[Translation for Reference and Convenience Purposes Only]

Please note that the following is an unofficial English translation of the original Japanese text of the Notice of the 109th Ordinary General Shareholders' Meeting of Mitsui Fudosan Co., Ltd. The Company provides this translation for reference and convenience purposes only and without any warranty as to its accuracy or otherwise. In the event of any discrepancy between this translation and the original Japanese, the latter shall prevail.

Securities Code: 8801
June 7, 2021

To the Shareholders of Mitsui Fudosan Co., Ltd.

Masanobu Komoda
President and Chief Executive Officer
Mitsui Fudosan Co., Ltd.
1-1, Nihonbashi Muromachi 2-chome
Chuo-ku, Tokyo, Japan

Notice of the 109th Ordinary General Shareholders' Meeting

Mitsui Fudosan Co., Ltd. (hereinafter referred to as the "Company") announces that the 109th Ordinary General Shareholders' Meeting (hereinafter referred to as the "Meeting") will be held, as given below.
Instead of attending the Meeting, you can exercise your voting rights in writing or via the Internet as provided below. Please take the time to review the attached Reference Materials for the Meeting, and exercise your voting rights by no later than 5:30 p.m. on Monday, June 28, 2021 (Tokyo Time).

Exercise of voting rights

You may exercise your voting rights by one of the following three methods.
Please review the attached Reference Materials (on pages 4 to 17) for the Meeting, and exercise your voting rights.

Recommended

1. Exercise of voting rights in writing
Please indicate your approval or disapproval of each proposed item on the attached Exercise of Voting Rights form, and return the form to the Company.
Deadline for exercising voting rights
No later than 5:30 p.m. on Monday, June 28, 2021 (Tokyo Time)

Recommended

2. Exercise of voting rights via the Internet, etc.
Please access the website for exercising voting rights from your smartphone or PC and enter your approval or disapproval of the proposals.
Deadline for exercising voting rights
No later than 5:30 p.m. on Monday, June 28, 2021 (Tokyo Time)

3. Exercise of voting rights by attending the Meeting

For those planning to attend the Meeting in person, please bring this Notice and the Reference Materials for the Meeting with you and submit the attached Exercise of Voting Rights form at the reception desk upon your arrival.

Date and Time

Tuesday, June 29, 2021, at 10:00 a.m.

* If you intend to exercise your voting rights by proxy, you may delegate the exercise of your voting rights to another shareholder holding voting rights in the Company in accordance with Article 15 of the Company's Articles of Incorporation. In such case, your proxy is requested to submit a document certifying his/her appointment as proxy.

<PARTICULARS>

1. DATE AND TIME
Tuesday, June 29, 2021, at 10:00 a.m. (Reception is scheduled to start at 9:00 a.m.)

2. PLACE
Peacock Room,
2nd Floor, Main Building
Imperial Hotel, Tokyo
1-1, Uchisaiwai-cho 1-chome, Chiyoda-ku, Tokyo

3. AGENDA
Matters for Reporting:
1. The Business Report and report on the Consolidated Financial Statements for the 109th Fiscal Year (from April 1, 2020 to March 31, 2021), as well as the results of audits of the Consolidated Financial Statements conducted by the independent auditors and the Board of Corporate Auditors
2. Report on the Non-Consolidated Financial Statements for the 109th Fiscal Year (from April 1,2020 to March 31, 2021)

Matters for Resolution:
Item 1: Distribution of Retained Earnings
Item 2: Election of Twelve (12) Managing Directors
Item 3: Payment of Bonuses to Managing Directors

*Please note that, in accordance with the provisions of laws and regulations and Article 18 of the Company's Articles of Incorporation, the following items are not listed in the attachments but are instead disclosed on the Company's website. Therefore, the Business Report listed in the attachments is only a part of the Business Report which corporate auditors audited in preparing audit reports, while the Consolidated Financial Statements and the Non-Consolidated Financial Statements listed in the attachments are only parts of the Consolidated Financial Statements and the Non-Consolidated Financial Statements which corporate auditors audited in preparing audit reports and which the independent auditors audited in preparing the financial audit report.
(1) "Matters Concerning the Company's Stock Acquisition Rights" of the Business Report
(2) "Consolidated Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements" of the Consolidated Financial Statements
(3) "Statement of Changes in Equity" and "Notes to the Non-Consolidated Financial Statements" of the Non-Consolidated Financial Statements

*Any changes to the attached Reference Materials for the Meeting, the Business Report, or the Consolidated and Non-Consolidated Financial Statements will be posted on the Company's website.

Company's website
https://www.mitsuifudosan.co.jp/corporate/ir/shareholder/meeting/index.html

REFERENCE MATERIALS FOR THE MEETING

MATTERS TO BE RESOLVED AND MATTERS FOR REFERENCE

Item 1: Distribution of Retained Earnings

The Company reinvests earnings to increase shareholder value over the medium to long term and likewise returns profits to shareholders based on comprehensive consideration of factors such as the business environment and its performance and finances. In order to strengthen shareholder returns, the Company strives to undertake the stable payment of dividends while also flexibly repurchasing its own shares in a bid to enhance capital efficiency. The Company has identified a total shareholder return ratio* of around 35% of profit attributable to owners of parent.

In the fiscal year ended March 31, 2021, as the respond to the spread of COVID-19, the Company has been taking measures such as implementing temporarily closures and shortened operating hours, etc. of its retail properties and its hotels and resort facilities and also reducing the rent for the commercial tenants of facilities owned by the Company, from the perspective of actively cooperating to stop the spread of infection in order to protect lives. Due to the impact of such measures, among other factors, the Company posted reductions in profit for operating income and profit attributable to owners of parent, despite mostly achieving the earnings forecasts that were announced during the fiscal year under review.

Amidst such a situation, in light of the fact that the Company has maintained a robust financial position and its financing is unimpeded, and it has also been able to maintain its employment of employees, the Company has decided to provide a return of profit to its shareholders based on the recognition that stable and continuous shareholder returns are important, while taking account of the total amount of dividends and the repurchase of the Company's own shares, and giving comprehensive consideration to factors such as the Company's business results. The Company plans to pay total annual cash dividends of ¥44 per share (including the interim dividend of ¥22 per share already paid), which is the same amount as the previous fiscal year. As set forth below, the year-end cash dividend for this fiscal year will be ¥22 per share.

In the fiscal year under review, the Company posted reductions in profit from impact of COVID-19 and other factors, as described above. However, the Company has decided to provide a return of profit taking account of the total amount, and the total shareholder return ratio is around 44% of profit attributable to owners of parent based on the total amount of shareholder return that includes the repurchase of the Company's own shares as resolved by the Board of Directors on May 14, 2021.

* Total shareholder return ratio = (Total cash dividends + Total amount of repurchases of the shares of the Company) / Profit attributable to owners of parent

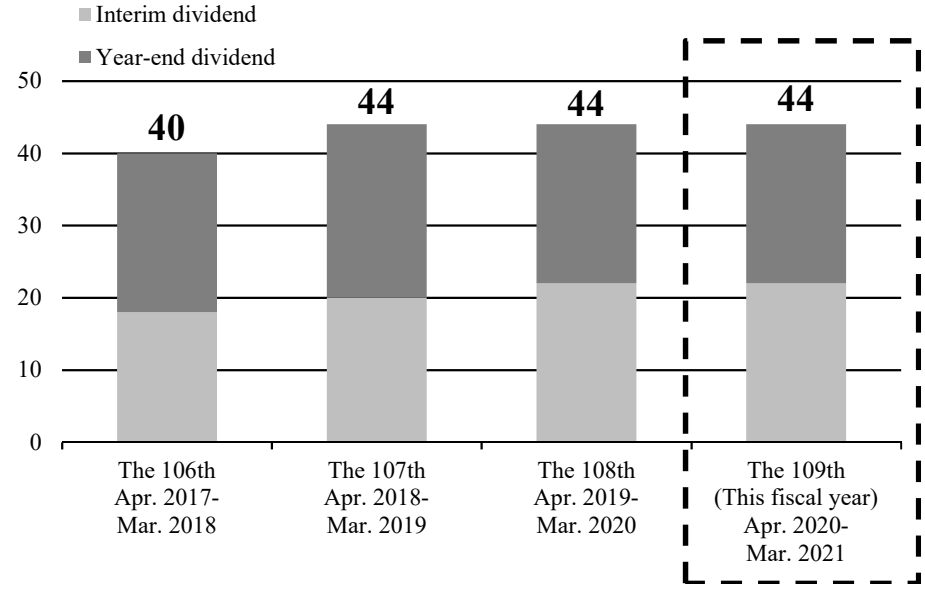
Matters Related to Year-End Dividend

(1) Asset type of dividend: Cash

(2) Matters concerning the year-end allotment of assets to shareholders and the aggregate amount thereof:
¥22 per share of common share, for a total payment of ¥21,167,467,354.
Since the interim dividend of ¥22 per share was already paid in December 2020, total annual cash dividends will be ¥44 per share.

