

This document is an unofficial translation of the Notice of the 99th Ordinary General Meeting of Shareholders and is provided for your convenience only, without any warranty as to its accuracy or as to the completeness of the information. The Japanese original version of the document is the sole official version.

Stock Code: 8001

June 2, 2023

## To Those Shareholders with Voting Rights

Masahiro Okafuji  
Chairman & Chief Executive Officer  
ITOCHU Corporation  
1-3, Umeda 3-chome, Kita-ku, Osaka

## NOTICE OF THE 99TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 99th Ordinary General Meeting of Shareholders of ITOCHU Corporation to be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights in writing or via the Internet. Please read the REFERENCE DOCUMENTS OF THE GENERAL MEETING OF SHAREHOLDERS and exercise your voting rights so that it will reach us by 5 p.m., Thursday, June 22, 2023. (Please refer to “Information on Exercise of Voting Rights” on pages 3 to 4.)

**1. Date:** 10 a.m., Friday, June 23, 2023 (Reception commences at 9 a.m.)

**2. Place:** The Hō Banquet Hall (2F), Hotel New Otani Osaka  
4-1, Shiromi 1-chome, Chuo-ku, Osaka

### 3. Objectives of the Meeting:

- Reports:**
1. The Business Report, the Consolidated Financial Statements and the report of the audit of the Consolidated Financial Statements by the Independent Auditor and Audit & Supervisory Board for the 99th Fiscal Term (from April 1, 2022 to March 31, 2023) will be reported at the meeting.
  2. The Non-Consolidated Financial Statements for the 99th Fiscal Term (from April 1, 2022 to March 31, 2023) will be reported at the meeting.

- Agenda:**
- Proposal No. 1:** Appropriation of Surplus
  - Proposal No. 2:** Election of Ten (10) Directors
  - Proposal No. 3:** Election of Four (4) Audit & Supervisory Board Members

\* Other matters relating to ordinary general meetings of shareholders

- (1) In the event that a shareholder provides no indication of approval or disapproval with regard to the proposals, the shareholder shall be considered to have expressed approval, which shall be handled accordingly.
- (2) In the event that a vote is exercised in duplicate via Exercise Voting Rights Form and via the Internet, or more than one vote is exercised electronically, the latest vote shall be effective.
- (3) For those attending, please present the Exercise Voting Rights Form at the reception desk on arrival at the meeting. Please take note that persons other than shareholders who may exercise voting rights, such as proxy agents who are not shareholders themselves, or those accompanying shareholders, will not be permitted to enter the meeting venue.

- ◆ Shareholders who request the delivery of materials in paper-based will receive paper documents containing the items subject to measures for electronic provision. Pursuant to the provisions of applicable laws and regulations as well as Article 16 of ITOCHU Corporation's Articles of Incorporation, these documents do not include the Notes to Consolidated Financial Statements and the Notes to Non-Consolidated Financial Statements as well as the Consolidated Statements of Cash Flows and Business Segment Information which are provided as reference materials. These documents are part of the documents that are audited by the Independent Auditor and Audit & Supervisory Board when preparing the audit report.
- ◆ If circumstances are generated whereby revisions should be made to the items subject to measures for electronic provision, such notification, along with the items before and after revision, shall be published on ITOCHU Corporation's website ([https://www.itochu.co.jp/ja/ir/shareholder/general\\_meeting/](https://www.itochu.co.jp/ja/ir/shareholder/general_meeting/)) and the Tokyo Stock Exchange website (<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>).

## **Information on Exercise of Voting Rights**

The right to vote at the general meeting of shareholders is a principal right of shareholders.

Please exercise your voting rights after reading the REFERENCE DOCUMENTS OF THE GENERAL MEETING OF SHAREHOLDERS.

Apart from attending the general meeting of shareholders in person, you may exercise your voting rights by one of the following two methods.

1. Instructions on exercise of voting rights in writing (by mail)

Please indicate your approval or disapproval to each of the proposals on the Exercise Voting Rights Form and return it to ITOCHU Corporation.

<Voting deadline>

Your vote must be arrived at Sumitomo Mitsui Trust Bank, Limited no later than 5 p.m. on Thursday, June 22, 2023.

2. Instructions on exercise of voting rights via the Internet

Please follow the instructions on the next page and input your approval or disapproval to each of the proposals.

<Voting deadline>

You have to complete to enter your approval or disapproval of the proposal by 5 p.m. on Thursday, June 22, 2023.

## Exercise of Voting Rights via the Internet

### <Scanning QR code “smart vote”>

You can simply login to the website for the exercise of voting rights without entering your voting rights exercise code and password.

1. Please scan the QR code located on the bottom right of the Exercise Voting Rights Form.

\* “QR code” is a registered trademark of DENSO WAVE INCORPORATED.

2. Indicate your approval or disapproval by following the instructions on the screen.

#### **Note that you may exercise your voting rights only once by using “smart vote”**

If you want to change your votes after exercising your voting rights, please access the PC site, log in with the voting rights exercise code and password on the Exercise Voting Rights Form, and exercise your voting rights again. It is possible to access the PC site by re-reading the QR code.

### <Entering voting rights exercise code and password>

[Website for the exercise of voting rights] <https://www.web54.net>

(This website is available in Japanese only.)

1. Please access the website for the exercise of voting rights.
2. Enter your voting rights exercise code printed on the Exercise Voting Rights Form.
3. Enter your password printed on the Exercise Voting Rights Form.
4. Indicate your approval or disapproval by following the instructions on the screen.

If you are unclear as to the operation of your PC, smart phone, and mobile phone regarding the exercise of voting rights via the Internet, please contact the following number.

#### **Sumitomo Mitsui Trust Bank, Limited, Stock Transfer Agency Web Support (dedicated line)**

**Tel: 0120-652-031 (toll free, available only in Japan)**

**(Service hours: 9 a.m. to 9 p.m.)**

- Institutional investors may use the “Voting Rights Electronic Exercise Platform” operated by ICJ, Inc.
- If you have exercised your voting rights both in writing (by mail) and via the Internet, the last one to arrive at ITOCHU Corporation shall be deemed effective. Also, if both votes have arrived on the same day, the one exercised via the Internet will be deemed effective.
- If you have exercised your voting rights multiple times via the Internet, the last one shall be deemed effective.

## Guide to General Meeting of Shareholders Live Stream

An online live stream of the General Meeting of Shareholders will be provided as follows for shareholders who will be unable to attend in person.

Stream date: 10:00 a.m., Friday June 23, 2023  
(Stream will be set up around 9:30 a.m., Friday June 23, 2023)

[Notes]

- Only shareholders may view the stream.
- Please refrain from capturing, recording, storing video, or audio from the stream, and from sharing the stream on places such as social media.
- Please note that video and audio quality may be erratic depending on the device or Internet environment.
- Communication and other charges for viewing the stream will be borne by the shareholders.
- Although we will give due consideration to the privacy of our shareholders during the live-streaming, there is a possibility that those attending the meeting may be filmed as we will be filming inside the venue.
- Viewing the live stream of the shareholders meeting is not attendance as stipulated by the Companies Act and will not be able to exercise your voting rights, ask questions, or make comments. Please exercise your voting rights beforehand in writing (by mail) or via the Internet.
- If the live stream is not possible due to a network or other problems, notification of an alternate distribution channel or of the cancelation of the live stream will be announced promptly on ITOCHU Corporation's website.

[ITOCHEU Corporation's website]

[https://www.itochu.co.jp/ja/ir/shareholder/general\\_meeting/](https://www.itochu.co.jp/ja/ir/shareholder/general_meeting/)

### How to Log In

1. From a PC, tablet, smartphone, etc. <https://8001.ksoukai.jp>
2. Enter your ID (shareholder number) and password (ZIP Code) on the login screen and click the Login button

### About IDs and Passwords

Viewing the stream will require entering your ID (shareholder number) and password (ZIP Code). Your ID (shareholder number) may be found on the Exercise Voting Rights Form.

#### About IDs (shareholder numbers)

Please enter the 9-digit number printed on the Exercise Voting Rights Form.

#### About passwords (ZIP Code)

Please enter your 7-digit ZIP Code (no hyphen, half-width digits) as printed on the Exercise Voting Rights Form.

## REFERENCE DOCUMENTS OF THE GENERAL MEETING OF SHAREHOLDERS

Proposals and references

### **Proposal No. 1: Appropriation of Surplus**

ITOCHU Corporation has the following intention with regard to Appropriation of Surplus.

#### **Term-end Dividends**

Our policy seeks the enhancement of shareholder returns through a focus on enhancing consistent dividends on a real-amount basis. We will continue to pay progressive dividends (consecutive increase in dividends) in the current medium-term management plan and carry out incremental increases to the minimum dividend.

For the FYE2023 shareholder dividend, we plan to pay ¥140 per share (including an interim dividend of ¥65), which is the record high in ITOCHU Corporation, and propose to pay a term-end dividend of ¥75 for the current term.

(1) Type of the dividend assets:

Cash

(2) Allocation of dividend assets to be paid to shareholders and total dividend amount:

¥75 per share of common stock

Total: ¥109,265,232,375

(3) Date on which the appropriation of surplus goes into effect:

June 26, 2023

## Proposal No. 2: Election of Ten (10) Directors

The terms of office of the following ten (10) directors will expire at the end of this Ordinary General Meeting of Shareholders: Masahiro Okafuji, Keita Ishii, Fumihiko Kobayashi, Tsuyoshi Hachimura, Hiroyuki Tsubai, Hiroyuki Naka, Atsuko Muraki, Masatoshi Kawana, Makiko Nakamori and Kunio Ishizuka. Accordingly, we hereby propose the election of ten (10) Directors. The candidates are as follows:

Of the ten (10) candidates, four (4) are candidates for Outside Directors.

(For independence criteria for Outside Directors of ITOCHU Corporation, please refer to pages 24 to 25.)

No.	Name	Current position and responsibility in ITOCHU Corporation	Number of Attendance at Meetings of the Board of Directors	Number of years in office	Governance, Nomination and Remuneration Committee	Women's Advancement Committee
1	* Masahiro Okafuji <input type="checkbox"/> Reelection	Member of the Board, Chairman & Chief Executive Officer	15/15 (100%)	19 years	○	—
2	* Keita Ishii <input type="checkbox"/> Reelection	Member of the Board, President & Chief Operating Officer	15/15 (100%)	2 years	○	—
3	* Fumihiko Kobayashi <input type="checkbox"/> Reelection	Member of the Board, Executive Vice President Chief Administrative Officer	15/15 (100%)	8 years	○	○
4	* Tsuyoshi Hachimura <input type="checkbox"/> Reelection	Member of the Board, Executive Vice President Chief Financial Officer	15/15 (100%)	8 years	—	—
5	* Hiroyuki Tsubai <input type="checkbox"/> Reelection	Member of the Board, Executive Vice President President, Machinery Company	11/11 (100%) (since election)	1 year	—	—
6	* Hiroyuki Naka <input type="checkbox"/> Reelection	Member of the Board, Executive Officer Chief Strategy Officer; General Manager, Group CEO Office	11/11 (100%) (since election)	1 year	—	—
7	Masatoshi Kawana <input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent	Member of the Board	15/15 (100%)	5 years	○	—
8	Makiko Nakamori <input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent	Member of the Board	15/15 (100%)	4 years	○	◎
9	Kunio Ishizuka <input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent	Member of the Board	15/15 (100%)	2 years	◎	—
10	Akiko Ito <input type="checkbox"/> New election <input type="checkbox"/> Outside <input type="checkbox"/> Independent	—	—	—	○	—

◎: Chair  
○: Member

- Notes:
1. “\*” indicates persons to be elected as representative directors at the Board of Directors meeting held after the conclusion of this Ordinary General Meeting of Shareholders in the event that this proposal is approved.
  2. The number of years in office as a director is counted at the end of this Ordinary General Meeting of Shareholders.
  3. The structure of each voluntary advisory committee is from June 23, 2023.
  4. This list shows the members of the voluntary advisory committees if Proposal No. 2 and No. 3 are approved at this Ordinary General Meeting of Shareholders.

### **Policy and Process for Appointing Candidates for Directors**

In order to effectively supervise management and decide important business matters as the Board of Directors of a general trading company with broad range of business, ITOCHU Corporation’s Board of Directors consists of, in principle, the Chairman, President, officers responsible for overseeing each administrative functions, one appropriate Division Company president as an (internal) director, and several Outside Directors so that the percentage of Outside Directors in the Board of Directors is one-third or more to improve the supervisory function of the Board of Directors. When nominating Outside Director candidates, ITOCHU Corporation prioritizes candidates with higher independence, based on the criteria for “independent directors” prescribed by the Tokyo Stock Exchange, Inc. and ITOCHU Corporation’s “Independence Criteria for Outside Directors and Outside Audit & Supervisory Board Members,” who with his or her experience and knowledge in the relevant category, are expected to contribute to the management of ITOCHU Corporation. The proposal for candidates for directors is created by the Chairman by taking into consideration diversity such as knowledge, experience, gender and international experience, and submitted to the Nomination Committee (Governance, Nomination and Remuneration Committee from June 23, 2023) for further deliberation before the Board of Directors finally nominates the candidates for election at the General Meeting of Shareholders.



No.	Name	Brief personal history (Important concurrent occupations or positions)		
<p style="text-align: center;">1</p> <p style="text-align: center;"><u>Reelection</u></p>	<p>Masahiro Okafuji (December 12, 1949)</p> <p>Number of Attendance at Meetings of the Board of Directors: 15/15 (100%)</p> <p>Number of ITOCHU Corporation's shares held (of which, number of shares to be provided under the stock remuneration plan): 345,310 shares (173,415 shares)</p>	<p>April 1974 : Joined ITOCHU Corporation</p> <p>June 2002 : Executive Officer</p> <p>April 2004 : Managing Executive Officer</p> <p>June 2004 : Member of the Board, Managing Executive Officer</p> <p>April 2006 : Senior Managing Director</p> <p>April 2009 : Executive Vice President</p> <p>April 2010 : President &amp; Chief Executive Officer</p> <p>April 2018 : Chairman &amp; Chief Executive Officer (current position)</p> <p>(Important concurrent occupations or positions) Outside Director, NISSIN FOODS HOLDINGS CO., LTD.</p> <p><u>Reason for the nomination of the candidate for director</u> Since joining ITOCHU Corporation, Mr. Masahiro Okafuji primarily engaged in textile-related business including brand marketing business. After serving in key positions including President of the Textile Company, he assumed the position of President &amp; Chief Executive Officer of ITOCHU Corporation in April 2010. Since then, he has thoroughly pursued outstanding commitment-based management and a hands-on approach and has significantly increased corporate value through excellent management skills and leadership. He assumed the position of Chairman &amp; Chief Executive Officer of ITOCHU Corporation in April 2018. As he possesses a track record as the top executive of ITOCHU Corporation and outstanding knowledge of general trading company management overall and global operational management, we propose him as a candidate for director.</p>		
		<p style="text-align: center;">2</p> <p style="text-align: center;"><u>Reelection</u></p>	<p>Keita Ishii (October 23, 1960)</p> <p>Number of Attendance at Meetings of the Board of Directors: 15/15 (100%)</p> <p>Number of ITOCHU Corporation's shares held (of which, number of shares to be provided under the stock remuneration plan): 144,650 shares (77,747 shares)</p>	<p>April 1983 : Joined ITOCHU Corporation</p> <p>April 2014 : Executive Officer</p> <p>April 2017 : Managing Executive Officer</p> <p>April 2020 : Senior Managing Executive Officer</p> <p>April 2021 : President &amp; Chief Operating Officer (current position)</p> <p>June 2021 : Member of the Board, President (current position)</p> <p><u>Reason for the nomination of the candidate for director</u> Since joining ITOCHU Corporation, Mr. Keita Ishii primarily engaged in chemicals-related business, and after he served as President of ITOCHU (Thailand) Ltd., and Chief Operating Officer of Chemicals Division of ITOCHU Corporation, as President of Energy &amp; Chemicals Company since April 2018, he had worked to build a revenue base for our energy and chemicals businesses, enter the electric power sales market, and establish strategies for next-generation electric power businesses, such as the storage battery business. He assumed the position of President &amp; Chief Operating Officer of ITOCHU Corporation in April 2021. As he possesses abundant work experience in ITOCHU Corporation and outstanding knowledge of general trading company management overall and global operational management, we propose him as a candidate for director.</p>

