(Translation)

# *NOTICE OF 2025 ORDINARY GENERAL MEETING OF SHAREHOLDERS*

Mitsubishi Corporation

(Note)
This is an unofficial translation of the Japanese language original, and is provided for your convenience only, without any warranty as to its accuracy or as to the completeness of the information. The Japanese original is the sole official version.
If amendments are required to matters contained in the Business Report, the financial statements, the Matters for Resolution or other documents, Mitsubishi Corporation will post revisions on its website (2025 Ordinary General Meeting of Shareholders | Mitsubishi Corporation).

(Translation)

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(Translation)

**Stock Code 8058**
**May 30, 2025**
(Start Date of Electronic Provision Measures: May 16, 2025)

# *Notice of 2025 Ordinary General Meeting of Shareholders*

Dear Shareholders,

This is to notify you that an ordinary general meeting of the shareholders of Mitsubishi Corporation for the fiscal year ended March 31, 2025 will be held as described below.

Yours very truly,

Katsuya Nakanishi
Representative Director,
President and CEO

Mitsubishi Corporation
3-1, Marunouchi-2-chome,
Chiyoda-ku, Tokyo

For the convening of this Ordinary General Meeting of Shareholders, information contained in the Reference Documents for the Ordinary General Meeting of Shareholders, etc. (Electronic Provision Measures Matters) is provided electronically, and is posted on the Company's website as "Notice of 2025 Ordinary General Meeting of Shareholders" and "Other Electronic Provision Measures Matters of 2025 Ordinary General Meeting of Shareholders (Items Excluded From Notice of 2025 Ordinary General Meeting of Shareholders)."

The Company's website https://www.mitsubishicorp.com/jp/en/ir/sh_meeting/

In addition to the above, such information is also available on the website of Tokyo Stock Exchange (TSE). If you are unable to access the Company's website, please access to the TSE's website below, enter the stock name (Mitsubishi Corporation) or Stock Code (8058), search for it, and select "Basic information" and "Public documents/PR information" to confirm them.

The TSE's website https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show

You can exercise your voting right by mail or via the Internet. If exercising your right by mail, please complete the required procedures and ensure we receive the form no later than 5:30 p.m. on Thursday, June 19, 2025 (Japan Time). Procedures for exercising your voting right via the Internet must also be completed by 5:30 p.m. on Thursday June 19, 2025 (Japan Time).

- If you attend the meeting, please bring the enclosed voting form to the reception desk.
- When exercising your voting rights by proxy, note that, per the Company's Articles of Incorporation, you may appoint only one shareholder having voting rights to be your proxy in order to exercise your voting rights. If attending the meeting by proxy, your proxy must submit the voting form and a letter of proxy testifying to their authority to do so to the reception desk.
- Where there is no indication of either "approval" or "disapproval" of the respective proposed resolutions on the voting form, it shall be deemed that each of Company Proposals were approved, and each of Shareholder Proposals were disapproved.
- If you exercise your voting right by both mail and via the Internet, the vote you enter via the Internet will be counted as valid.
- If you exercise your voting right multiple times via the Internet, the last vote you enter will be counted as valid.
- If there are any revisions to the electronic provision measures matters, such revisions will be posted on each website.

(Translation)

# Details of the Meeting

**1. Date and Time:** Friday, June 20, 2025 at 10:00 a.m.
**2. Place:** The Prince Park Tower Tokyo, Convention Hall (B2 floor), 8-1, Shibakoen 4-chome, Minato-ku, Tokyo
**3. Agenda for the Meeting:**

[Matters for Reporting]

1. *Report on the consolidated statement of financial position and the non-consolidated balance sheet as of March 31, 2025, the consolidated statement of income, the non-consolidated statement of income, and the consolidated and the non-consolidated statement of changes in equity for the fiscal year ended March 31, 2025 (from April 1, 2024 to March 31, 2025) and business report for the same fiscal year.*
2. *The audit reports of the independent auditors and the Audit & Supervisory Board concerning the consolidated financial statements.*

[Matters for Resolution]

**<Company Proposals(From Proposal No.1 to No.4)>**

1. *To Approve the Proposed Appropriation of Surplus*
2. *To Elect 10 Directors (excluding Directors who are Audit & Supervisory Committee Members)*
3. *To Determine the Amount of Remuneration for Directors (excluding Directors who are Audit & Supervisory Committee Members)*
4. *To Introduce a Stock-based Remuneration for Eligible Directors (excluding Directors who are Audit & Supervisory Committee Members)*

**<Shareholder Proposals(Proposal No. 5 and No.6)>**

5. *Partial amendment to the Articles of Incorporation (Disclosure of Financial Risk Audit by Audit & Supervisory Committee)*
6. *Partial amendment to the Articles of Incorporation (Disclosure of the financial impact of failing to meet a 1.5 degree Celsius target under the Paris Agreement)*

**Other Electronic Provision Measures Matters of 2025 Ordinary General Meeting of Shareholders (Items Excluded From Notice of 2025 Ordinary General Meeting of Shareholders)**

In accordance with relevant laws and regulations, as well as the Company's Article of Incorporation, the items listed in (1), (2), (3) and (4) below are not attached to this Notice of the Ordinary General Meeting of Shareholders. The documents which are in the scope of audit, including the items listed in (1), (2), (3) and (4) below, are audited by the Audit & Supervisory Committee and the Accounting Auditor.

(1) Business Report: "Office Network of the MC Group," "Number of Employees of the MC Group," "Stock Information," "Principal Shareholders," "Major Lenders," "Matters Concerning Outside Directors," "Internal Control System (summary of systems necessary to ensure the proper operations of the Company)," "Matters Concerning Independent Auditors," "Stock Acquisition Rights."
(2) Consolidated Financial Statements: "Consolidated Statement of Financial Position," "Consolidated Statement of Income," "Consolidated Statement of Changes in Equity," "Notes."
(3) Non-consolidated Financial Statements: "Non-consolidated Balance Sheet," "Non-consolidated Statement of Income," "Non-consolidated Statement of Changes in Equity," "Notes."
(4) Audit Report: "Independent Auditor's Report (Consolidated Financial Statements)," "Independent Auditor's Report (Non-consolidated Financial Statements)," "Audit Report of the Audit & Supervisory Committee."

For reference, items listed below are also posted on the Company's website.
・Consolidated Financial Statements: "Consolidated Statement of Comprehensive Income (Reference only)."

(Note) "The MC Group" in the Business Report represents Mitsubishi Corporation ("MC")'s "group of enterprises" pursuant to Article 120, Paragraph 2 of the Ordinance for Enforcement of the Companies Act.

(Translation)

# Information on Exercising Voting Right in Advance

Please refer to the Notice of 2025 Ordinary General Meeting of Shareholders and exercise your voting right using one of the following methods.

- **Mail**
  Please indicate your approval or disapproval of the proposals on the voting form and return it by mail. Voting forms must arrive no later than **5:30 p.m. on Thursday, June 19, 2025** (Japan Time).

- **Internet**
  Please access the Internet voting website (https://evote.tr.mufg.jp/) and enter your approval or disapproval of the proposals. Deadline for exercising voting right is **5:30 p.m. on Thursday, June 19, 2025** (Japan Time).
  ‣‣‣Please see the following for details.

## Procedures for Exercising Voting Right via the Internet

If you exercise your voting right via the Internet, please refer to the following. Access the Internet voting website via a computer, smartphone, tablet, or mobile phone and follow the directions on the screen to exercise your voting right.

### **Procedures to vote by scanning the QR code** via a smartphone or tablet

(1) Scan the QR code shown on the bottom right of the voting form.
(2) Please cast your vote by following the directions on the screen.

### Procedures to vote by entering your login ID and password

(1) Access the Internet voting website: https://evote.tr.mufg.jp/
(2) Once you have accessed the Internet voting website, please enter your login ID and temporary password shown on the bottom right of the voting form. Please cast your vote by following the directions on the screen.

### Notes

- The site cannot be accessed between 2:30 a.m. and 4:30 a.m. daily in Japan Time.
- How We Process Multiple Votes
  (1) If you exercise your voting right by both mail and via the Internet, the vote you enter via the Internet will be counted as valid.
  (2) If you exercise your voting right multiple times via the Internet, the last vote you enter will be counted as valid.
- The shareholder will pay all fees arising from accessing the Internet voting website (Internet connection fees, communications fees, etc.)

### <**Institutional Investors**>

Please exercise your voting right using the voting platform operated by ICJ if you have applied to use it in advance.

(Translation)

# Reference Documents

## Details of Each Proposal

### ＜Company Proposals＞

Proposal No.1 to No.4 are proposed by the Company.

### *Proposal No 1. To Approve the Proposed Appropriation of Surplus*

The proposed appropriation of surplus for the fiscal year ended March 31, 2025 is as follows.
Under “Midterm Corporate Strategy 2024”, which covers the period from the fiscal year ended March 31, 2023, to the fiscal year ending March 31, 2025, MC had adopted a progressive dividend policy that aims to increase dividends in tandem with sustainable profit growth. In consideration of consolidated business results and other factors, the Board of Directors proposes the year-end dividend of ¥50 per common share. As a result, total dividends for the fiscal year ended March 31, 2025, including the interim dividend of ¥50 per common share, will be increased by ¥30 from the previous fiscal year to become ¥100 per common share.

1. Year-end dividends

(1) Dividends to be paid

Cash

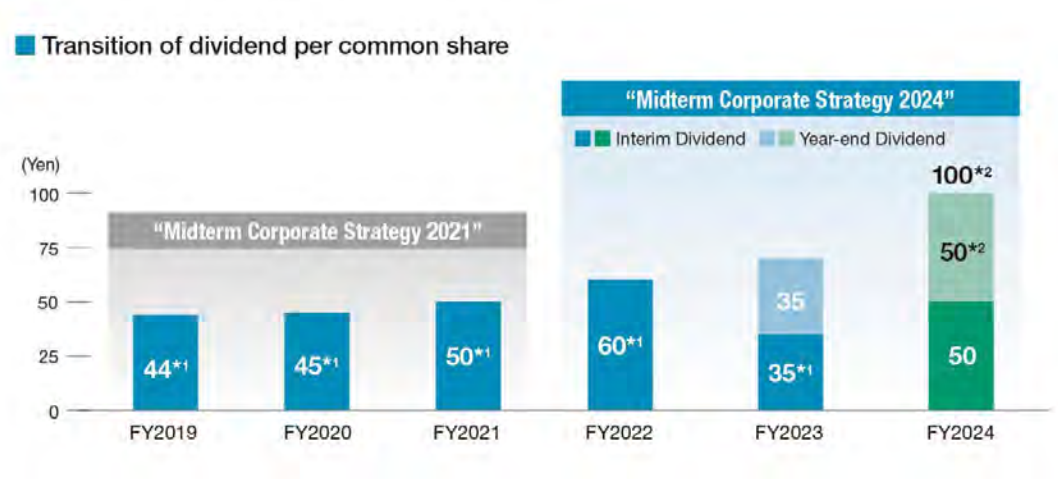
(2) Allotment of dividend assets for shareholders and total amount

¥50 per common share of the Company

Total amount: ¥199,883,342,750

(3) Effective date of payment of surplus available for dividends

June 23, 2025




*1: Adjusted taking into account the effect of the 3-for-1 stock split of common shares effective January 1, 2024 (rounded to the nearest whole number).

*2: Subject to the approval of this Proposal as originally proposed.

(Translation)

## *Proposal No 2. To Elect 10 Directors (excluding Directors who are Audit & Supervisory Committee Members)*

The term of all 10 Directors (excluding Audit & Supervisory Committee Members/the same applies below in this Proposal) will expire at the close of this Ordinary General Meeting of Shareholders.
Accordingly, the Board proposes the following 10 candidates for election as Directors as detailed on the following.
Of the 10 candidates, 4 are candidates for Outside Directors. All such candidates meet the requirements of an Independent Director, as specified by the Tokyo Stock Exchange, Inc., as well as "Independence Criteria" specified by MC, and have been registered as Independent Directors with the Tokyo Stock Exchange, Inc.

(Note) MC's Standards for Independent Directors
To make a judgment of independence, MC checks if the person concerned meets the conditions for Independence Criteria prescribed by the Tokyo Stock Exchange, Inc., and whether the person concerned is currently any of the following items (1) to (7) and whether they have been at any time in the past 3 fiscal years. If a person is still judged by MC to be effectively independent despite one or more of the below items (1) to (7) applying, MC will explain and disclose the reason for their appointment as an Independent Director.
(1) A major shareholder of MC (a person or entity directly or indirectly holding 10% or more of the voting rights), or a Member of Business Personnel [*1] of such shareholder.
(2) A Member of Business Personnel of a creditor of MC exceeding the threshold set by Mitsubishi Corporation [*2].
(3) A Member of Business Personnel of a supplier or a customer of MC exceeding the threshold set by MC [*3].
(4) A provider of professional services, such as a consultant, lawyer, or certified public accountant, receiving cash or other financial benefits from MC, other than Directors' remuneration, where the amount exceeds ¥10 million per fiscal year.
(5) A representative or partner of MC's Independent Auditor.
(6) A person belonging to an organization that has received donations exceeding a certain amount [*4] from MC.
(7) A person who has been served as an Outside Director and/or an Outside Audit & Supervisory Board Member of MC for more than 8 years.
*1 A "Member of Business Personnel" in this MC's Standards for Independent Directors refers to a managing director, corporate officer, Executive Officer, or other employee of a company.
*2 "Creditors exceeding the threshold set by MC" refer to creditors to whom MC owes an amount exceeding 2% of MC's consolidated total assets.
*3 "Suppliers or customers exceeding the threshold" set by MC refer to suppliers or customers whose transaction amount with MC exceed 2% of MC's consolidated revenues.
*4 "Donations exceeding a certain amount" refer to donations of more than ¥20 million per fiscal year.

**Opinion of the Audit & Supervisory Committee on this Proposal**

The Audit & Supervisory Committee has reviewed the deliberations of the Corporate Governance and Nomination Committee and the Board of Directors regarding this Proposal in light of MC's Corporate Governance Principles and other relevant factors, and has concluded that there are no matters regarding this Proposal that should be presented to the General Meeting of Shareholders in accordance with the provisions of the Companies Act.

(Translation)

| # | Name | Age /Gender | | Present position and responsibilities at the Company | Term of office (as of close of this Ordinary General Meeting of Shareholders) | Member of Corporate Governance and Nomination Committee ** | Member of Compensation Committee ** |
|---|---|---|---|---|---|---|---|
| 1 | Takehiko Kakiuchi | 69 (male) | Renomination | Chairman of the Board | 9 | ◎ | ○ |
| 2 | Katsuya Nakanishi * | 64 (male) | Renomination | Director, President and CEO | 3 | ○ | ― |
| 3 | Kotaro Tsukamoto * | 63 (male) | Renomination | Director, Senior Executive Vice President, Senior Assistant to the President and CEO, Chief Compliance Officer | 1 | ― | ― |
| 4 | Yutaka Kashiwagi * | 61 (male) | Renomination | Director, Executive Vice President, Corporate Functional Officer, Human Resources, Global Planning & Coordination, IT | 4 | ― | ― |
| 5 | Yuzo Nouchi * | 60 (male) | Renomination | Director, Executive Vice President, Corporate Functional Officer, CFO | 3 | ― | ― |
| 6 | Yoshiyuki Nojima* | 59 (male) | Renomination | Director, Executive Vice President, Corporate Functional Officer, Corporate Administration, Legal, Officer for Emergency Crisis Management Headquarters | 1 | ― | ― |
| 7 | Shunichi Miyanaga | 77 (male) | Renomination Outside Director, Independent Director | Director | 6 | ○ | ― |
| 8 | Sakie Akiyama | 62 (female) | Renomination Outside Director, Independent Director | Director | 5 | ○ | ◎ |
| 9 | Mari Sagiya | 62 (female) | Renomination Outside Director, Independent Director | Director | 3 | ○ | ― |
| 10 | Mari Kogiso | 58 (female) | Renomination Outside Director, Independent Director | Director | 3 (including two years served as an Audit & Supervisory Board Member) | ○ | ○ |

◎ indicates the committee chair

(Notes)

1. Upon the approval of this Proposal as originally proposed, each candidate denoted by one asterisk is expected to be named a Representative Director at the Board of Directors Meeting to be held immediately following this Ordinary General Meeting of Shareholders.
2. Upon the approval of this Proposal as originally proposed, members of the committees denoted by two asterisks are expected to be selected after the conclusion of this Ordinary General Meeting of Shareholders.

3. The name recorded in the family register of Ms. Mari Sagiya is Ms. Mari Itaya.
4. MC has concluded agreements with Messrs. Takehiko Kakiuchi, Shunichi Miyanaga, Sakie Akiyama, Mari Sagiya and Mari Kogiso limiting their liability according to Article 423, Paragraph 1 of the Companies Act. According to the agreements, the maximum liability of each is the minimum amount stipulated under Article 425, Paragraph 1 of the Companies Act. Upon the approval of this Proposal as originally proposed, MC will extend agreements limiting their liability with the above-mentioned 5 individuals.
5. MC has executed agreements with Messrs. Takehiko Kakiuchi, Katsuya Nakanishi, Kotaro Tsukamoto, Yutaka Kashiwagi, Yuzo Nouchi, Yoshiyuki Nojima, Shunichi Miyanaga, Sakie Akiyama, Mari Sagiya and Mari Kogiso stipulating that MC shall, to the extent admitted by laws and regulations, indemnify them from types of expenses and damage stipulated in Article 430-2, Paragraph 1, Item 1 and 2 of the Companies Act, respectively. Upon approvals of this Proposal as originally proposed, MC will extend agreements with the above-mentioned 10 individuals.
6. MC has concluded a Directors and Officers (D&O) Liability Insurance Agreement that designates its Directors as insured persons and it is scheduled to be renewed in August 2025. This agreement is designed to indemnify these individuals against damages that may arise while pursuing their official responsibilities or that may result from personal lawsuits brought against them seeking compensation on the grounds of such responsibilities. Relevant insurance premiums are paid solely by the Company. In addition, this agreement precludes indemnification against damages attributable to intentional misconduct including decisions made knowingly of illegality and so forth.

(Translation)

| **1. Takehiko Kakiuchi** | Number of shares owned: 1,493,352<br>(Of the above, number of shares equivalent to vested stock acquisition rights owned: 301,500) | Renomination |
|---|---|---|
| Date of Birth: Jul. 31, 1955<br>69 years old | | Term of office:<br>9 years (as of close of this Ordinary General Meeting of Shareholders) |



**Job History, Positions and Responsibilities**

| | |
|---|---|
| Apr. 1979 | Joined MC |
| Apr. 2010 | Senior Vice President, Division COO, Foods (Commodity) Div. |
| Apr. 2011 | Senior Vice President, General Manager, Living Essential Group CEO Office Division COO, Foods (Commodity) Div. |
| Apr. 2013 | Executive Vice President, Group CEO, Living Essentials Group |
| Apr. 2016 | President and CEO |
| Jun. 2016 | Director, President and CEO |
| Apr. 2022 | Chairman of the Board (present position) |

**Important Concurrent Positions**
Outside Director, Mitsubishi Motors Corporation

**Reason for Nomination as Director**
Mr. Kakiuchi served as MC′s President and CEO from 2016 to 2022. Prior to that, he spent his career primarily in MC′s agriculture, fishery, and living essentials businesses. He has also served as CEO of the Living Essentials Group. As President and CEO, he made notable contributions to MC′s corporate value, guiding the company in its aim to realize triple-value growth (simultaneously generating economic value, societal value, and environmental value), and promoting asset replacement under the Value-Added Cyclical Growth Model. Since 2022, Mr. Kakiuchi has served as Chairman of the Board in order to oversee MC′s management in a non-executive capacity and helped to strengthen corporate governance, which is considered the foundation of MC′s sustainable growth.
MC has re-nominated Mr. Kakiuchi as a Director. He possesses a wealth of experience at MC covering its business and general management, as well as global business experience and expertise in management and administrative operations.

(Translation)

| **2. Katsuya Nakanishi** | Number of shares owned: 373,998<br>(Of the above, number of shares equivalent to vested stock acquisition rights owned: 0) | Renomination |
|---|---|---|
| Date of Birth: Oct. 15, 1960<br>64 years old | | Term of office:<br>3 years (as of close of this Ordinary General Meeting of Shareholders) |



**Job History, Positions and Responsibilities**

| | |
|---|---|
| Apr. 1985 | Joined MC |
| Apr. 2016 | Senior Vice President, Regional CEO, Middle East & Central Asia |
| Apr. 2018 | Senior Vice President, Division COO, New Energy & Power Generation Div. |
| Apr. 2019 | Executive Vice President, Group CEO, Power Solution Group |
| Apr. 2020 | Executive Vice President, Group CEO, Power Solution Group, Power & Retail DX Task Force Leader |
| Oct. 2021 | Executive Vice President, Group CEO, Power Solution Group, Power & Retail DX Task Force Leader, EX Task Force Leader |
| Apr. 2022 | President and CEO |
| Jun. 2022 | Director, President and CEO (present position) |

**Reason for Nomination as Director**

Having spent his career in new energy and power-generation operations, Mr. Nakanishi was appointed as CEO of the Power Solution Group in April 2019. His previous positions include Regional CEO for the Middle East and Central Asia. He has helped to enhance MC's corporate value by promoting both energy (EX) and digital (DX) transformations. Mr. Nakanishi was appointed as MC's President and CEO in April 2022, and he has been promoting Corporate Strategy 2027 since April 2025, following Midterm Corporate Strategy 2024, aiming to create new value through demonstrating our integrated strength.

MC has re-nominated Mr. Nakanishi as a Director. He possesses a wealth of experience at MC covering its business and general management, as well as global business experience and expertise in management and administrative operations.

(Translation)

| **3. Kotaro Tsukamoto** | Number of shares owned: 375,750<br>(Of the above, number of shares equivalent to vested stock acquisition rights owned: 201,600) | Renomination |
|---|---|---|
| Date of Birth: May 26, 1962<br>63 years old | | Term of office:<br>1 year (as of close of this Ordinary General Meeting of Shareholders) |



**Job History, Positions and Responsibilities**

| | |
|---|---|
| Apr. 1985 | Joined MC |
| Apr. 2016 | Senior Vice President, General Manager, Corporate Planning Dept., Metal One Corporation |
| Apr. 2017 | Senior Vice President, Division COO, Steel Business Div. |
| Apr. 2018 | Senior Vice President, Division COO, Mineral Resources Investment Div. |
| Apr. 2019 | Executive Vice President, Group CEO, Industrial Materials Group |
| Apr. 2024 | Senior Executive Vice President, Senior Assistant to the President and CEO, (Concurrently) Chief Compliance Officer |
| Jun. 2024 | Director, Senior Executive Vice President, Senior Assistant to the President and CEO, (Concurrently) Chief Compliance Officer (present position) |

**Reason for Nomination as Director**

Mr. Tsukamoto has spent his career in metals businesses and his previous posts include Steel Business Division COO and Mineral Resources Investment Division COO. He has served as CEO of the Industrial Materials Group since April 2019, and through his engagement with the functional materials business, which underpins the digitization and electrification of society, as well as the streamlining and strengthening of materials supply chain, Mr. Tsukamoto has taken on the challenge of transforming the materials industry in response to diversifications of needs and changes in industrial structure, thereby contributing to the enhancement of MC's corporate value. From April 2024, he has served as Senior Executive Vice President, Senior Assistant to the President and CEO, and Chief Compliance Officer. In these roles, he assists the President and CEO and promote the strengthening of MC's compliance framework on a consolidated basis.

MC has re-nominated Mr. Tsukamoto as a Director. He possesses a wealth of experience at MC covering its business and general management, as well as global business experience and expertise in management and administrative operations.

(Translation)

| **4. Yutaka Kashiwagi** | Number of shares owned: 241,769<br>(Of the above, number of shares equivalent to vested stock acquisition rights owned: 104,700) | Renomination |
|---|---|---|
| Date of Birth: Feb. 10, 1964<br>61 years old | | Term of office:<br>4 years (as of close of this Ordinary General Meeting of Shareholders) |



**Job History, Positions and Responsibilities**

| | |
|---|---|
| Apr. 1986 | Joined MC |
| Apr. 2018 | Senior Vice President, Division COO, Environmental Business Div. |
| Apr. 2019 | Senior Vice President, General Manager, Power Solution Group CEO Office |
| Apr. 2021 | Executive Vice President, Corporate Functional Officer, Business Development for Japan, General Manager, Kansai Branch |
| Jun. 2021 | Director, Executive Vice President,<br>Corporate Functional Officer, Business Development for Japan, General Manager, Kansai Branch |
| Apr. 2022 | Director, Executive Vice President,<br>Corporate Functional Officer, CDO, CAO, Corporate Communications, Corporate Sustainability & CSR |
| Jul. 2022 | Director, Executive Vice President,<br>Corporate Functional Officer, IT, CAO, Corporate Communications, Corporate Sustainability & CSR |
| Apr. 2023 | Director, Executive Vice President,<br>Corporate Functional Officer, IT, CAO<br>(Concurrently) Chief Compliance Officer, Officer for Emergency Crisis Management Headquarters |
| Apr. 2024 | Director, Executive Vice President,<br>Corporate Functional Officer, Human Resources, Global Planning & Coordination, IT (present position) |

**Reason for Nomination as Director**

Mr. Kashiwagi has spent his career mainly in the fields of power generation and energy, and his previous posts include General Manager of the Power Solution Group CEO Office. In April 2021, through his appointment as Corporate Functional Officer, he promoted business development in Japan, sustainability measures, and other initiatives. In addition, he has made contributions toward the enhancement of our corporate value through his work on public relations strategies, corporate governance and legal functions, strengthening of the compliance framework, and business continuity management. Currently, he serves as Corporate Functional Officer in charge of Human Resources, Global Planning & Coordination, and IT, as he continues to promote maximizing the value of human capital and enhancing IT risk management, all while working to further strengthen the global management system.

MC has re-nominated Mr. Kashiwagi as a Director. He possesses a wealth of management experience, covering both MC's diverse operations and business/administrative operations in general.

