

# Corporate Governance

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Corporate Management

## Roundtable Discussion with Outside Directors

**Kyohei Takahashi**  
Outside Director



**Yuri Okina**  
Outside Director



**Takashi Hatchoji**  
Outside Director



### Building highly transparent governance systems to help realize medium- to long-term enhancement in corporate value

Marubeni Group is executing new strategies and undertaking reforms to enhance corporate value further amid transformational change in society and the business environment. The following is a roundtable discussion among three of our outside directors that is focused on three themes: “Management of the Marubeni Group during the pandemic,” “Enhancing the effectiveness and transparency of the Board of Directors,” and “Sustainability initiatives.”

## Management of the Marubeni Group during the pandemic

**Takahashi** At Marubeni, we realized at an extremely early stage that the spread of COVID-19 would have a huge impact on our business activities. Using our global presence as a *Sogo Shosha*, we gathered information from all around the world to help us formulate worst-case scenarios and related countermeasures. The Board of Directors debated these issues frequently.

While we were discussing how to contend with the impacts of the pandemic, we also had a duty to explain to investors how we planned to rebuild Marubeni following the major impairment losses that we had just posted. As a result, we announced that, while the direction of the Medium-Term Management Strategy had not changed, we were pivoting to place the emphasis on cash flow management so we could rebuild and strengthen our financial foundation. In the end, we managed to improve our results through the collective efforts of all Marubeni Group employees. I think the way that President Kakinoki explained to every employee in his own words what policies Marubeni would pursue to respond to the pandemic in the short term and revisions to the Medium-Term Management Strategy motivated everybody to overcome all the difficulties presented by COVID-19. The internal Opinion Box system enabled President Kakinoki and employees to directly exchange points of view, and the numerous responses from employees made me feel that people had a good understanding of what President Kakinoki wanted to communicate. In this way, we acted quickly to respond to the pandemic, employees understood what management was saying and what we had to do, and we managed to keep morale high across the front lines of our businesses. I believe management did a great job to engineer the recovery we saw in the fiscal year ended March 31, 2021.



**Okina** While the substantial impairment losses in the fiscal year ended March 31, 2020 had a profound impact within the Marubeni Group, each of its businesses also had to gauge whether and to what extent it would be affected by the emerging COVID-19 pandemic, and respond appropriately. The Group's financial performance in the fiscal year ended March 31, 2021 was extremely impressive. As Mr. Takahashi noted, I think this was due to the consistent messaging from management, and it also reflected how executives and employees worked hard together to limit the spread of COVID-19 while still carrying out business operations. I think these factors explain how we overcame the crisis better than anticipated.

While everyone was affected by the spread of COVID-19, the pandemic has allowed us to get used to new work styles such as working from home or the use of hot desk arrangements at our new Head Office. Times of crisis actually provide a great opportunity to rethink established practices and move in different directions. I believe we have made real progress in positive work style reform, which is a major ongoing theme.

**Hatchoji** The core mission of an enterprise is to continuously develop a business that is needed by society. What has impressed me over the course of the pandemic is the way Marubeni has reaffirmed the importance of its business operations to society under the leadership of President Kakinoki and the senior management team. Marubeni's operations across areas such as food, agriculture, and infrastructure provide essential products and services that people need in their daily lives. It is essential that these businesses continue to operate, even under varied and challenging conditions. Marubeni has fulfilled the role that society demands of it, even during the COVID-19 pandemic, through its proactive development of businesses based on the analysis of business conditions and the discussion of new ideas. Through a good understanding of President Kakinoki's messages and strong communications, Marubeni employees have collectively remained calm and kept on working. I want to commend all Marubeni Group employees for focusing on their core mission, which has both contributed to society and helped Marubeni to improve the financial performance.

## Enhancing the effectiveness and transparency of the Board of Directors

**Takahashi** Every year the Governance and Remuneration Committee evaluates the effectiveness of the Board of Directors, and reports its findings to the Board. The fiscal year ended March 31, 2021 marked the fifth time that the committee has executed this function. In addition to the questionnaires we have used in past years, we also conducted interviews with every director and Audit & Supervisory Board member to afford them an opportunity to express their views freely. Multiple respondents to our surveys expressed the view that Marubeni should institute a forum for directors and other executives to hold discussions about the direction and strategy of the Marubeni Group over the medium and long term, and related external business conditions.

Separate to evaluating the effectiveness of the Board of Directors, others expressed a view that, while there were opportunities for the CEO, Chairperson, and the outside directors to get together for less formal discussions, it was still necessary to review Board composition from the perspective of optimizing the mix of skills and experience and of boosting diversity. This is less about the format of the Board of Directors, and more about the company's overall direction, which should be accordingly reflected in the composition of the Board. This is an issue for ongoing discussion.

My feeling is that this repeated cycle of evaluation is helping to improve Board effectiveness year by year.

We have also been involved in the efforts to strengthen investment discipline and to revise the executive remuneration system\*1 from the standpoint of enhancing corporate value over the medium and long term. In terms of enforcing investment discipline, a report on the factors underlying the asset write-downs and related circumstances was discussed by the Board of Directors, after which we instituted a rigorous process for re-establishing investment discipline and making investment decisions. We expect to review and revise the process as the global situation evolves and conditions change. I think the fact we had an open debate about the factors underlying the asset impairment losses and measures to address this issue, without shrinking from the problem, is a sign that the Board operates with a high degree of transparency. The changes to executive remuneration have revised the system to create fair and proper incentives for executives, building on the concept of aligning their viewpoint with the interests of shareholders. I think the new system is more transparent and easier to understand as well. However, it will probably require periodic review moving forward because the world changes so quickly.

In last year's roundtable discussion, we talked about increasing the opportunities for direct dialogue with shareholders and investors. Compared with last year, we have more contact with the CEO, CFO and IR managers who provide us with detailed feedback directly from investors. The Board of Directors also receives reports on the needs and responses of investors. I hope we can continue to have more opportunities to hear opinions from a variety of channels.

 \*1. Further details on PP.46-47 of the Special Feature: Corporate Governance section.



**Okina** It is important to have an improvement process based on PDCA cycles in evaluating the effectiveness of the Board. Prior to making important decisions, the Board Chairperson ensures the views of each Board member are heard, and I think this is done in an excellent fashion. From the perspective of sustainability and other longer-term considerations, though, we need to put more emphasis on the monitoring function of the Board. ESG is not simply about 'E' for the environment, but also about 'S' for society, including diversity and other related matters. I think the Board needs to spend more time discussing sustainability.

Also, as Mr. Takahashi mentioned, there should be more discussion of the composition of the Board so that members collectively have an optimal mix of skills, experience, and diversity. President Kakinoki has talked about this topic, but it is also important for us to recognize the importance of promoting diversity across the Marubeni Group, and not just within the parent company. The corporate buzzwords of late have been “flexibility,” “toughness,” and “resilience.” But if we are to address the issues and be a source of innovation, it is vital that we have access to varied views from a range of people of different backgrounds. In the future, as we work to enhance corporate value and address societal issues, I believe the management teams involved in making the decisions need to be diverse, not just in terms of gender but also in terms of age and skills.

In an era characterized by uncertainty, I think it is critical that we be able to appropriately respond to any changes in the business environment. Marubeni’s Board of Directors showcased its transparency again in the meetings after we announced impairment losses for the fiscal year ended March 31, 2020, which featured extensive discussions of the causative factors and what measures were to be taken. There was a frank discussion about historical data when we considered how best to enforce investment discipline. However, there are still issues that need to be discussed in this area. For example, given the need to consider both financial and non-financial aspects in the drive for greater sustainability, a major issue becomes how to develop the required human resources to manage the process. Succession planning will become a more important part of this too, I think. Having served on the Nomination Committee since 2020, I began chairing it in 2021. President Kakinoki is one of the members of the committee, and I will be seeking a discussion with him on the issue of how to develop Marubeni’s management resources over the long term.

**Hatchoji** I agree with Ms. Okina that one of the key points going forward will be HR development to foster the next generation of management. As a major general trading company, Marubeni develops various businesses on a global scale, from infrastructure and transportation machinery to food businesses. The operational scale and variety of the company’s business activities provide a great platform to develop people who can understand the characteristics, potential, and diversity of each business. In this environment, the challenge is to give people opportunities to work hard and acquire the experience to provide visionary leadership in the future.

For example, Marubeni has introduced the 15% Rule<sup>\*2</sup>. This grants employees time at work to dedicate to self-development or to collaborate with another part of Marubeni. The system helps employees to grow. The role of senior management is to challenge employees to engage with global concepts and strategies. I hope employees will take the opportunity to work hard and grow so Marubeni can find and optimize solutions to thrive in a highly competitive business environment.

The core prerequisites for Marubeni’s next generation of leaders are to actively gain a range of experience across global markets; learn how to navigate the difficult times in management, including understanding the expectations and pressures of shareholders and investors; and to display leadership so the Group is guided in the right direction. In addition, managers need the vision and expertise to manage across multiple fields of business, not just one area. They must be able to ensure businesses with different characteristics can all generate reliable profits. Finally, we need people who are fully committed to supporting both a sustainable future for the whole world and the core concept of taking on challenges.

<sup>\*2</sup> Further details on PP.37-39 of the Special Feature: GC2021 Group HR Strategy.



## Sustainability initiatives

**Okina** Marubeni has a strong track record in this area. We were one of the first firms to commit to a policy of halving coal-fired power generation, and we are also engaged in various other sustainability initiatives. To guide us in the longer-term challenge of contributing to climate change action, we have formulated the Marubeni Long-Term Vision on Climate Change<sup>\*3</sup>. Sustainability is an issue that affects the whole of society. The Marubeni executive team realizes this issue is closely tied to enhancing corporate value, and we are discussing it from varied angles in the Sustainability Management Committee. As an early adopter, Marubeni has taken big strides in moving towards more sustainable operations, and I hope that we will continue to do so in the future. I think there also needs to be some discussion of how the Board of Directors is involved with sustainability initiatives.

Having defined “human capital with high social value” as one aspect of fundamental materiality, I expect Marubeni to be the kind of company that provides employees with opportunities to grow through lifelong learning or on-the-job training programs. Believing the job supports personal growth can be a strong motivator for the employee. Rather than just providing training opportunities, it is critical to approach HR development in a visionary way. In an age where open innovation is the way forward, the people we develop will need to collaborate with employees joining Marubeni mid-career as well as with people outside the company. In addition, if we are to benefit from having more women in the workforce, we will need systems to support men in balancing work life with domestic duties. I expect to see Marubeni address these issues going forward.

The topics discussed by the Sustainability Management Committee have included the Marubeni Long-Term Vision on Climate Change, which I mentioned earlier, and the TCFD<sup>\*4</sup>. Going forward, I hope the scope of discussions widens to include questions such as how we empower women at work and promote diversity.

<sup>\*3</sup> Further details on PP.53-55 of the Marubeni Long-Term Vision on Climate Change.

<sup>\*4</sup> The Taskforce on Climate-related Financial Disclosures (TCFD) was set up by the Financial Stability Board (FSB).

**Hatchoji** As an outside director of Marubeni, I value two-way communications with employees. We have the forums and internal culture to support good communication on the issues that we mutually recognize.

Our discussions within the Sustainability Management Committee about examples that would showcase the Company Creed of “Fairness, Innovation, and Harmony” helped us to appreciate the importance of human capital in promoting sustainability, and so we defined it as one aspect of materiality. The Committee’s discussions on coal-fired power generation, which is more closely ESG-linked from a business perspective, were serious, leading to the decision for Marubeni to exit the sector. The move was significant in that it was an ESG initiative based on the motivation and ideas of the people on the front line and members of the Sustainability Management Committee.

Another of the company’s sustainability initiatives involves management of forests in Indonesia and Australia, covering an area of about 130,000 hectares in total. I expect Marubeni to examine how it contributes to the environment through forest-related activities and new business initiatives.

We still have work to do to develop unique ways for the Marubeni Group to promote sustainability. I hope there will be a range of related discussions, notably with those working in overseas bases and with our business partners. I expect this process to help us develop distinctive sustainability concepts and ideas for the Marubeni Group.

Corporate Governance

# Corporate Governance System

## Basic View on Corporate Governance

In accordance with the spirit of “Fairness, Innovation, and Harmony,” Marubeni believes in responding to the expectations of all its stakeholders — shareholders, customers, local communities, and employees — by increasing its corporate value to become a proud corporate group that contributes to social and economic development and helps to safeguard the global environment. To this end, Marubeni is making efforts to enhance corporate governance as the foundation for ensuring the soundness, transparency and efficiency of management.

In accord with this fundamental mindset, Marubeni has set

independence standards for outside directors and Audit & Supervisory Board members and is upgrading its management oversight functions through its outside directors and Audit Supervisory Board members. Marubeni believes that constructive engagement with shareholders and investors plays an important role in medium- to long-term corporate value enhancement. Through such engagement, Marubeni seeks to understand and appropriately respond to shareholders and investors’ perspectives while gaining their understanding of its management policies.

