

(Translation)

Corporate Governance Report

Mitsubishi Corporation

Report date: December 21, 2018

Mitsubishi Corporation

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<https://www.mitsubishicorp.com/>

I. Basic Stance on Corporate Governance, Shareholder Composition, Corporate Data and Other Basic Information

1. Basic Stance on Corporate Governance

See “Disclosure Based on Principles of Corporate Governance Code” Principle 3-1 (ii) e. for the basic stance on corporate governance of Mitsubishi Corporation.

[Reason for Not Implementing Principles of Corporate Governance Code]

Based on the above basic stance, Mitsubishi Corporation is working to strengthen corporate governance on an ongoing basis, thus it is implementing all the principles of the Corporate Governance Code.

[Disclosure Based on Principles of Corporate Governance Code]

Mitsubishi Corporation’s approaches to corporate governance are described in this report, the Notice of Ordinary General Meeting of Shareholders, Annual Securities Report, Integrated Reports, ESG Data Book, Mitsubishi Corporation’s website, and others. See these documents for more information.

The followings are the details of the disclosure items based on the principles of the Corporate Governance Code.

a. Principle 1-4

■ Stance on Acquisition, Holding and Reduction in Holding of Listed Stocks

Mitsubishi Corporation may acquire and hold shares and equity stakes of non-affiliated companies (“General Investment Shares”) (Note 1), as a means of creating business opportunities and building, maintaining and strengthening business and partner relationships. Cross-shareholdings are included in these General Investment Shares.

(Note 1) General Investment Shares include listed and unlisted shares. All General Investment Shares are included under “Other investments” on the consolidated balance sheets.

When acquiring General Investment Shares, Mitsubishi Corporation judges whether or not to make the acquisition based on the significance and economic rationale of the purchase, periodically reviews its holding policy after an acquisition and promotes reducing holdings of stocks with decreased significance. Moreover, Mitsubishi Corporation confirms the significance of holding shares of major listed companies, included in General Investment Shares, from a company-wide management perspective, and regular verifications by the

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Board of Directors will be discussed later. In addition to the scheme described above, Mitsubishi Corporation has a policy for proactively reorganizing its portfolio and sold approximately 0.1 trillion yen of listed shares, previously included in General Investment Shares, on a consolidated and market value basis during the fiscal year ended March 31, 2018, reducing its holdings by 10% year on year..

[Matters Examined by the Board of Directors]

Of the General Investment Shares held on a consolidated basis, for the stocks of major listed companies (Note 2), each year the Board of Directors verifies the result of reviewing its holding policy for each stock from the perspective of economic rationality and significance.

(Note 2) The total market value of Mitsubishi Corporation's holdings subject to verification as of March 31, 2018 was approximately 0.7 trillion yen (acquisition price was approximately 0.3 trillion yen), representing approximately 80% of the total market value of Mitsubishi Corporation's holdings of listed shares on a consolidated basis.

The verification result as of March 31, 2018 was as follows:

- The economic rationality is verified for each individual share by comparing the earnings related to each share, such as dividends and related earnings on transactions, to see whether they are higher than Mitsubishi Corporation's target capital cost. The related earnings for the majority of shares subject to verification was confirmed to be higher than such capital cost.
- In addition to the above, the Board of Directors confirmed the significance of holding each share. For those that were to be held continuously, the Board of Directors confirmed that the purpose of holding the shares is to maintain and strengthen business relationships with investment destinations and promoting joint ventures, etc.
- The Board of Directors also confirmed shares that it would consider selling after examining the significance of holding them going forward, since their expected purpose or the significance of holding them has become unclear, etc.

■ Stance on Exercising Voting Rights Relating to Listed Stocks

Mitsubishi Corporation attaches great importance to dialogue and communication with its investment destinations through various channels, aiming to create business opportunities and build, maintain and strengthen business and partner relationships, and from the perspective of raising the mid- and long-term corporate value of Mitsubishi Corporation and these companies. Mitsubishi Corporation considers exercising voting rights to be an important approach. For this reason, when exercising voting rights relating to an investment destination, the responsible department for the oversight of the company reviews its business conditions (earnings, capital efficiency, etc.) from both quantitative and qualitative standpoints in accordance with internal regulations. These regulations stipulate matters to be considered, etc., when determining whether to vote for or against proposals such as appropriation of surplus, election of Directors and Audit & Supervisory Board Members, and revision of executive remuneration. Then Mitsubishi Corporation exercises its voting rights appropriately for individual matters for resolution.

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b. Principle 1-7

■ Transactions between Related Parties

By formulating the Board of Directors Regulations and the criteria for matters to be deliberated, Mitsubishi Corporation requires a resolution of the Board of Directors concerning, transactions between Director and Mitsubishi Corporation (self-dealing, indirect transactions), transactions between Executive Officer and Mitsubishi Corporation (self-dealing, indirect transactions) and transactions between major shareholders and Mitsubishi Corporation.

c. Principle 2-6

■ Roles of Corporate Pension Funds as Asset Owners

In an effort to utilize personnel with experience in markets and investment, those responsible for pension management are appointed from the Finance Department of Mitsubishi Corporation and serve concurrently as employees of the Mitsubishi Corporation Pension Fund. The basic policy and management guidelines for safe and efficient management of the reserve are drafted and issued to institutions contracted to undertake management, which are then monitored constantly. Rules governing the fund prevent inappropriate administration and management of the reserve for the benefit of one's self or an independent party other than the fund. Moreover, the Mitsubishi Corporation Pension Fund elects four directors to execute the fund's operation and two auditors to audit its operations. Officers in these positions are rotated after a certain period based on their decided terms of office.

d. Principle 3-1 (i)

■ Corporate Philosophy

Mitsubishi Corporation's corporate philosophy is enshrined in the Three Corporate Principles, the company's motto since its foundation. The Three Corporate Principles were formulated in 1934, as the action guidelines of Mitsubishi Trading Company (now Mitsubishi Corporation), based on the teachings of Koyata Iwasaki, the fourth president of Mitsubishi. Even today, the Three Corporate Principles serve as the cornerstone of Mitsubishi Corporation as it grows its business and fulfills its responsibility toward the global environment and society.

Corporate Responsibility to Society "Shoki Hoko": Strive to enrich society, both materially and spiritually, while contributing towards the preservation of the global environment.

Integrity and Fairness "Shoji Komei": Maintain principles of transparency and openness, conducting business with integrity and fairness.

Global Understanding Through Business "Ritsugyo Boeki": Expand business, based on an all-encompassing global perspective.

■ Strategic Direction and Management Plan

Mitsubishi Corporation has conceived its latest management plan, entitled "Midterm Corporate Strategy 2021: Achieving Growth Through Business Management Model." It will take effect from fiscal year 2019. The new strategy will lay the groundwork for Mitsubishi Corporation's sustainable growth over the next three years, recognizing how worldwide economic and geopolitical trends are putting pressure on enterprises to evolve their business models. Such trends include the US administration's America-First agenda, China's One-Belt,

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One-Road policy and the so-called “Fourth Industrial Revolution,” the hallmarks of which are advancing digital technologies and the evolution of platform businesses.

Please visit the following website for details of “Midterm Corporate Strategy 2021: Achieving Growth Through Business Management Model”.

https://www.mitsubishicorp.com/jp/en/pr/archive/2018/files/0000036013_file1.pdf

1. Business Portfolio

Under Midterm Corporate Strategy 2021, Mitsubishi Corporation will be implementing a framework of portfolio-based decision making to give it a more holistic view of industry and help it to determine which fields it needs to be more proactive in and where it needs to replace its assets based on changes in its operating environment. To optimize its portfolio, Mitsubishi Corporation will analyze its businesses from a number of unique vantage points. In addition to considering quantitative information such as the scale of a business and the amount of capital deployed, Mitsubishi Corporation will be examining the business in terms of region, industry presence and Mitsubishi Corporation’s level of management engagement.

2. Growth Mechanisms

Mitsubishi Corporation’s objective is to identify Potential Growth Sources, nurture them into Growth Drivers, and then add more value to them until they evolve into the company’s next generation of Core Businesses, and fundamentally review those that have reached stages where it will be impossible for Mitsubishi Corporation to add further value. Those reviews will include the appropriate reallocation of capital. Naturally Mitsubishi Corporation intends to continue this cycle, but in the future it will be more conscious about maintaining its ideal portfolio’s shape and balance as it does so. Some of the more specific measures that Mitsubishi Corporation will be taking are described below.

MC will be setting up a Business Creation Office in its Corporate Strategy & Planning Department, and appointing General Managers for Business Creation to all of its Business Groups, which will allow the company to be even more proactive in identifying Potential Growth Sources and building Growth Drivers.

Mitsubishi Corporation will also be appointing a Chief Digital Officer (CDO) and setting up a Digital Strategy Department under that officer’s charge. To address the rapid digitization of industries, the company will be assigning General Managers for Digital Strategy to each of its Business Groups.

3. HR System Reforms

Mitsubishi Corporation will be reforming its HR system to: (1) Ensure that employees gain the right experience to become management professionals earlier in their careers; (2) Be more meritocratic to ensure that the right people are assigned to the right positions; and (3) Utilize management talent more widely and effectively throughout the MC Group.

Mitsubishi Corporation’s main objectives in HR are to continuously produce highly skilled management professionals who are capable of exceling in different fields, and to foster reciprocal growth between the company and its employees. To achieve those objectives, Mitsubishi Corporation will endeavor to swiftly

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identify the ideal candidate for each position, create a stronger meritocracy, implement share-based compensation and introduce a multilayered evaluation framework.

4. Financial Targets & Capital Policy

By continuously growing its Business-Related Segments and becoming more competitive in Market-Related Segments, Mitsubishi Corporation will aim for 900 billion yen in consolidated net income and an even higher double-digit ROE in fiscal year 2021.

Mitsubishi Corporation will also continue to flexibly increase its dividend in line with its earnings growth (i.e. extend its current progressive dividend scheme), and aim to increase its dividend payout ratio from 30% to 35% in the future.

e. Principle 3-1 (ii)

■ Basic Stance and Policy on Corporate Governance

Mitsubishi Corporation's corporate philosophy is enshrined in the Three Corporate Principles. Through corporate activities rooted in the principles of fairness and integrity, Mitsubishi Corporation strives to continuously raise corporate value. Mitsubishi Corporation believes that by helping to enrich society, both materially and spiritually, it will also meet the expectations of shareholders, customers, and all other stakeholders.