No.	Name	Brief personal history (Important concurrent occupations or positions)		
<p style="text-align: center;">3</p> <p style="text-align: center;"><u>Reelection</u></p>	<p style="text-align: center;">Fumihiko Kobayashi (June 21, 1957)</p> <p style="text-align: center;">Number of Attendance at Meetings of the Board of Directors: 15/15 (100%)</p> <p style="text-align: center;">Number of ITOCHU Corporation's shares held (of which, number of shares to be provided under the stock remuneration plan): 158,928 shares (73,748 shares)</p>	<p>April 1980 : Joined ITOCHU Corporation</p> <p>April 2010 : Executive Officer</p> <p>April 2013 : Managing Executive Officer</p> <p>April 2015 : Chief Administrative Officer</p> <p>June 2015 : Member of the Board, Managing Executive Officer</p> <p>April 2017 : Member of the Board, Senior Managing Executive Officer</p> <p>April 2018 : Chief Administrative &amp; Information Officer</p> <p>April 2019 : Chief Administrative Officer (current position)</p> <p>April 2021 : Member of the Board, Executive Vice President (current position)</p> <p><u>Reason for the nomination of the candidate for director</u>  Since joining ITOCHU Corporation, Mr. Fumihiko Kobayashi primarily engaged in human resources-related operations and served as General Manager of Human Resources &amp; General Affairs Division. Since April 2015, he has implemented unique work style reforms, health management of ITOCHU Corporation, and other areas as Chief Administrative Officer. Furthermore, as the chief officer for compliance, he has overseen the construction and operation of legal affairs and compliance systems, has strengthened sustainability management, and has demonstrated excellent management skills. Since April 2020, he has been responsible for expanding ITOCHU's corporate brand. As he possesses abundant work experience in ITOCHU Corporation and outstanding knowledge of general trading company management overall and global operational management, we propose him as a candidate for director.</p>		
		<p style="text-align: center;">4</p> <p style="text-align: center;"><u>Reelection</u></p>	<p style="text-align: center;">Tsuyoshi Hachimura (July 6, 1957)</p> <p style="text-align: center;">Number of Attendance at Meetings of the Board of Directors: 15/15 (100%)</p> <p style="text-align: center;">Number of ITOCHU Corporation's shares held (of which, number of shares to be provided under the stock remuneration plan): 159,715 shares (71,015 shares)</p>	<p>October 1991 : Joined ITOCHU Corporation</p> <p>April 2012 : Executive Officer</p> <p>April 2015 : Managing Executive Officer Chief Financial Officer (current position)</p> <p>June 2015 : Member of the Board, Managing Executive Officer</p> <p>April 2018 : Member of the Board, Senior Managing Executive Officer</p> <p>April 2021 : Member of the Board, Executive Vice President (current position)</p> <p><u>Reason for the nomination of the candidate for director</u>  Since joining ITOCHU Corporation, Mr. Tsuyoshi Hachimura primarily engaged in metals-related business, demonstrating excellent management skills while serving as Chief Executive Officer of ITOCHU Minerals &amp; Energy of Australia Pty Ltd. (IMEA), a ITOCHU group company in Australia. He also served as CAO of ITOCHU International Inc. and as General Manager of the Finance Division of ITOCHU Corporation. Since April 2015, he has worked for the improvement and operation of financial strategy, managerial administration, risk management, and internal control as Chief Financial Officer. He has further served for many years as the chair of key committees within ITOCHU Corporation. As he possesses abundant work experience in ITOCHU Corporation and outstanding knowledge of general trading company management overall and global operational management, we propose him as a candidate for director.</p>

No.	Name	Brief personal history (Important concurrent occupations or positions)	
5 Reelection	Hiroyuki Tsubai (March 28, 1960)  Number of Attendance at Meetings of the Board of Directors (since his election): 11/11 (100%)  Number of ITOCHU Corporation's shares held (of which, number of shares to be provided under the stock remuneration plan): 71,061 shares (30,206 shares)	April 1982	Joined ITOCHU Corporation
		April 2014	Executive Officer
		April 2016	Managing Executive Officer
		April 2019	President, Machinery Company (current position)
		April 2022	Senior Managing Executive Officer
		June 2022	Member of the Board, Senior Managing Executive Officer
		April 2023	Member of the Board, Executive Vice President (current position)
		<u>Reason for the nomination of the candidate for director</u> Since joining ITOCHU Corporation, Mr. Hiroyuki Tsubai primarily engaged in machinery-related businesses, serving in positions including General Manager of Plant & Project Department No. 1, General Manager of Plant & Project Department No. 2, CEO for the Middle East, CEO for Africa Bloc, and CEO for Europe Bloc. After serving in key positions in the machinery sector and as top senior manager at overseas business sites, since April 2019, as President of Machinery Company, he has demonstrated excellent management skills, including overseeing the management and business activities of ITOCHU Corporation's machinery sector overall and new business cultivation and business improvements. As he possesses abundant work experience in ITOCHU Corporation and outstanding knowledge of general trading company management overall and global operational management, we propose him as a candidate for director.	
6 Reelection	Hiroyuki Naka (January 14, 1964)  Number of Attendance at Meetings of the Board of Directors (since his election): 11/11 (100%)  Number of ITOCHU Corporation's shares held (of which, number of shares to be provided under the stock remuneration plan): 32,859 shares (11,130 shares)	April 1987	Joined ITOCHU Corporation
		April 2019	Executive Officer
		April 2022	Chief Strategy Officer
		June 2022	Member of the Board, Executive Officer (current position)
		April 2023	Chief Strategy Officer (current position)
		General Manager, Group CEO Office (current position)  <u>Reason for the nomination of the candidate for director</u> Since joining ITOCHU Corporation, Mr. Hiroyuki Naka primarily engaged in textile-related businesses. After serving as Deputy Chief Operating Officer of Food Products Marketing & Distribution Division and General Manager of Corporate Planning & Administration Division, and Chief Digital & Information Officer, he has contributed to ITOCHU Corporation's management reforms and stronger governance as Chief Strategy Officer since April 2022. As he possesses abundant work experience in ITOCHU Corporation and outstanding knowledge of general trading company management overall and global operational management, we propose him as a candidate for director.	

No.	Name	Brief personal history (Important concurrent occupations or positions)
<p>7</p> <p><input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent</p> <p>Number of Attendance at Meetings of the Board of Directors: 15/15 (100%)</p> <p>Number of ITOCHU Corporation's shares held: 11,000 shares</p>	<p>Masatoshi Kawana (November 27, 1953)</p>	<p>May 1978   Joined the Department of Cardiology, Tokyo Women's Medical University</p>
		<p>September 1991   Research fellow at Massachusetts General Hospital, Harvard Medical School</p>
		<p>December 1991   Research fellow at Vanderbilt University School of Medicine</p>
		<p>March 2004   Professor of Cardiology, Tokyo Women's Medical University</p>
		<p>April 2005   President of Aoyama Hospital, Tokyo Women's Medical University</p>
		<p>April 2014   Vice-president of Tokyo Women's Medical University Hospital</p>
		<p>November 2014   Professor of Department of the General Medicine, Tokyo Women's Medical University Hospital</p>
		<p>June 2018   Outside Member of the Board of ITOCHU Corporation (current position)</p>
		<p>February 2019   Visiting Professor of Graduate School of Advanced Science and Engineering, Waseda University</p>
		<p>April 2019   Professor Emeritus of Tokyo Women's Medical University (current position) Specially Appointed Professor of Tokyo Women's Medical University</p>
		<p>December 2019   Outside Director of MedPeer, Inc. (current position)</p>
		<p>(Important concurrent occupations or positions) Outside Director of MedPeer, Inc.</p> <p><u>Reason for the nomination of the candidate for outside director and summary of his expected role</u> Mr. Masatoshi Kawana is nominated as a candidate for reelection as an outside director because he has extensive knowledge of medical care and experience in hospital management as the President of Aoyama Hospital, Tokyo Women's Medical University as well as the Vice-president of Tokyo Women's Medical University Hospital. We expect that he will continue using his knowledge to supervise the performance of the directors from a professional perspective, especially in relation to health management. If he is reelected, he is expected to be involved in the determination of the executive remuneration and nominations from an objective and neutral standpoint as a member of the Governance, Nomination and Remuneration Committee.</p> <p><u>Special notes concerning the candidate for outside director</u> Mr. Masatoshi Kawana is currently an outside director of ITOCHU Corporation, and at the conclusion of this Ordinary General Meeting of Shareholders, he will have served in that capacity for five (5) years. He fulfills the criteria for independent directors prescribed by Tokyo Stock Exchange, Inc. and ITOCHU Corporation's "Independence Criteria for Outside Directors and Outside Audit &amp; Supervisory Board Members" (please refer to page 24 to 25) and is registered as an independent director at Tokyo Stock Exchange, Inc.</p>

No.	Name	Brief personal history (Important concurrent occupations or positions)
<p>8</p> <p><input type="checkbox"/> Reelection</p> <p><input checked="" type="checkbox"/> Outside</p> <p><input type="checkbox"/> Independent</p>	<p>Makiko Nakamori (August 18, 1963)</p> <p>Number of Attendance at Meetings of the Board of Directors: 15/15 (100%)</p> <p>Number of ITOCHU Corporation's shares held: 12,400 shares</p>	<p>April 1987 Joined NIPPON TELEGRAPH AND TELEPHONE CORPORATION</p>
		<p>October 1991 Inoue Saito Eiwa Audit Corporation (currently KPMG AZSA LLC)</p>
		<p>April 1996 Registered as a certified public accountant</p>
		<p>July 1997 Representative Partner, Nakamori CPA offices (current position)</p>
		<p>August 2000 Outside Audit &amp; Supervisory Board Member, Oracle Corporation Japan</p>
		<p>December 2006 Auditor (Outside), istyle Inc.</p>
		<p>August 2008 Outside Director, Oracle Corporation Japan</p>
		<p>December 2011 Outside Audit &amp; Supervisory Board Member, M&amp;A Capital Partners Co., Ltd. (current position)</p>
		<p>June 2013 Outside Director, ITOCHU Techno-Solutions Corporation Outside Audit &amp; Supervisory Board Member, NEXT Co., Ltd. (currently LIFULL Co., Ltd.) (current position)</p>
		<p>November 2015 Auditor (external), TeamSpirit Inc.</p>
		<p>June 2019 Outside Member of the Board of ITOCHU Corporation (current position)</p>
		<p>(Important concurrent occupations or positions) Representative Partner, Nakamori CPA Offices Outside Audit &amp; Supervisory Board Member, M&amp;A Capital Partners Co., Ltd. Outside Audit &amp; Supervisory Board Member, LIFULL Co., Ltd.</p>
		<p><u>Reason for the nomination of the candidate for outside director and summary of her expected role</u></p>
<p>Ms. Makiko Nakamori is nominated as a candidate for reelection as an outside director because she has extensive knowledge of accounting and finance through her many years of experience as a certified public accountant and in corporate management as a company manager in multiple executive positions. We expect her to continue using her knowledge to supervise the performance of the directors from a professional perspective, particularly in the areas of internal controls, compliance, and DX. If she is reelected, she is expected to contribute to further invigorating the Women's Advancement Committee as chair of this committee by using a new perspective based on her career and knowledge in discussions about measures for the advancement of female employees at ITOCHU Corporation. Further as a member of the Governance, Nomination and Remuneration Committee, she is expected to be involved in the determination of executive remuneration and nominations from an objective and neutral standpoint.</p>		
<p><u>Special notes concerning the candidate for outside director</u></p>		
<p>• Ms. Makiko Nakamori is currently an outside director of ITOCHU Corporation, and at the conclusion of this Ordinary General Meeting of Shareholders, she will have served in that capacity for four (4) years. She fulfills the criteria for independent directors prescribed by Tokyo Stock Exchange, Inc. and ITOCHU Corporation's "Independence Criteria for Outside Directors and Outside Audit &amp; Supervisory Board Members" (please refer to page 24 to 25) and is registered as an independent director at Tokyo Stock Exchange, Inc.</p> <p>• Ms. Makiko Nakamori served as an outside director of ITOCHU Techno-Solutions Corporation, a subsidiary of ITOCHU Corporation, from June 2013 to June 2019.</p> <p>• Although she is currently engaged in business execution of Nakamori CPA offices as Representative Partner of the offices, there is no business relationship between the offices and ITOCHU Corporation in the most recent fiscal year.</p>		

No.	Name	Brief personal history (Important concurrent occupations or positions)
<p style="text-align: center;">9</p> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 2px;">Reelection</div> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 2px;">Outside</div> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 2px;">Independent</div> <p style="text-align: center;">Number of Attendance at Meetings of the Board of Directors 15/15 (100%)</p> <p style="text-align: center;">Number of ITOCHU Corporation's shares held: 3,500 shares</p>	<p style="text-align: center;">Kunio Ishizuka (September 11, 1949)</p>	<p>May 1972 Joined Mitsukoshi, Ltd.</p>
		<p>February 2003 Executive Officer and General Manager of Operations Department, Mitsukoshi, Ltd.</p>
		<p>March 2004 Executive Officer, General Manager, Corporate Planning Department, Mitsukoshi, Ltd.</p>
		<p>March 2005 Senior Executive Officer, General Manager, Strategy Department, Mitsukoshi, Ltd.</p>
		<p>May 2005 President and Representative Director, Mitsukoshi, Ltd.</p>
		<p>April 2008 President and Representative Director, Isetan Mitsukoshi Holdings Ltd.</p>
		<p>February 2012 Chairman and Representative Director, Isetan Mitsukoshi Holdings Ltd.</p>
		<p>June 2013 Outside Director, SEKISUI CHEMICAL CO., LTD.</p>
		<p>June 2017 Senior Advisor, Isetan Mitsukoshi Holdings Ltd.</p>
		<p>July 2017 Supervisory Board Member, National Federation of Agricultural Cooperative Associations (current position)</p>
		<p>May 2021 Outside Director, Welcia Holdings Co., Ltd. (current position)</p>
		<p>June 2021 Outside Member of the Board of ITOCHU Corporation (current position)</p>
		<p>(Important concurrent occupations or positions)</p>
		<p>Outside Director, Welcia Holdings Co., Ltd.</p>
<p><u>Reason for the nomination of the candidate for outside director and summary of his expected role</u></p>		
<p>Mr. Kunio Ishizuka is nominated as a candidate for reelection as an outside director because he has extensive knowledge of corporate management and the retail industry, having served as President and Chairman of Isetan Mitsukoshi Holdings Ltd. and as a Vice Chair of Nippon KEIDANREN (Japan Business Federation). We expect him to continue to use his knowledge to supervise the performance of the directors from a professional perspective, especially in relation to the business transformation that ITOCHU Corporation is promoting which incorporates the needs of the market into ITOCHU Corporation's products and services. If he is reelected, he is expected to be involved in the determination of the executive remuneration and nominations from an objective and neutral standpoint as a member of the Governance, Nomination and Remuneration Committee.</p>		
<p><u>Special notes concerning the candidate for outside director</u></p>		
<p>Mr. Kunio Ishizuka is currently an outside director of ITOCHU Corporation, and at the conclusion of this Ordinary General Meeting of Shareholders, he will have served in that capacity for two (2) years. He fulfills the criteria for independent directors prescribed by Tokyo Stock Exchange, Inc. and ITOCHU Corporation's "Independence Criteria for Outside Directors and Outside Audit &amp; Supervisory Board Members" (please refer to page 24 to 25) and is registered as an independent director at Tokyo Stock Exchange, Inc.</p>		

No.	Name	Brief personal history (Important concurrent occupations or positions)	
10 <input type="checkbox"/> New election <input type="checkbox"/> Outside <input type="checkbox"/> Independent	Akiko Ito (February 28, 1962)  Number of ITOCHU Corporation's shares held: 0 shares (Registered name: Akiko Noda)	April 1984	Joined Ministry of Construction
		September 2014	Councillor, Cabinet Secretariat Deputy Director General, Secretariat of the Headquarters for Overcoming Population Decline and Vitalizing Local Economy in Japan
		June 2016	Deputy Director-General, Ministry of Land, Infrastructure, Transport and Tourism
		July 2017	Director-General, Housing Bureau, Ministry of Land, Infrastructure, Transport and Tourism
		July 2018	Councillor, Cabinet Secretariat Director General, Secretariat of the Headquarters for Overcoming Population Decline and Vitalizing Local Economy in Japan
		July 2019	Commissioner, Consumer Affairs Agency
		July 2022	Retired from, Consumer Affairs Agency
		<u>Special notes concerning the candidate for outside director</u> Ms. Akiko Ito fulfills the criteria for independent directors prescribed by Tokyo Stock Exchange, Inc. and ITOCHU Corporation's "Independence Criteria for Outside Directors and Outside Audit & Supervisory Board Members" (please refer to page 24 to 25) and is to be registered as an independent director at Tokyo Stock Exchange, Inc.	