### Corporate Governance Chart

<b>Organizational design</b>	Company with auditor system
<b>Directors</b> (including outside)	13 (six)
<b>Audit &amp; Supervisory Board members</b> (including outside)	Five (three)
<b>Term of office for directors</b>	One year
<b>Executive officer system adopted</b>	Yes
<b>Number of meetings of the Board of Directors</b> (FYE 3/2021)	18
<b>Number of meetings of the Audit &amp; Supervisory Board</b> (FYE 3/2021)	16
<b>Advisory bodies to the Board of Directors</b> (voluntary)	Nomination Committee, Governance and Remuneration Committee
<b>Executive compensation system</b>	① Basic compensation / ② Performance-based compensation / ③ Bonuses / ④ Individual evaluation-based compensation / ⑤ Performance share units
<b>Independent auditor</b>	Ernst & Young ShinNihon LLC

### Roles and functions of Outside Directors and Outside Audit & Supervisory Board Members

- 1. Contributing various outside perspectives**  
Bring new vitality to the Board of Directors and the Audit & Supervisory Board by offering advice and suggestions based on a wealth of experience in various areas of origin and insights thereby gained, and share meaningful opinions from viewpoints not bound by Marubeni’s particular corporate culture or customs
- 2. Strengthening check and supervisory functions**  
Strengthen check and oversight functions with regard to representative directors by ensuring deliberation and decision-making based on fair, clear reasoning and standards acceptable to those outside the Company
- 3. Check for conflicts of interest**  
In situations where a conflict of interest exists between management and shareholders or other stakeholders, ascertain whether management is conducting business fairly in due consideration of the interests of such stakeholders

For more details, see our website.

Corporate Governance Report:  
[https://www.marubeni.com/en/company/governance/data/cg\\_en.pdf](https://www.marubeni.com/en/company/governance/data/cg_en.pdf)

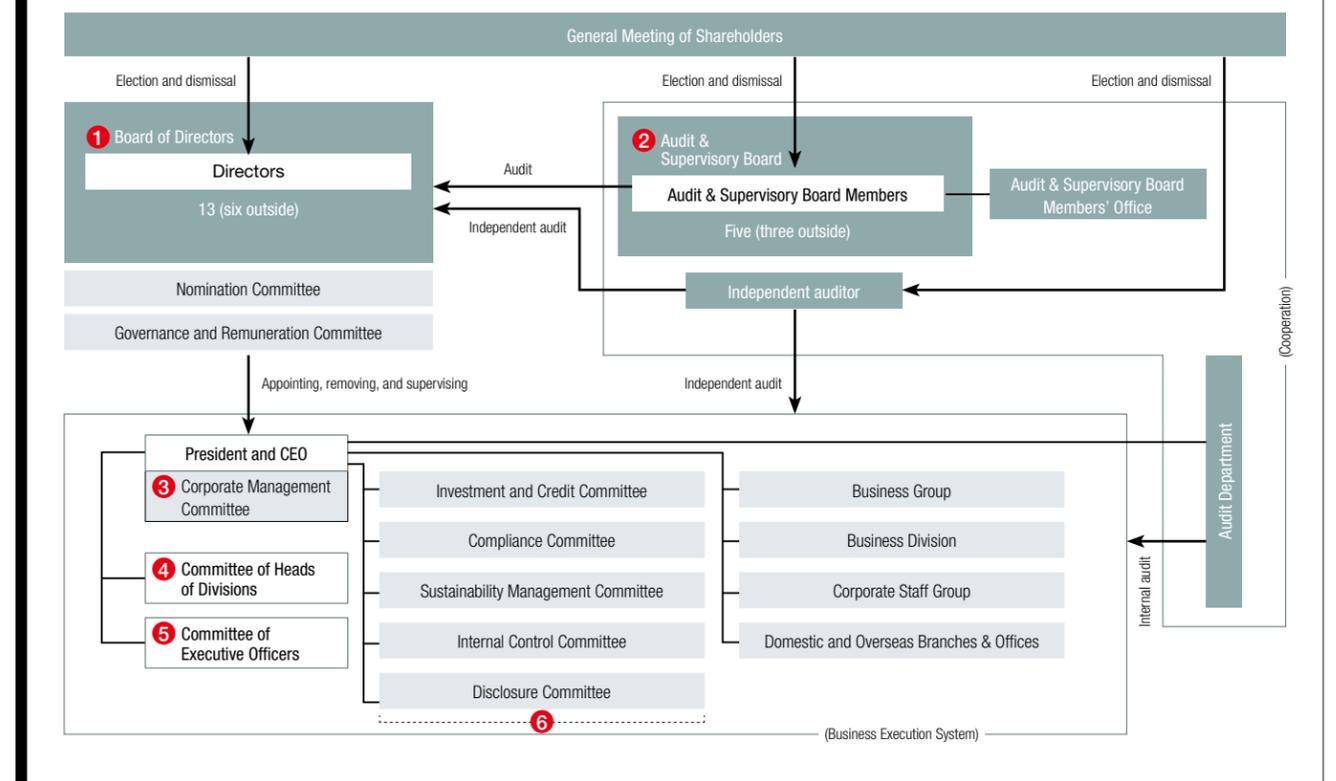


Marubeni’s Corporate Governance Code Initiatives (the Previous Version of the Code):  
[https://www.marubeni.com/en/company/governance/data/cgcord\\_en.pdf](https://www.marubeni.com/en/company/governance/data/cgcord_en.pdf)



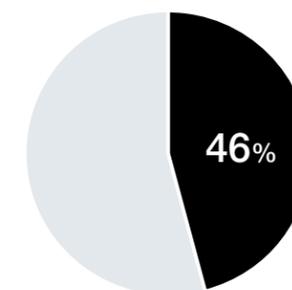
# Corporate Governance System

## Corporate Governance Structure



### ① Board of Directors

#### Percentage of Outside Directors



### Overview of the Board of Directors

<b>Composition</b>	13 directors (six outside)
<b>Number of Board meetings</b> (FYE 3/2021)	18
<b>Purpose</b>	<ul style="list-style-type: none"> <li>In accordance with laws and regulations and the Articles of Incorporation, the Board decides important management matters and supervises the business conduct of directors. In principle, the Chairman of the Board, who does not have representative rights or the authority to conduct business, chairs meetings of the Board of Directors.</li> <li>Directors, based on business duties determined by the Board of Directors, conduct business in accordance with laws and regulations and the Articles of Incorporation, and provide status reports to the Board at least once every three months.</li> <li>Outside directors are appointed to ensure the effectiveness of corporate governance.</li> <li>Marubeni adopts an executive officer system to improve the efficiency of conducting business. Also, Group CEOs participate in the Company’s overall management, and supervise overall operations of the business groups under their direction in accordance with the Company’s management policies.</li> </ul>
<b>Term of office for directors</b>	Set at one year, to clarify management responsibilities and flexibly build an optimal management system that can address changes in the business environment.

### Specialty and Experience of Members of the Board and Audit & Supervisory Board Members

The Corporation conducts business activities in a wide range of fields in a multifaceted manner through domestic and overseas networks, and the Board of Directors needs to deliberate on the appropriateness of management strategies, etc., and risks and so on associated with implementation, in an objective and multifaceted manner, and to appropriately supervise the status of execution. As such, with the aim of boosting the effectiveness of the Board of Directors, the Corporation appoints personnel who have diverse experience, knowledge, expertise, and insight, etc., and are well-versed in business activities, as Directors. The Corporation also appoints Audit & Supervisory Board members based on separate appointment criteria it has formulated.

For the appointment criteria, please see P.86: "Appointment of Directors and Audit & Supervisory Board Members candidates, policies and procedure for appointment and dismissal of the senior management."

(As of June 24, 2021)

Name	Position	No. of years in office (cumulative No. of years in office)	Corporate management	Finance and accounting	Legal affairs, compliance, risk management	Digital/IT	International experience	Public institutions
Fumiya Kokubu	Chairman of the Board	9 years (10 years and 9 months)	○				○	
Ichiro Takahara	Vice Chairman, Member of the Board	2 years (4 years)	○					○
Masumi Kakinoki	President and CEO, Member of the Board	3 years (3 years and 9 months)	○				○	
Akira Terakawa	Senior Executive Vice President, Member of the Board	— (2 years)	○				○	
Mutsumi Ishizuki	Senior Managing Executive Officer, Member of the Board	1 year	○		○		○	
Kenichiro Oikawa	Managing Executive Officer, Member of the Board	1 year	○			○	○	
Takayuki Furuya	Managing Executive Officer, Member of the Board	1 year	○	○			○	
Takao Kitabata	Outside Director	8 years / 3 years as Outside Audit & Supervisory Board Member *1					○	○
Kyohei Takahashi	Outside Director	5 years / 2 years as Outside Audit & Supervisory Board Member *1	○				○	
Yuri Okina	Outside Director	4 years		○		○	○	○
Takashi Hachoji	Outside Director	1 year / 3 years as Outside Audit & Supervisory Board Member *1	○			○	○	
Masato Kitera	Outside Director	1 year					○	○
Shigeki Ishizuka	Outside Director	—	○			○	○	
Hikaru Minami	Full-time Audit & Supervisory Board Member	2 years / 3 years as Member of the Board*2	○	○	○		○	
Toshiaki Kida	Full-time Audit & Supervisory Board Member	—			○		○	
Tsuyoshi Yoneda	Outside Audit & Supervisory Board Member	4 years			○	○		○
Yoichi Kikuchi	Outside Audit & Supervisory Board Member	1 year			○		○	○
Shigeru Nishiyama	Outside Audit & Supervisory Board Member	1 year		○			○	

\*1. Number of years served as Outside Audit & Supervisory Board Member of the Corporation before assuming office as Member of the Board  
 \*2. Number of years served as Member of the Board of the Corporation before assuming office as Audit & Supervisory Board Member

### Main Agenda Items of the Board of Directors

Purpose	<ul style="list-style-type: none"> <li>• Medium-term management strategies, investment and financing projects, management strategy including risk scenario analysis</li> <li>• Financial results and other finance-related matters</li> <li>• Executive compensation</li> <li>• Evaluation of the Effectiveness of the Board of Directors</li> <li>• Internal control-related matters</li> <li>• Policies for enhancing the corporate governance system, etc.</li> </ul>
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### Evaluation of the Effectiveness of the Board of Directors

Target	All Directors (11 people) and Audit and Supervisory Board members (five people) * As of December 2020
Frequency	Once a year
Implementation	A questionnaire survey and interviews were conducted. (anonymous responses) * An external specialized agency was utilized for implementation. As for the effectiveness evaluation regarding the Board of Directors in the fiscal year ended March 31, 2021, in order to extract more specific issues, the Corporation held interviews with all Directors and Audit & Supervisory Board Members in addition to conducting the questionnaire as in previous years.
Evaluation items	<ol style="list-style-type: none"> <li>1. Roles and responsibilities of the Board of Directors</li> <li>2. Relationship between the Board of Directors and senior executives</li> <li>3. Organizational design and composition of the Board of Directors and other bodies; Quality and expertise of Directors and of the Board of Directors</li> <li>4. Deliberation by the Board of Directors</li> <li>5. Relationship and dialogue with shareholders</li> <li>6. Engagement with stakeholders other than shareholders</li> <li>7. General and other items</li> </ol>
Evaluation process	The Board of Directors deliberated in view of the results of evaluation and review concerning the overall Board of Directors by the Governance and Remuneration Committee, including its composition and operation, based on the responses to the questionnaire and the results of the interviews.



Overview of the results of evaluation for the fiscal year ended March 31, 2021	The Board of Directors deliberated in view of the results of evaluation and review by the Governance and Remuneration Committee and confirmed that, overall, the Board of Directors is effectively operated. In particular, the Corporation's support for Outside Officers was highly regarded in that it provided sufficient education opportunities and information; the proceedings and the operation of the meetings of the Board of Directors has an atmosphere which is conducive to the expression of opinions by Outside Officers; sufficient time is provided to consider each item on the agenda; and information and issues regarding business execution are shared with sufficient content and frequency at the Board of Directors.
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Response to issues identified by the evaluation of effectiveness of the Board of Directors conducted in the fiscal year ended March 31, 2020	<p><b>(1) Strengthening of oversight and monitoring concerning management policies from the viewpoint of enhancement of corporate value over the medium to long term</b>                  Members of the Board of Directors discussed the business environment under the COVID-19 crisis and confirmed the Basic Policy of the Management Strategy in GC2021. Apart from Board of Directors meetings, the Corporation provided opportunities for open discussion and members of the Board freely discussed how best to enhance the supervision and monitoring functions of the Board. Taking into account the results of questionnaires and interviews, evaluation of these items was improved compared to evaluation results in the fiscal year ended March 31, 2020.</p> <p><b>(2) Enrichment of discussion, reflecting feedback of shareholders' expectations of the Corporation to the Board of Directors</b>                  Expectations from shareholders (obtained through earnings briefings and group meetings for institutional investors and briefings for individual investors) and related policy and status updates were reported in a timely manner by the President and CFO, as Director in charge of IR, to the Board of Directors. Taking into account the results of the questionnaire and interviews, evaluation of these items was improved compared to evaluation results in the fiscal year ended March 31, 2020.</p> <p>In order to enhance the corporate governance system, the Board of Directors discussed "Practical Guidelines for Group Governance Systems" published by the Japanese Ministry of Economy, Trade and Industry ("METI") on June 28, 2019, as well as "Practical Guidelines for Independent Directors" and "Practical Guidelines for Business Transformations," both published by METI on July 31, 2020. The Board of Directors conducted analysis and assessment of these guidelines, comparing them to the Corporation's own corporate governance system.</p> <p>For group governance, the Corporation established Marubeni Group Governance Policy on April 1, 2017 with the goal of sharing and disseminating the Marubeni Group's management policies and strengthening governance by clarifying the roles, authorities, and responsibilities of the Corporation and Marubeni Group companies. The Corporation continues to implement measures for maximizing the corporate value of the Marubeni Group and achieving sustainable growth, and the Board of Directors will continue to reach further and do more with their monitoring activities.</p>
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Major issues identified by the evaluation conducted in the fiscal year ended March 31, 2021 and the policy for future initiatives	<p><b>(1) Enhancement of discussion regarding material management issues at Board of Directors meetings and through free discussion</b></p> <p>The Board of Directors will enhance discussion of material management issues, not only internally but also outside of the Board, through conducting discussions regarding the medium- and long-term business environment and risk.</p>
	<p><b>(2) Policy for stakeholders (sustainability management and response to shareholders' and investors' expectations)</b></p> <p>The fact that the Board of Directors discusses reports from the Sustainability Management Committee and measures for providing information for stakeholders is highly valued. In terms of enhancing discussions based on feedback to the Board of Directors on expectations from shareholders, which was cited as an issue in the fiscal year ended March 31, 2020, the situation has been improved.</p> <p>Considering the increasing significance of sustainability and policy for expectations from stakeholders, including shareholders and investors, the Corporation will continue to implement measures for improvement by updating and monitoring execution in the Board of Directors from medium- and long-term perspectives.</p>
	<p><b>(3) Discussion regarding diversity of members of the Board of Directors</b></p> <p>The Board of Directors discussed functions of the Board of Directors and formation of members of the Board of Directors in the fiscal year ended March 31, 2021. The Board of Directors will consider the best combination of skills and experience, aiming to enhance functionality of the Board by discussing policy for diversity of skills and experience of Board members and by regularly reviewing it based on the business environment surrounding the Corporation.</p> <p>Referring to the results of effectiveness evaluations regarding the Board of Directors in the fiscal year ended March 31, 2021, the Corporation will continue to work on maintaining and improving the effectiveness of the Board of Directors going forward, and to pursue improvements in long-term corporate value.</p>