In order to achieve these goals, Mitsubishi Corporation recognizes strengthening corporate governance on an ongoing basis as an important management issue as it is foundation for ensuring sound, transparent and efficient management. Mitsubishi Corporation, based on the Audit & Supervisory Board Member System, is thus working to put in place a corporate governance system that is even more effective. This includes strengthening management supervision through such measures as appointing Outside Directors and Outside Audit & Supervisory Board Members who satisfy the conditions for Independent Directors or Independent Audit & Supervisory Board Members, and establishing advisory bodies to the Board of Directors where the majority of members are Outside Directors, Outside Audit & Supervisory Board Members and other experts from outside Mitsubishi Corporation. At the same time, Mitsubishi Corporation uses the Executive Officer System etc. for prompt and efficient decision-making and business execution.

In accordance with the above basic stance, Mitsubishi Corporation has set forth the Selection Criteria for Outside Directors and Outside Audit & Supervisory Board Members, which clarify the functions and independence of Outside Directors and Outside Audit & Supervisory Board Members, and also require that the number of Outside Directors who satisfy the criteria for independence be a third or more of the number of all Directors.

The Governance, Nomination and Compensation Committee where Outside Directors, Outside Audit & Supervisory Board Members and other experts from outside Mitsubishi Corporation have a majority, deliberates and reviews the composition of the Board of Directors and the Audit & Supervisory Board, the policy on appointment of and proposals for appointment of Directors and Audit & Supervisory Board Members, the requirements of President and CEO and basic policy on the appointment and dismissal, proposals for appointment of President and CEO, the remuneration system including the policy for setting remuneration and appropriateness of remuneration levels, and evaluation of the effectiveness of the Board of Directors.

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Furthermore, the President's Performance Evaluation Committee has been established as a subcommittee to the Governance, Nomination and Compensation Committee, at which Chairman of the Board and Outside Committee Members of the Governance, Nomination and Compensation Committee deliberate and determine the assessment on the President's performance. In this way, Mitsubishi Corporation develops systems and mechanisms that ensure the effectiveness of management supervision by independent Outside Directors and Outside Audit & Supervisory Board Members.

As part of its policy to communicate with shareholders, Mitsubishi Corporation communicates with shareholders and investors in a proactive manner, and discloses information about business conditions including the progress in management plans, quantitative financial information, and non-financial information such as for corporate governance and CSR & environmental affairs in a timely and appropriate manner. In addition, Mitsubishi Corporation is committed to gain credibility and reputation from stakeholders, including shareholders and investors, by improving the environment that allows shareholders to execute their rights.

For specific policies and approaches of above basic stance and basic policy, see the corresponding items in this report.

f. Principle 3-1 (iii)

■ Policy and Process for Setting Remuneration

See II 1. [Disclosure Concerning Directors' Remuneration] in this report.

g. Principle 3-1 (iv)

■ Policy and Procedures for Appointment and Dismissal of Management Executive and Appointment of Nominated Directors and Audit & Supervisory Board Members

For the appointment of President and CEO, the requirements of the role, the basic policy on appointment, and selection of individual candidates are deliberated and reviewed by the Governance, Nomination and Compensation Committee where Outside Directors, Outside Audit & Supervisory Board Members and other experts from outside Mitsubishi Corporation have a majority (4 Outside Directors and 1 Outside Audit & Supervisory Board Member out of 8 Committee Members). Appointments are then decided by the Board of Directors, which also appoints and assigns duties to Executive Officers. Moreover, the policy and process for appointment and all appointment proposals of Directors and Audit & Supervisory Board Members and each appointment proposal are deliberated by the Governance, Nomination and Compensation Committee and resolved by the Board of Directors, before being presented at the Ordinary General Meeting of Shareholders. See II 2. in this report for details. Furthermore, the Company's policy is to take a flexible approach to determining and dealing with dismissal of President and CEO. The matter is deliberated by the Governance, Nomination and Compensation Committee and resolved by the Board of Directors.

h. Principle 3-1 (v)

■ Reason for Appointing Each Nominated Director or Audit & Supervisory Board Member

In reference documents for the Ordinary General Meeting of Shareholders, Mitsubishi Corporation discloses not only the reasons for appointing nominated Outside Directors and Outside Audit & Supervisory Board Members as before, but also the reason for appointing each nominated In-house Director or In-house Audit & Supervisory Board Member. More details are available in page 5 to 26 of Notice of 2018 Ordinary General

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Meeting of Shareholders (English version), which is posted on our website below.

https://www.mitsubishicorp.com/jp/en/ir/adr/sh_meeting/

i. Supplementary Principle 4-1 (1)

■ Matters Deliberated by the Board of Directors

See II 2. (1) (c) in this report.

j. Principle 4-9

■ Criteria for Independence

See II 1. [Independent Directors and Audit & Supervisory Board Members] in this report.

k. Supplementary Principle 4-11 (1)

■ Policy on Diversity, Size and Balance of Knowledge, Experience and Capability for the Board of Directors

Mitsubishi Corporation stipulates its policy on diversity, size and balance of knowledge, experience and capability for the Board of Directors in Composition of the Board of Directors and Policy on appointment of Candidates and Selection Criteria for Outside Directors. For details, see II 2. (1) a. and II 1. [Independent Directors and Audit & Supervisory Board Members] in this report, respectively.

l. Supplementary Principle 4-11 (2)

■ Directors' and Audit & Supervisory Board Members' Concurrent Outside Director and Outside Audit & Supervisory Board Member Positions at Other Listed Companies

Directors' and Audit & Supervisory Board Members' concurrent Outside Director and Outside Audit & Supervisory Board Member positions at other listed companies are described Notice of 2018 Ordinary General Meeting of Shareholders (English version), which is posted on our website below.

https://www.mitsubishicorp.com/jp/en/ir/adr/sh_meeting/

m. Supplementary Principle 4-11 (3)

■ Evaluation of the Effectiveness of the Board of Directors

Mitsubishi Corporation undertakes an evaluation of the Board of Directors every year in order to continually enhance the effectiveness of corporate governance. The evaluation of the fiscal year ended March 31, 2017 was undertaken by a third party. For the evaluation of the fiscal year ended March 31, 2018, Mitsubishi Corporation adopted a self-evaluation process as the basis of the evaluation in line with the evaluation theme of "Further enhancing the functions of the Board of Directors." Director Akihiko Nishiyama and Audit & Supervisory Board Member Yasuko Takayama, who serve as Independent Outside Director and Independent Outside Audit & Supervisory Board Member, respectively, took the lead in formulating questions and analyzing and evaluating the results. The outline and the results of the evaluation are as follows.

[Process]

1. The process and themes of the evaluation of the Board of Directors for the fiscal year ended March 31, 2018 were deliberated in the Governance, Nomination and Compensation Committee.
2. Questionnaires and interviews involving all Directors and Audit & Supervisory Board Members were

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conducted.

3. The results of the interviews were compiled and deliberated together with future policies in the Governance, Nomination and Compensation Committee.
4. Based on the result of discussions in the Governance, Nomination and Compensation Committee, the Board of Directors analyzed and evaluated the findings and shared future policies.

[Questions]

The questions concerned the evaluation of measures undertaken in the fiscal year ended March 31, 2018; the composition, structure, operation, oversight and audit functions of the Board of Directors; the status of individual involvement; and further enhancement of the functions of the Board of Directors, among other matters.

[Evaluation Results and Future Priorities]

- Mitsubishi Corporation's hybrid model of corporate governance based on the Audit & Supervisory Board Member System has been functioning effectively as a governance system. Adequate information has been provided to Outside Directors and Outside Audit & Supervisory Board Members. There has also been sufficient communication among Outside Directors and Outside Audit & Supervisory Board Members, as well as communication with personnel involved in business execution.
- The Board of Directors was evaluated to be appropriate in terms of composition, operation, deliberation and other aspects. The Board of Directors has adequate systems for the exercise of decision-making and oversight functions and these functions are being realized appropriately. Moreover, the Audit & Supervisory Board Members have been fulfilling their roles in meetings of the Board of Directors based on self-evaluations by the Audit & Supervisory Board Members.
- The evaluation highly commended measures implemented in the fiscal year ended March 31, 2018 (observation tours of business investees, etc.) as a result of the findings of the Board of Directors evaluation undertaken in the fiscal year ended March 31, 2017. Meanwhile, the evaluation identified the need to continue upgrading and expanding deliberation on strategies and other important matters.
- The evaluation proposed a number measures to be undertaken going forward. From the standpoint of further enhancing the functions of the Board of Directors, a matter was continually discussed during the fiscal year ended March 31, 2018, these measures included upgrading and enhancing companywide and Group strategies and the monitoring of major business investees, revising agenda items, and enhancing and expanding feedback and follow-up activities to enhance discussions. Other measures included enhancing communication in forums other than the Board of Directors meetings, and considering ways to involve the Outside Directors and Outside Audit & Supervisory Board Members in the successor planning and selection process.

Based on the analysis and evaluations of the Governance, Nomination and Compensation Committee and the Board of Directors with respect to the issues highlighted by the evaluation results and the opinions and recommendations from Directors and Audit & Supervisory Board Members, Mitsubishi Corporation will implement measures to further enhance the effectiveness of the Board of Directors.

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n. Supplementary Principle 4-14 (2)

■ Policy to Provide Necessary Training for Directors and Audit & Supervisory Board Members

To ensure that the Directors and Audit & Supervisory Board Members are able to perform their management supervision and audit functions adequately, the Board of Directors' Office and the Audit & Supervisory Board Members' Office have been established, and have been providing necessary information and support appropriately and in a timely manner for them to perform their duties. For Outside Directors and Outside Audit & Supervisory Board Members, the Board of Directors' Office and the Audit & Supervisory Board Members' Office provide Board of Directors' meeting materials and explanations as well as hold joint presentations about management strategies, important matters, and other topics before the Board of Directors' meeting to ensure that they can participate in the discussion fully. The Offices also provide an orientation to newly appointed Outside Directors and Outside Audit & Supervisory Board Members, as well as ongoing opportunities to increase their understanding of the businesses and strategies of Mitsubishi Corporation, including annual observation tours of subsidiaries and affiliates and opportunities for dialogue with the management. Additionally, the Offices provide Directors and Audit & Supervisory Board Members with opportunities for third-party training programs, of which expenses are borne by Mitsubishi Corporation.

o. Principle 5-1

■ Policy of Dialogue with Shareholders

(a) Basic Stance

Mitsubishi Corporation's corporate philosophy is enshrined in the Three Corporate Principles. Through corporate activities rooted in the principles of fairness and integrity, Mitsubishi Corporation strives to continuously raise corporate value. Mitsubishi Corporation believes that by helping to enrich society, both materially and spiritually, it will also meet the expectations of shareholders, customers and all other stakeholders. To achieve this, Mitsubishi Corporation is committed to fulfill accountability as a corporate enterprise and gain credibility and reputation from stakeholders including shareholders and investors, by communicating with them in a proactive manner and by disclosing, in a timely and appropriate manner, information about business conditions including the progress in management plans, quantitative financial information, and non-financial information such as for corporate governance and CSR & environmental affairs.

