Directors, Auditors, and Vice Presidents
**Board Members**

**Hideo Takasaki**
Representative Director, President

- April 1978: Joined Nitto Denko Corporation
- June 2008: Director, Vice President
- June 2010: Director, Senior Vice President
- June 2011: Director, Executive Vice President
- April 2014: Representative Director, President (CEO), concurrently COO
- November 2014: Representative Director, President (CEO), concurrently COO, concurrently CTO
- April 2017: Representative Director, President (CEO), concurrently Director, Executive Vice President (present)

**Toshiyuki Umehara**
Representative Director, Senior Executive Vice President

- April 1994: Joined Nitto Denko Corporation
- June 2010: Vice President, General Manager of Optical Sector
- June 2013: Senior Vice President
- April 2014: Senior Vice President, General Manager of Corporate Strategy Management Division, Corporate Sector, and General Manager of Procurement Business Division
- June 2014: Senior Vice President, Corporate Strategy Management Division, Corporate Sector
- April 2015: Senior Vice President, General Manager of Automotive Products Sector
- June 2015: Director, Executive Vice President
- April 2017: Representative Director, Executive Vice President
- June 2017: Director, Senior Executive Vice President
- April 2018: Director, Senior Executive Vice President, concurrently CTO
- April 2019: Representative Director, Senior Executive Vice President, concurrently CTO (present)

**Yoichiro Furuse**
Outside Director (Independent Director)

- April 1964: Joined Sumitomo Bank, Ltd.
- June 1989: Director, Sumitomo Bank, Ltd.
- October 1990: Executive Director, Sumitomo Bank, Ltd. (retired in June 1996)
- June 1996: Senior Managing Director, Musa-Mirai Corporation (retired in June 2008)
- June 2001: Director, Sanri Co., Ltd.
- June 2002: Representative Director and Vice President, Sanri Co., Ltd. (retired in October 2005)
- January 2006: Representative Director, Exxon Mobil Corporation (retired in January 2009)
- June 2006: Outside Director, Nitto Denko Corporation (present)
- September 2010: Non-Executive & Independent Director, Global Logistics Properties Limited (retired in December 2017)
- July 2015: Chairman of Japan, Penta-Osin Corporation (present)
- October 2015: Director, Sakata Global Holdings Ltd (retired in December 2016)
- March 2016: Outside Director, Nordic Co., Ltd. (present)
- January 2018: Consultant, GIP Pte. Ltd. (present)

**Toru Takeuchi**
Director, Senior Executive Vice President

- April 1991: Joined Nitto Denko Corporation
- June 2010: Vice President, General Manager of Corporate Accounting Division, Corporate Sector
- June 2011: Director, Vice President (CEO)
- June 2014: Director, Senior Vice President
- June 2015: Director, Executive Vice President
- June 2016: Director
- June 2016: Executive Vice President, Senior Executive Vice President, concurrently Corporate Auditor

**Yosuke Miki**
Director, Senior Vice President

- April 1993: Joined Nitto Denko Corporation
- June 2008: Vice President, Deputy CTO
- April 2015: Representative Director, Deputy General Manager of Information and Communication Technology Sector
- June 2015: Director, Senior Vice President, Deputy CTO, concurrently Deputy General Manager of Corporate Technology Sector and General Manager of New Business Development Division
- June 2017: Director, Executive Vice President, concurrently Deputy General Manager of Information and Communication Technology Sector
- June 2019: Director, Senior Vice President, Deputy CTO, concurrently General Manager of Corporate Technology Sector