(3) Effective date for distribution of retained earnings: June 30, 2021

<Reference 1> Cash dividends per share (yen) for the fiscal year



<Reference 2> Notice concerning share repurchases (announced on May 14, 2021)

With the aim of enhancing returns to shareholders through flexible repurchases of its own shares, the Company resolved at the Board of Directors on May 14, 2021 to repurchase its own shares, as follows.

Class and the maximum total number of shares to be repurchased	10,000,000 common shares
Maximum repurchase price	15,000,000,000 yen
Period of repurchase (scheduled)	From May 17, 2021 to March 31, 2022
Method of repurchase	Market purchases on the Tokyo Stock Exchange

Item 2: Election of Twelve (12) Managing Directors

As the terms of office for all twelve (12) managing directors will expire at the time of conclusion of this Meeting, the Company proposes the election of twelve (12) managing directors.
The candidates for the managing directors are as follows:

Candidate No.				Name	Current positions at the Company
1	Reappointment			Hiromichi Iwasa	Chairman of the Board (Representative)
2	Reappointment			Masanobu Komoda	President and Chief Executive Officer (Representative)
3	Reappointment			Yoshikazu Kitahara	Managing Director, Executive Vice President (Representative)
4	Reappointment			Kiyotaka Fujibayashi	Managing Director, Executive Vice President
5	Reappointment			Yasuo Onozawa	Managing Director, Executive Vice President
6	Reappointment			Takashi Yamamoto	Managing Director, Senior Executive Managing Officer
7	Reappointment			Takashi Ueda	Managing Director, Senior Executive Managing Officer
8	Reappointment			Wataru Hamamoto	Managing Director, Senior Executive Managing Officer
9	Reappointment	Outside Officer	Independent Officer	Masafumi Nogimori	Managing Director
10	Reappointment	Outside Officer	Independent Officer	Tsunehiro Nakayama	Managing Director
11	Reappointment	Outside Officer	Independent Officer	Shinichiro Ito	Managing Director
12	New Candidate	Outside Officer	Independent Officer	Eriko Kawai	—

Candidate No.	Name (Date of Birth)	Career Summary, Positions and Responsibilities in the Company, Major Concurrent Positions and Reasons for the Nomination and Roles Required	Shares in Company
1	 Hiromichi Iwasa (May 27, 1942) Reappointment	April. 1967: Joined the Company June 1995: Managing Director, General Manager of Project 1st Planning Dept. of Project Planning Division, General Manager of Construction Dept. of Project Planning Division April 1996: Executive Managing Director, Chief Operating Officer of Project Planning Division June 1997: Senior Executive Managing Director (Representative), Chief Operating Officer of Project Planning Division April 1998: Senior Executive Managing Director (Representative), Chief Operating Officer of Asset Management Division June 1998: President (Representative) April 2001: President and Chief Executive Officer (Representative) June 2011: Chairman of the Board and Chief Executive Officer (Representative) April 2019: Chairman of the Board (Representative) (current position) <Significant concurrent position outside the Company> Outside Director, TV TOKYO Holdings Corporation <Reasons for the nomination and roles required> Hiromichi Iwasa served as President (Representative) from June 1998 to June 2011, during which time he gained a wealth of experience and insight related to the Group's general business operations as an executive. From June 2011, he has lead the Group's management as Chairman of the Board, deciding upon important matters of management and supervising business execution, among other duties. As a result, he plays an appropriate role in contributing to enhancement of the Company's corporate value. The Company re-selected Mr. Iwasa as a candidate for managing director as he is expected to make further contributions to enhancement of the Group's corporate value going forward.	77,682 Shares
2	 Masanobu Komoda (June 8, 1954) Reappointment	April 1978: Joined the Company June 2009: Executive Managing Director, Executive Managing Officer, General Manager of Investment Dept. July 2010: Senior Executive Managing Director, Senior Executive Managing Officer, General Manager of Investment Dept. April 2011: Senior Executive Managing Director, Senior Executive Managing Officer June 2011: President and Chief Executive Officer (Representative) (current position) <Reasons for the nomination and roles required> Masanobu Komoda has served as President and Chief Executive Officer since June 2011, during which time he has gained a wealth of experience and insight related to the Group's general business operations as an executive. He leads the Group's management, deciding upon important matters of management and supervising business execution, among other duties. As a result, he plays an appropriate role in contributing to enhancement of the Company's corporate value. The Company re-selected Mr. Komoda as a candidate for managing director as he is expected to make further contributions to enhancement of the Group's corporate value going forward.	46,940 Shares

Candidate No.	Name (Date of Birth)	Career Summary, Positions and Responsibilities in the Company, Major Concurrent Positions and Reasons for the Nomination and Roles Required	Shares in Company
3	 Yoshikazu Kitahara (June 25, 1957) Reappointment	April 1980: Joined the Company June 2011: Executive Managing Director, Executive Managing Officers, Chief Operating Officer of Office Building Division April 2013: Managing Director, Senior Executive Managing Officer, Chief Operating Officer of Office Building Division April 2016: Managing Director, Senior Executive Managing Officer April 2017: Managing Director, Executive Vice President June 2017: Managing Director, Executive Vice President (Representative) (current position) <Responsibilities at the Company> Solution Partner Division, Retail Properties Division, Hotels and Resorts Division, Logistics Properties Business Division, Toyosu-Project Development Planning Dept., Development Planning Dept., Gotanda Project Dept. <Reasons for the nomination and roles required> Since joining the Company, Yoshikazu Kitahara has amassed abundant experience in various fields. Presently, as the Company's managing director, Yoshikazu Kitahara is responsible for capturing business opportunities for the Group at Solution Partner Division and industrial-government-academia collaboration, as well as the retail properties, hotels and resorts business, logistics facility business, and large-scale mixed-use development projects. In this capacity, he decides upon important matters of management and supervises business execution, among other duties, playing an appropriate role in contributing to the enhancement of the Company's corporate value. The Company re-selected Mr. Kitahara as a candidate for managing director as he is expected to make further contributions to enhancement of the Group's corporate value going forward.	10,510 Shares

Candidate No.	Name (Date of Birth)	Career Summary, Positions and Responsibilities in the Company, Major Concurrent Positions and Reasons for the Nomination and Roles Required	Shares in Company
4	 Kiyotaka Fujibayashi (September 3, 1957) Reappointment	April 1981: Joined the Company April 2012: President and Representative Director, Mitsui Fudosan Residential Co., Ltd. June 2013: Managing Director, Executive Managing Officer of the Company April 2017: Managing Director, Senior Executive Managing Officer, Chief Operating Officer of Homes and Lifestyle Promotion Division April 2020: Managing Director, Executive Vice President, Chief Operating Officer of Homes and Lifestyle Promotion Division (current position) April 2021: Chairman of the Board, Mitsui Fudosan Residential Co., Ltd. (current position) <Responsibilities at the Company> Homes and Lifestyle Promotion Division, Housing Sales Business and Rental Housing Business <Reasons for the nomination and roles required> Since joining the Company, Kiyotaka Fujibayashi has amassed abundant experience in various fields. In addition, he served as President and Representative Director, Mitsui Fudosan Residential Co., Ltd. from April 2012 to March 2021, gaining a wealth of experience and insight as top management. Presently, as the Company's managing director, he is responsible for the Group's housing business. In this capacity, he decides upon important matters of management and supervises business execution, among other duties, playing an appropriate role in contributing to the enhancement of the Company's corporate value. The Company re-selected Mr. Fujibayashi as a candidate for managing director as he is expected to make further contributions going forward.	12,010 Shares
5	 Yasuo Onozawa (March 20, 1959) Reappointment	April 1981: Joined the Company June 2016: Managing Director, Executive Managing Officer April 2017: Managing Director, Senior Executive Managing Officer April 2020: Managing Director, Executive Vice President (current position) <Responsibilities at the Company> General Administration Dept., Executive Secretarial Dept., Corporate Communication Dept., Personnel Dept., Affiliated Business Dept., Overall Kansai Head Office/Branch Managing <Significant concurrent position outside the Company> Outside Director, Imperial Hotel, Ltd. <Reasons for the nomination and roles required> Since joining the Company, Yasuo Onozawa has amassed abundant experience in various fields. Presently, as the Company's managing director, he is responsible for general administration, secretarial duties, public relations, human resources and affiliated businesses, etc. In this capacity, he decides upon important matters of management and supervises business execution, among other duties, playing an appropriate role in contributing to the enhancement of the Company's corporate value. The Company re-selected Mr. Onozawa as a candidate for managing director as he is expected to make further contributions going forward.	23,210 Shares

