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SHOWA DENKO K.K.

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Securities Code: 4004

<http://www.sdk.co.jp/>

The corporate governance of SHOWA DENKO K.K. (the “Company”) is described below.

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

1. Basic Views

The Company shall enhance its corporate governance in order to realize “a company contributing to the sound growth of society,” which ensures soundness, effectiveness and transparency of management, and continuously enhances its corporate value, thereby earning social trust and esteem. In addition, proper relationships with our shareholders, customers, business partners, community residents, employees, and other stakeholders must also be maintained as well as developed further in order to earn social trust and esteem through continuous enhancement of our corporate value. Based on the above, we have clarified our mission in the form of the Group vision stated below. We shall conduct our business with the aim of realizing this vision.

Vision of the Showa Denko Group

We at the Showa Denko Group will provide products and services that are useful and safe and exceed our customers’ expectations, thereby enhancing the value of the Group, giving satisfaction to our shareholders, and contributing to the sound growth of international society as a responsible corporate citizen.

In addition, aiming to make preparation for complete integration of Showa Denko K.K. and Showa Denko Materials Co., Ltd., which is scheduled to be in January 2023, the Showa Denko Group has defined the reason for its existence (Purpose) as “Change society through the power of chemistry,” and also defined four Values which the Company’s employees should preserve as “Passionate & Results-Driven,” “Agile & Flexible,” “Open Minds & Open Connections,” and “Solid Vision & Solid Integrity.” The Group has defined the Purpose and four Values as the newly integrated company’s Corporate Philosophy.

[Reasons for Non-compliance with the Principles of Japan’s Corporate Governance Code]

It is described based on the code revised in June 2021.

(Includes principles for the prime market applicable after April 4, 2022.)

(Principles 4-8 (1) and (2): Meetings consisting solely of Independent Outside Officers and election of the lead Independent Outside Officer)

The Company has appointed four Outside Directors and three Outside Audit & Supervisory Board Members to increase the effectiveness of oversight from an independent and objective standpoint. At every Board of Directors’ meeting, each Outside Officer has actively participated in unfettered and constructive discussions about management and other issues. On the date of the Board of Directors’ meeting, the Company has provided an opportunity for Chairperson, President and Outside Officers to exchange opinion; and also has held semiannual sessions for all Officers to exchange opinions, so that they are able to fully share information. For these reasons, the Company has neither provided the meetings consisting solely of Outside Officers, nor appointed Lead Outside Director among them. However, the Company shall arrange meetings solely of Outside Officers at their request.

[Disclosure Based on the Principles of Japan's Corporate Governance Code]

It is described based on the code revised in June 2021.
(Includes principles for the prime market applicable after April 4, 2022.)

(Principle 1-4: Cross-Shareholdings)

(1) Policy on Reduction of Cross-Shareholdings

The Company has decided that it shall not cross-hold shares with other companies in principle. With regard to existing cross-shareholdings, the Company shall reduce the amount of them.

(2) Review on the Appropriateness of Cross-Shareholdings

Every year, the Board of Directors of the Company shall review and judge the suitability of each cross-shareholdings through cost-benefit analysis of capital and other measures based on the results of the evaluation of profitability and feasibility of the relevant cross-shareholdings.

(3) Voting Right Exercise Standard

When the Company exercises its voting rights of cross-shareholdings, the company shall decide approval or disapproval of each item on the agenda by examining whether the item contributes to increasing corporate value and maintaining/increasing shareholders' returns or not.

(Principle 1-7: Transactions among Related Parties)

The Company gains approval from the Board of Directors in accordance with laws and regulations as well as its Rules of Board of Directors for competitive transactions and conflict of interest transactions between the Company and its Directors or Corporate Officers. In addition, the Company reports the results of the said transactions to the Board of Directors.

(Principle 2-4 (1): Policies and Targets for Ensuring Diversity)

The Company has defined its policy on human resource management as follows:

"The leading creators of value in all activities of the Showa Denko Group are employees of the Group. The Group has defined its Purpose as to 'Change society through the power of chemistry,' and aims to become a corporate group that choose and is chosen by talented persons who can compete on the world stage and contribute to a sustainable global society."

Under this human resource management policy, the Company promotes human resource development and the principle of Diversity and Inclusion. The Company discloses the situation of implementation of this policy and the Company's target for increasing the number of female employees in managerial positions via the "Showa Denko Report," which is published every year.

URL for the Showa Denko Report: https://www.sdk.co.jp/english/csr/report/csr_report.html

(Principle 2-6: Roles as Asset Owners of Corporate Pension Plan)

To securely and effectively manage funds for its defined benefit pension plan, the Company has organized the Pension Management Committee consisting of experts from each of Human Resources, Finance & Accounting, and Strategy Planning Divisions. The Committee deliberates on the formulation and review of basic investment policies for the pension funds and a policy asset mix. In addition, we have established a structure that allows us to cooperate with an investment-consulting firm in deliberating basic investment policies so that we can ensure sustainable and proper pension funds management.

(Principle 3-1: Full Disclosure)

(1) For company goals (Vision, etc.), management strategies and business plans.

Please refer to the Group's vision, management strategies and mid-term business plan on its website. (URL: <http://www.sdk.co.jp/about.html>)

(2) Basic views and basic policies on corporate governance

Details of basic views are described in "1.1 Basic Views" in this report. Concerning basic policies, "Corporate Governance Basic Policies" is posted on the Company's website.

(URL: <http://www.sdk.co.jp/about/governance.html>)

(3) The Board of Directors' policies and procedures in determining the compensation of the senior management and Directors

Remuneration of Executive Directors and Corporate Officers shall consist of base remuneration, short-term performance-linked remuneration, and mid- to long-term performance-linked remuneration. In addition to the amount of base remuneration which is determined based on titles and other factors, the amount of

performance-linked remuneration shall be determined in consideration of corporate and individual performance and other factors based on the performance evaluation system. In determining remuneration, the Remuneration Advisory Committee, an advisory body to the Board of Directors where Independent Outside Directors and Outside Audit & Supervisory Board Members account for the majority of its members, shall deliberate matters related to the remuneration and report the results of its deliberation to the Board of Directors.

Outline of the Board of Directors' policies in determining the compensation for directors and its new director compensation scheme is as described at the end of this Report.

(4) Board of directors policies and procedures in the appointment/dismissal of the senior management and the nomination of candidates for Directors and Audit & Supervisory Board Members

Candidates for Directors shall be persons who have the knowledge, experiences and capabilities required to fulfill their duties as Directors. The Company selects senior management members by taking into account corporate and individual performance and other factors. Candidates for Audit & Supervisory Board Members shall have the knowledge, expertise and capabilities required to fulfill their duties, including those with strong expertise in finance and accounting. In electing and nominating Audit & Supervisory Board Members, the Nomination Advisory Committee, an advisory body to the Board of Directors where Independent Outside Directors account for the majority of its members, shall deliberate matters related to nomination and report the results of its deliberation to the Board of Directors. If there is a fact concerning the senior management, including CEO, that may meet the Dismissal Standards given below, the Nomination Advisory Committee shall deliberate the applicability of the Dismissal Standards, and report the result of deliberation to the Board of Directors. Then the Board of Directors shall make a final decision on dismissal of the relevant Director.

(Criteria for selecting candidates for Directors and Audit & Supervisory Board Members)

1. Directors

a) Inside Director

- A candidate must have high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characteristics for carrying out Director's duties.
- A candidate must have enough knowledge and experience concerning businesses of the Group, which are essential for realizing management vision of the Group.
- A candidate must be well-educated, and maintain strong willpower, physical and mental health enough to fulfill Director's obligations.

b) Outside Director

- A candidate must have high principles and objective judgment enough to give pertinent advice on the management of the Group.
- A candidate must be a talented one who satisfies the above-mentioned condition and has expertise in the field the candidate is engaged, such as a corporate executive, an expert on laws or accounting, and a person who once served at public agencies.

2. Audit & Supervisory Board Members

a) Inside Audit & Supervisory Board Member

- A candidate must have knowledge and experience rich enough to appropriately and fairly audit the Company's Directors' performance of their duties.
- A candidate must have high principles, wide-ranging insight, strict ethical view, and fair judgement.

b) Outside Audit & Supervisory Board Member

- A candidate must have knowledge and experience rich enough to fairly and objectively judge audit of the Company's Directors' performance of their duties.
- A candidate must be a talented one who satisfies the above-mentioned condition and has expertise in the field the candidate is engaged, such as a corporate executive, an expert on laws or accounting, and a person who once served at public agencies.

(Dismissal Standards of the senior management)

- a) If a Director greatly damages corporate value of the Company due to negligence of the Director's duties.
- b) If it is revealed that a Director does not meet the criteria for nomination of candidates for Directors
- c) If a Director cannot continue to perform the Director's duties for reasons of health.

(5) Explanations about respective elections or dismissals of senior management members and nominations

of candidates for Directors and Audit & Supervisory Board Members

The Company gives explanations on its nomination of Directors and Audit & Supervisory Board Members, including reasons for their election in reference documents for the General Meeting of Shareholders. In addition, the Company appropriately discloses reasons for dismissals.

(Principle 3-1 (3): Grappling with Sustainability)

The Company and Showa Denko Materials Co., Ltd. have defined the newly integrated company's long-term vision concerning sustainability as a "Company that contributes to a sustainable global society." To realize this long-term vision on sustainability and make it possible for society and the Company to grow continuously, the Company has formulated its long-term management strategy including human-resource strategy and intellectual property strategy. The Company discloses this long-term management strategy, its business activities to solve various issues, and its effort to support sustainable development of society and the Company via the "Showa Denko Report" and the Company's website.

