

Translation of report filed with the Tokyo Stock Exchange on June 21, 2019

## **Allotment of Stock Options For Directors and Executive Officers**

Mitsubishi Corporation (the “Company”) has announced that at a meeting held today, the Company’s Board of Directors established the terms regarding the distribution of stock options to Directors and Executive Officers, as described below, for the purpose of providing stock-based remuneration linked to medium- and long-term share performances, which were resolved by the Board of Directors pursuant to Article 236-1, Article 238-1 and -2 and Article 240-1 of the Companies Act of Japan, as well as a resolution concerning the solicitation of subscribers to said stock options. In the past, stock-based remuneration for Directors and Executive Officers has consisted of stock options with an exercise price of 1 yen. This remuneration has been structured to align the interests of Directors and Executive Officers with those of shareholders and to provide incentives for enhancing corporate value over the longer term.

With the aim of contributing to the Company’s further growth by increasing awareness of such objectives and providing a more direct incentive for increasing the Company’s share performance, the Company decided to newly introduce stock-based remuneration linked to medium- and long-term share performances (stock options with market conditions). The new stock-based remuneration was approved by resolution at the 2019 Ordinary General Meeting of Shareholders held today on June 21, 2019.

### 1. Name of the Stock Options

Mitsubishi Corporation, 2019 Stock Options Plan D for a Stock-linked Compensation Plan with Market Conditions.

### 2. Total Number of Stock Options 8,835

The above total is the planned number of stock options to be allotted. Where there is a decrease in the total number of stock options to be allotted, such as when there are no subscriptions for some of the rights, the total number of stock options to be issued shall be the total number of stock options allotted.

Eligible persons and number, as well as planned number of stock options to be allotted are as follows.

Directors (excluding the Chairman of the Board and Outside Directors) (7) : 2,785

Executive Officers who do not serve concurrently as Directors (30) : 6,050

### 3. Class and Number of Shares to Be Issued for the Purpose of Issuing Stock Options

The class of share to be issued upon the exercise of stock options shall be the Company's common stock, and the number of shares to be issued per stock option (hereinafter the "Number of Shares Granted") shall be 100.

However, if the Company conducts a stock split (including a free distribution of the Company's common stock; the same definition applies to stock splits described below) or consolidation of its common stock after the date of allotment of the stock options (hereinafter the "Allotment Date"), the Number of Shares Granted shall be adjusted in accordance with the following formula. Fractional shares arising out of the adjustment shall be discarded.

$$\begin{aligned} &\text{Adjusted Number of Shares Granted} \\ &= \text{Original Number of Shares Granted} \times \text{stock split or stock consolidation ratio} \end{aligned}$$

In the case of a stock split, the Adjusted Number of Shares Granted shall apply from the day after the record date of the said stock split (or effective date when no record date is specified). Whereas, in the case of a stock consolidation, the Adjusted Number of Shares Granted shall apply from the day the stock consolidation becomes effective. Provided, however, that in cases where the Company conducts a stock split conditional on approval at a General Meeting of Shareholders of the Company of a proposal to reduce retained earnings and increase common stock and paid-in capital, the record date for the stock split shall be the day prior to the day on which said shareholders' meeting closes. In this case, the Adjusted Number of Shares Granted shall retroactively apply from the day after the day the applicable shareholders' meeting closes and the day following the applicable record date.

In addition to the above items, when for unavoidable reasons it is necessary to adjust the Number of Shares Granted after the Allotment Date, the Company reserves the right to adjust the Number of Shares Granted within reasonable limits.

Moreover, when the Number of Shares Granted is adjusted, the Company shall notify or report, using the method stipulated in the Articles of Incorporation, the pertinent details to persons holding stock options listed in the original register of stock options (hereinafter the "Stock Options Holder") no later than the day prior to the day the Adjusted Number of Shares Granted becomes effective. Provided, however, that in cases where the Company cannot issue such a report or notice by the day before the said application date, it will do so immediately on the application date or soon thereafter.

### 4. Total Amount Payable Upon Exercise of Stock Options

The total amount payable upon exercise of one stock option shall be determined by multiplying the price payable per share that can be granted due to the exercise of stock options, which shall be 1 yen, by the Number of Shares Granted.

5. Stock Option Term

On or after July 9, 2022 through July 8, 2049

6. Increases in Common Stock and Additional Paid-in Capital for Shares Issued Due to the Exercise of Stock Options

(1) If shares are issued due to the exercise of stock options, common stock shall increase by half the limit for increase in common stock calculated pursuant to Article 17-1 of the Ordinance on Accounting of Companies. Any amount less than 1 yen shall be rounded up to the nearest yen.