(b) Persons in Charge and Promoting System

Positioning IR activities as an important management matter, Mitsubishi Corporation is promoting communication with shareholders and investors as well as proactive information disclosure, led by the management, with the President and CEO being chief and CFO being director in charge. To ensure the effectiveness of dialogues with shareholders and investors and information disclosure, Mitsubishi Corporation established a dedicated department in charge, the Investor Relations Department. In addition, Mitsubishi Corporation built a cross-sectional company structure not limited to the dedicated department in charge, by organically linking business groups to corporate staff departments (i.e., Corporate Strategy & Planning Department, Corporate Communications Department, Corporate Administration Department, Corporate Sustainability Department, Legal Department, Corporate Accounting Department, and Finance Department).

With respect to information disclosure, on which dialogue with shareholders and investors is premised, Mitsubishi Corporation sets up the Disclosure Committee, whose members are the CFO, Executive Officers in charge of Corporate Communications, Corporate Administration, and Legal and persons in charge of corporate

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staff departments (General Managers), as well as a working group consisting of working-level persons from corporate staff departments. After thoroughly reviewing and checking details of information to be disclosed, the team tries to disclose proactive, highly transparent information through websites, Integrated Reports, Annual Securities Report, Notice of Ordinary General Meeting of Shareholders, Investors' Note, and newspaper ads, etc. As a policy for its information disclosure system, Mitsubishi Corporation developed and disclosed Information Disclosure Regulations to keep all officers and employees fully informed. See V 2. in this report for an overview of the information disclosure system.

(c) Policy of Dialogue with Shareholders and Investors and Results of Activities

To continually raise mid- and long-term corporate value, Mitsubishi Corporation is promoting constructive communication with shareholders and investors, led by the management including the President and CEO.

i. Ordinary General Meeting of Shareholders

Mitsubishi Corporation positions the Ordinary General Meeting of Shareholders as the place to fulfill accountability to shareholders. In addition to proactive information disclosure in the Notice of Ordinary General Meeting of Shareholders, Mitsubishi Corporation tries to respond to questions raised by shareholders in a respectful manner.

ii. Communication with Individual Investors

Mitsubishi Corporation held regular meetings for individual investors (17 times in total in the fiscal year ended March 31, 2018, including 2 presentations by the management and presentations for sales representatives of securities companies) .

iii. Dialogue with Institutional Investors

In addition to quarterly financial results briefings hosted by President and CEO and CFO, the management of business groups host business-briefing sessions. President and CEO, CFO, the Investor Relations Department and other departments call on domestic and foreign institutional investors to hold briefing sessions, and respond to their request for individual interviews.

<Activities Conducted in the Fiscal Year Ended March 31, 2018>

President and CEO: The Ordinary General Meeting of Shareholders, communication through meetings with domestic and foreign institutional investors and analysts (3 times), and quarterly financial results briefings.

CFO: Communication through meetings with domestic and foreign institutional investors and analysts (about 50 times) and quarterly financial results briefings.

Group Management Teams: Business briefing sessions (7 times).

Investor Relations Department: Communication through meetings with domestic and foreign institutional investors and analysts (about 500 times), and regular meetings with individual investors (17 times).

Corporate Administration Department, Corporate Sustainability Department and other departments: Communication through meetings with domestic and foreign institutional investors (about 40 times)

(d) Feedback to Business Management and Control of Insider Information

Mitsubishi Corporation has developed a system by which the opinions from shareholders and investors and business challenges obtained through IR and SR activities are adequately reported to the management including President and CEO and the Board of Directors and the Executive Committee. In addition, the departments in charge feedback the opinions obtained through communication with shareholders and investors across, financial results briefings and other means the company to help improve business management.

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With respect to the handling of insider information in communicating with shareholders, Mitsubishi Corporation has set forth the Standard for the Prevention of Unfair Stock Trading in accordance with the Code of Conduct for Mitsubishi Corporation's Officers and Employees. Mitsubishi Corporation keeps all officers and employees fully informed of this requirement.

<Reference>

In Investor Information on our website, Mitsubishi Corporation posts various types of IR information in addition to the documents listed below. Please visit the following website for details.

<https://www.mitsubishicorp.com/jp/en/ir/>

- Presentation Materials
- Earnings Release
- Integrated Reports
- Financial Statements
- Quarterly Reports
- Investors' Note
- Corporate Brochure
- ESG Data Book

2. Shareholder Composition

Percentage of Foreign Shareholders	30% or more
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[Principal Shareholders]

Name	Shareholding	
	Number of shares	Investment ratio (%)
Japan Trustee Services Bank, Ltd. (Trust Account)	141,061,600	8.89
The Master Trust Bank of Japan, Ltd. (Trust Account)	94,718,000	5.97
Tokio Marine & Nichido Fire Insurance Co., Ltd.	71,428,305	4.50
Meiji Yasuda Life Insurance Company	64,846,135	4.08
Ichigo Trust Pte. Ltd.	38,076,600	2.40
Japan Trustee Services Bank, Ltd. (Trust Account 9)	36,257,300	2.28
The Master Trust Bank of Japan, Ltd. (Mitsubishi Heavy Industries, Limited Account, Retirement Benefit Trust Account)	32,276,728	2.03
Japan Trustee Services Bank, Ltd. (Trust Account 5)	26,941,700	1.69
JP MORGAN CHASE BANK 385151	21,800,858	1.37
STATE STREET BANK WEST CLIENT – TREATY 505234J	21,477,196	1.35

Has a controlling shareholder	—
Has a parent company	No

Notes

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3. Corporate Data

Stock listings and markets	Tokyo(First Section), Nagoya(First Section)
Fiscal year-end	March 31
Business type	Wholesale
Number of employees (Consolidated)	1,000 or more
Operating transactions (Consolidated)	¥1,000 billion or more
Number of consolidated subsidiaries	300 or more

4. Policy Concerning Protection of Minority Interests When Transacting With Controlling Shareholder

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5. Other Special Circumstances That Could Materially Affect Corporate Governance

The following publicly listed companies are subsidiaries of Mitsubishi Corporation: Lawson, Inc., which operates a franchising system for and directly-managed stores of the convenience store “LAWSON” and is listed on the First Section of the Tokyo Stock Exchange (“TSE”); Mitsubishi Shokuhin Co., Ltd., which is a wholesaler of processed food products and is listed on the First Section of the TSE; Chuo Kagaku Co., Ltd., which manufactures and sells food packaging containers made chiefly from plastic and is listed on JASDAQ; Nippon Care Supply Co., Ltd., which markets and sells nursing care equipment and is listed on the Second Section of the TSE; Nitto Fuji Flour Milling Co., Ltd., which is engaged in flour milling and is listed on the First Section of the TSE; and Nihon Shokuhin Kako Co., Ltd., a manufacturer of corn starch and related processed products that is listed on the Second Section of the TSE.

Mitsubishi Corporation expects to maximize corporate value by respecting the autonomy of these subsidiaries. Also, Mitsubishi Corporation endeavors to optimize the management on a consolidated basis by sharing the management philosophy and strategy to enhance the value of Mitsubishi Corporation group.

(Note) The “Mitsubishi Corporation Group” that appears in this section and IV 1. “Internal Control System,” represents the “corporate group” in Article 120 paragraph 2 of the Ordinance for Enforcement of the Companies Act.

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II. Management Organization and Other Corporate Governance Systems Concerning Management Decision-Making, Execution and Supervision

1. Matters Concerning Organizational Form and Organizational Management

Organizational form	Audit & Supervisory Board Member System
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[Directors]

Number of directors in Articles of Incorporation	N/A
Term of office for directors in Articles of Incorporation	1 year
Chairperson of Board of Directors	Chairman (Excluding individual holding concurrent position as president)
Number of directors	13
Appointment of Outside Directors	Yes
Number	5
Number of Outside Directors designated as Independent Directors	5

Relationships With Mitsubishi Corporation (1)

Name	Association	Relationships With Mitsubishi Corporation (*)										
		a	b	c	d	e	F	g	h	i	j	k
Akihiko Nishiyama	Professor											
Hideaki Omiya	Current or former employee of another company								Δ	Δ	○	
Toshiko Oka	Current or former employee of another company								Δ			
Akitaka Saiki	Other								○			
Tsuneyoshi Tatsuoka	Other								○			

*1 Choices for relationships with Mitsubishi Corporation

*2 ○ indicates the item that the person falls under as of “today or recently.” Δ indicates the item that the person falls under as of “previously.”

*3 ● 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.”

a. Executive Officer of Mitsubishi Corporation or its subsidiary

b. Executive Officer or non-executive director of a parent of Mitsubishi Corporation

c. Executive Officer of a fellow subsidiary of Mitsubishi Corporation

d. 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

e. 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

f. Consultant, accountant, legal expert who receives from Mitsubishi Corporation a large sum of money and other properties in addition to director's remuneration

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- g. Major shareholder of Mitsubishi Corporation (the company's Executive Officer if the said major shareholder is a company)
- h. Executive Officer (the said person only) of an entity with which Mitsubishi Corporation has a business relationship (not falling under d, e, or f)
- i. Executive Officer (the said person only) of an entity with which Mitsubishi Corporation mutually appoints outside director
- j. Executive Officer (the said person only) of an entity to which Mitsubishi Corporation makes a donation
- k. Others

Relationship With Mitsubishi Corporation (2)

Name	Independent Director	Supplementary information concerning applicable items	Reason for appointment as Outside Director (Including reason for designation as Independent Director)
Akihiko Nishiyama	○	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>
Hideaki Omiya	○	<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, where Mr. Omiya was an executive in the past, 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>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>

(Translation)