Candidate No.	Name (Date of Birth)	Career Summary, Positions and Responsibilities in the Company, Major Concurrent Positions and Reasons for the Nomination and Roles Required	Shares in Company
6	 Takashi Yamamoto (May 30, 1959) Reappointment	March 1990: Joined the Company June 2017: Managing Director, Executive Managing Officer, Chief Operating Officer of International Division April 2019: Managing Director, Senior Executive Managing Officer, Chief Operating Officer of International Division (current position) <Responsibilities at the Company> International Division <Reasons for the nomination and roles required> Since joining the Company, Takashi Yamamoto has amassed abundant experience in various fields. Presently, as the Company's managing director, he is responsible for the overseas business. In this capacity, he decides upon important matters of management and supervises business execution, among other duties, playing an appropriate role in contributing to the enhancement of the Company's corporate value. The Company re-selected Mr. Yamamoto as a candidate for managing director as he is expected to make further contributions going forward.	15,060 Shares
7	 Takashi Ueda (February 16, 1961) Reappointment	April 1983: Joined the Company June 2020: Managing Director, Executive Managing Officer, Chief Operating Officer of Office Building Division April 2021: Managing Director, Senior Executive Managing Officer (current position) <Responsibilities at the Company> Architectural and Construction Services Dept., Office Building Division, Business innovation Planning Dept., Life Science Innovation Dept., Venture Co-creation Dept., Hibiya Urban Planning and Development Dept., Overall Managing of Nihonbashi Urban Planning and Development Dept., Tokyo Midtown Development Dept., Kashiwanoha Urban Planning and Development Dept. <Reasons for the nomination and roles required> Since joining the Company, Takashi Ueda has amassed abundant experience in various fields. Presently, as the Company's managing director, he is responsible for the building business, new business development, and large-scale mixed-use development projects, among others. In this capacity, he decides upon important matters of management and supervises business execution, among other duties, playing an appropriate role in contributing to the enhancement of the Company's corporate value. The Company re-selected Mr. Ueda as a candidate for managing director as he is expected to make further contributions going forward.	14,230 Shares

Candidate No.	Name (Date of Birth)	Career Summary, Positions and Responsibilities in the Company, Major Concurrent Positions and Reasons for the Nomination and Roles Required	Shares in Company
8	 Wataru Hamamoto (September 12, 1961) Reappointment	April 1984: Joined the Company June 2019: Managing Director, Executive Managing Officer April 2020: Managing Director, Executive Managing Officer, Chief Operating Officer of DX Division April 2021: Managing Director, Senior Executive Managing Officer, Chief Operating Officer of DX Division (current position) <Responsibilities at the Company> Accounting and Finance Dept., Corporate Planning Dept., DX Division, Planning and Research Dept., Space & Environment Institute <Reasons for the nomination and roles required> Since joining the Company, Wataru Hamamoto has amassed abundant experience in various fields. Presently, as the Company's managing director, he is responsible for accounting, corporate planning, and promotion of digital transformation (DX), among others. In this capacity, he decides upon important matters of management and supervises business execution, among other duties, playing an appropriate role in contributing to the enhancement of the Company's corporate value. The Company re-selected Mr. Hamamoto as a candidate for managing director as he is expected to make further contributions going forward.	19,224 Shares
9	 Masafumi Nogimori (December 21, 1947) Reappointment Outside Officer Independent Officer	April 1970: Joined Fujisawa Pharmaceutical Co., Ltd. June 1997: Director, Fujisawa Pharmaceutical Co., Ltd. June 2000: Corporate Executive, Fujisawa Pharmaceutical Co., Ltd. June 2001: Managing Corporate Executive, Fujisawa Pharmaceutical Co., Ltd. June 2003: Director and Managing Corporate Executive, Fujisawa Pharmaceutical Co., Ltd. April 2005: Representative Director, Executive Vice President, Astellas Pharma Inc. June 2006: Representative Director, President and Chief Executive Officer, Astellas Pharma Inc. June 2011: Representative Director, Chairman of the Board, Astellas Pharma Inc. June 2016: Resigned from Astellas Pharma Inc. June 2017: Managing Director of the Company (current position) <Significant concurrent position outside the Company> Outside Director, Daicel Corporation, Outside Director, Linical Co., Ltd. <Reasons for the nomination and roles required> Masafumi Nogimori has amassed a wealth of experience and broad insight having served for many years in top management positions. During meetings of the Board of Directors, he has provided many recommendations and findings regarding compliance, innovation and other matters from an objective and professional viewpoint based on his broad insight concerning management. He has contributed greatly to invigorating discussions of the Board of Directors and improving its effectiveness. In addition, as a member of the Nomination Advisory Committee and Compensation Advisory Committee, he has participated in discussions from an objective standpoint, contributing to ensuring transparency in the selection process for managing directors and corporate auditors and in the decision process for compensation of managing directors. As the Company's outside director, he has played an appropriate role aimed at reinforcing the supervision functions of the Board of Directors and ensuring transparency. The Company re-selected Mr. Nogimori as a candidate for managing director as he is expected to make further contributions going forward.	1,900 Shares

Candidate No.	Name (Date of Birth)	Career Summary, Positions and Responsibilities in the Company, Major Concurrent Positions and Reasons for the Nomination and Roles Required	Shares in Company
10	 Tsunehiro Nakayama (January 20, 1948) Reappointment Outside Officer Independent Officer	April 1971: Joined the Industrial Bank of Japan, Ltd. April 2004: Representative Director, Vice President, Mizuho Corporate Bank, Ltd. March 2007: Resigned from Mizuho Corporate Bank, Ltd. April 2007: Adviser, Merrill Lynch Japan Securities Co., Ltd. May 2007: Representative Director, Chairman, Merrill Lynch Japan Securities Co., Ltd. November 2008: Representative Director, Chairman and President, Merrill Lynch Japan Securities Co., Ltd. March 2009: Representative Director, Chairman and President, Merrill Lynch Japan Securities Co., Ltd., Representative in Japan, Bank of America Group July 2010: Representative Director, Chairman, Merrill Lynch Japan Securities Co., Ltd. June 2017: Director, Merrill Lynch Japan Securities Co., Ltd. July 2017: Special Adviser, Merrill Lynch Japan Securities Co., Ltd. September 2017: Resigned from Merrill Lynch Japan Securities Co., Ltd. June 2019: Managing Director of the Company (current position) <Significant concurrent position outside the Company> Outside Director, Tokai Tokyo Financial Holdings, Inc. <Reasons for the nomination and roles required> Tsunehiro Nakayama has amassed a wealth of experience and broad insight having served for many years in top management positions. During meetings of the Board of Directors, he has provided many recommendations and findings regarding finance, risk management and other matters from an objective and specialist viewpoint based on his broad insight concerning management. He has contributed greatly to invigorating discussions of the Board of Directors and improving its effectiveness. In addition, as a member of the Nomination Advisory Committee and Compensation Advisory Committee, he has participated in discussions from an objective standpoint, contributing to ensuring transparency in the selection process for managing directors and corporate auditors and in the decision process for compensation of managing directors. As the Company's outside director, he has played an appropriate role aimed at reinforcing the supervision functions of the Board of Directors and ensuring transparency. The Company re-selected Mr. Nakayama as a candidate for managing director as he is expected to make further contributions going forward.	0 Shares

Candidate No.	Name (Date of Birth)	Career Summary, Positions and Responsibilities in the Company, Major Concurrent Positions and Reasons for the Nomination and Roles Required	Shares in Company
11	 Shinichiro Ito (December 25, 1950) Reappointment Outside Officer Independent Officer	April 1974: Joined ALL NIPPON AIRWAYS CO., LTD. June 2003: Member of the Board of Directors, Corporate Executive Officer, ALL NIPPON AIRWAYS CO., LTD. April 2004: Executive Vice President, Corporate Executive Officer, ALL NIPPON AIRWAYS CO., LTD. April 2006: Senior Executive Vice President, Corporate Executive Officer, ALL NIPPON AIRWAYS CO., LTD. April 2007: Senior Executive Vice President, Representative Director, ALL NIPPON AIRWAYS CO., LTD. April 2009: President & Chief Executive Officer, Representative Director, ALL NIPPON AIRWAYS CO., LTD. April 2013: President & Chief Executive Officer, Representative Director, ANA HOLDINGS INC. Chairman of the Board, ALL NIPPON AIRWAYS CO., LTD. April 2015: Chairman of the Board, Representative Director, ANA HOLDINGS INC. April 2017: Chairman of the Board, ANA HOLDINGS INC. (current position) June 2019: Managing Director of the Company (current position) <Significant concurrent position outside the Company> Chairman of the Board, ANA HOLDINGS INC. <Reasons for the nomination and roles required> Shinichiro Ito has amassed a wealth of experience and broad insight having served for many years in top management positions. During meetings of the Board of Directors, he has provided many recommendations and findings regarding branding, global business development and other matters from an objective and specialist viewpoint based on his broad insight concerning management. He has contributed greatly to invigorating discussions of the Board of Directors and improving its effectiveness. In addition, as a member of the Nomination Advisory Committee and Compensation Advisory Committee, he has participated in discussions from an objective standpoint, contributing to ensuring transparency in the selection process for managing directors and corporate auditors and in the decision process for compensation of managing directors. As the Company's outside director, he has played an appropriate role aimed at reinforcing the supervision functions of the Board of Directors and ensuring transparency. The Company re-selected Mr. Ito as a candidate for managing director as he is expected to make further contributions going forward.	0 Shares

