

## Independent Directors/Auditors Notification

## 1. Basic Information

|   |   |                         |               |      |
|---|---|-------------------------|---------------|------|
| Company   | Mitsubishi Corporation  |                         | Stock code    | 8058 |
| Report date   | 19 May, 2017  | Scheduled transfer date | 23 June, 2017 |      |
| Reason for submission   | Proposals to elect Outside Directors are submitted to Ordinary General Meeting of Shareholders. In addition, description of "Supplementary information concerning applicable items about relationships with Mitsubishi Corporation" is changed. |                         |               |      |
| <input checked="" type="checkbox"/> Mitsubishi Corporation designates all the candidates for Outside Directors and Outside Audit & Supervisory Board Members who meet the requirements of independence as Independent Director/Auditor. |   |                         |               |      |

## 2. Information with respect to Independence

| No. | Name              | Outside Director/Audit & Supervisory Board Member | Independent Director/Auditor | Relationships with Mitsubishi Corporation (※ 2・3) |   |   |   |   |   |   |   |   |   |   |   |     | Transfer Content | Consent of the person |   |     |              |     |
|-----|-------------------|---|------------------------------|---|---|---|---|---|---|---|---|---|---|---|---|-----|------------------|-----------------------|---|-----|--------------|-----|
|     |                   |   |                              | a   | b | c | d | e | f | g | h | i | j | k | l | N/A |                  |                       |   |     |              |     |
| 1   | Hidehiro Konno    | Outside Director                                  | ○                            |   |   |   |   |   |   |   |   |   |   |   |   |     |                  | ○                     |   | Yes |              |     |
| 2   | Akihiko Nishiyama | Outside Director                                  | ○                            |   |   |   |   |   |   |   |   |   |   |   |   |     |                  |                       | ○ |     | Yes          |     |
| 3   | Hideaki Omiya     | Outside Director                                  | ○                            |   |   |   |   |   |   |   |   |   |   |   |   |     |                  | ○                     | ○ | ○   |              | Yes |
| 4   | Toshiko Oka       | Outside Director                                  | ○                            |   |   |   |   |   |   |   |   |   |   |   |   |     |                  |                       |   |     | Amendment    | Yes |
| 5   | Akitaka Saiki     | Outside Director                                  | ○                            |   |   |   |   |   |   |   |   |   |   |   |   |     |                  |                       |   |     | New Election | Yes |
| 6   | Tadashi Kunihiro  | Outside Audit & Supervisory Board Member          | ○                            |   |   |   |   |   |   |   |   |   |   |   |   |     |                  |                       |   | ○   |              | Yes |
| 7   | Ikuo Nishikawa    | Outside Audit & Supervisory Board Member          | ○                            |   |   |   |   |   |   |   |   |   |   |   |   |     |                  |                       |   |     | Amendment    | Yes |
| 8   | Yasuko Takayama   | Outside Audit & Supervisory Board Member          | ○                            |   |   |   |   |   |   |   |   |   |   |   |   |     |                  |                       |   |     |              | Yes |