URL for the Showa Denko Report: https://www.sdk.co.jp/english/csr/report/csr_report.html

URL for the Company's intellectual property strategy: <https://www.sdk.co.jp/english/rd/ip.html>

In addition, the Company has endorsed principles of TCFD (Task Force on Climate-related Financial Disclosures). The Company shall evaluate risks and opportunities to be brought to the Showa Denko Group by climate change, strengthen resilience of the Group through analysis of climate-change scenarios, and promote sound dialogue with stakeholders.

(Principle 4-1 (1): Range of Scope of Delegation)

The Company has defined the scope of delegation of authority to the management by setting rules for matters to be resolved by Board of Directors and matters to be reported to the Board of Directors in the "Rules of Board of Directors."

(Principle 4-9: Independence Standards and Qualification for Independent Outside Directors)

The Board of Directors shall establish independence standards and qualifications for our Independent Outside Directors in accordance with the Independence Standards as defined by laws and regulations and Tokyo Stock Exchange, and nominates the candidates who meet these independence standards and qualifications. For the independence standards, please refer to "Attachment to the Corporate Governance Basic Policies."

(Principle 4-10 (1): Appropriate Involvement of Independent Outside Directors in the Process to Investigate Nomination of Executives and Remuneration to Them)

The Company has established Consultative Committee for Nomination of Directors and Audit & Supervisory Board Members and Consultative Committee for Remuneration to Directors and Corporate Officers. Each Committee consists of three members or more including Independent Outside Directors. Members of the two committees are selected from Directors and Audit & Supervisory Board Members. Presently, Consultative Committee for Nomination of Directors and Audit & Supervisory Board Members consists of six members including four Independent Outside Directors, deliberates nomination and dismissal of Directors and Audit & Supervisory Board Members, selection of key executives, plan for selection and training of candidates to succeed the presidency and other key positions, etc., and reports results of the deliberation to the Board of Directors. Consultative Committee for Remuneration to Directors and Corporate Officers consists of five members including two Independent Outside Directors and one Independent Outside Audit & Supervisory Board Member, deliberates policy on and amount of remuneration to be paid to each Director and Corporate Officer, etc., and reports result of the deliberation to the Board of Directors. Independent Outside Directors chair both Consultative Committees.

(Principle 4-11 (1): View on Total balance of knowledge, experience, skills and diversity, size of the Board of Directors)

The Board of Directors is composed of persons with knowledge, experiences and skills required to fulfill duties as Directors; the size of the Board of Directors shall be designed to ensure prompt decision-making and appropriate oversight of business execution. For more appropriate business execution and higher effectiveness of oversight, we shall elect at least two Independent Outside Directors with a wealth of experience and extensive knowledge, who are corporate executives, academic experts, etc. The Company shall disclose its policy on and procedures for nomination of Directors via the Corporate Governance

Report, the Company's website, etc. The Company shall also identify skills which are required of Directors in order to make the Board of Directors have a combination of Directors which enable the Board of Directors to perform effective corporate governance, and disclose combination of skills of each Director, as attached at the end of this Report.

(Principle 4-11 (2): Directors and Audit & Supervisory Board Members also serving as officers at other listed companies)

The Company discloses facts about its Directors and Audit & Supervisory Board Members concurrently serving as Directors or Audit & Supervisory Board Members at other listed companies in its annual business reports.

(Principle 4-11 (3): Results of evaluation on overall effectiveness of the Board of Directors)

1. Method of Evaluation

In December 2021, the Company surveyed respective Directors and Audit & Supervisory Board Members through questionnaires and free descriptions to evaluate effectiveness of the Board of Directors in fiscal 2021. Based on the collected self-evaluation results, all Directors and Audit & Supervisory Board Members discussed the topic at the Board of Directors' meeting held in March 2022, evaluated effectiveness of the Board of Directors in fiscal 2021, and formulated an execution plan for fiscal 2022. Note that we have outsourced the questionnaire survey and aggregation of the results to an outside institution in order to ensure its objectivity and enhance future effectiveness of the Board of Directors.

2. Evaluation Results

The evaluation results have revealed that in the Board of Directors' meetings, highly effective board members who have broad perspective and set of values reflecting a variety of experiences and expertise are engaged in discussions which help increase the corporate value; and that handouts and explanations about agenda are standardized and provided beforehand to encourage the members to have vigorous and constructive discussions and allow the members to have enough time for discussions. With regard to the execution plan for 2021, which was made based on the results of evaluation of overall effectiveness of the Board of Directors for 2020, members of the Board of Directors and Audit & Supervisory Board have confirmed facts and issues as follows.

- 1) Regarding preparations for substantial integration of Showa Denko and Showa Denko Materials in January 2022, important issues including "optimization of business portfolio" have been discussed sufficiently at the Board of Directors' meetings, the meetings to exchange views among all Directors and Corporate Officers, and other opportunities to discuss these issues.
- 2) Taking into account the expansion of the Showa Denko Group and the progress in globalization of business activities of the Group, the Board of Directors will continue discussing how the governance and compliance system of the Group should be in order to strengthen its effectiveness.
- 3) Regarding realization of "Co-Creative Chemical Company," which was put up in the Long Term Vision, how the business strategy and the Board of Directors' meeting should be requires further discussion from a broader perspective.
- 4) The Board of Directors should revise the internal rules and regulations about referring bills to the Board of Directors' meetings in order to secure enough time to discuss issues effectively and efficiently even when a Board of Directors' meeting is held as teleconference.

In the execution plan for 2022, the Board of Directors decided to have thorough discussion about management strategy to realize the Long Term Vision, how the Board of Directors' meeting should be, and management of the Group at the Board of Directors' meetings by securing enough time and opportunities for discussion. The Board of Directors also decided to continue taking measures to improve effectiveness and efficiency of the conduct of proceedings of the Board of Directors' meetings and other meetings of executives.

(Principle 4-14 (2): Training policy for Directors and Audit & Supervisory Board Members)

In addition to offering training to new Directors and Audit & Supervisory Board Members, the Company shall provide Directors and Audit & Supervisory Board Members with opportunities for internal and external training and bear the necessary expenses so that they may regularly update their knowledge about management strategies, revision of laws and regulations, corporate governance, and other matters.

(Principle 5-1: Policy for Constructive Dialogue with Shareholders)

The Company regards investor relations (IR) activities as activities to enable shareholders and investors to

understand the Company's corporate management, activities, and strategies and to evaluate the Company's corporate value appropriately. Therefore, the Company shall

- (1) actively hold dialog with shareholders and investors and increase the transparency of management, and
- (2) disclose the Company's corporate information in an easy-to-understand, fair, timely, and accurate manner in order to increase understanding and trust towards the Company.

In addition to IR activities for institutional investors both in Japan and abroad by CEO and CFO, the Company shall hold presentations for individual investors in Japan. In addition, the Company shall set up the IR Promotion Council chaired by CFO. For this Council, the IR section functions as the secretariat and General Manager of the IR section functions as the secretary-general. Main members of the IR Council are General Manager of the Accounting section, General Manager of public relations (PR) section, who functions as the Manager in charge of handling of information to be disclosed at the Tokyo Stock Exchange, and General Manager of Corporate Planning section. The IR Promotion Council shall deliberate comprehensive initiatives and basic plans related to IR, examine the details of information obtained through dialog, etc. with shareholders, and report them appropriately. In addition, the Company shall ensure appropriate disclosure of important information by centrally managing important information such as information related to account settlement under the Timely Disclosure Rules.

2. Capital Structure

| | |
|----------------------------|-------------|
| Foreign Shareholding Ratio | 30% or more |
|----------------------------|-------------|

[Status of Major Shareholders]

| Name | Number of Shares Owned (Shares) | Shareholding Ratio (%) |
|---|------------------------------------|---------------------------|
| The Master Trust Bank of Japan, Ltd. (T) | 26,120,900 | 14.40 |
| Custody Bank of Japan, Ltd. (T) | 8,757,400 | 4.83 |
| KOREA SECURITIES DEPOSITORY - SAMSUNG | 7,016,600 | 3.87 |
| Fukoku Mutual Life Insurance Company | 4,516,800 | 2.49 |
| STATE STREET BANK CLIENT OMNIBUS OM04 | 3,833,544 | 2.11 |
| JAPAN SECURITIES FINANCE CO., LTD. | 3,199,902 | 1.76 |
| SMBC Nikko Securities Inc. | 2,807,424 | 1.55 |
| BNYM AS AGT/CLTS NON TREATY JASDEC | 2,804,908 | 1.55 |
| The Dai-ichi Life Insurance Company, Limited | 2,700,000 | 1.49 |
| Meiji Yasuda Life Insurance Company | 2,512,482 | 1.39 |

| | |
|---|------|
| Controlling Shareholder (except for Parent) | — |
| Parent | None |

Supplementary Explanation

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| |
|--|

3. Corporate Attributes

| | |
|--|----------------------|
| Listed Stock Market and Market Section | Tokyo Stock Exchange |
| Fiscal Year-End | December |
| Type of Business | Chemicals |
| Number of Employees (Consolidated) at End of the Previous Fiscal Year | 1,000 or more |
| Net Sales (Consolidated) for the Previous Fiscal Year | ¥1 trillion or more |
| Number of Consolidated Subsidiaries at End of the Previous Fiscal Year | 100 or more |

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

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

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

1. Organizational Composition and Operation

| | |
|-------------------|--|
| Organization Form | Company with Audit & Supervisory Board |
|-------------------|--|

[Directors]

| | |
|--|----------------|
| Maximum Number of Directors Stipulated in Articles of Incorporation | Not limited |
| Term of Office Stipulated in Articles of Incorporation | 1 year |
| Chairperson of the Board | Other Director |
| Number of Directors | 10 |
| Appointment of Outside Directors | Appointed |
| Number of Outside Directors | 4 |
| Number of Independent Officers Designated from among Outside Directors | 4 |