Candidate No.	Name (Date of Birth)	Career Summary, Positions and Responsibilities in the Company, Major Concurrent Positions and Reasons for the Nomination and Roles Required	Shares in Company
12	 Eriko Kawai (April 28, 1958) New Candidate Outside Officer Independent Officer	October 1981: Joined Nomura Research Institute, Ltd. September 1985: Joined McKinsey & Company's Paris Branch October 1986: Joined Mercury Asset Management/SG Warburg plc November 1995: Director and Chief Investment Officer (CIO) of Yamaichi Regent ABC Polska July 1998: Senior Pension Funds Administrator of Bank for International Settlements (BIS) October 2004: Senior Pension Funds Administrator of Organization for Economic Cooperation and Development (OECD) March 2008: Representative of Kawai Global Intelligence April 2012: Professor of Kyoto University April. 2021: Professor Emeritus of Kyoto University (current position) <Significant concurrent position outside the Company> Outside Director, Daiwa Securities Group Inc., Outside Director, CMIC Holdings Co., Ltd., Outside Audit & Supervisory Board Member, Yamaha Motor Co., Ltd. <Reasons for the nomination and roles required> Eriko Kawai has served for many years overseas where she amassed a wealth of experience and broad insight as a management consultant and working for international organizations and universities. The Company has nominated her as a candidate for outside director because it expects she will provide various opinions to the Company's management aimed at reinforcing the supervision functions of the Board of Directors and ensuring transparency. If she is elected, the Company plans to have her involved as member of the Nomination Advisory Committee and Compensation Advisory Committee to increase the transparency in the selection process for managing directors and corporate auditors and in the decision process for compensation of managing directors.	0 Shares

Notes:

1. Eriko Kawai is a new candidate for managing director.
2. There is no special interest between the Company and the above candidates.
3. Masafumi Nogimori, Tsunehiro Nakayama, Shinichiro Ito, and Eriko Kawai are candidates for outside directors.
4. Masafumi Nogimori, Tsunehiro Nakayama, Shinichiro Ito and Eriko Kawai are independent officers who have no conflicts of interest with general shareholders as determined by the Tokyo Stock Exchange, and the Company has reported as such to the Tokyo Stock Exchange.
5. The number of years that have passed since being appointed the Company's outside director is as follows.
   (1) Masafumi Nogimori is currently serving as an outside director of the Company, and will have served for four (4) years at the time of conclusion of this General Meeting of Shareholders.
   (2) Tsunehiro Nakayama and Shinichiro Ito are currently serving as outside directors of the Company, and will have served for two (2) years at the time of conclusion of this General Meeting of Shareholders.
6. A summary of the details of the liability limitation contract with outside directors is presented below.
   (1) Masafumi Nogimori, Tsunehiro Nakayama and Shinichiro Ito are currently serving as outside directors of the Company. The Company concluded an agreement with each of these individuals limiting their liability under the Article 423, paragraph (1) of the Companies Act to the aggregate of the amounts provided under each item of the Article 425, paragraph (1) of the Companies Act. If their reappointment is approved and adopted, the Company plans to continue such agreement with them.
   (2) If the appointment of Eriko Kawai is approved and adopted, the Company plans to conclude the same agreement as above with her.
7. The Company has concluded a directors and officers liability insurance contract with an insurance company. A summary of the details of this insurance contract appears in Business Report "3 (5)

Outline of Directors and Officers Liability Insurance Policy" (on page 29). If the appointment of candidates for director is approved, the directors will be included in the insured covered under this insurance contract. In addition, the Company plans to renew this insurance contract under the same conditions at the next renewal.

<Reference> Policy and procedures for the selection and appointment of candidates for managing directors

The Company, based on the Group's management philosophy, business strategies and others, comprehensively considers the personality, abilities, insights and other factors of each candidate, and selects persons who are suitable for managing directors as candidates. The Company appoints its outside directors with the expectation that they will contribute their abundant experience and broad knowledge to the Company's management, and that they will play an appropriate role in strengthening the supervisory function of the Board of Directors and ensuring transparency.
In addition, the Company has established the Nomination Advisory Committee constituted by two internal directors and four outside directors, which account for the majority of the total committee members, and chaired by an outside director. The Board of Directors consults with the committee on the nomination of candidates for managing directors prior to decisions made at the Board of Directors.

<Reference> Areas of expertise and experience of candidates for managing director (skills matrix)

Candidate No.	Name	Corporate management	Treasury, accounting and finance	Compliance and risk management	Global	Technology and innovation	ESG	Urban development (real estate development, etc.)
1	Hiromichi Iwasa	●	●	●		●	●	●
2	Masanobu Komoda	●	●	●		●	●	●
3	Yoshikazu Kitahara			●		●		●
4	Kiyotaka Fujibayashi	●		●			●	●
5	Yasuo Onozawa			●			●	●
6	Takashi Yamamoto	●		●	●			●
7	Takashi Ueda		●			●		●
8	Wataru Hamamoto		●			●		●
9	Masafumi Nogimori	●		●	●	●	●	
10	Tsunehiro Nakayama	●	●	●	●		●	
11	Shinichiro Ito	●		●	●	●	●	
12	Eriko Kawai		●	●	●	●	●	

* The above list does not contain all of the areas of expertise and experience of each candidate.

Item 3: Payment of Bonuses to Managing Directors

The Company proposes paying bonuses to the eight (8) managing directors (excluding outside directors) at the end of the fiscal year under review in the total amount of ¥398,520,000 based on consideration on a comprehensive level. Comprehensive consideration included that of the business performance for the fiscal year under review, return of profits to shareholders in accordance with the shareholder returns policy, progress of the Group's Long-Term Vision, "VISION 2025," the economic conditions, the business environment, and other factors, while consideration of the business performance in the fiscal year under review took into account the fact that the Company recorded an increase in revenue, but a decrease in profits, from the previous fiscal year, despite mostly achieving the earnings forecasts announced during the fiscal year under review.
This proposal has been approved by the Board of Directors and judged to be appropriate following discussions by the Compensation Advisory Committee pursuant to the policy for determining the details of officer compensation, etc. The Compensation Advisory Committee is consisted by two (2) internal directors and four outside directors, which account for the majority of the total committee members, and is chaired by an outside director. Furthermore, the policy for determining the details of officer compensation, etc. appears on page 25 of the Business Report.

Notes: Note: The total amount of bonuses paid to the eight (8) managing directors (excluding outside directors), which was approved and adopted at the 108th Ordinary General Shareholders' Meeting, was ¥ 428,200,000.

1. Overview of the Corporate Group

(1) Financial Position and Results of Operations

Classification		106th Fiscal Year FY2017	107th Fiscal Year FY2018	108th Fiscal Year FY2019	109th Fiscal Year (This fiscal year) FY2020
Revenue from operations	(Billions of yen)	1,751.1	1,861.1	1,905.6	2,007.5
Operating income	(Billions of yen)	245.9	262.1	280.6	203.7
Ordinary income	(Billions of yen)	240.3	254.1	258.5	168.8
Profit attributable to owners of parent	(Billions of yen)	155.8	168.6	183.9	129.5
Earnings per share	(yen)	157.75	171.30	188.35	134.44
Total assets	(Billions of yen)	6,284.7	6,802.7	7,395.3	7,741.9
Net assets	(Billions of yen)	2,287.7	2,420.8	2,486.5	2,655.9
Net assets per share	(yen)	2,231.15	2,384.87	2,480.36	2,656.42

(2) Significant Subsidiaries

Company name	Capital	The Company's ownership ratio	Principal businesses
Mitsui Fudosan Residential Co., Ltd.	¥40.0 billion	100.00%	Development, property sales, leasing and commissioned sales of housing, etc.
Mitsui Fudosan Realty Co., Ltd.	¥20.0 billion	100.00%	Brokerage and consulting for real estates, operation and management of car park, car-sharing services
Mitsui Home Co., Ltd.	¥13.9 billion	100.00%	Housing construction using 2x4 (two by four) method, construction of medical, welfare and other facility buildings, residential renovations
TOKYO DOME CORPORATION	¥2.0 billion	84.83%	Business promotion, operation and management of Tokyo Dome City, etc.
Mitsui Fudosan America, Inc.	US$722 thousand	100.00%	Supervision and promotion of business operations in the U.S.

