Notice of the 97th Ordinary General Meeting of Shareholders

10:00 A.M., Thursday, June 24, 2021

- Matters for Resolution:
  - Agenda No. 1: To elect 13 Directors (Members of the Board)
  - Agenda No. 2: To elect 2 Audit & Supervisory Board Members
  - Agenda No. 3: To introduce "Restricted Stock" and "Performance Share Units" as remuneration for Directors (excluding Outside Directors)

No gifts will be provided

Note: This is an unofficial translation of the Japanese language original version. It is provided for your convenience only, without any warranty as to its accuracy or as to the completeness of the information. The Japanese original version is the sole official version. This English translation has not been audited by independent auditors or the Audit & Supervisory Board. Also, for your convenience, this translation includes "Systems necessary to ensure that the execution of duties by Directors complies with laws and regulations and the Articles of Incorporation, Other systems necessary to ensure the properness of operations", "Summary of Operating Status of Internal Control Systems", "Matters Concerning the Corporation's Subscription Rights to Shares", "Matters Concerning Accounting Auditor", "Consolidated Statement of Changes in Equity", "Notes to Consolidated Financial Statements", "(Reference) Consolidated Statements of Cash Flows","Non-consolidated Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements", the Japanese original versions of which are listed separately from "Notice of the 96th Ordinary General Meeting of Shareholders" on the Corporation's website.

Marubeni

(Stock Exchange Code No.8002)

To Our Shareholders

We would like to take the opportunity to express our heartfelt appreciation for your continued support of the Marubeni Group.

We offer our sincere condolences to those who lost their lives due to COVID-19 and pray for the earliest possible recovery for those who have been affected by COVID-19.

We have decided to convene the 97th Ordinary General Meeting of Shareholders of Marubeni Corporation on Thursday, June 24, 2021.

Accordingly, we hereby present you such notice of the Meeting which explains the agendas that will be put before the Meeting, and includes the current status of the Group and other matters for the Business Year from April 1, 2020 to March 31, 2021.

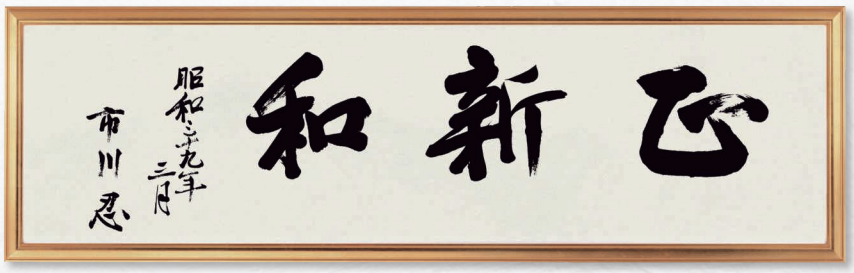


June 2021

Masumi Kakinoki, President and CEO, Member of the Board

Company Creed

Marubeni puts up the Company Creed of “Fairness, Innovation and Harmony.”



The Marubeni Management Philosophy

In accordance with the spirit grounded in the Company Creed of “Fairness, Innovation and Harmony,” the Marubeni Group is proudly committed to contribute to social and economic development and to safeguard global environment by conducting fair and upright corporate activities.

Table of Contents

Notice of the General Meeting of Shareholders

- Notice of the 97th Ordinary General Meeting of Shareholders ····· 2

Guide to Exercising Your Voting Rights ····· 4
Guide to Exercising Your Voting Rights Via the Internet ····· 5

Reference Materials for the General Meeting of Shareholders

- Agenda No. 1: To elect 13 Directors (Members of the Board) ····· 6
- Agenda No. 2: To elect 2 Audit & Supervisory Board Members ····· 18
- Agenda No. 3: To introduce "Restricted Stock" and "Performance Share Units" as remuneration for Directors (excluding Outside Directors) ····· 22

(Reference) Corporate Governance Structure ····· 27
(Reference) Sustainability at the Group ····· 31

Business Report

I. Current Status of the Group ····· 33
II. Matters Concerning the Corporation's Shares ····· 54
III. Matters Concerning the Corporation's Officers ····· 55
IV. The Corporation's Systems and Policies ····· 62
V. Matters Concerning the Corporation's Subscription Rights to Shares ····· 66
VI. Matters Concerning Accounting Auditor ····· 71

Consolidated and Non-consolidated Financial Statements, Etc.

Consolidated Financial Statements
- Consolidated Statement of Financial Position ····· 72
- Consolidated Statement of Comprehensive Income ····· 73
- Consolidated Statement of Changes in Equity ····· 74
- Notes to Consolidated Financial Statements ····· 76
- (Reference) Consolidated Statement of Cash Flows <Unaudited> ····· 82

Non-consolidated Financial Statements
- Non-consolidated Balance Sheets ····· 83
- Non-consolidated Statement of Income ····· 84
- Non-consolidated Statement of Changes in Net Assets ····· 85
- Notes to Non-consolidated Financial Statements ····· 86

- Audit Report of the Accounting Auditor for the Consolidated Financial Statements (COPY) ····· 91

- Audit Report of the Accounting Auditor (COPY) ····· 93
- Audit Report of the Audit & Supervisory Board (COPY) ····· 95

Notes to Shareholders ····· 96
Introduction to share administration ····· 96
Introduction to the Corporation's website ····· 96

Disclosure via the Internet

◎If any revisions are required to matters contained in the Reference Materials for the General Meeting of Shareholders, the Business Report and the Consolidated and the Non-consolidated Financial Statements, such revisions will be posted on the Corporation's website.

◎As for the Business Report and the Consolidated and the Non-consolidated Financial Statements (excluding (Reference)), which have been audited by the Audit & Supervisory Board and the Accounting Auditor, this Notice of the General Meeting of Shareholders does not contain the items listed below.
Pursuant to the relevant laws and regulations and Article 14 of the Articles of Incorporation of the Corporation, these items are posted on the Corporation's website.

Business Report: Systems necessary to ensure that the execution of duties by Directors complies with laws and regulations and the Articles of Incorporation; Other systems necessary to ensure the properness of operations; Summary of Operating Status of Internal Control Systems; Matters Concerning the Corporation's Subscription Rights to Shares; Matters Concerning Accounting Auditor

Consolidated Financial Statements: Consolidated Statement of Changes in Equity, Notes to Consolidated Financial Statements, (Reference) Consolidated Statements of Cash Flows

Non-consolidated Financial Statements: Non-consolidated Statement of Changes in Equity, Notes to Non-consolidated Financial Statements

The Corporation's website https://www.marubeni.com/en/ir/stock/meeting/



Cover:
Furisode with design of latticework, chrysanthemums, waves (seigaiha), plum and cherry blossomsPaste-resist (Yuzen) and tie-dyeing and embroidery on parti-colored silk crepe (chirimen)
Early 1700s
Collection of Marubeni Corporation

(Stock Exchange Code No. 8002)
June 3, 2021

To our shareholders:

Masumi Kakinoki
Representative Director
President and CEO
Marubeni Corporation
4-2, Ohtemachi 1-chome, Chiyoda-ku, Tokyo

Notice of the 97th Ordinary General Meeting of Shareholders

We wish to inform you that the 97th Ordinary General Meeting of Shareholders will be held as set forth below.
From the viewpoint of preventing the spread of COVID-19, you are advised to refrain from attending the General Meeting of Shareholders regardless of your health condition and instead to exercise your voting rights in writing or via the Internet in advance.
Please review the attached Reference Materials for the General Meeting of Shareholders attached hereto, and exercise your voting rights by 5:30 P.M., Wednesday, June 23, 2021.

■ If exercising your voting rights in writing:
Please indicate your vote for or against the items on the agenda on the enclosed voting form and return it by mail so that it arrives at the Corporation by the exercise deadline set forth above.

■ If exercising your voting rights via the Internet:
Please refer to the "Guide to Exercising Your Voting Rights Via the Internet" on Page 5 and exercise your voting rights by the exercise deadline set forth above.

Date and Time:	10:00 A.M., Thursday, June 24, 2021 (Doors open at 9:00 A.M.)
Venue:	Palace Hotel Tokyo, Aoi Room (2F) 1-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo (In the case that Aoi Room is filled to capacity, please note that you will be escorted to another conference room.)
Agenda:	Matters to Report: 1. Reports on Business Report for the 97th Business Year (from April 1, 2020 to March 31, 2021) and Consolidated Financial Statements and the Audit Reports of the Accounting Auditor and the Audit & Supervisory Board for Consolidated Financial Statements for the 97th Fiscal Year (from April 1, 2020 to March 31, 2021) 2. Reports on Non-consolidated Financial Statements for the 97th Business Year (from April 1, 2020 to March 31, 2021)

Agenda:	Matters for Resolution: Agenda No. 1: To elect 13 Directors (Members of the Board) Agenda No. 2: To elect 2 Audit & Supervisory Board Members Agenda No. 3: To introduce "Restricted Stock" and "Performance Share Units" as remuneration for Directors (excluding Outside Directors)

- If you are attending the meeting, please bring the enclosed voting form and submit it to the receptionist for the purpose of your identification. You are also requested to bring with you this booklet for your reference at the meeting.
- To exercise voting rights through a proxy, you may exercise your voting rights through a single proxy who is a shareholder of the Corporation with voting rights upon submitting power of attorney.
- **The Corporation will not provide gifts to shareholders who are attending the meeting. We appreciate your understanding.**

Payment of Year-end Dividends for the 97th Business Year

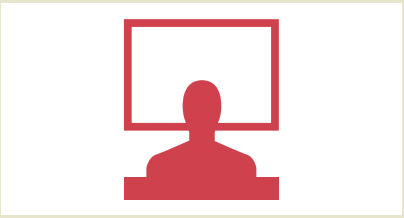
In accordance with the provisions of the Articles of Incorporation, at the Board of Directors meeting of May 13, 2021, the Corporation decided that the year-end dividend will be 22 yen per share and that the effective date (the payment commencement date) will be June 4, 2021.

If you have requested to transfer dividends to your bank account or your savings account of Japan Post Bank Co., Ltd., please confirm the details specified in the enclosed "Statement of Year-end Dividends for the 97th Business Year" and "Bank Accounts in Which to Transfer."

If you have requested Allocation Based on the Number of Shares Method (kabushikisu hirei haibun hoshiki), then please confirm the details specified in the enclosed "Statement of Year-end Dividends for the 97th Business Year" and "Method of Receiving your Year-end Dividends."

If you have not indicated either of the above, then please collect the dividends at your local post office or Japan Post Bank headquarters, branch, or sub-branch office by using the enclosed "Receipt of Year-end Dividends for the 97th Business Year" during the period from Friday, June 4, 2021 to Friday, July 16, 2021.

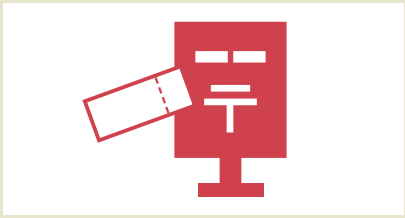
Guide to Exercising Your Voting Rights



Exercise of voting rights by attending the meeting

Please submit the enclosed voting form at the reception desk.

*If you are attending the meeting, you do not need to submit the voting form by mail or exercise your voting rights via the Internet.



Exercise of voting rights in writing

Please indicate your vote for or against the agendas on the enclosed voting form and return it by mail so that it arrives at the Corporation by **5:30 p.m. on Wednesday, June 23, 2021.**



Exercise of voting rights via the Internet

Please refer to the Guide to Exercising Your Voting Rights Via the Internet on the next page and exercise your voting rights by **5:30 p.m. on Wednesday, June 23, 2021.**

For nominee shareholders, such as trust and banking corporations responsible for administration (including standing proxy):

If shareholders apply in advance for the use of the electronic voting platform operated by a joint venture incorporated by the Tokyo Stock Exchange and other parties, they may be able to utilize said platform as a method for exercising voting rights for the General Meeting of Shareholders of the Corporation in electronic media in addition to the exercise of voting rights via the Internet as specified above.

Inquiries Stock Transfer Agency Department, Mizuho Trust & Banking Co., Ltd.

Inquiries regarding the method of operation of a personal computer in order to exercise voting rights via the Internet

Telephone: **(0120) 768−524**

(9:00 A.M. to 9:00 P.M., except Saturdays, Sundays and national holidays)

Other Inquiries

Telephone: **(0120) 288−324**

(9:00 A.M. to 5:00 P.M., except Saturdays, Sundays and national holidays)

Guide to Exercising Your Voting Rights Via the Internet

Exercising Your Voting Rights Via the Internet

When exercising your voting rights via the Internet, the Corporation requests your understanding on the following matters.

- Your voting rights may be exercised by PC or mobile phone only via the website that the Corporation specifies (hereinafter referred to as the "Website to Exercise Voting Rights"). If you exercise your voting rights via the Internet, you will need the voting right code and the password described in the enclosed voting form.
- Exercise of voting rights via the Internet will be accepted **until 5:30 P.M., Wednesday, June 23, 2021**, a day before the General Meeting of Shareholders. Please also be aware that you will not be able to exercise your voting rights via the Internet after 5:30 P.M. on June 23, 2021 (Wednesday) and therefore you will need to complete the input by such time. We ask you to exercise your voting rights promptly.

▶ If you exercise multiple votes via the Internet for the same agenda, then the last vote which arrives at the Corporation shall be deemed the valid vote.

▶ If you exercise your votes both by way of submitting the voting form and via the Internet, for the same agenda, then the vote via the Internet shall be deemed the valid vote.

Specific Method to Exercise Voting Rights via the Internet

The Corporation requests you to exercise your voting rights via the Internet using either of the following methods:

Exercise of Voting Rights by Accessing the Website to Exercise Voting Rights (URL below)

1 Please access the **Website to Exercise Voting Rights.**

Website to Exercise Voting Rights https://soukai.mizuho-tb.co.jp/

* You can access the Website to Exercise Voting Rights by using mobile phones with barcode reader function and by reading the QR code at the right side. Please see the instruction manual of your mobile phone for details of operations.

2 Please enter your voting right code and click the "Proceed" button.

3 Please enter your password following the instructions on the screen.

* To ensure security, you need to change the password when you first log into the website.

4 Please follow the instructions on the screen in order to exercise your voting rights.

Exercise of Voting Rights by Reading the QR Code for Smartphones ("Smart Exercise")

1 Please scan the QR Code printed on the lower right of the enclosed Voting Rights Exercise Form with your smartphone, access "Smart Exercise," follow the instructions on the screen, and exercise your voting rights. (You need to enter neither the code for exercising voting rights (ID) nor the password.)

2 You can exercise your voting rights by "Smart Exercise" only once.

*For details, please refer to the enclosed leaflet.

Notes

- Please be assured that voting information will not be manipulated or wiretapped, as we use encryption technology (SHA-2). The voting right code and the password described in the voting form are important in authenticating each shareholder. Please do not divulge this information to anyone. There will be no occasions where the Corporation asks a shareholder about his/her password.
- If you use a commercial Internet provider, you need to bear the communication expenses, including those to connect to the Internet provider and to communicate with telecommunication companies (such as phone charges), for using the Website to Exercise Voting Rights.

Reference Materials for the General Meeting of Shareholders

Agenda and Related Matters

Agenda No. 1: To elect 13 Directors (Members of the Board)

The terms of office of all 11 incumbent Directors will expire at the time of close of this General Meeting of Shareholders in accordance with the Articles of Incorporation. Accordingly, we propose the election of 13 Directors.
The candidates for Director are as follows:

No.	Name		Present Positions and Responsibilities at the Corporation	Attendance at meetings of the Board of Directors	No. of years served as Director
1	Fumiya Kokubu	Reappointment	Chairman of the Board	100% (18/18)	9 years
2	Ichiro Takahara	Reappointment	Vice Chairman, Member of the Board	100% (18/18)	2 years
3	Masumi Kakinoki	Reappointment	President and CEO, Member of the Board	100% (18/18)	3 years
4	Akira Terakawa	New appointment	Senior Executive Vice President; Chief Executive Officer, Food, Agriculture & Chemicals Group; Vice Chairman of Investment and Credit Committee	—	—
5	Mutsumi Ishizuki	Reappointment	Senior Managing Executive Officer; Member of the Board; Chief Administrative Officer (CAO); Senior Operating Officer, Audit Dept.; Senior Operating Officer, Executive Secretariat; Senior Operating Officer, New Office Building Project Dept.; Vice Chairman of Investment and Credit Committee; Chief Compliance Officer (CCO); Chairman of Internal Control Committee; Chief Information Officer (CIO)	100% (12/12)	1 year
6	Kenichiro Oikawa	Reappointment	Managing Executive Officer; Member of the Board; Chief Digital Innovation Officer (CDIO); Chief Strategy Officer (CSO); Regional CEO for East Asia; Regional CEO for Japan Business; Vice Chairman of Investment and Credit Committee	100% (12/12)	1 year
7	Takayuki Furuya	Reappointment	Managing Executive Officer; Member of the Board; Chief Financial Officer (CFO); Chief Operating Officer, Investor Relations and Credit Ratings; Chairman of Investment and Credit Committee; Chief Sustainable Development Officer (CSDO); Chairman of Disclosure Committee	100% (12/12)	1 year
8	Takao Kitabata	Reappointment Outside Director Independent Director	Member of the Board	94.4% (17/18)	8 years
9	Kyohei Takahashi	Reappointment Outside Director Independent Director	Member of the Board	100% (18/18)	5 years
10	Yuri Okina	Reappointment Outside Director Independent Director	Member of the Board	94.4% (17/18)	4 years
11	Takashi Hatchoji	Reappointment Outside Director Independent Director	Member of the Board	100% (12/12)	1 year
12	Masato Kitera	Reappointment Outside Director Independent Director	Member of the Board	100% (12/12)	1 year
13	Shigeki Ishizuka	New appointment Outside Director Independent Director	—	—	—

Notes: 1. The attendance at meetings of the Board of Directors indicated for Mr. Mutsumi Ishizuki, Mr. Kenichiro Oikawa, Mr. Takayuki Furuya, Mr. Takashi Hatchoji, and Mr. Masato Kitera pertains to the Meetings of the Board of Directors held following their assumption of office as Director on June 19, 2020.
2. The number of years served as Director indicates the most recent continuous term of office as Director.

1. Fumiya Kokubu (Date of Birth: Oct. 6, 1952)

Reappointment



No. of years served as Director (at the close of this General Meeting of Shareholders): 9 years
Current shareholdings in the Corporation: 213,939 shares
Potential shareholdings※ in the Corporation: 207,300 shares
Total shareholdings in the Corporation: 421,239 shares
Attendance at meetings of the Board of Directors: 100% (18/18)

Career Overview

Apr. 1975: Joined the Corporation
Apr. 2005: Executive Officer
Apr. 2008: Managing Executive Officer
Jun. 2008: Managing Executive Officer, Member of the Board
Apr. 2010: Senior Managing Executive Officer
Apr. 2012: Senior Executive Vice President
Jun. 2012: Senior Executive Vice President, Member of the Board
Apr. 2013: President and CEO, Member of the Board
Apr. 2019: Chairman of the Board (Present Position)

Status of Important Concurrent Occupations or Positions at Other Organizations

Member of the Board, TAISEI CORPORATION
Director, Honda Motor Co., Ltd.

Reasons for the appointment of the candidate for the position of Director

Since Mr. Kokubu joined the Corporation, he has mainly engaged in energy-related operations, and served as the President and CEO, Member of the Board from April 2013 to March 2019 after having served as Managing Executive Officer, Senior Managing Executive Officer and Senior Executive Vice President, Member of the Board. He has been the Chairman of the Board since April 2019. He has excellent expertise and in-depth knowledge of overall management of a general trading company and global business management, in addition to abundant business experience, past achievements and significant contributions to the Corporation. Moreover, he has a sufficient track record as a Director. In fiscal year 2020, Mr. Kokubu supervised management of the Corporation, taking into consideration all stakeholders, as the Chairman of the Board without representative rights and authority for business execution.
In view of the above and the report by the Nomination Committee, the Board of Directors decided to reappoint him as a candidate for Director.

2. Ichiro Takahara (Date of Birth: Jun. 8, 1956)

Reappointment



No. of years served as Director (at the close of this General Meeting of Shareholders): 2 years
Current shareholdings in the Corporation: 21,635 shares
Potential shareholdings※ in the Corporation: 147,100 shares
Total shareholdings in the Corporation: 168,735 shares
Attendance at meetings of the Board of Directors: 100% (18/18)

Career Overview

Apr. 1979: Joined the Ministry of International Trade and Industry (MITI)
Oct. 2003: Director, Regional Economic and Industrial Policy Division, Economic and Industrial Bureau, Ministry of Economy, Trade and Industry (METI)
Apr. 2004: Director, Budget and Accounts Division, Minister's Secretariat, METI
Jul. 2009: Director-General, Kanto Bureau of Economy, Trade and Industry, METI
Jul. 2010: Commission, Small and Medium Enterprise Agency, METI
Sep. 2011: Commission, Agency for Natural Resources and Energy, METI (Resigned in Jun. 2013)
Oct. 2013: Advisor of the Corporation
Apr. 2014: Managing Executive Officer
Jun. 2014: Managing Executive Officer, Member of the Board
Jun. 2016: Managing Executive Officer
Apr. 2017: Senior Managing Executive Officer
Apr. 2019: Senior Executive Vice President
Jun. 2019: Senior Executive Vice President, Member of the Board
Apr. 2020: Vice Chairman, Member of the Board (Present Position)

Reasons for the appointment of the candidate for the position of Director

Mr. Takahara served in key positions in the government. Since he joined the Corporation as Advisor in October 2013, he has mainly engaged in operations related to chemical & forest products and energy & metals and is presently Vice Chairman, Member of the Board after having served as Managing Executive Officer; Managing Executive Officer, Member of the Board; Managing Executive Officer; Senior Managing Executive Officer; Senior Executive Vice President; and Senior Executive Vice President, Member of the Board. He has excellent expertise and in-depth knowledge of overall management of a general trading company and global business management, in addition to abundant business experience, past achievements and significant contribution to the Corporation. In fiscal year 2020, utilizing his expertise, he played an appropriate role as a Director, including in decision-making and supervision of business execution.
In view of the above and the report by the Nomination Committee, the Board of Directors decided to reappoint him as a candidate for Director.

※Potential shareholdings correspond to unexercised subscription rights to shares granted as stock-compensation-type stock options and stock-compensation-type stock options subject to market-capitalization-based exercisability conditions.

3. Masumi Kakinoki (Date of Birth: Apr. 23, 1957)

Reappointment



No. of years served as Director (at the close of this General Meeting of Shareholders): 3 years

Current shareholdings in the Corporation: 107,000 shares

Potential shareholdings※ in the Corporation: 174,100 shares

Total shareholdings in the Corporation: 281,100 shares

Attendance at meetings of the Board of Directors: 100% (18/18)

Career Overview

Apr. 1980: Joined the Corporation.
Apr. 2010: Executive Officer
Apr. 2013: Managing Executive Officer
Jun. 2013: Managing Executive Officer, Member of the Board
Apr. 2014: Managing Executive Officer
Apr. 2017: Senior Managing Executive Officer
Apr. 2018: Senior Executive Vice President
Jun. 2018: Senior Executive Vice President, Member of the Board
Apr. 2019: President and CEO, Member of the Board (Present Position)

Reasons for the appointment of the candidate for the position of Director

Since Mr. Kakinoki joined the Corporation, he has mainly engaged in power- and machinery-related operations, and has been the President and CEO, Member of the Board since April 2019 after having served as Managing Executive Officer; Managing Executive Officer, Member of the Board; Managing Executive Officer; Senior Managing Executive Officer; Senior Executive Vice President; and Senior Executive Vice President, Member of the Board. He has excellent expertise and in-depth knowledge of overall management of a general trading company and global business management, in addition to abundant business experience, past achievements and significant contributions to the Corporation. Moreover, he has a sufficient track record as a Director. In fiscal year 2020, as President and CEO, Mr. Kakinoki implemented the Medium-Term Management Strategy "Global crossvalue platform 2021" whose objective is to realize "a value creation company going beyond the boundaries of the current Sogo Shosha" and worked to further expand the existing businesses while leading management to create a new business model that can become the Group's core in the future and played an appropriate role as a Director, including in decision-making and supervision of business execution.
In view of the above and the report by the Nomination Committee, the Board of Directors decided to reappoint him as a candidate for Director.

4. Akira Terakawa (Date of Birth: Feb. 8, 1958)

New appointment



No. of years served as Director (at the close of this General Meeting of Shareholders): —

Current shareholdings in the Corporation: 66,300 shares

Potential shareholdings※ in the Corporation: 122,700 shares

Total shareholdings in the Corporation: 189,000 shares

Career Overview

Apr. 1981: Joined the Corporation
Apr. 2002: General Manager, Plastics Dept.
Apr. 2003: Senior Assistant to the Corporate Vice President, Chemicals Div.
Apr. 2004: General Manager, Plastics Planning Dept.; General Manager, Agrovista Project Dept.
Nov. 2004: General Manager, Electronic Materials Dept.; General Manager, Plastics Planning Dept.
Apr. 2005: General Manager, Electronic Materials Dept.
Apr. 2008: Senior Operating Officer, Chemicals Div.; General Manager, Electronic Materials Dept.
Apr. 2010: Executive Officer, General Manager, Corporate Planning & Strategy Dept.
Apr. 2012: Executive Officer, Chief Operating Officer, Chemicals Div.
Apr. 2013: Managing Executive Officer, Chief Operating Officer, Chemicals Div.
Apr. 2014: Managing Executive Officer, Chief Operating Officer, Corporate Planning & Strategy Dept.; Chairman of Internal Control Committee; Vice Chairman of Investment and Credit Committee
Jun. 2014: Managing Executive Officer, Member of the Board, Chief Operating Officer, Corporate Planning & Strategy Dept.; Chairman of Internal Control Committee; Vice Chairman of Investment and Credit Committee
Apr. 2015: Managing Executive Officer, Member of the Board, CSO; Senior Operating Officer, Executive Secretariat; Regional CEO for East Asia; Chairman of Compensation Consultative Committee; Vice Chairman of Investment and Credit Committee
Apr. 2016: Managing Executive Officer, Member of the Board, Chief Executive Officer, Chemical & Forest Products Group
Jun. 2016: Managing Executive Officer, Chief Executive Officer, Chemical & Forest Products Group
Apr. 2018: Senior Managing Executive Officer, Chief Executive Officer, Food Group; Regional CEO for East Asia; Vice Chairman of Investment and Credit Committee
Apr. 2019: Senior Managing Executive Officer, Chief Executive Officer, Food, Agriculture & Chemicals Group; Vice Chairman of Investment and Credit Committee
Apr. 2020: Senior Executive Vice President, Chief Executive Officer, Food, Agriculture & Chemicals Group; Chief Operating Officer, Food Div.
Apr. 2021: Senior Executive Vice President, Chief Executive Officer, Food, Agriculture & Chemicals Group; Vice Chairman of Investment and Credit Committee (Present Position)

Status of Important Concurrent Occupations or Positions at Other Organizations

Director, United Super Markets Holdings Inc.

Reasons for the appointment of the candidate for the position of Director

Since Mr. Terakawa joined the Corporation, he has mainly engaged in chemicals-related operations, and is presently Senior Executive Vice President, Chief Executive Officer, Food, Agriculture & Chemicals Group; Vice Chairman of Investment and Credit Committee after having served as Managing Executive Officer; Managing Executive Officer, Member of the Board; Managing Executive Officer; and Senior Managing Executive Officer. He has in-depth knowledge of overall management of a general trading company and global business management, in addition to abundant business experience, past achievements and significant contributions to the Corporation. Moreover, he has a good track record having served as a Member of the Board of the Corporation in fiscal years 2014 and 2015. Therefore, the Corporation believes that he is capable of appropriately fulfilling his role as a Director, including in decision-making and supervision of business execution. In view of the above and the report by the Nomination Committee, the Board of Directors decided to appoint him as a new candidate for Director.

5. Mutsumi Ishizuki (Date of Birth: Feb. 4, 1958)

Reappointment



No. of years served as Director (at the close of this General Meeting of Shareholders): 1 year
Current shareholdings in the Corporation: 92,000 shares
Potential shareholdings※ in the Corporation: 90,500 shares
Total shareholdings in the Corporation: 182,500 shares
Attendance at meetings of the Board of Directors: 100% (12/12)
*The attendance at meetings held following his assumption of office as Director on June 19, 2020

Career Overview

Apr. 1981: Joined the Corporation
Apr. 2011: Executive Officer
Apr. 2014: Managing Executive Officer
Apr. 2020: Senior Managing Executive Officer
Jun. 2020: Senior Managing Executive Officer, Member of the Board; CAO; Senior Operating Officer, Audit Dept.; Senior Operating Officer, Executive Secretariat; Senior Operating Officer, New Office Building Project Dept.; Vice Chairman of Investment and Credit Committee; Chief Compliance Officer (CCO); Chairman of Internal Control Committee; Chief Information Officer (CIO) (Present Position)

Reasons for the appointment of the candidate for the position of Director

Since Mr. Ishizuki joined the Corporation, he has mainly engaged in metals-related operations, and is presently Senior Managing Executive Officer, Member of the Board; CAO; Senior Operating Officer, Audit Dept.; Senior Operating Officer, Executive Secretariat; Senior Operating Officer, New Office Building Project Dept.; Vice Chairman of Investment and Credit Committee; Chief Compliance Officer (CCO); Chairman of Internal Control Committee; and Chief Information Officer (CIO) after having served as Managing Executive Officer. He has in-depth knowledge of overall management of a general trading company and global business management, in addition to abundant business experience, past achievements and significant contributions to the Corporation. In fiscal year 2020, utilizing his expertise, he played an appropriate role as a Director, including in decision-making and supervision of business execution.
In view of the above and the report by the Nomination Committee, the Board of Directors decided to reappoint him as a candidate for Director.

Note: The "Chief Administrative Officer (CAO)" is the Chief Operating Officer of Human Resources Dept., General Affairs Dept., Information Strategy Dept., Risk Management Dept., Legal Dept. and Compliance Control Dept.

6. Kenichiro Oikawa (Date of Birth: Jan. 19, 1964)

Reappointment



No. of years served as Director (at the close of this General Meeting of Shareholders): 1 year
Current shareholdings in the Corporation: 75,200 shares
Potential shareholdings※ in the Corporation: 81,900 shares
Total shareholdings in the Corporation: 157,100 shares
Attendance at meetings of the Board of Directors: 100% (12/12)
*The attendance at meetings held following his assumption of office as Director on June 19, 2020

Career Overview

Apr. 1986: Joined the Corporation
Apr. 2016: Executive Officer
Apr. 2019: Managing Executive Officer
Jun. 2020: Managing Executive Officer, Member of the Board; CDIO; CSO; Regional CEO for East Asia; Regional CEO for Japan Business; Vice Chairman of Investment and Credit Committee (Present Position)

Reasons for the appointment of the candidate for the position of Director

Since Mr. Oikawa joined the Corporation, he has mainly engaged in operations related to real estate, ICT, and finance, and is presently Managing Executive Officer, Member of the Board, CDIO; CSO; Regional CEO for East Asia; Regional CEO for Japan Business; and Vice Chairman of Investment and Credit Committee after having served as Managing Executive Officer. He has excellent expertise and in-depth knowledge of overall management of a general trading company and global business management, in addition to abundant business experience, past achievements and significant contributions to the Corporation. In fiscal year 2020, utilizing his expertise, he played an appropriate role as a Director, including in decision-making and supervision of business execution.
In view of the above and the report by the Nomination Committee, the Board of Directors decided to reappoint him as a candidate for Director.

Note: The "Chief Digital Innovation Officer (CDIO)" is the Chief Operating Officer of Next Generation Business Development Div. and Digital Innovation Dept. The "Chief Strategy Officer (CSO)" is the Chief Operating Officer of Corporate Planning & Strategy Dept., Regional Coordination & Administration Dept., and Research Institute.

7. Takayuki Furuya (Date of Birth: Aug. 16, 1964)

Reappointment



No. of years served as Director (at the close of this General Meeting of Shareholders): 1 year

Current shareholdings in the Corporation: 14,900 shares

Potential shareholdings※ in the Corporation: 73,200 shares

Total shareholdings in the Corporation: 88,100 shares

Attendance at meetings of the Board of Directors: 100% (12/12)

*The attendance at meetings held following his assumption of office as Director on June 19, 2020

Career Overview

Apr. 1987: Joined the Corporation
Apr. 2018: Executive Officer
Apr. 2020: Managing Executive Officer
Jun. 2020: Managing Executive Officer, Member of the Board; CFO; Chief Operating Officer, Investor Relations and Credit Ratings; Chairman of Investment and Credit Committee; Chief Sustainable Development Officer (CSDO); Chairman of Disclosure Committee (Present Position)

Reasons for the appointment of the candidate for the position of Director

Since Mr. Furuya joined the Corporation, he has mainly engaged in finance- and accounting-related operations and is presently Managing Executive Officer, Member of the Board; CFO; Chief Operating Officer, Investor Relations and Credit Ratings; Chairman of Investment and Credit Committee; Chief Sustainable Development Officer (CSDO); and Chairman of Disclosure Committee after having served as Managing Executive Officer. He has excellent expertise and in-depth knowledge of overall management of a general trading company and global business management, in addition to abundant business experience, past achievements and significant contributions to the Corporation. In fiscal year 2020, utilizing his expertise, he played an appropriate role as a Director, including in decision-making and supervision of business execution.
In view of the above and the report by the Nomination Committee, the Board of Directors decided to reappoint him as a candidate for Director.

Note: The "Chief Financial Officer (CFO)" is the Chief Operating Officer of Corporate Communication Dept., Corporate Accounting Dept., Business Accounting Dept., Finance Dept., and Sustainability Management Dept.

8. Takao Kitabata (Date of Birth: Jan. 10, 1950)

Outside Director | Reappointment | Independent Director



No. of years served as Director (at the close of this General Meeting of Shareholders): 8 years

Current shareholdings in the Corporation: 0 shares

Attendance at meetings of the Board of Directors: 94.4% (17/18)

Career Overview

Apr. 1972: Joined Ministry of International Trade and Industry (MITI)
Jul. 1995: Director, Planning Office of Ministry's Secretariat, MITI
Dec. 1996: Director, Policy Planning and Coordination Division of Ministry's Secretariat, MITI
Jun. 2000: Deputy Director-General, for Policy Coordination of Ministry's Secretariat, MITI
Jul. 2002: Deputy Vice-Minister of Ministry's Secretariat, Ministry of Economy, Trade and Industry (METI)
Jun. 2004: Director-General, Economic and Industrial Policy Bureau of METI
Jul. 2006: Vice-Minister of Economy, Trade, and Industry (Resigned in Jul. 2008)
Jun. 2010: Director, Kobe Steel, Ltd. (Present Position)
Audit & Supervisory Board Member of the Corporation
Jun. 2013: Member of the Board of the Corporation (Present Position)
Chairman of the Board, SANDA GAKUEN Junior High School & High School
Jun. 2014: Director, SEIREN Co., Ltd. (Present Position)
Director, Zeon Corporation (Present Position)
Apr. 2020: President, KAISHI PROFESSIONAL UNIVERSITY, Niigata Sogo Gakuin Academic Corporation (Present Position)

Status of Important Concurrent Occupations or Positions at Other Organizations

Director, Kobe Steel, Ltd.
Director, SEIREN Co., Ltd.
Director, Zeon Corporation
President, KAISHI PROFESSIONAL UNIVERSITY, Niigata Sogo Gakuin Academic Corporation

Special notes on the candidate for the position of Outside Director

(1) Submission of the "Independent Director/Auditor Notification":
No personal, capital or transaction relationships between Mr. Kitabata and the Corporation existed in the past or exist currently, and he satisfies the requirements in the "Standards and Policies for the Independence of Outside Directors/Audit & Supervisory Board Members of the Corporation" (as set forth on page 21). Hence, the Corporation has appointed him as an Independent Director stipulated by the financial instruments exchanges and notified the financial instruments exchanges of such designation. If his reappointment is approved at this General Meeting of Shareholders, the Corporation plans to reappoint him as an Independent Director and notify the financial instruments exchanges of such designation.

(2) Attributes of Independent Director/Auditor:
Mr. Kitabata concurrently serves as President, KAISHI PROFESSIONAL UNIVERSITY, Niigata Sogo Gakuin Academic Corporation, with which the Corporation has no transactions.