Outside Directors' Relationship with the Company (1)

| Name | Attribute | Relationship with the Company* | | | | | | | | | | |
|------------------|----------------------|--------------------------------|---|---|---|---|---|---|---|---|---|---|
| | | a | b | c | d | e | f | g | h | i | j | k |
| Masaharu Oshima | Academic | | | | | | | | | △ | | |
| Kiyoshi Nishioka | From another company | | | | | | | | | △ | | |
| Kozo Isshiki | From another company | | | | | | | | | | | |
| Noriko Morikawa | From another company | | | | | | | | △ | | | |

* Categories for "Relationship with the Company"

“○” when the director presently falls or has recently fallen under the category;

“△” when the director fell under the category in the past;

“●” when a close relative of the director presently falls or has recently fallen under the category; and

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

- a. Executive (a person who executes business; hereinafter, the same) of the Company or its subsidiary
- b. Non-executive director or executive of the parent of the Company
- c. Executive of a fellow subsidiary of the Company
- d. Party whose major client or supplier is the Company or an executive thereof
- e. Major client or supplier of the Company or an executive thereof
- f. Consultant, accounting professional or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a director
- g. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a corporation)
- h. Executive of a client or supplier of the Company (which does not correspond to any of d., e., or f.) (the director himself/herself only)
- i. Executive of a corporation to which outside officers are mutually appointed (the director himself/herself only)
- j. Executive of a corporation that receives a donation from the Company (the director himself/herself only)
- k. Other

Outside Directors' Relationship with the Company (2)

| Name | Designation as Independent Officer | Supplementary Explanation of the Relationship | Reasons for Appointment |
|-----------------|------------------------------------|--|---|
| Masaharu Oshima | ○ | Mr. Oshima is an emeritus professor of the University of Tokyo. He and the Company had worked on joint research projects from 1996 to 2008; the research expenses back then was less than 10 million yen per year. | We have appointed him as Outside Director, hoping that he would give us advice on the appropriateness of our business execution based on his wealth of expertise and experience as an electronics researcher. Although Mr. Oshima is an emeritus professor of the University of Tokyo, we have appointed him as Independent Officer since the university has received neither a large amount of money nor assets from us, and therefore, the appointment will not cause any conflict of interests with our ordinary shareholders. |

| | | | |
|------------------|---|---|--|
| Kiyoshi Nishioka | ○ | <p>Mr. Nishioka is an advisor of Research Center for Advanced Science and Technology, the University of Tokyo. Until June 2009, he had served as Executive Officer of Nippon Steel Corporation, which has a transactional relationship with us. Our annual transactions with Nippon Steel Corporation, however, accounts for less than 2% of our overall net sales.</p> | <p>We have appointed him as Outside Director, hoping that he would give us advice on the appropriateness of our business execution based on his strong expertise and extensive knowledge and insights garnered through his experience working in research, manufacturing, marketing, and managing the development of technologies at the steel company. Although Mr. Nishioka is an advisor of Research Center for Advanced Science and Technology, the University of Tokyo, the university has received neither a large amount of money nor assets from us. In addition, Nippon Steel Corporation, where he served as Corporate Officer until June 2009, is not our key business partner. Therefore, based on conclusion that his appointment would not cause any conflict of interests between our ordinary shareholders and the two entities, we have appointed him an Independent Officer.</p> |
| Kozo Isshiki | ○ | — | <p>We have appointed him as Outside Director, hoping that he would give us advice on the appropriateness of our business execution based on his wealth of expertise and experience in business management and the financial industry. Mr. Isshiki served as an executive director of Development Bank of Japan Inc. until May 2005, from which the Company has borrowed funds. However, Development Bank of Japan is not a major creditor for the Company as the amount of the borrowing represents less than 2% of our total assets. Therefore, based on conclusion that his appointment would not cause any conflict of interests with our ordinary shareholders, we have appointed him as Independent Officer.</p> |

| | | | |
|-----------------|---|---|--|
| Noriko Morikawa | ○ | Ms. Noriko Morikawa was an executive director of Bosch Corporation until December 2018, and Showa Denko and Bosch Corporation has business relations. However, our annual transactions with Bosch Corporation is less than 2% of our overall net sales. | We appointed Ms. Morikawa for Outside Director, hoping that she would give us advice on the appropriateness of our business execution based on her wide-ranging experiences and judgment she gained through her service with an accounting company and with electronics and automotive parts companies as director in charge of administrative section. Though Ms. Morikawa was an executive director of Bosch Corporation until December 2018, we appointed her as an Independent Officer because we confirmed that Bosh Corporation does not meet the condition to be recognized as our key business partner and judged that Ms. Noriko Morikawa does not have conflicting interests with our ordinary shareholders. |
|-----------------|---|---|--|

| | |
|--|-------------|
| Voluntary Establishment of Committee(s) Equivalent to Nominating Committee or Remuneration Committee | Established |
|--|-------------|

Committee's Name, Composition, and Chairperson's Attributes

| | Committee Equivalent to Nominating Committee | Committee Equivalent to Remuneration Committee |
|-------------------------|--|--|
| Committee's Name | Nomination Advisory Committee | Remuneration Advisory Committee |
| Total Committee Members | 6 | 5 |
| Full-time Members | 0 | 0 |
| Inside Directors | 2 | 2 |
| Outside Directors | 4 | 3 |
| Outside Experts | 0 | 0 |
| Other | 0 | 0 |
| Chairperson | Outside Director | Outside Director |

Supplementary Explanation

To strengthen functional independence, objectivity and accountability of the Board of Directors, the Company shall establish the Nomination Advisory Committee and the Remuneration Advisory Committee, advisory bodies to the Board of Directors. Independent Outside Directors represent the majority of its members for the Nomination Advisory Committee, and Independent Outside Directors represent the majority of its members for the Remuneration Advisory Committee. Both Committees report to the Board of Directors after deliberating matters related to election of candidates for Directors and Audit & Supervisory Board Members, appointment of senior management, and remuneration of Directors and Corporate Officers, respectively.

[Audit & Supervisory Board Members]

| | |
|---|-------------|
| Establishment of Audit & Supervisory Board Members | Established |
| Maximum Number of Audit & Supervisory Board Members Stipulated in Articles of Incorporation | Not limited |
| Number of Audit & Supervisory Board Members | 5 |

Cooperation among Audit & Supervisory Board Members, Accounting Auditor and Internal Audit Department

Audit & Supervisory Board Members periodically hold meetings with Accounting Auditor where the members receive audit programs and explanations about the status of the internal control, priority audit and other matters, and exchange opinions. Audit & Supervisory Board Members accompany Accounting Auditor in their audit site-visits as needed and receive reports on any progress of the audit. Audit & Supervisory Board Members also hold bimonthly meetings with the Internal Audit Department where they are updated on audit results including the status associated with the internal control system. They may request the Internal Audit Department to investigate the status of the internal control system as needed.

| | |
|--|-----------|
| Appointment of Outside Audit & Supervisory Board Members | Appointed |
| Number of Outside Audit & Supervisory Board Members | 3 |
| Number of Independent Officers Designated from among Outside Audit & Supervisory Board Members | 3 |

Outside Audit & Supervisory Board Members' Relationship with the Company (1)

| Name | Attribute | Relationship with the Company* | | | | | | | | | | | | |
|-------------------|-----------------------------|--------------------------------|---|---|---|---|---|---|---|---|---|---|---|---|
| | | a | b | c | d | e | f | g | h | i | j | k | l | m |
| Kiyomi Saito | From another company | | | | | | | | | | | | | |
| Masako Yajima | Attorney at law | | | | | | | | | | ○ | | | |
| Yasuyuki Miyasaka | Certified Public Accountant | | | | | | | | | | | | | |

* Categories for "Relationship with the Company"

“○” when the audit & supervisory board member presently falls or has recently fallen under the category;

“△” when the audit & supervisory board member fell under the category in the past;

“●” when a close relative of the audit & supervisory board member presently falls or has recently fallen under the category; and

“▲” when a close relative of the audit & supervisory board member fell under the category in the past

a. Executive (a person who executes business; hereinafter, the same) of the Company or its subsidiary

b. Non-executive director or accounting advisor of the Company or its subsidiary

c. Non-executive director or executive of the parent of the Company

d. Audit & supervisory board member of the parent of the Company

- e. Executive of a fellow subsidiary of the Company
- f. Party whose major client or supplier is the Company or an executive thereof
- g. Major client or supplier of the Company or an executive thereof
- h. Consultant, accounting professional or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as an audit & supervisory board member
- i. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a corporation)
- j. Executive of a client or supplier of the Company (which does not correspond to any of f., g., or h.) (the audit & supervisory board member himself/herself only)
- k. Executive of a corporation to which outside officers are mutually appointed (the audit & supervisory board member himself/herself only)
- l. Executive of a corporation that receives a donation from the Company (the audit & supervisory board member himself/herself only)
- m. Other