(Translation)

| **5. Yuzo Nouchi** | Number of shares owned: 209,086<br>(Of the above, number of shares equivalent to vested stock acquisition rights owned: 0) | Renomination |
|---|---|---|
| Date of Birth: Jun. 27, 1964<br>60 years old | | Term of office:<br>3 years (as of close of this Ordinary General Meeting of Shareholders) |



**Job History, Positions and Responsibilities**

| | |
|---|---|
| Apr. 1987 | Joined MC |
| Apr. 2019 | Senior Vice President, General Manager, Corporate Accounting Dept. |
| Apr. 2022 | Executive Vice President, Corporate Functional Officer, CFO |
| Jun. 2022 | Director, Executive Vice President,<br>Corporate Functional Officer, CFO (present position) |

**Reason for Nomination as Director**

Mr. Nouchi has spent his career in finance and accounting, and his previous posts include General Manager of a business group administration department and General Manager of the Accounting Department. Through those and other key assignments, Mr. Nouchi has leveraged his expertise in finance and accounting to help strengthen the company's corporate value. In April 2022, he was appointed as Corporate Functional Officer in charge of CFO, in which capacity he is responsible for shoring up the company's finances for future growth investments, monitoring its investments in general, and overseeing its risk management (covering, market, credit and other risks). He is also in charge of ensuring stability and long-term growth of its share price.

MC has re-nominated Mr. Nouchi as a Director. He possesses a wealth of management experience, covering both MC's diverse operations and business/administrative operations in general.

(Translation)

<table>
<tr><td>6. Yoshiyuki Nojima</td><td rowspan="2">Number of shares owned: 121,425<br>(Of the above, number of shares equivalent to vested stock acquisition rights owned: 27,900)</td><td>Renomination</td></tr>
<tr><td>Date of Birth: Aug. 12, 1965<br>59 years old</td><td>Term of office:<br>1 year (as of close of this Ordinary General Meeting of Shareholders)</td></tr>
<tr><td colspan="3"><br>Job History, Positions and Responsibilities<br><br>Apr. 1988 Joined MC<br><br>Apr. 2020 Senior Vice President, General Manager, Legal Dept.<br><br>Apr. 2021 Senior Vice President, General Manager, Corporate Administration Dept.<br><br>Apr. 2024 Executive Vice President, Corporate Functional Officer, Corporate Administration, Legal<br>(Concurrently) General Manager, Corporate Administration Dept.<br>(Concurrently) Officer for Emergency Crisis Management Headquarters<br><br>Jun. 2024 Director, Executive Vice President, Corporate Functional Officer, Corporate Administration, Legal<br>(Concurrently) General Manager, Corporate Administration Dept.<br>(Concurrently) Officer for Emergency Crisis Management Headquarters<br><br>Apr. 2025 Director, Executive Vice President, Corporate Functional Officer, Corporate Administration, Legal<br>(Concurrently) Officer for Emergency Crisis Management Headquarters<br>(present position)</td></tr>
<tr><td colspan="3">Reason for Nomination as Director<br>Mr. Nojima has spent his career in corporate administration and legal affairs, and his previous posts include General Manager of the CSR & Environmental Affairs Department, General Manager of the Legal Department, and General Manager of the Corporate Administration Department. He has helped to enhance MC’s corporate value mainly from the aspects of corporate governance, legal affairs, and sustainability. From April 2024, Mr. Nojima has served as Corporate Functional Officer in charge of Corporate Administration and Legal to promote effective corporate governance and enhance legal functions, and as Officer for Emergency Crisis Management Headquarters, tasked with responding to major emergencies and working toward business continuity management on a consolidated basis.<br>MC has re-nominated Mr. Nojima as a Director. He possesses a wealth of management experience, covering both MC’s diverse operations and business/administrative operations in general.</td></tr>
</table>

(Translation)

| | | | |
|---|---|---|---|
| **7. Shunichi Miyanaga** | Renomination | Outside Director | Independent Director |
| | Term of office:<br>6 years (as of close of this Ordinary General Meeting of Shareholders) | | |
| Date of Birth: Apr. 27, 1948<br>77 years old<br>Number of shares owned:<br>34,461 | **Attendance (Record of the fiscal year ended March 31, 2025)**<br>**Board of Directors Meetings**<br>Regular: 11 out of 11 held<br>Extraordinary: 2 out of 2 held<br>**Governance, Nomination and Compensation Committee Meetings (until June 21, 2024)**: 1 out of 1 held<br>**Corporate Governance & Nomination Committee (after June 21, 2024)**: 3 out of 3 held | | |



**Job History, Positions and Responsibilities**

| | |
|---|---|
| Apr. 1972 | Joined Mitsubishi Heavy Industries, Ltd. (“MHI”) |
| Apr. 2006 | Senior Vice President, MHI |
| Apr. 2008 | Executive Vice President, MHI |
| Jun. 2008 | Director, Executive Vice President, MHI |
| Apr. 2011 | Director, Senior Executive Vice President, MHI |
| Apr. 2013 | Director, President, MHI |
| Apr. 2014 | Director, President and CEO, MHI |
| Apr. 2019 | Chairman of the Board, MHI |
| Jun. 2019 | Director, MC (present position) |
| Apr. 2025 | Director, MHI (present position) |

**Important Concurrent Positions**
Director, MHI (scheduled to resign in Jun. 2025)
Outside Director, Mitsubishi Motors Corporation (“MMC”)

**Reason for Nomination as Outside Director and Expected Role**
Mr. Miyanaga has spent many years at the helm of a listed manufacturing conglomerate that is engaged in businesses all over the world. In addition to his global management experience, he possesses extensive know-how in the tech sector, including a keen understanding of the latest trends in energy-related and other various technologies.
In view of these points, MC has re-nominated Mr. Miyanaga as an Independent Director expecting that he will advise management from a practical perspective and appropriately oversee business execution.

**Supplementary Information with respect to Independence and Important Concurrent Positions**
1. Independence of Outside Director
Mr. Miyanaga meets the requirements of Independent Director as specified by the Tokyo Stock Exchange, Inc. and “Independence Criteria” specified by MC, and has been registered as an Independent Director with the Tokyo Stock Exchange, Inc. Supplementary information in terms of independence specified by the Tokyo Stock Exchange, Inc. is as follows:
- Mr. Miyanaga was Director, President and CEO of MHI, from April 2013 to March 2019 and Chairman of the Board of MHI from April 2019 to March 2025. MHI, where Mr. Miyanaga was an executive in the past, and MC have a relationship of cross-directorship whereby each has an Outside Director assigned from the other. In addition, the two companies have business transactions, though these transactions do not exceed 2% of MC’s consolidated revenues.

2. Business relationships between MC and entities where the candidate holds important concurrent position
- MC has business transactions with MHI, but there is no special relationship (specified related party, etc.).
- Mr. Miyanaga has been appointed as an Outside Director of MMC since June 2014. MMC is a specified related party to MC.

(Translation)

**Message from the candidate for appointment as Outside Director**
Amid growing global division and conflict, energy and other resource security concerns are beginning to impact national decarbonization policies. Competition is intensifying among nations and companies in areas such as semiconductor technology related to digitization and generative AI. In order to respond flexibly and appropriately to these historical changes, I will leverage the knowledge I gained from leading a global, diverse manufacturing company to advise and supervise MC- s management and talent development strategies.

(Translation)

| | | | |
|---|---|---|---|
| **8. Sakie Akiyama** | Renomination | Outside Director | Independent Director |
| | Term of office:<br>5 years (as of close of this Ordinary General Meeting of Shareholders) | | |
| Date of Birth: Dec. 1, 1962<br>62 years old<br>Number of shares owned: 24,816 | **Attendance (Record of the fiscal year ended March 31, 2025)**<br>**Board of Directors Meetings**<br>Regular: 11 out of 11 held<br>Extraordinary: 2 out of 2 held<br>**Governance, Nomination and Compensation Committee Meetings (until June 21, 2024)**: 1 out of 1 held<br>**Corporate Governance & Nomination Committee (Since June 21, 2024)**: 3 out of 3 held<br>**Compensation Committee (after June 21, 2024)**: 3 out of 3 held | | |



**Job History, Positions and Responsibilities**

Apr. 1987 Joined Arthur Andersen & Co. (currently Accenture Japan Ltd)

Apr. 1994 Founder and CEO, Saki Corporation

Oct. 2018 Founder, Saki Corporation (advisor) (present position)

Jun. 2020 Director, MC (present position)

**Important Concurrent Positions**
Outside Director, ORIX Corporation (scheduled to resign in Jun. 2025)
Outside Director, Sony Group Corporation (scheduled to resign in Jun. 2025)

**Reason for Nomination as Outside Director and Expected Role**
Having spent her career as an international business consultant, Ms. Akiyama has founded Saki Corporation, a firm that specializes in robotic inspection systems for the electronics assembly markets. She possesses a wealth of know-how in IT and digital technologies, as well as deep insight in innovation cultivated through her experience of leading the growth of global enterprises.

**Supplementary Information with respect to Independence and Important Concurrent Positions**
1. Independence of Outside Director
   Ms. Akiyama meets the requirements of Independent Director as specified by the Tokyo Stock Exchange, Inc. and "Independence Criteria" specified by MC, and has been registered as an Independent Director with the Tokyo Stock Exchange, Inc. There is no supplementary information in terms of independence specified by the Tokyo Stock Exchange, Inc.
2. Business relationships between MC and entities where the candidate holds important concurrent position
   MC has business transactions with ORIX Corporation, but there is no special relationship (specified related party, etc.). MC has no business transactions with Sony Group Corporation.

Ms. Akiyama was appointed as Outside Director of Lawson, Inc. from May 2014 to May 2018. Lawson, Inc. is a specified related party to MC. The company became a wholly owned subsidiary of MC in February 2017 and status of the company has changed to equity method affiliate of MC since August 2024.

**Message from the candidate for appointment as Outside Director**
In the five years since I became an independent director, discussions at the Board of Directors meetings have evolved, becoming deeper and more sophisticated, through a clearer understanding of the status quo, driven by open information sharing and extensive dialogue. As a company with a global business portfolio, MC remains fully committed to enhancing its corporate value amid an increasingly dynamic business environment, considering the impact of international politics on economic activity and changes in industrial structure brought about by technological innovation such as AI.

(Translation)

| | | | |
|---|---|---|---|
| **9. Mari Sagiya** | Renomination | Outside Director | Independent Director |
| | Term of office:<br>3 years (as of close of this Ordinary General Meeting of Shareholders) | | |
| Date of Birth: Nov. 16, 1962<br>62 years old<br>Number of shares owned: 1,549 | **Attendance (Record of the fiscal year ended March 31, 2025)**<br>**Board of Directors Meetings**<br>Regular: 11 out of 11 held<br>Extraordinary: 2 out of 2 held<br>**Governance, Nomination and Compensation Committee Meetings (until June 21, 2024)**: 1 out of 1 held<br>**Corporate Governance & Nomination Committee (after June 21, 2024)**: 3 out of 3 held | | |



**Job History, Positions and Responsibilities**

| | |
|---|---|
| Apr. 1985 | Joined IBM Japan, Ltd. |
| Jul. 2002 | Director, IBM Japan, Ltd. |
| Jul. 2005 | Senior Vice President, IBM Japan, Ltd. |
| Jul. 2014 | Executive Vice President, SAP Japan Co., Ltd. |
| Jun. 2016 | Executive Vice President, Salesforce.com Co., Ltd. (currently Salesforce Japan Co., Ltd.) |
| Jun. 2022 | Director, MC (present position) |

**Important Concurrent Positions**
Outside Director, MonotaRO Co.,Ltd.
Outside Director, JBCC Holdings Inc. (scheduled to resign in Jun. 2025)
Outside Director, Mizuho Leasing Company, Limited

**Reason for Nomination as Outside Director and Expected Role**
Ms. Sagiya has served on the boards of several globally active tech companies and is highly experienced in corporate reforms. She possesses deep insight of IT and digital technologies, as well as HR strategies including diversity.
In view of these points, MC has re-nominated Ms. Sagiya as an Independent Director expecting that she will advise management from a practical perspective and appropriately oversee business execution.

**Supplementary Information with respect to Independence and Important Concurrent Positions**
1. Independence of Outside Director
Ms. Sagiya meets the requirements of Independent Director as specified by the Tokyo Stock Exchange, Inc. and "Independence Criteria" specified by MC, and has been registered as an Independent Director with the Tokyo Stock Exchange, Inc. Supplementary information in terms of independence specified by the Tokyo Stock Exchange, Inc. is as follows:
- Ms. Sagiya worked as Executive Vice President at SAP Japan Co., Ltd. from July 2014 to December 2015 and as Executive Vice President at Salesforce.com Co., Ltd. from January 2016 to August 2019. Although MC engages in business with SAP Japan Co., Ltd., and Salesforce.com Co., Ltd., the amount is below 0.01% of the Company's consolidated revenues and does not affect her independence. MC has no business transactions with IBM Japan, Ltd.

2. Business relationships between MC and entities where the candidate holds important concurrent position
- MC has business transactions with JBCC Holdings Inc., but there is no special relationship (specified related party, etc.). MC has no business transactions with MonotaRO Co., Ltd., and Mizuho Leasing Company, Limited.

(Translation)

**Message from the candidate for appointment as Outside Director**
The business environment within which MC operates is changing at an unprecedented pace due to geopolitical risk, macroeconomic uncertainty, and digital technological innovation. Executive decisions must be made in a timely and accurate manner to capture business risks and growth opportunities, and the Board of Directors is engaging in extensive discussions to fulfill its governance function. I would like to make use of my experience in the IT industry to contribute to MC's sustainable growth in a globally competitive environment by providing advice and supervision.

(Translation)

| | | | |
|---|---|---|---|
| **10. Mari Kogiso** | Renomination | Outside Director | Independent Director |
| | Term of office:<br>3 years (as of close of this Ordinary General Meeting of Shareholders, including two years served as an Audit & Supervisory Board Member) | | |
| Date of Birth: Nov. 15, 1966<br>58 years old<br>Number of shares owned: 3,000 | **Attendance (Record of the fiscal year ended March 31, 2025)**<br>**Board of Directors Meetings**<br>Regular: 11 out of 11 held<br>Extraordinary: 2 out of 2 held<br>**Audit & Supervisory Board meetings (until June 21, 2024)**:<br>3 out of 3 held<br>**Corporate Governance & Nomination Committee (after June 21, 2024)**: 3 out of 3 held<br>**Compensation Committee (after June 21, 2024)**: 3 out of 3 held | | |



**Job History, Positions and Responsibilities**

Apr. 1990 Joined Long-term Credit Bank of Japan

Jun. 1998 Joined World Bank

Jun. 2003 Representative, Asia, Multilateral Investment Guarantee Agency, World Bank Group

Oct. 2012 Founder and CEO, i-Incubate Corporation

Oct. 2014 Representative, Dalberg Japan

Jan. 2016 Head of International Business Planning, Sasakawa Peace Foundation

Jul. 2017 General Manager, Gender Investment and Innovation Division, Sasakawa Peace Foundation

Jun.2019 General Manager, (Diversity, Human Rights, and Public Relations regarding Sustainability), CEO Office, FAST RETAILING CO., LTD.

Jan. 2021 Founder and CEO, SDG Impact Japan Inc. (present position)

Jun. 2022 Audit & Supervisory Board Member, MC

Jun. 2024 Director, MC (present position)

**Important Concurrent Positions**
CEO, SDG Impact Japan Inc.
Outside Director, Terumo Corporation

**Reason for Nomination as Outside Director and Expected Role**
Ms. Kogiso has many years of practical experience in international finance, work that has included promotion of diversity and sustainability initiatives at both global enterprises and public interest incorporated foundations. Through her work in both founding and managing an ESG impact fund, Ms. Kogiso has also accumulated valuable expertise in environmental, social and governance factors and their related financial implications.
In view of these points, MC has re-nominated Ms. Kogiso as an Independent Director expecting that she will advise management from a professional perspective and appropriately oversee business execution.

**Supplementary Information with respect to Independence and Important Concurrent Positions**
1. Independence of Outside Director
Ms. Kogiso meets the requirements of Independent Director as specified by the Tokyo Stock Exchange, Inc. and "Independence Criteria" specified by MC, and has been registered as an Independent Director with the Tokyo Stock Exchange, Inc. There is no supplementary information in terms of independence specified by the Tokyo Stock Exchange, Inc.
2. Business relationships between MC and entities where the candidate holds important concurrent position
- MC has business transactions with Terumo Corporation, but there is no special relationship (specified related party, etc.). MC has no business transactions with SDG Impact Japan Inc.

(Translation)

**Message from the candidate for appointment as Outside Director**

In these times of drastic change, companies are expected to maintain a balance between braking and accelerating to achieve sustainable growth and to earn the trust of society. From an ESG perspective, I will carefully address new issues such as AI and the macro environment, and contribute to enhancing corporate value over the medium to long-term through robust governance, while engaging in extensive dialogue with management. Together with our shareholders, I hope we can create a company that the next generation can be proud of.

(Translation)

**＜Reference＞**

## Roles and Responsibilities of Directors
## Appointment Policy / Appointment Process of Directors

### Directors

Roles and Responsibilities

| Directors (excluding Directors who are Audit & Supervisory Committee members) | Directors who are Audit & Supervisory Committee Members |
|---|---|
| **In-house Directors** | |
| **Chairman of the Board** | **Full-time Audit & Supervisory Committee Members** |
| Aim to ensure MC's sound and sustainable growth and continuous increase of corporate value by enhancing deliberations and ensuring that the Board of Directors fulfills its roles and responsibilities. To this end, strive to maintain and develop corporate governance, and as Chairman of the Board of Directors, lead discussions at Board of Directors meetings in a neutral manner by appropriately eliciting the opinions of Outside Directors, while taking into account the actual situation the executives are confronting. | Based on their companywide management experience within MC and their knowledge and experience in finance, accounting, legal affairs, risk management, etc., Full-time Audit & Supervisory Committee Members will (1) together with the Chairman of the Board, fulfill the roles and functions of the Board of Directors as non-executive In-house Directors. They are also (2) responsible for the timely and accurate assessment of the status of management execution, as well as for creating an environment for effective auditing and oversight by the Audit & Supervisory Committee and cooperating with other Audit & Supervisory Committee members to conduct audits and provide oversight from an objective and broad perspective. They will also directly deliver unfettered opinions to the executives with conviction when necessary, with the aim of ensuring MC's sound and sustainable growth and enhancement of corporate value and social credibility. |
| **Executive Directors** | |
| Carry out business operations in accordance with the basic management policies approved by the Board of Directors, report on the status of business execution to the Board of Directors and aim to ensure MC's sound and sustainable growth and continuous increase of corporate value by executing day-to-day business operations based on the deliberations of the Board of Directors. | |
| **Outside Directors** | **Outside Audit & Supervisory Committee Members** |
| With a practical, objective and professional perspective on corporate management, Outside Directors will monitor the execution of management strategies proposed by the executives. Based on their own experience and insight gleaned from their networks, Outside Directors will provide advice on broad direction in a medium- and long-term perspective as they participate in appropriate decision-making within the Board of Directors, with the aim of ensuring MC's sound and sustainable growth and continuous increase of corporate value. | In addition to the roles and responsibilities of Outside Directors described on the left, Outside Audit & Supervisory Committee Members will audit and monitor MC from a neutral and objective standpoint based on their diverse and abundant knowledge and experience in corporate management as well as their own expertise, aiming for MC's sound and sustainable growth and continuous enhancement of corporate value and social credibility. |

(Translation)

**Appointment Policy**

| Directors (excluding Directors who are Audit & Supervisory Committee members) | Directors who are Audit & Supervisory Committee Members |
|---|---|
| Based on the roles and responsibilities set forth above, and in accordance with the following policy, overall character will be considered during the appointment process. | |
| **In-house Directors** | **Full-time Audit & Supervisory Committee Members** |
| In addition to the Chairman of the Board of Directors and the President, who serves as the Chief Executive Officer in charge of business execution, In-house Directors are appointed from among the Executive Officers (Senior Executive Vice Presidents and Executive Vice Presidents) in charge of companywide management. | Appointed from among persons with knowledge and experience in companywide management, finance, accounting, legal affairs, risk management, and other areas. |
| **Outside Directors** | **Outside Audit & Supervisory Committee Members** |
| 1. Outside Directors are appointed from those who possess a practical perspective based on experience as a corporate executive and those who possess an objective and professional perspective with a deep insight on global dynamics and socio-economic trends. | 1. Appointed from among persons with diverse and abundant knowledge and experience in corporate management and expertise that contribute to auditing and oversight. |
| 2. To enable Outside Directors to fulfill their appointed task, attention is given to maintain their independency*; individuals not ensuring this independency will not be appointed as Outside Directors. | |
| 3. MC's operations span a broad range of business domains; hence there may be cases of conflict of interest stemming from business relationships with firms home to a corporate executive appointed as an Outside Director. MC appropriately copes with this potential issue by preserving a variety of viewpoints through the appointment of numerous Outside Directors. | |

**Appointment Process**

| Directors (excluding Directors who are Audit & Supervisory Committee members) | Directors who are Audit & Supervisory Committee Members |
|---|---|
| Based on the above appointment policy, the President & CEO shall prepare a proposal for the election of candidates for Directors (excluding Directors who are Audit & Supervisory Committee Members), which shall be deliberated by the Corporate Governance and Nomination Committee, and shall be submitted to the General Meeting of Shareholders after being resolved by the Board of Directors as a proposal for the election of Directors (excluding Directors who are Audit & Supervisory Committee Members). | The President & CEO, in consultation with Full-time Audit & Supervisory Committee Members, based on the above appointment policy, prepares a proposal for the appointment of candidates for Directors who are Audit & Supervisory Committee Members. After deliberation by the Corporate Governance and Nomination Committee, and with the consent of the Audit & Supervisory Committee, a proposal for the election of candidates for Directors who are Audit & Supervisory Committee Members shall be resolved by the Board of Directors and submitted to the General Meeting of Shareholders. |

(Note) See MC's Standards for Independent Directors.

(Translation)

**＜Reference＞**

# Skills Matrix of Directors

Directors are appointed based on their experience, knowledge, and overall character. As members of the Board of Directors, these individuals deliberate on important management issues from various perspectives to ensure appropriate decision-making and robust management supervision. The areas of experience and knowledge that are important for MC's Board of Directors are established based on Corporate Strategy 2027 and dialogues with stakeholders. The matrix on the next page outlines the experience and knowledge of each Director.