		<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>Toshiko Oka</p>	<p>○</p>	<p>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 6 years since her resignation. Therefore, there is no relationship between her and those transactions.</p> <p>Also, Ms. Oka served as Partner, PwC Advisory LLC from April 2016 to June 2016. Although Mitsubishi Corporation currently has business transactions with that company, it has been about 2 years since her resignation. Therefore, there is no relationship between her and those transactions. In addition, Mitsubishi Corporation has had no business transaction for the past three fiscal years with PricewaterhouseCoopers Deals Advisory LLC, where Ms. Oka had served prior to the merger between PricewaterhouseCoopers Deals Advisory LLC and PwC Advisory LLC in April 2016.</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>
<p>Akitaka Saiki</p>	<p>○</p>	<p>Mr. Saiki received compensation as Corporate Advisor of Mitsubishi Corporation from September 2016 to June 2017, having been appointed as a member of an advisory body to the Board of Directors (Governance, Nomination and Compensation Committee); however, this compensation was paid as consideration for the advice he offered regarding the management of Mitsubishi Corporation based on his experience and insight, and does not affect his independence. Also, Mr. Saiki serves as the President of the Middle East Institute of Japan, Juridical Foundation (part-time position), which conducts studies and research concerning the Middle East region. Mitsubishi Corporation pays membership fees and other dues of approximately ¥4.70 million per annum to the Middle East Institute of Japan. However, these payments are consistent with Mitsubishi Corporation's support for the principles of the Middle East Institute of Japan. In addition, Mr. Saiki receives no compensation from the Middle East Institute of Japan; therefore, he does not benefit personally.</p> <p>As above, Mr. Saiki meets the requirements concerning independence set forth in the</p>	<p>Mr. Saiki has been offering 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>

(Translation)

		Selection Criteria for Outside Directors specified by Mitsubishi Corporation. Therefore, Mitsubishi Corporation judges his independence is assured.	
Tsuneyoshi Tatsuoka	○	<p>Mr. Tatsuoka received compensation as Corporate Advisor of Mitsubishi Corporation from January 2018 to June 2018, having been appointed as a member of an advisory body to the Board of Directors (Governance, Nomination and Compensation Committee); however, this compensation was paid as consideration for the advice he offered regarding the management of Mitsubishi Corporation based on his experience and insight, and does not affect his independence. Furthermore, Mr. Tatsuoka's advisor contract finished with his election as a Director at the 2018 Ordinary General Meeting of Shareholders.</p> <p>As above, Mr. Tatsuoka 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. Tatsuoka 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 other.</p> <p>Mr. Tatsuoka 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>

Establishment of Any Committees Corresponding to the Nominating Committee or the Compensation Committee	Yes
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Details of Establishment, Members, and Attribute of Chairperson

	Name of Committee	No. of Total Members	No. of Full-time Members	No. of In-house Directors	No. of Outside Directors	No. of Outside Experts	No. of Others	Committee Chairman (Chairperson)
Any Committees Corresponding to the Nominating Committee	Governance, Nomination and Compensation Committee	8	0	2	4	0	2	In-house Director
Any Committees Corresponding to the Compensation Committee	Governance, Nomination and Compensation Committee	8	0	2	4	0	2	In-house Director

Notes

■ Governance, Nomination and Compensation Committee

The Governance, Nomination and Compensation Committee has met around twice a year since its establishment in 2001. A majority of the members of the Committee are Outside Directors and Outside Audit & Supervisory Board Members and Outside Members. It conducts continuous reviews of corporate governance-related issues and discusses requirements for President and CEO and basic policies concerning its appointment and dismissal as well as selection of individual candidates. The committee also discusses matters regarding the basic policy for selecting Directors and Audit & Supervisory Board Members when nominating

(Translation)

them and the selection of individual candidates and so forth. The Committee also deliberates on the remuneration system for Executive Officers, including the policy for setting remuneration and appropriateness of remuneration levels, and monitors operation of this system. In addition, the Committee discusses the following themes and performs the functions of both the Nomination Committee and the Compensation Committee.

<Main Discussion Themes>

- Composition of the Board of Directors and Audit & Supervisory Board, policy on appointment of and proposals for appointment of Directors and Audit & Supervisory Board Members
- Requirements of President and CEO and basic policy on the appointment and dismissal, proposals for appointment of President and CEO
- Review of the remuneration system including the policy for setting remuneration and appropriateness of remuneration levels
- Evaluation of the effectiveness of the Board of Directors

<Composition of Committee> (*Committee Chairman)

Outside members (5):

Akihiko Nishiyama, Outside Director

Toshiko Oka, Outside Director

Akitaka Saiki, Outside Director

Tsuneyoshi Tatsuoka, Outside Director

Tadashi Kunihiro, Outside Audit & Supervisory Board Member

In-house members (3):

Ken Kobayashi,* Chairman of the Board

Takehiko Kakiuchi, Member of the Board, President & CEO

Shuma Uchino, Senior Audit & Supervisory Board Member

The President's Performance Evaluation Committee

The President's Performance Evaluation Committee has been established as a subcommittee to the Governance, Nomination and Compensation Committee, comprising the same chairman and outside members as the parent committee to deliberate the assessment on the President's performance.

The composition of the Committee is as of June 22, 2018.

The members who fall under "Others" in the composition of the Committee are Senior Audit & Supervisory Board Member and Outside Audit & Supervisory Board Member.

[Audit & Supervisory Board Members]

Establishment of Board of Audit & Supervisory Board Members	Yes
Number of Audit & Supervisory Board	N/A

(Translation)

Members in the Articles of Incorporation	
Number of Audit & Supervisory Board Members	5

Cooperation between Audit & Supervisory Board Members, the independent auditors, internal audit divisions

a. Audit & Supervisory Board Member Audits

The 2 in-house Audit & Supervisory Board Members have experience in Mitsubishi Corporation's corporate planning department as well as finance and accounting departments, and they are appointed as the full-time Audit & Supervisory Board Members. 2 of the 3 Outside Audit & Supervisory Board Members have many years of experience as an attorney (corporate law) and a certified public accountant, respectively, while the other has experience as a full-time Audit & Supervisory Board Member at a listed company. Of the 5 Audit & Supervisory Board Members, the 2 full-time Audit & Supervisory Board Members and Outside Audit & Supervisory Board Members Ikuo Nishikawa have a considerable degree of knowledge and experience concerning finance and accounting.

One of the full-time Audit & Supervisory Board Members heads the Audit & Supervisory Board as Senior Audit & Supervisory Board Member and is also the specified Audit & Supervisory Board Member stipulated by the law. Audit & Supervisory Board Members are assisted as needed by the 5-member Audit & Supervisory Board Members' Office (as of April 1, 2018), which is an independent organizational body.

Audit & Supervisory Board Members attend important in-house meetings, and hold discussions with internal departments, including important offices in Japan and overseas. At the same time, Audit & Supervisory Board Members hold regular meetings with Mitsubishi Corporation's independent auditors and Internal Audit Department, to accurately and in a timely manner grasp Mitsubishi Corporation's situation through close cooperation.

b. Internal Audits

Regarding internal audits, the Internal Audit Department (which had 77 members as of April 1, 2018) conducts audits of the Mitsubishi Corporation, overseas regional subsidiaries and affiliated companies from a Company-wide perspective. In addition, each business group has established its own internal audit organization, which audits the operations that fall under its group organization on a consolidated basis. These internal audits are based on annual audit plans and are conducted after selecting audit targets. The results of audits are reported each time to the President and CEO, Audit & Supervisory Board Members and other concerned parties. They are also reported regularly to the Board of Directors and the Executive Committee.

c. Accounting Audits

The 4 certified public accountants who carried out the accounting audit of Mitsubishi Corporation were Yoshiaki Kitamura, Kazuaki Furuuchi, Kenichi Yoshimura and Noriaki Kobayashi of Deloitte Touche Tohmatsu LLC. They were assisted by 34 certified public accountants, 19 junior accountants and 59 other staff.

d. Mutual cooperation among Audit & Supervisory Board Member Audits, Internal Audits and Accounting Audits, and their Relationship with Internal Control Departments

The Audit & Supervisory Board Members, Internal Audit Department, Risk Control & Internal Control Office, and Independent Auditors regularly exchange information among each other in order to strengthen

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their cooperation. Moreover, the full-time Audit & Supervisory Board Members exchange information with the executive officers and the Audit & Supervisory Board Members of subsidiaries considered important from a consolidated management perspective.

Fees paid to Mitsubishi Corporation's independent auditors Deloitte Touche Tohmatsu LLC for the fiscal year ended March 31, 2018 were as follows:

- a. Amount of fees for services in accordance with the first clause of Article 2 of the Certified Public Accountant Law of Japan (Law No. 103, 1948) (Note 1) ¥797 million
- b. Amount of fees for services other than those prescribed in the first clause of Article 2 of the Certified Public Accountant Law of Japan (Note 2) ¥24 million
- c. Total amount of fees to be paid by Mitsubishi Corporation and consolidated subsidiaries (Note 3) ¥2,469 million

(Notes)

1. Fees for services prescribed in the first clause of Article 2 of the Certified Public Accountant Law of Japan (Law No. 103, 1948) are fees, etc. for audit certification services relating to English language financial statements prepared based on International Financial Reporting Standards (IFRS) and audit certification based on the Companies Act and the Financial Instruments and Exchange Act.
2. Fees for services other than those prescribed in the first clause of Article 2 of the Certified Public Accountant Law of Japan are fees for Mitsubishi Corporation training, overseas tax return work, etc.
3. Some subsidiaries are audited by certified public accountants or independent auditors (including persons with qualifications equivalent to these qualifications in overseas countries) other than Mitsubishi Corporation's independent auditors.

Appointment of Outside Audit & Supervisory Board Members	Yes
Number of Outside Audit & Supervisory Board Members	3
Number of Outside Audit & Supervisory Board Members designated as independent Audit & Supervisory Board Members	3

Relationship with Mitsubishi Corporation (1)

Name	Association	Relationships with Mitsubishi Corporation (*)												
		a	b	c	d	e	f	g	h	i	j	k	l	m
Tadashi Kunihiro	Attorney													
Ikuo Nishikawa	Certified public accountant												Δ	
Yasuko Takayama	Current or former employee of another company										Δ			

*1 Choices for relationships with Mitsubishi Corporation

(Translation)

*2 ○ indicates the item that the person falls under as of “today or recently.” △ indicates the item that the person falls under as of “previously.”

*3 ● 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.”

- 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. Audit & Supervisory Board Member 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
- m. Others

Relationship With Mitsubishi Corporation (2)

Name	Independent Audit & Supervisory Board Member	Supplementary information concerning applicable items	Reason for appointment as Outside Audit & Supervisory Board Member (Including reason for designation as Independent Audit & Supervisory Board Member)
Tadashi Kunihiro	○	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.
Ikuo Nishikawa	○	Mr. Nishikawa worked as Professor, Faculty of Business & Commerce of Keio University until March 2017. Mitsubishi Corporation contributed ¥30,000 per year to Keio University, but this contribution was for Keio University School of	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

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		Medicine, International Medical Association, which conducts field work investigations or other activities regarding medical care, medical education and medical research in developing countries, and do not affect his independence. 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.	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.
Yasuko Takayama	○	Ms. Takayama worked as an executive at Shiseido Company, Limited until June 2011. Mitsubishi Corporation currently has business transactions with that company, though these transactions are ¥1.8 million per year. In addition, it has been about 7 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.

