

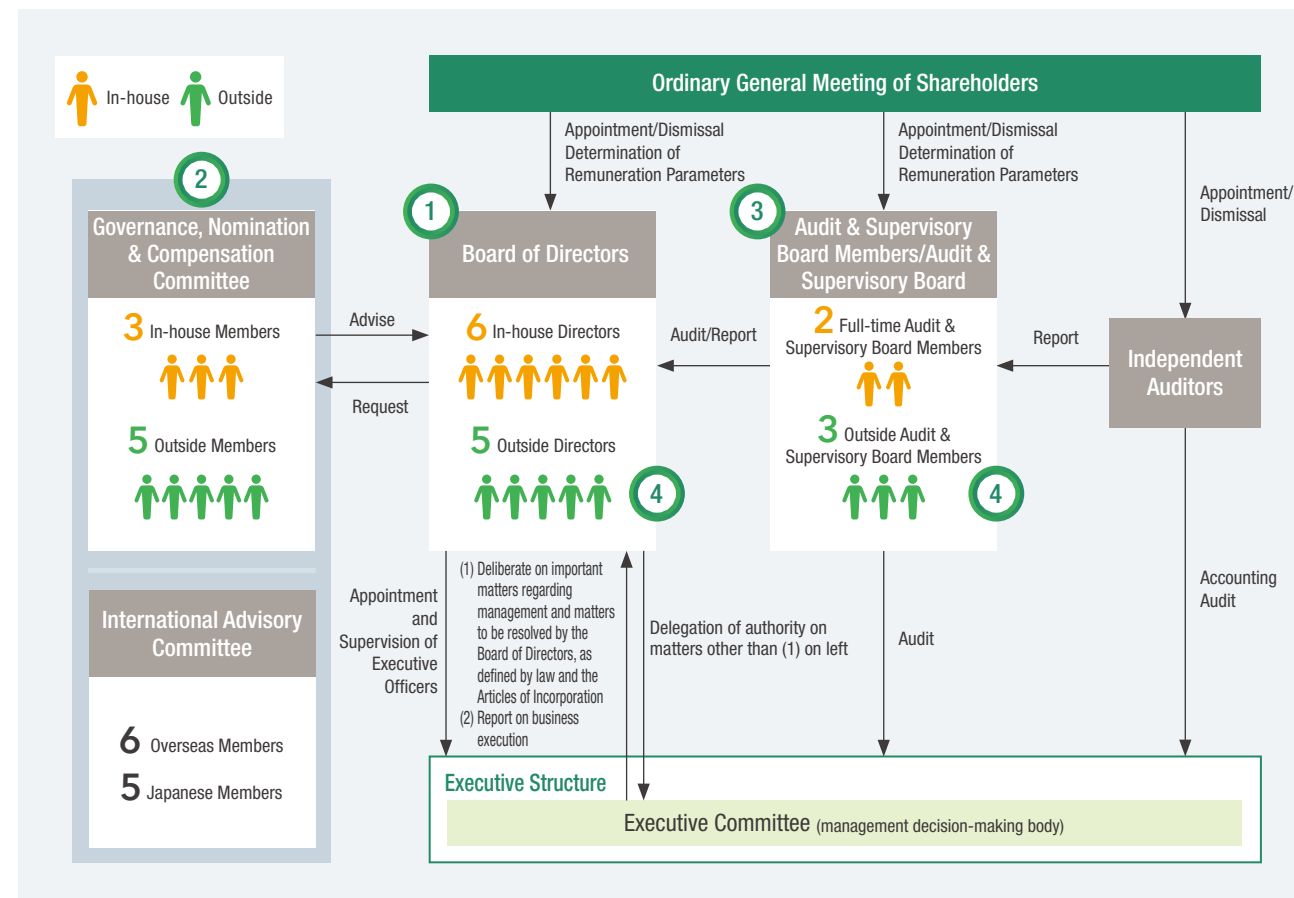
Overview of Corporate Governance

MC's Basic Policy on Corporate Governance

MC's corporate philosophy is enshrined in the Three Corporate Principles. Through corporate activities rooted in the principles of fairness and integrity, MC strives to continuously raise corporate value. MC 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, MC recognizes strengthening corporate governance on an ongoing basis as its important subject concerning management since it is foundation for ensuring sound, transparent, and efficient management. MC, based on the Audit & Supervisory Board 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 and Outside Audit & Supervisory Board Members and other experts from outside MC. At the same time, MC uses the executive officer system, etc., for prompt and efficient decision-making and business execution.

Corporate Governance Framework (As of July 1, 2021)



1 Board of Directors

Check! > P.75

2 Board of Directors' Advisory Bodies

Check! > P.76-77

3 Audit & Supervisory Board Members/Audit & Supervisory Board

Check! > P.78-79

1 Board of Directors

Composition and Size of the Board of Directors and the Policy and Process for Appointing Nominated Directors

Composition and size	The composition and size of the Board of Directors is appropriately determined to help it maintain transparent, fair, timely and decisive decision-making and carry out effective oversight, with one third or more being made up of Outside Directors.
Appointment policy	To ensure decision-making and management oversight are appropriate for MC, which is involved in diverse businesses and industries in a wide range of fields, and from the perspective of ensuring diverse standpoints, several Directors are appointed from both within and outside MC with the depth of experience and high levels of knowledge and expertise needed for fulfilling their duties.
In-house Directors	In addition to the Chairman of the Board and the President and CEO, MC's In-house Directors are elected from Executive Officers (Senior Executive Vice Presidents and Executive Vice Presidents) responsible for companywide management so that they can fully leverage their abundant business experience to ensure appropriate decision-making and robust management supervision by the Board of Directors.
Outside Directors	Outside Directors are appointed from those who possess a practical perspective of highly experienced company officers and those who possess an objective and professional perspective with a deep insight on global dynamics and socio-economic trends. These individuals thus contribute to appropriate decision-making and robust management supervision by the Board of Directors as they bring diverse perspectives into its deliberations.
Appointment process	In line with policies described above, the President and CEO proposes a list of nominated Directors, which is then deliberated at the Governance, Nomination & Compensation Committee and resolved by the Board of Directors before being presented at the Ordinary General Meeting of Shareholders.