Note: The matrix does not represent all the experience and knowledge of the Directors.
The experience and knowledge that MC expects of each Director is based on (i) his / her past professional experience, (ii) his / her current position, and (iii) his / her qualifications, as shown on the next page.
The matrix shows the Directors expected to be in office after the approvals of Proposal No.2 as originally proposed.

| | Skill Area | Reasons for Adoption |
|---|---|---|
| Basic Items | Business Management / Organizational Management | MC's Board of Directors must deliberate and make comprehensive decisions from an organizational management perspective. As such, experience in business management or organizational management that is not skewed toward any individual specialty, as well as knowledge of corporate governance based on such experience, have been designated as necessary skill areas. |
| | Risk Management | In order to grow MC, it is important to establish and operate internal controls that comply with laws and regulations and the Articles of Incorporation, and to increase corporate value through appropriate and efficient business execution, as well as to manage various risks related to MC's business. This requires, a wide range of experience and knowledge covering all aspects of risk management. This includes the following specialties, which are indicated in parentheses for the appropriate person(s).<br>• (Legal) Management of overall corporate legal affairs<br>• (Financial and Accounting) Management of overall financial affairs and accounting |
| Management Strategy | Energy | MC is taking on the challenge of achieving both a stable supply of energy and resources and the decarbonization of social and economic activities. This requires the relevant experience and knowledge related to energy to monitor the progress of these efforts. |
| | Technology / Innovation | MC views AI-driven market disruption as both risk and an opportunity and aims to the efficiency of existing businesses and create new value. This requires the relevant experience and knowledge related to technology and innovation to monitor the progress of these efforts. |
| | Global Market Intelligence | MC operates globally and reflects intelligence on geopolitics, economic conditions, and policy trends into its management strategies in a timely manner to lead growth. This requires the relevant experience and knowledge related to global market issues. |
| | Talent Management Strategy | MC's most valuable asset is talent and, it is essential to continue developing a top-tier and diverse talent base. This requires the relevant experience and knowledge in talent management strategies. This includes strategies related to organizational structure and organization. |
| | Environment and Society | MC defines material issues as important social issues to be solved through business activities and aims to realize a carbon-neutral society and enhancing both material and spiritual well-being. This requires the relevant experience and knowledge in environmental and social matters. |

(Translation)

| Position | | Name | Responsibilities/Main Career | Experience, Knowledge | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Business Management/ Organizational Management | Risk Management | Energy | Technology /Innovation | Global Market Intelligence | Talent Management Strategy | Environment and Society |
| Directors (excluding Directors who are Audit & Supervisory Committee Members) | In-house | Takehiko Kakiuchi | Chairman of the Board | ● | ● | ● | ● | ● | ● | ● |
| | | Katsuya Nakanishi | Representative Director, President & CEO | ● | ● | ● | ● | ● | ● | ● |
| | | Kotaro Tsukamoto | Representative Director, Senior Executive Vice President, Senior Assistant to the President & CEO, (Concurrently) Chief Compliance Officer | ● | ● | ● | ● | ● | | |
| | | Yutaka Kashiwagi | Representative Director, Executive Vice President, Corporate Functional Officer, Human Resources, Global Planning & Coordination, IT | ● | ● | | | ● | ● | ● |
| | | Yuzo Nouchi | Representative Director, Executive Vice President, Corporate Functional Officer, CFO | ● | ● (Finance/ Accounting) | | | | | |
| | | Yoshiyuki Nojima | Representative Director, Executive Vice President, Corporate Functional Officer, Corporate Administration, Legal, (Concurrently) Officer for Emergency Crisis Management Headquarters | ● | ● (Legal) | | | | | |
| | Independent | Shunichi Miyanaga | Former Chairman of the Board, Mitsubishi Heavy Industries, Ltd. | ● | ● | ● | ● | ● | | |
| | | Sakie Akiyama | Founder, Saki Corporation | ● | ● | | ● | | ● | |
| | | Mari Sagiya | Former Senior Vice President, IBM Japan<br>Former Executive Vice President, Salesforce.com | ● | ● | | ● | | ● | |
| | | Mari Kogiso | CEO, SDG Impact Japan Inc. | ● | ● | | | | ● | ● |
| Directors who are Audit & Supervisory Committee Members | In-house | Mitsumasa Icho | Former Full-time Audit & Supervisory Board Member,<br>Former Executive Vice President, Group CEO, Urban Development Group | ● | ● (Finance/ Accounting) | | | | | |
| | | Akira Murakoshi | Former Full-time Audit & Supervisory Board Member,<br>Former Executive Vice President, Corporate Functional Officer, CDO, CAO, Corporate Communications, Corporate Sustainability & CSR | ● | ● | | | | ● | |
| | Independent | Tsuneyoshi Tatsuoka | Former Vice Minister, Ministry of Economy, Trade and Industry | ● | ● | ● | ● | | | ● |
| | | Rieko Sato | Partner, ISHII LAW OFFICE | ● | Attorney ● (Legal) | | | | | |
| | | Takeshi Nakao | CEO, PARTNERS HOLDINGS, Co. Ltd. | ● | Certified public accountant ● (Finance/ Accounting) | | | | | |

(Translation)

## ＜Reference＞ Directors (Audit & Supervisory Committee Member)

| Name | Age /Gender | | Present position and responsibilities at the Company | Term of office (as of close of this Ordinary General Meeting of Shareholders) | Member of Corporate Governance and Nomination Committee* | Member of Compensati-on Committee* |
|---|---|---|---|---|---|---|
| **Mitsumasa Icho**  | 65 (male) | | Full-time Audit & Supervisory Committee Member | 3 (*1) | ○ | — |
| **Akira Murakoshi**  | 66 (male) | | Full-time Audit & Supervisory Committee Member | 2 (*1) | — | — |
| **Tsuneyoshi Tatsuoka**  | 67 (male) | Outside Director, Independent Director | Audit & Supervisory Committee Member | 7 (*2) | ○ | ○ |
| **Message from the Outside Audit & Supervisory Committee Member**<br>The business environment is becoming increasingly complex, both domestically and internationally, and the future is even more uncertain. I will fulfill my responsibilities as a member of the Audit & Supervisory Committee by remaining vigilant, encouraging new opportunities while controlling risks, and ensuring the sustainable enhancement of corporate value through the implementation of the recently announced Corporate Strategy 2027. | | | | | | |
| **Rieko Sato**  | 68 (female) | Outside Director, Independent Director | Audit & Supervisory Committee Member | 5 (*1) | ○ | — |
| **Message from the Outside Audit & Supervisory Committee Member**<br>With the change in the corporate governance system in FY2024, all members of the Board of Directors now have voting rights, which reinforces our sense of active involvement and our awareness of the weight of our responsibilities. In order to support sustainable growth, and faced with increasingly complex social conditions, rapidly changing situations, and unexpected new risks and challenges, I am committed to contributing to enhancing corporate value with a sensitive and multifaceted approach. | | | | | | |
| **Takeshi Nakao**  | 59 (male) | Outside Director, Independent Director | Audit & Supervisory Committee Member | 5 (*1) | ○ | — |
| **Message from the Outside Audit & Supervisory Committee Member**<br>Although FY2024 was MC's inaugural year as a company with an audit & supervisory committee, the transition to the new corporate governance system has gone smoothly. Recent heightened geopolitical risks, accompanied by the uncertain and rapidly changing business environment, make it essential that MC, which operates a wide variety of businesses on a global scale, makes prudent and, in some cases, bold decisions. Under such circumstances, I intend to further my efforts as a member of the Audit & Supervisory Committee to gather information both internally and externally to ensure timely and appropriate decision-making. | | | | | | |

*1 Term of office includes the years served as Audit & Supervisory Board Members before June 21, 2024 when MC transitioned to a company with Audit & Supervisory Committee.
*2 Term of office includes the years served as a Director before June 21, 2024 when MC transitioned to a company with Audit & Supervisory Committee.
*3 Members of the committees denoted by one asterisk are expected to be selected after the conclusion of this Ordinary General Meeting of Shareholders.

## *Proposal No 3. To Determine the Amount of Remuneration for Eligible Directors (excluding Directors who are Audit & Supervisory Committee Members)*

MC remunerates its Directors with base salary, annual deferral for retirement remuneration, individual performance-linked remuneration, performance-linked bonus (short-term), performance-linked bonus (medium to long term), and stock-based remuneration linked to medium- to long-term share performances, based on a resolution of the Board of Directors, within remuneration limits approved at the 2024 Ordinary General Meeting of Shareholders (held on June 21, 2024).

MC has decided to review the remuneration system for Directors (excluding Directors who are Audit & Supervisory Committee Members), who are in charge of business execution, with the aim of sharing value with its shareholders and further heightening awareness of improvement of medium-to-long term corporate value.*[1]

Therefore, taking into consideration various factors including economic conditions, MC hereby proposes to set remuneration for Directors (excluding Directors who are Audit & Supervisory Committee Members) as follows.

1. The total annual amount for base salary and individual performance-linked remuneration shall be up to 1.8 billion yen per year (For the base salary paid to Outside Directors, up to 250 million yen per year).

2. The annual amount for performance-linked bonuses that reflects the profit over a single fiscal year shall be up to 1 billion yen per year. (The amount paid is adjusted in line with the results of evaluations of underlying cash flows, ROE, and initiatives related to sustainability factors and calculated according to the formula resolved by the Board of Directors. An upper limit is also placed on the total amount to be paid.)

Remuneration for each Director (excluding Directors who are Audit & Supervisory Committee Members) shall be determined through a deliberation and decision-making process by the Board of Directors and the Compensation Committee within the aforementioned amount.

In the event of a material revision of financial statements, etc., due to the execution of duties by Directors, MC may demand that such Directors shall not be paid or that they return money (malus and clawback) for the individual performance-linked remuneration and performance-linked bonuses*[2].

Upon approval of this Proposal as originally proposed, annual deferment for retirement remuneration under the current system will not be accumulated for the fiscal year ended March 31, 2026 and thereafter, and the accumulated amount up to the fiscal year ended March 31, 2025 will be calculated and paid upon resolution of the Board of Directors at the time of retirement from office as a Director who is in charge of business execution. Performance-linked bonuses (medium- to long- term) will also be abolished from the fiscal year ended March 31, 2026, and individual performance-linked remuneration, performance-linked bonuses (short-term), performance-linked bonuses (medium- to long- term) and stock-based remuneration linked to medium- to long-term share performances for past fiscal years will continue to be vested and paid based on the basic approach, compensation governance and compensation system for Directors, etc. for each fiscal year.
Furthermore, MC hereby proposes to set annual stock-based remuneration in the range of 1.7 billion yen as stock-based remuneration linked to share performances using a new Trust-based scheme, separate from remuneration frameworks 1) and 2) above, set forth in subsequent Proposal No. 4.

*[1] For an overview of the new executive compensation system, please refer to pages 31 and 32.

*[2] Upon approval of Proposal No. 4 as originally proposed, the stock-based remuneration linked to share performances shall also be subject to malus and clawback policy.

Subject to the approval of this Proposal as originally proposed, MC's Board of Directors has newly established a policy for determining the content of individual Director remuneration at its meetings held on May, 2025, and believes that this Proposal is necessary and reasonable in accordance with such policy. Furthermore, the Board of

Directors judges the contents of this Proposal to be suitable as it has received a report from the Compensation Committee (which is chaired by an Independent Director and the majority of which are Independent Directors) stating that the Proposal is appropriate.
If Proposal No.2 is approved as originally proposed, the number of Directors (excluding Directors who are Audit & Supervisory Committee Members) subject to this Proposal will be ten (10), including four (4) Independent Directors. However, the Chairman of the Board of Directors and Independent Directors, who do not concurrently serve as Executive Officers shall only receive fixed base salary and shall not be eligible for individual performance-linked remuneration or performance-linked bonuses, as it is necessary to ensure their independence in order to properly carry out management supervision.

**Opinion of the Audit & Supervisory Committee on this Proposal**

The Audit & Supervisory Committee has reviewed the deliberations of the Compensation Committee and the Board of Directors regarding this Proposal in light of MC's Corporate Governance Principles and other relevant factors, and has concluded that there are no matters regarding this Proposal that should be presented to the General Meeting of Shareholders in accordance with the provisions of the Companies Act.

## *Proposal No 4. To introduce a stock-based remuneration system for Eligible Directors (excluding Directors who are Audit & Supervisory Committee Members)*

MC remunerates eligible Directors (excluding Directors who are Audit & Supervisory Committee Members) who are in charge of business execution (hereinafter referred to as "Eligible Directors" in this Proposal) with stock-based remuneration linked to medium- to long-term share performances (stock-linked compensation plan with market conditions) of up to 600 million yen per year with an exercise price of 1 yen, based on the approval at the 2024 Ordinary General Meeting of Shareholders (held on June 21, 2024).

While the current stock-based remuneration linked to medium- to long-term share performances will be abolished, a new stock-based remuneration linked to share performances using trust scheme up to 1.7 billion yen per year (hereinafter referred to as the "Plan") will be introduced for Eligible Directors, with the aim of sharing value with its shareholders and further heightening awareness of improvement of medium-to-long term corporate value. Upon approval of this Proposal as originally proposed, MC shall not issue stock acquisition rights as medium- to long-term share performance-linked remuneration, but the stock acquisition rights already issued shall continue to exist. Upon Proposal No.2 is approved as originally proposed, the number of Eligible Directors will be five (5).
Subject to the approval of this Proposal as originally proposed, the Board of Directors has newly established a policy for determining the content of individual Director's remuneration at its meetings held on May 2025, and MC believes that this Proposal is necessary and reasonable in accordance with such policy. Furthermore, the Board of Directors judges the contents of this Proposal to be suitable as it has received a report from the Compensation Committee (which is chaired by an Independent Director and the majority of which are Independent Directors) stating that the Proposal is appropriate.

**(1) Overview of the Plan**

MC contributes funds to the Trust (hereinafter referred to as "Trust Fund"), which then acquires shares of MC stock (hereinafter referred to as "MC Shares") and delivers or transfers (hereinafter referred to as "Delivered, etc.") MC Shares or its monetary equivalent to the converted value of such shares (hereinafter referred to as "MC Shares, etc.") through the Trust as remuneration to Directors in accordance with their positions, the degree of achievement of targets, and other criteria.

**(i) Eligible persons to whom the MC Shares, etc. is to be delivered, etc. covered by this Proposal**

- Eligible Directors
  * The Chairman of the Board of Directors and Independent Directors, who do not concurrently serve as Executive Officers are ineligible for payment in light of their roles.

**(ii) Upper limit of the Trust Fund (as described in (2) below)**

- 1.7 billion yen multiplied by the number of fiscal years in the target period. For the initial target period, 5.1 billion yen for the three fiscal years ending March 31, 2028.

**(iii) Upper limit of MC Shares to be delivered to the Eligible Directors and the method of acquisition of MC Shares (as described in (2) and (3) below).**

- 1.4 million shares multiplied by the number of fiscal years during the target period. For the initial target period, 4.2 million shares for the three fiscal years ending March 31, 2028.
- The ratio of the above number of shares per fiscal year (1.4 million shares) to the total number of shares issued by MC (as of March 31, 2025, net of treasury stock) is approximately 0.03%
- MC Shares will be acquired by the Trust through the issuance of new shares as a third-party allotment or disposal of treasury stock by MC to the Trust, or from the stock market through the Trust.

**(iv) Calculation method of the number of MC Shares, etc. to be Delivered, etc. to Eligible Directors (as described in (3) below)**

- This will fluctuate within a certain range depending on the achievement level of the performance. The achievement level of the performance during the initial target period will be calculated by dividing the Company's Total Shareholder Return (hereinafter referred to as "TSR") during the initial target period by the growth rate of the Tokyo Stock Price Index with dividends (hereinafter referred to as "TOPIX Total Return Index") during that period.

**(v) Timing of MC Shares, etc. to be Delivered, etc. to Eligible Directors (as described in (4) below)**

・ In principle, after the end of the target period.

**(2) Upper limit of the Trust Fund**

This Plan, in principle, cover three fiscal years, with the initial target period being the three fiscal years ending on March 31, 2028.

MC shall set an upper limit of 1.7 billion yen multiplied by the number of fiscal years in the target period as the maximum amount of the Trust Fund and establish a trust (the "Trust") for the term corresponding to the target period with Eligible Directors who satisfy the requirements as the beneficiaries.

In accordance with the instructions of the trustee, the Trust will acquire MC Shares through the Trust, using the Trust Fund as the source of funds. MC shall grant points to Eligible Directors as set forth in (3) below, and MC Shares, etc. shall be Delivered, etc. by the Trust equivalent to the number of points granted at a pre-determined time.

The Trust may be continued at the expiration of the Trust period by amending the trust agreement and making additional contributions to the Trust. In such cases, in principle, three fiscal years will become the new target period, and the Trust term will be extended for the period corresponding to the new target period. MC will make additional contributions to the Trust for each such extended period within the scope approved by resolution at this General Meeting of Shareholders regarding the Trust Fund and continue granting points to Eligible Directors and making MC Shares, etc. to be Delivered, etc. for the new target period. However, in the case of making such an additional contribution, if there are any remaining MC Shares (excluding MC Shares equivalent to the points granted to Eligible Directors that has yet to be Delivered, etc.) and funds in the Trust property (hereinafter collectively with MC Shares, the "Residual Shares, etc.") at the final day of the trust period prior to the extension, the sum of the amounts of the Residual Shares, etc. to be Delivered, etc. to Eligible Directors and the Trust Fund necessary to be additionally contributed shall be within the scope approved by resolution at this General Meeting of Shareholders.

Such extension of the trust period is not limited to once, and the trust period may be extended again in the same manner thereafter.

**(3) Calculation method and upper limit of the number of MC Shares, etc. to be Delivered, etc. to Eligible Directors**

The number of MC Shares, etc. to be Delivered, etc. to Eligible Directors shall be determined based on "Share Delivery Points." One MC Share per point or a payment of money equivalent to the converted value of one MC Share shall be Delivered, etc., with fractions less than one point rounded down. However, if a share split of MC Shares or a reverse share split of its shares occurs during the Trust period, MC will adjust the number of the MC Shares per Share Delivery Point and the upper limit on the number of shares and a payment of money equivalent to the converted value of such shares to be Delivered, etc. according to the split or reverse split ratio. Share Delivery Point shall be calculated as follows:

Each fiscal year, points are allocated to Eligible Directors according to their position. After the elapse of the target period, the points allocated to Eligible Directors are multiplied by a performance-based coefficient* according to the degree of achievement of the performance and some other factors to calculate the number of performance-based points and determine the number of Share Delivery Points. Even if an Eligible Director who meets the beneficiary requirements resigns during the target period, the number of performance-based points will be calculated according to the performance-based coefficient after the target period ends, to determine the number of Share Delivery Points.

*This will fluctuate within a certain range depending on the achievement level of the performance. The achievement level of the performance during the initial target period will be calculated by dividing MC's TSR during the initial target period by the growth rate of the TOPIX Total Return Index during that period. The range of fluctuation that is dependent on the achievement level of the performance cap during the initial Target Period is set to 50-250%. Please note that the indicator and the range of fluctuation may be changed in the future by resolution of the Board of Directors.

The upper limit of MC Shares, etc. to be Delivered, etc. (the number of points to be granted to the Eligible Directors) during the Trust period shall be 1.4 million shares multiplied by the number of fiscal years during the

target period. In consideration of the aforementioned upper limit of Trust Fund, the maximum number of MC Shares, etc. to be Delivered, etc. to Eligible Directors is set with reference to information such as the share price at present and other factors.

**(4) Method and timing of Delivery, etc. of MC Shares, etc. to Eligible Directors**

The Eligible Directors who meet the beneficiary requirements shall, after the elapse of the target period, receive a Delivery, etc. of MC Shares, etc. from the Trust in the number equivalent to the number of Share Delivery Points retained, by taking prescribed beneficiary identification procedures.

At that time, said Eligible Directors shall receive a delivery of MC Shares in a certain ratio of such Share Delivery Points, and MC Shares equivalent to the remaining points will be converted into cash within the Trust, and said Eligible Directors shall receive a payment of money equivalent to the converted value of such shares. In addition, Eligible Directors who are determined to be non-residents of Japan shall receive from MC an amount calculated by multiplying the number of Share Delivery Points calculated and determined after the elapse of the target period by the share price of MC Shares at the time of payment for the number of points held at that time. If it becomes difficult to pay the amount of money equivalent to the converted value of such shares by the Trust for some reason, MC may pay an amount equivalent to the converted value (hereinafter referred to as the "cash plan"). The total number of points (hereinafter referred to as the "cash plan points") that are the basis for calculating the amount of payment to Eligible Directors under the cash plan and the number of MC shares (including shares subject to conversion into cash) to be Delivered, etc. to Eligible Directors shall be up to the number of shares calculated by multiplying1.4 million shares by the number of fiscal years of the target period, and the amount paid shall be calculated by multiplying the number of cash plan points by the market share price at the time of payment.

In addition, if an Eligible Director were to die, all MC Shares in the number equivalent to the Share Delivery Points awarded up to that time will be converted into cash within the Trust, and an heir to said Eligible Director shall receive a payment of money equivalent to the converted value of such shares.

**(5) Malus and clawback policy**

In the event of a material revision to financial statements, etc., due to the execution of duties by an Eligible Director, MC may demand that such Director forfeit the beneficial interest in MC Shares, etc. to be Delivered, etc. (malus) or demand the return of MC Shares, etc. that was Delivered, etc. (clawback).

**(6) Exercise of voting rights related to MC Shares held by the Trust**

To ensure the neutrality of management, voting rights of MC Shares held by the Trust shall not be exercised during the Trust period.

**(7) Treatment of dividends on MC Shares held by the Trust**

Dividend for MC Shares held by the Trust will be received by the Trust and used for trust fees and trust expenses of the Trust.

**(8) Other details of this Plan**

Other details regarding this Plan shall be resolved by the Board of Directors each time the Trust is established, the trust agreement is amended, or additional contributions are made to the Trust.

**Opinion of the Audit & Supervisory Committee on this Proposal**

The Audit & Supervisory Committee has reviewed the deliberations of the Compensation Committee and the Board of Directors regarding this Proposal in light of MC's Corporate Governance Principles and other relevant factors, and has concluded that there are no matters regarding this Proposal that should be presented to the General Meeting of Shareholders in accordance with the provisions of the Companies Act.

(Translation)

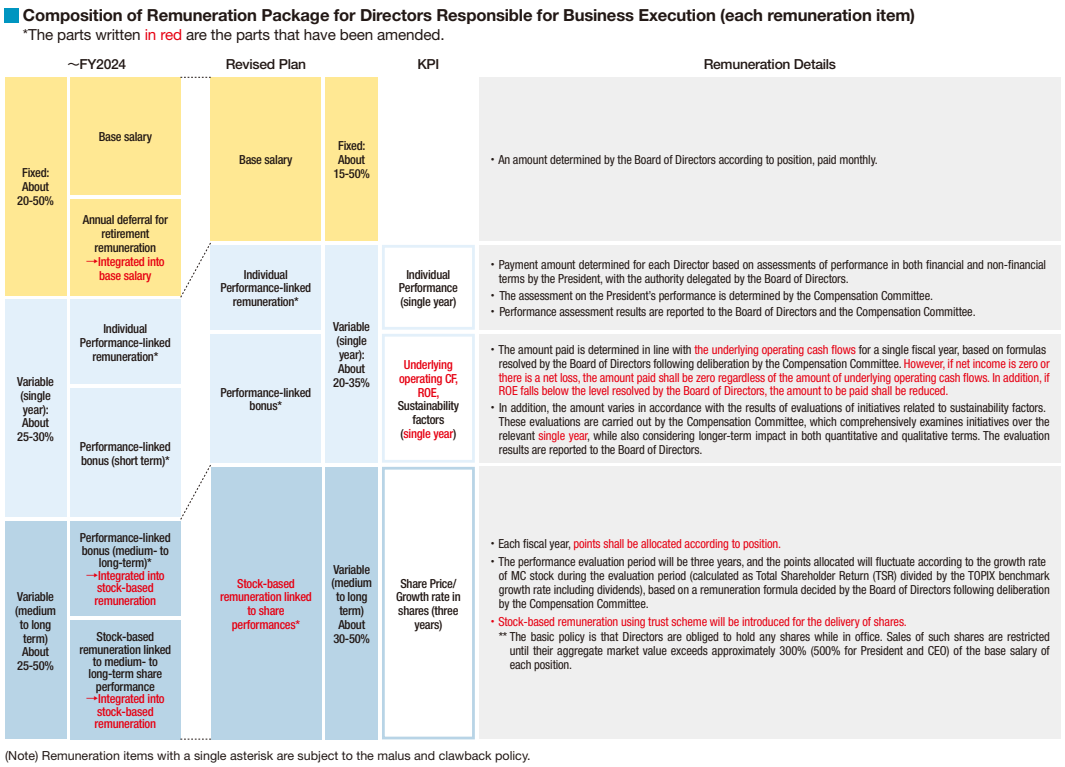
## ＜Reference＞ Overview of the New Executive Compensation System

Following ongoing deliberations by the Compensation Committee, the Board of Directors, at its meeting held on May 2025, resolved to review the compensation system for Directors (who are not Audit & Supervisory Committee Members) who are in charge of business execution from the fiscal year ending March 31, 2026 onward.
In this review, the system was designed with the aim of sharing value with its shareholders and further heightening awareness of improvement of medium- to long-term corporate value.

### ■ Basic Policy for Review

- **Alignment with Strategies**
  KPIs shall be selected as indicators that are important in terms of management strategies, in order to link them to the remuneration system. Furthermore, remuneration levels are domestically and globally competitive and based on the functions and roles that MC is expected to assume and the status of performance achieved to motivate career growth in human resources who will be responsible for the next generation of management and to further raise organizational vitality.
- **Greater Alignment with Shareholders**
  Performance-linked bonuses (medium- to long-term) and stock-based remuneration linked to medium- to long-term share performances, which were previously compensation items for medium- to long-term incentives, will be integrated and a new system for stock-based remuneration linked to share performances will be introduced, significantly increasing the proportion of stock-based remuneration in the remuneration structure and continuing to attach conditions to stock prices for stock-based remuneration.
- **Enhancing Accountability**
  In order to ensure objectivity and transparency of executive compensation, the Compensation Committee, where a majority of the members are Independent Directors and which is chaired by an Independent Director, continuously deliberates on the nature of executive compensation (determining policy, level and composition, etc.) and its appropriateness, and will continuously deliberate and monitor its status after reviewing it.

### ■ Composition of Remuneration Package for Directors Responsible for Business Execution (each remuneration item)

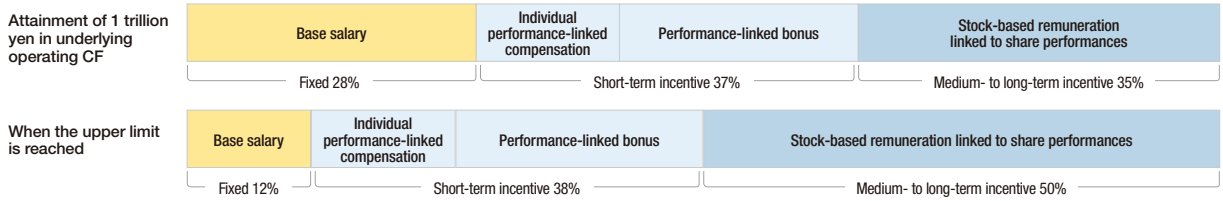



(Note) Remuneration items with a single asterisk are subject to the malus and clawback policy.

(Translation)

# ■ Proposed Revised President's Remuneration Payment Ratio

## Proposed Revised President's Remuneration Payment Ratio

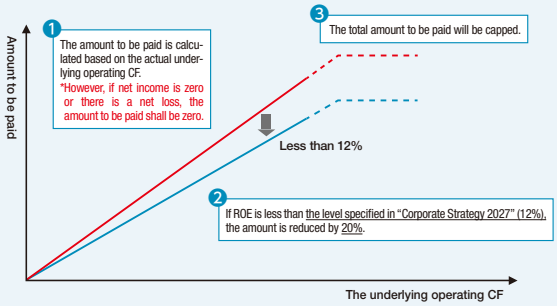



The above diagram show a remuneration mix calculated based on certain values for consolidated earnings and the share price for illustrative purposes only. The actual mix will vary depending on changes in the Company's consolidated performance, stock market conditions and other factors.

# ■ Calculation in FY2025

## Calculation in FY2025

### Performance- linked bonus




The total amount to be paid will vary within a range of ±10% based on the results of the evaluations related to sustainability factors.

Maximum Payment and Total for Each Position

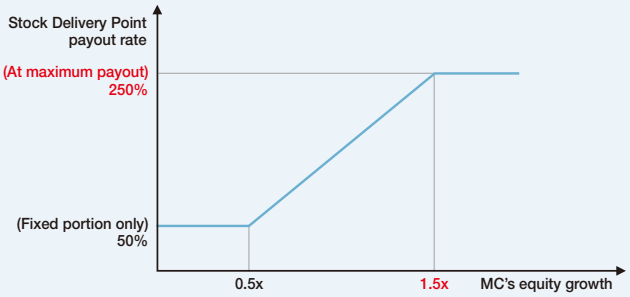
| Position | Maximum payment amount | Number of persons | Total |
|---|---|---|---|
| President and CEO | ¥363 million | 1 | ¥363 million |
| Senior Executive Vice President | ¥136.4 million | 1 | ¥136.4 million |
| Executive Vice President | ¥103.4 million | 3 | ¥310.2 million |
| | Total | 5 | ¥809.6 million |

### Stock-based remuneration linked to share performances

**Calculation method for Stock Delivery Point payout ratio**

The points for stock-based remuneration linked to medium- to long-term share performances shall be allocated according to position and the ratio for granting points will vary according to MC's equity growth rate over a three-year period from the date the points are granted (numbers less than 1%, however, shall be rounded off to two decimal places.), as follows.

