## Governance



Society

## Contents

- 54 Corporate Governance
- 64 Internal Control
- 66 Risk Management
- 69 Compliance
- 72 Internal Reporting System (Speak-Up Reporting System)
- 77 Anti-corruption
- 80 Responsible Care
- 88 Information Security
- 90 Intellectual Property
- 92 Governance: Supplementary Data
- 92 1 Corporate Governance
- 95 2 Compliance

95

<sup>3</sup> Tax Transparency



## **Corporate Governance Initiatives**

Sumitomo Chemical has long dedicated itself to improving its corporate governance, and has undertaken a number of initiatives to further that end, including implementing the Corporate Governance Code. The company also makes continual improvements to ensure that the Board of Directors is highly effective, and that the company's governance structures serve their appropriate functions, including with respect to executive nomination and remuneration, with the aim of further improving corporate governance.

## **Basic Stance**

Sumitomo Chemical cherishes deeply the Sumitomo Spirit which has been passed down through generations over nearly 400 years, the basic teaching of which is, among others, not to seek its own interests alone, but to contribute to society through its business activities. In accord with this business credo, the company strives to take on challenges constantly of creating new value by capitalizing on its proprietary technologies toward achieving the company's sustained growth while at the same time cultivating 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 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 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/governance/ 😰

#### 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 Corporate Auditors				
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 Director Nomination Advisory Group		•		
2016	December	Formulated Sumitomo Chemical Corporate Governance Guidelines				
2018	June	Selected 4 outside directors (including one woman) (increased by 1)				

Society

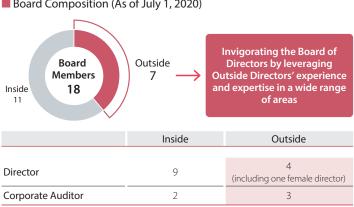


## **Corporate Governance**

## **Recent Initiatives to Strengthen Corporate Governance**

## Further Strengthening of the Board of Directors' Oversight and Advisory Functions

With the goal of further strengthening the Board of Directors' oversight and advisory functions to increase the transparency and objectivity of management, in June 2018 we added one outside director, increasing the total number to four (including one female director). As a result, of the 18 total members of the Board of Directors and the Board of Corporate Auditors, seven are outside members. Outside Directors have experience in a wide range of fields, including corporate management, economics, government, the legal profession, and accounting. We will continue to further revitalize the Board of Directors, leveraging these perspectives.



## Board Composition (As of July 1, 2020)

## Changes in the Operation of the Board of Directors

After the implementation of Japan's Corporate Governance Code, we changed the operation of the Board of Directors to place greater emphasis on deliberating management policies, business strategy, and important matters of business execution, and on oversight of that execution. Specifically, we are enhancing reporting on the status of business execution for each Executive Officer. Depending on the content of each report, we have established several reporting methods. For example, for large-scale projects, we share details with the Board of Directors at an early stage and discuss the direction of the projects. In this way, meaningful discussions are held that contribute to sustainable development and rapid and decisive decision-making.

## **Utilizing Outside Director Roles**

To make maximum use of the oversight and advisory functions of the Outside Directors, it is essential to minimize asymmetries in information between inside and Outside Directors. The measures including those listed below have been implemented to revitalize board deliberation.

Measures to Make Maximum Use of Outside Director Functions
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Specific Measures	Frequency	Description
Briefings prior to Board of Directors meetings	Every month	Outside Directors gather together in advance of Board of Directors meetings to receive a detailed briefing from the relevant departments, along with a Q&A session, on issues to be discussed at the Board of Directors meeting.
Reporting on issues discussed in internal meetings	Every month	Explanations are provided on the points of discussion at internal meetings, and on how the views expressed at the meetings are reflected in the proposal before the Board, for issues such as the launch of a business or an acquisition.
Reporting on important matters to the Board of Directors at an early stage	In each case	Important matters, such as management direction, M&A transactions, or large-scale projects, are reported to the Board of Directors at an early stage of consideration so that the Board's intentions can be reflected.
Outside Directors & Corporate Auditors meetings	Once a year	Based on such materials as the results of surveys on the effectiveness of the Board of Directors, meetings consisting of the Chairman of the Board, the President and the Outside Directors and Corporate Auditors are held to enable a frank exchange of views.
Meetings with Outside Directors and Corporate Auditors only	Twice a year	After Board of Directors meetings, meetings consisting of only Outside Directors and Corporate Auditors are held to exchange opinions freely.
Meetings between Outside Directors and Corporate Auditors and major sectors	Six times a year	After Board of Directors meetings, meetings are held between the executives and employees of the department in charge of the Rotation Report* for that Board of Directors meeting and the Outside Directors and Corporate Auditors, enabling them to exchange opinions freely and honestly.
Visits to production sites	Twice a year	Visits are made to our production sites both inside and outside Japan.

\* Rotation Report: Comprehensive and systematic reporting over a significant amount of time for each sector.

Governance

Corporate Governance

Society



## **Corporate Governance**

## Assessing the Effectiveness of the Board of Directors

#### Assessment Method

Sumitomo Chemical's Board of Directors carries out analyses and appraisals regarding the effectiveness of the Board of Directors through exchanges of opinions at meetings attended by Outside Directors, Outside Corporate Auditors, the Chairman of the Board, and the President, as well as at Management Meetings attended by inside directors, while taking into account survey results from all Directors and Corporate Auditors and opinions expressed by the Board of Corporate Auditors. Based on these opinions, the Board of Directors works to improve its effectiveness every year.

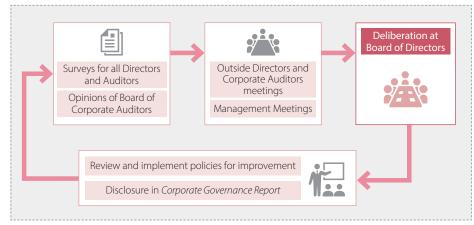
## Assessment of Fiscal 2019 and Improvements over Fiscal 2018

The effectiveness of the Board of Directors is assessed in terms of its composition, operational status, deliberation/reports at its meetings, auditing status on its business execution, and the operations of the non-mandatory Nomination Advisory Committee and Remuneration Advisory Committee. At the end of fiscal 2019, we confirmed steady yearly improvement in its effectiveness, which was at a favorable level in general. With new perspectives always in mind, we continue various initiatives and work to devise ways to improve its effectiveness.

## Addressing Various Points to be Improved that were Raised in Fiscal 2018

- Setting up a timeframe for meetings, giving more ample time for the Board of Directors. Giving greater clarification of the main issues during briefings, and promoting more active discussion at the Board of Directors.
- To enable Outside Directors and Outside Corporate Auditors to play their roles and responsibilities properly, we plan a meeting only for independent outside directors and auditors, and provide a venue where Outside Directors and Outside Corporate Auditors can exchange views frankly with a broad range of personnel in the company.