(3) Mr. Kitabata has been serving as Director of Kobe Steel, Ltd. (Kobe Steel) since June 2010. It was announced in October 2017 that Kobe Steel and its Group companies had engaged in an act of falsifying or fabricating inspection data for products falling short of public standards or customer specifications, and shipping or delivering those products to customers as if they conformed to the public standards or customer specifications, and was convicted of violating the Unfair Competition Prevention Act in March 2019 for part of the misconduct. Although Mr. Kitabata had been unaware of this fact until the said fact came to light, he has noted the importance of corporate ethics and made proposals from the viewpoint of legal compliance at the Board of Directors' meetings of Kobe Steel and on other occasions. After the detection of the said fact, he stated various opinions on the investigation of causes and verification of safety as well as on the appropriateness and validity of the investigation method at the Board of Directors' meetings of Kobe Steel. In addition, as a member of the Quality Governance Restructuring Deliberation Committee of Kobe Steel, he contributed to formulation of measures to prevent recurrence of the misconduct. Since June 2018 he has been serving as Chairman of the Board of Directors at Kobe Steel. At the Board of Directors' meetings of Kobe Steel, he receives periodic reports on the progress of implementation of the recurrence prevention measures, while stating his opinions about the implementation of recurrence prevention measures and Kobe Steel's initiatives for recovering trust, such as corporate governance reform and reform of employees' mentality. As such, he is appropriately monitoring Kobe Steel's various initiatives.

Reasons for the appointment of the candidate for the position of Outside Director and overview of the expected role

Mr. Kitabata served in key positions in the government and has profound insight about economic trends in Japan and overseas. He vigorously stated opinions at meetings of the Board of Directors from an objective, specialist viewpoint. As the Chief Outside Director of the Corporation, he has been providing advice to management and appropriately supervising business execution. He is also well-versed in corporate governance. As the chairman of the Nomination Committee, he vigorously stated opinions in order to enhance soundness, transparency, and efficiency of the Corporation's management. Because he is expected to continue to fulfill the role stated above and in view of the report by the Nomination Committee, the Board of Directors decided to reappoint him as a candidate for Outside Director.

9. Kyohei Takahashi (Date of Birth: Jul. 17, 1944)

Outside Director | Reappointment | Independent Director



No. of years served as Director (at the close of this General Meeting of Shareholders): 5 years

Current shareholdings in the Corporation: 0 shares

Attendance at meetings of the Board of Directors: 100% (18/18)

Career Overview

Apr. 1968: Joined Showa Denko K.K.
Oct. 1995: General Manager of Planning Department of the Headquarters, Japan Polyolefins Corporation
Jun. 1996: President & CEO, Montell JPO Co., Ltd.
Jun. 1999: Executive Vice President, Montell SDK Sunrise Ltd. (Currently, SunAllomer Ltd.)
Mar. 2002: Managing Director, Showa Denko K.K.
Mar. 2004: Senior Managing Director, Showa Denko K.K.
Jan. 2005: Representative Director, President, Showa Denko K.K.
Jan. 2007: Representative Director, President and Chief Executive Officer (CEO), Showa Denko K.K.
Jan. 2011: Representative Director, Chairman of the Board, Showa Denko K.K.
Jun. 2014: Audit & Supervisory Board Member of the Corporation
Mar. 2015: Director, Chairman of the Board, Showa Denko K.K.
Jun. 2016: Member of the Board of the Corporation (Present Position)
Jul. 2016: Audit & Supervisory Board Member, Fukoku Mutual Life Insurance Company (Present Position)
Jan. 2017: Director, Showa Denko K.K.
Mar. 2017: Advisor, Showa Denko K.K. (Present Position)

Status of Important Concurrent Occupations or Positions at Other Organizations

Advisor, Showa Denko K.K.
Audit & Supervisory Board Member, Fukoku Mutual Life Insurance Company

Special notes on the candidate for the position of Outside Director

(1) Submission of the "Independent Director/Auditor Notification":
No personal, capital or transaction relationships between Mr. Takahashi and the Corporation result in conflicts of interest that could harm the interests of the general shareholders, and he satisfies the requirements in the "Standards and Policies for the Independence of Outside Directors/Audit & Supervisory Board Members of the Corporation" (as set forth on page 21). Hence, the Corporation has appointed him as an Independent Director stipulated by the financial instruments exchanges and notified the financial instruments exchanges of such designation. If his reappointment is approved at this General Meeting of Shareholders, the Corporation plans to reappoint him as an Independent Director and notify the financial instruments exchanges of such designation.

(2) Attributes of Independent Director/Auditor:
Mr. Takahashi was an executive of Showa Denko K.K. There is a continuous transaction relationship between Showa Denko and the Corporation, in which the Corporation sells raw materials to Showa Denko and the Corporation purchases Showa Denko's products and so on. Net sales of the Corporation to Showa Denko for the three business years from fiscal year 2017 to fiscal year 2019 account for 0.01% of the consolidated revenue of the Corporation during the said three-year period, whereas net sales of Showa Denko to the Corporation account for 0.08% of the consolidated revenue of the Corporation during the said three-year period; both of these percentages are insignificant.

Reasons for the appointment of the candidate for the position of Outside Director and overview of the expected role

Mr. Takahashi has profound insight cultivated through involvement in corporate management at an international company. He vigorously stated opinions at meetings of the Board of Directors from a practical viewpoint. As an Outside Director of the Corporation, he has been providing advice to management and appropriately supervising business execution. He is also well-versed in corporate governance. As the chairman of the Governance and Remuneration Committee, he vigorously stated opinions in order to enhance soundness, transparency, and efficiency of the Corporation's management.
Because he is expected to continue to fulfill the role stated above and in view of the report by the Nomination Committee, the Board of Directors decided to reappoint him as a candidate for Outside Director.

10. Yuri Okina (Date of Birth: Mar. 25, 1960)

Outside Director
Reappointment
Independent Director



No. of years served as Director (at the close of this General Meeting of Shareholders): 4 years

Current shareholdings in the Corporation: 0 shares

Attendance at meetings of the Board of Directors: 94.4% (17/18)

Career Overview

Apr. 1984: Joined the Bank of Japan
Apr. 1992: Joined The Japan Research Institute, Limited
Apr. 1994: Senior Researcher, The Japan Research Institute, Limited
Jul. 2000: Executive Researcher, The Japan Research Institute, Limited
Jun. 2006: Counselor, The Japan Research Institute, Limited
Jun. 2008: Director, Nippon Yusen Kabushiki Kaisha
Jun. 2013: Director, Seven Bank, Ltd.
Mar. 2014: Director, Bridgestone Corporation (Present Position)
Jun. 2014: Vice Chairman, The Japan Research Institute, Limited
Jun. 2017: Member of the Board of the Corporation (Present Position)
Apr. 2018: Chairman, The Japan Research Institute, Limited (Present Position)

Status of Important Concurrent Occupations or Positions at Other Organizations

Chairman, The Japan Research Institute, Limited
Director, Bridgestone Corporation

Special notes on the candidate for the position of Outside Director

(1) Submission of the "Independent Director/Auditor Notification":
No personal, capital or transaction relationships between Ms. Okina and the Corporation existed in the past or exist currently, and she satisfies the requirements in the "Standards and Policies for the Independence of Outside Directors/Audit & Supervisory Board Members of the Corporation" (as set forth on page 21). Hence, the Corporation has appointed her as an Independent Director stipulated by the financial instruments exchanges and notified the financial instruments exchanges of such designation. If her reappointment is approved at this General Meeting of Shareholders, the Corporation plans to reappoint her as an Independent Director and notify the financial instruments exchanges of such designation.

(2) Ms. Okina served as an Outside Director of Nippon Yusen Kabushiki Kaisha (NYK) from June 2008 to June 2017. NYK received a cease and desist order etc. from the Japan Fair Trade Commission in 2014 concerning violation of the Antimonopoly Act related to ocean shipping services for vehicles. NYK entered into a plea agreement with the U.S. Department of Justice, agreeing to pay a fine concerning its violation of U.S. anti-trust laws. In 2015, NYK was notified by the National Development and Reform Commission (NDRC) of China that NYK's action violated China's anti-monopoly law. Although Ms. Okina had been unaware of such violations until they came to light, she had been stating her opinions about legal compliance. After the fact was recognized, she strove, for instance, to further strengthen NYK's legal compliance systems in order to eliminate and prevent recurrence of any violations of anti-trust laws of Japan and other jurisdictions and fulfilled her duties.

Reasons for the appointment of the candidate for the position of Outside Director and overview of the expected role

Ms. Okina has profound insight about economic and financial matters cultivated through her many years of research at a research institute. She also has experience as an outside officer at various companies, and experience based on extensive activities as a member of government committees, such as the Industrial Structure Council, the Financial System Council and the Tax Commission. She vigorously stated opinions at meetings of the Board of Directors from a specialist and multifaceted viewpoint. As an Outside Director of the Corporation, she has been providing advice to management and appropriately supervising business execution. Additionally, she has been proactively expressing her opinions as a Nomination Committee member in order to enhance soundness, transparency, and efficiency of the Corporation's management and as an advisor to the Sustainability Management Committee to reinforce the sustainability promotion structure.
Because she is expected to continue to fulfill the role stated above and in view of the report by the Nomination Committee, the Board of Directors decided to reappoint her as a candidate for Outside Director.

11. Takashi Hatchoji (Date of Birth: Jan. 27, 1947)

Outside Director | Reappointment | Independent Director



No. of years served as Director (at the close of this General Meeting of Shareholders): 1 year

Current shareholdings in the Corporation: 0 shares

Attendance at meetings of the Board of Directors: 100% (12/12)

*The attendance at meetings held following his assumption of office as Director on June 19, 2020

Career Overview

Apr. 1970: Joined Hitachi, Ltd.
Feb. 1995: General Manager, Business Planning Department, Electrical Apparatus Division, Hitachi, Ltd.
Jun. 2003: Vice President and Executive Officer, Hitachi, Ltd.
Apr. 2004: Senior Vice President and Executive Officer, Hitachi, Ltd.
Apr. 2006: Representative Executive Officer, Executive Vice President and Executive Officer, Hitachi, Ltd.
Jun. 2007: President and Representative Director, Hitachi Research Institute
Apr. 2009: Representative Executive Officer, Executive Vice President and Executive Officer, Hitachi, Ltd.
Jun. 2011: Director, Hitachi, Ltd.
Jun. 2015: Director, Nitto Denko Corporation (Present Position)
Jun. 2017: Director, KONICA MINOLTA, INC. (Present Position)
Audit & Supervisory Board Member of the Corporation
Jun. 2020: Member of the Board of the Corporation (Present Position)

Status of Important Concurrent Occupations or Positions at Other Organizations

Director, Nitto Denko Corporation

Special notes on the candidate for the position of Outside Director

(1) Submission of the "Independent Director/Auditor Notification":
No personal, capital or transaction relationships between Mr. Hatchoji and the Corporation result in conflicts of interest that could harm the interests of the general shareholders, and he satisfies the requirements in the "Standards and Policies for the Independence of Outside Directors/Audit & Supervisory Board Members of the Corporation" (as set forth on page 21). Hence, the Corporation has appointed him as an Independent Director stipulated by the financial instruments exchanges and notified the financial instruments exchanges of such designation. If his reappointment is approved at this General Meeting of Shareholders, the Corporation plans to reappoint him as an Independent Director and notify the financial instruments exchanges of such designation.

(2) Attributes of Independent Director/Auditor:
Mr. Hatchoji was an executive of Hitachi, Ltd. There is a continuous transaction relationship between the Hitachi Group and the Corporation in diverse areas, such as sales and purchases of products and construction contracts. Net sales of the Corporation to Hitachi, Ltd. for the three business years from fiscal year 2017 to fiscal year 2019 account for 0.02% of the consolidated revenue of the Corporation during the said three-year period, whereas net sales of Hitachi, Ltd. to the Corporation account for 0.01% of the consolidated revenue of the Corporation during the said three-year period; both of these percentages are insignificant.

(3) Mr. Hatchoji is to resign from his position as Director of KONICA MINOLTA, INC. at the time of close of its General Meeting of Shareholders to be held in June 2021.

Reasons for the appointment of the candidate for the position of Outside Director and overview of the expected role

Mr. Hatchoji has profound insight cultivated through his involvement in corporate management at an international company and has a wealth of experience in providing advice for and supervising business execution, serving as an outside officer of other companies. He was an Outside Audit & Supervisory Board Member of the Corporation from June 2017 to June 2020 and has a good knowledge of the Corporation's business. He vigorously stated opinions at meetings of the Board of Directors from objective and specialist perspectives with an emphasis on practicality. As an Outside Director of the Corporation, he has been providing advice to management and appropriately supervising business execution. Additionally, he has been proactively expressing his opinions as a Nomination Committee member in order to enhance soundness, transparency, and efficiency of the Corporation's management and as an advisor to the Sustainability Management Committee to reinforce the sustainability promotion structure.
Because he is expected to continue to fulfill the role stated above and in view of the report by the Nomination Committee, the Board of Directors decided to reappoint him as a candidate for Outside Director.

12. Masato Kitera (Date of Birth: Oct. 10, 1952)

Outside Director
Reappointment
Independent Director



No. of years served as Director (at the close of this General Meeting of Shareholders): 1 year

Current shareholdings in the Corporation: 0 shares

Attendance at meetings of the Board of Directors: 100% (12/12)

*The attendance at meetings held following his assumption of office as Director on June 19, 2020

Career Overview

Apr. 1976: Joined the Ministry of Foreign Affairs
Apr. 1993: General Manager, ODA Division, Economic Cooperation Bureau
Jul. 1995: Minister's Secretariat; Cabinet Official; Secretary to Minister of State Igarashi
Aug. 1995: Secretary to Minister of State Nosaka
Jan. 1996: Secretary to Minister of State Kajiyama
Jul. 1997: Minister, Japanese Embassy in Thailand
May 2000: General Manager, Accounts Division, Minister's Secretariat
Mar. 2001: Minister's Secretariat
May 2001: Minister, Japanese Embassy in France
Mar. 2002: Minister, The Permanent Mission of Japan to the International Organizations in Geneva
Sep. 2005: Deputy Assistant Minister, Minister's Secretariat; Economic Affairs Bureau
Aug. 2006: Deputy Assistant Minister, Minister's Secretariat; Ambassador, Foreign Policy Bureau
Jan. 2008: Deputy Assistant Minister for Africa, Middle Eastern and African Affairs Bureau; Secretary-General for TICAD4
Jul. 2008: Director-General, International Cooperation Bureau
Jan. 2010: Deputy Minister
Sep. 2012: Assistant Chief Cabinet Secretary
Nov. 2012: Ambassador and Plenipotentiary to People's Republic of China
Apr. 2016: Ambassador to France
Jun. 2016: Ambassador to France, Andorra, and Monaco (Resigned in Dec. 2019)
Jun. 2020: Member of the Board of the Corporation (Present Position)
Director, Member of the Board, NIPPON STEEL CORPORATION (Present Position)
Mar. 2021: Member of the Board, Japan Tobacco Inc. (Present Position)

Status of Important Concurrent Occupations or Positions at Other Organizations

Director, Member of the Board, NIPPON STEEL CORPORATION
Member of the Board, Japan Tobacco Inc.

Special notes on the candidate for the position of Outside Director

Submission of the "Independent Director/Auditor Notification":
No personal, capital or transaction relationships between Mr. Kitera and the Corporation existed in the past or exist currently, and he satisfies the requirements in the "Standards and Policies for the Independence of Outside Directors/Audit & Supervisory Board Members of the Corporation" (as set forth on page 21). Hence, the Corporation has appointed him as an Independent Director stipulated by the financial instruments exchanges and notified the financial instruments exchanges of such designation. If his reappointment is approved at this General Meeting of Shareholders, the Corporation plans to reappoint him as an Independent Director and notify the financial instruments exchanges of such designation.

Reasons for the appointment of the candidate for the position of Outside Director and overview of the expected role

Mr. Kitera served in key positions in the government, mainly in the Ministry of Foreign Affairs. He has a wealth of international experience and profound insight concerning international affairs cultivated through his involvement in diplomacy. He also has in-depth understanding and experience related to diversity, which is indispensable in management of the Corporation. He vigorously stated opinions at meetings of the Board of Directors from objective and specialist perspectives in light of the rapidly changing world situation. As an Outside Director of the Corporation, he has been providing advice to management and appropriately supervising business execution. Additionally, he has been proactively expressing his opinions as a Governance and Remuneration Committee member in order to enhance soundness, transparency, and efficiency of the Corporation's management.
Because he is expected to continue to fulfill the role stated above and in view of the report by the Nomination Committee, the Board of Directors decided to reappoint him as a candidate for Outside Director.

13. Shigeki Ishizuka (Date of Birth: Nov. 14, 1958)

Outside Director
New appointment
Independent Director



No. of years served as Director (at the close of this General Meeting of Shareholders): —

Current shareholdings in the Corporation: 0 shares

Career Overview

Apr. 1981: Joined Sony Corporation
Aug. 2004: Managing Director, Corporate Executive, Sony EMCS Corporation
Jun. 2007: SVP, Corporate Executive, Sony Corporation
Apr. 2015: EVP, Corporate Executive Officer, Sony Corporation (Currently, Sony Group Corporation)
Apr. 2017: Representative Director and President, Sony Imaging Products & Solutions Inc.
Jun. 2018: Senior EVP, Sony Corporation
Apr. 2020: Representative Director and President, CEO, Sony Electronics Corporation
Jun. 2020: Vice Chairman, Representative Corporate Executive Officer, Sony Corporation (Currently, Sony Group Corporation) (Present Position)
Apr. 2021: Director, Sony Corporation (Present Position)

Status of Important Concurrent Occupations or Positions at Other Organizations

Vice Chairman, Representative Corporate Executive Officer, Sony Group Corporation
Director, Sony Corporation

Special notes on the candidate for the position of Outside Director

(1) Submission of the "Independent Director/Auditor Notification":
No personal, capital or transaction relationships between Mr. Ishizuka and the Corporation result in conflicts of interest that could harm the interests of the general shareholders, and he satisfies the requirements in the "Standards and Policies for the Independence of Outside Directors/Audit & Supervisory Board Members of the Corporation" (as set forth on page 21). Hence, if his appointment is approved at this General Meeting of Shareholders, the Corporation plans to appoint him as an Independent Director stipulated by the financial instruments exchanges and notify the financial instruments exchanges of such designation.

(2) Attributes of Independent Director/Auditor:
Mr. Ishizuka is an executive of Sony Group Corporation (former Sony Corporation). There were no transactions between former Sony Corporation and the Corporation during the three business years from fiscal year 2017 to fiscal year 2019.
He was also an executive of former Sony Imaging Products & Solutions Inc. and former Sony Electronics Corporation (both companies were integrated with current Sony Corporation). There were no transactions between these two companies and the Corporation during the three business years from fiscal year 2017 to fiscal year 2019.

Reasons for the appointment of the candidate for the position of Outside Director and overview of the expected role

Mr. Ishizuka has profound insight cultivated through his involvement in corporate management at an international company. As he has a background as a technology and development engineer, he has in-depth understanding and experience in the digital and IT fields, which are indispensable in management of the Corporation. The Corporation expects him to provide advice to management and appropriately supervise business execution from objective and specialist perspectives in light of the rapidly changing world situation in order to enhance soundness, transparency, and efficiency of the Corporation's management.
In view of the above and the report by the Nomination Committee, the Board of Directors decided to appoint him as a new candidate for Outside Director.

Notes: 1. The above candidates have no specific interests with the Corporation.
2. In accordance with Article 17 of the current Articles of Incorporation, the election of Directors shall not be conducted by cumulative voting.
3. Limitation of Liability Agreement with candidates for the position of Outside Director:
In order to enable Mr. Takao Kitabata, Mr. Kyohei Takahashi, Ms. Yuri Okina, Mr. Takashi Hatchoji, and Mr. Masato Kitera to fully perform their duties as Outside Directors, the Corporation has entered into an agreement with each of them in which the liability for damages provided for in Article 423, Paragraph 1 of the Companies Act is limited to the sum of the amounts specified in each item of Article 425, Paragraph 1 of the Companies Act, if the person in question has acted in good faith and without gross negligence in performing his/her duties. If this agenda is approved, the Corporation intends to continue the said limitation of liability agreement with each of Mr. Takao Kitabata, Mr. Kyohei Takahashi, Ms. Yuri Okina, Mr. Takashi Hatchoji, and Mr. Masato Kitera and enter into a limitation of liability agreement with Mr. Shigeki Ishizuka.
4. Directors and officers liability insurance contract:
The Corporation has entered into a directors and officers liability insurance contract with an insurance company. The insurance covers litigation expenses and legal damages to be borne by the insured in the event that a claim for damages is made against the insured due to an act committed or failure to act by the insured in his/her capacity as a director or officer of the Corporation (excluding damages arising from the insured's criminal act, such as bribery, willful illegal act, or act that exceeds his/her authority). The candidates will be insured under the said insurance contract. The Corporation intends to retain the contract with the same terms and conditions when the contract is to be renewed.

Agenda No. 2: To elect 2 Audit & Supervisory Board Members

The terms of office of Mr. Kazuro Gunji and Mr. Tsuyoshi Yoneda will expire at the time of close of this General Meeting of Shareholders in accordance with the Articles of Incorporation. Accordingly, we propose the election of 2 Audit & Supervisory Board Members.

This proposal has gained consent of the Audit & Supervisory Board.

The candidates for Audit & Supervisory Board Member are as follows.

(For details of the Audit & Supervisory Board Member Election Standards, please refer to page 20.)

1. Toshiaki Kida (Date of Birth: Dec. 13, 1961)

New appointment



No. of years served as Audit & Supervisory Board Member (at the close of this General Meeting of Shareholders): —

Current shareholdings in the Corporation: 33,449 shares

Career Overview

Apr. 1984: Joined Marubeni Corporation
Apr. 2016: General Manager, Compliance Control Dept.
Apr. 2018: General Manager, Audit Dept.
Apr. 2021: Senior Assistant to the CAO (Present Position)

Reasons for the appointment of the candidate for the position of Audit & Supervisory Board Member

Since Mr. Kida joined the Corporation, he has mainly engaged in credit screening, risk management, compliance and auditing and served as General Manager, Compliance Control Dept. and General Manager, Audit Dept. He has excellent expertise and in-depth knowledge about risk management and compliance concerning overall management of a general trading company and global business management gained through such experience. The Corporation believes that he will appropriately fulfill duties as an Audit & Supervisory Board Member in order to enhance soundness, transparency, and efficiency of the Corporation's management and contribute to improvement of corporate governance of the Corporation and enrichment of audits by the Audit & Supervisory Board.

In view of the above and the report by the Nomination Committee, the Board of Directors decided to appoint him as a new candidate for Audit & Supervisory Board Member.

2. Tsuyoshi Yoneda (Date of Birth: Apr. 7, 1952)

Outside Audit & Supervisory Board Member

Reappointment | Independent Auditor



No. of years served as Audit & Supervisory Board Member (at the close of this General Meeting of Shareholders): 4 years

Current shareholdings in the Corporation: 0 shares

Career Overview

Apr. 1976: Joined National Police Agency
Oct. 1991: Counsellor, Cabinet Legislation Bureau
Aug. 1996: Director, Traffic Management and Control Division, Traffic Bureau, National Police Agency
Jul. 1997: General Manager, Wakayama Prefectural Police Headquarters
Feb. 1999: Director, First Japanese Organized Crime Division, Criminal Investigation Bureau, National Police Agency
Jan. 2000: Director, Finance Division, Commissioner-General's Secretariat, National Police Agency
Sep. 2001: General Manager, Criminal Affairs Department, Metropolitan Police Department
Aug. 2003: General Manager, Kyoto Prefectural Police Headquarters
May 2005: General Manager, Organized Crime Department, Criminal Affairs Bureau, National Police Agency
Sep. 2007: Commissioner, Criminal Affairs Bureau, National Police Agency
Jun. 2009: Commissioner-General's Secretariat, National Police Agency
Oct. 2011: Deputy Directors-General, National Police Agency
Jan. 2013: Commissioner General, National Police Agency (Retired in Jan. 2015)
Jun. 2015: Director, Japan Exchange Group, Inc. (Present Position)
Jun. 2017: Audit & Supervisory Board Member of the Corporation (Present Position)
Oct. 2020: Chief Director, Council for Public Policy (Present Position)

Status of Important Concurrent Occupations or Positions at Other Organizations

Director, Japan Exchange Group, Inc.

Special notes on the candidate for the position of Outside Audit & Supervisory Board Member

Submission of the "Independent Director/Auditor Notification":

(1) No personal, capital or transaction relationships between Mr. Yoneda and the Corporation existed in the past or exist currently, and he satisfies the requirements in the "Standards and Policies for the Independence of Outside Directors/Audit & Supervisory Board Members of the Corporation" (as set forth on page 21). Hence, the Corporation has appointed him as an Independent Auditor stipulated by the financial instruments exchanges and notified the financial instruments exchanges of such designation. If his reappointment is approved at this General Meeting of Shareholders, the Corporation plans to reappoint him as an Independent Auditor and notify the financial instruments exchanges of such designation.

(2) Mr. Yoneda has been serving as an Outside Director of Japan Exchange Group, Inc. (JPX) since June 2015. In October 2020, a system failure occurred in the cash equity trading system arrowhead at JPX's subsidiary Tokyo Stock Exchange, Inc. (TSE). The failure suspended trading of all listed issues on TSE for the whole day. It was found that a setting for the automatic switchover regarding the failed device was inadequate and TSE had not developed sufficient rules for trading resumption. Based on the finding, JPX received a business improvement order in November 2020. Prior to the occurrence of this incident, Mr. Yoneda has been providing recommendations concerning highly stable and reliable market operation at JPX's Board of Directors meetings as necessary. Following the occurrence of the incident, as a member of the "Investigation Committee of Independent Outside Directors in Relation to the System Failure" established by JPX, he evaluated the true cause(s) of the system failure, appropriateness of JPX's and TSE's response before and after the incident, measures to prevent similar incidents, and other matters in relation to the views and recognition of JPX and TSE concerning the facts of what happened on the day when the failure occurred, causes of the failure, etc. and provided recommendations. He also reported the progress and the result of the investigation of the said committee at JPX's Board of Directors meetings. In this way, he has fulfilled his duties.

Reasons for the appointment of the candidate for the position of Outside Audit & Supervisory Board Member

Mr. Yoneda has a wealth of experience serving in key positions in the government from which he gained profound insight. He also has experience of serving as an outside officer of another company. As an Outside Audit & Supervisory Board Member of the Corporation, he has been appropriately supervising management from objective and specialist perspectives in light of the rapidly changing world situation in order to enhance soundness, transparency, and efficiency of the Corporation's management. Additionally, he vigorously stated opinions as a Governance and Remuneration Committee member.

In view of the above and the report by the Nomination Committee, the Board of Directors decided to reappoint him as a candidate for Outside Audit & Supervisory Board Member.

Notes: 1. The above candidates have no specific interests with the Corporation.

2. Limitation of Liability Agreement with candidates for the position of Outside Audit & Supervisory Board Member:
In order to enable Mr. Tsuyoshi Yoneda to fully perform his duties as Outside Audit & Supervisory Board Member, the Corporation has entered into an agreement with him in which the liability for damages provided for in Article 423, Paragraph 1 of the Companies Act is limited to the sum of the amounts specified in each item of Article 425, Paragraph 1 of the Companies Act, if the person in question has acted in good faith and without gross negligence in performing his duties. If this agenda is approved, the Corporation intends to continue the said limitation of liability agreement with Mr. Tsuyoshi Yoneda.

3. Directors and officers liability insurance contract:
The Corporation has entered into a directors and officers liability insurance contract with an insurance company. The insurance covers litigation expenses and legal damages to be borne by the insured in the event that a claim for damages is made against the insured due to an act committed or failure to act by the insured in his/her capacity as a director or officer of the Corporation (excluding damages arising from the insured's criminal act, such as bribery, intentional illegal act, or act that exceeds his/her authority). The candidates will be insured under the said insurance contract. The Corporation intends to retain the contract with the same terms and conditions when the contract is to be renewed.

(Reference)

Specialty and experience of Members of the Board and Audit & Supervisory Board Members if Agendas No. 1 and No. 2 are approved

Name	Position	No. of years in office (cumulative No. of years in office)	Corporate management	Finance and accounting	Legal affairs, compliance, risk management	Digital/IT	International experience	Public institutions
Fumiya Kokubu	Chairman of the Board	9 years (10 years and 9 months)	○				○	
Ichiro Takahara	Vice Chairman, Member of the Board	2 years (4 years)	○					○
Masumi Kakinoki	President and CEO, Member of the Board	3 years (3 years and 9 months)	○				○	
Akira Terakawa	Senior Executive Vice President, Member of the Board	— (2 years)	○				○	
Mutsumi Ishizuki	Senior Managing Executive Officer, Member of the Board	1 year	○		○		○	
Kenichiro Oikawa	Managing Executive Officer, Member of the Board	1 year	○			○	○	
Takayuki Furuya	Managing Executive Officer, Member of the Board	1 year	○	○			○	
Takao Kitabata	Outside Director	8 years 3 years as Outside Audit & Supervisory Board Member*1					○	○
Kyohei Takahashi	Outside Director	5 years 2 years as Outside Audit & Supervisory Board Member*1	○				○	
Yuri Okina	Outside Director	4 years		○		○	○	○
Takashi Hatchoji	Outside Director	1 year 3 years as Outside Audit & Supervisory Board Member*1	○			○	○	
Masato Kitera	Outside Director	1 year					○	○
Shigeki Ishizuka	Outside Director	—	○			○	○	
Hikaru Minami	Full-time Audit & Supervisory Board Member	2 years 3 years as Member of the Board*2	○	○	○		○	
Toshiaki Kida	Full-time Audit & Supervisory Board Member	—			○		○	
Tsuyoshi Yoneda	Outside Audit & Supervisory Board Member	4 years			○	○		○
Yoichi Kikuchi	Outside Audit & Supervisory Board Member	1 year			○		○	○
Shigeru Nishiyama	Outside Audit & Supervisory Board Member	1 year		○			○	

*1 Number of years served as Outside Audit & Supervisory Board Member of the Corporation before assuming office as Member of the Board
*2 Number of years served as Member of the Board of the Corporation before assuming office as Audit & Supervisory Board Member

(Reference)

Policy for Election of Candidates for the Positions of Director and Audit & Supervisory Board Member

[Director Election Standards]
In order to ensure swift and efficient decision-making and appropriate supervisory function of the Corporation's management, a person who has a wealth of experience of the Corporation's diverse business activities or in his/her professional field and who has profound insight and expertise cultivated through such experience shall be elected as a Director from inside or outside the Corporation.

[Audit & Supervisory Board Member Election Standards]
In order to ensure appropriate supervisory function, a person who has knowledge of the Corporation's management or a high degree of expertise in such fields as finance, accounting, law, and risk management as well as a wealth of experience shall be elected as an Audit & Supervisory Member from inside or outside the Corporation.

Standards and Policies for the Independence of Outside Directors/Audit & Supervisory Board Members of the Corporation

The Corporation shall determine that a person who is a candidate for Outside Director/Audit & Supervisory Board Member is not independent if he/she currently falls, or in the past three business years has fallen, under any of the following items 1–7, as well as any provision of the standards for independence set forth by the financial instruments exchanges, such as the Tokyo Stock Exchange, on which the Corporation's stock is listed.

1. A major shareholder of the Corporation (who directly or indirectly holds 10% or more of the voting rights in the Corporation) or an executing person thereof*.
2. An executing person of a lender, from which the borrowed amount exceeds 2% of the Corporation's consolidated total assets.
3. An executing person of a business partner with which the transaction amount exceeds 2% of the Corporation's consolidated revenue.
4. A representative partner or a partner of the auditing firm that is the Accounting Auditor of the Corporation.
5. A person who receives money from the Corporation of which the value exceeds 10 million yen per business year, which derives from a business consultancy and/or an advisory agreement.
6. A person who belongs to an organization that has received a donation from the Corporation of which the amount exceeds 10 million yen per business year.
7. A Director/Executive Officer/Corporate Officer among the executing persons of the Corporation and its subsidiaries, as well as a coresident or relative within the second degree of kinship of such Director/Executive Officer/Audit & Supervisory Board Member.

Even if a person falls under any of the items 1–7 above, if the Corporation judges that said person substantially maintains his/her independence, the Corporation shall explain and disclose the reason for his/her election as a candidate for Outside Director/Audit & Supervisory Board Member.
*An "executing person" refers to an Executive Director, an Executive Officer, an employee or any other personnel.

Agenda No. 3: To introduce "Restricted Stock" and "Performance Share Units" as remuneration for Directors (excluding Outside Directors)

The amount of remuneration and other payments for Directors (Members of the Board) of the Corporation was resolved to be up to a maximum of 1,100 million yen per year (including up to a maximum of 120 million yen for Outside Directors; excluding, however, salaries for service as an employee to be paid to Directors serving concurrently as employees) at the 96th Ordinary General Meeting of Shareholders held on June 19, 2020. Also, the amount of remuneration and other payments for Directors of the Corporation (excluding Outside Directors) for subscription rights to shares as stock options was resolved to be within the above amount of remuneration and other payments for Directors and within 220 million yen per year at the 92nd Ordinary General Meeting of Shareholders held on June 24, 2016. As part of revision of the executive remuneration plan, the Corporation proposes to introduce shares with restriction on transfer ("Restricted Stock") and shares with restriction on transfer subject to market-capitalization-based exercisability conditions ("Performance Share Units") (hereinafter referred to as the "Plan") to Directors (excluding Outside Directors; hereinafter the "Eligible Directors"). The purpose of the Plan is to give them an incentive to work to sustainably enhance the corporate value of the Corporation in the medium to long term, thereby enhancing future market value, and promote greater value sharing with shareholders.

Furthermore, subject to approval of the proposal, the Corporation will abolish the authorization resolved by the above shareholders meeting regarding the amount of remuneration for allotting subscription rights to shares as stock options to Directors (excluding Outside Directors), and will not issue subscription rights to shares as stock options in the future based on the said authorization, except for those that have already been granted.

The remuneration and other payments for Eligible Directors for the granting of "Restricted Stock" and "Performance Share Units" will be monetary remuneration claims. The Corporation requests approval of shareholders of the total amount of "Restricted Stock" to be within 180 million yen per year, and "Performance Share Units" within 120 million yen per year within the above amount of remuneration and other payments for Directors, which is considered an appropriate amount in light of the aforementioned purpose.

Specific timing of payments and allotment to Eligible Directors will be determined by the Board of Directors of the Corporation.

The Corporation has 11 Directors including 5 Outside Directors. If "Agenda No. 1: To elect 13 Directors (Members of the Board)" is approved, the Corporation will have 13 Directors including 6 Outside Directors.

Furthermore, Eligible Directors will contribute all monetary remuneration claims, which will be provided in accordance with the proposal, as property contributed in kind, and the Corporation's common shares shall be issued or disposed of pursuant to the resolution of the meeting of the Board of Directors of the Corporation. The total number of the Corporation's shares to be issued or disposed of as "Restricted Stock" and "Performance Share Units" will be within 450,000 shares and 300,000 shares, respectively, during the Applicable Period (defined in 1. below; as regards "Performance Share Units," referring to each Applicable Period during each Performance Evaluation Period (defined in 2. below)) (however, if on or after the proposal is approved, the Corporation's common shares are split (including an allotment of the Corporation's common shares without contribution) or consolidated, or the total number of the Corporation's common shares to be issued or disposed of based on the Plan otherwise needs to be adjusted, the total number will be adjusted within the extent reasonable).

The subscription amount to be paid in per share shall be determined by the Board of Directors of the Corporation, within a range that is not particularly advantageous to the Eligible Directors receiving the common shares, based on the closing price of the Corporation's common shares on the Tokyo Stock Exchange on the business day preceding the date of each resolution by the Board of Directors (if there are no trades on that day, the closing price on the most recent prior trading day).

The maximum amount of remuneration and other payments pertaining to the Plan, the total number of shares of common stock of the Corporation to be issued or disposed of, and other terms and conditions for granting "Restricted Stock" and "Performance Share Units" to Eligible Directors based on the Plan have been determined, taking into consideration the above purpose, the Corporation's business conditions, the policy to determine remuneration and other payments for individual Directors of the Corporation (For details of this policy, please refer to page 57 of the Corporation's Business Report for the 97th Business Year.), and various other circumstances, and are deemed reasonable.

Overview of the Plan

1. Overview of the "Restricted Stock"

"Restricted Stock" refers to the Corporation common shares that the Corporation shall issue or dispose of to Eligible Directors as remuneration for the period from the closing of the Corporation's Ordinary General Meeting of Shareholders until the Corporation's Ordinary General Meeting of Shareholders to be held the following year (the "Applicable Period"). To grant "Restricted Stock", the Corporation will, as a general rule, provide Eligible Directors with monetary remuneration claims every year, and the Eligible Directors will contribute all such monetary remuneration claims as property contributed in kind upon the issuance or disposal of the Corporation's common shares. The monetary remuneration claims will be provided on the condition that each Eligible Director consents to the above in-kind contribution and executes an allotment agreement pertaining to "Restricted Stock" containing the following with the Corporation (the "Allotment Agreement").