**Takashi Hatchoji**
Outside Director (Independent Director)

- April 1972: Joined Hitachi, Ltd.
- June 2002: Vice President and Executive Officer, Hitachi, Ltd.
- April 2004: Representative Executive Officer, Executive Vice President, and Executive Officer, Hitachi, Ltd. (retired in March 2007)
- June 2007: Representative Executive Officer, Executive Vice President, and Executive Officer, Hitachi, Ltd. (retired in January 2010)
- April 2009: Representative Executive Officer, Executive Vice President, and Executive Officer, Hitachi, Ltd. (retired in July 2010)
- April 2011: Chairman of the Board, Hitachi, Ltd. (retired in March 2013)
- June 2011: Director, Hitachi, Ltd. (retired in June 2015)
- June 2015: Adviser, Hitachi, Ltd. (retired in June 2016)
- June 2015: Outside Director, Nitto Denko Corporation (present)
- June 2017: External Audit & Supervisory Board Member, Mandom Corporation (present)
- June 2017: Outside Director, Korea Mibishi, Inc. (present)

**Masami Kanzaki**
Corporate Auditor

- April 1978: Joined Nitto Denko Corporation
- June 2008: Vice President, Representative Director of Nitto Denko Corporation
- June 2009: Vice President, Deputy General Manager of Senior Sector Manager of Electric Sales Branch
- April 2010: Vice President (CEO)
- June 2011: Senior Vice President
- June 2013: Executive Vice President, General Manager of Sales Sector Management Group
- June 2015: Corporate Auditor (Full-time service) (present)

**Shin Tokuyasu**
Corporate Auditor

- April 1985: Joined Nitto Denko Corporation
- July 2005: General Manager of Accounting Department, Optical Division
- October 2009: General Manager of Accounting & Finance Department, Corporate Accounting Division, Corporate Sector
- November 2011: General Manager of Accounting & Finance Department, Corporate Accounting Division, Corporate Sector and General Manager of Monitoring Department
- February 2014: General Manager of Accounting & Finance Department, Corporate Accounting Division, Corporate Sector, concurrently General Manager of Management Management Division, Information Fine Materials Unit
- April 2014: Deputy General Manager of Corporate Accounting & Finance Division, Corporate Sector
- April 2015: Deputy General Manager of Corporate Accounting & Finance Division, Corporate Sector, concurrently General Manager of Accounting Department, Corporate Accounting Division, Corporate Sector
- April 2016: Representative Director, Nitto Automotive, Inc.
- June 2017: Outside Director, Representative Director of Nitto Automotive, Inc.
- July 2018: Vice President, General Manager of Compliance Division
- April 2019: Vice President, General Manager of Corporate Sustainability Division
- June 2019: Corporate Auditor (Full-time service) (present)

**Masashi Teranishi**
Outside Corporate Auditor

- April 1969: Joined the Sumitomo Bank, Ltd.
- January 2002: President and Representative Director (CEO)
- May 2004: Representative Director, U.S. Bank Limited (retired in May 2004)
- July 2004: Honorary Advisor, U.S. Bank Limited
- June 2006: Outside Corporate Auditor, Nitto Denko Corporation (present)
- June 2011: Outside Director, Toa Kongki Kako Co., Ltd. (present)
- June 2016: Outside Director, Nitto Denko Corporation (present)

**Masakazu Toyoda**
Outside Corporate Auditor

- April 1973: Joined the Ministry of International Trade and Industry (currently the Ministry of Economy, Trade and Industry (METI) of Japan)
- August 2003: Director-General, Commerce and Information Policy Bureau, METI
- July 2004: Director-General, Trade Policy Bureau, METI
- July 2007: Vice Minister for International Affairs, METI (retired in July 2008)
- August 2008: Secretary General of the Cabinet Secretariat’s Strategy Headquarters for Japan Policy (retired in August 2010)
- November 2008: Special Advisor to the Cabinet Secretary (retired in August 2010)
- June 2010: Outside Statutory Auditor, Murata Manufacturing Co., Ltd. (retired in June 2016)
- June 2016: Outside Corporate Auditor, Nitto Denko Corporation (present)

