

Governance



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Contributing to
the SDGs through Governance





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.

Basic Policy

Sumitomo Chemical cherishes deeply the Sumitomo Spirit which has been passed down through generations over nearly 400 years, the basic teaching of which is not to seek its own corporate interests alone, but to contribute to society through its business activities. In accord with this business credo, the Company strives to constantly take on the challenges of creating new value by capitalizing on its proprietary technologies toward achieving the Company's sustained growth while at the same time cultivating a corporate culture full of vigor and growing as a Company that earns trust from the public at large. Recognizing that highly effective corporate governance is vital to attaining these ends, the Company keeps working to further enhance its corporate governance in accordance with the following policies and principles, centering particularly on closer cooperation with shareholders and various other stakeholders, faster decision making, proper oversight of business execution, enhanced systems of compliance and internal control, and active dialogue with stakeholders.

- Sumitomo Chemical not only shall respect the rights of shareholders, but shall endeavor to provide an environment where shareholders can exercise their rights smoothly and also to ensure the effectively equal treatment of shareholders.
- Recognizing that cooperation with various stakeholders (including shareholders, employees, customers, business partners, creditors, and local communities) is essential to sustained growth, Sumitomo Chemical shall proactively work to fulfill its corporate social responsibility and strive to cultivate the corporate culture of a company that can be trusted by society.

- As part of efforts to build a foundation for constructive dialogue with stakeholders, Sumitomo Chemical shall endeavor to provide information that is highly reliable and useful to recipients.
- Sumitomo Chemical's Board of Directors shall fulfill its role and mission properly, based on their fiduciary responsibilities and accountability to shareholders and recognizing the important role of Independent Outside Directors & Auditors, through such measures as presenting appropriate corporate management policies and business strategies that have taken into account changing socioeconomic conditions, and conducting highly effective oversight over the execution of business.

- Sumitomo Chemical shall endeavor to promote constructive dialogue with shareholders with the aim of seeking to attain the Company's sustained growth and to enhance corporate value in the medium to long term.

Sumitomo Chemical Corporate Governance Guidelines

https://www.sumitomo-chem.co.jp/english/company/files/docs/governance_pdf_01.pdf

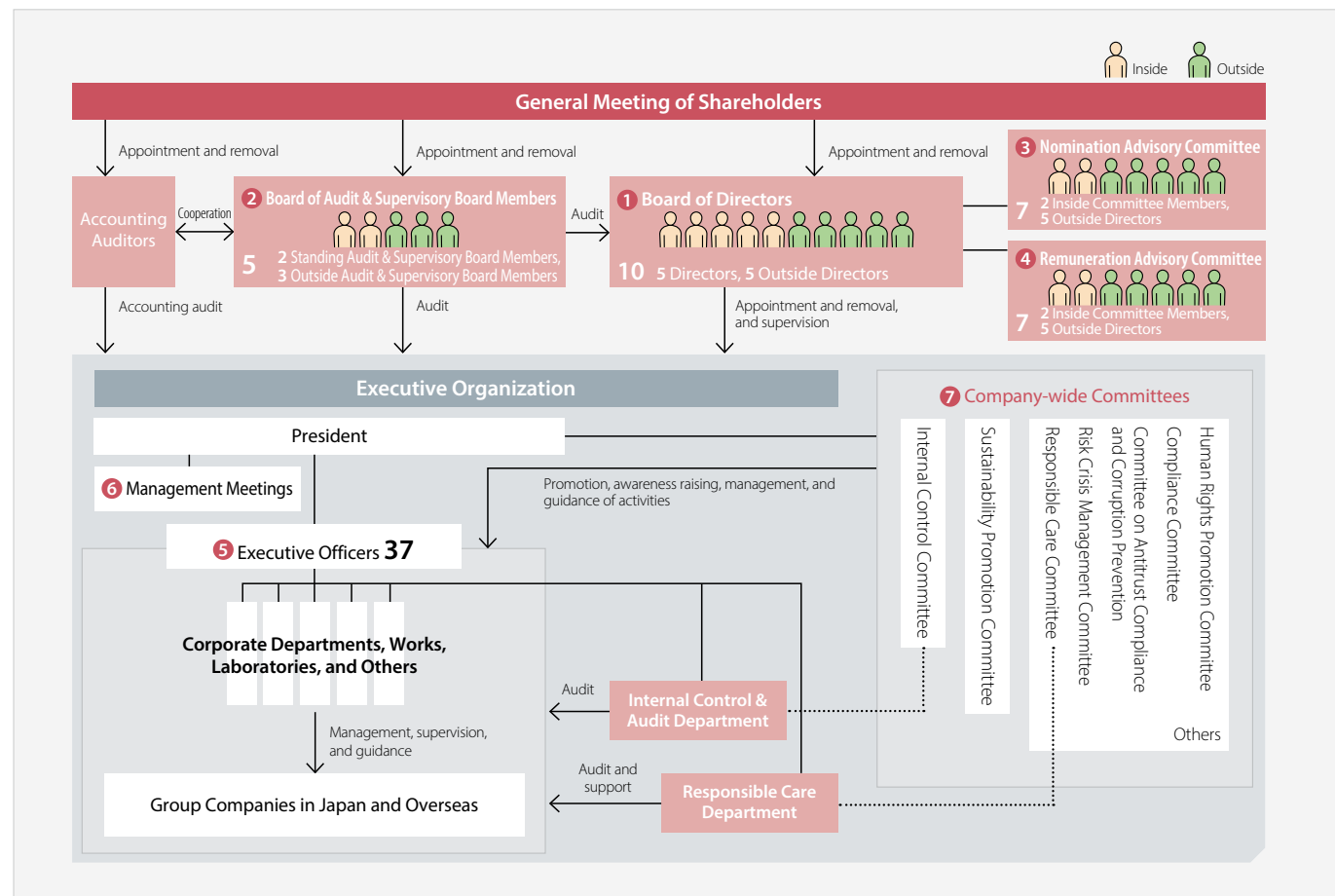
Measures to Date for Strengthening Corporate Governance

Date	Major Initiatives	Board Composition	Appointment of Board Members	Executive Remuneration	Other
2003 June	Introduced Executive Officer system (reduced number of Directors from 25 to 10)	●			●
July	Established Compliance Committee				●
2004 June	Eliminated system of retirement benefits for Directors and Audit & Supervisory Board Members			●	
2007 May	Established Internal Control Committee				●
September	Established Remuneration Advisory Group			●	
2010 September	Established Nomination Advisory Group		●		
2011 November	Drew up standards for appointment of Independent Outside Directors	●	●		
2012 June	Appointed 1 Outside Director	●			
2015 June	Selected 3 Outside Directors (increased by 2)	●			
October	Established Remuneration Advisory Committee in place of Remuneration Advisory Group			●	
	Established Nomination Advisory Committee in place of Nomination Advisory Group		●		
2016 December	Formulated Sumitomo Chemical Corporate Governance Guidelines				●
2018 June	Selected 4 Outside Directors (including 1 woman) (increased by 1)	●			
2021 June	Board of Directors consisting of more than 1/3 Outside Directors	●			
2022 June	Introduction of a restricted stock compensation plan for Internal Directors and Executive Officers			●	
2024 June	Reviewed the composition of the Board of Directors and selected 5 Outside Directors (including 2 women)	●			



Corporate Governance Organization

■ Corporate Governance Organization (As of July 1, 2024)



1 Board of Directors

The Sumitomo Chemical Board of Directors decides important matters concerning the Company's management, including management policy and business strategies, 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.

It also analyzes and assesses the effectiveness of the Board of Directors, and follows up on the results to ensure and improve effectiveness. 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.

To strengthen the role of the Board of Directors in monitoring functions such as "management oversight" and "deliberation and evaluation of medium- to long-term management strategies and policies", we revised the membership composition of the Board of Directors in June 2024, ensuring that half of the members are Outside Directors.

■ Overview of the Board of Directors (FY2023 13 times held)

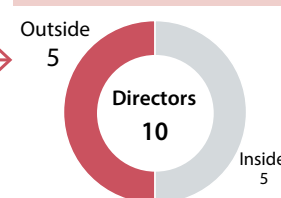
Chairperson	Chairman of the Board	The Chairman of the Board does not concurrently serve as Executive Officer.
Number of Persons	10	Outside Directors make up half of the Board of Directors.
Frequency	Monthly in principle	Special meetings of the Board of Directors are convened as needed.
The Term of Office of Directors	One year	The term of office of Directors is one year, in order to establish clear administrative responsibility and roles for Directors.

■ Breakdown of 10 Directors

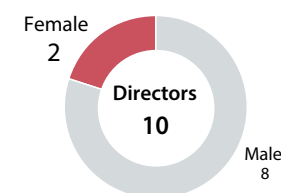
	Male	Female	Total
Inside	5	0	5
Outside*	3	2	5
Total	8	2	10

* Independent Outside Directors having no conflicts of interest with general shareholders

Ratio of outside directors: 50%



Percentage of female Directors: 20%



■ Major Agendas Discussed at Meetings of the Board of Directors in Fiscal 2023

- Financial results, dividends, financing
- Immediate-term, concentrated measures to improve business performance, fundamental structural reforms (including rebuild Sumitomo Pharma, review positioning of Petro Rabigh, reorganization of the petrochemical business)
- Assessment of the effectiveness of the Board of Directors
- R&D, digital innovation, IT promotion
- Internal controls, responsible care, risk management, compliance
- Sustainability-related
- Nomination, remuneration, important personnel changes
- Audit & Supervisory Board Members, accounting auditors
- Status of important investments

② Board of Audit & Supervisory Board Members (FY2023 14 times held)

We have an Audit & Supervisory Board Members system, with the Board of Audit & Supervisory Board Members consisting of five Audit & Supervisory Board Members. The Audit & Supervisory Board Members and the Board of Audit & Supervisory Board 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 Board of Audit & Supervisory Board Members meets monthly as a rule and strives to obtain timely information, including important compliance-related information.

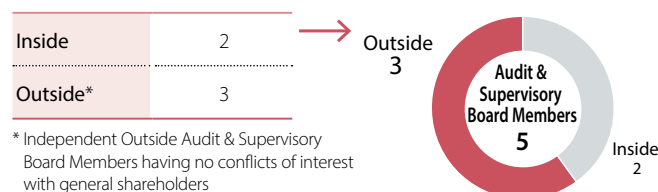
Standing Audit & Supervisory Board Members and Outside Audit & Supervisory Board Members attend meetings of the Board of Directors and the Board of Audit & Supervisory Board Members. In conducting their audits, they receive reports and explanations as needed from the Internal Control & Audit Department, operating divisions, and accounting auditors. In addition, Standing Audit & Supervisory Board Members attend meetings of the Internal Control Committee and other important Company meetings.

The results of audits and the objective views of Outside Audit & Supervisory Board Members are appropriately reflected in internal

audits, Audit & Supervisory Board Members' audits, and accounting audits, so as to raise the effectiveness and efficiency of auditing.

The Audit & Supervisory Board Members' Office has been established with staff dedicated to providing assistance in auditing functions under the direction of Audit & Supervisory Board Members.

■ Breakdown of 5 Audit & Supervisory Board Members



③ Nomination Advisory Committee

An advisory committee of the Board of Directors relating to the selection of senior management* and the nomination of Directors and Audit & Supervisory Board 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.

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

④ Remuneration Advisory Committee

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 in accordance with the policies for determining compensation of senior management and Directors.

■ Composition of the Nomination Advisory Committee and the Remuneration Advisory Committee and Attendance Status (Meetings Attended / Meetings Held) in Fiscal 2023

		Nomination Advisory Committee	Remuneration Advisory Committee
Chairman of the Board	Masakazu Tokura (Chairman)	3/3 times (100%)	4/4 times (100%)
Representative Director & President	Keiichi Iwata	3/3 times (100%)	4/4 times (100%)
Outside Director	Hiroshi Tomono	3/3 times (100%)	4/4 times (100%)
Outside Director	Motoshige Itoh	3/3 times (100%)	4/4 times (100%)
Outside Director	Atsuko Muraki	3/3 times (100%)	4/4 times (100%)
Outside Director	Akira Ichikawa	3/3 times (100%)	4/4 times (100%)

■ Activities of the Advisory Committees in Fiscal 2023

Nomination Advisory Committee	<ul style="list-style-type: none"> • Discussions on the composition of the Directors in June 2024 • Discussions on who shall be the officers in FY2024
Remuneration Advisory Committee	<ul style="list-style-type: none"> • Discussions on the remuneration levels of officers • Discussions on the bonuses of officers • Discussions on and determination of the individual remuneration and bonuses of Directors and senior management



5 Executive Officers

We have appointed Executive Officers to expedite the implementation of business operations. Executive Officers are responsible for carrying out operations in accordance with the policies adopted by the Board of Directors. The term of office for Executive Officers is one year.

■ Breakdown of 37 Executive Officers (June 2024)

	Male	Female	Total
Japanese	32	3	35
Non-Japanese	2	0	2
Total	34	3	37

6 Management Meetings

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. Management Meetings consist of the Executive Officers who are in charge of or who supervise key management functions, the Standing Audit & Supervisory Board Members, and the Chairman of the Board. In principle, the meetings are held 24 times a year.

7 Company-wide Committees

We have established internal meetings (committees) to deliberate on important matters concerning the management of the Company and the Group from a broad and diverse range of viewpoints. The content of these meetings is reported to the Board of Directors as needed, and the committees receive instructions from the Board of Directors in an effort to enhance business execution and oversight functions. Several of these committees are attended by the Standing Audit & Supervisory Board Members, who serve as observers, including the Internal Control Committee, the Compliance Committee, and the Responsible Care Committee.

We regard the promotion of sustainability as a core issue for the entire Group. In 2018, we established the Sustainability Promotion Committee to further strengthen our sustainability initiatives. The Responsible Care Committee also examines specific measures to address climate change and other environmental issues. To further promote initiatives related to respect for human rights, the Human Rights Promotion Committee was established in fiscal 2019.

■ Overview of Committees and Number of Meetings

Name	Details	Number of Meetings Held in FY2023
Internal Control Committee	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.	3
Sustainability Promotion Committee	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.	2
Responsible Care Committee	This committee formulates annual policies, medium-term plans, and specific measures concerning responsible care (safety, health, environment, and quality), including climate change issues.	1
Risk Crisis Management Committee	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.	1
Compliance Committee	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.	1
Human Rights Promotion Committee	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

Note: Each committee separately held subcommittee meetings on specific important topics and secretariat meetings.

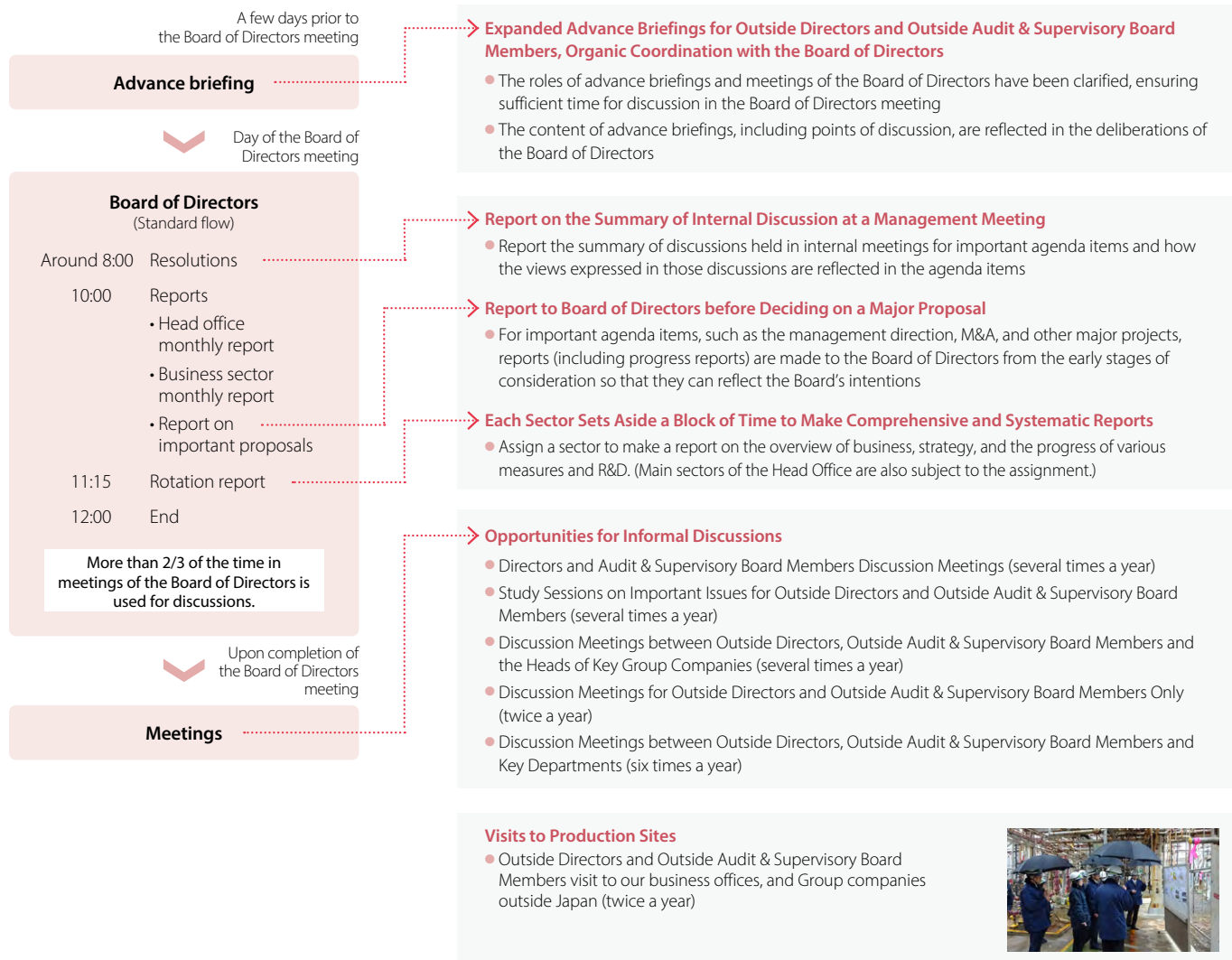


Efforts to Substantively Strengthen Corporate Governance

Changes in the Method of Operation of the Board of Directors

Sumitomo Chemical is 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 Outside Audit & Supervisory Board Members, 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 right.