Outside Audit & Supervisory Board Members' Relationship with the Company (2)

| Name | Designation as Independent Officer | Supplementary Explanation of the Relationship | Reasons for Appointment |
|---------------|------------------------------------|--|--|
| Kiyomi Saito | ○ | Representative Director and President of JBond Totan Securities Co., Ltd. | We have appointed her as Outside Audit & Supervisory Board Member, hoping that she would give us advice on the appropriateness of our business execution based on her wealth of experience and extensive knowledge and insights garnered through her experience starting and managing a business-consulting firm and securities firm specialized in electronic bond trading. Ms. Saito serves as Representative Director and President for JBond Totan Securities Co., Ltd., which has no interest in the Company. Since her appointment will not cause any conflict of interest with our ordinary shareholders, we have appointed her as Independent Officer. |
| Masako Yajima | ○ | Ms. Yajima is a partner attorney of Nishimura & Asahi. The Company has requested her colleague lawyers of the law firm for legal services when needed. The past three-year average fee paid to the firm was less than 2% of its gross revenue. | We have appointed her as Outside Audit & Supervisory Board Member, hoping that she would give us advice on the appropriateness of our business execution based on her strong expertise and extensive knowledge and insights about corporate legal affairs as an international lawyer. The Company has requested her colleague lawyers of Nishimura & Asahi, where Ms. Yajima is working concurrently, to handle legal affairs as needed. Since the firm has received neither a large amount of money nor assets from us, and therefore, her appointment will not cause any conflict of interests with our ordinary shareholders, we have appointed her as Independent Officer. |

| | | | |
|-------------------|---|---|---|
| Yasuyuki Miyasaka | ○ | President, Yasuyuki Miyasaka CPA Office | We have appointed him as Outside Audit & Supervisory Board Member, hoping that he would give us advice on the appropriateness of our business execution based on his wealth of experience and extensive knowledge and insights garnered through his engagement with auditing in and outside Japan through many years as a certified accountant, and his expert knowledge and rich experience of corporate finance and accounting. Mr. Miyasaka serves as the President of Yasuyuki Miyasaka CPA Office, which has no interest in the Company. Since his appointment will not cause any conflict of interest with our ordinary shareholders, we have appointed him as Independent Officer. |
|-------------------|---|---|---|

[Independent Officers]

| | |
|--------------------------------|---|
| Number of Independent Officers | 7 |
|--------------------------------|---|

Matters relating to Independent Officers

—

[Incentives]

| | |
|---|---------------------------------|
| Implementation of Measures to Provide Incentives to Directors | Performance-linked remuneration |
|---|---------------------------------|

Supplementary Explanation

Outline of short-term performance-linked compensation, and medium-to-long-term performance-linked stock-based compensation for Directors is described at the end of this report.

| | |
|-----------------------------|--|
| Recipients of Share Options | |
|-----------------------------|--|

Supplementary Explanation

—

[Director Remuneration]

| | |
|--|--------------------------|
| Disclosure of Individual Directors' Remuneration | No individual disclosure |
|--|--------------------------|

Supplementary Explanation

The amount of remuneration paid during fiscal 2021 is as shown below. As remuneration for Directors, 307 million yen was paid to nine Directors, of which 58 million yen was paid to four Outside Directors. As remuneration for Audit & Supervisory Board Members, 96 million yen was paid to five members, of which

36 million yen we paid to three Outside Audit & Supervisory Board Members.
For detail of remuneration paid to Directors and Audit & Supervisory Board Members during fiscal 2021, please refer to the Business Report for the 113th Business Year (an annex to Notice of Convocation of the 113th Ordinary General Meeting of Shareholders).

Policy for Determining Remuneration Amounts or Calculation Methods Thereof

Established

Disclosure of Policy for Determining Remuneration Amounts or Calculation Methods Thereof

Remuneration for Directors (excluding Outside Directors) consists of base remuneration, short-term performance-linked remuneration, and mid- to long-term performance-linked remuneration. In addition to the amount of base remuneration determined on titles and other factors, the amount of short-term performance-linked remuneration shall be determined in view of corporate and individual performance and other factors based on the performance evaluation system. The mid- and long-term performance-linked remuneration shall be paid in accordance with the Officer Stock Benefit Rules. Outside Directors shall be paid basic remuneration only. The Board of Directors shall determine remuneration for Directors based on the results of deliberation by the Remuneration Advisory Committee. Remuneration of Audit & Supervisory Board Members shall consist only of basic remuneration and shall be determined through discussion by the Audit & Supervisory Board.
Outline of director compensation scheme is described at the end of this Report.

[Supporting System for Outside Directors and/or Audit & Supervisory Board Members]

(1) System for Supporting Outside Director

The Secretariat Office, General Affairs Department handles clerical works. They distribute handouts regarding agenda to be discussed at the Board of Directors' meetings. Managers of General Affairs Department explain the details beforehand.

(2) System for Supporting Outside Audit & Supervisory Board Members

We have assigned full-time staff members who support Outside Audit & Supervisory Board Members in fulfilling their duties. Standing Statutory Members of Audit & Supervisory Board give outside Audit & Supervisory Board Members prior explanations of the agenda to be discussed at the Board of Directors meetings and the Audit & Supervisory Board meetings. They shall also give Outside Audit & Supervisory Board Members an opportunity to obtain information through on-site inspections.

[Status of Persons Who Have Retired from a Position Such as Representative Director and President]

Retired Representative Director and Presidents, etc. Holding Advisory or Any Other Position in the Company

| Name | Title/ Position | Responsibilities | Working Form and Conditions (Full-time/Part-time, Paid/Unpaid, etc.) | Date of Retirement from Position Such as President | Term of Office |
|---------------|------------------|---|--|--|----------------|
| Mitsuo Ohashi | Honorary Adviser | <ul style="list-style-type: none"> • Advice on activities outside the Company • Involvement in social contribution activities | Part-time, Unpaid | January 3, 2005 | 1 year update |

| | | | | | |
|------------------|---------|---|-------------------|-----------------|---------------|
| Kyohei Takahashi | Advisor | <ul style="list-style-type: none"> ▪ Advice on activities outside the Company ▪ Involvement in social contribution activities | Part-time, Unpaid | January 3, 2011 | 1 year update |
| Hideo Ichikawa | Advisor | <ul style="list-style-type: none"> ▪ Advice on activities outside the Company ▪ Involvement in social contribution activities | Part-time, Paid | January 3, 2017 | 1 year update |

| | |
|--|---|
| Total Number of Retired Representative Director and Presidents, etc. Holding Advisory or Any Other Position in the Company | 3 |
|--|---|

Other Matters

- The Board of Directors shall decide whether to appoint an adviser or honorary adviser.
- President decides internal rules for treatments of advisers and honorary advisers after deliberation by the Nomination Advisory Committee.
- Advisers and honorary advisers are not involved in the Company's business execution or its supervision. Nevertheless, advisers may advise us on specific management issues upon the request of the management.
- The "Date of Retirement from Position Such as President" described above states the date of retirement of the President and Representative Director of the Company.

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

1. Status of the oversight and decision-making function:

The Company has implemented an executive officer system to explicitly divide management oversight and business execution functions with the aim to accelerate and stimulate the decision-making processes by the senior management consisting of President and Corporate Officers. We have also drastically reduced the number of board directors. In addition, we have strengthened the oversight function by appointing Independent Directors. The Board of Directors meeting is held once or twice per month. The Board defines basic corporate policies, and makes decisions on important business execution matters and items specified in the Companies Act and the Articles of Incorporation based on thorough deliberation. The Board has sought to accelerate and stimulate the management decision-making function. To strengthen the oversight function of the Board of Directors and ensure appropriate decision-making, Directors are appointed with an emphasis on corporate governance perspectives, while Executive Officers are appointed in a manner they do not have to concurrently serve as Directors as far as possible and can focus on business execution, their primary duty. The Company has abolished the director-in-charge system except for Chairperson and President for more effective oversight function through monitoring by Audit & Supervisory Board Members including Outside Audit & Supervisory Board Members and mutual monitoring between respective directors. We have also established an agile management system to quickly respond to changes in business environments, and limit the term of office of directors to one year to more clearly define management responsibilities of Directors. We appointed ten Directors, including four Outside Directors (including one female member), at the Ordinary General Meeting of Shareholders held on March 30, 2021. To strengthen functional independence and objectivity and accountability of the Board of Directors, the Company has organized the Nomination Advisory Committee and the Remuneration Advisory Committee. Independent Outside Directors and Outside Audit & Supervisory Board Members represent the majority of both committees.

2. Status of the operational execution function:

Agendas and priority matters to be submitted to the Board of Directors' meeting for resolution are decided at Management Committee meetings chaired by President. For investment matters escalated to the Management Committee, their risks are analyzed and their results and progress are managed through

preliminary risk review and assessment by task teams. Basic management measures, such as the mid-term business plans, are formulated based on deliberation by the Management Committee and exhaustive discussions by all Executive Officers. The Company has implemented a performance evaluation system for each division to place the strong responsibility for execution at the core of business activities and fully implant the result-focused performance evaluation. Also, the Company has organized the Security Export Control Committee and the Safety Measure Committee reporting directly to President, and the Sustainability Promotion Council, the Responsible Care Promotion Council, and the IR Promotion Council under the Management Committee chaired by President. These committees and councils are responsible for investigation, research and deliberation on items necessary for appropriate business execution.

3. Status of the Internal audit function:

(1) Audit by the Audit & Supervisory Board Members: The Audit by the Audit & Supervisory Board consists of five members including three Outside Audit & Supervisory Board Members (including two female members). For more sound business management, Audit & Supervisory Board Members shall attend the Board of Directors' meetings and other important internal meetings. They deliver their insights; and audit business executions through on-site inspections, interviews with responsible persons, and consulting important documents, to provide suggestions, advice and recommendations. In addition, Audit & Supervisory Board Members are making efforts to enhance audits on Group companies and strive to strengthen a consolidated management framework in cooperation with Audit & Supervisory Board Members of major affiliated companies. Mr. Toshiharu Kato, Standing Statutory Member of Audit & Supervisory Board, has garnered significant expertise in finance and accounting through years of involvement in the Company's Finance and Accounting Division, and as Chief Financial Officer (CFO) to control the Finance and Accounting Division. In addition, in order to enhance the functions of the Audit & Supervisory Board, two full-time staff members are assigned to support the performance of duties by the Audit & Supervisory Board Members.