**Mitsuhiko Shiraki**
Outside Corporate Auditor

- April 1993: Professor, Faculty of Political Science and Economics, Kokushikan University
- April 1999: Professor, School of Political Science and Economics, Waseda University
- April 2005: Professor, Faculty of Political Science and Economics, Waseda University (retired)
- October 2009: Vice President, Japan Academy of International Business Studies
- June 2012: Outside Corporate Auditor, Nitto Denko Corporation (present)
- October 2012: Permanent Director, Japan Academy of International Business Studies (retired in August 2015)
- August 2013: President, Japan Society of Human Resource Management (retired in August 2015)
- October 2015: Chairman, Japan Academy of International Business Studies (present)

**Nobuhiro Todokoro**
Director, Executive Vice President

- April 1989: Joined Nitto Denko Corporation
- June 2015: Vice President, General Manager of Information & Fine Materials Sector
- April 2017: Vice President, General Manager of Information Fine Materials Sector
- June 2017: Director, Senior Vice President, General Manager of Information Fine Materials Sector
- June 2019: Director, Executive Vice President (present)

**Takao Nakagawa**
Outside Director (Independent Director)

- April 1989: Design Advisor, Samsung Electronics Co., Ltd., South Korea (retired in September 1990)
- October 1999: Professor, Graduate School of Science and Technology, Kyushu Institute of Technology
- June 2013: Advisor Emeritus, Kyushu Institute of Technology (present)
- June 2016: Outside Director, Nitto Denko Corporation (present)

**Tamio Fukuda**
Outside Director (Independent Director)

- April 1989: Professor Emeritus, Kyushu Institute of Technology (present)
- June 2016: Outside Director, Nitto Denko Corporation (present)
Corporate Governance

Our Basic Views on Corporate Governance

We at the Nitto Group make clear our fundamental values and sense of purpose with respect to performance of business in the form of our “Corporate Philosophy.” We have also established guidelines (the “Nitto Group Business Conduct Guidelines”) for concrete behavior based on this business principle, and spare no effort to make them universally known to our officers and employees.

In order to maximize our corporate value and achieve continuous growth under this “Corporate Philosophy,” we believe that prompt and transparent decision making, as well as bold managerial decisions, are necessary. Fully aware of the importance of establishing corporate governance to achieve such decision making, we will not only ensure the effectiveness of our corporate governance system, but also further improve the corporate governance system by establishing the "Corporate Governance Guidelines" in accordance with the following basic principles:

1. We ensure the rights and equality of our shareholders.
2. We collaborate with our stakeholders appropriately.
3. We disclose information appropriately to ensure transparency.
4. We aim to realize the management functions expected of us by our stakeholders.
5. We engage in constructive dialogue with our shareholders.

Overview of the Corporate Governance System

In accordance with the provisions of Article 362 of the Companies Act and Article 100 of the Regulation for Enforcement of the Companies Act, we have established the Basic Policies system by establishing the "Corporate Governance Guidelines" in accordance with the following basic principles:

Related to Internal Controls and execute operations under the corporate governance system below.

Corporate Governance System
Corporate Governance

Policies and Procedures for Electing and Dismissing Members of the Board of Directors and Board of Corporate Auditors

- **Appropriate Structure of the Board of Directors and Board of Corporate Auditors**
  Given the current scale of business, the need to facilitate substantial discussions at the Board of Directors meetings and Board of Corporate Auditors meetings and to ensure an appropriate number of outside directors, etc., we believe that the appropriate size of the Board of Directors is not more than ten (10) directors (two (2) or more of whom are independent directors). Accordingly, the upper limit of the members of the Board of Directors is set at ten (10) in the Articles of Incorporation. We also believe that the appropriate size of the Board of Corporate Auditors is not more than five (5) members (half or more of whom are independent auditors), comprised of individuals with appropriate experience and ability, as well as necessary knowledge in finance, accounting, and legal affairs, with at least one (1) member who has sufficient expertise in finance and accounting. Accordingly, an upper limit of the members of the Board of Corporate Auditors is set at five (5) in the Articles of Incorporation.