- Notes:
- All candidates do not have any special interest with ITOCHU Corporation.
  - The number of ITOCHU Corporation's shares held by each candidate includes the number of shares noted in parentheses which indicates shares scheduled to be provided in accordance with the stock remuneration plan when the candidate retires (i.e., a number of shares commensurate with vested points under the performance-linked stock remuneration plan (trust type)). Please refer to the Business Report "3. (3) Remunerations etc. to Directors and Audit & Supervisory Board Members" for an overview of the remuneration plan for directors of ITOCHU Corporation.
  - Mr. Masatoshi Kawana, Ms. Makiko Nakamori, Mr. Kunio Ishizuka and Ms. Akiko Ito are candidates for Outside Directors.
  - ITOCHU Corporation, in order for its Outside Directors to perform their expected roles fully, has provided in Article 24 of its Articles of Incorporation that it may conclude an agreement with an outside director limiting his or her liability to an amount provided for by laws and regulations as long as there are good faith and no gross negligence regarding the outside director's performance of duties. Therefore, in the event that this proposal is approved, we intend to continue the agreements on limited liability that it has concluded with Mr. Masatoshi Kawana, Ms. Makiko Nakamori and Mr. Kunio Ishizuka and sign a new liability limitation agreement with Ms. Akiko Ito.  
The content of the contract may be outlined as follows:
    - It limits, based on the provisions of Article 427, Paragraph 1 of the Companies Act, responsibility as specified in Article 423, Paragraph 1 of that Act.
    - As long as there is good faith and no gross negligence regarding an outside director's performance of duties, ITOCHU Corporation may limit responsibility to the extent permitted under Article 425, Paragraph 1 of that Act.
  - Pursuant to the provisions of Article 430-2, Paragraph 1 of the Companies Act, ITOCHU Corporation has indemnity agreements with all members of Directors under which we agree to indemnify costs and losses, as provided for by

Item 1 and Item 2, respectively, of said paragraph, within the ranges prescribed by laws and regulations. If this proposal is approved, ITOCHU Corporation will continue such indemnity agreements with each of the above candidates for reelection and will enter into a new agreement with Ms. Akiko Ito with the same terms.

6. ITOCHU Corporation has entered into a director and officer liability insurance policy as provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The policy covers the compensation for damages and litigation costs incurred in damage suits against each member of the Directors as an insured person arising from the performance of duties of the insured. In the event that this proposal is approved, each candidate will be included as insured persons in the policy. In addition, we plan to renew the policy with the same terms in the next round of updates.



### **Proposal No. 3: Election of Four (4) Audit & Supervisory Board Members**

Audit & Supervisory Board Member Mitsuru Chino resigned on March 31, 2023. In addition, at the conclusion of this Ordinary General Meeting of Shareholders, the term of office of Audit & Supervisory Board Member Kentaro Uryu will expire and Audit & Supervisory Board Members Shingo Majima and Masumi Kikuchi will resign. Accordingly, we hereby propose the election of four (4) Audit & Supervisory Board Members. The candidates for the new Audit & Supervisory Board Member are as follows. The Audit & Supervisory Board has given its accord to this proposal.

### **Policy and Process for Appointing Candidates for Audit & Supervisory Board Members**

In order to appropriately audit and supervise management as Audit & Supervisory Board Members of a general trading company with broad range of business, candidates for Audit & Supervisory Board Members are selected from individuals with understanding about ITOCHU Corporation's management, high-level expertise in fields including accounting, finance, law, and risk management, and a broad range of experience. As a company with an Audit & Supervisory Board, Outside Audit & Supervisory Board Members are always at least half of all members. When nominating Outside Audit & Supervisory Board Members, ITOCHU Corporation prioritizes candidates with higher independence, based on the criteria for "independent auditors" prescribed by Tokyo Stock Exchange, Inc. and ITOCHU Corporation's "Independence Criteria for Outside Directors and Outside Audit & Supervisory Board Members," who with his or her high-level expertise and extensive experience in the relevant category, are expected to appropriately audit and supervise the management of ITOCHU Corporation. Moreover, among the Audit & Supervisory Board Members, ITOCHU Corporation nominates at least one person who possesses considerable knowledge concerning finance and accounting. Based on this policy, a proposal on candidates for Audit & Supervisory Board Members is created by the Chairman & Chief Executive Officer after consultation with full-time Audit & Supervisory Board Members. The proposal is then submitted to the Nomination Committee (Governance, Nomination and Remuneration Committee from June 23, 2023) for further deliberation and, after receiving the approval of the Audit & Supervisory Board, the Board of Directors selects the candidates for election at the General Meeting of Shareholders.

No.	Name	Brief personal history (Important concurrent occupations or positions)
1	Yoshiko Matoba (November 28, 1963)	April 1986 : Joined ITOCHU Corporation
		April 2019 : Executive Officer General Manager, Research & Public Relations Division
		April 2021 : General Manager, Human Resources & General Affairs Division
		April 2023 : Advisory Member (current position)
		<p data-bbox="475 392 1415 425"><u>Reason for the nomination of the candidate for Audit &amp; Supervisory Board Member</u></p> <p data-bbox="475 425 1415 815">Since joining ITOCHU Corporation, Ms. Yoshiko Matoba was primarily engaged in the textile-related business. After that, she became the first female General Manager of the Human Resources &amp; General Affairs Division in April 2021 through General Manager, Osaka Secretariat, General Manager of the Kansai Corporate Administration &amp; Development Department Secretariat and General Manager of the Research &amp; Public Relations Division, and she played a major role in placing women in management positions. In addition, she contributed to improving labor productivity and corporate value through advances in morning-focused working system and the addition of new measures to support women's advancement. As she has management experience and many accomplishments as well as professional knowledge and outstanding perspectives, ITOCHU Corporation judges that she is suitable for performing the duties of this position, and she is a candidate for election as a new Audit &amp; Supervisory Board Member.</p>
New election	<p data-bbox="264 582 475 815">Number of ITOCHU Corporation's shares held: 48,745 shares</p> <p data-bbox="264 526 475 815">Note: The 48,745 shares include share remuneration points awarded during her time in office as an executive officer that are scheduled to be delivered as 2,100 shares in June 2023.</p>	

No.	Name	Brief personal history (Important concurrent occupations or positions)
2 <span style="border: 1px solid black; padding: 2px;">Reelection</span> <span style="border: 1px solid black; padding: 2px;">Outside</span> <span style="border: 1px solid black; padding: 2px;">Independent</span>	Kentarō Uryu (January 2, 1965)  Number of Attendance at Meetings of the Board of Directors 15/15 (100%) Number of Attendance at Meetings of the Audit & Supervisory Board 14/14 (100%)  Number of ITOCHU Corporation's shares held: 8,500 shares	April 1995 Registered as attorney at law Joined Tsunematsu Yanase & Sekine (currently Nagashima Ono & Tsunematsu)
		January 1996 Joined Matsuo & Kosugi
		February 1999 Joined Salomon Smith Barney Holdings Inc. (currently Citigroup Global Markets Japan Inc.)
		April 2000 Long-term specialist, International Cooperation Agency (currently Japan International Cooperation Agency) (dispatched to the Ministry of Justice of Vietnam, etc. from the Japan Federation of Bar Associations)
		August 2002 Managing Partner, URYU & ITOGA (current position)
		August 2008 Representative Director, SUI Advisory Service Co., Ltd. (currently U&I Advisory Service Co., Ltd.) (current position)
		June 2014 Outside Director, FRUTA FRUTA, Inc.
		September 2014 Outside Director, GMO TECH, Inc.
		March 2015 Outside Company Auditor, Kyowa Hakko Kirin Co., Ltd. (currently Kyowa Kirin Co., Ltd.)
		June 2015 Outside Audit & Supervisory Board Member, ITOCHU Corporation (current position)
		March 2018 Outside Director, Kyowa Hakko Kirin Co., Ltd. (currently Kyowa Kirin Co., Ltd.)
		June 2021 Director, Lotte Holdings Co., Ltd. (current position)
		(Important concurrent occupations or positions)
Managing Partner, URYU & ITOGA Representative Director, U&I Advisory Service Co., Ltd. Director, Lotte Holdings Co., Ltd.		
<u>Reason for the nomination of the candidate for Outside Audit &amp; Supervisory Board Member</u>		
Mr. Kentarō Uryu is a candidate for reelection as an Outside Audit & Supervisory Board Member because, since his election to this post in June 2015, he has used his extensive knowledge and experience involving the law backed by many years of experience as an attorney at law in order to perform his duties properly and perform suitable audits from a neutral and objective standpoint. If he is reelected, he is to be an observer at meetings of the Governance, Nomination and Remuneration Committee in order to provide advice using his professional knowledge concerning remuneration, the selection of candidates for executive positions and other matters.		
<u>Special notes concerning the candidate for outside Audit &amp; Supervisory Board member</u>		
<ul style="list-style-type: none"> <li>• Mr. Kentarō Uryu is currently an Outside Audit &amp; Supervisory Board Member and will have served in this position for eight (8) years as of the close of this Ordinary General Meeting of Shareholders. He fulfills the criteria for independent directors prescribed by Tokyo Stock Exchange, Inc. and ITOCHU Corporation's "Independence Criteria for Outside Directors and Outside Audit &amp; Supervisory Board Members" (please refer to page 24 to 25) and is registered as an independent director at Tokyo Stock Exchange, Inc.</li> </ul>		
<ul style="list-style-type: none"> <li>• During the past two (2) years, ITOCHU Corporation and its specified affiliated business operators (subsidiaries) ITOCHU LOGISTICS CORP., EDWIN Co., Ltd. and FamilyMart Co., Ltd. have made payments for legal services to URYU &amp; ITOGA, which he is managing partner. These payments are negligible, amounting to less than 1% of the revenue of this law office and the consolidated sales of ITOCHU Corporation as an average for the past two (2) years. As a result, these payments are not calculated to have any effect on his independence.</li> </ul>		

No.	Name	Brief personal history (Important concurrent occupations or positions)
3 <input type="checkbox"/> New election <input checked="" type="checkbox"/> Outside <input type="checkbox"/> Independent	Tsutomu Fujita (March 2, 1960)  Number of ITOCHU Corporation's shares held: 0 shares	April 1982 Joined Yamaichi Securities Co., Ltd.
		October 1997 Joined Merrill Lynch Investment Managers Co., Ltd.
		September 2000 Joined Nikko Salomon Smith Barney Ltd. (currently Citigroup Global Markets Japan Inc.)
		November 2010 Vice Chairman and a board member, Citigroup Global Markets Japan Inc.
		June 2016 Advisor, Citigroup Global Markets Japan Inc. (current position)
		April 2017 Professor at the Graduate School of International Corporate Strategy (currently Graduate School of Business Administration), Hitotsubashi University
		July 2017 Director of the FinTech Research Forum, Hitotsubashi University (current position)
		September 2019 Outside Director, HOUSEDO Co., Ltd. (currently &Do Holdings Co., Ltd.)
		June 2020 Outside Director, RIZAP GROUP, Inc. (current position)
		June 2021 Outside Director, Dream Incubator Inc. (current position)
		Outside Member of the Board, ZUU Co., Ltd. (current position, scheduled to resign in June 2023)
		April 2022 Visiting Professor, the Graduate School of Business Administration, Hitotsubashi University (current position)
		(Important concurrent occupations or positions) Outside Director, RIZAP GROUP, Inc. Outside Director, Dream Incubator Inc.  <u>Reason for the nomination of the candidate for Outside Audit &amp; Supervisory Board Member</u> Mr. Tsutomu Fujita is a candidate for reelection as an Outside Audit & Supervisory Board Member because he is expected to perform appropriate audits from a neutral and objective standpoint by using his extensive knowledge and practical experience due to many years of work in the financial services industry. If he is elected, as a member of the Women's Advancement Committee, he is expected to contribute to further invigorating the Women's Advancement Committee by using a new perspective based on his career and knowledge in discussions about measures for the advancement of female employees at ITOCHU Corporation.  <u>Special notes concerning the candidate for outside Audit &amp; Supervisory Board member</u> Mr. Tsutomu Fujita fulfills the criteria for independent directors prescribed by Tokyo Stock Exchange, Inc. and ITOCHU Corporation's "Independence Criteria for Outside Directors and Outside Audit & Supervisory Board Members" (please refer to page 24 to 25) and is to be registered as an independent director at Tokyo Stock Exchange, Inc.

No.	Name	Brief personal history (Important concurrent occupations or positions)
4 <small>New election</small> <small>Outside</small> <small>Independent</small>	Kumi Kobayashi (November 2, 1979)  Number of ITOCHU Corporation's shares held: 0 shares (Registered name: Kumi Nojiri)	October 2002   Joined ShinNihon Audit Firm. (currently KPMG AZSA LLC)
		March 2006   Registered as a certified public accountant
		September 2006   Joined GCA Corporation (currently Houlihan Lokey Corporation)
		September 2015   Representative Partner, Kobayashi CPA Office (current position)
		December 2016   Registered as a certified public tax accountant
		April 2017   Representative Director, Tokyo Athletes Office, Inc. (current position)
		June 2019   Member of the Board, SPOKACHI Inc. (current position)
		June 2020   Outside Audit & Supervisory Board Member, KOSE Corporation (current position)
		March 2022   Auditor, Japan Professional Football League (J.League) (current position)
		June 2022   Outside Audit & Supervisory Board Member, Oisix ra daichi Inc. (current position)
	<u>Reason for the nomination of the candidate for Outside Audit &amp; Supervisory Board Member</u> Ms. Kumi Kobayashi is a candidate for reelection as an Outside Audit & Supervisory Board Member because she is expected to perform appropriate audits from a neutral and objective standpoint by using her extensive knowledge and practical experience due to many years of work involving financial and accounting audits backed by experience in finance, accounting and taxes as a certified public accountant. If she is elected, as a member of the Women's Advancement Committee, she is expected to contribute to further invigorating the Women's Advancement Committee by using a new perspective based on his career and knowledge in discussions about measures for the advancement of female employees at ITOCHU Corporation.	
	<u>Special notes concerning the candidate for outside Audit &amp; Supervisory Board member</u> • Ms. Kumi Kobayashi fulfills the criteria for independent directors prescribed by Tokyo Stock Exchange, Inc. and ITOCHU Corporation's "Independence Criteria for Outside Directors and Outside Audit & Supervisory Board Members" (please refer to page 24 to 25) and is to be registered as an independent director at Tokyo Stock Exchange, Inc. • Although she is currently engaged in business execution of Kobayashi CPA Office as Representative Partner of the offices, there is no business relationship between the offices and ITOCHU Corporation in the most recent fiscal year.	

- Notes:
- All candidates do not have any special interest with ITOCHU Corporation.
  - Mr. Kentaro Uryu, Mr. Tsutomu Fujita and Ms. Kumi Kobayashi are candidates for Outside Audit & Supervisory Board Members.
  - To enable the Outside Audit & Supervisory Board Members to fulfill their roles as expected, Article 31 of the ITOCHU Articles of Incorporation provide for signing agreements with these individuals that limit their liability to the amount prescribed by laws and regulations, assuming these individuals perform their duties in good faith and with no gross negligence. Therefore, if this proposal is approved, we intend to continue the liability limitation agreement with Mr. Kentaro Uryu and sign new liability limitation agreements with Mr. Tsutomu Fujita and Ms. Kumi Kobayashi.  
Summary of the contract terms:
    - It limits, based on the provisions of Article 427, Paragraph 1 of the Companies Act, responsibility as specified in Article 423, Paragraph 1 of that Act.
    - As long as there is good faith and no gross negligence regarding an outside Audit & Supervisory Board member's performance of duties, ITOCHU Corporation may limit responsibility to the extent permitted under Article 425, Paragraph 1 of the Companies Act.
  - ITOCHU Corporation has, pursuant to the provisions of Article 430-2, Paragraph 1 of the Companies Act, an indemnity agreement with all Audit & Supervisory Board members under which we agree to indemnify costs and losses, as provided for by Item 1 and Item 2, respectively, of this paragraph, within the ranges prescribed by laws and regulations. If this proposal is approved, we plan to continue this agreement with Mr. Kentaro Uryu and sign new indemnity agreements with Ms. Yoshiko Matoba, Mr. Tsutomu Fujita and Ms. Kumi Kobayashi.

5. ITOCHU Corporation has a directors and officers liability insurance policy as provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The policy covers the compensation for damages and litigation costs incurred in damage suits against each Audit & Supervisory Board member as an insured person arising from the performance of duties of the insured. If this proposal is approved, each of the candidates will be included as insured persons in the policy. In addition, we plan to renew the policy with the same terms in the next round of updates..

If this proposal is approved as submitted, the Audit & Supervisory Board is scheduled to be comprised of the following.