Matters Deliberated by the Board of Directors

The Board of Directors deliberates on important management issues, and supervises business execution through reports on priority matters in Midterm Corporate Strategy, the business strategies of Business Groups, and so on. In addition, matters requiring resolution in accordance with laws and regulations, and investment and finance proposals exceeding a monetary threshold standard set by MC are deliberated and resolved with an emphasis not only on the economic aspects, but also on ESG perspectives. MC has also

constructed appropriate internal control systems, and checks their operational status every year in order to work toward their continuous improvement and strengthening.

Business execution other than these matters for resolution by the Board of Directors is entrusted to Executive Officers by appointing the President as the Chief Executive Officer responsible for business execution, and the Executive Committee (meets twice monthly) as a management decision-making body.

Agenda of the Board of Directors in the Fiscal Year Ended March 31, 2021

Theme	Main resolutions and matters reported
Management strategy-related items	<ul style="list-style-type: none"> Business Strategy Committee report Business Execution reports (non-financial and financial risk management, human resources policy, domestic development, regional strategy, power and retail DX, food distribution DX)
Corporate-related items	<ul style="list-style-type: none"> Appointments of the Board of Directors and Audit & Supervisory Board Members/ Appointments of Executive Officers Remuneration for Directors and Audit & Supervisory Board Members Financial Statements Fundraising policy Verification holding policy for listed share Sustainability and social contribution-related policies Compliance report Internal control systems Consolidated business continuity management (BCM) measures
Investment and finance proposals	<ul style="list-style-type: none"> Chiyoda Corporation Mitsubishi Motors Corporation Mitsubishi HC Capital Inc. Vung Ang 2 Project Confirmation of business status for Eneco Groep N.V. and HERE International B.V.* <p>* New investments are monitored by the Board of Directors in the following fiscal year</p>
Other	<ul style="list-style-type: none"> Ordinary General Meeting of Shareholders-related items Governance, Nomination & Compensation Committee report Evaluation of the effectiveness of the Board of Directors State of response to COVID-19

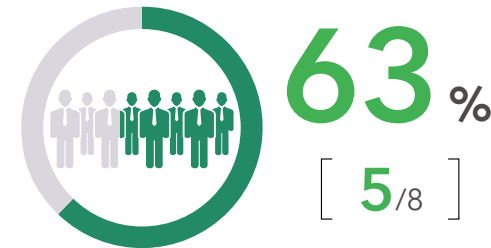
2 Board of Directors' Advisory Bodies

Governance, Nomination & Compensation Committee Convenes three times or more per year



The committee meets at least three times a year and a majority of its members are Outside Directors. It deliberates on matters related to governance, nomination, and compensation.

Number and Percentage of Outside Directors*



* Based on status as of July 1, 2021

Composition of the Committee (*Committee Chairman) (As of July 1, 2021)

Outside Members (5)

Akihiko Nishiyama Outside Director	Akitaka Saiki Outside Director	Tsuneyoshi Tatsuoka Outside Director
Shunichi Miyanaga Outside Director	Sakie Akiyama Outside Director	

In-house Members (3)

Ken Kobayashi* Chairman of the Board	Takehiko Kakiuchi Member of the Board, President and CEO	Shuma Uchino Full-time Audit & Supervisory Board Member
---	--	---



Note: The members removed their face masks only when this picture was taken, and ensured proper distance between their seats during the meeting.

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 for the President and CEO and basic policies concerning the appointment and dismissal of the President and CEO, as well as a personnel proposal for the President and CEO
Review of the remuneration package including the policy for setting remuneration and appropriateness of remuneration levels as well as composition	Evaluation of the effectiveness of the Board of Directors

President's Performance Evaluation Committee

The President's Performance Evaluation Committee has been established as a subcommittee to the Governance, Nomination & Compensation Committee, comprising the same Chairman and Outside Directors as the parent committee to deliberate the assessment of the President's performance. The President is not a member.

International Advisory Committee Convenes one time per year

The committee comprises overseas experts of various backgrounds, including politics, business, government and academia, and provides recommendations and advice from an international perspective.

International Advisory Committee (6) (As of July 1, 2021)

Member	Nationality	Title	Years served	Principal area of specialization and background
Ambassador Richard Armitage	United States of America	Former United States Deputy Secretary of State	5 years	Ambassador Armitage previously served as Special Emissary to Jordan and United States Deputy Secretary of State. He is widely experienced in foreign diplomacy, is a leading expert on Asia and Japan within the US and is acknowledged as an authority on the Middle East.
Professor Joseph S. Nye	United States of America	Harvard University Distinguished Service Professor	13 years	Professor Nye is a globally renowned scholar in the field of geopolitics. He has extensive networks not only in academia, but also in political and economic circles. Within the International Advisory Committee, he provides an annual overview of the international situation and makes valuable suggestions regarding industry trends.
Mr. Ratan N. Tata	India	Chairman, Tata Trusts	21 years	Mr. Tata has expanded his business presence to over 100 countries worldwide and has particularly deep knowledge of industrial as well as political and economic developments in India.
Mr. George Yeo	Singapore	Former Chairman, Kerry Logistics Network	8 years	Mr. Yeo has previously served as Singapore's Minister for Information and the Arts, Minister for Health, Minister for Trade and Industry, and Minister for Foreign Affairs. His background brings a wealth of knowledge in the geopolitical situation in ASEAN and China to the committee.
Mr. Niall FitzGerald, KBE	Ireland	Former CEO and Chairman, Unilever	8 years	Mr. FitzGerald, KBE has served as Chairman of several major companies such as Reuters and Unilever, as well as the British Museum. He has an outstanding knowledge of both geopolitics and industry, and his consideration of the impacts of geopolitical changes on business provides valuable advice for the International Advisory Committee.
Mr. Jaime Augusto Zobel de Ayala II	The Philippines	Chairman, Ayala Corporation	21 years	Mr. Zobel has experience in growing a global business launched from the ASEAN region, and therefore has a thorough knowledge of various geopolitical and industry trends in Asia, particularly in the ASEAN region.