[Independent Directors and Audit & Supervisory Board Members]

Number of Independent Directors and Audit & Supervisory Board Members	8
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Other matters concerning Independent Directors and Audit & Supervisory Board Members

<p>■ Outside Directors and Outside Audit & Supervisory Board Members</p> <p>Mitsubishi Corporation has 5 Outside Directors and 3 Outside Audit & Supervisory Board Members.</p> <p>a. Independence of Outside Directors and Outside Audit & Supervisory Board Members</p> <p>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, Nomination and Compensation Committee, which is composed with a majority of Outside Directors, Outside Audit & Supervisory Board Members and Outside Members.</p> <p>Each of the 5 Outside Directors and 3 Outside Audit & Supervisory Board Members satisfy the requirements for independent Directors and Audit & Supervisory Board Members as stipulated by Japanese stock exchanges, such as the Tokyo Stock Exchange, and Mitsubishi Corporation's Selection Criteria for Outside Directors and Outside Audit & Supervisory Board Members.</p> <p>< Selection Criteria for Outside Directors ></p> <p>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</p>

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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 a 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 Audit & Supervisory Board Members 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.

(Translation)

*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 Members.

[Incentive System]

Initiatives to offer incentives to directors	Introduced results-linked remuneration system, Introduced stock option system, Other
----------------------------------------------	--------------------------------------------------------------------------------------

Supplementary explanation regarding applicable item

The remuneration of In-house Directors consists of Directors' Base Remuneration, Individual Performance Bonus, Bonus, Stock-option-based Remuneration, and Reserved Retirement Remuneration. Individual Performance Bonus, Bonus and Stock-option-based Remuneration vary based on performance and other factors. See II 1. [Disclosure Concerning Directors' Remuneration] for details.

Eligible persons for stock options	In-house Directors, Employees, Other
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Supplementary explanation regarding applicable item

Mitsubishi Corporation grants stock options to Directors (excluding the Chairman of the Board and Outside Directors), Executive Officers and Senior Vice Presidents ("Riji") from the perspective of creating value over the medium and long terms, in order to provide further incentive and motivation to improve Mitsubishi Corporation's performance and further align their interests with those of shareholders. Stock options cannot be exercised for two years from the date they are granted. As a basic policy, in-house Directors cannot sell shares, including shares acquired by exercising stock options, during their terms of office until their shareholdings reach a certain level.

The total number of shares for the purposes of stock acquisition rights as of March 31, 2018, including holdings by retirees, was as follows:

Stock-option-based Remuneration (through the fiscal year ended March 31, 2007, granted to Directors and Executive Officers; 1 right=100 shares, from the fiscal year ended March 31, 2008, granted to Directors, Executive Officers and Senior Vice Presidents ("Riji"); 1 right=100 shares): 3,600,800 shares

[Disclosure Concerning Directors' Remuneration]

Degree of disclosure	Partial disclosure only of individual amounts
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(Translation)

Supplementary explanation regarding applicable item

Total Directors' and Audit & Supervisory Board Members' remuneration for the fiscal year ended March 31, 2018 was ¥1,318 million to 15 Directors, including ¥120 million to 6 Outside Directors, and ¥175 million to 5 Audit & Supervisory Board Members, including ¥39 million to 3 Outside Audit & Supervisory Board Member.

Notes:

1. The above figures include 2 Directors who retired and 1 Director who resigned during the fiscal year ended March 31, 2018. As of March 31, 2018, there were 12 Directors (including 5 Outside Directors) and 5 Audit & Supervisory Board Members (including 3 Outside Audit & Supervisory Board Members).
2. The above amounts of remuneration are made up as follows for the fiscal year ended March 31, 2018:
 - (1) Base Remuneration and Individual Performance Bonus paid during the fiscal year ended March 31, 2018
Mitsubishi Corporation paid ¥787 million to 15 Directors, including ¥120 million to the 6 Outside Directors.
 - (2) Bonus
Mitsubishi Corporation will pay ¥270 million to the 6 Directors as of March 31, 2018 (the Chairman of the Board and the Outside Directors are ineligible for payments).
 - (3) Stock-option-based Remuneration (recognized as an expense in the fiscal year ended March 31, 2017)
Mitsubishi Corporation appropriated ¥188 million for stock options allotted to 7 Directors (the Chairman of the Board and the Outside Directors are ineligible for payments).
 - (4) Reserved Retirement Remuneration
Mitsubishi Corporation will pay ¥73 million to the 7 Directors (the Chairman of the Board and the Outside Directors are ineligible for payments).
3. In addition to the above, Mitsubishi Corporation paid executive pensions to retired Directors. The amount paid in the fiscal year ended March 31, 2018 was as follows. The retirement bonus system, including executive pensions for Directors, was abolished at the close of the 2007 Ordinary General Meeting of Shareholders.
Mitsubishi Corporation paid ¥146 million to 85 Directors (the Outside Directors were ineligible for payments), and ¥6 million to 7 Audit & Supervisory Board Members (the Outside Audit & Supervisory Board Members were ineligible for payments).

Has a policy for setting remuneration amounts and calculation method

Yes

Details of Policy for Setting Remuneration Amounts and Calculation Method

■Policy for Setting Directors' and Audit & Supervisory Board Members' Remuneration

In line with the Basic Policy on Corporate Governance, Mitsubishi Corporation has established a remuneration system for Directors and Audit & Supervisory Board Members and related systems to ensure a sustainable increase in corporate value, and to ensure that their respective roles are fulfilled properly according to business execution and management supervision functions. Mitsubishi Corporation strives to operate the system with a high degree of transparency. Within this system, the policy for setting remuneration, appropriateness of remuneration levels, and operation of remuneration system for Directors responsible for business execution are discussed and monitored by the Governance, Nomination and Compensation Committee. The details and

(Translation)

methods for setting remuneration for Directors and Audit & Supervisory Board Members are as follows.

(1) The details and methods for setting remuneration for Directors and Audit & Supervisory Board Members

i) Directors responsible for business execution (who also serve as Executive Officers)

The remuneration of Directors who also serve as Executive Officers and are responsible for business execution are set with the aim of providing further incentive and motivation to achieve business results and creation of sustainable business value through the steady execution of the Midterm Corporate Strategy, along with aligning the Directors' interests with those of the shareholders over the medium and long terms.

The remuneration of Directors responsible for business execution consists of fixed and variable remuneration, as shown below.

Mitsubishi Corporation has adopted variable remuneration including not only cash remuneration linked to consolidated business results and individual performance but also stock remuneration (stock-option-based remuneration) to provide further incentive to improve corporate value over the medium and long terms.

· Base Remuneration

An amount determined according to position, paid monthly.

· Individual Performance Bonus

For Directors responsible for business execution, Individual Performance Bonuses are determined and paid on an individual basis after the President's yearly performance assessment of each Director for the previous fiscal year. The assessment on the President's performance is deliberated by the President's Performance Evaluation Committee, a subcommittee to the Governance & Compensation Committee. The subcommittee comprises the Chairman, who also serves as the Chairman of the Governance, Nomination and Compensation Committee, and members made up of Outside Directors and Outside Committee Members.

· Bonus

Bonuses are determined and paid on an individual basis after deciding whether or not Bonuses will be paid and what the total amount will be based on the previous year's consolidated earnings and other factors.

During the period of "Midterm Corporate Strategy 2018" (fiscal year ended March 31, 2017 to fiscal year ending March 31, 2019), the amounts of bonuses to be paid will be determined based on the achievement of a level of earnings that leads to improved corporate value (consolidated capital cost) and initial business targets, and an upper limit is set for the total amount to be paid. If consolidated net income (attributable to owners of Mitsubishi Corporation) exceeds the consolidated capital cost, the amount to be paid will be increased in line with business performance. Meanwhile, if consolidated net income is less than the consolidated capital cost or the initial business targets, no bonuses will be paid.

· Stock-option-based Remuneration

Stock options as remuneration are grants from the perspective of aligning Directors' interests with those of shareholders and creating value over the medium and long terms.

· Reserved Retirement Remuneration

Reserved Retirement Remuneration is set aside in a certain amount every year as consideration for the performance of duties, and the accumulated amount is calculated and paid in full upon retirement of a Director by resolution of the Board of Directors.

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ii) Chairman of the Board, Outside Directors and Audit & Supervisory Board Members

The Chairman of the Board and the Outside Directors, who do not also serve as Executive Officers, must primarily fulfill a supervisory function for management in an appropriate manner, while the Audit & Supervisory Board Members must perform audits appropriately. Accordingly, there is a need to ensure their independence. For this reason, they are paid only fixed monthly remuneration, which does not have a component linked with business results.

(2) The Method for setting remuneration for Directors and Audit & Supervisory Board Members

i) Directors

Regarding remuneration for the Chairman of the Board, Outside Directors, and Directors responsible for business execution (excluding bonuses), the 2010 Ordinary General Meeting of Shareholders approved a payment limit of 1.6 billion yen per annum. Remuneration is paid within this remuneration limit subject to resolution of the Board of Directors.

Meanwhile, Bonuses for directors responsible for business execution are subject to approval by the Ordinary General Meeting of Shareholders, given their strong linkage to Mitsubishi Corporation's business results.

ii) Audit & Supervisory Board Members

The monthly remuneration of Audit & Supervisory Board Members was set at an upper limit of ¥15 million per month in total by resolution of the 2007 Ordinary General Meeting of Shareholders. Audit & Supervisory Board Members' Base Remuneration is paid within this remuneration limit subject to discussions by the Audit & Supervisory Board Members.

[Support System for Outside Directors (Outside Audit & Supervisory Board Members)]

To ensure that the Directors and Audit & Supervisory Board Members are able to perform their management supervision and audit functions adequately, the Board of Directors' Office and the Audit & Supervisory Board Members' Office have been established, and have been providing necessary and support information appropriately and in a timely manner for them to perform their duties.

For Outside Directors and Outside Audit & Supervisory Board Members, the offices provide Board of Directors' meeting materials and explanations as well as holding briefing sessions about management strategies, important matters, and other topics before the Board of Directors' meetings to ensure that they can effectively participate in the discussion fully and to enhance the Board's monitoring function. The offices also provide an orientation to newly appointed Outside Directors and Outside Audit & Supervisory Board Members, as well as ongoing opportunities to deepen their understanding of the businesses and strategies of MC including site visits of business investees and opportunities for dialogue with the management executives. Furthermore, to enhance the effectiveness of the Board of Directors, Mitsubishi Corporation holds meetings of the Governance, Nomination and Compensation Committee and the President's Performance Evaluation Committee which comprise a majority of Outside Directors and Outside Audit & Supervisory Board Members in their memberships. Also, Mitsubishi Corporation endeavors to enhance close cooperation among Outside Directors and Outside Audit & Supervisory Board Members through such measures as holding exclusive meetings of Independent Outside Directors and Outside Audit & Supervisory Board Members approximately four times a year to provide opportunities for discussion about a wide range of themes such as business management and the corporate governance of Mitsubishi Corporation. To further enhance the effectiveness of the management

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supervision function, Mitsubishi Corporation also holds informal meetings of the Board of Directors whenever necessary to provide a forum for free discussion among Directors and Audit & Supervisory Board Members.

