

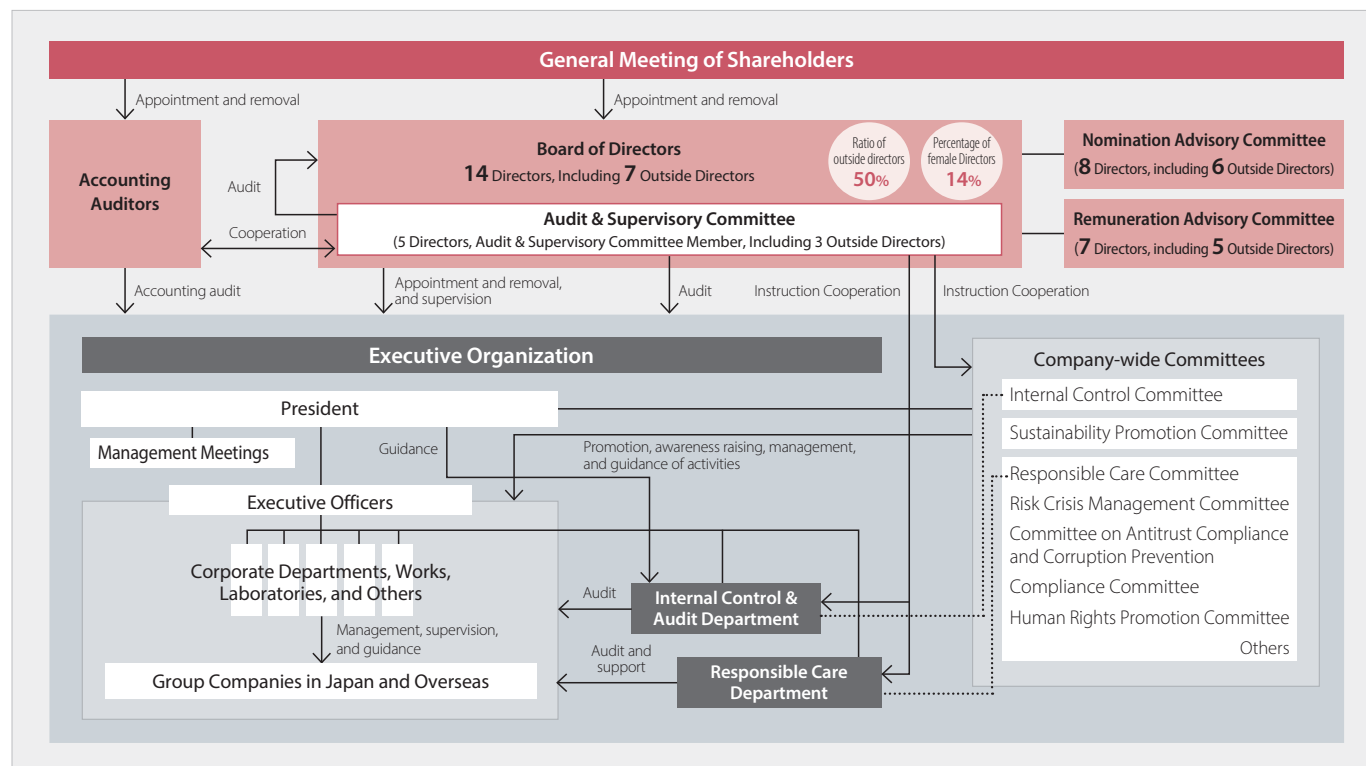
Corporate Governance

Sumitomo Chemical makes continual improvements to ensure that the company's governance structures serve their appropriate functions, including with respect to executive nomination and remuneration, and that the Board of Directors is highly effective, with the aim of further improving corporate governance.

Corporate Governance Organization

After continuously discussing and exploring the design of the corporate structure from the perspective of further enhancing the Board's monitoring capabilities, including management supervision as well as the deliberation and evaluation of the Company's medium- to long-term management strategies and policies, the Company has transitioned to a company with an Audit & Supervisory Committee in June 2025, aiming to transforming itself into an Innovative Solution Provider, a vision it aspires to achieve over the long term, and further strengthening its corporate governance system as an essential foundation for all these efforts.