(2) If shares are issued due to the exercise of stock options, additional paid-in capital shall increase by the amount remaining after deducting the increase in common stock prescribed in (1) above from the limit for increase in common stock in (1) above.

7. Restrictions Applicable to the Acquisition of Stock Options due to Transfer

Approval is required by resolution of the Company's Board of Directors for the acquisition of stock options by transfer of ownership.

8. Provisions for the Acquisition of Stock Options

(1) The Company can acquire stock options free of charge on the date separately specified by the Board of Directors in respect of items (a) to (g) below, if any of these items are approved by the Company's General Meeting of Shareholders (or a resolution of the Company's Board of Directors where such shareholder approval is not required), that date being within one year from the date of the said approval or resolution.

(a) Proposal for approval of a merger agreement under which the Company is to be dissolved.

(b) Proposal for approval of a separation agreement or separation plan under which the Company is to be separated.

(c) Proposal for approval of a share exchange agreement or share transfer plan under which the Company is to become a wholly owned subsidiary.

(d) Proposal for approval to change the Company's Articles of Incorporation to establish provisions concerning the requirement for the Company's approval with regard to

the acquisition of all outstanding shares through a transfer.

(e) Proposal for approval to change the Company's Articles of Incorporation to establish provisions concerning the requirement for the Company's approval with regard to the acquisition through a transfer of shares issued upon the exercise of these stock options or concerning the acquisition by the Company of all shares issued upon the exercise of stock options by resolution of the Company's General Meeting of Shareholders.

(f) Proposal for approval to consolidate shares with respect to the shares issued upon the exercise of these stock options (only for shares for which fractional amounts arise when multiplying a share unit of these shares by the stock consolidation ratio).

(g) Proposal for approval of a demand for share cash-out by a special controlling shareholder.

(2) If a Stock Options Holder, before exercising stock options, becomes unable to exercise all or part of his/her stock options due to the provisions of 11. below, the Company will acquire free of charge the number of stock options that can no longer be exercised.

#### 9. Policy for Determining Details of Cancellation of Stock Options in an Organizational Reform and Granting of Stock Options of Restructured Company

Where the Company conducts a merger (only where the Company is to be dissolved due to the merger), an absorption-type company split or an incorporation-type company split (only where the Company is to be separated), or a share exchange or share transfer (only where the Company is to become a wholly owned subsidiary)—(hereinafter generally the "Organizational Restructuring")—the Company shall grant stock options of the Company listed in Article 236, Paragraph 1, Item 8, (a)-(e), of the Companies Act of Japan (hereinafter the "Restructured Company"), in each respective case, to Stock Options Holders with stock options remaining (hereinafter the "Remaining Stock Options") immediately before the day when the Organizational Restructuring takes effect (in case of an absorption-type company merger/split, the effective date of the company merger/split; in case of an incorporation-type company merger/split, the date of incorporation of the new company; in case of a share exchange, the effective date of the share exchange; in case of a share transfer, the effective date of the establishment of the wholly owning parent company through the share transfer; hereinafter the same), based on the following conditions. In this case, the Remaining Stock Options shall be cancelled and the Restructured Company shall issue new stock options. Provided, however, that this shall be limited to cases whereby the granting of stock options of the Restructured Company in

accordance with the conditions below is specified in the absorption-type merger agreement, consolidation-type merger agreement, absorption-type company split agreement, the incorporation-type company split plan, share exchange agreement or share transfer plan.

(1) Number of stock options of the Restructured Company to be granted

The same number of stock options as the Remaining Stock Options held by each Stock Options Holder.

(2) Class of share of the Restructured Company to be issued for the purpose of issuing stock options

The Restructured Company's common stock.

(3) The number of shares of the Restructured Company to be issued for the purpose of issuing stock options

Determined according to 3. above based on consideration of the terms for the Organizational Restructuring and other factors.

(4) Total amount to be invested upon exercise of stock options

The total amount to be invested upon exercise of each stock option to be granted shall be the amount resulting from multiplying the amount to be paid after restructuring, as specified below, by the number of shares of the Restructured Company to be issued for the purpose of said issuing of stock options, as determined in accordance with (3) above. The amount to be paid after restructuring shall be 1 yen per share of the Restructured Company that can be granted due to the exercise of each stock option that is to be granted.

(5) Stock option term

The stock option term shall start at the beginning of the period for exercising stock options specified in 5. above or the date on which the Organizational Restructuring takes effect, whichever is later, and end on the last day of the period for exercising stock options specified in 5. above.

(6) Increases in common stock and additional paid-in capital for shares issued due to the exercise of stock options

Determined according to 6. above.