(2) Internal Audit: The company has organized the Internal Audit Department reporting directly to the President. The Internal Audit Department (consisting of 13 full-time staff members and 1 part-time member) forms annual internal audit plan under the provisions of the company's Internal Audit Rules, audits situations of compliance, conduct of business and internal control system of the Showa Denko Group including affiliated companies, reveals potential risks concerning overall business activities, and reports results of internal audit to the top management, the Board of Directors and the Audit & Supervisory Board. In addition, the Internal Audit Department cooperates with the Accounts Auditor and Audit & Supervisory Board Members through various measures including periodic briefing session about annual internal audit plan and results of internal audit, while paying attention to each auditing body's independence. On the other hand, Responsible Care Department audits the situation of management of environment and safety issues.

(3) Audit by Accounting Auditor: The Company has signed an audit agreement with KPMG AZSA LLC, which conducts accounting audit. Certified Public Accountants who executed the audit are designated limited liability partners and executive members, namely Michitaka Shishido, Noriaki Sakurai and Daio Aida. Assistants to the audit service included twelve Certified Public Accountants and 27 other staff members. Accounting Auditor reviews an annual audit schedule jointly with Audit & Supervisory Board Members and report the results of audit. Accounting Auditor exchanges information and opinions as needed to facilitate collaborations with other related parties.

3. Reasons for Adoption of Current Corporate Governance System

The Company is committed to effective corporate management by adopting the Audit & Supervisory Board Member system to improve fairness and transparency of management.

III. Implementation of Measures for Shareholders and Other Stakeholders

1. Measures to Energize General Shareholders Meetings and Smooth Exercise of Voting Rights

| | Supplementary Explanations |
|---|---|
| Early Notification of General Shareholders Meetings | The notice is sent on March 11, two days earlier than the statutory date on March 15. |
| Scheduling General Shareholders Meetings Avoiding the Peak Day | The Ordinary General Meeting of Shareholders is held in late March. |
| Allowing Electronic or Magnetic Exercise of Voting Rights | Voting rights of the Company may be exercised via the internet. |
| Participation in Electronic Voting Platform and Other Efforts to Enhance the Voting Environment for Institutional Investors | The Company has joined the Electronic Voting Platform for Institutional Investors operated by ICJ, Inc. |
| Providing Convocation Notice in English (Translated Fully or Partially) | We submit a convocation notice in English to the Tokyo Stock Exchange and disclose it at the Company's website. |
| Other | We consider shareholdings meetings as the opportunities for our shareholders to understand the Company's basic policies, and therefore, we explain the details and status of the mid-term business plans at the meetings. In addition, the convocation notice is posted on the Company's website. |

2. IR Activities

| | Supplementary Explanations | Explanation by Representative |
|---|---|-------------------------------|
| Preparation and Publication of Disclosure Policy | Posted on the Company's website. | |
| Regular Investor Briefings for Individual Investors | We hold an IR briefing session for retail investors, where the Chief Finance Officer (CFO) himself gives briefings. The briefings with documents are available for retail investors on the Company's website. | Yes |
| Regular Investor Briefings for Analysts and Institutional Investors | We hold periodic briefings about our financial results, the mid-term business plans etc., which are available in both Japanese and English on the Company's website. | Yes |
| Regular Investor Briefings for Overseas Investors | The Company discloses financial results etc. in English on the Company's website. We also pay a visit to overseas investors to hold briefings on a regular basis. When we announce a mid-term business plan, etc., we also hold briefing sessions abroad. | Yes |

| | | |
|--|--|--|
| Posting of IR Materials on Website | The Earnings Report (Kessan Tanshin) and explanatory documents for securities analysts are available online in both Japanese and English, with the Annual Securities Report (Yukashoken Hokokusho), annual report and the report titled “To our shareholders” and the notice of convocation of the general meeting of shareholders. | |
| Establishment of Department and/or Manager in Charge of IR | The Company has established the IR Office as an organization responsible for timely disclosure and IR activities. We have also established the IR Promotion Council as an organization subordinate to the Management Committee. The Council is responsible for the review of comprehensive measures and basic plans related to IR, confirmation of and orders for timely disclosure. | |
| Other | We proactively deliver explanations to respective institutional investors. We release news in both Japanese and English at the same time on newspapers, as well as on the Company’s website. We also distribute news abroad under the contract with an international news distribution company. | |

3. Measures to Ensure Due Respect for Stakeholders

| | Supplementary Explanations |
|---|---|
| Provisions to Ensure Due Respect for Stakeholders in Internal Rules, etc. | These rules are set forth in the Group Vision and “Our Code of Conduct.” |
| Implementation of Environmental Activities, CSR Activities, etc. | The Company promotes Responsible Care to ensure “Environment Protection, Safety and Health” in the entire life cycle of each chemical substance, from development, manufacturing, logistics, use to disposal. The Company has organized the Security Export Control Committee and the Safety Measure Committee reporting directly to President, and the Sustainability Promotion Council, the Responsible Care Promotion Council, and the IR Promotion Council reporting directly to the Management Committee chaired by President. These committees and councils have been promoting CSR activities in an integrated and proactive manner. We issue SHOWA DENKO Report about details of the activities, for which we have also developed and opened a web page dedicated to CSR. |
| Formulation of Policies for Information Provision to Stakeholders | “Our Code of Conduct” stipulates that “we timely and appropriately disclose the Group’s information to enable stakeholders to properly evaluate potential influence on them.” Based on the provision, we have defined basic policies for disclosure. We release and disclose, on our website, the information helpful for our shareholders and other stakeholders in understanding the Company, whether or not such information falls under the Timely Disclosure Rules. |

| | |
|-------|---|
| Other | <p>The Group promotes Diversity and Inclusion (D&I), aiming to “make diverse employees of the Group respect each other’s personalities, values and ideas, and let all organizations and employees of the Group have power to continue earning profit and creating new values.”</p> <p>Regarding promotion of women’s advancement, the Company has been executing a program in Japan to promote energetic activities and advancement of female employees. And the Company has set a target to make the ratio of female employees, among all managers of sections or higher, to 7% by 2025, as a target in the action plan of a general corporation formulated under provisions of the Act on the Promotion of Female Participation and Career Advancement in the Workplace.</p> <p>Regarding employment of disabled persons, the Company joined “The Valuable 500,” which is an international initiative to promote inclusion of persons with disabilities. In addition, the Company has set its commitment as follows: “The Showa Denko Group will promote diversity and inclusion, aiming to let all employees shine in the company as a stage, regardless of whether each employee has been disabled or not. We will act to move people’s heart and society, and provide the world with surprises and excitements.”</p> |
|-------|---|

IV. Matters Related to Internal Control System

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

The below shows basic policies for establishing the internal control system as resolved by the Board of Directors:

The Company positions fair social ethics-based behavior as well as compliance with laws and regulations, and the articles of incorporation as critical management issues. We have, thereby, formulated the “Group Vision” and “Our Code of Conducts.” Based on the above, we define and appropriately operate the basic policies to “establish a system to ensure appropriateness of business (internal control system)” as stated below.

(1) Framework ensuring that execution of duties by directors and employees of the Company and its subsidiaries complies with laws and regulations and the Articles of Incorporation

The Company has organized the Sustainability Promotion Council under the Management Committee chaired by President in accordance with the Rules for Sustainability Promotion. The Council considers mid- and long-term action plans and priority matters for the Group’s compliance, formulates measures based on the Action Plan and monitors implementation of them. The Company has established the Whistleblowing System, which are available via both internal and external routes, to prevent issues, detect them earlier, and solve them appropriately. We shall fully disseminate compliance policies through trainings and a Corporate Ethics Campaign Month held in the second half of each year. We shall take an action against any violative acts to prevent recurrence or proper punitive measures. Such actions or measures shall be reflected in the organization performance assessment etc. The Company properly streamlines and operates the internal control to ensure reliability of financial reports. In no case, we shall have any relation with any anti-social forces. We shall not respond to undue claims, either. We have established a structure against anti-social forces to fully disseminate relevant information and how to handle them. For each of specific cases, we shall take a firm action in cooperating with the police authority and external professional bodies.

(2) Framework for storing and managing information related to execution of duties by directors of the Company

The Company shall handle, save and maintain the minutes of the Board of Directors’ meeting and other management meetings, and information related to execution of duties such as decisions in writing in accordance with respective rules of Document Control, Confidential Information, Information Security and Personal Information Management, etc.

(3) Policy and framework for managing risks of loss of the Company and its subsidiaries

The Company multilaterally considers the Group's priority matters with the members of the Management Committees held twice a month in principle. We attach special importance to investment deals from the perspectives of strategic rationale, risk management, and progress and result management. Each of business divisions and staff sections analyzes and assesses its inherent risks for proper risk management. The Sustainability Promotion Council under the Management Committee summarizes and assesses risks of the Group on a regular basis. The Council formulates measures against significant risks which may impact the Group and confirm the status of their implementation. In the event of outbreak of crisis such as an accident or a disaster, we will take actions to address each of them by organizing emergency response headquarters, based on the internal rules such as Emergency Protocols. The Company has organized the Responsible Care Promotion Council to ensure environment protection, safety and health; and the Security Export Control Committee for legitimate export of regulated cargos, etc. The staff departments manage individual risks appropriately through development of rules related to the Group and development and delivery of manuals and trainings.

(4) Framework ensuring the efficiency of execution of duties by directors of the Company and its subsidiaries

The Company has implemented the executive officer system to explicitly divide management oversight and business execution functions with the aim to accelerate and stimulate decision-making processes by the top management consisting of President and Corporate Officers. In accordance with the Long-term Vision and the Group Management Policies, we shall decide the direction for the management and the Group's management policies. We include each year's issues and targets of the entire Group in Annual Action Plans (budget), based on which we manage our business performance. We specify the division of duties and clearly define authorities of each organization in accordance with the Group Management Rules. All subsidiaries are supposed to follow these rules including the Group Management Rules when building their organizational structures, which will help the Group to exercise agile decision-making in line with the characteristics of each business and deal with wide-ranging operations appropriately and efficiently.