The following committees have been established as advisory bodies to the Board of Directors. Outside directors make up the majority of members of these committees, which are also chaired by outside directors.

**Nomination Committee**

<b>Composition</b> <small>(As of June 24, 2021)</small>	<b>Chair:</b> Yuri Okina, Director (Outside) <b>Members:</b> Masumi Kakinoki, President and CEO, Member of the Board Takashi Hatchoji, Director (Outside) Shigeki Ishizuka, Director (Outside)
<b>Purpose</b>	<ul style="list-style-type: none"> <li>The Nomination Committee deliberates on candidates proposed for appointment as directors and Audit &amp; Supervisory Board members as well as for the next CEO, and on succession plans formulated and enacted by the CEO (including qualifications, requirements, successor candidate groups, and training and development plans), and reports its findings to the Board.</li> </ul>
<b>Number of meetings</b> (FYE 3/2021)	Five (all members attended all meetings)
<b>Main topics of deliberation for the fiscal year ended March 2021</b>	<ul style="list-style-type: none"> <li>Candidates for directors and Audit &amp; Supervisory Board members</li> <li>Successor development plan</li> </ul>

**Governance and Remuneration Committee**

<b>Composition</b> <small>(As of June 24, 2021)</small>	<b>Chair:</b> Kyohei Takahashi, Director (Outside) <b>Members:</b> Masumi Kakinoki, President and CEO, Member of the Board Mutsumi Ishizuki, Senior Managing Executive Officer, Member of the Board Masato Kitera, Director (Outside) Tsuayoshi Yoneda, Audit & Supervisory Board Member (Outside) Yoichi Kikuchi, Audit & Supervisory Board Member (Outside)
<b>Purpose</b>	<ul style="list-style-type: none"> <li>The Governance and Remuneration Committee deliberates on decision-making policies and the suitability of standards regarding compensation for directors and executive officers, and reports its findings to the Board.</li> <li>Also assesses and reviews the Board of Directors as a whole, including Board composition and operations, and reports its findings to the Board.</li> </ul>
<b>Number of meetings</b> (FYE 3/2021)	Four (all members attended all meetings)
<b>Main topics of deliberation for the fiscal year ended March 2021</b>	<ul style="list-style-type: none"> <li>Compensation for directors and executive officers</li> <li>Review of stock-based compensation plans</li> <li>Evaluation of the effectiveness of the Board of Directors</li> <li>Enhancing disclosure of information on directors and Audit &amp; Supervisory Board members</li> </ul>

**Reason for Appointment and Main Activities**

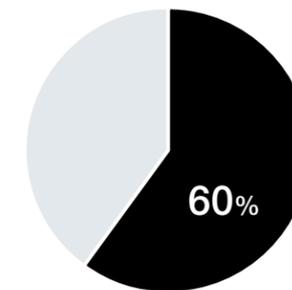
(As of June 24, 2021)

Name	Independent	Reason for Appointment/Main Activities	Advisory Committee	Biography
Chief Outside Director <b>Takao Kitabata</b>	○	<p><b>Reason for Appointment</b></p> <p>Mr. Kitabata served in key positions in government and has profound insight into economic trends in Japan and overseas. He vigorously stated opinions at meetings of the Board of Directors from an objective, specialist viewpoint. As the Chief Outside Director of the Corporation, he has been providing advice to management and appropriately supervising business execution. He is also well-versed in corporate governance. In the fiscal year ended March 31, 2021, as chairman of the Nomination Committee, he vigorously stated opinions in order to enhance soundness, transparency, and efficiency of the Corporation's management. Because he is expected to continue to fulfill the roles stated above, the Board of Directors reappointed him as Outside Director.</p> <p><b>Main Activities</b></p> <p>Mr. Kitabata participated in 17 out of a total of 18 Board meetings held during the fiscal year ended March 31, 2021, providing advice to management and appropriately supervising business execution as the Chief Outside Director of the Corporation, drawing on his profound insight into economic trends in Japan and overseas gained through a career serving in key positions in government as well as profound insight into corporate governance. As chairman, he attended all five meetings of the Nomination Committee held during the fiscal year ended March 31, 2021, leading discussions on the appointment of executives and succession development plans.</p>	—	2002: Deputy Vice-Minister, Ministry of Economy, Trade and Industry 2004: Director-General, Economic and Industrial Policy Bureau 2006: Vice-Minister of Economy, Trade, and Industry (Resigned in Jul. 2008) 2010: Audit & Supervisory Board Member, Marubeni Corporation Director, Kobe Steel, Ltd. (current) 2013: Chairman of the Board, Sanda Gakuen 2014: Principal, Sanda Gakuen Director, Seiren Co., Ltd. (current) Director, Zeon Corporation (current) 2020: President, KAISHI PROFESSIONAL UNIVERSITY, Niigata Sogo Gakuin Academic Corporation (current)
<b>Kyohei Takahashi</b>	○	<p><b>Reason for Appointment</b></p> <p>Mr. Takahashi has profound insight cultivated through involvement in corporate management at an international company. He vigorously stated opinions at meetings of the Board of Directors from a practical viewpoint. As an Outside Director of the Corporation, he has been providing advice to management and appropriately supervising business execution. He is also well-versed in corporate governance. As the chairman of the Governance and Remuneration Committee, he vigorously stated opinions in order to enhance soundness, transparency, and efficiency of the Corporation's management. Because he is expected to continue to fulfill the roles stated above, the Board of Directors reappointed him as Outside Director.</p> <p><b>Main Activities</b></p> <p>Mr. Takahashi participated in all 18 meetings of the Board of Directors held during the fiscal year ended March 31, 2021, providing advice to management and appropriately supervising business execution, drawing on his profound insight into corporate governance gained through experience in corporate management at an international company. As chairman, he attended all four meetings of the Governance and Remuneration Committee held during the fiscal year ended March 31, 2021, demonstrating strong leadership in discussions of areas such as the construction of a governance framework to enhance the soundness, transparency, and efficiency of the Corporation's management.</p>	Chairman of Governance and Remuneration Committee	2002: Managing Director, Showa Denko K.K. 2004: Senior Managing Director, Showa Denko K.K. 2005: Representative Director, President, Showa Denko K.K. 2007: Representative Director, President and Chief Executive Officer (CEO), Showa Denko K.K. 2011: Representative Director, Chairman of the Board, Showa Denko K.K. 2014: Audit & Supervisory Board Member of Marubeni Corporation 2015: Director, Chairman of the Board, Showa Denko K.K. 2016: Audit & Supervisory Board Member, Fukoku Mutual Life Insurance Company (current) 2016: Audit & Supervisory Board Member, Fukoku Mutual Life Insurance Company (current)
<b>Yuri Okina</b>	○	<p><b>Reason for Appointment</b></p> <p>Ms. Okina has profound insight into economic and financial matters cultivated through many years of research at a research institute. She also has experience as an outside officer at various companies, and experience based on extensive activities as a member of government committees, such as the Industrial Structure Council, the Financial System Council and the Tax Commission. She vigorously stated opinions at meetings of the Board of Directors from a specialist and multifaceted viewpoint. As an Outside Director of the Corporation, she has been providing advice to management and appropriately supervising business execution. Additionally, in the fiscal year ended March 31, 2021, she has been proactively expressing her opinions as a Nomination Committee member in order to enhance soundness, transparency, and efficiency of the Corporation's management and as an advisor to the Sustainability Management Committee to reinforce the sustainability promotion structure. Because she is expected to continue to fulfill the roles stated above, the Board of Directors reappointed her as Outside Director.</p> <p><b>Main Activities</b></p> <p>Ms. Okina participated in 17 out of a total of 18 Board meetings held during the fiscal year ended March 31, 2021, providing advice to management and supervising business execution, drawing on her profound insight gained in economic and financial matters cultivated through many years of research at a research institute. As a member, she attended all five meetings of the Nomination Committee held during the fiscal year ended March 31, 2021, actively expressing her opinions in discussions on the appointment of executives and succession development plans. In addition, as an advisor to the Sustainability Management Committee, she actively expressed her opinions regarding ways of reinforcing the sustainability promotion structure.</p>	Chairman of Nomination Committee	2006: Research Director, The Japan Research Institute, Limited 2014: Director, Bridgestone Corporation (current) Vice Chairman, The Japan Research Institute, Limited 2018: Chairman, The Japan Research Institute, Limited (current)

Name	Independent	Reason for Appointment/Main Activities	Advisory Committee	Biography
Takashi Hatchoji	○	<p><b>Reason for Appointment</b> Mr. Hatchoji has profound insight cultivated through his involvement in corporate management at an international company and has a wealth of experience in providing advice for and supervising business execution, serving as an outside officer of other companies. He was an Outside Audit &amp; Supervisory Board Member of the Corporation from June 2017 to June 2020 and has a good knowledge of the Corporation's business. He vigorously stated opinions at meetings of the Board of Directors from objective and specialist perspectives with an emphasis on practicality. As an Outside Director of the Corporation, he has been providing advice to management and appropriately supervising business execution. Additionally, he has been proactively expressing his opinions as a Nomination Committee member in order to enhance soundness, transparency, and efficiency of the Corporation's management and as an advisor to the Sustainability Management Committee to reinforce the sustainability promotion structure. Because he is expected to continue to fulfill the roles stated above, the Board of Directors reappointed him as Outside Director.</p> <p><b>Main Activities</b> Mr. Hatchoji participated in all 12 meetings of the Board of Directors held following his appointment as Outside Director during the fiscal year ended March 31, 2021, providing advice to management and supervising business, drawing on his profound insight cultivated over many years of experience in corporate management at an international company and a wealth of experience in providing advice for and supervising business execution as an outside officer of other companies. As a member, he attended all five meetings of the Nomination Committee held during the fiscal year ended March 31, 2021, actively expressing his opinions in discussions on the appointment of executives and succession development plans. In addition, as an advisor to the Sustainability Management Committee, he actively expressed his opinions regarding ways of reinforcing the sustainability promotion structure.</p>	Nomination Committee	<p>2007: President and Representative Director, Hitachi Research Institute 2009: Representative Executive Officer, Executive Vice President and Executive Officer, Hitachi, Ltd. 2011: Director, Hitachi, Ltd. (~ June 2015) 2015: Director, Nitto Denko Corporation (current) 2017: Audit &amp; Supervisory Board Member, Marubeni Corporation Director, Konica Minolta, Inc.</p>
Masato Kitera	○	<p><b>Reason for Appointment</b> Mr. Kitera served in key positions in the government, mainly in the Ministry of Foreign Affairs. He has a wealth of international experience and profound insight concerning international affairs cultivated through his involvement in diplomacy. He also has in-depth understanding and experience related to diversity, which is indispensable in management of the Corporation. He vigorously stated opinions at meetings of the Board of Directors from objective and specialist perspectives in light of the rapidly changing world situation. As an Outside Director of the Corporation, he has been providing advice to management and appropriately supervising business execution. Additionally, he has been proactively expressing his opinions as a Governance and Remuneration Committee member in order to enhance soundness, transparency, and efficiency of the Corporation's management. Because he is expected to continue to fulfill the roles stated above, the Board of Directors reappointed him as Outside Director.</p> <p><b>Main Activities</b> Mr. Kitera participated in all 12 meetings of the Board of Directors held following his appointment as Outside Director during the fiscal year ended March 31, 2021, providing advice to management and supervising business execution, drawing on his wealth of international experience and profound insight concerning international affairs cultivated through his important roles in public service centered on the Ministry of Foreign Affairs. After his appointment as a member of the Governance and Remuneration Committee, he attended all four meetings of the Committee held during the fiscal year ended March 31, 2021, contributing to discussions of areas such as the construction of a governance framework to enhance the soundness, transparency, and efficiency of the Corporation's management.</p>	Governance and Remuneration Committee	<p>2008: Director-General, International Cooperation Bureau, Ministry of Foreign Affairs 2010: Deputy Minister 2012: Assistant Chief Cabinet Secretary Ambassador and Plenipotentiary to People's Republic of China 2016: Ambassador to France, Andorra, and Monaco (Resigned in Dec. 2019) 2020: Member of the Board, NIPPON STEEL CORPORATION (current) 2021: Member of the Board, Japan Tobacco Inc. (current)</p>
Shigeki Ishizuka	○	<p><b>Reason for Appointment</b> Mr. Ishizuka has profound insight cultivated through his involvement in corporate management at an international company. As he has a background as a technology and development engineer, he has in-depth understanding and experience in the digital and IT fields, which are indispensable in management of the Corporation. The Corporation expects him to provide advice to management and appropriately supervise business execution from objective and specialist perspectives in light of the rapidly changing world situation in order to enhance soundness, transparency, and efficiency of the Corporation's management. In view of the above, the Board of Directors newly appointed him as Outside Director.</p> <p><b>Main Activities</b> —</p>	Nomination Committee	<p>2017: Representative Director and President, Sony Imaging Products &amp; Solutions Inc. 2018: Senior EVP, Sony Corporation 2020: Representative Director and President, CEO, Sony Electronics Corporation Vice Chairman, Representative Corporate Executive Officer, Sony Corporation (Currently, Sony Group Corporation) (current) 2021: Director, Sony Corporation (current)</p>