## 3. Information with respect to Relationships with Mitsubishi Corporation and Reason for Appointment

| No. | Supplementary information concerning applicable items about relationships with Mitsubishi Corporation  | Reason for appointment as Outside Director/Audit & Supervisory Board Member   |
|-----|--|---|
| 1   | <p>Mr. Konno is chairman (part-time position) of general incorporated foundation Koushikai, a non-profitable association that engages in helping Japanese next-generation leaders to be cosmopolitan with liberal arts. Mitsubishi Corporation pays ¥1.9 million per year to the association mainly as membership dues as a regular member. These payments are consistent with activities of the association under its philosophy. In addition, Mr. Konno receives no compensation from the association, therefore he does not benefit personally.</p> <p>Also, until July 2009, Mr. Konno served as Chairman &amp; CEO of Nippon Export and Investment Insurance ("NEXI"), which is wholly owned by the Japanese government and offers trade insurance based on the Trade Insurance and Investment Act for business risks that conventional insurances are unable to cover, including the inability to export cargo due to international disputes. Although Mitsubishi Corporation utilizes trade insurance provided by NEXI, it has been about 8 years since his resignation. Therefore, there is no relationship between him and those transactions.</p> <p>As above, Mr. Konno meets the requirements concerning independence set forth in the Selection Criteria for Outside Directors specified by Mitsubishi Corporation. Therefore, Mitsubishi Corporation judges his independence is assured.</p> | <p>Mr. Konno has been offering advice to Mitsubishi Corporation's management and properly oversees execution of business from an objective and professional perspective based on his extensive insight regarding domestic and global economic trends, having held key posts at the Ministry of International Trade and Industry and NEXI.</p> <p>Mr. Konno meets the requirements of independent director set forth in Guidelines concerning Listed Company Compliance, etc. specified by the Tokyo Stock Exchange, Inc. and other stock exchanges in Japan, as well as in Selection Criteria for Outside Directors specified by Mitsubishi Corporation.</p>  |
| 2   | Not Applicable   | <p>Mr. Nishiyama has been offering advice to Mitsubishi Corporation's management and properly oversees execution of business from an objective and professional perspective based on his research activities relating to corporate management and human resource development at universities, and many years of experience in the business.</p> <p>Mr. Nishiyama meets the requirements of independent director set forth in Guidelines concerning Listed Company Compliance, etc. specified by the Tokyo Stock Exchange, Inc. and other stock exchanges in Japan, as well as in Selection Criteria for Outside Directors specified by Mitsubishi Corporation.</p>  |
| 3   | <p>Mr. Omiya was Member of the Board, President and CEO of Mitsubishi Heavy Industries, Ltd. ("MHI"), from April 2008 to March 2013 and has been Chairman of the Board of MHI since April 2013. MHI and Mitsubishi Corporation 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 Mitsubishi Corporation's consolidated revenues.</p> <p>Also, since June 2015, Mr. Omiya has been chairman (part-time position) of The Mitsubishi Foundation which provides financial support for activities related to academic research and social welfare. Mitsubishi Corporation contributed more than ¥20 million per year to the foundation, but these contributions are consistent with the foundation's activities under its mission as a public interest incorporated foundation. In addition, Mr. Omiya receives no compensation from the foundation, therefore he does not benefit personally. Accordingly, his independence is assured.</p> <p>As above, Mr. Omiya meets the requirements concerning independence set forth in the Selection Criteria for Outside Directors specified by Mitsubishi Corporation. Therefore, Mitsubishi Corporation judges his independence is assured.</p>  | <p>Mr. Omiya has been offering advice to Mitsubishi Corporation's management and properly oversees execution of business from a practical perspective based on his extensive insight developed through management of MHI, a manufacturer that conducts business around the world, as Chairman and former President and CEO.</p> <p>Mr. Omiya meets the requirements of independent director set forth in Guidelines concerning Listed Company Compliance, etc. specified by the Tokyo Stock Exchange, Inc. and other stock exchanges in Japan, as well as in Selection Criteria for Outside Directors specified by Mitsubishi Corporation.</p>  |
| 4   | <p>Ms. Oka had been a training lecturer for the Mitsubishi Corporation Group under a contract with Human Link Corporation, a wholly owned subsidiary of Mitsubishi Corporation, with commission payments of around ¥2 million per year. Human Link Corporation has not renewed and doesn't plan to renew the above-mentioned contract with Ms. Oka subsequent to her appointment as an Outside Director of Mitsubishi Corporation.</p> <p>Also, Ms. Oka served as Principal, Deloitte Tohmatsu Consulting Co., Ltd. (currently ABeam Consulting Ltd.) until August 2012. Although Mitsubishi Corporation has business transactions with that company, it has been about 5 years since her resignation. Therefore, there is no relationship between her and those transactions.</p> <p>In addition, Ms. Oka served as Partner, PwC Advisory LLC until June 2016. Although Mitsubishi Corporation has business transactions with that company, it has been about 1 year since her resignation. Therefore, there is no relationship between her and those transactions.</p> <p>As above, Ms. Oka meets the requirements concerning independence set forth in the Selection Criteria for Outside Directors specified by Mitsubishi Corporation. Therefore, Mitsubishi Corporation judges her independence is assured.</p>  | <p>Ms. Oka has been offering advice to Mitsubishi Corporation's management and properly oversees execution of business from a practical and diversified perspective based on her many years of experience in the consulting industry and experience as outside director of various companies.</p> <p>Ms. Oka meets the requirements of independent director set forth in Guidelines concerning Listed Company Compliance, etc. specified by the Tokyo Stock Exchange, Inc. and other stock exchanges in Japan, as well as in Selection Criteria for Outside Directors specified by Mitsubishi Corporation.</p>  |
| 5   | <p>Mr. Saiki has been offering advice to the Company and receiving compensation as Corporate Advisor since September 2016, having been appointed to a member of an advisory body to the Board of Directors (Governance &amp; Compensation Committee); however, this compensation is paid as consideration for the advice he offers regarding the management of Mitsubishi Corporation based on his experience and insight, and does not affect his independence.</p> <p>As above, Mr. Saiki meets the requirements concerning independence set forth in the Selection Criteria for Outside Directors specified by Mitsubishi Corporation. Therefore, Mitsubishi Corporation judges his independence is assured.</p>  | <p>Mitsubishi Corporation expects that Mr. Saiki will provide advice to Mitsubishi Corporation's management and properly oversee the execution of business from an objective and professional perspective based on his international sensibility and extensive insight regarding global conditions developed through foreign diplomacy, having held key posts at the Ministry of Foreign Affairs of Japan.</p> <p>Mr. Saiki meets the requirements of independent director set forth in Guidelines concerning Listed Company Compliance, etc. specified by the Tokyo Stock Exchange, Inc. and other stock exchanges in Japan, as well as in Selection Criteria for Outside Directors specified by Mitsubishi Corporation.</p> |