(1) No Transfer Period

An Eligible Director may not transfer, create security interest over, or otherwise dispose of the Corporation's common shares which were allotted to them under the Allotment Agreement (the "Allotted Shares") during the period from the day the shares were allotted to them under the Allotment Agreement until immediately after the time the Eligible Director resigns or retires from the office of the Corporation's Director, Executive Officer, or other officer or employee of the Corporation or the Corporation's subsidiary that the Corporation's Board of Directors designates (the "No Transfer Period") (the "Restriction on Transfer").

(2) Treatment upon resignation or retirement

If an Eligible Director resigns or retires from the office of the Corporation's Director, Executive Officer, or other officer or employee of the Corporation or the Corporation's subsidiary that the Corporation's Board of Directors designates before the expiration of the No Transfer Period, the Corporation will automatically acquire the Allotted Shares free of charge unless the resignation or retirement is due to the expiration of the term of office, death, or another legitimate reason.

(3) Lifting the Restriction on Transfer

Notwithstanding the provision in (1) above, subject to the Eligible Director continuously holding the office of the Corporation's Director, Executive Officer, or other officer or employee of the Corporation or the Corporation's subsidiary that the Corporation's Board of Directors designates during the No Transfer Period, the Corporation will lift the Restriction on Transfer for all Allotted Shares when the No Transfer Period expires.

However, if the Eligible Director resigns or retires from the office of the Corporation's Director, Executive Officer, or other officer or employee of the Corporation or the Corporation's subsidiary that the Corporation's Board of Directors designates before the expiration of the No Transfer Period due to the expiration of the term of office, death, or another legitimate reason provided in (2) above, the Corporation will reasonably adjust as necessary the number of the Allotted Shares for which the Restriction on Transfer will be lifted and the timing when the Restriction on Transfer will be lifted. Furthermore, the Corporation will automatically acquire free of charge the Allotted Shares for which the Restriction on Transfer is not lifted immediately after the time when the Restriction on Transfer is lifted pursuant to the above provision.

(4) Treatment upon Reorganization

Notwithstanding (1) above, if during the No Transfer Period, a merger agreement under which the Corporation will become a dissolving company, share exchange agreement or share transfer plan under which the Corporation will become a wholly-owned subsidiary or any other matter concerning a reorganization is approved at the General Meeting of Shareholders of the Corporation (or by the Corporation's Board of Directors if no approval of the General Meeting of Shareholders of the Corporation is required for the reorganization), the Corporation will, in advance of the effective date of the reorganization, lift, by the resolution of the Board of Directors, the Restriction on Transfer for the Allotted Shares in the number reasonably determined in light of the period from the commencement date of the No Transfer Period until the day the reorganization was approved. Furthermore, in the above case, the Corporation will automatically acquire free of charge the Allotted Shares for which the Restriction on Transfer is not lifted immediately after the time when the Restriction on Transfer is lifted.

(5) Other Matters

Other matters concerning the Allotment Agreement will be provided by the Board of Directors of the Corporation.

2. Overview of "Performance Share Units"

"Performance Share Units" refers to the Corporation's common shares that the Corporation will issue or dispose of to Eligible Directors after the closing of the Performance Evaluation Period and in accordance with the achievement of targets linked to market value growth rate and other performance indicators (the "Performance Targets") predetermined by the Corporation's Board of Directors over a period of three years (the "Performance Evaluation Period"). To grant the Corporation's common shares corresponding to "Performance Share Units", the Corporation will provide Eligible Directors with monetary remuneration claims, and the Eligible Directors will contribute all such monetary remuneration claims as property contributed in kind upon the issuance or disposal of the Corporation's common shares. The method of calculating the amount of monetary remuneration claims to be paid to Eligible Directors and the terms of allotting the Corporation's common shares to Eligible Directors are summarized in (1) to (3) below.

The monetary remuneration claims will be provided on the condition that each Eligible Director consents to the above in-kind contribution and executes an agreement containing transfer restrictions and forfeiture events analogous to the Allotment Agreement stated in 1. above.

(1) Calculation method of the amount of monetary remuneration claims

The amount of monetary remuneration claims to be provided to Eligible Directors (for the purpose of (1), including those who assumed the office of the Corporation's Director, Executive Officer, or other officer or employee of the Corporation or the Corporation's subsidiary that the Corporation's Board of Directors designates during the Performance Evaluation Period) in order to grant the "Performance Share Units" shall be calculated by multiplying (a) the number of the

Corporation's common shares to be ultimately allotted to the Eligible Directors ("Final Number of Allotted Shares") by (b) a price that is not particularly advantageous to the Eligible Directors, based on the closing price of the Corporation's common shares on the Tokyo Stock Exchange on the business day preceding the date of resolution by the Board of Directors which is held after the Performance Evaluation Period to decide the issue or disposal of shares for the allotment (the "Board of Directors Allotment Resolution Day"). The Final Number of Allotted Shares shall be calculated by multiplying the number of shares predetermined by the Board of Directors for each position by a percentage corresponding to the achievement of the Performance Targets, which shall be calculated as follows.

(i) When Marubeni's market value growth rate (Note 1) does not exceed the TOPIX (Tokyo Stock Price Index) growth rate (Note 2): zero
(ii) When Marubeni's market value growth rate is equal to or exceeds the TOPIX growth rate: percentage determined by the following categories

(x) When Marubeni's market value growth rate exceeds 150%: 1
(y) When Marubeni's market value growth rate exceeds 100% and does not exceed 150%:
Marubeni's market value growth rate / 150%
(z) When Marubeni's market value growth rate does not exceed 100%: zero

(Note 1) "Market value growth rate" refers to Marubeni's market value growth rate during the Performance Evaluation Period and is calculated by the following formula:
Marubeni's market value growth rate = A / B

A: The average of the market value which is calculated by multiplying the closing price of Marubeni's common stocks on the Tokyo Stock Exchange by the number of issued shares after subtracting treasury shares on each day for the three months immediately preceding the last date (inclusive) of the Performance Evaluation Period.
B: The average of the market value which is calculated by multiplying the closing price of Marubeni's common stocks on the Tokyo Stock Exchange by the number of issued shares after subtracting treasury shares on each day for the three months immediately preceding the day before the first date (inclusive) of the Performance Evaluation Period.

(Note 2) "TOPIX (Tokyo Stock Price Index) growth rate" refers to the TOPIX growth rate during the Performance Evaluation Period and shall be calculated by the following formula:
The TOPIX growth rate = C / D
C: The average of the closing price for the TOPIX on the Tokyo Stock Exchange on each day for the three months immediately preceding the last date (inclusive) of the Performance Evaluation Period.
D: The average of the closing price for the TOPIX on the Tokyo Stock Exchange on each day for the three months immediately preceding the day before the first date (inclusive) of the Performance Evaluation Period.

(2) Conditions of allotting the Corporation's common shares to Eligible Directors
The Corporation will allot the Corporation's common shares in the Final Number of Allotted Shares to Eligible Directors after the Performance Evaluation Period if Eligible Directors satisfy all of the following requirements or the Corporation's Board of Directors deem it necessary in order to achieve the purpose of the Plan.

(i) The Eligible Director continuously held the office of the Corporation's Director, Executive Officer, or other officer or employee of the Corporation or the Corporation's subsidiary that the Corporation's Board of Directors designates during the Performance Evaluation Period.
(ii) The Eligible Director did not engage in certain wrongdoings designated by the Corporation's Board of Directors.

If the Eligible Director resigns or retires from the office of officer or employee of the Corporation or the Corporation's subsidiary that the Corporation's Board of Directors designates during the Performance Evaluation Period due to expiration of the term of office, death, or another legitimate reason, the Corporation will reasonably adjust the number of the Corporation's common shares to be allotted to the resigned or retired person (or his/her successor in the case of resignation or retirement due to death) taking into consideration the term of his/her office.

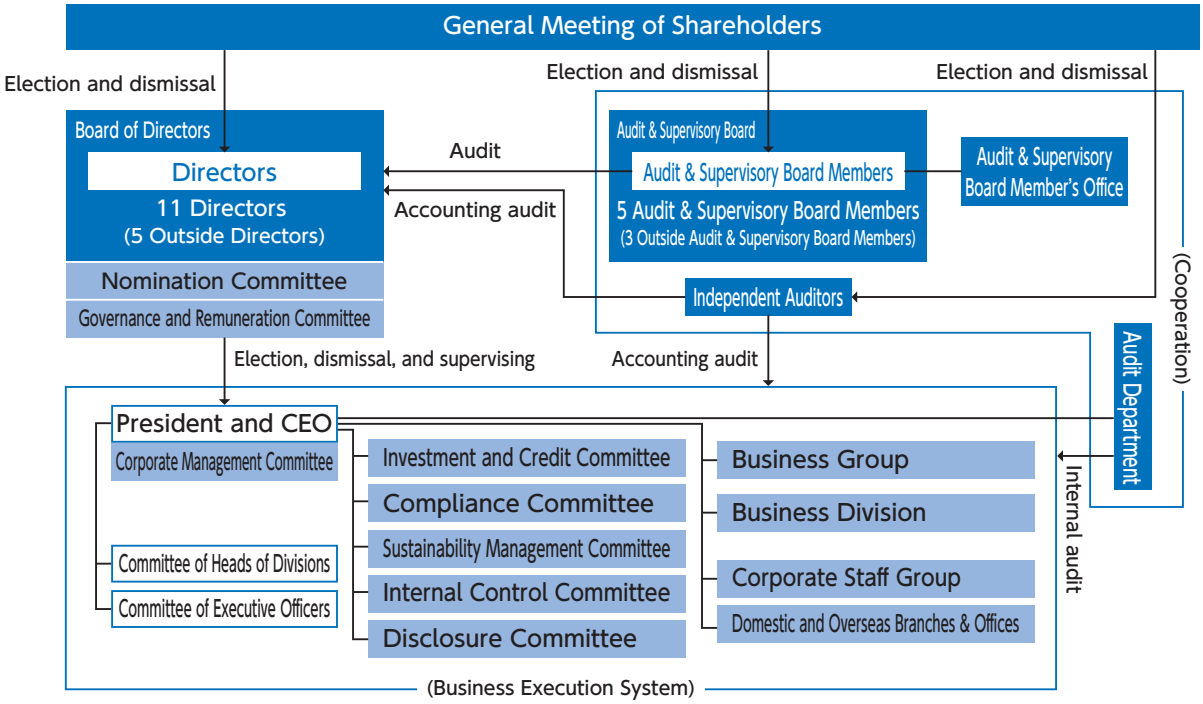
(3) Treatment upon Reorganization
Notwithstanding the above, if during the Performance Evaluation Period, a merger agreement under which the Corporation will become a dissolving company, share exchange agreement or share transfer plan under which the Corporation will become a wholly-owned subsidiary or any other matter concerning a reorganization is approved at the General Meeting of Shareholders of the Corporation (or by the Corporation's Board of Directors if no approval of the General Meeting of Shareholders of the Corporation is required for the reorganization), the Corporation will, in advance of the effective date of the reorganization, allot to Eligible Directors, by the resolution of the Board of Directors, the Corporation's common shares in the number reasonably adjusted in light of the period from the commencement date of the Performance Evaluation Period until the day the reorganization was approved and the expected achievement of the Performance Targets at the time.

(Reference)

Corporate Governance Structure

The Corporation operates under a corporate audit governance system, adhering closely to the Companies Act, with a control structure designed to facilitate a clearly defined decision-making process, business execution system, and supervisory system. The Corporation has established the structure as shown in the diagram below.

Corporate Governance Structure Diagram (as of April 1, 2021)



The Corporation conducts a diverse range of businesses globally. Accordingly, the Corporation has established a corporate audit governance model with a Board of Directors consisting of Internal Directors and Outside Directors in order to ensure rapid and efficient decision-making and appropriate supervisory functions in management. The Corporation has determined that this governance model is functioning effectively as set forth in items (a) and (b) below. Therefore, the Corporation will retain the current governance structure.

(a) **Ensuring rapid and efficient decision-making**
The Corporation ensures rapid and efficient decision-making by having Directors who serve concurrently as Executive Officers and well-versed in the Corporation's diverse business activities.

(b) **Ensuring appropriate supervisory functions**
The Corporation ensures appropriate supervisory functions by implementing various measures, including appointing candidates for Outside Directors sufficient to account for one-third or more of the members of the Board; establishing the Audit & Supervisory Board Member's Office; fostering collaboration among the Audit & Supervisory Board Members, the Audit Department, and the Accounting Auditor; and implementing advance briefings on matters referred to the Board of Directors for both Outside Directors and Outside Audit & Supervisory Board Members on the same occasions.

(Reference)

Evaluation of the effectiveness of the Board of Directors

At the Corporation, the Governance and Remuneration Committee, an advisory body to the Board of Directors, the majority of whose members are Outside Directors/Audit & Supervisory Board Members, conducts evaluation and review concerning the overall Board of Directors, including its composition and operation, and reports to the Board of Directors. The Corporation discloses the overview of the results of evaluation following the deliberation by the Board of Directors and utilizes these results in improvement of the Board of Directors, including its operation.

As for the effectiveness evaluation regarding the Board of Directors in fiscal year 2020, in order to extract more specific issues, the Corporation held interviews with all Directors and Audit & Supervisory Board Members in addition to conducting the questionnaire as in previous years.

I. Evaluation framework and method

1. Persons subject to evaluation

   All Directors (11 persons) and Audit & Supervisory Board Members (5 persons)
   (Incumbent as of December 2020)

2. Implementation method

   A questionnaire survey and interviews were conducted. (anonymous responses)
   An external specialized agency was utilized for implementation.

3. Evaluation items
   (1) Roles and responsibilities of the Board of Directors
   (2) Relationship between the Board of Directors and senior executives
   (3) Organizational design and composition of the Board of Directors and other bodies; Quality and expertise of Directors and of the Board of Directors
   (4) Deliberation by the Board of Directors
   (5) Relationship and dialogue with shareholders
   (6) Engagement with stakeholders other than shareholders
   (7) General and other items

4. Evaluation process
   The Board of Directors deliberated in view of the results of evaluation and review concerning the overall Board of Directors by the Governance and Remuneration Committee, including its composition and operation, based on the responses to the questionnaire and the results of the interviews.

II. Overview of the results of evaluation

1. Overview
   The Board of Directors deliberated in view of the results of evaluation and review by the Governance and Remuneration Committee and confirmed that, overall, the Board of Directors is effectively operated.
   In particular, the Corporation's support for Outside Officers was highly regarded in that it provided sufficient education opportunities and information; the proceedings and the operation of the meetings of the Board of Directors has an atmosphere which is conducive to the expression of opinions by Outside Officers; sufficient time is provided to consider each item on the agenda; and information and issues regarding business execution are shared with sufficient content and frequency at the Board of Directors.

2. Response to issues identified by the evaluation of effectiveness of the Board of Directors conducted in fiscal year 2019

(1) Strengthening of oversight and monitoring concerning management policies from the viewpoint of enhancement of corporate value over the medium to long term

Members of the Board of Directors discussed the business environment under the COVID-19 crisis and confirmed the Basic Policy of the Management Strategy in GC2021. Apart from Board of Directors meetings, the Corporation provided opportunities for open discussion and members of the Board freely discussed how best to enhance the supervision and monitoring functions of the Board. Taking into account the results of questionnaires and interviews, evaluation of these items was improved compared to evaluation results in fiscal year 2019.

(2) Enrichment of discussion, reflecting feedback of shareholders' expectations of the Corporation to the Board of Directors

Expectations from shareholders (obtained through earnings briefings and group meetings for institutional investors and briefings for individual investors) and related policy and status updates were reported in a timely manner by the President and CFO, as Director in charge of IR, to the Board of Directors. Taking into account the results of the questionnaire and interviews, evaluation of these items was improved compared to evaluation results in fiscal year 2019.

In order to enhance the corporate governance system, the Board of Directors discussed "Practical Guidelines for Group Governance Systems" published by the Japanese Ministry of Economy, Trade and Industry ("METI") on June 28, 2019, as well as "Practical Guidelines for Independent Directors" and "Practical Guidelines for Business Transformations," both published by METI on July 31, 2020. The Board of Directors conducted analysis and assessment of these guidelines, comparing them to the Corporation's own corporate governance system.

For group governance, the Corporation established Marubeni Group Governance Policy on April 1, 2017 with the goal of sharing and disseminating the Marubeni Group's management policies and strengthening governance by clarifying the roles, authorities, and responsibilities of the Corporation and Marubeni Group companies. The Corporation continues to implement measures for maximizing the corporate value of the Marubeni Group and achieving sustainable growth, and the Board of Directors will continue to reach further and do more with their monitoring activities.

3. Major issues identified by the evaluation conducted in fiscal year 2020 and the policy for future initiatives

(1) Enhancement of discussion regarding material management issues at Board of Directors meetings and through free discussion

The Board of Directors will enhance discussion of material management issues, not only internally but outside of the Board as well, through conducting discussion regarding the mid- and long-term business environment and risk.

(2) Policy for stakeholders (sustainability management and response to shareholders' and investors' expectations)

The fact that the Board of Directors discusses reports from the Sustainability Management Committee and measures for providing information for stakeholders is highly valued. In terms of enhancing discussions based on feedback to the Board of Directors on expectations from shareholders, which was cited as an issue in fiscal year 2019, the situation has been improved as described above 2 (2).

Considering the increasing significance of sustainability and policy for expectations from stakeholders, including shareholders and investors, the Corporation will continue to implement measures for improvement by updating and monitoring execution in the Board of Directors from mid- and long-term perspectives.

(3) Discussion regarding diversity of members of the Board of Directors

The Board of Directors discussed functions of the Board of Directors and formation of members of the Board of Directors in fiscal year 2020. The Board of Directors will consider the best combination of skills and experience, aiming to enhance functionality of the Board by discussing policy for diversity of skills and experience of Board members and by regularly reviewing it based on the business environment surrounding the Corporation.

Referring to the results of effectiveness evaluations regarding the Board of Directors in fiscal year 2020, the Corporation will continue to work on maintaining and improving the effectiveness of the Board of Directors going forward, and to pursue improvements in long-term corporate value.

Advisory bodies to the Board of Directors (voluntary committees)

Nomination Committee (to be held as necessary)**:**

The Nomination Committee is chaired by an Outside Director/Audit & Supervisory Board Member and the majority of its members are Outside Directors/Audit & Supervisory Board Members. The Nomination Committee mainly deliberates on nomination of candidates for the positions of Director and Audit & Supervisory Board Member and the successor development plan and reports to the Board of Directors.

In fiscal year 2020, five Committee meetings were held and all the Committee members attended all the meetings.

Nomination Committee's composition (as of April 1, 2021)

Chairman: Takao Kitabata, Outside Director

Committee members: Masumi Kakinoki, President and CEO, Member of the Board
Yuri Okina, Outside Director
Takashi Hatchoji, Outside Director

Governance and Remuneration Committee (to be held as necessary)**:**

The Governance and Remuneration Committee is chaired by an Outside Director/Audit & Supervisory Board Member and the majority of its members are Outside Directors/Audit & Supervisory Board Members. The Governance and Remuneration Committee deliberates on matters concerning remuneration and stock-based compensation plan for Directors and Executive Officers, disclosure of information on Directors/Audit & Supervisory Board Members, etc., and reports to the Board of Directors. The Governance and Remuneration Committee also conducts evaluation and review concerning the overall Board of Directors, including its composition and operation, and reports to the Board of Directors.

In fiscal year 2020, four Committee meetings were held and all the Committee members attended all the meetings.

Governance and Remuneration Committee's composition (as of April 1, 2021)

Chairman: Kyohei Takahashi, Outside Director

Committee members: Masumi Kakinoki, President and CEO, Member of the Board
Mutsumi Ishizuki, Senior Managing Executive Officer, Member of the Board
Masato Kitera, Outside Director
Tsuyoshi Yoneda, Outside Audit & Supervisory Board Member
Yoichi Kikuchi, Outside Audit & Supervisory Board Member

(Reference)

Sustainability at the Group

History to date

The Corporation believes that sustainability for the Marubeni Group (The "Group") means anticipating environmental and social demands, proactively providing solutions, thereby continuing to take up the challenge of creating value.

In fiscal year 2018, the Group reviewed key issues (materiality) of sustainability and identified three categories of "Fundamental Materiality," namely "human capital," "management foundation" and "governance." As "Environmental and Social Materiality" to be addressed by utilizing the Fundamental Materiality, the Group identified four fields: climate change, sustainable forestry, human rights, and supply chains. In fiscal year 2019, in order to address the identified environmental and social issues throughout the Group, the Group considered and formulated an action plan in order to grasp the current situation and resolve the issues. Following these developments, in fiscal year 2020, the Group formulated the Marubeni Long-Term Vision on Climate Change towards 2050 to address climate change, which has a particularly great impact on the Group's business among the Environmental and Social Materiality items.

Contribution to measures addressing climate change

The Group operates business globally in diverse fields including power generation and energy-related businesses and recognizes that climate change is an urgent global issue. The trend toward low carbon and decarbonization around the world not only poses risks to the Group but also brings about important growth opportunities. The Group believes contributing to measures addressing climate change through business leads to sustainable growth of the Group.

In addition to efforts to reduce the Group's greenhouse gas emissions, the Group has set creation of new business that leads to society's reduction of greenhouse gas (GHG) emissions as a growth strategy and has strategically promoted construction of a business portfolio more resilient to climate change.

Marubeni Long-Term Vision on Climate Change*

The Group has formulated the Marubeni Long-Term Vision on Climate Change in March 2021 in order to accelerate its medium- to long-term contribution to measures addressing climate change. Based on the Paris Agreement, the Group recognizes the importance and urgency of limiting the mean global temperature increase by the end of this century to 1.5°C. As part of this initiative, the Group has set a goal to strive for net-zero GHS emissions from the Group by 2050. To make the goal of net-zero GHG emissions by 2050 an effective one, the Group has formulated action plans to be implemented heading towards 2030.

The Group aims to transform the total environmental impact of its business activities to a positive one by contributing to low-carbon and decarbonization through its business activities while itself achieving net-zero GHG emissions by 2050.



*For details of the Marubeni Long-Term Vision on Climate Change, please refer to the release "The Marubeni Long-Term Vision on Climate Change: Towards Net-Zero GHG Emissions" issued on March 9, 2021.

https://www.marubeni.com/en/news/2021/release/00022.html

To achieve sustainable growth of the Group

In line with the long-term direction envisioned in the Marubeni Long-Term Vision on Climate Change, the Group continues to address environmental and social issues earnestly and come up with new business models to create value and ensure that this value leads to the Group's sustainable growth. The Group strives to strengthen the foundation for value creation identified as "Fundamental Materiality." At the same time, the Group will listen to the voices of its diverse stakeholders and engage in highly transparent management that coexists with the environment and society.

*For details of the Group's specific sustainability initiatives, please refer to the "Second presentation on sustainability in March 2021."

https://www.marubeni.com/en/sustainability/group/stakeholders/

Business Report (from April 1, 2020 to March 31, 2021)

I. Current Status of the Group

Business progress and results of the Group

Business Environment

In the first six months of the fiscal year ended March 31, 2021, lockdowns and other measures were adopted around the world in an attempt to prevent the spread of the COVID-19 pandemic. As a result, with the exception of China, where authorities quickly halted the spread of infections, economic activities in many countries were significantly restricted and the global economy rapidly contracted. Governments subsequently eased restrictions incrementally and economic activities resumed, which led to a temporary improvement in business conditions in many countries.

From the second half, a divergence in economic conditions around the world began to emerge, with the world's two great economic powers, the U.S. and China, achieving relatively strong recoveries, while the Japanese economy and European economies deteriorated due to the retightening of restrictions. Vaccinations are now underway in many countries but there are disparities in the pace of vaccination rollouts, with some countries facing supply issues and other problems.

In response to this economic downturn—said to be the worst of the post-war era—governments and central banks employed all manner of policy measures, including fiscal stimulus on an unprecedented scale, to prop up household finances, corporations, and financial markets. The swift and large-scale rollout of fiscal and monetary policies meant the financial markets avoided turmoil and share prices even staged a rally in some cases, in stark contrast to the sharp downturn in the real economy. The pace of long-term interest rate increases picked up owing to upward revisions to economic forecasts and inflation expectations, particularly in the U.S., where a massive additional economic stimulus package bill was passed at the start of the year.

As for primary commodity prices, the price of crude oil saw a temporary sharp decline in April but then gradually recovered thereafter on production cuts, expectations for the resumption of economic activity and the global monetary easing. In contrast, prices for copper and iron ore and others, which are strongly influenced by the Chinese economy, increased on the whole.

Consolidated Business Results

Revenue

Revenue was down 495.2 billion yen (7.3%) year on year to 6,332.4 billion yen, due mainly to a decrease in *Food* segment.

Gross trading profit

Gross trading profit decreased 21.4 billion yen (3.1%) from the year-earlier period to 675.4 billion yen. By operating segment, profits decreased mainly in *Power Business, Aerospace & Ship*, and *Metals & Mineral Resources*, which offset increases in *Agri Business*.

Operating profit*1

Operating profit increased 7.7 billion year on year (5.7%) to 141.6 billion yen, as a result of the cost-cutting efforts and a decrease in overhead expenses due to the COVID-19 pandemic despite a decrease in gross trading profit.

Share of profits of associates and joint ventures

Share of profits of associates and joint ventures improved 196.4 billion yen (- %) year on year to 141.3 billion yen, as a result of the non-recurrence of impairment losses recognized in the previous fiscal year. By operating

segment, improvements were mainly in *Metals & Mineral Resources*, *Finance & Leasing Business*, *Agri Business*, and *Infrastructure Project*.

Profit (loss) attributable to owners of the parent

Profit (loss) attributable to owners of the parent for the fiscal year ended March 31, 2021 (also referred to as net profit for the year under review) improved 422.8 billion yen (- %) to positive 225.3 billion yen relative to the year-earlier period as a result of the non-recurrence of one-time losses such as impairment losses recognized in the previous fiscal year.

Consolidated Cash Flows

Cash flows from operating activities

Net cash provided by operating activities was 397.1 billion yen due to operating revenue, dividend income, and a decrease in working capital and others. Cash inflow increased 70.1 billion yen from the previous fiscal year. Core operating cash flow, which is operating cash flow excluding net increase/decrease in working capital and others, amounted to 369.6 billion yen.

Cash flows from investing activities

Net cash used in investing activities was 116.3 billion yen as a result of acquisition of shares in equity method associates and capital expenditure in overseas businesses and others, despite the inflow from sales of investment securities. Cash outflow decreased 93.5 billion yen from the previous fiscal year. Cash inflow from divestment amounted to 108.3 billion yen. Cash outflow by new investments, capital expenditure (CAPEX) and others amounted to 224.6 billion yen.

As a result of the above-mentioned activities, free cash flow for the fiscal year under review was an inflow of 280.8 billion yen. Cash inflow increased 163.6 billion yen from the previous fiscal year.

Cash flows from financing activities

Net cash used in financing activities amounted to 68.5 billion yen as a result of repayment of corporate bonds and borrowings, and dividend payment. Cash outflow decreased 24.8 billion yen from the previous fiscal year.

Consolidated Financial Position

Total assets, net interest-bearing debt*2, total equity, and net DE ratio

Total assets increased 618.9 billion yen from the end of the previous fiscal year to 6,939.0 billion yen as a result of Japanese yen depreciation in addition to acquisition of shares in equity method associates and capital expenditure in overseas businesses. Net interest-bearing debt decreased 171.2 billion yen from the end of the previous fiscal year to 1,687.9 billion yen, due to the free cash inflow and others. Total equity increased 307.2 billion yen from the end of the previous fiscal year to 1,911.8 billion yen due to increases in retained earnings and foreign currency translation adjustments due to Japanese yen depreciation and others. Consequently, net DE ratio stood at 0.88 times.

Notes: 1. Operating profit (loss) is presented in accordance with Japanese accounting practice for investors' convenience and is not required by the IFRS. Operating profit (loss) is the sum of "Gross trading profit" and "Selling, general and administrative expenses" including "Provision for doubtful accounts" in the consolidated statement of comprehensive income.
2. Net interest-bearing debt is calculated as cash and cash equivalents and time deposits subtracted from the sum of corporate bonds and current and non-current borrowings.

Trends in assets, profits and losses

Trends in assets, profits and losses of the Group

(Millions of yen, unless otherwise stated)

Item	94th Business Year	95th Business Year	96th Business Year	97th Business Year
Revenue	7,540,337	7,401,256	6,827,641	6,332,414
Profit (loss) attributable to owners of the parent	211,259	230,891	(197,450)	225,343
Basic earnings (loss) per share attributable to owners of the parent	¥119.43	¥130.74	(¥116.03)	¥127.52
Total assets	6,877,117	6,809,077	6,320,037	6,938,958
Equity	1,835,637	2,071,726	1,604,600	1,911,769

Notes: 1. The Corporation's consolidated financial statements are prepared in accordance with the International Financial Reporting Standards (IFRS) pursuant to the provisions of Article 120, Paragraph 1 of the Ordinance on Accounting of Companies.
2. "Basic earnings (loss) per share attributable to owners of the parent" has been calculated based on the average number of outstanding common shares during the period (after deducting the number of treasury shares) and "profit (loss) attributable to owners of the parent" excluding the amount not attributable to ordinary shareholders.
3. The amounts below 1 million yen are rounded off.

Trends in assets, profits and losses of the Corporation

(Millions of yen, unless otherwise stated)

Item	94th Business Year	95th Business Year	96th Business Year	97th Business Year
Sales	5,742,601	5,500,313	4,545,685	3,531,917
Net income	67,369	119,302	10,447	85,579
Net income per share	¥38.82	¥68.74	¥6.02	¥49.28
Total assets	3,664,028	3,392,806	3,262380	3,470,822
Net assets	622,759	677,638	619,819	656,495

Notes: 1. Net income per share has been calculated based on the average number of outstanding common shares during the business year (after deducting the number of treasury shares) and net income.
2. The amounts below 1 million yen are rounded off.

Main Businesses of the Group and Operating Segments

The Group conducts diversified business activities such as importing and exporting (including offshore trading) and domestic business transactions, while providing various services and making domestic and overseas business investment and resource development in Lifestyle, ICT & Real Estate Business, Forest Products, Food, Agri Business, Chemicals, Energy, Metals & Mineral Resources, Power Business, Infrastructure Project, Aerospace &

		Lifestyle	ICT & Real Estate Business	Forest Products	Food	Agri Business	Chemicals	Energy
97th Business Year	Revenue	123,058	360,105	231,800	1,276,052	2,795,466	403,569	447,838
	Gross trading profit	18,233	115,108	24,035	109,083	198,680	38,955	37,281
	Operating profit (loss)	2,048	27,013	2,728	43,290	51,233	18,253	3,543
	Share of profits of associates and joint ventures	55	683	(1,441)	8,133	3,014	1,375	1,109
	Profit (loss) attributable to owners of the parent	2,057	18,556	(2,127)	28,320	42,426	15,297	11,944
	Segment assets	94,159	449,829	285,931	693,118	1,402,869	283,728	546,627
96th Business Year	Revenue	164,040	254,287	266,461	1,675,498	2,767,156	426,956	469,722
	Gross trading profit	22,602	117,294	32,424	102,313	169,146	29,913	37,343
	Operating profit (loss)	4,202	27,924	11,683	31,557	27,235	5,385	3,345
	Share of profits of associates and joint ventures	437	2,003	(1,227)	6,307	(24,966)	1,468	(13,228)
	Profit (loss) attributable to owners of the parent	4,127	11,944	3,298	19,467	(77,062)	4,091	(149,335)
	Segment assets	102,770	483,014	266,786	679,664	1,164,784	267,098	572,001

Notes: 1. Effective as of the 97th business year, "Plant" and "Construction, Auto & Industrial Machinery" were renamed as "Infrastructure Project" and "Construction, Industrial Machinery & Mobility," respectively. Moreover, part of "Plant" was reorganized into "Finance & Leasing Business," part of "Plant" and "Other" was reorganized into "Next Generation Business Development," and part of "Next Generation Business Development" was reorganized into "Other."

2. In line with the above, the figures of operating segments for the 96th business year have been reclassified accordingly.

3. "Operating profit (loss)" is presented in accordance with Japanese accounting practice for investors' convenience and is not required by the IFRS. "Operating profit (loss)" is the sum of "Gross trading profit" and "Selling, general and administrative expenses" including "Provision for doubtful accounts" in the consolidated statement of comprehensive income.

Ship, Finance & Leasing Business, Construction, Industrial Machinery & Mobility, and Next Generation Business Development operating segments and other diverse fields, through its worldwide business bases and information network.

(Millions of yen)

Metals & Mineral Resources	Power Business	Infrastructure Project	Aerospace & Ship	Finance & Leasing Business	Construction, Industrial Machinery & Mobility	Next Generation Business Development	Other	Consolidated
295,380	169,336	22,154	56,490	6,864	290,286	2,759	(148,743)	6,332,414
20,979	11,515	10,006	14,615	3,903	80,826	1,762	(9,563)	675,418
2,935	(24,993)	(5,469)	4,190	(4,264)	16,081	(2,501)	7,466	141,553
61,436	28,396	11,002	3,059	20,788	3,572	110	(6)	141,285
61,382	9,969	7,297	3,190	8,908	14,707	(2,095)	5,512	225,343
871,764	741,162	231,519	265,669	341,105	353,908	16,598	360,972	6,938,958
337,664	162,812	19,795	80,996	25,095	318,260	3,377	(144,478)	6,827,641
30,412	23,628	11,901	26,220	11,025	89,559	2,328	(9,300)	696,808
11,719	(13,916)	(5,875)	14,058	(493)	20,017	(2,130)	(836)	133,875
(16,547)	17,781	(16,938)	2,832	(20,092)	6,027	321	672	(55,150)
(5,719)	8,976	(28,614)	11,641	(7,421)	19,561	(1,904)	(10,500)	(197,450)
758,594	704,279	236,751	274,961	307,267	359,864	13,906	128,298	6,320,037

4. Inter-segment transactions are generally priced in accordance with the prevailing market prices.
5. The "Other" segment includes headquarters expenses that are not allocated to the operating segments, inter-segment eliminations, and assets for general corporate purposes that are not allocated to the operating segments. The assets for general corporate purposes mainly consist of cash and cash equivalents related to financing, other investments and non-current assets for general corporate purposes.
6. The amounts below 1 million yen are rounded off.

The Group's business by operating segment

Consumer Products Group

Lifestyle

■Revenue
123,058 million yen

■Profit attributable to owners of the parent
2,057 million yen



"IFME" children's shoes brand store directly operated by Marubeni Footwear (Tokyo)

Marubeni Footwear opened its directly managed store for "IFME," a children's shoes brand. This store is utilized for disseminating the brand concept and as a contact point with consumers as well as a venue for identifying needs, to expand sales of IFME. For "MERRELL," an American outdoor brand, it focused on strengthening B2C and expanding the range of products, including the opening of its own e-commerce site and the launch of "Japan Capsule," a new apparel line.

The Group seeks to construct a global, circular supply chain for textile products such as apparel in cooperation with Circ LLC*, which has textile products recycling technology, as well as utilizing the Corporation's network.

*Circ LLC changed its name from TYTON BioSciences LLC in November 2020.

ICT & Real Estate Business

■Revenue
360,105 million yen

■Profit attributable to owners of the parent
18,556 million yen



Development of a residential complex for sale in Mumbai (India)
* Digital rendering of the completed building

The Group is focusing on offering high-value-added services and solutions contributing to digital transformation (DX) of customers in the business fields that are closely related to people's everyday life, such as ICT, real estate, logistics, and insurance. In December 2020, DOLBIX CONSULTING Inc. was established to offer comprehensive DX consulting services to clients in terms of both business and IT systems.

In the existing businesses, the condominium units of "MID TOWER GRAND" (Tsukishima, Chuo-ku, Tokyo) were sold out. The Group also participated in a residential property development and sales project in a suburb of Mumbai as the Group's first real estate development project in India. Moreover, the Corporation invested in office buildings, logistics centers, etc. through publicly traded and private real estate investment trusts (REITs).

Forest Products

■Revenue
231,800 million yen

■Loss attributable to owners of the parent
-2,127 million yen



Containerboard manufacturing plant (Vietnam)

Competitiveness of the afforestation and pulp production and sales business in Indonesia was strengthened through steady operation. The paperboard manufacturing and sales business in Japan achieved robust growth by capturing the demand associated with staying home, such as packages for online and mail-order sales and for processed food. As part of efforts to promote efficient use of forest resources, the Corporation is addressing the biomass fuel business, through means such as the development of its own sources for wood pellets. The containerboard manufacturing plant in Vietnam began pilot operation in November 2020 and is scheduled to transition to commercial operation in the first quarter of 2021. In the sanitary paper field, the Corporation acquired Santher - Fábrica de Papel Santa Therezinha S.A., a sanitary goods manufacturer in Brazil, the fourth largest home & personal care market in the world. As well as entering the H&PC business in Brazil, the Corporation intends to pursue business development in other regions, too.