- **Appointment and Dismissal of the Members of the Board of Directors and Board of Corporate Auditors**
  The Officer Appointment Standards and Officer Dismissal Standards have been established as follows and are applied when appointing or dismissing a director or corporate auditor. In order to further enhance transparency and fairness in appointment and dismissal of directors, the Management, Nomination and Remuneration Advisory Committee meets and reports the results of its deliberations to the Board of Directors, and the Board of Directors makes the final decision by taking said report into account.

**<Officer Appointment Standards>**

In addition to the Officer Appointment Standards, the Independent Officer Appointment Standards have been established in order to nominate outside directors and outside corporate auditors, and individuals who are considered to meet these Standards are nominated as such. In order for outside directors and outside corporate auditors to allocate the time and labor required to properly fulfill their roles and responsibilities at Nitto, due attention is paid to ensure that the status of their concurrent positions as officers and other positions at other companies is appropriate.

- **<Criteria for Independent Outside Directors and Outside Corporate Auditors>**

In an effort to ensure the objectivity and transparency of corporate governance, Nitto has set forth the criteria for the independence of outside directors and outside corporate auditors (hereinafter collectively referred to as “Outside Officer(s)”), as set below.

Nitto considers an Outside Officer to a candidate thereof to have independence if, after conducting an in-house investigation to the utmost reasonable extent, it is deemed that none of the following items is applicable to the Outside Officer or the candidate thereof.

1. An individual who is, or has been, an executive officer (director, corporate auditor, vice president, or any other employee) of the Company or its Group companies (hereinafter collectively referred to as the “Nitto Group”) during the past ten (10) years.
2. An individual who is an important executing person (director, corporate auditor, accounting advisor, executive officer, vice president, or any other important employee, the same applies hereinafter) of a major shareholder of the Company (a shareholder holding ten (10) percent or more of the voting rights of the Company, the same applies hereinafter).
3. An individual who is an important executing person of a company of which the Company is a major shareholder; or
4. An individual who is an important executing person of a company of which the Company is a major shareholder.

In light of their duties, such as auditing the execution of the duties by directors, Nitto’s corporate auditors receive compensation in cash and share remuneration. Each type of remuneration is determined within the range of the total amount (and number of shares issued) that has been approved at a general meeting of shareholders.

In order to enhance the objectivity and transparency of such remuneration, the amount of performance-linked share-based remuneration is calculated by using the prescribed formula and the amount of other remunerations to each director is determined by the representative director(s) in accordance with their duties, responsibilities, and performance, after hearing the views of the Management, Nomination and Remuneration Advisory Committee on remuneration of directors.

Given their roles of overseeing management through important decision making at the Board of Directors meetings, remuneration to Nitto’s outside directors does not include any share-based or other performance-linked portions, and instead is comprised solely of fixed compensation in cash.

**Remuneration of Directors and Corporate Auditors**

<table>
<thead>
<tr>
<th>Full-time (corporate) Directors</th>
<th>Outside Directors</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fixed compensation</td>
<td>Compensation in cash</td>
</tr>
<tr>
<td>By position fixed monthly compensation</td>
<td>By position fixed monthly compensation</td>
</tr>
<tr>
<td>The upper limit of the total amount: 30 million yen/month (1 million yen/month at which the Officer is an Outside Director)</td>
<td>The upper limit of the total amount: 30 million yen/month (1 million yen/month at which the Officer is an Outside Director)</td>
</tr>
<tr>
<td>Bonus for Directors</td>
<td>Bonus for Directors</td>
</tr>
<tr>
<td>The upper limit of the total amount: 30 million yen/year (3 million yen/month at which the Officer is an Outside Director)</td>
<td>The upper limit of the total amount: 42 million yen/year (3.5 million yen/month at which the Officer is an Outside Director)</td>
</tr>
<tr>
<td>Performance-linked share-based remuneration</td>
<td>Restricted share remuneration</td>
</tr>
<tr>
<td>Shares to be provided, a number within the range of 5% to 15% of the total number of shares in accordance with the achievement of numerical targets for those business terms.</td>
<td>Shares whose transfer is restricted until remuneration is paid in accordance with the amount of remuneration to be paid</td>
</tr>
<tr>
<td>The upper limit of the total amount and number of shares: 243 million yen per year (6,420 shares/year)</td>
<td>The upper limit of the total amount and number of shares: 243 million yen per year (6,420 shares/year)</td>
</tr>
</tbody>
</table>