(5) Systems to report matters related to duties of Directors etc. of subsidiaries of the Company, and to ensure appropriateness of business execution in other corporate groups

The Company requires that all of its subsidiaries report to the parent, on a regular basis, their operation results, financial position and any other important information in accordance with the Group Management Rules. Audit & Supervisory Board Members and Internal Audit Departments of the Company shall inspect and diagnose the Group companies, if necessary. Audit & Supervisory Board Members of the Company shall have meetings on a regular basis with Audit & Supervisory Board Members of the key Group companies to keep interactions.

(6) Items regarding the system for employees assisting duties of Audit & Supervisory Board Members of the Company, such employees' independence from the directors, and ensuring effectiveness of instructions given to them

The Company assigns full-time assistants for Audit & Supervisory Board Members to help them efficiently fulfill their duties. We shall consult them and obtain their prior consent for reassignment of the assistants and their evaluations. Such employees shall not concurrently serve any other divisions or departments but report exclusively to Audit & Supervisory Board Members.

(7) System to ensure Audit & Supervisory Board Members of the Company to be informed from Directors, etc. of the Company, Directors, etc. of its subsidiaries, or a person who received a report from either of the former two persons

To enable Audit & Supervisory Board Members to have a full picture of important decision making or business execution by the Directors, we keep them informed by explaining matters discussed in important meetings such as the Board of Directors' or Management Committee meetings, sharing important documents about execution of duties such as requests for approval, monthly financial documents and internal audit reports, briefings by relevant divisions and departments of the Company. According to the Group Management Rules, the Company shall decide supervisory departments of the Group companies requiring them to inform Audit & Supervisory Board Members of the items related to their companies when necessary. The Group's officers and employees shall immediately report any business execution matters

upon request by Audit & Supervisory Board Members. If they discover any fact that may cause a material damage on the Group, they shall immediately report it to Audit & Supervisory Board Members. Note that such report submitted to Audit & Supervisory Board Members must include the fact and the status of operation of the Group’s internal reporting system.

(8) A system to protect Directors, etc. who reported to Audit & Supervisory Board Members of the Company from unfair treatment

The Company shall not unfairly treat anyone who reported the fact to Audit & Supervisory Board Members of the Company.

(9) System of policy on procedures for advance payment or reimbursement of expenses incurred in the execution of duties by Audit & Supervisory Board Members of the Company, and other expenses incurred in the said execution of duties, or handling of debts

The Company shall allocate a certain amount of budget every year to shoulder costs etc. arising from execution of duties of Audit & Supervisory Board Members except cases considered as unnecessary for execution of their duties.

(10) Framework ensuring the effectiveness of auditing by Audit & Supervisory Board Members of the Company

To increase the effectiveness of audit to be performed in accordance with the Standards for Audit by Audit & Supervisory Board Members and in line with the Audit policies and plans formulated in the beginning of the year by Audit & Supervisory Board Members, the Company shall give proper supports for Audit & Supervisory Board Members to visit and audit sites. President and Chief Risk Management Officer shall hold monthly meetings with Audit & Supervisory Board Members about issues, priority audit issues, improvement of audit environments and other issues that the Company should address. The Internal Audit Department and Accounting Auditor shall cooperate with Audit & Supervisory Board Members by reporting audit results and through periodic meetings.

2. Basic Views on Eliminating Anti-Social Forces and Progress of Related Efforts

We have stipulated, in the “Our Code of Conduct” approved at the Board of Directors meeting that all employees are required to observe rules and regulations and behave under highly ethical standards. The “Guidance of Practice” including specific guidelines of the Code explicitly states that the Company shall not have any relationship with anti-social groups or persons and resolutely decline any unreasonable claims without easy concession. For this purpose, necessary information shall be collected by General Affairs Department controlling the entire company, and general affairs divisions or departments of business sites and affiliated companies under the control of Chief Risk Management Officer (CRO) and the manager responsible for preventing unreasonable concessions. They shall deliver trainings, share and familiarize relevant information and procedures against anti-social groups within the Company. For each of specific cases, we shall take a firm action in cooperation with the police authority and external professional bodies.

V. Other

1. Adoption of Anti-Takeover Measures

| | |
|------------------------------------|-------------|
| Adoption of Anti-Takeover Measures | Not adopted |
|------------------------------------|-------------|

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|---------------------------|
| Supplementary Explanation |
|---------------------------|

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2. Other Matters Concerning Corporate Governance System

The below describes the internal system for timely disclosure of our corporate information.

1. Basic policies on the disclosure of information

The Company shall observe the relevant laws and regulations including Financial Instruments and Exchange Act.

The Company shall

- 1) conduct disclosure of material facts including corporate decisions and occurrence of material facts which might affect investors' decisions, and information concerning financial results, based on the Timely Disclosure Rules.
- 2) positively disclose information which does not come under the Timely Disclosure Rules but the company considers useful for shareholders, investors, and other stakeholders in understanding the situation of the Company through news releases, which the Company shall also publicize via its corporate website.

2. Status of Internal system for timely disclosure of Company information

(1) Internal management system for timely disclosure of Company information

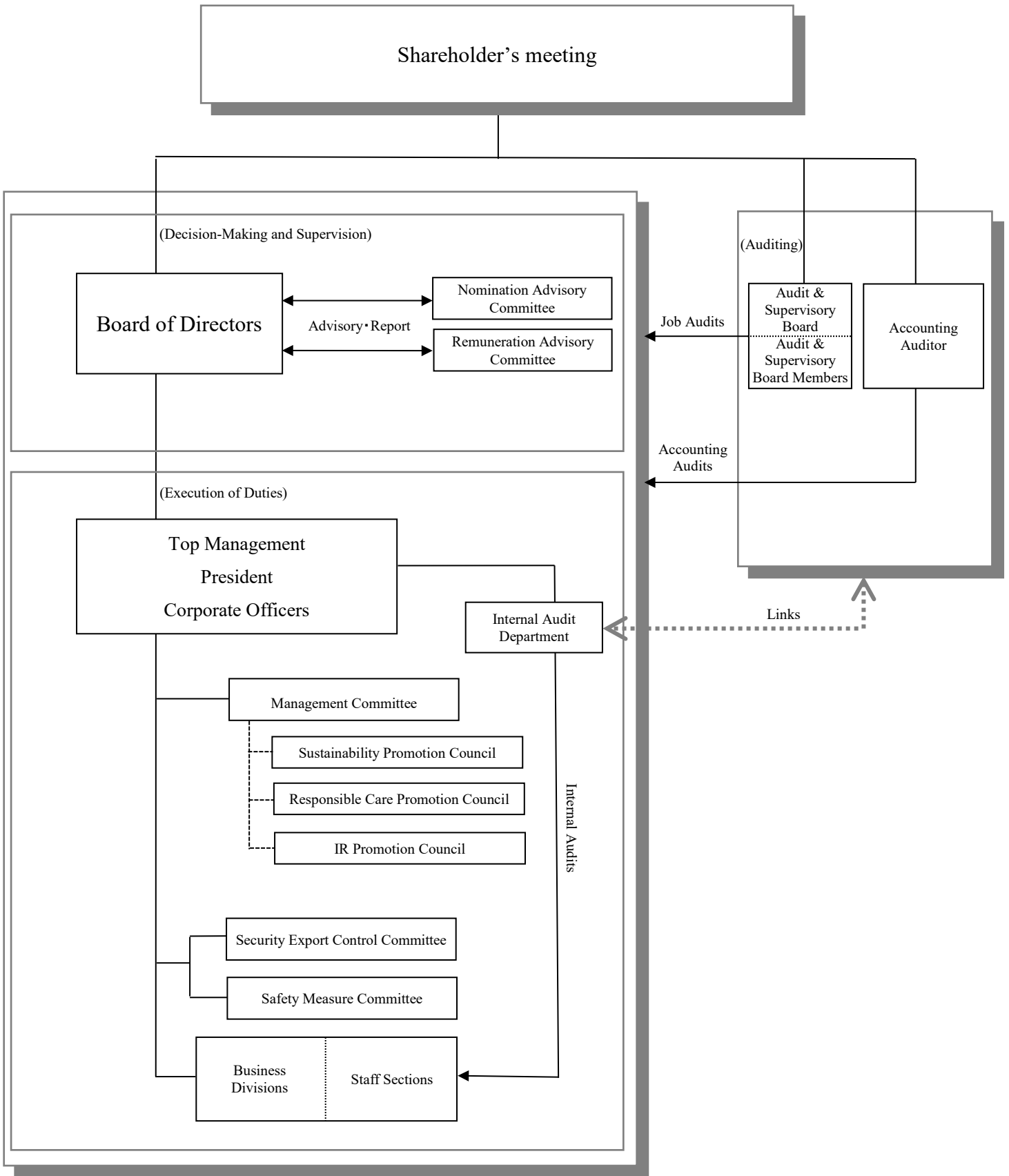
The Company has IR Promotion Council which centrally manages material facts such as facts related to account settlement under the Timely Disclosure Rules and promotes the Company's IR activities for shareholders and investors, while IR section functions as the secretariat of the Council. IR Promotion Council mainly consists of CFO as the chairman, General Manager of IR section as the secretary-general, and general managers of Accounting section, Public Relations (PR) section, and Corporate Planning section as core members. General Manager of Public Relations section also functions as the Person Responsible for TSE-related Information Control. IR Promotion Council centrally manages disclosure of material facts concerning account settlement, etc. in accordance with the Timely Disclosure Rules, in order to ensure appropriate disclosure of material facts, and also to promote easy-to-understand, timely and accurate disclosure of material facts.