Food

■Revenue
1,276,052 million yen

■Profit attributable to owners of the parent
28,320 million yen



Danish Salmon's land-based salmon farming using a recirculating aquaculture system (Denmark)

Amid dramatic change in the business environment worldwide due to the COVID-19 pandemic, the Food segment achieved strong growth as an essential business.

As part of initiatives to address the SDGs, in April 2020 the Corporation participated in land-based salmon farming using a recirculating aquaculture system through acquisition of the majority of the shares of Danish Salmon A/S. In December 2020 the Corporation entered into an agreement with DAIZ Corporation., a Japanese FoodTech start-up that develops and produces the plant-based meat ingredient "Miracle Meat" from germinated soybeans, under which the Corporation will invest in DAIZ to enter the plant-based meat market in the U.S.

While contributing to the resolution of social issues, the Corporation will continue to promote business expansion and sustainable growth based on a strategy focused on strengthening marketing of premium beef and other specialty products and reinforcement of production functions.

Agri Business

■Revenue
2,795,466 million yen

■Profit attributable to owners of the parent
42,426 million yen



Providing solutions to customers by precision agriculture (U.S.)

In the agri-input field, the Corporation promoted further business expansion to contribute to modernization of agriculture around the world through further enhancement of capabilities to offer solutions to customers by providing IT-based precision agriculture and by utilizing know-how accumulated in North America at other countries. As part of these initiatives, the Corporation acquired Adubos Real S.A., a company that sells agri-input products in Brazil, in fiscal year 2019, and is further expanding business in Brazil.

In the North American grain business field, the Corporation is focusing on expanding the existing business (collection, storage, and transportation) of Gavilon and Columbia Grain, while at the same time tackling new business development in the downstream field by utilizing the strengths in collection capabilities with a view to responding to the growing awareness about food safety, health and the environment.

Chemicals

■Revenue
403,569 million yen

■Profit attributable to owners of the parent
15,297 million yen



Livestock feed additive distribution business (Netherlands)

The Corporation is sharpening the effectiveness of its functions to adjust supply and demand for the trade of petroleum chemicals for which it has been maintaining a leading position in the industry and is enriching its solutions-provision business inside and outside Japan for specialty products in the electronics field, such as batteries, displays, and solar power generation modules.

The Corporation is also working to create a new system in new fields, going beyond the boundary of conventional chemical products. Initiatives include business expansion in the life sciences field where sustainable growth is expected in line with population increase through Orffa International Holding B.V., a livestock feed additive distributor, entry in the digital health field, such as AI-based image diagnoses, and response to new customer needs emerging from the reorientation of the market toward a sustainable society.

Energy & Metals Group

Energy

Revenue
447,838 million yen

■Profit attributable to owners of the parent
11,944 million yen



Hydrogen liquefaction and loading terminal (Australia) (photo courtesy of Hydrogen Engineering Australia)

In order to contribute to climate change countermeasures over the medium to long term, in the alternative energy field, the Corporation is conducting projects for production, transportation and supply of hydrogen and ammonia in Japan and overseas, which will lead to elimination of CO2 emissions, and feasibility study and demonstration of a biomass fuel business. At a time of energy transition, the importance of natural gas and LNG is increasing, which are relatively low-carbon energy sources. In the natural gas and LNG business field, in addition to stable operation of the existing projects, the Corporation began feasibility study of the LNG to Power business encompassing all processes from procurement of LNG to power generation. Moreover, in the trade and marketing field, in which the Corporation traditionally has a competitive edge, revenue increased for petroleum products, natural gas, LNG, uranium, and other products. The Corporation is striving to strengthen and develop the business foundation by identifying the issues and needs of society and customers in various business fields.

Metals & Mineral Resources

■Revenue
295,380 million yen

■Profit attributable to owners of the parent
61,382 million yen



Roy Hill Iron Mine (Australia)

In its mainstay mining business at Roy Hill Iron Mine in Australia; Jellinbah East Coal Mine in Australia and other coal mines for coking coal; and copper mines, such as Centinela Copper Mine and other copper mines in Chile, the Corporation is striving to enhance operational stability and profitability through optimization of production, strict cost control, and introduction of advanced technologies, such as AI and IoT. The Corporation is also promoting expansion of the existing business and development of new mining areas for future expansion. The Corporation is also addressing resolution of global social issues through the involvement in the aluminum and magnesium production business in Canada using 100% hydro power and environmental and circular businesses, such as recycling of solar panels and lithium-ion batteries, and supply of battery materials.

Power Business & Infrastructure Group

Power Business

■Revenue
169,336 million yen

■Profit attributable to owners of the parent
9,969 million yen



Changhua floating solar power plant (Taiwan)

In the power generation business, the Corporation expanded the business foundation. The Corporation began operation of one of the world's largest floating solar power plants through Chenya Energy Co., Ltd., a subsidiary in Taiwan, and received an order for the Rabigh Solar PV IPP Project in Saudi Arabia. In Japan, the Corporation signed a loan agreement for a biomass power generation plant in Gifu Prefecture fueled solely by wood sourced from forests in Japan and received an order for Japan's first hydro power plant PFI* project in Tottori Prefecture. In the power service and retail business, the Corporation is also promoting initiatives for renewable energy, including business development of SmartestEnergy Ltd. of the UK in Australia following the U.S. and the launch of Vehicle to Building and Vehicle to Grid Proof of Concept in the UK whereby rechargeable batteries of electric vehicles (EVs) are used to store surplus energy from solar power generation facilities and supply energy to buildings or to adjust power supply to the grid system.

*PFI: Style of public work where a public facility is designed, constructed or replaced using private company's money and know-how for management and technologies

Power Business & Infrastructure Group

Infrastructure Project

■Revenue
22,154 million yen

■Profit attributable to owners of the parent
7,297 million yen



Shuqaiq 3 Independent Water Project under construction (Saudi Arabia)

In the transportation infrastructure field, the Corporation participated in the public private partnership (PPP) project for maintenance and management of a truck road stretching 135 km connecting two southern states in Mexico. In the water infrastructure field, the Corporation's two projects, namely a water treatment plant project in Philippines and an independent water project in Saudi Arabia, received Global Water Awards 2020, international awards for water projects, in recognition of the cutting-edge technology and the financing capability. In the infrastructure funds field, the Corporation is steadily accumulating excellent assets. In the circular economy field, Marubeni Protechs began sales of modular systems that use the carbon capture technology of Carbon Clean Solutions Ltd. in the UK in which the Corporation invested in fiscal year 2019 and Japan's first such system is scheduled to start operation in 2021.

Transportation & Industrial Machinery, Financial Business Group

Aerospace & Ship

■Revenue
56,490 million yen

■Profit attributable to owners of the parent
3,190 million yen



Newly built bulk carrier for which the Corporation acted as a broker in 2020

In the aerospace field, despite a challenging business environment due to the COVID-19 pandemic, the Corporation steadily promoted preparation for expanding business fields with an eye on the future, such as continuation of demonstration of unmanned ground vehicles at airports, expansion of the business jet business, such as Honda Jet, and deeper involvement in the space business through an alliance with a company that provides small satellite launching services. In the ship field, despite more unstable market conditions than in normal years because of the lackluster world economy, performance of the trade and independent ship businesses are on a steady recovery track in line with the recovery of the market conditions in the second half of fiscal year 2020 and the shipping pool business, which was started as a joint venture, showed robust performance. Moreover, the Corporation is promoting maximization of the organizing functions of a trading company, including creation of an innovative business, including demonstration of autonomous vessels.

Finance & Leasing Business

■Revenue
6,864 million yen

■Profit attributable to owners of the parent
8,908 million yen



Temperature-controlled trailer leasing and rental business (U.S.)

Anticipating global expansion of demand for digital financial services for general consumers, the Corporation made an equity investment in a FinTech solutions developer and provider AND Global Pte. Ltd. whose head office and FinTech R&D center are located in Mongolia and entered the next-generation financial business with an eye to the post-COVID era.

In the auto finance business in the U.S., while strengthening IT functions and the foundation for promoting DX through reorganization, the Corporation promoted tie-ups with major financial institutions and FinTech companies and further expanded the scope of business.

In the temperature-controlled trailer leasing and rental business in the U.S., the Corporation began handling environmentally friendly refrigerated trailers equipped with solar panels, rechargeable batteries, and refrigeration units that do not emit exhaust gases, such as carbon dioxide and nitrogen oxide, during driving.

Transportation & Industrial Machinery, Financial Business Group

Construction, Industrial Machinery & Mobility

■Revenue
290,286 million yen

■Profit attributable to owners of the parent
14,707 million yen



Rapid chargers for EVs (U.S.)

In the construction machinery field, in addition to strengthening and expansion of the earnings foundation of the distributor business, the Corporation began intelligent-construction-related services using digital technology with the aim of expanding the provision of new services that go beyond sales.

In the industrial systems and mobility field, as well as working to expand the automobile after-market business in the U.S., the Corporation is making multifaceted efforts, such as sales of chargers for EVs and feasibility study of EV battery recycling. In the tire and rubber materials field, the Corporation expanded networks of tire retail stores in Thailand and Indonesia. In the industrial machinery field, the Corporation is working to expand the range of products it handles, functions, and the customer base, going beyond conventional sales of industrial machinery and machine tools.

CDIO

Next Generation Business Development

■Revenue
2,759 million yen

■Loss attributable to owners of the parent
-2,095 million yen



Japan Mastery Collection

The Next Generation Business Development Division is developing new businesses that will lay the earnings foundation for the next generation, identifying the fields with great growth potential in the future. As well as embracing innovative business models from the world through a corporate venture capital (CVC) firm, the Corporation promoted business development in the healthcare field, including the expansion of the range of products handled by the Japanese pharmaceuticals and related products distribution business in China and the launch of the Maternal and Child Health Handbook App service in Indonesia. Moreover, the Corporation actively promoted projects, namely, launched the Japan Mastery Collection brand to disseminate Japan's cherished technologies, materials and products to the world, invested in new technologies such as next-generation storage batteries in North Europe and engaged in development of a smart city in Southeast Asia.

Future issues for the Group

Economic overview

Looking at the economic environment for the fiscal year ending March 31, 2022, the easing of restrictions as progress is made with COVID-19 vaccinations is expected to lead to increasing normalization of economic activity, albeit with discrepancies by country. China in particular, which saw business conditions recover early on, as well as the U.S., where the additional economic stimulus package will be rolled out, are expected to stage strong recoveries. Meanwhile, the economies of countries facing delays in the procurement and rollout of vaccines owing mainly to fiscal constraints and a shortage of medical resources are likely to require more time to recover. There are also concerns that the pandemic could be prolonged due to the emergence of novel coronavirus variants.

The prices of primary commodities are expected to continue to gradually rise due to the global economic recovery, particularly the recovery of the U.S. and China, together with the likelihood of governments and central banks maintaining their current fiscal and monetary policies in response to the COVID-19 crisis.

As for the financial environment, long-term interest rates primarily in the U.S. are likely to gradually rise due to upward revisions to economic forecasts and inflation expectations amid the normalization of economic activities. There are concerns, however, that an increase in the pace of long-term interest rate rises could impede the economic activities of each country and could cause a slowdown of the global economic recovery due to capital flight from emerging countries with fragile economic structures.

(1) Medium-Term Management Strategy GC2021 and Revised CG2021

The Group defined its vision to be a “Global crossvalue platform” and formulated a three-year Medium-Term Management Strategy “Global crossvalue platform 2021” (GC2021) in which “Corporate Value Enhancement toward 2030” is set as the basic policy of the management strategy. GC2021 was launched in 2019. Owing to the recording of a loss in fiscal 2019, the Group needs to restore its financial foundation as soon as possible. In addition, the substantial deterioration of the business environment due to the spread of COVID-19 is likely to have an impact on the Group’s business activities for a lengthy period. Bearing this in mind, in order to commit to strengthening of the management foundation and re-establishment while according the top priority to ensuring safety of the Group’s employees, customers, and partners worldwide, the Group announced the revision of GC2021 on May 7, 2020. The Basic Policy of the revised GC2021 is as follows.

<Basic Policy of Revised GC2021>

Rebuild and Strengthen Financial Foundation

- ▶ As a result of a huge loss in FYE 3/2020, our top priority is to focus on cash flow management in order to rebuild and strengthen our financial foundation.
- ▶ Prioritize repayment of debt by accumulating positive free cash flow after delivery of shareholder returns during the GC2021 period and achieve net D/E ratio of around 1.0 times at the end of March 2022.

Enhancement of Business Strategies

- ▶ Maintain the Basic Policy of Management Strategy in GC2021
- ▶ “Corporate value enhancement in the medium to long term by strengthening existing business and creating new business models”
  - ● Focus on preserving and improving existing businesses including cost reduction measures and establish sustainable and stronger business foundation.

- Envisage what a post COVID-19 world will look like, including the economy, social issues, growth domains and change of business models; proactively recycle assets and enhance the value of assets.
- Assessment of past business and investment performance to further enhance and strengthen our risk management practices.

(2) Progress of Revised GC2021

The progress of the revised GC2021 is summarized below.

Rebuild and Strengthen Financial Foundation

	FYE 3/2020	FYE 3/2021	FYE 3/2022 forecast	Three-year total, forecast
Core operating cash flow*1	+ 363.8 billion yen	+ 369.6 billion yen	+ 350.0 billion yen	approx. + 1,080.0 billion yen
Free cash flow after delivery of shareholder returns	+ 57.3 billion yen	+ 231.3 billion yen	+ 60.0 billion yen	approx. + 350.0 billion yen
Net D/E ratio	1.16 times	0.88 times	Around 0.9 times	—

▶ Our top priority remains unchanged to focus on cash flow management in order to rebuild and strengthen our financial foundation
▶ Core operating cash flow which is the source of capital allocation maintained the same level as FYE 3/2020 for FYE 3/2021
▶ Net D/E ratio for March 31, 2021 improved to 0.88x, achieving the target for March 31, 2022 at approx. 1.0x ahead of schedule

*1 Core operating cash flow: Operating cash flow excluding net increase/decrease in working capital and others

Enhancement of Business Strategies

Proactively recycle assets and enhance the value of assets while envisaging changes in the business environment

▶ Promote strategic investments and divestment envisaging changes in the business environment
▶ Good progress in fortifying existing businesses (Horizon 1, 2) including cost reduction measures to establish a sustainable and resilient business foundation along with sowing seeds in new business domains where growth can be expected (Horizon 3)

(Billion yen)

	FYE 3/ 2020-2021 Two-year total	Horizon 1	Horizon 2	Horizon 3 *2	FYE 3/2022 Forecast	FYE 3/ 2020-2022 Three-year total, forecast
New investments	- 316.7		- 269.2	- 47.5	- 150.0	approx. - 470.0
CAPEX and others	- 218.5	- 194.3	- 24.1		- 120.0	approx. - 340.0
Divestment	+ 209.1				+ 100.0	approx. + 310.0

Further enhance and strengthen risk management practices

▶ Thorough analysis of the performances of past businesses/investments, shared company-wide. Stronger investment discipline enforced
▶ Reinforced risk exposure control. Performance improvement measures using ROIC/RORA*3

*2 Horizon 1: improvement of existing businesses, Horizon 2: pursuit of strategies in existing business domains, Horizon 3: new business models and growth domains currently not yet focused on
*3 ROIC: Return On Invested Capital, RORA: Return On Risk Asset

Enhancement of Corporate Value for the Medium to Long term through ROE Improvement & Reduction of Cost of Equity

▶ Maintain and improve ROE
- Continued increase in adjusted net profit, core operating cash flow, strategic capital allocation
- Establishment of strong earnings base through enhancement of business strategies while monitoring capital efficiency

▶ Reduce Cost of Equity
- Optimization of financial leverages (Net D/E ratio)
- Minimization of performance volatility
- Improvement of non-financial performance through stronger actions for sustainability such as governance, HR, climate change, etc.

(3) Specific risks to which the Group's businesses are exposed

Specific risks that may have significant impacts on the Group's business results and financial condition are described below.

<Risks associated with long-lived assets>
Long-lived assets held by the Group include investment in resource development interests, intangible assets, including goodwill as a result of acquisitions, and investment accounted for under the equity method (equity-method investment) without having a majority, in addition to real estate, machinery and equipment, and other property, plant and equipment for business use.

In accordance with IFRS, when impairment indicators exist for a long-lived asset, the Group estimates the recoverable amount of the asset, and if the recoverable amount is below the carrying amount, the carrying amount of the asset is reduced to the recoverable amount and an impairment loss is recognized. The testing for impairment of intangible assets with indefinite useful lives and goodwill is performed at least annually to determine whether the carrying amount of an asset exceeds the recoverable value regardless of the existence of impairment indicators.

However, if, for reasons such as change in the economic environment and the environment of the industry, revision to the business plan, and change of the policy on holding of such assets, an asset's value has declined significantly more than currently expected, an impairment loss may be incurred, investment may become irrecoverable, or an additional loss may be incurred upon withdrawal. Such decline in asset value may adversely affect the Group's business results and financial condition.

Oil and gas development businesses,
Prices of oil and natural gas produced and sold by oil and gas development businesses in which the Group is involved are subject to change due to factors that the Group cannot control, including but not limited to worldwide supply/demand imbalance or supply/demand imbalance in each region, economic fluctuations, inventory adjustment, foreign currency exchange rate fluctuations, political and geopolitical situations in major oil producing countries, and the impact of the spread of COVID-19.

Long-lived assets of the oil and gas development businesses in which the Group is involved amount to approx. 140 billion yen, consisting mainly of property, plant and equipment (in the Gulf of Mexico, the U.S., the British North Sea, etc.)

Deposits, production output, operating expenses, development expenses for boring production wells, constructing production facilities, etc., exploration expenses, and expenses for mine closures, etc. and business plans that are based on assumptions of these items may be revised owing to fluctuation of product prices and technological and economic factors, as well as the policies of the partners leading the projects, the weather and the environment, procurement, financing, the impact of regulations by the authorities, etc.

Copper and iron ore businesses
In the copper and iron ore businesses in which the Group is involved, commodity prices, such as copper prices and iron ore prices are subject to change due to factors that the Group cannot control, including but not limited to, worldwide supply/demand imbalance or supply/demand imbalance in each region, economic fluctuations, foreign currency exchange rate fluctuations, geopolitical situations, and the impact of the spread of COVID-19.

Long-lived assets of the copper business in which the Group is involved amount to approx. 230 billion yen, consisting mainly of equity-method investments (in Los Pelambres Copper Mine, Centinela Copper Mine, and Antucoya Copper Mine in Chile). Long-lived assets of the iron ore business amount to approx. 170 billion yen, consisting mainly of equity-method investments (in Roy Hill Iron Mine in Australia).

The Group evaluates these equity-method investments based on the business plans formulated by the Group, using price forecasts, taking into consideration data provided by third parties, market conditions, fundamentals, and other factors. However, in the event of fluctuations of product prices and production outputs, sharp increases in capital expenditure and operating expenditure associated with maintenance of production and transportation facilities, change in the business environment, or occurrence of operational problems attributable to infrastructure, such as electricity and water, the business plans may be revised.

Investment in Aircastle Limited ("Aircastle")
Aircastle, an equity-method affiliated company of the Group, leases aircraft to airlines worldwide. Therefore, if air passenger demand deteriorates, if solvency of the airlines deteriorates significantly due to sharp increases in fuel prices, foreign exchange rate fluctuation, etc., or they go bankrupt, or if lease rates decrease and asset value of aircraft owned by Aircastle significantly decreases, the business results and financial condition of Aircastle may be adversely affected.

Factors that could deteriorate air passenger demand include wars, terrorism, infectious diseases, natural disasters, and aircraft accidents. Moreover, airlines that are lessees of Aircastle are based in various countries worldwide and may be affected by change in local laws and regulations of the countries in which they are based or international laws and regulations and geopolitical risks such as economic sanctions.

Regarding investment in Aircastle, the Group conducted an evaluation based on the business plan, assuming that growth of Aircastle will continue, supported by medium- to long-term growth of air passenger demand, while taking into consideration temporary deterioration of financial performance due to the factors mentioned above. If air passenger demand remains sluggish for a long time owing to the spread of COVID-19, Aircastle's profitability deteriorates due to intensifying competition and a decline in the aircraft value in line with such situation, and Aircastle's growth becomes slower than the Corporation's assumption, the business plan may be revised.
The Group's investment in Aircastle amounts to approx. 140.3 billion yen.

<Significant Lawsuits (Sugar Lawsuits)>
In the course of business activities in Japan and overseas, the Group may be a party to litigation, disputes, and other legal proceedings (collectively, "Lawsuits"). When the Group is a party to Lawsuits, predicting the outcome is impossible given the inherent uncertainty of Lawsuits. Lawsuits may adversely affect the Group's business results and financial condition of the Group.

The Sugar Group, comprised of a group of Indonesian companies, filed a lawsuit against the Corporation, and the Supreme Court of Indonesia ("Supreme Court") ruled in favor of the Corporation in 2011 ("Previous Case"). However, Sugar Group filed another series of lawsuits against the Corporation in which substantially the same claims as those in the Previous Case were made ("South Jakarta Case" and "Gunung Sugih Case"). The Supreme Court ruled against the Corporation in the South Jakarta Case and the Gunung Sugih Case in 2017 and the decisions by the Supreme Court were (and the decision on the Gunung Sugih Case is) formally binding on the Corporation. However, the Corporation filed applications for judicial review ("Judicial Review") before the Supreme Court concerning the South Jakarta Case and the Gunung Sugih Case. With respect to the Corporation's application for Judicial Review of the South Jakarta Case, the Corporation received on December 30, 2020 the official decision on Judicial Review by the Supreme Court. This decision ruled that the Corporation's application for Judicial Review was granted on August 24, 2020; i.e., the Supreme Court's ruling on the South Jakarta Case against the Corporation which the Corporation received on May 17, 2017 was revoked, and all the claims of Sugar Group, as the plaintiffs, were dismissed. With respect to the Corporation's application for Judicial Review of the Gunung Sugih Case, the Corporation received on February 3, 2020 the official decision on Judicial Review by the Supreme Court that the Corporation's application for Judicial Review was not accepted on October 8, 2018. The Corporation filed an application for second Judicial Review of the Gunung Sugih Case before the Supreme Court on May 18, 2020. However, on May 20, 2020, the Gunung Sugih District Court, to which the application documents of the Corporation for second Judicial Review of the Gunung Sugih Case was submitted, decided not to accept the Corporation's application and not to refer the Corporation's application to the Supreme Court because of no contradiction between the decision on Judicial Review of Gunung Sugih Case by the Supreme Court and the ruling of the Supreme Court on the Previous Case.

Separately, the Corporation filed a lawsuit against Sugar Group to seek compensation for damages for, among other matters, reputational damages suffered by the Corporation caused by Sugar Group's torts ("New Case"). In response to the Corporation's claims in the New Case, Sugar Group filed a counterclaim against the Corporation seeking damages on the grounds that the Corporation's filing of the New Case allegedly constitutes a tort against Sugar Group ("Counterclaim"). On December 3, 2020, the Central Jakarta District Court ruled to dismiss both the Corporation's claims in the New Case and the Counterclaim. The Corporation filed an appeal concerning the Corporation's claims in the New Case to the Jakarta High Court on December 15, 2020, which is pending.

Depending on developments in the Gunung Sugih Case (where the Supreme Court ruled against the Corporation) and other lawsuits against Sugar Group and judicial procedure, the Corporation might be obliged to pay damages based on the rulings against the Corporation, interest, and court costs (in whole or in part) and suffer losses which may adversely affect the Corporation's business results and financial condition.

(Note) For details of each lawsuit, please refer to "Other important matters concerning the Group's current status."

Note: The South Jakarta Case's defendants include Marubeni Europe PLC.

Fund procurement

The Group procures funds mainly through the Corporation or a domestic financial subsidiary Marubeni Financial Service Corporation. The Corporation issued a yen-denominated unsecured bond in the total amount of 20 billion yen and a dollar-denominated unsecured bond in the total amount of 500 million U.S. dollars, in addition to procuring funds through short-term and long-term borrowings from financial institutions and issuing of short-term bonds (electronic commercial paper). In order to further strengthen the financial foundation, the Corporation issued perpetual subordinated loans in the amount of 250 billion yen (Tranche A 100 billion yen and Tranche B 150 billion yen) in 2016. The Corporation issued corporate hybrid bonds (subordinated debt) in the total amount of 75 billion yen and entered into a hybrid loan (subordinated commitment loan) facility agreement for an aggregate principal amount of up to 25 billion yen to fund Tranche A. Furthermore, the Corporation's overseas financial subsidiaries, corporate subsidiaries, and other consolidated subsidiaries raised funds through borrowings from financial institutions.
Net interest-bearing debt decreased by 171.2 billion yen from the end of the previous business year to 1,687.9 billion yen.

Major lenders

(Millions of yen)

Lender name	Balance of borrowings at end of the business year
Development Bank of Japan Inc.	138,000
Meiji Yasuda Life Insurance Company	131,636
Mizuho Bank, Ltd.	129,652
Sumitomo Mitsui Banking Corporation	115,229
MUFG Bank, Ltd.	110,141
Nippon Life Insurance Company	100,314
The Dai-ichi Life Insurance Company, Limited	89,071
Sumitomo Mitsui Trust Bank, Limited	70,858
Japan Bank for International Cooperation	54,778
SUMITOMO LIFE INSURANCE COMPANY	46,900

Notes: 1. The balances of borrowings are the total balances of borrowings of Marubeni Corporation and Marubeni Financial Service Corporation.
2. The amounts below 1 million yen are rounded off.

Status of capital investment, etc.

The Corporation made no major capital investment in the business year under review.
The Corporation entered into a leasing contract concerning the office building in Chiyoda-ku, Tokyo, to which the head office was relocated on May 24, 2021.

Status of major subsidiaries and consolidation of major businesses

Status of major subsidiaries and affiliates

Operating Segment

Company name		Holding ratio (%)	Main businesses
Lifestyle			
Marubeni Intex Co., Ltd.	Subsidiary	100.00	Sales of materials for industrial and consumer applications and lifestyle goods
Marubeni Fashion Link, Ltd.	Subsidiary	100.00	Planning, manufacturing and sales of apparel products, etc.
Saide Tekstil Sanayi ve Ticaret A.S.	Affiliate	45.49	Planning, manufacturing, and sales of apparel and miscellaneous goods
ICT & Real Estate Business			
Japan REIT Advisors Co., Ltd.	Subsidiary	100.00	Asset management services for investment corporations
Marubeni Information Systems Co., Ltd.	Subsidiary	100.00	Provision of full range of IT solutions for computing, networking, and information systems
MX Mobiling Co., Ltd.	Subsidiary	100.00	Sales of mobile phones and related products
ARTERIA Networks Corporation	Subsidiary	50.01	Data communication services for business and for condominiums
Forest Products			
Marubeni Pulp & Paper Co., Ltd.	Subsidiary	100.00	Wholesale of forest products including all types of paper
KOA KOGYO CO., LTD.	Subsidiary	79.95	Manufacturing and sales of paper and paperboard
PT. Tanjungenim Lestari Pulp and Paper	Subsidiary	85.06	Manufacturing and sales of pulp
Food			
Wellfam Foods Corporation	Subsidiary	100.00	Production, processing, and sales of meat products
Yamaboshiya Co., Ltd.	Subsidiary	75.62	Wholesale of confectionery products
Marubeni Nisshin Feed Co., Ltd.	Subsidiary	60.00	Manufacturing and sales of feed
Aeon Market Investment Inc.	Affiliate	28.18	Investment company for United Super Markets Holdings Inc.
Agri Business			
Gavilon Agriculture Investment, Inc.	Subsidiary	100.00	Holding company for the Gavilon Group (collection of goods and sale of grain, fertilizer, etc.)
Helena Agri-Enterprises, LLC	Subsidiary	100.00	Sales of agricultural materials and provision of various services
Katakura & Co-op Agri Corporation	Affiliate	22.73	Manufacturing and sales of fertilizer and sales of feed and goods
Chemicals			
Marubeni Chemix Corporation	Subsidiary	100.00	Domestic sales and foreign trade of organic chemicals and functional chemicals
Marubeni Plax Corporation	Subsidiary	100.00	Domestic sales and foreign trade of plastic resins and products
Energy			
Marubeni Energy Corporation	Subsidiary	66.60	Sales of petroleum, petrochemical products and LNG, management and operation of terminals and service stations, etc.
Marubeni Oil & Gas (USA) LLC	Subsidiary	100.00	Exploration, development, production and sales of crude oil and natural gas
Metals & Mineral Resources			
Marubeni Coal Pty. Ltd.	Subsidiary	100.00	Investment in coal business in Australia
Marubeni Iron Ore Australia Pty. Ltd.	Subsidiary	100.00	Investment in iron ore business in Australia
Marubeni LP Holding B.V.	Subsidiary	100.00	Investment in copper business in Chile
Marubeni-Itochu Steel Inc.	Affiliate	50.00	Import/export, sales and processing of steel products
Power Business			
Axia Power Holdings B.V.	Subsidiary	100.00	Overseas power assets holding company
TeaM Energy Corporation	Affiliate	50.00	Power generation business in the Philippines
TrustEnergy B.V.	Affiliate	50.00	Investment company for power generation business in Portugal
Infrastructure Project			
Marubeni Protechs Corporation	Subsidiary	100.00	Sales of plant and machinery for steel and nonferrous industry, environmental business including sales of environmental equipment, overseas plant construction and engineering work as well as logistics for machinery and equipment
MM Capital Partners Co., Ltd.	Subsidiary	90.00	Management and operation of infrastructure equity fund
Aguas Decima S.A.	Subsidiary	100.00	Provision of full water and wastewater services in Chile

Company name		Holding ratio (%)	Main businesses
Aerospace & Ship			
Marubeni Aerospace Corporation	Subsidiary	100.00	Import and sales of aircraft and related parts
MMSL Japan Ltd.	Subsidiary	100.00	Operation and management of ships and sales of materials and equipment for ships
Marubeni Aviation Parts Trading LLC	Subsidiary	100.00	Investment in aviation parts trading business
Finance & Leasing Business			
MAI Holding LLC	Subsidiary	100.00	Investment in automotive financing business
Marubeni Aviation Holding Cooperatief U.A.	Subsidiary	100.00	Investment in aircraft operating leasing business
Marubeni SuMiT Rail Transport Inc.	Affiliate	50.00	Holding company for the rolling stock leasing business in North America
PLM Fleet, LLC	Affiliate	50.00	Refrigerated trailer leasing and rental business
Construction, Industrial Machinery & Mobility			
Marubeni Techno-Systems Corp.	Subsidiary	100.00	Domestic sales and import/export of various kinds of industrial machinery
Marubeni Auto Investment (UK) Limited	Subsidiary	100.00	Investment in car dealership business
Temsa Is Makinalari Imalat Pazarlama Ve Satis A.S.	Subsidiary	90.00	Distributor of construction machinery manufactured by Komatsu
Next Generation Business Development			
Marubeni Ventures Inc.	Subsidiary	100.00	Investing in startup companies

Notes: 1. "Subsidiary" means a consolidated subsidiary and "Affiliate" means an equity-method affiliate.
2. The holding ratio includes the ratio of interests held through the Corporation's consolidated subsidiaries and equity-method affiliates.
3. Marubeni Pulp & Paper Co., Ltd. changed its trade name to Marubeni Forest LinX Co., Ltd. on April 1, 2021.
4. Marubeni Coal Pty. Ltd. changed its trade name to MARUBENI RESOURCES DEVELOPMENT PTY LTD on April 1, 2021.
5. Marubeni Iron Ore Australia Pty. Ltd. is a holding company of Roy Hill Holdings Pty Ltd that operates iron ore business in Australia.
6. MAI Holding LLC is a holding company of Nowlake Technology, LLC that invests in Westlake Services, LLC and Nowcom, LLC that operate automotive finance business in the U.S.
7. Marubeni Aviation Holding Cooperatief U.A. is a holding company of Aircastle Limited that operates aircraft operating leasing business in the U.S.

Status of business consolidation

	94th Business Year	95th Business Year	96th Business Year	97th Business Year
Consolidated subsidiaries	276	282	309	310
Equity-method affiliated companies	154	149	144	146

Note: The number of consolidated subsidiaries and equity-method affiliated companies has been representing companies which the Corporation directly consolidates or to which the Corporation applies the equity method. Affiliates consolidated by consolidated subsidiaries are excluded from this number.

Major business bases of the Group

Domestic

The Corporation's Head Office	7-1, Nihonbashi 2-chome, Chuo-ku, Tokyo
The Corporation's branches and offices	12 branches and offices including Hokkaido, Tohoku, Chubu, Osaka, Chugoku and Kyushu branches

Note: The Corporation's head office was relocated to 4-2, Otemachi 1-chome, Chiyoda-ku, Tokyo on May 24, 2021.

Overseas

The Corporation's branches and offices	58 branches and offices including Johannesburg, Istanbul, Singapore, Kuala Lumpur, Bangkok and Manila branches
Overseas corporate subsidiaries	29 overseas corporate subsidiaries including Marubeni America Corporation, Marubeni Europe plc, Marubeni ASEAN Pte. Ltd. and Marubeni (China) Co., Ltd., and 33 branches and offices of these subsidiaries

Note: The status of major companies of the Group is as described in "Status of major subsidiaries and consolidation of major businesses" on page 46 of this booklet.

Employees of the Group

Number of employees of the Group

Operating Segments		Number of employees of the Group		Number of employees of the Corporation
Consumer Products Group	Lifestyle	1,291	[78]	169
	ICT & Real Estate Business	8,732	[2,880]	268
	Forest Products	3,082	[489]	170
Food, Agriculture & Chemicals Group	Food	6,119	[1,035]	375
	Agri Business	8,098	[1,024]	62
	Chemicals	1,039	[55]	263
Energy & Metals Group	Energy	964	[1,139]	243
	Metals & Mineral Resources	444	[22]	201
Power Business & Infrastructure Group	Power Business	1,597	[242]	348
	Infrastructure Project	657	[19]	213
Transportation & Industrial Machinery, Financial Business Group	Aerospace & Ship	398	[15]	117
	Finance & Leasing Business	360	[5]	111
	Construction, Industrial Machinery & Mobility	9,743	[331]	260
CDIO	Next Generation Business Development	305	[25]	76
Other	Other (Corporate Staff Group, administration, etc.)	2,641	[230]	1,513
Total		45,470	[7,589]	4,389

Notes: 1. In the case of certain consolidated subsidiaries, the number of employees is not as of the end of the business year under review.
2. Secondees are included in the number of employees of the segment to which the organizations they are seconded belong.
3. The average annual number of temporary employees is described in the parenthesis without including it in the number of employees.
4. The number of employees of the Corporation including local employees of overseas branches, offices and corporate subsidiaries (415 persons) and secondees from other companies (124 persons) and excluding secondees to other companies (1,361 persons) was 3,567.

Other important matters concerning the Group's current status

Significant Lawsuits

Please be advised of the following summary of the current state of the two lawsuits ("Two Current Cases") involving the Corporation filed before the Indonesian courts by "Sugar Group", an Indonesian corporate group.

Sugar Group filed lawsuits against the Corporation before the South Jakarta District Court and the Gunung Sugih District Court (together, "Two Current Cases", or individually, "South Jakarta Case" and "Gunung Sugih Case"), in which substantially the same claims, including a claim for compensation for damages, were made in a lawsuit on which the Corporation received the ruling of the Supreme Court of Indonesia ("Supreme Court") in favor of the Corporation on March 17, 2011 ("Previous Case"). As the first instance court and the second instance court partially ruled in favor of Sugar Group in the Two Current Cases, the Corporation appealed to the Supreme Court. The Corporation received the Supreme Court's rulings on the South Jakarta Case and the Gunung Sugih Case on May 17, 2017 and September 14, 2017, respectively.

South Jakarta Case

The court found four of the six defendants, including the Corporation and Marubeni Europe PLC, jointly liable for damages in a total amount of US$250 million to the plaintiffs, i.e., five Sugar Group companies (PT. Indolampung Perkasa ("ILP"), PT. Sweet Indolampung ("SIL"), PT. Gula Putih Mataram ("GPM"), PT. Indolampung Distillery ("ILD") and PT. Garuda Pancaarta ("Garuda")).

Gunung Sugih Case

The court found five of the seven defendants, including the Corporation, jointly liable for damages in a total amount of US$250 million to the plaintiffs, i.e., four Sugar Group companies (ILP, SIL, GPM and ILD).

The Corporation financed ILP and SIL and demanded repayments as the creditor. In response, the Previous Case and the Two Current Cases were filed by Sugar Group, including ILP and SIL, as the debtors (ILP, SIL, GPM and ILD became group companies of Garuda as a result of public tender under the control of the Indonesian government following the Asian currency crisis in late 1990s), against the defendants including the Corporation, as the creditor, in an attempt to avoid repaying the debts. As stated above, the Corporation won the Previous Case.