Notes:

1. The Company executed a tender offer for the shares of TOKYO DOME CORPORATION and made the company a consolidated subsidiary of the Company on January 25, 2021. Furthermore, in the future the Company's investment ratio is planned to become 80%.
2. MFA Holding, Inc., a wholly-owned subsidiary of the Company, owns as a holding company 100% of the shares in Mitsui Fudosan America, Inc.

(3) Principal Business Offices

i) The Company

Head office: 1-1, Nihonbashi Muromachi 2-chome, Chuo-ku, Tokyo

Kansai Head Office (Osaka City)
Hokkaido Branch (Sapporo City)
Tohoku Branch (Sendai City)
Chiba Branch (Chiba City)
Yokohama Branch (Yokohama City)
Chubu Branch (Nagoya City)
Kyoto Branch (Kyoto City)
Chugoku Branch (Hiroshima City)
Kyushu Branch (Fukuoka City)

ii) Subsidiaries

Mitsui Fudosan Residential Co., Ltd., Head office (Chuo-ku, Tokyo)
Mitsui Fudosan Realty Co., Ltd., Head office (Chiyoda-ku, Tokyo)
Mitsui Home Co., Ltd., Head office (Shinjuku-ku, Tokyo)
TOKYO DOME CORPORATION Head Office (Bunkyo-ku, Tokyo)
Mitsui Fudosan America, Inc., Head office (the U.S.)

(4) Employees

Number of employees	Change from the end of the previous fiscal year
23,992	+3,128

Note: The above number of employees refers to the number of employees currently employed directly by the Company.

(5) Principal Lenders

(Billions of yen)

Lenders	Outstanding borrowings
Sumitomo Mitsui Banking Corporation	231.4
MUFG Bank, Ltd.	217.1
Mizuho Bank, Ltd.	180.0
Nippon Life Insurance Company	104.5

2. Matters Concerning the Company's Stock

(1) Total number of authorized shares 3,290,000,000 shares

(2) Total number of issued shares 965,281,777 shares (Includes 3,124,170 shares of treasury stock)

(3) Number of shareholders 39,243

(4) Major shareholders

Shareholders	Ownership of shares of the Company	
	Number of shares held (thousands)	Shareholding ratio (%)
The Master Trust Bank of Japan, Ltd. (Trust account)	104,401	10.85
Custody Bank of Japan, Ltd. (Trust account)	71,065	7.39
SSBTC CLIENT OMNIBUS ACCOUNT	21,856	2.27
JPMorgan Securities Japan Co., Ltd.	21,297	2.21
Custody Bank of Japan, Ltd. (Trust account 7)	19,834	2.06
State Street Bank West Client - Treaty 505234	15,669	1.63
Custody Bank of Japan, Ltd. (Trust account 5)	13,784	1.43
KAJIMA CORPORATION	13,362	1.39
Sumitomo Mitsui Banking Corporation	12,982	1.35
Custody Bank of Japan, Ltd. (Trust account 6)	12,218	1.27

Note: The shareholding ratio is calculated excluding treasury stock.

(5) Shares Delivered During the Fiscal Year to Managing Directors as Consideration for Their Execution of Duties

The Company, with the aim of providing an incentive to achieve continuous improvement of the Company's corporate value and encouraging a further sharing of value with the shareholders, passed a resolution on the introduction of a restricted stock compensation system, in place of stock options, at the 108th Ordinary General Shareholders' Meeting held on June 26, 2020. At the Board of Directors meeting held on June 26, 2020, a resolution was passed on the issuance of new shares as restricted stock compensation and on July 22, 2020, the Company issued 137,050 common shares.

The number of restricted stock allocated to the Company's managing directors is as follows. Furthermore, in case the eligible managing director retires from the position due to the expiry of their term of office, or any other justified reason, restrictions on the restricted stock shall be removed, and in case they retire due to a breach of laws or regulations, or any other unjustified reason, the Company shall rightfully acquire the allotted shares gratis.

	Number of shares	Persons eligible for delivery
Managing Directors (excluding outside directors)	53,330 shares	8

(6) Other Significant Matters Concerning the Company's Stock

The Company, with the aim of enhancing returns to shareholders, repurchased and cancelled its own shares, as follows.

・Repurchase of own shares (resolved by the Board of Directors on May 12, 2020)

Class and number of shares repurchased	5,460,300 common shares
Aggregate repurchase price	¥9,999,984,550
Period of repurchase	From July 13, 2020 to July 27, 2020
Method of repurchase	Market purchases on the Tokyo Stock Exchange

・Cancellation of own shares (resolved by the Board of Directors on August 6, 2020)

Class and number of shares cancelled	14,105,500 common shares
Date of cancellation	August 31, 2020

Notes: The number of shares cancelled are the sum of 8,645,200 of own shares repurchased following the resolution at the Board of Directors meeting held on March 18, 2020 and 5,460,300 of own shares repurchased following the resolution at the Board of Directors meeting held on May 12, 2020.

Additionally, with the aim of enhancing returns to shareholders through flexible repurchases of its own shares, the Company resolved to repurchase its own shares, as follows.

・Resolution of repurchase of own shares (resolved by the Board of Directors on May 14, 2021)

Class and the maximum total number of shares to be repurchased	10,000,000 common shares
Maximum total repurchase price	¥15,000,000,000
Period of repurchase (scheduled)	From May 17, 2021 to March 31, 2022
Method of repurchase	Market purchases on the Tokyo Stock Exchange

(7) Other Matters Concerning Shares Owned by the Company

i) Policy regarding the reduction of strategic shareholdings

The Company continuously reviews our strategic shareholdings, and it is our policy to reduce our strategic shareholdings after confirming the quantitative rationale for holding them, in addition to the significance holding them brings to us, in light of our relationships with our business partners. Furthermore, it is our Company policy to hold listed shares that are considered to be effective in terms of management strategies from a medium- to long-term perspective, to improve the corporate value of the Group, comprehensively taking into account business strategies and relationships with business partners, etc., as shares that are separate from pure investment purposes (strategic shareholdings).

ii) Sales results related to strategic shareholdings

Since establishing this reduction policy in December 2018, the Company has sold 16 stocks totaling 9,900,000 shares, amounting to ¥67.8 billion.

In FY2020, the Company has sold three stocks totaling 5,060,000 shares, amounting to ¥45.9 billion.

iii) Findings from the verification of strategic shareholdings by the Board of Directors

In verifying the rationality of the holdings, the Company verifies whether the benefits and risks associated with the holdings are commensurate with the cost of the capital, and the Company also confirms the significance of the holdings in terms of transaction performance, stable financing, and the creation of business opportunities. Additionally, the Company assesses whether they contribute to the enhancement of the Group's corporate value over the medium to long term.

At a meeting of the Board of Directors held on May 14, 2021, the quantitative rationale for holding each individual stock, and the significance of holding the stock in light of the relationship with business partners were confirmed, and the appropriateness of holding the stock was examined. As a result, the Company will continue considering the selling of stocks for which the rationality of holding or the significance of holding has diminished, all the while taking into account the impact such holdings have on the stock market.

iv) Status of holding shares that are separate from pure investment purposes

(1) Number of stocks owned: 127 (of which, 58 are shares of listed companies) / Amount recorded on balance sheet: ¥639.9 billion (of which, ¥629.2 billion is for shares of listed companies)

(2) Main stock (Oriental Land Co., Ltd.)

Presence of strategic shareholding by the other company	None
Amount recorded on balance sheet	¥460.4 billion
Background and purpose of holding	The Company was involved in the establishment of Oriental Land Co., Ltd. in 1960 and has owned its shares ever since. Mitsui Garden Hotel PRANA Tokyo Bay, located in Urayasu City, Chiba Prefecture and operated and managed by the Group, is a partner hotel of Tokyo Disney Resort, and the Company is an official sponsor of Tokyo Disneyland and Tokyo Disney Sea, which is operated by Oriental Land Co., Ltd. Therefore, the Company believes this holding provides utility in terms of facilitating the promotion of the Group's business activities and creating business opportunities.
Sales results:	FY2019: 960,000 shares (¥12.9 billion) / FY2020: 3,000,000 shares (¥45.6 billion)

Information concerning other stocks the Company owns is posted on the Company's website (https://www.mitsuifudosan.co.jp/corporate/ir/shareholder/meeting/)

3. Matters Concerning Managing Directors and Corporate Auditors

(1) Names, Positions, Responsibilities and Major Concurrent Positions of Managing Directors and Corporate Auditors

