[Translation for Reference and Convenience Purposes Only]

ITOCHU Corporation

CORPORATE GOVERNANCE

Please note that the following is an unofficial English translation of the Japanese original text of the Corporate Governance Report of ITOCHU Corporation, which has been reported to the Tokyo Stock Exchange. ITOCHU Corporation provides this translation for reference and convenience purposes only and without any warranty as to its accuracy or otherwise. In the event of any discrepancy between this translation and the Japanese original, the latter shall prevail.

Latest Revision:	June 23, 2017
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The following is an overview of corporate governance at ITOCHU Corporation.

I Basic Policy, Capital Structure, Corporate Attributes and Other Basic Information

1. Basic Policy Revised

ITOCHU Corporation ("ITOCHU" or the "Company") commits itself to the global good. To realize this mission, ITOCHU strives to respect each individual and to make meaningful contribution towards creating a bright future for all human beings and the environment. In addition, "I am One with Infinite Missions" was adopted as a corporate message to express the ITOCHU Mission in plain terms. Underlying the message is the exceptional ability of each employee, the core strength of ITOCHU.

A strong leadership and a transparent decision-making system are pillars of good corporate governance. ITOCHU adopts an organizational structure with the presence of a Board of Corporate Auditors (*kansayaku secchi kaisha*). In recent years, ITOCHU has gradually shifted to a governance model where executive officers decide and carry out the day to day business under the direction and supervision of the Board of Directors, as itself monitored and audited by the Board of Corporate Auditors.

In order for the Board of Directors to further exercise effective control and management over the corporation, independent outside directors have already joined the Board and, as another measure to strengthen its corporate governance, ITOCHU has also established a Governance and Remuneration Committee and a Nomination Committee as advisory committees to the Board of Directors. Each committee is chaired by an independent outside director and is composed of half or more outside members. Furthermore, in order to separate execution by and monitoring over management, the number of outside directors has been increased to one-third or more from April 2017. In appointing outside directors and corporate auditors, ITOCHU places great importance on their independence, and in this connection, ITOCHU has adopted its own independence criteria, augmenting the independence criteria established by the Tokyo Stock Exchange.

This highly independent Board of Directors monitors execution by management as well as deliberates the execution of business that is of high quantitative or qualitative importance. The Company believes this arrangement facilitates not only appropriate monitoring over execution by management but also the consideration of important business execution from an external perspective.

It is also vital that ITOCHU timely and adequately discloses its financial and non-financial information to the stakeholders as part of good governance. In May 2015, in line with the ITOCHU Mission and the Corporate Governance Code of the Tokyo Stock Exchange, ITOCHU adopted a "Basic IR Policy" to further promote a multi-party stakeholder dialogue. Through the communication with its stakeholders, ITOCHU aims to enhance its corporate value on a long-term basis.

We believe that our current corporate governance structure accords with good and effective corporate governance called for by the Tokyo Stock Exchange, in its Corporate Governance Code. ITOCHU will continue to evaluate and improve its corporate governance structure so that it always best suits ITOCHU in any given moment and time in its corporate history.

[**Reasons for Not Implementing Principles of Corporate Governance Code**] **Revised**

ITOCHU complies with all principles set forth in the Corporate Governance Code with the exception of Supplementary Principle 4.11.3. The Company's reasons for not implementing this supplemental principle are as follows.

(Supplementary Principle 4.11.3)

■ Evaluation of the Board of Directors

ITOCHU conducted an evaluation of the Board of Directors' effectiveness, targeting directors and corporate auditors as of March 31, 2016. We reported an overview of these evaluation results in May 2016. Please refer to the following URL for an overview of the results.
https://www.itochu.co.jp/en/about/governance_compliance/governance/pdf/board_evaluation.pdf
Through this Board of Directors evaluation, the Board of Directors of ITOCHU confirmed that it needs to continue discussing whether the Board of Directors should shift to a governance model where it focuses more on "monitoring (supervision)" of business execution in the future.
Based on the abovementioned Board of Directors evaluation results, ITOCHU's Governance and Remuneration Committee (chaired by Ichiro Fujisaki, outside director) discussed several times the Board of Directors structure from fiscal 2017 . As a result of these discussion, a report was submitted to the Board of Directors suggesting increasing the ratio of outside directors to one-third or higher by substantially reducing the number of executive directors, thereby promoting the separation of execution by and monitoring over management, and also proposing measures to prevent the Board of Directors from losing the sense of business on the ground. Changes in members of the Board from fiscal 2017 were discussed by Nomination Committee and finally decided in line with this report.
We decided that no Board of Directors evaluation was conducted for directors and corporate auditors as of March 31 2017, given that we have just implemented the decision resulting from the abovementioned Board of Directors evaluation to substantially change the composition of the Board of Directors from fiscal 2017. The Company expects to conduct the next Board of Directors evaluation at an appropriate timing in fiscal 2017, based on the status of operations of the Board of Directors under the new structure.

[**Disclosure Based on Principles of Corporate Governance Code**] **Revised**

(Principle 1.4)

■ Policy on Acquiring and Holding Listed Stocks

ITOCHU classifies investments other than for pure investment purposes and to consolidated companies as "Investments to Non-Affiliated Companies," and the "Cross-Shareholdings" as set forth in Corporate Governance Code is included in this classification. ITOCHU engages in investments to non-affiliated companies in order to create business relationships. In principle, it is the Company's policy to limit investments to non-affiliated companies to those that have a high likelihood of generating investment returns or those with a high strategic significance including affiliation in future. This policy remains the same, regardless of whether investments are in or outside Japan, or listed or unlisted. When making new investments, we employ investment criteria that consider the cost of shareholders' capital.
Based on our internal rule, through annual review of all investments to non-affiliated companies, we examine economic (quantitative) rationale based on returns on our investment, and review strategic objectives to hold such investments taking into consideration the likelihood that our investment purpose is realized in the future. Investments that do not generate economic added value over a specified period of

time or investments that lack strategic objective based on such annual review will be, in principle, sold in accordance with our internal criteria. Results of such annual review with respect to main listed stocks are subject to further scrutiny at our Board of Directors from the perspective of economic rationale.
ITOCHU places great importance on communication with each investee of our non-affiliated investments with the view to building, strengthening and maintaining business relationship as well as to improving corporate value of both ITOCHU and each investee. In May, 2015, ITOCHU adopted the following internal voting guideline with respect to our non-affiliated investments to listed entities in Japan to ensure that ITOCHU's voting rights on all of such investments are exercised in a timely and adequate manner.

[Voting Guideline]
(1) In principle, not to abstain from voting or to grant full authority to exercise voting rights on our behalf.
(2) To decide for or against a proposal taking into consideration our investment purpose and holding policy.

ITOCHU's final position on voting is determined through internal decision making process based on an initial plan prepared by a department in question through which an investment is made.

(Principle 1.7)
■ Transactions between Related Parties
Based on our Rules of the Board of Directors, ITOCHU requires a resolution of the Board of Directors concerning transactions involving conflict of interests of Directors or transactions by Director which may compete with ITOCHU, and through such requirement, ITOCHU believes such transactions are adequately supervised by the Board of Directors.

(Principle 3.1(i))
■ Corporate Mission, Management Plan
ITOCHU's corporate philosophy and code of conduct are available at our homepage. Please refer to the following URL:
https://www.itochu.co.jp/en/about/mission/
In addition, our current mid-term management plan, called "Brand-new Deal 2017" was disclosed on May 1, 2015. Please refer to the following URL to find the management plan:
https://www.itochu.co.jp/en/about/plan/

(Principle 3.1(ii))
■ Basic Policy on Corporate Governance
Please see Paragraph I-1 (Basic Policy) above in this report.

(Principle 3.1(iii))
■ Policy and Process for Setting Compensation
Compensation paid to all directors of the Company (excluding outside directors) and executive officers consists of monthly remuneration, performance-linked bonuses and performance-linked stock remuneration. The monthly remuneration is determined by contribution to the Company of each director and executive officer based on the base amount set by its position, while the total amount of the performance-linked bonuses and the performance-linked stock remuneration are determined based on consolidated net profit attributable to the Company for then-current fiscal year. Only monthly remuneration is paid to the outside directors and bonuses and stock remuneration are not paid thereto. Monthly remuneration paid to corporate auditors is determined by consultation among corporate auditors and bonuses and stock remuneration are not paid thereto.
With respect to compensation paid to directors of the Company for fiscal 2017, please refer to "Disclosed Details of Policy for Determining Amount and Calculation Method of Compensation" in II-1 below in this report.

(Principle 3.1(iv))
■ Policy and Process for Appointing Directors and Corporate Auditors
With respect to policy and process for appointing executive officers and candidates for directors and corporate auditors, please refer to "Policy and Process for Appointing Executive Officers and Candidates for Directors and Corporate Auditors" in II-2 below in this report.

(Principle 3.1(v))

■ Explanations on the Individual Appointments and Nominations

Company has disclosed reasons for appointment of each candidate for directors and corporate auditors in our notice of general meeting of shareholders. Please refer to the following URL with respect to the disclosure made in this fiscal year:

https://www.itochu.co.jp/en/files/93shoshueng.pdf
(please refer to pages 7–14 for candidates for directors, and pages 15–18 for candidates for corporate auditors)

(Supplementary Principle 4.1.1)

■ Scope of the Matters Delegated to the Managements

As a corporation with the Board of Corporate Auditors (*kansayaku secchi kaisha*), ITOCHU has gradually shifted to a governance model where decisions of the day to day business are delegated to the managements to the extent permitted under applicable laws. ITOCHU's Board of Directors assumes the role to supervise the business execution by the managements, as well as to decide corporate governance related matters and certain business matters which are highly important either qualitatively or quantitatively. Matters to be resolved at the Board of Directors are set forth in our Rules of Board of Directors.

(Principle 4.8)

■ Effective Use of Independent Outside Directors

To enhance the monitoring role of the Board of Directors, from fiscal 2017, independent outside directors constitute at least one-third of members of the Board of Directors.