Japanese Members (5) (As of July 1, 2021)

Chairman of IAC

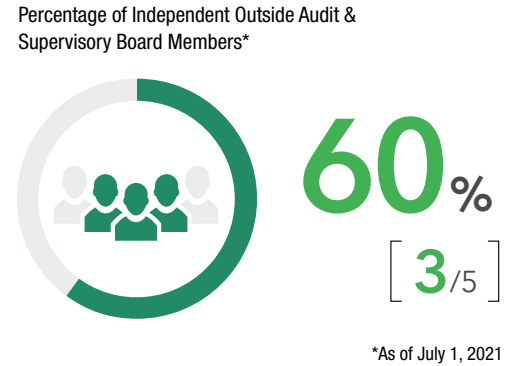
Ken Kobayashi Chairman of the Board	Takehiko Kakiuchi President and CEO	Yasuteru Hirai Member of the Board, Executive Vice President	Akitaka Saiki Outside Director	Tsuneyoshi Tatsuoka Outside Director
---	---	---	--	--

Main discussion themes	
State of the Global Economy	Trade tensions, trends in emerging countries, country-based outlook
Geopolitics	Bilateral relations, world order, global risks
Innovation	Digitalization-driven changes in industry and society around the world

Note: Photo was taken at the latest in-person committee meeting. Advice and recommendations of committee members were obtained remotely during fiscal year ended March 31, 2021.

3 Audit & Supervisory Board Members/Audit & Supervisory Board

The Audit & Supervisory Board comprises all of the Audit & Supervisory Board Members responsible for auditing the decision-making processes and management performances of Directors in compliance with the Companies Act and other laws and regulations, as well as Mitsubishi Corporation's Articles of Incorporation and internal rules/regulations. Full-time Audit & Supervisory Board Members ensure the soundness of the management by executing audits from a perspective based on abundant working experience at the Company, while Outside Audit & Supervisory Board Members execute audits with a background of abundant working experience in their particular fields as well as neutral and objective perspectives. In addition to resolutions of matters required by law and other important issues, the Audit & Supervisory Board strives to enhance information-sharing among the members through briefings on key matters and reporting the status of auditing activities for each of the members.



Audit Plans

Prior to each fiscal year, the Audit & Supervisory Board formulates audit plans with key areas. In the fiscal year ended March 31, 2021, the following three key audit areas were selected for the monitoring of specific progress in management and execution.

- 1 Measures Related to Midterm Corporate Strategy 2021:**
 - Initiatives aimed at achieving digital transformation (DX)
 - Progress in the streamlining and restructuring of existing businesses
 - Implementation of both employee development and revitalization measures
- 2 Enhancing MC Group Management:**
 - Delegation of authority and development/implementation of management systems reflecting the actual state of business management
 - Autonomous activities at all MC offices and subsidiaries in accordance with new regional frameworks
 - Responding to Key Sustainability Issues
 - Business continuity management in core businesses
- 3 Initiatives to Strengthen Group Corporate Governance**
 - Enhancement of deliberations at Board of Directors' meetings
 - Strengthening the effectiveness of control companywide
 - Self-sustaining governance through the dispatch of full-time audit & supervisory board members to business subsidiaries and affiliates

Approaching the Final Year of Midterm Corporate Strategy 2021

In the fiscal year ended March 31, 2021, we affirmed progress in Midterm Corporate Strategy 2021 and the initiatives toward enhancing Group management and strengthening Group corporate governance. Amid constraints on traveling due to the prolonged COVID-19 pandemic, as Full-time Audit & Supervisory Board Members we actively collected information and strived to understand our situation through dialogues with executives of MC as well as MC Group companies using remote communication tools as necessary, while working to strengthen cooperation with Outside Directors and Outside Audit & Supervisory Board Members. We will continue working to strengthen our corporate governance as we assess the effects of the pandemic.

As we reach the final year of Midterm Corporate Strategy 2021, we will keep monitoring the status of management execution while taking into account social situations including digitalization and low carbon/decarbonization.



Shuma Uchino
Full-time Audit & Supervisory Board Member



Hajime Hirano
Full-time Audit & Supervisory Board Member

Main Activities of the Audit & Supervisory Board and Its Members

1 Dialogue with Executive Officers

Opportunities are created for all Audit & Supervisory Board Members, including Outside Audit & Supervisory Board Members, to engage in dialogues with the Chairman of the Board, President and CEO, Corporate Functional Officers, Business Group CEOs, Business Division COOs, Administrative Department General Managers, and the General Managers of the Corporate Staff Section.

Number of dialogues with CEOs and other Executive Officers*1

71 [69*2]

2 Attendance at Important Meetings

Besides the Audit & Supervisory Board meetings, Full-time Audit & Supervisory Board Members attend meetings of major internal management bodies, including Board of Directors, Governance, Nomination & Compensation Committee, Executive Committee, and Business Strategy Committee as well as provide opinions as necessary. The Outside Audit & Supervisory Board Members also attend meetings of the Board of Directors after being briefed on discussions in the Executive Committee and lower conference bodies, and provide opinions as necessary.