■ Corporate Governance Organization (As of July 1, 2025)



Transition to a Company with an Audit & Supervisory Committee

In FY2024, we spent time engaging in repeated discussions, mainly at the Directors and Audit & Supervisory Board Members Discussion Meetings to prepare for the transition to a company with an Audit & Supervisory Committee. In the course of the study, we had discussions from various angles, including the ideal design of corporate structure based on the future management direction of the Company, the composition of the Committee and system of instruction and cooperation between the Committee and the Internal Control and Audit Department etc. from the perspective of ensuring the effectiveness of audits by the Committee after the transition, the support system for the Committee, the agenda setting and matters to be deliberated and resolved by the Board of Directors after the transition. Based on these discussions, the executive functions presented new proposals for further discussions, and eventually the Board of Directors approved and resolved the transition to a company with an Audit & Supervisory Committee.

Point of Transition

- (i) **Increasing the Board's supervisory capabilities**
 - Increasing the Board's supervisory capabilities by designating Audit & Supervisory Committee Members, who are responsible for, among others, auditing Directors' performance of duties, as members of the Board.
- (ii) **Enhancing the effectiveness of audits on business execution**
 - Enhancing the effectiveness of audits related to business execution by strengthening the system of instruction and cooperation between the Audit & Supervisory Committee and the Internal Control and Audit Department, etc.
- (iii) **Further deepening deliberations and accelerating decision-making by the Board**
 - Deepening the Board meeting discussions about management policies and strategies by enabling the Board to broadly delegate its decisions on business execution to Directors.
 - Realizing accelerated and more agile management decisions while also maintaining the Board's monitoring capabilities.

■ Corporate Governance Organization

Name	Number of Meetings	Details
Board of Directors	17 (FY2024)	<p>Chairperson: Chairman of the Board (The Chairman of the Board does not concurrently serve as Executive Officer.)</p> <p>The Sumitomo Chemical Board of Directors decides management policy, business strategies, and other important matters concerning the company's management, in accordance with the law, the Articles of Incorporation, and the Board of Directors' own rules. It also receives reports from Directors and others on the performance of duties, the financial situation, and operating results, and oversees the performance of duties by each Director. In accordance with the Nomination Advisory Committee's advice, candidates for Director are nominated by the Board of Directors and are elected once a year at the General Meeting of Shareholders.</p>
Audit & Supervisory Committee ^{*1}	— (FY2024)	<p>Constituent members: 5 Directors, Audit & Supervisory Committee Members, including 3 Outside Directors</p> <p>The Audit & Supervisory Committee Members play a vital role in our corporate governance by auditing the performance of duties by Directors in accordance with the law and the Articles of Incorporation. The results of audits and the objective views of Outside Directors who are Audit & Supervisory Committee Members are appropriately reflected in internal audits, Audit & Supervisory Committee's audits, and accounting audits, so as to raise the effectiveness and efficiency of auditing. The Audit & Supervisory Committee's Office has been established with staff dedicated to providing assistance in auditing functions under the direction of Audit & Supervisory Committee Members.</p>
Nomination Advisory Committee	4 (FY2024)	<p>Chairperson (FY2025): Chairman of the Board Constituent members: Outside Directors and the Chairman of the Board, and the President</p> <p>An advisory committee of the Board of Directors relating to the selection of senior management^{*2} and the nomination of Directors and Audit & Supervisory Committee Members. The committee, whose members are directors (the majority of whom are outside directors) makes recommendations to the Board of Directors when selecting executives, with the aim of ensuring even greater transparency and fairness in executive selection and also clarifying the process of executive selection.</p>
Remuneration Advisory Committee	4 (FY2024)	<p>Chairperson (FY2025): Ms. Muraki, Outside Director Constituent members: Outside Directors and the Chairman of the Board, and the President</p> <p>An advisory committee of the Board of Directors relating to the remuneration system and remuneration levels for Directors and Executive Officers, as well as other related issues. The committee, whose members are directors (the majority of whom are outside directors) makes recommendations to the Board of Directors when determining systems for and levels of executive remuneration, among other issues, with the aim of further increasing transparency and fairness. In addition, upon authorization by the Board of Directors, the committee determines the amount of compensation for each individual senior management and Directors (excluding Directors, Audit & Supervisory Committee Members) in accordance with the policies for determining compensation of senior management and Directors.</p>
Management Meetings	In principle, 24 times per year	<p>Constituent members: the Executive Officers who are in charge of or who supervise key management functions, the Standing Audit & Supervisory Committee Members, and the Chairman of the Board</p> <p>Management Meetings support decision making by management as an institution for debating such important issues as corporate strategy and capital investment, including matters to be deliberated in the Board of Directors and reports to be made to the Board. In principle, the meetings are held 24 times a year.</p>