## PDCA Cycle for Further Improving the Effectiveness of the Board of Directors



## Toward the Future

With the aim of achieving long-term sustainable growth, Sumitomo Chemical will discuss its long-term vision in depth, taking into account the next Corporate Business Plan, in addition to the promotion of sustainability. To further enhance group governance, we will strengthen our supervision of the post-merger integration (PMI) process for newly acquired businesses, examine ways to further increase synergies among businesses, and review business portfolios. In an effort to encourage more deliberation at meetings of the Board of Directors, we will also create greater linkages between pre-briefing sessions and meetings of the Board of Directors, set up a venue for more free discussion, and make more thorough Rotation Reports.

Society

## Corporate Governance

## Visit to Production Sites by Outside Directors and Corporate Auditors

To gain a better understanding of the current situation, every year Outside Directors and Outside Corporate Auditors at Sumitomo Chemical visit production sites located in and outside of Japan. In November 2019, they visited the Misawa Works. Outside Directors and Outside Corporate Auditors considered the visit to be very significant, as it deepened their understanding of the business of the company.

Note: Visit to a group company in Taiwan scheduled in February 2020 was postponed due to the Covid-19 pandemic.

#### Record of Recent Visits

In November 2017, Oita Works

In March 2018, a group company in South Korea

In September 2018, Ehime Works

In February 2019, a group company in Saudi Arabia

In November 2019, Misawa Works



Visit to Misawa Works (in November 2019)

## Major Agendas Discussed at Meetings of the Board of Directors in Fiscal 2019

<ul> <li>Financial results</li> </ul>	dividends	financing
	, uiviuerius,	mancing

Management strategy, sustainability, assessment of the effectiveness of the Board of Directors

• R&D, digital innovation, IT promotion

• Internal controls, responsible care, risk management, compliance

• Nomination, remuneration, important personnel changes, recruitment and training of human resources

Auditors, accounting auditors

Important investments

Acquisition of the South American business of Nufarm

Strategic alliance with Roivant

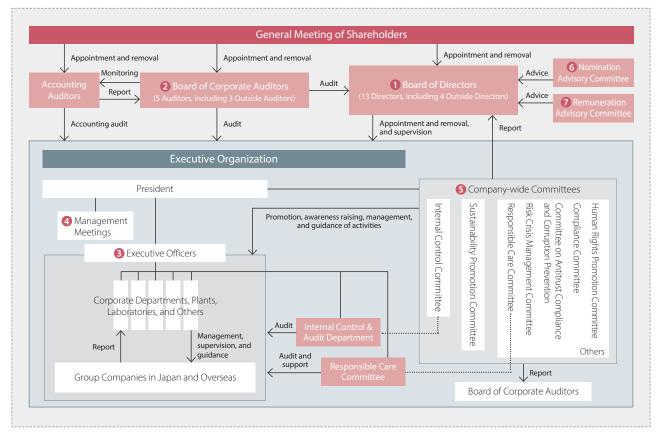
Projects relating to Petro Rabigh

etc.



## **Current Corporate Governance Organization**

#### Corporate Governance Organization (As of July 1, 2020)



## Structure

## 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.

## Overview of the Board of Directors

Chairperson	Chairman of the Board	The Chairman of the Board does not concurrently serve as Executive Officer.
Number of Persons	13	
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 13 Directors

	Male	Female	Total	Outside
Inside	9	0	9	~ 1
Outside*	3	1	4	
Total	12	1	13	

Directors 13

Inside

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

Society



## **Corporate Governance**

## 2 Board of Corporate Auditors

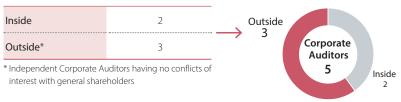
We have a Corporate Auditor system, with a Board of Corporate Auditors consisting of five Corporate Auditors, including three Outside Corporate Auditors. The Corporate Auditors and the Board of Corporate Auditors play a vital role in our corporate governance by auditing the performance of duties by Directors in accordance with the law and the Articles of Incorporation. The Board of Corporate Auditors meets monthly as a rule and strives to obtain timely information, including important compliance-related information.

Standing Corporate Auditors and Outside Auditors attend meetings of the Board of Directors and the Board of Corporate Auditors. 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 Corporate Auditors attend meetings of the Internal Control Committee and other important company meetings.

The results of audits and the objective views of Outside Auditors are appropriately reflected in internal audits, corporate auditors' audits, and accounting audits, so as to raise the effectiveness and efficiency of auditing.

The Corporate Auditors' Office has been established with staff dedicated to providing assistance in auditing functions under the direction of Corporate Auditors.

## Breakdown of 5 Corporate Auditors



## Management Organizations for Decision-making, Execution, and Auditing

## 8 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 Directors

	Male	Female	Total
Japanese	32	1	33
Non-Japanese	4	0	4
Total	36	1	37

## 4 Management Meetings

Management Meetings support the decision-making of our management by providing a forum for deliberation on such vital matters 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 Corporate Auditors, and the Chairman of the Board. In principle, the meetings are held 24 times a year.

Governance

Corporate Governance

Society



## **Corporate Governance**

## 6 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 Corporate Auditors, 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 expanded the CSR Promotion Committee and established a new 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 in respect of human rights, the Human Rights Promotion Committee was established in fiscal 2019.

## Overview of Committees and Number of Meetings in Fiscal 2019

Name	Purpose	Number of Meetings
Internal Control Committee	Deliberates on measures to build and improve a proper internal control system.	3
Sustainability Promotion Committee	This committee recommends measures to accelerate contributions to sustainability by comprehensively grasping the various efforts the Sumitomo Chemical Group makes regarding environmental and societal issues.	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 and Crisis Management 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.	6*
Compliance 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.	1

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

\* The number of meetings increased as we deliberated on preventive measures for the Covid-19 pandemic.

Society



## **Corporate Governance**

## **Executive Nomination and Remuneration**

## 6 Nomination Advisory Committee

The Nomination Advisory Committee was established in October 2015 to act as an advisory body to the Board of Directors on the selection of senior management\* and on the appointment of directors and auditors. The committee is made up of Outside Directors and Sumitomo Chemical representative directors. Regular meetings are held annually and ad hoc meetings are convened as needed. With a majority of members being Outside Directors, the committee advises the Board of Directors on the appointment of officers, with the purpose of ensuring more transparency, fairness, and openness in the process of appointing officers and bringing greater clarity to the process.

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

#### Remuneration Advisory Committee

The Remuneration Advisory Committee was established in October 2015, as an advisory body to the Board of Directors on the remuneration system, remuneration levels, and other related matters, for top management and Directors. The committee is made up of Outside Directors and Sumitomo Chemical representative directors. It holds regular meetings annually and convenes ad hoc meetings as needed. With a majority of members being Outside Directors, the committee advises the Board of Directors in deciding the executive officer remuneration system and levels, in order to achieve greater transparency, fairness, and openness.

#### Directors' and Corporate Auditors' Remuneration in Fiscal 2019

			(Millions of yen)		
Title	Total	Breakdown of F	Remuneration	Number of people*	
inte	Total	<b>Basic Remuneration</b>	Bonuses	Number of people	
Directors (excluding Outside Directors)	650	585	64	12	
Standing Corporate Auditors (excluding Outside Directors)	78	78	—	3	
Outside Directors and Corporate Auditors	103	97	6	7	

\* The above count includes three directors and one auditor who retired during fiscal 2019.