- If MC's equity growth rate is 1.5 times or more: maximum payment (250%)
- If MC's equity growth rate is between 0.5x and 1.5x: 50% + [(MC's equity growth rate (times) - 0.5) x 200].
- If MC's equity growth rate is less than 0.5 times: Fixed portion only (50%)



(Translation)

## ＜Shareholder Proposals＞

Proposal No.5 and No.6 are jointly proposed by three shareholders.
The name of each agenda item, details of the proposal, and reasons for the proposal are given in the original text.

### *Proposal No 5. Partial amendment to the Articles of Incorporation (Disclosure of Financial Risk Audit by Audit & Supervisory Committee)*

**Details of the proposal:**
The following clause shall be added to the Articles of Incorporation:

**CHAPTER 5: Audit & Supervisory Committee**
**Article 30: Disclosure of Financial Risk Audit by Audit & Supervisory Committee**

Noting the Company's increasing acute and systemic financial risks due to material issues such as malfeasance and climate change, and the duties of the audit and supervisory committee to oversee the effectiveness of the execution of duties by the Directors, in order to enhance long-term value, the Company shall disclose the following in the Audit Report:

(i) the audit committee's assessment of the appropriateness of our company's strategy, policies and processes to mitigate financial risks associated with identified material issues (including, the appropriateness of the process and results of reviewing the financial risks to which our company may be exposed, both when risk management is properly implemented and when it is inadequate) and the reasons of the assessment; and,

(ii) the framework, including the criteria for the assessment, for auditing the oversight of the Company's risk controls with respect to identified material issues.

The disclosure should be produced at reasonable costs and omit proprietary information.

**Reasons for proposal:**
This proposal requests the Company disclose the necessary information in the Audit Report for shareholders to determine whether the Directors of the Company are effectively monitoring risk.

Shareholders are unable to assess whether the board and its current processes are adequately monitoring the management's use of risk controls. Given the recent cases of malfeasance abroad, shareholders have legitimate concerns over the effectiveness of the current board oversight system. This doubt extends to whether the oversight system for other material risks (such as climate-related financial risks) is effective.

The audit committee's report for FY2023 identified no issues with the oversight by the Directors, for example. However, shareholders are not advised of the basis of such an assessment. The Company should disclose the basis of its conclusion, given that they are accountable under the Companies Act and the Corporate Governance Code to the shareholders.

This proposal would improve the corporate governance of the Company and lead to the enhancement of mid- to long-term corporate value. It would benefit all shareholders, including the shareholders who are not given access to the Directors.

***The Opinion of the Company's Board of Directors on the Shareholder Proposal***

The Board of Directors opposes this proposal.

As described in paragraph (1) below, the scope of the audits conducted by the Audit & Supervisory Committee includes risk management which covers financial risks and others. The activities and results of such audits have already been shared in our various disclosure materials. In addition, as described in paragraph (2) below, it is not appropriate to require the Audit & Supervisory Committee to specify and disclose the basis, evaluation standards, and other frameworks for each risk assessment conducted as part of an audit, given the nature of such activities. Therefore, the provisions as requested by Shareholder Proposal I should not be stipulated in the Articles of Incorporation.

**(1) <u>Status of Audits Conducted by the Audit & Supervisory Committee</u>**

**(a) Scope of Audits**

The Audit & Supervisory Committee audits the matters listed below in accordance with the Companies Act and other laws and regulations, as well as MC's Articles of Incorporation and internal regulations. The scope of the audits includes risk management which covers financial risks and others.

- Board of Directors decision-making process
- Execution of duties by directors
- Implementation and effectiveness of internal controls

**(b) Audit Activities**

Each Audit & Supervisory Committee member attends Board of Directors' meetings as a director who is an Audit & Supervisory Committee member and confirms the appropriateness of the decision-making process. In addition, through the activities listed below, the Audit & Supervisory Committee ensures that Company operations are conducted in accordance with the basic management policies set forth by the Board of Directors, and that the Board of Directors appropriately implements the Company's internal controls, including risk management frameworks, and verifies and monitors their effectiveness.

- Dialogue with management and executive officers
- Attendance of important internal management meetings
- On-site audits and observation of domestic and overseas group companies

In addition, the effectiveness of audits is enhanced by cooperating with MC's internal audit department.

**(c) Disclosure of Audit Activities and Results**

The status and results of audit activities conducted by the Audit & Supervisory Committee are disclosed in an audit report prepared in accordance with the Companies Act, as well as on the website, in integrated reports, corporate governance reports and various other disclosure materials. This verifies information regarding resolutions made by the Board of Directors on the implementation of internal controls and the operational status thereof. Therefore, the activities and audit results of the Audit & Supervisory Committee may be disclosed in various ways, including but not limited to the aforementioned audit report, and we determine the most suitable disclosure methods from the perspective of providing information to stakeholders appropriately.

**(2) <u>Nature of Audit Activities</u>**

The Audit & Supervisory Committee decides key audit matters and the annual audit plan following comprehensive consideration of management issues, external factors and others. They are required to make agile and responsive judgments during their audit activities in response to internal and external change, and they are also required to assess overall management of the Company from various perspectives. Audits inherently require the flexibility to determine key audit items in response to changes in circumstances as well as diverse perspectives, therefore, it is not practical to comprehensively specify the basis, evaluation standards, and frameworks for each risk assessment conducted by the Audit & Supervisory Committee. Consequently, it is not appropriate to require the stipulation of the definition and disclosure of such matters in the Articles of Incorporation, which establish the basic principles for Company operations.

Internal Audit & Supervisory Committee members are appointed based on their knowledge and experience in MC's overall management, finance, accounting, legal affairs, risk management, among others. External Audit & Supervisory Committee members are selected based on their diverse and extensive knowledge and experience in corporate management, and other areas of expertise that contribute to audit and oversight including, but not

limited to, business management, finance, accounting, risk management, legal affairs, environment, and social policy. All Audit & Supervisory Committee members are appointed by MC's shareholders through a resolution at the General Meeting of Shareholders.

For the above reasons, the Board of Directors opposes this proposal.

(Translation)

## ＜Reference＞
## Audit & Supervisory Committee

The Audit & Supervisory Committee comprises all of the Audit & Supervisory Committee Members responsible for monitoring function of MC in cooperation with the Board of Directors, as well as auditing the management performance of Directors in compliance with the Companies Act and other laws and regulations as well as MC's Articles of Incorporation and internal rules and regulations.. Full-time Audit & Supervisory Committee Members and Independent Audit & Supervisory Committee Members ensure the soundness of management by executing audits informed by abundant management experience within MC and by experience in the field of their own expertise as well as a neutral and objective perspective, respectively. In addition to making resolutions on matters required by law and other important issues, the Audit & Supervisory Committee strives to enhance information-sharing among the Members through briefings on key matters and reporting on the status of the auditing activities of each of the Members.

### Main Activities of Audit & Supervisory Committee in FY2024

**1. Dialogue with Executive Officers**

Opportunities are created for all Audit & Supervisory Committee Members, including the Independent Audit & Supervisory Committee Members, to engage in dialogues with Chairman of the Board, President and CEO, Senior Executive Vice President, Corporate Functional Officers, Business Group CEOs, Business Division COOs, General Managers of Administrative Departments, General Manager of Auditing Department, General Manager of the Corporate Strategy & Planning Department and General Managers of the Corporate Staff Section.

**2. Attendance at Important Meetings**

Besides the Audit & Supervisory Committee, Audit & Supervisory Committee Members, as Directors, attend the Board of Directors, as well as other important meetings such as Corporate Governance and Nomination Committee, and Compensation Committee.

In addition, Full-time Audit & Supervisory Committee Members attend meetings of major internal management bodies—including Executive Committee; and Business Strategy Committee—and provide opinions as necessary. The Independent Audit & Supervisory Committee Members attend meetings of the Board of Directors after being briefed on discussions in the Executive Committee and lower conference bodies, and provide opinions as necessary.

**3. Onsite Audits and Observations**

In the fiscal year ended March 31, 2025, the Audit & Supervisory Committee Members met with the CEOs and executive officers of 12 MC Group companies in six locations overseas and 21 domestic MC Group companies, as well as the regional chiefs of 10 overseas and domestic offices. The Audit & Supervisory Committee Members reported on the results of their onsite audits to Chairman of the Board, the President and CEO, and relevant executive officers.

* MC has transitioned to a Company with an Audit & Supervisory Committee. Numbers mentioned in the "Main activities of Audit & Supervisory Committee" include numbers of activities of the Audit & Supervisory Board Members attended from April to June 2024.

**4. Reinforcement of MC Group Corporate Governance**

In addition to dialogues with the CEOs and other executive officers of the MC Group companies, opportunities are arranged for the exchange of information every quarter with the Audit & Supervisory Board Members of 33 major MC Group companies in Japan, and Audit & Supervisory Board Members of the MC Group companies also convene subcommittees to provide opportunities to share information and exchange opinions. MC also provides assistance in training for those who will be assigned to the MC Group companies as full-time Audit & Supervisory Board Members. We will continue working to strengthen the corporate governance of MC Group through regular monitoring.

**5. Enhancing the Effectiveness of the Audit & Supervisory Committee and Its Members**

To increase the effectiveness of the audits performed by the Audit & Supervisory Committee, in the year ended March 31, 2025, we further enhanced the reviews of the activities of the Audit & Supervisory Committee. Specifically, as in previous years, the Audit & Supervisory Committee held mid-year and year-end reviews of audit status, focusing mainly on key audit areas. In addition, the Audit & Supervisory Committee carried out an evaluation of its effectiveness based on a survey of its members and hearings about the survey results. The Audit & Supervisory Committee reviewed its auditing methods and deliberated matters to be followed up in the audit activities for the coming fiscal year. The results of the evaluation confirmed that the audits performed by the Audit & Supervisory Committee functioned adequately, that its effectiveness is appropriately ensured, and that the Audit & Supervisory Committee will continue to consider methods to further enhance its effectiveness.

## Number of attendances at various meetings in FY 2024

| | | |
|---|---|---|
| **Dialogue with Executive Officers** | | 68 |
| **Attendance at Important Meetings** | | 135 |
| **Onsite Audits and Observations** | **Total amount** | 43 |
| | **Overseas** | 12 MC Group companies in six locations overseas |
| | **Domestic** | 21 domestic MC Group companies |
| | **Regional chiefs** | 10 overseas and domestic offices |

## *Proposal No 6. Partial amendment to the Articles of Incorporation (Disclosure of the financial impact of failing to meet a 1.5 degree Celsius target under the Paris Agreement)*

**Details of the proposal:**
The following Chapter shall be created and added to the Articles of Incorporation:
**Chapter Y: "Climate-risk management"**
**Clause Z: Disclosure of the financial impact of failing to meet a 1.5 degree Celsius target under the Paris Agreement**

Noting the Company's net zero GHG emissions by 2050 declaration, the Paris Agreement's commitment to pursue efforts to limit global warming to 1.5 degrees Celsius, the projected economic costs of physical climate change risks, and the Company's current business trajectory, the Company shall disclose quantitative assessments of:

(i) the projected financial impacts of transition risks facing the Company's current strategy and operations under a 1.5 degree Celsius warming scenario, including potential asset impairments;

(ii) the projected financial impacts of physical risks facing the Company's current strategy and operations under a scenario in which warming overshoots the Paris Agreement's temperature goals, such as the Network for Greening the Financial System (NGFS) Current Policies scenario or other reasonable scenario, including potential asset impairments; and

(iii) the degree to which the projected financial impacts described in i) and ii) will affect capital expenditure assessments and decisions.

The disclosure should be produced at reasonable costs and omit proprietary information.

**Reasons for proposal:**
This proposal requests the Company disclose the financial impact facing the Company, including significant capital expenditure plans under key climate scenarios, including a 1.5°C warming scenario and the overshoot scenarios.

The Company fails to disclose such assessments despite facing significant financial risks. Its current business is aligned with a 3.2°C outcome according to MSCI analysis. This leaves the Company vulnerable to transition risks, including potential asset impairments, due to market and policy shifts needed to meet the Paris Agreement's climate goals.

Climate science demonstrates that a 1.5°C warming outcome presents less climate-related financial risk than higher warming scenarios. By contrast, under a 2.3°C scenario, physical impacts could cost Japan's economy US$9.2 trillion by 2050.

The disclosure requested by this proposal would enable investors to better assess how climate change may affect the Company's financial stability and future profitability. In addition, enhanced transparency will support constructive engagement with shareholders and contribute to strengthening the Company's medium- and long-term corporate value.

***The Opinion of the Company's Board of Directors on Shareholder Proposals***

The Board of Directors opposes this proposal.

As outlined in paragraph (1) below, we are already preparing to disclose our outlook on the financial impacts arising from both the transition risks and opportunities[1] related to climate change, as well as the physical risks[2] requested in this shareholder proposal, and the extent of such impacts. We intend to disclose the outcome of the analyses no later than the timeline for the application of the Sustainability Standards Board of Japan (SSBJ) disclosure standards. In addition, we have already conducted scenario analyses on these risks and opportunities and have shared the detailed results publicly. Furthermore, considering the operational constraints outlined in paragraph (2) below, the provisions

1 Transition risks/opportunities refer to the potential impacts that companies may face if average global temperatures are limited to 2°C or 1.5°C above pre-industrial levels due to climate change mitigation efforts.

2 Physical risks refer to the potential impacts that companies may face due to events resulting from climate change, such as the intensification of natural disasters or changes in temperature and precipitation.

as requested by Shareholder Proposal II should not be stipulated in the Articles of Incorporation.

**(1) Analyzing and Disclosing Transition Risks and Opportunities and Physical Risks**

We acknowledge that climate change presents a significant risk, however, it also offers new business opportunities through innovation and the creation of new business models. Based on this principle, we have identified "contributing to a decarbonized society" as a material issue that MC must address through our business activities. This is regarded as a critical management concern that must be tackled to achieve sustainable growth. Furthermore, we believe it is essential to appropriately assess the risks and opportunities associated with climate change for each business, and to develop business strategies accordingly, to simultaneously achieve decarbonization and enhance the resilience of our portfolio.

In this context, we have been conducting scenario analyses using climate scenarios since FY2019. The specific initiatives we have undertaken are as follows:

- Transition Risks and Opportunities: To identify and manage transition risks and opportunities, we have conducted a 1.5°C scenario analysis based on the assumption of achieving net-zero emissions by 2050 for three key business areas: natural gas/LNG, steelmaking coal, and renewable energy. We have disclosed the impact of these risks and opportunities on each business area, as well as the related policies and initiatives based on the analysis.
- Physical Risks: To assess and manage physical risks, we have analyzed our portfolio using the most extreme climate change scenario (RCP8.5 scenario) as defined by the Intergovernmental Panel on Climate Change (IPCC). We have disclosed the current measures and future response plans for assets likely to be affected by physical risks.

Additionally, we are preparing to disclose further information in accordance with the relevant disclosure standards, including those set by the International Sustainability Standards Board (ISSB) and the Sustainability Standards Board of Japan (SSBJ). As part of this disclosure, we plan to expand on the financial impacts of climate change risks, including the analyses that have already been disclosed.

**(2) Impeding Effective Business Execution**

The purpose of the Articles of Incorporation is to establish the fundamental principles for MC’s operations in accordance with the Companies Act. It is not appropriate to stipulate specific matters, such as disclosure of quantitative assessments of the projected financial impacts of various risks, or the degree to which the projected financial impacts will affect capital expenditures, as this would significantly impede our ability to manage our operations effectively. Such provisions would limit flexible business execution and hinder our ability to adopt or revise policies in a timely manner in response to the rapidly changing business environment. This, in turn, could adversely affect our corporate value.

For the above reasons, the Board of Directors opposes this proposal.

(Translation)

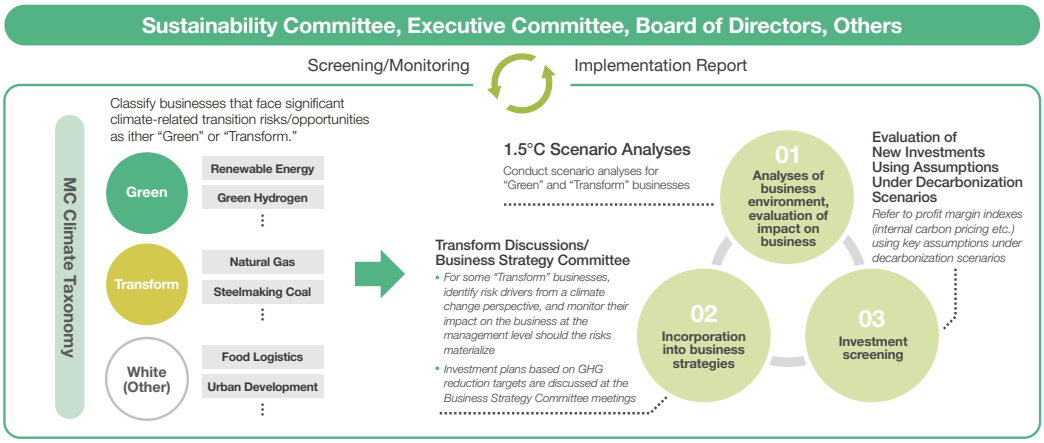
＜Reference＞

**Initiatives Toward Achieving a Carbon-Neutral Society**

In October 2021, we formulated our "Roadmap to a Carbon-Neutral Society" (hereinafter referred to as the "Roadmap") in which we declared our goal of achieving net-zero greenhouse gas (GHG) emissions by 2050. As an active player in a variety of industries including mineral resources and energy, we will fulfill our responsibility to provide a stable supply of energy while striving to achieve a carbon neutral society.

**(1) Mechanism for simultaneously decarbonizing and reinforcing MC's portfolio**

As part of our sustainability initiatives to address climate change, we have introduced a mechanism to simultaneously decarbonize and reinforce our portfolio, as shown in the figure below.




The foundation of this mechanism is a business classification system, known as the MC Climate Taxonomy, that classifies each of our businesses into one of three categories. Businesses that offer significant climate-related transition opportunities are classified as "Green" businesses, while those subject to significant climate-related transition risks are classified as "Transform" businesses. Businesses that do not fit into either of these two categories are classified as "White" businesses. Based on this classification, we conduct 1.5°C scenario analyses (detailed in the next section) to analyze the business environment and assess the impact on our businesses, identifying climate change-related risk items for specific businesses, assessing the current status and trends, and discussing the impact of these items through "transform discussions" and meetings regarding the integration of climate change factors into business strategy. Additionally, we conduct evaluations using assumptions under decarbonization scenarios to assess profitability and these evaluations provide one of the criteria in our investment decisions.

Moreover, MC's approach to, and policies on, climate change are discussed and reviewed by the Sustainability Committee, a subcommittee under the Executive Committee, based on opinions and advice from external experts through the Sustainability Advisory Committee. After thorough deliberation, these policies are decided by MC's Executive Committee, our officer-level decision-making body. Furthermore, as stipulated in the regulations governing MC's Board of Directors, the Executive Committee reports its findings regularly to the Board of Directors.

**(2) Transition Risks and Opportunities, Physical Risk Analysis**

**(a) Transition Risks and Opportunities Analysis**

We conduct transition risks and opportunities analysis using a 1.5°C scenario that assumes realization of net zero by 2050 and discloses the results. Specifically, we create and use a customized, specific model of the 1.5°C scenario, while aligning key assumptions with the IEA's scenario wherever possible, allowing for a detailed level of granularity on topics such as demand by region and product.

In line with our MC Climate Taxonomy, we perform a risk analysis for our natural gas/LNG and steelmaking coal businesses, both of which are classified as "Transform" businesses with particularly large-scale assets. We also perform an opportunity analysis for our renewable energy business. We have disclosed the results of these analyses.

Through this analysis, we have determined the resilience of our business portfolio, even under a 1.5°C scenario assuming rapid society-wide decarbonization. However, we continue to update our analysis based on the latest available climate scenarios.

**(b) Physical Risk Analysis**

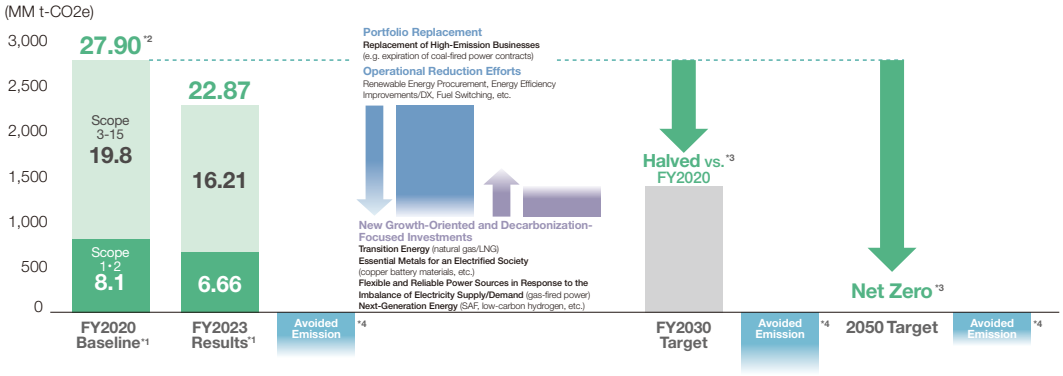
In addition to our efforts to achieve a decarbonized society, we recognize that our businesses and assets are exposed to physical risks associated with climate change. Therefore, in addition to the 1.5°C scenario analysis mentioned above, we also evaluate the potential impacts of physical risks, such as floods, droughts, and rising temperatures, on our operations.

Based on the identification of material assets and screening using climate model forecasts, we have conducted detailed analysis targeting our steelmaking coal business in Australia and our copper business in Chile, and we have disclosed the results.

In consideration of the outcomes of this analysis, we are implementing initiatives to increase the resilience of our business sites in preparation for the intensification of physical risks in the future.

**(3) Greenhouse Gas (GHG) Emissions Reduction Plan and Progress to Date**

We are actively working on the measures outlined in point (1) to achieve the GHG reduction targets established in our Roadmap: halving emissions by FY2030 compared to FY2020 and reaching net zero emissions by 2050. In FY2023, our GHG emissions amounted to 22.87 million tons, representing an 18% reduction from 27.90 million tons in FY2020, which serves as our baseline year.



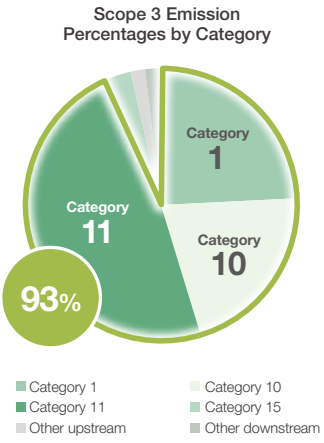

*1 Restated due to changes including the shift in GHG calculation standards from the equity share approach to the financial control approach.
*2 The base year figures include emissions from thermal power generation and natural gas projects, which comprise (i) assumed peak emissions from pre-operational committed projects and (ii) projected full-capacity emissions for partially-operational projects.
*3 In the event that emissions reduction targets are not able to be achieved despite active reduction efforts, we will consider offsetting residual emissions through internationally recognized methods including carbon removal (e.g., carbon credits). Furthermore, plans and measures related to GHG emissions reduction targets may be revised flexibly in accordance with developments related to technology, economic feasibility, policy/regulatory support, etc.
*4 Offsets will not be made using avoided emissions. Graphs for avoided emissions in the diagram are for illustrative purposes only. For actual figures, please refer to the ESG data disclosed separately.

We remain committed to advancing our efforts to meet these reduction targets, while also contributing to society's broader emissions reduction goals through low-carbon and decarbonized businesses.

### (4) Enhanced Disclosure of Scope 3 Emissions

We had previously disclosed emissions from Category 11, which accounted for most of our Scope 3 emissions. However, in response to increasing requests from stakeholders for greater transparency, and in anticipation of future statutory disclosure requirements, we disclosed the emissions for all Scope 3 categories for FY2023 in April 2025.

We have been disclosing climate-related information in response to stakeholder requests and will continue to expand our disclosures in the future.




**FY2023 Results**

| | Category | Emissions (10,000 t-CO2e) Equity share approach (previous disclosure) | Emissions (10,000 t-CO2e) Financial control basis (new disclosure) | Percentage (%) |
|---|---|---|---|---|
| 1 | Purchased goods and services | — | 11,612 | 24.2% |
| 2 | Capital goods | — | 80 | 0.2% |
| 3 | Fuel- and energy-related activities not included under Scope 1 or 2 | — | 160 | 0.3% |
| 4 | Upstream transportation and distribution | — | 480 | 1.0% |
| 5 | Waste generated in operations | — | 40 | 0.1% |
| 6 | Business travel | — | 1 | 0.0% |
| 7 | Employee commuting | — | 10 | 0.0% |
| 8 | Upstream leased assets | — | 55 | 0.1% |
| 9 | Downstream transportation and distribution | — | 315 | 0.7% |
| 10 | Processing of sold products * Some items previously in Category 11 | — | 10,100 (Steelmaking coal*) | 21.1% (33,006) |
| 11 | Use of sold products * Disclosed since FY2021 | 35,345 | 22,906 | 47.8% |
| 12 | End-of-life treatment of sold products | — | 517 | 1.1% |
| 13 | Downstream leased assets | — | 31 | 0.1% |
| 14 | Franchises | — | 10 | 0.0% |
| 15 | Investments * Subject to reduction targets (Scope 1 and 2 for affiliated companies) | | 1,621 | 3.4% |
| | Total | | 47,938 | 100.0% |

*In line with the approach used by our business partners, we reclassified emissions from steelmaking coal from Category 10 to Category 11.

### (5) Stakeholder Engagement

We regard constructive dialogue with our stakeholders, and reflecting input from that dialogue into our policies and operations, as vital to the achievement of sustainable medium to long-term enhancement of our corporate value.