Name	Number of Meetings	Details
Internal Control Committee	3 (FY2024)	By debating various measures to build or expand internal control systems, and monitoring their implementation status, this committee is intended to continually improve the internal control systems of the Sumitomo Chemical Group.
Sustainability Promotion Committee	1 (FY2024)	This committee suggests measures to accelerate the Sumitomo Chemical Group's contributions to sustainability, taking in a comprehensive perspective on risks and opportunities with regard to medium- to long-term issues in the environment and society.
Responsible Care Committee	1 (FY2024)	This committee formulates annual policies, medium-term plans, and specific measures concerning responsible care (safety, health, environment, and quality), including climate change issues.
Risk Crisis Management Committee	1 (FY2024)	This committee deliberates on policies for specific risks and crises, such as earthquakes, wind and flood damage caused by extreme weather, pandemics, and breakdowns in public security.
Committee on Antitrust Compliance and Corruption Prevention	1 (FY2024)	This committee reviews the regulatory trends and cases related to domestic and foreign antitrust laws and anti-corruption regulations and deliberates on the operation of compliance systems in the Group, new initiatives based on those, and action plans going forward.
Compliance Committee	1 (FY2024)	This committee deliberates on the Group's compliance policies and action plans, and the status of the operation of the compliance system, including responses to internal reports and the results of activities.
Human Rights Promotion Committee	1 (FY2024)	This committee promotes increasing awareness of human rights issues, and drafts and executes policies to respect human rights in the entire value chain including Sumitomo Chemical Group.

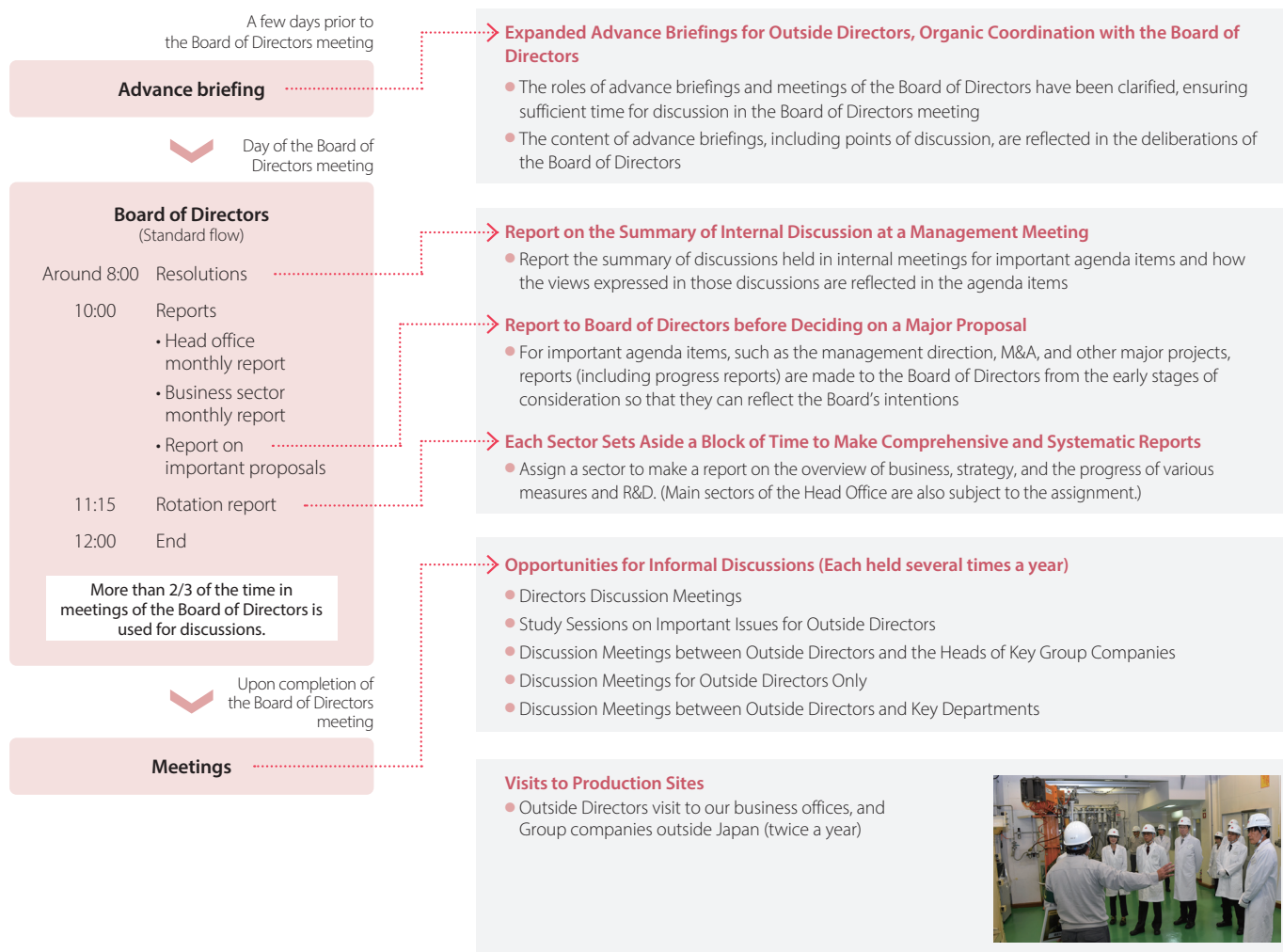
^{*1} Transition to a Company with an Audit & Supervisory Committee in June 2025