#### Composition of the Nomination Advisory Committee and the Remuneration Advisory Committee and Attendance Status (Meetings Attended / Meetings Held) in Fiscal 2019

		Nomination Advisory Committee	Remuneration Advisory Committee
Chairman of the Board	Masakazu Tokura (Chairman)	1/1 time (100%)	2/2 times (100%)
Representative Director & President	Keiichi Iwata	1/1 time (100%)	2/2 times (100%)
Outside Director	Koichi Ikeda	1/1 time (100%)	2/2 times (100%)
Outside Director	Hiroshi Tomono	1/1 time (100%)	2/2 times (100%)
Outside Director	Motoshige Itoh	1/1 time (100%)	2/2 times (100%)
Outside Director	Atsuko Muraki	1/1 time (100%)	2/2 times (100%)

#### Activities of the Advisory Committees in Fiscal 2019

Nomination Advisory Committee	Deliberation on officers for fiscal 2020.
Remuneration Advisory Committee	<ul> <li>Deliberation on revising the policy for determining the remuneration of executive officers.</li> <li>Deliberation on the calculation method for the bonuses of officers</li> <li>Deliberation on basic remuneration</li> </ul>

**E**Contents

Corporate Governance

Society

## **Corporate Governance**

#### Policies and Procedures for Reshuffling Senior Management and Nominating Candidates for Directors and Auditors

#### Appointment policy

- Performance, knowledge, experience, personality, and the insight of a candidate are comprehensively considered from the standpoint of having "the right person in the right place," as well as ensuring a proper and prompt decision-making process, so as to select a person suitable for the respective duties.
- According to the criteria set forth by the Company, the person who has reached a certain age set for retirement will resign, in principle, upon completion of his or her tenure.
- For the nomination of candidates for outside directors and outside auditors, if a candidate also serves as an executive officer of other listed companies, the number of these companies must be less than five, including our Company. This rule is to ensure that the candidate can properly fulfill his/her responsibility as our Director or Corporate Auditor.

#### Appointment procedures

- Representative Directors select candidates suitable for senior management, the Board of Directors, or the Corporate Auditors in line with the policies described above.
- The results of the nomination will be deliberated at the Nomination Advisory Committee, comprised of Outside Directors and Corporate Auditors, which is set up under the Board of Directors, and recommended to the Board of Directors. The Board of Directors will deliberate based on the advice and make a decision. Appointment of a Director or Corporate Auditor will be made by a resolution at the General Meeting of Shareholders.

#### Appointment/Dismissal policy and procedures

• The Board of Directors will deliberate and decide on its response if senior management commits a wrongful, inappropriate, or treasonous act, or if there is a cause that is deemed unsuitable to be committed by a member of senior management.

#### Policies and Procedures for Determining Remuneration of Senior Management and Directors\*

#### **1. Basic Policy for Remuneration of Directors, etc.**

(1) The remuneration of senior management and directors (hereinafter "Directors etc.") shall consist of basic compensation and bonuses.

- (2) Basic compensation is designed to serve as an incentive for the actions of Directors, etc. to contribute to the company's sustainable growth, rather than aiming for short-term or sub-optimal effects.
- (3) The scale of bonuses shall largely reflect the company's consolidated financial results for a fiscal year in order to heighten incentives to achieve the annual targets of business plans.
- (4) Remuneration shall be set at levels which are designed to be objectively competitive to attract and retain outstanding talent while taking into consideration such factors as the scale and content of the company's business. Based on surveys by a third-party organization and other materials, such levels shall be checked annually for objective appropriateness.

#### 2. Mechanisms of Each Remuneration Element

#### (1) Basic Compensation

The level of basic compensation shall be determined based on the policy described in section 1(4) above.

While basic compensation for each year shall be fixed, the company will adopt a mechanism whereby basic compensation levels would be changed in the event that the company's position has changed, in terms of the company's size, earnings capacity, and outside evaluations, from a comprehensive and medium- to long-term perspective.

As main indicators for determining whether there has been a change in the company position, the company will apply the following: () in terms of the company's size, 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 the 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 for each position.

#### (2) Bonuses

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 (performance indicator x coefficient).

In order to reflect the current earnings capacity of the relevant business year (including financial activities) in the value of bonuses, the company will use the combined value of consolidated core operating profit and financial profit and loss as the performance indicator in 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.

\* Remunerations of Executive Officers are determined in the same manner.

EContents

```
Corporate Governance
```

Society

## Corporate Governance

#### (3) Percentages of Fixed Remuneration (Basic Compensation) and Performance-linked Remuneration (Bonuses)

The company will set the bonus calculation formula such that the bonuses of Directors (excluding Outside Directors) accounts for roughly 30% of total remuneration when the consolidated performance goal (core operating profit) for the latest fiscal year of the Corporate Business Plan (FY2019–FY2021) is achieved.

## Conceptual Diagram of the Remuneration of Directors

Basic Compensation About 70%*1	Bonuses About 30%*1	*1 Mid-term management plan (FY2019–2021) Composition of Directors' remuneration at the time the goal is achieved in the final year
Fixed Remuneration	Performance-linked Remuneration	
Based on the factors for determination described below, the company will change the amount of remuneration when it is		ses will be determined by the calculation formula

company will change the amount of remuneration when it is determinable that the company's position has changed from a comprehensive and medium- to long-term perspective.

Pactors for Determination	Major Indicators		
Company's size	Sales revenue Total assets Market capitalization		
Earnings capacity	Current income (belonging to the parent company) ROE ROI D/E ratio		
Outside evaluations	Credit ratings ESG index selected by GPIF		
	· · · · · · · · · · · · · · · · · · ·		

Consolidated Core operating profit plus financial profit and loss

•	1	
	Consolidated performance indicator	
Calculation formula	X	
	Coefficient*2	
*2. The Commence is that the bighest the position the largest the		

<sup>12</sup> The Company will arrange so that the higher the position, the larger the coefficient will be.

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

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

## 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 for total remuneration prescribed by the resolution of the 125th General Meeting of Shareholders, held on June 23, 2006 (i.e. 1 billion yen or less per year).

Furthermore, the specific amount of remuneration for each Director or other officer shall be determined by the Chairman of the Board, as authorized by the Board of Directors, based on the standard advised by the Remuneration Advisory Committee.



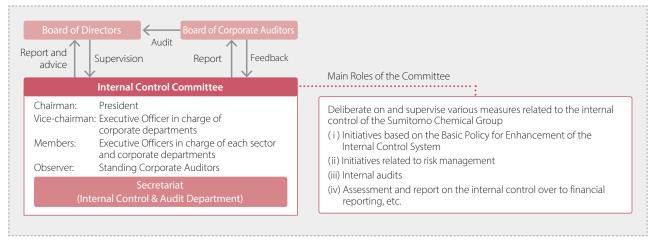
## Status of the Development of the Internal Control System

Sumitomo Chemical established its Basic Policy for the 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.