Number of major meetings*1

163 [25*2]

3 On-Site Audits and Visits

In the fiscal year ended March 31, 2021, the Audit & Supervisory Board enhanced on-site audits and visits in Japan, due to restrictions on traveling overseas during the COVID-19 pandemic. In addition, remote audits were conducted using a variety of tools in response to the situation. In the fiscal year ended March 31, 2021, the Audit & Supervisory Board Members met with the CEOs and executive officers of four companies in four countries overseas and 24 domestic MC Group companies, as well as the regional chiefs of three overseas and domestic offices. The Audit & Supervisory Board Members reported on the results of their on-site audits to the Chairman of the Board, the President and CEO, and relevant executive officers.

Number of on-site audits and visits*1

31 companies/
locations
[26 companies/locations*2]

*1 Numbers for the fiscal year ended March 31, 2021

*2 Number of times in which one or more Outside Audit & Supervisory Board Members participated



Mitsubishi Corporation Machinery, Inc.
Remote audit



MC Healthcare, Inc.
Receiving an explanation of medical equipment during on-site audit

4 Strengthening of Group Corporate Governance

In addition to dialogues with the CEOs and other executive officers of the MC Group companies, opportunities are arranged for the exchange of information every quarter with the audit & supervisory board members of 40 major Group companies in Japan. Smaller groups of subcommittees also meet among them to share information and exchange opinions. We also provide assistance in training for those who will be assigned to the MC Group companies as full-time audit & supervisory board members. We will continue working to strengthen the Group corporate governance through regular monitoring.

5 Collaboration among Outside Directors and Outside Audit & Supervisory Board Members

Outside Directors participate in dialogues between Audit & Supervisory Board Members and executive officers, and in briefing sessions on important matters to be discussed at the Board of Directors. We are maintaining close alignment among Outside Audit & Supervisory Board Members and Outside Directors through opinion exchange at various occasions including meetings of Independent Outside Directors and Independent Outside Audit & Supervisory Board Members.

Enhancement of Tripartite Audits

Audit & Supervisory Board Members strive to further strengthen cooperation with independent auditors and the Internal Audit Department in order to assess the Company's situation with the aim of improving the effectiveness of audits.

Collaboration with Independent Auditors and Evaluation of Independent Auditors

We work with independent auditors through their outline briefings on accounting audit plans, audit reports for quarterly results, and monthly meetings. During on-site audits and visits, we also exchange opinions with the independent auditors of MC Group companies in Japan and overseas.

With regard to performance evaluations of independent auditors, we keep track of evaluation data during the fiscal year from regular audit reports and other sources, and hold an independent auditor evaluation conference at the end of the fiscal year. As a result, we have concluded that the current independent auditors performed appropriate audits in a professional manner, and accordingly, the Audit & Supervisory Board resolved to reappoint the independent auditors.

Collaboration with the Internal Audit Department

The Internal Audit Department and Full-time Audit & Supervisory Board Members hold monthly meetings where exchanges of opinions are made concerning reports on internal audit results. Also at Audit & Supervisory Board meetings, the Internal Audit Department reports their quarterly audit results that are also reported to the President and CEO.

In addition, Audit & Supervisory Board Members attend the internal auditor liaison meetings of 49 major MC Group companies in Japan held by the Internal Audit Department, while the General Manager of the Internal Audit Department attends liaison meetings held by MC's Audit & Supervisory Board Members with the audit & supervisory board members of the MC Group companies mentioned above, and all parties collect audit information and exchange opinions.

4 Outside Directors and Outside Audit & Supervisory Board Members

Outside Directors and Outside Audit & Supervisory Board Members are as follows (as of July 1, 2021).

Independent Outside Directors



Akihiko Nishiyama

Main career: Professor, Ritsumeikan University

Number of years on Board of Directors: 6 years

B 13/13
G 5/5

Mr. Nishiyama has an extensive and varied career that includes both entrepreneurial and management experience, work on think-tank surveys and university-level business studies, all of which have equipped him with broad expertise in organizational reforms, HR development and business management.



Akitaka Saiki

Main career: Former Vice-Minister of Foreign Affairs, Ministry of Foreign Affairs of Japan

Number of years on Board of Directors: 4 years

B 13/13
G 5/5

Mr. Saiki worked with Japan's Ministry of Foreign Affairs and this has given him sensitive insight into geopolitics. He also possesses keen expertise in country risk and a broad network of contacts in that area.



Tsuneyoshi Tatsuoka

Main career: Former Vice-Minister of Economy, Trade and Industry, Ministry of Economy, Trade and Industry of Japan

Number of years on Board of Directors: 3 years

B 13/13
G 5/5

Mr. Tatsuoka worked at Japan's Ministry of Economy, Trade and Industry, and brings to MC's Board extensive know-how with respect to strategies in resources, energy, manufacturing and other industries; insight into the economic policies and trends adopted both in and outside of Japan; and extensive knowledge of sustainability measures.



Shunichi Miyanaga

Main career: Chairman of the Board, Mitsubishi Heavy Industries, Ltd.

Number of years on Board of Directors: 2 years

B 13/13
G 5/5

Mr. Miyanaga possesses deep knowledge in the tech sectors and has spent many years at the helm of a listed manufacturing conglomerate that is engaged in businesses all over the world. He brings to MC's Board global management experience and practical insight.



Sakie Akiyama

Main career: Founder and CEO, Saki Corporation

Number of years on Board of Directors: 1 year

B 9/9*
G 5/5*

Ms. Akiyama possesses extensive expertise in the digital and IT spaces having worked as an international business consultant and is the founder of Saki Corporation, a firm that specializes in robotic inspection systems for the electronics assembly markets. She brings to MC's Board a wealth of know-how in innovation and its role in growing global enterprises.