The Corporation notes that the Two Current Cases consist of substantially the same claims as previously decided by the Supreme Court in the Previous Case ruled in favor of the Corporation. Therefore, the Supreme Court's rulings on the Two Current Cases contradict its own ruling on the Previous Case that dismissed all of Sugar Group's claims. Thus, pursuant to Indonesian Supreme Court legislation, the Corporation filed applications for judicial review ("Judicial Review") before the Supreme Court concerning the South Jakarta Case and the Gunung Sugih Case on October 24, 2017 and February 6, 2018, respectively. With respect to the Corporation's application for Judicial Review of the South Jakarta Case, the Corporation received on December 30, 2020 the official decision on Judicial Review by the Supreme Court. This decision ruled that the Corporation's claim for Judicial Review was granted on August 24, 2020; i.e., the Supreme Court's ruling on the South Jakarta Case against the Corporation which the Corporation received on May 17, 2017 was revoked, and all the claims of Sugar Group, as the plaintiffs, were dismissed.

On the other hand, with respect to the Corporation's application for Judicial Review of the Gunung Sugih Case ("Judicial Review Application of the Gunung Sugih Case"), the Corporation, through the Gunung Sugih District Court, received on February 3, 2020 the official decision on Judicial Review by the Supreme Court that the Corporation's Application for Judicial Review of the Gunung Sugih Case was not accepted. As mentioned above, the Corporation received the ruling of the Supreme Court of the Gunung Sugih Case on September 14, 2017 and filed the Judicial Review Application of the Gunung Sugih Case on February 6, 2018, before the deadline for filing a judicial review application, which had to be filed within 180 days from the date of receipt of the ruling. The decision on Judicial Review of the Gunung Sugih Case by the Supreme Court found that the Corporation's receipt of the ruling of the Supreme Court of the Gunung Sugih Case was on December 8, 2016 and the Judicial Review Application of the Gunung Sugih Case was not accepted because the Judicial Review Application of the Gunung Sugih Case was filed on February 6, 2018 after the deadline.

However, although it is obvious from the notice of the ruling received by the Corporation that the date of the Corporation's receipt of the ruling of the Supreme Court of the Gunung Sugih Case was on September 14, 2017, the decision on Judicial Review of the Gunung Sugih Case by the Supreme Court does not present the evidence on which the Supreme Court determined that the date of the Corporation's receipt of the ruling of the Supreme Court of the Gunung Sugih Case is December 8, 2016. Therefore, the Corporation considers the decision on Judicial Review of the Gunung Sugih Case by the Supreme Court to be unjust based on an apparent mistake of fact. The Corporation analyzed the content of the decision on Judicial Review of the Gunung Sugih Case by the Supreme Court and examined available legal measures that it could take with respect to the decision on Judicial Review of the Gunung Sugih Case by the Supreme Court under the judicial review system pursuant to the law by the Supreme Court of Indonesia. Subsequently, the Corporation filed an application for second Judicial Review of the Gunung Sugih Case before the Supreme Court on May 18, 2020 because of contradiction between the decision on Judicial Review of the Gunung Sugih Case by the Supreme Court and the ruling of the Supreme Court on the Previous Case.

However, on May 20, 2020, the Gunung Sugih District Court, to which the application documents of the Corporation for second Judicial Review of the Gunung Sugih Case was submitted, decided not to accept the Corporation's application and not to refer the Corporation's application to the Supreme Court because of no contradiction between the decision on Judicial Review of the Gunung Sugih Case by the Supreme Court and the ruling of the Supreme Court on the Previous Case. Nevertheless, pursuant to the law by the Supreme Court of Indonesia and relevant laws and regulations, the authority and responsibility to make such decision is

granted to the Supreme Court, the institution to implement Judicial Review. Therefore, it is obvious that the decision by the Gunung Sugih District Court not to accept the Corporation's second Judicial Review of the Gunung Sugih Case is unjust. In view of the result of Judicial Review of the South Jakarta Case ruled in favor of the Corporation as stated above, the Corporation intends to file again an application for second Judicial Review before the Supreme Court regarding the Gunung Sugih Case.

In light of the above situation, there is no information that requires the Corporation to change its belief that the Supreme Court's ruling on the Gunung Sugih Case will probably become invalid, and the Corporation recognizes no provision for loss on litigation concerning the Gunung Sugih Case as of March 31, 2021.

Sugar Group denied the validity of the finances provided by the Corporation to Sugar Group and the validity of accompanying security interests that were confirmed by the Supreme Court in the Previous Case. In response, the Corporation filed a lawsuit against Sugar Group before the Central Jakarta District Court on April 26, 2017 to seek compensations for damages of approximately US$1.6 billion for, among other matters, reputational damages suffered by the Corporation caused by Sugar Group's torts ("New Case"). In response to the New Case, on April 30, 2019, Sugar Group filed a counterclaim against the Corporation seeking damages of US$7.75 billion in the aggregate on the grounds that the Corporation's filing of the New Case allegedly constitutes a tort against Sugar Group ("Counterclaim"). On December 3, 2020, the Central Jakarta District Court ruled to dismiss both the Corporation's claim in the New Case and the Counterclaim. The Corporation filed an appeal concerning the Corporation's claims in the New Case to the Jakarta High Court on December 15, 2020. The Corporation will continue to pursue the New Case and to defend the Counterclaim in due course with a view to obtaining a ruling by the competent Indonesian court in the Corporation's favor to admit the Corporation's claims and to dismiss Sugar Group's Counterclaim.

II. Matters Concerning the Corporation's Shares

Total number of issuable shares

4,300,000,000

Total number of shares issued

94th Business Year	95th Business Year	96th Business Year	97th Business Year
1,737,940,900	1,737,940,900	1,737,940,900	1,737,940,900

Total number of shareholders

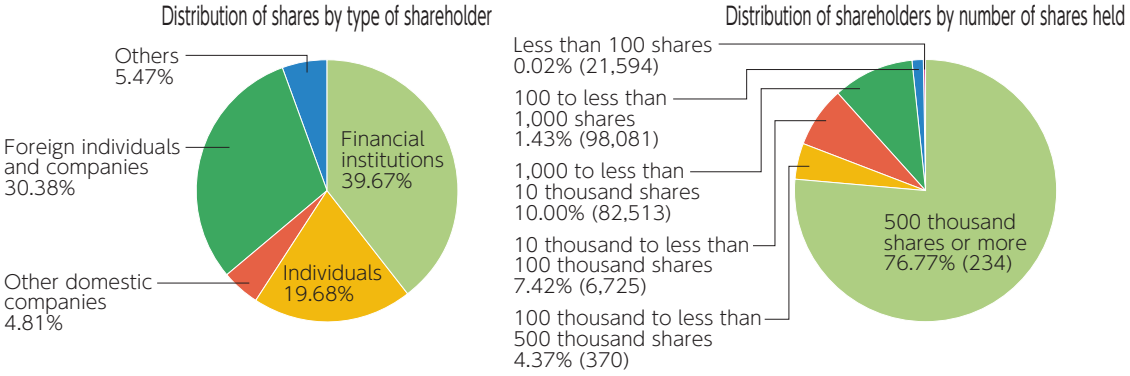
94th Business Year	95th Business Year	96th Business Year	97th Business Year
174,746	171,841	194,719	209,517

Major shareholders

Name of shareholder	Stake in the Corporation	
	Number of shares held	Shareholding ratio
	thousands of shares	%
The Master Trust Bank of Japan, Ltd. (Trust account)	165,540	9.53
Custody Bank of Japan, Ltd. (Trust account)	123,732	7.12
BNYM AS AGT/CLTS NON TREATY JASDEC	98,570	5.68
Meiji Yasuda Life Insurance Company	41,818	2.41
Mizuho Bank, Ltd.	30,000	1.73
Sompo Japan Insurance Inc.	30,000	1.73
Custody Bank of Japan, Ltd. (Trust account 5)	29,781	1.71
Custody Bank of Japan, Ltd. (Trust account 6)	26,399	1.52
STATE STREET BANK WEST CLIENT - TREATY 505234	25,448	1.47
The Dai-ichi Life Insurance Company, Limited	24,859	1.43

Notes: 1. The number of shares held of less than 1,000 shares was discarded.
2. As for the shareholding ratio, all numbers are rounded off to the second decimal place.
3. The shareholding ratio was calculated by excluding treasury shares.

Distribution of shareholders



Note: The sum of each ratio may not be 100% because each ratio has been rounded off.

III. Matters Concerning the Corporation's Officers

Name and other information of Directors and Audit & Supervisory Board Members

(As of March 31, 2021)

Status	Name	Area(s) of responsibility and Status of important concurrent occupations or positions at other organizations
Chairman of the Board	Fumiya Kokubu	Member of the Board, TAISEI CORPORATION; Director, Honda Motor Co., Ltd.
Vice Chairman, Member of the Board	Ichiro Takahara	
* President and CEO, Member of the Board	Masumi Kakinoki	
◇* Member of the Board	Mutsumi Ishizuki	Chief Administrative Officer (CAO); Senior Operating Officer, Audit Dept.; Senior Operating Officer, Executive Secretariat; Senior Operating Officer, New Office Building Project Dept.; Vice Chairman of Investment and Credit Committee; Chief Compliance Officer (CCO); Chairman of Internal Control Committee; Chairman of IT Strategy Committee (CIO)
◇* Member of the Board	Kenichiro Oikawa	CDIO; CSO; Regional CEO for East Asia; Regional CEO for Japan Business; Vice Chairman of Investment and Credit Committee
◇* Member of the Board	Takayuki Furuya	CFO; Chief Operating Officer, Investor Relations and Credit Ratings; Chairman of Investment and Credit Committee; Chief Sustainable Development Officer (CSDO); Chairman of Disclosure Committee
Member of the Board	Takao Kitabata	Director, Kobe Steel, Ltd.; Director, SEIREN Co., Ltd.; Director, Zeon Corporation; President, KAISHI PROFESSIONAL UNIVERSITY, Niigata Sogo Gakuin Academic Corporation
Member of the Board	Kyohei Takahashi	Advisor, Showa Denko K.K.; Audit & Supervisory Board Member, Fukoku Mutual Life Insurance Company
Member of the Board	Yuri Okina	Chairman, The Japan Research Institute, Limited; Director, Bridgestone Corporation
◇ Member of the Board	Takashi Hatchoji	Director, Nitto Denko Corporation; Director, KONIKA MINOLTA, INC.
◇ Member of the Board	Masato Kitera	Director, Member of the Board, NIPPON STEEL CORPORATION; Member of the Board, Japan Tobacco Inc.
Full-time Audit & Supervisory Board Member	Kazuro Gunji	
Full-time Audit & Supervisory Board Member	Hikaru Minami	
Audit & Supervisory Board Member	Tsuyoshi Yoneda	Director, Japan Exchange Group, Inc.
◇ Audit & Supervisory Board Member	Yoichi Kikuchi	Attorney at law
◇ Audit & Supervisory Board Member	Shigeru Nishiyama	Professor, Waseda Business School (Graduate School of Business and Finance); Auditor of the Board (Outside), Mitsui Sumitomo Insurance Company, Limited; Member of the Board/Audit and Supervisory Committee Member, UNIPRES CORPORATION; Director, Chairman of the Audit Committee, Macromill, Inc.

Notes: 1. Persons marked with * are Representative Directors.
2. Persons marked with ◇ were newly elected at the 96th Ordinary General Meeting of Shareholders held on June 19, 2020, and assumed office.
3. Mr. Takao Kitabata, Mr. Kyohei Takahashi, Ms. Yuri Okina, Mr. Takashi Hatchoji, and Mr. Masato Kitera are Outside Directors.
4. Mr. Tsuyoshi Yoneda, Mr. Yoichi Kikuchi, and Mr. Shigeru Nishiyama are Outside Audit & Supervisory Board Members.
5. Mr. Takao Kitabata, Mr. Kyohei Takahashi, Ms. Yuri Okina, Mr. Takashi Hatchoji, Mr. Masato Kitera, Mr. Tsuyoshi Yoneda, Mr. Yoichi Kikuchi, and Mr. Shigeru Nishiyama meet the requirements for Independent Directors/Auditors set forth by domestic financial instruments exchanges and in the "Standards and Policies for the Independence of Outside Directors/Audit & Supervisory Board Members of the Corporation" on page 21 of the booklet; hence, the Corporation has appointed them as Independent Directors/Auditor and notified their appointment to the domestic stock exchanges on which the Corporation is listed.
6. (i) Audit & Supervisory Board Member Mr. Kazuro Gunji served as CFO of Marubeni Europe plc and Managing Executive Officer, General Manager of Corporate Accounting Dept. of the Corporation. Hence, he has considerable knowledge about finance and accounting.
(ii) Audit & Supervisory Board Member Mr. Hikaru Minami served as Managing Executive Officer, Member of the Board; CAO; Senior Operating Officer, Audit Dept. Hence, he has considerable knowledge about finance and accounting.
(iii) Audit & Supervisory Board Member Mr. Shigeru Nishiyama is a certified public accountant and a professor of Waseda Business School (Graduate School of Business and Finance). Hence, he has considerable knowledge about finance and accounting.
7. Mr. Nobuhiro Yabe resigned from office of Director on April 1, 2020, and Mr. Yukihiko Matsumura and Mr. Susumu Fukuda retired from office as Director at the close of the 96th Ordinary General Meeting of Shareholders held on June 19, 2020. Mr. Shuichi Yoshikai retired from office of Audit & Supervisory Board Member at the close of the 96th Ordinary General Meeting of Shareholders held on June 19, 2020 and Mr. Takashi Hatchoji resigned from office of Audit & Supervisory Board Member at the close of the 96th Ordinary General Meeting of Shareholders held on June 19, 2020.
8. The "Chief Administrative Officer (CAO)" is the Chief Operating Officer of Human Resources Dept., General Affairs Dept., Information Strategy Dept., Risk Management Dept., Legal Dept. and Compliance Control Dept. The "Chief Digital Innovation Officer (CDIO)" is the Chief Operating Officer of Digital Innovation Dept. and Next Generation Business Development Div. The "Chief Strategy Officer (CSO)" is the Chief Operating Officer of Corporate Planning & Strategy Dept., Regional Coordination & Administration Dept., and Research Institute. The "Chief Financial Officer (CFO)" is the Chief Operating Officer of Corporate Communications Dept., Corporate Accounting Dept., Business Accounting Dept., Finance Dept. and Sustainability Management Dept.

9. The changes in Board Members' and Audit & Supervisory Board Members' Status of Important Concurrent Occupations or Positions at Other Organizations during the business year under review are as follows.

Status	Name	Detail of change	Date of change
Member of the Board	Fumiya Kokubu	Assumed office of Director, Honda Motor Co., Ltd.	June 19, 2020
Member of the Board	Masato Kitera	Assumed office of Director, Member of the Board, NIPPON STEEL CORPORATION	June 24, 2020
Member of the Board	Masato Kitera	Assumed office of Member of the Board, Japan Tobacco Inc.	March 24, 2021
Audit & Supervisory Board Member	Shigeru Nishiyama	Retired from office of Audit and Supervisory Board Member, Ricoh Company, Ltd.	June 26, 2020

10. The status, names, and area(s) of responsibility of Executive Officers as of April 1, 2021 are as follows.

Executive Officers

(As of April 1, 2021)

Name	Area(s) of responsibility
President and CEO	
*Masumi Kakinoki	
Senior Executive Vice President	
Akira Terakawa	Chief Executive Officer, Food, Agriculture & Chemicals Group; Vice Chairman of Investment and Credit Committee
Senior Managing Executive Officers	
Hajime Kawamura	Chief Executive Officer, Transportation & Industrial Machinery, Financial Business Group
Nobuhiro Yabe	Regional CEO for Europe & CIS; Regional COO for Europe; Managing Director and CEO, Marubeni Europe plc
*Mutsumi Ishizuki	Chief Administrative Officer (CAO); Senior Operating Officer, Audit Dept.; Senior Operating Officer, Executive Secretariat; Senior Operating Officer, New Office Building Project Dept.; Vice Chairman of Investment and Credit Committee; Chief Compliance Officer (CCO); Chairman of Internal Control Committee; Chief Information Officer (CIO)
Managing Executive Officers	
Akihiko Sagara	Chief Executive Officer, Energy & Metals Group
Shinichi Kobayashi	Regional CEO for Oceania; Managing Director, Marubeni Australia Ltd.
Jun Horie	Regional CEO for the Americas; Regional COO for North & Central America; President and CEO, Marubeni America Corporation; President and CEO, Marubeni Canada Ltd.
*Kenichiro Oikawa	Chief Digital Innovation Officer (CDIO); Chief Strategy Officer (CSO); Regional CEO for East Asia; Regional CEO for Japan Business; Vice Chairman of Investment and Credit Committee
Jun Hirasawa	Chief Executive Officer, Consumer Products Group
Takayuki Furuya	Chief Financial Officer (CFO); Chief Operating Officer, Investor Relations and Credit Ratings; Chairman of Investment and Credit Committee; Chief Sustainable Development Officer (CSDO); Chairman of Disclosure Committee
Yoshiaki Yokota	Chief Executive Officer, Power Business & Infrastructure Group
Hidekazu Futai	Chief Operating Officer, Agri Business Div.

Name	Area(s) of responsibility
Executive Officers	
Soji Sakai	General Manager, Chubu Branch
Minoru Tomita	General Manager, Osaka Branch
Jiro Itai	Chief Operating Officer, Construction, Industrial Machinery & Mobility Div.
Kosuke Takechi	Chief Operating Officer, Aerospace & Ship Div.
Takao Ando	General Manager, Risk Management Dept.
Tsuyoshi Teragaki	Chief Operating Officer, Forest Products Div.
Satoru Ichinokawa	Chief Operating Officer, Chemicals Div.
Takashi Imamura	General Manager, Research Institute
Tatsuya Abe	Chief Operating Officer, ICT & Real Estate Business Div.
Takashi Yao	Chief Operating Officer, Infrastructure Project Div.
Yoshinori Ogawa	Regional CEO for China; President, Marubeni (China) Co., Ltd.
Koichi Ariizumi	General Manager, Legal Dept.
Seiichi Kuwata	Chief Operating Officer, Metals & Mineral Resources Div.
Koji Kashima	General Manager, Human Resources Dept.
Taro Kawabe	Chief Operating Officer, Finance & Leasing Business Div.
Koichi Uchida	Chief Operating Officer, Energy Div.
Satoru Harada	Chief Operating Officer, Power Business Div.
Masayuki Omoto	Chief Operating Officer, Next Generation Business Development Div.
Takeshi Mamiya	Regional CEO for ASEAN & Southwest Asia; Regional COO for ASEAN; Managing Director, Marubeni ASEAN Pte. Ltd.
Satoru Yokoshiki	General Manager, Business Accounting Dept.
Hideyoshi Iwane	General Manager, Corporate Accounting Dept.
Chijo Tajima	General Manager, Finance Dept.
Hiromitsu Morishima	Chief Operating Officer, Lifestyle Div.
Hiromichi Mizuno	General Manager, Corporate Planning & Strategy Dept.

Notes: 1. The person marked with * is the Representative Director.
2. "Food, Agriculture & Chemicals Group" collectively refers to Food Div.-I, Food Div.-II, Agri Business Div., and Chemicals Div. "Transportation & Industrial Machinery, Financial Business Group" collectively refers to Aerospace & Ship Div., Finance & Leasing Business Div., and Construction, Industrial Machinery & Mobility Div. "Energy & Metals Group" collectively refers to Energy Div. and Metals & Mineral Resources Div. "Consumer Products Group" collectively refers to Lifestyle Div., ICT & Real Estate Business Div., and Forest Products Div. "Power Business & Infrastructure Group" collectively refers to Power Business Div. and Infrastructure Project Div.
3. The "Chief Administrative Officer (CAO)" is the Chief Operating Officer of Human Resources Dept., General Affairs Dept., Information Strategy Dept., Risk Management Dept., Legal Dept. and Compliance Control Dept. The "Chief Digital Innovation Officer (CDIO)" is the Chief Operating Officer of Digital Innovation Dept. and the Next Generation Business Development Div. The "Chief Strategy Officer (CSO)" is the Chief Operating Officer of Corporate Planning & Strategy Dept., Regional Coordination & Administration Dept., and Research Institute. The "Chief Financial Officer (CFO)" is the Chief Operating Officer of Corporate Communications Dept., Corporate Accounting Dept., Business Accounting Dept., Finance Dept. and Sustainability Management Dept.

Remuneration and other payments for Directors and Audit & Supervisory Board Members

(1) Policy to determine the remuneration paid to Directors and Audit & Supervisory Board Members

The maximum total remuneration shall be determined for all the Directors and all the Audit & Supervisory Board Members, respectively, by resolution at a General Meeting of Shareholders.
The amount of remuneration and other payments for Directors (Members of the Board) of the Corporation was resolved to be up to a maximum of 1.1 billion yen (including up to a maximum of 120 million yen for Outside Directors; excluding, however, salaries for service as an employee to be paid to Directors serving concurrently as employees) per year at the 96th Ordinary General Meeting of Shareholders held on June 19, 2020. The Corporation had 11 Directors including 5 Outside Directors at the time of close of the said Ordinary General Meeting of Shareholders. Also, the amount of remuneration and other payments for Directors (excluding Outside Directors) for subscription rights to shares as stock options was resolved to be within the above amount of remuneration and other payments for Directors and up to a maximum of 220 million yen per year at the 92nd Ordinary General Meeting of Shareholders held on June 24, 2016. The Corporation had 6 Directors (excluding Outside Directors) at the time of close of the said Ordinary General Meeting of Shareholders.

(Reference)
If Agenda No. 3 is approved as proposed, the authorization regarding the amount of remuneration for allotting subscription rights to shares as stock options to Directors (excluding Outside Directors) will be abolished, and the total amount of remuneration and other payments for Directors (excluding Outside Directors) for the granting of shares with restriction on transfer ("Restricted Stock") and shares with restriction on transfer subject to market-capitalization-based exercisability conditions ("Performance Share Units") will be within the above amount of remuneration and other payments for Directors and the amount of Restricted Stock will be up to a maximum of 180 million yen per year, and Performance Share Units will be up to a maximum of 120 million yen per year.

The amount of remuneration and other payments for Audit & Supervisory Board Members of the Corporation was resolved to be 12 million yen per month (there were 5 Audit & Supervisory Board Members eligible for the provision) at the 88th Ordinary General Meeting of Shareholders held on June 22, 2012. The Corporation had 5 Audit & Supervisory Board Members at the time of close of the said Ordinary General Meeting of Shareholders.

(Reference)
The Corporation has 11 incumbent Directors including 5 Outside Directors and 5 Audit & Supervisory Board Members including 3 Outside Audit & Supervisory Board Members. If Agenda No. 1 and Agenda No. 2 are approved, the Corporation will have 13 Directors including 6 Outside Directors and 5 Audit & Supervisory Board Members including 3 Outside Audit & Supervisory Board Members.

As for the policy to determine the remuneration and other payments for individual Directors (hereinafter referred to as the "Determination Policy"), the Governance and Remuneration Committee with the majority of its members consisting of independent Outside Directors/Audit & Supervisory Board Members deliberates on the Determination Policy, including the appropriateness of the compensation levels, and provides reports to the Board of Directors for its determination of the Policy. The Determination Policy is outlined below.

1) Remuneration and other payments for Directors
<Directors (Internal)>
The basic framework is the base annual remuneration, which is the sum of basic compensation corresponding to the position and performance-based compensation. Bonuses and individuals' evaluation-based compensation (organization's performance evaluation and qualitative evaluation by the President) are provided on top of the base annual remuneration. In order to increase incentives for higher market capitalization in the future, stock-compensation-type stock options subject to market-capitalization-based exercisability conditions have been provided since fiscal year 2019.

In order to realize a flexible remuneration system linked with the Corporation's business results, in addition to consolidated net income (profit attributable to owners of the parent), core operating cash flow is used as an additional indicator for calculation of performance-based compensation from fiscal year 2019, for the purpose of strengthening the alignment between financial targets of the Medium-Term Management Strategy GC2021 and the compensation plan.

Moreover, 20% of the base annual remuneration is granted as stock-compensation-type stock options in order to share the benefits and risks of stock price fluctuations with shareholders and heighten the motivation to improve the Corporation's stock price and corporate value.

Concerning the individuals' evaluation-based compensation, the President who is the chief executive officer is judged to be most suitable for conducting qualitative evaluation (evaluation, in qualitative aspects, of business results in the fiscal year, medium- to long-term contribution, such as efforts and initiatives for new value creation toward the future, etc.) and the Board of Directors has given President & CEO Masumi Kakinoki the authority for the said evaluation (hereinafter referred to as the "qualitative evaluation by the President"). In order to ensure appropriate exercise of this authority, the ratio to reflect the qualitative evaluation by the President is within the range determined by the Board of Directors.

Remuneration and other payments for Directors (Internal Directors) consists of the following:

Remuneration and other payments for Directors (Internal Directors)

Type	Description	Fixed/Variable	Form of payment
i) Basic compensation	• Basic compensation corresponding to each Director's position	Fixed	80%: Cash 20%: Stock-compensation-type stock options
ii) Performance-based compensation	• Compensation linked to consolidated business performance in the previous business year • Performance-based compensation is an amount of basic compensation multiplied by a factor. • The factor to be applied is determined based on the "sum of 50% of the consolidated net income and 50% of the core operating cash flow for the previous business year*1." If the sum is below 100 billion yen, the factor is 0. If the sum is 100 billion yen or more, the factor proportionally increases (an increase of approx. 2 percentage points per increase of 5 billion yen).	Variable	
iii) Bonuses	• Director bonuses • Representative directors are paid representative director bonuses in addition to director bonuses.	Fixed	Cash
iv) Individuals' evaluation-based compensation	• Organization's performance evaluation: The evaluation item is whether the consolidated net income target is achieved or not. The amount in which organization's performance evaluation is reflected is calculated by multiplying basic compensation by the ratio determined by the Board of Directors corresponding to the achievement/non-achievement. • Qualitative evaluation by the President: Qualitative evaluation by the President takes into consideration business results in the fiscal year, medium- to long-term contribution, such as efforts and initiatives for new value creation toward the future, etc. The amount in which qualitative evaluation by the President is reflected is calculated by multiplying basic compensation by the ratio to reflect the qualitative evaluation by the President, which is within the range determined by the Board of Directors.	Variable	
v) Stock-compensation-type stock options subject to market-capitalization-based exercisability conditions	• Up to 1.5 times an amount equivalent to 10% of basic compensation is allotted as subscription rights to shares on top of the basic compensation. The subscription rights to shares become exercisable after three years from the allotment subject to market-capitalization-based exercisability conditions*2 in a number commensurate with the growth rate under the conditions. The conditions are that the Corporation's market capitalization increased in the three years and the growth rate of the Corporation's market capitalization is higher than the growth rate of TOPIX (Tokyo Stock Price Index).	Variable	Stock-compensation-type stock options subject to market-capitalization-based exercisability conditions

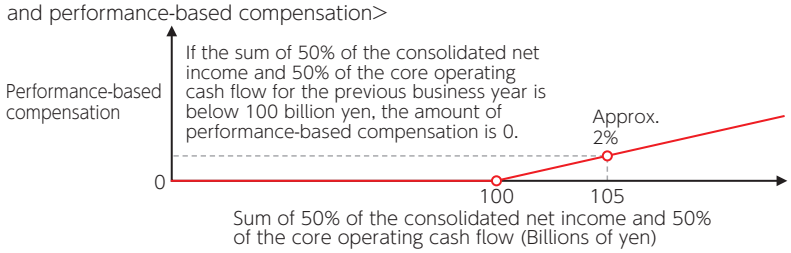
Notes: 1. Indicators used for calculation of performance-based compensation for fiscal year 2020 are consolidated net income (profit attributable to the owners of the parent) (-197.5 billion yen) and core operating cash flow for fiscal year 2019 (363.8 billion yen), and the sum of 50% of the consolidated net income and 50% of the core operating cash flow (83.2 billion yen).

2. The growth rate (%) of the "average market capitalization for the three months immediately before the first date of the exercise period of the subscription rights to new shares" divided by the "average market capitalization for the three months immediately before the allotment date of the subscription rights to new shares" is used as the indicator:

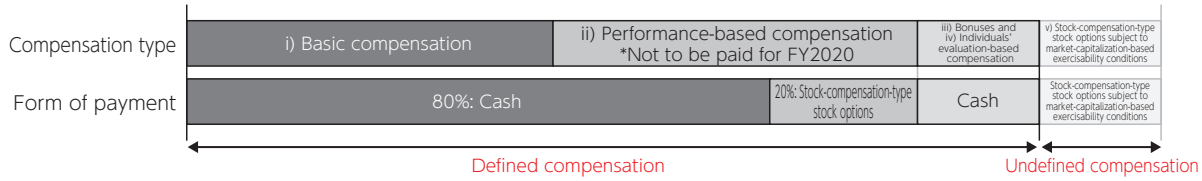
1) The growth rate is 100% or less:	Number of exercisable subscription rights to new shares = 0
2) The growth rate is in the range from 100% to 150%:	Number of exercisable subscription rights to new shares = Number of subscription rights to new shares allotted × Indicator (%) /1.5
3) The growth rate exceeds 150%:	Number of exercisable subscription rights to new shares = Number of subscription rights to new shares allotted

(Reference)
If Agenda No. 3 is approved as proposed, stock-compensation-type stock options and stock-compensation-type stock options subject to market-capitalization-based exercisability conditions will be replaced by shares with restriction on transfer ("Restricted Stock") and market-capitalization-based shares with restriction on transfer ("Performance Share Units").

<Reference: Correlation between the "sum of 50% of the consolidated net income and 50% of the core operating cash flow" and performance-based compensation>



<Reference: Composition of remuneration>



<Outside Directors>
Remuneration for Outside Directors, all of whom are completely independent from business execution, consists entirely of fixed compensation and no performance-based compensation is paid. Outside Directors are not eligible for stock-compensation-type stock options or stock-compensation-type stock options subject to market-capitalization-based exercisability conditions.

The Governance and Remuneration Committee deliberated on the consistency of the remuneration and other payments for individual Directors for the fiscal year under review with the Determination Policy and provided reports to the Board of Directors. The Board of Directors respects the reports and judges that the remuneration and other payments for individual Directors for the fiscal year under review are in accordance with the Determination Policy.

2) Remuneration and other payments for Audit & Supervisory Board Members
Remuneration for Audit & Supervisory Board Members are determined by discussion among Audit & Supervisory Board Members.
Remuneration for Audit & Supervisory Board Members, all of whom are completely independent from business execution, consists entirely of fixed compensation and no performance-based compensation is paid. Audit & Supervisory Board Members are not eligible for stock-compensation-type stock options or stock-compensation-type stock options subject to market-capitalization-based exercisability conditions.

(2) Remuneration and other payments paid to Directors and Audit & Supervisory Board Members in the business year under review

Category		Number of recipients	Amount of payment (Millions of yen)	Breakdown (Millions of yen)			
				Basic compensation*	Performance-based compensation*	Stock-compensation-type stock options	Stock-compensation-type stock options subject to market-capitalization-based exercisability conditions
Directors	Internal Directors	7	374	292	0	70	12
	Outside Directors	6	86	86	—	—	—
	Total	13	460	378	0	70	12
Audit & Supervisory Board Members	Internal Audit & Supervisory Board Members	2	80	80	—	—	—
	Outside Audit & Supervisory Board Members	5	51	51	—	—	—
	Total	7	131	131	0	0	0

*The amounts presented for basic compensation and performance-based compensation are the total amounts of cash compensation and do not include stock-compensation-type stock options.

Notes: 1. The amounts below 1 million yen are rounded off.
2. Basic compensation includes bonuses and individuals' evaluation-based compensation.
3. The above-stated number of recipients includes two Directors (including one Outside Director) and two Outside Audit & Supervisory Board Members who retired during fiscal year 2020. As of March 31, 2021 the Corporation had 11 Directors (including 5 Internal Directors) and 5 Audit & Supervisory Board Members (including 3 Outside Audit & Supervisory Board Members).
4. The above-stated amounts of remuneration and other payments include compensation concerning subscription rights to shares granted as stock options to 7 Directors (excluding Outside Directors) during the business year under review and charged to expenses during the business year under review.
5. The agenda to abolish the retirement remuneration plan at the close of the 83rd Ordinary General Meeting of Shareholders held on June 22, 2007, and make a final payment of retirement remuneration was duly resolved. In accordance with the resolution, the Corporation decided to pay retirement remuneration to each Director who is eligible to receive the final payment either at the time of retirement as Director or at the time of retirement as Executive Officer, whichever is later, and to each Audit & Supervisory Board Member who is eligible to receive the final payment at the time of retirement as Audit & Supervisory Board Member. Regarding Directors/Audit & Supervisory Board Members eligible to receive a final payment in relation to the abolition of the Retirement Remuneration plan, no retirement remuneration was paid in the business year under review.

Matters concerning Outside Directors and Outside Audit & Supervisory Board Members

(1) Important concurrent occupations or positions at other organizations and relationships between these organizations and the Corporation

Title	Name	Status of important concurrent occupations or positions at other organizations	Relationships between organizations at which concurrent occupations or positions are held and the Corporation
Outside Director	Takao Kitabata	Director, Kobe Steel, Ltd.; Director, SEIREN Co., Ltd.; Director, Zeon Corporation; President, KAISHI PROFESSIONAL UNIVERSITY, Niigata Sogo Gakuin Academic Corporation	There is no special relationship.
Outside Director	Kyohei Takahashi	Advisor, Showa Denko K.K.; Audit & Supervisory Board Member, Fukoku Mutual Life Insurance Company	There is no special relationship.
Outside Director	Yuri Okina	Chairman, The Japan Research Institute, Limited; Director, Bridgestone Corporation	There is no special relationship.
Outside Director	Takashi Hatchoji	Director, Nitto Denko Corporation; Director, KONIKA MINOLTA, INC.	There is no special relationship.
Outside Director	Masato Kitera	Director, Member of the Board, NIPPON STEEL CORPORATION; Member of the Board, Japan Tobacco Inc.	There is no special relationship.
Outside Audit & Supervisory Board Member	Tsuyoshi Yoneda	Director, Japan Exchange Group, Inc.	There is no special relationship.
Outside Audit & Supervisory Board Member	Yoichi Kikuchi	Attorney at law	There is no special relationship.
Outside Audit & Supervisory Board Member	Shigeru Nishiyama	Professor, Waseda Business School (Graduate School of Business and Finance); Auditor of the Board (Outside), Mitsui Sumitomo Insurance Company, Limited; Member of the Board/Audit and Supervisory Committee Member, UNIPRES CORPORATION; Director, Chairman of the Audit Committee, Macromill, Inc.	There is no special relationship.

(2) Major activities

Title	Name	Major activities
Outside Director	Takao Kitabata	Participated in 17 meetings of the Board of Directors out of a total of 18 meetings held during the business year under review. As the Chief Outside Director, he provided advice to management and supervised business execution, utilizing his profound insight about economic trends in Japan and overseas gained through his service in key positions in the government and profound insight about corporate governance. He served as the chairman of the Nomination Committee, participated in all 5 meetings of the committee held during the business year under review, and led the discussion as the chairman on the nomination of candidates for the management team and the successor development plan.
Outside Director	Kyohei Takahashi	Participated in all 18 meetings of the Board of Directors held during the business year under review. He provided advice to management and supervised business execution, utilizing his profound insight cultivated through involvement in corporate management at an international company and profound insight about corporate governance. He served as the chairman of the Governance and Remuneration Committee, participated in all 4 meetings of the committee held during the business year under review, and, demonstrated strong leadership as the chairman in the discussion on matters such as establishment of a corporate governance structure in order to enhance soundness, transparency, and efficiency of the Corporation's management.
Outside Director	Yuri Okina	Participated in 17 meetings of the Board of Directors out of a total of 18 meetings of the Board of Directors held during the business year under review. She provided advice to management and supervised business execution, utilizing her profound insight about economic and financial matters cultivated through her many years of research at a research institute. She served as a Nomination Committee member, participated in all 5 meetings of the committee held during the business year under review, and vigorously stated opinions in the discussion on nomination of candidates for the management team and the successor development plan. Furthermore, as an advisor to the Sustainability Management Committee, she has been proactively expressing her opinions to reinforce the Corporation's sustainability promotion structure.
Outside Director	Takashi Hatchoji	Participated in all 12 meetings of the Board of Directors held during the business year under review following his assumption of office as Outside Director. He provided advice to management and supervised business execution, utilizing his profound insight cultivated through his many years of involvement in corporate management at an international company and a wealth of experience in providing advice for and supervising business execution, serving as an outside officer of other companies. He served as a Nomination Committee member, participated in all 5 meetings of the committee held during the business year under review, and vigorously stated opinions in the discussion on nomination of candidates for the management team and the successor development plan. Furthermore, as an advisor to the Sustainability Management Committee, he has been proactively expressing his opinions to reinforce the Corporation's sustainability promotion structure.
Outside Director	Masato Kitera	Participated in all 12 meetings of the Board of Directors held during the business year under review following his assumption of office as Outside Director. He provided advice to management and supervised business execution, utilizing his wealth of international experience and profound insight concerning international affairs cultivated through his service in key positions in the government, mainly in the Ministry of Foreign Affairs.
Outside Audit & Supervisory Board Member	Tsuyoshi Yoneda	Participated in all 18 meetings of the Board of Directors and all 16 meetings of the Audit & Supervisory Board held during the business year under review. He made comments as needed based primarily on his wide experience in government services and his profound insight cultivated through such experience.
Outside Audit & Supervisory Board Member	Yoichi Kikuchi	Participated in all 12 meetings of the Board of Directors and 10 meetings of the Audit & Supervisory Board held during the business year under review following his assumption of office as Outside Audit & Supervisory Board Member. He made comments as needed based primarily on his wealth of experience in legal circles and his profound insight cultivated through such experience.
Outside Audit & Supervisory Board Member	Shigeru Nishiyama	Participated in all 12 meetings of the Board of Directors and 10 meetings of the Audit & Supervisory Board held during the business year under review following his assumption of office as Outside Audit & Supervisory Board Member. He made comments as needed based primarily on his high degree of expertise and a wealth of experience in accounting and finance and his profound insight cultivated through such experience.