As stated in the basic concept of this policy, we recognize that the development of an internal control system is a necessary process for maintaining a sound organization and should be actively utilized to achieve business objectives. To continuously enhance our internal control system, we have formed the Internal Control Committee, which is chaired by the President and consists of Executive Officers responsible for and in charge of each business sector and corporate department. Regular meetings of the committee are held three times a year, with additional meetings held as needed.

At Sumitomo Chemical, the Internal Control Committee plays a central role in discussing various measures based on the basic policy described above. The committee also operates a PDCA (plan-do-check-act) cycle by monitoring the implementation status of those measures, and constantly inspects and strengthens the Group's internal control system in response to changes in the Group's business and operating environment, so that the Group's internal control system can function effectively.

The Standing Corporate Auditors attend the committee as observers, and the committee's operations are conducted by the Internal Control & Audit Department, independent of other business activities. Summaries of the matters covered in the committee are reported to the Board of Corporate Auditors after each meeting. These summaries are then reported to the Board of Directors for deliberation.



#### Organization of the Internal Control Committee

Basic Policy for Enhancement of the Internal Control System

🜔 https://www.sumitomo-chem.co.jp/english/company/governance/ 🗗



□ Internal Control

Society



## **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 Corporate Auditors 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 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 Corporate Auditor 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, environment, and quality throughout the life cycle of chemical products. Internal audits and Responsible Care audits are coordinated with each other as needed.

## **Internal Audits**

The Internal Control & Audit Department organizes teams of several employees who conduct internal audits on Sumitomo Chemical and its major Group companies once every two to five years from the following perspectives: effective and efficient operations; reliability of financial reporting; and compliance with relevant laws and statutes in all business activities.

The department also reports the results of internal audits to the Internal Audit Liaison Meeting, which is held on a quarterly basis and is attended by the Standing Corporate Auditors and a number of departments, including the Legal Department, the Human Resources Department, the Accounting Department, and the planning & coordination offices of each business sector. The department also reports to the Internal Control Committee once every six months in order to share issues and to promote the lateral deployment of measures.

In addition, in accordance with the Financial Instruments and Exchange Act, the department evaluates the effectiveness of internal controls over the Sumitomo Chemical Group's financial reporting, and also reports on the status of its evaluations to the Internal Control Committee.

In case any serious matter relating to internal controls is found, the matter will be promptly reported to Executive Officers and Standing Corporate Auditors on the reporting line.

#### **Responsible Care Audits**

The Responsible Care Department organizes teams of dedicated employees to conduct responsible care audits on each of our business sites and on major Group companies once every one to three years, in principle, from the following perspectives: ensuring safety, health, environmental protection, maintenance and improvement of quality, compliance, including with security trade controls, and control system security throughout the entire life cycle of chemical products.

Through these audits, we are striving to support the improvement of Responsible Care management in accordance with the size, type of business, and characteristics of each business site and Group company. Issues discovered during the audit and the progress of improvements are reported internally every time and to the Responsible Care Committee when it meets once a year.



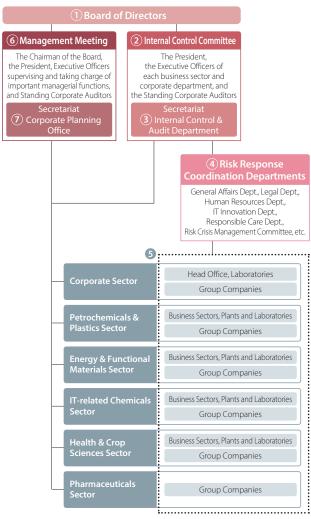
To achieve sustainable growth, Sumitomo Chemical makes an effort to detect, at an early stage, various risks that may hinder the achievement of its business objectives, and takes proper measures. We focus on building and expanding a system relating to risk management so that we can promptly and properly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

## **Risk Management Organization**

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 order to support initiatives and thorough risk management of each organization, the Internal Control Committee deliberates on Group-wide risk management policy, collection of risk information, and various measures to thoroughly communicate to employees in the Group.

Management meetings deliberate as needed on the management strategy of Sumitomo Chemical and Group companies around the world, critical matters for management, including capital spending/investment and loans (refer to page 33), in terms of both opportunities and risks. 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.

## Risk Management Promotion Organization



#### Board of Directors

• The Board ensures the effectiveness of risk management by deliberating and supervising the activities of the Internal Control Committee and important matters deliberated in the Management Meetings.

#### Internal Control Committee (Chaired by the President)

• The committee deliberates on policies related to risk management for the entire Sumitomo Chemical Group, and supervises the efforts of each organization based on these policies.

#### Internal Control & Audit Department

 As the Secretariat of the Internal Control Committee, this department ment monitors the risk management activities of each department and Group company of the Sumitomo Chemical Group.

#### 4 Risk Response Coordination Departments

 Each organization plans and promotes Group-wide countermeasures for the risks assigned to it, in cooperation with each department and Group company.

#### 5 Each Department and Group Company

These organizations are the main drivers of risk management.

• The organizations develop and implement countermeasures for the risks affecting their own organization or company.

#### 6 Management Meeting

 Concerning important matters for management, including management strategy and capital spending for each organization of the Group, it deliberates on individual proposals in terms of risks and opportunities.

#### Corporate Planning Office

 As the Secretariat for the management meeting, it selects the agenda for deliberation and conducts meetings so as to enable proper deliberation of important matters.

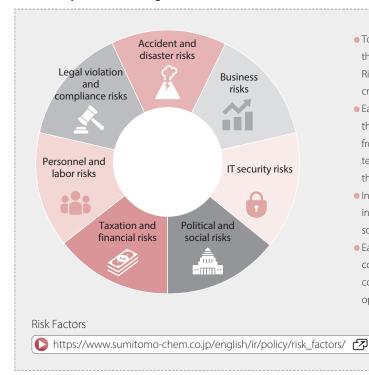


Risk Management



## Promotion of Group-wide Priority Risk Assessment and Countermeasures

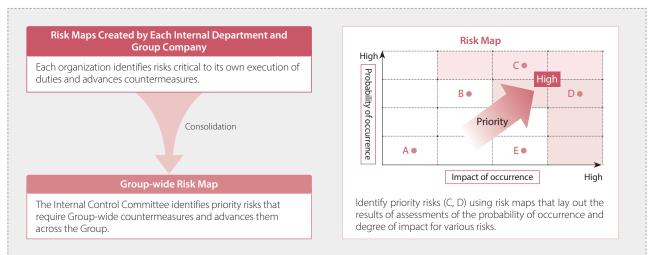
Every year, approximately 120 major organizations, both in Sumitomo Chemical and Group companies around the world, conduct risk evaluations, assessing the probability of occurrence and the potential impact of various risks that could hinder the achievement of business objectives. These results are then aggregated by the Internal Control & Audit Department to create a Group-wide priority risk map. Based on this risk map, the Internal Control Committee identifies priority risks that require Group-wide countermeasures. Then, our risk response coordination departments, which have been established for each priority risk, formulate a response plan for the entire Group, and each organization of the Group implements countermeasures in accordance with this plan. Moreover, the committee regularly receives reports on the progress of countermeasures and gives necessary instructions.



