

Kao Corporation

Notice Regarding Changes of Members of the Board of Directors and Audit & Supervisory Board Members

February 2, 2017

Kao Corporation (the “Company”– *Ticker Code:4452*) announces that its Board of Directors resolved to make changes of members of the Board of Directors and Audit & Supervisory Board Members as of March 21, 2017 as described below, at the meeting of the Board of Directors held on the date hereof. These changes will be officially decided by relevant resolutions at the Company’s Annual General Meeting of Shareholders, which is scheduled to be held on March 21, 2017, and the Audit & Supervisory Board meeting to follow immediately thereafter.

1. Member of the Board of Directors to be newly nominated

Name	Current Position(s) as of February 2, 2017
Yukio Nagira*	Representative Director, Chairman, Nitto Denko Corporation

2. Member of the Board of Directors to retire

Name	Current Position(s) as of February 2, 2017
Toru Nagashima	Outside Director, Kao Corporation; Senior Advisor, Teijin Limited

3. Audit & Supervisory Board Members to be newly nominated

Name	Current Position(s) as of February 2, 2017
Katsuya Fujii**	Vice President, Treasury, Global, Kao Corporation
Hideki Amano***	Certified Public Accountant

4. Audit & Supervisory Board Members to retire

Name	Current Position(s) as of February 2, 2017
Shoji Kobayashi	Full-time Audit & Supervisory Board Member, Kao Corporation
Norio Igarashi	Outside Audit & Supervisory Board Member, Kao Corporation; Certified Public Accountant

*Nominated as an Outside Director

** Nominated as a Full-time Audit & Supervisory Board Member

***Nominated as an Outside Audit & Supervisory Board Member

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Members of the Board of Directors and Audit & Supervisory Board Members

In accordance with those changes described above, members of the Board of Directors and Audit & Supervisory Board Members of the Company will be as follows, after the relevant resolutions at the Annual General Meeting of Shareholders and the Audit & Supervisory Board meeting to be held on March 21, 2017.

Members of the Board of Directors

Title as of March 21, 2017	Status of Executive Officer	Name
Representative Director	President and Chief Executive Officer	Michitaka Sawada
Representative Director	Senior Managing Executive Officer	Katsuhiko Yoshida
Representative Director	Senior Managing Executive Officer	Toshiaki Takeuchi
Director	Managing Executive Officer	Yoshihiro Hasebe
Outside Director		Sonosuke Kadonaga
Outside Director		Masayuki Oku
Outside Director		Yukio Nagira

Audit & Supervisory Board Members

Title as of March 21, 2017	Name
Full-time Audit & Supervisory Board Member	Toshiharu Numata
Full-time Audit & Supervisory Board Member	Katsuya Fujii
Outside Audit & Supervisory Board Member	Yumiko Waseda
Outside Audit & Supervisory Board Member	Toraki Inoue
Outside Audit & Supervisory Board Member	Hideki Amano

The Company will report to the Tokyo Stock Exchange, Inc. that above three Outside Directors and three Outside Audit & Supervisory Board Members are Independent Outside Directors and Independent Outside Audit & Supervisory Board Members respectively. Also, Mr. Sonosuke Kadonaga is expected to continue to be the chairman of the Board.

For details regarding members and positions of the Company's Executive Officers, please see the press release, "Notice Regarding Changes of Executive Officers" dated December 1, 2016.

http://www.kao.com/jp/en/corp_news/2016/pdf/20161201_001_01.pdf