(3) Summary of limitation of liability agreement

In order to enable each of the Outside Directors/Audit & Supervisory Board Members to fully perform his or her duty as Outside Director or Outside Audit & Supervisory Board Member, the Corporation has entered into an agreement with each of them in which the liability for damages provided for in Article 423, Paragraph 1 of the Companies Act is limited to the sum of the amounts specified in each item of Article 425, Paragraph 1 of the Companies Act, if he or she has acted in good faith and without gross negligence in performing his or her duties.

IV. The Corporation's Systems and Policies

Systems necessary to ensure that the execution of duties by Directors complies with laws and regulations and the Articles of Incorporation Other systems necessary to ensure the properness of operations

The Corporation shall develop the basic policies on the systems necessary to ensure the properness of operations of the Corporation and operations of the corporate group, consisting of the Corporation and the Group companies (which refer to consolidated subsidiaries of the Corporation and companies which the Corporation regards as being substantially equivalent to its subsidiaries) (the "Marubeni Group") as described below (the "basic internal control policy"), in accordance with the Companies Act and the Enforcement Regulations of the Companies Act, in order to raise corporate value and build a stable and sustainable group corporate structure through corporate activities conforming to the Company Creed and the Management Philosophy*. The Corporation shall make its systems more appropriate and efficient by constantly reviewing the basic internal control policy in response to changes in society.

(i) System necessary to ensure that the execution of duties by Directors and employees complies with laws and regulations and the Articles of Incorporation

(1) Corporate governance

(i) Directors and Board of Directors

- Board of Directors' supervision of Directors
- In principle, Appointment of Chairman without representative rights and the authority for execution of operations as chairman of the Board of Directors
- Board of Directors' decision on responsibilities of areas of Directors
- Directors' reports to the Board of Directors on execution of duties (more than once in 3 months)
- Terms of office of Directors: 1 year
- Election of Outside Directors
- Efficient execution under the Executive Officer system, participation in the overall management of the Corporation by Group CEOs, and supervision of the overall operations of the Group for which each Group CEOs is in charge

(ii) Audit & Supervisory Board Members and Audit & Supervisory Board

- Audits of the appropriateness of Directors' execution of duties by Audit & Supervisory Board Members and the Audit & Supervisory Board

(2) Compliance

(i) Compliance System

- Formulation of the norm of conduct commonly applicable to the Group including Company Doctrine and Compliance Manual
- Various measures implemented by varied committees such as the Compliance Committee

(ii) Internal whistle-blowing system

- Establishment of the "Marubeni Hotline", "Marubeni Anti-Corruption Hotline"

(iii) Cutting off relations with antisocial forces

- Cutting off all relations with antisocial activities and forces

(3) Internal audits

- Internal audits by Audit Dept. under the direct control of President
- Reports to the Board of Directors regarding internal audits by Audit Dept.

(4) Disciplinary action

- Severe punishment after conferring with the Governance and Remuneration Consultative Committee and the Award and Disciplinary Committee

(ii) Systems to preserve and manage information related to the execution of duties by Directors

(1) Preservation and management of information and prevention of information leakage

- Formulation of "Regulation for Management of Information Assets" of the Corporation; and the designation of documents and other material to be kept, the retention period and administrators of documents and other material.

(2) Perusal of information

- Officers and Audit & Supervisory Board Members permitted to peruse information assets kept at any time

(iii) Internal regulations for the risk management of losses and other related systems

(1) Principle of authority

- Clear definition of the authority of officers and employees

(2) System for internal approval procedure

- Deliberation on individual projects at the Investment and Credit Committee in accordance with "Regulation of Authority and Duties" and "Regulation for Internal Approval Procedure" of the Corporation; referring the projects to the Corporate Management Committee for discussion; and approval by President. Further approval by the Board of Directors according to the degree of importance and other matters of the projects. Follow-up of important projects; and reporting the projects regularly to the Corporate Management Committee

(3) Risk assessment

- Comprehensive risk management of measurable risks
- Management of qualitative risks through enhancement of the compliance system and other means.

(4) Crisis management

- Formulation of business continuity plans to cope with material events such as natural disasters, infectious disease epidemic and situations in which the Tokyo Head Office loses its ability to function; and prompt drawing up and implementation of specific measures for minimizing damages and losses

(iv) Systems necessary to ensure the efficient execution of duties by Directors

(1) Management policy, strategy and plan

- Establishment of targets common to all officers and employees of the Marubeni Group

(2) Corporate Management Committee

- Establishment of the Corporate Management Committee to deliberate the supreme plan for management and company-wide important matters

(3) Business and Corporate Staff Groups

- Transfer of the authority to Group CEOs and Division COOs
- Corporate Staff Group's management, check and support of the business group in each specialty field

(4) Clarification of authorities and duties

- Establishment by the Board of Directors and in various internal regulations of officers' responsibilities of areas, each officer's and each employee's division of rules, authorities and responsibilities, and the decision-making rules

*Company Creed : Fairness (To be fair and bright)
Innovation (To be active and innovative)
Harmony (To respect each other and cooperative)

Management Philosophy : In accordance with the spirit grounded in "Fairness, Innovation and Harmony," the Marubeni Group is proudly committed to contribute to social and economic development and to safeguard global environment by conducting fair and upright corporate activities.

(v) Systems necessary to ensure the appropriateness of operations by the group

(1) The Marubeni Group's operating system

- Assignment of the person in charge of grasping the situation of, directing and supervising each Group company's management
- Establishment of the guidelines for Group companies' management systems
- Proper Reporting to the Corporation on matters regarding execution of duties by Directors etc., at each Group company
- Proper management of risk of loss at each Group company
- Ensuring of the efficient execution of duties by Directors etc., at each Group company
- Ensuring of legal compliance at each Group company

(2) Compliance

- Support and direction of Group companies' compliance activities by the Compliance Committee
- Opening the "Marubeni Hotline", "Marubeni Anti-Corruption Hotline" to all Group employees

(3) Establishment of a system necessary to ensure the appropriateness of financial reporting and asset safeguarding

- Establishment of systems necessary to ensure the reliability of, and continued monitoring of financial reports including consolidated financial statements through the activities of the Internal Control Committee and other activities
- Establishment of a system to ensure the appropriate acquisition, retention and disposal of assets held by Group companies
- Establishment of the Disclosure Committee to disclose information in a timely and appropriate manner

(4) Audits

- Audit Dept.'s on-site audits of Marubeni Group companies
- Audits and accounting audits of each Marubeni Group company by Audit & Supervisory Board Members and the Accounting Auditor

(vi) Matters concerning employees assisting the duties of Audit & Supervisory Board Members, and matters concerning the independence of these employees from Directors

(1) Establishment of Audit & Supervisory Board Member's office

- Establishment of the Corporate Auditor's office and a full-time person to support the duties of Audit & Supervisory Board Members

(2) Personnel matters of Audit & Supervisory Board Member`s office

- Acquisition of prior consent of Audit & Supervisory Board Member on personnel matters (reassignment, appraisal, punishment,etc) of Audit & Supervisory Board Member's office

(vii) Systems for Directors and employees to report to Audit & Supervisory Board Members and other systems for reports to Audit & Supervisory Board Members

(1) Audit & Supervisory Board Member's attendance at important meetings

- Audit & Supervisory Board Members' attendance at meetings of Board of Directors, meetings of Corporate Management Committee, and other important meetings

(2) Reporting to Audit & Supervisory Board Members by officers and employees

- Holding of meetings between President and Audit & Supervisory Board Members on a regular basis
- Reporting to Audit & Supervisory Board Members on execution of duties by Directors, Group CEOs, Division COOs and General Manager of each Department in Corporate Staff Group
- Reporting to Audit & Supervisory Board Members by officers in case of discovery of any fact that may cause significant damages to the Corporation
- Establishment of a system to provide material reports directly or indirectly to Audit & Supervisory Board Members of the Corporation from Directors, Audit & Supervisory Board Members and employees etc. of each Group company or persons who have received reports from such Directors, Audit & Supervisory Board Members or employees etc.
- Cooperation on reporting requested by Audit & Supervisory Board Members
- Establishment of a system to ensure that persons, who have provided such reports to Audit & Supervisory Board Members, are not treated unfairly at Marubeni or any Group company because of the report

(viii) Other systems necessary to ensure effective audits by Audit & Supervisory Board Members

(1) Coordination among Audit Dept., the Accounting Auditor and the Marubeni Group companies' Audit & Supervisory Board Members

- Prior receipt by Audit & Supervisory Board Members of the auditing plans of Audit Dept. and the Accounting Auditor, and exchange of opinions concerning audit policies and audit results reports at regular meetings
- Coordination between Audit & Supervisory Board Members and each Marubeni Group company's Audit & Supervisory Board Members

(2) Appointment of outside specialists

- Appointment by Audit & Supervisory Board Members of outside advisors such as lawyers

(3) Audit related expenses

- Budget setting to cover fees for outside specialists and other expenses for execution of duties by Audit & Supervisory Board Members upon request of Audit & Supervisory Board Members

Enacted on May 12, 2006
Amended on April 24, 2019

Summary of Operating Status of Internal Control Systems

1. Systems necessary to ensure that the execution of duties by Directors and employees complies with laws and regulations and the Articles of Incorporation

Directors execute business in accordance with laws and regulations and the Articles of Incorporation. The Board of Directors, the Audit & Supervisory Board, and Audit & Supervisory Board Members determine important matters and supervise and audit Directors' execution of business. Effective and efficient corporate governance structure is in place and maintained by means of the appointment of Outside Directors, adoption of the executive officer system, and other measures.

To strengthen the structure in response to the amendment to the Whistleblower Protection Act, the Corporation partially changed the outside legal counsel hotline of the Marubeni Hotline, which is one of the Compliance Access Points for reporting and consultation, to a law firm that has several attorneys.

2. Systems to preserve and manage information related to the execution of duties by Directors

While improving operational efficiency concerning preparation of information assets, and handling and management of information assets, such as safekeeping, storage, and disposal, the Corporation has established the "Regulation for Management of Information Assets" to enhance the information security level and is working to ensure that it is thoroughly communicated and adhered to. The Corporation has established rules for operation in order to prevent leakage of information assets and has maintained stringent management, by such means as restriction of persons authorized to access confidential information, including information on financial closing, on a high-security file sharing system.

3. Internal regulations for the risk management of losses and other related systems

The officers and executives of the Corporation implemented risk management related to their duties and business operations in accordance with the areas of responsibility of their business, which is defined by the resolution of the Board of Directors, as well as by the "Regulation of Authority and Duties" and the "Regulation for Segregation of Duties."

The Investment and Credit Committee, which deliberates on individual projects such as important investment projects, met 16 times during the business year under review. In addition to reporting of the status of execution of the projects to be approved, monitoring and follow-up of the projects were performed in order to facilitate early detection of any divergence from the content of the application and the conditions for approval of each project and to ensure swift response to any issues.

The Investment and Credit Committee continued to examine new investment and financing projects with reference to analysis by relevant Corporate Staff Groups, in addition to the quantitative standards such as the PATRAC and IRR guidelines.

To prevent the spread of COVID-19, the Corporation continued to implement necessary measures, such as teleworking and cancellation of nonessential and non-urgent business trips and meetings. At the same time, the Corporation improved the IT environment and promoted paperless operation so that increased teleworking does not undermine business continuity.

4. Systems necessary to ensure the efficient execution of duties by Directors

The Corporation announced the revision of the Medium-Term Management Strategy "Global crossvalue platform 2021" (GC2021), reflecting the downward revision of the fiscal year 2019 business results forecast and deterioration of the business environment caused by the spread of COVID-19. The Corporation accorded the top priority to rebuilding and strengthening its financial foundation. The Corporation will maintain the basic policy of the growth strategy in GC2021 and pursue enhancement of corporate value over the medium to long term by strengthening the existing business foundation and creating new business models.

The Corporate Management Committee meetings were held 40 times during the business year under review to deliberate on important matters. In addition, the Divisional Strategy Meetings of each business division were held to manage the specific targets established for each organization and the progress status of such targets.

The area of responsibility of each Director is decided by resolution of the Board of Directors. Efficient decision-making and the execution of duties are done in accordance with rules on roles of individual officers and employees, authority, responsibilities and decision-making stipulated by the "Regulation of Authority and Duties" and other regulations.

5. Systems necessary to ensure the appropriateness of operations by the Group

The Corporation strives to understand the actual management circumstances of the respective Group companies, and then instructs and supervises each Group company in accordance with the "Regulation for Group Company."
The Group companies are required to comply with the "Marubeni Group Governance Policy" (enforced in April 2017). The Corporation provides support to new Group Companies to establish their respective governance structures in accordance with the said policy. The Corporation has concluded an agreement with its listed subsidiary whereby it is required to report important matters concerning internal control to the Corporation and ask the Corporation's opinions in advance in order to enhance corporate value and achieve sustainable growth of the Marubeni Group.
The Corporation has obtained pledges signed by the presidents of the operating companies in Japan for compliance with the Compliance Manual and the Anti-bribery Handbook. Before signing the pledge, they are required to watch a training video on the Compliance Manual. The Corporation has also obtained pledges signed by presidents of overseas corporate subsidiaries and overseas operating companies for compliance with the Anti-bribery Handbook.
The Corporation strives to thoroughly communicate the rules that the Group companies are required to comply with, such as the IT governance rules and the Marubeni Group Accounting Policy, performs visiting audits of the Group companies, information security assessment, etc. Through these initiatives, the Corporation aims to ensure appropriateness of operations throughout the Group.

6. Matters concerning employees assisting the duties of Audit & Supervisory Board Members, and matters concerning the independence of these employees from Directors

Personnel in the Audit & Supervisory Board Member's Office assist the Audit & Supervisory Board Members' execution of duties. Regarding determination of personnel matters of personnel in the Audit & Supervisory Board Member's Office, the Director in charge of human resources consults Audit & Supervisory Board Members in advance and their consent is obtained.

7. Systems for Directors and employees to report to Audit & Supervisory Board Members and other systems for reports to Audit & Supervisory Board Members

Meetings between the President and Audit & Supervisory Board Members were held on a regular basis to report the execution of duties and exchange opinions.
Directors, Group CEOs, the Chief Operating Officer of each Division and the General Manager of each Department in Corporate Staff Group reported to the Audit & Supervisory Board Members on the execution of duties. Moreover, the Corporate Accounting Dept. provided a briefing on the details of financial closing to Audit & Supervisory Board Members every quarter.

8. Other systems necessary to ensure effective audits by Audit & Supervisory Board Members

Meetings between Audit & Supervisory Board Members and the Accounting Auditor, as well as between Audit & Supervisory Board Members and the Audit Dept., were held monthly for the exchange of information and opinions concerning audit planning, audit implementation status, and results of audits, including those of subsidiaries, as well as the status of internal control over financial reporting.
Liaison meetings between Audit & Supervisory Board Members and their counterparts of the Group companies were also held regularly to facilitate their collaboration and they exchanged information and opinions concerning the status of design and application of internal control at each company.

Policy concerning decision to distribute surplus by way of dividend and other matters

Based on the principle of linking dividends to the Corporation's business results for each term, the Corporation's basic policy is that a consolidated payout ratio shall be about 25% or more and the forecast dividend amount announced at the beginning of the term shall be the lower limit. As for the frequency of dividend distribution of surplus for each business year, the Corporation maintains its traditional policy of paying dividends twice each year, consisting of a mid-year dividend and a year-end dividend. As the Corporation's Articles of Incorporation provide that, pursuant to the provisions of Article 459, paragraph 1 of the Companies Act, its Board of Directors is entitled to resolve dividend distribution of surplus, it is the Corporation's basic policy that payment of each dividend is to be resolved at meetings of the Board of Directors.

V. Matters Concerning the Corporation's Subscription Rights to Shares

Status of subscription rights to shares held by the Corporation's officers, etc. at the end of the business year under review

Year of issuance (Resolution date)	Number of subscription rights to shares	Class and number of shares to be issued	Amount to be paid in for subscription rights to shares	Value of assets to be contributed upon exercise of rights	Exercise period
Fiscal year ended March 31, 2017 (June 24, 2016)	Subscription rights to shares as stock-compensation-type stock options 365 rights	36,500 shares of common stock	41,900 yen for each subscription right to shares	1 yen per share	From July 12, 2016 to July 11, 2049
Fiscal year ended March 31, 2018 (June 23, 2017)	Subscription rights to shares as stock-compensation-type stock options 1,060 rights	106,000 shares of common stock	67,400 yen for each subscription right to shares	1 yen per share	From July 11, 2017 to July 10, 2050
Fiscal year ended March 31, 2019 (March 27, 2018)	Subscription rights to shares as stock-compensation-type stock options 247 rights	24,700 shares of common stock	71,500 yen for each subscription right to shares	1 yen per share	From April 12, 2018 to April 11, 2051
Fiscal year ended March 31, 2019 (June 22, 2018)	Subscription rights to shares as stock-compensation-type stock options 2,619 rights	261,900 shares of common stock	75,100 yen for each subscription right to shares	1 yen per share	From July 10, 2018 to July 9, 2051
Fiscal year ended March 31, 2020 (March 27, 2019)	Subscription rights to shares as stock-compensation-type stock options 166 rights	16,600 shares of common stock	69,600 yen for each subscription right to shares	1 yen per share	From April 27, 2019 to April 26, 2052
Fiscal year ended March 31, 2020 (June 21, 2019)	Subscription rights to shares as stock-compensation-type stock options 5,520 rights	552,000 shares of common stock	64,000 yen for each subscription right to shares	1 yen per share	From July 10, 2019 to July 9, 2052
Fiscal year ended March 31, 2020 (June 21, 2019)	Subscription rights to shares as stock-compensation-type stock options subject to market-capitalization-based exercisability conditions 2,244 rights	224,400 shares of common stock	13,600 yen for each subscription right to shares	1 yen per share	From July 10, 2022 to July 9, 2052
Fiscal year ended March 31, 2021 (March 25, 2020)	Subscription rights to shares as stock-compensation-type stock options 1,252 rights	125,200 shares of common stock	40,900 yen for each subscription right to shares	1 yen per share	From April 25, 2020 to April 24, 2053
Fiscal year ended March 31, 2021 (March 25, 2020)	Subscription rights to shares as stock-compensation-type stock options subject to market-capitalization-based exercisability conditions 274 rights	27,400 shares of common stock	3,700 yen for each subscription right to shares	1 yen per share	From April 25, 2023 to April 24, 2053
Fiscal year ended March 31, 2021 (June 19, 2020)	Subscription rights to shares as stock-compensation-type stock options 5,151 rights	515,100 shares of common stock	44,400 yen for each subscription right to shares	1 yen per share	From July 10, 2020 to July 9, 2053

Year of issuance (Resolution date)	Number of subscription rights to shares	Class and number of shares to be issued	Amount to be paid in for subscription rights to shares	Value of assets to be contributed upon exercise of rights	Exercise period
Fiscal year ended March 31, 2021 (June 19, 2020)	Subscription rights to shares as stock-compensation-type stock options subject to market-capitalization-based exercisability conditions 4,046 rights	404,600 shares of common stock	9,600 yen for each subscription right to shares	1 yen per share	From July 10, 2023 to July 9, 2053

Note: The conditions for exercise of subscription rights to shares other than the above are the same as those for <(a-1) Subscription rights to shares as stock-compensation-type stock options (allotted on April 24, 2020)> and <(b-1) Subscription rights to shares as stock-compensation-type stock options subject to market-capitalization-based exercisability conditions (allotted on April 24, 2020)>.

<Breakdown by classification>

(Subscription rights to shares as stock-compensation-type stock options)

Year of issuance (Resolution date)	Directors (excluding Outside Directors)		Audit & Supervisory Board Members		Executive Officers	
Fiscal year ended March 31, 2017 (June 24, 2016)	143 rights	1 person	0 rights	0 persons	222 rights	2 persons
Fiscal year ended March 31, 2018 (June 23, 2017)	612 rights	2 persons	0 rights	0 persons	448 rights	3 persons
Fiscal year ended March 31, 2019 (March 27, 2018)	0 rights	0 persons	0 rights	0 persons	247 rights	1 person
Fiscal year ended March 31, 2019 (June 22, 2018)	1,062 rights	5 persons	0 rights	0 persons	1,557 rights	11 persons
Fiscal year ended March 31, 2020 (March 27, 2019)	0 rights	0 persons	0 rights	0 persons	166 rights	1 person
Fiscal year ended March 31, 2020 (June 21, 2019)	2,011 rights	5 persons	0 rights	0 persons	3,511 rights	15 persons
Fiscal year ended March 31, 2021 (March 25, 2020)	438 rights	1 person	0 rights	0 persons	814 rights	2 persons
Fiscal year ended March 31, 2021 (June 19, 2020)	1,394 rights	6 persons	0 rights	0 persons	3,757 rights	25 persons

(Subscription rights to shares as stock-compensation-type stock options subject to market-capitalization-based exercisability conditions)

Fiscal year ended March 31, 2020 (June 21, 2019)	796 rights	5 persons	27 rights	1 person	1,421 rights	15 persons
Fiscal year ended March 31, 2021 (March 25, 2020)	108 rights	1 person	0 rights	0 persons	166 rights	2 persons
Fiscal year ended March 31, 2021 (June 19, 2020)	1,177 rights	6 persons	0 rights	0 persons	2,869 rights	25 persons

Notes: 1. Executive Officers who concurrently serve as Director are included in Directors.

2. The class and number of shares to be issued as of March 31, 2021 (including those held by retired persons) is 1,970,500 shares of common stock for subscription rights to shares as stock-compensation-type stock options and 742,900 shares of common stock for subscription rights to shares as stock-compensation-type stock options subject to market-capitalization-based exercisability conditions.

Status of subscription rights to shares issued to the Corporation's employees, etc. during the business year under review

<(a-1) Subscription rights to shares as stock-compensation-type stock options (allotted on April 24, 2020>

Date of resolution for issuance	March 25, 2020
Number of subscription rights to shares	1,591 rights
Number of persons to whom subscription rights to shares were granted and the number of subscription rights to shares granted	4 Executive Officers of the Corporation: 1,591 rights
Class and number of shares to be issued	159,100 shares of common stock (100 shares for each subscription right to shares)
Amount to be paid in for subscription rights to shares	40,900 yen for each subscription right to shares
Value of assets to be contributed upon exercise of rights	1 yen per share
Exercise period	From April 25, 2020 to April 24, 2053
Other conditions for exercise of subscription rights to shares	Note 1

Note 1: Other conditions for exercise of subscription rights to shares

(1) A person holding subscription rights to shares may exercise the subscription rights to shares starting on the date on which 3 years have passed from the date following the date on which the subscription rights to shares were allotted to him/her or starting on the date following the date on which he/she loses his/her position as Director or Executive Officer of the Corporation, which ever the earlier.

(2) Notwithstanding (1) above, if an agenda item for approval of a merger agreement under which the Corporation becomes the absorbed company or an agenda item for approval of a share transfer agreement or a share transfer plan under which the Corporation becomes a wholly owned subsidiary is approved at a General Meeting of Shareholders (resolution is passed by a meeting of the Board of Directors in the case that resolution by a General meeting of Shareholders is not required), a person holding subscription rights to shares may exercise the subscription rights within 15 days from the date following the date of approval of such agenda item. (However, this provision shall not apply if the merger agreement, share transfer agreement, or share transfer plan specifies that subscription rights to shares of the surviving company or the parent company will be granted to persons holding subscription rights to shares.)

(3) The provision in above (1) shall not apply to persons who succeeded to subscription rights to shares by inheritance.

(4) If a person waives subscription rights to shares, he/she becomes unable to exercise such subscription rights to shares.

(5) When 10 years have passed from the date following the date on which a person holding subscription rights to shares loses his/her position as Director or Executive Officer of the Corporation, he/she becomes unable to exercise subscription rights to shares, and it is deemed that he/she waives the unexercised subscription rights to shares at this point in time.

<(a-2) Subscription rights to shares as stock-compensation-type stock options (allotted on July 9, 2020)>

Date of resolution for issuance	June 19, 2020
Number of subscription rights to shares	5,210 rights
Number of persons to whom subscription rights to shares were granted and the number of subscription rights to shares granted	7 Directors* of the Corporation: 1,453 rights 25 Executive Officers of the Corporation: 3,757 rights *Including one person who served as a Director until June 19, 2020.
Class and number of shares to be issued	521,000 shares of common stock (100 shares for each subscription right to shares)
Amount to be paid in for subscription rights to shares	44,400 yen for each subscription right to shares
Value of assets to be contributed upon exercise of rights	1 yen per share
Exercise period	From July 10, 2020 to July 9, 2053
Other conditions for exercise of subscription rights to shares	Note 1

Note: The same as Note 1 for <(a-1) Stock options based on resolution by the Board of Directors on March 25, 2020 (Stock-compensation-type stock options)>.

<(b-1) Subscription rights to shares as stock-compensation-type stock options subject to market-capitalization-based exercisability conditions (allotted on April 24, 2020)>

Date of resolution for issuance	March 25, 2020
Number of subscription rights to shares	357 rights
Number of persons to whom subscription rights to shares were granted and the number of subscription rights to shares granted	4 Executive Officers of the Corporation: 357 rights
Class and number of shares to be issued	35,700 shares of common stock (100 shares for each subscription right to shares)
Amount to be paid in for subscription rights to shares	3,700 yen for each subscription right to shares
Value of assets to be contributed upon exercise of rights	1 yen per share
Exercise period	From April 25, 2023 to April 24, 2053
Other conditions for exercise of subscription rights to shares	Note 1

Notes: 1. Other conditions for exercise of subscription rights to shares

(1) A person holding subscription rights to shares may exercise the subscription rights to shares starting on the date on which 3 years have passed from the date following the date on which the subscription rights to shares were allotted to him/her.

(2) Notwithstanding above (1), if, during the above-stated subscription rights to shares exercise period, an agenda item for approval of a merger agreement under which the Corporation becomes the absorbed company or an agenda item for approval of a share transfer agreement or a share transfer plan under which the Corporation becomes a wholly owned subsidiary is approved at a General Meeting of Shareholders (resolution is passed by a meeting of the Board of Directors in the case that resolution by a General meeting of Shareholders is not required), a person holding subscription rights to shares may exercise the subscription rights within 15 days from the date following the date of approval of such agenda item. (However, this provision shall not apply if the merger agreement, share transfer agreement, or share transfer plan specifies that subscription rights to shares of the surviving company or the parent company will be granted to persons holding subscription rights to shares.)

(3) Exercise of subscription rights to shares by a person who holds subscription rights to shares is subject to market-capitalization-based exercisability conditions (See Note 2 below.).

(4) The provision in above (1) shall not apply to persons who succeeded to subscription rights to shares by inheritance.

(5) If a person waives subscription rights to shares, he/she becomes unable to exercise such subscription rights to shares.

(6) When 10 years have passed from the date following the date on which a person holding subscription rights to shares loses his/her position as Director or Executive Officer of the Corporation, he/she becomes unable to exercise subscription rights to shares, and it is deemed that he/she waives the unexercised subscription rights to shares at this point in time.

2. <Details of the market-capitalization-based exercisability conditions>

a) If the Corporation's market capitalization growth rate*1 is below the growth rate of TOPIX (Tokyo Stock Price Index)*2, persons holding subscription rights to shares cannot exercise any of the subscription rights to shares allotted.

b) If the Corporation's market capitalization growth rate equals or exceeds the TOPIX growth rate, persons holding subscription rights to shares can exercise subscription rights to shares under the following conditions:

(i) When the Corporation's market capitalization growth rate exceeds 150%, persons holding subscription rights to shares can exercise all the subscription rights to shares.

(ii) When the Corporation's market capitalization growth rate exceeds 100% and does not exceed 150%, persons holding subscription rights to shares can exercise part*3 of the subscription rights to shares allotted.

(iii) When the Corporation's market capitalization growth rate is 100% or below, persons holding subscription rights to shares cannot exercise any of the subscription rights to shares allotted.

*1) The Corporation's market capitalization growth rate in three years from the share subscription rights allotment date to the first date of the exercise period calculated by the formula below:

A: The average market capitalization calculated by multiplying the closing price of shares of the Corporation's common stock on the Tokyo Stock Exchange and the number of outstanding shares excluding the number of shares of treasury stock on each day for the three months immediately before the day before the first date of the exercise period.

B: The average market capitalization calculated by multiplying the closing price of shares of the Corporation's common stock on the Tokyo Stock Exchange and the number of outstanding shares excluding the number of shares of treasury stock on each day for the three months immediately before the day before the share subscription rights allotment date.

The Corporation's market capitalization growth rate = A / B

*2) The TOPIX growth rate in three years from the share subscription rights allotment date to the first date of the exercise period calculated by the formula below:

A: The average closing price of TOPIX on the Tokyo Stock Exchange on each day for the three months immediately before the day before the first date of the exercise period.

B: The average closing price of TOPIX on the Tokyo Stock Exchange on each day for the three months immediately before the day before the share subscription rights allotment date.

The TOPIX growth rate = C / D

*3) Number of exercisable subscription rights to shares = Number of subscription rights to shares allotted × Corporation's market capitalization growth rate / 150%

<(b-2) Subscription rights to shares as stock-compensation-type stock options subject to market-capitalization-based exercisability conditions (allotted on July 9, 2020)>

Date of resolution for issuance	June 19, 2020
Number of subscription rights to shares	4,091 rights
Number of persons to whom subscription rights to shares were granted and the number of subscription rights to shares granted	7 Directors* of the Corporation: 1,222 rights 25 Executive Officers of the Corporation: 2,869 rights *Including one person who served as a Director until June 19, 2020.
Class and number of shares to be issued	409,100 shares of common stock (100 shares for each subscription right to shares)
Amount to be paid in for subscription rights to shares	9,600 yen for each subscription right to shares
Value of assets to be contributed upon exercise of rights	1 yen per share
Exercise period	From July 10, 2023 to July 9, 2053
Other conditions for exercise of subscription rights to shares	Note 1

Note: The same as Note 1 for <(b-1) Stock options based on resolution by the Board of Directors on March 25, 2020 (Subscription rights to shares as stock-compensation-type stock options subject to market-capitalization-based exercisability conditions)>.

VI. Matters Concerning Accounting Auditor

Name of the Accounting Auditor

Ernst & Young ShinNihon LLC

Remuneration to be paid to the Accounting Auditor

1) Amount of remuneration to be paid by the Corporation to the Accounting Auditor for the services under Article 2, Paragraph 1 of the Certified Public Accountants Act	615 million yen
2) Total amount of money or other economic benefits to be paid by the Corporation and its subsidiaries to the Accounting Auditor	1,157 million yen

Notes: 1. The audit agreement between the Corporation and the Accounting Auditor does not separate remuneration concerning the audit under the Companies Act from remuneration concerning the audit under the Financial Instruments and Exchange Act.
2. Among major subsidiaries of the Corporation, Aguas Decima S.A., Axia Power Holdings B.V., Gavilon Agriculture Investment, Inc., Helena Agri-Enterprises, LLC, Marubeni Auto Investment (UK) Limited, Marubeni Coal Pty. Ltd., Marubeni Iron Ore Australia Pty. Ltd., Marubeni LP Holding B.V., Marubeni Oil & Gas (USA) LLC, PT. Tanjungenim Lestari Pulp and Paper, and Temsa Is Makinalari Imalat Pazarlama Ve Satis A.S. are audited by audit corporations other than the Accounting Auditor of the Corporation.
3. The Audit & Supervisory Board reviewed the audit plans and performance statuses and the trend of the time spent on auditing and other matters in the past years and evaluated the appropriateness of the estimated remuneration for the business year under review. As a result, the Audit & Supervisory Board agreed on the remuneration to be paid to the Accounting Auditor.

Non-audit services

The Corporation commissions the Accounting Auditor to provide non-audit services other than the services under Article 2, Paragraph 1 of the Certified Public Accountants Act, such as “comfort letter preparation services.”

Policy for deciding dismissal or non-reappointment of the Accounting Auditor

If the Accounting Auditor is deemed to fall under any of the items of Article 340, Paragraph 1 of the Companies Act, the Audit & Supervisory Board will dismiss the Accounting Auditor subject to the unanimous consent of the Audit & Supervisory Board Members. In addition, in principle, if it is deemed to be difficult for the Accounting Auditor to perform appropriate audit, the Audit & Supervisory Board will propose the dismissal or non-reappointment of the Accounting Auditor as an agenda item at the General Meeting of Shareholders based on the decision of the majority of the Audit & Supervisory Board Members.