Name	Position	Responsibilities in the Company and Major Concurrent Positions, etc.
Hiromichi Iwasa	Chairman of the Board (Representative)	Outside Director, TV TOKYO Holdings Corporation
Masanobu Komoda	President and Chief Executive Officer (Representative)	
Yoshikazu Kitahara	Managing Director (Representative)	Solution Partner Division, Retail Properties Division, Hotels and Resorts Division, Logistics Properties Business Division, Business Innovation Planning Dept., Venture Co-creation Dept., Toyosu-Project Development Planning Dept., Kashiwanoha Urban Planning and Development Dept., Development Planning Dept., Gotanda Project Dept.
Kiyotaka Fujibayashi	Managing Director	Homes and Living Promotion Division, Housing Sales Business and Rental Housing Business, President and Representative Director, Mitsui Fudosan Residential Co., Ltd.
Yasuo Onozawa	Managing Director	General Administration Dept., Executive Secretarial Dept., Corporate Communication Dept., Personnel Dept., Affiliated Business Dept., Overall Kansai Head Office/Branch Managing, Outside Director, Imperial Hotel, Ltd.
Takashi Yamamoto	Managing Director	International Division
Takashi Ueda	Managing Director	Architectural and Construction Services Dept., Office Building Division, Life Science Innovation Dept., Hibiya Urban Planning and Development Dept., Overall Managing of Nihonbashi Urban Planning and Development Dept., Tokyo Midtown Development Dept.
Wataru Hamamoto	Managing Director	Accounting and Finance Dept., Corporate Planning Dept., DX Division, Planning and Research Dept., Space & Environment Institute
Masako Egawa	Managing Director (outside director)	Specially Appointed Professor, Graduate School of Business Administration, Hitotsubashi University Outside Director, Tokio Marine Holdings, Inc. Outside Director, Mitsui & Co., Ltd.
Masafumi Nogimori	Managing Director (outside director)	Outside Director, Daicel Corporation Outside Director, Linical Co., Ltd.
Tsunehiro Nakayama	Managing Director (outside director)	Outside Director, Tokai Tokyo Financial Holdings, Inc.
Shinichiro Ito	Managing Director (outside director)	Chairman of the Board, ANA HOLDINGS INC.
Masatoshi Sato	Senior Corporate Auditor (full time)	
Hiroyuki Ishigami	Senior Corporate Auditor (full time)	Outside Corporate Auditor, Imperial Hotel, Ltd.
Yoshitaka Kato	Corporate Auditor (outside auditor)	Certified Public Accountant Outside Corporate Auditor, Sumitomo Chemical Co., Ltd. Outside Audit & Supervisory Board Member, Sumitomo Corporation
Yasushi Manago	Corporate Auditor (outside auditor)	Lawyer, Of Counsel, Nishimura & Asahi LPC Outside Director, Nippon Television Holdings, Inc.
Yukimi Ozeki	Corporate Auditor (outside auditor)	Professor, Seikei University Law School Outside Director, Bourbon Corporation

Notes:

1. Managing Directors Masako Egawa, Masafumi Nogimori, Tsunehiro Nakayama and Shinichiro Ito are managing directors (outside directors) as prescribed under Article 2, item (xv) of the Companies Act.
2. Corporate Auditors Yoshitaka Kato, Yasushi Manago and Yukimi Ozeki are corporate auditors (outside auditors) as prescribed under Article 2, item (xvi) of the Companies Act.
3. The Company has registered Masako Egawa, Masafumi Nogimori, Tsunehiro Nakayama, Shinichiro Ito, Yoshitaka Kato, Yasushi Manago and Yukimi Ozeki as independent officers with the Tokyo Stock Exchange.
4. Senior Corporate Auditor (full time) Masatoshi Sato has experience in Accounting and Finance Department of the Company and possesses considerable knowledge in finance and accounting.
5. Corporate Auditor Yoshitaka Kato is a certified public accountant and possesses considerable knowledge in finance and accounting.
6. Corporate Auditor Yasushi Manago has experiences at the Ministry of Finance and possesses considerable knowledge in finance and accounting.
7. The Company has no significant business relations with any of the companies in which the managing directors and corporate auditors hold concurrent positions.
8. Effective on April 1, 2021, Kiyotaka Fujibayashi assumed the position of Chairman of the Board of Mitsui Fudosan Residential Co., Ltd. from President and Representative Director of Mitsui Fudosan Residential Co., Ltd.
9. Effective on June 19, 2020, Masako Egawa assumed the position of Outside Director of Mitsui & Co., Ltd.
10. At the time of conclusion of the 108th Ordinary General Shareholders' Meeting held on June 26, 2020, Hiroyuki Ishigami retired from Managing Director by resignation and assumed the position of Corporate Auditor. Also, effective on June 25, 2020, he assumed the position of Outside Corporate Auditor of Imperial Hotel, Ltd.
11. Effective on March 31, 2021, Yukimi Ozeki retired from Professor of Seikei University Law School and effective on April 1, 2021, assumed the position of Professor of Chuo Law School, Chuo University.

(2) Compensation, etc. of Managing Directors and Corporate Auditors

i) Policy, etc. on determination of the details of officer compensation, etc.

- Managing directors' compensation consists of basic compensation, bonuses as a short-term incentive approved by resolution of the General Shareholders' Meeting after a comprehensive examination of performance, etc. for each fiscal year, and restricted stock compensation as a medium- to long-term incentive with the purpose of achieving continuous improvement of the Group's corporate value and encouraging a further sharing of value with shareholders. Compensation paid to outside directors is solely basic compensation. In addition, compensation paid to corporate auditors is solely basic compensation.
- Indicators for restricted stock compensation and bonuses, which are linked to business performance, comprehensively take into account performance for the fiscal year under review, return of profits to shareholders based on the Company's shareholder return policy, progress of the Group's long-term management policy "VISION 2025," economic conditions, and the business environment, etc. in order to increase the linkages between managing directors' compensation, performance and shareholder value.
- The payout ratio of performance-linked compensation and basic compensation, compensation not linked to performance, in managing directors' compensation is set generally between about 45% and 50% for performance-linked compensation and about 50% to 55% for compensation not linked to performance.
- Managing Directors' compensation is determined by the Board of Directors after consultations at the Compensation Advisory Committee chaired by an outside director and constituted by two (2) internal directors and four (4) outside directors, which account for the majority of the total committee members. Corporate Auditor' compensation is determined based on discussions among corporate auditors.
- The Board of Directors determines the details of compensation, etc. for individual managing directors for the fiscal year under review pursuant to the above policy after consultations with the Compensation Advisory Committee. As a result, the details of compensation are deemed to follow the policy.

ii) Matters on resolutions of the General Shareholders' Meeting regarding compensation, etc. of managing directors and corporate auditors

Basic compensation for managing directors of up to ¥90 million per month (including basic compensation up to ¥10 million per month to be paid to outside directors) and basic compensation for corporate auditors of up to ¥20 million per month was approved at the 106th Ordinary General Shareholders' Meeting held on June 28, 2018. The number of managing directors was twelve (12) (including four (4) outside directors) and the number of corporate auditors was five (5) (including three (3) outside corporate auditors) as of the conclusion of the 106th Ordinary General Shareholders' Meeting. At the 109th Ordinary General Shareholders' Meeting, the Company plans to obtain approval for bonuses to be paid to eight (8) managing directors (excluding outside directors) as at the end of the fiscal year under review in the total amount of ¥398 million. Regarding restricted stock compensation for managing directors, a resolution was approved at the 108th Ordinary General Shareholders' Meeting held on June 26, 2020 on the introduction of a restricted stock compensation system in place of stock options, and approval was also obtained to pay monetary compensation receivables of no more than ¥600 million per year for the granting of restricted stock to managing directors (excluding outside directors) and to keep the total number of allotted restricted stock to no more than 200,000 shares per year. The number of managing directors was twelve (12) (including four (4) outside directors) as of the conclusion of the 108th Ordinary General Shareholders' Meeting.

iii) Total amount of compensation, etc. related to the fiscal year under review

Officer classification	Total amount of compensation, etc. (¥ millions)	Total amount of compensation, etc. by type (¥ millions)				Number of eligible officers (Persons)
		Basic compensation	Bonuses	Stock options	Restricted stock compensation	
Managing Directors (Of which, outside directors)	1,145 (61)	650 (61)	398 (–)	20 (–)	76 (–)	13 (4)
Corporate Auditors (Of which, outside corporate auditors)	141 (34)	141 (34)	–	–	–	6 (3)
Total (Of which, outside officers)	1,287 (96)	792 (96)	398 (–)	20 (–)	76 (–)	19 (7)

Notes:

1. The above number of persons paid and compensation, etc. include one (1) managing director and one (1) corporate auditor who retired at the time of conclusion of the 108th Ordinary General Shareholders' Meeting held on June 26, 2020. At this Meeting, the Company plans to obtain approval for bonuses to be paid to managing directors.
2. The Company issues restricted stock compensation to managing directors as non-monetary compensation. The details of the restricted stock compensation and the status of delivery are described in "2 (5) Shares Delivered During the Fiscal Year to Managing Directors as Consideration for Their Execution of Duties" (page 20) of the business report.
3. The above "stock options" contains the amount of expenses recorded in the fiscal year under review. Furthermore, a resolution was passed at the 108th Ordinary General Shareholders' Meeting held on June 26, 2020 on the introduction of a restricted stock compensation system in place of stock options. As a result, new stock options will not be granted.
4. Performance targets related to performance-linked compensation for the fiscal year under review are revenue from operations of ¥1,950 billion, operating income of ¥200 billion, ordinary income of ¥169 billion, and profit attributable to owners of parent of ¥120 billion, per the consolidated earnings forecast for the fiscal year ended March 31, 2021, which was announced during the period. The target for returning profits to shareholders based on the shareholder return policy is to achieve a total shareholder return ratio of around 35% of profit attributable to owners of parent. In addition, the progress of the Group's long-term management policy "VISION 2025" is also taken into consideration. The results of performance related to performance-linked compensation for the fiscal year under review were revenue from operations of ¥2,007.5 billion, operating income of ¥203.7 billion, ordinary income of ¥168.8 billion, and profit attributable to owners of parent of ¥129.5 billion. Although the earnings forecast was mostly achieved, the outcome was an increase in revenue, but decrease in profit, from the previous fiscal year. As for the results of returning profits to shareholders, the full-year dividend per share for the fiscal year under review was ¥44 (the year-end dividend is planned to be approved at this Meeting). The acquisition of treasury stock was approved at a meeting of the Board of Directors with a maximum total acquisition price of ¥15.0 billion as outlined in "2 (6) Other Significant Matters Concerning the Company's Stock" (page 21) of the business report. As a result, the total shareholder return ratio was 44.2%. Progress of the Group's long-term management policy "VISION 2025" is described in "1 (1) Business Activities and Results" (pages 21 to 30, in Japanese only) of the business report.

(3) Matters Concerning Outside Officers

Major activities during the fiscal year ended March 31, 2021

Name	Category	Major activities (Outline of attendance, advice and duties performed regarding expected role)
Masako Egawa	Managing Director (outside director)	She attended all 12 Board of Directors meetings held in this fiscal year and provided various recommendations and findings on corporate governance and the promotion of women's empowerment, etc. from her objective and professional viewpoint based on her broad insight concerning management, greatly contributing to the invigoration of discussions by the Board of Directors and improving its effectiveness. In addition, attended the Nomination Advisory Committee and Compensation Advisory Committee, she has participated in discussions from an objective standpoint, contributing to ensuring transparency in the selection process for managing directors and corporate auditors and in the decision process for compensation of managing directors.
Masafumi Nogimori	Managing Director (outside director)	He attended 11 out of 12 Board of Directors meetings held in this fiscal year and provided various recommendations and findings on compliance and innovation, etc. from his objective and professional viewpoint based on his broad insight concerning management, greatly contributing to the invigoration of discussions by the Board of Directors and improving its effectiveness. In addition, attended the Nomination Advisory Committee and Compensation Advisory Committee, he has participated in discussions from an objective standpoint, contributing to ensuring transparency in the selection process for managing directors and corporate auditors and in the decision process for compensation of managing directors.
Tsunehiro Nakayama	Managing Director (outside director)	He attended all 12 Board of Directors meetings held in this fiscal year and provided various recommendations and findings on finance and risk management, etc. from his objective and professional viewpoint based on his broad insight concerning management, greatly contributing to the invigoration of discussions by the Board of Directors and improving its effectiveness. In addition, attended the Nomination Advisory Committee and Compensation Advisory Committee, he has participated in discussions from an objective standpoint, contributing to ensuring transparency in the selection process for managing directors and corporate auditors and in the decision process for compensation of managing directors.
Shinichiro Ito	Managing Director (outside director)	He attended 11 out of 12 Board of Directors meetings held in this fiscal year and provided various recommendations and findings on branding and global business development, etc. from his objective and professional viewpoint based on his broad insight concerning management, greatly contributing to the invigoration of discussions by the Board of Directors and improving its effectiveness. In addition, attended the Nomination Advisory Committee and Compensation Advisory Committee, he has participated in discussions from an objective standpoint, contributing to ensuring transparency in the selection process for managing directors and corporate auditors and in the decision process for compensation of managing directors.

Name	Category	Major activities
Yoshitaka Kato	Corporate Auditor (outside auditor)	He attended 11 out of 12 Board of Directors meetings and 11 out of 12 Board of Corporate Auditors meetings held in this fiscal year and stated opinions on matters for resolution and other issues as necessary based on his professional knowledge and broad experience concerning accounting and tax matters, etc.; thus,

		appropriately fulfilling the role of auditing the execution of duties by managing directors.
Yasushi Manago	Corporate Auditor (outside auditor)	He attended 11 out of 12 Board of Directors meetings and 11 out of 12 Board of Corporate Auditors meetings held in this fiscal year and stated opinions on matters for resolution and other issues as necessary based on his professional knowledge and broad experience concerning finance and legal matters, etc.; thus, appropriately fulfilling the role of auditing the execution of duties by managing directors.
Yukimi Ozeki	Corporate Auditor (outside auditor)	She attended all 12 Board of Directors meetings and all 12 Board of Corporate Auditors meetings held in this fiscal year and stated opinions on matters for resolution and other issues as necessary based on her professional knowledge and broad experience concerning the Companies Act, etc.; thus, appropriately fulfilling the role of auditing the execution of duties by managing directors.

(4) Outline of Liability Limitation Agreement

Pursuant to provisions under Article 427, paragraph (1) of the Companies Act, the Company has concluded an agreement with each of outside officers limiting their liability under Article 423, paragraph (1) of the Companies Act to the aggregate of the amounts provided under each item of Article 425 paragraph (1) of the Companies Act.

(5) Outline of Directors and Officers Liability Insurance Policy

The Company has entered into a directors and officers liability insurance policy with an insurance company. The policy covers the litigation expense and damages to be borne by the insured due to corporate lawsuits, third-party lawsuits, and shareholder derivative suit, etc. Damages resulting from illegal acts of the insured are not covered as a measure to assure the appropriateness of the execution of duties by the insured. The insureds under the above policy are the Company's managing directors, corporate auditors, managing officers, and Group officers. The full amount of insurance premiums is borne by the Company for all of the insureds.

4. Independent Auditors

(1) Name of the Independent Auditors
KPMG AZSA LLC

(2) Amount of Compensation, etc.

(Millions of yen)

i)	The amount of compensation, etc. for the independent auditors for this fiscal year	216
ii)	Total amount of money and other property benefit to be paid by the Company and its subsidiaries	562

Notes:

1. Under the audit agreement between the Company and the independent auditors, the amount of compensation, etc. for audits based on the Companies Act and that for audits based on the Financial Instruments and Exchange Act are not clearly distinguished, and cannot be substantially distinguished. Therefore, the combined amount of compensation, etc. for these audits is stated herein as the amount of compensation, etc. for the independent auditors for this fiscal year.
2. MFA Holding, Inc., which owns 100% of the shares in Mitsui Fudosan America, Inc., one of the Company's significant subsidiaries, is audited by a person other than the Company's independent auditors with qualification equivalent to the certified public accountant or audit firm in foreign countries.
3. The Board of Corporate Auditors verified the appropriateness of the audit performance, in line with the audit plan and actual performance in the previous fiscal year, and closely examined the audit plan details including audit hours and staff arrangements for this fiscal year, which was explained by the independent auditors, and the estimate underlying the compensation.
   As a result of such procedures, the Board gave consent under Article 399, paragraph (1) of the Companies Act on the compensation, etc. for the independent auditors.

(3) Non-audit Services
The Company entrusts the independent auditors with preparing comfort letters, other than the services prescribed under Article 2, paragraph (1) of the Certified Public Accountants Act.

(4) Policy for Determining Dismissal or Non-reappointment of the Independent Auditors
The Board of Corporate Auditors shall deliberate on the dismissal or non-reappointment of the independent auditors not only in the case of dismissal or non-reappointment due to company circumstances, but also in cases where there is a serious interference with the auditing services for the Company, including the case where such independent auditors are deemed to fall under any item provided for in each item of Article 340, paragraph (1) of the Companies Act, and the case where the independent auditors receive an audit business suspension order from the supervisory authorities.
If the Board of Corporate Auditors, as a result of such deliberation, decides that dismissal or non-reappointment of the independent auditors is reasonable, the Board of Corporate Auditors shall either dismiss the independent auditors based on the consent of all corporate auditors, or decide details of a proposal regarding dismissal or non-reappointment of the independent auditors, and, based on such decision, the Board of Directors shall submit the proposal to the Shareholders' Meeting.