**Policy Related to Remuneration of Directors**

At Nitto, directors (excluding outside directors) receive four types of remuneration as described below:
- Fixed compensation in cash;
- Bonus for directors linked to short-term performance;
- Performance-linked share-based remuneration as a form of mid-term performance-linked remuneration (to be paid within the scope of zero percent to 150 percent in accordance with achievement of numerical targets determined by the Company’s Board of Directors based on performance targets laid out in the Mid-Term Management Plan and other indicators); and
- Restricted share remuneration as a form of mid- and long-term performance-linked remuneration.

The above types of remuneration are paid for the purpose of motivating directors to contribute to mid- and long-term performance improvement and continual enhancement of corporate value, and by taking into account the balance between fixed and variable remunerations and between compensation in cash and share remuneration. Each type of remuneration is determined within the range of the total amount (and number of shares issued) that has been approved at a general meeting of shareholders.

Analysis, Evaluation, and Disclosure of the Findings of the Nitto Board Effectiveness

Nitto collects questionnaires from each director and corporate auditor to analyze and evaluate effectiveness of its Board of Directors. Please visit our corporate website (https://www.nitto.com/en/other/in/library/disclosure/file/190329.pdf) for the findings of the FY2018 effectiveness evaluation.

“For Findings of the Nitto Board Effectiveness,” dated March 29, 2019
Risk Management System

The Nitto Group has established the Internal Control Committee and other expert committees in order to manage various risks for the entire Group in such areas as the environment, safety, information security, compliance, and quality irregularities. In fiscal 2019, we are reviewing what we have been doing in this regard to build an infallible risk management system.

Initiatives to Raise the Level of Risk Management

The Nitto Group distributes questionnaires on business risks to over 2,000 management-level employees every year. The purpose of this survey is to determine risks that concern the entire Group and those specific to individual businesses and regions, as well as to enhance the level of each management-level employee’s risk awareness. Based on the survey responses, we determine what actions are being taken to manage risks at each workplace and discuss any other necessary actions at CSR workshops for management-level employees, and then implement at each workplace the actions thus agreed upon, thereby helping each site and Group company to enhance their risk management.

Preparedness for Accidents and Disasters

The Nitto Group deals in intermediate materials, which are supplied to a broad range of industries. We are keenly aware that suspension of our business activities can have a major impact on our customers, as well as the societies we serve. Such being the case, we have drawn up the four basic policies of “respect for human life,” “prevention of secondary disasters,” “responsibility for supplying products,” and “supporting the local community,” so that we can continue with our business activities even in case an incident or disaster occurs.

We at the Nitto Group recognize the importance of a prompt initial response for “disaster mitigation (minimizing damage caused by disasters)” and “quick recovery.” With this in mind, we test our emergency systems and provide training regularly. At a time of emergency, we have a system in place that allows us to actively continue with business by promptly setting up a “Nitto Group Disaster Response Headquarters” which are chaired by the CEO of Nitto and an “On-site Disaster Response Headquarters.”

In fiscal 2018, Japan was hit by numerous natural disasters, which made us keenly aware of the importance of a Business Continuity Plan (BCP). Learning from this experience, in fiscal 2018 we revised business continuity manual and conducted drills with hazards (risk factors) specific to each site in mind. In fiscal 2019, we will work to enhance our preparedness against accidents and disasters.