## 2 Audit & Supervisory Board

### Percentage of Outside Audit & Supervisory Board members



### Overview of Audit & Supervisory Board

Composition	Five auditors (three outside)
Number of meetings (FYE 3/2021)	16
Activities	<ul style="list-style-type: none"> <li>As a company with auditors, Marubeni has an Audit &amp; Supervisory Board. Audit &amp; Supervisory Board members oversee directors' execution of their duties by attending Board of Directors meetings and other important management gatherings and investigating operations and the status of assets pursuant to audit policies and audit plans formulated at Audit &amp; Supervisory Board meetings (including viewing important approval documents and monitoring documents for domestic and overseas business projects).</li> <li>The Audit &amp; Supervisory Board meets every other month, and as needed.</li> <li>Main areas considered by the Board are the preparation of audit reports, appointment and dismissal of full-time Audit &amp; Supervisory Board members, methods of examining auditing policies and operations and the status of assets, and other matters related to carrying out duties of Audit &amp; Supervisory Board members. Other areas considered include the appointment, dismissal, and non-reappointment of independent auditors, approval of compensation for independent auditors, and other matters brought up for resolution by the Audit &amp; Supervisory Board.</li> </ul>

### Reason for Appointment and Main Activities

(As of June 24, 2021)

Name	Independent	Reason for Appointment/Main Activities	Advisory Committee	Biography
Tsuyoshi Yoneda	○	<p><b>Reason for Appointment</b> Mr. Yoneda has a wealth of experience serving in key positions in the government from which he gained profound insight. He also has experience of serving as an outside officer of another company. As an Outside Audit &amp; Supervisory Board Member of the Corporation, he has been appropriately supervising management from objective and specialist perspectives in light of the rapidly changing world situation in order to enhance soundness, transparency, and efficiency of the Corporation's management. Additionally, he vigorously stated opinions as a Governance and Remuneration Committee member. In view of the above, the Board of Directors reappointed him as Outside Audit &amp; Supervisory Board Member.</p> <p><b>Main Activities</b> Participated in all 18 meetings of the Board of Directors and all 16 meetings of the Audit &amp; Supervisory Board held during the fiscal year ended March 31, 2021 and made appropriate remarks based primarily on his broad experience in government service and the deep insight he gained through such experience.</p>	Governance and Remuneration Committee	<p>2009: Commissioner-General's Secretariat, National Police Agency 2011: Deputy Directors-General, National Police Agency 2013: Commissioner General, National Police Agency (Retired in Jan. 2015) 2015: Director, Japan Exchange Group, Inc. (current)</p>
Yoichi Kikuchi	○	<p><b>Reason for Appointment</b> Mr. Kikuchi has a wealth of experience in legal circles and excellent expertise and profound insight cultivated through his experience. The Corporation believes that he will appropriately fulfill duties as an Outside Audit &amp; Supervisory Board Member from a professional, neutral, and objective perspective in monitoring and supervision of management and contribute to improvement of corporate governance of the Corporation and enrichment of audits by the Audit &amp; Supervisory Board. In view of the above, the Board reappointed him as Outside Audit &amp; Supervisory Board Member.</p> <p><b>Main Activities</b> Participated in all 12 meetings of the Board of Directors following his appointment as Outside Audit &amp; Supervisory Board Member and all 10 meetings of the Audit &amp; Supervisory Board held during the fiscal year ended March 31, 2021 and made appropriate remarks based primarily on his broad experience in legal circles and the deep insight he gained through such experience.</p>	Governance and Remuneration Committee	<p>2010: Head of Tokushima District Court &amp; Family Court 2011: Head of Kyoto District Court 2013: Chief Judge of Division, Tokyo High Court 2017: Head of Hiroshima High Court (Retired in Aug. 2018) 2018: Registered as attorney-at-law (current)</p>
Shigeru Nishiyama	○	<p><b>Reason for Appointment</b> Mr. Nishiyama has a high degree of expertise and a wealth of experience in accounting and finance and profound insight cultivated through such experience, as well as abundant experience as outside director/auditor of various companies. The Corporation believes that he will appropriately fulfill duties as an Outside Audit &amp; Supervisory Board Member in monitoring and supervision of management and contribute to improvement of corporate governance of the Corporation and enrichment of audits by the Audit &amp; Supervisory Board. In view of the above, the Board reappointed him as Outside Audit &amp; Supervisory Board Member.</p> <p><b>Main Activities</b> Participated in all 12 meetings of the Board of Directors following his appointment as Outside Audit &amp; Supervisory Board Member and all 10 meetings of the Audit &amp; Supervisory Board held during the fiscal year ended March 31, 2021 and made appropriate remarks based primarily on sophisticated expertise and wealth of experience in accounting and finance, and the high level of insight he has cultivated through such experience.</p>		<p>2006: Professor, Waseda University Graduate School (Business School) (Currently, Waseda Business School (Graduate School of Business and Finance)) (current) 2010: Auditor of the Board (Outside), Mitsui Sumitomo Insurance Company, Limited (current) 2016: Member of the Board/Audit and Supervisory Committee Member, UNIPRES CORPORATION (current) 2018: Specially Appointed Professor, Shizenkan University Graduate School of Leadership &amp; Innovation (current) Director, Chairman of the Audit Committee, Macromill, Inc. (current)</p>

### 3 Corporate Management Committee

The Corporation has put in place the following business execution framework.

<p><b>Composition</b> (As of June 24, 2021)</p>	<p>A total of nine directors, including five representative directors including the President, one senior managing executive officer, and three managing executive officers, as well as one full-time Audit &amp; Supervisory Board member</p>	
	 <p><b>Masumi Kakinoki</b> Representative Director, President and CEO</p>	 <p><b>Akira Terakawa</b> Representative Director, Senior Executive Vice President Chief Executive Officer, Food, Agriculture &amp; Chemicals Group; Vice Chairman of Investment and Credit Committee</p>
	 <p><b>Mutsumi Ishizuki</b> Representative Director, Senior Managing Executive Officer CAO; Senior Operating Officer, Audit Dept.; Senior Operating Officer, Executive Secretariat; Senior Operating Officer, New Office Building Project Dept.; Vice Chairman of Investment and Credit Committee; Chief Compliance Officer; Chairman of Internal Control Committee; Chief Information Officer</p>	 <p><b>Kenichiro Oikawa</b> Representative Director, Managing Executive Officer CDIO; CSO; Regional CEO for East Asia; Regional CEO for Japan Business; Vice Chairman of Investment and Credit Committee</p>
	 <p><b>Takayuki Furuya</b> Representative Director, Managing Executive Officer CFO; Chief Operating Officer, Investor Relations and Credit Ratings; Chairman of Investment and Credit Committee; Chief Sustainable Development Officer; Chairman of Disclosure Committee</p>	 <p><b>Hajime Kawamura</b> Senior Managing Executive Officers Chief Executive Officer, Transportation &amp; Industrial Machinery, Financial Business Group</p>
	 <p><b>Akihiko Sagara</b> Managing Executive Officers Chief Executive Officer, Energy &amp; Metals Group</p>	 <p><b>Jun Hirasawa</b> Managing Executive Officers Chief Executive Officer, Consumer Products Group</p>
	 <p><b>Yoshiaki Yokota</b> Managing Executive Officers Chief Executive Officer, Power Business &amp; Infrastructure Group</p>	
	<p><b>Number of meetings</b> (FYE 3/2021)</p>	40
<p><b>Purpose</b></p>	<ul style="list-style-type: none"> <li>Established as an advisory committee to the President to deliberate on management policies and important Group-wide management matters.</li> </ul>	

### 4 Committee of Heads of Divisions

<p><b>Composition</b></p>	President, representative directors, Division COOs, and regional CEOs and COOs appointed by the President.
<p><b>Number of meetings</b> (FYE 3/2021)</p>	Three
<p><b>Purpose</b></p>	<ul style="list-style-type: none"> <li>Deliberates on matters related to management performance, including budgets, financial results, and funding plans.</li> </ul>

### 5 Committee of Executive Officers

<p><b>Composition</b></p>	37 executive officers (Five of whom are also directors)
<p><b>Number of meetings</b> (FYE 3/2021)</p>	Three
<p><b>Purpose</b></p>	<ul style="list-style-type: none"> <li>Directs management policies issued by the President, exchanges information, and reports on financial performance, internal audits, and other issues related to management performance.</li> </ul>

Marubeni has established various committees for strengthening of corporate governance.

Main committees and their roles are as follows:

### 6 Various Committees

Committee	Role	Chair	Meeting Frequency
<p><b>Investment and Credit Committee</b></p>	Discusses and approves projects pending approval, such as investments. The Chair forwards items discussed in the committee for inclusion on Corporate Management Committee agendas.	Representative Director and Managing Executive Officer <b>Takayuki Furuya</b>	In principle, held one time a week Number of meetings in the fiscal year ended March 31, 2021: 16
<p><b>Compliance Committee</b></p>	Provides support and guidance with regard to practicing compliance and as such develops, maintains, and manages the Marubeni Group's compliance structure.	Representative Director and Senior Managing Executive Officer <b>Mutsumi Ishizuki</b>	In principle, held four times a year and as needed. Number of meetings in the fiscal year ended March 31, 2021: four
<p><b>Sustainability Management Committee</b></p>	The committee deals with the identification and periodic review of "Materiality" which takes into account the ESG (environmental value, social value and governance) point of view as it pertains to business fields as a whole and also deliberates matters related to sustainability, including ESG support and reports it to the Board of Directors.	Representative Director and Managing Executive Officer <b>Takayuki Furuya</b>	In principle, held one time a year and as needed. Number of meetings in the fiscal year ended March 31, 2021: five
<p><b>Internal Control Committee</b></p>	Monitors the development and implementation of basic internal control policies under the Companies Act, as well as drafting revisions when necessary. Also establishes, operates, and verifies the effectiveness of internal control systems for financial reports in accordance with the Financial Instruments and Exchange Act, and drafts internal control reports.	Representative Director and Senior Managing Executive Officer <b>Mutsumi Ishizuki</b>	Held as needed Number of meetings in the fiscal year ended March 31, 2021: two
<p><b>Disclosure Committee</b></p>	Creates disclosure principles and policies, ensures that internal systems concerning legally mandated and timely disclosure are in place, and decides the importance and appropriateness of the information targeted for legally mandated or timely disclosure.	Representative Director and Managing Executive Officer <b>Takayuki Furuya</b>	Held as needed Number of meetings in the fiscal year ended March 31, 2021: 15

## Appointment of Directors and Audit & Supervisory Board Member Candidates, Policies and Procedure for Appointment and Dismissal of Senior Management

### Appointment Criteria for Director Candidates

For directors, the Corporation appoints internal and external human resources having considerable insight and expertise fostered through ample experience in the Corporation's diversified business activities or in the respective industries to ensure swift and efficient decision-making and appropriate supervisory function in its management.

### Appointment Criteria for Audit & Supervisory Board Member Candidates

For Audit & Supervisory Board members, the Corporation appoints internal and external human resources having insight of the Corporation's management and considerable expertise and ample experience in financial affairs, accounting, law and risk management fields to ensure appropriate supervisory function.

Based on the deliberations and reports of the Nomination Committee, the proposal of candidates for directors and members of the Audit & Supervisory Board finalized through the resolution by the Board of Directors is submitted to the General Meeting of Shareholders.