(Principle 4.9)

■ Independence Criteria

ITOCHU's Board of Directors has adopted its own independence criteria (augmenting the independence criterial established by the Tokyo Stock Exchange) following discussion at our Nomination Committee, which is disclosed at our homepage. Please refer to the following URL:
URL:
https://www.itochu.co.jp/en/about/governance_compliance/governance/pdf/independence_criteria.pdf

(Supplementary Principle 4.11.1)

■ Composition of the Board of Directors

For ITOCHU's stance on the composition of the Board of Directors as well as policy and process for appointing executive officers and candidates for directors and corporate auditors, please refer to "Policy and Process for Appointing Executive Officers and Candidates for Directors and Corporate Auditors" in II-2 below in this report.

(Supplementary Principle 4.11.2)

■ Directors' and Corporate Auditors' Concurrent Positions Held at Other Companies

With the view to monitoring concurrent positions held by our directors and corporate auditors at other companies, ITOCHU's Board requires, by the Rules of Board of Directors, each director and corporate auditor to seek approval of or report to the Board prior to holding a position at other entities. In addition, important concurrent positions of our directors and corporate auditors have been disclosed in our notice of general meeting of shareholders. Please refer to the following URL with respect to disclosure made in this fiscal year:
https://www.itochu.co.jp/en/files/93shoshueng.pdf
(please refer to pages 42 and 45)

(Supplementary Principle 4.11.3)

Please refer to "[Reasons for Not Implementing Principles of Corporate Governance Code]" within I-1 Basic Policy, above.

(Supplementary Principle 4.14.2)

■ Training Policy

The Company conducts training related to corporate governance and other matters as part of its training for newly appointed internal and outside directors and corporate auditors. The Company also provides directors and corporate auditors with opportunities for training at third-party institutions, with the Company bearing the costs of such training. Also, to ensure that management supervision by directors and audit by corporate auditors are adequately performed, before each meeting we provide to outside directors and corporate auditors prior explanations on matters presented to each meeting of the Board of Directors through respective offices of the Board of Directors and the Board of Corporate Auditors. In addition, ITOCHU strives to ensure that outside directors and corporate auditors appropriately understand its business environment and challenges through various occasions such as introductory session concerning ITOCHU's business upon election, visits to business premises in or outside Japan, periodical lunch sessions with the managements and explanatory sessions on matters requested by outside directors and corporate auditors

(Principle 5.1)

■ Policy of Dialogue with Shareholders

In our "Basic IR Policy," we have established our policy of dialogue with shareholders and other stakeholders as follows:

(Dialogue with Shareholders and Investors, etc.)

- The chief financial officer (CFO) has the primary responsibility for dialogue with shareholders and investors, etc. The senior management and directors will strive to engage in dialogue with shareholders and investors, etc., within reasonable limits.
- The CFO supervises the Investor Relations Department as the section in charge of dialogue with shareholders and investors. The Investor Relations Department assists the senior management and directors in engaging in dialogue with shareholders and investors, etc., by maintaining close cooperation with relevant internal departments and sections, including through regular meetings with them.
- The CFO regularly reports to the board the views and concerns of shareholders and investors, etc., learned through dialogue. In addition, the CFO shares the views and concerns of shareholders and investors, etc., with the senior management as needed.
- With the Investor Relations Department in charge of related activities, the CFO promotes dialogue with shareholders and investors, etc.

ITOCHU strives to achieve our group's continuous growth and to enhance corporate value on mid-to-long term basis. It is vital for ITOCHU to actively conduct IR activities in order to promote constructive dialogue with shareholders. For detailed information on such activities, please refer to "Investor Relations Activities" in III-2 below in this report.

2. Capital Structure

Ratio of Shares Held by Foreigners	More than 30%

[Major Shareholders] Revised

Name or Designation	Number of Shares Held (Shares)	Shareholding Ratio (%)
Japan Trustee Services Bank, Ltd. (trust account)	89,805,500	5.40
The Master Trust Bank of Japan, Ltd. (trust account)	89,175,100	5.36
CP Worldwide Investment Company Limited	63,500,000	3.82
Mizuho Bank, Ltd.	39,200,000	2.36
Nippon Life Insurance Company	34,056,023	2.05
Mitsui Sumitomo Insurance Company, Limited	30,400,000	1.83
Japan Trustee Services Bank, Ltd.(trust account5)	26,557,300	1.60
Japan Trustee Services Bank, Ltd.(trust account9)	24,524,400	1.47
Asahi Mutual Life Insurance Company	23,400,500	1.41
State Street Bank and Trust Company	23,239,478	1.40

Controlling Shareholders (excluding parent company)	—
Parent Company	—

■ Supplementary Information Revised

As of March 31, 2017, the Company holds 93,253,068 shares of treasury stock (5.61% of the total number of issued shares), but is excluded from the above list of the major shareholders. Furthermore, ITOCHU acquired 17,120,000 shares of treasury stock on May 8, 2017.

3. Corporate Attributes

Stock Exchange Listings and Market Classification	First Section, Tokyo Stock Exchange
Fiscal Year-end	March
Industry	Wholesale Trade
Number of Employees as of Previous Fiscal Year-End (Consolidated)	1,000 or more
Total Trading Transactions in Previous Fiscal Year (Consolidated)	¥1 trillion or more
Number of Consolidated Subsidiaries	300 or more

4. Policy for Measures to Protect Minority Shareholders When Conducting Transactions with Controlling Shareholder

N.A.

5. Other Exceptional Circumstances that May Have a Material Impact on Corporate Governance

Revised

The Company's listed subsidiaries include ITOCHU Techno-Solutions Corporation, ITOCHU ENEX CO., LTD., ITOCHU-SHOKUHIN Co., Ltd., CONEXIO Corporation, and C.I. TAKIRON Corporation. ITOCHU respects the autonomy of these listed subsidiaries and prohibits any acts that contradict the principle of shareholder equality. At the same time, to enhance the corporate value of the overall ITOCHU Group, we, as their parent company and major shareholder, ITOCHU regularly pays adequate attention to the legal compliance systems and status of these listed companies. We provide appropriate advice and support as needed on specific compliance-related matters, creation of internal control systems, and other managerial issues.

II Overview of Business Management Organization and Other Corporate Governance Systems Related to Managerial Decision-Making, Business Execution, and Management Supervision

1. Items Related to Organizational Structure and Operations, etc.

Form of Organization	Company with Corporate Auditors

[Directors]

Number of Directors Stipulated in Articles of Incorporation	The maximum number is not stipulated.
Term of Office for Directors Stipulated in Articles of Incorporation	1 year
Chairman of the Board of Directors	President and Chief Executive Officer
Number of Directors **Revised**	9
Election of Outside Directors	Elected
Number of Outside Directors **Revised**	4
Number of Outside Directors Designated as Independent Director **Revised**	4

Relationship with the Company (1) **Revised**

Name	Attributes	Relationship with the Company*									
		a	b	c	d	e	f	g	h	i	j	k
Ichiro Fujisaki	Other											
Chikara Kawakita	Other											
Atsuko Muraki	Other											
Harufumi Mochizuki	Other											

* Relationship with the Company

○: shows the item is/was applicable to the outside director either currently or until recently

△: shows the item was applicable to the outside director in the past

●: shows the item is/was applicable to a close relative of the outside director either currently or until recently

▲: shows the item was applicable to a close relative of the outside director in the past

a. A person performing an executive role at the Company or its subsidiary
b. A person performing an executive role at or who is a non-executive director of the Company's parent
c. A person performing an executive role at an affiliate who is another subsidiary of the Company's parent
d. A person (or its person performing an executive role) whose major customers include the Company
e. A person (or its person performing an executive role) who is a major customer of the Company
f. A consultant, accountant or lawyer who receives a large amount of monetary compensation or other property (other than remuneration as the outside director) from the Company
g. A major shareholder (or its person performing an executive role) of the Company
h. A person performing an executive role at a customer of the Company (other than those to which item d, e or f applies) (this item applies only to the outside director himself/herself)
i. A person performing an executive role at an entity who has an outside director or corporate auditor from the Company
j. A person performing an executive role at an entity to which the Company makes donations (this item applies only to the outside director himself/ herself)
k. Others

Relationship with the Company (2) **Revised**

Name	Independent Directors	Supplementary Information Related to the Criteria	Reason for Appointment as Outside Director (For Independent Directors, Including Reason for Designation as an Independent Director)
Ichiro Fujisaki	✓		Mr. Fujisaki is appointed as an outside director in the anticipation that he will use his high level of insight and knowledge on the international situation, economy and cultures, and other matters, nurtured through his many years of experience as a diplomat and also monitor and supervise the corporate management of ITOCHU from an independent perspective. According to the criteria for the independence of directors/auditors prescribed by the Tokyo Stock Exchange, as well as our own independence criteria, Mr. Fujisaki qualifies as an independent director. Accordingly, ITOCHU believes that he is unlikely to have conflicts of interest with general investors, and he has been designated as an independent director.
Chikara Kawakita	✓		Mr. Kawakita is appointed as an outside director in the anticipation that he will use his high level of insight and knowledge on public finance, financial transaction and tax affairs, and other matters, nurtured through his many years of experience at the Ministry of Finance and National Tax Agency and also monitor and supervise the corporate management of ITOCHU from an independent perspective. According to the criteria for the independence of directors/auditors prescribed by the Tokyo Stock Exchange, as well as our own independence criteria, Mr. Kawakita qualifies as an independent director. Accordingly, ITOCHU believes that he is unlikely to have conflicts of interest with general investors, and he has been designated as an independent director.
Atsuko Muraki	✓		Ms. Muraki is appointed as an outside director in the anticipation that she will use her high level of insight into such matters as improving working environments, developing human resource, and social security and

			more, cultivated through many years of experience at the Ministry of Health, Labour and Welfare (and the former Ministry of Labour) and also monitor and supervise the corporate management of ITOCHU from an independent perspective. According to the criteria for the independence of directors/auditors prescribed by the Tokyo Stock Exchange, as well as our own independence criteria, Ms. Muraki qualifies as an independent director. Accordingly, ITOCHU believes that she is unlikely to have conflicts of interest with general investors, and she has been designated as an independent director.
Harufumi Mochizuki	✓		Mr. Mochizuki is appointed as an outside director in the anticipation that, based on a wealth of experience and high-level knowledge he accumulated as a government official at the Ministry of Economy, Trade and Industry (and the former Ministry of International Trade and Industry), his experience as a corporate auditor of ITOCHU Corporation as well as a corporate executive at other entities where he concurrently serves, he will monitor and supervise the corporate management of ITOCHU from an independent perspective. According to the criteria for the independence of directors/auditors prescribed by the Tokyo Stock Exchange, as well as our own independence criteria, Mr. Mochizuki qualifies as an independent director. Accordingly, ITOCHU believes that he is unlikely to have conflicts of interest with general investors, and he has been designated as an independent director.