	Name	Position in ITOCHU Corporation	Attendance at Meetings of the Board of Directors	Attendance at Meetings of the Audit & Supervisory Board	Number of years in office	Governance, Nomination and Remuneration Committee	Women's Advancement Committee
	Makoto Kyoda	Full-time Audit & Supervisory Board Member	15/15 (100%)	14/14 (100%)	3 years	–	–
New election	Yoshiko Matoba	Full-time Audit & Supervisory Board Member	–	–	–	–	○
Reelection Outside Independent	Kentaro Uryu	Audit & Supervisory Board Member	15/15 (100%)	14/14 (100%)	8 years	※	–
New election Outside Independent	Tsutomu Fujita	Audit & Supervisory Board Member	–	–	–	–	○
New election Outside Independent	Kumi Kobayashi	Audit & Supervisory Board Member	–	–	–	–	○

○: Member

※: Observer

- Notes:
1. The number of years in office as the Audit & Supervisory Board Member is measured as of the conclusion of this Ordinary General Meeting of Shareholders.
  2. The structure of each voluntary advisory committee is from June 23, 2023.
  3. The above list shows the members of the voluntary advisory committees if Proposal No. 2 and No. 3 are approved at this Ordinary General Meeting of Shareholders.

## **[Reference] Independence Criteria for Outside Directors and Outside Audit & Supervisory Board Members**

For Outside Directors or Outside Audit & Supervisory Board Members of ITOCHU Corporation to be qualified as “independent directors/auditors” as defined by the Tokyo Stock Exchange, they must NOT fall under any of the following items:

- A. A person whose major business partner is ITOCHU Corporation or an executing person (Note 1) of such person
  - “A person whose major business partner is ITOCHU Corporation” in the above criteria means a person whose accounts receivable from ITOCHU Corporation exceed 2% of such person’s consolidated net sales in any one of its last three (3) fiscal years.
- B. A person who is a major business partner of ITOCHU Corporation or an executing person of such person
  - “A person who is a major business partner of ITOCHU Corporation” in the above criteria means a person to which ITOCHU Corporation’s revenues exceed 2% of ITOCHU Corporation’s consolidated revenues in any one of ITOCHU Corporation’s last three (3) fiscal years.
- C.
  - 1. A consultant, an accounting professional, a legal professional, or a tax professional receiving a significant amount of money or other assets from ITOCHU Corporation other than executive remunerations (which shall be read as a consultant, an accounting professional, a legal professional, or a tax professional of an organization if such person receiving the said assets is an organization such as corporation and partnership)
    - “A significant amount of money” in the above criteria means, if such person receiving the money is an individual, 10 million yen or higher per year on average of the past three (3) years, or, if such person is an organization, in respect of the payments made by ITOCHU Corporation on average over the last three (3) fiscal years (of such organization), the higher of 10 million yen or 2% of the consolidated gross sales of the organization.
  - 2. A member or a partner of an auditing firm which is Independent Accounting Auditor of ITOCHU Corporation, or other accounting professional who undertakes audits on ITOCHU Corporation or its subsidiary.
- D. A major shareholder (or its executing person) of ITOCHU Corporation
  - “A major shareholder” in the above criteria means a shareholder who directly or indirectly holds 10% or more of voting rights of ITOCHU Corporation.
- E. A director or other executing person of an organization (limited to those who are involved in business execution of such organization) to which ITOCHU Corporation has made a significant amount of donation
  - “A significant amount of donation” in the above criteria means a donation of an amount exceeding 20 million yen per year on average over the last three (3) fiscal years.
- F. A major lender of ITOCHU Corporation, its parent company, or their respective executing person
  - “A major lender” of ITOCHU Corporation in the above criteria means the top three (3) companies of the lenders of ITOCHU Corporation in terms of the amount of borrowings in the last fiscal year.
- G. A person who was an executing person of ITOCHU Corporation or its subsidiary at a certain point in time during ten (10) years prior to their appointment
- H. An executing person of a company which has Director(s) on loan from ITOCHU Corporation

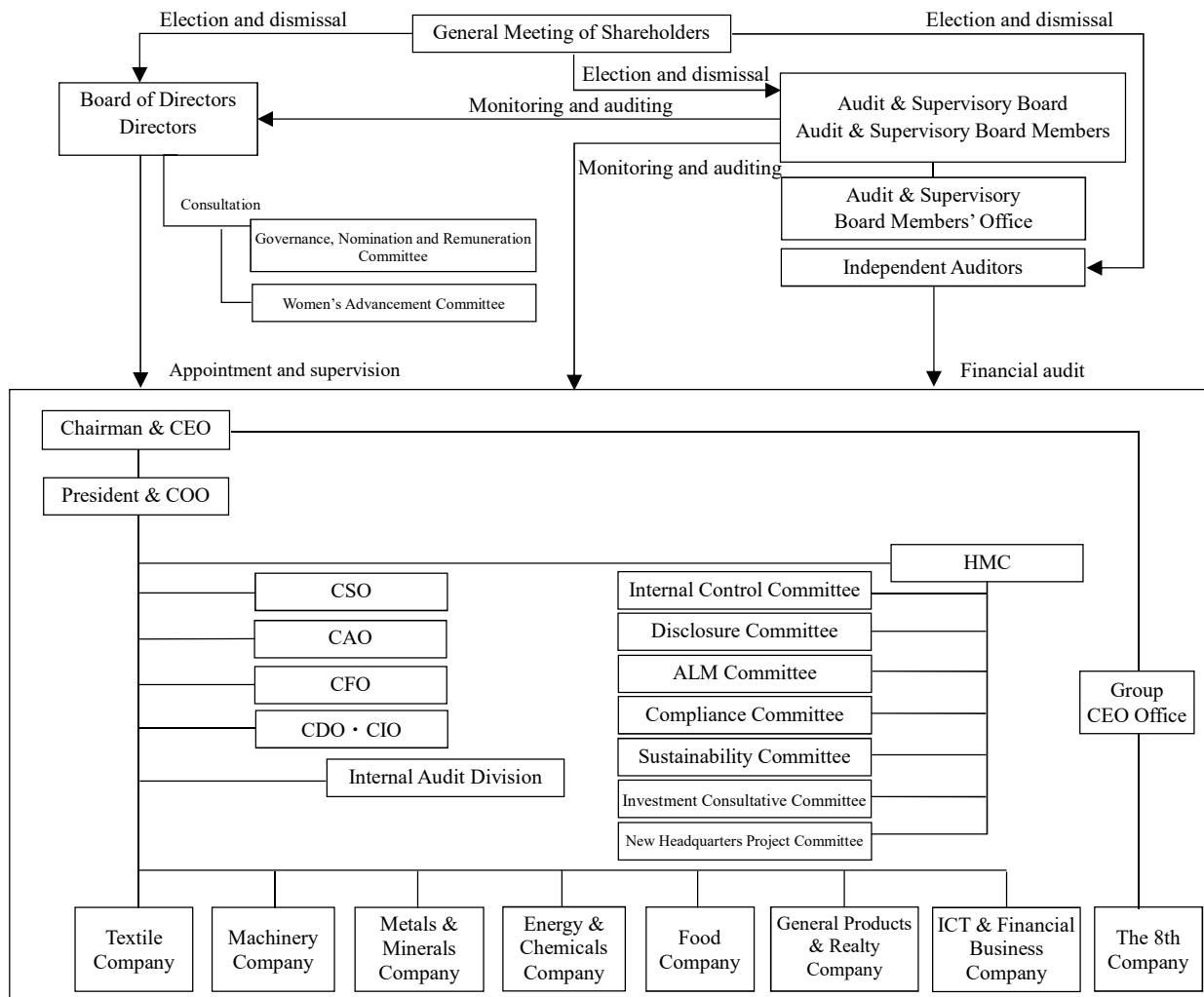


- I.
  - 1. In case there is an organization falling under A, B or C-1 above as of their appointment, a person who belonged to such organization at a certain point in time during three (3) years prior to their appointment
  - 2. A person who fell under C-2 above at a certain point in time during three (3) years prior to their appointment
  - 3. In case there is an organization falling under E above as of their appointment, a person who belonged to such organization at a certain point in time during three (3) years prior to their appointment
  - 4. A person who fell under D or F above at a certain point in time during three (3) years prior to their appointment
  
- J. A close relative (Note 2) of a person falling under one of the following items (limited to an important person)
  - (A) A person falling under any of items A through C above, or a person falling under I-1 or I-2 (For A and B, an “important person” means an executive director, executive officer or corporate officer. For C-1, “important person” means, in case of an organization, a member or a partner of such organization, and for C-2, “important person” means a member, a partner or an accounting professional who directly engages in auditing on ITOCHU Corporation’s group)
  - (B) An executing person of ITOCHU Corporation’s subsidiary
  - (C) A non-executive director or an Accounting Advisor of ITOCHU Corporation’s subsidiary (limited to a case where an outside audit & supervisory board member is to be designated as an independent director/auditor)
  - (D) A person who fell under (B) or (C), or was an executing person of ITOCHU Corporation (including non-executive director if an outside audit & supervisory board member is to be designated as an independent director/ auditor) at a certain point in time during one (1) year prior to their appointment

- Notes:
- 1. “An executing person” means a person who executes business as provided for in Article 2, Paragraph 3, Item 6 of the Ordinance for Enforcement of the Companies Act.
  - 2. “Close relative” means a relative within the second degree of kinship.

**[Reference] Corporate Governance and Overview of Internal Control System**

(as of June 23, 2023)



- Notes: 1. CEO: Chief Executive Officer COO: Chief Operating Officer CSO: Chief Strategy Officer  
 CAO: Chief Administrative Officer CFO: Chief Financial Officer CDO · CIO: Chief Digital & Information Officer  
 HMC: Headquarters Management Committee ALM: Asset Liability Management
2. The chief officer for compliance is the CAO. Also, each Division Company has a Division Company president.
3. Internal control systems and mechanisms have been implemented at every level of ITOCHU Corporation. Only the main internal control organization and committees are described herein.

## [Reference] Ensuring Diversity of Officers

In FYE2018, ITOCHU Corporation shifted to a monitoring-oriented Board of Directors with the aim of promoting the separation of management execution and supervision. To ensure that the Board of Directors is able to provide appropriate management supervision, ITOCHU Corporation appoints many officers in charge of overseeing head office functions as Directors, along with a number of Outside Directors so that the percentage of Outside Directors is at least one-third of all Directors. By appointing Outside Directors with more specialized viewpoints and greater diversity, we are further enhancing the functions of ITOCHU Corporation's Board of Directors. In addition, by appointing Outside Audit & Supervisory Board Members with knowledge of finance, accounting and legal affairs makes it possible to monitor and supervise ITOCHU Corporation's management from a neutral and objective viewpoint.

ITOCHU Corporation's internal and external officers who were appointed in accordance with the above are engaged in management by using their knowledge, experience and high level of insight in their respective fields. As for internal Directors, this table shows areas of knowledge and experience which internal Directors have. As for Outside Directors and full-time Audit & Supervisory Board Members, this table covers areas where the most significant contributions to management are expected due to the greatest possible use of the professional viewpoints and extensive knowledge of these individuals. The reasons for selecting these categories are explained on page 29 to 30.

Name	Role	Principal Specialized Area of Experience / Area in Which Officers Are Expected to Make a Particular Contribution				
		All Aspects of Management	Global	Marketing/Sales	Self-Transformation / DX	SDGs & ESG
Masahiro Okafuji	Chairman & Chief Executive Officer Representative Director	○	○	○	○	○
Keita Ishii	President & Chief Operating Officer Representative Director	○	○	○	○	○
Fumihiko Kobayashi	Representative Director	○	○		○	○
Tsuyoshi Hachimura	Representative Director	○	○	○	○	○
Hiroyuki Tsubai	Representative Director	○	○	○	○	○
Hiroyuki Naka	Representative Director	○	○	○	○	○
Masatoshi Kawana	Outside Director	◎				◎
Makiko Nakamori	Outside Director				◎	
Kunio Ishizuka	Outside Director	◎		◎		
Akiko Ito	Outside Director					◎
Makoto Kyoda	Full-time Audit & Supervisory Board Member					◎
Yoshiko Matoba	Full-time Audit & Supervisory Board Member		◎			◎
Kentaro Uryu	Outside Audit & Supervisory Board Member			◎		
Tsutomu Fujita	Outside Audit & Supervisory Board Member	◎	◎			
Kumi Kobayashi	Outside Audit & Supervisory Board Member				◎	

■Chair □Member \* Observer

Name	Principal Specialized Area of Experience and Area in which Officers Are Expected to Make a Particular Contribution				Governance, Nomination and Remuneration Committee	Women's Advancement Committee	Main Roles, Career History, Qualifications, etc.
	Health & Medical Care	Finance, Accounting & Risk Management	Human Resource Strategy	Internal Control & Legal Affairs / Compliance			
Masahiro Okafuji	○	○	○	○	□		President, Textile Company; President & CEO, ITOCHU Corporation
Keita Ishii	○	○	○	○	□		President, Energy & Chemicals Company, ITOCHU Corporation
Fumihiko Kobayashi	○	○	○	○	□	□	General Manager of Human Resources & General Affairs Division; Chief Administrative Officer, ITOCHU Corporation
Tsuyoshi Hachimura		○	○	○			General Manager of Finance Division; Chief Financial Officer, ITOCHU Corporation
Hiroyuki Tsubai		○	○	○			CEO for Europe Bloc ; CEO for Africa Bloc; President, Machinery Company, ITOCHU Corporation
Hiroyuki Naka		○	○	○			General Manager of Corporate Planning & Administration Division; Chief Strategy Officer; Chief Digital & Information Officer, ITOCHU Corporation
Masatoshi Kawana	◎				□		Vice-president of Tokyo Women's Medical University Hospital; Doctor of Medicine
Makiko Nakamori		◎		◎	□	■	Certified Public Accountant in Japan
Kunio Ishizuka			◎		■		President and CEO/Chairman, Isetan Mitsukoshi Holdings Ltd.
Akiko Ito	◎		◎		□		Commissioner, Consumer Affairs Agency
Makoto Kyoda		◎		◎			CFO, Food Company, ITOCHU Corporation
Yoshiko Matoba			◎			□	General Manager of Research & Public Relations Division, General Manager of Human Resources & General Affairs Division
Kentaro Uryu		◎		◎	*		Managing Partner, URYU & ITOGA; Attorney-At-Law in Japan
Tsutomu Fujita		◎				□	Vice Chairman and a board member, Citigroup Global Markets Japan Inc.
Kumi Kobayashi		◎		◎		□	Certified Public Accountant in Japan; Certified Public Tax Accountant in Japan

- Notes: 1. Knowledge and experience of internal Directors are indicated with ○ and areas in which full-time Audit & Supervisory Board Members, Outside Directors and Outside Audit & Supervisory Board Members are expected to contribute in particular are indicated with ◎.
2. This table shows Directors and Audit & Supervisory Board Members if Proposal No. 2 and Proposal No. 3 are approved at this Ordinary General Meeting of Shareholders.
3. In order to strengthen the supervisory function of the Board of Directors and increase the transparency of the decision-making process, voluntary advisory committees to the Board of Directors have been established. The roles of these

committees, which are as of June 23, 2023, are as follows. Information concerning the integration to the Governance, Nomination and Remuneration Committee is on page 31.

- Governance, Nomination and Remuneration Committee: Discussions concerning proposals for appointments and terminations of executive officers, selections of candidates for election as Directors and Audit & Supervisory Board Members and for terminations of these officers, selections and terminations of Directors and Audit & Supervisory Board members with executive titles, consideration of succession plans, the remuneration system for executive officers and Directors, and other matters involving governance

- Women’s Advancement Committee: Discussions concerning the implementation of policies and strategies for the advancement of female employees (excluding Directors, executive officers and associate executive officers)

4. The Women’s Advancement Committee includes the General Manager of the Human Resources & General Affairs Division and the individuals listed below.

**Reasons for Selections of Principal Specialized Area of Experience/Areas in which Officers are Expected to Make a Particular Contribution**

Area	Reasons for Selection
All Aspects of Management	ITOCHU Corporation is a general trading company that operates in diverse business sectors. The oversight of business operations requires knowledge of this area in order to participate in discussions about business plans and strategies that can enhance corporate value based on the spirit of “ <i>Sampo-yoshi</i> ”.
Global	Knowledge of this area based on understanding different cultures and geopolitics is required because ITOCHU Corporation operates on a global scale as a general trading company.
Marketing / Sales	Knowledge of these areas is required because promotion of “Earn” measures is a key element of ITOCHU Corporation’s operations, which depend on leveraging sales capabilities as a “Merchant,” from a market-oriented perspective.
Self-Transformation / DX	ITOCHU Corporation realizes sustained growth by drawing on comprehensive strengths as a general trading company accompanied by self-transformation in a flexible manner that reflects changes in the external environment. ITOCHU Corporation does not make DX itself a target. Instead, by self-transformation, ITOCHU Corporation steadily builds up individual projects that are expected to swiftly contribute to profit namely those that optimize supply chains, etc. while leveraging existing business foundations. Knowledge of these areas is required for taking these actions.
SDGs & ESG	ITOCHU Corporation aims for sustained growth with a commitment to capitalism with greater emphasis on serving all stakeholders, which is “ <i>Sampo-yoshi</i> capitalism.” ITOCHU Corporation sets to solve the seven identified material issues through business operations, including addressing climate change, to contribute to accomplishing the Sustainable Development Goals (SDGs). Consequently, knowledge of these areas is required.
Health & Medical Care	People is the most valued management resource of ITOCHU Corporation. Developing capability and enhancing the health is essential for maintaining a powerful workforce that can fulfill our Guideline of Conduct: “I am One with Infinite Missions.” Consequently, knowledge of these areas is required.
Finance, Accounting & Risk Management	Sustained growth requires strong financial foundation, accurate financial reports, and the analysis of risks when examining M&A and other projects. A quantitative framework of administrative divisions which support business divisions is also essential. Consequently, knowledge of these areas is required for constantly implementing the “Earn, Cut, Prevent” principles.
Human Resource Strategy	ITOCHU Corporation clearly identifies human resources as a key component of management strategy. Knowledge of this area is required in order to effectively implement various initiatives, such as work-style reforms to enhance corporate value.
Internal Control & Legal Affairs / Compliance	ITOCHU Corporation maintains an appropriate structure for the monitoring and audit of management in order to ensure appropriate and efficient execution of operation. Knowledge of these areas is required in order to make constant improvements to this structure and implement “prevent” measures.