Through this sort of effort for improvement, the Board of Directors has grown more active each year, and discussions have become more in depth.



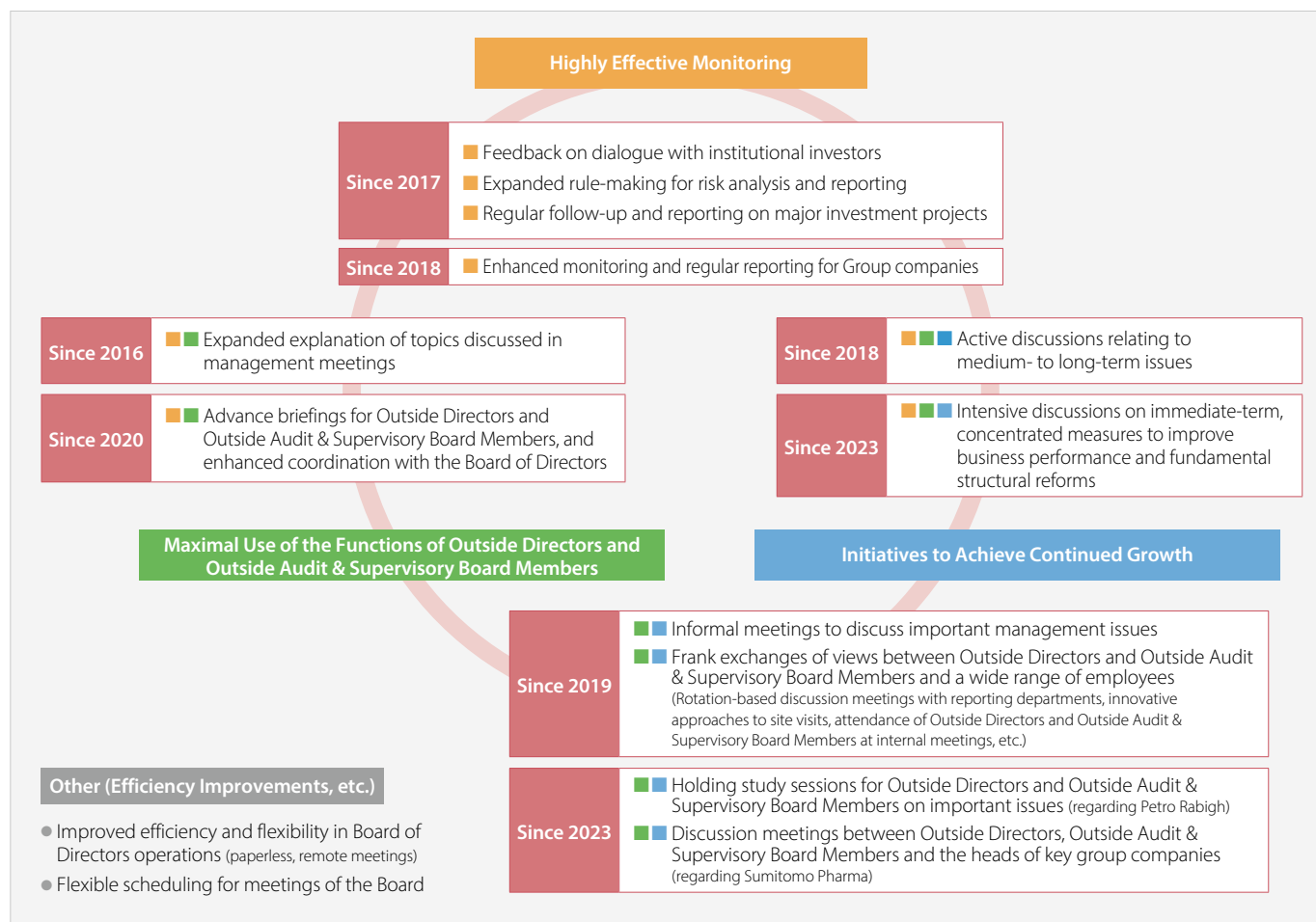


Utilizing the Oversight and Advisory Functions of Outside Directors and Outside Audit & Supervisory Board Members

As a result of efforts such as reviewing the way the Board of Directors operates, Outside Directors and Outside Audit & Supervisory Board Members have expressed the view that meetings of Sumitomo Chemical's Board of Directors feature free, frank, constructive, and lively debates. In addition, we have received numerous suggestions and advice from Outside Directors and Outside Audit & Supervisory Board Members on how to operate the Board of Directors, support systems for Outside Directors and Outside Audit & Supervisory Board Members, and various corporate governance improvement measures, during the meeting of Board of Directors as well as informal meetings of Outside Directors and Outside Audit & Supervisory Board Members relating to the assessing the effectiveness of the Board of Directors. Based on these suggestions and advice, we have implemented the following measures.

There are any number of other cases where the Company's efforts were advanced by explicit or implicit suggestions from Outside Directors and Outside Audit & Supervisory Board Members, and their monitoring and advisory functions have been a driving force for continually strengthening corporate governance at Sumitomo Chemical.

Example Initiatives Based on Recommendations from Outside Directors and Outside Audit & Supervisory Board Members





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 of its business execution, the operations of the non-mandatory Nomination Advisory Committee, Remuneration Advisory Committee, and dialogues with shareholders. The Company conducts surveys of each Director and Audit & Supervisory Board Member about their assessment of 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. Afterward, 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.

Improvements over and Assessment of FY2023

With respect to the points that were indicated as “needs improvement” in the appraisal of the effectiveness of the Board of Directors in the previous fiscal year, the following matters were confirmed: (i) in regard to initiatives aimed at further enhancing corporate value, (x) the Board of Directors, through renewed discussions on “action to implement management that is conscious of cost of capital and stock price”, reaffirmed the Company’s basic stance of creating “economic value” and “social value” in an integrated manner as well as its commitment to continue its efforts to thoroughly implement ROI-oriented management aimed at creating economic value and to create social value such as by contributing to reduction of GHG emissions through products and technologies, and (y) externally, the page on “initiatives aimed at enhancing corporate value” was newly posted on the Company’s website, and (ii) in regard to the further reinforcement of group governance, the Company invited the heads of its important subsidiaries to an informal meeting with the members of the Company’s Board of Directors, which led to gaining

a deeper understanding of the subsidiaries’ mid-term strategies and current issues through frank Q&A sessions, etc. Furthermore, (iii) in regard to the roles to be fulfilled by the Board of Directors and the Company’s corporate structure based thereon, the Company has decided to review the members of the Board of Directors with the aim of strengthening monitoring functions such as “oversight of management” and “discussions on and evaluation of mid- to long-term management strategies and policies” more than before.

Initiatives for the Future

To further enhance the effectiveness of the Board of Directors going forward, the following initiatives will be continued.

(a) Fulfillment of the Board of Directors’ functions for sustainable growth

The Company has already been timely providing opportunities for information sharing and discussion on themes such as the future business operations of important group companies and direction of structural reforms. That being said, in light of the recent business environment and trends in the Company’s business performance, the Company will increase the frequency and time of discussions more than before by holding extraordinary Board of Directors meetings and informal meetings, etc. in a flexible manner so as to engage in more in-depth discussions on, among other things, the feasibility and risks of the business plan and speed up the decision making process.

In addition, the Company will make efforts to maximize shareholder value (i) by, given the renewed structure of the Board of Directors starting from June as a result of a review of its members, further enhancing discussions from the perspective of company-wide optimization and (ii) with the views of shareholders and institutional investors in mind, by engaging in fundamental structural reforms and formulation of a mid-term management plan starting in FY2025, as well as by disclosing such information in an easier-to-understand manner and having a dialogue with investors thereon.

(b) Improvement of the effectiveness of group governance

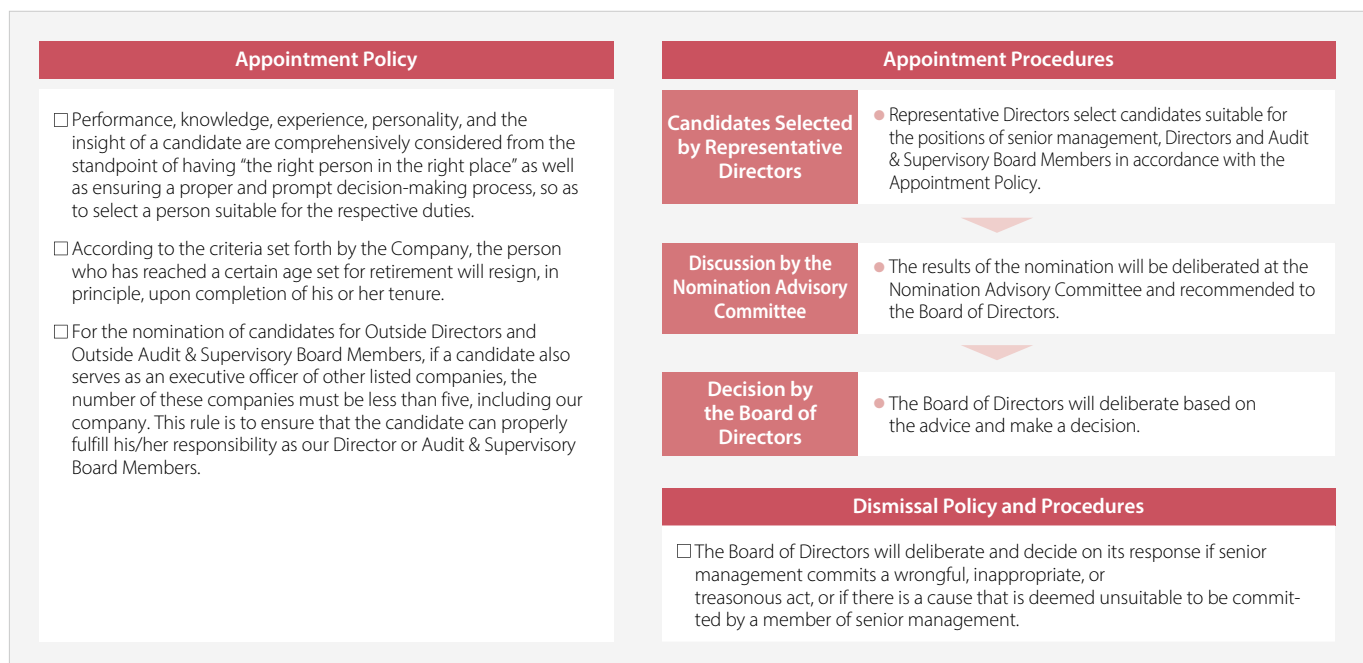
From the perspective of further improving the effectiveness of group governance, the Company will further reinforce the existing functions of audit and oversight against group companies and strengthen engagement with group companies more than before to enhance corporate value of the group as a whole. At the same time, from the perspective of mid- to long-term management strategies including business portfolios, the Company will reexamine the functions and positioning of each group company, significance of holding these companies, etc., in order to optimize the group structure.

(c) Corporate structure

Considering the abovementioned review of the members of the Board of Directors, the Company will promote the reinforcement of the monitoring function of the Board of Directors by devising operational measures such as setting of meeting agenda and methods of taking up opinions from the members of the non-director Management and through other means. In addition, the Company will continue to regularly discuss and consider its corporate structure etc., taking into account the Company’s business structure and the direction of the management, among others, by utilizing opportunities of various meetings.



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



Remuneration (Applied to Directors and Executive Officers)

1. Basic Policy for Remuneration of Directors, etc.

- (1) The remuneration of senior management and Directors (excluding Outside Directors) shall consist of Basic Compensation as fixed compensation and Bonuses and Stock Compensation as variable compensation. In addition, the remuneration for Outside Directors shall consist of Basic Compensation and Bonuses.
- (2) Basic Compensation is designed according to roles and responsibilities as basic remuneration for the performance of duties, so that the actions of senior management and Directors are not aimed at short-term or sub-optimal effects.

- (3) The amount of Bonuses shall largely reflect the Company's consolidated financial results for a fiscal year in order to heighten short-term incentives to achieve the annual targets of business plans.
- (4) Stock Compensation is designed to promote further value sharing with shareholders and serve as a medium- to long-term incentive for the continuous growth of the Company.
- (5) 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.

- (6) When the consolidated performance target (core operating income) for the original final fiscal year of the Corporate Business Plan (FY2022 – FY2024) is achieved, the remuneration of Directors (excluding Outside Directors) shall be designed so that the ratio of fixed compensation to variable compensation is approximately 1 to 1 and the ratio of short-term incentives (Bonuses) to medium- to long-term incentives (Stock Compensation) in variable compensation is approximately 7 to 3.

2. Mechanisms of each remuneration element

(1) Basic Compensation

The level of Basic Compensation shall be determined based on the policy described in **1. (5) to (6)** on the previous page.

While Basic Compensation for each year shall be fixed, the Company will adopt a mechanism where the Basic Compensation level would be changed in the event where the Company's position has changed in terms of "growth," "earnings capacity," and "outside evaluations" from a comprehensive and medium- to long-term perspective.

As main indicators for determining the change in the Company position, the Company will apply the following: 1) in terms of "growth," sales revenue, total assets and market capitalization, 2) in terms of "earnings capacity," net income (attributable to the parent company), ROE, ROI and D/E ratio, and 3) in terms of "outside evaluations," credit ratings and ESG index selected by the GPIF (Government Pension Investment Fund).

The amounts to be paid to each person will be determined in accordance with the base amount set by each position.

**(2) Bonuses (short-term incentive)**

Bonuses shall be paid on the condition that performance for that fiscal year exceeds a particular level and shall be determined based on the bonus calculation formula.

In order to reflect the current earnings capacity of the relevant business year (including financial activities) to the amount of bonuses, the Company will apply the combined value of consolidated core operating income and financial profit and loss to the performance indicator concerning the bonus calculation formula. In addition, the Company will set the coefficient of the calculation formula so that it will get larger as the position of a person gets higher.

Bonus calculation formula

Consolidated performance indicator (Core operating income + financial profit and loss)	×	Coefficient
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(3) Stock Compensation (medium- to long-term incentive)

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.

Overview of restricted stock compensation plan**(1) Transfer restriction period**

Until the retirement from the position of Director and Executive Officer not concurrently serving as a Director at the Company

(2) Removal of transfer restrictions

On the condition that the eligible person continuously served as a Director or Executive Officer not concurrently serving as a Director at the Company during his or her terms of office, the Company shall remove transfer restrictions on all allotted shares when the transfer restriction period ends.

However, a) if the eligible person resigns from his or her position as a Director and Executive Officer not concurrently serving as a Director at the Company before the end of his or her term of office owing to a justifiable reason, or b) if the eligible person resigns from his or her position as a Director and Executive Officer not concurrently serving as a Director at the Company after the end of his or her term of office, but before the end of the transfer restriction period for any reason other than justifiable cause, the Company shall reasonably adjust the number of allotted shares from which to remove transfer restrictions and the timing of the removal of transfer restrictions, as necessary.

(3) Conditions for forfeiture of shares

If the eligible person is found to be in material violation of any law, regulation or internal rule, all allotted shares, including those whose transfer restrictions have been removed, shall be forfeited (the Company shall acquire them without consideration).