^{*2} Senior management means Executive Officers above Senior Managing Executive Officer, and Managing Executive Officers who are immediately under the President, supervising certain functions

Efforts to Substantively Strengthen Corporate Governance

Changes in the Method of Operation of the Board of Directors

Sumitomo Chemical has, since prior to its transition to a company with an Audit & Supervisory Committee, been continuously improving the operation of the Board of Directors and various corporate governance measures with the primary objectives of further strengthening the Board's monitoring functions and enhancing the transparency and objectivity of management. In particular, we place great importance on maximizing the effectiveness of Outside Directors and to this end, we have implemented various measures to reduce the information asymmetry between internal and outside directors. As a result of these improvements, the operation of the Board of Directors and its associated meetings is as shown in the diagram below.



Assessing the Effectiveness of the Board of Directors

The effectiveness of the Board of Directors is assessed in terms of its composition, operational status, deliberation/reports at its meetings, auditing status on its business execution, and the operations of the non-mandatory Nomination Advisory Committee and Remuneration Advisory Committee. The company conducts surveys of each Director and Audit & Supervisory Board Members about their assessing the effectiveness of the Board of Directors. Based on the results of these surveys, there is then a frank exchange of views in meetings of the Board of Audit & Supervisory Board Members, in informal meetings with Outside Directors and Outside Audit & Supervisory Board Members, and in management meetings, after which the Board of Directors then conducts a review of its own effectiveness in one of its meetings based on the views expressed in the prior meetings.