Consolidated Financial Statements

Consolidated Statement of Financial Position

Item	97th Business Year (As of March 31, 2021)	Ref: 96th Business Year (As of March 31, 2020)
Assets	Millions of yen	Millions of yen
Current assets:		
Cash and cash equivalents	745,858	522,523
Time deposits	113	140
Investment securities	6	67
Notes, trade accounts and loans receivable	1,057,245	1,056,938
Other current financial assets	341,928	315,861
Inventories	988,004	852,927
Assets held-for-sale	24,865	19,344
Other current assets	223,573	235,255
Total current assets	3,381,592	3,003,055
Non-current assets:		
Investments in associates and joint ventures	1,730,680	1,601,298
Other investments	256,621	229,080
Notes, trade accounts and loans receivable	94,803	103,367
Other non-current financial assets	89,205	98,002
Property, plant and equipment	1,001,853	902,423
Intangible assets	296,910	288,992
Deferred tax assets	25,435	32,555
Other non-current assets	61,859	61,265
Total non-current assets	3,557,366	3,316,982
Total assets	6,938,958	6,320,037

Item	97th Business Year (As of March 31, 2021)	Ref: 96th Business Year (As of March 31, 2020)
Liabilities and equity	Millions of yen	Millions of yen
Current liabilities:		
Bonds and borrowings	623,501	620,020
Notes and trade accounts payable	1,187,719	1,085,616
Other current financial liabilities	465,244	367,971
Income tax payable	14,998	16,360
Liabilities directly associated with assets held-for-sale	2,854	417
Other current liabilities	398,036	370,566
Total current liabilities	2,692,352	2,460,950
Non-current liabilities:		
Bonds and borrowings	1,810,355	1,761,768
Notes and trade accounts payable	3,215	5,245
Other non-current financial liabilities	264,752	231,116
Net defined benefit liability	70,394	109,143
Deferred tax liabilities	94,445	63,073
Other non-current liabilities	91,676	84,142
Total non-current liabilities	2,334,837	2,254,487
Total liabilities	5,027,189	4,715,437
Equity:		
Issued capital	262,686	262,686
Capital surplus	143,667	143,189
Other equity financial instruments	243,589	243,589
Treasury stock	(772)	(1,172)
Retained earnings	1,071,639	866,140
Other components of equity:		
Gains (losses) on financial assets measured at fair value through other comprehensive income	43,864	22,718
Foreign currency translation adjustments	123,789	41,247
Gains (losses) on cash flow hedges	(69,407)	(62,922)
Equity attributable to owners of the parent	1,819,055	1,515,475
Non-controlling interests	92,714	89,125
Total equity	1,911,769	1,604,600
Total liabilities and equity	6,938,958	6,320,037

Consolidated Statement of Comprehensive Income

Item	97th Business Year (from April 1, 2020 to March 31, 2021)	Ref: 96th Business Year (from April 1, 2019 to March 31, 2020)
	Millions of yen	Millions of yen
Revenue:		
Sales of goods	6,219,878	6,638,184
Commissions on services and trading margins	112,536	189,457
Total revenue	6,332,414	6,827,641
Cost of goods sold	(5,656,996)	(6,130,833)
Gross trading profit	675,418	696,808
Other income (expenses):		
Selling, general and administrative expenses	(529,326)	(558,487)
Gains (losses) on allowance for doubtful accounts	(4,539)	(4,446)
Gains (losses) on property, plant and equipment:		
Impairment losses	(10,114)	(251,639)
Gains (losses) on sales of property, plant and equipment	1,289	678
Other-net	(3,683)	(15,098)
Total other income (expenses)	(546,373)	(828,992)
Finance income (expenses):		
Interest income	10,444	16,382
Interest expenses	(22,947)	(47,737)
Dividend income	16,209	27,631
Gains (losses) on investment securities	7,727	25,123
Total finance income (expenses)	11,433	21,399
Share of profits (losses) of associates and joint ventures	141,285	(55,150)
Profit (loss) before tax	281,763	(165,935)
Income taxes	(48,695)	(24,256)
Profit (loss) for the year	233,068	(190,191)
Profit (loss) for the year attributable to:		
Owners of the parent	225,343	(197,450)
Non-controlling interests	7,725	7,259
Other comprehensive income:		
Items that will not be reclassified to profit or loss:		
Gains (losses) on financial assets measured at fair value through other comprehensive income	20,443	(53,880)
Remeasurements of defined benefit plan	29,385	(19,080)
Changes in other comprehensive income of associates and joint ventures	5,600	(5,627)
Items that may be reclassified subsequently to profit or loss:		
Foreign currency translation adjustments	79,414	(85,117)
Gains (losses) on cash flow hedges	3,097	(5,425)
Changes in other comprehensive income of associates and joint ventures	(6,959)	(29,009)
Other comprehensive income, net of tax	130,980	(198,138)
Total comprehensive income for the year	364,048	(388,329)
Total comprehensive income for the year attributable to:		
Owners of the parent	355,477	(394,355)
Non-controlling interests	8,571	6,026

Consolidated Statement of Changes in Equity

97th Business Year (from April 1, 2020 to March 31, 2021)

	Equity attributable to owners of the parent						
						Other components of equity	
	Issued capital	Capital surplus	Other equity instruments	Treasury stock	Retained earnings	Gains (losses) on financial assets measured at fair value through other comprehensive income	Foreign currency translation adjustments
	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen
Balance at beginning of year	262,686	143,189	243,589	(1,172)	866,140	22,718	41,247
Profit (loss) for the year					225,343		
Other comprehensive income						26,334	82,542
Purchases and sales of treasury stock		39		400			
Dividends to owners of the parent					(49,481)		
Equity transactions with non-controlling interests and others		439			(111)		
Distribution to owners of other equity financial instruments					(3,942)		
Transfer to retained earnings					33,690	(5,188)	
Transfer to non-financial assets or non-financial liabilities							
Balance at end of year	262,686	143,667	243,589	(772)	1,071,639	43,864	123,789

	Equity attributable to owners of the parent				Non-controlling interests	Total equity
	Other components of equity					
	Gains (losses) on cash flow hedges	Remeasurements of defined benefit plan	Other components of equity	Total equity attributable to owners of the parent		
	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen
Balance at beginning of year	(62,922)	—	1,043	1,515,475	89,125	1,604,600
Profit (loss) for the year				225,343	7,725	233,068
Other comprehensive income	(7,244)	28,502	130,134	130,134	846	130,980
Purchases and sales of treasury stock				439		439
Dividends to owners of the parent				(49,481)	(6,229)	(55,710)
Equity transactions with non-controlling interests and others				328	1,247	1,575
Distribution to owners of other equity financial instruments				(3,942)		(3,942)
Transfer to retained earnings		(28,502)	(33,690)	—		—
Transfer to non-financial assets or non-financial liabilities	759		759	759		759
Balance at end of year	(69,407)	—	98,246	1,819,055	92,714	1,911,769

Ref: 96th Business Year (from April 1, 2019 to March 31, 2020)

	Equity attributable to owners of the parent						
						Other components of equity	
	Issued capital	Capital surplus	Other equity instruments	Treasury stock	Retained earnings	Gains (losses) on financial assets measured at fair value through other comprehensive income	Foreign currency translation adjustments
	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen
Balance at beginning of year	262,686	139,898	243,589	(1,384)	1,163,472	71,912	131,178
Cumulative effect of applying new accounting standards and interpretations					(6,674)		
Profit (loss) for the year					(197,450)		
Other comprehensive income						(58,875)	(89,931)
Purchases and sales of treasury stock		(14)		212			
Dividends to owners of the parent					(59,878)		
Equity transactions with non-controlling interests and others		3,305			(42)		
Distribution to owners of other equity financial instruments					(3,902)		
Transfer to retained earnings					(29,386)	9,681	
Transfer to non-financial assets or non-financial liabilities							
Balance at end of year	262,686	143,189	243,589	(1,172)	866,140	22,718	41,247

	Equity attributable to owners of the parent				Non-controlling interests	Total equity
	Other components of equity					
	Gains (losses) on cash flow hedges	Remeasurements of defined benefit plan	Other components of equity	Total equity attributable to owners of the parent		
	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen
Balance at beginning of year	(33,610)	—	169,480	1,977,741	93,985	2,071,726
Cumulative effect of applying new accounting standards and interpretations				(6,674)		(6,674)
Profit (loss) for the year				(197,450)	7,259	(190,191)
Other comprehensive income	(28,394)	(19,705)	(196,905)	(196,905)	(1,233)	(198,138)
Purchases and sales of treasury stock				198		198
Dividends to owners of the parent				(59,878)	(6,640)	(66,518)
Equity transactions with non-controlling interests and others				3,263	(4,246)	(983)
Distribution to owners of other equity financial instruments				(3,902)		(3,902)
Transfer to retained earnings		19,705	29,386	—		—
Transfer to non-financial assets or non-financial liabilities	(918)		(918)	(918)		(918)
Balance at end of year	(62,922)	—	1,043	1,515,475	89,125	1,604,600

<Notes to significant matters which constitute the basis for preparation of the Consolidated Financial Statements>

1. Basis of Consolidated Financial Statements

The Company's Consolidated Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs") pursuant to the first paragraph of Article 120 of the Ordinance for Company Accounting. However, pursuant to the latter part, certain disclosure that is required on the basis of IFRSs is omitted.

2. Scope of consolidation and application of the equity method

(1) Number of consolidated subsidiaries and names of major consolidated subsidiaries

Number of consolidated subsidiaries: 310

Names of major consolidated subsidiaries: See <I. Current Status of the Group "Status of major subsidiaries and consolidation of major businesses"> in Business Report.

(2) Number of associates and joint ventures accounted for under the equity method and names of major companies accounted for under the equity method

Number of associates and joint ventures accounted for under the equity method: 146

Names of major companies accounted for under the equity method: See <I. Current Status of the Group "Status of major subsidiaries and consolidation of major businesses"> in Business Report.

The number above represents those companies which the Company directly consolidates or to which the Company applies the equity method. Companies which are sub-consolidated or accounted for under the equity method by other subsidiaries (391 companies) are excluded from this number.

3. Significant accounting policies

(1) Valuation standards and methods for financial assets

(i) Debt instrument financial assets measured at amortised cost:

Debt instrument financial assets measured at amortised cost are measured at fair value plus transaction costs at initial recognition. After initial recognition, Debt instrument financial assets measured at amortised cost are measured at amortised cost calculated using the effective interest method less any impairment losses. Interest using the effective interest method is recognised as part of finance income (or expenses) in the Consolidated Statement of Comprehensive Income.

(ii) Debt instrument financial assets measured at fair value through other comprehensive income ("Debt instrument financial assets measured at FVTOCI"):

Debt instrument financial assets measured at FVTOCI are measured at fair value plus transaction costs at initial recognition. After initial recognition, Debt instrument financial assets measured at FVTOCI are measured at fair value with any change in fair value recognised in other comprehensive income. The cumulative amount of the change in fair value recognised in other comprehensive income is recognised in other components of equity. However, interest arising from Debt instrument financial assets measured at FVTOCI is recognised as part of finance income (or expenses) in the Consolidated Statement of Comprehensive Income.

(iii) Debt instrument financial assets measured at fair value through profit or loss ("Debt instrument financial assets measured at FVTPL"):

Debt instrument financial assets measured at FVTPL are measured at fair value. Changes in the fair values are mainly recognised as part of revenue or finance income (or expenses) in the Consolidated Statement of Comprehensive Income.

(iv) Equity instrument financial assets measured at fair value through other comprehensive income ("Equity instrument financial assets measured at FVTOCI") :

Equity instrument financial assets measured at FVTOCI are measured at fair value plus transaction costs at initial recognition. After initial recognition, Equity instrument financial assets measured at FVTOCI are measured at fair value with any change in fair value recognised in other comprehensive income. The cumulative amount of the change in fair value recognised in other comprehensive income is recognised in other components of equity. However, dividend income arising from Equity instrument financial assets measured at FVTOCI is recognised as part of finance income (or expenses) in the Consolidated Statement of Comprehensive Income.

(v) Equity instrument financial assets measured at fair value through profit or loss ("Equity instrument financial assets measured at FVTPL") :

Equity instrument financial assets measured at FVTPL are measured at fair value. Changes in the fair values, together with the related dividend, are mainly recognised as part of finance income (or expenses) in the Consolidated Statement of Comprehensive Income.

(vi) Impairment of Debt instrument financial assets measured at amortised cost and Debt instrument financial assets measured at FVTOCI:

The Company and its consolidated subsidiaries ("The Companies") recognise the allowance for doubtful accounts on expected credit losses for financial assets classified as debt instrument financial assets measured at amortised cost and Debt instrument financial assets measured at FVTOCI, etc. If, at each reporting date, the credit risk on a financial instrument has not increased significantly since initial recognition, the Companies measure the allowance for doubtful accounts at an amount equal to the expected credit losses that result from default events possible within the 12 months after each reporting date ("12-month expected credit losses"). At each reporting date, the Companies measure the allowance for doubtful accounts at an amount equal to the expected credit losses that result from all possible default events over the expected life of the financial instrument. ("lifetime expected credit losses") if the credit risk on the financial instrument has increased significantly since initial recognition. However, the Companies always measure the allowance for doubtful accounts at an amount equal to lifetime expected credit losses for trade accounts receivable, etc.

(2) Valuation standards and methods for inventories

Inventories, which mainly consist of commodities, merchandise, and real estate held for sale, are measured at the lower of cost (mainly specific or moving average cost) and net realisable value.

When the cause of a write-down no longer exists, or when there is clear evidence of an increase in net realisable value due to changes in economic conditions, reversals of such write-downs are recognised.

Inventories held for generating profits from short-term fluctuations in market prices are measured at fair value less costs to sell, with fluctuations in fair value less costs to sell recognised in profit or loss in the period in which such fluctuations occur.

(3) Depreciation methods for assets

The depreciable amount of items of property, plant and equipment is allocated over each period for the useful life of each item through depreciation, mainly on a straight-line basis over the useful life of each item, or the units of production method based on reserve estimation. Land is not depreciated. The amount of intangible assets with finite useful lives subject to amortisation is allocated as an expense over each period for the useful life of each asset through amortisation, mainly on a straight-line basis. Intangible assets judged to have indefinite useful lives and goodwill are not subject to amortisation.

(4) Accounting for leases

(i) Accounting as lessee

At the commencement date of the lease, the Companies recognise a right-of-use asset that represents the Companies' right to use an underlying asset and a lease liability that represents the obligation to pay lease payments. The right-of-use asset is measured at cost, which is comprised of: the amount of the initial measurement of the lease liability; any lease payments made at or before the commencement date of the lease; any initial direct costs; and an estimate of costs to be incurred in restoring the underlying asset to the condition required by the lease. The Companies depreciate the right-of-use asset over the lease term in principle. The lease term is determined as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Companies are reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Companies are reasonably certain not to exercise that option.

The Companies measure the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Companies use their incremental borrowing rate.

(ii) Accounting as lessor

For finance leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset, at the commencement date of the lease, the Companies derecognise the underlying asset subject to the lease, and recognises an asset held under a finance lease in the Consolidated Statement of Financial Position. Such assets are presented as lease receivables at an amount equal to the net investment in the lease.

For operating leases, the Companies present underlying assets subject to operating leases in the Consolidated Statement of Financial Position according to the nature of the underlying asset and the depreciation policy for such underlying assets is consistent with the Companies' normal depreciation policy for similar assets.

(5) Impairment of non-financial assets other than inventories

Property, plant and equipment, intangible assets, and goodwill are assessed, at the end of each reporting period, whether there is an indication that an asset may

be impaired. If there is an indication that an asset may be impaired, the recoverable amount of the asset is estimated. Intangible assets with indefinite useful lives and goodwill are evaluated whether the carrying amount of an asset exceeds its recoverable amount on a regular basis (at least annually), irrespective of whether there is any indication that an asset may be impaired. If the recoverable amount of an asset or cash-generating unit is less than its carrying amount, the carrying amount is reduced to the recoverable amount and that reduction is recognised as an impairment loss.

The Companies assess, at the end of each reporting period, whether there is an indication that the recognised impairment losses in prior periods for an asset may no longer exist or may have decreased. If there is such an indication, the Companies estimate the recoverable amount of the asset. If the estimated recoverable amount exceeds the carrying amount of the asset, a reversal of impairment losses is recognised to the extent that the carrying amount after the reversal does exceed the carrying amount (after deducting accumulated depreciation or accumulated amortisation) that would have been determined had the impairment losses not been recognised previously. However, impairment losses recognised in respect of goodwill are not reversed under any circumstances.

(6) Provisions

The Companies recognise a provision when (i) they have a present obligation (legal or constructive) as a result of a past event, (ii) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and (iii) a reliable estimate can be made of the amount of the obligation. When the effect of the time value of money is material, the amount of a provision is measured at the present value of the expenditure expected to be required to settle the obligation, discounted at a discount rate reflecting the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as finance expenses.

(7) Post-employment benefits

The effect of the remeasurement of a net defined benefit asset or liability is recognised in other comprehensive income and is immediately reclassified from other components of equity to retained earnings. Such remeasurement consists of actuarial gains and losses on the defined benefit obligation and the return on plan assets (excluding the amount of interest income on plan assets). Past service cost is recognised immediately in profit or loss.

(8) Recognition of revenue

With the exception of interest, dividend and other income recognised in accordance with IFRS 9 Financial Instruments, the Companies recognise revenue based on the following five-step approach if it is probable that the entity will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer.

Step 1: Identify the contract with a customer
Step 2: Identify the performance obligations in the contract
Step 3: Determine the transaction price
Step 4: Allocate the transaction price to the performance obligations in the contract
Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

(9) Consumption taxes

Revenues, cost and expenses in the Consolidated Statement of Comprehensive Income do not include consumption taxes.

4. Changes in significant accounting policies

(1) Change in the scope of consolidation and application of the equity method

Consolidated subsidiaries: newly included: 17; excluded: 16
Associates and joint ventures accounted for under the equity method: newly included: 10; excluded: 8

(2) Change in presentation

The Company has applied the revision of Ordinance for Company Accounting (Ordinance of the Ministry of Justice No. 45 of 2020) from the year ended March 31, 2021 and has described "Notes to accounting estimates" in the Consolidated Financial Statements.

(3) Reclassifications

In cases where the presentation method of the Consolidated Financial Statements has been modified, reclassifications and format changes have been made to comparative information.

<Notes to accounting estimates>

Valuation of investments in the aircraft leasing business in the U.S. (Aircastle Limited) accounted under the equity method

(1) Amounts recognised in the Consolidated Financial Statements for the year ended March 31, 2021

Investments in associates and joint ventures	140,338 million yen

(2) Information about significant accounting estimates for identified items

The Company has determined that there are no indications of impairment for its investments in the aircraft leasing business in the U.S. (Aircastle Limited) based on the future business plan reviewed for the year ended March 31, 2021. The future business plan incorporates the impact of the COVID-19 pandemic over a period of approximately three years including the recovery period in key assumptions such as the asset portfolios, leasing fees and proceeds from the sale of assets.

<Notes to the Consolidated Statement of Financial Position>

1. Pledged assets

Notes, trade accounts and loans receivable	61 million yen
Inventories	60,618 million yen
Investments in associates and joint Ventures	38,418 million yen
Property, plant and equipment (after deducting accumulated depreciation)	38,674 million yen
Other	14,814 million yen
Total	152,585 million yen

2. Allowance for doubtful accounts directly deducted from assets:

Notes, trade accounts and loans receivable (current) 12,817 million yen
Notes, trade accounts and loans receivable (non-current) 33,862 million yen

3. Accumulated depreciation and impairment losses on property, plant and equipment

1,732,088 million yen

4. Contingent liabilities

Guarantee obligation

The Companies provide various types of guarantees for the obligations of their associates and customers in the ordinary course of business. The guarantees mainly relate to the repayment of borrowings to third parties.

The outstanding balances of guarantees were 370,453 million yen, and 10,245 million yen which exclude the amount secured by secondary guarantees provided for the Company by the third parties of 360,207 million yen at the end of fiscal year.

Outstanding guarantees (total of guarantee payable) represent the maximum potential amount of future payments in which the guarantee could be performed without consideration of the possibilities of fulfilment of the obligations.

Lawsuits, etc.

After the Supreme Court of Indonesia ("Supreme Court") ruled in favour of the Company in a lawsuit on March 17, 2011 (hereinafter referred to as the "Previous Case"*), lawsuits were filed against the Company in South Jakarta and Gunung Sugih (hereinafter collectively referred to as the "Two Current Cases"), in which substantially the same claims were made as in the Previous Case, including a claim for compensation for damages. As the lower courts partially ruled in favour of the plaintiffs, the Company appealed to the Supreme Court. The Supreme Court handed down a ruling on the South Jakarta case on May 17, 2017, and the Gunung Sugih case on September 14, 2017, respectively.

* The Company had receivables owed by PT. Indolampung Perkasa and PT. Sweet Indolampung—both companies which belong to the Indonesian enterprise group Sugar Group—and requested payment from such receivables. However, in response, the companies belonging to the Sugar Group, including the aforementioned two debtors, (PT. Indolampung Perkasa, PT. Sweet Indolampung, PT. Gula Putih Mataram, PT. Indolampung Distillery and PT. Garuda Pancaarta) sued the defendants including the Company for damages and sought affirmation of the invalidity of the Company's receivables and security interests.

The Supreme Court's decision on the South Jakarta case is as summarised below.
To find four out of the six defendants, including the Company and Marubeni Europe PLC, jointly liable for damages in a total amount of US$250 million to the plaintiffs, i.e., five companies belonging to the Sugar Group (PT. Indolampung Perkasa, PT. Sweet Indolampung, PT. Gula Putih Mataram, PT. Indolampung Distillery and PT. Garuda Pancaarta).

The Supreme Court's decision on the Gunung Sugih case is as summarised below.
To find five out of the seven defendants, including the Company, jointly liable for damages in a total amount of US$250 million to the plaintiffs, i.e., four companies belonging to the Sugar Group (PT. Indolampung Perkasa, PT. Sweet Indolampung, PT. Gula Putih Mataram and PT. Indolampung Distillery).
The Two Current Cases were brought before the courts again by the Sugar Group against the defendants including the Company, making substantially the same claims as in the Previous Case. The decision above is deemed to contradict with the ruling on the Previous Case by the Supreme Court itself, in which the claims of the companies belonging to Sugar Group were rejected. Pursuant to Indonesian Supreme Court legislation, the Company filed an application for judicial review (retrial) with respect to the South Jakarta case on October 24, 2017 and the Gunung Sugih case on February 6, 2018, respectively.

Regarding the South Jakarta case, the Company received the decision of the Supreme Court on December 30, 2020, stating that the Supreme Court grants the Company's request for judicial review (retrial) made on August 24, 2020, revokes the ruling of the May 17, 2017 Supreme Court ruling against the Company in the South Jakarta case and dismisses all claims of the companies belonging to Sugar Group as the plaintiff.

On the other hand, regarding the Gunung Sugih case, on February 3, 2020, the Company received the decision of the Gunung Sugih District Court, rejecting the application for judicial review (retrial). As aforementioned, the Company received the ruling of the Supreme Court on September 14, 2017, and filed an application for judicial review (retrial) on February 6, 2018, which is within 180 days from the date of receipt of the ruling of the Supreme Court. However, in this Supreme Court Retrial Decision, the Company's date of receipt of the ruling of the Supreme Court was certified to be December 8, 2016, and the application for judicial review (retrial) filed on February 6, 2018, was rejected as deemed to be filed after the application deadline.
However, while it is evident from the Notice of Ruling that the Company's date of receipt of the ruling of the Supreme Court is September 14, 2017, the evidence adopted by the Supreme Court to certify that the Company's date of receipt of the Supreme Court ruling as December 8, 2016, was not expressly set forth in this Supreme Court Retrial Decision and this decision is presumed to be unreasonable based on obvious misconceptions regarding matters of fact.
The Company analysed the contents of the Supreme Court Retrial Decision, and after considering the legal course of action available based on the judicial review (retrial) system pursuant to the Indonesian Supreme Court legislation in response to the Supreme Court Retrial Decision, the second application for judicial review (retrial) was submitted on May 18, 2020, due to contradictions between the Supreme Court Retrial Decision and the Supreme Court decision for the Previous Case. However, on May 20, 2020, the Gunung Sugih District Court, to which the application documents were submitted, decided to reject the Company's application based on the reasoning that such contradictions between the Supreme Court Retrial Decision and the Supreme Court decision for the Previous Case did not exist, and that it would not circulate the application documents to the Supreme Court. Nevertheless, the Company plans to file an application for judicial review (retrial) with respect to the Gunung Sugih case again to the Supreme Court, considering that the decision by the District Court for Gunung Sugih is clearly unreasonable because the duty to handle the judgment of judicial review (retrial) resides with the Supreme Court pursuant to related laws, including the Indonesian Supreme Court legislation, and that the Supreme Court had ruled in favour of the Company in the judicial review (retrial) with respect to the South Jakarta case as previously described.
There was no information available requiring the Company to revise its existing position based on the determination that there is a high possibility that the ruling by the Supreme Court on the Gunung Sugih case will be overturned. Thus, the Company did not recognise any provisions for litigation in regard to the Gunung Sugih case at March 31, 2021.

Also, in the Previous Case, although the validity of the Company's receivables and security interest owed by PT. Indolampung Perkasa and PT. Sweet Indolampung -both of which belong to the Sugar Group- was affirmed, the Sugar Group companies, PT. Indolampung Perkasa, PT. Sweet Indolampung, PT. Gula Putih Mataram, PT. Indolampung Distillery, and PT. Garuda Pancaarta (hereinafter referred to in this paragraph as the "Sugar Group Defendant") denied such validity. Therefore, on April 26, 2017, the Company filed a lawsuit in the District Court for Central Jakarta, Indonesia, seeking damages of approximately US$1.6 billion, for reputational damages to the Company caused by the tort of the Sugar Group Defendant, against the Sugar Group Defendant. In response, the Sugar Group Defendant alleged in the course of case proceedings that the lawsuit filed by the Company constituted tort and filed a lawsuit ("Counterclaim") seeking payment for damages totalling US$7.75 billion on April 30, 2019. On December 3, 2020, the District Court for Central Jakarta handed down a decision on the first trial to dismiss both of the main claims by the Company and the Counterclaim by the Sugar Group Defendant Companies. The Company appealed this case to the High Court for Jakarta on December 15, 2020.

The Companies conduct business activities on a global scale and are involved in transactions which are subject to the oversight by various types of authorities, both in Japan and abroad. Such business activities are exposed to risk and, from time to time, may give rise to legal actions, claims or other disputes. At March 31, 2021, the Company believes that there are no matters that may have a significant impact on the Consolidated Financial Statements in the future, except for the case described above.

<Notes to the Consolidated Statement of Changes in Equity>

1. Type and number of outstanding shares at March 31, 2021:

Type of shares	Common stock
Number of shares	1,737,940,900 shares

2. Dividends

(1) Amount of dividends paid

Resolution	Types of stock	Total amount of dividends paid	Dividend per share	Record date	Effective date
The Board of Directors meeting held on May 20, 2020	Common stock	30,378 million yen	17.50 yen	March 31, 2020	June 5, 2020
The Board of Directors meeting held on November 4, 2020	Common stock	19,102 million yen	11.00 yen	September 30, 2020	December 1, 2020

(2) Dividends whose record date was included in the current fiscal year, those whose effective date occurs after the current fiscal year.

Resolution	Types of stock	Total amount of dividends paid	Dividend resources	Dividend per share	Record date	Effective date
The Board of Directors meeting held on May 13, 2021	Common stock	38,206 million yen	Retained earnings	22.00 yen	March 31, 2021	June 4, 2021

3. Type and number of shares underlying stock acquisition rights at March 31, 2021 (excluding those yet to become exercisable):

Type of shares	Common stock
Number of shares	474,800 shares

4. Other equity financial instruments

In August 2016, the Company obtained financing from domestic financial institutions through perpetual subordinated loans ("Loans") in order to bolster its balance sheet.

As the Loans are classified as equity instruments in accordance with IFRSs, 243,589 million yen (after deducting transaction costs of 6,411 million yen) has been recorded in "Other equity financial instruments" in the "Equity" classification.

Overview of the Loans

(i) Total amount of financing obtained	250 billion yen (Tranche A: 100 billion yen, Tranche B: 150 billion yen)
(ii) Due date of final repayment	No specific maturity has been set. However, the Company has the option to make early repayments of the principal of Tranche A on August 16, 2021 and subsequent interest payment dates and the principal of Tranche B on August 16, 2023 and subsequent interest payment dates, by giving prior notice.
(iii) Restrictions on interest	The Company is allowed to suspend and defer interest payments at its discretion by giving prior notice. However, if dividends for common stock, etc. have arisen, feasible and reasonable efforts will be made for the payment of such interest subject to discretionary payment suspension and the additional interest associated therewith.
(iv) Subordination clause	If a subordination event (e.g., liquidation) provided for in the contract has arisen, the order of repayment of the Loans will be subordinated to all senior creditors.
(v) Applicable interest rate	Tranche A: 0.25% increase on and after interest payment dates in August 2026 and another 0.75% increase on and after interest payment dates in August 2041 Tranche B: 0.25% increase on and after interest payment dates in August 2026 and another 0.75% increase on and after interest payment dates in August 2043

<Financial instruments>

1. Conditions of financial instruments

To strengthen business relationships and for other purposes, the Companies invest in various types of financial instruments. Debt instrument financial assets are classified as either Debt instrument financial assets measured at amortised cost or Debt instrument financial assets measured at FVTOCI or Debt instrument financial assets measured at FVTPL, and equity financial assets are classified as either Equity instrument financial assets measured at FVTOCI or Equity instrument financial assets measured at FVTPL. The fair value of financial instruments is measured based on the market price in an active market. If the market in which a financial instrument is traded is not active or no active market exists for the financial instrument, fair value is determined by using an appropriate valuation technique.

The Companies conduct extensive risk management at the credit screening in order to prevent credit risks from materialising regarding customers that relate to Notes, trade accounts and loans receivable.

The fundamental policy of the Companies is to maintain an optimal mix of funding in line with the requirements of the asset portfolio. Funding sources include indirect financial procurement firstly from banks and other financial institutions, as well as direct procurement through the issuance of bonds, commercial paper and other means.

The Companies are exposed to market risks such as foreign exchange, interest rate and commodity price and enter into derivative transactions, including non-derivative financial instruments which are designated as hedging instruments, to hedge the risks. The Companies also enter into derivative transactions for trading purposes. The Companies have internal regulations regarding position and loss limits and the actual positions and gains/losses are periodically reported to management.

2. Fair values of financial instruments

Amounts recognised on the Consolidated Statement of Financial Position and fair values as of the end of fiscal year are as follows:

	Amounts recognised on the Consolidated Statement of Financial Position*	Fair values
Notes, trade accounts and loans receivable (1)	1,152,048 million yen	1,152,552 million yen
Investment securities and other investments (2)	256,627 million yen	256,627 million yen
Bonds and borrowings (3)	(2,433,856) million yen	(2,434,676) million yen

* Amounts recognised as liabilities are shown in parentheses.

Notes: Matters regarding method of calculating fair values of financial instruments and securities and derivative instruments

The estimated fair value of the financial instruments of the Companies have been determined using available market information or other appropriate valuation methodologies.

(1) The fair value of notes, trade accounts and loans receivable is estimated using discounted future cash flows based mainly on the interest rates at the year end applicable to notes.

(2) The fair value of investment securities in active markets is measured on the basis of quoted prices at the year end.
The fair value of equity securities in markets that are not active and debt instruments classified as Financial assets measured at FVTOCI or FVTPL is measured on the basis of discounted future cash flows, third-party valuations and other valuation methods.
The fair value of debt securities measured at amortised cost is estimated using discounted future cash flows based on the market interest rates at the year end applicable to debt securities with identical remaining periods and similar credit ratings.

(3) The fair value of bonds and borrowings is estimated using discounted future cash flows based on the interest rates at the year end applicable to similar loan agreements with identical remaining periods.

(4) The carrying amounts of cash and cash equivalents, and time deposits in the Consolidated Statement of Financial Position approximated fair value.

(5) The carrying amounts of notes and trade accounts payable in the Consolidated Statement of Financial Position approximated fair value.

(6) The carrying amounts of derivative assets classified as "Other financial assets" and derivative liabilities classified as "Other financial liabilities" reflected in the Consolidated Statement of Financial Position represent fair value. The carrying amount of non-derivative assets classified as "Other financial assets" and non-derivative liabilities "Other financial liabilities" in the Consolidated Statement of Financial Position approximated fair value.

<Recognition of revenue>

The Companies are involved in various forms of transactions including: transactions to provide goods or services to customers and to settle such transactions; and transactions in which the consideration is settled directly between the buyer and the seller, with the Companies receiving commission fees from the buyer, the seller or both.

The Companies separately present revenue arising from these transactions based on the contracts with customers as either "Sales of goods" or "Commissions on services and trading margins". Revenue is included in "Sales of goods" as principal transactions where the Companies control the goods or services before the transfer thereof to customers, and in all other cases the net amount, after deduction of amounts due to third parties from the transaction consideration (e.g. commissions), is included in "Commissions on services and trading margins" as agent transactions.

For sales of goods where the Companies arrange shipping, revenue is recognised when the delivery terms specified in the contract have been fulfilled, i.e. when documents such as the bill of lading, warehouse receipt or delivery order is delivered to the buyer, at a point in time for most transactions. The amount of revenue that includes a variable consideration or repurchase obligations is immaterial.

For construction contracts that create or enhance the value of customers' assets, performance obligations are satisfied as the construction progresses, and revenue is recognised based on the progress of construction over the period in which the Companies have performance obligations under construction contracts. Progress towards satisfaction of the performance obligations is generally measured based on the percentage of contract costs incurred by the end of each reporting period compared to the expected total contract costs. If such progress cannot be reasonably measured, the Companies recognise revenue to the extent of incurred costs. Revenue arising from construction contracts is immaterial and is presented within "Sales of goods".

Commissions on services and trading margins are mainly commissions receivable when the Companies are agents in transactions. The Companies recognise revenue upon the completion of service which is judged to give rise to the right to consideration from customers based on contracts and related legislation, legal precedents, customary business practices, etc.

<Earnings per Share>

1. Equity per share attributable to owners of the parent: 906. 32 yen

The following sets forth the basis of the calculation of equity per share attributable to owners of the parent.

Numerator (millions of yen)	
Total equity attributable to owners of the parent	1,819,055
Adjustment amount used for the calculation of equity per share attributable to owners of the parent	
Amount not attributable to owners of the parent	245,293
Equity used for calculation of equity per share attributable to owners of the parent	1,573,762
Denominator (number of shares)	
Number of ordinary shares at end of period used for the calculation of equity per share attributable to owners of the parent	1,736,435,601

2. Basic earnings per share attributable to owners of the parent: 127.52 yen

Diluted earnings per share attributable to owners of the parent: 127.37 yen

The following table sets forth the calculation of basic and diluted earnings per share attributable to owners of the parent.