(7) Restrictions applicable to the acquisition of stock options due to transfer

Approval is required by resolution of the Restructured Company's Board of Directors for

the acquisition of stock options by transfer of ownership.

(8) Provisions for the acquisition of stock options

Determined according to 8. above.

(9) Other conditions for the exercise of stock options

Determined according to 11. below.

10. Fractional Shares Arising From the Exercise of Stock Options

Fractions of shares to be granted to the Stock Options Holders that have exercised stock options shall be discarded.

11. Other Conditions for the Exercise of Stock Options

(1) A Stock Options Holder may exercise the number of exercisable stock options from among the allocated stock options, within the period in 5. above, in accordance with the growth rate in the Company's shares over the three-year period from the Allotment Date (calculated by dividing the Company's Total Shareholder Return (TSR) during the evaluation period by the growth rate in the Tokyo Stock Price Index (TOPIX) index during the evaluation period).

(a) The number of exercisable stock options is determined using the formula below. Provided, however, that numbers less than one stock option are rounded.

(Initial number of allotted stock options) x (vesting ratio)

\*The initial number of allotted stock options is determined based on the title of the eligible recipient held as of April 1, 2019.

(b) The vesting ratio for stock options varies, as shown below, depending on the growth rate in the Company's shares over the three-year period from the allotment date (calculated by dividing the Company's Total Shareholder Return (TSR) during the evaluation period by the TOPIX growth rate during the evaluation period). Provided, however, that amounts less than 1% are rounded to the nearest whole number.

Growth rate of at least 125% in the Company's shares: 100%

Growth rate between 75% and 125% in the Company's shares:

$40\% + \{\text{the Company's share growth rate (\%)} - 75 (\%)\} \times 1.2$  (amounts less than 1% rounded to the nearest whole number)

Growth rate less than 75% in the Company's shares: 40%

(c) The Company's TSR during the evaluation period = (A + B)/C; TOPIX growth rate

during the evaluation period = D/E

A: Average closing price for shares of the Company's common stock on the Tokyo Stock Exchange on each trading day during the three months preceding the month when the exercise period began (excluding days on which no transactions were made)

B: Total amount of dividends per share of the Company's common stock from the date of allotment of stock options to the date when the exercise period began

C: Average closing price for shares of the Company's common stock on the Tokyo Stock Exchange on each trading day during the three months preceding the month when stock options are allotted (excluding days on which no transactions were made)

D: Average closing price for TOPIX on the Tokyo Stock Exchange on each trading day during the three months preceding the month when the exercise period began (excluding days on which no transactions were made)

E: Average closing price for TOPIX on the Tokyo Stock Exchange on each trading day during the three months preceding the month when stock options are allotted (excluding days on which no transactions were made)

(2) A Stock Options Holder may not exercise his/her stock options after 10 years from the day after losing his/her position as either Director (including an Executive Officer in a company with committees) or Executive Officer of the Company.

(3) Regardless of (1) and (2) above, a Stock Options Holder may exercise his/her stock options in cases specified below, so long as this is done within the prescribed period. In this case, the number of exercisable stock options is determined using the formula set forth separately in the allotment agreement. Provided, however, that this shall exclude cases where stock options of the Restructured Company are granted to the Stock Options Holder in accordance with 9. above.

In the event that a General Meeting of Shareholders approves (or a resolution of the Company's Board of Directors is passed where such shareholder approval is not required) a proposal for approval of a merger agreement under which the Company is to be dissolved, or a proposal for approval of a share exchange agreement or share transfer plan under which the Company is to become a wholly owned subsidiary:

A period of 15 days beginning on the day following the particular approval or resolution date.

(4) In the event of the death of a Stock Options Holder, his/her heir may exercise the stock options. In this case, the number of exercisable stock options is determined using the

formula set forth separately in the allotment agreement.

- (5) In the event that the exercise of stock options would cause the Company's number of shares issued to exceed the number of shares authorized for issuance at the time of the exercise of stock options, the stock options may not be exercised.
- (6) Stock options may not be exercised in quantities less than one stock option.
- (7) In the event that a Stock Options Holder relinquishes his/her stock options, such stock options cannot be exercised.

12. Amount to Be Paid for Stock Options

No payment is necessary for the stock options.

13. Allotment Date for the Stock Options

July 8, 2019

14. Changes to These Provisions and Other Matters

When it is necessary to replace these provisions or take other related measures, the Company may make changes to these provisions using a method it deems appropriate with regards to the handling of such matters, according to the regulations of the Companies Act of Japan and intent of the stock options. Such changes shall be considered as part of these provisions.

(End)