Issues Identified in FY2023	Fulfillment of the Board of Directors' functions for sustainable growth	Further reinforcement of Group Governance	Design of the corporate structure
Initiatives for FY2024	Flexibly provided opportunities for discussion as needed, including informal meetings in addition to Board of Directors meetings.	Reassessed the strategic importance of group companies, incorporating the perspective of the best owner and the business portfolio that the Group is aiming to achieve.	Continued discussions and reviews by Directors and Audit & Supervisory Board Members.
Evaluation of Initiatives for FY2024	Deepened discussions on the direction and specifics of immediate-term, concentrated measures to improve business performance and fundamental structural reforms, made speedy management decisions, and monitored progress to support a V-shaped recovery.	Promoted optimization of the group structure	Decided to transition to a company with an Audit & Supervisory Committee
	(Tasks for the next fiscal year) <ul style="list-style-type: none"> Need to further improve the monitoring by the Board, considering the shortfall of the targets of the previous Corporate Business Plan. Need to systematically set the agenda for the Board meetings after the transition. 		
Initiatives for FY2025	Reviewing and verifying the monitoring process at the Board of Directors	<ul style="list-style-type: none"> Verify the Board's monitoring of past management initiatives, etc. Further improve the Board's monitoring capabilities through efforts in conjunction with the various initiatives associated with the transition to a company with an Audit & Supervisory Committee. 	
	Setting agenda for strengthening monitoring functions	<ul style="list-style-type: none"> Taking the opportunity of the change in the corporate structure, reduce the number of items submitted to the Board, use the saved time for preliminary discussions on priority management topics at the Board or other meetings, and plan the agenda for the year, thereby strengthening the monitoring capabilities. 	
	Enhancing of corporate value by leveraging market evaluations	<ul style="list-style-type: none"> Analyze market valuations in more detail than before, and deepen discussions on capital policy and shareholder return policy. Aim to maximize shareholder value by further enhancing engagement with the market and through easy-to-understand disclosure of information on various initiatives. 	

Policies and Procedures for Reshuffling Senior Management and Nominating Candidates for Directors and Directors, Audit & Supervisory Committee Members

Appointment Policy	
<ul style="list-style-type: none"> Performance, knowledge, experience, personality, and the insight of a candidate are comprehensively considered from the standpoint of having "the right person in the right place" as well as ensuring a proper and prompt decision-making process, so as to select a person suitable for the respective duties. According to the criteria set forth by the Company, the person who has reached a certain age set for retirement will resign, in principle, upon completion of his or her tenure. For the nomination of candidates for Outside Directors and Outside Directors, Audit & Supervisory Committee Members, if a candidate also serves as an executive officer of other listed companies, the number of these companies must be less than five, including our company. This rule is to ensure that the candidate can properly fulfill his/her responsibility as our Director or Audit & Supervisory Committee Members. 	
Appointment Procedures	
Candidates Selected by Representative Directors	<ul style="list-style-type: none"> Representative Directors select candidates suitable for the positions of senior management, Directors and Audit & Supervisory Committee Members in accordance with the Appointment Policy.
Discussion by the Nomination Advisory Committee	<ul style="list-style-type: none"> The results of the nomination will be deliberated at the Nomination Advisory Committee and recommended to the Board of Directors.
Decision by the Board of Directors	<ul style="list-style-type: none"> The Board of Directors will deliberate based on the advice and make a decision.
Dismissal Policy and Procedures	
<ul style="list-style-type: none"> The Board of Directors will deliberate and decide on its response if senior management commits a wrongful, inappropriate, or treasonous act, or if there is a cause that is deemed unsuitable to be committed by a member of senior management. 	

Remuneration

Remuneration for Directors (excluding Directors, Audit & Supervisory Committee Members and Outside Directors) and Executive Officers shall consist of Basic Compensation as fixed compensation and Bonuses and Stock Compensation as variable compensation. In addition, the remuneration for Directors, Audit & Supervisory Committee Members and Outside Directors shall consist of Basic Compensation.

The remuneration shall be set at levels which are designed to be objectively competitive to attract and retain outstanding talent while comprehensively taking into consideration such factors as the scale and content of the Company's business and external evaluations of ESG and other non-financial factors. Based on surveys by a third-party organization and other materials, such levels shall be checked annually whether or not to be objectively appropriate.

Executive Compensation Structure

Mechanisms of Each Remuneration Element

① Basic Compensation

Based on the factors for determination described below, the company will change the amount of remuneration when it is determinable that the company's position has changed from a comprehensive and medium- to long-term perspective.

Factors for Determination	Major Indicators
Growth	Sales revenue
	Total assets
	Market capitalization
Earnings capacity	Current income (belonging to the parent company)
	ROE
	ROIC
	D/E ratio
Outside evaluations	Credit ratings
	ESG index selected by GPIF

Note: The amount to be paid to each person will be determined by each position

② Bonuses

Consolidated performance indicator	Core operating income plus financial profit and loss	
Calculation formula	Consolidated performance indicator	× Coefficient*

(Note) If a consolidated performance indicator does not exceed a particular level, bonuses will not be paid.

