

Kao Corporation

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

February 3, 2016

Kao Corporation (the “Company”– *Ticker Code:4452*) announces that its Board of Directors resolved to make changes of a member of the Board of Directors and Audit & Supervisory Board Members as of March 25 as described below, at the meeting of the Board of Directors held on the date hereof.

To enhance planning and deliberation of innovation strategy which will contribute to the Company’s mission, “Satisfaction and enrichment of the lives of people” at the Board of Directors, and to improve corporate value, the Company will increase the Board of Directors by one (1) member (as a result, the total number of members of the Board of Directors will be seven (7) including three (3) Outside Directors.). Also, as the term of office of an incumbent Audit & Supervisory Board Member, Mr. Teruo Suzuki, will expire at the conclusion of the Company’s Annual General Meeting of Shareholders, which is scheduled to be held on March 25, 2016, (the “AGM”), one (1) Audit & Supervisory Board Member will be elected as an Outside Audit & Supervisory Board Member.

Under this new administration, the Company will continuously promote raising corporate value and strive to further improve corporate governance. These changes will be officially decided by relevant resolutions at the AGM.

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

Name	Current Position(s) as of February 3, 2016
Yoshihiro Hasebe	Managing Executive Officer; Senior Vice President, Research and Development, Global

2. Outside Audit & Supervisory Board Member to be newly nominated

Name	Current Position(s) as of February 3, 2016
Toraki Inoue	Certified Public Accountant; Representative Director, President, Accounting Advisory Co., Ltd.

3. Outside Audit & Supervisory Board Member to retire

Name	Current Position(s) as of February 3, 2016
Teruo Suzuki	Certified Public Accountant

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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 to be held on March 25, 2016.

Members of the Board of Directors

Title as of March 25, 2016	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		Toru Nagashima
Outside Director		Masayuki Oku

Audit & Supervisory Board Members

Title as of March 25, 2016	Name
Full-time Audit & Supervisory Board Member	Shoji Kobayashi
Full-time Audit & Supervisory Board Member	Toshiharu Numata
Outside Audit & Supervisory Board Member	Norio Igarashi
Outside Audit & Supervisory Board Member	Yumiko Waseda
Outside Audit & Supervisory Board Member	Toraki Inoue

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, and 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 and Corporate Executive Fellows" dated December 1, 2015.

http://www.kao.com/jp/en/corp_news/2015/pdf/20151201_001_01.pdf