## Risks Subject to Risk Management

- To ensure the Group can comprehensively manage various risks that could hinder it from achieving its business objectives, the Risk Response Coordination Departments have cooperated to create a list of risk items.
- Each risk item is grouped in one of the seven areas shown in the pie chart. Each of these areas encompasses a wide range, from risks associated with business activities (price fluctuations, technological innovation, etc.) to ESG-related risks (response to the CO2 problem, human rights issues, etc.).
- In addition, revisions are made as necessary every fiscal year in response to changes in the Group's business activities or in social conditions.
- Each of the Group's organizations uses this list of risk items to conduct a yearly assessment of its own risks and to implement countermeasures for priority risks associated with its business operations.

#### Evaluating Risks and Promoting Countermeasures



🗔 Risk Management

Society



## **Cross-organizational Risks and Crisis Response**

We established the Risk and 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.

**E**Contents



## **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 the company was founded. 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 societal 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 (refer to page 20) 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 them to employees.



Sumitomo Chemical Charter for Business Conduct

🜔 https://www.sumitomo-chem.co.jp/english/company/principles/charter/ 🗗

#### Compliance Manual

🜔 https://www.sumitomo-chem.co.jp/english/sustainability/governance/compliance/rules\_society/ 💋



**Compliance** 

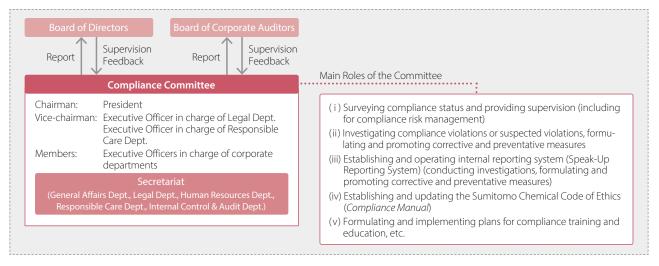
# Compliance

## Compliance System at the Sumitomo Chemical Group

## (1) Compliance Committee

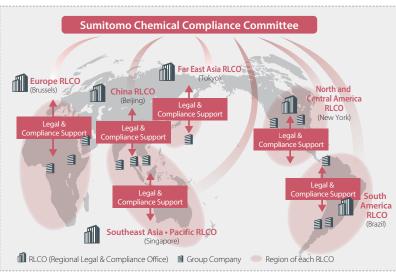
Sumitomo Chemical has established a Compliance Committee chaired by the President and holds a Compliance Committee meeting at least once a year (or more frequently as needed). Details discussed by the committee are reported to Board of Directors and Board of Corporate Auditors, and the committee then 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. The RLCOs, grasping the concrete needs and tasks of their respective Group companies, provide hands-on support and guidance to them, such as helping to set and implement necessary internal rules and procedures, building a company's compliance system, and assisting in its operations. In fiscal 2019, the South American RLCO was established and started its activities after we acquired businesses in South America.



## Compliance System at Sumitomo Chemical Group



**⊂** Compliance



## (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 outlines 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 Reporting System)
- (iv) Implementation of compliance activities (education, training, etc.) based on a compliance risk assessment of each Group company

#### Introduction and Operation of the Internal Reporting System Establishment and Operation of the Compliance Committee (Speak-Up Reporting System) **Compliance Committee** Report Committee meeting (at least once a year) Chemical Designation of the Ethics Compliance Officer Participation of legal and compliance experts External Internal hotline RLCO Investigation of internal reports and compliance violations hotline (lawyer, etc.) Implementation of Compliance Activities Based on a Compliance Risk Assessment of Each Group Company Regular review (at least once a year) Compliance risk Compliance Employee Code of Ethics management trainings and activities education compliance (Compliance (face-to-face training, awareness surveys Promotion Month, etc.) e-learning training, etc.)

## Compliance System Operations



**Compliance** 



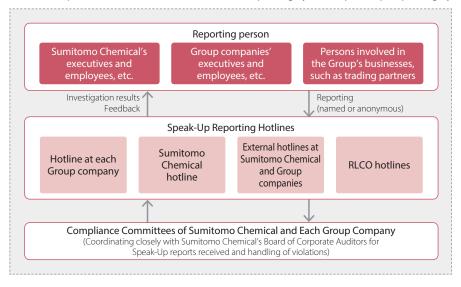
## Internal Reporting System (Speak-Up Reporting System)

## (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 Reporting System) that allows company employees, etc. to report a compliance violation or a suspected violation directly to the Compliance Committee or to external lawyers, either. The Speak-Up Reporting System may be used by Sumitomo Chemical's executives and employees (including contract employees) and their families, Group companies' 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 a Speak-Up report without fail, Sumitomo Chemical have 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.

Note: 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.



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

## (2) Guidance and Oversight by the Board of Corporate Auditors, Including Outside Corporate Auditors

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 Corporate Auditors will regularly, or as needed for important issues, receive reports on these reports and violations, and will provide guidance and oversight.

## (3) Promoting Use of the Internal Reporting System (Speak-Up Reporting 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 Reporting 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 Reporting System is in use by employees.

Governance



⊂ Compliance



## (4) Latest Results of the Internal Reporting System

As a result of initiatives promoting use of the reporting system, in fiscal 2019, 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 151, a year-on-year increase of 2 reports. Upon its receipt, each report was worked on, and an investigation was conducted promptly and cautiously into a 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 a violation incident and corrective measures actually taken was shared, as necessary, by 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\*)

	FY2017	FY2018	FY2019
Number of reports	98	149	151

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

## **Response to Compliance Violations**

At Sumitomo Chemical, when a compliance violation or suspected violation is discovered within a department, 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 preventative 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 compliance violations are discovered through these audits, corrective action is taken directly at that time. In fiscal 2019, there were no major compliance violations related to the Sumitomo Chemical Group's business continuity.

## **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 22, 2020, and reported its results to the Board of Directors and Board of Corporate Auditors, 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 2020.

## Sumitomo Chemical Code of Ethics (Compliance Manual)

🜔 https://www.sumitomo-chem.co.jp/english/sustainability/governance/compliance/rules\_society/ 🗗



⊂ Compliance



## (3) Compliance Promotion Activities

## (i) Compliance Risk Management Activities (Compliance Promotion Month, etc.)

Sumitomo Chemical and some of its Group companies have designated October 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 effective enough 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 Compliance Promotion Month initiatives of fiscal 2016, so-called "fraud" risks were made essential topics of discussion. In fiscal 2017, collusion and harassment were essential topics; in fiscal 2018, information leaks and management of the company's assets were essential topics; and in fiscal 2019, compliance with various business laws was an essential topic. All major compliance risks were examined and identified in each department, and then, concrete preventive measures were formulated and implemented. Reports on these activities are 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.