* The Company will arrange so that the higher the position, the larger the coefficient will be.

③ Stock Compensation

Stock Compensation shall be restricted stock compensation. Restricted stocks shall be allocated at a certain time after the ordinary general meeting of shareholders each year according to the amount determined for each position, and it shall be obligatory to hold the stocks during the term of office. In addition, the Company shall set the ratio of stock Compensation to total remuneration so that it will get larger as the position of a person gets higher.

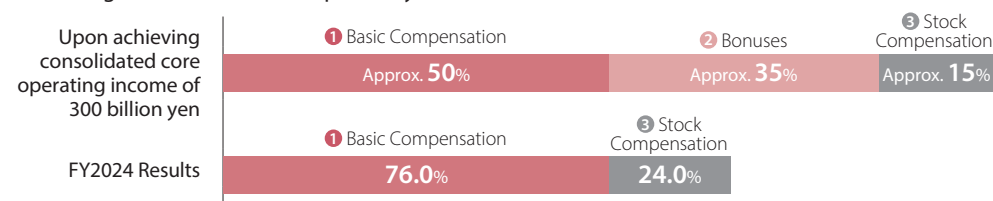
Procedures for Determining Remuneration of Directors, etc.

The remuneration amount of Directors (excluding Directors who are Audit & Supervisory Committee Members) shall be set at a level not higher than the upper limit of a total remuneration prescribed by the resolution of the 144th Ordinary General Meeting of Shareholders held on June 20, 2025 (i.e., 1.0 billion yen or less per year, of which, 150 million yen or less per year is for Outside Directors). Furthermore, the amount of remuneration to be paid to Directors (excluding Outside Directors and Directors, Audit & Supervisory Committee Members) for granting restricted stock shall be determined within the upper limit of 400 million yen per year set by the resolution of the 144th Ordinary General Meeting of Shareholders held on June 20, 2025.

The Board of Directors shall deliberate on and decide the method of determining remunerations of Directors (excluding Directors, Audit & Supervisory Committee Members), etc., based on the advice from the Remuneration Advisory Committee. Furthermore, the individual remuneration of senior management and Directors (excluding Directors, Audit & Supervisory Committee Members) shall be determined by the Remuneration Advisory Committee, which is authorized by the Board of Directors, in accordance with the policies for determining compensation of senior management and Directors.

Individual remuneration amounts for Directors who are Audit & Supervisory Committee Members shall be set at a level not higher than the upper limit of total remuneration prescribed by the resolution of the 144th Ordinary General Meeting of Shareholders held on June 20, 2025 (i.e., 200 million yen or less per year), which was a decision reached in cooperation with the Directors who are Audit & Supervisory Committee Members.

■ Image Diagram of Composition of Remuneration of Directors (excluding Directors, Audit & Supervisory Committee Members and Outside Directors)



■ Directors' and Audit & Supervisory Board Members' compensation (FY2024)

(Millions of yen)

Title	Number of people	Total amount of compensation	Total amounts of compensation by type		
			Basic compensation (Fixed remuneration)	Bonuses (performance-linked remuneration)	Stock Compensation (non-monetary compensation)
Directors (Of which, Outside Directors)	14 (5)	500 (70)	397 (70)	—	103 (—)
Audit & Supervisory Board Members (Of which, Outside Audit & Supervisory Board Members)	5 (3)	119 (42)	119 (42)	—	—
Total	19	619	516	—	103

Note: The number of people and the total amount of compensation listed above include 4 Directors who retired during FY2024.

Listed Company with Listed Subsidiaries

Our Thinking Regarding Listed Companies with Listed Subsidiaries

For a publicly listed subsidiary, the advantages of being publicly listed include better employee morale, enhanced ability to recruit employees, greater trust from customers, and greater influence within the industry. In addition, the parent company can expect to benefit from synergies in collaboration and cooperation with its subsidiaries. Because of these benefits, in seeking to maximize the overall corporate value of the Sumitomo Chemical Group, we think that holding listed subsidiaries is one of the effective options on premise of preserving each subsidiary's autonomy and respecting the rights of minority shareholders.