(2) Timely disclosure of information related to account settlement

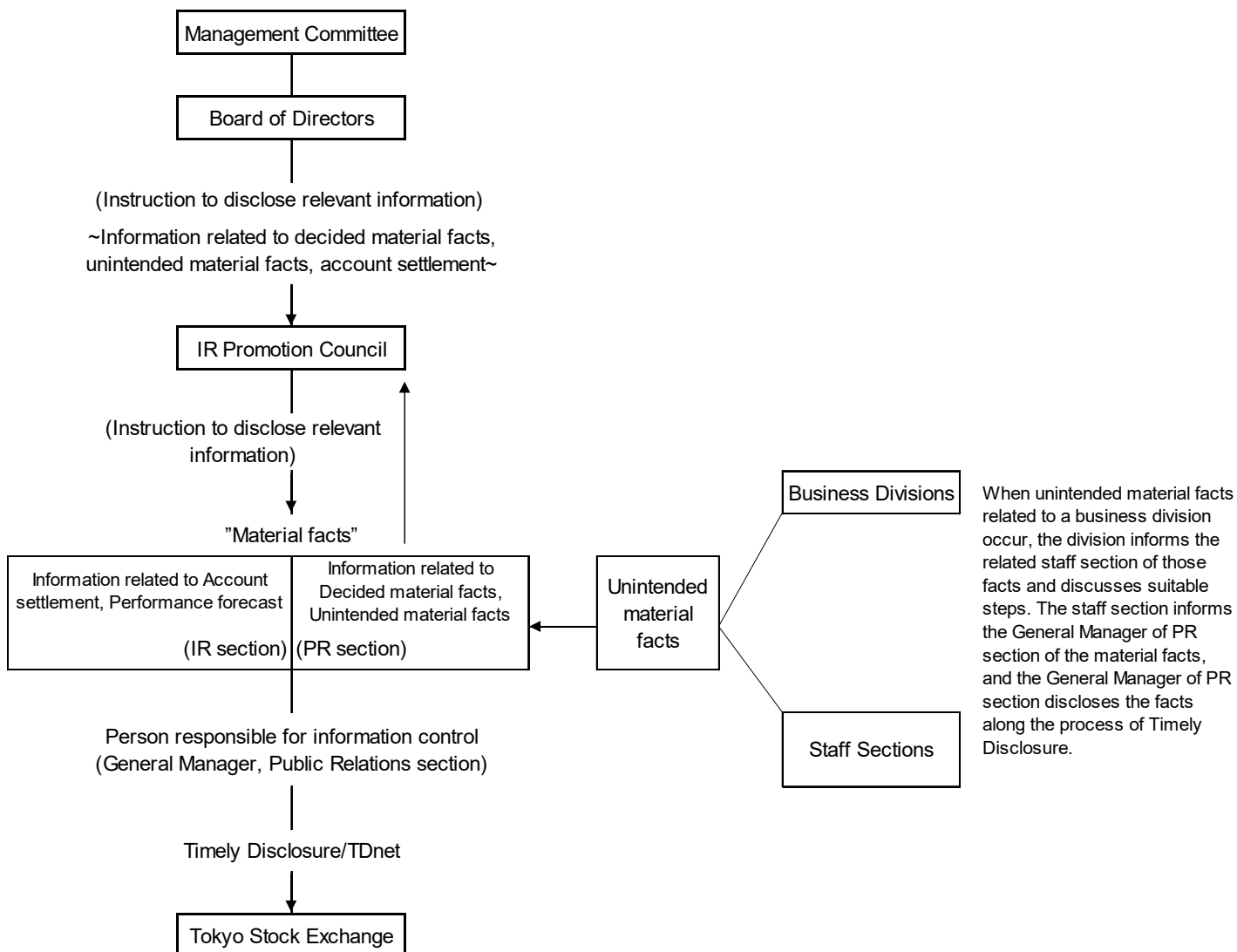
When material decisions concerning account settlement or performance forecasts are made at the Management Committee and Board of Directors meeting, IR Promotion Council instructs General Manager of PR section, who is in charge of information control, to timely disclose material facts concerning those decisions in accordance with the Timely Disclosure Rules. Following this instruction, General Manager of IR section executes timely disclosure of those material facts at TSE via TDnet, and General Manager of PR section announces those material facts at press clubs, etc.

(3) Decided material facts and Unintended material facts

When "decided material facts" (material facts decided to be done or not to be done by authorized organizations or persons of the Company) or "unintended material facts" (material facts that occurred regardless of the intention of the Company) not related to account settlement nor performance forecasts occur, the Company strictly enforces in-house information control, and General Manager of PR section consults with relevant staff departments, obtains CEO's approval for the contents of consultation and disclosure of material facts, reports those material facts to IR Promotion Council, and discloses them at TSE following the Council's instruction to disclose them.



**Internal Management Structure for Timely Disclosure of Company Information
in Accordance with Timely Disclosure Rules set by TSE**



Skill Matrix

Vision for post-integration

The Showa Denko Group has revised its Long-term Vision, which had been announced in December 2020, and set the ideal state of the newly integrated company as “Co-Creative Chemical Company.” The Group has also set the Purpose of the Newly Integrated Company as “Change society through the power of chemistry,” and now aims to become “Company that can compete on the world stage,” “Company that contributes to sustainable global society,” and “Company that develops talent that represents Japan’s manufacturing industry.”

Medium- to long-term strategy to realize the Vision








To realize the Vision, it is necessary for the Group to make the most of our business portfolio that combines Core Growth businesses, Next-Generation businesses, Stable Earnings businesses, and Fundamental Technologies/Materials businesses. We have positioned our Electronics, Mobility, and Life Science businesses as “growth businesses” that will lead the growth of the entire Showa Denko Group, and will make these businesses grow rapidly.

Major issues to be discussed at the Board of Directors’ meetings

To enhance the effectiveness of the Vision, it will be necessary for the Board of Directors to have lively discussion about “the way to compete on the world stage,” “contribution to SDGs,” “autonomous business portfolio reform,” and “innovation including technical synergy” and quick decision making.

Identification of skills necessary for Directors

On the basis of above discussion, we formulated a matrix that indicates expertise and experience of each Director and each Member of the Audit & Supervisory Board.

| | Name | In/outside the company | Term of office (years) |  Global Business |  Innovation and Fusion of Technology |  ESG and Sustainability |  Portfolio Management |  Finance/Accounting |  Personnel Management/Development |  Legal/Risk Management |
|----------------------------------|--------------------|------------------------|------------------------|---|---|--|---|--|--|---|
| Director | Kohei Morikawa | | 6 | ● | ● | ● | ● | | | ● |
| | Hidehito Takahashi | | 5 | ● | | ● | ● | ● | | ● |
| | Hisashi Maruyama | | 1 | ● | | ● | ● | ● | | ● |
| | Hiroshi Sakai | | 2 | ● | ● | ● | | | | |
| | Hideki Somemiya | | - | ● | | ● | ● | ● | | |
| | Tomomitsu Maoka | | - | ● | ● | ● | ● | | | |
| | Masaharu Oshima | Outside | 7 | ● | ● | ● | | | ● | |
| | Kiyoshi Nishioka | Outside | 4 | ● | ● | ● | ● | | | |
| | Kozo Isshiki | Outside | 3 | | ● | | ● | ● | ● | |
| | Noriko Morikawa | Outside | 2 | ● | | ● | | ● | ● | |
| | Total | | | 9 | 6 | 9 | 7 | 5 | 3 | 3 |
| Audit & Supervisory Board Member | Toshiharu Kato | | 3 | ● | | ● | | ● | | |
| | Jun Tanaka | | 2 | | ● | ● | ● | | ● | |
| | Kiyomi Saito | Outside | 10 | ● | ● | | ● | ● | | |
| | Masako Yajima | Outside | 2 | ● | | | | | | ● |
| | Yasuyuki Miyasaka | Outside | - | ● | | | | ● | | ● |
| | | Total | | | 4 | 2 | 2 | 2 | 3 | 1 |

< Outline of Director Compensation Scheme >

The outline of SDK's director compensation scheme in and after 2022 is as follows:

1. Basic policy

- Directors (excluding outside directors)
 - A compensation scheme appropriate for recruiting and maintaining excellent human resources inside and outside Japan as SDK aims to become a world-leading chemical company for advanced functional materials
 - A compensation scheme that will help motivate efforts to achieve financial goals and increase medium-to-long-term enterprise value, thereby contributing to sustainable growth of the Group
 - A transparent, fair and rational process for deciding compensation from the viewpoint of accountability to all stakeholders, including shareholders
- Outside directors
 - A compensation scheme appropriate for the role and responsibility for supervising the management of SDK from an independent and objective standpoint