3. Procedures for determining remuneration of Directors, etc.

The remuneration amount of Directors shall be set at a level not higher than the upper limit of a total remuneration prescribed by the resolution of the 125th General Meeting of Shareholders held on June 23, 2006 (i.e., 1.0 billion yen or less per year). Furthermore, the amount of remuneration to be paid to Directors (excluding Outside Directors) for granting restricted stock shall be determined within the upper limit of 400 million yen per year set by the resolution of the 141st Ordinary General Meeting of Shareholders held on June 23, 2022.

The Board of Directors shall deliberate on and decide the method of determining remunerations of Directors, etc., based on the advice from the Remuneration Advisory Committee. Furthermore, the individual remuneration of senior management and Directors 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.

■ Directors' and Audit & Supervisory Board Members' Compensation (FY2023)

(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 (4)	634 (60)	505 (60)	—	129 (—)
Audit & Supervisory Board Members (Of which, Outside Audit & Supervisory Board Members)	6 (3)	122 (43)	122 (43)	—	—
Total	20	756	627	—	129

Notes:

- The above number of persons and amount of compensation includes two Directors and one Audit & Supervisory Board Member who retired during the fiscal year under review.
- Bonuses (performance-linked remuneration) will not be paid in light of business performance for the period.
- Stock Compensation (non-monetary remuneration) shows the amount charged in the fiscal year under review as restricted stock compensation.
- In light of poor business performance, the Representative Director, Chairman and Representative Director, President voluntarily returned 10% of their monthly basic compensation from November 2023 to April 2024. From May 2024 to September 2024, the monthly basic compensation of the Representative Director, Chairman and Representative Director, President will be reduced by 20%, and the monthly basic compensation of other Directors (including Outside Directors) and Executive Officers will be reduced by 5 to 10%.



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 fundamental structural reforms in response to the severe performance trends we are facing, with the aim of finding a new path to 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.

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) Theranostics (combines the company's antibody design technology with Sumitomo Chemical's biological mechanism analysis technology and the radioactive isotope technology of Nihon Medi-Physics) 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.

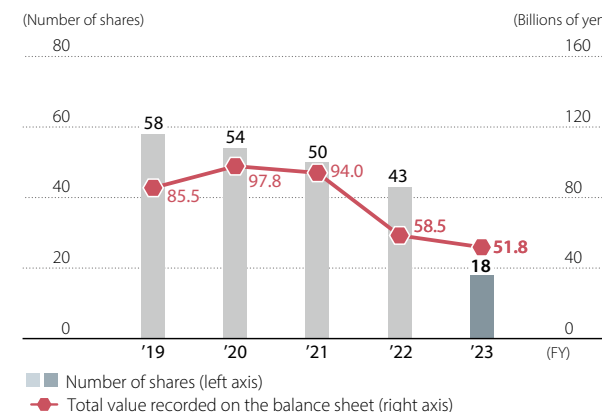
■ Design of the Organization, Composition of Outside Directors and Establishment of Non-mandatory Committees in Each Company

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 Board of Audit & Supervisory Board Members	50% (4/8) 	 	Supervising for Conflict of Interests Arising from Transactions Conducted among Group Companies
Koei Chemical Co., Ltd.	Company with Audit and Supervisory Committee	40% (4/10) 	 	Supervising for Conflict of Interests Arising from Transactions Conducted among Group Companies
Taoka Chemical Co., Ltd.	Company with Audit and Supervisory Committee	33% (4/12) 	 	Supervising for Conflict of Interests Arising from Transactions Conducted among Group Companies
Tanaka Chemical Corporation	Company with Audit and Supervisory Committee	57% (4/7) 	 	Supervising for Conflict of Interests Arising from Transactions Conducted among Group Companies

Cross-Shareholdings

Sumitomo Chemical strategically holds shares in other companies only when judged necessary for ensuring smooth business operation or maintaining and enhancing mutual business relations, after such factors as medium- to long-term economic rationality and prospects of future business developments have been considered as a whole. Also, at the Board of Directors meeting, each year, we shall assess our shareholding policy for all listed shares we own, in light of medium- to long-term economic rationality and significance to hold such shares for each individual issuer. According to such review, if it becomes less necessary to hold a share by reason of changes in the business environment, etc., we shall sell such shares, as appropriate, taking into consideration such factors as the share price and market trends. Continuing from the prior year, we sold a portion of these shareholdings (around ¥41.0 billion) in FY2023.

■ Cross-Shareholdings at the end of the fiscal year



Note: Excluding shares of unlisted companies



■ Directors & Senior Management (As of July 1, 2024)

Board of Directors

■ Number of shares held (as of March 31, 2024) ■ Attendance at Board of Directors meetings for fiscal 2023 (Attendance rate)

**Masakazu Tokura**
Chairman of the BoardBirth Date: July 10, 1950
■ 393,417
■ 13/13 times (100%)

1974 Joined Sumitomo Chemical Co., Ltd.
2000 General Manager, Corporate Planning & Coordination Office
2003 Executive Officer
2006 Managing Executive Officer
2008 Representative Director & Managing Executive Officer
2009 Representative Director & Senior Managing Executive Officer
2011 Representative Director & President
2019 Chairman of the Board (current)
2021 Chairman, KEIDANREN (Japan Business Federation) (current)

**Keiichi Iwata**
Representative Director & PresidentBirth Date: October 11, 1957
■ 297,617
■ 13/13 times (100%)

1982 Joined Sumitomo Chemical Co., Ltd.
2004 General Manager, Planning & Coordination Office, IT-related Chemicals Sector
2010 Executive Officer
2013 Managing Executive Officer
2018 Senior Managing Executive Officer
2018 Representative Director & Senior Managing Executive Officer
2019 Representative Director & President (current)

**Hiroshi Ueda**
Representative DirectorBirth Date: August 5, 1956
■ 201,604
■ 13/13 times (100%)

1982 Joined Sumitomo Chemical Co., Ltd.
2006 Director, Process Production Technology Center
2008 Associate Officer
2009 Executive Officer
2011 Managing Executive Officer
2016 Senior Managing Executive Officer
2016 Representative Director & Senior Managing Executive Officer
2018 Director & Senior Managing Executive Officer
2019 Director & Executive Vice President
2024 Representative Director & Executive Vice President (current)

**Hiroshi Niinuma**
DirectorBirth Date: March 5, 1958
■ 164,704
■ 13/13 times (100%)

1981 Joined Sumitomo Chemical Co., Ltd.
2009 General Manager, General Affairs Dept.
2010 Executive Officer
2013 Managing Executive Officer
2018 Senior Managing Executive Officer
2018 Director & Senior Managing Executive Officer
2022 Director & Executive Vice President (current)
2024 Director, Sumitomo Pharma Co., Ltd. (current)

**Noriaki Takeshita**
DirectorBirth Date: July 23, 1958
■ 146,733
■ –/– times (– %)

1982 Joined Sumitomo Chemical Co., Ltd.
2005 Seconded to Rabigh Refining and Petrochemical Company
2010 Executive Officer
2013 Managing Executive Officer
2016 Deputy Chairman, Rabigh Refining and Petrochemical Company (current)
2017 Representative Director & Managing Executive Officer
2018 Representative Director & Senior Managing Executive Officer
2023 Senior Managing Executive Officer
2024 Director & Senior Managing Executive Officer (current)

**Hiroshi Tomono**
Outside DirectorBirth Date: July 13, 1945
■ 0
■ 12/13 times (92%)

1971 Joined Sumitomo Metal Industries, Ltd.
2005 Representative Director & President, Sumitomo Metal Industries, Ltd.
2012 Representative Director & President & COO, Nippon Steel & Sumitomo Metal Corporation
2014 Representative Director & Vice Chairman, Nippon Steel & Sumitomo Metal Corporation
2015 Director & Advisor, Nippon Steel & Sumitomo Metal Corporation
2015 Outside Director, Sumitomo Chemical Co., Ltd. (current)
2015 Advisor, Nippon Steel & Sumitomo Metal Corporation
2016 Outside Director, Japan Nuclear Fuel Limited (current)
2020 Senior Advisor, NIPPON STEEL CORPORATION (current)
2020 Outside Director, The Kansai Electric Power Co., Inc. (current)

**Motoshige Itoh**
Outside DirectorBirth Date: December 19, 1951
■ 0
■ 13/13 times (100%)

1993 Professor, Faculty of Economics, The University of Tokyo
1996 Professor, Graduate School of Economics, The University of Tokyo
2007 Dean, Graduate School of Economics, Faculty of Economics, The University of Tokyo
2016 Professor, Faculty of International Social Sciences, Gakushuin University
2018 Outside Director, Sumitomo Chemical Co., Ltd. (current)
2022 Outside Director, JX Nippon Mining & Metals Corporation (current)
2022 Outside Director, Hagooromo Foods Corporation (current)
2022 Outside Director, Shizuoka Financial Group, Inc. (current)

**Atsuko Muraki**
Outside DirectorBirth Date: December 28, 1955
■ 0
■ 13/13 times (100%)

1978 Joined Ministry of Labour
2005 Counsellor for Policy Evaluation, Minister's Secretariat, Ministry of Health Labour and Welfare
2006 Deputy Director-General, Equal Employment, Children and Families Bureau, Ministry of Health Labour and Welfare
2008 Director-General, Equal Employment, Children and Families Bureau, Ministry of Health Labour and Welfare
2010 Director-General for Policies on Cohesive Society, Cabinet Office
2012 Director-General, Social Welfare and War Victims' Relief Bureau, Ministry of Health Labour and Welfare
2013 Vice Minister, Health Labour and Welfare, Ministry of Health Labour and Welfare
2015 Retired from Ministry of Health Labour and Welfare
2018 Outside Director, Sumitomo Chemical Co., Ltd. (current)

**Akira Ichikawa**
Outside DirectorBirth Date: November 12, 1954
■ 0
■ 13/13 times (100%)

1978 Joined Sumitomo Forestry Co., Ltd.
2010 Representative Director & President, Sumitomo Forestry Co., Ltd.
2020 Representative Director, Chairman of the Board, Sumitomo Forestry Co., Ltd. (current)
2021 Outside Director, Konica Minolta, Inc. (current)
2022 Outside Director, Sumitomo Chemical Co., Ltd. (current)

**Yumiko Noda**
Outside DirectorBirth Date: January 26, 1960
■ 0
■ –/– times (– %)

1982 Joined Bank of America Corporation Tokyo Branch
1996 Deputy General Manager (Head of Structured Finance Department), London Branch, The Long-Term Credit Bank of Japan, Limited
2000 Partner (Head of PPP (Public Private Partnership) and Privatization), PwC Financial Advisory Services Co., Ltd. (Currently PwC Advisory LLC)
2007 Deputy Mayor, Yokohama City
2011 Partner (Head of PPP and Infrastructure Asia-Pacific), PwC Advisory Co., Ltd. (Currently PwC Advisory LLC)
2017 President and Representative Director, Veolia Japan K.K. (Currently Veolia Japan GK)
2020 Chairman and Representative Director, Veolia Japan GK (current)
2023 Outside Director, Mizuho Financial Group, Inc. (current)
2024 Outside Director, East Japan Railway Company (current)
2024 Outside Director, Sumitomo Chemical Co., Ltd. (current)



Audit & Supervisory Board Members

■ Number of shares held (as of March 31, 2024) ■ Attendance at Board of Directors meetings for fiscal 2023 (Attendance rate) ○ Attendance at Board of Audit & Supervisory Board Members meetings for fiscal 2023 (Attendance rate)



Kunio Nozaki
Standing Audit &
Supervisory Board Member

Birth Date: October 29, 1956
■ 95,200
■ 13/13 times (100%)
○ 14/14 times (100%)

1979 Joined Sumitomo Chemical Co., Ltd.
2002 General Manager, Finance & Accounting Office
2007 Executive Officer
2009 Managing Executive Officer
2014 Senior Managing Executive Officer
2014 Representative Director & Senior Managing Executive Officer
2018 Director & Senior Managing Executive Officer
2019 Director
2019 Standing Audit & Supervisory Board Member (current)



Hironobu Nishi
Standing Audit &
Supervisory Board Member

Birth Date: August 3, 1965
■ 11,100
■ 10/10 times (100%)*
○ 10/10 times (100%)
* Appointed in June 2023

1988 Joined Sumitomo Chemical Co., Ltd.
2011 General Manager, CSR Office
2012 Seconded to Sumitomo Chemical (China) Co., Ltd.
2018 General Manager, Animal Nutrition Div.
2023 Standing Audit & Supervisory Board Member (current)



Mitsuhiro Aso
Outside Audit & Supervisory Board Member

Birth Date: June 26, 1949
■ 0
■ 13/13 times (100%)
○ 14/14 times (100%)

1975 Prosecutor
2010 Superintending Prosecutor, the Fukuoka High Public Prosecutors Office
2012 Retirement as Prosecutor
2012 Registered as Attorney (current)
2013 Outside Audit & Supervisory Board Member, Sumitomo Chemical Co., Ltd. (current)



Yoshitaka Kato
Outside Audit & Supervisory Board Member

Birth Date: September 17, 1951
■ 0
■ 13/13 times (100%)
○ 14/14 times (100%)

1978 Registered as a certified public accountant (current)
2008 CEO, ShinNihon LLC
2014 Retired from ShinNihon LLC
2015 Outside Audit & Supervisory Board Member, Sumitomo Chemical Co., Ltd. (current)
2024 Outside Audit & Supervisory Board Member, Japan Petroleum Exploration Co., Ltd. (current)



Michio Yoneda
Outside Audit & Supervisory Board Member

Birth Date: June 14, 1949
■ 2,000
■ 13/13 times (100%)
○ 14/14 times (100%)

1973 Joined Bank of Japan
1998 General Manager, Sapporo Branch of Bank of Japan
2000 Retired from Bank of Japan
2000 Executive Director, Osaka Securities Exchange (Currently Japan Exchange Group, Inc.)
2003 President & CEO, Osaka Securities Exchange Co., Ltd.
2013 Director & Representative Executive Officer, Group COO, Japan Exchange Group, Inc. Director, Tokyo Stock Exchange, Inc.
2015 Resigned as Director & Representative Executive Officer, Group COO, Japan Exchange Group, Inc. Resigned as Director, Tokyo Stock Exchange, Inc.
2018 Outside Audit & Supervisory Board Member, Sumitomo Chemical Co., Ltd. (current)
2020 Outside Director, Toyo Tire Corporation (current)

Executive Officer

Name/Position	Career
Keiichi Iwata President	
Hiroshi Ueda Executive Vice President	Research Planning and Coordination, Digital and Data Science Innovation, Process & Production Technology & Safety Planning, Production & Safety Fundamental Technology Center, Engineering, Intellectual Property, Responsible Care, Industrial Technology & Research Laboratory, Environmental Health Science Laboratory, Advanced Materials Development Laboratory, Bioscience Research Laboratory
Hiroshi Niinuma Executive Vice President	General Affairs, External Relations, Legal, Sustainability, Human Resources, Osaka Office Administration
Noriaki Takeshita Senior Managing Executive Officer	Corporate Planning, IT Innovation
Masaki Matsui Senior Managing Executive Officer	Energy & Functional Materials Sector, IT-related Chemicals Sector
Nobuaki Mito Senior Managing Executive Officer	Health & Crop Sciences Sector
Seiji Takeuchi Senior Managing Executive Officer	Essential Chemicals & Plastics Sector, Business Development for Circular Carbon Economy
Naoyuki Inoue Managing Executive Officer	Sumitomo Chemical Asia Pte Ltd
Keigo Sasaki Managing Executive Officer	Corporate Communications, Accounting, Finance
Kenji Ohno Managing Executive Officer	Internal Control and Audit, Procurement, Logistics, Legal Dept.

Name/Position	Career
Takanari Yamaguchi Managing Executive Officer	Research Planning and Coordination Dept., Digital and Data Science Innovation Dept., Intellectual Property Dept., Industrial Technology & Research Laboratory, Environmental Health Science Laboratory, Advanced Materials Development Laboratory, Bioscience Research Laboratory
Hirokazu Murata Managing Executive Officer	Ehime Works
Koichi Ogino Managing Executive Officer	Process & Production Technology & Safety Planning Dept., Production & Safety Fundamental Technology Center, Engineering Dept., Responsible Care Dept.
Juan Ferreira Managing Executive Officer	AgroSolutions Div. – International
Shinsuke Shojima Managing Executive Officer	AgroSolutions Div. – International, Environmental Health Div., Animal Nutrition Div.
Akira Nakanishi Managing Executive Officer	Planning & Coordination Office, IT-related Chemicals Sector, Quality Assurance Office, IT-related Chemicals Sector
Masao Shimizu Managing Executive Officer	Human Resources Dept., Osaka Office Administration Dept.
Hiroaki Fujimoto Managing Executive Officer	AgroSolutions Div. – Japan
Kanako Fukuda Managing Executive Officer	Sustainability Dept.
Hiroyoshi Mukai Managing Executive Officer	Planning & Coordination Office, Energy & Functional Materials Sector
Satoshi Honda Managing Executive Officer	Electronic Materials Div., SCIOCS Div., Ibaraki Works
Yoshihiro Ino Executive Officer	Planning & Coordination Office, Essential Chemicals & Plastics Sector
Tetsuo Takahashi Executive Officer	Planning & Coordination Office, Rabigh Business, Essential Materials Div.