## (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 2019, we conducted compliance e-learning training for all Sumitomo Chemical employees (around 7,000 people), and all employees received the training. In addition, Group companies in Japan conduct compliance training.

## FY2019 Compliance Training Status

	Status of Implementation
	Compliance e-learning training (including prohibition of insider trading and personal data protection)
Sumitomo Chemical	Participation rate: 100% (conducted at all worksites and departments) (already conducted training for promoted 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: 73.2% Attendance rate at Group companies overseas: 73.8%

\* 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 2019, Sumitomo Chemical conducted its sixth employee compliance awareness survey. and around 50 Group companies in Japan and overseas conducted similar surveys. Questions about topics such as the compliance awareness among individual employees were designated as key performance indicators (KPIs) for this survey, and observing trends in these KPIs each time a survey is conducted will lead to the discovery of issues and the setting forth of measures aimed at further improvement.



⊂ Compliance



## (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 (refer to page 143), 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; refer to page 79).

## (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 Corporate Auditors. In addition, we issued the *Competition Law Compliance Manual*, and we intend to promote the introduction of the manual by Group companies in Japan and overseas going forward. Furthermore, we are actively providing training using this *Competition Law Compliance Manual*.

Moreover, as a general rule, we prohibit executives and employees of business departments 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 departments (cumulative total of 14 times since FY2018)
Sumitomo Chemical Group*1	Group companies in Japan*2: 48.6% Group companies overseas*2: 60.0%
*** • • • • • • • • • • • • •	

\*1 Does not include Sumitomo Chemical

\*2 Percentage of companies that conducted training

## (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 and Audit Department and the Responsible Care Department conduct compliance audits. (For more details on the Responsible Care Department's audits, refer to page 85.) Regarding matters discovered during the compliance audits, appropriate corrective measures are taken.



**Compliance** 



## Sumitomo Chemical Group Compliance Action Policy (FY2020)

Under the Corporate Business Plan, ensuring strict compliance for the entire Sumitomo Chemical Group is a basic policy, Sumitomo Chemical steadily respond to the following issues.

- New trends, including the SDGs, ESG, sustainability, diversity, and respect for human rights
- The increasing impact of compliance violations (sanctions, damage of credibility, etc.) associated with our global expansion
- The growing importance of daily risk control and crisis management

In this way, Sumitomo Chemical will strengthen and improve the Group's compliance system operations and continue to further enhance its effectiveness.

## FY2020 Sumitomo Chemical Compliance Action Goals

Items	FY2020 Goals	FY2019 Results	FY2018 Results	
Internal Reporting (Speak-Up reporting)	Regarding the number of employees per report, maintain 100% compared to the previous fiscal year (280 people per report)	280 people per report	283 people per report	
Compliance Training	Conduct compliance training at 90% of Group companies	Sumitomo Chemical <sup>*1</sup> : 100% Group companies in Japan <sup>*2</sup> : 97.4% Group companies overseas <sup>*2</sup> : 83.6%	Sumitomo Chemical <sup>*1</sup> : 100% Group companies in Japan <sup>*2</sup> : 97.4% Group companies overseas <sup>*2</sup> : 89.6%	

\*1 Attendance rate (percentage of employees)

\*2 Percentage of companies that conducted training

## **Looking Ahead**

Being a global enterprise, Sumitomo Chemical's Compliance Committee, RLCOs, and Group companies are deeply committed to fulfilling their corporate citizenship responsibilities as a global corporation by carrying out the Sumitomo Chemical Group Compliance Basic Policy.



## **Basic Policy**

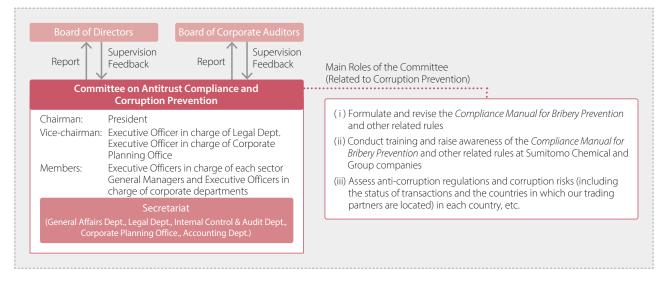
As corporations expand activities across national boundaries, promoting fair competition becomes increasingly important in the supply of goods and services in the international marketplace. As is evident from the ever tightening laws and regulations in the world designed to prevent corruption, such as 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 Corporate Auditors.

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

Anti-corruption

# Anti-corruption

## 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.

- 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.

Anti-corruption

Society



## **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 Reporting 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.

## **Looking Ahead**

The Sumitomo Chemical Group will continue actively promoting various initiatives across its entire supply chain going forward to prevent bribery and all other forms of corruption.



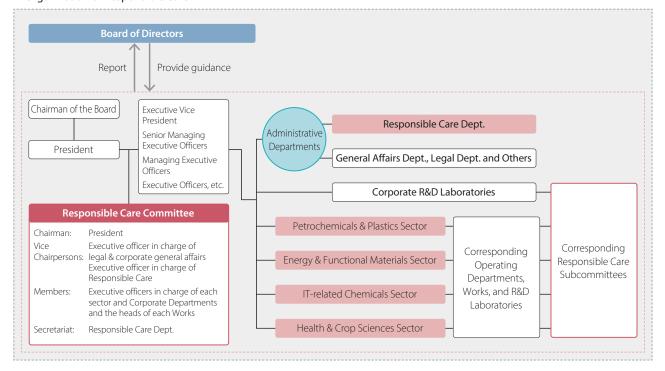
## **Basic Stance**

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 supervising 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



Society



## **Policies and Goals**

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

Sumitomo Chemical has set forth safety, 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.

To ensure that we, in accordance with our Basic Principles for Promoting Sustainability and the Sumitomo Chemical Charter for Business Conduct, contribute to the sustainable development of society and achieve our own sustained growth by gaining society's trust, we declare our commitment to addressing, together with Group companies, the following matters as the highest priority tasks with respect to safety, health, the environment, and product quality:

- 1. We will maintain safe and stable operations by realizing zero-accident, zero-injury performance and "Making safety our first priority."
- 2. We will ensure the safety of our employees, neighboring communities, and other stakeholders through risk-based continual improvement of our performance in occupational safety and health, industrial safety and disaster prevention, and other related areas, as well as the security of our facilities, processes and technologies.
- 3. We will work to ensure environmental and human health and safety throughout the life cycle of our products by promoting continual improvement in chemicals safety and product stewardship across the supply chain, and enhancing our chemicals management system.
- 4. We will work to protect the environment through continual improvement of our environmental performance throughout the life cycle of our products, from development to disposal, and address climate change and related.
- 5. We will provide safe and reliable products and services that our customers can use safely and with confidence.
- 6. We will not only comply with all domestic and international laws, regulations, and ordinances but also work to use best practices through our voluntary initiatives.
- 7. We will disclose information and engage in dialogue with society to ensure we meet society's expectations, respond to its interests, and remain accountable to the same.
- 8. We will contribute to sustainable development of society by improving our performance, expanding business opportunities, as well as developing and providing innovative technologies and other solutions to address social challenges.