## [Reference] Advisory Board

Harufumi Mochizuki, former Outside Director of ITOCHU Corporation, Kotaro Ohno, former Outside Audit & Supervisory Board Member of ITOCHU Corporation and Shotaro Yachi provide advice on the business management of ITOCHU Corporation in their capacities as members of the Advisory Board, enabling their extensive experience and expertise to be utilized in the business management of ITOCHU Corporation. Atsuko Muraki will retire as outside director at the conclusion of this Ordinary General Meeting of Shareholders and then become a member of the Advisory Board in order to provide advice on business management.

## [Reference] Structures of the Board of Directors

### Structure of the Board of Directors

Ratio of Outside Directors and Outside Audit & Supervisory Board Members on Board of Directors	Ratio of Female Directors and Audit & Female Supervisory Board Members on Board of Directors
<b>47%</b> <b>(7 members)</b>	<b>27%</b> <b>(4 members)</b>

### Structure of the Directors and Audit & Supervisory Board Members

#### • Directors

Internal Directors	Outside Directors	Distinctive feature
<b>6</b>	<b>4</b>	
CEO(One male)	Two males	• Ratio of outside directors: 40% FYE2022: Appointment of 1 director (outside) with management experience
COO(One male)	Two females	
CAO(One male)		• Ratio of female directors: 20% FYE2020: Increase 1 female director (outside) (Total of 2 directors)
CFO(One male)		
Division Company President(One male)		
CSO(One male)		

#### • Audit & Supervisory Board Members

Internal Audit & Supervisory Board Members	Outside Audit & Supervisory Board Members	Distinctive feature
<b>2</b>	<b>3</b>	
One male	Two males	• Ratio of outside Audit & Supervisory Board Members: 60%
One female	One female	
		• Ratio of female Audit & Supervisory Board Members: 40% FYE2023: Appointment of one female Audit & Supervisory Board Member FYE2024: Increase by one female (outside) Audit & Supervisory Board Member

- Notes:
1. The composition of the above Board of Directors includes Directors and Audit & Supervisory Board Members.
  2. The above list shows the composition if Proposal No. 2 and 3 are approved at this Ordinary General Meeting of Shareholders.
  3. Division Company President: President, Machinery Company

## **[Reference] Advisory Committees to the Board of Directors**

The Board of Directors established three committees for the purposes of strengthening its supervisory function and increasing the transparency of its decision-making processes. While ITOCHU Corporation has maintained three committees, the Governance and Remuneration Committee, Nomination Committee, and Women’s Advancement Committee, on June 23, 2023, the Governance and Remuneration Committee and the Nomination Committee will be combined to create the Governance, Nomination and Remuneration Committee, and from the same date, there will be a structure with two advisory committees, together with Women’s Advancement Committee. Combining these committees and their members will unify discussions for nominations and remuneration, which are connected in many ways, with governance, which provides the overall framework for nominations and remuneration. This combination aims to facilitate more thorough discussions by committee members. Outside Directors will comprise the majority of the Governance, Nomination and Remuneration Committee, which will be chaired by an outside Director.

Please refer to page 28 to 29 for information on committee membership at the conclusion of this Ordinary General Meeting of Shareholders, as well as more details on the roles of the committees.

## **[Reference] Board of Directors’ Effectiveness Evaluation**

ITOCHU Corporation conducted the evaluation as to the effectiveness of the Board of Directors targeting Directors and Audit & Supervisory Board Members in FYE2023.

This evaluation confirmed the effectiveness of the Board of Directors in terms of the structure of the Board of Directors and advisory committees to the Board of Directors, the roles and duties of the Board of Directors, the operation status of the Board of Directors, the information provision to Members of Board and Audit & Supervisory Board Members and training, etc.

In terms of the quantitative aspect, the scores that were improved in FYE2023 has been further improved, showing that the board is functioning at a high level concerning all evaluation themes. In terms of qualitative aspect, there were many suggestions and other information for more progress along with a large number of positive opinions.

The previous evaluation revealed two issues that required attention: (1) continuous discussions for strengthening the business foundation; (2) securing the further diversity. The Directors recognized that they should use the functions of the board even more concerning these issues. Although there has been steady progress, such as the establishment of the Group CEO Office with respect to (1), and the initiatives of the Women’s Advancement Committee with respect to (2) etc., both of these issues require a medium to long-term perspective and ITOCHU Corporation will continuously exercise the functions of the Board of Directors, and move forward the actions for further improvement.

In addition, two new issues were identified: (A) continuous discussions for the succession plans for executives among the entire ITOCHU Group companies and (B) continuing enhancement of the monitoring frameworks considering the changes of the business environment as the matters that Board of Directors should work on further. More thorough discussions will be held about these two issues, including the use of opportunities for off-site discussions.

Based on the results of this evaluation, ITOCHU Corporation will continue to take actions for maintaining and increasing the effectiveness of the Board of Directors.

## **[Reference] Overview of the Internal Committees**

Each internal committee carries out careful review and discussion of management issues in each field the committee oversees. Some internal committees, such as the Internal Control Committee, have outside experts among their members, who bring outside opinions into ITOCHU Corporation and assist with the execution of business by the management and decision-making by Board of Directors. The following table lists the main internal committees and their roles (as of April 1, 2023).

Name	Main topics of discussion	Chair
Internal Control Committee	<ul style="list-style-type: none"><li>• Issues related to the development of internal control systems</li></ul>	CSO
Disclosure Committee	<ul style="list-style-type: none"><li>• Issues related to business activity disclosure</li><li>• Issues related to the development and operation of internal control systems in the area of financial reporting</li></ul>	CFO

Name	Main topics of discussion	Chair
Asset Liability Management (ALM) Committee	<ul style="list-style-type: none"> <li>• Issues related to risk management systems</li> <li>• Issues related to balance sheet management</li> </ul>	CFO
Compliance Committee	<ul style="list-style-type: none"> <li>• Issues related to compliance</li> </ul>	CAO
Sustainability Committee	<ul style="list-style-type: none"> <li>• Sustainability promotion issues related to SDGs and ESG efforts (including environmental and social related issues; excluding governance-related issues)</li> </ul>	CAO
Investment Consultative Committee	<ul style="list-style-type: none"> <li>• Issues related to investment and financing</li> </ul>	CFO Deputy: CSO
New Headquarters Project Committee	<ul style="list-style-type: none"> <li>• Issues related to new Tokyo Head Office building</li> </ul>	CAO

### **[Reference] Information Provision and Support Structure for Outside Directors and Outside Audit & Supervisory Board Members**

ITOCHU Corporation utilizes in its management as much as possible the oversight and supervision of Outside Directors and Outside Audit & Supervisory Board Members (“Outside Officers”), who use perspectives of society and of ordinary shareholders. The goal is to maintain and increase the effectiveness of the Board of Directors. To accomplish this goal, priority is placed on strengthening communications and on sharing information with Outside Officers in order to minimize any differences in information known to Internal Officers and Outside Officers. These initiatives are constantly reexamined to make more improvements by using comments received from Directors during the evaluation of the Board of Directors’ effectiveness and other input.

#### **Pre-briefing to Outside Officers, etc.**

Outside Officers receive briefings before meetings of the Board of Directors. These briefings cover agenda items as well as the background of these items and their positioning relative to plans and strategies for ITOCHU Corporation. Outside Officers also receive information about preliminary discussions of agenda items by ITOCHU Corporation executives who conduct business operations. These activities enable the Board of Directors to perform its duties with Outside Officers who have a sufficient understanding of the overall picture of agenda items.

#### **Various meetings and interviews, etc.**

ITOCHU Corporation places importance on direct dialogues between Outside Officers and the executives and other personnel of ITOCHU Corporation. Outside Officers have meetings on a regular basis with the Chairman and CEO, President & COO and with the full-time Audit & Supervisory Board Members, and there are regular reporting activities by internal auditing units to Outside Officers. In addition, Outside Officers hold meetings individually with the Division Company Presidents and the officer responsible for overseeing head office functions. During FYE2023, there were interviews with the executive officers responsible for overseas blocs, business divisions and head office divisions of ITOCHU Corporation. To give Outside Offices a better understanding of ITOCHU Corporation, executive side holds information meetings. During FYE2023, there were information meetings for recruiting, evaluation, compliance and other activities.

#### **Promoting understanding of the ITOCHU Group such as with on-site visits**

ITOCHU Corporation gives Outside Officers opportunities on a regular basis to visit ITOCHU group companies, companies receiving investments and other ITOCHU Group business units. During these on-site visits, Outside Officers see products and services of companies, have discussions with managers and others, including employees, and engage in other activities. These activities give Outside Officers a better understanding of the business activities, products, services and other operations of the ITOCHU Group, which span a broad spectrum of business sectors.

In FYE2023, Outside Officers visited two ITOCHU Group companies in Japan. At YANASE & CO., LTD. (“YANASE”), on-site visits included automobile showrooms and maintenance and repair facilities. Employees’ explanations of automobile sales and maintenance and repair operations and discussed business plans and other subjects with the management team of YANASE. At ITOCHU Techno-Solutions Corporation, the Outside Officers received an explanation of business operations and other subjects from the company’s president, and they learned



about the company's commitment to the SDGs, the use of advanced technologies and other subjects during a tour of the company's offices. All of these activities increased their understanding of these ITOCHU Group companies.

### **[Reference] Guidelines for Share Ownership of ITOCHU Corporation Stock for Executive Officers**

In FYE2013, ITOCHU Corporation established Guidelines for Share Ownership of ITOCHU Corporation Stock for Executive Officers (see Note) designed to align executives with shareholders and increase their commitment to enhancing the share price of ITOCHU Corporation.

Note: The guidelines for stock ownership by executive officers are as follows.

Chairman/President 100,000 shares, Executive Vice President 50,000 shares, Senior Managing Executive Officers 40,000 shares, Managing Executive Officer 30,000 shares, Executive Officer 20,000 shares.

## Business Report

(From April 1, 2022 to March 31, 2023)

### 1. Current Conditions of the ITOCHU Group

#### (1) Business Progress and Achievement

##### [General Economic Situation]

The global economy underwent a general slowdown in the fiscal year ended March 31, 2023. The U.S. and European economies slowed mainly due to rising prices and interest rate increases by major central banks, while the Chinese economy was primarily weighed down by strict prevention measures against COVID-19 that remained in place through to December. The WTI crude oil price rose from the US\$101 per barrel level at the beginning of the fiscal year to the US\$123 per barrel level in the middle of June due to the uncertainty over crude oil supply resulting from the economic sanctions imposed on Russia by various countries and other factors. However, it subsequently fell due to the slowdown of the global economy. Although the price temporarily dropped to the US\$64 per barrel level in March due to the deteriorating financial condition of some banks in the U.S. and Europe, it closed the fiscal year at the US\$75 per barrel level.

The Japanese economy saw a pick-up primarily driven by the service sector, due to a resumption in consumer activity as restrictions on activity under COVID-19 were eased. However, the recovery was limited to a moderate increase due to the resurgence of COVID-19 in the summer and winter seasons, rising prices, and the slowdown in the global economy. The U.S. dollar-yen exchange rate started at the ¥122 per dollar level at the beginning of the fiscal year, with the yen subsequently depreciating to the ¥151 per dollar level at one point by late October due to a rise in U.S. long-term interest rates. However, the yen subsequently appreciated to the ¥127 per dollar level through to middle of January as a result of factors including the foreign exchange intervention by the Japanese government, and closed at the ¥133 per dollar level at the end of the fiscal year. The Nikkei Stock Average continued to fluctuate, declining at certain points as lower U.S. stock prices put downward pressure on the index, while rebounding on occasions due to the depreciation of the yen and a recovery in the domestic economy, before closing the fiscal year at above the ¥28,000 mark, slightly higher than the upper ¥27,000 level at the beginning of the fiscal year. The yield on 10-year Japanese government bonds rose to around 0.50% in late December from the previous upper limit of around 0.25%, as the Bank of Japan expanded the range of fluctuation of its long-term interest rate target amid increasing upward pressure in line with the rise in the U.S. long-term interest rates. However, from middle of March onward the yield declined due to widespread purchases of safe assets in response to deteriorating financial conditions of some banks in the U.S. and Europe, closing the fiscal year at 0.39%.

##### [Operating Results of the ITOCHU Group]

(Billions of Yen)

	98th Fiscal Term (FYE2022)	99th Fiscal Term (FYE2023)	Increase (Decrease)	%
Revenues	12,293.3	13,945.6	1,652.3	13.4%
Gross trading profit	1,937.2	2,129.9	192.7	9.9%
Selling, general and administrative expenses	(1,346.7)	(1,419.1)	(72.4)	5.4%
Others	559.6	396.1	(163.5)	(29.2%)
[Equity in earnings of associates and joint ventures]	[291.4]	[320.7]	[29.2]	[10.0%]
Profit before tax	1,150.0	1,106.9	(43.2)	(3.8%)
Net profit attributable to ITOCHU	820.3	800.5	(19.8)	(2.4%)

(Reference) Trading income	582.5	701.9	119.4	20.5%
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**Revenues** for the fiscal year ended March 31, 2023 increased by 13.4%, or 1,652.3 billion yen, compared to the previous fiscal year to 13,945.6 billion yen. This increase was attributable to higher revenue from Energy & Chemicals Company, due to higher market prices in energy trading transactions, chemical-related transactions, and energy-related companies; higher revenue from Food Company, due to higher market prices in provisions-related transactions and higher transaction volume in food-distribution-related companies; higher revenue from General Products & Realty Company, due to higher market prices in construction materials business, the improvement in profitability in European Tyre Enterprise Limited (European tire-related company), and the conversion of a North American engineered wood products company into a subsidiary; and higher revenue from Metals & Minerals Company, due to higher coal prices and the depreciation of the yen, partially offset by lower iron ore prices.

**Gross trading profit** increased by 9.9%, or 192.7 billion yen, compared to the previous fiscal year to 2,129.9 billion yen. Gross trading profits increased in Energy & Chemicals Company, due to the improvement in profitability in energy trading transactions resulting from higher market prices and the stable performance in electricity transactions; in Metals & Minerals Company, due to higher coal prices and the depreciation of the yen, partially offset by lower iron ore prices; in General Products & Realty Company, due to the stable performance in domestic real estate companies, the improvement in profitability in European Tyre Enterprise Limited, and the conversion of a North American engineered wood products company into a subsidiary; and in Machinery Company, due to the favorable sales in automobile-related companies and North American construction machinery companies.

**Selling, general and administrative expenses** increased by 5.4%, or 72.4 billion yen, compared to the previous fiscal year to 1,419.1 billion yen, due to the increase in expenses resulting from the stable growth in revenue and the depreciation of the yen, partially offset by the decrease because of the conversion of Taiwan FamilyMart Co., Ltd. (“Taiwan FamilyMart”) into an investment accounted for by the equity method from a subsidiary at the end of the first quarter of previous fiscal year.

**Provision for doubtful accounts** increased by 0.9 billion yen compared to the previous fiscal year to a loss of 8.9 billion yen, due to the increases in provision for doubtful accounts in general receivables.

**Gains (losses) on investments** decreased by 68.3%, or 144.7 billion yen, compared to the previous fiscal year to a gain of 67.2 billion yen, due to the deterioration of remeasurement gains (losses) for fund held investments and the absence of gains on the partial sale of Taiwan FamilyMart, the de-consolidation of Paidy Inc., and the sale of Japan Brazil Paper & Pulp Resources Development Co., Ltd., in addition to the realization of foreign exchange gains due to the de-consolidation of ITOCHU Coal Americas Inc. in the previous fiscal year, partially offset by the gains on the sales of a North American beverage-equipment-maintenance company and CONEXIO Corporation.