Name/Position	Career
Tomoyuki Hirayama Executive Officer	General Affairs Dept., External Relations Dept.
Takeo Kitayama Executive Officer	Business Development Office for Circular Carbon Economy, Resin-related Business Development Dept., Polyolefins Div., Automotive Materials Div., MMA Div.
Noriaki Oku Executive Officer	Chiba Works
Junpei Tsuji Executive Officer	Research Planning and Coordination Dept.
Toshihiro Yamauchi Executive Officer	Accounting Dept.
Kyoko Odawara Executive Officer	Environmental Health Science Laboratory
Shinichi Takemura Executive Officer	Optical Materials Div., IT-related Chemicals Research Laboratory
Tadashi Katayama Executive Officer	AgroSolutions Div. – International
Sawa Matsubara Executive Officer	Finance Dept.
Masao Inoue Executive Officer	AgroSolutions Div. – Japan, Pharma Solutions Div.
Jongchan Lee Executive Officer	Dongwoo Fine-Chem Co., Ltd.
Kazunori Itabashi Executive Officer	Planning & Coordination Office, Health & Crop Sciences Sector
Yuji Kato Executive Officer	Corporate Planning Office, Business Development
Shigenori Saito Executive Officer	Corporate Planning Office, Strategic Planning



Expertise and Experience of Directors and Audit & Supervisory Board Members

As a diversified chemical company, 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.

Expertise and Experience of Directors and Audit & Supervisory Board Members

	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										
Masakazu Tokura	Chairman of the Board	●	●		●					
Keiichi Iwata	Representative Director & President	●	●		●					
Hiroshi Ueda	Representative Director & Executive Vice President		●	●						● (IT/DX)
Hiroshi Niinuma	Director & Executive Vice President					●		●	●	
Noriaki Takeshita	Director & Senior Managing Executive Officer		●		●		●			
Hiroshi Tomono	Outside Director	●		●		●				
Motoshige Itoh	Outside Director				●					● (International Economics) ● (IT/DX)
Atsuko Muraki	Outside Director					●		●	●	
Akira Ichikawa	Outside Director	●			●	●				
Yumiko Noda	Outside Director	●			●		●			
Audit & Supervisory Board Members										
Kunio Nozaki	Standing Audit & Supervisory Board Member				●		●			
Hironobu Nishi	Standing Audit & Supervisory Board Member		●		●	●				
Mitsuhiro Aso	Outside Audit & Supervisory Board Member				●	●			●	
Yoshitaka Kato	Outside Audit & Supervisory Board Member				●		●		●	
Michio Yoneda	Outside Audit & Supervisory Board Member	●				●				● (Financial Markets)

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 ●.



Internal Control

Status of the Development of the Internal Control System

Sumitomo Chemical established its Basic Policy for Enhancement of the Internal Control System by a resolution of the Board of Directors, creating a system to ensure the appropriateness of its operations as stipulated in the Companies Act.

In addition, we have formed the Internal Control Committee, which is chaired by the President, consists of Executive Officers responsible for and in charge of each business sector and corporate department, and includes Standing Audit & Supervisory Board Members as observers. The committee meets three times a year to discuss and confirm plans for and the implementation status of various measures based on the basic policy described above, and continuously enhances the internal control system by swiftly and appropriately responding to changes in the surrounding business environment.

Summaries of the matters covered in the committee are reported to the Board of Audit & Supervisory Board Members after each meeting. These summaries are then reported to the Board of Directors for deliberation.

Basic Policy for Enhancement of the Internal Control System

https://www.sumitomo-chem.co.jp/english/company/files/docs/InternalControlSystem_20190329_e.pdf

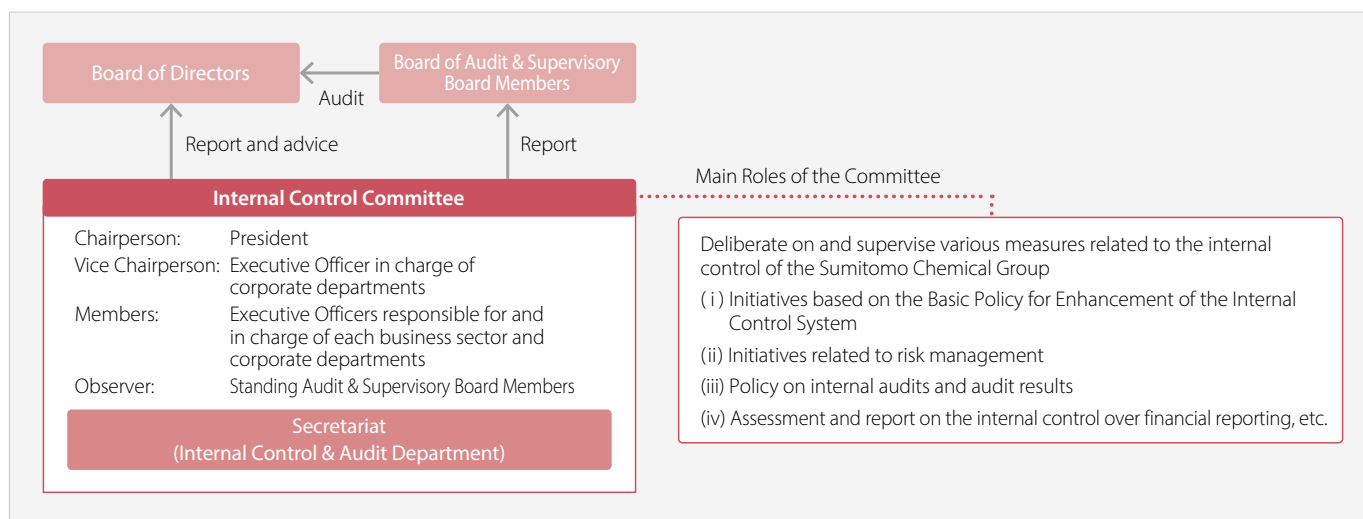
The Internal Structure Regarding Timely Disclosure

The Corporate Communications Department is in charge of working in conjunction with other relevant departments to continually disclose necessary information in a timely manner. In addition to items requiring disclosure under Japan's Financial Instruments and Exchange Act and under stock exchange regulations, we also actively disclose information that may be considered material to the decisions of investors. We endeavor to build stronger relationships of trust with society and capital markets by publishing documentation in accordance with the rules stipulated by the security exchanges in Japan, including reports on the Company's corporate governance philosophy and system, and notifications showing that Outside Directors and Outside Audit & Supervisory Board Members have no existing conflicts of interest with general shareholders. These documents are available on the website of Japan Exchange Group Inc.

Corporate Governance Report

https://www.sumitomo-chem.co.jp/english/company/files/docs/governance_report_e.pdf

Internal Control Committee





Internal Audits

As part of its internal control monitoring activities, Sumitomo Chemical has established a dedicated organization within the Company to conduct internal audits, in addition to audits by the Audit & Supervisory Board Members and Financial Statement auditors. The Internal Control & Audit Department conducts internal audits for all matters related to the execution of operations by the Company and its Group companies, and dedicated audit teams for the Responsible Care Department conduct responsible care auditing from the perspective of safety, health and environment, and quality

throughout the life cycle of chemical products. The appointment of the General Manager of Internal Control and Audit Department and Responsible Care Department are both matters to be resolved by the Board of Directors.

In case any serious matter relating to internal controls is found, the matter will be promptly reported to the Executive Officer of the relevant reporting line and the Board of Audit & Supervisory Board Members (or in the event of a finding concerning senior management, to the Board of Audit & Supervisory Board Members and the Executive Director of the Compliance Committee).

① Internal Audits

Department Conducting the Audits	Internal Control & Audit Department
Objective of Internal Audits	Evaluate whether internal controls are in place, operating, and functioning appropriately from various perspectives, including maintaining the effectiveness and efficiency of operations, ensuring the reliability of financial reporting, and complying with relevant laws and statutes in all business activities
Audit Cycle	In principle, once every 2–5 years for each separately audited unit
Number of Companies and Organizations Conducting the Audits (FY2023)	<ul style="list-style-type: none"> • Business process audits: 5 in-house organizations, 4 Group companies in Japan, 14 Group companies overseas • Information system security audits: 2 in-house organizations; 7 Group companies in Japan, 11 Group companies overseas
Sharing of Audit Results and Status of Improvements	<ul style="list-style-type: none"> • Reported to the Internal Audit Liaison Meeting (Held regularly, four times a year, attended by Standing Audit & Supervisory Board Members and a number of departments, including the Internal Control & Audit Department, the Responsible Care Department, the Legal Department, the Human Resources Department, the Accounting Department, and the planning & coordination offices of each business sector) • After reporting at the Internal Control Committee (Three times a year), the report is reported to the Board of Audit & Supervisory Board Members and the Board of Directors

② Responsible Care Audits

Department Conducting the Audits	Teams of dedicated auditors from the Responsible Care Department
Objective of Internal Audit	Evaluate whether internal controls relating to securing safety, health and environment, as well as maintaining and improving quality for all chemical products over their life cycle, are in place, operating, and functioning appropriately.
Audit Cycle	In principle, once every 1–3 years for each separately audited unit
Number of Companies and Organizations Conducting the Audits (FY2023)	12 in-house organizations, 10 Group companies in Japan, 13 Group companies overseas
Sharing of Audit Results and Status of Improvements	<ul style="list-style-type: none"> • Reported internally as necessary • Reported to the Responsible Care Committee (Held regularly, once a year)

Risk Management

To achieve sustainable growth, Sumitomo Chemical makes an effort to detect, at an early stage, various risks that may hinder the achievement of its business objectives, and takes proper measures. We focus on building and expanding a system relating to risk management so that we can promptly and properly address risks when they emerge.

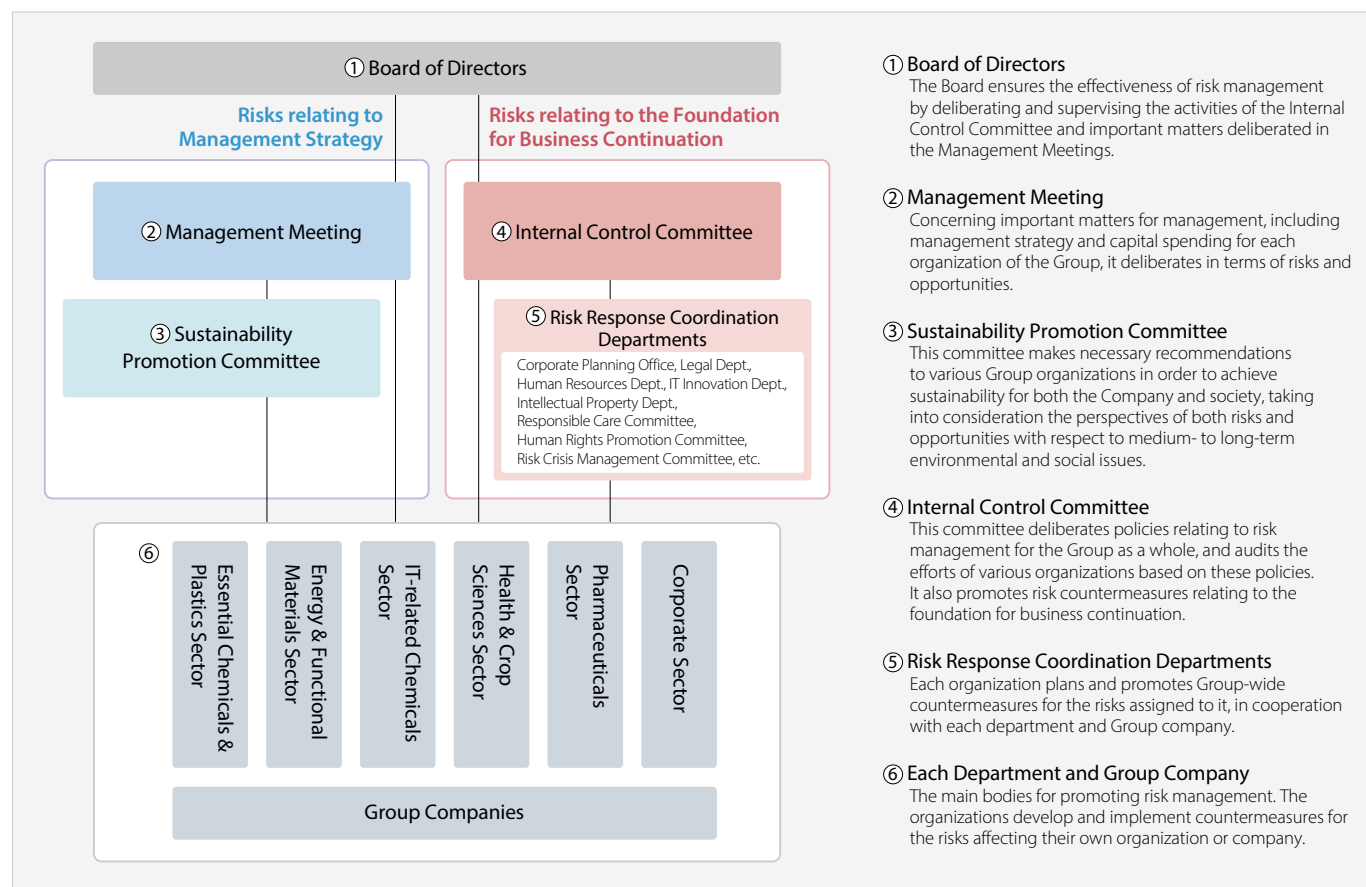
Systems for Promoting Risk Management

At Sumitomo Chemical, as part of its standard duties, each of the Group's organizations is taking various measures to properly manage risks associated with its business operations. In addition to this, a variety of committees work together to promote the Group's risk management.

The Internal Control Committee sets policies relating to risk management for the Group as a whole and monitors the efforts of each organization in accordance with those policies, collecting risk-related information and evaluating it, among other tasks. This committee creates a risk map for the Group as a whole each year, aiming not only to comprehensively capture the status of risks relating to management strategy and the foundation for business continuation, but also to coordinate with risk response coordination departments, promoting countermeasures for important risks relating to the foundation for business continuation, such as earthquakes, workplace accidents, and product-related accidents, on a Group-wide level.

On the other hand, the Management Committee deliberates on important management matters, including management strategies, capital investment, and investment and loans for the Company and its group companies, on a case-by-case basis, regarding risks that require consideration from both an opportunity and a risk perspective. With regard to sustainability, the Sustainability Promotion Committee* makes necessary proposals on medium- to long-term environmental and social issues to each organization of the group to ensure that the management activities of the group contribute to

■ Diagram of Systems for Promoting Risk Management



the realization of sustainability of society and the group itself.

Summaries of the matters covered in the Internal Control Committee and important matters deliberated in the Management Meetings are reported to the Board of Directors.

* Outside Directors and Audit & Supervisory Board Members participate as observers

Promotion of Group-wide Priority Risk Assessment and Countermeasures

Every year, approximately 120 major organizations within both Sumitomo Chemical and Group companies around the world conduct risk evaluations using a list of risks compiled by the Company to assess the probability of occurrence and the potential impact of various risks that could hinder the achievement of business objectives and create risk maps. Based on the aggregation of these maps, a Group-wide risk map is created.

The department uses this Group-wide risk map to assess important risks that require Group-wide countermeasures and create risk

management policies. As listed under the Systems for Promoting Risk Management, risk response coordination departments collaborate to promote the Group's risk management.

In addition, each organization within the Group considers risk countermeasures based on their own risk map and with reference to the Group-wide risk map. As necessary, they take countermeasures in collaboration with the Company's sectors and Risk Response Coordination.

P.060 Risk Management: Systems for Promoting Risk Management

Cross-organizational Risks and Crisis Response

We established the Risk Crisis Management Committee to deliberate risks and crisis response policies that affect multiple business sites, departments, and Group companies, such as large-scale disasters (earthquakes, storms, floods, etc.), pandemics, deterioration of security in Japan or overseas (terrorism, riots, wars, etc.), and other issues.

Initiatives Related to Cyber Security Threats

We are working to consider and revise our IT business continuity plan (BCP), which is a BCP for our IT systems, with an eye toward studying BCPs for cyber security threats.

