

Board of Directors



Photo taken on July 8, 2024

Mizuhiro Uchida
Director
(Full-time Audit Committee Member)

Miyuki Matoba
Outside Director
(Audit Committee Member)

Akio Yamamoto
Outside Director
(Audit Committee Member)

Toshio Kinoshita
Outside Director
(Audit Committee Member)

Manabu Yamamoto
Chairman and Director

Toshio Imai
Representative Director,
President & Chief Executive Officer

Rumiko Nakata
Outside Director

Kazuo Takahashi
Representative Director

Ikuo Ishida
Director

• See here for Director profiles. <https://denka.disclosure.site/ja/themes/673>

Our View on the Appointment of Directors

Under the Denka Vision formulated in 2022, to achieve the eight-year management plan “Mission 2030” through fiscal 2030, the Company aims to strengthen the management structure with Directors and Executive Officers, while enriching the governance structure and supervisory function. In electing Directors, internal Directors are chosen from persons who possess a wealth of experience and achievements in various divisions within the Company, while also possessing insights and adequate specialized knowledge as Director, and Outside Directors are chosen from persons who possess the specialization required for continuous growth and improvement in corporate value of the Company and wide insights based on a wealth of business

experience and management experience at other companies. The Company believes that it is important for the Board of Directors as a whole to elect from persons who possess expertise and wide insights based on a wealth of business experience and management experience at other companies required for the improving corporate value, and consist of a good balance of personnel with a variety of knowledge, experience, and abilities, and ensure that the composition of the Board of Directors is diverse in terms of gender, international background, work history, and other factors. Additionally, the Company believes that Independent Outside Directors should comprise at least one-third of Directors. The present ratio is approximately 44%.

Skills Matrix of the Board of Directors

			Attributes			Skills											
			Independent/Outside	Number of years in office	Gender	Corporate managing/Corporate planning	Human resources value creation	Global business	Financial strategy/Accounting	Legal/Compliance	ESG/Sustainability			Business value creation/Marketing	Research/Intellectual property	Technology/Manufacturing	DX
											E: Environment	S: Social	G: Governance				
Chairman and Director	Manabu Yamamoto			11	M	○	○	○				○	○	○			
Representative Director, President	Toshio Imai	President and Chief Executive Officer		5	M	○	○	○			○		○	○			
Representative Director	Kazuo Takahashi	Senior Managing Executive Officers		3	M	○	○	○		○					○	○	○
Director	Ikuo Ishida	Managing Executive Officer		1	M	○	○	○		○				○			
Director	Rumiko Nakata		○	—	F		○					○					
Director	Mizuhiro Uchida	Full-time Audit Committee Member		1	M				○	○		○	○				○
Director	Toshio Kinoshita	Audit Committee Member	○	9	M			○	○				○				
Director	Akio Yamamoto	Audit Committee Member	○	9	M	○	○	○						○			
Director	Miyuki Matoba	Audit Committee Member	○	3	F					○		○	○		○		

* The matrix above shows the skills that the Board of Directors expects from them among the knowledge and experience they possess. * Years of service are shown as of June 20, 2024. * F: Female, M: Male

(Reference: Skill matrix for managing executive officers who do not concurrently serve as directors)

Kazuya Tokumoto	Managing Executive Officer			M	○		○			○	○			○	○	
Rimiru Hayashida	Managing Executive Officer			M	○			○				○				
Yukio Sasagawa	Managing Executive Officer			M						○	○			○	○	○
Hideki Toya	Managing Executive Officer			M						○	○			○		

Necessary Skills for the Board of Directors and the Reason They Were Selected

The skills considered necessary for the Company’s Board of Directors to make important decisions and supervise management under Denka’s vision formulated in 2022 to reach the goals of the Company’s eight-year management plan through

fiscal 2030, and to promote ESG management through the priority management materiality issues are as follows.

Corporate management/Corporate planning

Directors are needed who have extensive management experience and achievements to establish and review management plans aimed at realizing the Denka’s Vision and supervise the execution of duties to achieve these plans.

Human Resources Value Creation

Directors are needed who have extensive knowledge and experience related to human resources value creation in order to realize human resource investment and system reforms, aiming to become a company where each and every employee can gain experience self-realization and personal growth.

Global business

Directors are needed who have extensive experience in global business to fulfill our Purpose to “making the world a better place as specialists in chemistry” with an awareness of global megatrends.

Financial strategy/Accounting

Directors are needed who have extensive knowledge and experience in the financial strategy and the accounting field not only to ensure the accurate disclosure of financial information, but also to drive selection and concentration of businesses, pursue optimal capital structure and improve profitability and efficiency.

Legal/Compliance

Directors are needed who have robust knowledge and experience in the legal and compliance fields to ensure fair and trustworthy corporate activities appropriately responding to increasingly complex legal systems and regulations in Japan and abroad.

ESG/sustainability/E (Environment)

Directors with extensive knowledge and experience in E (Environment) are needed to fulfill corporate social responsibility working on the precondition for continuation of business, “Achievement of carbon neutrality,” “Sustainable cities and fulfilling daily lives,” and “Environmental conservation and minimization of environmental footprint.”

ESG/Sustainability/S (Social)

Directors with solid knowledge and experience in S (Society) are needed to fulfill corporate social responsibility through the provision of safe and high-quality products, respect for human rights, and participation in the effort to build a better community.

ESG/Sustainability/G (Governance)

Directors with solid knowledge and experience in G (Governance) are needed to fulfill corporate social responsibility building a more advanced and effective corporate governance system that ensures transparency and fairness based on high ethical standards.

Business value creation/Marketing

Directors are needed who have market insight based on a broad perspective, as well as extensive business experience to ensure that all the three focus areas, ICT & Energy, Healthcare, and Sustainable Living, will be fully made up of “three-star businesses” that incorporate the three elements of specialty, megatrends, and sustainability, while promoting the transformation of business portfolio, considering also selling or exiting a business that is difficult to convert to a “three-star business.”

R&D/Intellectual property

Directors are needed who have a track record of promotion of innovation, as well as deep knowledge in science and technology and a wealth of experience in proprietary technologies and intellectual property, in order to create business value in the three focus areas of ICT & Energy, Healthcare, and Sustainable Living.

Technology/Manufacturing

Directors are needed who are deeply familiar with technology, and who have extensive practical experience and robust insight into manufacturing are needed to create management values through process reforms to improve productivity, ensure trustworthiness in manufacturing, and establish a safe work environment.

DX

Directors are needed with profound knowledge and extensive experience related to digital technologies and data utilization, as well as the ability to understand and analyze the nature of the Group’s business and use this insight to transform it are needed to promote the transformation of business model and organization through process reforms.