Protection of Intellectual Property Rights

Under the following policies, every year the Nitto Group files approximately 2,000 patent applications globally to obtain intellectual property rights for the protection of our products and businesses:

1. To obtain high quality intellectual property rights
2. To claim intellectual property rights properly
3. To respect others’ intellectual property rights

We not only maintain product quality to ensure that our customers can use Nitto products safely without any concern but also work hard to eliminate counterfeit products.

Information Security

For the Nitto Group, information systems play vital roles in every aspect of our business activities. Information systems become increasingly complicated and advanced each passing year and are often a target of cyberterrorism, and we recognize information security poses a serious risk for the Nitto Group. Accordingly, we have established the Basic Information Security Policy and set up an Information Security Committee, which is chaired by the Chief Information Officer (CIO) and consists of members appointed by each technical section and operating entity.

In fiscal 2018, we monitored sites and Group companies that received 28 reports concerning labor disputes, human rights violations, and dishonesty through this system. We have settled these issues after carefully interviewing the parties involved, while also ensuring the protection of all whistle-blowers.

Compliance

Compliance Promotion System

The Nitto Group takes a strong stance to ensure that each and every one of our members engages in compliance and never overlooks even the smallest doubt that has been reported or otherwise brought to attention.

We have increased our efforts in this regard by establishing a “Legal and Ethical Compliance Committee,” chaired by the CSR Committee Chairman to keep an eye on issues concerning legal and ethical compliance for the entire Group, while at the same time ensuring that any piece of information on a significant matter is reported at a Corporate Strategy Committee meeting and properly addressed. In addition, we distribute the “Nitto Group Business Conduct Guidelines,” which are available in 16 different languages, to all of our employees who have different backgrounds of culture, customs, and nationalities, and oblige all of them to receive training on the Guidelines as part of our new employee orientation.

Whistle-Blowing System

(Internal and Partner Hotlines)

To facilitate early detection of legal violations and ethical issues and ensure instantaneous action against them, we have maintained a whistle-blowing system that allows employees to directly contact our CSR department. Contact information is provided in the Nitto Group Business Conduct Guidelines. All employees of the Group may avail themselves of this service if they find it difficult to consult with their superiors or the relevant departments at their respective Group companies. We also maintain independent reporting systems in countries and regions in order to protect whistle-blowers and respond to their reports appropriately.

Also available is the Partner Hotline, which our business partners may use to seek consultation on cases of noncompliance or suspected noncompliance involving transactions with the Nitto Group.

In fiscal 2018, there were no issues concerning duty of disclosure under the Commercial Code of Japan. However, we did not receive 28 reports concerning labor disputes, human rights violations, and dishonesty through this system. We have settled these issues after carefully interviewing the parties involved, while also ensuring the protection of all whistle-blowers.

Recurrence Prevention of Labor / Human Rights Issues

Whistle-Blowing Processing Flow

Should a report be made that concerns labor and human rights within the Group, not only those involved but also everyone at the workplace is given guidance and training. In fiscal 2018, an awareness questionnaire and training were given at a total of six sites and Group companies where such reports were made in order to ensure that similar issues do not recur by fostering awareness of everyone at the workplace.

Deepening Our Understanding of Compliance

By including compliance as one of the topics for CSR workshops for directors and management-level employees, we encourage participants not to stop at merely practicing compliance, but also to play an active role in monitoring and preventing injustice. In fiscal 2018, a total of 144 workshops were held in 20 countries, during which 2,351 attendees deepened their understanding of such topics as “institutionalized fraudulence” and “harassment” through case studies and group discussions.

Also, we ask our business partners to thoroughly observe compliance in the CSR-Based Procurement Guidelines. We monitor the status of their compliance by way of CSR Procurement Surveys and CSR Procurement Supplier’s Evaluation Checklists.