Details of Retired Executives Currently Serving in Advisory Positions

Names, positions, and other information related to retired executives currently serving in advisory positions.

Name	Position	Area of Assignment	Work Conditions (full/part-time, remunerated, etc.)	Date of retirement as President, etc.	Term Ends
Minoru Makihara	Senior Corporate Advisor	External affairs	Part-time, remunerated	March 31, 2004	March 2019
Mikio Sasaki	Senior Corporate Advisor	External affairs	Part-time, remunerated	June 23, 2010	June 2020
Yorihiko Kojima	Honorary Chairman	External affairs	Full-time, remunerated	March 31, 2016	June 2022

Number of retired executives currently serving in advisory positions	3
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Remarks:

Mitsubishi Corporation appoints, as necessary, retired executives (presidents and chairmen of the board) to the positions of Honorary Chairman and Senior Corporate Advisor. Currently, one Honorary Chairman and two Senior Corporate Advisors are appointed. Neither the Honorary Chairman nor the Senior Corporate Advisors serve as directors. They do not participate in internal management meetings and are not involved in the Company's decision-making process. They mainly engage in activities that carry high social significance for the Company's external affairs, as requested. With effect from July 2020, the Honorary Chairman will execute his duties on a part-time basis, with no remuneration. No new Senior Corporate Advisors will be appointed, with immediate effect.

(Note) "Date of retirement as President, etc." on the table above refers to the respective dates of retirement from appointment as chair of the Board of Directors.

2. Matters Concerning Business Execution, Audit and Supervision, Nomination, Remuneration and Other Functions

Mitsubishi Corporation maintains the following corporate governance system in order to ensure sound, transparent and efficient management:

(See V 2. for the framework of Mitsubishi Corporation's Corporate Governance System.)

(1) Board of Directors

The Board of Directors is responsible for making decision concerning important management issues and overseeing business execution. In-house Directors utilize their rich experience of working within Mitsubishi Corporation and Outside Directors utilize their practical, objective and professional perspectives to ensure appropriate decision-making and management oversight.

As a company based on the Audit & Supervisory Board System, Mitsubishi Corporation's Board of Directors

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has the dual functions of decision-making and supervision with regard to business execution. In future, the Company plans to further enhance the Board's monitoring function. Furthermore, as consolidated management becomes more deepened, the Board will monitor the status of consolidated strategies and management more closely. Specifically, the Board of Directors will lead Mitsubishi Corporation's sustainable growth by 1) enhancing its deliberations on company-wide strategies and particularly important matters and 2) taking a more sophisticated approach to monitoring of Corporate Staff Section and Business Group management and business investees.

The composition of the Board of Directors and the policy and process for appointing nominated Directors are deliberated at the Governance, Nomination and Compensation Committee, and then decided by the Board of Directors as follows:

a. Composition of the Board of Directors and the Policy for Appointing Nominated Directors

To ensure Mitsubishi Corporation's decision-making and management oversight are appropriate for Mitsubishi Corporation which is involved in diverse businesses and industries in a wide range of fields, several Directors are appointed from both within and outside Mitsubishi Corporation with the depth of experience and high levels of knowledge and expertise needed for fulfilling their duties.

More specifically, in addition to Chairman of the Board and the President and CEO, Mitsubishi Corporation's in-house Directors are appointed from Executive persons responsible for companywide management, Corporate Staff operations, and other areas. Outside Directors are appointed from those who possess a practical perspective of highly experienced officers and those who possess an objective and professional perspective with a deep insight on global developments and socio-economic trends.

In principle, the Board of Directors is an appropriate size for conducting deliberations, with one third or more being made up of Outside Directors.

b. Process for Appointing Nominated Directors

Based on the above policy, the President and CEO proposes a list of nominated Directors, which is then deliberated at the Governance, Nomination and Compensation Committee and resolved by the Board of Directors before being presented at the Ordinary General Meeting of Shareholders.

c. Matters Deliberated by the Board of Directors

In order to lead Mitsubishi Corporation's sustainable growth and increase in mid- and long-term corporate value, the Board of Directors deliberates on important management issues such as management strategies, and will supervise business execution. In addition, matters requiring a resolution by the Board of Directors in accordance with laws and regulations and the Articles of Incorporation are deliberated and resolved based not only on the economic aspects, but also with an emphasis on perspectives of ESG (Environment, Social, and Governance). In particular, for investments and loans, the Board of Directors sets out monetary threshold standards for each of various type of risk such as credit risk, market risk and business investment risk (amounts do not exceed 1% of total assets and are set individually depending on the nature of the risk) in accordance with Mitsubishi Corporation's scale of assets and investments. Investments and loans that exceed this monetary threshold are deliberated and resolved by the Board of Directors.

Furthermore, business execution other than these matters for resolution by the Board of Directors is entrusted to Executive Officers in accordance with the allocation of duties decided by the Board of Directors for prompt and

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efficient business execution. Business is executed through President, as the Chief Executive Officer, and the Executive Committee (held twice monthly), as a management decision-making body to take responsibility for business execution.

Further, the Board of Directors strives to construct an internal control system for increasing corporate value by conducting appropriate, valid and efficient business execution in conformity with laws, regulations and the Articles of Incorporation. Each year, the Board checks on the implementation of the internal control system and makes ongoing improvements and enhancements.

*Details on the internal control system (system for ensuring proper business) (Article 362, Paragraph 4, Item 6 of the Companies Act) are posted on the Mitsubishi Corporation website:

<https://www.mitsubishicorp.com/jp/en/>.

See II 1. [Independent Directors and Audit & Supervisory Board Members] for the details of Outside Directors.

(2) Evaluation of the Effectiveness of the Board of Directors

For Evaluation of the Effectiveness of the Board of Directors, please see I 1.m Supplementary Principle 4-11-3.

(3) Board of Directors' Advisory Bodies

a. Governance, Nomination and Compensation Committee

See II 1. [Directors] In this report for details.

b. International Advisory Committee

The International Advisory Committee has met annually since its establishment in 2001. Members of the Committee report on and offer advice from their respective viewpoints covering matters such as expert analysis, key considerations and other insights into the global situation and geopolitical conditions surrounding Mitsubishi Corporation. The Committee conducts lively exchanges of opinions involving Mitsubishi Corporation's executives, and these discussions are put to good use by Mitsubishi Corporation's management.

<Main discussion themes>

- Future of free trade
- Threats to global growth
- Potential of emerging markets

(4) Audit & Supervisory Board

The Audit & Supervisory Board comprises all of the Audit & Supervisory Board Members responsible for auditing the decision-making processes and management performance of Directors according to the Companies Act and other laws and regulations, Mitsubishi Corporation's Articles of Incorporation and internal rules and regulations. In-house Audit & Supervisory Board Members conduct audits based on many years of experience working within Mitsubishi Corporation, while Outside Audit & Supervisory Board Members conduct audits from a neutral and objective perspective based on extensive experience in their respective fields of expertise, to ensure that management is sound. In addition, the Audit & Supervisory Board passes resolutions on matters required by law and other important issues, and each Audit & Supervisory Board Member reports and shares information on the status of audit activities.

The composition of the Audit & Supervisory Board and the policy and procedure for appointment of nominated

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Audit & Supervisory Board Members are deliberated by the Governance, Nomination and Compensation Committee, and then, decided by the Board of Directors as follows:

a. Composition of the Audit & Supervisory Board and the Policy for Appointing Nominated Audit & Supervisory Board Members

To ensure Mitsubishi Corporation's sound business development and improve its social credibility through audits, several Audit & Supervisory Board Members are appointed from within and outside Mitsubishi Corporation with the depth of experience and high level of expertise needed for conducting audits.

More specifically, in-house Audit & Supervisory Board Members are appointed from those with knowledge and experience in corporate management, finance, accounting, risk management or other areas. Outside Audit & Supervisory Board Members are appointed from those with rich knowledge and experience across various fields.

In principle, the total number of Audit & Supervisory Board Members is 5, with more than half their number being made up of Outside Audit & Supervisory Board Members.

b. Process for Appointment of Nominated Audit & Supervisory Board Members

Based on the above policy, the President and CEO consults with Senior Audit & Supervisory Board Member and creates a proposal for appointment of nominated Audit & Supervisory Board Members, which is then deliberated by the Governance, Nomination and Compensation Committee and approved by the Audit & Supervisory Board before being resolved by the Board of Directors and presented at the Ordinary General Meeting of Shareholders.

(5) Audit & Supervisory Board Member Audits, Internal Audits, and Accounting Audits

See II 1. [Audit & Supervisory Board Members] for details of Audit & Supervisory Board Member Audits, Internal Audits, and Accounting Audits.

(6) Outline of Limitation of Liability Agreements

Mitsubishi Corporation has executed agreements with the Directors (excluding Managing Directors and certain other posts) Messrs. Ken Kobayashi, Akihiko Nishiyama, Hideaki Omiya, Akitaka Saiki and Tsuneyoshi Tatsuoka and Ms. Toshiko Oka, and the Audit & Supervisory Board Members Messrs. Shuma Uchino, Hiroshi Kizaki, Tadashi Kunihiro and Ikuo Nishikawa and Ms. Yasuko Takayama, 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.

3. Reason for Selecting Present Corporate Governance System

Mitsubishi Corporation recognizes strengthening corporate governance on an ongoing basis as its important subject concerning management as it is foundation for ensuring sound, transparent and efficient management. Mitsubishi Corporation, based on the Audit & Supervisory Board Member System, is thus working to put in place a corporate governance system that is even more effective. This includes strengthening management supervision by appointing Outside Directors and Outside Audit & Supervisory Board Members who satisfy the conditions for Independent Directors or Independent Audit & Supervisory Board Member, and establishing

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advisory bodies to the Board of Directors where the majority of members are Outside Directors and Outside Audit & Supervisory Board Members and other experts from outside Mitsubishi Corporation. At the same time, Mitsubishi Corporation uses the Executive Officer System etc. for prompt and efficient decision-making and business execution. The concept and system of corporate governance were deliberated in the Governance, Nomination and Compensation Committee where Outside Directors and Outside Audit & Supervisory Board Members had a majority, and Mitsubishi Corporation confirmed their effectiveness in the existing system.