Ratio of Independent Outside Directors to Directors



45%

[5/11]

- Member of the Governance, Nomination & Compensation Committee
- Member of the International Advisory Committee

Independent Outside Audit & Supervisory Board Members



Yasuko Takayama

Main career: Former Audit & Supervisory Board Member, Shiseido Company, Limited

Number of years on Audit & Supervisory Board: 5 years

B 13/13
A 12/12

Ms. Takayama possesses extensive experience in branding strategy, marketing and sustainability gained at a B2C company, having held key positions including Full-time Audit & Supervisory Board Member at Shiseido Company, Limited, in addition to management perspectives nurtured through extensive experience as an Outside Director and Outside Audit & Supervisory Board Member.



Rieko Sato

Main career: Partner, ISHII LAW OFFICE

Number of years on Audit & Supervisory Board: 1 year

B 8/9*
A 9/9*

Ms. Sato possesses extensive knowledge of corporate law (Companies Act, Financial Instruments & Exchange Act, compliance, etc.), having worked as an attorney for many years, and management perspectives gained through extensive experience as an Outside Director and Outside Audit & Supervisory Board Member.



Takeshi Nakao

Main career: CEO, PARTNERS HOLDINGS, Co. Ltd.

Number of years on Audit & Supervisory Board: 1 year

B 9/9*
A 9/9*

Mr. Nakao possesses profound knowledge of finance and accounting as a certified public accountant, as well as extensive insight gained through many years of experience in advisory work on M&A deals, corporate revitalization and internal control.

B Attendance at Board of Directors' meetings in the fiscal year ended March 31, 2021

G Attendance at Governance, Nomination & Compensation Committee meetings in the fiscal year ended March 31, 2021

A Attendance at Audit & Supervisory Board meetings in the fiscal year ended March 31, 2021

* Indicating attendance after appointment as Outside Director and Outside Audit & Supervisory Board Member on June 19, 2020.

Meetings of Independent Outside Directors and Independent Outside Audit & Supervisory Board Members

MC facilitates the exchange of information and sharing of ideas from an independent and objective standpoint in order to sustain growth and enhance corporate value over the medium and long term. These discussions are reported to the Board of Directors as necessary.

■ Main Discussion Themes (Fiscal Year Ended March 31, 2021)

- The Corporate Governance Framework of MC
- Succession planning
- Future issues and initiatives based on evaluation of the effectiveness of the Board of Directors



Note: The members removed their face masks only when this picture was taken, and ensured proper distance between their seats during the meeting.

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

Stance on acquisition, holding and reduction in listed stocks

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

Verification policy for holding individual shares

The Board of Directors verifies all of the listed shares (excluding pure investment) held by MC from the perspectives of both economic rationale and qualitative significance of holding them every year.

The economic rationale is confirmed by whether or not the related earnings from each stock, such as dividends and related business profits on transactions, exceed MC's target capital cost (weighted average cost of capital) for the market price of each individual share. The qualitative significance is confirmed by the achievement or status of progress of the expected purpose for holding the stock, etc.

Reduction in holdings of listed stocks

Based on the results of the above verification, in the fiscal year ended March 31, 2021, we sold 68.7 billion yen, a decrease of slightly less than 20% compared to the previous fiscal year. As of the fiscal year ended March 31, 2021, the total market value was 448.9 billion yen (excluding deemed shareholdings). Past reduction results are as follows.

2019/3	2020/3	2021/3
¥82.3 billion	¥73.0 billion	¥68.7 billion
(Excluding market value basis and deemed shareholdings)		

Matters verified by the Board of Directors

Verification was conducted by the Board of Directors for all listed shares held by MC as of March 31, 2021. As a result of verification from the perspectives of both economic rationale and qualitative significance of holding them, numerous shares were identified as candidates for reduction due to a decreased importance of the expected purpose and significance for holding them, etc.

Overview of Remuneration Package

Basic Approach

Remuneration levels	<ul style="list-style-type: none"> Remuneration levels are set based on the functions and roles of the Directors and Audit & Supervisory Board Members, and the Company's level of performance and others. Remuneration levels are globally competitive and based on performance targets to motivate career growth in human resources who will be responsible for the next generation of management and to further raise organizational vitality.
Remuneration composition	<ul style="list-style-type: none"> Remuneration for Directors is designed for greater focus on increasing medium- and long-term corporate value by more closely linking remuneration to medium- to long-term corporate value and fiscal year earnings, as well as the creation of stock remuneration with stronger ties to shareholder value, in addition to cash compensation. From this perspective, consolidated net income (single year and medium to long term), the share price and growth rates in shares (medium to long term) are adopted as key performance indicators. To ensure the independence of the Chairman of the Board and Outside Directors, who undertake functions of management oversight, and Audit & Supervisory Board Members, who undertake audits, the Company only pays them fixed monthly remuneration.
Governance of remuneration	<ul style="list-style-type: none"> The Governance, Nomination & Compensation Committee, where a majority of the members are Outside Directors and Outside Audit & Supervisory Board Members, continuously deliberates and monitors methods for deciding remuneration packages, the fairness of remuneration levels and compositions, and the status of implementation.