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| 6 | Not Applicable   | Mr. Kunihiro has been conducting neutral and objective audits based on his extensive insight regarding corporate-related laws (such as the Companies Act and the Financial Instruments and Exchange Act of Japan) which was developed through many years of experience as attorney. Mr. Kunihiro meets the requirements of independent auditor set forth in Guidelines concerning Listed Company Compliance, etc. specified by the Tokyo Stock Exchange, Inc. and other stock exchanges in Japan, as well as in Selection Criteria for Outside Audit & Supervisory Board Members specified by Mitsubishi Corporation. |
| 7 | Mr. Nishikawa worked as Professor, Faculty of Business & Commerce of Keio University until March 2017. Mitsubishi Corporation had concluded an agreement with Keio University on joint research with the Graduate School of Media Design, Keio University relating to creation of new business models in the field of healthcare. However, the agreement has been terminated as of March 2017, and the agreement did not relate directly to Mr. Nishikawa. As above, Mr. Nishikawa meets the requirements concerning independence set forth in the Selection Criteria for Outside Audit & Supervisory Board Members specified by Mitsubishi Corporation. Therefore, Mitsubishi Corporation judges his independence is assured. | Mr. Nishikawa has been conducting neutral and objective audits based on his extensive insight regarding accounting developed through many years of experience as a certified public accountant. Mr. Nishikawa meets the requirements of independent auditor set forth in Guidelines concerning Listed Company Compliance, etc. specified by the Tokyo Stock Exchange, Inc. and other stock exchanges in Japan, as well as in Selection Criteria for Outside Audit & Supervisory Board Members specified by Mitsubishi Corporation.  |
| 8 | Ms. Takayama worked as an employee at Shiseido Company, Limited until June 2011. Mitsubishi Corporation has business transactions with that company, though these transactions are ¥1.2 million per year. In addition, it has been about 6 years since Ms. Takayama left her position as a direct employee, therefore, there is no relationship between her and those transactions. As above, Ms. Takayama meets the requirements concerning independence set forth in the Selection Criteria for Outside Audit & Supervisory Board Members specified by Mitsubishi Corporation. Therefore, Mitsubishi Corporation judges her independence is assured.   | Ms. Takayama has been conducting neutral and objective audits based on her experience as Audit & Supervisory Board Member at Shiseido Company, Limited, and as outside director at various companies. Ms. Takayama meets the requirements of independent auditor set forth in Guidelines concerning Listed Company Compliance, etc. specified by the Tokyo Stock Exchange, Inc. and other stock exchanges in Japan, as well as in Selection Criteria for Outside Audit & Supervisory Board Members specified by Mitsubishi Corporation.   |

#### 4. Supplemental Explanation

To make the function of Outside Directors and Outside Audit & Supervisory Board Members stronger and more transparent, Mitsubishi Corporation has set forth Selection Criteria for Outside Directors and Outside Audit & Supervisory Board Members as follows, after deliberation by the Governance & Compensation Committee, which is composed with a majority of Outside Directors, Outside Audit & Supervisory Board Members and Outside Members.

##### [Selection Criteria for Outside Directors]

1. Outside Directors are elected from among those individuals who have an eye for practicality founded on a wealth of experience as corporate executive officers, as well as an objective and specialist viewpoint based on extensive insight regarding global conditions and social and economic trends. Through their diverse perspectives, Outside Directors help ensure levels of decision-making and management oversight appropriate to the Board of Directors.
2. To enable Outside Directors to fulfill their appointed task, attention is given to maintain their independency\*; individuals incapable of preserving this independency in effect will not be selected to serve as Outside Directors.
3. Mitsubishi Corporation'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 officer appointed as Outside Directors. Mitsubishi Corporation appropriately copes with this potential issue through the procedural exclusion of the director in question from matters related to the conflict of interest, and by preserving a variety of viewpoints through the selection of numerous Outside Directors.