### Appointment Criteria for Group CEOs, the CDIO, CAO, CFO, and CSO

The Corporation appoints Group CEOs, the CDIO, the CAO, the CFO, and the CSO from a pool of individuals both internally and externally. Those appointed from both inside and outside the Corporation are recognized as having outstanding expert knowledge, abundant business experience, and insight into the general management of trading companies and global business, and as being able to play appropriate roles such as making decisions on important matters for the Corporation, supervising business execution, and other such roles. The appointment of Executive Officers is decided through a resolution by the Board of Directors.

### Appointment Criteria for Executive Officers

The Corporation appoints executive officers from human resources responsible primarily for roles that maximize the medium- to long-term value of the Marubeni Group. The appointment of executive officers is decided through a resolution by the Board of Directors.

Decisions on the dismissal of the President or other executive officers and the removal from office of the representative director shall be made by the Board of Directors in case any of them violates laws or regulations, or in cases it is clearly acknowledged that their functions are not being manifested.

## Policy on the Holding and Reduction of Cross-Shareholdings (Listed General Investment Shares\*)

Marubeni Group conducts diversified business activities across a broad range of sectors through domestic and overseas networks. Cooperative relationships with a variety of companies are essential to its operations. The Company annually reviews the overall significance of holding each of its cross-shareholdings based on a comprehensive assessment of quantitative metrics (return on investment (income/loss divided by acquisition cost) compared against the Company's weighted-average cost of capital) and qualitative factors (e.g., maintaining or strengthening relationships with investee companies through equity ownership). The Board of Directors verifies the findings of this review. In principle, cross-shareholdings are sold if it is decided that holding them is no longer significant. Sales of cross-shareholdings are reported to the Board of Directors in the fiscal year following the decision to sell.

\* General investment shares are equity investments owned for a purpose other than as a pure investment.

## Standard on Exercising Voting Rights for Cross-Shareholdings (Listed General Investment Shares)

When exercising voting rights on listed shares owned as cross-shareholdings, the Company makes voting decisions primarily from the standpoint of medium- to long-term improvement in the investee company's corporate value.

## Marubeni Group Governance Policy

The Corporation has many group companies that span a wide variety of businesses all across the globe. As such, the Corporation respects the autonomy of these group companies, while also remaining responsible for the business management and monitoring of them as shareholder and business owner, and striving for the improvement and optimization of corporate value for the entire Marubeni Group. Furthermore, the group companies are also responsible for executing management, based on the policies, strategies and goals of the Marubeni Group, that will contribute to improving and optimizing corporate value. The Corporation (i) shares and disseminates Marubeni Group management policy, (ii) builds and strengthens group governance through the clarification of the abovementioned responsibilities, and (iii) maintains and plans the codification of necessary systems, policies and rules. As such, the Corporation established and adopted the "Marubeni Group Governance Policy" in April 2017 for group companies, and is advancing the dissemination and credentials of group governance.

## Training for Directors and Audit & Supervisory Board Members

Directors and Audit & Supervisory Board members are provided with the information they need to perform their duties in an appropriate and timely manner, by the Corporate Planning & Strategy Department, Executive Department, Audit & Supervisory Board Members' Office, and so on, playing central roles in this regard. Also, directors and Audit & Supervisory Board members are able to participate in meetings and seminars as necessary, at the Corporation's cost. In addition, in advance of meetings of the Board of Directors, outside officers are given briefings regarding management issues, execution status, agenda, and so on.

Furthermore, at the Committee of Executive Officers and so on, reports on the economic situation are given on a regular basis by Economic Research Institutes, and an effort is made to share information. Outside officers are also given opportunities to receive explanations from COOs regarding distributions of operations, issues, and project implementation status at each division.

### FYE 3/2021 Key Achievements

#### Training and provision of information to deepen understanding of the external environment

- Lecture from outside lawyer to outside officers about "The general shareholder meeting with COVID-19 and after" (June 2020)
- DX program for directors and Audit & Supervisory Board members from the CTO (Chief Technical Officer) of an external corporation (February 2021)
- Provision of information to directors and Audit & Supervisory Board members about the economic environment from the Economic Research Institute (at least quarterly, more frequently if necessary)

#### Training and provision of information to deepen understanding of the Corporation

- Explanation from each business division and each corporate staff department to new outside officers of distributions of operations, issues, and project implementation status at each division (May-June 2020)
- Status updates on the Corporation and promotion of mutual understanding through Audit & Supervisory Board members' regular meetings with the Chairman of the Board, the President, CSO/CDIO, CFO, and CAO respectively (outside directors attend as appropriate), and through free discussion among outside directors, the Chairman of the Board and the President (held 12 times in total)
- Explanation of agendas in advance of Board of Directors meetings to outside officers from the Corporate Planning & Strategy Department and Legal Department (as necessary)
- Sharing of details of interviews of executive departments conducted by inside Audit & Supervisory Board members to outside Audit & Supervisory Board members (as necessary)

\* Site visits held in FYE 3/2020 are noted below (not held in FYE 3/2021 due to the COVID-19 pandemic).

- Visited Senoko Energy company in Singapore (September 2019)  
Held meetings with management members and representatives of Senoko, a power generation and retail power and gas company, and visited related facilities, as well as staff dispatched to Singapore by the Company. Four outside officers participated.

## Directors' and Audit & Supervisory Board Members' Compensation

### Compensation for Directors and Audit & Supervisory Board Members

Maximum total remuneration shall be determined for all directors and all Audit & Supervisory Board members, respectively, by resolution at a General Meeting of Shareholders. As for policies to decide compensation and other payment for individual directors, the Governance and Remuneration Committee, with the majority of its members consisting of independent outside directors and Audit & Supervisory Board members, deliberates on the policies for compensation decisions and the appropriateness of compensation levels, and reports to the Board of Directors. The compensation amount is determined by resolution of the Board of Directors. The remuneration amount for Audit & Supervisory Board members is determined through discussions among the Audit & Supervisory Board members.

The composition of, and policies for setting, directors' and Audit & Supervisory Board members' compensation are as follows:

(As of June 24, 2021)

Position	Applicable Individuals	Compensation Policies	Compensation-Setting Method
Directors: 13	(Inside) Directors: seven	<p>Directors and executive officers are compensated in part with performance-based compensation</p> <ul style="list-style-type: none"> <li>To better align compensation with the GC2021 Medium-Term Management Strategy's management targets, the indicator used is the sum of 50% of consolidated net profit and 50% of core operating cash flow*.</li> <li>Beginning in FYE 3/2022, to give eligible directors an incentive to work to sustainably enhance the corporate value of the Corporation in the medium to long term, thereby enhancing future market value, and promoting greater value sharing with shareholders, directors and executive officers are paid 20% of their total basic and performance-based compensation in the form of restricted stock (shares with restriction on transfer) instead of cash. (At the same time, the Corporation discontinued the former stock-compensation-type stock options.)</li> </ul> <p>Introduced Performance Share Units (shares issued or disposed in accordance with the achievement of targets linked to market value growth rate and other performance indicators)</p> <ul style="list-style-type: none"> <li>Beginning in FYE 3/2022, to give eligible directors further incentive to enhance future market value, the Corporation is granting Performance Share Units. (At the same time, the Corporation discontinued the former compensatory stock options subject to market-capitalization-based exercisability conditions.)</li> </ul>	<ul style="list-style-type: none"> <li>The annual remuneration pool is not to exceed ¥1,100 million for directors (including pool of ¥120 million for outside directors) (Resolution of the 96th General Meeting of Shareholders on June 19, 2020)</li> <li>The total amount of compensation and other payment to directors (excluding outside directors) for the granting of Restricted Stock and Performance Share Units is up to a maximum of ¥180 million per year for Restricted Stock and up to a maximum of ¥120 million per year for Performance Share Units (Resolution of the 97th General Meeting of Shareholders on June 24, 2021)</li> </ul>
	Outside Directors: six		
Audit & Supervisory Board Member: Five	(Inside) Audit & Supervisory Board members: two	<ul style="list-style-type: none"> <li>Outside non-executive directors and Audit &amp; Supervisory Board members' compensation consists solely of fixed basic compensation. They receive no performance-based compensation.</li> <li>They are not eligible for the granting of Restricted Stock or Performance Share Units.</li> </ul>	<ul style="list-style-type: none"> <li>The monthly remuneration pool is not to exceed ¥12 million for Audit &amp; Supervisory Board members. (Resolution of the 88th General Meeting of Shareholders on June 22, 2012)</li> </ul>
	Outside Audit & Supervisory Board members: three		

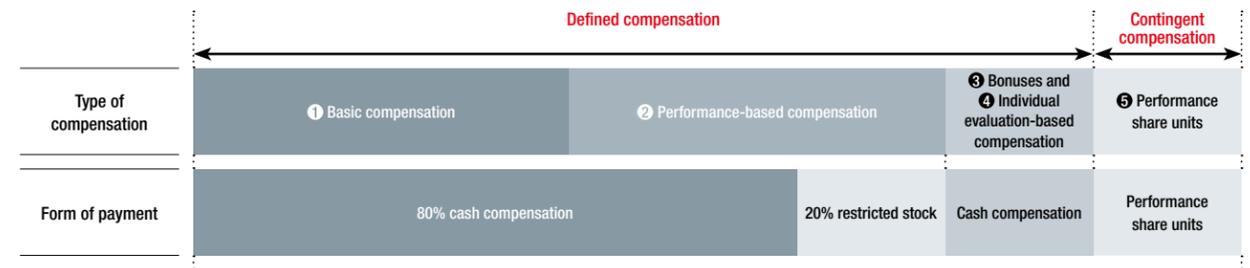
\* Core operating cash flow: Operating cash flow excluding net increase/decrease in working capital and others.

### (Inside) Directors' Compensation

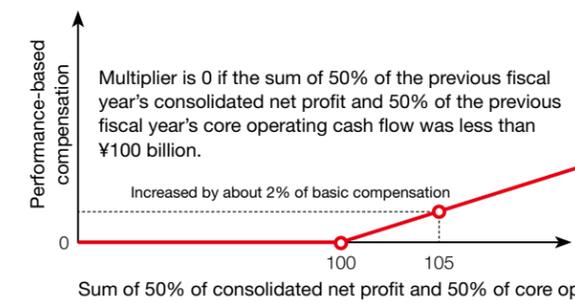
Compensation Type	Description	Fixed/Variable	Form of Payment
① Basic compensation	<ul style="list-style-type: none"> <li>Basic compensation that varies based on individual directors' positions</li> </ul>	Fixed	
② Performance-based compensation	<ul style="list-style-type: none"> <li>Compensation linked to consolidated business performance in the previous business year</li> <li>Performance-based compensation is an amount of basic compensation multiplied by a factor</li> <li>The factor to be applied is determined based on the "sum of 50% of the consolidated net income and 50% of the core operating cash flow for the previous business year." If the sum is below ¥100 billion, the factor is 0. If the sum is ¥100 billion or more, the factor proportionally increases (an increase of approx. 2 percentage points per increase of 5 billion yen)</li> </ul>	Variable	80% cash 20% Restricted Stock
③ Bonuses	<ul style="list-style-type: none"> <li>Director bonuses</li> <li>Representative directors are paid representative director bonuses in addition to director bonuses</li> </ul>	Fixed	
④ Individual evaluation-based compensation	<ul style="list-style-type: none"> <li>Organization's performance evaluation: The evaluation item is whether the consolidated net income target is achieved or not. The amount in which organization's performance evaluation is reflected is calculated by multiplying basic compensation by the ratio determined by the Board of Directors corresponding to the achievement/non achievement</li> <li>Qualitative evaluation by the President: Qualitative evaluation by the President takes into consideration business results in the fiscal year, medium- to long-term contribution, such as efforts and initiatives for new value creation toward the future, etc. The amount in which qualitative evaluation by the President is reflected is calculated by multiplying basic compensation by the ratio to reflect the qualitative evaluation by the President, which is within the range determined by the Board of Directors</li> </ul>	Variable	Cash
⑤ Performance Share Units	<ul style="list-style-type: none"> <li>Up to 1.5 times an amount equivalent to 10% of base annual compensation is allotted as Performance Share Units on top of the base compensation. Performance Share Units refers to the Corporation's common shares that the Corporation will issue to Eligible Directors (or dispose of) in accordance with the achievement of targets linked to market value growth rate and other performance indicators predetermined by the Corporation's Board of Directors</li> <li>(i) When Marubeni's market value growth rate** does not exceed the TOPIX (Tokyo Stock Price Index) growth rate*: zero</li> <li>(ii) When Marubeni's market value growth rate is equal to or exceeds the TOPIX growth rate: percentage determined by the following categories                             <ul style="list-style-type: none"> <li>When Marubeni's market value growth rate exceeds 150%: 1</li> <li>When Marubeni's market value growth rate exceeds 100% and does not exceed 150%: Marubeni's market value growth rate / 150%</li> <li>When Marubeni's market value growth rate does not exceed 100%: zero</li> </ul> </li> </ul>	Variable	Performance Share Units Restricted Stock

\*1. "Market value growth rate" refers to Marubeni's market value growth rate during the Performance Evaluation Period and is calculated by the following formula:  
 Marubeni's market value growth rate = A / B  
 A: The average of the market value which is calculated by multiplying the closing price of Marubeni's common stocks on the Tokyo Stock Exchange by the number of issued shares after subtracting treasury shares on each day for the three months immediately preceding the last date (inclusive) of the Performance Evaluation Period.  
 B: The average of the market value which is calculated by multiplying the closing price of Marubeni's common stocks on the Tokyo Stock Exchange by the number of issued shares after subtracting treasury shares on each day for the three months immediately preceding the day before the first date (inclusive) of the Performance Evaluation Period.  
 \*2. "TOPIX (Tokyo Stock Price Index) growth rate" refers to the TOPIX growth rate during the Performance Evaluation Period and shall be calculated by the following formula:  
 The TOPIX growth rate = C / D  
 C: The average of the closing price for the TOPIX on the Tokyo Stock Exchange on each day for the three months immediately preceding the last date (inclusive) of the Performance Evaluation Period.  
 D: The average of the closing price for the TOPIX on the Tokyo Stock Exchange on each day for the three months immediately preceding the day before the first date (inclusive) of the Performance Evaluation Period.