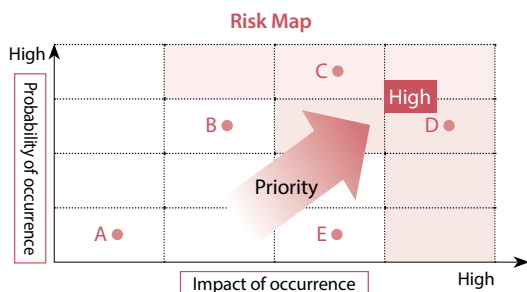
Evaluating Risks and Promoting Countermeasures

Risk Maps Created by Each Internal Department and Group Company

Each organization identifies risks critical to its own execution of duties and advances countermeasures.

Group-wide Risk Map

The Internal Control Committee identifies priority risks that require Group-wide countermeasures and advances them across the Group.



List of Risk Items

Risk response coordination departments have cooperated to create a list of risk items that broadly encompasses the Group's business activities, from management strategies to risks related to the fundamental drive to remain a going concern.

We revise the list every year in line with changes in internal and external conditions and the business environment. By evaluating Group-wide risks using this list, we have achieved systematic and comprehensive risk management.

Field	Example of Risks Included in the List
Business risks	Interruptions in the supply of raw materials, fuel, or products; rapid price fluctuations; industrial reforms; price competition; technological innovations; digital innovations; extreme weather events; changes in standards and rules; rapid fluctuations in demand
Political and social risks	GHG problems; plastic waste problems; terrorism; political instability, economic crises, or institutional changes in various countries and regions
Accident and disaster risks	Earthquakes, tsunamis, volcanic eruptions, typhoons, tornadoes, floods, fires, explosions, product-related accidents, environmental pollution, ground subsidence, interruptions in or restrictions of the supply of electricity, gas, water, or other utilities
Legal violation and compliance risks	Bribery, collusion, falsification, scandals, criminal behavior, competition laws violations, export control regulation violations, infringement of intellectual property rights, insider trading
Personnel and labor risks	Workplace accidents, human rights problems, mental health issues, harassment, spread of infectious or contagious diseases
Information security risks	Cyberattacks, system failures, confidential information leaks, personal information leaks
Taxation and financial risks	Tax transparency, volatility of managed assets, interest rate volatility

Risk Factors

https://www.sumitomo-chem.co.jp/english/ir/policy/risk_factors/

Compliance

Basic Policy

The Sumitomo Chemical Group places compliance at the bedrock of its corporate management. As we engage in business in many parts of the world, all of the companies in the Sumitomo Chemical Group are devoting earnest efforts to stay in strict compliance with not only laws and regulations, but also ethical principles in a business environment. Both the spirit and the letter of ensuring compliance in business activities have consistently been enshrined at Sumitomo Chemical ever since its founding. This unwavering resolve towards compliance is embodied succinctly in the “Sumitomo Chemical Charter for Business Conduct,” which serves as the guideline of conduct for every employee to abide by and constitutes the backbone of our day-to-day compliance activities. In recent years, in particular, companies are expected to fulfill their social responsibilities more than ever before. Given the circumstances, all companies in the Sumitomo Chemical Group are making concerted efforts to further compliance activities, under the strong leadership of top management, to further enhance compliance in the Group’s business activities on a global basis.

The Sumitomo Chemical Charter for Business Conduct and Code of Ethics Embody the Sumitomo Spirit and Business Philosophy

Sumitomo Chemical has established the Sumitomo Chemical Charter for Business Conduct to embody the Sumitomo Spirit, Business



Philosophy, and Basic Principles for Promoting Sustainability. In addition, to better define the Charter for Business Conduct and more clearly explain it to employees, we established the Sumitomo Chemical Code of Ethics (hereinafter, “the Compliance Manual”) as corporate rules and distributed it to employees.

Sumitomo Chemical Charter for Business Conduct

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

Sumitomo Chemical Code of Ethics (Compliance Manual)

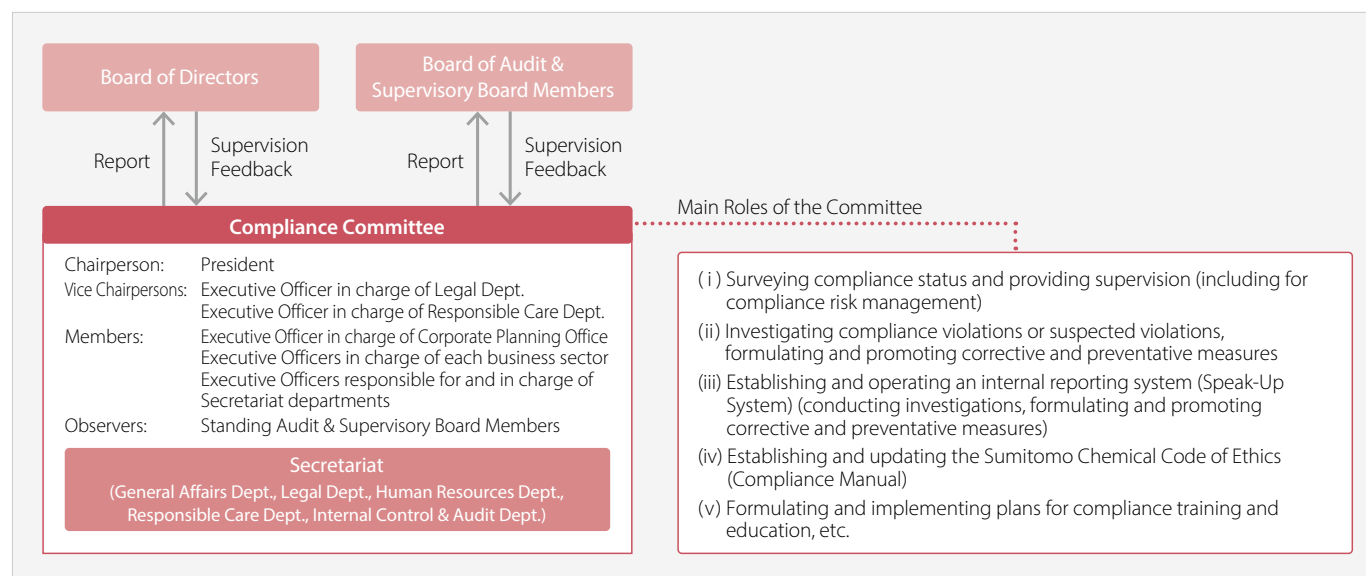
https://www.sumitomo-chem.co.jp/english/sustainability/governance/compliance/rules_society/

Compliance System at the Sumitomo Chemical Group

(1) Compliance Committee

Sumitomo Chemical has established a Compliance Committee chaired by the President and holds a Compliance Committee meeting at least once a year (or more frequently as needed). Details discussed by the committee are reported to the Board of Directors and Board of Audit & Supervisory Board Members, and the committee then receives feedback from them. The committee establishes overarching principles of compliance from a global perspective, and then works with each business sector and Group company, both in Japan and abroad, to build and operate their compliance systems locally in the required manner, according to those global principles.

Compliance Committee

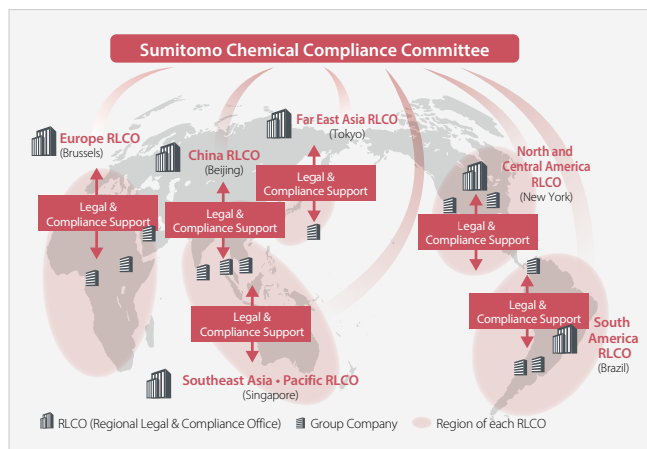


(2) Group Compliance Structure Focused on Effectiveness

“Think globally, Manage regionally, Act locally”

As business globalizes, it becomes more important that the operation of a corporation's compliance system be fine-tuned to situations specific to individual countries or companies. In light of this, we have established Regional Legal & Compliance Offices (RLCOs) in Sumitomo Chemical's major business regions. Grasping the concrete needs and tasks of their respective Group companies, the RLCOs provide hands-on support and guidance, such as helping Group companies set and implement necessary internal rules and procedures, building company compliance systems, and assisting in operations.

■ Compliance System at Sumitomo Chemical Group

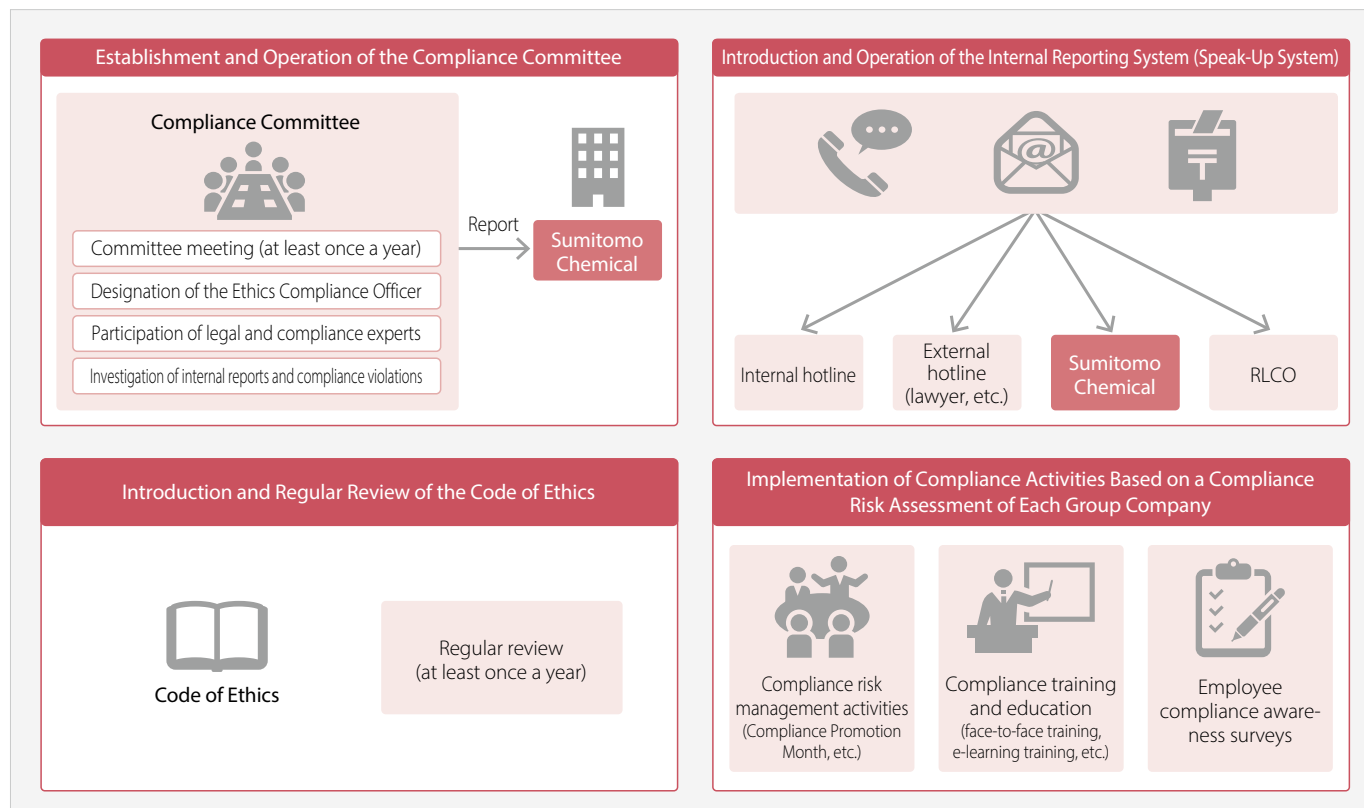


(3) Introducing and Operating a Compliance System for the Company and its Group Companies

To ensure thorough compliance throughout the entire Sumitomo Chemical Group, it is important that Sumitomo Chemical and its Group companies establish and operate their own compliance systems. Accordingly, we established the Sumitomo Chemical Group Compliance Standards, which outline the compliance systems and activities that serve as our standards. In line with these standards, Sumitomo Chemical and its Group companies are engaged in the following main initiatives.

- (i) Establishing and operating the Compliance Committee (including responding to internal reports and conducting compliance violation investigations)
- (ii) Introducing and regularly reviewing the Code of Ethics
- (iii) Introducing and operating the Internal Reporting System (the Speak-Up System)
- (iv) Conducting compliance activities (education, training, etc.) based on a compliance risk assessment of each Group company

■ Compliance System Operations



Internal Reporting System (Speak-Up System)

(1) The Internal Reporting System Is the Key to Ensuring Compliance

In order to detect any compliance violations as early as possible or to prevent them from occurring in the future, the Sumitomo Chemical Group has introduced an internal reporting system (the Speak-Up System) that allows company employees, etc., to report a compliance violation or a suspected violation, either directly to the Compliance Committee or to external lawyers. The Speak-Up System may be used by Sumitomo Chemical's management executives and employees (including contract employees) and their families, Group companies' management executives and employees and their families, retirees from the Company or Group companies, and anyone involved in the Group's businesses (including trading partners).

Furthermore, to receive Speak-Up reports without fail, Sumitomo Chemical has set up Speak-Up Reporting Hotlines to receive reports at (i) the Compliance Committees of each Group company, (ii) RLCOs, (iii) the Compliance Committee of Sumitomo Chemical, and (iv) external lawyers designated by these committees. The person

reporting can choose the hotline they think most appropriate. In addition, anonymous reports are also accepted and responded to.

Notes: • Regarding reporting within the European Union, we act in compliance with the various laws and regulations of the European Union or its individual member countries.

• This Speak Up System allows any person for claims (reports) of research misconduct or research financing fraud in studies using public research funds.

(2) Guidance and Oversight by the Board of Audit & Supervisory Board Members, Including Outside Audit & Supervisory Board Members

On the grounds that Speak-Up reports given to the Compliance Committees of Sumitomo Chemical and the Group companies, as well as compliance violation incidents at each company, are also important from a governance perspective, the Board of Audit & Supervisory Board Members will regularly, or as needed for important issues, receive reports on these reports and violations, and will provide guidance and oversight. Moreover, to further enhance the independence of whistleblower responses related to top management in line with the amended Whistleblower Protection Act, whistleblower

reports regarding top management are submitted only to the Board of Audit & Supervisory Board Members. The Company takes steps to respond to the report while receiving advice from and being monitored by the Board of Audit & Supervisory Board Members.

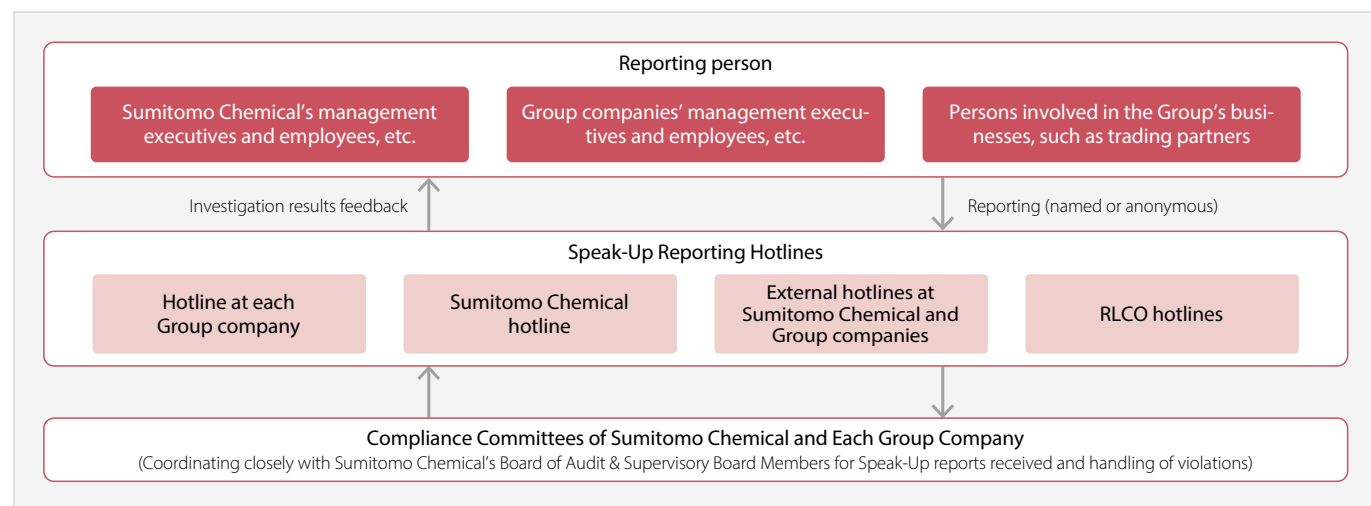
(3) Promoting Use of the Internal Reporting System (Speak-Up System)

In its Compliance Manual, Sumitomo Chemical Group makes clear that the Company carries out investigations based on the Speak-Up report with utmost consideration to protecting the privacy of a reporting person and maintaining confidentiality of information provided and that the Company doesn't put the truthful reporting person at any disadvantage, such as dismissal, transfer, or discrimination, on the grounds of having made the report. The manual also states that if someone commits a compliance violation but reports it to the Company of their own volition and cooperates with the Compliance Committee's investigation, the person is eligible for leniency regarding the disciplinary action that would ordinarily be proscribed. We are raising awareness of these facts among employees. Moreover, to ensure that the Speak-Up System functions in a truly effective manner, Sumitomo Chemical's Compliance Committee takes every opportunity to explain to employees that Speak-Up reporting will never disadvantage a reporting person. In this regard, the Committee has been working to help employees understand clearly that confidentiality about the reporting is maintained, any disadvantageous treatment to a reporting person is strictly prohibited, and leniency is possible. In addition, the Committee shares with employees information about how far the Speak-Up System is in use by employees.

