

(Note: This is a translation of summary of the Japanese-Language Extraordinary Report. This is provided for the reference for foreign investors.)

## Extraordinary Report

### 1. Reason for Filing the Extraordinary Report

As the following matters were resolved at the 113th Annual General Meeting of Shareholders of Kao Corporation (the “Company”) held on March 26, 2019 (the “AGM”), the Company hereby files this Extraordinary Report pursuant to Article 24-5, Paragraph 4 of the Financial Instruments and Exchange Act and Article 19, Paragraph 2, Item 9-2 of the Cabinet Office Ordinance on Disclosure of Corporate Affairs.

### 2. Matters reported

(1) Date when the AGM was held: March 26, 2019

(2) Matters Resolved

PROPOSAL 1: Proposal for Appropriation of Retained Earnings

1) Matters concerning Assets to be Distributed to Shareholders and Aggregate Amount thereof  
60.00 yen per share of common share of the Company  
Aggregate amount of distribution: 29,247,353,700 yen

2) Effective Date of Distribution of Retained Earnings  
March 27, 2019

PROPOSAL 2: Election of Eight (8) Members of the Board

To elect Michitaka Sawada, Toshiaki Takeuchi, Yoshihiro Hasebe, Tomoharu Matsuda, Sonosuke Kadonaga, Osamu Shinobe, Chiaki Mukai and Nobuhide Hayashi as members of the Board of Directors of the Company.

PROPOSAL 3: Election of One (1) Audit & Supervisory Board Member

To elect Hideko Aoki as an Audit & Supervisory Board Member of the Company.

PROPOSAL 4: Revision of Audit & Supervisory Board Members’ Remuneration

To revise and change the maximum aggregate amount of remuneration, etc. of Audit & Supervisory Board Members to an annual amount of 120 million yen.

(3) Number of voting rights concerning the indication of “for”, “against” or “abstain” for each proposal, Requirements for approving the proposals, and voting results

The total number of the voting rights including those of the attendees: 3,906,001

| Proposals         | For<br>(Number of<br>votes) | Against<br>(Number of<br>votes) | Abstain<br>(Number of<br>votes) | Approval<br>Requirements | Results<br>(Ratio of affirmative<br>votes) |
|-------------------|-----------------------------|---------------------------------|---------------------------------|--------------------------|--|
| Proposal 1        | 3,832,107                   | 615                             | 1,372                           | *1                       | Approved (98.11%)                          |
| Proposal 2        |                             |                                 |                                 | *2                       |  |
| Michitaka Sawada  | 3,809,528                   | 22,752                          | 1,776                           |                          | Approved (97.53%)                          |
| Toshiaki Takeuchi | 3,788,978                   | 40,359                          | 4,719                           |                          | Approved (97.00%)                          |
| Yoshihiro Hasebe  | 3,788,828                   | 40,509                          | 4,719                           |                          | Approved (97.00%)                          |
| Tomoharu Matsuda  | 3,784,416                   | 44,921                          | 4,719                           |                          | Approved (96.89%)                          |
| Sonosuke Kadonaga | 3,828,874                   | 3,408                           | 1,776                           |                          | Approved (98.03%)                          |
| Osamu Shinobe     | 3,828,739                   | 3,543                           | 1,776                           |                          | Approved (98.02%)                          |
| Chiaki Mukai      | 3,693,533                   | 138,745                         | 1,776                           |                          | Approved (94.56%)                          |
| Nobuhide Hayashi  | 3,807,013                   | 25,269                          | 1,776                           |                          | Approved (97.47%)                          |
| Proposal 3        | 3,608,869                   | 223,319                         | 1,895                           | *2                       | Approved (92.39%)                          |
| Proposal 4        | 3,820,069                   | 8,062                           | 5,968                           | *1                       | Approved (97.80%)                          |

Approval requirements for each proposal are as follows:

\*1 The resolution shall be adopted by an affirmative vote of a majority of the votes of the shareholders present with exercisable voting rights.

\*2 The resolution shall be adopted by an affirmative vote of a majority of the votes of the shareholders present, who hold one-third or more of the total number of voting rights of all the shareholders with exercisable voting rights.

(4) Reason why a portion of the voting rights exercised by the shareholders present at the AGM was not added to the number of voting rights

The approval requirements for each proposal were met by the votes exercised prior to the AGM and the confirmed votes of the attendees who voted “for”, “against” or “abstain” at the AGM, and the resolutions were thereby enacted lawfully under the Companies Act. Therefore, the remaining unconfirmed votes of the attendees were not added.