Established: April 1, 2020

Note: Combined "Corporate Policy on Safety, the Environment and Product Quality (Established: April 1, 1994)" and "Policy on Responsible Care Activities (Established: January 1995)"





## **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.

Medium-term Plan (FY2019 – FY2021)		
Occupational Safety and Health	<ul> <li>Assess the level of safety culture and safety infrastructure at each workplace and constantly strive for improvement.</li> <li>Promote safety and health activities based on international standards and adapt to a society where people can choose from a variety of flexible working styles</li> </ul>	
Industrial Safety and Disaster Prevention	<ul> <li>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.</li> <li>Strengthen our response to intensifying natural disasters and new threats, such as terrorism</li> </ul>	
Environmental Protection	Work to rapidly respond to environmental laws and regulations and continually reduce our environmental impact     Actively work to disclose environmental information to help steadily improve our standing in society	
Addressing Climate Change	<ul> <li>Work to formulate and implement action plans aimed at achieving our science based targets (SBTs)</li> <li>Consider medium- to long-term policies for Sumika Sustainable Solutions</li> </ul>	
Product Stewardship, Product Safety, and Quality Assurance	- Strive to increase use of the company's systems, including the comprehensive chemical management systems (SuCCESS)	
RC Audits	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	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.

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 Groupwide 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.

## **Looking Ahead**

As global-scale issues pile up, including the response to climate change, the creation of a circular economy, and considerations for biodiversity, we, as people engaged in the chemical industry, duly regard the society's trust in us as the starting point to continue our business. To ensure continued growth together with customers, regional neighbors, and employees, we will continue to promote Responsible Care activities throughout the Group.



## **Eco-First Commitments**

In March 2012, Sumitomo Chemical reported the progress and results of its efforts to fulfill the Eco-First Commitments to the Japanese Minister of the Environment while announcing its Eco-First Commitments, Updated Version.

Note: The content was updated in November 2016. From fiscal 2016, measures are being taken in line with the updated content.





## **Progress in Fulfilling Eco-First Commitments**

Sumitomo Chemical has participated in the Eco-First Program of Japan's Ministry of the Environment since November 2008. As a leading company in the chemical industry, Sumitomo Chemical is committed to fulfilling its Eco-First commitments to the Japanese Minister of the Environment while ensuring legal compliance and enhancing RC activities.

#### Results Overy favorable/ Cenerally favorable

Management of Chemical Substances and the Promotion of Risk Communication

- Reviewing Safety Information on Chemicals and Conducting Risk Assessments
  - Performed risk assessments for 667 products to date and publicly released safety summaries for 56 substances. (https://www.jcia-bigdr.jp/jcia-bigdr/en/material/icca\_material\_list)

#### LRI\*<sup>1</sup>Initiatives

• Promoted research by actively participating in the LRI program implemented by the Japan Chemical Industry Association as a member of the steering committee, planning and management task force, and research promotion panel.\*<sup>2</sup> Furthermore, we participate in the microplastics task force, which has close ties to the LRI program, and provide feedback.

#### Enhancing Information Disclosure and Risk Communication

• Published the Annual Report, Sustainability Data Book, 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.

Realizing Safe and Secure Water Treatment by Developing and Applying Management Technology that Helps Reduce Environmental Impact

Considering Appropriate Water Treatment Methods and Standardizing Methods for Assessing Various Process Waste Water Expelled from Works • In light of current operating conditions, we finished considering the standardization of each Works' methods for assessing and treating effluent from new manufacturing processes. We have prepared manuals and are promoting the adoption of standardized methods at each Works.



Using Microbiota Analysis, Microbial Immobilization, and Other Proprietary Technology to Increase the Sophistication of Activated Sludge Treatment • We perform biota analyses on activated sludge used for water treatment using molecular biology methods that employ cutting-edge equipment. Using polymerase chain reaction (PCR) in addition to biota analyses, we have worked to tie the stable operating requirements for activated sludge treatment to the biota that comprises the sludge. In addition, at some Works, we use an active sludge treatment utilizing microbial immobilization for process wastewater that contains substances that are difficult to break down through the conventional incineration methods that formerly were the only viable option. This has allowed us to stabilize water treatment and reduce treatment costs. Going forward, we will continue working to uncover and resolve relevant issues to ensure safety and stability.

#### Helping Create a Sustainable Society

#### 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 54 products and technologies have been designated, with combined sales of ¥479.8 billion in fiscal 2019 (consolidated). They are projected to contribute to a collective 62 million tons CO<sub>2</sub> equivalent reduction in greenhouse gases throughout their life cycles in fiscal 2020.\*<sup>3</sup>

#### Improving Energy Efficiency

Unit energy consumption in fiscal 2019 improved 16.6% compared with fiscal 2005 but worsened 2.3% year on year.
 (Goal: Improve unit energy consumption 15% by fiscal 2020 compared to fiscal 2005 levels (Improve 1% per year on average))

• Unit CO2 emissions from energy in fiscal 2019 improved 14.1% compared with fiscal 2005 but worsened 2.0% year on year.

(Goal: Improve unit CO2 emissions from energy use 15% by fiscal 2020 compared to fiscal 2005 levels (Improve 1% per year on average))

#### Holding Dialogues with Internal and External Stakeholders

• Explained to internal and external stakeholders the importance of the Company helping to create a sustainable society and the Company's related measures, thereby deepening mutual understanding through dialogue.

<sup>\*1</sup> Long-range Research Initiative: Long-term support for research into the effects of chemical substances on human health and the environment

<sup>\*2</sup> Research Promotion Panel: Commissioned expert research into the development of new risk methods, assessments, and related activities; held a meeting to report on the results of the research

<sup>\*3</sup> This value represents the amount contributed to the reduction of greenhouse gases over the life cycles of designated products expected to be sold in fiscal 2020, based on the guidelines of the Japan Chemical Industry Association and the ICCA.





## <Responsible Care (RC) Audits> Basic Stance

The RC audit is a management system to verify that the RC activities such as ensuring safety and the environment, and maintaining and improving the quality of chemical products are properly implemented. It also promotes process enhancement if areas for improvements 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, 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's Business Principles and 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 in various initiatives including individual support and the lively exchange of opinions aimed at resolving a wide range of issues at the Group companies.

EContents

Responsible Care



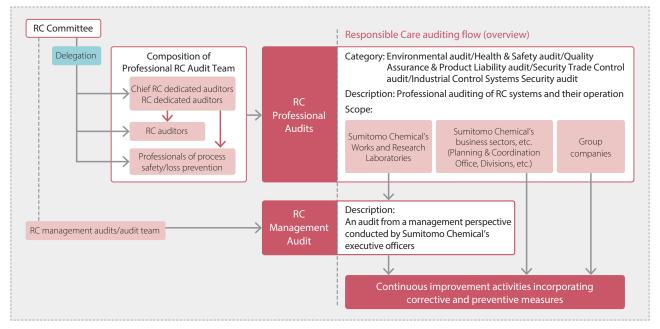
**Responsible Care** 

## **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 directly visit and 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 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 method for advancing corrective measures, the status of their Responsible Care activities, and important issues to the audit team for discussion.