Existence of advisory committee(s) comparable to nomination committee or remuneration committee	Yes

■ Advisory Committee(s) to the Board, Composition and Attribution of Chairperson **Revised**

Name of Committee	Total Number of Members	Internal Directors	Outside Directors	Internal Corporate Auditors	Outside Corporate Auditors	Chairman
Nomination Committee	6	2	2	1	1	Outside Director
Governance and Remuneration Committee	7	2	2	1	2	Outside Director

[Corporate Auditors]

Establishment of the Board of Corporate Auditors	Yes
Number of Corporate Auditors Stipulated in Articles of Incorporation	The maximum number is not stipulated.
Number of Corporate Auditors	5

■ Cooperation Between Corporate Auditors, Independent External Auditor, and Internal Audit Division

- Corporate auditors and the Board of Corporate Auditors endeavor to enhance cooperation with the independent external auditors, for example through active exchange of information and opinions on the status and results of each other' audit plans and audits along with other important auditing matters with the aim of improving the quality and efficiency of auditing and of enhancing corporate governance.
- Corporate auditors and the Audit Division (internal audit division) endeavor to closely cooperate and exchange information by discussing internal audit plans and holding regular meetings to consider and exchange opinions on the results of each internal inspection, issues and recommendations, etc.
- The Audit Division and independent external auditors endeavor to cooperate by holding regular meetings to exchange information, etc.

Election of Outside Corporate Auditors	Elected
Number of Outside Corporate Auditors	3
Number of Outside Corporate Auditors Designated as Independent Auditor	3

■ Relationship with the Company (1) Revised

Name	Attributes	Relationship with the Company*												
		a	b	c	d	e	f	g	h	i	j	k	l	m
Shingo Majima	Certified public accountant													
Kentaro Uryu	Lawyer													
Kotaro Ohno	Lawyer													

* Relationship with the Company

○: shows the item is/was applicable to the outside corporate auditor either currently or until recently

△: shows the item was applicable to the outside corporate auditor in the past

●: shows the item is/was applicable to a close relative of the outside corporate auditor either currently or until recently

▲: shows the item was applicable to a close relative of the outside corporate auditor in the past

a. A person performing an executive role at the Company or its subsidiary
b. Non-executive director or accounting advisor of the Company or its subsidiary
c. A person performing an executive role at or who is a non-executive director of the Company's parent
d. A corporate auditor of the Company's parent
e. A person performing an executive role at an affiliate who is another subsidiary of the Company's parent
f. A person (or its person performing an executive role) whose major customers include the Company
g. A person (or its person performing an executive role) who is a major customer of the Company
h. A consultant, accountant or lawyer who receives a large amount of monetary compensation or other property (other than remuneration as the outside corporate auditor) from the Company
i. A major shareholder (or its person performing an executive role) of the Company
j. A person performing an executive role at a customer of the Company (other than those to which item f, g or h applies) (this item applies only to the outside corporate auditor himself/herself)
k. A person performing an executive role at an entity who has an outside director or corporate auditor from the Company
l. A person performing an executive role at an entity to which the Company makes donations (this item applies only to the outside corporate auditor himself/ herself)
m. Others

Relationship with the Company (2) **Revised**

Name	Independent Auditors	Supplementary Information Related to the Criteria	Reason for Appointment as Outside Corporate Auditor (For Independent Auditors, Including Reason for Designation as an Independent Auditor)
Shingo Majima	✓		Mr. Majima is appointed as an outside corporate auditor in the anticipation that he will monitor management and provide auditing from an independent perspective by utilizing his wealth of experience and expertise on finance and accounting as a certified public accountant. According to the criteria for the independence of directors/auditors prescribed by the Tokyo Stock Exchange, as well as our own independence criteria, Mr. Majima qualifies as an independent corporate auditor. Accordingly, ITOCHU believes that he is unlikely to have conflicts of interest with general investors, and he has been designated as an independent auditor.
Kentaro Uryu	✓		Mr. Uryu is appointed as an outside corporate auditor in the anticipation that he will monitor management and provide auditing from an independent perspective by utilizing his wealth of experience and expertise as a lawyer in the field of corporate legal practice and international business law. According to the criteria for the independence of directors/ auditors prescribed by the Tokyo Stock Exchange, as well as our own independence criteria, Mr. Uryu qualifies as an independent corporate auditor. Accordingly, ITOCHU believes that he is unlikely to have conflicts of interest with general investors, and he has been designated as an independent auditor.
Kotaro Ohno	✓		Mr. Ohno is appointed as an outside corporate auditor in the anticipation that he will monitor management and provide auditing from an independent perspective by utilizing his advanced specialized knowledge in law and the extensive experience he accumulated while serving in important positions at the Ministry of Justice, including Vice-Minister of Justice, Superintending Prosecutor of Tokyo High Public Prosecutors Office and

			Prosecutor-General. According to the criteria for the independence of directors/ auditors prescribed by the Tokyo Stock Exchange, as well as our own independence criteria, Mr. Ohno qualifies as an independent corporate auditor. Accordingly, ITOCHU believes that he is unlikely to have conflicts of interest with general investors, and he has been designated as an independent auditor.

[Independent Directors/ Corporate Auditors]

Number of Independent Directors/ Corporate Auditors Revised	7

■ Other Items Related to Independent Directors/ Corporate Auditors

- ITOCHU has adopted its own independence criteria (augmenting the independence criterial established by the Tokyo Stock Exchange), which is disclosed at our homepage. Please refer to the following URL:
  URL:
  https://www.itochu.co.jp/en/about/governance_compliance/governance/pdf/independence_criteria.pdf

- All of the Company's outside directors and outside corporate auditors who qualify as an independent director/ corporate auditor are designated as independent directors/ corporate auditors.

- ITOCHU has established a *de minimis* standard of ¥10 million per fiscal year relating to a donation made by the Company. ITOCHU views that a donation within the *de minimis* standard above is unlikely to affect our investor's judgment on its voting, thus description on such donation is omitted from our filings of independent directors/ auditors.

[Incentives]

Status of Implementation of Measures to Grant Incentives to Directors	Adoption of a performance-linked compensation system

■ Supplementary Information

- The Company has introduced a compensation system according to which the total amount of bonuses and stock remuneration paid and provided to the Directors of the Company (excluding outside directors) is determined based on the Company's earnings.

Grantees of Stock Options	Not Applicable

■ Supplementary Information

N.A.

[Directors' Compensation]

Disclosure Status (of Compensation for Individual Directors)	Partial individual disclosure

■ Supplementary Information **Revised**

Name, position, and amount of compensation paid to directors receiving compensation of ¥100 million or more during fiscal 2016, are as follows.

(Rounded to nearest million yen)

Name	Category	Monthly Remuneration	Bonus	Special Bonus	Stock Remuneration	Total
Masahiro Okafuji*	Director	¥153 million	¥144 million	¥98 million	¥17 million	¥412 million
Koji Takayanagi	Director	¥76 million	¥54 million	¥37 million	¥0 million	¥167 million
Hitoshi Okamoto	Director	¥70 million	¥58 million	¥37 million	¥7 million	¥172 million
Yoshihisa Suzuki	Director	¥45 million	¥58 million	¥37 million	¥7 million	¥146 million
Shuichi Koseki *	Director	¥72 million	¥43 million	¥28 million	¥5 million	¥149 million
Eiichi Yonekura	Director	¥68 million	¥43 million	¥28 million	¥5 million	¥145 million
Masahiro Imai*	Director	¥60 million	¥43 million	¥28 million	¥5 million	¥136 million
Fumihiko Kobayashi	Director	¥63 million	¥43 million	¥27 million	¥5 million	¥138 million
Kazutaka Yoshida	Director	¥49 million	¥32 million	¥20 million	¥4 million	¥106 million
Tsuyoshi Hachimura	Director	¥63 million	¥43 million	¥27 million	¥5 million	¥138 million
Yasuyuki Harada*	Director	¥53 million	¥32 million	¥20 million	¥4 million	¥110 million

Note 1: The remuneration paid to directors (excluding outside directors) in fiscal 2016 comprised monthly remuneration, performance-linked bonuses, special bonuses, and performance-linked stock remuneration for directors (Board Incentive Plan Trust). Monthly remuneration is determined by the contribution to ITOCHU of each director according to a base amount set by position, and the total amount of performance-linked bonuses is determined on the basis of consolidated net profit attributable to ITOCHU. An overview of special bonuses and the system of performance-linked and stock remuneration for Directors is described below in “Disclosed Details of Policy for Determining Amount and Calculation Method of Compensation” below.
(*) Monthly remuneration includes housing allowance.

Policy for Determining Amount and Calculation Method of Compensation Revised	Adopted

Disclosed Details of Policy for Determining Amount and Calculation Method of Compensation **Revised**

(a) Compensation Paid to Directors, etc. in Fiscal 2016

- Details of the compensation paid to directors and corporate auditors of the Company in fiscal 2016 are as follows.