5. Basic Policy on Control of the Company

In order to realize the Group's Long-Term Vision, "VISION 2025," the Company will carry out "customer-centered management," "business innovation" and "evolution of Group management" as its basic strategies, with the view of pursuing further improvement of corporate value by working to create value.
At the same time, in the event of any large-scale acquisition of the Company's shares, the Company is clearly aware of the necessity to adopt appropriate measures against a particular type of acquisition that does not contribute to the Company's corporate value and the shareholders' common interests.
The Company has not established particular takeover defense measures or similar matters; however, should any acquisition attempt that does not contribute to the Company's corporate value and the shareholders' common interests take place, the Company would stand ready to carefully investigate the matter and respond appropriately, while taking social circumstances into consideration.

The above report is presented in the following manner.

(1) Amounts in hundred millions of yen, millions of yen and thousands of U.S. dollars are rounded down to the nearest unit, respectively.
(2) The number of shares indicated in the thousands and ten thousands is rounded down to the nearest unit.
(3) Percentage figures are indicated rounded to the nearest indicated unit.
(4) Unless otherwise stated, the information from section 1. (2) "Significant Subsidiaries" is current as of March 31, 2021.

Consolidated Financial Statements

Consolidated Balance Sheet (As of March 31, 2021)

(Millions of yen)

Assets	
Current assets	**2,455,996**
Cash and deposits	189,542
Notes and accounts receivable - trade	41,368
Securities	87
Real estate for sale	1,080,339
Real estate for sale in process	536,766
Land for development	297,576
Costs on construction contracts in progress	17,710
Other inventory assets	6,204
Advance payments to suppliers	15,844
Short-term loans receivable	17,186
Operating investments in capital	10,013
Other	243,928
Allowance for doubtful accounts	(574)
Non-current assets	**5,285,975**
Property, plant and equipment	**3,717,166**
Buildings and structures	1,284,152
Machinery, equipment and vehicles	59,040
Land	2,058,993
Construction in progress	249,386
Other	65,593
Intangible assets	**79,633**
Leasehold interests in land	40,952
Other	38,681
Investments and other assets	**1,489,174**
Investment securities	1,049,085
Long-term loans receivable	8,857
Leasehold and guarantee deposits	160,943
Retirement benefit assets	50,677
Deferred tax assets	26,586
Deferred tax assets for land revaluation	2
Other	194,220
Allowance for doubtful accounts	(1,198)
Total assets	**7,741,972**

Liabilities	
Current liabilities	**1,001,167**
Notes and accounts payable - trade	97,969
Short-term borrowings	231,152
Non-recourse short-term borrowings	75,708
Commercial papers	99,500
Current portion of bonds payable	35,042
Current portion of non-recourse bonds payable	21,635
Income taxes payable	50,339
Advances received on construction contracts in progress	21,566
Provision for warranties for completed construction	705
Provision for loss on guarantees	1
Other	367,546
Non-current liabilities	**4,084,813**
Bonds payable	733,697
Non-recourse bonds payable	63,350
Long-term borrowings	1,981,443
Non-recourse long-term borrowings	381,909
Leasehold and guarantee deposits received	435,929
Deferred tax liabilities	242,645
Deferred tax liabilities for land revaluation	242,645
Retirement benefit liability	121,424
Provision for retirement benefits for directors (and other officers)	846
Other	75,501
Total liabilities	**5,085,981**
Net assets	
Shareholders' equity	**1,965,986**
Capital	339,897
Capital surplus	372,293
Retained earnings	1,259,715
Treasury shares	(5,920)
Accumulated other comprehensive income	**589,898**
Valuation difference on available-for-sale securities	394,873
Deferred gains or losses on hedges	5,165
Revaluation reserve for land	202,686
Foreign currency translation adjustment	(34,524)
Remeasurements of defined benefit plans	21,697
Share acquisition rights	**1,422**
Non-controlling interests	**98,683**
Total net assets	**2,655,991**
Total liabilities and net assets	**7,741,972**

Consolidated Statement of Income (April 1, 2020 to March 31, 2021)

(Unit: millions of yen)

Item	Amount	
Operating revenue		**2,007,554**
Operating costs		**1,609,639**
Operating gross profit		**397,915**
Selling, general and administrative expenses		194,144
Operating income		203,770
Non-operating income		
Interest income	1,302	
Dividend income	5,573	
Subsidy income	2,319	
Other	2,228	11,424
Noon-operating expenses		
Interest expenses	27,779	
Share of loss of entities accounted for using equity method	6,157	
Other	12,391	46,328
Ordinary income		168,865
Extraordinary income		
Gain on sale of non-current assets	20,704	
Gain on sale of investment securities	45,931	
Gain on sale of shares of subsidiaries and associates	10,701	77,337
Extraordinary losses		
Impairment losses	39,648	
Losses due to COVID-19	14,734	54,382
Profit before income taxes		191,820
Income taxes - current	89,146	
Income taxes - deferred	(27,053)	62,092
Profit		129,727
Profit attributable to non-controlling interests		151
Profit attributable to owners of parent		129,576

Financial Statements

Balance Sheet (As of March 31, 2021)

(Unit: millions of yen)

Assets	
Current assets	**1,044,839**
Cash and deposits	26,876
Accounts receivable	5,847
Real estate for sale	532,220
Real estate for sale in process	39,853
Land for development	71,790
Advance payments to suppliers	1,314
Prepaid expenses	6,582
Short-term loans receivable	314,129
Accounts receivable - other	23,133
Operating investments in capital	8,290
Other	24,413
Allowance for doubtful accounts	(9,614)
Non-current assets	**4,913,072**
Property, plant and equipment	**2,574,584**
Buildings	918,507
Structures	32,709
Machinery and equipment	19,539
Vehicles	109
Tools, furniture and fixtures	29,758
Land	1,518,152
Construction in progress	50,551
Other	5,255
Intangible assets	**33,874**
Leasehold interests in land	16,645
Software	16,333
Other	896
Investments and other assets	**2,304,613**
Investment securities	730,803
Shares of subsidiaries and associates	626,409
Bonds of subsidiaries and associates	7,700
Investments in other securities of subsidiaries and associates	8,889
Investments in capital of subsidiaries and associates	60,435
Long-term loans receivable from subsidiaries and associates	657,773
Distressed receivables	10
Long-term prepaid expenses	45,241
Prepaid pension costs	12,516
Leasehold and guarantee deposits	141,246
Other	15,773
Allowance for doubtful accounts	(2,186)
Total assets	**5,957,912**

Liabilities	
Current liabilities	**655,132**
Accounts payable - trade	33,955
Commercial papers	98,000
Current portion of bonds payable	20,000
Current portion of long-term borrowings	133,000
Lease obligations	1,026
Accounts payable - other	36,401
Accrued expenses	9,706
Income taxes payable	34,573
Advances received	30,325
Deposits received	247,884
Other	10,259
Non-current liabilities	**3,124,702**
Bonds payable	689,689
Long-term borrowings	1,709,720
Leasehold and guarantee deposits received	418,494
Lease obligations	4,312
Deferred tax liabilities	190,373
Deferred tax liabilities for land revaluation	94,832
Provision for retirement benefits	4,346
Provision for retirement benefits for directors (and other officers)	282
Other	12,649
Total liabilities	**3,779,834**
Net assets	
Shareholders' equity	**1,570,822**
Capital	**339,897**
Capital surplus	**413,873**
Capital surplus	413,873
Retained earnings	**822,958**
Legal retained earnings	13,688
Other retained earnings	809,269
Reserve for property replacement	111,434
Reserve for open innovation promotion tax system	98
General reserve	16,790
Reserve for special depreciation	4,623
Retained earnings brought forward	676,321
Treasury shares	**(5,906)**
Valuation and translation adjustments	**605,832**
Valuation difference on available-for-sale securities	389,401
Deferred gains or losses on hedges	5,250
Revaluation reserve for land	211,180
Share acquisition rights	**1,422**
Total net assets	**2,178,077**
Total liabilities and net assets	**5,957,912**

Statement of Income (April 1, 2020 to March 31, 2021)

(Unit: millions of yen)

Item		Amount
Operating revenue		**858,686**
Operating costs		**703,536**
Operating gross profit		**155,150**
Selling, general and administrative expenses		44,213
Operating income		**110,937**
Non-operating income		
Interest income	10,192	
Dividend income	52,065	
Other	1,749	64,007
Non-operating expenses		
Interest expenses	23,125	
Other	10,344	33,470
Ordinary income		**141,474**
Extraordinary income		
Gain on sale of non-current assets	20,699	
Gain on sale of investment securities	45,659	66,359
Extraordinary losses		
Impairment losses	37,996	
Losses due to COVID-19	11,021	49,018
Profit before income taxes		**158,814**
Income taxes - current	65,584	
Income taxes - deferred	(29,554)	36,029
Profit		**122,785**