As noted in I 1. m Supplementary Principle 4-11-3 “Evaluation of the Effectiveness of the Board of Directors,” Mitsubishi Corporation employs a hybrid model of governance that is functioning effectively, establishing a discretionary Governance, Nomination and Compensation Committee as an advisory body to the Board of Directors while remaining based on the Audit & Supervisory Board Member system. Mitsubishi Corporation’s provision of information to Outside Directors and Outside Audit & Supervisory Board Members and communication between respective Outside Directors and Outside Audit & Supervisory Board Members and with the executive side has been evaluated as adequate. Mitsubishi Corporation will continue taking measures to enhance its effectiveness further.

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III. Implementation of Initiatives Concerning Shareholders and Other Stakeholders

1. Measures to Ensure an Active Ordinary General Meeting of Shareholders and Smooth Exercise of Voting Rights

Item	Applicable	Remarks
a. Early notification of the Ordinary General Meeting of Shareholders	<input type="radio"/>	Notice of convocation is sent three weeks before the meeting.
b. Scheduling of the Ordinary General Meeting of Shareholders to avoid dates of most other shareholder meetings	<input type="radio"/>	The meeting is scheduled to avoid dates when most other companies hold their ordinary shareholder meetings.
c. Allows voting rights to be exercised via the Internet	<input type="radio"/>	This has been implemented since 2004.
d. Participation in an electronic voting platform, and other initiatives to enhance the voting environment for institutional investors	<input type="radio"/>	Mitsubishi Corporation has participated in an electronic voting platform since 2007.
e. Provision of notice of convocation (summary) in English	<input type="radio"/>	The notice of convocation is also prepared in English.
f. Other	<input type="radio"/>	Prior to being sent to all shareholders, the Notice of 2015 Ordinary General Meeting of Shareholders is posted on the website of Mitsubishi Corporation as reference information. Mitsubishi Corporation also surveys the results of voting on proposals by shareholders in attendance at ordinary shareholder meetings, and releases the results in an extraordinary report.
g. None		

2. Investor Relations (IR) Activities

Item	Applicable	(*)	Remarks
a. Creation and announcement of a disclosure policy	<input type="radio"/>	-	Mitsubishi Corporation has created Information Disclosure Regulations as internal regulations, and ensures they are understood internally.
b. Holds regular meetings for individual investors	<input type="radio"/>	<input type="radio"/>	Regular meetings are held. In the fiscal year ended March 31, 2018, meetings for individual investors were held in 4 major Japanese cities, including Tokyo and Osaka.
c. Holds regular meetings for analysts and institutional investors	<input type="radio"/>	<input type="radio"/>	Regular meetings are held. In addition to Financial Results presentations every quarter, the President and CEO, the Chief Financial Officer (CFO), and business groups hold small meetings.
d. Holds regular investor meetings for overseas institutional investors	<input type="radio"/>	<input type="radio"/>	Regular meetings are held. Mitsubishi Corporation visits individual institutional investors in Europe, the U.S. and Asia in the form of overseas IR tours at least three times a year and small meetings with them.

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e. Posts IR materials on Mitsubishi Corporation's website	○	-	Various reference information for investors is posted on the Investor Relations section of Mitsubishi Corporation's website. (https://www.mitsubishicorp.com/jp/en/ir/)
f. Established an IR office (officers)	○	-	Mitsubishi Corporation has an Investor Relations Department, with full-time staff who conduct IR activities. The director responsible for IR is the Chief Financial Officer (CFO).
g. Other			
h. None			

*Includes speeches by Mitsubishi Corporation's chairman, president and CEO and other representative directors

3. Measures Concerning Respect of the Standpoint of Stakeholders

Item	Applicable	Remarks
a. Prescribed respect for the standpoint of stakeholders in internal regulations, etc.	○	Mitsubishi Corporation set forth rules concerning relationships with society as a whole in the internal regulations regarding corporate philosophy such as, The Three Corporate Principles (Mitsubishi Corporation's corporate philosophy), the Corporate Standards of Conduct, the Code of Conduct and others. Mitsubishi Corporation aims to be a company that wins the admiration of all stakeholders, including shareholders and customers, and contributes to society.
b. Environmental protection and CSR activities	○	<p>Mitsubishi Corporation is pursuing businesses that generate value for societies in conjunction with simultaneously generating economic, societal and environmental value in line with its corporate philosophy, the Three Corporate Principles. Mitsubishi Corporation has identified a series of key sustainability issues (materiality) for its management to address in order to achieve sustainable growth and is actively working to simultaneously generate the three kinds of value through its business and social contribution activities.</p> <p>Key sustainability issues are as follows.</p> <ul style="list-style-type: none"> • Transitioning to a Low-carbon Society • Procuring and Supplying in a Sustainable Manner • Tackling Evolving Regional Issues • Addressing the Needs of Society through Business Innovation • Conserving the Natural Environment • Growing Together with Local Communities • Fostering Our Employees' Maximum Potential <p><Value Creation Through Businesses> By actively addressing and tackling the key sustainability issues through its businesses, Mitsubishi Corporation is working to reduce its impact on society and the environment and to generate social and environmental value, thereby contributing to the sustainable development of society.</p> <p><Value Creation Through Social Contribution> Mitsubishi Corporation is actively pursuing social contribution activities in the following key fields: ongoing social contribution activities conceived and conducted voluntarily by employees (Friendship Camp for Mothers and Children, etc.); programs that contribute in regions around the world; activities in the public welfare and education fields (exchange student scholarships, etc.); and activities in the fields of art and culture. With regard to reconstruction support activities for the Great East Japan Earthquake, Mitsubishi Corporation has established the Mitsubishi Corporation Disaster Relief Foundation, and is awarding scholarships to students and helping revive industry and create jobs according to conditions in the disaster-stricken regions and the needs of local residents. Concurrently, Mitsubishi Corporation is assisting with the agricultural diversification of fruit farming in Fukushima.</p> <p><Implementation Framework> Mitsubishi Corporation has established the CSR & Environmental Affairs</p>

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		<p>Committee, which is chaired by the Corporate Functional Officer for Corporate Sustainability and attended by all the other Corporate Functional Officers, all business group CEOs, and the General Manager of the Corporate Strategy & Planning Department.</p> <p>The Committee discusses Mitsubishi Corporation’s basic policies and key issues regarding sustainability initiatives and CSR activities, and submits them for discussion, or reports them, to the Executive Committee and the Board of Directors. Moreover, the CSR & Environmental Affairs Advisory Committee has been set up as an advisory body to the Corporate Functional Officer for Corporate Sustainability in charge, in order to check Mitsubishi Corporation’s initiatives from an external perspective and provide proposals. Made up of 8 experts, the Committee provides advice regarding the Mitsubishi Corporation Group’s sustainability activities.</p>
<p>c. Formulated policy on the provision of information to stakeholders</p>	<p>○</p>	<p>Mitsubishi Corporation has created Information Disclosure Regulations as internal regulations, and ensures they are understood internally.</p>
<p>d. Other</p>		<p>The Mitsubishi Corporation Group’s workforce comprises employees of different genders and nationalities, but also with varying lifestyles and diverse values. As our business continues to diversify and globalize at an accelerating pace, embracing diversity and growing together through friendly competition and diligence is essential to the creation of sustainable corporate value.</p> <p>The Mitsubishi Corporation Group believes that “creating a highly flexible organization that responds to changes in the business environment” is the essence of diversity management. Based on this belief, on October 1, 2014, we established a “Diversity Office”. We have further enhanced our measures to support employees who are balancing child-rearing or nursing care with work. We are also considering initiatives to promote personnel with foreign nationalities at overseas locations and undertaking a host of other efforts. We are introducing a number of workplace enhancement measures to maximize the strengths of our diverse human resources and to ensure that personnel can continue to work with enthusiasm.</p> <p>To help women build their careers and continue working, we provide daycare facilities to support a smooth return from maternity leave. We have set flexible working hours to facilitate balance between work and child-rearing and nursing care, and we have in place a system to re-employ those who previously resigned to accompany their spouses on job transfers. As a further effort to foster an environment in which women can be more active, we have formulated an action plan that highlights hiring ratios, female career support, the ratio of women in management-level positions, the use of child-rearing systems by men, and reforms in the corporate culture (period of the plan: April 1, 2016–March 31, 2021). In addition to the initiatives in this plan, we will work together to promote the advancement of women throughout the Mitsubishi Corporation Group.</p>

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IV. Internal Control System

1. Basic Stance Regarding Internal Control System and Status of Establishment

■Internal Control System (System for Ensuring Proper Business)

On May 8, 2017, the Board of Directors of Mitsubishi Corporation resolved the basic policy of establishing the following internal control systems for Mitsubishi Corporation, as a whole Mitsubishi Corporation Group including its subsidiaries, to improve the corporate value through proper and efficient business operations in conformity with laws and its Articles of Incorporation. Mitsubishi Corporation checks the operating status of these systems and endeavors to continuously improve and strengthen them.

1. System to Ensure that the Execution of Duties by Directors and Employees Is in Conformity with the Laws and Regulations and Articles of Incorporation

(1) Mitsubishi Corporation shall establish internal rules and regulations for such matters as codes of conduct for officers and employees; Companywide lateral management systems; and measures for prevention, correction, and improvement; and internal whistleblower systems. After informing all parties, Mitsubishi Corporation shall rigorously reflect the rules and regulations in operations. Further, Mitsubishi Corporation shall realize its compliance capabilities as the Mitsubishi Corporation Group by encouraging subsidiaries to establish similar systems.

(2) Mitsubishi Corporation shall establish internal rules and regulations for such matters as the establishment of persons responsible for each accounting organization and procedures for the preparation of financial statements in conformity with laws and accounting standards. After informing all parties, Mitsubishi Corporation shall rigorously reflect the rules and regulations in operations and ensure proper and timely disclosure of financial information of the Mitsubishi Corporation Group.

(3) Mitsubishi Corporation shall establish internal rules and regulations for such matters as the systems and main points of internal auditing. After informing all parties, Mitsubishi Corporation shall rigorously reflect the rules and regulations in operations and objectively inspect, evaluate, and improve the execution of duties as the Mitsubishi Corporation Group.

2. System for the Storage and Management of Information Related to Directors' Execution of Duties

After establishing internal rules and regulations in relation to such matters as persons responsible for management of information in the course of execution of duties and methods and informing all parties, Mitsubishi Corporation shall rigorously reflect the rules and regulations in operations and prepare, process, and store information appropriately.