Remuneration Package for Directors and Audit & Supervisory Board Members

Remuneration item/Composition	Key performance indicator (KPI)	Form of payment	Remuneration details	Executive Directors	Chairman of the Board	Outside Directors	Audit & Supervisory Board Members
Base salary	Fixed: about 20-50%	Cash	An amount determined by the Board of Directors according to position, paid monthly.	1	1	1	5
Annual deferral for retirement remuneration			<ul style="list-style-type: none"> Fixed amount of annual deferral for retirement remuneration set aside each year; to be paid in full retirement, with Board of Directors' approval of payment amounts. By resolution of the Board of Directors, non-payment or reduction of the amount is possible in the event of a serious violation of a delegation agreement, etc. 	1	—	—	—
Individual performance bonus	Variable (single year): about 25-35%	Cash	<ul style="list-style-type: none"> Payment amount determined for each Director and Executive Officer based on performance assessments by the President, with the authority delegated by the Board of Directors. The assessment on the President's performance is determined by the President's Performance Evaluation Committee. Performance assessment results are reported to the Board of Directors and Governance, Nomination & Compensation Committee. 	1	—	—	—
Performance-linked bonus (short term)			<ul style="list-style-type: none"> The amount paid is determined in line with consolidated net income in the relevant fiscal year [average of three fiscal years in the case of medium to long term], based on formulas resolved by the Board of Directors following deliberation by the Governance, Nomination & Compensation Committee. The amount is adjusted in line with performance if consolidated net income [average over the relevant fiscal year and subsequent two fiscal years in the case of medium to long term] exceeds the level of earnings that leads to enhanced corporate value (consolidated capital cost) [average over the three years in the case of medium to long term]. No bonus is paid if the amount is below consolidated capital cost [average of three fiscal years in the case of medium to long term] for the relevant business year. The total amount to be paid is capped. 	2	—	—	—
Performance-linked bonus (medium to long term)			<ul style="list-style-type: none"> No bonus is paid if the amount is below consolidated capital cost [average of three fiscal years in the case of medium to long term] for the relevant business year. The total amount to be paid is capped. 	3	—	—	—
Stock-based remuneration linked to medium- to long-term share performances	Variable (medium to long term): about 25-45%	Shares (stock acquisition rights)	<ul style="list-style-type: none"> Stock options as remuneration are granted from the perspective of aligning Directors' interests with those of shareholders and providing incentives to enhance corporate value and to increase the Company's share price over the medium to long term. The Board of Directors determines the number of shares allocated to each person. No allocated stock options can be exercised for a three-year performance period. Based on a formula decided by the Board of Directors following deliberation by the Governance, Nomination & Compensation Committee, the number of stock options that can be exercised at the end of this period varies according to the share growth rate (calculated as Total Shareholder Return (TSR) divided by the TOPIX benchmark growth rate over the same period). The basic policy is that Directors are obliged to hold any shares while in office. Sales of such shares are restricted until their aggregate market value exceeds approximately 300% of the base salary of each position. 	4	—	—	—

Note: 1 to 5 in the table indicate the number of limits on remuneration that correspond to each remuneration item. See the next table for details.

			(Figures rounded down to nearest million yen)	
Item type	Item details	Total remuneration** (fiscal year ended March 2021)		
1	Base salary, annual deferral for retirement remuneration, and individual performance bonus totaling up to ¥1.5 billion annually (for Outside Directors, base salary totaling up to ¥180 million per year)	¥1.106 billion (of which, ¥149 million for Outside Directors)		
2	Performance-linked bonus (short term) up to 0.06% of consolidated net income (attributable to owners of the Company) for the relevant fiscal year (annual amount)	¥0 million		
3	Performance-linked bonus (medium to long term) up to 0.06% of the average of consolidated net income (attributable to owners of the Company) for the relevant fiscal year and subsequent two fiscal years (annual amount)	¥0 million		
4	Stock-based remuneration linked to medium- to long-term share performances up to ¥600 million annually (up to 400,000 shares annually)	¥308 million (268,100 shares)		
5	Audit & Supervisory Board Member remuneration*	¥238 million (of which, ¥63 million for Outside Audit & Supervisory Board Members)		
Total		¥1.653 billion		

*1 Approved at the Ordinary General Meeting of Shareholders for the fiscal year ended March 31, 2019. The number of directors to whom the above amounts of director remuneration (excluding stock-based remuneration linked to medium- to long-term share performance) applied was 13 (including 5 Outside Directors); the number of directors to whom the above amount of stock-based remuneration linked to medium- to long-term share performance applied was 7; and the number of Audit & Supervisory Board Members to whom the above amount of Audit & Supervisory Board Member remuneration applied was 5 (including 3 outside members).

**2 Please see page 85 for details on remuneration of Directors and Audit & Supervisory Board Members.

Calculation Method for Performance-Linked Remuneration (Fiscal Year Ending March 31, 2022)

Performance-linked bonus (short term)	
(1) Upper limit on total payment	
The upper limit is the lower of i) ¥600 million or ii) the maximum total of individual payment amounts prescribed in (2) below	
(2) Individual payments	
President and CEO	(consolidated net income [attributable to owners of MC] in the fiscal year ending March 31, 2022 - ¥440 billion) × 0.025% + 0.35 (¥100 million)
Executive Vice President	(consolidated net income [attributable to owners of MC] in the fiscal year ending March 31, 2022 - ¥440 billion) × 0.0075% + 0.105 (¥100 million)

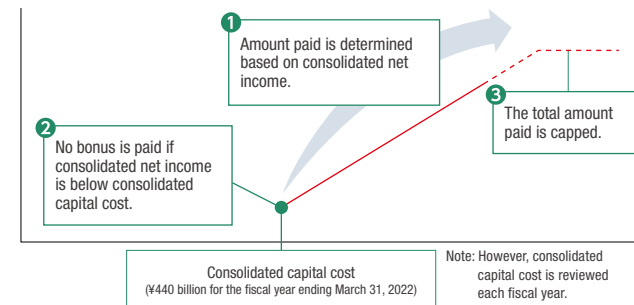
Note: The payment amount will be zero if consolidated net income is lower than the consolidated capital cost. Consolidated capital cost for the fiscal year ending March 31, 2022 is ¥440 billion.