Our company is currently promoting structural reforms aimed at returning to a path of growth. We believe that establishing the best growth model for each of our listed subsidiaries is of utmost importance. Accordingly, we will review the relationships between our company and each subsidiary, including our equity holdings, in alignment with the direction of our structural reforms.

Sale of Shares of Listed Associates

As part of the immediate-term, concentrated measures to improve business performance in FY2024, the Company sold a portion of shares held in our equity method associates Sumitomo Bakelite Co., Ltd., and Inabata & Co., Ltd., and all shares held in Shinto Paint Co., Ltd.

■ The Significance of Being a Listed Company with Listed Subsidiaries

Company Name	History	Position in Group	Synergies
Sumitomo Pharma Co., Ltd.	Sumitomo Chemical's pharmaceutical business began with the acquisition of the Japan Dyestuff Manufacturing Company in 1944. After being spun off as the subsidiary Sumitomo Pharmaceuticals in 1984, it merged with Dainippon Pharmaceutical in 2005 to become Sumitomo Dainippon Pharma (currently Sumitomo Pharma).	The company's core pharmaceuticals business is a pillar of Sumitomo Chemical's life sciences business, along with the agricultural chemicals business, and is a source of innovation. In the current Corporate Business Plan, it has positioned "healthcare" as one of the priority areas in making efforts for acceleration of the development of next-generation businesses, and further innovation is expected in next-generation pharmaceuticals such as regenerative medicine and cell therapies in the future.	<ul style="list-style-type: none"> ● Research at the Bioscience Research Laboratory, which consolidates and integrates parts of the research organizations of the company and Sumitomo Chemical ● Contract Development and Manufacturing Organization in regenerative medicine and cell therapies (combines the company's expertise in regenerative medicine and cell therapy with Sumitomo Chemical's expertise in the CMO business) ● Having locations on Sumitomo Chemical's premises enables close collaboration in such areas as quality and production management, reducing indirect expenses ● Strengthening governance through the deployment of multiple management personnel, and promoting thorough streamlining with full group support, including financial assistance through debt guarantees.
Koei Chemical Co., Ltd.	Sumitomo Chemical invested capital in 1951 for relationship-building because the company was Sumitomo Chemical's largest customer for methanol. Thereafter, when the company ran into a financial crisis, the collaboration was strengthened in order to rebuild the company, including dispatching executives from Sumitomo Chemical.	Through production outsourcing in both directions for such items as catalysts and electronic materials based on its unique organic synthesis technologies, the company has contributed to the expansion of the Sumitomo Chemical Group's business in the field of fine chemicals.	<ul style="list-style-type: none"> ● Optimization of the Sumitomo Chemical Group's production of active pharmaceutical ingredients and intermediates through a new multi-purpose manufacturing equipment (multi-plants) approach ● Joint research from the earliest stage into such areas as battery materials and additive agents ● Having locations on Sumitomo Chemical's Works enables close collaboration in such areas as quality and production management, reducing indirect expenses
Taoka Chemical Co., Ltd.	In 1955 Sumitomo Chemical invested capital in the company, a leader in the dye business, to strengthen its own dye business.	Through production outsourcing in both directions for such items as electronic materials and pharmaceutical and agrochemical intermediates based on its various organic synthesis technologies and numerous multi-plants, the company has contributed to the expansion of the Sumitomo Chemical Group's business in the field of fine chemicals.	<ul style="list-style-type: none"> ● Expanded contract manufacturing of pharmaceutical and agrochemical intermediates with numerous multi-plants of the company
Tanaka Chemical Corporation	Sumitomo Chemical invested capital in the company in 2013 and began joint development of high-capacity cathode materials for automobiles. Afterwards, in light of the smooth progress in joint development work, and in light of expectations that, in line with the future growth of the environmentally friendly vehicles market, there would be significant medium- to long-term growth in the market for lithium-ion secondary batteries, the company was converted to a majority-owned subsidiary in 2016.	Through integration of the technologies relating to precursors held by the company and the findings related to cathode materials held by Sumitomo Chemical, the company accelerates joint development of new products and contributes to the full-scale market entry and expansion of the Sumitomo Chemical Group's cathode materials business.	<ul style="list-style-type: none"> ● Contribute to a drastic rationalization of the manufacturing process and optimization of research and development through integration of the technologies of both companies ● Sumitomo Chemical's capital investment and guidance has improved the company's management level in such areas as labor accidents and internal control





Building an Effective Governance System

When Sumitomo Chemical and its listed subsidiaries jointly work on maximizing Group synergy, Sumitomo Chemical respects independent decision making by listed subsidiaries and, at the same time, makes its best efforts to establish an effective governance system in order to avoid any conflicts of interests with minor shareholders.