(4) Latest Results of the Internal Reporting System

As a result of initiatives promoting use of the reporting system, in fiscal 2023, the total number of reports made to the Compliance Committees of Sumitomo Chemical and its Group companies (including listed companies in which the Company holds a stake of 50% or more) was 232, a year-on-year increase of 9 reports. Upon its receipt,

■ How a Report is Processed under the Internal Reporting System (Speak-Up System)





each report was worked on, and an investigation was conducted promptly and cautiously into the reported incident. If compliance violations were found or if a situation that might eventually develop into an incident of violation was recognized, corrective measures were taken properly. In addition, information on violation incidents and corrective measures actually taken was shared, as necessary, with other companies of the Group so that they could prevent similar incidents from occurring in their workplace in the future.

■ Number of Reports (Sumitomo Chemical Group*)

	FY2021	FY2022	FY2023
Number of reports	190	223	232

* Includes those listed companies in which the Company holds a stake of 50% or more

How to Make Use of Speak Up System

<https://www.sumitomo-chem.co.jp/english/sustainability/governance/compliance/forms/>

Response to Compliance Violations

At Sumitomo Chemical and Group companies, when a management executive or employee discovers a compliance violation or suspected violation, the compliance supervisor in the department promptly reports to the relevant department and the Compliance Committee. After submitting a report, an investigation is carried out, and if any compliance violation is discovered, corrective and preventive measures are formulated and rolled out not just to the offending department but to the entire Sumitomo Chemical Group to ensure a recurrence is thoroughly prevented. In addition, the Internal Control & Audit Department and the Responsible Care Department conduct audits from the perspective of compliance. When a compliance violation is discovered through these audits, corrective action is taken directly at that time. In fiscal 2023, there were no major compliance violations related to the Sumitomo Chemical Group's business continuity.

■ FY2023 Number of Compliance Violations (Sumitomo Chemical Group*)

	Number of Compliance Violations
Number of significant compliance violations	0
Significant violations of antitrust and monopoly legislations	0
Significant violations of anti-corruption legislations	0
Significant violations of laws or regulations in the social and economic area besides those mentioned above	0

* Includes those listed companies in which the Company holds a stake of 50% or more

Results of Main Compliance Activities in the Sumitomo Chemical Group

(1) Compliance Committee Meetings

Sumitomo Chemical and its Group companies have established Compliance Committees, which convene either regularly (at least once a year) or as appropriate. Sumitomo Chemical's Compliance Committee convened on April 18, 2024, and reported its results to the Board of Directors and Board of Audit & Supervisory Board Members, from which it received feedback.

(2) Review and Update of the Code of Ethics

Sumitomo Chemical and its Group companies regularly consider revisions to the Code of Ethics (at least once a year). After conducting a review, if there is need for an update, it is made promptly. Sumitomo Chemical conducted a review of the Code of Ethics at relevant departments. In light of these results, we updated the Code of Ethics in April 2023.

Sumitomo Chemical Code of Ethics (Compliance Manual)

https://www.sumitomo-chem.co.jp/english/sustainability/governance/compliance/rules_society/

(3) Compliance Promotion Activities

(1) Compliance Risk Management Activities (Compliance Promotion Month, etc.)

Sumitomo Chemical and some of its Group companies have designated September as Compliance Promotion Month. During this month, all employees in each workplace, including manufacturing, research, sales, and various intermediate departments, participate in discussions to examine and identify all conceivable compliance risks, major or minor, that might arise in each workplace. They then go on to select those risks that need to be specifically addressed and formulate concrete measures to prevent the risks from occurring in the future. For those preventive measures that are already in place, they review once again whether or not the measures are sufficiently effective when implemented. Continuous implementation of these measures not only reduces specific compliance risks in the workplace but also helps in raising employees' compliance consciousness.

During the fiscal 2023 Compliance Promotion Month, we held discussions about fostering workplaces that are open and where workers can speak up. Reports on these activities were submitted by each department, and an evaluation team that includes outside legal counsel objectively evaluated them. With the goal of further raising the level of compliance, we shared information on departments with positive evaluations and the details of their initiatives within the Company.

■ List of Essential Topics of Discussion during the Compliance Promotion Month

Fiscal Year	Essential Topics of Discussion
2016	Fraud risks
2017	Collusion and harassment
2018	Information leaks and management of company assets
2019	Compliance with business laws
2020	Environmental changes caused by the COVID-19 pandemic
2021	Possible improper cases in the processes of one's own department
2022	Information management
2023	Workplaces that are open and where workers can speak up

**(ii) Compliance Training**

In line with its firm belief that strict compliance can only be achieved with each employee having high awareness of compliance, Sumitomo Chemical places importance on carrying out compliance education on a continual basis. This includes training programs geared to management executives at Sumitomo Chemical and Group companies as well as class-based training when someone is promoted. In addition, we conduct face-to-face lecture-style training courses and e-learning training, depending on each company's specific needs and situation. In fiscal 2023, we conducted compliance e-learning training for all Sumitomo Chemical employees (around 7,600 people) with a 100% participation rate. In addition, Group companies in Japan conduct compliance training.

■ FY2023 Compliance Training Status

	Status of Implementation
Sumitomo Chemical	Compliance e-learning training (confidential information management and harassment prevention): 100% participation rate (conducted at all worksites and departments) (already conducted training on promoting employees and individual training related to corruption prevention, quality assurance, safety, logistics, information security, etc.)
Sumitomo Chemical Group*	Percentage of employees who received training related to compliance (attendance rate) Attendance rate at Group companies in Japan: 94.7% Attendance rate at Group companies overseas: 85.1%

* Does not include Sumitomo Chemical

(iii) Employee Compliance Awareness Survey

In order to measure the effect of the initiatives listed above, including compliance activities and training, Sumitomo Chemical and Group companies in Japan and overseas regularly conduct employee compliance awareness surveys. In fiscal 2022, Sumitomo Chemical conducted its seventh employee compliance awareness survey. In the fiscal 2023–fiscal 2024 period, Group companies in Japan and overseas conducted similar surveys. Analyses are conducted comparing Sumitomo Chemical with Group companies and Group

companies with each other, a process that is intended to lead to the discovery of issues and the setting forth of measures aimed at the further improvement of compliance at each Group company.

(4) Initiatives to Respect Human Rights and Prevent Corruption

An area of our recent focus is to strengthen those initiatives which lead to respect human rights, and initiatives will more effectively serve to maintain sound business practices in companies' entire supply chains, through implementing measures to prevent corruption, such as bribes and collusion with business partners (including bribery and collusion with operators).

(5) Initiatives to Comply with Competition Laws

To fully ensure compliance with competition laws, Sumitomo Chemical has established the Committee on Antitrust Compliance and Corruption Prevention (chaired by the Company's President) to establish and manage competition law compliance systems for the entire Sumitomo Chemical Group under the guidance and supervision of the Board of Directors and Board of Audit & Supervisory Board Members. In addition, we issued the Competition Law Compliance Manual and have introduced it at Group companies in Japan and overseas in addition to actively providing training using it.

Moreover, as a general rule, we prohibit management executives and employees of business sectors from interacting with rival operators. We introduced an operator consultation system to permit such interactions only in the event that it is necessary for operations and, in such exceptional cases, that approval has been given in advance. In addition, product sales prices must always be independently set based on our own standards. To ensure this, when revising product sales prices and price formulae, the Company convenes the price deliberation committee, which determines the revisions after thorough deliberation.

■ Status of Implementation for Training Related to Competition Laws (Including Awareness Raising Activities)

	Status of Implementation
Sumitomo Chemical	Already implemented at eligible worksites and business sectors (cumulative total of 29 times since FY2018)
Sumitomo Chemical Group*	Group companies in Japan: 7 companies (implemented in FY2023) Group companies overseas: 13 companies (implemented in FY2023)

* Does not include Sumitomo Chemical

(6) Compliance Audit

As it is also important to conduct audits of whether the operations of the compliance structure and various compliance activities are being appropriately carried out in each department of Sumitomo Chemical, and in each Group company, the Internal Control & Audit Department and the Responsible Care Department conduct compliance audits. Regarding matters discovered during the compliance audits, appropriate corrective measures are taken.

▶ **P.133 Respect for Human Rights**

▶ **P.070 Anti-corruption:** Initiatives in the Supply Chain

▶ **P.075 Responsible Care:** Responsible Care (RC) Audits



Sumitomo Chemical Group Compliance Action Policy (FY2024)

Under the Corporate Business Plan, ensuring strict compliance for the entire Sumitomo Chemical Group while maintaining safe and secure operations is a basic policy, Sumitomo Chemical vigilantly monitors and addresses issues in the following areas.

- Appropriate responses to Speak-Up and compliance violation investigations
- Compliance training and educational activities
- Compliance audits

We will steadily implement compliance promotion activities across the Group, further enhance Group compliance, and focus of efforts on addressing crossover compliance issues. In this way, Sumitomo Chemical will strengthen and improve the Group's compliance system operations and continue to further enhance its effectiveness.

FY2024 Sumitomo Chemical Compliance Action Goals

Items	FY2024 Goals	FY2023 Results	FY2022 Results	FY2021 Results
Internal Reporting* ¹ (Speak-Up reporting)	Regarding the number of employees per report, maintain 100% compared to the previous fiscal year (158 people per report)	158 people per report	173 people per report	226 people per report
Compliance Training	Conduct compliance training at 95% of Group companies	Sumitomo Chemical* ² : 100% Group companies in Japan* ³ : 95.5%	Sumitomo Chemical* ² : 100% Group companies in Japan* ³ : 97.8%	Sumitomo Chemical* ² : 100% Group companies in Japan* ³ : 91.1%
		Group companies overseas* ³ : 80.4%	Group companies overseas* ³ : 92.5%	Group companies overseas* ³ : 82.0%

*1 Includes those listed companies in which the Company holds a stake of 50% or more

*2 Attendance rate (percentage of employees)

*3 Percentage of companies that conducted training

Anti-corruption

Basic Policy

As corporations expand activities across national boundaries, promoting fair competition becomes increasingly important in the supply of goods and services in the international marketplace. As is evident from the ever tightening laws and regulations in the world designed to prevent corruption, such as the FCPA in the U.S. and the Bribery Act of 2010 in the U.K., there is a growing awareness globally that corrupt conduct, such as bribery, should be eliminated by any means necessary. Under the circumstances, Sumitomo Chemical has positioned the prevention of corruption in all its forms, including bribery of public officials, excessive business entertainment and gift-giving, collusion, embezzlement, and breaches of trust as one of the most important issues in ensuring thorough compliance. We are striving to ensure a sustainable and sound corporate climate by enhancing our internal organization to appropriately respond to corruption risks to prevent the occurrence of corruption.

Committee on Antitrust Compliance and Corruption Prevention

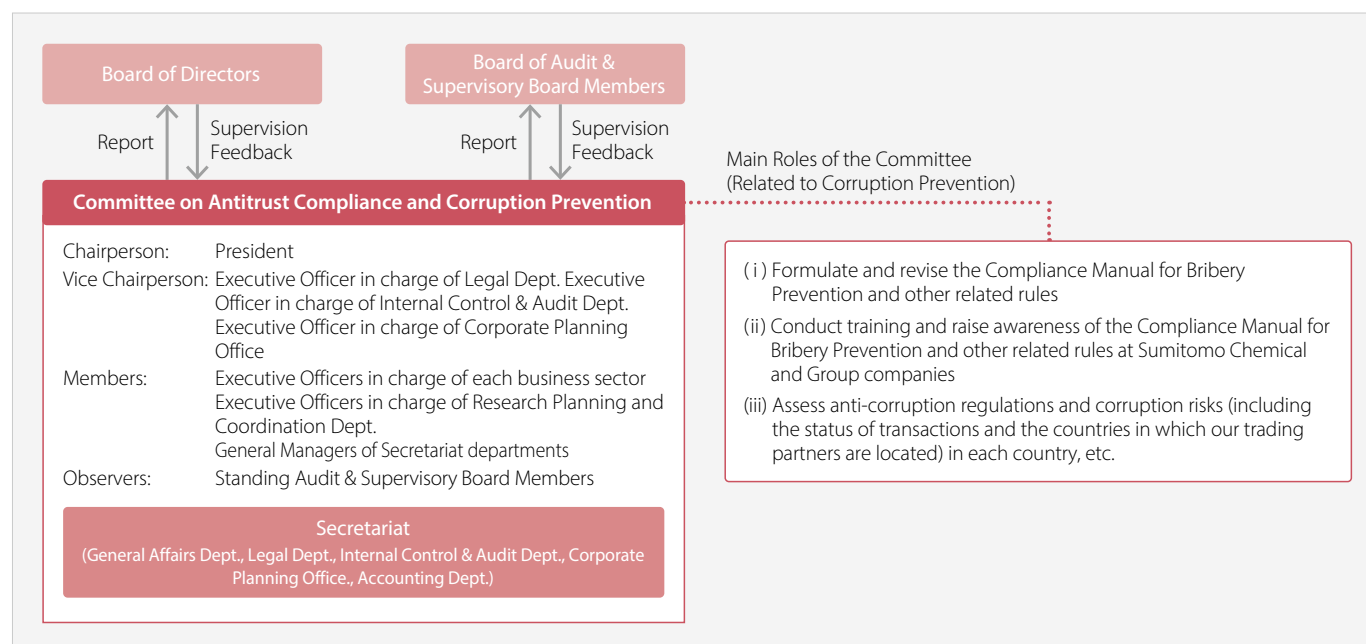
Sumitomo Chemical has established the Committee on Antitrust Compliance and Corruption Prevention (chaired by the Company's President) to establish and manage anti-corruption systems for the entire Sumitomo Chemical Group under the guidance and supervision of the Board of Directors and Board of Audit & Supervisory Board Members.

In the President's own messages, the committee states its policy and commitment to prohibit all forms of corruption, including bribery of public officials by management executives or employees, excessive entertainment and gift-giving, collusion, embezzlement,

and breaches of trust. In addition, we have formulated a Compliance Manual for Bribery Prevention that contains detailed anti-corruption rules. The manual has been disseminated to all Group companies in Japan and overseas, and has been posted on the Company intranet, and periodic training sessions are conducted to ensure thorough compliance among the employees of the Company and its Group companies.

Further, we conduct assessments of anti-corruption regulations and corruption risks in each country, such as the status of transactions and the countries in which our trading partners are located. Based on the results of these assessments, we decide on policies to strengthen measures to prevent corruption, and apply them to the Company and all Group companies.

Committee on Antitrust Compliance and Corruption Prevention





■ Compliance Manual for Bribery Prevention (Outline)

Chapter 1: General Principles

1. Prohibition of Giving Bribes

It is prohibited to give bribes to a government official or to any other person or entity, including private trading partners.

2. Prohibition of Accepting Bribes

It is prohibited to accept a bribe. In addition, it is prohibited to request a bribe or gift, entertainment, or other benefit from a third party.

3. Prohibition of Giving or Accepting Excessive Gifts or Entertainment

It is prohibited to give or accept excessive gifts or entertainment. All forms of gifts or entertainment that may harm the Company's reputation are always impermissible.

Chapter 2: Prohibition of Bribing Government Officials

The provision of any form of improper benefit to a government official may be considered a bribe. Furthermore, various rules are put in place, including those related to the circumstances where any type of gift and entertainment to a governmental official is prohibited, procedures for sponsoring site visits by governmental officials, procedures for giving donations and political contributions, and compliance with local regulations.

Chapter 3: Rules For and During Engagement of Business Partners

It is required to conduct due diligence when the Company engages new business partners or renews engagement of existing business partners, such as agents, distributors and consultants who could interact with government officials in the course of services for the Company. It is also required to fix the appropriate compensation and to take necessary internal procedures when concluding contracts with business partners.