**Gains (losses) on property, plant, equipment and intangible assets** deteriorated by 32.5 billion yen, compared to the previous fiscal year to a loss of 50.1 billion yen, due to the impairment loss in Dole.

**Other-net** increased by 5.4 billion yen, compared to the previous fiscal year to a gain of 15.1 billion yen, due to the gains on a specific overseas project and business.

Net interest expenses, which is the total of **Interest income** and **Interest expense**, deteriorated by 18.9 billion yen, compared to the previous fiscal year to expenses of 27.5 billion yen, due to the increase in interest expense with higher U.S. dollar interest rates. **Dividends received** decreased by 1.3%, or 1.1 billion yen, compared to the previous fiscal year to 79.7 billion yen, due to the decrease in dividends from oil and gas related investments in upstream interests, partially offset by the increase in dividends from LNG projects and Brazillian iron-ore-related investments. Net financial income, which is the total of net interest expenses and dividends received, decreased by 20.0 billion yen, compared to the previous fiscal year to a gain of 52.2 billion yen.

**Equity in earnings of associates and joint ventures** increased by 10.0%, or 29.2 billion yen, compared to the previous fiscal year to 320.7 billion yen. This increase was attributable to increases in Others, Adjustments & Eliminations (Note), due to higher earnings in CITIC Limited resulting from the stable performance in

comprehensive financial business, revaluation gain on securities business, and the depreciation of the yen even with the impact of lower iron ore prices and the impairment losses on its group companies; in Metals & Minerals Company, due to higher earnings in Marubeni-Itochu Steel Inc. resulting from the stable performance in North American business and the depreciation of the yen, partially offset by lower earnings in iron ore companies resulting from lower prices; in General Products & Realty Company, due to the gain on sales of properties in overseas real estate business and higher earnings in ITOCHU FIBRE LIMITED (European pulp-related company) resulting from higher pulp prices; and a decrease in Food Company, due to lower earnings in North American meat-products-related companies resulting from lower sales prices in China, unfavorable sales to Japan caused by the depreciation of the yen, the increase in production cost caused by higher grain prices, and the impairment losses, partially offset by the stable performance in North American grain-related companies.

(Note) “Others, Adjustments & Eliminations” includes gains and losses which do not belong to any operating segment and internal eliminations between operating segments.

Consequently, **Profit before tax** decreased by 3.8%, or 43.2 billion yen, compared to the previous fiscal year to 1,106.9 billion yen. **Income tax expense** decreased by 3.3%, or 8.9 billion yen, compared to the previous fiscal year to 262.2 billion yen, due to lower profit before tax. **Net profit**, which is calculated as profit before tax of 1,106.9 billion yen minus income tax expense of 262.2 billion yen, decreased by 3.9%, or 34.3 billion yen, compared to the previous fiscal year to 844.7 billion yen. **Net profit attributable to ITOCHU**, which is calculated as Net profit minus **Net profit attributable to non-controlling interests** of 44.2 billion yen, decreased by 2.4%, or 19.8 billion yen, compared to the previous fiscal year to 800.5 billion yen.

(Reference)

“Trading income” in accordance with Japanese accounting practices (“Trading income” = “Gross trading profit” + “Selling, general and administrative expenses” + “Provision for doubtful accounts”) increased by 20.5%, or 119.4 billion yen, compared to the previous fiscal year to 701.9 billion yen. This increase was attributable to increases in Energy & Chemicals Company, due to the improvement in profitability in energy trading transactions resulting from higher market prices and the stable performance in electricity transactions; in Metals & Minerals Company, due to higher coal prices and the depreciation of the yen, partially offset by lower iron ore prices; in Machinery Company, due to the favorable sales in automobile-related companies and North American construction machinery companies; and in General Products & Realty Company, due to the stable performance in domestic real estate companies, the improvement in profitability in European Tyre Enterprise Limited, and the conversion of a North American engineered wood products company into a subsidiary.

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#### Forward-Looking Statements

Data and projections contained in this business report are based on the current information available, and various factors may cause actual results to differ materially from those presented in such forward-looking statements. ITOCHU Corporation, therefore, wishes to caution that readers should not place undue reliance on forward-looking statements, and further, that ITOCHU Corporation has no obligation to update any forward-looking statements as a result of new information, future events or other developments.

**[Main Business]**

The ITOCHU Group, through its network in Japan and overseas, engages in the domestic trading, import/export and overseas trading of various products such as textiles, machinery, information and communications-related products, metals, products related to oil and other energy sources, general merchandise, chemicals, and provisions and food. Moreover, the ITOCHU Group is making multifaceted investments in insurance agencies, finance, construction, real estate trading, and warehousing as well as operations and businesses incidental or related to those fields.

**[Operating Results by Segment]****Net profit attributable to ITOCHU**

(Billions of Yen)

Segment	98th Fiscal Term (FYE2022)	99th Fiscal Term (FYE2023)
Textile	25.1	25.5
Machinery	80.3	107.1
Metals & Minerals	226.5	246.9
Energy & Chemicals	90.6	114.3
Food	61.8	16.5
General Products & Realty	105.4	94.8
ICT & Financial Business	104.4	64.4
The 8th	44.2	23.0
Others, Adjustments & Eliminations	82.0	108.1
Total	820.3	800.5

## Financial Highlights by Segment

Segment	
Textile	Increased due to the improvement of apparel-related companies resulting from the alleviation of the impact of COVID-19, partially offset by the decrease in extraordinary gains.
Machinery	Increased due to favorable performance in automobile-related companies and North American construction machinery companies, the start of equity pick-up of Hitachi Construction Machinery Co., Ltd., and the gain on the sale of a North American beverage-equipment-maintenance company, partially offset by the losses on aircrafts leased to Russian airlines in a leasing-related company and the impairment losses in foreign companies.
Metals & Minerals	Increased due to higher coal prices, the stable performance in North American business in Marubeni-Itochu Steel Inc., and the depreciation of the yen, partially offset by lower iron ore prices and the absence of extraordinary gains in the previous fiscal year.
Energy & Chemicals	Increased due to the improvement in profitability in energy trading transactions resulting from higher market prices and the stable performance in electricity transactions, partially offset by the decrease in dividends.
Food	Decreased due to the deterioration in profitability in meat-products-related companies, lower sales volume resulting from decline in demand because of inflation, the increase in logistics cost and the impairment loss in Dole, partially offset by the improvement in profitability in provisions-related transactions and the gains on the group reorganization in domestic sugar companies and North American oils and fats companies.
General Products & Realty	Decreased due to the absence of extraordinary gains in the previous fiscal year, partially offset by the stable performance in real estate business and ITOCHU FIBRE LIMITED, and revaluation gain resulting from the conversion of a North American engineered wood products company into a subsidiary.
ICT & Financial Business	Decreased due to the deterioration of remeasurement gains(losses) for fund held investments, lower earnings in mobile-phone-related business, and the absence of extraordinary gains in the previous fiscal year, partially offset by the gain on the sale of CONEXIO Corporation.
The 8th	Decreased due to the absence of extraordinary gains in the previous fiscal year, whereas the positive impact by the increase in daily sales along with higher number of customers/spend per customer with enhancement of product appeal and sales promotion exceeded the cost increase resulting from changes in external environment, such as franchisee support payments in FamilyMart Co., Ltd.
Others, Adjustments & Eliminations	Increased due to higher earnings in CITIC Limited resulting from the stable performance in comprehensive financial business, revaluation gain on securities business, and the depreciation of the yen, even with the impact of lower iron ore prices and the impairment losses on its group companies, in addition to lower tax expenses, partially offset by the increase in interest expenses resulting from higher U.S. dollar interest rates and the impairment loss on C.P. Pokphand Co. Ltd.

- Notes:
1. ITOCHU Corporation prepared the consolidated financial statements in conformity with IFRS.
  2. [Others, Adjustments & Eliminations] includes gains and losses which do not belong to any operating segment and internal eliminations between operating segments. The investments in CITIC Limited and C.P. Pokphand Co. Ltd. and the profits and losses from them are included in this segment.
  3. As of October 1, 2022, ITOCHU Corporation dissolved the mutual-holdings for certain group companies held by The 8th segment as minority and the other segment as majority, and shares of such group companies are only held by the other segment. These changes are reflected from the results for the third and fourth quarters of the fiscal year ended March 31, 2023 and the results for the first and second quarters of the fiscal year ended March 31, 2023 are not affected by these changes. According to the above, the results for the third and fourth quarters of the fiscal year ended March 31, 2022 are reclassified in the same manner.

**[Consolidated Financial Position]**

(Billions of Yen)

	98th Fiscal Term (FYE2022)	99th Fiscal Term (FYE2023)	Increase (Decrease)	%
Total assets	12,153.7	13,111.7	958.0	7.9%
Interest-bearing debt	2,905.9	3,006.6	100.7	3.5%
Net interest-bearing debt	2,283.0	2,391.2	108.2	4.7%
Total shareholders' equity	4,199.3	4,819.5	620.2	14.8%

Ratio of shareholders' equity to total assets	34.6%	36.8%	Increased 2.2 pt
NET DER (Net debt-to-shareholders' equity ratio) (times)	0.54	0.50	Improved 0.05 pt

Total assets increased by 7.9%, or 958.0 billion yen, compared to March 31, 2022 to 13,111.7 billion yen, due to the increase in investments accounted for by the equity method resulting from the investment in shares in Hitachi Construction Machinery Co., Ltd., the increase in trade receivables and inventories resulting from the increase of trading transactions and higher market prices, and the depreciation of the yen.

Net interest-bearing debt (interest-bearing debt after deducting cash and cash equivalents and time deposits) increased by 4.7%, or 108.2 billion yen, compared to March 31, 2022 to 2,391.2 billion yen, due to dividend payments and share buybacks, the investment in shares in Hitachi Construction Machinery Co., Ltd., and the depreciation of the yen, partially offset by the stable performance in operating revenues. Interest-bearing debt increased by 3.5%, or 100.7 billion yen, compared to March 31, 2022 to 3,006.6 billion yen.

Total shareholders' equity increased by 14.8%, or 620.2 billion yen, compared to March 31, 2022 to 4,819.5 billion yen, due to net profit attributable to ITOCHU during this fiscal year and the depreciation of the yen, partially offset by dividend payments and share buybacks.

Ratio of shareholders' equity to total assets increased by 2.2 points compared to March 31, 2022 to 36.8%. NET DER (net debt-to-shareholders' equity ratio) improved by 0.05 points compared to March 31, 2022 to 0.50 times.

**[Consolidated Cash Flows]**

(Billions of Yen)

	98th Fiscal Term (FYE2022)	99th Fiscal Term (FYE2023)
Cash flows from operating activities	801.2	938.1
Cash flows from investing activities	38.6	(453.8)
Free cash flows	839.8	484.3
Cash flows from financing activities	(846.7)	(500.1)

Cash flows from operating activities recorded a net cash-inflow of 938.1 billion yen, due to the stable performance in operating revenues in Metals & Minerals, The 8th, Energy & Chemicals, and General Products & Realty Companies, partially offset by the increase in working capital due to the growth of operating transactions.

Cash flows from investing activities recorded a net cash-outflow of 453.8 billion yen, due to the investment in shares in Hitachi Construction Machinery Co., Ltd. by Machinery Company, the acquisition of a North American engineered wood products business by General Products & Realty Company, the investment in iron ore business in Canada by Metals & Minerals Company, and the purchase of fixed assets by Food, The 8th, Machinery, and Energy & Chemicals Companies, partially offset by the sales of a North American beverage-equipment-maintenance company and CONEXIO Corporation.

Cash flows from financing activities recorded a net cash-outflow of 500.1 billion yen, due to the repayments of lease liabilities in addition to dividend payments and share buybacks.

Cash and cash equivalents as of March 31, 2023 decreased by 5.7 billion yen compared to March 31, 2022 to 606.0 billion yen.



## Qualitative Results for FYE2023

ITOCHU Group has established “realizing business transformation by shifting to a market-oriented perspective” and “enhancing our contribution to and engagement with the SDGs through business activities” as the basic policies of the medium-term management plan, “Brand-new Deal 2023” (Three-Year Plan from FYE2022 to FYE2024). The following are the specific achievements made in FYE2023, the second fiscal year of Brand-new Deal 2023.

### ■ Textile Company

#### Acquisition of Marketing Rights and License Rights to Reebok in Japan

ITOCHU Corporation acquired the marketing rights and license rights to Reebok in Japan, a sporting goods brand that is known worldwide for products with outstanding designs and innovative functions. The aim is to further increase the value of the Reebok brand in Japan by utilizing ITOCHU Corporation’s brand business expertise and the shoe business of LOCONDO, Inc., a large Japanese e-commerce company. Plans include the sale of a broad lineup of merchandise extending from shoes to apparel and more promotional activities.

Backed by its strengths in the consumer-related businesses, ITOCHU Corporation will use a market-in approach to incorporate market and consumer needs in products in order to strengthen profit base for business activities in the sports-related business, which is a key component of the Textile Business.

#### Strategic Alliances and Investments for Accelerating a Circular Economy

ITOCHU Corporation has stepped up activities involving alliances with partner companies in Japan and other countries concerning the collection and recycling of textile products. Operations in this sector are centered on ITOCHU Corporation’s RENU Project, which uses innovative ideas to help to solve textile disposal and reuse problems. During the past fiscal year, there were investments in ecommit Corporation, which operates a used apparel collection service, RePEaT Co., Ltd., which licenses technology for the chemical recycling of polyester products. By using a value chain extending from textile raw materials to textile, clothing materials, apparel, and retail sales of these products, which has one of the largest scale in a general trading company, ITOCHU Corporation is playing a role in achieving the SDGs in order to realize a circular economy.

### ■ Machinery Company

#### Establishment of ZAXIS Financial Services Americas (ZAXIS Finance) for Construction Machinery Financing and Leasing in North America

In 2022, ITOCHU Corporation purchased stock with 26.0% of the voting rights of Hitachi Construction Machinery Co., Ltd., through a company jointly owned with Japan Industrial Partners, Inc., and, it makes ITOCHU Corporation the largest shareholder of this company. As the first step following the establishment of a capital and business alliance with Hitachi Construction Machinery Co., Ltd., ITOCHU Corporation, Hitachi Construction Machinery Co., Ltd., and Tokyo Century Corporation established ZAXIS Financial Services Americas, LLC (ZAXIS Finance) to provide finance and leasing services involving sales of Hitachi Construction Machinery products in North America, which is globally the largest market for construction machinery, accounting for about 40% of global market sales.

ITOCHU Corporation and Tokyo Century Corporation will provide various services and increase sales of Hitachi Construction Machinery products in North America by using many types of finance services, which, Hitachi Construction Machinery Co., Ltd. until now was unable to provide in North America by making use of many years of experience in the finance business in North America.

#### Enhancing Renewable Energy Business in North America

Tyr Energy, Inc., a subsidiary of ITOCHU Corporation in the United States, has established Tyr Energy Development Renewables, LLC (TED), a wholly-owned subsidiary that specializes in the development of renewable energy in the United States. ITOCHU Corporation constructed the series of services necessary for the development of renewable energy through TED, such as securing land, connecting to power grids, acquiring different types of permits, selecting core equipment and construction companies, negotiating and concluding power purchase agreements, and making financing arrangements, which are completed in house only in general trading companies. ITOCHU Corporation has already developed a solar power facility with output of approximately 2GW. In addition, Tyr Wind, LLC, a wholly-owned subsidiary of ITOCHU Corporation in the United States, has invested in six wind power projects in North America. Furthermore, ITOCHU Corporation accelerates the renewable energy business in North America which is expected to expand by leveraging the capability of NAES Corporation, another wholly-owned subsidiary of ITOCHU Corporation in the United States and the largest independent power plant operation and maintenance service company in the world.

## ■ Metals & Minerals Company

### Investment in interest of Canada's Largest Iron Ore and Production of Valuable High-grade Iron Ore

ITOCHU Corporation has acquired equity stakes in ArcelorMittal Canada G.P. and ArcelorMittal Infrastructure Canada G.P. (AMMC), conducting the largest iron ore business in Canada, which ArcelorMittal Mining Canada Inc., Posco Holdings Inc. of South Korea, and China Steel Corporation of Taiwan operate. AMMC, which is one of the largest iron ore mine in Canada, owns the entire important infrastructure required for producing and shipping iron ore and pellets (including a railroad, port, pellet plant and other facilities). This fully integrated operation leads to highly cost competitiveness, and AMMC generates annual output of 25 million tons of iron ore and pellets stability. The produced high-grade iron ore is essential for the direct-reduced iron. As manufacturing steel by using direct-reduced iron may eliminate CO<sub>2</sub> emissions by as much as half compared with conventional steelmaking, a big contribution to decarbonization in the steel industry is expected.