### (Inside) Directors' Compensation Mix



### Performance-based Compensation Formula



If the sum of 50% of the previous fiscal year's consolidated net profit (profit attributable to owners of the parent) and 50% of the previous fiscal year's core operating cash flow was at least ¥100 billion, performance-based compensation is equal to basic compensation multiplied by a multiplier that increases in proportion to said sum (i.e., by approximately 2 percentage points per ¥5 billion)

### Total Compensation and Other Payment for Directors and Audit & Supervisory Board Members in the FYE 3/2021

Category	Number of recipients	Amount of payment (Millions of yen)	Breakdown (Millions of yen)			
			Basic compensation*	Performance-based compensation*	Stock-compensation-type stock options	Stock-compensation-type stock options subject to market-capitalization-based exercisability conditions
Directors	inside directors	7	374	292	70	12
	Outside directors	6	86	86	—	—
	Total	13	460	378	70	12
Audit & Supervisory Board members	Inside Audit & Supervisory Board members	2	80	80	—	—
	Outside Audit & Supervisory Board members	5	51	51	—	—
	Total	7	131	131	—	—

\* The amounts presented for basic compensation and performance-based compensation are the total amounts of cash compensation and do not include stock-compensation-type stock options.

\*1. Rounded to the nearest million.  
 \*2. Basic compensation includes bonuses and individuals' evaluation-based compensation.  
 \*3. Limits to the amount of executive compensation determined by a resolution of the General Meeting of Shareholders are as follows: "Annual pool not to exceed ¥1,100 million for directors (including pool of ¥120 million for outside directors)" (at the 96th General Meeting of Shareholders held on June 19, 2020, applicable to 11 directors (of which five are outside directors)); "Monthly pool not to exceed ¥12 million for Audit & Supervisory Board members" (at the 88th General Meeting of Shareholders held on June 22, 2012, applicable to five Audit & Supervisory Board members); and annual stock-compensation-type stock options" not to exceed ¥220 million for directors (excluding outside directors)" (at the 92nd General Meeting of Shareholders held on June 24, 2016, applicable to six directors). At the 97th General Meeting of Shareholders held on June 24, 2021, a resolution to newly introduce a system for paying Restricted Shares and Performance Share Units to directors (excluding outside directors) was approved, applicable to 18 directors.  
 \*4. The above numbers include two directors who retired during the fiscal year ended March 31, 2021 (including one outside director) and two outside Audit & Supervisory Board members. As of the end of the fiscal year ended March 31, 2021, there were 11 directors (including five outside directors) and five Audit & Supervisory Board members (including three outside Audit & Supervisory Board members).  
 \*5. The above compensation and other payment amounts indicate the amount of compensation related to stock acquisition rights granted as stock options to seven directors (excluding outside directors) that were recorded as accounting expenses in the fiscal year ended March 31, 2021.  
 \*6. The Company submitted a resolution to abolish its system of retirement bonuses for executives at the conclusion of the 83rd General Meeting of Shareholders, held on June 22, 2007, with abolishment accompanied by the decision to close out and pay any remaining retirement bonuses associated with the system. The Company will make these payments to directors and Audit & Supervisory Board members who are eligible under the resolution, paying directors when they have retired both from their directorship and any held post as executive officer, and paying Audit & Supervisory Board members upon their retirement. Regarding directors and Audit & Supervisory Board members eligible to receive a final payment in relation to the abolition of the Retirement Remuneration plan, no retirement remuneration was paid in the fiscal year ended March 31, 2021.

### Individuals to Whom the Total Amount of Compensation Paid Exceeded ¥100 Million for the Fiscal Year Ended March 31, 2021

No individuals to whom the total amount of compensation paid exceeded ¥100 million in the fiscal year ended March 31, 2021.

# Internal Control

Marubeni seeks to steadily increase and maximize corporate value through business activities that are in accordance with its Company Creed and Management Philosophy, and to steadily and continuously build and expand the entire Group's business foundation. To this end, Marubeni has established internal control systems.

## Basic Policy

Marubeni's internal control systems serve as a rational process to ensure improvement of efficiency of business operations, accurate financial reporting to stakeholders, compliance with applicable laws and regulations, safeguarding of assets, and appropriateness of corporate activities. Marubeni regularly reviews this internal control systems based on its structure and operation status to respond to changes in social conditions and the business environment.

In accordance with the Companies Act and its implementation guidelines, Marubeni has established a Basic Internal Control Policy, which helps to ensure that all business activities are conducted appropriately. Each year, Marubeni confirms the content and implementation of this policy, and implements improvements when necessary. With regard to the internal control report mandated under the Financial Instruments and Exchange Act, the Internal Control Committee conducts evaluations as stipulated in the practical standards. As in the year ended March 31, 2020, we submitted our internal control report for the year ended March 31, 2021, which concluded that, "internal control is effective."

Please refer to the corporate website for information on the Company's Basic Internal Control Policy.  
[https://www.marubeni.com/en/company/governance/measure/internal\\_control/](https://www.marubeni.com/en/company/governance/measure/internal_control/)



### Basic Internal Control Policy (Key Items)

- ① Systems necessary to ensure that the execution of duties by Directors and employees complies with laws and regulations and the Articles of Incorporation
- ② Systems to preserve and manage information related to the execution of duties by Directors
- ③ Internal regulations for the risk management of losses and other related systems
- ④ Systems necessary to ensure the efficient execution of duties by Directors
- ⑤ Systems necessary to ensure the appropriateness of operations by the Group
- ⑥ Matters concerning employees assisting the duties of Audit & Supervisory Board Members, and matters concerning the independence of these employees from Directors
- ⑦ Systems for Directors and employees to report to Audit & Supervisory Board Members, and other systems for reports to Audit & Supervisory Board Members
- ⑧ Other systems necessary to ensure effective audits by Audit & Supervisory Board Members

# Risk Management

As the business environment surrounding Marubeni changes daily and uncertainties increase, Marubeni's competitiveness is key to appropriately responding to change and clearly identifying opportunities and risks as they appear.

As it engages in a broad range of business activities globally, Marubeni manages diverse risks from multiple approaches, such as macro, micro, quantitative and qualitative perspectives. The Company has created a basic policy and internal rules for managing risks from each perspective, and keeps up to date its organizations, management structures and management methods to enable effective risk management.

## Basic Policy

### 1 Management Framework for Business Projects

For individual deals such as significant business investments, Marubeni has a risk management regime spanning every step from entry through exit-based consensus decision-making and monitoring.

With regard to new deals, business groups must first submit project summaries and business plans. In response, the relevant corporate staff groups submit opinions on the result of risk analyses from both a quantitative and qualitative perspective. They are then discussed by the Investment and Credit Committee.

The Investment and Credit Committee applies PATRAC\*, the risk-adjusted profit after tax, as one guideline for quantitatively evaluating the deal while taking into account the feasibility of individual deals, risk analyses and company-wide concentration risks. The deal is then forwarded to the Corporate Management Committee for further scrutiny and approved by the President. Deals that exceed a certain materiality threshold are approved by a Board of Directors' resolution.

Once an investment has been made, the business group monitors it. Highly material investments, however, are monitored

\* PATRAC (Profit After Tax less Risk Asset Cost): A performance indicator developed by Marubeni to measure the extent to which returns exceed a minimum risk-adjusted return target

more closely to facilitate early problem detection and corrective action. The Investment and Credit Committee, Corporate Management Committee and the Board of Directors periodically receive reports on the current status of investments. The strategic, growth and profit potential of these investments is examined, with necessary investments considered from a variety of multifaceted angles and the determination regarding whether to revise and move forward or with-draw made in accordance with a consensus-based decision-making process.

For more details, please refer to Concerning the Decision-making Processes for New Investments and Asset Recycling on P.27.

## 2 Addressing Quantitative Risks

### Integrated Risk Management

Marubeni practices integrated risk management across its diverse operations spanning a broad range of sectors and geographic areas. Its integrated risk management incorporates both a macro view of the entire Group and a micro focus on individual risks. In conducting integrated risk management encompassing all of its Group assets, Marubeni prepares for unforeseen circumstances by measuring maximum downside risk (risk assets) in the value of assets owned by the Marubeni Group, classifying risk attributes in terms of risk exposure by country, industry and customer credit rating.

### Credit Risk Management

Marubeni analyzes counterparties' credit risk both quantitatively and qualitatively and manages its credit risk in accordance with the degree of risk involved. Specifically, Marubeni uses a credit scoring model based on its own proprietary algorithms and ranks customers in terms of creditworthiness based on their financial statement data and other relevant considerations, such as country risk and creditworthiness, including that of the parent company.

Utilizing these creditworthiness rankings together with qualitative assessments, Marubeni sets credit limits for individual counterparties. Marubeni also calculates allowances for credit losses based on collection periods, seeks to earn returns commensurate with risk and takes precautions against losses.

### Market Risk Management

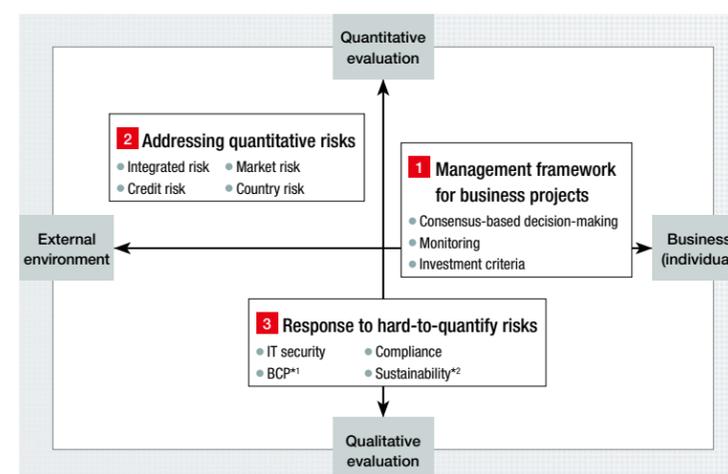
Marubeni's operations are exposed to the risk of fluctuations in market factors, such as commodities, foreign exchange rates and interest rates. Marubeni has designated departments in charge of managing risks, and each one measures the potential impact of each risk on earnings, and ways to deal with these risks.

Crude oil, natural gas, grains and other commodities pose a risk of substantial earnings volatility due to market price fluctuations. To avoid excessive risk exposure to any single commodity market, Marubeni manages the risk of such commodity price fluctuations by managing its commodity market positions that have commodity-by commodity basis limits, and by regularly monitoring its positions in every commodity it trades.

### Country Risk Management

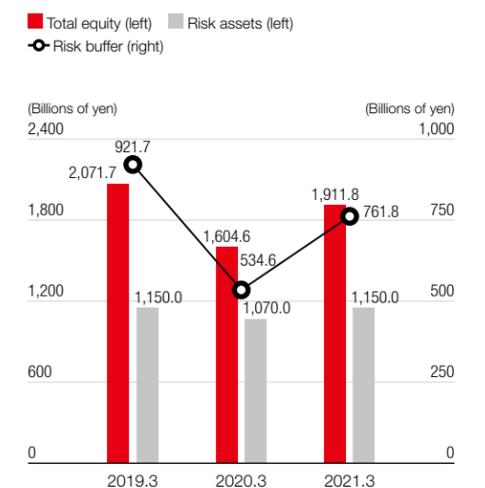
Recognizing and managing the positive or negative impacts of unfolding events on individual countries and businesses amid an ever-changing, increasingly complex global business environment has become more important than ever for Marubeni, given its ongoing aggressive investment in overseas businesses. Marubeni currently categorizes countries based on their degree of risk in hypothetical scenarios in which financial risk escalates simultaneously across multiple countries. Marubeni manages both its overall exposure to each category of countries and the risk of concentrated exposure to any single country or region, the latter by controlling its exposure to individual countries. The Company aims to balance risks and returns by setting earnings standards for each country classification.

## Overview of Marubeni's Risk Management



\*1. For details, please refer to Building Resilience to Changes in the Operating Environment: Our Response to COVID-19 on P.65.  
 \*2. For details, please refer to Sustainability section on PP.48-69.

## Risk Assets and Risk Buffer



### 3 Response to Hard-to-Quantify Risks

For hard-to-quantify risks, such as compliance risk, Marubeni has structures in place to prevent such risks from materializing, by reinforcing corporate governance, updating internal control systems and strengthening the compliance structure.