With respect to the listed subsidiaries, we are taking the following measures to ensure appropriate supervision of such areas as transactions with the parent company and nomination of officers and remuneration of officers, from an independent and objective position.

- Electing a sufficient number of Outside Directors.
- Establishing committees for nomination of officers and remuneration of officers, the majority of the members of which are Outside Directors.
- Establishing and reliably operating committees, which aim to monitor and supervise transactions conducted between subsidiaries and the parent company and which is composed of Outside Directors only.

■ Design of the Organization, Composition of Outside Directors and Establishment of Non-mandatory Committees in Each Company

Company Name	Design of Organization	Composition of the Board	Non-mandatory Committees Established	
		Ratio of Outside Directors	Nomination/Remuneration	Monitoring and Supervision of Such Areas as Transactions with the Parent Company
Sumitomo Pharma Co., Ltd.	Company with an Audit and Supervisory Committee	50% (5/10) 	<div>Nomination</div> <div>Remuneration</div>	Supervising for Conflict of Interests Arising from Transactions Conducted among Group Companies
Koei Chemical Co., Ltd.	Company with an Audit and Supervisory Committee	44% (4/9) 	<div>Nomination</div> <div>Remuneration</div>	Supervising for Conflict of Interests Arising from Transactions Conducted among Group Companies
Taoka Chemical Co., Ltd.	Company with an Audit and Supervisory Committee	36% (4/11) 	<div>Nomination</div> <div>Remuneration</div>	Supervising for Conflict of Interests Arising from Transactions Conducted among Group Companies
Tanaka Chemical Corporation	Company with an Audit and Supervisory Committee	57% (4/7) 	<div>Nomination</div> <div>Remuneration</div>	Supervising for Conflict of Interests Arising from Transactions Conducted among Group Companies

Expertise and Experience of Directors

Our management requires expertise and business experience in a variety of fields. In light of these business characteristics, the Company's Board of Directors, in principle, consists of a diverse range of members, including those with extensive knowledge and experience in corporate management, the Company's business, finance and accounting, legal, compliance, and internal controls, etc., as well as international experience.

Directors & Senior Management

<https://www.sumitomo-chem.co.jp/english/company/executives/> 

■ Expertise and Experience of Directors

		Position	Expertise and Experience								
			Corporate Management	Business Strategy/Marketing	Technology/Research	Global	ESG/ Sustainability	Finance/ Accounting	Human Resources and Labor	Legal/ Compliance/ Internal Control	Knowledge of Other Specialized Fields
Board of Directors											
	Keiichi Iwata	Chairman of the Board	●	●		●					
	Nobuaki Mito	Representative Director & President	●		●	●					
	Keigo Sasaki	Representative Director				●		●			● (Corporate Communications)
	Hiroshi Niinuma	Director					●		●	●	
	Takanari Yamaguchi	Director		●	●						● (IT/DX)
	Motoshige Itoh	Outside Director				●					● (International Economics) ● (IT/DX)
	Atsuko Muraki	Outside Director					●		●	●	
	Akira Ichikawa	Outside Director	●			●	●				
	Yumiko Noda	Outside Director	●			●		●			
Directors, Audit & Supervisory Committee Members											
	Kunio Nozaki	Director				●		●			
	Kenji Ohno	Director					●			●	
	Yoshitaka Kato	Outside Director				●		●		●	
	Michio Yoneda	Outside Director	●				●				● (Financial Markets)
	Masamichi Kamimura	Outside Director					●			●	

Note: In the table above, each person's main areas of expertise and experience, up to a maximum of three areas, are designated with a ●.