Type	Number of People	Amount Paid (Millions of yen)	Details
Directors	15	1,877	(1) Monthly remuneration: ¥832 million (2) Bonuses for fiscal 2016: ¥593 million (3) Special Bonuses for fiscal 2016: ¥389 million (4) Stock Remuneration for fiscal 2016: ¥62 million
(Outside directors)	(3)	(33)	
Corporate auditors	5	107	Only monthly remuneration
(Outside corporate auditors)	(3)	(36)	
Total	20	1,984	
(Outside directors/ corporate auditors)	(6)	(69)	

(Rounded to nearest million yen)

Notes:
1. Maximum compensation paid to all directors:
   ¥1.2 billion per year as total monthly remuneration (including ¥50 million per year for the outside directors) and ¥1.0 billion per year as total bonuses paid to all directors (excluding the outside directors) under a framework different from the preceding maximum monthly remuneration amount (both resolved at the General Meeting of Shareholders on June 24, 2011).
2. Maximum compensation paid to all corporate auditors:
   ¥13 million per month (resolved at General Meeting of Shareholders on June 29, 2005)
3. In response to fiscal 2016 consolidated net profit attributable to ITOCHU of ¥352.2 billion, an amount exceeding the ¥350.0 billion forecast for the full year and a record high for the company, ITOCHU Corporation has decided to pay a special bonus. This bonus is in accordance with the resolution of the Board of Directors held on January 19, 2017, after being examined by the Governance and Remuneration Committee, and it is to be paid for the purpose of providing incentive to further expanding ITOCHU Corporation's operating performance. The amount of special bonus paid shall be inside a range whereby the amount of special bonus and director bonus combined (Note 1) does not exceed the bonus limit (¥1 billion per year).
4. The introduction of performance-linked stock remuneration for directors (Board Incentive Plan Trust) was approved at the 92nd Ordinary General Meeting of Shareholders held on June 24, 2016. The total amount of stock remuneration described above is the recorded amount of expenses involving share granted points granted during fiscal 2016 related to the Board Incentive Plan Trust. An overview of this stock remuneration system is provided below, in "(c) Performance-Linked Stock Remuneration for Directors."
5. The retirement benefits system for directors and corporate auditors was abolished on the date of the 81st Ordinary General Meeting of Shareholders held on June 29, 2005, and it was resolved that directors and corporate auditors retaining their positions after the conclusion of the said General Meeting of Shareholders shall be presented with retirement benefits on the date of their retirement for the period up to the time the retirement benefits system was abolished. Based on this, in addition to the payment amounts above, an ¥80 million retirement benefit was paid in July 2016 to one director who retired during this fiscal year.

(b) Directors' Bonuses for Fiscal 2017

- Based on a Board of Directors resolution at a meeting held on January 19, 2017, following the deliberations at the Governance and Remuneration Committee, the Company revised the former bonus system for directors (excluding outside directors), to a bonus system under which a performance-linked proportion of total bonus is increased. Director bonuses for fiscal 2017 will be

paid in amounts calculated according to the methods described below, in accordance with the Board of Directors resolution at a meeting on June 14, 2017, and following the conclusion of the 94th Ordinary General Meeting of Shareholders.

(1) Total amount paid to all directors:

The total amount paid to all directors shall be the lesser of (i)(A) 0.35% of the amount of consolidated net profit attributable to the Company, for the fiscal ended March 31, 2018 [such amount as provided in the 94th Annual Securities Report (*yuka shoken hokokusho*)] for the portion up to ¥200.0 billion, plus (B) 0.525% of the amount of consolidated net profit attributable to the Company, for the fiscal ending March 31, 2018 [such amount as provided in the 94th Annual Securities Report (*yuka shoken hokokusho*)] for the portion more than ¥200.0 billion but up to ¥300.0 billion and (C) 0.35% of the amount of consolidated net profit attributable to the Company, for the fiscal ending March 31, 2018 [such amount as provided in the 94th Annual Securities Report (*yuka shoken hokokusho*)] for the portion exceeding ¥300.0 billion (amount of less than ¥1 shall be rounded down), which shall be adjusted with due regard to the increase/decrease in the number of eligible directors and the change in position and other factors, or (ii) ¥1.0 billion. The formula to calculate the total amount paid to all directors is below.

Total amount paid to all directors = (A + B + C) x Sum of Position points for all the eligible directors/55 (but not exceeding ¥1.0billion)

Where:

A = (Consolidated net profit attributable to the Company for the fiscal year ending March 31, 2018 for the portion up to ¥200.0 billion) × 0.35%

B = (Consolidated net profit attributable to the Company for the fiscal year ending March 31, 2018 for the portion more than ¥200.0 billion but up to ¥300.0 billion x 0.525%

C = (Consolidated net profit attributable to the Company for the fiscal year ending March 31, 2018 for the portion exceeding ¥300.0 billion) × 0.35% (amount of less than ¥1 shall be rounded down)

(2) Amount paid to an individual director:

The amount paid to an individual director shall be the amount determined by dividing such total amount paid to all directors as calculated in (1) above in accordance with the points assigned to each position as per below (provided, however, that amounts of less than ¥1,000 shall be rounded down):

Position points	
Chairman, President and Chief Executive Officer	10
Executive Vice President	5
Senior Managing Executive Officer	4
Managing Executive Officer	3

The formula to calculate the amount paid to an individual director is as follows:

Amount paid to an individual director = Total amount paid to all directors × Assigned position points / Sum of position points for all the eligible directors

Notwithstanding the calculation stated above, the amount paid to an individual director shall not exceed the maximum amount for each position as set forth below:

Maximum amount paid to an individual director	(Millions of yen)
Chairman, President and Chief Executive Officer	350
Executive Vice President	175
Senior Managing Executive Officer	140
Managing Executive Officer	105

(c) Performance-Linked Stock Remuneration Plan

- By resolution at the 92nd Ordinary General Meeting of Shareholders held on June 24, 2016, ITOCHU introduced, in addition to the existing monthly remuneration and performance-linked bonus, the performance-linked stock remuneration plan (the "Stock Remuneration Plan") for directors (excluding outside directors) and executive officers (excluding those who are non-residents of Japan; "Directors, etc."), as a remuneration plan closely linked to the corporate performance and having high transparency and objectivity, with the objective of heightening their awareness toward making contributions to improving ITOCHU's performance and to increasing its corporate value over the medium and long term. This plan is described below.
- Under this plan, in June of ever year during the trust period, directors who served as directors from July 1 of the previous year to the last day of June of the said year are granted points based on performance in the fiscal year that ended on March 31 of said year and in accordance with the number of months of service during that period.
- The method of calculating the number of points granted to directors (excluding outside directors) in fiscal 2017 is described below. One point corresponds to one share in ITOCHU, and amounts of less than one point are discarded.

  Points = Individual stock remuneration amount (Note 1) / Average acquisition stock price of ITOCHU shares in the trust (Note 2) × {(Number of months of service from July, the beginning month of the applicable period of payment, to June of the following year (rounding up fractions of less than one month)) / 12} (rounding down fractions)
  (Note 1) In accordance with a Board of Directors resolution at a meeting on June 14, 2017, the individual stock remuneration amount is calculated on the basis of the total stock remuneration amount, which is calculated as indicated below on the basis of consolidated net profit attributable to ITOCHU for the fiscal year that ended on March 31 during the applicable period of payment.
  a. Total stock remuneration amount
  = (the amount of consolidated net profit attributable to ITOCHU for the fiscal ended March 31, 2018 [such amount as provided in the 94th Annual Securities Report (*yuka shoke hokusho*)] – ¥300.0 billion) x 0.175% x Sum total of position points of eligible directors / 55 (rounding up fractions of less than ¥1)
  b. Individual stock remuneration amount
  = Total stock remuneration amount x Position points of each Director / Sum total of position points of directors (rounding down fractions of less than ¥1,000)
  Position points for each director are the same as the number used for calculating director bonuses.
  (Note 2) In the event that the trust period has been extended, this is the average acquisition stock price of ITOCHU shares that were acquired by the Trust in accordance with the extension of the trust period. (However, if no ITOCHU shares are acquired by the trust in accordance with the extension of the trust period, then this is the closing stock price of ITOCHU shares on the market of Tokyo Stock Exchange on the first day of the extended trust period).

- Points to be granted to executive officers (excluding those serving concurrently as directors) in June of each year will be calculated using the similar method as points for directors.

- As the Stock Remuneration Plan, ITOCHU has adopted a framework called "Board Incentive Plan Trust (BIP)" ("BIP Trust"). The BIP Trust is a stock incentive plan for executives, based on the performance share and restricted stock plans in the United States. ITOCHU will conduct delivery and payment of ITOCHU shares acquired by the BIP Trust and an amount of money equivalent of the conversion value of said shares ("ITOCHU Shares, etc."), together with dividends derived from ITOCHU shares, to Directors, etc. following retirement from office (or after death in the event of the death of a Director, etc.; the same applies hereinafter), based on performance, etc. Please see Chart 1 below for overview of the BIP Trust.

- Outline of the Stock Remuneration Plan is as follows:

(1) Persons Entitled to Receive Stock Remuneration: Directors and executive officers of ITOCHU (excluding outside directors and those who are non-residents of Japan)
(2) Maximum Amount of Money Contributed by the Company to the Trust: a total of ¥1.5 billion for 2 fiscal years
(3) Method for the Acquisition of Shares by the Trust: Scheduled to be acquired on the stock market (thus no dilution of shares is anticipated)
(4) Upper Limit on the Number of Shares to be Acquired by Directors, etc.: For the trust period, with an applicable period of 2 fiscal years, the upper limit will be 1,300,000 points (an average of 650,000 points per year)
(5) Performance Index under the Stock Remuneration Plan: Consolidated net profit attributable to the Company (upon which the amount of total stock remuneration will be calculated. See above for more details)
(6) Timing of Delivery of Shares: After retirement from Office
(7) Voting Rights Concerning Shares in the Trust: Will not be exercised in order to ensure neutrality toward management

[Support System for Outside Directors (Outside Corporate Auditors)]
The Board of Directors Secretariat provides the outside directors with materials and prior briefings on items on the agenda of the meetings of the Board of Directors, as required, and the secretary in charge provides other necessary support activities to assist them in fulfilling their duties.
The Corporate Auditor's Office, which is under the direct control of the standing corporate auditors and the Board of Corporate Auditors, provides the outside corporate auditors with materials and prior briefings on items on the agenda of the meetings of the Board of Directors, as required, as well as other necessary support activities to assist them in fulfilling their duties with measures such as the appropriate provision of corporate information through the Corporate Auditor's Office.

