

(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 117th Annual General Meeting of Shareholders of Kao Corporation (the “Company”) held on March 24, 2023 (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 24, 2023

(2) Matters Resolved

PROPOSAL 1: Proposal for Appropriation of Retained Earnings

1) Matters concerning Assets to be Distributed to Shareholders and Aggregate Amount thereof
74.00 yen per share of common share of the Company
Aggregate amount of distribution: 34,470,076,234 yen

2) Effective Date of Distribution of Retained Earnings
March 27, 2023

PROPOSAL 2: Election of Ten (10) Members of the Board

To elect Michitaka Sawada, Yoshihiro Hasebe, Masakazu Negoro, Toru Nishiguchi , David J. Muenz, Osamu Shinobe, Chiaki Mukai, Nobuhide Hayashi , Eriko Sakurai and Takaaki Nishii as members of the Board of Directors of the Company.

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

To elect Yasushi Wada as an Audit & Supervisory Board Member of the Company.

(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:3,683,416

Proposals	For (Number of votes)	Against (Number of votes)	Abstain (Number of votes)	Approval Requirements	Results (Ratio of affirmative votes)
Proposal 1	3,636,836	4,263	154	*1	Approved (98.74%)
Proposal 2				*2	
Michitaka Sawada	3,587,987	43,474	9,835		Approved (97.41%)
Yoshihiro Hasebe	3,528,703	68,901	43,692		Approved (95.80%)
Masakazu Negoro	3,595,531	35,934	9,835		Approved (97.61%)
Toru Nishiguchi	3,595,751	35,714	9,835		Approved (97.62%)
David J. Muenz	3,595,640	35,825	9,835		Approved (97.62%)
Osamu Shinobe	3,616,380	24,770	154		Approved (98.18%)
Chiaki Mukai	3,616,602	24,548	154		Approved (98.19%)
Nobuhide Hayashi	3,491,309	140,148	9,835		Approved (94.78%)
Eriko Sakurai	3,615,924	25,226	154		Approved (98.17%)
Takaaki Nishii	3,628,237	12,913	154		Approved (98.50%)
Proposal 3	3,580,658	60,512	154	*2	Approved (97.21%)

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.