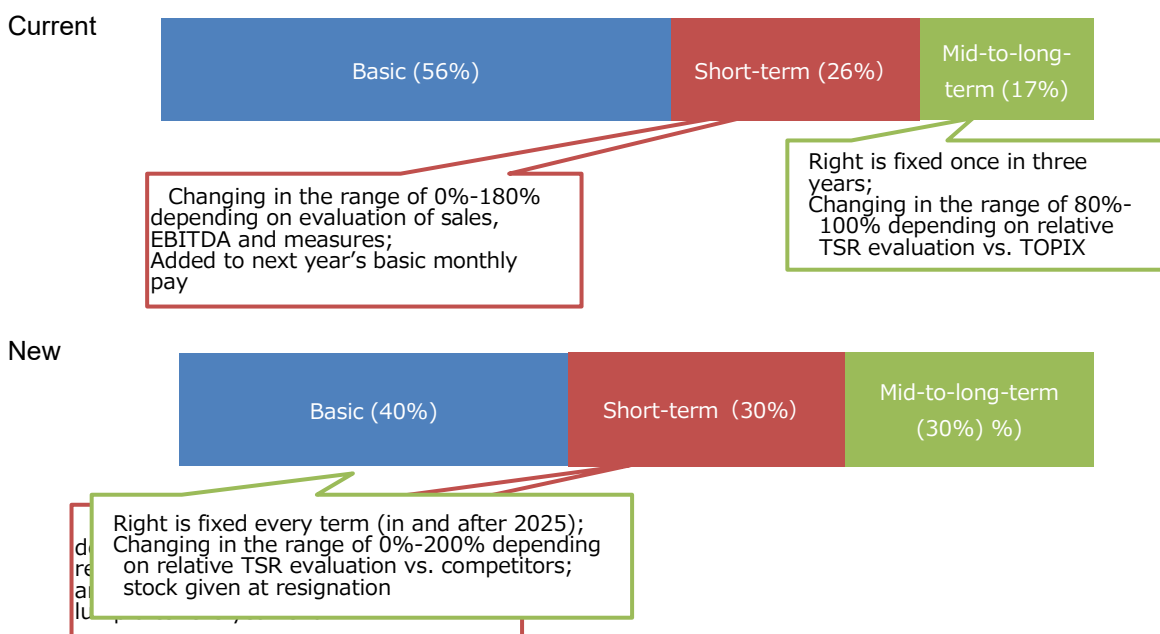
2. Composition and levels of compensation

The compensation for executive directors and corporate officers consists of basic compensation (fixed compensation) based on position, short-term performance-linked compensation, and medium-to-long-term performance-linked compensation (stock-based compensation). In case of a standard amount for President and CEO, the proportions of basic, short-term performance-linked, and medium-to-long-term performance-linked compensations are roughly 40%:30%:30%. Compensations for other executive directors and corporate officers are decided in line with the case of president. As for director and chairman of the board (without right of representation), short-term performance-linked compensation will not be given in view of its basic role of supervising the management. Compensation paid to outside directors and members of the Audit & Supervisory Board will be only basic compensation in consideration of their roles and responsibilities. In deciding the composition and levels of compensation, we will use objective market research data provided by external specialized institutions (such as Willis Towers Watson's database regarding compensation for executives). We will consider the results of comparison with global chemical or other material companies of a similar scale.

Graph 1 Type of compensation and scope of payment

| Type of compensation | | | Scope | | | |
|----------------------|--------------------|--|--|--|-------------------|--|
| Fixed / fluctuating | Money or not money | Composition | Executive directors / corporate officers | Director / chairman of the board (without right of representation) | Outside directors | Members of the Audit & Supervisory Board |
| Fixed | | Basic | ○ | ○ | ○ | ○ |
| Fluctuating | Money | Short-term performance-linked (Bonuses) | ○ | - | - | - |
| | Not money | Medium-to-long-term performance linked (Stock-based) | ○ | ○ | - | - |

Graph 2 Percentage of compensation components for President and CEO (image)



Composition is calculated based on standard amount.

3. Incentive compensation

Incentive compensation will be granted according to performance based on indexes of long-term numerical goals included in the integrated company's long-term vision. It is intended to urge performance of tasks for realizing vision and strategy under the compensation scheme linked to business results and enterprise value.

i) Short-term performance-linked compensation (bonuses)

Payment to each person is decided by multiplying standard value (decided in advance based on position) by performance evaluation coefficient (changing in the range of 0%-200%). The coefficient consists of overall business results evaluation (70%) and personal evaluation (30%). In the case of representative director and chairman of the board, only overall business results evaluation is considered.

Indexes of overall business results evaluation consist of the amount of consolidated EBITDA (20%), the ratio of consolidated EBITDA to sales (30%), and ROIC (20%). As for the first two, evaluation is made relative to the degree of achievement of goals for each term. As for ROIC, evaluation is made on the basis of the average for the past three years.

Personal performance evaluation is made by the Compensation Advisory Committee entrusted by the Board of Directors concerning individual goals, evaluation, and the amount of payment. In case of misconduct, SDK may nullify the right to receive benefit or demand return of compensation, depending on the timing of misconduct and the timing of its revelation. The Board of Directors will make a decision on the matter after deliberations at the Compensation Advisory Committee.

Graph 3 Evaluation indexes of short-term performance-linked compensation (bonuses)

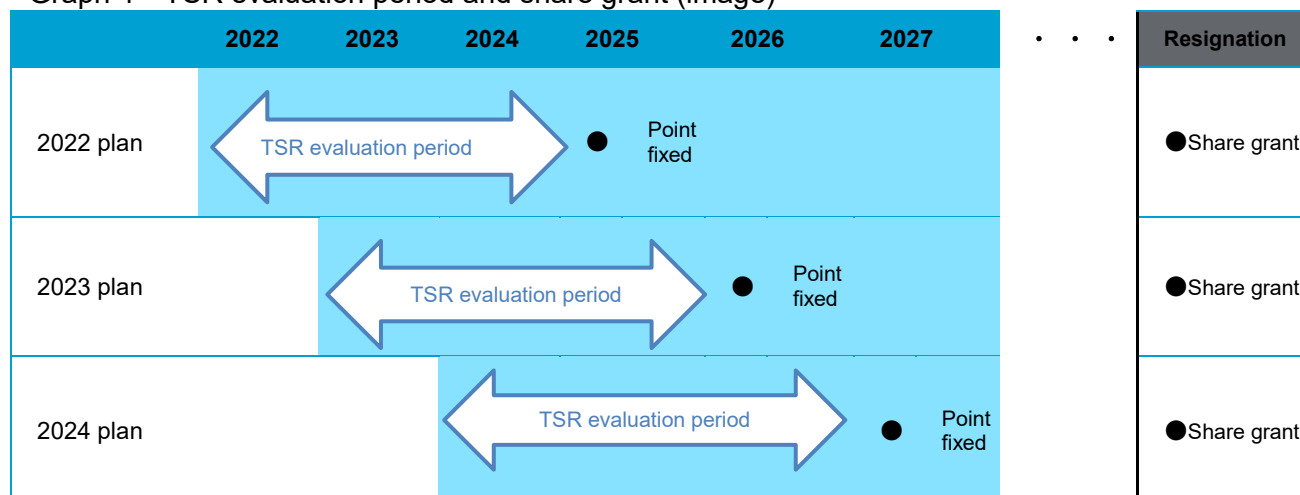
| Evaluation indexes | | Weighting of evaluation |
|--|---|-------------------------|
| Evaluation of overall business results | Consolidated EBITDA (amount) | 20% |
| | Ratio of consolidated EBITDA to sales (%) | 30% |
| | ROIC | 20% |
| Personal performance evaluation | | 30% |

4. Medium-to-long-term compensation (stock-based compensation)

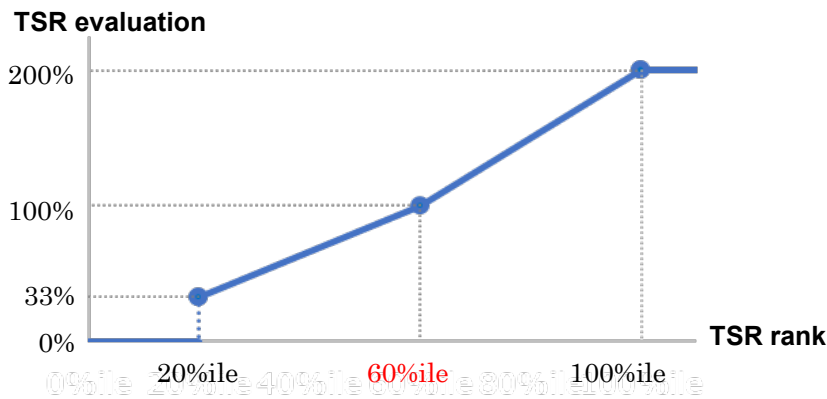
Under the new scheme, points are given by multiplying standard figures (decided in advance based on position) by TSR evaluation coefficient (changing in the range of 0%-200%). TSR evaluation coefficient will be decided based on SDK's rank order of three-year relative TSR evaluation (percentile, hereinafter "%ile") by comparison with competitors in the chemical/textile industries having similar business models and of the same size or larger. To encourage realization of the long-term vision, TSR coefficient will be set at 100% when SDK's rank order is in 60%ile, while it will be 0% when SDK's rank order is below 20%ile. To promote long-term sharing of value with shareholders, shares will be given in a lump after resignation according to cumulative points.

In case of misconduct, SDK may nullify the right to receive benefit or demand return of compensation, depending on the timing of misconduct and the timing of its revelation. The Board of Directors will make a decision on the matter after deliberations at the Compensation Advisory Committee.

Graph 4 TSR evaluation period and share grant (image)



Graph 5 TSR evaluation coefficient



$$\text{TSR} = \frac{\text{Average closing stock price in Dec. of the last year} + \text{Total amount of dividends during the period}}{\text{Average closing stock price in Dec. immediately preceding the evaluation period}}$$

5. Compensation governance

SDK's Compensation Advisory Committee is chaired by an independent outside director, and independent outside directors/auditors account for the majority of committee members. The committee will make proposals and reports as necessary to the Board of Directors in view of the latest situation concerning executive compensation and market trends, results of comparison with relevant competitors, and other pieces of advice. To ensure high levels of independence and objectivity, decisions on compensation for respective directors will be entrusted to the Compensation Advisory Committee as from 2022. SDK has appointed Willis Towers Watson, an external consultancy, as advisor.