2. Items Related to Functions of Business Execution, Audits and Supervision, Nomination, and Decisions on Compensation, etc. (Overview of Current Corporate Governance System) Revised

[The Current System]

- The Company is a company with the Board of Directors and corporate auditors (the Board of Corporate Auditors).
- The Board of Directors, comprising 9 directors including 4 outside directors, makes decisions on important matters in accordance with laws and regulations, the Articles of Incorporation, the "Board of Directors Regulations," and supervises the performance of the directors.
- Each director carries out functions and duties as designated by the Board of Directors in accordance with laws and regulations, the Articles of Incorporation, resolutions by the Board of Directors, and the other internal regulations.
- With the view to further enhancing the Board's monitoring functions and increasing transparency on the decision making process, both Governance and Remuneration Committee and Nomination Committee have been established as advisory committees to the Board. Role and member composition of each committee (as of June 23, 2017) are as described below.

	Role	Composition
Governance and Remuneration Committee	To deliberate and advise to the Board on proposals relating to remuneration system for directors and executive officers and other matters on corporate governance.	Ichiro Fujisaki (Outside Director; Chairman of the Committee), Masahiro Okafuji (Director), Hitoshi Okamoto (Director), Atsuko Muraki (Outside Director), Kiyoshi Yamaguchi (Corporate Auditor), Shingo Majima (Outside Corporate Auditor), Kotaro Ohno (Outside Corporate Auditor)

Nomination Committee	To deliberate and advise to the Board on proposals relating to nomination of executive officers and candidates for directors and corporate auditors.	Chikara Kawakita (Outside Director; Chairman of the Committee), Masahiro Okafuji (Director), Fumihiko Kobayashi (Director), Harufumi Mochizuki (Outside Corporate Director), Yoshio Akamatsu (Corporate Auditor), Kentaro Uryu (Outside Corporate Auditor)

- The Executive Officer System has been adopted to strengthen the decision-making function and supervisory function of the Board of Directors, and to streamline executive decision-making. Based on the decisions made by the Board of Directors, executive officers implement their designated duties delegated by the Board of Directors and representative directors. As of June 23, 2017, the Company has 36 executive officers (some of whom concurrently serve as directors), comprising 35 male executive officers and 1 female executive officer.
- The Board of Corporate Auditors is comprised of 2 internal corporate auditors and non-executive 3 corporate auditors (outside auditors), and oversee the performance of the directors based on the "Board of Corporate Auditors Regulations" and "Auditors' Auditing Standards."
- The HMC (Headquarters Management Committee) and various internal committees have been established for the purpose of contributing to appropriate and flexible decision making on management issues by the President and Chief Executive Officer and the Board of Directors. The HMC is a supporting committee to the President and Chief Executive Officer where companywide management policy and important issues are discussed.
- Various internal committees carefully screen and discuss management issues in their respective fields. Several of the internal committees including the Internal Control Committee work to support the decision making by the President and Chief Executive Officer and the Board of Directors by incorporating external opinions with measures such as designating outside key figures.
  The roles of the main internal committees are as follows.

Internal Control Committee:	Deliberates on issues related to the development of internal control systems
Disclosure Committee:	Deliberates on issues related to business activity disclosure and on issues related to the development and operation of internal control systems in the area of financial reporting
Asset Liability Management (ALM) Committee:	Deliberates on issues related to risk management systems and balance sheet management
Compliance Committee:	Deliberates on issues related to compliance
Sustainability Committee	Deliberates on issues related to corporate social responsibility, environmental problems, and social contribution initiatives
Investment Consultative Committee	Deliberates on issues related to investment and financing

- The Audit Division is established responsible for internal audits under the direct control of the President and Chief Executive Officer (about 50 members as of June 23, 2017). The Audit Division implements audits of the Company and its domestic and overseas consolidated companies from various perspectives, such as 1) whether the financial information, other reports, records and related procedures can be trusted; 2) whether laws, statutory regulations and other items are being complied with and whether related internal mechanisms and systems are effective and appropriate; 3) whether operational procedures and activities are effective and efficient for carrying out organizations' policies and plans; and 4) whether other management activities are being conducted rationally and efficiently. The audit results are directly reported to the President and Chief Executive Officer. Thorough follow-ups are also made on the status of improvements made based on suggestions and recommendations after audits. Close collaboration with the internal auditing departments of group companies is also carried out. The internal control audit section established within the Audit Division independently evaluates the development and operation of internal control systems concerning financial reporting.

- Each corporate auditor attends meetings of the Board of Directors and other important meetings to hear from directors etc. about the status of the execution of their duties in accordance with the "Board of Corporate Auditors Regulations," "Auditors' Auditing Standards" and the policy on auditing and the division of responsibilities as specified by the Board of Corporate Auditors. In addition, each auditor views important documents approved by management, etc., investigates the operations and assets at Headquarters and other key offices, requests subsidiaries to report on their businesses as required, and strictly audits the execution of duties of directors and executive officers. Furthermore, a council comprising internal corporate auditors of key group companies has been established as part of the activities conducted to focus on cooperating with the corporate auditors of consolidated group companies. Mr. Shingo Majima, Auditor, is qualified as a certified public accountant in Japan and Unites States of America, and has adequate knowledge and experience in the fields of finance and accounting.

[Policy and Process for Appointing Executive Officers and Candidates for Directors and Corporate Auditors]

1. Policy and Process for Appointing Executive Officers
   Executive Officers are appointed annually by the Board of Directors among, in principle, employees regarded as candidates for executives based on our HR system with high integrity and exceptional ability (or those who have already been appointed as Executive Officers) who are judged to be capable of assuming the role as the Executive Officers. Candidates for Executive Officers are first selected by the President & CEO based on, among others, recommendations from other officers (or in terms of incumbent Executive Officers, based on their respective performance) and submitted to the Nomination Committee for further deliberation. Based on the deliberation and advice of the Nomination Committee, the Board of Directors appoints Executive Officers by its resolution.

2. Policy and Process for Appointing Candidates for Directors
   In order to effectively supervise management and decide important business matters as the Board of Directors of a general trading company with broad range of business, ITOCHU Corporation's Board of Directors consists of, in principle, the Chairman, President, officers in charge of headquarters administrative functions, one appropriate Division Company president, and more than one outside director to improve supervisory function of the Board of Directors. In nominating outside directors, ITOCHU Corporation prioritizes candidates with higher independence, based on the criteria for "independent directors" prescribed by the Tokyo Stock Exchange, and ITOCHU Corporation's "Independence Criteria for Outside Directors and Outside Corporate Auditors," who with his or her experience and knowledge in the relevant category, are expected to contribute to the management of ITOCHU Corporation. Proposal on candidates for directors is created by President & Chief Executive Officer, and submitted to the Nomination Committee for further deliberation before the Board of Directors finally nominates the candidates for election at the General Meeting of Shareholders.

3. Policy and Process for Appointing Candidates for Corporate Auditors
   As Board of Corporate Auditors of a *sogo-shosha* with broad range of business, for effective monitoring and audit, candidates for corporate auditors are selected from those with understanding about ITOCHU's management and with high expertise and extensive experience in the relevant area such as accounting, finance, legal and risk management. Among the members of ITOCHU's board of Corporate Auditors, half or more of the members always consist of outside corporate auditors. In appointing outside corporate auditors, ITOCHU prioritizes candidates with higher independence based on the independence criteria prescribed by the Tokyo Stock Exchange, and ITOCHU's own independence criteria who are expected to effectively monitor and audit ITOCHU's activities. In addition, ITOCHU selects at least one corporate auditor with adequate expertise in finance and accounting. Candidates for corporate auditors are submitted to the Nomination Committee for further deliberation before the Board of Directors (with consent of the Board of Corporate Auditors) finally nominates the candidates for election at the General Meeting of Shareholders.

[Outline of Limitation of Liability Contracts]
ITOCHU has entered into limitation of liability contracts pursuant to Article 423, Paragraph 1, of the Companies Act with outside directors Mr. Ichiro Fujisaki, Mr. Chikara Kawakita, Ms. Atsuko Muraki, and Mr. Harufumi Mochizuki and outside corporate auditors Mr. Shingo Majima, Mr. Kentaro Uryu, and Mr. Kotaro Ohno. Under these contracts, their liabilities are limited to the lowest amount of liability pursuant to Article 425, Paragraph 1, of the Companies Act.

3. Reason for Adopting the Current System **Revised**

The Company, as a company with corporate auditors, endeavors to strengthen the monitoring/supervising function and ensure the transparency of decision making by having the corporate auditors (including outside corporate auditors) fully monitor corporate management. In addition to its corporate governance system primarily based on the monitoring of corporate management by corporate auditors, the Company has already appointed independent outside directors and established the Governance and Remuneration Committee and the Nomination Committee, as advisory committees to the Board which are chaired by outside directors and which comprise of half or more outside members, for the purpose of further increasing the effectiveness of the supervision of management by the Board of Directors and strengthening and improving the transparency of decision making. Furthermore, in order to separate execution by and monitoring over management, the number of outside directors has been increased to one-third or more from fiscal 2017. The Company believes that its current corporate governance system—which is based on the Board of Directors including multiple highly independent outside directors (one-third or more of the total number of directors from fiscal 2017), the said advisory committees to the Board and the Board of Corporate Auditors, more than half of whom are outside corporate auditors— accords with ITOCHU's "Basic Policy" stated in I-1 above in this report.