We place particular emphasis on dialogue with stakeholders, and with the participation of our external directors and our Chief Stakeholder Engagement Officer (CSEO), we actively create opportunities to communicate our sustainability initiatives and collect feedback on them. In FY2024, we conducted approximately 40 dialogues with investors and NGOs on climate change.

Through these dialogues, we aim to refine our policies and initiatives based on valuable insights into stakeholders' perspectives, including expectations in relation to our strategies toward the transition to a low-carbon/decarbonized society, as well as policies around individual fossil fuel projects. We will also continue to disclose the status of the implementation of initiatives in a timely and appropriate manner.

For detailed analysis results, please refer to the sustainability page on our website (Link).

(Translation)

## ＜Reference＞

# Approaches to Corporate Governance

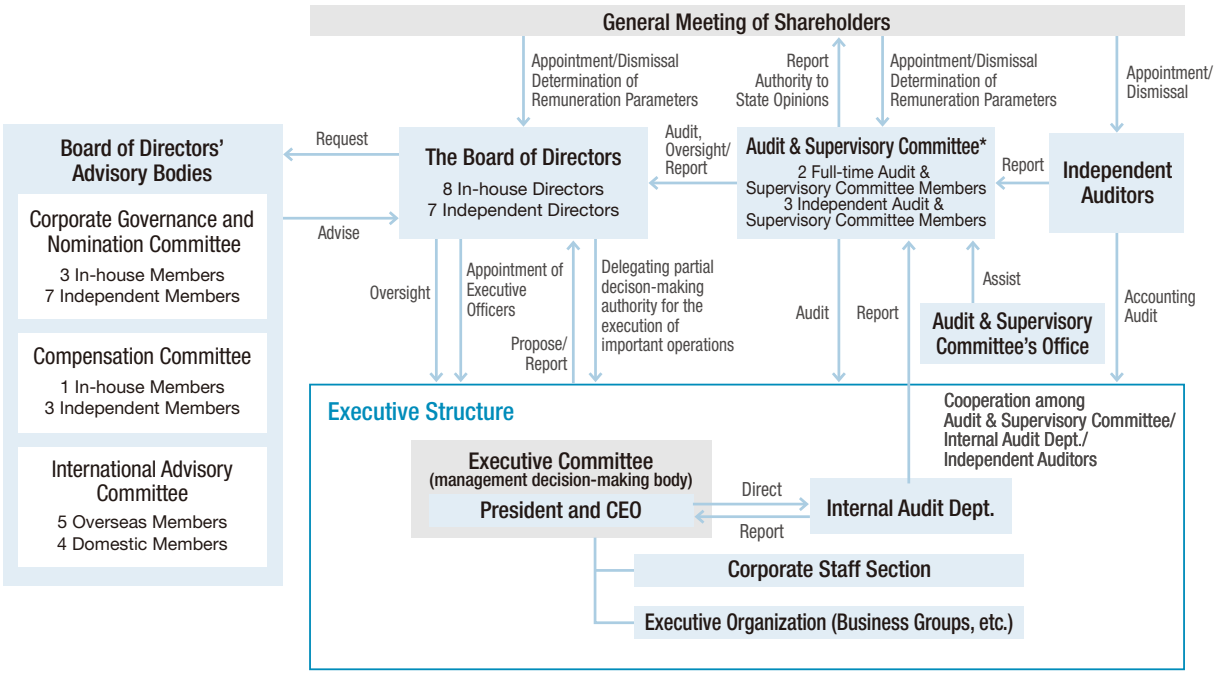
### MC's Corporate Governance System Supporting Sustainable Growth

## Basic Policy

With the Three Corporate Principles for a corporate philosophy, MC strives to continuously increase corporate value through corporate activities rooted in the principles of fairness and integrity. MC believes that by helping to enrich society, both materially and spiritually, it will also meet the expectations of all MC's stakeholders. In order to achieve these goals, MC recognizes strengthening corporate governance on an ongoing basis as a fundamental management policy since it is the foundation for ensuring sound, transparent, and efficient management.

Since the 2000's, MC has been promoting corporate governance reforms under this basic policy. To realize management and business execution that promotes growth while anticipating changes and transforming and strengthening businesses, MC continuously strives to increase corporate value while ensuring sufficient deliberation and effective oversight by the Board of Directors. In June 2024, we transitioned to a Company with an Audit & Supervisory Committee. This transition has been expediting decision-making through the delegation of authority, and also enhancing and improving the monitoring function of the Board of Directors by enriching deliberations centered on management policies and strategies at the meetings of the Board of Directors, which continue enhancing our ability to respond to accelerating changes in the external environment surrounding MC's businesses, thereby increasing corporate value.

## Corporate Governance System




*It is composed of Directors who are Audit & Supervisory Committee Members.

(Note) This diagram shows the number of Directors expected to be in office after the approvals of Proposal No.2 as originally proposed.

(Translation)

## ＜Reference＞

### Initiatives to Enhance the Effectiveness of the Board of Directors



As Chairman of the Board and a bridge between Independent Directors and the executives, I will continue to strive to maintain and develop corporate governance which is the foundation of management, and to ensure MC's sound and sustainable growth and continuous increase of corporate value, by enhancing deliberations and ensuring that the Board of Directors fulfills its roles and responsibilities.

**Takehiko Kakiuchi**
Chairman of the Board

With the aim of improving the effectiveness of its Board of Directors, aside from deliberations of the Board of Directors and its advisory bodies, MC creates additional opportunities for the provision of information to and exchange of opinions with Independent Directors. This approach, coupled with the high level of commitment of our Independent Directors, leads to substantive deliberations by the Board of Directors.

**The Board of Directors**

#### The Board of Directors

Once a month in principle *1

The Board of Directors shall fulfill the roles and responsibilities listed below to realize transparent, fair, timely, and decisive decision-making and highly effective oversight of management.

- To provide a broad management direction in line with MC's business reality, taking into consideration the external environment surrounding MC's businesses, trends, and global perspectives, etc.
- To oversee the development and operation of the business management and risk management systems the executives have established to support appropriate risk-taking.
- To provide highly effective oversight of the executives by evaluating them from an independent and objective standpoint in light of the basic management policies formulated by the executives and approved by the Board of Directors, and by encouraging them to take necessary corrective actions.

**Advisory Bodies to the Board of Directors**

#### Corporate Governance and Nomination Committee

Oct. Dec. Mar. *2

■ **Main Deliberated Matters**

- Basic framework and fundamental policy of corporate governance
- Matters about the appointment and dismissal of the Board of Directors / Matters about the nomination etc.

▶ See page 47

#### Compensation Committee

Oct. Jan. Mar. *2

■ **Main Deliberated and Determined Matters**

- Fundamental policy for the remuneration for the Directors and Executive Officers
- Evaluation of sustainability factors tied into Executive Officers' remuneration, and evaluation of President and CEO's performance

▶ See page 48

#### International Advisory Committee

Nov. *1

■ **Discussion Themes**

- The Committee selects discussion themes by taking into account the external environment with a focus on global current affairs

▶ See page 47

**Other Opportunities to Enhance Deliberations by the Board of Directors and its Advisory Bodies**

#### Briefing Sessions before Board of Directors Meetings

Once a month in principle *1

Prior to each Board of Directors meeting, opportunities are created for the executives of the Corporate Staff Section and Business Groups to provide explanatory summaries of the agenda items for which they are responsible to Independent Directors.

Distributing Materials → Briefing Sessions for Independent Directors → The Board of Director's Meeting

(As a rule, 3 days prior)

#### Briefing Sessions for Independent Directors on Corporate Strategies/Individual Projects

The executives' thoughts and plans regarding the formulation of Corporate Strategy 2027 (CS 2027), the outcomes of the management meetings, and the important individual investment and finance projects are proactively shared and discussed with Independent Directors.

▶ See page 46 "Formulation of Corporate Strategy 2027" for details

#### Dialogues between Independent Directors of the Board and Officers and Employees

MC has set up dialogues with the management executives of the Corporate Staff Section and Business Groups, small-group discussions with Executive Vice Presidents, and dialogues with mid-level and young employees to strengthen interaction between Independent Directors and officers and employees.

#### Meetings of Independent Directors

Apr. May Jul. Sep. Nov. Feb. *1

Meetings are held regularly to provide a forum for free discussion amongst Independent Directors on a wide range of topics.

■ **Main discussion themes** (FY2024)

- Items discussed at the Business Strategy Committee
- Conglomerate management
- Disruptions in Japan's electronics manufacturing industry

#### Dialogues and Site-Visits to Business Subsidiaries and Affiliates

For further understanding of MC's wide-ranging businesses, every year, the Independent Directors visit of subsidiaries, and affiliates and hold dialogues with their management and executives.

■ **Overview of the Visits and Dialogues** (since FY2022)

| | |
|---|---|
| October 2022 | Steelmaking coal mines and silica mines in Australia |
| November 2022 | Dialogue with management executives of Automotive-related business companies in Thailand and Indonesia |
| October 2023 | Quellaveco copper mine in Peru and salmon farming sites in Chile |
| July 2024 | Dialogues with AI experts, exchanges of opinions on geopolitics in Canada and the United States |



AI-related Dialogues at the University of Toronto

#### Orientation upon Assumption of Office

In order to deepen the understanding regarding the Company of new Independent Directors, orientation sessions are held by all of the Corporate Staff Section and Business Groups.

*1 Results in FY2024
*2 Results in FY 2024 (after June 21, 2024). After June 21, 2024, the Governance, Nomination and Compensation Committee was split into two committees: the "Corporate Governance and Nomination Committee" and the "Compensation Committee".

(Translation)

## ＜Reference＞

# Evaluation of the Effectiveness of the Board of Directors

Since 2015, MC has evaluated the effectiveness of the Board of Directors every year. In the fiscal year ended March 31, 2024, an independent third-party expert, Board Advisors Japan, Inc., conducted an evaluation with the aim of further enhancing the effectiveness of the Board of Directors, in anticipation of the transition into a Company with an Audit & Supervisory Committee. Their evaluation confirmed that the Board of Directors maintains an extremely high level of effectiveness.

### FY2024 Evaluation Approach and Process

In the fiscal year ended March 31, 2025, following the transition to the new governance system, the effectiveness of the Board of Directors was evarulated through a self-evaluation process led by Independent Directors that utilized, as its basis, the results of the third-party evaluation in the fiscal year ended March 31, 2024. The evaluation method, process, and a summary of the evaluation results for the current fiscal year will also be reviewed by Board Advisors Japan, Inc.

**STEP 1** The Corporate Governance and Nomination Committee discussed the evaluation's implementation methods and processes.

**STEP 2** Independent Directors, Shunichi Miyanaga, and Takeshi Nakao, led the evaluation, formulating survey questions, surveying all Directors and analyzing and evaluating the responses, in addition to having independent members lead the evaluation process the Business Group CEOs were also surveyed to secure opinions from outside the Board of Directors with the objective of ensuring multifaceted analysis, objectivity and independence.

**■ Evaluation Criteria**

✓ Review of FY2024
(Monitoring progress of major items of Midterm Corporate Strategy 2024 (MCS 2024); Roles and functions of the Directors; Agenda items of the Board of Directors; Operations and practical tasks of the Board of Directors, advisory bodies for the Board of Directors, meetings of Independent Directors, and dialogues with executive officers, etc.)

✓ Formulation of Corporate Strategy 2027 (CS 2027) and notes for future monitoring

✓ Mid- and Long-term considerations
(Sizes and Composition of the Board of Directors and advisory bodies for the Board of Directors, etc.)

**■ Messages by the compiling Independent Director**



Shunichi Miyanaga
Independent Director

The extensive discussions in the process of considering the transition to a Company with an Audit & Supervisory Committee brought greater clarity to all the Directors in terms of governance and monitoring. Based on the mutual understanding created and expanded through those discussions, it can be concluded that, following the transition, the degree of multifaceted monitoring and deliberation has increased at the Board of Director's meetings.



Takeshi Nakao
Independent Director, Audit & Supervisory Committee Member

Through discussions during the process of considering the transition to a Company with an Audit & Supervisory Committee, along with the transparent sharing of information from the executives, I believe the Independent Directors have deepened their understanding of MC's businesses and that the Board of Directors is becoming more proactive in its discussions as a unified body.

**STEP 3** The results were analyzed and evaluated in the meetings of Independent Directors as well as the Corporate Governance and Nomination Committee, then deliberated by the Board of Directors.

## FY 2024 Evaluation of the Effectiveness of the Board of Directors-Overall Summary

■ In the fiscal year ended March 31, 2024, **the Board of Directors was confirmed to have an extremely high level of effectiveness**, underpinned by MC's characteristics and strengths. These strengths were confirmed to have been further enhanced through the transition to a Company with an Audit & Supervisory Committee and reforms to the corporate governance system.

■ Through opportunities such as discussions regarding the transition to a Company with an Audit & Supervisory Committee, the Board of Directors has carefully considered how the Board of Directors should optimally be structured and how the Board of Directors should monitor the executions, and it was confirmed that the foundation for further improvement of corporate governance has been enhanced under the initiative of the Board of Directors.

**Four Strengths Underpinning MC's Board Effectiveness**

1. Strong will and efforts of Chairman of the Board and the executives to strengthen its corporate governance
2. Mutual trust fostered and maintained through close communication between the Board Members who are in oversight roles and the executives
3. High level of commitment to MC by Independent Directors and Independent Audit & Supervisory Board Members (They spend a long time for MC with strong responsibilities)
4. Thorough efforts, support system, and PDCA management by the Board of Directors' Office.

**Factors Underpinning the Four Strengths**

- A board culture that sincerely pursues the best way of being for the Company while taking the external environment into account
- "People-related elements" such as mutual trust between the Board Members who are in oversight roles and the executives and among Directors, and their commitment

(Translation)

## Policy for Future Initiatives Based on the FY2024 Evaluation

| | Major Initiatives in FY2024 | FY2024 Effectiveness Evaluation Results | FY2025 Policy |
|---|---|---|---|
| **Overall Evaluation of the Board of Directors** | ▪ Ensured reliable, smooth operation of the new corporate governance system.<br>▪ Worked under the new corporate governance system to achieve further improvements in agenda settings and to further enhance discussions about corporate strategies and other key matters. | ▪ Confirmed that a relationship of mutual trust had been established among Directors, based on strong commitment to MC shown by Independent Directors, and the executives' proactive approach to the disclosure of detailed information.<br>▪ More opportunities to discuss corporate strategies from multiple perspectives under new corporate governance system. | ▪ The Board will maintain and enhance relationship of mutual trust between the Directors who are in oversight roles and the executives, one of MC's strengths.<br>▪ The Board will continue to discuss our vision for MC considering changes in the external environment. These discussions will form the basis for continual monitoring of and improvements to our corporate governance systems.<br>▪ Considering the complex business environment, the Board will monitor progress on CS 2027* based on the knowledge and discussions of Directors.<br>**See below for process used to formulate CS 2027.* |
| **Mid- and Long-Term Considerations** | ▪ Started deliberations on further moves to strengthen corporate governance under new structure. | ▪ Following an in-depth discussion of the sizes and composition of the Board of Directors, it was concluded that the existing situation is functioning well. However, given the dramatic changes occurring in the business environment, continuing discussions about the vision for MC were deemed essential. | |
| **Monitoring of MCS 2024 and Formulation of CS 2027** | ▪ Held exchanges of opinions with the goal of formulating a new corporate strategy, resulting in a deeper mutual understanding between the directors who are in oversight roles and the executive directors. | ▪ Monitoring of progress on Midterm Corporate Strategy 2024 (MCS 2024) was carried out effectively, thanks to extensive information sharing by the executives.<br>▪ Process used to formulate Corporate Strategy 2027 (CS 2027), which involved extensive discussions between, the directors who are in oversight roles and the executives was highly rated by the Independent Directors. | |

## Formulation of Corporate Strategy 2027

■ Midterm Corporate Strategy 2024 (MCS 2024) was enhanced through the combined efforts of In-house and Independent Directors from strategy formulation to monitoring, which ultimately led to enhanced monitoring. With the transition to a Company with an Audit & Supervisory Committee in June 2024, deliberations by the Board of Directors on management strategies and policies have been further enhanced.

■ Corporate Strategy 2027 (CS 2027) also emerged after more extensive sharing with Independent Directors of the results of discussions at the Business Strategy Committee of each business group, as well as the exchange of opinions between the supervisors and the executives from the strategy formulation stage. This sharing and exchange is vital in formulating the management strategy of MC, which boasts diverse industrial aspects and business models.



(Translation)

**＜Reference＞**

## Advisory Bodies to the Board of Directors

(Note) The Composition of Committees show the members expected to be in office after the approval Proposal No.2 as originally proposed.

### Corporate Governance and Nomination Committee

For the purpose of strengthening corporate governance on an ongoing basis, enhancing the objectivity and transparency of the nomination process undertaken by the Board of Directors, and ensuring the fairness of this process, the Corporate Governance and Nomination Committee shall deliberate and monitor the matters below with the participation of all Independent Directors.

**Composition of Committee** (*The committee chair)

| Independent members (7): | | In-house members (3): |
|---|---|---|
| **Shunichi Miyanaga,** Independent Director | **Sakie Akiyama,** Independent Director | **Takehiko Kakiuchi,*** Chairman of the Board |
| **Mari Sagiya,** Independent Director | **Mari Kogiso,** Independent Director | **Katsuya Nakanishi,** Director, President & Chief Executive Officer |
| **Tsuneyoshi Tatsuoka,** Independent Director, Audit & Supervisory Committee Member | **Rieko Sato,** Independent Director, Audit & Supervisory Committee Member | **Mitsumasa Icho,** Director, Full-time Audit & Supervisory Committee Member |
| **Takeshi Nakao,** Independent Director, Audit & Supervisory Committee Member | | |

**Main Deliberated Matters** (after June, 2024)

- Operation of the new corporate governance system after the transition into a Company with an Audit & Supervisory Committee
- Evaluation of the effectiveness of the Board of Directors
- Size and composition of the Board of Directors/Nomination of the Board of Directors, etc.

**Percentage of Independent Members among Total Members**




### International Advisory Committee

The Committee comprises overseas experts from various backgrounds, including industry, government, and academia, and provides recommendations and advice from an international perspective.

**Main Discussion Themes** (FY 2024)

- US Political Situation
- Estimative Intelligence -exploring global trends*
  *Discussed three important global themes (highlighted below), through the estimative lens of "intensifies","continues" and "diminishes" trends.
  - Geopolitical Situation
  - Economy & Society
  - Energy Security

**Composition of Committee** (*The committee chair) (As of November, 2024)

| Overseas members (5): | Domestic members (4): |
|---|---|
| **Joseph S. Nye,** United States of America, Harvard University Distinguished Service Professor | **Takehiko Kakiuchi,*** Chairman of the Board |
| **Niall FitzGerald, KBE,** Ireland, Former Chairman, Unilever | **Katsuya Nakanishi,** Director, President & Chief Executive Officer |
| **Natarajan Chandrasekaran,** India, Chairman, Tata Sons | **Kotaro Tsukamoto,** Director, Senior Executive Vice President |
| **Bilahari Kausikan,** Singapore, Former Permanent Secretary, Ministry of Foreign Affairs Singapore | **Tsuneyoshi Tatsuoka,** Independent Director |
| **Victor L.L. Chu,** Hong Kong, Chairman, Hong Kong-USA Business Council | |



(Translation)

## Compensation Committee

For the purpose of enhancing the objectivity and transparency of the policy for setting Directors' and Executive Officers' remuneration and the remuneration amount, both determined by the Board of Directors, and ensuring fairness throughout the determination process, the Compensation Committee shall deliberate, monitor and/or determine the matters below.

### Composition of Committee (*The committee chair)

| Independent members (3): | | In-House members (1): |
|---|---|---|
| **Sakie Akiyama***, Independent Director | **Mari Kogiso,** Independent Director | **Takehiko Kakiuchi,** Chairman of the Board |
| **Tsuneyoshi Tatsuoka,** Independent Director, Audit & Supervisory Committee Member | | |

### Main Deliberated and Determined Matters (after June, 2024)

- Revised remuneration for the Directors and Executive Officers
- The evaluation of sustainability factors tied into Executive Officers' remuneration*
- The evaluation of President's performance*

*In addition to four members of the Compensation Committee, all Independent Directors (including Audit & Supervisory Committee Members) participate in deliberations and decisions.

### Percentage of Independent Members among Total Members




## Overview of the Revision to the Executive Officers' Remuneration

In the fiscal year ended March 31, 2025, under the newly formulated "Corporate Strategy 2027 (CS 2027)," we have decided to revise the remuneration system for Executive officers including Directors who also serve as Executive Officers with the primary purpose of further aligning their values with those of shareholders and further strengthening our efforts to achieve sustainable growth and increase our corporate value over the medium to long term.
The Compensation Committee, chaired by Independent Director, conducted a series of deliberations on this revision from the perspectives of whether it was consistent with the new management strategy, CS 2027, easy for the executive officers to understand, and whether it would increase motivation.



Chairperson of Composition Committee
**Sakie Akiyama**
Independent Director

We believe that the Compensation Committee has engaged in even deeper and more engaged discussions together with of the transition to a smaller committee following the transition to a Company with an Audit & Supervisory Committee. Prior to the Committee's deliberations, the committee held numerous discussions with the Executives to reach a consensus regarding the goals to be achieved through this revision. The committee then deliberated from various perspectives on how best to design a system to realize these goals.

### Process for Revising Executive Officers' Remuneration



(Translation)

## Stance on Acquisition, Holding and Reduction in Listed Stocks / Reduction in Holdings of Listed Stocks

### [Stance on acquisition, holding and reduction in listed stocks]

MC may acquire and hold shares acquired for other than pure investment as a means of creating business opportunities and building, maintaining and strengthening business and partner relationships. When acquiring these shares, MC confirms the necessity of its acquisition based on the significance and economic rationale of the purchase in accordance with internal company rules. Also, MC periodically reviews the rationality of continuing to hold the shares and promotes reducing holdings of stocks with decreased significance.

### [Verification policy for holding individual shares]

The Board of Directors verifies all of the listed shares (excluding pure investment) held by MC from the perspectives of both economic rationale and qualitative significance of holding them every year.
The economic rationale is confirmed based on whether or not the related earnings from each stock, such as dividends and related business profits on transactions, exceed MC's target capital cost for the market price of each individual share.
The qualitative significance is confirmed based on the achievement or status of progress of the expected purpose for holding the stock, etc.

### [Reduction in holdings of listed stocks]

Based on the results of the verification process described above, in the fiscal year ended March 2025, shareholdings were reduced by approximately 10% compared to the previous fiscal year-end, as a result of selling shares of approximately ¥60 billion (with a market value, including deemed shareholdings).

(Translation)

# Fiscal 2024 Business Report (From April 1, 2024 to March 31, 2025)

## ■ Review of Operations

### ● Summary of Operating Results for the MC Group

**[Business Lines]**

In response to the business environment, MC is leveraging its integrated strength (the ability to dynamically shift business strategies in anticipation of market changes by combining our extensive operational experience, broad industry expertise and deep insights, powered by our top-tier and diverse talent base, as a trusted partner) and through our domestic and overseas networks, our businesses range from developing natural resources to manufacturing and marketing a variety of products, providing consumer products and services, commercializing new business models and technologies, and developing and providing new services.