By making this investment, ITOCHU Corporation has interests in high-quality iron ore production bases in the Oceania region, South America and North America. No other company has an iron ore business of this scale. ITOCHU Corporation plans to continue upgrading its ability to maintain reliable supplies of iron ore and contribute of decarbonization of the steel industry together with the partners.

## ■ Energy & Chemicals Company

### Start in full swing of Solar Power Off-site Corporate PPA Business

In 2021, ITOCHU Corporation made an equity investment in Clean Energy Connect Inc. (CEC), a company that aggregates green electricity by developing and owning many small and midsize solar power plants in Japan. CEC enables the productive use of previously idle land. Furthermore, CEC supplies environmentally responsible electricity along with environmental value to urban office buildings and other locations of customers based on long-term contracts. ITOCHU Corporation began power generation with 500 power generation plants throughout Japan through CEC, and established the Japan's leader's position in the off-site PPA sector in FYE2023. In February 2023, CEC began the long-term supply of electricity from renewable energy with additionally to Amazon in Japan by using the off-site corporate PPA format. By FYE2025, CEC plans to have about 700 power generating power plants in Japan and to develop non-FIT low-pressure solar power plants exclusively for Amazon with a total output of 70MW.

By working with CEC, ITOCHU Corporation aims to increase the number of solar power plants by about 10 times from the current level by FYE2026 to a total of about 5,000 locations and a total output of 500MW, and to be the largest off-site corporate PPA operator in Japan, to accelerate to prevail the use of distributed power supplies from renewable energy.

### Growth of the Sustainable Aviation Fuel Business

ITOCHU Corporation is at the forefront of the sustainable aviation fuel (SAF) supplier used for the first commercial flights in Japan. SAF produced by Finland Neste OYJ, the world's largest producer of renewable fuels, is supplied to All NIPPON AIRWAYS CO., LTD. and Japan Airlines Co., Ltd. ITOCHU Corporation has also started selling SAF to Etihad Airways PJSC, which is based in Abu Dhabi, becoming the first Japanese company to supply fuel to an airline of another country. In a demonstration trial of the Civil Aviation Bureau of Ministry of Land, Infrastructure, Transport and Tourism to promote the use of SAF, undiluted SAF was imported to Japan. With the cooperation of Fuji Oil Company, Ltd., the SAF was mixed with petroleum-derived jet fuel in Japan in order to establish a supply chain for blended SAF.

The objective of these activities is to accelerate progress with the use of next-generation fuels and the establishment and expansion of supply chains in order to help achieve a decarbonized society.

## ■ Food Company

### Reorganization in Domestic Sugar Companies

In January 2023, ITOCHU SUGAR CO., LTD., a wholly owned subsidiary of ITOCHU Corporation at the time, and Nissin Sugar Co., Ltd., a company listed in Tokyo Stock Exchange Prime Market where Sumitomo Corporation is the largest shareholder, conducted a management integration. This integration is expected to enable the companies to adapt more easily to Japan's changing population and the increasing diversity of the demand for sugar. The two companies are now owned by a holding company called WELLNEO SUGAR CO., LTD., which ITOCHU Corporation is the largest shareholder. ITOCHU Corporation has a strong value chain of sugar business backed by more than 50 years of experience. ITOCHU Corporation has extended operations from the consistent procurement of raw sugar, taking full advantage of ITOCHU Corporation's global network, to the sale of high-

quality sugar produced at ITOCHU SUGAR CO., LTD.'s refinery which is one of the most efficient in Japan. WELLNEO SUGAR CO., LTD. has a market share of about 30% in Japan. ITOCHU SUGAR CO., LTD. and Nissin Sugar Co., Ltd. each have local brands well-known in Chukyo area and the metropolitan area such as Tokyo and Osaka in Japan, resulting in a lineup of retail products sold in every part of the country.

This integration is expected to produce sales synergies backed by the overseas raw material procurement capability of ITOCHU Corporation, ranking one of the best among other general trading companies, and the ITOCHU Group's business networks in the midstream and downstream sectors of the supply chain. Furthermore, by using the combined R&D resources of the two companies, ITOCHU Corporation pursues the integration effect to accelerate development of oligosaccharide products and other products for health-conscious consumers and expands the sugar business.

#### Rooibos Tea Products and Supply Chains

Interest in rooibos tea has been increasing due to the growing demand for beverages without caffeine as people seek more ways to lead health and beauty. ITOCHU Corporation imports and processes rooibos leaves and, along with branding operations, sells products to beverage, convenience store and other companies. Rooibos is a rare and valuable plant grown only in the Republic of South Africa and about half of the production is exported. Exports to Japan have increased by about seven times during the past decade. In addition to selling tea leaves, ITOCHU Corporation works with manufacturers to create products that match the preferences of consumers. ITOCHU Corporation and ITOCHU Food Sales and Marketing Co., Ltd. have functioned as organizers for the establishment of a value chain and, with a market share of about 50%, are the overwhelming suppliers of rooibos to prominent beverage producers in Japan.

ITOCHU Corporation will promote to develop new products such as rooibos tea bags and chocolate by using ITOCHU Corporation's own brands and the high function product such as rooibos all over the world. Furthermore, through developing finished products with added value reflecting consumers' needs, ITOCHU Corporation promotes to construct supply chains that are possible only ITOCHU Corporation that has many group companies in the midstream and downstream sectors of the supply chain.

#### ■ General Products & Realty Company

##### Acquisition of a North American Engineered Wood Products

ITOCHU Corporation, through Pacific Woodtech Corporation (PWT Corporation), a U.S. manufacturer and distributor of residential structural materials, has acquired the engineered wood products business of Louisiana-Pacific Corporation. The acquisition makes ITOCHU Corporation one of the North American largest suppliers of engineered wood products coverage consisting of U.S. factories in California and North Carolina and a Canadian factory in British Columbia.

The North American construction materials business already ranks first in the fence category. This acquisition creates a powerful value chain in the residential structural materials category too and makes this business the largest manufacturer specializing in laminated veneer lumber, a high strength engineered wood product. Manufacturing capabilities for products with substantial added value will be further refined in order to build a base for more growth and higher profitability.

##### Strengthening of relations with Metsä Fibre Oy

ITOCHU Corporation, through wholly owned subsidiary ITOCHU FIBRE LIMITED (IFL), holds a 25.0% equity share in Metsä Fibre Oy of Finland, the world's largest softwood pulp producer. In October 2022, Metsä Fibre Oy started operating a new pulp mill with leading-edge facilities that minimizes labor with a ceremony that was attended by Finland's prime minister. Business operations have the strong support of the public. IFL posted record-high earnings in FYE2023 because of high pulp prices and operations backed by the ITOCHU Corporation's sales network assembled over many years. Metsä Fibre Oy, which plans to start operating a new pulp mill in FYE2024, expects annual production capacity to increase to 4 million tons. This will further solidify ITOCHU Corporation's leadership in this industry, far ahead of other trading companies. In addition, a renewable energy derived from wood which is generated electricity in pulp mills supplies to nearby residents except the usage of Metsä Fibre Oy and contributes protect the regional environment.

For more growth of the pulp business, Metsä Fibre Oy will manufacture pulp and ITOCHU Corporation will conduct sales activities worldwide with emphasis on the growing markets of Asia.

#### ■ ICT & Financial Business Company

##### Gaitame.Com Co., Ltd. Becomes an Equity-method Associated Company

In September 2022, ITOCHU Corporation purchased 40.2% of the equity of Gaitame.Com Co., Ltd., one of Japan's largest foreign exchange margin trading companies, making this company an equity-method associated

company. ITOCHU Corporation is now the second-largest shareholder after Tradition Group, a Swiss-based organization that is one of the world's largest interdealer brokers. The foreign exchange market is growing year after year and posted record-high monetary trading volume in 2022. The key strength of Gaitame.Com Co., Ltd. is the provision of services from the standpoint of customers based on a resolute commitment to always putting the customer first. The company has the industry's lowest commissions, a saving service linked to long-term investments, a service providing high-quality foreign exchange information, and other benefits for customers. The number of customer accounts has increased to about 580,000 and the number of customers continues to climb.

ITOCHU Corporation's retail financial operations are far more powerful than those of other trading companies. Retail financial businesses include POCKET CARD CO., LTD. and Orient Corporation in Japan and consumer finance companies in Hong Kong, Thailand, Britain and other countries. This investment in Gaitame.Com Co., Ltd is expected to support more growth in the number of retail finance customers by linking the finance and payment processing sectors. ITOCHU Corporation also anticipates an even greater competitive edge due to the expansion of business operations to include asset management products that target the needs of consumers.

#### Singapore-based Docquity Holdings Pte. Ltd. (Docquity) Becomes an Equity-method Associated Company

ITOCHU Corporation purchased stock with 29% and became the largest shareholder of Docquity which develops and sells an online platform for physicians, and Docquity became the equity-method associated company of ITOCHU Corporation. In the Southeast Asia, given the accelerating digitalization of the medical and healthcare fields in recent years, it is becoming increasingly popular to share knowledge among physicians across countries and use online networks in providing drug information from pharmaceutical companies to physicians. Docquity's platform is the largest of its type in Southeast Asia with about 350,000 members, primarily in Southeast Asia, which is more than 70% of all physicians in this region. ITOCHU Corporation has expertise and many years of experience in the fields of ICT and health care. These strengths make it possible to stay ahead of other trading companies by making investments in leading-edge companies like Docquity.

Docquity's pharmaceutical and medical equipment marketing business by using the knowledge of A2 Healthcare Corporation, a major clinical development contract services company, about the pharmaceutical industry and the ITOCHU Group's global business network. ITOCHU Corporation promotes the digital transformation of the health care sector, such as adding digital services for physicians and medical institutions.

#### ■ The 8th Company

##### Growth of the Advertising and Media Business

Data One Corp. runs digital advertising distribution business that precisely match the needs of consumers and advertisers in Japan's digital advertising market, which grew by 14% compared to previous period. Advertisements incorporate purchasing data at FamilyMart convenience stores, which serve about 15 million customers every day, and d Point rewards point program data of wireless network operator NTT DOCOMO, INC. Normally, the effectiveness of advertisements can be measured only roughly by monitoring changes in sales. Data One Corp. provides a service that allows using actual purchasing data for precisely determining the benefits of advertisements. The service is highly rated by many advertisers. Using this service makes it possible to distribute advertisements that match customer segment characteristics based on purchasing data. As a result, consumers can view advertisements with no stress because the content reflects their needs. Currently, Data One Corp. ranks among the leaders in Japan in this business with the ability to send advertisements to about 29 million people.

Data One Corp. plans to further increase activities involving the growing media business at FamilyMart stores. By the end of FYE2024, digital signage for the distribution of advertisements is to be placed in about 10,000 of these stores. Linking these advertisements and the digital advertisements of Data One Corp. will enable this company to create a new type of advertising business for the convergence of real and online advertisements.

##### Start of the Famimacy Convenience Store Prescription Pickup Service

In May 2022, FamilyMart Co., Ltd. started offering a service called Famimacy that allows customers to pick up prescriptions at the company's convenience stores. This service is provided with the Todokusuri Yakkyoku ("delivery drug pharmacy") service of a member of the Toppan INC. Group. By using this service, people can receive a prescription with no delivery charge or fee the next day at the shortest at about 4,500 FamilyMart stores in the Tokyo area, which are open 24 hours. There is no need to take a prescription to a pharmacy and wait for the drugs to be prepared.

FamilyMart plans to expand this service to more areas of Japan and provides more convenient services based on the needs of consumers through a market-oriented perspective.

## ■ Other Activities

### More Contents from the ITOCHU SDGs Studio

ITOCHU Corporation began operating the ITOCHU SDGs STUDIO KIDS PARK in July 2022 for the purpose of enabling children to learn about the SDGs as they play. Every day, all 300 reservations for children are filled due to the high level of interest in this safe facility that has no entry fee. In 2022, the number of visitors increased by about five times to approximately 100,000 from the previous year due to exhibitions for children, the on-site taping of a J-WAVE radio program sponsored by ITOCHU Corporation and other activities. As a result, the studio has become a base for SDGs information on an unprecedented scale. Furthermore, the studio has more than 30,000 SNS followers, which further increases the ability to supply information. The studio will continue to increase points of contact with consumers in order to give a broad range of people the opportunity to learn about the SDGs.

## (2) Management Policy for the Future

### **[Outlook for the Fiscal Year Ending March 31, 2024]**

Regarding the business environment for the next fiscal year, there is a risk that the global economy may decelerate further, particularly in the U.S. and Europe, as the effects of monetary tightening by major central banks become more pronounced. In the Chinese economy, although domestic demand is expected to recover with the end of its zero-COVID-19 policy, the pace of recovery is expected to be slow due to sluggish exports. The Japanese economy is expected to recover despite sluggish exports, as rising wages, lower inflation, and continued monetary easing by the Bank of Japan bolster domestic demand, in addition to a further recovery in demand from inbound tourism. Looking at the U.S. dollar-yen exchange rate, the yen is forecast to appreciate in line with a downward trend in U.S. long-term interest rates. Crude oil prices are expected to remain firm around the US\$80 per barrel price at the beginning of the fiscal year due to supply constraints by major oil-producing countries.

In addition to the high level of uncertainty surrounding the Russia-Ukraine situation, we will continue to closely monitor risks including that of a downturn in overseas economies due to tighter lending controls by banks in the U.S. and Europe.

### **[Further Promoting Medium-Term Management Plan “Brand-new Deal 2023”]**

In FYE2024, which is the final year of the Medium-Term Management Plan “Brand-new Deal 2023” (a three-year plan from FYE2022 to FYE2024), we will continue to address increasingly diverse market needs and contribute to achieving the SDGs, including effecting environmental improvements and maintaining people’s quality of life through our businesses, by stepping up efforts concerning “realizing business transformation by shifting to a market-oriented perspective” and “enhancing our contribution to and engagement with SDGs through business activities.”

We will proceed to powerfully strengthen and expand our business base capable of realizing sustainable growth through steady execution of growth-oriented investments and concerted application of hands-on management based on our non-financial position which consists of human capital strengths, etc., and our stable financial foundation.

#### Basic Policies

<Realizing business transformation by shifting to a market-oriented perspective>

To meet the explicit and implicit needs of diversified suppliers and buyers, and expand business growth through value chain reform from downstream to upstream, we will continue with our initiatives in the current medium-term management plan.

- Evolution of FamilyMart’s business, the largest consumer base in the ITOCHU Group
- Transformation of the entire value chain, starting from downstream
- Expansion of profit opportunities through data utilization and DX

Beginning with FamilyMart, the ITOCHU Group’s largest consumer base, we will further expand earnings through digitalization of FamilyMart by making the most of the Group’s functions, building new revenue bases in media, finance, and other businesses by advancing customer engagement and utilizing data platforms, while further enhancing in the new consumer engagement and data platforms outside of FamilyMart.

<Enhancing our contribution to and engagement with SDGs through business activities>

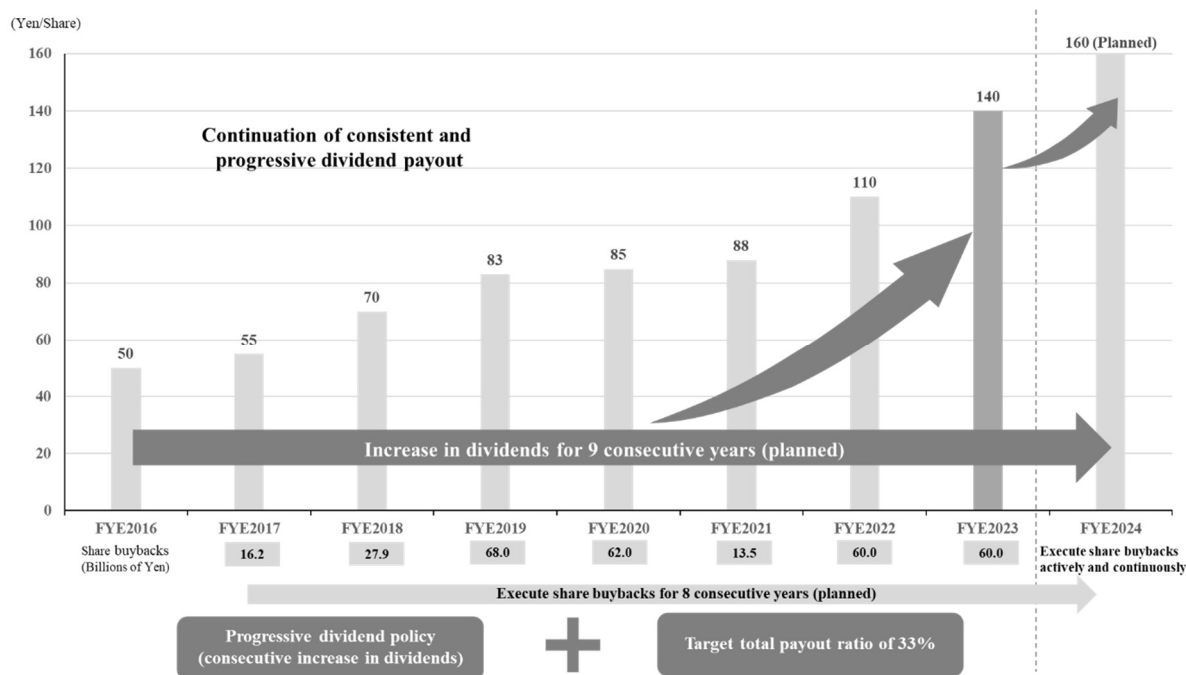
We will contribute to achieving the SDGs with the view that this greatly changing business environment presents opportunities.