#### 3-1. IT Security

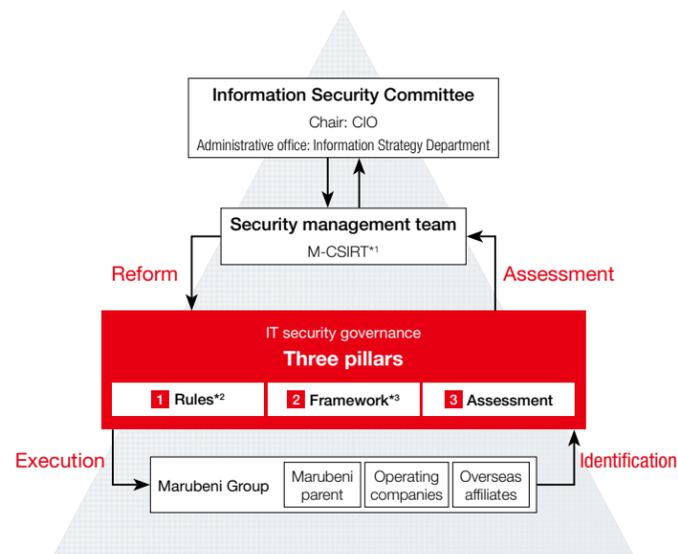
Marubeni aims to reduce Groupwide security risks through an IT security governance framework.

Marubeni has established the Information Security Committee, chaired by the CIO, to formulate response policies and identify security issues. The Company has also created systems for responding to security incidents with security management teams (M-CSIRT) that comprehensively take care of incidents.

Marubeni recognizes the importance of appropriately managing information assets and ensuring a high level of IT security.

(1) IT governance rules for information security are shared among and strictly followed by Group companies. (2) In principle, all Group companies are provided with secure, shared IT services based on these rules. (3) Assessments of compliance with IT governance rules are periodically conducted.

#### IT Security Governance Framework



\*1 Dedicated security team for the entire Marubeni Group, in charge of planning measures and responding cyberattacks.  
 \*2 IT governance rules shared among the Group are IT and security rules that the Marubeni Group must follow.  
 \*3 IT services shared among the Group, comprising networks, services that ensure the security of PCs, and sales support services.

### 3-2. Compliance

#### Basic Policy

As it advances its global operations, Marubeni acts in accordance with the belief that compliance goes beyond merely following the letter of the law. In its truest sense, compliance means corporations—as good members of society—practicing high levels of ethics, living up to the expectations of stakeholders, and fulfilling their social responsibilities. To achieve this type of compliance, Marubeni is reinforcing and regularly improving its compliance systems through reviewing and sharing violation cases under the guidance of the Compliance Committee, which is overseen by the President and CEO. We have also established the specialized Compliance Control Department and are constructing compliance systems and spreading awareness with an emphasis on preventing the occurrence of serious economic crimes within the Group. Going forward, we will continue to strengthen global compliance systems that encompass all Group companies.

#### Stringent Application of the Compliance Manual

Part of the Marubeni Group's Company Creed is "Fairness." This symbolizes our pledge to always conduct ourselves in a fair and upright manner. We have defined Marubeni's stance on compliance as: "When you are faced with a choice between integrity and profit, choose integrity without hesitation." Based on this stance, Marubeni has compiled the Marubeni Group Compliance Manual, which specifies the standards of behavior that Group employees are expected to follow in all their daily work activities. Every year, the Company's executives and employees, as well as the presidents of all domestic Marubeni Group companies, make a written statement to adhere to the code expressed in this manual. As of October 2020, the Compliance Manual, now in its 17th edition, is available in English as well as Japanese, and can be viewed on the Company's website.



Compliance Manual

For details on the Compliance Manual, visit our website: [https://www.marubeni.com/en/company/governance/measure/compliance/manual/pdf/compliance\\_manual\\_2020\\_en.pdf](https://www.marubeni.com/en/company/governance/measure/compliance/manual/pdf/compliance_manual_2020_en.pdf)



#### Marubeni Group Anti-Corruption Policy

The Marubeni Group places utmost priority on compliance and deems trade which requires corrupt practice to win orders is not only unnecessary for but also contrary to the interest of the Group.

As a member of global corporations, the Marubeni Group is seriously committed to prevention of bribe-giving. With the aim of helping officers and employees of the Marubeni Group all over the world to soundly deliver on their anti-bribery commitment, we have established the "Anti-Corruption Handbook" which should be commonly observed by all officers and employees. In addition, in order to thoroughly manage the bribery risk, we distribute the following policy to our business partners and ask for their cooperation in our anti-corruption due diligence. Moreover, Group companies are subject to periodic audits and theme-based audits by the Audit Department in order to ensure measures to prevent bribery are being properly implemented across the Marubeni Group.

For details on the Marubeni Group Anti-Corruption Policy, visit our website: [https://www.marubeni.com/en/company/governance/measure/compliance/policy\\_en.pdf](https://www.marubeni.com/en/company/governance/measure/compliance/policy_en.pdf)



#### Compliance Access Points

If any director or employee of a Marubeni Group Company becomes aware of any conduct that is (or that is suspected of being) contrary to the compliance system, that conduct should be reported in accordance with the established guidelines of the appropriate organization. If the usual lines of reporting are not functioning properly for any reason, the following access points.

#### (1) Marubeni Hotline (formerly, "Door of Courage")

The "Marubeni Hotline" (formerly, "Door of Courage") is the Compliance Access Point for general compliance matters. It is available to the directors and employees of our Group Companies. To make a report or seek a consultation using the "Marubeni Hotline," you may contact any of the below.

- Compliance Committee
- Outside legal counsel

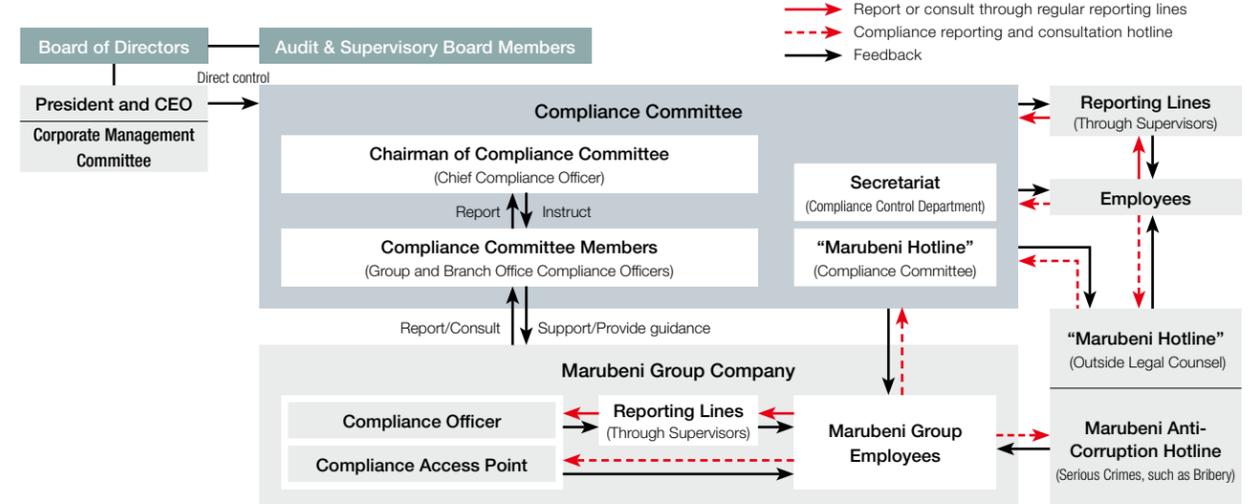
#### (2) Marubeni Anti-Corruption Hotline

The "Marubeni Anti-Corruption Hotline" is the Compliance Access Point for concerns relating to bribery and other serious crimes. It is available to the directors and employees of Marubeni Group Companies and our business partners.

#### Compliance Education and Training

The Marubeni Group conducts compliance education and training programs throughout its organization. Specifically, Marubeni conducts training programs in accordance with the Marubeni Group Compliance Manual. We conduct e-Learning programs, role playing, case studies and group training sessions to teach employees about general compliance topics, anti-bribery precautions, and cartel countermeasures. In addition, the Chairman of the Compliance Committee and representatives from the Compliance Control Department make periodic visits to Group companies and overseas offices to raise awareness of compliance through dialogue and other measures. With operations around the world, Marubeni engages in cross-border projects, and must strictly comply with the anti-corruption laws and competition laws of each country. The executives and employees involved in these projects constantly shared the latest information about laws and regulations, by publishing memos, and so on.

#### Organizational Diagram for the Marubeni Group Compliance System



# Corporate Management

As of June 24, 2021

## Members of the Board



### Fumiya Kokubu

Director, Chairman of the Board

No. of years served as Director	9 years
Attendance at meetings of the Board of Directors	100% (18/18)
Current shareholdings in the Corporation*1	213 thousand shares
Potential shareholdings in the Corporation*1	207 thousand shares
Total shareholdings in the Corporation*1	421 thousand shares

Apr. 1975: Joined Marubeni Corporation  
 Apr. 2005: Executive Officer  
 Jun. 2008: Managing Executive Officer, Member of the Board  
 Apr. 2010: Senior Managing Executive Officer  
 Jun. 2012: Senior Executive Vice President, Member of the Board  
 Apr. 2013: President and CEO, Member of the Board  
 Apr. 2019: Chairman of the Board (Current)  
 Status of Important Concurrent Occupations or Positions at Other Organizations:  
 Member of the Board, TAISEI CORPORATION  
 Director, Honda Motor Co., Ltd.



### Ichiro Takahara

Director, Vice Chairman

No. of years served as Director	2 years
Attendance at meetings of the Board of Directors	100% (18/18)
Current shareholdings in the Corporation*1	21 thousand shares
Potential shareholdings in the Corporation*1	147 thousand shares
Total shareholdings in the Corporation*1	168 thousand shares

Apr. 1979: Joined the Ministry of International Trade and Industry (MITI)  
 Jul. 2009: Director-General, Kanto Bureau of Economy, Trade and Industry, METI  
 Jul. 2010: Commission, Small and Medium Enterprise Agency, METI  
 Sep. 2011: Commission, Agency for Natural Resources and Energy, METI (Resigned in Jun. 2013)  
 Oct. 2013: Advisor of Marubeni Corporation  
 Jun. 2014: Managing Executive Officer, Member of the Board  
 Jun. 2016: Managing Executive Officer  
 Apr. 2017: Senior Managing Executive Officer  
 Jun. 2019: Senior Executive Vice President, Member of the Board  
 Apr. 2020: Vice Chairman, Member of the Board (Current)



### Takao Kitabata

External (Independent) Director

No. of years served as Director	8 years
Attendance at meetings of the Board of Directors	94.4% (17/18)
Current shareholdings in the Corporation*1	—
Potential shareholdings in the Corporation*1	—
Total shareholdings in the Corporation*1	—

Jul. 2002: Deputy Vice-Minister, the Ministry of Economy, Trade and Industry  
 Jun. 2004: Director-General, Economic and Industrial Policy Bureau  
 Jul. 2006: Vice-Minister of Economy, Trade, and Industry (Resigned in Jul. 2008)  
 Jun. 2010: Audit & Supervisory Board Member of Marubeni Corporation  
 Director, Kobe Steel, Ltd. (Current)  
 Jun. 2013: Member of the Board of Marubeni Corporation (Current)  
 Chairman of the Board, Sanda Gakuen  
 Apr. 2014: Principal, Sanda Gakuen  
 Jun. 2014: Director, Seiren Co., Ltd. (Current)  
 Director, Zeon Corporation (Current)  
 Apr. 2020: President, KAISHI PROFESSIONAL UNIVERSITY, Niigata Sogo Gakuin Academic Corporation (Current)



### Kyohei Takahashi

External (Independent) Director

No. of years served as Director	5 years
Attendance at meetings of the Board of Directors	100% (18/18)
Current shareholdings in the Corporation*1	—
Potential shareholdings in the Corporation*1	—
Total shareholdings in the Corporation*1	—

Mar. 2002: Managing Director, Showa Denko K.K.  
 Mar. 2004: Senior Managing Director, Showa Denko K.K.  
 Jan. 2005: Representative Director, President, Showa Denko K.K.  
 Jan. 2007: Representative Director, President and Chief Executive Officer (CEO), Showa Denko K.K.  
 Jan. 2011: Representative Director, Chairman of the Board, Showa Denko K.K.  
 Jun. 2014: Audit & Supervisory Board Member of Marubeni Corporation  
 Mar. 2015: Director, Chairman of the Board, Showa Denko K.K.  
 Jun. 2016: Member of the Board of Marubeni Corporation (Current)  
 Jul. 2016: Audit & Supervisory Board Member, Fukoku Mutual Life Insurance Company (Current)  
 Mar. 2017: Executive Advisor, Showa Denko K.K. (Current)



### Masumi Kakinoki

Representative Director, President and CEO

No. of years served as Director	3 years
Attendance at meetings of the Board of Directors	100% (18/18)
Current shareholdings in the Corporation*1	107 thousand shares
Potential shareholdings in the Corporation*1	174 thousand shares
Total shareholdings in the Corporation*1	281 thousand shares

Apr. 1980: Joined Marubeni Corporation  
 Apr. 2010: Executive Officer  
 Jun. 2013: Managing Executive Officer, Member of the Board  
 Apr. 2014: Managing Executive Officer  
 Apr. 2017: Senior Managing Executive Officer  
 Apr. 2018: Senior Executive Vice President, Member of the Board  
 Apr. 2019: President and CEO, Member of the Board (Current)



### Akira Terakawa

Representative Director, Senior Executive Vice President

No. of years served as Director	—
Current shareholdings in the Corporation*1	66 thousand shares
Potential shareholdings in the Corporation*1	122 thousand shares
Total shareholdings in the Corporation*1	189 thousand shares

Apr. 1981: Joined Marubeni Corporation  
 Apr. 2010: Executive Officer  
 Apr. 2013: Managing Executive Officer  
 Jun. 2014: Managing Executive Officer, Member of the Board  
 Jun. 2016: Managing Executive Officer  
 Apr. 2018: Senior Managing Executive Officer  
 Apr. 2021: Senior Executive Vice President, Member of the Board, Chief Executive Officer, Food, Agriculture & Chemicals Group; Vice Chairman of Investment and Credit Committee (Current)  
 Status of Important Concurrent Occupations or Positions at Other Organizations:  
 Director, United Super Markets Holdings Inc.