**[Consolidated Results]**

**1. Summary of the Year Ended March 2025 Results**

| (Billions of Yen) | Year ended March 31, 2024 | Year ended March 31, 2025 | Change | Remarks |
|---|---|---|---|---|
| Revenues | 19,567.6 | 18,617.6 | (950.0) | Decrease due to sales volume decline and following Lawson, Inc. becoming an equity method affiliate |
| Gross profit | 2,359.7 | 1,836.4 | (523.3) | Decrease following Lawson, Inc. becoming an equity method affiliate and due to sales volume decline in the Australian steelmaking coal business |
| Selling, general and administrative expenses | (1,692.3) | (1,465.3) | +227.0 | Decrease following Lawson, Inc. becoming an equity method affiliate |
| Gains (losses) on investments | 233.0 | 305.6 | +72.6 | Gain on sale and valuation related to overseas power generating business in the previous year and fair value gain on remaining ownership interest following Lawson, Inc. becoming an equity method affiliate |
| Gains (losses) on disposal and sale of property, plant and equipment and others | 37.2 | 134.6 | +97.4 | Gain on sale of property, plant and equipment in the Australian steelmaking coal business |
| Impairment losses and reversals on property, plant and equipment, intangible assets, goodwill and others | (29.6) | (3.9) | +25.7 | Impairment losses on property, plant and equipment in the overseas food business recorded in the previous fiscal year |
| Other income (expenses) -net | (104.1) | 76.5 | +180.7 | Chiyoda Corporation related provisions recorded in the previous year and reversal of provisions recorded in the current year |
| Finance income | 305.4 | 342.6 | +37.2 | Increased dividend income and interest income due to increased loans receivable |
| Finance costs | (191.1) | (170.6) | +20.5 | Decreased interest expenses due to decrease in borrowings |
| Share of profit (loss) of investments accounted for using the equity method | 444.4 | 337.5 | (106.9) | Impairments and other losses on domestic offshore wind power generating projects and decreased equity earnings in Mitsubishi Motors Corporation |
| Profit (loss) before tax | 1,362.6 | 1,393.4 | +30.8 | — |
| Income taxes | (337.7) | (317.2) | +20.6 | — |
| Profit (loss) for the year | 1,024.9 | 1,076.2 | +51.4 | — |
| Profit (loss) for the year attributable to Owners of the Parent | 964.0 | 950.7 | (13.3) | — |

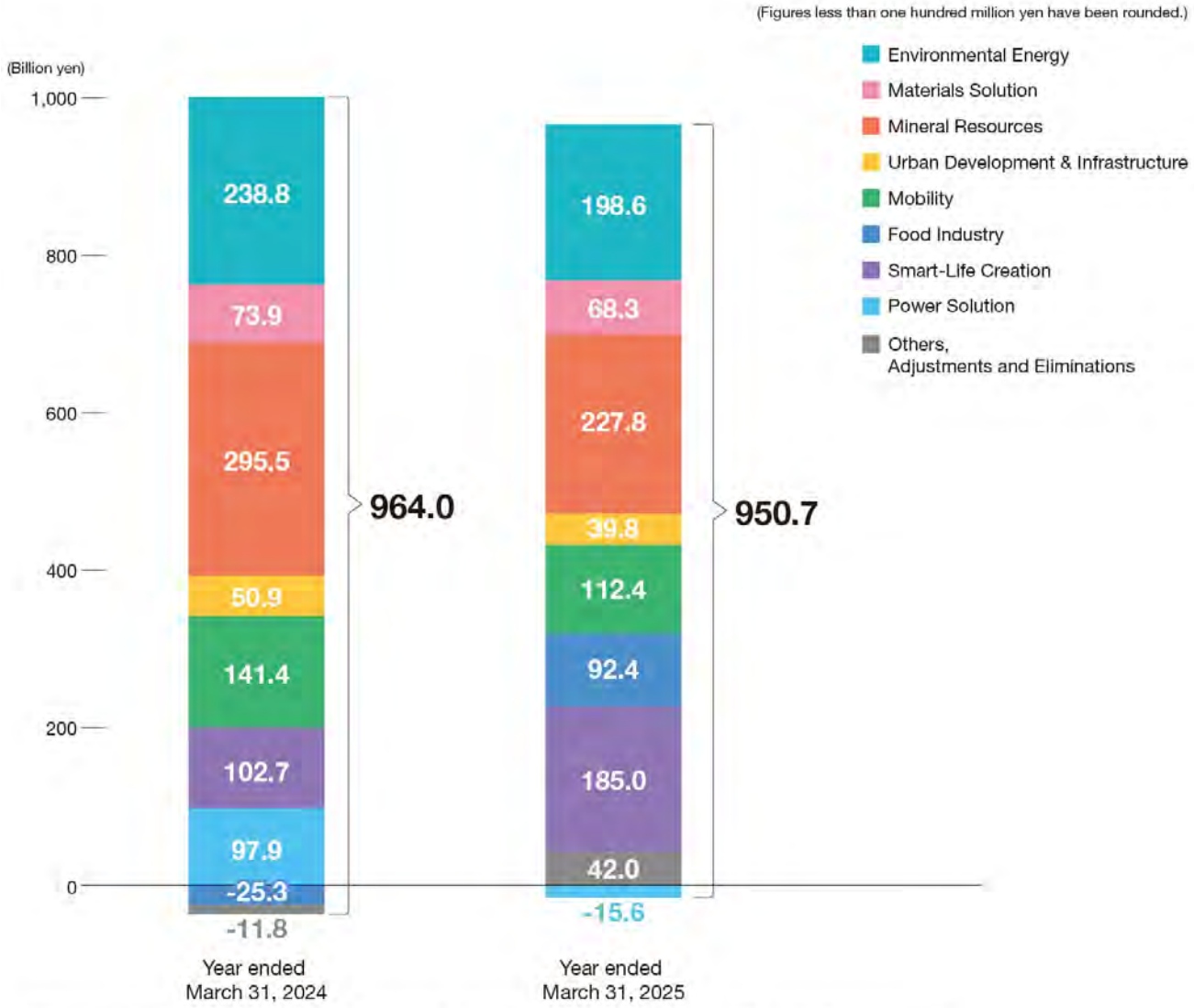
*1 May not match with the total of items due to rounding off.

*2 This Business Report is prepared based on IFRS Accounting Standards.

(Translation)

## 2. Segment Information

■ Profit (loss) for the year by Segment (Billion yen)

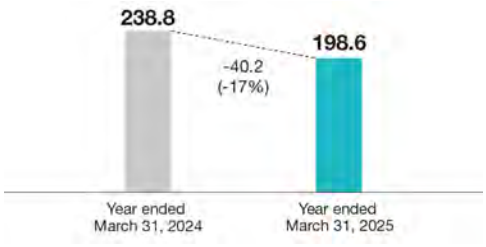



MC has reorganized its operating segments into 8 groups from the beginning of fiscal year ending March 31, 2025, and the Company's segment information for the year ended March 31, 2024, has been reclassified and restated.

**Environmental Energy Group**

The Environmental Energy Group engages in the development and production of natural gas and liquefied natural gas (LNG), as well as LPG and petroleum products businesses, while also developing next-generation energy businesses.

■ **Profit for the year** (Billion yen)




【Main Factors】

Negative

- Absence of previous year gain on liquidation of subsidiary in the Malaysia LNG business.
- Decrease in market prices in the shale gas business.

**【TOPICS】**

**Strengthening Partnership with PETRONAS and Reinforcing Confidence in Regional LNG Operations**

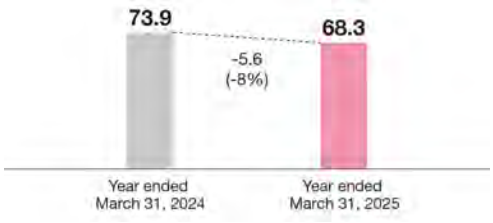
MC has enjoyed a long partnership with PETRONAS in the Liquefied Natural Gas (LNG) business in Malaysia since 1978. As a symbol of this relationship, the two companies agreed to extend their interests in Malaysia LNG (MLNG) Dua* and to reinvest in MLNG Tiga* in September 2024. The MLNG project is the world's largest LNG project with a production capacity of 29.3 million tons per annum, contributing to the stable supply of LNG to Japan and other Asian countries.

*The names of two of the four production units that comprise MLNG.

**Materials Solution Group**

The Materials Solution Group engages in sales and trading, investment and business development related to a wide range of materials such as petrochemicals, basic chemicals, performance materials, carbon materials, ceramics and steel products.

■ **Profit for the year** (Billion yen)




【Main Factors】

Positive

- Absence of previous year impairment losses in the chemical manufacturing business.

Negative

- Market headwinds in the North American plastic building material business.
- Decreased volume in the steel business.

**【TOPICS】**

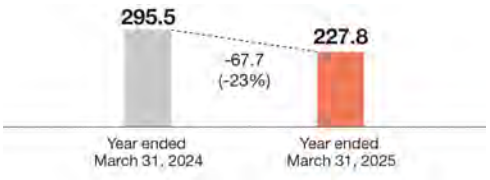
**One of the World's Largest Suppliers of High-Grade Silica Sand**

Cape Flattery Silica Mines Pty., Ltd (CFSM) (wholly owned by MC, located in Australia) owns one of the world's largest mines of silica sand, an essential raw material for glass production, including solar power generation panels and display glass. For over 50 years, CFSM has been supplying silica sand, to many countries in Asia, including Japan, through its integrated supply chain, which takes advantage of MC's logistics and sales network, to comprehensively span all operations from mining and processing to exports and sales. Going forward, MC will continue to contribute to the stable supply of silica sand in this market, where demand is expected to steadily grow, while striving to preserve the natural environment and coexist in harmony with the local community.

**Mineral Resources Group**

The Mineral Resources Group engages in "managing" business by investing in and developing mineral resources, such as copper, steelmaking coal, iron ore, aluminum, lithium and nickel while leveraging high-quality and functions in steel raw materials and non-ferrous resources and products through a global network to reinforce supply systems.

■ **Profit for the year** (Billion yen)




【Main Factors】

Positive
- Divestiture of two Australian steelmaking coal mines.

Negative
- Decline in total volume and decrease in market prices in the Australian steelmaking coal business.

**【TOPICS】**

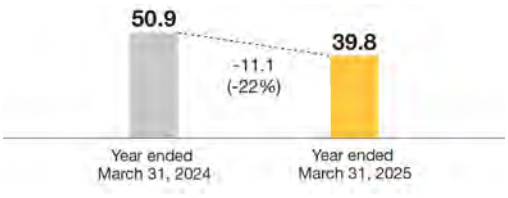
**Expansion of Copper Business to Meet Growing Demand**

MC has positioned the development of copper resources, which are key to decarbonization, as one of its core businesses and jointly owns several copper mines. The Quellaveco copper mine in Peru, which moved into full-scale operation in 2023, contributed steady earnings in FY2024 due to the continued stability of its operations. Furthermore, MC made progress in solidifying the development of the Marimaca copper mine in Chile with the aim of starting production around 2030, and in the Anglo American Sur copper project with the aim of integrating operations with those of neighboring mines. MC will continue working to secure further copper resources and ensure a stable supply.

**Urban Development & Infrastructure Group**

The Urban Development & Infrastructure Group engages in urban development and operation domestically and in the overseas, real estate development and management, data centers supporting the digital society, ships, aerospace-related equipment, industrial machinery, and energy infrastructure businesses.

■ **Profit for the year** (Billion yen)




【Main Factors】

Positive
- Tax gain and absence of valuation loss in the overseas real estate business in previous year.
- Gain on construction completion in the energy infrastructure-related business.

Negative
- Impairment and loss on sales in the North American real estate development business.
- Provisions for Chiyoda Corporation's U.S. Golden Pass LNG project.

**【TOPICS】**

**Development of Next-Generation Industrial Park Concept to Address Society's Needs**

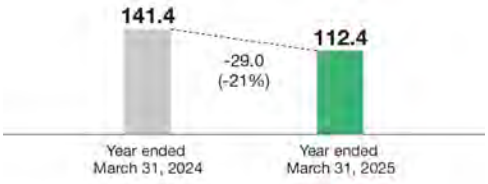
MC is developing several next-generation industrial park concepts* in collaboration with its partners, with the aim of positioning advanced industries at the core of its urban development work. Through "iParks," drug-discovery and bioresearch facilities, MC will drive innovation that will lead to more large-scale urban development projects being built around R&D facilities. MC will also develop an integrated power and data business to meet the rapidly growing demand for AI and the challenge of providing a stable and sustainable power supply.

*Industrial-oriented urban development which leverages MC's industrial expertise to connect and integrate multiple industries.

**Mobility Group**

The Mobility Group engages in value chain businesses including overseas production, sales, financing, and after-sales of automobiles, mobility service businesses which fulfill needs related to mobility, and mobility-related businesses based on EVs and batteries.

■ **Profit for the year** (Billion yen)




【Main Factors】

Positive
- Revaluation gain due to restructure of Indian automobile business.

Negative
- Market slowdown for Mitsubishi Motors and the ASEAN automotive business.

**【TOPICS】**

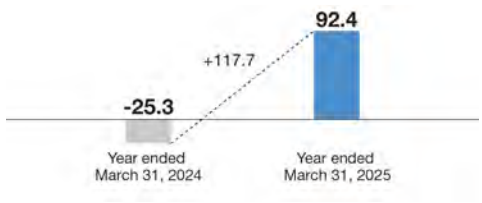
**Participation in Mobility Services Business to Support Growth of Indian Automotive Market**

In India, the world's third largest new car market, MC has participated in the after-sales service business since FY2018 and in the used car auction and multi-brand dealer businesses since FY2024 under a partnership with TVS Mobility Private Limited, one of the TVS Mobility group's most recognized companies. Together, the three businesses operate approximately 1,000 service centers and 150 sales offices, with a cumulative sales volume of over 1 million units, making it one of the largest networks and customer bases in the country. While leveraging these business foundations, MC will also engage in leasing and other businesses to support the growth and development of the Indian automotive market.

**Food Industry Group**

The Food Industry Group engages in a wide range of business areas and operations related to food, including production, procurement and manufacturing of food resources, fresh foods, consumer goods, and food ingredients, through activities such as sales, investments and business developments.

■ **Profit (loss) for the year** (Billion yen)




【Main Factors】

Positive
- Absence of previous year impairment losses in the overseas food business.
- Absence of previous year decrease in earnings in the salmon farming business.
- Divestiture of KFC Holdings Japan and Princes.

**【TOPICS】**

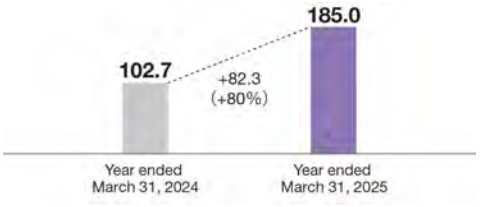
**Formation of Strategic Alliance with ADM**

In March 2025, MC signed a memorandum of understanding with Archer-Daniels-Midland Company (ADM), one of the world's largest food and agriculture companies, to form a strategic alliance to explore potential areas of future collaboration across the agricultural value chain. MC offers a cross-industrial business platform spanning multiple industries including food and energy. Together with ADM's strong business foundation and knowledge in the food and agriculture field, the companies hope that these broad and deep capabilities will allow them to create value by identifying new opportunities to meet global needs ranging from a robust biofuel supply chain to a stronger, more resilient global food system.

**Smart-Life Creation Group**

The Smart-Life Creation Group engages in creation of an affluent society and a better life for consumers (Smart-Life) by establishing various C2B businesses which meet the social issues and needs of consumers in each region and country, and organically linking them with B2B businesses such as finance, digital and logistics.

■ **Profit for the year** (Billion yen)




【Main Factors】

Positive
- Revaluation gain due to reclassification of Lawson, Inc. to equity method affiliate.

Negative
- Absence of previous year gain on sale of affiliate.

**【TOPICS】**

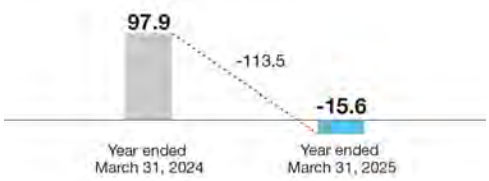
**Investment in Ayala Joint Venture with Stake in Globe Fintech Innovations (Mynt)**

Mynt is the parent company of "GCash," the number one finance super app and the largest digital cashless ecosystem in the Philippines. MC has signed an investment agreement with Ayala Corporation, a leading conglomerate in the Philippines, to invest in AC Ventures Holding Corp, which currently holds an approx. 13% stake in Mynt, subject to the satisfaction of customary closing conditions and relevant regulatory approvals. By promoting collaboration across a wide range of sectors, including digital financial services, mobility, and renewable energy, MC aims to contribute to the sustainable development of the Philippines, an ASEAN country that is expected to experience significant economic growth.

**Power Solution Group**

The Power Solution Group engages in a wide range of business areas in power related businesses which is the industrial base domestically and in the overseas. Specifically, the Group engages in power generating , power trading businesses, power retail businesses as well as the development of transmission businesses and hydrogen energy sources.

■ **Profit (loss) for the year** (Billion yen)




【Main Factors】

Positive
- Improved profitability in the U.S. solar power generation business.

Negative
- Absence of previous year gain on sale of assets in the overseas power business.
- Impairments and other losses in the Japanese offshore wind power business.

**【TOPICS】**

**Launch of Largest Battery Park in Belgium**

In February 2025, MC, through its subsidiary N.V. Eneco (in which it holds an 80% stake), opened Belgium's largest battery park. The park has a storage capacity of 50MW/200MWh, consisting of a total of 53 storage batteries, and is equipped with a supply and demand management function that compensates for the intermittent nature of renewable energy by efficiently storing electricity from wind and solar power generation, etc., and re-supplying it when needed, thereby contributing to the reduction of fossil fuels dependency. MC will continue to contribute to the transition to a decarbonized society through the provision of a sustainable power supply and other measures.

(Translation)

**[Consolidated Financial Position]**
**1. Changes in Assets, Liabilities and Equity**

| (Billions of Yen) | March 31,2024 | March 31, 2025 | Change | Remarks |
|---|---|---|---|---|
| Total assets | 23,459.6 | 21,496.1 | (1,963.5) | － |
| Current Assets | 11,676.5 | 8,752.4 | (2,924.1) | Decrease in assets classified as held for sale following Lawson, Inc. becoming an equity method affiliate |
| Non-current assets | 11,783.1 | 12,743.7 | ＋960.6 | Increase in investments accounted for using the equity method following Lawson, Inc. becoming an equity method affiliate and right-of-use assets due to the commencement of the lease in the LNG-related business |
| Total liabilities | 13,364.7 | 11,341.8 | (2,022.9) | － |
| Current liabilities | 8,132.1 | 5,883.0 | (2,249.1) | Decrease in liabilities directly associated with assets classified as held for sale following Lawson, Inc. becoming an equity method affiliate |
| Non-current liabilities | 5,232.7 | 5,458.8 | ＋226.1 | Increase in lease liabilities due to the commencement of the lease in the LNG-related business and deferred tax liabilities due to fair value gain on remaining ownership interest following Lawson, Inc. becoming an equity method affiliate |
| Total equity | 10,094.8 | 10,154.3 | ＋59.5 | － |
| Equity attributable to owners of the Parent | 9,043.9 | 9,368.7 | ＋324.8 | Increase in retained earnings accumulated by profit for the period |
| Non-controlling interests | 1,051.0 | 785.6 | (265.4) | Decrease following Lawson, Inc. becoming an equity method affiliate |
| | | | | |
| Net interest-bearing liabilities (excluding lease liabilities) * | 3,782.3 | 3,047.2 | (735.1) | － |

*Gross interest-bearing liabilities minus cash, cash equivalents and time deposits

**2. Cash Flows**

Cash and cash equivalents as of March 31, 2025 was ¥1,536.6 billion, an increase of ¥285.0 billion from March 31, 2024. The breakdown of cash flows was as follows:

| (Billions of Yen) | Year ended March 31, 2023 | Year ended March 31, 2024 | Change | Remarks |
|---|---|---|---|---|
| Cash flows operating activities | 1,347.4 | 1658.3 | +310.9 | Breakdown<br>Cash flows from operating transactions and dividend income<br><br>Year-over-year changes<br>Decrease in the payments of income taxes and increase in dividend income |
| Cash flows from investing activities | (205.8) | (273.9) | (68.1) | Breakdown<br>Capital investment and decrease in cash and cash equivalents following Lawson, Inc. becoming an equity method affiliate, despite cash flows from collection of loans and sale of investments in affiliated companies<br><br>Year-over-year changes<br>Decrease in cash and cash equivalents following Lawson, Inc. becoming an equity method affiliate and acquisition of other investments, despite cash flows from divestiture of two coal mines in the Australian steelmaking coal business and collection of loans |
| Cash flows from finance activities | (1,086.2) | (1,530.7) | (444.5) | Breakdown<br>Acquisition of treasury stock, repayments of debt and lease liabilities, and payments of dividends<br><br>Year-over-year changes<br>Repayments of short-term debts |

The dividends were paid in compliance with the shareholder returns policy of progressive dividends in line with sustained profit growth. The acquisition of treasury stock was carried out in order to optimize total payout ratio, as well as MC’s capital structure. Regarding financing through debt, the policy is to maintain debts at an appropriate level in light of liquidity and financial soundness.

**[Capital Expenditures]**
In the LNG Canada Project, in which the Company participates with a 15% stake through Diamond LNG Canada Partnership (in which the Company holds a 96.7% stake), the pipeline use agreement was revised in November, 2024, and the start date of gas transportation service was agreed upon. MC recorded 242.1 billion yen in assets related to transportation services (the balance as of March 31, 2025 is 239.7 billion yen).

**[Issuance of Corporate Bonds]**
The MC Group flexibly issues bonds as its primary means of raising funds. During the fiscal year ended March 31, 2025, MC issued U.S. dollar-denominated straight bonds offering in overseas markets, mainly in the U.S., Europe, and Asia, totaling 1 billion US dollars (approximately 158.8 billion yen). In addition, Mitsubishi Corporation Finance PLC, a wholly owned subsidiary of MC based in the U.K. issued U.S. dollar-denominated straight bonds, totaling 30 million US dollars (approximately 4.6 billion yen), and Hong Kong dollar-dominated straight bonds, totaling 300 million Hong Kong dollars (approximately 5.9 billion yen).

**[Important Business Combinations]**
- **Sale of shares in Princes Limited**

The Company sold all of its shares in U.K. food business company Princes Limited (a wholly owned subsidiary) to Newlat Food S.p.A.

- **Partial sale of shares of Lawson, Inc.**

The Company sold a portion of its shares in Lawson, Inc. (Lawson), a convenience store operator, to KDDI Corporation through a tender offer and a squeeze-out procedure using a share consolidation of the Company's shares. As a result, the Company and KDDI now each hold 50% of the voting rights in Lawson, resulting in MC losing sole control over Lawson and its reclassification as a jointly controlled entity.

- **Sale of shares in Japan KFC Holdings Co., Ltd.**

The Company sold all of its shares in Japan KFC Holdigns Co., Ltd. (Japan KFC), a company operating restaurants, and selling fried chicken and other items (in which MC holds 35.12% stake), to Japan KFC.

(Translation)

## ● Operating Results and Financial Position

### The MC Group Consolidated Operating Results and Financial Position *1

(Million yen/ Figures less than one million yen are rounded to the nearest million)

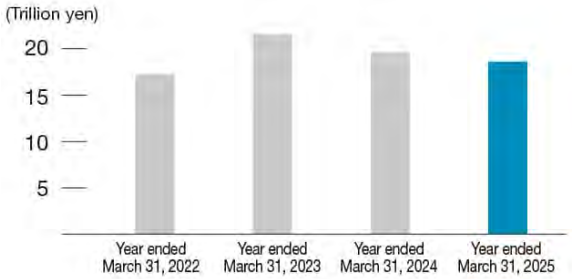
| | Item＼Fiscal Year Ended | March 31, 2022 | March 31, 2023 | March 31, 2024 | March 31, 2025 |
|---|---|---|---|---|---|
| Consolidated | Revenues | 17,264,828 | 21,571,973 | 19,567,601 | 18,617,601 |
| | Profit attributable to owners of MC | 937,529 | 1,180,694 | 964,034 | 950,709 |
| | Equity attributable to owners of MC | 6,880,232 | 8,065,640 | 9,043,867 | 9,368,714 |
| | Total Assets | 21,912,012 | 22,147,501 | 23,459,572 | 21,496,104 |
| | Basic Profit attributable to owners of MC per share (yen) *2 | ¥211.69 | ¥269.76 | ¥230.10 | ¥236.97 |
| | R O E | 15.0% | 15.8% | 11.3% | 10.3% |

*1 Figures in the above table are derived from financial information included in the consolidated financial statements based on IFRS Accounting Standards in accordance with Article 120, Paragraph 1 of the Ordinance on Company Accounting of Japan.

*2 On January 1, 2024, MC conducted a three-for-one stock split of its common stock. “Basic Profit attributable to owners of MC per share” on this page is calculated based on the assumption that such stock split occurred at the beginning of fiscal year ended on March 31, 2022.

### The MC Group (Consolidated)

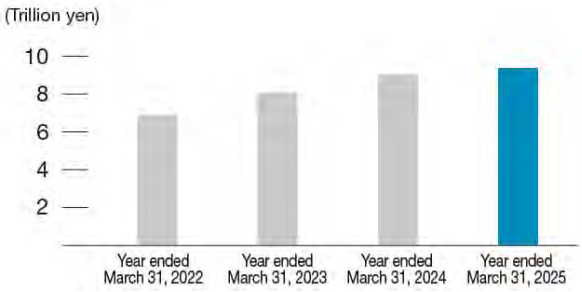
《Revenues》




《Profit attributable to owners of MC and Basic Profit attributable to owners of MC per share》




《Equity attributable to owners of the Parent》




《Total Assets》



## Mitsubishi Corporation Non-Consolidated Operating Results and Financial Position

(Million yen/ Figures less than one million yen are rounded down)

| | Item＼Fiscal Year Ended | March 31, 2022 | March 31, 2023 | March 31, 2024 | March 31, 2025 |
|---|---|---|---|---|---|
| Non-consolidated | Revenues | 2,017,310 | 2,410,802 | 2,232,852 | 2,123,803 |
| | Profit | 402,624 | 1,263,525 | 864,009 | 807,297 |
| | Total Equity | 2,976,091 | 3,785,253 | 3,969,592 | 4,003,580 |
| | Total Assets | 8,326,745 | 8,260,303 | 8,565,275 | 8,451,015 |
| | Profit per share (yen)*1 | ¥90.90 | ¥288.68 | ¥206.22 | ¥201.23 |
| | Dividend per share (yen) *1, *2 | ¥50 | ¥60 | ¥70 | ¥100 (of which ¥50 is for Interim Dividend) |

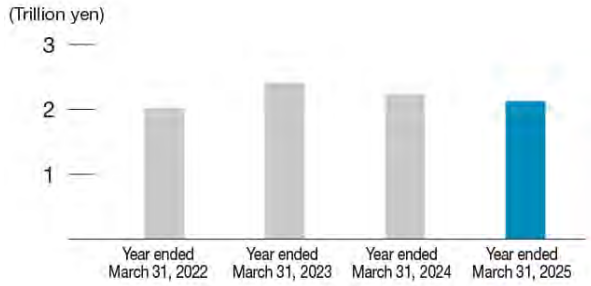
(Note)

*1 On January 1, 2024, MC conducted a three-for-one stock split of its common stock. “Profit per share” and “Dividend per share” on this page are calculated based on the assumption that such stock split occurred at the beginning of fiscal year ended on March 31, 2022.

*2 The year-end dividend applicable to the fiscal year ended March 31, 2025 is proposed at 50 yen per share and approval will be sought at 2025 Ordinary General Meeting of Shareholders.

## Mitsubishi Corporation (Non-consolidated)

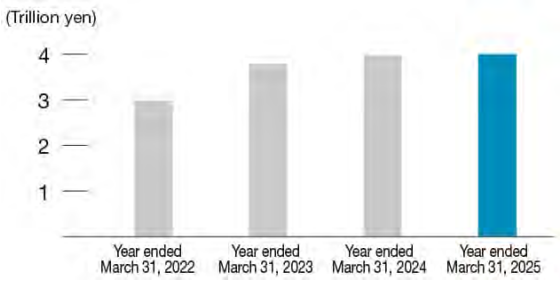
《Revenues》



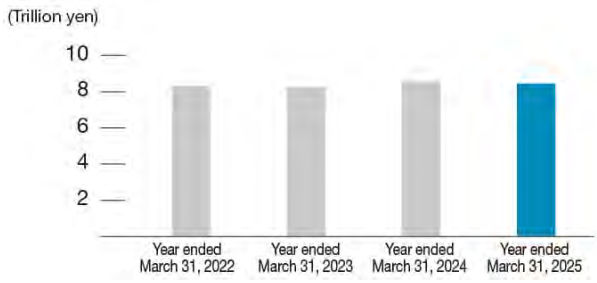

《Profit and Profit per share》




《Total Equity》




《Total Assets》



● **Key Themes for the MC Group**

Reflecting on the period of the past three years from when MC launched Midterm Corporate Strategy 2024 (MCS 2024) on May 2022, MC recognizes the need to 1) increase the value of all business investments to grow profitability, 2) execute joint projects to create potential synergistic effects between business segments (MCSV), 3) implement a proactive capital allocation strategy leveraging our robust financial position, and 4) continuously improve capital efficiency.