Numerator (millions of yen)	
Profit for the year attributable to owners of the parent	225,343
Adjustment amount used for the calculation of earnings per share attributable to owners of the parent (basic)	
Amount not attributable to owners of the parent	3,929
Profit for the year used for the calculation of earnings per share attributable to owners of the parent (basic)	221,414
Adjustment amount used for the calculation of earnings per share attributable to owners of the parent (diluted)	
Adjustment concerning stock acquisition rights	(1)
Profit for the year used for the calculation of earnings per share attributable to owners of the parent (diluted)	221,413
Denominator (number of shares)	
Weighted average number of ordinary shares used for the calculation of earnings per share attributable to owners of the parent (basic)	1,736,256,068
Weighted average number of shares	
Effect of dilution	
Adjustment concerning stock acquisition rights	2,141,751
Weighted average number of ordinary shares used for the calculation of earnings per share attributable to owners of the parent (diluted)	1,738,397,819

(Reference) Consolidated Statement of Cash Flows <Unaudited>

Item	97th Business Year (from April 1, 2020 to March 31, 2021)	96th Business Year (from April 1, 2019 to March 31, 2020)
	Millions of yen	Millions of yen
Operating activities:		
Profit (loss) for the year	233,068	(190,191)
Adjustments to reconcile profit for the year to net cash provided by (used in) operating activities:		
Depreciation and amortisation	144,417	166,922
Gains (losses) on property, plant and equipment	8,825	250,961
Finance income (expenses)	(11,433)	(21,399)
Share of profits (losses) of associates and joint ventures	(141,285)	55,150
Income taxes	48,695	24,256
Changes in notes and trade accounts receivable	18,721	231,157
Changes in inventories	(116,365)	32,103
Changes in notes and trade accounts payable	132,064	(188,141)
Other-net	1,318	(92,406)
Interest received	8,990	11,701
Interest paid	(24,305)	(48,890)
Dividends received	128,533	120,504
Income taxes paid	(34,174)	(24,746)
Net cash provided by operating activities	397,069	326,981
Investing activities :		
Net increase (decrease) in time deposits	28	108
Proceeds from sale of property, plant and equipment	7,058	8,712
Proceeds from sale of investment property	—	154
Collection of loans receivable	13,062	32,584
Proceeds from sale of subsidiaries, net of cash and cash equivalents disposed	8,830	15,778
Proceeds from sale of investments in associates and joint ventures, and other investments	79,377	66,413
Purchase of property, plant and equipment	(124,090)	(109,878)
Purchase of investment property	(115)	(114)
Loans provided to customers	(11,528)	(8,920)
Acquisition of subsidiaries, net of cash and cash equivalents acquired	(18,788)	(15,414)
Purchase of investments in associates and joint ventures, and other investments	(70,090)	(199,213)
Net cash provided by (used in) investing activities	(116,256)	(209,790)
Financing activities :		
Net increase (decrease) in short-term borrowings	(9,464)	74,877
Proceeds from long-term bonds and borrowings	398,599	258,016
Repayments of long-term bonds and borrowings	(398,238)	(347,484)
Dividends paid to shareholders of the parent	(49,481)	(59,878)
Net cash outflows on purchases and sales of treasury stock	(10)	(7)
Capital contribution from non-controlling interests	667	116
Acquisition of additional interests in subsidiaries from non-controlling interests	(380)	(7,727)
Payments of distributions to owners of other equity financial instruments	(3,942)	(3,902)
Other	(6,254)	(7,272)
Net cash (used in) financing activities	(68,503)	(93,261)
Effect of exchange rate changes on cash and cash equivalents	11,922	(10,695)
Net increase (decrease) in cash and cash equivalents	224,232	13,235
Cash and cash equivalents at beginning of year	522,523	509,288
Increase (decrease) in cash and cash equivalents resulting from transfer to assets held-for-sale	(897)	—
Cash and cash equivalents at end of year	745,858	522,523

Non-consolidated Financial Statements

Non-consolidated Balance Sheets

Item	97th Business Year (As of March 31, 2021)	Ref: 96th Business Year (As of March 31, 2020)
ASSETS	Millions of yen	Millions of yen
Current assets:	1,185,855	1,078,819
Cash on hand and in banks	432,855	281,113
Notes receivable-trade	3,059	5,043
Accounts receivable-trade	352,587	338,155
Marketable investment securities	6	67
Inventories	97,836	106,149
Advance payments to suppliers	43,892	85,307
Short-term loans receivable	169,625	148,983
Other current assets	117,817	126,442
Allowance for doubtful accounts	(31,822)	(12,440)
Fixed assets:	2,283,254	2,182,568
Property and equipment	17,056	16,480
Buildings	7,985	6,353
Structures	1,087	950
Machinery and equipment	621	957
Vessels	432	625
Vehicles	540	627
Furniture and fixtures	1,407	1,731
Land	4,984	5,237
Intangible assets	21,459	21,975
Computer software	21,006	21,418
Other intangible assets	453	557
Investments and others	2,244,739	2,144,113
Investment securities	161,398	148,794
Investments in subsidiaries and affiliates	1,695,215	1,739,198
Other investment securities in subsidiaries and affiliates	2,667	2,622
Investments in capital	2,009	2,975
Other investments in subsidiaries and affiliates	79,887	59,828
Long-term loans receivable	295,980	186,326
Doubtful accounts	8,026	8,323
Deferred tax assets	32,609	23,288
Other investment	31,433	35,015
Allowance for doubtful accounts	(50,627)	(50,196)
Allowance for investment loss	(13,858)	(12,060)
Deferred charges	1,713	993
Bond issuance costs	1,713	993
Total assets	3,470,822	3,262,380

Item	97th Business Year (As of March 31, 2021)	Ref: 96th Business Year (As of March 31, 2020)
LIABILITIES	Millions of yen	Millions of yen
Current liabilities:	1,308,895	1,218,237
Notes and acceptances payable-trade	149,353	119,800
Accounts payable-trade	311,714	318,740
Short-term loans payable	298,578	179,744
Current portion of bonds	40,000	50,000
Other payables	60,239	18,871
Advance payments received from customers	32,691	50,499
Provision for loss on construction contracts	650	6
Deposits received	349,084	406,527
Other current liabilities	66,586	74,050
Long-term liabilities:	1,505,432	1,424,324
Bonds	408,977	296,701
Long-term loans payable	1,044,080	1,070,747
Accrued pension and retirement benefits	6,378	7,225
Allowance for contingency loss	36,903	39,602
Other long-term liabilities	9,094	10,049
Total liabilities	2,814,327	2,642,561
NET ASSETS		
Shareholders' equity	725,085	688,548
Capital stock	262,686	262,686
Capital surplus		
Additional paid-in capital	91,073	91,073
Other capital surplus	32,114	32,075
Retained earnings		
Other Retained earnings		
Retained earnings	339,959	303,861
Common stock in treasury	(747)	(1,147)
Valuation and translation adjustments	(69,830)	(70,065)
Unrealised gains or losses on other securities	41,939	22,967
Deferred gains or losses on hedges	(111,769)	(93,032)
Stock acquisition rights	1,240	1,336
Stock acquisition rights	1,240	1,336
Total equity	656,495	619,819
Total liabilities and net assets	3,470,822	3,262,380

Non-consolidated Statement of Income

Item	97th Business Year (from April 1, 2020 to March 31, 2021)		Ref: 96th Business Year (from April 1, 2019 to March 31, 2020)	
	Millions of yen	Millions of yen	Millions of yen	Millions of yen
Sales		3,531,917		4,545,685
Cost of sales		3,439,332		4,451,110
Gross profit		**92,585**		**94,575**
Selling, general and administrative expenses		130,245		143,294
Operating loss		**(37,660)**		**(48,719)**
Non-operating income		170,876		199,910
Interest income	8,362		10,430	
Interest on securities	61		3	
Dividend income	158,376		183,777	
Miscellaneous income	4,077		5,700	
Non-operating expenses		29,075		47,920
Interest expense	11,565		20,758	
Interest on bonds	2,847		4,235	
Exchange loss	3,024		7,015	
Miscellaneous expenses	11,639		15,912	
Ordinary income		**104,141**		**103,271**
Extraordinary gains		13,356		19,944
Gain on sales of property and equipment	1,389		47	
Gain on sales of investment securities	10,719		2,420	
Gain on sales of subsidiaries and affiliates' stocks	1,218		17,125	
Gain on transfer of business	30		352	
Extraordinary losses		44,577		113,815
Loss on sales of property and equipment	71		147	
Loss on sales of investment securities	1,707		1,667	
Loss on sales of subsidiaries and affiliates' stocks	160		203	
Loss on valuation of investment securities	383		5,087	
Loss on valuation of subsidiaries and affiliates' stocks	6,889		53,898	
Provision for loss on business of subsidiaries and affiliates	35,367		52,813	
Income before income taxes		**72,920**		**9,400**
Provision for income taxes – current		(7,359)		(7,917)
Provision for income taxes – deferred		(5,300)		6,870
Net income		**85,579**		**10,447**

Non-consolidated Statement of Changes in Net Assets

97th Business Year (from April 1, 2020 to March 31, 2021)

	Shareholders' equity						Valuation and translation adjustments			Stock acquisition rights	Total equity
	Capital stock	Capital surplus		Retained earnings	Common stock in treasury	Total share holders' equity	Unrealised gains or losses on other securities	Deferred gains or losses on hedges	Total valuation and translation adjustments		
		Additional paid-in capital	Other capital surplus	Other Retained earnings / Retained earnings brought forward							
	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen
Balance on March 31, 2020	262,686	91,073	32,075	303,861	(1,147)	688,548	22,967	(93,032)	(70,065)	1,336	619,819
Changes of items during the Business Year											
Dividends				(49,481)		(49,481)					(49,481)
Net income				85,579		85,579					85,579
Treasury stock purchased					(3)	(3)					(3)
Treasury stock sold			39		403	442					442
Net changes of items other than shareholders' equity							18,972	(18,737)	235	(96)	139
Total changes of items during the Business Year	—	—	39	36,098	400	36,537	18,972	(18,737)	235	(96)	36,676
Balance on March 31, 2021	262,686	91,073	32,114	339,959	(747)	725,085	41,939	(111,769)	(69,830)	1,240	656,495

Ref: 96th Business Year (from April 1, 2019 to March 31, 2020)

	Shareholders' equity						Valuation and translation adjustments			Stock acquisition rights	Total equity
	Capital stock	Capital surplus		Retained earnings	Common stock in treasury	Total share holders' equity	Unrealised gains or losses on other securities	Deferred gains or losses on hedges	Total valuation and translation adjustments		
		Additional paid-in capital	Other capital surplus	Other Retained earnings / Retained earnings brought forward							
	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen
Balance on March 31, 2019	262,686	91,073	32,089	353,292	(1,359)	737,781	45,432	(106,577)	(61,145)	1,002	677,638
Changes of items during the Business Year											
Dividends				(59,878)		(59,878)					(59,878)
Net income				10,447		10,447					10,447
Treasury stock purchased					(4)	(4)					(4)
Treasury stock sold			(14)		216	202					202
Net changes of items other than shareholders' equity							(22,465)	13,545	(8,920)	334	(8,586)
Total changes of items during the Business Year	—	—	(14)	(49,431)	212	(49,233)	(22,465)	13,545	(8,920)	334	(57,819)
Balance on March 31, 2020	262,686	91,073	32,075	303,861	(1,147)	688,548	22,967	(93,032)	(70,065)	1,336	619,819

Notes to Non-consolidated Financial Statements

<Significant Accounting Policies>

1. Valuation standards and methods for inventories

(1) Inventories held for sale in the ordinary course of business:

Inventories held for sale in the ordinary course of business are stated at cost mainly determined by the moving average method or the specific identification method. However, in the case that the net selling value falls below the acquisition cost, inventories are stated at the net selling value on the balance sheet, regarded as the decreased profitability of assets.

(2) Inventories held for trading purposes:

Inventories held for trading purposes are stated at fair value.

2. Valuation standards and methods for assets other than inventories

(1) Securities:

(i) Trading securities:

Trading securities are stated at fair value. Cost of securities sold is determined by the moving average method.

(ii) Held-to-maturity debt securities:

Held-to-maturity debt securities are stated at amortised cost.

(iii) Investments in subsidiaries and affiliates:

Investments in subsidiaries and affiliates are stated at cost determined by the moving average method.

(iv) Other securities:

(Marketable securities):

Other marketable securities are stated at fair value primarily based on market value at the date of the fiscal year-end. The unrealised gains or losses, net of applicable income taxes, are reported directly in net assets and costs of securities sold are determined by the moving average method.

(Non-marketable securities):

Other non-marketable securities are stated at cost determined by the moving average method.

(2) Derivative instruments:

Derivative instruments are stated at fair value.

3. Depreciation methods for fixed assets

(1) Property and equipment:

(i) Property and equipment other than lease assets:

Amortisation of intangible assets is determined by the straight-line method.

(ii) Lease assets:

(Lease assets regarding finance leases which transfer ownership):

Depreciation of lease assets regarding finance leases which transfer ownership is determined in the same manner as property and equipment owned by the Company.

(Lease assets regarding finance leases which do not transfer ownership):

Depreciation of lease assets regarding finance leases which do not transfer ownership is determined by the straight-line method, with the lease term substituted for useful lives and zero substituted for salvage value.

(2) Intangible assets:

(i) Intangible assets other than lease assets

Amortisation of intangible assets is determined by the straight-line method. Amortisation of computer software for internal use is determined by the straight-line method over its useful life of mainly 5 years in principle.

(ii) Lease assets

(Lease assets regarding finance leases which transfer ownership):

Depreciation of lease assets regarding finance leases which transfer ownership is determined in the same manner as intangible assets owned by the Company.

(Lease assets regarding finance leases which do not transfer ownership):

Depreciation of lease assets regarding finance leases which do not transfer ownership is determined by the straight-line method, with the lease term substituted for useful lives and zero substituted for salvage value.

4. Stock issuance costs and bond issuance costs

(1) Stock issuance costs:

The Company expenses stock issuance costs as they are incurred.

(2) Bond issuance costs:

The Company amortises bond issuance costs equally until maturity.

5. Allowances

(1) Allowance for doubtful accounts:

Allowance for doubtful accounts is determined based on past experience for normal receivables and on an estimate of the collectability of receivables from companies in financial difficulty.

(2) Allowance for investment loss:

In case the real value of a subsidiary's stock declines, allowance for investment loss is determined based on a review of their recoverability.

(3) Provision for loss on construction contracts:

In preparation for future losses regarding construction contracts, provision for loss on construction contracts is determined based on the estimated loss from the next fiscal year and beyond for constructions which are undelivered at the date of the fiscal year-end.

(4) Employees' retirement benefits:

Employees' retirement benefits are recognised by accrual basis, which is determined based on the projected benefit obligation and estimated fair value of plan assets at the date of the fiscal year-end. The method of attributing expected retirement benefits to accounting periods is determined by the benefit formula basis. Unrecognised actuarial gains or losses are amortised over the defined period, not exceeding the average remaining period of employment (mainly 14.1 years), by the straight-line method and are accounted for as the additions to or the deductions of pension costs from the fiscal year following the fiscal year in which those are incurred.

(5) Allowance for contingency loss:

Allowance for contingency loss from the guarantee of debt for subsidiaries and others is determined based on the financial conditions of guaranteed subsidiaries and others.

6. Accounting for hedges

(1) Accounting for hedges:

The deferred method is generally applied. The special treatment for interest rate swap agreements is applied when the defined conditions are met. When forward foreign exchange contracts are to hedge foreign currency risks on foreign currency denominated receivables and payables, such receivables and payables are recorded at the forward exchange contract rates.

(2) Hedging instruments and hedged items:

Forward foreign exchange contracts, interest rate swap agreements, and commodity future contracts are, separately or collectively, utilised to hedge market risks such as foreign currency exchange rates, interest rates and market price risks.

(3) Hedge policies:

Hedging activities on foreign currency exchange rates, interest rates and commodity price risks are utilised according to the risk management policies established by each Business Group.

(4) Method of assessment of hedge effectiveness:

The Company assesses hedge effectiveness primarily based on the ratio analysis before and after the hedge transactions, depending on the hedged items or hedging instruments.

7. The transactions subject to consumption tax are recorded at amounts exclusive of consumption tax.

8. Interest expenses incurred during the ordinary development period of large-sized real estate development projects (projects with development periods of over 2 years and costs exceeding 5,000 million yen) are capitalised as part of the development costs of related real estate.

9. The consolidated taxation system is applied. In regard to the items for which the review of the non-consolidated taxation system was carried out together with the transition to the Group Tax Sharing System established in the "Partial Amendment of the Income Tax Act" (Act No. 8 of 2020), based on Article 3 of the "Practical Solution on the Treatment of Tax Effect Accounting for the Transition from the Consolidated Taxation System to the Group Tax Sharing System" (PITF No.39, 31 March 2020) the provisions set forth in Article 44 of the "Implementation Guidance on Tax Effect Accounting" (ASBJ Guidance No. 28, February 16, 2018) are not applied, and the amounts of deferred tax assets and deferred tax liabilities are based on the provisions of the tax law before revisions.

<Notes to changes in presentation>

(Application of "Accounting Standard for Disclosure of Accounting Estimates")

In accordance with the publication of "Accounting Standard for Disclosure of Accounting Estimates" (ASBJ Statement No. 31, March 31, 2020), the Company has applied the revision of the Company Accounting (Ordinance of the Ministry of Justice No. 45 of 2020) from the year ended March 31, 2021, and has described "Notes to accounting estimates" in the Non-consolidated Financial Statements.

<Notes to accounting estimates>

Assessment of collectability of long-term loans to Marubeni Aviation

(1) Amounts recognised in the Non-consolidated Financial statements for the year ended March 31, 2021

Long-term loans receivable	169,388 million yen
Allowance for doubtful accounts	(26,243) million yen

(2) Information about significant accounting estimates for identified items

The Company recognised allowance for doubtful accounts against long-term loans to Marubeni Aviation during the year ended March 31, 2021. Allowance for doubtful accounts is calculated based on the consolidated net assets of Marubeni Aviation, reflecting the valuation of investment in the aircraft leasing business in the U.S. based on the future business plan.

Valuation of investment in the aircraft leasing business based on the future business plan of their business is as described in <Notes to accounting estimates> in the Notes to Consolidated Financial Statements.

<Notes to Balance Sheet>

1. Accounts receivable from and payable to affiliated companies

Due from subsidiaries and affiliates

Current	323,629 million yen
Non-current	296,004 million yen

Due to subsidiaries and affiliates

Current	449,932 million yen
Non-current	634 million yen

2. Accumulated depreciation on property and equipment

32,681 million yen

3. Assets pledged as collateral

Assets pledged as collateral

Investment securities and investments in subsidiaries and affiliates	50,166 million yen
Other current assets	2,419 million yen

Related liabilities

Other current liabilities	1,220 million yen

The Company's assets which were provided as collateral include those for loans payable of subsidiaries and affiliates.

4. Contingent liabilities

Guarantees for bank loans

Marubeni Financial Service	337,140 million yen
Marubeni America	253,119 million yen
Marubeni Iron Ore Australia	160,259 million yen
Others (156 companies)	622,623 million yen
Total	1,373,141 million yen

Elimination of duplication (89,654 million yen) is included in "Others".

Commitments to guarantees for bank loans

Marubeni Finance Europe	31,990 million yen
Others (4 companies)	(29,394) million yen
Total	2,596 million yen

Elimination of duplication (39,598 million yen) is included in "Others".

Guarantees for client debt are included above.

Export bills of exchange discounted	19,560 million yen

The Company loans funds to Marubeni Financial Service Corporation (MFS) which manages intra-group finance. The loans to MFS which are included in the balance of "Guarantee for bank loans" on the balance sheet at March 31, 2021 and on which the Company bears credit risk of domestic subsidiaries and affiliates based on the contract with MFS are as follows:

MC Water Holdings	48,133 million yen
Others (26 companies)	186,435 million yen
Total	234,568 million yen

Lawsuits, etc.

See <Notes to the Consolidated Statement of Financial Position> in Notes to Consolidated Financial Statements 4. Contingent liabilities "Lawsuits, etc.".

<Notes to Statement of Income>

1. Operating and non-operating transactions with subsidiaries and affiliates

Sales	633,397 million yen
Purchases	1,121,161 million yen
Non-operating transactions	159,393 million yen

2. Provision for loss on business of subsidiaries and affiliates

An extraordinary loss of 26,243 million yen was recognised under "Provision for loss on business of subsidiaries and affiliates" as an allowance for doubtful accounts against long-term loans due from Marubeni Aviation in response to a deterioration of its consolidated financial position caused by a downturn in the aircraft leasing business in the U.S.

<Notes to Statement of Changes in Net Assets>

Type and number of treasury stock at March 31, 2021:

Type of shares	Common stock
Number of shares	1,324,830 shares

<Notes to deferred tax assets and deferred tax liabilities>

The major components of deferred tax assets are losses on devaluation of assets, reorganisation transaction and others. The major components of deferred tax liabilities are unrealised gains or losses on other securities.

<Notes to related party transactions>

Subsidiaries and affiliates:

(Unit: millions of yen)

Attribute	Company name	Ownership	Business relationship	Transaction	Transaction amount	Account	Balance on March 31, 2021
Subsidiary	MARUBENI PETROLEUM	Direct: 100%	Import and offshore trade etc.	Import and offshore trade etc. *1	531,771	Accounts payable Other payables Others	5,111 8,840 28
			Debt guarantee	Debt guarantee *2	61,193	—	—
Subsidiary	MARUBENI NORTH SEA	Direct: 100%	Debt guarantee	Debt guarantee *2	62,883	—	—
Subsidiary	MARUBENI IRON ORE AUSTRALIA	Direct: 100%	Debt guarantee	Debt guarantee *2	160,259	—	—
Subsidiary	MARUBENI LP HOLDING	Direct: 100%	Financial assistance	Lending of funds *3	—	Long-term loans receivable	83,847
Subsidiary	JAPAN OFFSHORE WIND POWER CO., LTD.	Direct: 100%	Financial assistance	Lending of funds *3	—	Short-term loans receivable	35,662
Subsidiary	MMSL	Direct: 100%	Debt guarantee	Debt guarantee *2	64,287	—	—
Subsidiary	MARUBENI AVIATION	Direct: 100%	Financial assistance	Lending of funds *3	44,202	Long-term loans receivable	169,388
Subsidiary	MARUBENI FINANCIAL SERVICE	Direct: 100%	Debt guarantee Deposit	Debt guarantee *2 Deposit *4	337,140 291,160	— Deposits received	— 259,650
Subsidiary	MARUBENI FINANCE EUROPE	Direct: 100%	Debt guarantee	Debt guarantee *2	59,336	—	—
Subsidiary	MARUBENI AMERICA	Direct: 100%	Financial assistance	Lending of funds *3 Collection of funds *3	194,326 84,280	Short-term loans receivable	109,603
			Import and offshore trade etc.	Import and offshore Trade etc. *1	154,308	Accounts payable Other payables Others	20,950 6,344 14,515
			Debt guarantee	Debt guarantee *2	253,119	—	—
Subsidiary	MARUBENI AUSTRALIA	Direct: 100%	Debt guarantee	Debt guarantee *2	40,086	—	—

Terms and conditions of the transactions and policies in determining terms and conditions of transaction:

1. The trading prices and other terms and conditions are determined by negotiation based on the current market prices, etc.
2. The Company has provided a guarantee for bank loans and other debts of the subsidiary, and the rate of the guarantee premium is determined by considering the creditworthiness and other factors of the subsidiaries.
3. The interest rates for lending of funds to the subsidiary are determined based on the market rates. No collateral is required for the lending of funds.
4. The interest rates for deposits from the subsidiary are determined based on the market rates. The transaction amount of deposits is displayed as an average balance over this business year.

<Notes to per share>

1. Net assets per share 377.32 yen

The following sets forth the basis of the calculation of net assets per share.

Numerator (millions of yen)	
Total net assets	656,495
Amount deducted from total net assets	
Stock acquisition rights	1,240
Total net assets concerning ordinary shares	655,255
Denominator (number of shares)	
Number of ordinary shares at end of period	1,736,616,070

2. Earnings per share 49.28 yen

Diluted earnings per share 49.22 yen

The following sets forth the basis of the calculation of earnings per share and diluted earnings per share.

Numerator (millions of yen)	
Profit for the year	85,579
Adjustment amount used for the calculation of diluted earnings per share	
Adjustment concerning stock acquisition rights	(1)
Profit for the year used for the calculation of diluted earnings per share	85,578
Denominator (number of shares)	
Average number of ordinary shares during period used for the calculation of earnings per share	1,736,435,094
Adjustment of number of dilutive shares	
Adjustment concerning stock acquisition rights	2,141,751
Average number of ordinary shares during period used for the calculation of diluted earnings per share	1,738,576,845

Audit Report of the Accounting Auditor for the Consolidated Financial Statements (COPY)

Independent Auditor's Report

May 12, 2021

The Board of Directors
Marubeni Corporation

Ernst & Young ShinNihon LLC

Nobuyuki Shimizu
Certified Public Accountant
Designated and Engagement Partner (Seal)

Kenji Takagi
Certified Public Accountant
Designated and Engagement Partner (Seal)

Hironori Ogawa
Certified Public Accountant
Designated and Engagement Partner (Seal)

Opinion

Pursuant to the fourth paragraph of Article 444 of the Companies Act, we have audited the accompanying consolidated financial statements, which comprise the consolidated statement of financial position, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the notes to the consolidated financial statements of Marubeni Corporation (the "Company") applicable to the fiscal year from April 1, 2020 through March 31, 2021.
In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position and results of operations of the Group, which consisted of the Company and its consolidated subsidiaries, applicable to the fiscal year ended March 31, 2021, in accordance with International Financial Reporting Standards with some omissions of disclosure items pursuant to the latter part of the first paragraph of Article 120 of the Ordinance for Company Accounting.

Basis for opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management, Corporate Auditor and Board of Corporate Auditors for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards with some omissions of disclosure items pursuant to the latter part of the first paragraph of Article 120 of the Ordinance for Company Accounting , and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.
In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern and disclosing, as required by International Financial Reporting Standards with some omissions of disclosure items pursuant to the latter part of the first paragraph of Article 120 of the Ordinance for Company Accounting, matters related to going concern.
Corporate Auditor and Board of Corporate Auditors are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

- In making those risk assessments, we consider internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the purpose of the audit of the consolidated financial statements is not expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation in accordance with International Financial Reporting Standards with some omissions of disclosure items pursuant to the latter part of the first paragraph of Article 120 of the Ordinance for Company Accounting.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Corporate Auditor and Board of Corporate Auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Corporate Auditor and Board of Corporate Auditors with a statement that we have complied with the ethical requirements regarding independence that are relevant to our audit of the financial statements in Japan, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Conflicts of Interest

We have no interest in the Company and its consolidated subsidiaries which should be disclosed in compliance with the Certified Public Accountants Act.

(Note)

This is an English translation of the Japanese language Independent Auditor's Report issued by Ernst & Young ShinNihon LLC in connection with the audit of the consolidated financial statements of the Company prepared in Japanese, for the year ended March 31, 2021. Ernst & Young ShinNihon LLC have not audited the English language version of the consolidated financial statements for the above-mentioned year.

Audit Report of the Accounting Auditor (COPY)

Independent Auditor's Report

May 12, 2021

The Board of Directors
Marubeni Corporation

Ernst & Young ShinNihon LLC

Nobuyuki Shimizu
Certified Public Accountant
Designated and Engagement Partner (Seal)

Kenji Takagi
Certified Public Accountant
Designated and Engagement Partner (Seal)

Hironori Ogawa
Certified Public Accountant
Designated and Engagement Partner (Seal)

Opinion

Pursuant to the first item, second paragraph of Article 436 of the Companies Act, we have audited the accompanying financial statements, which comprise the balance sheet, the statement of income, the statement of changes in net assets, the notes to the financial statements and the related supplementary schedules of Marubeni Corporation (the "Company") applicable to the 97th business year from April 1, 2020 through March 31, 2021.
In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position and results of operations of the Company, applicable to the fiscal year ended March 31, 2021, in accordance with auditing standards generally accepted in Japan.

Basis for opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management, Corporate Auditor and Board of Corporate Auditors for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with auditing standards generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.
In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern and disclosing, as required by auditing standards generally accepted in Japan, matters related to going concern.
Corporate Auditor and Board of Corporate Auditors are responsible for overseeing the financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- In making those risk assessments, we consider internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the purpose of the audit of the financial statements is not expressing an opinion on the effectiveness of the internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation in accordance with auditing standards generally accepted in Japan.

We communicate with the Corporate Auditor and Board of Corporate Auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Corporate Auditor and Board of Corporate Auditors with a statement that we have complied with the ethical requirements regarding independence that are relevant to our audit of the financial statements in Japan, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Conflicts of Interest

We have no interest in the Company which should be disclosed in compliance with the Certified Public Accountants Act.

(Note)

This is an English translation of the Japanese language Independent Auditor's Report issued by Ernst & Young ShinNihon LLC in connection with the audit of the financial statements of the Company prepared in Japanese, for the year ended March 31, 2021. Ernst & Young ShinNihon LLC have not audited the English language version of the financial statements for the above-mentioned year.

The related supplementary schedules referred to in this report are not included in the attached translated version of financial documents.

Audit Report of the Audit & Supervisory Board (COPY)

Audit Report

The Audit & Supervisory Board discussed on the execution of Directors' duties for the 97th Business Year from April 1, 2020 to March 31, 2021 based on the audit report prepared by each of the Audit & Supervisory Board Members, prepared this report and reports as follows.

1. Audit Method and Details by Audit & Supervisory Board Members and the Audit & Supervisory Board

(1) The Audit & Supervisory Board established audit policies, plans and other matters, received reports on the status of performance and results of audit from each Audit & Supervisory Board Member, and reports on the status of execution of duties by Directors, the Accounting Auditor and other staff, and requested explanation when necessary.

(2) In accordance with audit policies, plans and other matters established by the Audit & Supervisory Board, each Audit & Supervisory Board Member held dialogues with Directors, Chief Operating Officer of each Business Division and General Manager of each Department in Corporate Staff Division including Audit Department and other staff, strived to collect information and develop its audit environment and conducted its audit as following method.

(i) Each Audit & Supervisory Board Member attended meetings of the Board of Directors and other important meetings, received reports from Directors and other staff on the execution of their duties, requested explanations when necessary, inspected important written approvals and other documents, and examined the status of operations and assets at the headquarters and major other offices.
With regard to the Corporation's subsidiaries, each Audit & Supervisory Board Member held dialogues with directors, audit & supervisory board members and other staff of subsidiaries, exchanged information, and requested reports on their businesses when necessary.

(ii) Each Audit & Supervisory Board Member also received reports from and requested explanations when necessary from Directors and other staff on the details of the resolution by the Board of Directors concerning the development of systems necessary to ensure that the execution of duties by Directors complies with laws and regulations and the Articles of Incorporation, and other systems provided for in Article 100, Paragraph 1 and Paragraph 3 of the Enforcement Regulations of the Companies Act as systems necessary to ensure the properness of operations of a Corporate Group, consisting of a Stock Company and its group companies, and the status of development and operation of the systems established based on the resolution of the Board of Directors above (internal control system).

(iii) The Audit & Supervisory Board monitored and verified whether the Accounting Auditor maintains its independent position and executes its proper audit, and received reports and explanation on the status of execution of the Accounting Auditor's duties, and exchanged opinions when necessary. Furthermore, the Audit & Supervisory Board received notice from the Accounting Auditor that "Systems necessary to ensure that duties are executed properly" (matters set forth in each item of Article 131 of the Corporation Accounting Regulations) had been developed in accordance with the "Quality Management Standards Regarding Audits" (Business Accounting Council; October 28, 2005) and other standards, and requested explanation when necessary.

Based on the above method, the Audit & Supervisory Board examined the Business Report and the Supplementary Schedules thereof, the Non-consolidated Financial Statements (Non-consolidated Balance Sheets, Non-consolidated Statements of Income, Non-consolidated Statements of Changes in Net Assets, and Notes to Non-consolidated Financial Statements) and the supplementary schedules thereof, and the Consolidated Financial Statements (the consolidated statement of financial position, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the notes to the consolidated financial statements) for the Business Year under review.

2. Audit Results

(1) Audit Results of Business Report and Others

(i) The Audit & Supervisory Board confirms that the Business Report and the Supplementary Schedules thereof correctly present the Corporation's situation in accordance with laws and regulations and the Articles of Incorporation.

(ii) With regard to the execution of duties by Directors, the Audit & Supervisory Board confirms that there was no significant instance of wrongful acts, nor violations of laws or regulations, or the Articles of Incorporation.

(iii) The Audit & Supervisory Board confirms that the details of the resolution by the Board of Directors concerning the internal control system are appropriate and adequate. In addition, the Audit & Supervisory Board confirms that there is no matter on which to remark with regard to the execution of duties by Directors regarding the internal control system.

(2) Audit Results on the Non-consolidated Financial Statements and the Supplementary Schedules thereof

The Audit & Supervisory Board confirms that the audit method of the Accounting Auditor, Ernst & Young ShinNihon LLC, and the results of audit thereof are appropriate and adequate.

(3) Audit Results on the Consolidated Financial Statements

The Audit & Supervisory Board confirms that the audit method of the Accounting Auditor, Ernst & Young ShinNihon LLC, and the results of audit thereof are appropriate and adequate.

May 13, 2021

The Audit & Supervisory Board, Marubeni Corporation

Full-time Audit & Supervisory Board Member	Kazuro Gunji (Seal)
Full-time Audit & Supervisory Board Member	Hikaru Minami (Seal)
Outside Audit & Supervisory Board Member	Tsuyoshi Yoneda (Seal)
Outside Audit & Supervisory Board Member	Yoichi Kikuchi (Seal)
Outside Audit & Supervisory Board Member	Shigeru Nishiyama (Seal)

Notes to Shareholders

Business Year:	From April 1 to March 31 on the following calendar year
Ordinary General Meeting of Shareholders:	June every year
Date when shareholders that the Corporation pays the year-end dividends are confirmed:	March 31 every year
Date when shareholders that the Corporation pays the interim dividends are confirmed:	September 30 every year
Administrator of shareholders' register and organization to manage special accounts:	Mizuho Trust & Banking Co., Ltd. 2-1, Yaesu 1-chome, Chuo-ku, Tokyo 103-8670
Transfer agent:	Mizuho Trust & Banking Co., Ltd. Stock Transfer Agency Department, Headquarters 2-1, Yaesu 1-chome, Chuo-ku, Tokyo 103-8670 Telephone No.: (0120)288-324
The number of shares as a Tangen unit:	100 shares
Method of giving public notices:	Electronic public notice (The Corporation's electronic public notices are given within the Corporation's website at the URL below. However, in the event such electronic public notices are not available due to some accidents or other unavoidable circumstances, such notice shall be given within the Nihon Keizai Shimbun.) https://www.marubeni.com/jp/koukoku.html

Introduction to share administration

Contact address of the Corporation's share administration is as follows.

◆ **Payment of unpaid dividends**

Requests for the payment of unpaid dividends can be processed at the head offices and all Japanese branches of Mizuho Trust & Banking and Mizuho Bank.

* The head office and all Japanese branches of Mizuho Securities will serve as agents for processing requests for the payment of unpaid dividends

◆ **Issuance of payment details**

Please direct your inquiries to the contact address below at Mizuho Trust & Banking.

◆ **Procedures following the change in address, the request for purchase of shares less than a Tangen Unit by the Corporation or purchase of additional shares less than a Tangen Unit by shareholders, specification of method to receive dividends, filing an income tax return or inheritance**

Shareholders who have accounts with securities firms:
Please direct your inquiries to the securities firm that you have accounts with.
Shareholders who do not have accounts with securities firms (shareholders who are registered in special accounts):
Please direct your inquiries to the following contact address at Mizuho Trust & Banking.

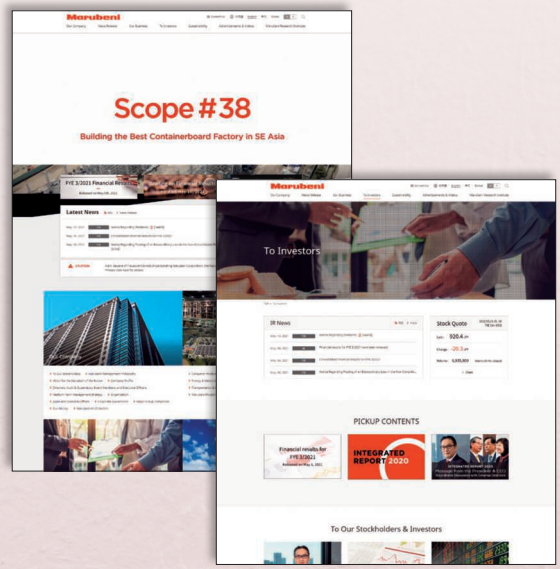
◆ **Contact address:**

8-4, Izumi 2-chome, Suginami-ku, Tokyo 168-8507
Stock Transfer Agency Department, Mizuho Trust & Banking Co., Ltd.
Toll free: 0120-288-324

Introduction to the Corporation's website

marubeni search

URL https://www.marubeni.com/en/



The Corporation's website provides not only the corporate overview, business domains, press releases and other basic information, but also IR information, CSR, global environment and other wide variety of contents.
Please visit our website.

Marubeni
(Stock Exchange Code No. 8002)
4-2, Ohtemachi 1-chome, Chiyoda-ku, Tokyo 100-0004, Japan
[81](3)3282-2111

Map to Location of General Meeting of Shareholders

Date and Time

10:00 A.M., Thursday, June 24, 2021

(doors open at 9:00 A.M.)

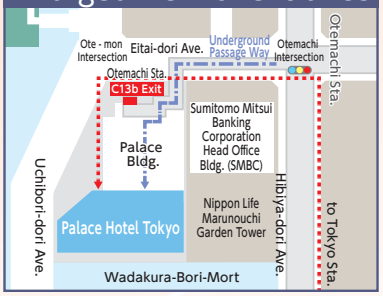
※No gifts will be provided

Location

Palace Hotel Tokyo
2 F
「Aoi Room」

1-1 Marunouchi 1-chome, Chiyoda-ku, Tokyo
Tel: 03-3211-5211

Enlarged view of entrance





Access

JR「Tokyo sta.」 : 8 minutes walk from **Marunouchi North Exit**

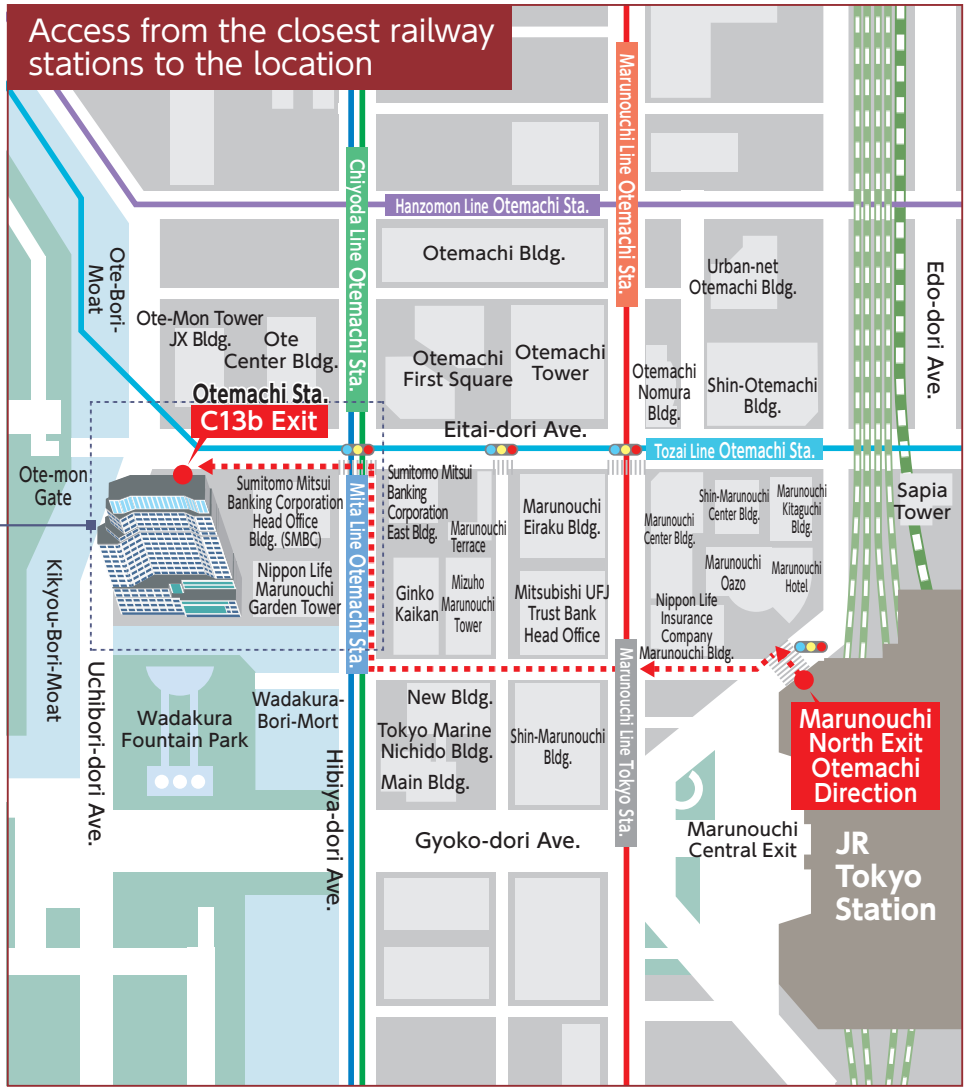
Tokyo Metro
- Chiyoda Line
- Marunouchi Line
- Hanzomon Line
- Tozai Line

Toei Subway
- Mita Line

「Otemachi Sta.」
Direct access from **#C13b Exit**
via underground passage way

※Please abstain from coming to the location by car as the streets in the surrounding area and the parking area are expected to be congested with traffic.

Access from the closest railway stations to the location



UD FONT

Easy to read universal design fonts that are used.