3. Regulations and Other Systems Concerning Management of Loss Risk

Mitsubishi Corporation shall establish internal rules and regulations for such matters as risk classes, persons responsible for management and methods for each class, and systems. After informing all parties, Mitsubishi Corporation shall rigorously reflect the rules and regulations in operations. In addition, in accordance with the business lines or size of subsidiaries, Mitsubishi Corporation shall encourage the development of necessary risk management systems, thereby appropriately controlling on a corporate group basis risk accompanying the execution of duties as the Mitsubishi Corporation Group.

4. System for Ensuring that Directors Perform Duties Efficiently

(1) The President and CEO shall establish management policies and goals as the Mitsubishi Corporation Group, prepare management plans aimed achieving them, and then endeavor to execute duties efficiently by

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implementing these plans.

(2) Mitsubishi Corporation shall establish internal rules and regulations for such matters as standards and main points relating to reorganization, the division of duties, personnel allocation, and authority. After informing all parties, Mitsubishi Corporation shall rigorously reflect the rules and regulations in operations. Further, in accordance with the business lines or size of subsidiaries, Mitsubishi Corporation shall ensure efficiency by encouraging the establishment of similar internal rules and regulations and other measures.

5. System to Ensure the Suitability of Business Conducted by the Stock Company and the Corporate Group Comprising the Parent Company and Subsidiaries

To ensure the suitability of the business activities conducted by the Mitsubishi Corporation Group, Mitsubishi Corporation shall establish basic policies as the Mitsubishi Corporation Group while for each subsidiary and affiliate establishing internal rules and regulations for such matters as persons responsible, important management-related items, management methods, and the exercise of shareholder rights. After informing all parties, Mitsubishi Corporation shall rigorously reflect the rules and regulations in operations. Further, these persons responsible shall receive reports required by the Parent Company concerning the status of the execution of duties by directors and others at subsidiaries and shall understand the qualitative and quantitative status and issues of subsidiaries.

6. Items Concerning Employees Assisting in the Duties of Audit & Supervisory Board Members and Items Concerning Their Independence from Directors

An organization is established directly under the Audit & Supervisory Board for supporting the duties of employees assisting in the duties of Audit & Supervisory Board Members, and employees assigned exclusively to this organization assist the duties of the Audit & Supervisory Board Members. Furthermore, regarding personnel matters concerning these employees, such as evaluations and transfers, Mitsubishi Corporation shall seek the opinions of Audit & Supervisory Board Members and shall respect these opinions.

7. System to Enable Directors, Employees, and Others to Report to Audit & Supervisory Board Members and Other Systems for Reporting to Audit & Supervisory Board Members

(1) Audit & Supervisory Board Members shall attend meetings of the Board of Directors and other important management meetings and shall state opinions.

(2) Mitsubishi Corporation shall establish internal rules and regulations for such matters as persons responsible, standards, and methods in relation to reporting to Audit & Supervisory Board Members if there is a risk of substantial detriment occurring.

(3) Mitsubishi Corporation shall encourage the construction of systems, including a system for enabling the persons responsible or officers and employees of respective subsidiaries to report if Audit & Supervisory Board Members request reports relating to subsidiaries and a system to enable the reporting of important matters, including subsidiaries' significant compliance matters, to Audit & Supervisory Board Members.

(4) Mitsubishi Corporation shall prohibit the disadvantageous treatment of officers and employees as a result of having reported to Audit & Supervisory Board Members and shall rigorously inform subsidiaries of this policy.

8. Other Systems to Ensure That Audit & Supervisory Board Member' Audits Are Executed Effectively

(1) Audit & Supervisory Board Member shall endeavor to communicate with internal related departments and independent auditors, collect information, and conduct investigations, and related departments shall cooperate

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with these efforts.

(2) Mitsubishi Corporation will bear the necessary expenses for the Audit & Supervisory Board Members' execution of duties.

■Business Continuity Planning (“BCP”)

Mitsubishi Corporation has prescribed a “Standard for Crisis Management” and has set out basic policies for responding to natural disasters and incidents that could affect the safety and wellbeing of employees as well as the earnings and assets and business continuity, and to various other risks such as terrorism, new strains of influenza and other contagious diseases. There are three basic policies: (1) Our first priority is to ensure and verify the safety of employees, local residents, and consumers; (2) We will work to maintain and continue Mitsubishi Corporation's important functions and operations; and (3) We will work to restore business operations quickly.

2. Basic Policies to Protect Against Entities and Individuals Engaged in Unlawful Activities and Status of Establishment

Mitsubishi Corporation firmly opposes any organization, group or individual engaged in unlawful activities and does not provide money or other types of economic benefit to them. This basic policy is clearly set out in Mitsubishi Corporation's “Code of Prohibition against Improper Payments or Other Types of Benefits” and the “Code of Conduct (“Code”) adopted in March 1998 and September 2000, respectively.

Mitsubishi Corporation also ensures that this basic policy is widely understood and complied with by all of the directors, officers and employees of Mitsubishi Corporation, among other things, by obtaining a written commitment to the Code from them every year.

Mitsubishi Corporation has established an internal corporate structure in order to take immediate action to respond to unexpected circumstances, by appointing a department to create close cooperating relationships with outside authorities and specialists, and promoting to include a clause regarding the Organized Crime Exclusion Ordinances on contracts.

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V. Other

1. Matters concerning anti-takeover measures

Matters concerning anti-takeover measures	No
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2. Other matters concerning the corporate governance framework

■Corporate Governance Framework including Outline of the Internal Control System

See the framework shown below.

■Outline of the Information Disclosure System

Under the corporate philosophy Three Corporate Principles, Mitsubishi Corporation discloses information based on applicable laws and regulations, as follows:

1. Information Covered by This Policy

Mitsubishi Corporation covers “material information” as stipulated by applicable laws and regulations. This includes information related to corporate decisions and occurrence of material fact as stipulated by the Tokyo Stock Exchange (“TSE”) in accordance with its policies for timely information disclosure, and information such as financial statements to be disclosed as mandatory disclosures in accordance with the Companies Act and the Financial Instruments and Exchange Act of Japan, as well as similar types of information such as integrated reports. Mitsubishi Corporation discloses information observing the following disclosure principles.

2. Basic Principles Regarding the Disclosure of Material Information

Mitsubishi Corporation discloses material information based on the following five principles:

Transparency:

Mitsubishi Corporation discloses information in a factual manner, regardless of the content.

Timeliness:

Mitsubishi Corporation discloses information promptly, without delay, following occurrences that warrant disclosure.

Fairness:

Mitsubishi Corporation disperses information fairly to our various stakeholders.

Continuity:

Mitsubishi Corporation discloses information in a steady, continuous manner.

Confidentiality:

Mitsubishi Corporation does not provide information to third persons before information has officially been announced by Mitsubishi Corporation.

3. Framework for Disclosure of Material Information

The internal framework for disclosing material information (as described above) is as follows:

(1) Timely Information Disclosure System in Accordance With the Rules of the TSE

At Mitsubishi Corporation, the Executive Officer in charge of corporate communications is responsible for

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timely information disclosure, and he or she designates the general manager of the Corporate Communications Department to be the person in charge of managing information on a day-to-day basis. The Corporate Communications Department, as the department in charge of timely information disclosure, works to promote awareness regarding the importance of timely disclosure inside Mitsubishi Corporation. At the same time, each department reports to and consults with the Corporate Communications Department about any decisions or occurrences that are thought to have bearing on the decisions of investors.

The general manager of the Corporate Communications Department carries out the necessary disclosure after confirming the necessity to disclose information.

(2) Disclosure System for Material Information Prescribed by Laws and Regulations Other Than That Covered by the Rules of the TSE

Apart from the timely information disclosure stipulated by the TSE, Mitsubishi Corporation also provides information as required by applicable laws and regulations. Various types of material information, such as those outlined below, are determined by Executive Officers and individual departments in charge after discussion and deliberation, including with other departments, and information is then disclosed in accordance with applicable laws and regulations.

- a. Disclosure based on the Companies Act of Japan (business reports, account statements and accompanying supplemental schedules, and consolidated account statements)
- b. Disclosure based on the Financial Instruments and Exchange Act (financial statements, quarterly reports, internal control reports, extraordinary reports, securities registration statements, shelf registration statements and documentation related to issuances, etc.) (Note 1)
- c. Disclosure based on other regulations (integrated reports, etc.)

Note 1: Mitsubishi Corporation's Disclosure Committee discusses and confirms the details of financial statements, quarterly reports and internal control reports that are submitted based on the Financial Instruments and Exchange Act when deciding on the important disclosure policy, to determine whether the details are correct. The Disclosure Committee is chaired by the Chief Financial Officer (CFO) and is made up of representatives from relevant departments such as the Corporate Planning Department, the Corporate Communications Department, the Investor Relations Department, the Finance Department, the Corporate Administration Department, and the Legal Department. The results of deliberations are reported to the President and CEO. The President and CEO then submits a report confirming the appropriateness of the details of financial statements and quarterly reports to the TSE based on the details of the report he/she receives. The details of the financial statements and internal control reports are submitted to the Board of Directors, while the details of quarterly reports are reported to the Board of Directors.

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4. Others

(1) Market Rumors (Note 2)

In general, Mitsubishi Corporation does not respond to inquiries regarding market rumors. However, in some cases, Mitsubishi Corporation may respond to a rumor when not responding could have serious ramifications for Mitsubishi Corporation.

(Note 2) In Article 158 of the Financial Instruments and Exchange Act, the spreading of market rumors is forbidden when offering a security, conducting a secondary distribution, sale, or any other trade in a security, or when attempting to impact on the market fluctuation of a security.

(2) Quiet Period (Note 3)

Mitsubishi Corporation does not make statements regarding its financial outlook three weeks prior to the announcement of financial results (quarterly, or annual). However, exceptions may be made when there are occurrences of material fact that should be disclosed in accordance with the Tokyo Stock Exchange's rules for timely information disclosure or extraordinary reports.

(Note 3) During the quiet period, Mitsubishi Corporation will refrain from attending to questions related to earnings, ensure fairness, and prevent the leaking of earnings-related information. However, when there are events during the quiet period that may differ significantly from the announced earnings forecast, Mitsubishi Corporation will disclose such information as appropriate. That said, Mitsubishi Corporation will respond to questions during the quiet period regarding previously announced information.

(3) Avoidance of Selective Disclosure

Selective disclosure is the disclosure of material, nonpublic information to any individual or group prior to the broad public dissemination of that information. Selective disclosure is against Mitsubishi Corporation's company policy unless the people or groups to whom nonpublic information is disclosed are covered by confidentiality or nondisclosure agreements.

(Translation)