III Status of Implementation of Measures Related to Shareholders and Other Stakeholders Revised

1. Measures to Revitalize the General Meeting of Shareholders and Facilitate of Exercise of Voting Rights

	Supplementary Information
Prompt Delivery of Convocation Notice of General Meeting of Shareholders	Sent approximately three weeks before the General Meeting of Shareholders.
Setting Date of General Meeting of Shareholders to Avoid Being Held on the Same Day as Many Other Companies	Held on a day other than the day on which the largest number of companies held their meetings.
Exercise of Voting Rights by Electromagnetic Means	In order to promote the exercise of voting rights by individual shareholders, the exercise of voting rights by electronic means (excluding mobile phones) has been available since the Ordinary General Meeting of Shareholders held in June 2005.
Participation in Platform for Exercise of Voting Rights by Electromagnetic Means and Other Measures to Enhance Environment for Exercise of Voting Rights by Institutional Investors	The "Voting Rights Electronic Exercise Platform" operated by ICJ Co., Ltd., has been used since the Ordinary General Meeting of Shareholders held in June 2008.
Providing Convocation Notice (Summary) in English	An English version of the entire convocation notice, including Business Report, has been prepared and posted on the Company's Web site and on TDnet since the Ordinary General Meeting of Shareholders held in June 2010.
Other	In order to improve convenience for shareholders and ensure sufficient time for considering proposals, the convocation notices have been made available via electronic means since the Ordinary General Meeting of Shareholders held in June 2005. Furthermore, since the Ordinary General Meeting of Shareholders held in June 2015, the Company has posted its convocation notice on its website and on TDnet before posting the notice to shareholders.

2. Investor Relations Activities Revised

	Explanation by Representative	Supplementary Information
Adoption of Disclosure Policy	-	ITOCHU's disclosure policy is included in our Basic IR Policy. Please refer to the following URL: https://www.itochu.co.jp/en/ir/policy/
Holding Regular Meetings for Individual Investors	No	Meetings were held for several times at securities companies etc.
Holding Regular Meetings for Analysts and Institutional Investors	Yes	Meetings are held every quarter, as either presentations or online conferences.

Holding Regular Meetings for Foreign Investors	Yes	Meetings are held in Europe, North America, Hong Kong and Singapore etc.
Posting Investor Relations Materials on the Company Web Site	—	Financial statements, presentation materials of investors meetings(including Q&A summary), materials used in briefings on each segment, materials for timely disclosure, annual securities reports (*yuka shoken hokokusho*), quarterly securities reports (*shihanki hokokusho*), the status of corporate governance, convocation notices for General Meetings of Shareholders, reports (*hokokusyo*) and annual report are posted on the Company web site.
Establishment of Investor Relations Department	—	Investor Relations Department was established under the CFO as a department specializing in investor relations.

3. Measures that Consider the Interests of Stakeholders **Revised**

	Supplementary Information
Provisions Made in Consideration of Stakeholders' Interests (Internal Regulations, etc.)	ITOCHU's corporate philosophy states that "The ITOCHU Group respects the individual, society, and the future in its Commitment to the Global Good." To promote CSR linked with the medium-term management plan, ITOCHU formulates the Basic Policies for CSR Promotion alongside the drafting of its management plan, which clearly states and publicizes the goal of "strengthening communications with stakeholders and disclosure of CSR information." By further enhancing communications with stakeholders, the Company strives to identify stakeholder needs and reflect these needs in its businesses and operations. ITOCHU also aims to further promote stakeholder understanding by reinforcing its disclosure.
Promotion of Environmental Protection, Corporate Social Responsibility (CSR), and Other Activities	ITOCHU believes that corporate social responsibility (CSR) lies in corporate thought and action on the question of how to play a role in building sustainable societies through business activities. Based on a philosophy of *sampo yoshi* (good for the seller, good for the buyer, good for society), we also believe that our mission is to fulfill our CSR as a global enterprise, always working from the viewpoint of whether we are contributing to the world and to society. The Sustainability Management Department plans and drafts measures aimed at addressing societal and environmental issues and otherwise promoting companywide sustainability. We promote these measures at organizations in Japan and overseas based on the decisions of the chief administrative officer (CAO), who is the director in charge of the office. The Sustainability Committee serves as the principal internal committee for deliberating and making decisions on policies and important projects, including decisions on materiality and specific measures for addressing materiality. The status of major sustainability promotion activities is reported regularly to the Board of Directors. In addition, to facilitate regular dialogue with internal and external stakeholders, the CSR Advisory Board works to identify society's expectations of and requests to the Company and to incorporate those into sustainability promotion. As it engages in diverse business activities in a wide range of fields in regions throughout the world, the ITOCHU Group's basic principle is that global warming and other worldwide environmental problems are related to the survival of the human race. Accordingly, we consider global environmental issues to be among the topmost issues in our management policies. As such, we endeavor to improve the sustainability of our environmental management system and formulate action plans related to environmental protection activities. In 2009, ITOCHU joined the United Nations Global Compact, a global initiative to achieve sustainable growth of the international community. We engage

	proactively in activities as a board member of the Global Compact Network Japan (GCNJ), the local network of the United Nations Global Network in Japan. In compliance with the Global Compact's 10 principles in the areas of human rights, labor, environment, and anti-corruption, we engage in employee awareness activities that include risk management from the perspective of the United Nations Guiding Principles on Business and Human Rights. ■ Please visit the URL below for information on our CSR activities that relate to our business activities (CSR Action Plans) https://www.itochu.co.jp/en/csr/activities/actionplan/index.html
Establishment of Policy Concerning Disclosure of Information to Stakeholders	The Basic Policy regarding the Internal Control System states that ITOCHU will provide timely and appropriate disclosure.
Other	Based on the understanding that maximizing the potential of each employee is connected to enhancing corporate value, we have implemented workstyle reforms that include morning-oriented work. We are also pursuing forward-oriented health management centered on the ITOCHU Health Charter(*), which we formulated in 2016. We also are promoting ongoing initiatives to support the active participation of women and other diverse human resources. In recognition of these initiatives, ITOCHU was recognized as a Health and Productivity Stock (two consecutive years) by the Ministry of Economy, Trade and Industry and received *Platinum Kurumin* certification from the Ministry of Health, Labour and Welfare. (*) ITOCHU Health Charter (https://www.itochu.co.jp/en/about/health/index.html)

IV Items Related to the Internal Control System Revised

1. A Basic Policy and Development and Operation Status Related to Internal Control System Revised

The Company has established the following internal control systems, which are necessary to ensure that executive officers' implementation of duties are in compliance with laws and statutory regulations and the Articles of Incorporation and ensure the appropriateness of other operations. Below is a summary of the Basic Policy regarding the Internal Control System as of June 23, 2017, which the Board of Directors approved on April 19, 2006 (and partially revised as of May 6, 2016).

Notes

1. System to Ensure Compliance by Directors and Employees to Laws, Regulations and the Articles of Incorporation

1) Corporate Governance

(1)As the decision-making body, the Board of Directors, consisting of Directors and Outside Directors, is to decide important matters in accordance with laws and regulations, the Articles of Incorporation, the "Board of Directors Regulations," and other internal regulations, and as the supervisory body, the Board of Directors is to supervise the performance of the directors.

(2)Each director is to carry out such director's functions and duties as designated by the Board of Directors in accordance with laws and regulations, the Articles of Incorporation, resolutions by the Board of Directors, and internal regulations.

(3)ITOCHU is to adopt the Executive Officer System to strengthen the decision-making function and supervisory function of the Board of Directors, and to streamline executive decision-making. Based on the approval of the Board of Directors, executive officers implement their designated duties based on delegation from the Board of Directors and representative directors.

(4)The corporate auditors are to oversee the performance of the directors based on the "Board of Corporate Auditors Regulations" and "Auditors' Auditing Standards."

2) Compliance

(1)Directors, executive officers and employees are to conduct themselves in accordance with the ITOCHU Group Corporate Philosophy and the ITOCHU Group Code of Conduct.

(2)ITOCHU is to designate a representative director as the chief officer responsible for supervising compliance and also establish the Compliance Committee and a department that oversees all compliance matters. In addition, the "ITOCHU Group Compliance Program" is to be created to further enhance our compliance system.

3) Internal Control to Ensure Reliability of Financial Reporting
(1)ITOCHU is to have in place internal regulations concerning commercial transactions management and accounting, and is to create the position of CFO to ensure the reliability of financial reporting.
(2)ITOCHU is to establish the Disclosure Committee and regularly review and improve the development and implementation status of the internal control systems to ensure the reliability of financial reporting.

4) Internal Audits

ITOCHU is to establish the Audit Division under the direct control of the President and Chief Executive Officer. The Audit Division is to regularly implement internal audits of all aspects of business operations based on the "Audit Regulations." Such internal audits are to examine compliance with laws and regulations, the Articles of Incorporation, and internal regulations, as well as, among other matters, the appropriateness of the procedures and nature of the exercise of duties and responsibilities.

2. System for the Storage and Preservation of Information Related to Director Duties

The directors are to appropriately store and preserve important documents and related materials concerning the performance of their duties, including the minutes of the General Meeting of Shareholders, in accordance with the "Information Management Regulations," the "Document Management Rules" and other internal regulations. All documents and information so stored and preserved are to be subject to inspection by the directors and auditors at any time. Further, the Company will establish departments responsible for the timely disclosure of important corporate information and other information. At the same time, directors will rapidly and comprehensively gather information that requires disclosure and implement timely and appropriate disclosure in compliance with laws and statutory regulations.

3. Regulations Concerning the Management of the Risk of Loss and Other Relevant Risk Management System

To adequately address the various risks associated with our business operations, such as market risk, credit risk, country risk, and investment risk, ITOCHU is to establish internal committees and responsible departments, and is to develop the necessary risk management system and risk management techniques, for example establishing a full range of management regulations, investment criteria, risk limits and transaction limits, and developing reporting and monitoring systems, and managing company-wide as well as matter-specific risks . Furthermore, ITOCHU is to regularly review the effectiveness of the risk management system.