- Business expansion in accordance with a decarbonized society
- Leading development in the recycling business
- Sustained growth through strengthening the value chain

**[Shareholder Returns Policy]**

ITOCHU Corporation continues the progressive dividend policy (consecutive increase in dividends) and commits to a payout ratio of 30%, in accordance with “Brand-new Deal 2023 New Dividend Policy” FYE 2024, the final year of Medium-Term Management Plan. Meanwhile, we have set a dividend of ¥160 per share for FYE 2024, which renews the highest record.

In addition, we will actively and continuously execute share buybacks in consideration of market conditions and situation of cash allocation, aiming at total payout ratio of 33% or more.



ITOCHU Group appreciates the continuing support of our shareholders.

### (3) Changes in Assets and Operating Results

#### 1) Changes in Assets and Operating Results of the ITOCHU Group

Category	96th Fiscal Term (FYE2020)	97th Fiscal Term (FYE2021)	98th Fiscal Term (FYE2022)	99th Fiscal Term (FYE2023) (Current term)
Revenues (Millions of Yen)	10,982,968	10,362,628	12,293,348	13,945,633
Gross trading profit (Millions of Yen)	1,797,788	1,780,747	1,937,165	2,129,903
Net profit attributable to ITOCHU (Millions of Yen)	501,322	401,433	820,269	800,519
Basic earnings per share attributable to ITOCHU (Yen)	335.58	269.83	552.86	546.10
Total assets (Millions of Yen)	10,919,598	11,178,432	12,153,658	13,111,652
Total shareholders' equity (Millions of Yen)	2,995,951	3,316,281	4,199,325	4,819,511

(Amounts less than 1 million yen have been rounded to the nearest 1 million yen)

#### 2) Changes in Assets and Operating Results of ITOCHU Corporation (Non-Consolidated)

Category	96th Fiscal Term (FYE2020)	97th Fiscal Term (FYE2021)	98th Fiscal Term (FYE2022)	99th Fiscal Term (FYE2023) (Current term)
Revenues (Millions of Yen)	–	–	3,317,288	4,207,125
Total trading transactions (Millions of Yen)	4,411,184	3,575,369	–	–
Ordinary income (Millions of Yen)	287,696	305,892	404,537	655,163
Net profit (loss) (Millions of Yen)	248,410	(71,341)	450,423	619,917
Earnings (loss) per share (Yen)	166.18	(47.92)	303.44	422.77
Total assets (Millions of Yen)	3,046,455	3,158,247	3,659,443	3,875,521
Equity (Millions of Yen)	1,123,143	928,762	1,186,810	1,569,494

(Amounts less than 1 million yen have been rounded to the nearest 1 million yen)

Note: Upon the adoption of “Accounting Standard for Revenue Recognition” (Accounting Standards Board of Japan No.29) from the fiscal year ended March 31, 2022, the “Total trading transactions” line item has been changed to “Revenues” in the Non-Consolidated Statement of Income. In “Total trading transactions,” consideration for all transactions is presented as the gross amount. In contrast, in “Revenues,” the net amount of consideration, or the commission or fee amount, is presented for transactions conducted as an agent.

**(4) Status of Major Group Companies**

**1) Major Subsidiaries and Associated Companies**

	Name	Common stock	Voting shares ratio	Main business
Domestic	Dole International Holdings, Inc.	33,976 million yen	100.00%	Investment in Dole Fresh Produce Group and Food & Beverages Group
	ITOCHU Techno-Solutions Corporation	21,764 million yen	61.26%	Software development, system integration, IT management, and other IT solutions business
	ITOCHU ENEX CO., LTD.	19,878 million yen	54.02%	Wholesale of petroleum products and LPG and electricity and supply business
	FamilyMart Co., Ltd.	16,659 million yen	94.67%	Convenience store operations under franchise system
	C.I. TAKIRON Corporation	15,204 million yen	55.74%	Manufacture, processing and sale of plastic products
	POCKET CARD CO.,LTD.	14,374 million yen	80.00%	Credit card business
	ITOCHU Property Development, Ltd.	10,225 million yen	100.00%	Development and sale of housing
	Prima Meat Packers, Ltd.	7,909 million yen	50.14%	Production and marketing of meat, ham, sausage, and processed foods
	YANASE & CO., LTD.	6,976 million yen	82.81%	Sales and repair of automobile and related parts
	ITOCHU LOGISTICS CORP.	5,084 million yen	100.00%	Comprehensive logistics services
	ITOCHU-SHOKUHIN Co., Ltd.	4,923 million yen	52.32%	Wholesale and distribution of foods and liquor
	NIPPON ACCESS, INC.	2,620 million yen	100.00%	Wholesale and distribution of foods
	Citrus Investment LLC	0 million yen	100.00%	Investment to a company investing in Hitachi Construction Machinery Co., Ltd.
Overseas	ITOCHU International Inc.	757,860 thousand US\$	100.00%	Wholesale and investment
	ITOCHU (CHINA) HOLDING CO., LTD.	300,000 thousand US\$	100.00%	Wholesale and investment
	ITOCHU Hong Kong Ltd.	1,248,621 thousand HK\$	100.00%	Wholesale and investment
	ITOCHU Europe PLC	70,449 thousand GBP	100.00%	Wholesale and investment
	Orchid Alliance Holdings Limited	1,500,055 thousand US\$	100.00%	Investment and shareholder loan to a company investing in CITIC Limited
	European Tyre Enterprise Limited	451,230 thousand GBP	100.00%	Wholesale and retail of tire, and waste tire collection business in Europe
	ITOCHU Minerals & Energy of Australia Pty Ltd	276,965 thousand AU\$	100.00%	Investment and sales in resource development projects including those of iron ore, coal, and non-ferrous metals
	ITOCHU FIBRE LIMITED	168,822 thousand EUR	100.00%	Distribution and trading of pulp, wood chip and paper materials and investment in Metsä Fibre Oy



	Name	Common stock	Voting shares ratio	Main business
Associated companies	Orient Corporation	150,075 million yen	16.58%	Consumer credit
	Tokyo Century Corporation	81,129 million yen	30.02%	Equipment leasing, mobility & fleet management, specialty financing and international business
	C.P. Pokphand Co. Ltd.	253,329 thousand US\$	25.00%	Compound animal feed business, livestock and aquatic product related businesses, and manufacture and sale business of food products
	Marubeni-Itochu Steel Inc.	30,000 million yen	50.00%	Import/export and wholesale of steel products
	FUJI OIL HOLDINGS INC.	13,209 million yen	43.94%	Management of FUJI OIL group strategy and business operations
	DESCENTE LTD.	3,846 million yen	39.97%	Manufacture and sales of sportswear, etc.

(Amounts less than 1 million or 1 thousand have been rounded to the nearest unit.)

- Notes:
1. The column of voting shares ratio shows the total of shareholding by ITOCHU Corporation and indirect shareholding by its subsidiaries.
  2. Citrus Investment LLC is added as a major subsidiary from this fiscal year.  
The total amount of the company's common stock and capital surplus is 50,400 million yen.
  3. While the voting shares ratio of Orient Corporation is less than 20%, ITOCHU Corporation participates in the determination of sales and financial directions by dispatching its Directors, including its Representative Directors, to the Board of Directors of Orient Corporation. Accordingly, ITOCHU Corporation exerts an important influence and Orient Corporation is considered an associated company of ITOCHU Corporation.

## 2) Consolidated Subsidiaries and Equity-Method Associated Companies

Category	96th Fiscal Term (FYE2020)	97th Fiscal Term (FYE2021)	98th Fiscal Term (FYE2022)	99th Fiscal Term (FYE2023) (Current term)
Consolidated subsidiaries	203 companies	199 companies	192 companies	188 companies
Equity-method associated companies	86 companies	80 companies	82 companies	83 companies
Total of group companies	289 companies	279 companies	274 companies	271 companies

Note: Investment companies which are directly invested in by ITOCHU Corporation and its Overseas trading subsidiaries are included in the above-mentioned number of companies. Investment companies which are considered as part of the parent company are not included.

## (5) Main Offices

### 1) Domestic

Headquarters Office of ITOCHU Corporation	Osaka Headquarters: 1-3, Umeda 3-chome, Kita-ku, Osaka Tokyo Headquarters: 5-1, Kita-Aoyama 2-chome, Minato-ku, Tokyo
Branches of ITOCHU Corporation	Chubu Branch (Nagoya), Kyushu Branch (Fukuoka), Chugoku & Shikoku Branch (Hiroshima), Hokkaido Branch (Sapporo), Tohoku Branch (Sendai)

### 2) Overseas

Branches of ITOCHU Corporation	Johannesburg, Manila, Kuala Lumpur
Liaison Offices of ITOCHU Corporation	31 offices including Lima, Istanbul, Moscow, Nairobi, Riyadh, and Jakarta
Overseas trading subsidiaries	52 overseas trading subsidiaries including headquarters/branches such as ITOCHU International Inc. (U.S.A.) ITOCHU Brasil S.A. ITOCHU Europe PLC (U.K.) ITOCHU MIDDLE EAST FZE (U.A.E.) ITOCHU (CHINA) HOLDING CO., LTD. ITOCHU Hong Kong Ltd. ITOCHU Singapore Pte LTD ITOCHU (Thailand) Ltd.

## (6) Status of Employees

### 1) Status of Employees of the ITOCHU Group

(Number of employees)

Textile	Machinery	Metals & Minerals	Energy & Chemicals	Food	General Products & Realty	ICT & Financial Business	The 8th	Other	Total
6,300 [2,012]	13,412 [1,287]	495 [76]	12,100 [3,691]	34,667 [20,122]	17,800 [4,419]	16,140 [7,410]	7,163 [5,559]	2,621 [129]	110,698 [44,705]

Notes: 1. The number of employees is actual working employees and the average annual number of temporary employees shown in the bracket [ ] is not included.

2. The number of employees decreased by 4,426 from the end of the previous fiscal year mainly because of the sale of CONEXIO Corporation in the ICT & Financial Company.

3. Although ICT & Financial Company employees decreased mainly because of the sale of CONEXIO Corporation, the number of temporary employees increased by 1,510 employees from the end of the previous fiscal year mainly because of the acquisition of DOME CORPORATION by the Textile Company and increasing the number of personnel due to business expansion at a subsidiary of ITOCHU LOGISTICS CORP. to the General Products & Realty Company.

### 2) Status of Employees of ITOCHU Corporation (Non-Consolidated)

Number of employees	Changes from the previous term-end	Average age	Average service years
4,112 employees	-58 employees	42.4 years old	18 years and 3 months

Note: The above number of employees includes 856 employees and 315 employees seconded to other companies in Japan and overseas respectively, and, 285 employees at overseas trading subsidiaries.

**(7) Status of Capital Investment**

No important matter to be stated.

**(8) Status of Financing**

ITOCHU Group raises funds through financing carried out by ITOCHU Corporation, domestic and overseas treasury centers, overseas trading subsidiaries, and other entities, and undertook borrowing from financial institutions, issuance of short-term corporate bonds (electronic CP), and other actions.

**(9) Main Lenders**

ITOCHU Corporation, domestic and overseas treasury centers, overseas trading subsidiaries, and other entities undertake borrowings of the ITOCHU Group and ITOCHU Corporation's main lenders at the end of the current term are as follows.

Lenders	Outstanding amount of borrowings (Millions of Yen)
Mizuho Bank, Ltd.	130,722
Sumitomo Mitsui Banking Corporation	109,644
MUFG Bank, Ltd.	71,106
Sumitomo Mitsui Trust Bank, Limited	54,699
Development Bank of Japan Inc.	50,000
Nippon Life Insurance Company	49,500
The Norinchukin Bank	45,000
Shinkin Central Bank	40,000
The Hachijuni Bank, Ltd.	33,153
Meiji Yasuda Life Insurance Company	27,500

(Amounts less than 1 million yen have been rounded to the nearest 1 million yen)

**(10) Other Significant Matters Regarding the Current Conditions of the ITOCHU Group**

No important matter to be stated.

## 2. Shares of ITOCHU Corporation

(1) Total Number of Authorized Shares ..... 3,000,000,000 shares

(2) Total Number of Issued Shares ..... 1,584,889,504 shares

(3) Number of Shareholders ..... 248,736 persons

### (4) Major Shareholders (top 10)

Shareholders	Numbers of shares held	Shareholding ratio
	Thousands of shares	%
The Master Trust Bank of Japan, Ltd. (trust account)	236,671	16.25
EUROCLEAR BANK S.A./N.V.	109,510	7.52
Custody Bank of Japan, Ltd. (trust account)	85,717	5.88
CP WORLDWIDE INVESTMENT COMPANY LIMITED	63,500	4.36
Nippon Life Insurance Company	34,056	2.34
Mizuho Bank, Ltd.	31,200	2.14
STATE STREET BANK WEST CLIENT – TREATY 505234	23,941	1.64
Asahi Mutual Life Insurance Company	23,400	1.61
SSBTC CLIENT OMNIBUS ACCOUNT	20,330	1.40
JP MORGAN CHASE BANK 385781	17,762	1.22

(A fraction of shares less than one thousand is truncated)

- Notes: 1. ITOCHU Corporation owns 128,019 thousand shares of treasury stock but has been omitted from the major shareholders listed above.
2. The treasury stock is excluded from the calculation of shareholding ratio.

### (5) Other Significant Matters Regarding Shares

In order to pursue a flexible capital management policy, ITOCHU Corporation has carried out share buybacks as follows, in accordance with the provisions of Article 156 of the Companies Act applied mutatis mutandis pursuant to Article 165, Paragraph 3 of the same Act.

(A fraction of shares less than one thousand is truncated)

Date of resolution of the Board of Directors	October 4, 2022	February 3, 2023
Period	October 4, 2022 to January 31, 2023	February 6, 2023 to March 31, 2023
Number of share buybacks	8,611 thousand shares	6,169 thousand shares

### (6) Stock provided to ITOCHU Corporation's Offices as remuneration for duties performed during this fiscal year

For Directors who reside in Japan, ITOCHU Corporation has introduced a stock remuneration plan using a trust for the purposes of more closely linking remuneration with shareholder value and providing an incentive to contribute to the long-term growth of business performance. (For more information, see "5) Performance-Linked Remuneration and Non-Monetary Remuneration" on page 59.) In this fiscal year, two former Directors who resigned on March 31, 2022 received 125,392 shares of ITOCHU Corporation stock from Directors via a Board Incentive Plan Trust.

### 3. Corporate Officers

#### (1) Status of Directors and Audit & Supervisory Board Members (as of March 31, 2023)

Position in ITOCHU Corporation	Name	Responsibility	Important Concurrent Occupations or Positions
Member of the Board Chairman	* Masahiro Okafuji	Chief Executive Officer	Outside Director, NISSIN FOODS HOLDINGS CO., LTD.
Member of the Board President	* Keita Ishii	Chief Operating Officer	
Member of the Board	* Fumihiko Kobayashi	Chief Administrative Officer	
Member of the Board	* Tsuyoshi Hachimura	Chief Financial Officer	
Member of the Board	* Hiroyuki Tsubai	President, Machinery Company	
Member of the Board	* Hiroyuki Naka	Chief Strategy Officer; Chief Digital & Information Officer, General Manager of Corporate Planning & Administration Division	
Member of the Board	Atsuko Muraki		Outside Director, SUMITOMO CHEMICAL COMPANY, LIMITED
Member of the Board	Masatoshi Kawana		Outside Director, MedPeer, Inc.
Member of the Board	Makiko Nakamori		Representative Partner, Nakamori CPA offices Outside Audit & Supervisory Board Member, M&A Capital Partners Co., Ltd. Outside Audit & Supervisory Board Member, LIFULL Co., Ltd.
Member of the Board	Kunio Ishizuka		Outside Director, Welcia Holdings Co., Ltd.

Position in ITOCHU Corporation	Name	Responsibility	Important Concurrent Occupations or Positions
Full-time Audit & Supervisory Board Member	Makoto Kyoda		
Full-time Audit & Supervisory Board Member	Mitsuru Chino		
Audit & Supervisory Board Member	Shingo Majima		Outside Director, WIN-Partners Co., