In this case, the Board of Directors may commence countermeasures, which only require a resolution by the Board of Directors.

2. Effective Period of the Plan

The Plan is effective until the conclusion of the Annual General Meeting of Shareholders for the last fiscal year, which ends within three years from the 157th Annual General Meeting of Shareholders of the Company held on June 21, 2019.

For further details of the Plan, please see the Company's website (at <https://www.adeka.co.jp/news/pdf/190520.pdf>).

2. Other Matters Concerning to Corporate Governance System

The company structure for timely disclosure of ADEKA's company information is as described below.

1. Basic Policy on Information Disclosure

ADEKA Corporation (hereinafter "ADEKA") and ADEKA Group (hereinafter the "ADEKA Group") have ADEKA Group Code of Conduct, which sets forth "Foster corporate transparency by truthfully and accurately disclosing information regarding our business activities" as one of guidelines:

"We disclose business information that is useful for society in a timely and appropriate manner. We fully acknowledge the key relevance of protection of confidential information, including privacy of customers, and deal with such confidential information as customers data stored with us in accordance with the provisions of our house rules, in an appropriate and rigorous way."

2. Internal Policies and Standards

ADEKA and the ADEKA Group shall report, collect, centrally manage and timely disclose insider information in accordance with the following policies and standards.

(1) Insider Trading Prevention Policy

Chapter 3 "Disclosure of Insider Information" of Insider Trading Prevention Policy sets forth (i) the disclosure of material fact without delay after occurrence thereof, (ii) the person who makes such disclosure (President or Officer in charge of Legal Affairs & Publicity Department) and (iii) the disclosure desk (Legal Affairs & Publicity Department).

(2) ADEKA Group Operational Standards for Insider Trading Prevention

Since subsidiaries became subject to insider trading regulations under the Financial Instruments and Exchange Act, ADEKA has established and operates "ADEKA Group Operational Standards for Insider Trading Prevention."

i) Establishment of Information Management Office and Information Handling Manager

The office to aggregate and manage insider information (the "Information Management Office") and the role of Information Handling Manager are established at ADEKA and each of its subsidiaries.

ii) Aggregation of information at the Information Management Head Office

Insider information collected by the Information Management Office of each company is aggregated at and centrally managed and disclosed by the Information Management Office of ADEKA Corporation (the Information Management Head Office, which controls insider information management across the ADEKA Group).

iii) Reporting obligation of insider information

Officers and employees of ADEKA and its subsidiaries are obliged to report to the Information Management Head Office through their own Information Management Office promptly when they obtain insider information using the "Insider Information Report Form."

3. Internal Organizational Structure

(1) Information Handling Manager: Susumu Yasuda, Director and Operating Officer

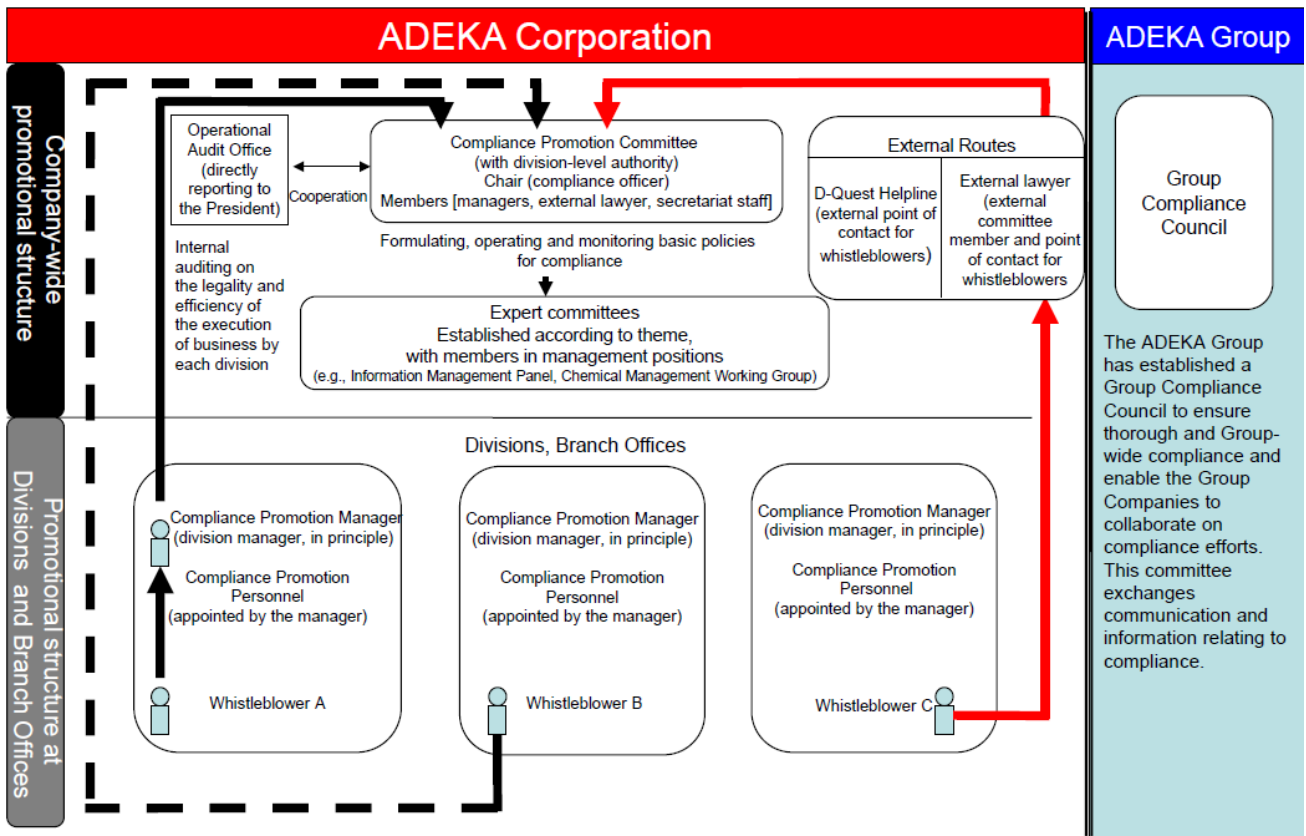
(2) Summary Chart of Internal Organization: As shown in the attached "Overview of Internal Organization for Insider Information Management and Timely Disclosure"

4. Flow of Timely Disclosure with the Tokyo Stock Exchange

Information Handling Manager ensures that timely disclosures are made without delay; in the case of decisions, after they are approved by the Board of Directors;

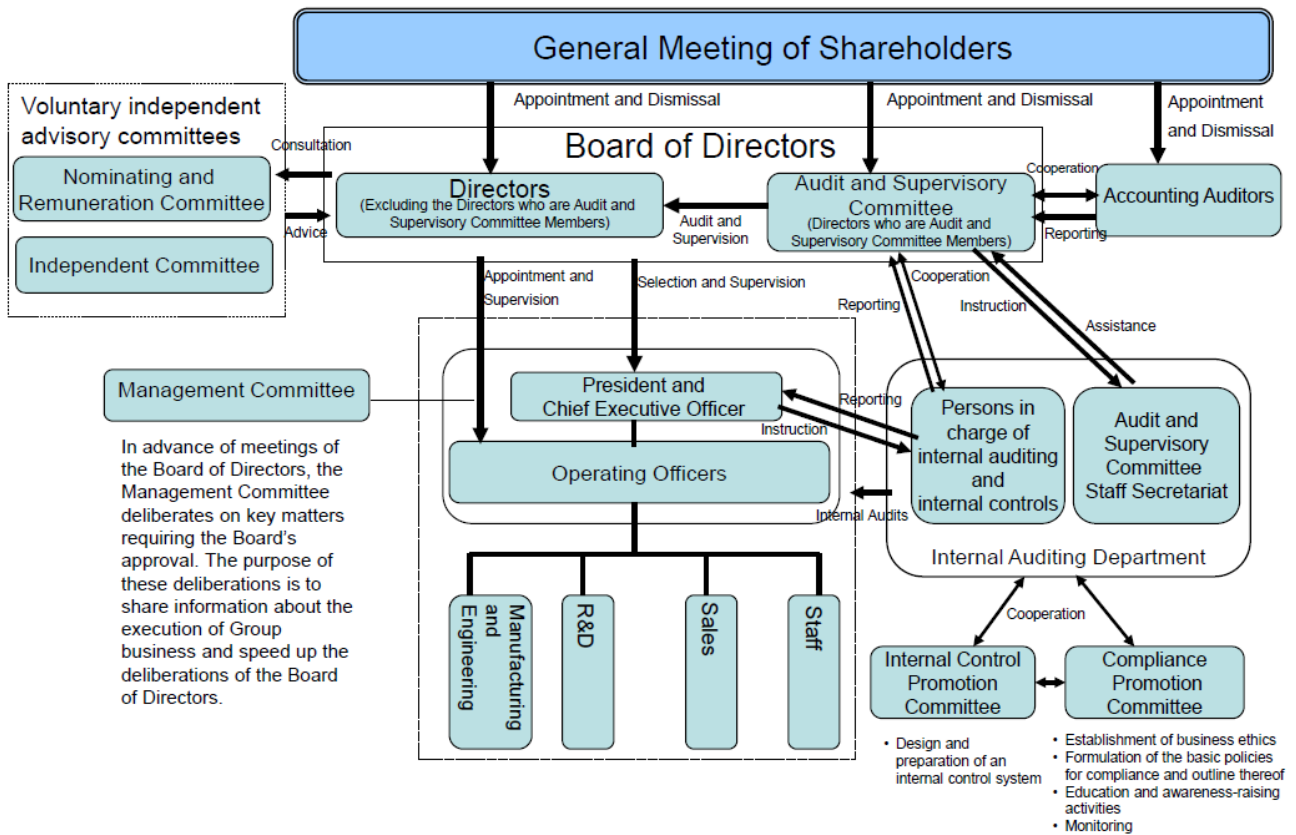
in the case of financial information, after the financial results are finalized (usually approved by the Board of Directors); and
in the case of occurred facts, with respect to which officers or employees who become aware thereof are obliged to report to the Information Management Office.
To ensure the accuracy and appropriateness of information disclosure, any disclosure is made after the contents thereof are reported to and confirmed by the Board of Directors and the Representative Directors.

ADEKA Group Compliance Organizational Structure

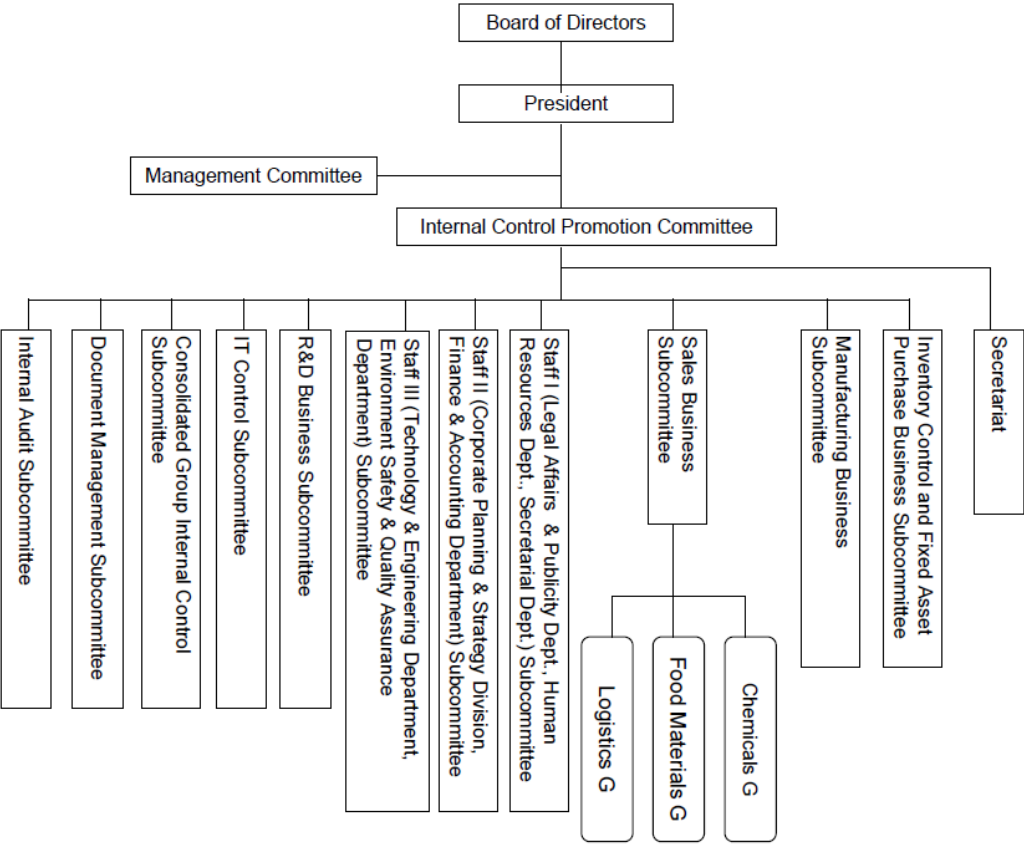


Overview of Corporate Governance

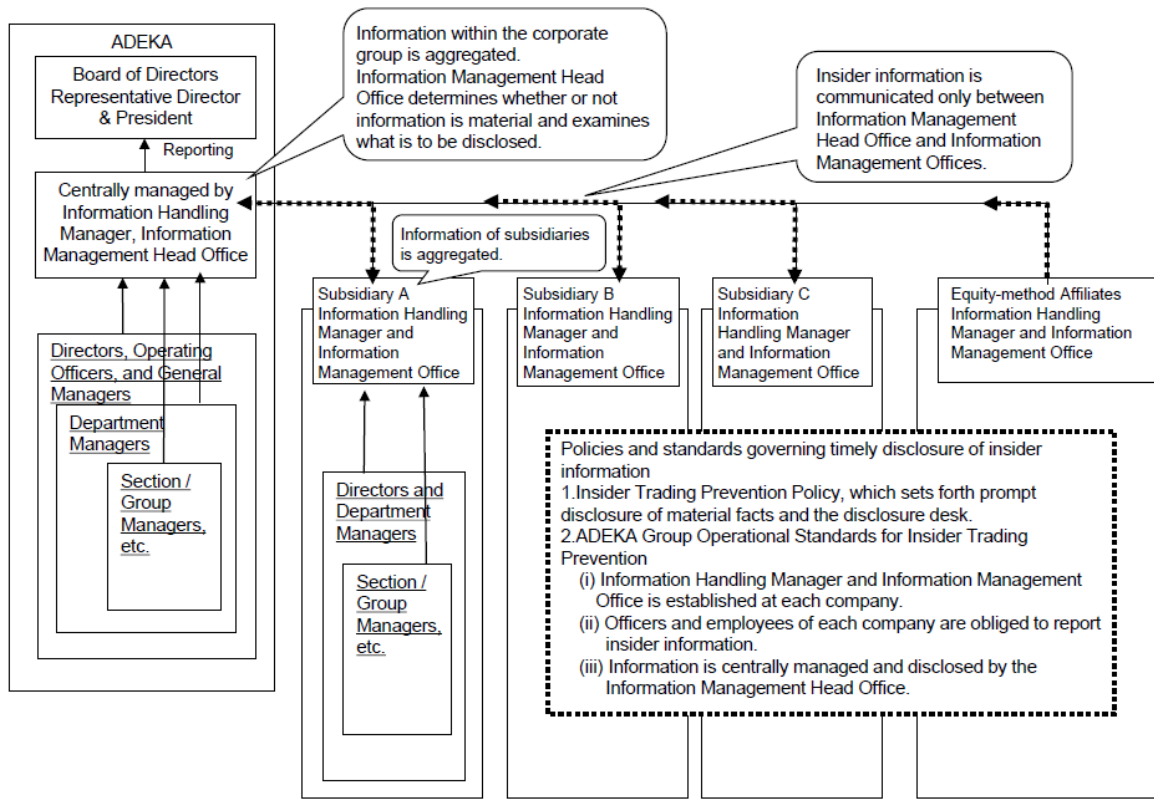
(Structure of Management System)



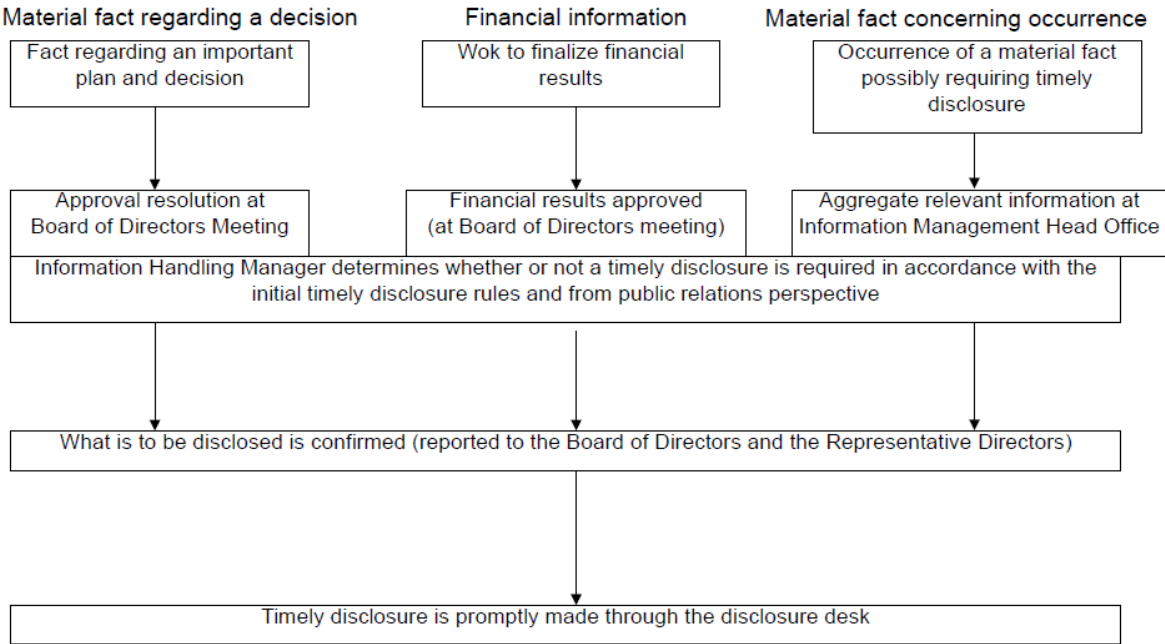
Composition of Subcommittees of Internal Control Promotion Committee



Overview of Internal Organization for Insider Information Management and Timely Disclosure

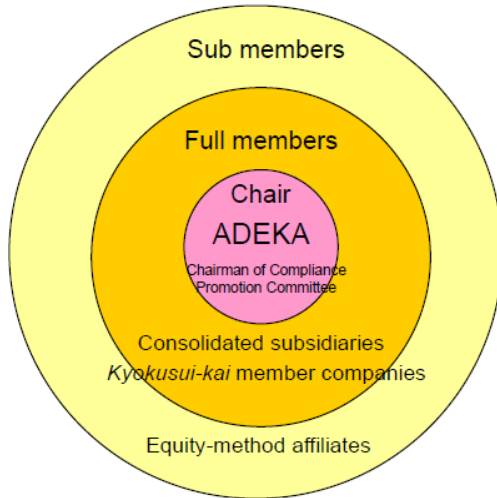


Flow of Timely Disclosure



Group Compliance System

1. Establishment of Group Compliance Council



- | | |
|---|--|
| 1. Purpose: | |
| The ADEKA Group has established a Group Compliance Council to ensure thorough and Group-wide compliance and enable the Group Companies to collaborate on compliance efforts. This committee exchanges communication and information relating to compliance. | |
| 2. Members: | |
| (i) Chair: ADEKA | Chairman of Compliance Promotion Committee |
| (ii) Full member companies 1 | Consolidated subsidiaries |
| (iii) Full member companies 2 | <i>Kyokusui-kai</i> member companies other than listed above |
| (iv) Sub-member companies | Equity-method affiliates |
| 3. Meeting frequency: | |
| Meetings are held on a semi-annual and ad interim basis. | |

2. Supervision of subsidiaries and affiliates

- (1) ADEKA dispatches its personnel to Group Companies as Directors and Audit & Supervisory Board Members to supervise their business operations.
- (2) Group Companies are subject to regular internal audit conducted by ADEKA's Internal Auditing Department, and receive a report of their audit results.
The audit results of Group Companies are reported to the Representative Directors and the Audit and Supervisory Committee of the Company.