4. System to Ensure Efficient Performance of Directors

1) The HMC and Other Internal Committees

The HMC as a supporting body to the President and Chief Executive Officer, and a number of other internal committees, are to facilitate the proper and agile decision-making by the President and Chief Executive Officer and the Board of Directors.

2) Division Company System

Under the Division Company System, the position of Division Company president is to be created at each Company, and each Company is to manage its business autonomously in accordance with laws and regulations, the Articles of Incorporation, and internal regulations. Furthermore, each Company is to establish its own numerical targets, and regularly evaluate its performance by comparing against such numerical targets.

3) Clearly Define the Scope of Authority and Responsibilities

In order to ensure the appropriateness and efficiency of the performance of the management, ITOCHU is to develop internal regulations to clearly define the scope of authority and responsibilities of each corporate officer and divisional manager.

5. System to Ensure the Adequacy of Operations of the ITOCHU Group (Consisting of ITOCHU and Its Subsidiaries)

1) Subsidiary Management and Reporting System

(1)ITOCHU is to establish a department that oversees all the subsidiaries. Furthermore, relevant departments within ITOCHU are to exercise jurisdiction over their responsible subsidiaries, and provide managerial guidance to such subsidiaries in accordance with the internal regulations concerning consolidated company management. In principle, ITOCHU is to send directors and corporate auditors to each subsidiary to ensure the adequacy of the subsidiary's operations.

(2)With respect to subsidiaries that ITOCHU owns indirectly through its directly-owned subsidiaries, ITOCHU is to strive to ensure the adequacy of operations by such indirectly-owned subsidiaries in

accordance with this Basic Policy by way of, in principle, causing directly-owned subsidiaries to provide managerial guidance to indirectly-owned subsidiaries.

(3)With respect to important matters on the management of subsidiaries, ITOCHU is to, in principle, agree and specify with each subsidiary what matters will require the prior approval of or reporting to ITOCHU, as appropriate, taking into account, among others, each subsidiary's nature and size of business and whether it is listed or unlisted.

2) Rules and Other Systems to Manage the Risk of Loss at Subsidiaries

ITOCHU is to identify the subsidiaries which shall be subject to ITOCHU's Group-wide risk management in respect of each risk category, taking into account, among others, each subsidiary's nature and size of business and whether it is listed or unlisted. In addition, ITOCHU is to periodically review the effectiveness of such Group-wide management system.

3) System to Ensure the Efficient Performance of Duties by Directors, etc. of Subsidiaries

ITOCHU is to formulate a management plan on a consolidated basis and undertake managerial guidance of subsidiaries in order to attain the said management plan as well as to provide support to subsidiaries such as provision of group financing from ITOCHU.

4) System to Ensure Compliance by Directors, etc. and Employees of Subsidiaries to Laws, Regulations and the Articles of Incorporation

(1)In principle, ITOCHU is to send directors and corporate auditors to each subsidiary and strive to ensure that the performance of duties of directors, etc. and employees of a subsidiary complies with laws and regulations and the Articles of Incorporation of such subsidiary through supervision and audit of the performance of duties at the subsidiary by the said directors and auditors sent from ITOCHU.

(2) ITOCHU is to provide guidance to its subsidiaries for the purpose of implementing a compliance system under the "ITOCHU Group Compliance Program" and to perform periodic monitoring and review of the implementation status of the relevant matters as well as providing education and training at subsidiaries whenever necessary for the purpose of securing compliance by the entire ITOCHU Group.

(3)All of the operations and activities of the subsidiaries are to be subject to internal audits by the Audit Division.

6. Matters Concerning Supporting Personnel to Corporate Auditors, Independence of Such Personnel from the Directors and Ensuring the Effectiveness of Instructions to Such Personnel

ITOCHU is to establish the Corporate Auditors' Office under the direct jurisdiction of the Board of Corporate Auditors and is to put in place full-time employees with the sole responsibility of supporting the work of the corporate auditors. The supervisory authority over such employees is to belong exclusively to the corporate auditors, and evaluation of such employees is to be carried out by the corporate auditor designated by the Board of Corporate Auditors. Any transfer orders or disciplinary actions relating to such employees are to require prior approval by such corporate auditor.

7. System for Reporting by Directors and Employees to Corporate Auditors

1) Attendance at Important Meetings

The corporate auditors are to attend meetings of the Board of Directors, the HMC meetings, and other important meetings, and interview the directors and other relevant persons regarding the performance of their duties. In addition, the corporate auditors are to have the right to inspect all relevant materials.

2) Reporting System

(1)The directors and corporate officers are to regularly report to the corporate auditors about their performance. Furthermore, in addition to the matters required by laws and regulations, the directors and corporate officers are to report all the decisions that could have a major impact on the finance or business of ITOCHU to the corporate auditors immediately after such decisions are made.

(2)Employees are to have the right to report directly to the corporate auditors any matters that could cause serious damage to ITOCHU.

(3)In the "ITOCHU Group Compliance Program," ITOCHU is to explicitly prohibit disadvantageous treatment of directors and employees who have reported to the corporate auditors and to ensure thorough familiarization with this prohibition.

8. System for Reporting by Directors, Corporate Auditors and Employees of Subsidiaries or by a Person who Received a Report from Them to Corporate Auditors

1) Reporting System

(1) The directors and corporate auditors of subsidiaries may report directly to the corporate auditors of ITOCHU any matters that could cause serious damage to the said subsidiary.

(2) A department that oversees compliance is to periodically report to the corporate auditors of ITOCHU a summary of matters that could cause serious damage to a subsidiary that were reported by the officers and employees of the said subsidiary.

(3) In the "ITOCHU Group Compliance Program," ITOCHU is to explicitly prohibit disadvantageous treatment of persons who have reported to the corporate auditors under the provisions listed above and to ensure full familiarization with this prohibition.

9. Matters Concerning Policy on Procedures for Prepayment or Refund of Expenses Arising in Relation to Performance of Duties of Corporate Auditors and Processing of Expenses or Obligations Arising in Relation to the Performance of Other Duties

When a corporate auditor claims prepayment, etc. from ITOCHU in relation to the performance of duties under Article 388 of the Companies Act, ITOCHU is to process the relevant expense or claim promptly upon confirmation by the responsible department.

10. Other Relevant Systems to Ensure the Proper Functioning of Audits

1) Coordination with the Corporate Auditors by the Audit Division

The Audit Division is to maintain close communication and coordination with the corporate auditors with respect to matters such as formulation of the internal audit plan for each business year, and internal audit results.

2) Retaining Outside Experts

When deemed necessary, the corporate auditors are to independently retain outside experts for the implementation of an audit.

For the proper operation of internal control systems, ITOCHU has adopted a system by which it further segments items stipulated by the Basic Policy into more detailed confirmatory items in respect of each fiscal year, and, after setting the department in charge of each of these confirmatory items, conducts checks of the construction and the operational status of internal control systems by each department (and by other related internal committees) at the Internal Control Committee meetings held each half year. The Internal Control Committee, chaired by Chief Strategy & Information Officer (CSO&CIO) and with the Corporate Planning

& Administration Division as secretariat, consists of Chief Administrative Officer, Chief Financial Officer, General Manager of Internal Audit Division, and an external expert (attorney) as members. Corporate Auditors also attend and voice opinions every time.

At its meetings, the Internal Control Committee verifies the content of checklists summarizing achievement status, issues, etc. for each of the above confirmatory items, as submitted by the departments in charge of each. It also confirms the construction and operational status of internal control systems by verifying the content of individual reports from the departments in charge, with respect to important matters such as systems to ensure the reliability of financial reporting, compliance systems, systems to manage the risk of losses, and the construction and operational status of internal control systems in the ITOCHU Group.
The results of deliberations by the Internal Control Committee are reported once per year to the HMC and the Board of Directors, the latter of which conducts a full-year evaluation of the construction and operational status of internal control systems.

Regarding the meetings of main internal committees related to internal control in fiscal 2016, the Internal Control Committee met 2 times, the Compliance Committee 2 times, and the ALM Committee 11 times.

ITOCHU's internal control systems are constructed on the base of the ITOCHU Group, consisting of ITOCHU Corporation and its subsidiaries, and the operational status of the Group base internal control systems, and the construction and operational status of internal control systems in subsidiaries, are reported regularly to the Internal Control Committee.

ITOCHU intends to revise and improve these internal control systems tirelessly in order to build systems that are even more appropriate and efficient. Further, a meeting of the Board of Directors convened on May 2, 2017, evaluated the development and implementation status of each item enumerated in the Basic Policy regarding the Internal Control System for the fiscal year ended March 31, 2017 and confirmed that there were no significant deficiencies or defects.

2. Basic Policy and Efforts to Against Antisocial Forces

The Company has set out basic policy to tackle antisocial forces and groups that threaten the order and safety of civic society, stipulating three basic principles in its stance against antisocial forces—Don't fear, don't pay, don't use—a 10-point guideline as a manual to disseminate this information among all employees. The Company has also established a special department with overall responsibility for countermeasures in relation to antisocial forces within the Human Resources & General Affairs Division.

V Others

1. Adoption of Takeover Defense Measures

Adoption of Takeover Defense Measures	—

Supplementary Information

N.A.

2. Other Items Related to Corporate Governance System, etc.

Please refer to Chart 2 for ITOCHU's Corporate Governance and Overview of Internal Control System below.

[Overview of System for Timely Disclosure]

1. Internal Organizational Structure

The company has established internal rules for the handling of disclosure and assigned primary responsibility for operations related to the timely disclosure to the Investor Relations department, in consultation with the Corporate Planning & Administration Division and the Corporate Communications Division. Also, the company assigned in each division company persons in charge of corporate communication and investor relations, and endeavors to do timely disclosure by closely communicating with such persons in charge.