Chapter 4: Proper Keeping of Books and Records

It is required to prepare and maintain appropriate and accurate books and records related to entertainment, gifts, payments to business partners, and other transactions.

Chapter 5: Monitoring Legal Compliance

It is required for each department to ensure thorough compliance, for the Internal Control & Audit Department to conduct audits, and the Committee on Antitrust Compliance and Corruption Prevention to take initiatives. In addition, the Company's executives and employees are obligated to file a report when a violation (or a suspicion of one) is detected.

Chapter 6: Violations

The Company's executives and employees who commit violations of this manual are subject to disciplinary action.

Initiatives in the Supply Chain

In order to prevent corruption in the Group’s supply chain, we are making our agents, consultants, distributors, and other business partners aware of our anti-corruption policy by holding regular training sessions when initially engaging or renewing a contract, or at business meetings and other occasions. We also ask our partners to pledge to comply with the policy. In addition, as part of our due diligence procedures, we ask business partners to submit written responses detailing their company’s profile and any past corruption problems, and assess the risk of corruption based on these responses. Moreover, when we engage a business partner for business with a high risk of corruption, such as in a public tender transaction or in a developing country, a more detailed risk assessment is carried out, including on-site interviews with the business partner conducted by an outside expert. If it is judged that there is a risk of corruption as a result of the assessment, we conduct awareness-raising activities concerning the prevention of corruption for such business partners, asking them to implement corrective measures such as strengthening the internal rules and organization to prevent corruption, and offering our support for such efforts. (The Company does not engage business partners if the implementation of remedial measures is refused or if there is a strong concern about corruption detected through the assessment process.)

Other Measures

In addition to the above-mentioned measures, we are striving to prevent corruption through the application of internal rules on business entertainment and gift-giving, and the strict application of approval procedures for business decisions and payment.

We have also established and operate an internal reporting system (the Speak-Up System, which allows anonymous reporting) that can be used by anyone involved in our business, including business and trading partners, in order to quickly identify corruption or the threat of corruption, to prevent compliance violations from occurring, and to rectify them as soon as possible. We also inform management executives or employees of Group companies, and business and trading partners, about the use of this system.

Management executives and employees whose corrupt conduct has been confirmed are subject to disciplinary action in light of internal rules. Business and trading partners are requested to rectify such actions, and other measures are taken, such as the suspension of transactions.

Tax Transparency

Basic Policy

The Sumitomo Chemical Group considers paying taxes one of the most fundamental and important social responsibilities of a company. We comply with the tax laws applicable to each country and properly pay taxes in accord with that spirit.

The Group understands that using exceedingly beneficial tax systems in regions or countries with no or low taxes (so called tax havens) hinders the collection of proper taxes in each country. By not using tax havens with the purpose of avoiding taxes and by paying appropriate taxes in the countries and regions where it does business, the Group aims to help spur economic development in those countries and regions.

The Sumitomo Chemical Group has established the Sumitomo Chemical Group Tax Policy to ensure tax transparency and enhance tax compliance.

Management System

The Sumitomo Chemical Group Tax Policy was established to diligently implement initiatives aimed at ensuring tax compliance and transparency, and it is shared with Group companies in Japan and overseas. We comply with the tax laws of each country and region where we do business and strictly and appropriately pay taxes.

Furthermore, important tax issues and strategies are reported to regular Management Meetings and Board of Directors meetings.

Goals and Results

Corporate Income Taxes Paid

■ Tax Amounts of Sumitomo Chemical Group

(Billions of yen)

	FY2019	FY2020	FY2021	FY2022	FY2023
Tax amounts	48.7	54.4	68.3	65.5	48.3

■ FY2023 Tax Amounts by Region of Sumitomo Chemical Group

(Billions of yen)

	Japan	Overseas	East Asia	North America	Others	Total
Tax amounts by region	38.0	10.3	2.1	4.8	3.4	48.3

Sumitomo Chemical Group Tax Policy

https://www.sumitomo-chem.co.jp/english/sustainability/files/docs/TaxPolicy_e.pdf

P.060 Risk Management

Responsible Care

Basic Policy

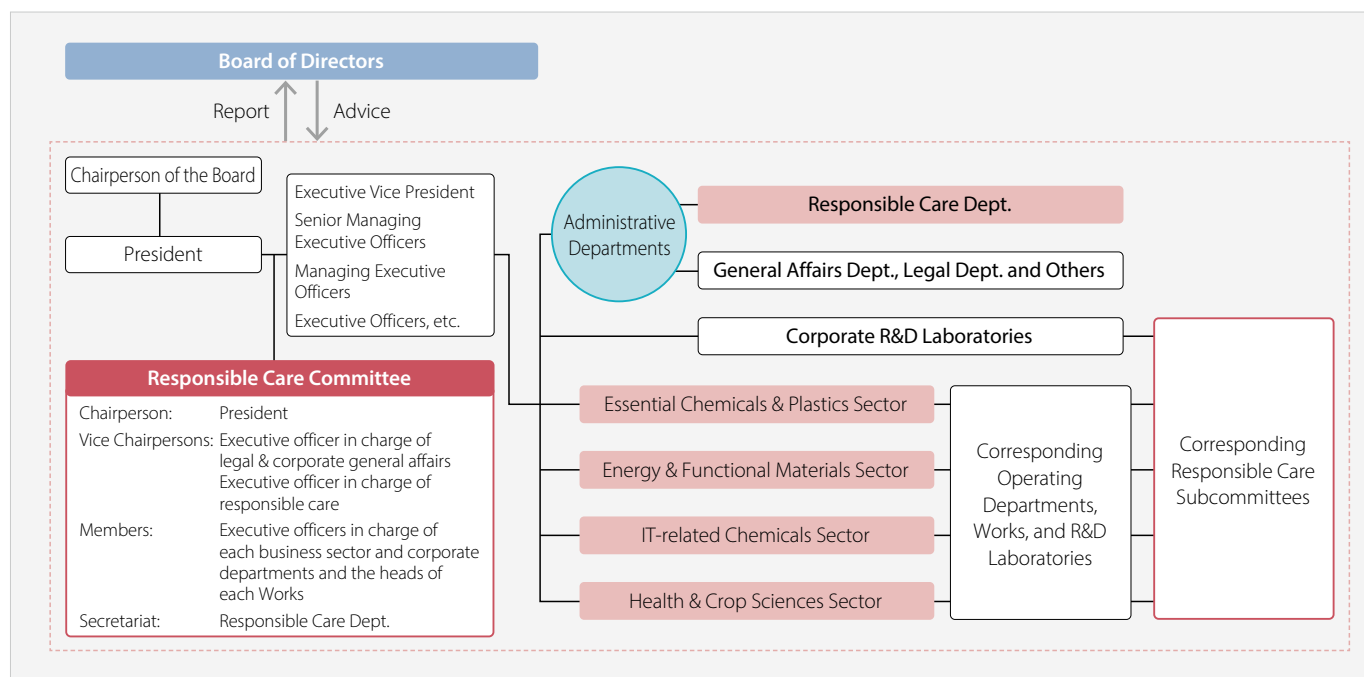
Responsible care (RC) activities refer to the voluntary initiatives undertaken by business operators in the chemical industry, with the goals of ensuring safety, health and the environment throughout the life cycle of chemical products, from development through to the manufacture, sales, use, and disposal after final consumption, maintaining and improving the quality of those products. These activities also strive to gain the further trust of society through continuous dialogue.

The Sumitomo Chemical Group has positioned responsible care activities as one of its most important management pillars. Based on the core principle of “Making safety our first priority,” the Group has set goals for each of the following fields: occupational safety and health; industrial safety and disaster prevention; environmental protection; addressing climate change; product stewardship, product safety, and quality assurance; responsible care audits; and logistics. The Group is working to achieve the goals it has set.

Management System

As the body for deliberating and approving Sumitomo Chemical’s RC activities, the Responsible Care Committee is chaired by the President and comprises executive officers responsible for and in charge of the administrative departments and the four business sectors of the Company, and the General Manager of each Works. The Committee puts in place annual policies on activities, medium-term plans, and specific measures as they relate to responsible care. The committee also analyzes and assesses the results of responsible care activities. The Committee then reports the content of its meetings to the Board of Directors as appropriate and receives necessary guidance in an effort to enhance its supervisory functions and the execution of its duties.

Organization of Responsible Care



Policies and Goals

Corporate Policy on Responsible Care (Safety, Health, the Environment and Product Quality)

Sumitomo Chemical has set forth safety, health, the environment, and product quality as top priorities for all phases of its business activities in its Corporate Policy on Responsible Care (Safety, Health, the Environment and Product Quality). This policy has been communicated to all employees of Sumitomo Chemical and its Group companies to ensure that each and every employee is fully aware of it.

Corporate Policy on Responsible Care
(Safety, Health, the Environment and Product Quality)

<https://www.sumitomo-chem.co.jp/english/sustainability/files/docs/ResponsibleCarePolicy.pdf>

Promoting Responsible Care Activities

Sumitomo Chemical shares policies and targets regarding RC across the entire Group. We are working to maintain stable operations with zero accidents and zero injuries as the foundation of our business, which is one of the basic policies outlined in the responsible care medium-term plan. We are also striving to ensure safety, health and the environment throughout the life cycle of products as well as to improve the quality of chemical products the Company manufactures.

At present, we have stationed responsible care specialists at regional headquarters in Europe and the Americas as well as China and the wider Asia-Pacific region. This has enabled us to develop RC activities rooted in each area. We established the Sumitomo Chemical Group's Safety Ground Rules in 2016 as a measure to further secure safety at all Group locations. We have since been working to promote awareness of the rules among all Group employees

while further raising the level of Group-wide safety activities and eliminating work-related accidents. Moreover, we strive to ensure the safety of community residents and protect their environment while promoting mutual understanding by providing residents with information concerning our initiatives and engaging in dialogue.

Also, we continually work to develop human resources that are capable of implementing responsible care, for example, through training and practice at each production site and regional headquarters as well as regular meetings attended by the responsible care managers of Group companies in Japan and overseas. In addition, we publish a newsletter that covers various topics and information on accidents and disasters that have occurred within the Group in the hope of preventing similar occurrences. We also promote various kinds of RC activities through RC awards for excellent RC activities of Group companies.

Medium-term Plan (FY2022 – FY2024)	
Occupational Safety and Health	<ul style="list-style-type: none"> Assess the level of safety culture and safety infrastructure at each workplace and persistently strive for improvement Promote safety and health activities based on international standards and the utilization of DX to adapt to a new society where people can choose from a variety of flexible working styles and changes in the structure of society caused by the pandemic
Industrial Safety and Disaster Prevention	<ul style="list-style-type: none"> Strive to strengthen safety infrastructure by introducing advanced technologies to improve management technologies, training highly skilled process safety personnel, and carefully managing facilities and construction projects Strengthen our response to intensifying natural disasters and new threats, such as terrorism
Environmental Protection	<ul style="list-style-type: none"> Steadfastly comply with environmental laws and regulations and promote reductions of our environmental impact Actively work to disclose environment-related nonfinancial information to help steadily improve our standing in society while addressing new issues, such as those related to water risks and biodiversity
Addressing Climate Change	<ul style="list-style-type: none"> Work to formulate and implement specific measures aimed at achieving our science-based targets (SBTs) and then updating to the SBT 1.5°C target Sumika Sustainable Solutions deepen cooperation between departments as we strive to achieve 2024 targets
Product Stewardship, Product Safety, and Quality Assurance	<ul style="list-style-type: none"> Work to address risks through use of the Company's systems, including the comprehensive chemical management system (SuCCESS), while steadily implementing a bottom-up approach, such as maintaining personnel and introducing qualification systems Strive to enhance operational quality by fostering a quality-focused culture and promoting DX as well as promote activities to prevent quality-related problems through risk management and reduce losses arising from flaws
RC Audits	<ul style="list-style-type: none"> Conduct audits to ensure thorough operation of the responsible care management system, steady improvements to its operation, and compliance with related laws and regulations
Logistics	<ul style="list-style-type: none"> Work to reduce the number of logistics safety- and quality-related incidents

Note: More details on the key activities and initiative results for each field can be found in the following sections.

Eco-First Commitments

In November 2008, Sumitomo Chemical was the first diversified chemical company recognized as an Eco-First Company in the Eco-First Program promoted by the Ministry of the Environment.

In November 2021, we updated our Eco-First Commitments for the third time, reflecting new initiatives related to environmental conservation. We made a declaration regarding this to the Minister of the Environment and are promoting initiatives based on these commitments.



Eco-First Commitments

<https://www.sumitomo-chem.co.jp/english/sustainability/governance/responsiblecare/ecofirst/>

**Results** ● Very favorable/ ○ Generally favorable**Realizing a Carbon-Neutral Society****Formulated a grand design to achieve carbon neutrality by 2050**

- In December 2021, we formulated a grand design to achieve carbon neutrality by 2050, setting out a direction for our initiatives and goals for our activities. The Sumitomo Chemical Group*¹ commits itself to reducing its greenhouse gas emissions by 50% by 2030 compared to the level of emissions in FY2013, and to achieving carbon neutrality by 2050. This target has received certification from the Science Based Targets (SBTs)*² initiative as meeting the standard of “well below 2°C”*³. We will accelerate reductions in greenhouse gas emissions by approaching the issue from the perspectives of both obligations to bring our own greenhouse gas emissions close to zero and contributions through our products and technologies to reducing global greenhouse gas emissions.

Promoting such initiatives as fuel conversion to low-carbon fuels and energy savings

- We began supplying LNG in the Ehime region from March 2022 to facilitate a switch from coal and heavy oil to LNG and began operations of newly built LNG-fired power generation equipment from November 2022. In the Chiba region, we began operating highly efficient gas turbines from January 2024 to facilitate a switch from petroleum coke to LNG. These efforts yielded reductions in annual CO₂ emissions of around 650 and 240 thousand tons, respectively. In addition, as a part of our efforts to switch away from LNG, we have undertaken a study on taking advantage of clean ammonia.

Promoting Sumika Sustainable Solutions

- We are promoting Sumika Sustainable Solutions, which are initiatives to internally designate products and technologies that contribute to global warming countermeasures and environmental impact reduction. A total of 81 products and technologies have been designated, with combined sales of 588.7 billion yen in fiscal 2023 (consolidated). In addition, the Science-Based Contributions, which quantitatively and scientifically calculate*⁴ how much GHG emissions were reduced in society by utilizing the SSS-certified products and technologies that Company has sold and provided, in fiscal 2023*⁵ totaled 7.1 million tons of carbon dioxide equivalent (CO₂e), with technology accounting for 2.7 million and final products accounting for 4.4 million.

Realizing the Recycling of Plastic Resources and Solving Plastic Waste Problems**Practical application of plastic mechanical and chemical recycling**

- We set a KPI for the amount of recycled plastic resources used in manufacturing processes, targeting 200,000 tons annually by 2030.
- Regarding mechanical recycling, we are collaborating with Rever Corporation with the aim of building a circular system for recycling waste plastics that includes the whole process, from collection to sorting to recycling into useful plastic resources, and to accelerate business development for plastic recycling. Regarding chemical recycling, in February 2022, four themes related to chemical recycling technology for manufacturing chemicals using waste plastic and alcohols were selected for Green Innovation Fund Projects,*⁶ enabling an even greater acceleration of technological development.

Conducting social contribution activities and participating in various alliances

- Since fiscal 2020, we have continued to provide education and raise awareness to enable people to take ownership of various issues related to recycling plastic resources, such as offering original educational videos regarding the basics of recycling plastic resources for all management executives and employees in the Sumitomo Chemical Group. In addition, we work daily on separating and collecting waste at each business location. In fiscal 2023, we carried out a total of 60 social contribution activities, such as cleaning up areas surrounding our business sites and cleaning up neighboring waterways and coasts, at 15 of 16 business locations in Japan.
- We participate in the Alliance to End Plastic Waste (AEPW), which is an international alliance working to solve the plastic waste problem, and the Japan Clean Ocean Material Alliance (CLOMA), which is a domestic alliance working to solve the marine plastic waste problem. Our participation in these alliances entails cooperating with others associated with the plastic value chain to address broad social issues that would be difficult to solve alone, such as upgrading the waste collection infrastructure in countries around the world with high emissions of plastic waste.

Management of Chemical Substances and the Promotion of Risk Communication**Reviewing Safety Information on Chemicals and Conducting Risk Assessments**

- We publicly release safety summaries and are steadily revising the summaries. We performed risk assessments for 44 products in fiscal 2023. (https://www.jcia-bigdr.jp/jcia-bigdr/en/material/icca_material_list)

LRI*⁷ Initiatives

- Promoted research by actively participating in the LRI program implemented by the Japan Chemical Industry Association as a member of the steering committee and research strategy planning group.