In addition, amidst unprecedented geopolitical and economic risks, MC recognizes that the business environment has become increasingly uncertain on multiple fronts.

MC has formulated Corporate Strategy 2027 to further strengthen the earnings base of our existing businesses and create new projects, while flexibly shifting our strategic direction based on the risks and opportunities arising from external changes.

**Corporate Strategy 2027 -Leveraging Our Integrated Strength for the Future-**

**Corporate Strategy**

**Vision**

Optimize our business portfolio to achieve sustainable growth and increase our corporate value by leveraging our integrated strength in response to a rapidly changing business environment.

"Integrated Strength": our ability to dynamically shift business strategies in anticipation of market changes by combining our extensive operational experience, broad industry expertise and deep insights, powered by our top-tier and diverse talent base, as a trusted partner.

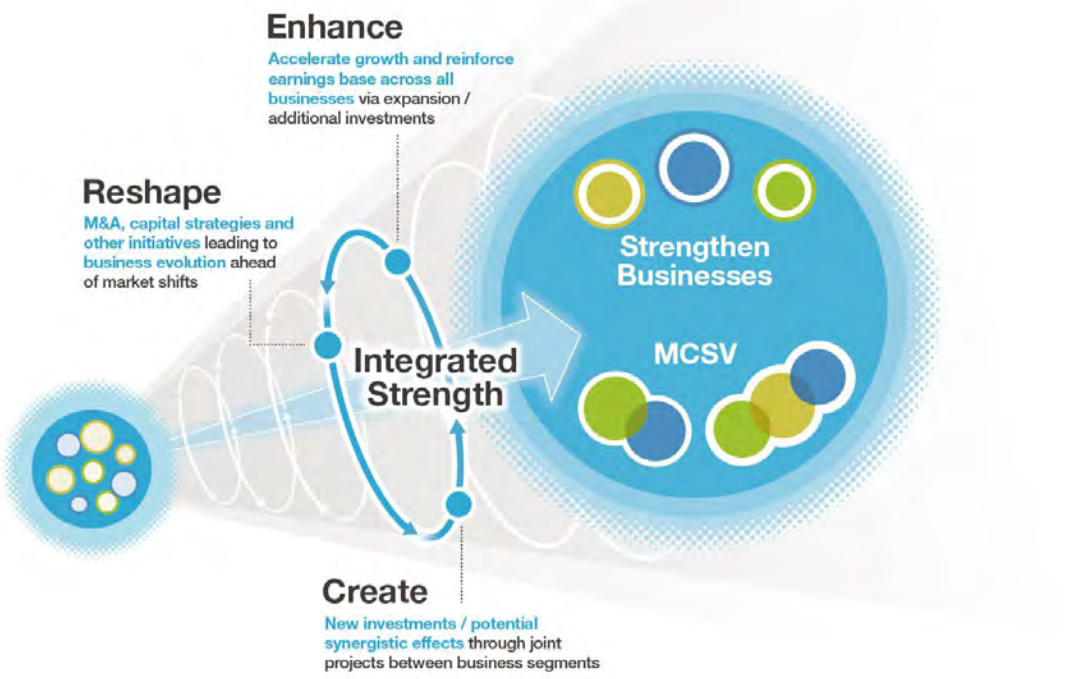



For more information on our Corporate Strategy 2027, please visit Corporate Strategy 2027

(Translation)

**Value Creation Framework to Deliver Corporate Strategy 2027**

To achieve sustainable high growth and efficiency, MC will upgrade our Value-Added Cyclical Growth Model using our integrated strength as the engine for value creation.

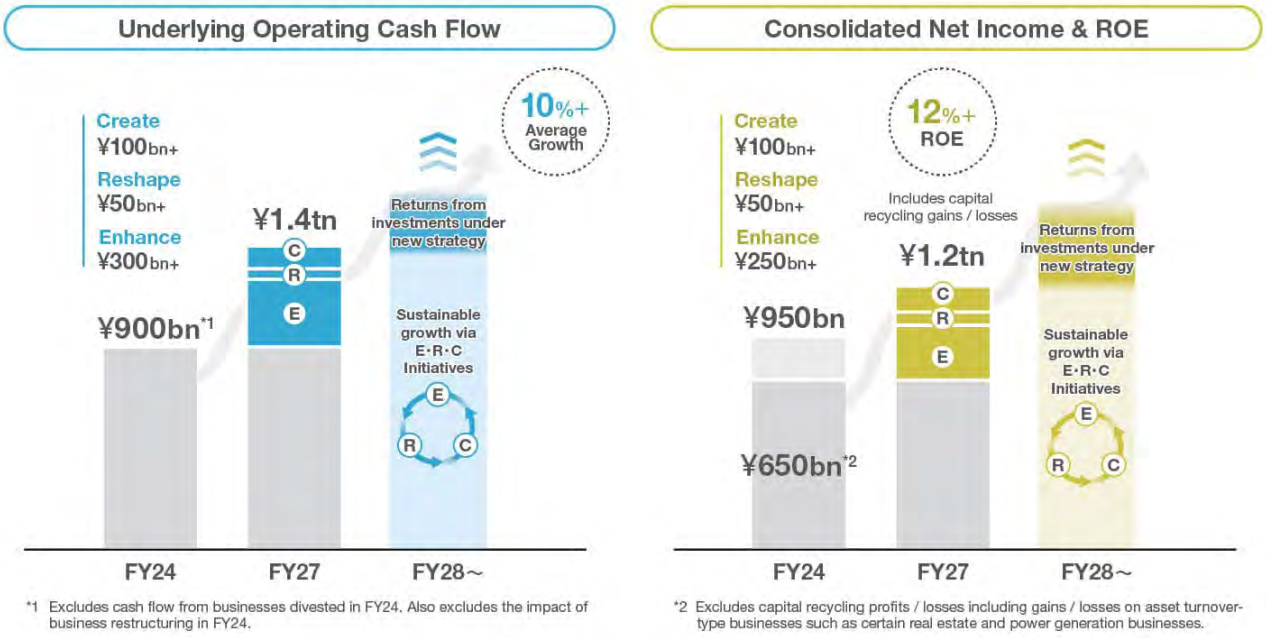



**Capital Allocation Strategy**

Over the three years of this management strategy, MC will allocate approximately more than ¥1 trillion to sustaining capex and more than ¥3 trillion to growth investments. In a potential excess cash scenario, MC will evaluate the allocation of those funds to investments or additional shareholder returns in consideration of our investment pipeline and other factors.

(Translation)

**Quantitative Targets Outlook**
**Quantitative Targets**
MC has set two key quantitative targets to focus on growth and efficiency respectively:
・Underlying Operating Cash Flow: Average growth rate of 10% or greater.
・Return On Equity (ROE): 12% or more by FY2027.




**Financial Soundness**
MC has set an upper limit of approximately 0.6 for our net debt-to-equity ratio and will consider the use of leverage to facilitate certain investments, while maintaining our financial soundness.

**Shareholder Returns**
MC will maintain our basic policy of progressive dividends and flexible share buybacks.

(Translation)

## ● Efforts toward Achieving Sustainable Growth

Based on the Three Corporate Principles, which serve as MC's core philosophy, MC has continued to grow together with society by contributing to the sustainable development of society through its business activities while pursuing value creation. Stakeholder expectations have grown even higher in recent years for companies to address climate change and a variety of other societal issues. MC addressed our "Materiality" as a set of crucial societal issues that MC will prioritize through its business activities, towards the strategy's goal of continuous creation of the shared value. Guided by this Materiality, MC will continue to strengthen its efforts toward sustainable corporate growth.

### MC's Materiality

| | Issues | Overview |
|---|---|---|
| Realizing a Carbon Neutral Society and Striving to Enrich Society Both Materially and Spiritually | Contributing to Decarbonized Societies | Contribute to the realization of decarbonized societies by striving to reduce greenhouse gas (GHG) emissions, while providing products and services that support decarbonization during the transition period. |
| | Conserving and Effectively Utilizing Natural Capital | Recognizing the Earth itself to be our most important stakeholder, strive to maintain biodiversity and conserve natural capital, and work to create circular economies while reducing our environmental footprint. |
| | Promoting Stable, Sustainable Societies and Lifestyles | Promote sustainable societies and lifestyles of the future through businesses in a diverse range of countries and industries, while fulfilling our responsibility to provide a stable supply of resources, raw materials, products, services, etc., in line with the needs of countries and customers. |
| | Utilizing Innovation to Address Societal Needs | Create businesses that help to address societal needs while working to spur major industry reforms that are supported by business innovation. |
| | Addressing Regional Issues and Growing Together with Local Communities | Strive to contribute to the development of economies and societies by addressing issues facing countries and regions, while seeking to grow together and collaborate with diverse stakeholders, regions and communities. |
| | Respecting Human Rights in Our Business Operations | Respect the human rights of all stakeholders involved in promoting our diverse operations worldwide, and pursue solutions for value chain-related issues, while considering the local conditions in each country. |
| Striving to Serve as a Platform for Generating Triple-Value Growth* | Fostering Vibrant Workplaces That Maximize the Potential of a Diverse Workforce | Recognizing that our human resources are the great assets of our businesses, foster a diverse and versatile talent pool that drives efforts to generate triple-value growth throughout our organization, and also seek to develop an organization where diverse human resources share common values and grow together while furthering their connections and inspiring one another to excel. |
| | Realizing a Highly Transparent and Flexible Organization | While swiftly responding to changes in the business environment, strive to realize effective governance on a global, consolidated basis and maintain/strengthen a sound organization that is transparent and flexible. |

*triple-value: "economic value", "societal value", and "environmental value"

**Contributing to Decarbonized Societies—Responding to Climate Change**

MC believes that while climate change poses significant business risks, it also presents MC with new business opportunities for innovation and the realization of new businesses. Accordingly, MC has set "Contributing to Decarbonized Societies" as one of our Materiality as well as one of the key management issues to be addressed and challenged in our pursuit of sustainable growth. While fulfilling its mandate to meet the demand for energy, MC will seek to achieve carbon neutrality by contributing to decarbonized societies in collaboration with MC Group companies and in partnership with a broad range of stakeholders, including governments, companies, and industry associations.
In MC's "Roadmap to a Carbon Neutral Society", the goal of halving greenhouse gas (GHG) emissions by FY2030 was established, and the actual results for FY2023 are shown in page 41. MC will continue to confirm our short- and medium-term GHG reduction plans when establishing investment plans each fiscal year.

**Conserving and Effectively Utilizing Natural Capital—Biodiversity Initiatives**

MC recognizes the critical importance of natural capital, including biodiversity, and committed to maintaining, protecting, and restoring it. MC has set "Conserving and Effectively Utilizing Natural Capital"as one of our Materiality. Since FY2022, based on these principles and materiality analysis, MC analyzes its nature-related dependencies and impacts using the TNFD* framework. Natural capital issues are also taken into account when reviewing investment and loan proposals. MC strives to minimize negative impacts on natural capital from its business activities.

(*) Taskforce on Nature-related Financial Disclosures (TNFD) set up by the United Nations Development Programme (UNDP) and other organizations. The TNFD takes a lead in formulation of frameworks for companies' disclosure to investors and markets about nature-related risks and opportunities.

**Respecting Human Rights in Our Business Operations / Promoting Stable, Sustainable Societies and Lifestyles—Human Rights and Supply Chain Management**

MC has set "Promoting Stable, Sustainable Societies and Lifestyles" and "Respecting Human Rights in Our Business Operations" as Materiality. In FY2023, we established a Human Rights Policy to reorganize and clarify our approach to respecting human rights and promoting our efforts in this regard.
Under our Human Rights Policy, we conduct human rights due diligence within our supply chain and in our business activities. In our supply chain, we have established the MC Policy for Sustainable Supply Chain Management and annually conduct our Sustainable Supply Chain Survey. In our business activities, to carry out appropriate screening based on the risk and nature of our investment projects, we established guidelines for environmental and social due diligence when screening loan and investment projects. In addition, MC Group has established and manages a consultation desk, which serves as a point of contact for external stakeholders to consult on cases where the MC Group's business activities are causing, or could potentially cause, a negative impact on human rights and/or the environment.

For more information on our sustainability initiatives, please visit Sustainability Website.

## ■ General Information about the MC Group (As of March 31, 2025)

### ● Status of Major Subsidiaries and Affiliated Companies

### ■ Major consolidated subsidiaries and equity-method affiliates

| Name of Company | Capital stock | Voting rights percentage | Main business |
|---|---|---|---|
| Mitsubishi International Corporation | US$946,197,000 | 100 | Trading |
| Diamond LNG Canada Ltd. | US$3,458,925,000 | 100 | Project management of midstream LNG project in Canada |
| Japan Australia LNG (MIMI) Pty. Ltd. | US$2,504,286,000 | 50 | Development and sales of LNG |
| Metal One Corporation | ¥100,000,000,000 | 60 | Steel products operations |
| Mitsubishi Development Pty Ltd | AUS$450,586,000 | 100 | Investment, production and sales of metallurgical coals and other metals resources |
| Chiyoda Corporation | ¥15,015,000,000 | 33.46 | Integrated engineering business |
| Tri Petch Isuzu Sales Co., Ltd. | THB3,000,000,000 | 88.73 | Import/Distribution of automobiles |
| Cermaq Group AS | NOK 924,983,000 | 100 | Salmon farming, processing and sales business |
| Mitsubishi Shokuhin Co., Ltd | ¥10,630,000,000 | 50.34 | Wholesale of food products |
| Lawson, Inc. | ¥58,507,000,000 | 50 | Operation of a convenience store chain |
| Mitsubishi HC Capital Inc. | ¥33,196,000,000 | 18.40 | Leasing, installment sales and financing of various properties |
| N.V. Eneco | €121,693,000 | 100 | Integrated energy business |
| Diamond Generating Corporation | US$14,000 | 100 | Energy business |

(Amounts rounded to the nearest million yen or thousand foreign currency)

(Note.1) As of March 31, 2025, 1,205 companies are subject to consolidation (843 consolidated subsidiaries and 362 equity-method affiliates). Of these, 817 are equity-method affiliates included in the scope of consolidation by MC's consolidated subsidiaries. If these affiliates were to be excluded, the number of companies subject to consolidation amounts to 388.

(Note.2) MC holds 100% of the voting rights through Diamond Chubu Europe B.V. (80% owned by MC).

(Translation)

## ● Name of Directors (as of March 31, 2025)

| Position | Name | Responsibilities at MC and Important Concurrent Positions as of March 31, 2025 |
|---|---|---|
| Chairman of the Board | Takehiko Kakiuchi | Outside Director, Mitsubishi Motors Corporation |
| *Director,<br>President and Chief Executive Officer | Katsuya Nakanishi | |
| *Director,<br>Senior Executive Vice President | Kotaro Tsukamoto | Senior Assistant to the President and CEO,<br>Chief Compliance Officer |
| *Director,<br>Executive Vice President | Yutaka Kashiwagi | Corporate Functional Officer, Human Resources, Global Planning & Coordination, IT |
| *Director,<br>Executive Vice President | Yuzo Nouchi | Corporate Functional Officer, CFO |
| *Director,<br>Executive Vice President | Yoshiyuki Nojima | Corporate Functional Officer, Corporate Administration, Legal,<br>General Manager, Corporate Administration Dept.<br>Officer for Emergency Crisis Management Headquarters |
| **Director | Shunichi Miyanaga | Chairman of the Board, Mitsubishi Heavy Industries, Ltd.,<br>Outside Director, Mitsubishi Motors Corporation |
| **Director | Sakie Akiyama | Outside Director, ORIX Corporation<br>Outside Director, Sony Group Corporation |
| **Director | Mari Sagiya | Outside Director, MonotaRO Co., Ltd.<br>Outside Director, JBCC Holdings Inc.<br>Outside Director, Mizuho Leasing Company, Limited |
| **Director | Mari Kogiso | CEO, SDG Impact Japan Inc.<br>Outside Director, Terumo Corporation |
| Director (Full-time Audit & Supervisory Committee Member) | Mitsumasa Icho | |
| Director (Full-time Audit & Supervisory Committee Member) | Akira Murakoshi | Outside Director, NTN Corporation |
| **Director (Audit & Supervisory Committee Member) | Tsuneyoshi Tatsuoka | Outside Director, NIKON CORPORATION |
| **Director (Audit & Supervisory Committee Member) | Rieko Sato | Partner, ISHII LAW OFFICE<br>Outside Director (Audit and Supervisory Committee Member), Dai-ichi Life Holdings, Inc. |
| **Director (Audit & Supervisory Committee Member) | Takeshi Nakao | CEO, PARTNERS HOLDINGS, Co. Ltd. |

(Notes)

1. * indicates a Representative Director.
2. ** indicates the fulfillment of the conditions for Outside Directors as provided for in Article 2, Item 15 of the Companies Act.
3. ** also indicates fulfillment of the conditions for independent Directors as specified by the Tokyo Stock Exchange, Inc. as well as MC's Independence Criteria.
4. For Directors who also serve as Executive Officers, their position as Executive Officer is also indicated. In addition, the responsibilities as Executive Officers of Directors Kotaro Tsukamoto, Yutaka Kashiwagi, Yuzo Nouchi and Yoshiyuki Nojima are also indicated.
5. MC has appointed Mitsumasa Icho and Akira Murakoshi as Full-time Audit & Supervisory Committee Members, taking into consideration of "Roles of Responsibilities" and "Appointment Policy" of Full-time Audit & Supervisory Committee Members.
6. Audit & Supervisory Committee Member Mitsumasa Icho has extensive experience in MC's finance and accounting departments and has a considerable degree of knowledge concerning finance and accounting.

7. Audit & Supervisory Committee Member Takeshi Nakao has extensive experience as a certified public accountant and has a considerable degree of knowledge concerning finance and accounting.
8. A Director retired during the fiscal year ended March 31, 2025:
   Director Norikazu Tanaka (retired on June 21, 2024)
9. Director Sakie Akiyama retired Outside Director of JAPAN POST HOLDINGS Co., Ltd. on June 19, 2024.
10. Director Mari Kogiso was appointed as Outside Director of Terumo Corporation on June 26, 2024.
11. Director (Audit & Supervisory Committee Member) Tsuneyoshi Tatsuoka retired Outside Director of Asahi Kasei Corp. on June 25, 2024.
12. Director (Audit & Supervisory Committee Member) Rieko Sato retired Outside Director of J.FRONT RETAILING Co., Ltd. on May 23, 2024.
13. Mitsubishi Motors Corporation is a specified related party (an affiliated company) of MC and has a business relationship with MC.
14. ORIX Corporation, JBCC Holdings Inc., Terumo Corporation and Mitsubishi Heavy Industries, Ltd., have business relationships with MC. However, there are no special relationships (specified related party, etc.) between MC and each of these companies.
15. There are no business relationships between MC and entities at which the above Directors and Audit & Supervisory Board Members serve concurrently other than those mentioned in 13. and 14. above.
16. MC has executed agreements with Messrs. Takehiko Kakiuchi, Shunichi Miyanaga, Sakie Akiyama, Mari Sagiya, Mari Kogiso, Mitsumasa Icho, Akira Murakoshi, Tsuneyoshi Tatsuoka, Rieko Sato, and Takeshi Nakao limiting their liability for damages set forth in Article 423, Paragraph 1 of the Companies Act. Based on these agreements, their liability for damages is limited to the minimum amount set forth in Article 425, Paragraph 1 of the Companies Act.
17. MC has executed agreements with each Director stipulating that MC shall, to the extent required by laws and regulations, indemnify them from types of expenses and damage stipulated in Article 430-2, Paragraph 1, Item 1 and 2 of the Companies Act, respectively. These agreements stipulate, among others, that MC shall not be obligated to indemnify a Director from expenses to be borne by them, in the event that the Company makes claim seeking liability against them (excluding cases of shareholder derivative suits).
18. MC has concluded a Directors and Officers (D&O) Liability Insurance Agreement that designates its Directors Executive Officers and others taking key positions (hereinafter collectively referred to as “Officers, etc.”) as insured persons. Under this agreement, insured persons include those Officers, etc. working for the Company or its subsidiaries as well as those dispatched by the Company to serve for its investees that are not MC’s subsidiaries. This agreement is designed to indemnify these individuals against damages that may arise while pursuing their official responsibilities or that may result from personal lawsuits brought against them seeking compensation on the grounds of such responsibilities. Relevant insurance premiums are paid solely by the Company. In addition, this agreement precludes indemnification against damages attributable to intentional misconduct including decisions made knowingly of illegality and so forth.

(Translation)

## ● Directors' and Audit & Supervisory Board Members' Remuneration

■ Total Amounts of Remuneration for Directors and Audit & Supervisory Board Members and Number of Eligible People

(Million yen)

### ●Directors' and Audit & Supervisory Board Members' Remuneration

■ Total Amounts of Remuneration for Directors and Audit & Supervisory Board Members and Number of Eligible People

| Title | | Total Remuneration | Base salary | | Annual deferral for retirement remuneration | | Individual performance-linked remuneration | | Performance-linked bonus (short term) | | Performance-linked bonus (medium to long term) | | Stock-based remuneration linked to medium- to long-term share performances | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | Eligible Persons | Total | Eligible Persons | Total | Eligible Persons | Total | Eligible Persons | Total | Eligible Persons | Total | Eligible Persons | Total |
| Directors (excluding Directors who are Audit & Supervisory Committee Members)*1 | In-house | 2,106 | 7 | 785 | 5 | 73 | 5 | 270 | 5 | 328 | 5 | 328 | 5 | 321 |
| | Outside | 158 | 5 | 158 | — | — | — | — | — | — | — | — | — | — |
| Directors who are Audit & Supervisory Committee Members | In-house | 131 | 2 | 131 | — | — | — | — | — | — | — | — | — | — |
| | Outside | 103 | 3 | 103 | — | — | — | — | — | — | — | — | — | — |
| Audit & Supervisory Board Members | Full-time | 43 | 2 | 43 | — | — | — | — | — | — | — | — | — | — |
| | Outside | 18 | 3 | 18 | — | — | — | — | — | — | — | — | — | — |

(Figures less than one million yen are rounded down)

*1 It includes Directors at a Company with an Audit & Supervisory Board and Directors at a Company with an Audit & Supervisory Committee (excluding Directors who are Audit & Supervisory Committee Members).

(Notes)

1. The above figures include 1 Director who retired during the fiscal year ended March 31, 2025. Furthermore, there were 10 Directors (including 4 Outside Directors and excluding Directors who are Audit & Supervisory Committee Members) and 5 Directors who are Audit & Supervisory Committee Members (including 3 Outside Audit & Supervisory Committee Members) as of March 31, 2025.
2. Please refer to the following pages for the details of each remuneration item mentioned above including basic approach to and limit on each remuneration item mentioned above.
3. The above figures of Individual Performance-linked Remuneration represent the amounts recorded as provisions granted for the fiscal year ended March 31, 2025.
4. The above figures for Performance-linked Bonus (Short term) are determined based on profit for the year of 950.7 billion yen for the fiscal year ended March 31, 2025, based on a formula confirmed in advance by the Compensation Committee and resolved by the Board of Directors.
5. The above amounts for Performance-linked Bonus (medium to long term) are paid on an average of the profit for the year over the fiscal years ended March 31, 2025 to 2027, but as this cannot be decided currently, the amount shown is provisions for such bonuses as of the fiscal year ended March 31, 2025. The actual amount paid for the fiscal year ended March 31, 2025 will be based on a formula confirmed in advance by the Compensation Committee and resolved by the Board of Directors, and the amount for the fiscal year ended March 31, 2025 will be disclosed in the Fiscal 2026 Business Report.
   The actual amount paid for the fiscal year ended March 31, 2023 was based on a formula confirmed in advance by the Governance, Nomination and Compensation Committee (prior to the transition to a Company with an Audit & Supervisory Committee on June 21, 2024) and resolved by the Board of Directors. The amount was paid on the average of 1.0318 trillion yen in profit for the year over the fiscal years ended March 31, 2023 to 2025, totaling 385 million yen for 5 Directors in the fiscal year ended March 31, 2023.
   The actual amount paid for the fiscal year ended March 31, 2024 will be paid on an average of the profit for the year over the fiscal years ended March 31, 2024 to 2026, but as this cannot be decided currently, a total of 287 million yen for 4 Directors in the fiscal year ended March 31, 2024 was recorded as provisions in the fiscal year ended March 31, 2025 but was not included in the table. The actual amount paid for the fiscal year ended March 31, 2024 will be disclosed in the Fiscal Year 2025 Business Report.
6. The above figures for stock-based remuneration linked to medium- to long-term share performance (stock-linked compensation plan with market conditions) are the amount recorded as an expense granted for the fiscal year ended March 31, 2025. In regard to stock-based remuneration linked to medium- to long-term share performance, the number of exercisable shares will be determined according to the growth rate in MC's shares over three years from being granted, based on a formula confirmed in advance by the Compensation Committee and resolved by the Board of Directors.
7. In addition to the above, MC paid executive pensions to retired Directors and Audit & Supervisory Board Members. The amounts paid in the fiscal year ended March 31, 2025 were as follows. The retirement bonus system, including executive pensions for Directors and Audit & Supervisory Board Members, was abolished at the close of the 2007 Ordinary General Meeting of Shareholders (held on June 26, 2007).
   MC paid 58 million yen to 37 Directors (Outside Directors were ineligible for payment).

(Translation)

MC paid 3 million yen to 4 Audit & Supervisory Board Members (Outside Audit & Supervisory Board Members were ineligible for payment).