## 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		FY2017	FY2018	FY2019
	Works	11	9	10
Professional audits*1	Research laboratories	0	1	3
	Logistics centers	0	0	0
	Business sectors	5	4	5
	Group companies in Japan	10	14	18
	Group companies overseas	10	13	9
	Works and research laboratories	6	6	7
Total		42	47	52

Note: Refer to Responsible Care Auditing Framework on page 86 for more details.

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

\*2 Audits from a management perspective by Sumitomo Chemical officers

## FY2019 Professional Audits for Facilities and Business Sectors (Sumitomo Chemical)

Area	Facilities (Works, Research Laboratories)	Business Sectors ) (Head Office Business Sectors)	
Good	23	1	24
Needs improvement	50	3	53
Needs to be examined	148	10	158
Total	221	14	235

## **Looking Ahead**

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.



## **Information Security**

## **Basic Policy**

The impact of advances in the business applications of digitization, including AI and IoT, on information systems has included a rise in such negative factors as increasingly sophisticated cyberattacks. The purpose of information security is to properly manage information, prevent leaks and loss, and minimize the effectiveness of threats to data integrity. We have therefore taken an approach that is multifaceted from the organizational, systems, personnel, technological, and physical points of view.

## **Management System**

Sumitomo Chemical has built the following framework for information system and industrial control system security and implements PDCA cycles.

## Report Advise Committe Report Advise Head department for information system security and industrial control system security (IT Innovation Department) Conducts planning, adjustments, promotions, revision and abolishment of rules, Company-wide education, and monitoring Information System Industrial Control System Information system security controlling department Industrial control system security controlling department Analyze information systems, assess risks, take specific measures Analyze industrial control systems, assess risks, • Respond when problems arise, report to head department take specific measures · Report to head department when problems arise Information system security user department Industrial control system security user department • Respond when problems arise, report to controlling · Implement business continuity measures when problems arise Analyze assets used in departments and take security measures departments

#### Security Framework for Information System and Industrial Control System

☐ Information Security

Society



## **Goals and Results**

Based on the concept of an information security management system (ISMS), we established a security policy and took necessary measures.

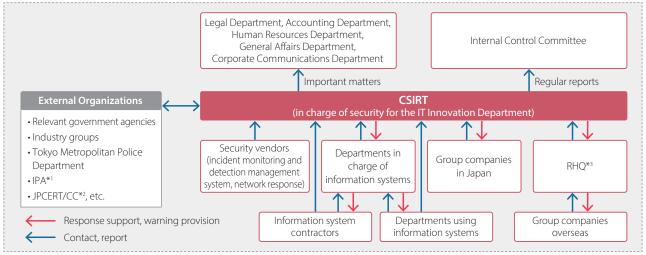
Our basic policy comprises multifaceted security measures (multilayered incident prevention and disaster mitigation), such as those outlined below.

Type of measure	Content of measure	
Organizational measures	<ul> <li>Constructed an information system and industrial control system security framework</li> <li>Constructed an information-sharing framework with inside and outside organizations to ensure preparedness against security incidents</li> </ul>	
Systematic measures	<ul> <li>Establish general standards and standards related to security, including for Group companies</li> <li>Periodically conduct security self inspections and conduct IT security internal audits that encompass Group companies</li> </ul>	
Personnel measures	Carry out various security education programs using e-learning systems and conduct drills for security incidents	
Technological measures	Implement a range of measures, including access restriction, malware measures, and vulnerability measures, for individual servers and computers as well as networks	
Physical measures	Use cloud servers complete with entry/exit controls and other security features	

## **Examples of Initiatives**

We have established a Computer Security Incident Response Team (CSIRT) in information 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

\*3 RHQ: Regional headquarters

## **Looking Ahead**

As an critical infrastructure operator, Sumitomo Chemical considers cyber security to be an essential management issue and will continue responding to growing threats. By taking appropriate system security measures, we will continue to create more value with the aim of supporting the global expansion of business, solving issues in the international community, and enhancing quality of life.



## **Basic Policy**

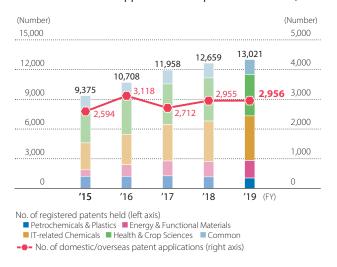
Sumitomo Chemical engages in intellectual property (IP) activities in accordance with the following basic policies:

#### **IP** Activities:

- 1. Be in line with the business strategy
- 2. Create global business value
- 3. Strive for the thorough utilization of results of research and technology development
- 4. Respect rights and observe the law

While respecting the valid patents of third parties, we are working to acquire and protect wider, stronger, faster-registered, and longer-lasting patents globally for the results of our research and technology development, and we then strategically promote our business activities as well as those of our Group companies and ultimately maximize our business value.

## Number of Registered Patents Held by Sector (Sumitomo Chemical) / Number of Patent Applications in Japan and Overseas (Sumitomo Chemical)



## **Performing IP Activities**

The Intellectual Property (IP) Department is not only tasked with submitting patent applications and conducting IP prosecution, but also with making recommendations as necessary for research sectors and business sectors by properly investigating and analyzing IPs, as needed, in each stage of R&D and commercialization. Sumitomo Chemical conducts patent searches, including searches of the IP landscape at the exploratory stage of R&D projects, IP status confirmation at the initial research stage, patent clearance at the entrepreneurial development stage, and follow-ups on these searches. We actively use rapidly advancing IP search software and AI technologies to efficiently find and analyze relevant technologies suitable for each stage, as well as trends in other companies' patents. These searches help us build and reinforce our patent portfolio.

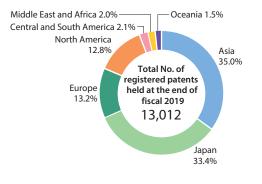
Amid increasingly complex and intensified competition, our Group businesses are globalizing, and hence it is ever more important for group companies in and outside Japan to search for and analyze IP, including patents, and to build their patent portfolios, in a manner suitable for each business's strategy and operational systems. Sumitomo Chemical carries out these activities in close contact with its business sectors and group companies in Japan and overseas. We continue to work on filing applications and acquiring rights of IP in Asia, the Americas, and the EU to fortify the foundation of our overseas business activities.

Governance Environment EContents

□ Intellectual Property



## Registered Patents Held by Region (Sumitomo Chemical )



## Joined in the "IP Open Access Declaration against COVID-19"

Sumitomo Chemical joined in the "IP Open Access Declaration against COVID-19" as a supporter in June, 2020.

The gist of the Declaration is that participants will not assert any intellectual property rights under certain conditions against any activities whose sole purpose is stopping the spread of COVID-19. Respecting this Declaration, the Sumitomo Chemical Group will consider ways to stop the spread of the coronavirus, including a possibility of cooperation with the government and industry groups.