Performance-linked bonus (medium to long term)	
(1) Upper limit on total payment	
Same as performance-linked bonus (short term)	
(2) Individual payments	
President and CEO	(Average consolidated net income [attributable to owners of MC] for the three fiscal years ending March 31, 2022, March 31, 2023, and March 31, 2024 - ¥440 billion) × 0.025% + 0.35 (¥100 million)
Executive Vice President	(Average consolidated net income [attributable to owners of MC] for the three fiscal years ending March 31, 2022, March 31, 2023, and March 31, 2024 - ¥440 billion) × 0.0075% + 0.105 (¥100 million)

Note: The payment amount will be zero if the average of consolidated net income falls below the average consolidated capital cost for the three fiscal years.

Maximum Payment and Total for Each Position

Position	Maximum payment amount	Number of persons	Total
President and CEO	¥175 million	1	¥175 million
Executive Vice President	¥52.5 million	4	¥210 million
Total		5	¥385 million

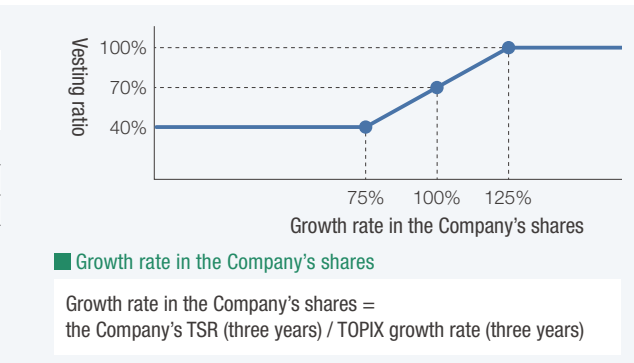


Stock-Based Remuneration Linked to Medium- to Long-Term Share Performances

(1) Upper limit on total payment	
The upper limit is ¥600 million. However, the upper limit on total number of shares per year is 400,000 shares (4,000 stock options).	

(2) Conditions for exercise of stock options	
Some or all stock options may be exercised depending on the stock growth rate (market conditions*).	

* Market Conditions	
Number of stock options that can be exercised by each position	
Number of stock options initially allocated for the position (based on positions as of April 1, 2021) × vesting ratio	
Stock options initially allocated by position	
President and CEO	100,500 shares (1,005 options)
Executive Vice President	27,700 shares (277 options)
Vesting ratio	
The vesting ratio varies, as shown to the right, depending on the growth rate in the Company's shares over the three-year period from the allocation date.	



Governance of Remuneration

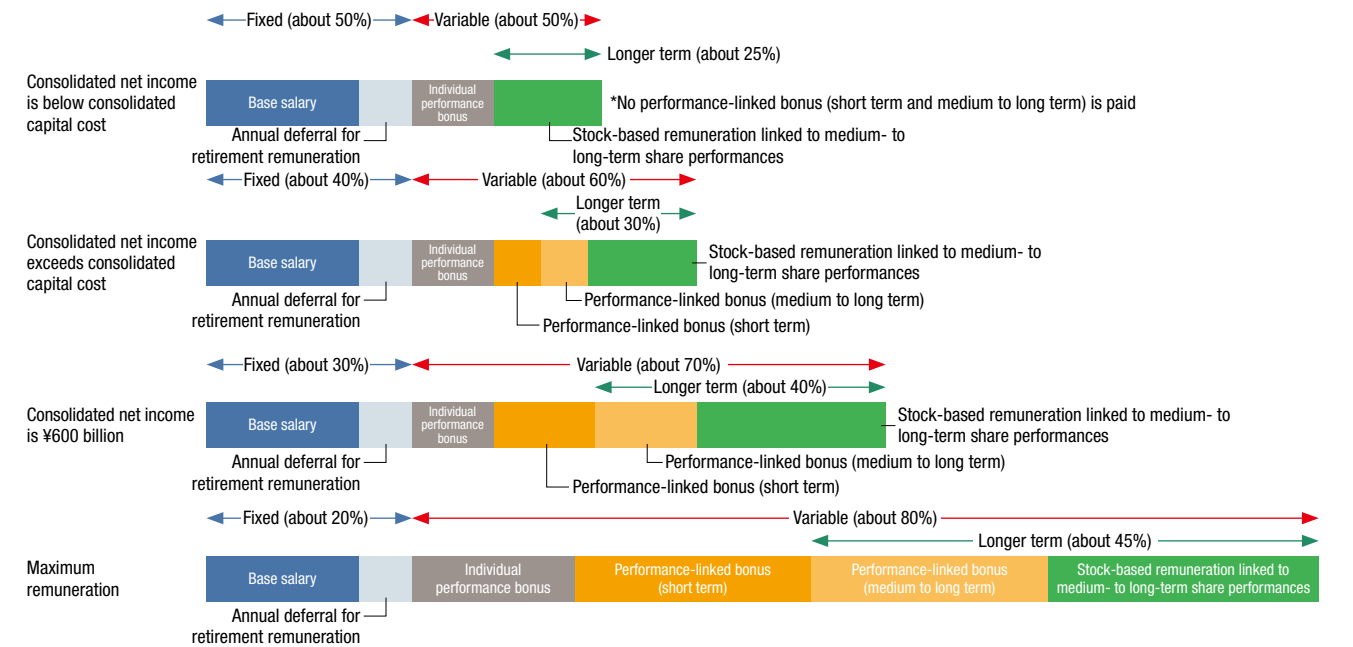
The Governance, Nomination & Compensation Committee deliberates and the Board of Directors decides the policy for setting Directors' remuneration and the remuneration amount (actual payment amount). The total remuneration amount (actual payment amount) and individual payment amounts for Directors, excluding individual performance bonuses, are determined by a resolution of the Board of Directors within the upper limits for each type of remuneration decided by resolution of the Ordinary General Meeting of Shareholders held on June 21, 2019. Base salary and annual deferral for retirement remuneration, forms of fixed remuneration, are paid in amounts determined by the Board of Directors. As for variable remuneration, payments of performance-linked bonuses (short term), performance-linked bonuses (medium to long term) and stock-based remuneration linked to medium- to long-term share performances are determined, while reflecting key performance indicators (KPIs), based on a formula set by the Board of Directors