Enhancing Information Disclosure and Risk Communication

- Published the Annual Report, Sustainability Report, the Report on the Environment and Safety (at all worksites), local PR newsletters, etc., made information publicly available on the official website, made school visits, accepted student interns, and engaged in dialogue with local residents.

*1 Sumitomo Chemical and its consolidated subsidiaries in Japan and overseas

*2 Stringent GHG emission reduction targets set by companies based on scientific principles to achieve the goals of the Paris Agreement

*3 Shared long-term global targets laid out in the Paris Agreement. Defined as holding the global temperature rise from pre-industrial levels to below 2°C and mentioning continuing efforts aimed at holding the rise down to 1.5°C

*4 Although Sumitomo Chemical works to reduce Scope 1 and 2 emissions on its own as an obligation, Science Based Contributions (SBC) are different. They visualize the contributions to reductions in society's GHG emissions that we make by providing the Company's technologies and final products to others.

*5 The SBC indicators for the selected technologies and products were calculated as follows:

Technologies: • The propylene oxide (PO)-only process is compared with the average of other manufacturing methods, including chlorine method, and the hydrochloric acid oxidation process is compared with the salt electrolysis process.
• We calculate licensees' contributions to emission reductions.

Products: • Methionine is compared with non-additive feed. We calculate contributions to the reduction of N₂O in poultry excrement.
• The Sumisoya herbicide is compared with conventional farming methods for soybean cultivation. We calculate the contribution to emission reductions from no-till farming in the United States.
• Seed treatment agents and paddy rice nursery-box treatment agents are compared with conventional farming methods. We calculate contributions to emission reductions from avoiding the use of crop protection chemicals.

*6 To realize carbon neutrality by 2050, the Ministry of Economy, Industry and Trade created a 2 trillion yen fund in NEDO. These projects continuously support companies committed to ambitious targets pertaining to everything from research and development to pilot testing and practical application over a 10-year period.

*7 Long-range Research Initiative: Long-term support for research into the effects of chemical substances on human health and the environment

Responsible Care (RC) Audits

Basic Policy

The RC audit is a management system for verifying the proper implementation of RC activities, such as ensuring safety and environmental protection, and maintaining and improving the safety and quality of chemical products. It also promotes process enhancement if areas for improvement are found in those activities.

To promote the Sumitomo Chemical Group's RC global management, RC audit activities are used to study and evaluate duties executed in the course of business and the status of management and supervision from the perspectives of compliance, effectiveness, efficiency, and credibility of financial reporting. By offering advice and proposals for improvement and rationalization through the audit activities, we can prevent compliance violations, corruption, and errors as well as protect corporate assets and enhance operational efficiency. RC audits fulfill the functions of improving management at the Company and Group companies and aid in building, maintaining, and improving the internal control system (responsible audit rules) through the following four-step approach.

Step 1: Sharing Sumitomo Chemical's Business Philosophy

Step 2: Promoting an understanding of and sharing in the Corporate Policy on Responsible Care (Safety, Health, the Environment and Product Quality); RC management systems; and Group Responsible Care Standards

Step 3: Establishing and developing RC management systems at each Group company

Step 4: Carrying out modifications to the direction and adjusting levels of RC activities by undergoing RC audits

Through face-to-face communication through each of the aforementioned steps, we have successfully provided assistance so that the RC management system is set in place by taking the scale, type of business, and attributes of each Group company into consideration. Relationships built on trust with Group companies that have been

nurtured through these RC audits are utilized to enhance individual support, the lively exchange of opinions, and various other initiatives aimed at resolving a wide range of issues at Group companies.

Management System

Sumitomo Chemical has an independent RC audit team. The auditors specially designated by the executive officers in charge of RC have a wealth of knowledge, experience, and technical expertise. Based on the RC audit policies and plans approved by the Responsible Care (RC) Committee every year, these auditors conduct audits of internal organizations as well as Group companies in Japan and overseas (consolidated business companies that have been determined to need auditing, Group business companies for which auditing has been requested, and listed Group companies (including their subsidiaries)). In fiscal 2023, as COVID-19 restrictions eased, we restarted on-site audits of overseas Group companies while diligently taking infection prevention measures. However, audits were still conducted

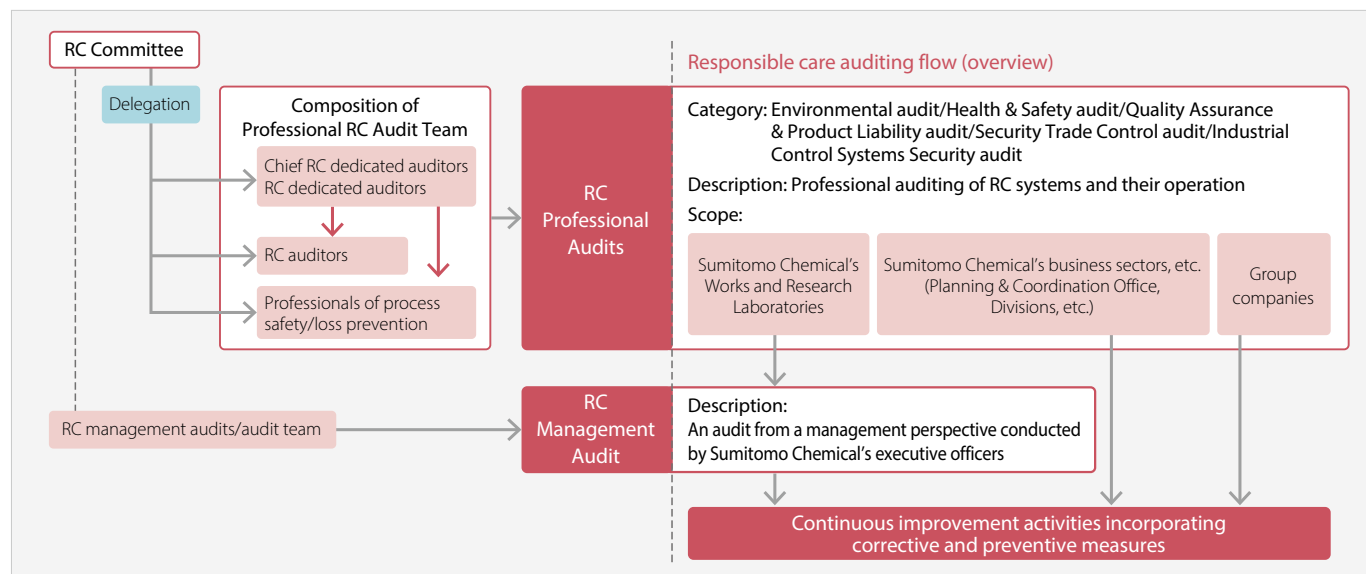
remotely for those in some regions where restrictions remained in place. In addition, RC audits of internal Works and research labs are conducted from a management perspective by an audit team comprising Sumitomo Chemical's executive officers in charge of RC. In line with the important direction provided during an RC audit, the Works and labs report their methods for advancing corrective and preventive measures, the status of their responsible care activities, and important issues to the audit team for discussion.

We continually work to prevent compliance violations, corruption, and errors as well as to improve the management of both Sumitomo Chemical and Group companies while building, maintaining, and improving their internal control systems as needed.

The Scope and Cycle

In principle, RC audits are conducted every one or two years at Sumitomo Chemical's Works and business sectors, and every three years at Group companies.

Responsible Care Auditing Framework



Goals and Results

■ Responsible Care Audit Results (Sumitomo Chemical Group)

Facilities		FY2021	FY2022	FY2023
Professional audits*1	Works and research laboratories	10	8	7
	Independent laboratories	2	0	1
	Logistics centers	0	0	0
	Business sectors	4	4	4
	Group companies in Japan	16	21	10*3
	Group companies overseas	6	12	13*3
Management audits*2	Works, research laboratories, and independent laboratories	8	5	8
Total		46	50	43

Note: Refer to Responsible Care Auditing Framework on page 75 for more details.

*1 Audits of systems and operations by specialists in each field

*2 Audits from a management perspective by Sumitomo Chemical officers

*3 Companies subject to audit comprised 30 domestic companies (53 facilities) and 36 overseas companies (43 facilities). All domestic audits were conducted on site according to plan. Overseas, one company was audited remotely, but all other audits were conducted on site.

■ FY2023 Professional Audits for Facilities and Business Sectors (Sumitomo Chemical)

Assessment	Facilities (Works, Research Laboratories)	Business Sectors (Head Office Business Sectors)	Total
Good	34	3	37
Needs improvement	104	5	109
Needs to be examined	89	12	101
Total	227	20	247

Cybersecurity

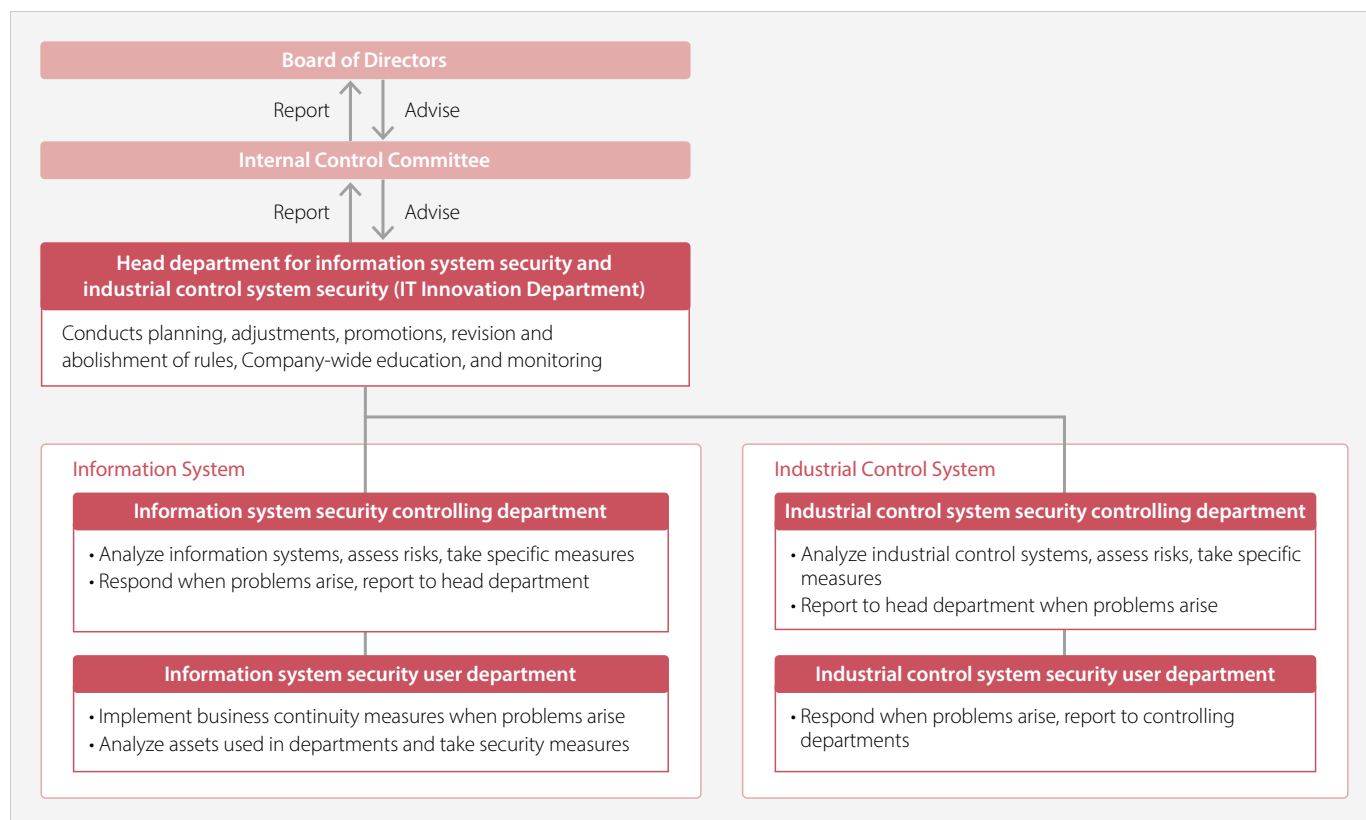
Basic Policy

Sumitomo Chemical has been accelerating Digital Transformation (DX) which seeks to strengthen business competitiveness and create new value through the utilization of IT. At the same time, however, the information system and industrial control system are facing ever greater risks due to skilled and sophisticated cyberattacks. The purpose of cyber security is mainly to prevent data leaks and loss by appropriately managing information systems, to prevent environmental impacts and ensuring health and safety by appropriately managing industrial control systems, and to minimize the impact of security incidents. We regard cyber security as a material issue for management as it works to fulfill its responsibility as a member of critical infrastructure operators, and takes multifaceted system security measures from organizational, institutional, human, technological, and physical aspects.

Management System

Sumitomo Chemical has constructed the following framework for information system security and industrial control system security, and is implementing the PDCA cycle.

Security Framework for Information System and Industrial Control System





Goals and Results

We have established a security policy in accordance with the concept of ISMS (Information Security Management System), an international standard for the organization's information security framework.

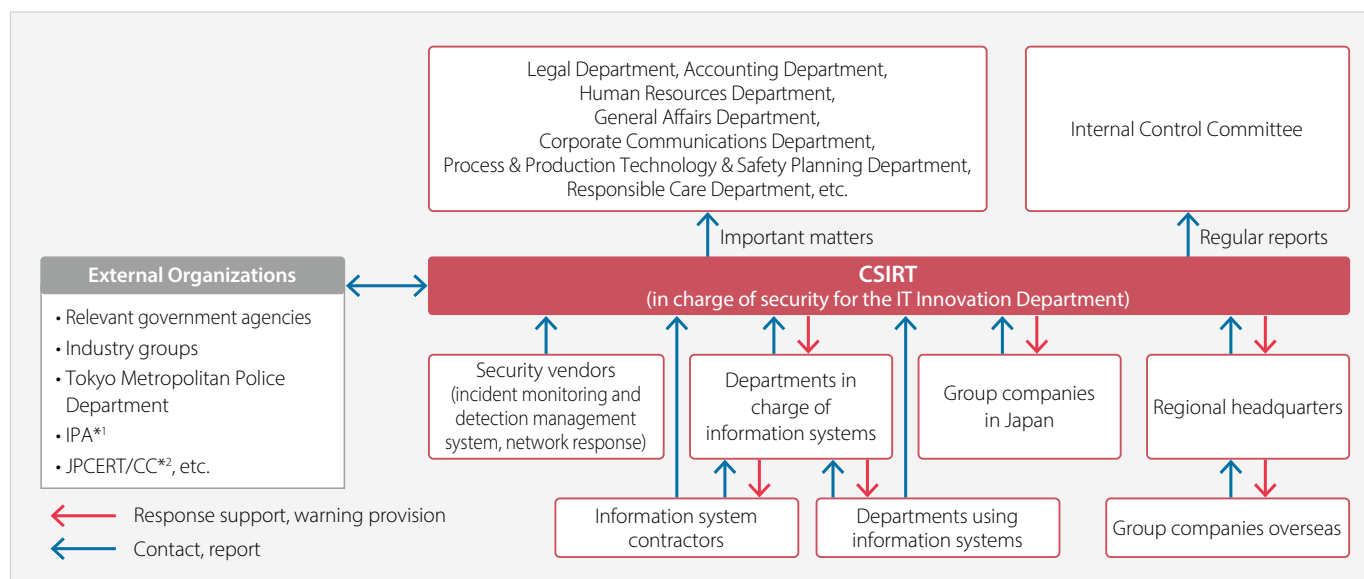
Our basic policy comprises multifaceted security measures (multilayered incident prevention and disaster mitigation), such as those outlined below.

Type of measure	Content of measure
Organizational measures	<ul style="list-style-type: none"> Constructed an information system and industrial control system security framework Constructed an information-sharing framework with inside and outside organizations to ensure preparedness against security incidents
Systematic measures	<ul style="list-style-type: none"> Establish general standards and standards related to security, including for Group companies Periodically conduct security self-inspections and conduct IT security internal audits that encompass Group companies
Personnel measures	<ul style="list-style-type: none"> Conduct periodic security education using e-learning system, etc. Conduct alerts and security incident response exercises
Technological measures	<ul style="list-style-type: none"> Implement a range of measures, including access restriction, malware measures, and vulnerability measures, for individual servers and computers as well as networks
Physical measures	<ul style="list-style-type: none"> Use cloud servers complete with entry/exit controls and other security features

Examples of Initiatives

We have established a CSIRT (Computer Security Incident Response Team) in the information system and industrial control system security head department (IT Innovation Department). The team analyzes security information from external organizations, provides warnings to the Group, gathers information on security incidents that occur within the Group, and comprehensively manages the Group's response.

Security Incident Response Framework



*1 IPA: Information-Technology Promotion Agency, Japan

*2 JPCERT/CC: Japan Computer Emergency Response Team Coordination Center