### Yuri Okina

External (Independent) Director

No. of years served as Director	4 years
Attendance at meetings of the Board of Directors	94.4% (17/18)
Current shareholdings in the Corporation*1	—
Potential shareholdings in the Corporation*1	—
Total shareholdings in the Corporation*1	—

Jun. 2006: Research Director, The Japan Research Institute, Limited  
 Mar. 2014: Director, Bridgestone Corporation (Current)  
 Jun. 2014: Vice Chairman, The Japan Research Institute, Limited  
 Jun. 2017: Member of the Board of Marubeni Corporation (Current)  
 Apr. 2018: Chairperson, The Japan Research Institute, Limited (Current)



### Takashi Hatchoji

External (Independent) Director

No. of years served as Director	1 years
Attendance at meetings of the Board of Directors	100% (12/12)
Current shareholdings in the Corporation*1	—
Potential shareholdings in the Corporation*1	—
Total shareholdings in the Corporation*1	—

Jun. 2007: President and Representative Director, Hitachi Research Institute  
 Apr. 2009: Representative Executive Officer, Executive Vice President and Executive Officer, Hitachi, Ltd.  
 Jun. 2011: Director, Hitachi, Ltd.  
 Jun. 2015: Director, Nitto Denko Corporation (Current)  
 Jun. 2017: Audit & Supervisory Board Member of Marubeni Corporation  
 Director, Konica Minolta, Inc. (Current)  
 Jun. 2020: Member of the Board of Marubeni Corporation (Current)



### Mutsumi Ishizuki

Representative Director, Senior Managing Executive Officer

No. of years served as Director	1 years
Attendance at meetings of the Board of Directors	100% (12/12)
Current shareholdings in the Corporation*1	92 thousand shares
Potential shareholdings in the Corporation*1	90 thousand shares
Total shareholdings in the Corporation*1	182 thousand shares

Apr. 1981: Joined Marubeni Corporation  
 Apr. 2011: Executive Officer  
 Apr. 2014: Managing Executive Officer  
 Jun. 2020: Senior Managing Executive Officer, Member of the Board; CAO; Senior Operating Officer, Audit Dept.; Senior Operating Officer, Executive Secretariat; Senior Operating Officer, New Office Building Project Dept.; Vice Chairman of Investment and Credit Committee; Chief Compliance Officer (CCO); Chairman of Internal Control Committee; Chief Information Officer (CIO) (Current)



### Takayuki Furuya

Representative Director, Managing Executive Officer

No. of years served as Director	1 years
Attendance at meetings of the Board of Directors	100% (12/12)
Current shareholdings in the Corporation*1	14 thousand shares
Potential shareholdings in the Corporation*1	73 thousand shares
Total shareholdings in the Corporation*1	88 thousand shares

Apr. 1987: Joined Marubeni Corporation  
 Apr. 2018: Executive Officer  
 Jun. 2020: Managing Executive Officer, Member of the Board; CFO; Chief Operating Officer, Investor Relations and Credit Ratings; Chairman of Investment and Credit Committee; Chief Sustainable Development Officer (CSDO); Chairman of Disclosure Committee (Current)



### Masato Kitera

External (Independent) Director

No. of years served as Director	1 years
Attendance at meetings of the Board of Directors	100% (12/12)
Current shareholdings in the Corporation*1	—
Potential shareholdings in the Corporation*1	—
Total shareholdings in the Corporation*1	—

Jul. 2008: Director-General, International Cooperation Bureau, the Ministry of Foreign Affairs  
 Jan. 2010: Deputy Minister  
 Sep. 2012: Assistant Chief Cabinet Secretary  
 Nov. 2012: Ambassador and Plenipotentiary to People's Republic of China  
 Jun. 2016: Ambassador to France, Andorra, and Monaco (Resigned in Dec. 2019)  
 Jun. 2020: Member of the Board of Marubeni Corporation (Current)  
 Member of the Board, Nippon Steel Corporation (Current)  
 Mar. 2021: Member of the Board, Japan Tobacco Inc. (Current)



### Shigeki Ishizuka

External (Independent) Director

No. of years served as Director	—
Current shareholdings in the Corporation*1	—
Potential shareholdings in the Corporation*1	—
Total shareholdings in the Corporation*1	—

Apr. 2017: Representative Director and President, Sony Imaging Products & Solutions Inc.  
 Jun. 2018: Senior EVP, Sony Corporation  
 Apr. 2020: Representative Director and President, CEO, Sony Electronics Corporation  
 Jun. 2020: Vice Chairman, Representative Corporate Executive Officer, Sony Corporation (Currently, Sony Group Corporation) (Current)  
 Apr. 2021: Director, Sony Corporation (Current)  
 Jun. 2021: Member of the Board of Marubeni Corporation (Current)



### Kenichiro Oikawa

Representative Director, Managing Executive Officer

No. of years served as Director	1 years
Attendance at meetings of the Board of Directors	100% (12/12)
Current shareholdings in the Corporation*1	75 thousand shares
Potential shareholdings in the Corporation*1	81 thousand shares
Total shareholdings in the Corporation*1	157 thousand shares

Apr. 1986: Joined Marubeni Corporation  
 Apr. 2016: Executive Officer  
 Apr. 2019: Managing Executive Officer  
 Jun. 2020: Managing Executive Officer, Member of the Board; CDIO; CSO; Regional CEO for East Asia; Regional CEO for Japan Business; Vice Chairman of Investment and Credit Committee (Current)

**Audit & Supervisory Board Members**



**Hikaru Minami**

Audit & Supervisory Board Member

No. of years served as Director	2 years
Attendance at meetings of the Board of Directors	100% (16/16)
Current shareholdings in the Corporation*1	113 thousand shares
Potential shareholdings in the Corporation*1	2 thousand shares
Total shareholdings in the Corporation*1	116 thousand shares

Apr. 1979: Joined Marubeni Corporation  
Apr. 2010: Executive Officer  
Apr. 2013: Managing Executive Officer  
Jun. 2015: Managing Executive Officer, Member of the Board  
Jun. 2018: Managing Executive Officer  
Jun. 2019: Audit & Supervisory Board Member of Marubeni Corporation (Current)



**Toshiaki Kida**

Audit & Supervisory Board Member

No. of years served as Director	—
Current shareholdings in the Corporation*1	33 thousand shares
Potential shareholdings in the Corporation*1	—
Total shareholdings in the Corporation*1	33 thousand shares

Apr. 1984: Joined Marubeni Corporation  
Apr. 2021: Audit & Supervisory Board Member of Marubeni Corporation (Current)



**Tsuyoshi Yoneda**

External (Independent) Audit & Supervisory Board Member

No. of years served as Director	4 years
Attendance at meetings of the Board of Directors	100% (16/16)
Current shareholdings in the Corporation*1	—
Potential shareholdings in the Corporation*1	—
Total shareholdings in the Corporation*1	—

Jun. 2009: Commissioner-General's Secretariat, National Police Agency  
Oct. 2011: Deputy Directors-General, National Police Agency  
Jan. 2013: Commissioner General, National Police Agency (Retired in Jan. 2015)  
Jun. 2015: Director, Japan Exchange Group, Inc. (Current)  
Jun. 2017: Audit & Supervisory Board Member of Marubeni Corporation (Current)



**Yoichi Kikuchi**

External (Independent) Audit & Supervisory Board Member

No. of years served as Director	1 years
Attendance at meetings of the Board of Directors	100% (10/10)
Current shareholdings in the Corporation*1	—
Potential shareholdings in the Corporation*1	—
Total shareholdings in the Corporation*1	—

Mar. 2010: Head of Tokushima District Court & Family Court  
Sep. 2011: Head of Kyoto District Court  
Jun. 2013: Chief Judge of Division, Tokyo High Court  
Oct. 2017: Head of Hiroshima High Court (Resigned in Aug. 2018)  
Nov. 2018: Registered as attorney-at-law (Current)  
Jun. 2020: Audit & Supervisory Board Member of Marubeni Corporation (Current)



**Shigeru Nishiyama**

External (Independent) Audit & Supervisory Board Member

No. of years served as Director	1 years
Attendance at meetings of the Board of Directors	100% (10/10)
Current shareholdings in the Corporation*1	0 thousand shares
Potential shareholdings in the Corporation*1	—
Total shareholdings in the Corporation*1	0 thousand shares

Apr. 2006: Professor, Waseda University Graduate School (Business School) (Currently, Waseda Business School (Graduate School of Business and Finance)) (Current)  
Jun. 2010: Auditor of the Board (Outside), Mitsui Sumitomo Insurance Company, Limited (Current)  
Jun. 2016: Member of the Board/Audit and Supervisory Committee Member, UNIPRES CORPORATION (Current)  
Aug. 2018: Specially Appointed Professor, Shizenkan University Graduate School of Leadership & Innovation (Current)  
Sep. 2018: Director, Chairman of the Audit Committee, Macromill, Inc. (Current)  
Jun. 2020: Audit & Supervisory Board Member of Marubeni Corporation (Current)

\*1. As of the end of May 2021 (rounded down to the nearest thousand). Potential shareholdings correspond to unexercised subscription rights to shares granted as stock-compensation-type stock options and stock-compensation-type stock options subject to market-capitalization-based exercisability conditions.  
\*2. The attendance at meetings held following his assumption of office as Director on June 19, 2020.  
\*3. This applies to Audit & Supervisory Board meetings held after his assumption of office on June 19, 2020.

**Senior Managing Executive Officers**

**Hajime Kawamura**

Chief Executive Officer, Transportation & Industrial Machinery, Financial Business Group

**Nobuhiro Yabe**

Regional CEO for Europe & CIS; Regional COO for Europe; Managing Director and CEO, Marubeni Europe plc

**Managing Executive Officers**

**Akihiko Sagara**

Chief Executive Officer, Energy & Metals Group

**Shinichi Kobayashi**

Regional CEO for Oceania; Managing Director, Marubeni Australia Ltd.

**Jun Horie**

Regional CEO for the Americas; Regional COO for North & Central America; President and CEO, Marubeni America Corporation; President and CEO, Marubeni Canada Ltd.

**Jun Hirasawa**

Chief Executive Officer, Consumer Products Group

**Yoshiaki Yokota**

Chief Executive Officer, Power Business & Infrastructure Group

**Hidekazu Futai**

Chief Operating Officer, Agri Business Div.

**Executive Officers**

**Soji Sakai**

General Manager, Chubu Branch

**Minoru Tomita**

General Manager, Osaka Branch

**Jiro Itai**

Chief Operating Officer, Construction, Industrial Machinery & Mobility Div.

**Kosuke Takechi**

Chief Operating Officer, Aerospace & Ship Div.

**Takao Ando**

General Manager, Risk Management Dept.

**Tsuyoshi Teragaki**

Chief Operating Officer, Forest Products Div.

**Satoru Ichinokawa**

Chief Operating Officer, Chemicals Div.

**Takashi Imamura**

General Manager, Research Institute

**Tatsuya Abe**

Chief Operating Officer, ICT & Real Estate Business Div.

**Takashi Yao**

Chief Operating Officer, Infrastructure Project Div.

**Yoshinori Ogawa**

Regional CEO for China; President, Marubeni (China) Co., Ltd.

**Koichi Ariizumi**

General Manager, Legal Dept.

**Seiichi Kuwata**

Chief Operating Officer, Metals & Mineral Resources Div.

**Koji Kashima**

General Manager, Human Resources Dept.

**Taro Kawabe**

Chief Operating Officer, Finance & Leasing Business Div.

**Koichi Uchida**

Chief Operating Officer, Energy Div.

**Satoru Harada**

Chief Operating Officer, Power Business Div.

**Masayuki Omoto**

Chief Operating Officer, Next Generation Business Development Div.

**Takeshi Mamiya**

Regional CEO for ASEAN & Southwest Asia; Regional COO for ASEAN; Managing Director, Marubeni ASEAN Pte. Ltd.

**Satoru Yokoshiki**

General Manager, Business Accounting Dept.

**Hideyoshi Iwane**

General Manager, Corporate Accounting Dept.

**Chijo Tajima**

General Manager, Finance Dept.

**Hiromitsu Morishima**

Chief Operating Officer, Lifestyle Div.

**Hiromichi Mizuno**

General Manager, Corporate Planning & Strategy Dept.