**Basic Approach**

| | |
|---|---|
| Remuneration levels | • Remuneration levels are set based on the functions and roles of Directors and the Company's level of performance and others.<br>• Remuneration levels are globally competitive and based on performance targets to motivate career growth in human resources who will be responsible for the next generation of management and to further raise organizational vitality. |
| Remuneration composition | • Remuneration for Executive Directors (excluding Directors who are Audit & Supervisory Committee Members) is designed for greater focus on increasing medium- and long-term corporate value by more closely linking remuneration to medium- to long-term corporate value and fiscal year earnings, as well as the creation of stock remuneration with stronger ties to shareholder value, in addition to cash compensation. From this perspective, profit (single year and medium to long term), sustainability factors (medium to long term), the share price and share growth rates (medium to long term) are adopted as key performance indicators.<br>• To ensure the independence of Chairman of the Board and Independent Directors (excluding Directors who are Audit & Supervisory Committee Members), who undertake functions of management oversight, and Directors who are Audit & Supervisory Committee Members, the Company only pays them fixed monthly remuneration. |
| Governance of remuneration | • The Compensation Committee, which is chaired by an Independent Director and the majority of which are Independent Directors, continuously deliberates and monitors methods for deciding remuneration packages, the fairness of remuneration levels and compositions (including components of remuneration subject to clawback policy), and the status of implementation. |

(Translation)

## Composition of Remuneration Package

| Remuneration Type / Portion of Total | | Payment Form | Key Performance Indicator (KPI) | Performance Period | Remuneration Details | Limit: Directors (excluding Audit & Supervisory Committee Members) Executive Directors | Limit: Directors (excluding Audit & Supervisory Committee Members) Chairman of the Board | Limit: Directors (excluding Audit & Supervisory Committee Members) Outside Directors | Limit: Directors who are Audit & Supervisory Committee Members |
|---|---|---|---|---|---|---|---|---|---|
| Base salary | Fixed; About 20-50% | Cash | | | • An amount determined by the Board of Directors according to position, paid monthly. | | 1 | | 5 |
| Annual deferral for retirement remuneration | | | | | • Fixed amount of annual deferral for retirement remuneration set aside each year; to be paid in full retirement, with Board of Directors' approval of payment amounts.<br>• By resolution of the Board of Directors, non-payment or reduction of the amount is possible in the event of a serious violation of a delegation agreement, etc. | | | | |
| Individual performance-linked remuneration* | Variable (single year); About 25-30% | | Individual Performance (single year) | Year 1 | • Payment amount determined for each Executive Director and Executive Officer based on assessments of performance in both financial and non-financial terms by the President, with the authority delegated by the Board of Directors.<br>• The assessment on the President's performance is determined by the Compensation Committee.<br>• Performance assessment results are reported to the Board of Directors and the Compensation Committee. | | | | |
| Performance-linked bonus (short term)* | | | Profit for the year (single year) | Year 1 | • The amount paid is determined in line with profit for the relevant fiscal year based on formulas resolved by the Board of Directors following deliberation by the Compensation Committee.<br>• No bonus is paid if profit for the year is below the profit threshold resolved ahead of time by the Board of Directors based on consolidated capital cost. | 2 | | | |
| Performance-linked bonus (medium to long term)* | Variable (medium to long term), About 25-50% | | Profit for the year (medium to long term) | Year 1 Year 2 Year 3 | • The amount paid is determined in line with the average profit for the relevant three fiscal years, based on formulas resolved by the Board of Directors following deliberation by the Compensation Committee.<br>• No bonus is paid if the average for the relevant three fiscal years is below the average profit threshold resolved ahead of time by the Board of Directors based on consolidated capital cost.<br>• In addition, the amount varies in accordance with the results of evaluations of initiatives related to maximizing the Value of Human Capital and Contributing to Decarbonized Societies. These evaluations are carried out by the Compensation Committee, which comprehensively examines initiatives over the relevant three fiscal years while also considering longer-term impact in both quantitative and qualitative terms. The evaluation results are reported to the Board of Directors and disclosed to the public. | 3 | – | | |
| | | | Sustainability factors (medium to long term): Maximizing the value of human capital | Year 1 Year 2 Year 3 | | | | | |
| | | | Sustainability factors (medium to long term): Contributing to Decarbonized Societies | Year 1 Year 2 Year 3 | | | | | |
| Stock-based remuneration linked to medium- to long-term share performances | | Shares (stock options) | Share Price/ Growth rate in shares (medium to long term) | Year 1 Year 2 Year 3 | • The Board of Directors determines the number of shares allocated to each person.<br>• No allocated stock options can be exercised for a three-year performance period. Based on a remuneration formula decided by the Board of Directors following deliberation by the Compensation Committee, the number of stock options that can be exercised at the end of this period varies between 40% and 100% according to the share growth rate [calculated as Total Shareholder Return (TSR) divided by the TOPIX benchmark growth rate over the same period].<br>• The basic policy is that Directors are obliged to hold any shares while in office. Sales of such shares are restricted until their aggregate market value exceeds approximately 300% (500% for President and CEO) of the base salary of each position. | 4 | | | |

(Note 1) 1 to 5 in the table indicate the numbers of limits on remuneration that correspond to each remuneration item. See the next table for details.
(Note 2) Remuneration items with an asterisk are subject to the malus and clawback policy. See "Governance of Remuneration (Fiscal Year Ended March 2025)" for details.

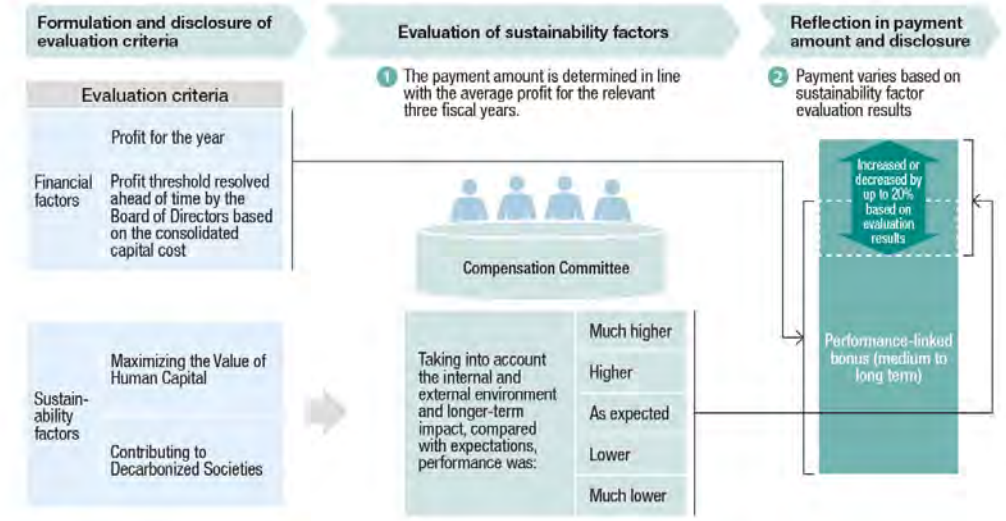
## Limits on Remuneration

The limits on remuneration that correspond to each remuneration item are detailed below.

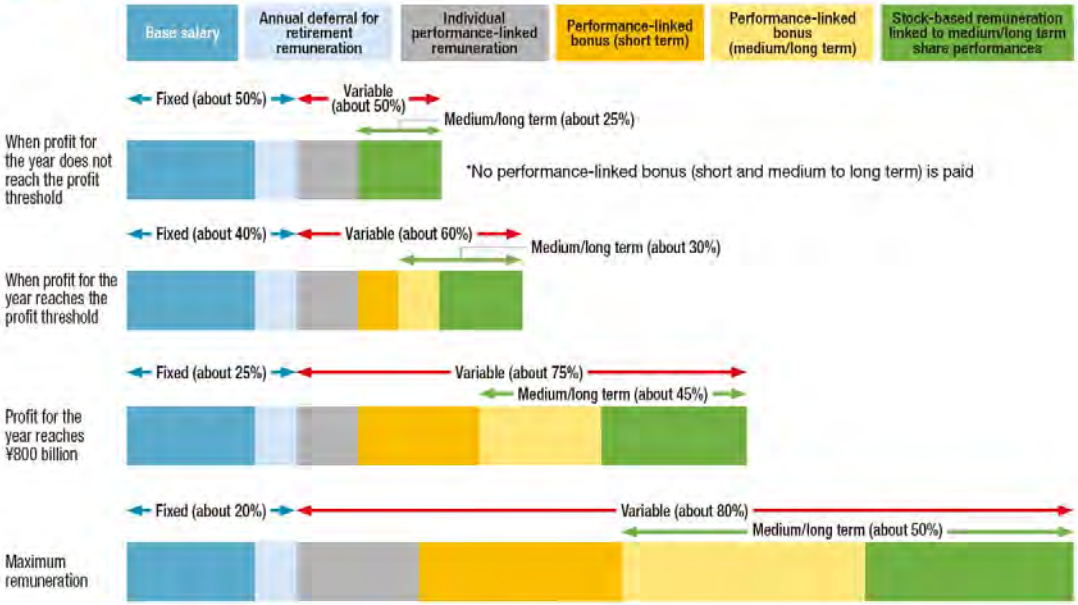
| | Item type | Item details |
|---|---|---|
| 1 | Remuneration for Directors (excluding Directors who are Audit & Supervisory Committee Members) | Base salary, annual deferral for retirement remuneration, and individual performance bonus totaling up to ¥1.5 billion annually (for Independent Directors, base salary totaling up to ¥250 million) |
| 2 | | Performance-linked bonus (short term) up to 0.06% of profit (attributable to owners of the Parent) for the relevant fiscal year (annual amount) |
| 3 | | Performance-linked bonus (medium to long term) up to 0.06% of the average of profit (attributable to owners of the Parent) for the relevant fiscal year and subsequent two fiscal years (annual amount) |
| 4 | | Stock-based remuneration linked to medium- to long-term share performances up to ¥600 million annually (up to 1,200,000 shares annually) |
| 5 | Remuneration for Directors who are Audit & Supervisory Committee Members | Base salary for Directors who are Audit & Supervisory Committee Members totaling up to ¥450 million annually |

(Translation)

## Reflection of Sustainability Factor Evaluations: Process Flow




## Remuneration Payment Mix (Conceptual Image)




The above diagram shows a remuneration mix calculated based on certain values for consolidated earnings and the share price for illustrative purposes only. The actual mix will vary depending on changes in the Company's consolidated performance, stock market conditions and other factors.

(Translation)

## Calculation Method for Performance-Linked Remuneration (Fiscal Year Ended March 2025)

### 1. Performance-linked bonus (short term)

(1) Upper limit on total payment

The upper limit is the lower of i) ¥648 million or ii) the maximum total of individual payment amounts prescribed in (2) below

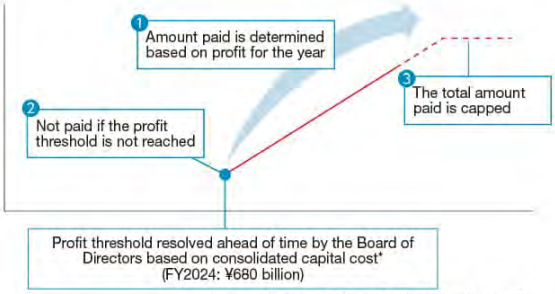
(2) Individual payments

| | |
|---|---|
| President and CEO | (FY2024 profit - ¥520 billion) × 0.025% + 0.35 (¥100 million) |
| Senior Executive Vice President | (FY2024 profit - ¥520 billion) × 0.01% + 0.14 (¥100 million) |
| Executive Vice President | (FY2024 profit - ¥520 billion) × 0.0075% + 0.105 (¥100 million) |

* If below the profit threshold resolved ahead of time by the Board of Directors based on consolidated capital cost, the payment amount is zero. For FY2024, the threshold was ¥680 billion.

#### Maximum Payment and Total for Each Position

| Position | Maximum payment amount | Number of persons | Total |
|---|---|---|---|
| President and CEO | ¥175 million | 1 | ¥175 million |
| Senior Executive Vice President | ¥70 million | 1 | ¥70 million |
| Executive Vice President | ¥52.5 million | 3 | ¥157 million |
| | Total | 5 | ¥402 million |




*The profit threshold is revised annually.

### 2. Performance-linked bonus (medium to long term)

(1) Upper limit on total payment

The upper limit is the lower of i) ¥648 million or ii) the maximum total of individual payment amounts prescribed in (2) below

(2) Individual payments

| | |
|---|---|
| President and CEO | (Average profit for the three fiscal years (FY2024, FY2025 and FY2026) - ¥520 billion) × 0.025% + 0.35 (¥100 million) |
| Senior Executive Vice President | (Average profit for the three fiscal years (FY2024, FY2025 and FY2026) - ¥520 billion) × 0.01% + 0.14 (¥100 million) |
| Executive Vice President | (Average profit for the three fiscal years (FY2024, FY2025 and FY2026) - ¥520 billion) × 0.0075% + 0.105 (¥100 million) |

* If below the average profit threshold for FY2024–FY2026, the payment amount is zero.

【Reflection of Sustainability Factor Evaluations】
[Payment amount prescribed in (2) above]×[Results of evaluations of initiatives related to the sustainability factors (80～120%)](*)

(*)Evaluations are carried out by the Compensation Committee, which comprehensively examines initiatives over the relevant three fiscal years in both quantitative and qualitative terms.

#### Maximum Payment and Total for Each Position

| Position | Maximum payment amount | Number of persons | Total |
|---|---|---|---|
| President and CEO | ¥210 million | 1 | ¥210 million |
| Senior Executive Vice President | ¥84 million | 1 | ¥84 million |
| Executive Vice President | ¥63 million | 3 | ¥189 million |
| | Total | 5 | ¥483 million |

### 3. Stock-based remuneration linked to medium- to long-term share performance

(1) Upper limit on total payment

The upper limit is ¥600 million. However, the upper limit on total number of shares per year is 1,200,000 shares annually (4,000 stock options).

(2) Conditions for exercise of stock options

Some or all stock options may be exercised depending on the stock growth rate.

#### Number of stock options that can be exercised by each position

Number of stock options initially allocated for each position (based on positions as of April 1, 2024) × vesting ratio

#### Stock options initially allocated by position

| | |
|---|---|
| President and CEO | 65,700 shares (219 options) |
| Senior Executive Vice President | 28,500 shares (95 options) |
| Executive Vice President | 20,400 shares (68 options) |

(Note) Varying within the range of 40% to 100% with the maximum number stated above.

## ■ Governance of Remuneration (Fiscal Year Ended March 2025)

The Compensation Committee, which is chaired by an Independent Director and the majority of which are Independent Directors, deliberates and the Board of Directors decides the policy for setting Directors' and Executive Officers' remuneration and the remuneration amount (actual payment amount).

The total remuneration amount (actual payment amount) and individual payment amounts for Directors, excluding individual performance-linked remuneration, are determined by a resolution of the Board of Directors within the upper limits for each type of remuneration decided by resolution of the Ordinary General Meeting of Shareholders held on June 21, 2024. Base salary and annual deferral for retirement remuneration, forms of fixed remuneration, are paid in amounts determined by the Board of Directors. As for variable remuneration, payments of performance-linked bonuses (short term), performance-linked bonuses (medium to long term) and stock-based remuneration linked to medium- to long-term share performance are determined, while reflecting key performance indicators, based on a formula set by the Board of Directors following deliberation by the Compensation Committee.
MC has adopted a malus and clawback policy,* applicable to the individual performance-linked remuneration, performance-linked bonuses (short term) and performance-linked bonuses (medium to long term) of Executive Directors.

The payment amounts of individual performance-linked remuneration paid to Directors based on their individual performance assessment, including qualitative assessment, are determined and paid on an individual basis, reflecting the President's yearly assessment of performance in both financial and non-financial terms of each Director for the relevant fiscal year (it is appropriate that yearly assessment is conducted by the President who is the Chief Executive Officer of the Company and therefore the Board of Directors delegates authority to the President for deciding the individual payment amounts). Performance evaluations of Executive Directors comprehensively take into account their contributions to the organizations and businesses they oversee; their contributions to management of the entire Company, Corporate Staff Section, Business Groups and offices; and the initiatives related to value creation that leads to sustainability.

The annual assessment on the President's performance is decided by the Compensation Committee (all Independent Directors (including Directors who are Audit & Supervisory Committee Members) also participate in deliberations and decisions.), which is delegated this authority by the Board of Directors.

Results of the performance assessment are reported to the Board of Directors and the Compensation Committee to ensure objectivity, fairness and transparency.

Based on the policy for determining remuneration packages (including methods for calculating performance-linked bonuses) that was approved at the extraordinary meeting of the Board of Directors held on June 21, 2024, each year, the Compensation Committee deliberates and the Board of Directors makes a resolution determining that the total amount of director remuneration packages and methods for deciding payments to individual directors are consistent with said policy for determining remuneration packages.

Each year, the Compensation Committee deliberates and monitors the appropriateness of remuneration levels and composition (including components of remuneration subject to malus and clawback policy) as well as the operational status of remuneration systems. This is done with reference to data on remuneration levels and composition ratios provided by an external consulting firm (Willis Towers Watson).

Total and individual amounts of remuneration paid to the Directors who are Audit & Supervisory Committee Members are determined following deliberations by the Directors who are Audit & Supervisory Committee Members within the scope of remuneration for the Directors who are Audit & Supervisory Committee Members approved at the Ordinary General Meeting of Shareholders held on June 21, 2024.

* In the event that an executive officer causes any loss or damage to the company from willful misconduct or negligence, a serious violation of a delegation agreement, or a serious accounting error/ex-post revision of a financial report due to misconduct resolved by the Board of Directors, non-payment or reduction of the amount/reclaiming of the paid amount is possible by resolution of the Board of Directors.

(Translation)

● **Executive Officers (as of April 1, 2025)**

| Title | Name | Position, etc. |
|---|---|---|
| President and CEO | Katsuya Nakanishi* | |
| Senior Executive Vice President | Kotaro Tsukamoto* | Senior Assistant to the President and CEO,<br>Chief Compliance Officer |
| Executive Vice President | Yutaka Kashiwagi* | Corporate Functional Officer, Human Resources,<br>Global Planning & Coordination, IT |
| Executive Vice President | Kiyotaka Kikuchi | CRO, Asia & Oceania,<br>General Manager, Singapore Branch |
| Executive Vice President | Shigeru Wakabayashi | Group CEO, Mobility Group |
| Executive Vice President | Yuzo Nouchi* | Corporate Functional Officer, CFO |
| Executive Vice President | Masaru Saito | Group CEO, Environmental Energy Group |
| Executive Vice President | Tetsuo Kawate | CRO, Americas,<br>President, Mitsubishi Corporation (Americas) |
| Executive Vice President | Ko Imamura | Group CEO, Materials Solution Group |
| Executive Vice President | Satoshi Koyama | Group CEO, Mineral Resources Group,<br>Energy Transformation & AI Solutions |
| Executive Vice President | Yoshiyuki Nojima* | Corporate Functional Officer, Corporate Administration, Legal,<br>Officer for Emergency Crisis Management Headquarters |
| Executive Vice President | Shota Kondo | Group CEO, Smart-Life Creation Group |
| Executive Vice President | Hideyuki Hori | Group CEO, Food Industry Group |
| Executive Vice President | Yuji Okafuji | Group CEO, Power Solution Group |
| Executive Vice President | Tetsuya Shinohara | CRO, Europe, Middle East & Africa,<br>Managing Director, Mitsubishi Corporation International (Europe) Plc.,<br>General Manager, London Branch |
| Executive Vice President | Kenji Kobayashi | Corporate Functional Officer, CSEO,<br>Capital Alliances |
| Executive Vice President | Satoshi Sato | Group CEO, Urban Development & Infrastructure Group |
| Senior Vice President | Kyoya Kondo | Division COO, Isuzu Business Div. |
| Senior Vice President | Sadahiko Haneji | President, Mitsubishi Corporation do Brasil, S.A. |
| Senior Vice President | Koji Ohno | General Manager, Nagoya Branch |
| Senior Vice President | Akifumi Suzuki | Division COO, Essential Materials Div. |
| Senior Vice President | Tetsu Funayama | Business Development for Japan,<br>General Manager, Kansai Branch |
| Senior Vice President | Kazuaki Yamana | General Manager, Business Investment Management Dept. |
| Senior Vice President | Juro Baba | General Manager, Global Planning & Coordination Dept. |
| Senior Vice President | Ken Yamaguchi | Managing Executive Officer, Mitsubishi Shokuhin Co., Ltd. |
| Senior Vice President | Takehiro Fujimura | General Manager, Corporate Administration Dept. |
| Senior Vice President | Takuya Hirakuri | Division COO, Digital Solutions Div. |
| Senior Vice President | Akihiro Kurosawa | General Manager, Legal Dept. |
| Senior Vice President | Kazuo Ito | Division COO, Logistics & Food Distribution Div. |
| Senior Vice President | Yoshihiro Shimazu | General Manager, Corporate Accounting Dept. |
| Senior Vice President | Shuji Kobayashi | General Manager, Food Industry Group CEO Office |
| Senior Vice President | Takuji Konzo | CEO, Diamond Gas International Pte. Ltd. |
| Senior Vice President | Satoshi Hamada | President, Mitsubishi International Corporation,<br>EVP, Mitsubishi Corporation (Americas),<br>General Manager, Houston Branch, Mitsubishi Corporation (Americas),<br>General Manager, Houston Branch, Mitsubishi International Corporation |
| Senior Vice President | Hiroshi Nishino | President / General Manager, Beijing Branch,<br>Mitsubishi Corporation China Co., Ltd. |
| Senior Vice President | Kazuyoshi Kawakami | General Manager, Finance Dept. |
| Senior Vice President | Takahiro Zaizen | General Manager, Jakarta Representative Office |

| | | |
|---|---|---|
| Senior Vice President | Naotaka Honda | General Manager, IT Service Dept. |
| Senior Vice President | Yoshiyuki Watanabe | President & CEO, Director, Metal One Corporation, |
| Senior Vice President | Shinya Naka | General Manager, Environmental Energy Group CEO Office |
| Senior Vice President | Kenichiro Tauchi | Division COO, Ferrous Raw Materials Div. |
| Senior Vice President | Nobukazu Tanaka | General Manager, Mobility Group CEO Office |
| Senior Vice President | Tomonori Hirata | Division COO, Power Business Development Div., AI Solution Task Force Leader |
| Senior Vice President | Reiko Kashiwabara | General Manager, Global Human Resources Dept. |
| Senior Vice President | Masahito Tamura | Division COO, Urban Development Div. |
| Senior Vice President | Shinji Tsuchiya | Director, President and Chief Executive Officer, Mitsubishi Corporation Energy Solutions Ltd. |
| Senior Vice President | Shinichiro Kitada | Division COO, Financial Business Div. |
| Senior Vice President | Hiroyuki Egami | Division COO, Automative Business Div. |
| Senior Vice President | Toshihiko Satomi | General Manager, Mineral Resources Group CEO Office |
| Senior Vice President | Yasushi Okayama | General Manager, Materials Solution Group CEO Office |
| Senior Vice President | Tetsuro Wada | Division COO, Next-Generation Energy Div. |

(Note) * indicates Executive Officers who serve concurrently as Directors.

(Translation)

## ● Policy on the Determination of Distribution of Surplus, etc.

MC views the return of profits to shareholders as one of the important management issues. In order to flexibly conduct the return of profits to shareholders, Article 31 of MC's Article of Incorporation enables decisions to be made by a resolution of the Board of Directors on the matters set forth in each item of Article 459, Paragraph 1 of the Companies Act including matters concerning dividends based on surplus and acquisition of treasury shares, etc. Our basic policy on distribution of surplus, etc. is to maintain progressive dividends and flexible share buybacks, while maintaining internal reserves that will enable future business development and maintenance of financial soundness.

(Translation)

**<Reference>**

## Corporate Philanthropy Activities

In keeping with the belief that MC's sustainable growth cannot be achieved without realizing a sustainable society, MC addresses societal challenges through both business and philanthropy activities under Materiality.

MC focuses on philanthropic activities that are in line with three overarching themes: "Realizing an Inclusive Society," "Empowering the Next Generation" and "Conserving the Environment." In addition, MC also provides support both domestically and overseas, for regions affected by natural disasters. MC's philanthropic activities are conducted with a focus on employee participation and continuity.

**1. Realizing an Inclusive Society**
MC aims to help realize a society where everyone can play an active role. MC is continuing its activities to contribute toward a world where everyone can play an active role, respect each other and coexist regardless of background, physical condition or way of life.
In the fiscal year ended March 31, 2025, MC implemented the "Friendship Camp for Parents and Children," aimed at single-parent households; the "DREAM AS ONE." parasports support project; and efforts to support to address child poverty within Japan.

**2. Empowering the Next Generation**
MC will actively support education, research and capacity development in order to contribute to the growth and self-reliance of the next generation who will be responsible for tomorrow's society.
In the fiscal year ended March 31, 2025, MC provided scholarships for high school students in Japan who are studying abroad and Ph.D. students in Japan studying in scientific fields.

**3. Conserving the Environment**
MC is committed to environmental conservation efforts in order to pass on our irreplaceable Earth to future generations and to realize a prosperous society where people live in harmony with nature.

In the fiscal year ended March 31, 2025, MC engaged in environmental conservation activities with a wide range of stakeholders, including local communities, universities, and NGOs in Japan and overseas, through a grazing land restoration project in South Africa, which aims to support local communities while addressing climate change, and forest conservation activities in Aki City, Kochi Prefecture, which aims to preserve natural capital.

**4. Support for Natural Disasters**
MC provides emergency support in Japan and overseas in the event of natural disasters and engages in recovery efforts in the affected areas. In our reconstruction assistance activities for the Great East Japan Earthquake, we have provided scholarships, support for businesses, and other assistance tailored to the needs of the affected areas. Since 2015, we have also been promoting the "Fukushima Winery Project" to support the fruit farming industry in Koriyama City, Fukushima Prefecture, through an innovative, vertically integrated business model. However, ownership of the business was transferred to IS Holdings, Inc., a local company, in April 2025. With 10 years having passed since its inception, the business has grown beautifully and borne fruit that has met every goal of its ambitious business model.

Please see our website for details on Corporate Philanthropy.