##### [Selection Criteria for Outside Audit & Supervisory Board Members]

1. Outside Audit & Supervisory Board Members are selected from among individuals who possess wealth of knowledge and experience across various fields that is helpful in performing audits. Neutral and objective auditing, in turn, will ensure sound management.
2. To enable Outside Audit & Supervisory Board Members to fulfill their appointed task, attention is given to maintain their independency\*; individuals incapable of preserving this independency will not be selected to serve as Outside Audit & Supervisory Board Members.

(Note) Independency for the purpose of Selection Criteria for Outside Directors and Outside Audit & Supervisory Board Members

To make a judgment of independence, Mitsubishi Corporation checks if the person concerned meets the conditions for independent directors and independent auditors as specified by stock exchanges in Japan such as 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.

- (1) A major shareholder of Mitsubishi Corporation (a person or entity directly or indirectly holding 10% or more of the voting rights), or a member of business personnel of such shareholder (\*1).
- (2) A member of business personnel of a creditor of Mitsubishi Corporation exceeding the threshold set by Mitsubishi Corporation (\*2).
- (3) A member of business personnel of a supplier or a customer of Mitsubishi Corporation exceeding the threshold set by Mitsubishi Corporation (\*3).
- (4) A provider of professional services, such as a consultant, lawyer, or certified public accountant, receiving cash or other financial benefits from Mitsubishi Corporation, other than directors' or audit & supervisory board members' remuneration, where the amount exceeds ¥10 million per fiscal year.
- (5) A representative or partner of Mitsubishi Corporation's independent auditor.
- (6) A person belonging to an organization that has received donations exceeding a certain amount (\*4) from Mitsubishi Corporation.
- (7) A person who has been appointed as an Outside Director or Outside Audit & Supervisory Board Member of Mitsubishi Corporation for more than 8 years.

\*1 A member of business personnel refers to a managing director, corporate officer, executive officer, or other employee of a company.

\*2 Creditors exceeding the threshold set by Mitsubishi Corporation refer to creditors to whom Mitsubishi Corporation owes an amount exceeding 2% of Mitsubishi Corporation's consolidated total assets.

\*3 Suppliers or customers exceeding the threshold set by Mitsubishi Corporation refer to suppliers or customers whose transactions with Mitsubishi Corporation exceed 2% of Mitsubishi Corporation's consolidated revenues.

\*4 Donations exceeding a certain amount refer to donations of more than ¥20 million per fiscal year.

If a person is still judged to be effectively independent despite one or more of the above items (1) to (7) applying, Mitsubishi Corporation will explain and disclose the reason at the time of their appointment as an Outside Director or Outside Audit & Supervisory Board Member.

- ※ 1 When the Company designates all the candidates who meet the requirements of independence as Independent Director/Auditor, please check a check box.
- ※ 2 Items for "Relationships with Mitsubishi Corporation"
- a. Executive Officer of Mitsubishi Corporation or its subsidiary
  - b. Non-executive director or accounting advisor of Mitsubishi Corporation or its subsidiary
  - c. Executive Officer or non-executive director of a parent of Mitsubishi Corporation
  - d. Corporate auditor of a parent of Mitsubishi Corporation
  - e. Executive Officer of a fellow subsidiary of Mitsubishi Corporation
  - f. A person who has a significant business relationship with Mitsubishi Corporation or who is Executive Officer of an entity which has such significant business relationship with Mitsubishi Corporation
  - g. A person with whom Mitsubishi Corporation has a significant business relationship or who is Executive Officer of an entity with which Mitsubishi Corporation has such significant business relationship
  - h. Consultant, accountant, legal expert who receives from Mitsubishi Corporation a large sum of money and other properties in addition to director's remuneration
  - i. Major shareholder of Mitsubishi Corporation (the company's Executive Officer if the said major shareholder is a company)
  - j. Executive Officer (the said person only) of an entity with which Mitsubishi Corporation has a business relationship (not falling under f, g, or h)
  - k. Executive Officer (the said person only) of an entity with which Mitsubishi Corporation mutually appoints outside director
  - l. Executive Officer (the said person only) of an entity to which Mitsubishi Corporation makes a donation
- ※ 3 ○ indicates the item that the person falls under as of "today or recently." △ indicates the item that the person falls under as of "previously."  
● indicates the item that the person's close family member falls under as of "today or recently." ▲ indicates the item that the person's close family member falls under as of "previously."