following deliberation by the Governance, Nomination & Compensation Committee. The payment amounts of individual performance bonuses paid to Directors based on their individual performance assessment, including qualitative assessment, are determined and paid on an individual basis, reflecting the President's yearly performance assessment of each Director for the relevant fiscal year (the Board of Directors delegates authority to the President for deciding the individual payment amounts). Performance evaluations of Executive Directors comprehensively take into account their contributions to the organizations and businesses they oversee; their contributions to management of the entire Company, Corporate Staff Section, Business Groups and offices; the achievement of triple-value growth and the state of sustainability initiatives from an ESG perspective. The annual assessment on the President's performance is decided by the

President's Performance Evaluation Committee, which is delegated this authority by the Board of Directors (and is a subcommittee of the Governance, Nomination & Compensation Committee). The subcommittee is comprised of the Chairman of the Board, who also serves as the chair of the Governance, Nomination & Compensation Committee, and Outside Directors sitting on the committee (see page 76). Results of the performance assessment are reported to the Board of Directors and the Governance, Nomination & Compensation Committee to ensure objectivity, fairness and transparency. Based on the policy for determining remuneration packages (including methods for calculating performance-linked remuneration) that was approved at the ordinary meeting of the Board of Directors held on May 17, 2019, and the extraordinary meeting of the Board of Directors held on June 21, 2019, each year, the Governance, Nomination

& Compensation Committee deliberates and the Board of Directors makes a resolution determining that the total amount of director remuneration packages and methods for deciding payments to individual directors are consistent with said policy for determining remuneration packages. Each year, the Governance, Nomination & Compensation Committee deliberates and evaluates the fairness of remuneration levels and composition based on compensation data provided by an external consulting firm (Willis Towers Watson). Total and individual amounts of remuneration paid to Audit & Supervisory Board Members are determined following deliberations by the Audit & Supervisory Board within the scope of remuneration for Audit & Supervisory Board Members approved at the Ordinary General Meeting of Shareholders held on June 21, 2019.

Conceptual Image of Payment Mix for Remuneration of Executive Directors



Note: The proportions shown above are based on certain values for consolidated earnings and the share price, and are for illustrative purposes only. The actual mix will vary depending on changes in Mitsubishi Corporation's consolidated financial results and stock market conditions.

Directors' and Audit & Supervisory Board Members' Remuneration: Total Amounts and Number of Eligible Persons in the Fiscal Year Ended March 31, 2021

Title	Total remuneration	Base salary		Annual deferral for retirement remuneration		Individual performance bonus		Performance-linked bonus (short term)		Performance-linked bonus (medium to long term)		Stock-based remuneration linked to medium- to long-term share performances	
		Eligible persons	Total	Eligible persons	Total	Eligible persons	Total	Eligible persons	Total	Eligible persons	Total	Eligible persons	Total
In-house Directors	1,265	8	735	6	80	5	140	5	0	5	0	6	308
Outside Directors	149	6	149	—	—	—	—	—	—	—	—	—	—
Full-time Audit & Supervisory Board Members	174	2	174	—	—	—	—	—	—	—	—	—	—
Outside Audit & Supervisory Board Members	63	5	63	—	—	—	—	—	—	—	—	—	—

(Unit: millions of yen)

(Figures rounded down to nearest million yen)

Notes:

- The above figures include 3 Directors and 2 Audit & Supervisory Board Members who retired during the fiscal year ended March 31, 2021. Furthermore, there were 11 Directors (including 5 Outside Directors) and 5 Audit & Supervisory Board Members (including 3 Outside Audit & Supervisory Board Members) as of March 31, 2021.
- The above amounts of individual performance bonus represent the amounts provided for in the fiscal year ended March 31, 2021.
- The above figures for performance-linked bonus (short term) is determined based on consolidated net income of 172.6 billion yen for the fiscal year ended March 31, 2021, based on a formula confirmed in advance by the Governance, Nomination & Compensation Committee and resolved by the Board of Directors.
- The above amounts for performance-linked bonus (medium to long-term) is paid on an average of the consolidated net income for the fiscal years ended March 31, 2020 to 2022 and the fiscal years ended March 31, 2021 to 2023, but as this cannot be decided currently, the amount shown is as of the fiscal year ended March 31, 2021. The actual amount paid will be based on a formula confirmed in advance by the Governance, Nomination & Compensation Committee and resolved by the Board of Directors, and the amount for the fiscal year ended March 31, 2020/2021 disclosed in the Fiscal 2022/2023 Business Report.
- The above figures for stock-based remuneration linked to medium- and long-term share performances (stock options with market conditions) is the amount recorded as an expense granted for the fiscal year ended March 31, 2021. In regard to stock-based remuneration linked to medium- and long-term share performances, the number of exercisable shares will be determined according to the growth rate in MC's shares over three years from being granted, based on a formula confirmed in advance by the Governance, Nomination & Compensation Committee and resolved by the Board of Directors.
- In addition to the above, MC paid executive pensions to retired Directors and Audit & Supervisory Board Members. The amounts paid in the fiscal year ended March 31, 2021 were as follows: The retirement bonus system, including executive pensions for Directors and Audit & Supervisory Board Members, was abolished at the close of the 2007 Ordinary General Meeting of Shareholders. MC paid 107 million yen to 63 Directors (Outside Directors were ineligible for payment). MC paid 4 million yen to 7 Audit & Supervisory Board Members (Outside Audit & Supervisory Board Members were ineligible for payment).