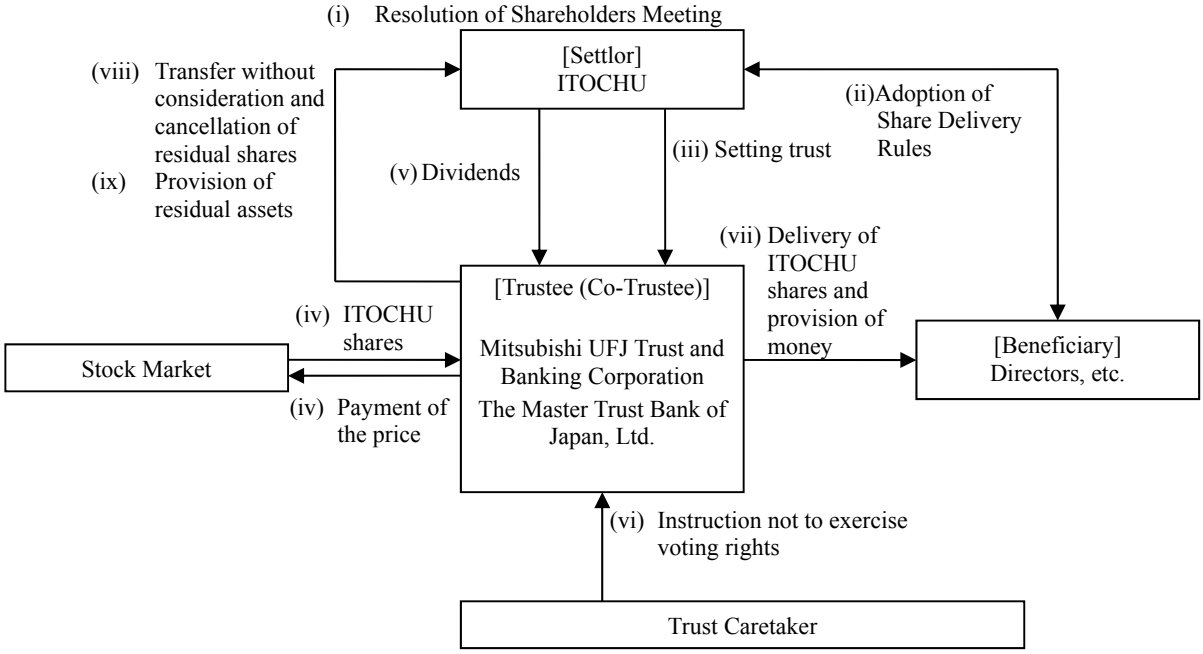
The Investor Relations Department, promptly after the public announcement of our financial result in each year, notifies each division company and headquarters administrative departments of the criteria and other details related to our and our subsidiaries' qualitative and quantitative information which is required to timely disclose pursuant to the relevant regulations of Tokyo Stock Exchange, and holds explanatory sessions, regularly and if required, to relevant departments in our company in order to strictly follow the regulations of Tokyo Stock exchange, thereby promoting the awareness of such timely disclosure rules.

2. Decision of timely disclosure

Our decision for timely disclosure is as follows.

(1) The person in charge of each division company, of each domestic or overseas subsidiary and of each administrative division at headquarters, report without delay to the general manager of the Investor Relations Department any decisions, events, or financial information related to the divisions and domestic or overseas subsidiaries for which they are responsible as requested or as may be requested to disclose based on the regulations of the Tokyo Stock Exchange.
(2) When the general manager of the Investor Relations Department receives a report as per preceding, he/she considers and determines (i) whether the information requires disclosure, and (ii) if disclosure is required, the details and method thereof, and upon the examination and receipt of opinions from the Corporate Planning & Administrative Division and the Corporate communications Division, he/she requests the approval of the CFO about the disclosure.
(3) After receiving approval as per the preceding, the general manager of the Investor Relations Department without delay files the disclosure with the Tokyo Stock Exchange.

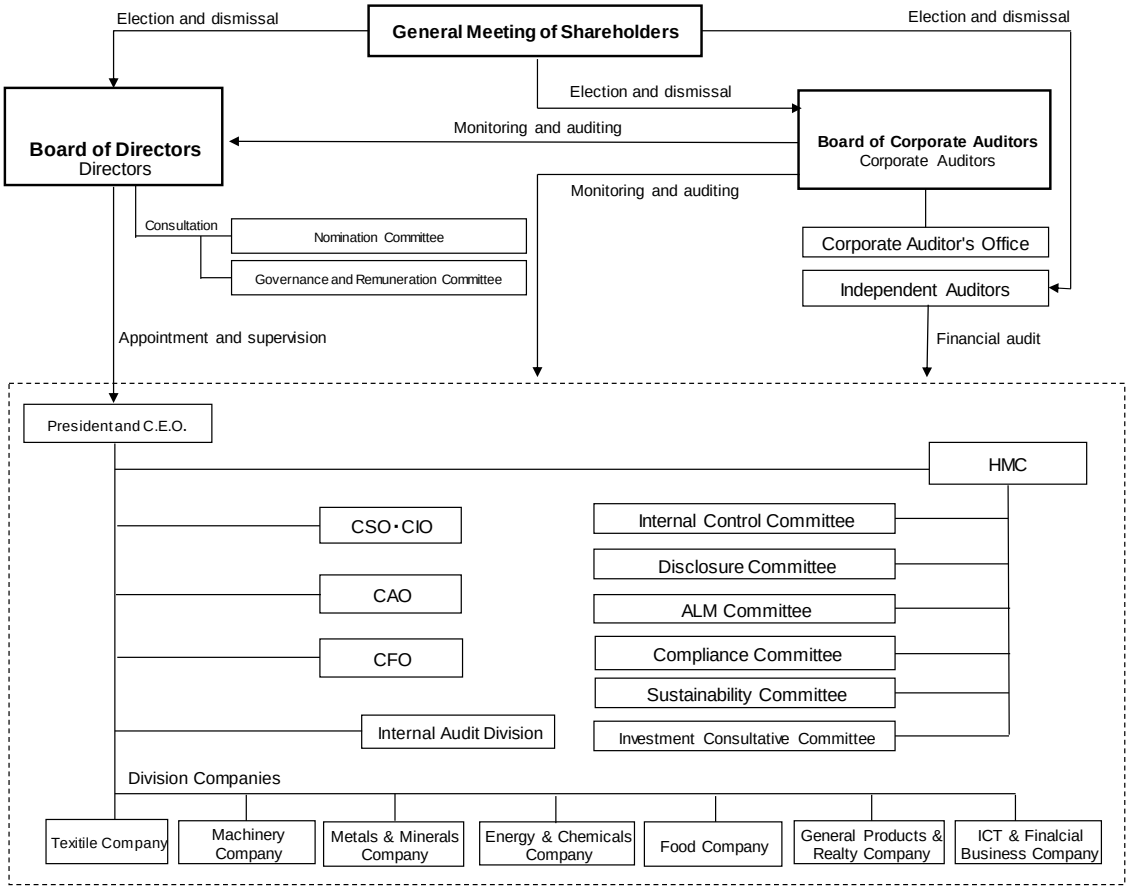
[Chart 1] Overview of the BIP Trust



(i)	In regard to the introduction of the Stock Remuneration Plan, ITOCHU obtains approval on remuneration by resolution of Shareholders Meeting (such approval was granted on the 92nd Ordinary General Meeting of Shareholders held on June 24, 2016).
(ii)	In regard to the introduction of the Stock Remuneration Plan, ITOCHU's Board of Directors will adopt Share Delivery Rules regarding the remuneration of Directors and Executive Officers.
(iii)	ITOCHU will set a trust to which it entrusts money within the range approved by resolution of Shareholders Meeting as in (i) and of which Directors, etc. that satisfy the requirements for eligible beneficiaries are beneficiaries ("Trust").
(iv)	The Trustee (of the Trust) will purchase ITOCHU shares from the stock market using the money entrusted in (iii) in accordance with the instructions of the trust caretaker. The number of shares to be acquired by the Trust will be within the range approved by resolution of Shareholders Meeting as in (i).
(v)	Payment of dividends for ITOCHU shares in the Trust will be made in the same manner as done for other ITOCHU shares.
(vi)	Voting rights for ITOCHU shares in the Trust will not be exercised throughout the trust period.
(vii)	During the trust period, a certain number of points will be granted to Directors, etc. based on performance and other factors during each fiscal year. A Director, etc. who fulfills certain requirements for beneficiaries will, after retirement from office, receive the delivery of ITOCHU shares corresponding to a certain ratio of the number of points accumulated; money equivalent to a number of ITOCHU shares corresponding to the residual number of points, converted into cash within the Trust in accordance with the provisions of the trust contract; and money for dividends paid on ITOCHU shares in the Trust, corresponding to the number of points as of the record date.
(viii)	In the event that there are residual shares at the time of expiry of the Trust due to the non-attainment of performance targets during each fiscal year during the trust period or other reasons, ITOCHU will either continue use of the Trust as a new stock remuneration plan by amendment to the trust contract and placement of additional trust, or transfer the residual shares without consideration from the Trust to ITOCHU and cancel the shares by resolution of the Board of Directors.
(ix)	Residual assets after distribution are made to beneficiaries at the time of termination of the Trust will belong to ITOCHU within the range of the reserve for trust expenses derived by deducting the funds for purchasing shares from the funds of the Trust. With regard to any portion in excess of the reserve for trust expenses, ITOCHU plans to donate this to groups having no interest in ITOCHU or its Directors, etc.

[Chart 2]ITOCHU's Corporate Governance and Overview of Internal Control System

As of April 1, 2017



Notes: 1 HMC: Headquarters Management Committee
CSO・CIO: Chief Strategy and Information Officer
CAO: Chief Administrative Officer
CFO: Chief Financial Officer
ALM: Asset Liability Management

2 CAO is the chief officer for compliance. Also, each Division Company has a Division Company president.

3 Internal control systems and mechanisms have been implemented at every level of ITOCHU. Only the main internal control organization and committees are described herein.

[Chart 3]Overview of System for Timely Disclosure

