May13, 2016

To Whom It May Concern:

Company Name:	Marubeni Corporation
	(URL http://www.marubeni.com)
Code Number :	8002
Listed :	Tokyo, Nagoya
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Introduction of Stock Compensation-Type Stock Options

At the meeting of the Board of Directors held on May 13, 2016, Marubeni Corporation ("Marubeni" or the "Company") resolved to submit a proposal to introduce compensation in the form of stock compensation-type stock options for its directors (excluding outside directors) and determine the compensation amount and details of the stock acquisition rights for resolution at the 92nd Ordinary General Meeting of Shareholders to be held on June 24, 2016 (this "General Meeting of Shareholders") as below.

I. Reason for introducing stock compensation-type stock options

Marubeni proposes to allocate stock acquisition rights as stock compensation-type stock options to Marubeni's directors (excluding outside directors), in order to share the benefits and risks of stock price fluctuations with shareholders and to enhance their motivation toward further contribution to the rise in stock price and the increase in corporate value.

II. Description of Proposal to introduce stock option scheme as stock-based compensation

1. The amount of remuneration Directors

The current amount of the compensation for directors was resolved to be within 110 million yen (including 2.5 million yen for outside directors) per month at the 88th Ordinary General Meeting of Shareholders held on June 22, 2012. Taking into account the decrease in the number of directors and the increase in the number of outside directors and the introduction of the stock option system, Marubeni proposes to change the basis of the maximum amount from monthly to annually and the annual amount be up to a maximum of 1.1 billion yen (including 60 million yen for outside directors).

Meanwhile, Marubeni proposes to allocate stock acquisition rights as stock options to directors (excluding outside directors) for the purpose of enhancing their motivation toward further contribution to the rise in stock price and higher corporate value with an emphasis on the advantages and risks regarding stock price fluctuations shared with shareholders. Marubeni also proposes to set the amount of remuneration regarding stock acquisition rights for directors (excluding outside directors) to be within 220 million yen by comprehensively taking into account various circumstances including the level of individual contribution of the qualified respective directors. Such amount of the compensation as stock options shall be set within the amount of the aforementioned revised remuneration.

The stock options are "stock-compensation-type stock options" of which the exercise price per share is set to be one (1) yen for shares that may be issued by exercising the stock acquisition rights, and the compensation amount thereof is determined with due consideration for the contribution of the directors (excluding outside directors) to the business performance of the Company and other various circumstances. The Company therefore believes that the details of the stock options are reasonable and appropriate.

The stock acquisition rights as stock options are scheduled to be paid by offsetting the claim for compensation held by the directors (excluding outside directors) regarding remuneration to the stock acquisition rights as stock options to be allocated, instead of payment of the paid-in value determined with the fair market value as a benchmark in allocating the stock acquisition rights as the stock options.

Marubeni has ten (10) incumbent directors (including two (2) outside directors). If Agenda No. 2 ("To elect 10 Directors (Members of the Board) due to the expiration of the terms of office of all 10 incumbent Directors") of this General Meeting of Shareholders is approved, there will be ten (10) directors (including four (4) outside directors).

Specific details of the stock acquisition rights as stock options to the directors (excluding outside directors)

1) Type and number of shares under the stock acquisition rights

The type of shares under the stock acquisition rights shall be the Company's shares of common stock.

The number of shares under each stock acquisition right (the "Number of Granted Shares") shall be 100.

In case the Company splits its shares (including the allotment of shares without contribution; hereinafter the same shall apply concerning the description of a stock split) or consolidates its shares of common stock after the close of this General Meeting of Shareholders, the Number of Granted Shares shall be adjusted according to the following formula, and any resulting fraction less than one share arising from the adjustment shall be truncated.

$$\text{Number of Granted Shares after adjustment} = \text{Number of Granted Shares before adjustment} \times \text{Ratio of split or consolidation}$$

In addition, in case the Company merges with another corporation, demerges or it is deemed necessary for another reason to adjust the Number of Granted Shares, after the close of this General Meeting of Shareholders, the Company may adjust the Number of Granted Shares to a reasonable extent.

2) Total number of the stock acquisition rights

A total of 5,000 units of stock acquisition rights to be allotted to the Company's eligible directors (excluding outside directors) shall be the upper limit of the stock acquisition rights to be allotted for each business year.

3) Paid-in value for the stock acquisition rights

The paid-in value for each stock acquisition right shall be a value to be determined by the Board of Directors on the basis of the fair market value of the stock acquisition rights, which is calculated using a fair computation method such as the Black-Scholes model in allocating the stock acquisition rights.

4) Value of the assets to be invested upon the exercise of the stock acquisition rights

The value of the assets to be invested upon the exercise of each stock acquisition right shall be the amount that is equal to the product of one (1) yen as the exercise price per share for the shares that may be issued by exercising the stock acquisition rights, multiplied by the Number of Granted Shares.

5) The period during which the stock acquisition rights may be exercised

The period during which the stock acquisition rights may be exercised shall be determined by the Board of Directors within a range not later than thirty-three (33) years from the day following the date on which the stock acquisition rights are allotted.

6) Restriction on the acquisition of the stock acquisition rights by assignment

Approval of the Board of Directors shall be required for the acquisition of the stock

acquisition rights by assignment.

7) Conditions for the exercise of the stock acquisition rights

Those to whom the stock acquisition rights are allotted shall be able to exercise their stock acquisition rights, in principle, on and after (i) the day when three (3) years have elapsed from the date on which the stock acquisition rights were allotted or (ii) the day following the date on which they forfeit the position of director or executive officer of the Company, whichever is earlier. Provided, however, that if ten (10) years have elapsed from the date on which they forfeited both the positions of director and executive officer of the Company or from the day following the date on which they resigned or retired from the position of director, they can no longer exercise the stock acquisition rights. Other conditions for the exercise of the stock acquisition rights shall be determined by the Board of Directors.

(Reference)

The Company plans to issue stock acquisition rights, of which details are the same as those described above after the close of this General Meeting of Shareholders.