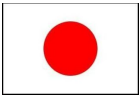


MEETING DATE	Thu, 25 Mar 2021 10:00 am	TYPE	AGM	ISSUE DATE	Fri, 12 Mar 2021
MEETING LOCATION	"Orchard", 2nd Floor, The Okura Prestige Tower, The Okura Tokyo, 2-10-4 Toranomom, Minato-ku, Tokyo, Japan				
CURRENT INDICES	PIRC Japan				
SECTOR	Plastics materials, synthetic resins, and nonvulcanizable elastomers				

	PROPOSALS	ADVICE
1	<p><b>Appropriation of Surplus</b></p> <p>Kuraray booked some extraordinary losses in FY 2020 from litigation and settlement costs related to a fire at a plant in the US 3 years ago and some asset write downs related to Covid 19. At the operating income level Kuraray generates more than sufficient profits to justify continued dividend payments. If we normalize the net profit excluding these extraordinary losses the dividend pay-out ratio is at a normal level and substantially below 100%. Triodos supports this resolution.</p>	For
2	<p><b>Amend Articles: Business Objective</b></p> <p>The Board has proposed to approve the amendment of the Business Objectives of the Articles of Association. The Board has highlighted the reasons for these amendments:</p> <ol style="list-style-type: none"> <li>Article 2) The purpose of the amendment is to clarify the content of the businesses in line with the current status of the Group's businesses as well as to respond to the future development and diversification of the company's businesses.</li> <li>The Company adopted the Executive Officer system in 2003 to have Executive Officers execute business efficiently. As the company has become accustomed to the system, it has been requested to make necessary amendments to clarify such system also on the Articles of Incorporation as well as to allow selecting the President from Executive Officers as well to ensure an agile organization. No significant concerns have been identified. The proposed amendments are in line with applicable regulation. Triodos supports this resolution.</li> </ol>	For
3.1	<p><b>Elect Itou Masaaki - Chair (Executive)</b></p> <p>Executive Chair. It is considered the responsibility of the most senior Board member to ensure that there is appropriate outside oversight of Board decisions. As there are three or more outside directors, it is considered that there is adequate outside presence on the Board. Triodos supports this resolution.</p>	For
3.2	<p><b>Elect Kawahara Hitoshi - President</b></p> <p>President. It is considered the responsibility of the most senior Board member to ensure that there is appropriate outside oversight of Board decisions. As there are three or more outside directors, it is considered that there is adequate outside presence on the Board. Triodos supports this resolution.</p>	For
3.3	<p><b>Elect Hayase Hiroaki - Executive Director</b></p> <p>Executive Director.</p>	For
3.4	<p><b>Elect Sano Yoshimasa - Executive Director</b></p> <p>Executive Director.</p>	For
3.5	<p><b>Elect Abe Kenichi - Executive Director</b></p> <p>Executive Director.</p>	For
3.6	<p><b>Elect Taga Keiji - Executive Director</b></p> <p>Executive Director.</p>	For
3.7	<p><b>Elect Mitthias Gutweiler - Executive Director</b></p> <p>Executive Director.</p>	For

<b>3.8</b>	<b>Elect Takai Nobuhiko - Executive Director</b> Executive Director.	<b>For</b>
<b>3.9</b>	<b>Elect Hamano Jun - Non-Executive Director</b> Independent Non-Executive Director.	<b>For</b>
<b>3.10</b>	<b>Elect Murai Keiko - Non-Executive Director</b> Independent Non-Executive Director.	<b>For</b>
<b>3.11</b>	<b>Elect Tanaka Satoshi - Non-Executive Director</b> Independent Non-Executive Director.	<b>For</b>
<b>3.12</b>	<b>Elect Ido Kiyoto - Non-Executive Director</b> Newly nominated Independent Non-Executive Director.	<b>For</b>
<b>4</b>	<b>Elect Uehara Naoya</b> Non-executive Corporate Auditor. Not considered to be independent. Not considered to be independent. Triodos supports this resolution.	<b>For</b>
<b>5</b>	<b>Reviewing Aggregate Remuneration Amount of Directors</b> It is proposed to approve the aggregate remuneration of directors, pursuant to the provisions of the Companies Act and the Ordinance for Enforcement of the Companies Act. The increase has been justified and it is within recommended limits. Performance-related pay is restricted to executives. Triodos supports this resolution.	<b>For</b>

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## SUPPORTING INFORMATION FOR RESOLUTIONS

### Proposal 4 - Elect Uehara Naoya

The traditional governance structure for Japanese companies (Kansayaku) involves the appointment of corporate auditors. Large Japanese companies are required to form a board of corporate auditors with powers to examine board activities and oversee financial reports. Such companies are required by law to appoint at least three statutory auditors to the corporate audit board. At least half the corporate auditors must qualify as 'outsiders'. Beyond this legal minimum, it is considered to be best practice that boards of corporate auditors should be composed wholly of outsiders. New appointments are therefore considered in the context of their effect on the balance of independence.

Note: It is considered that the corporate auditor board will be 40.0% independent following the Annual Meeting.

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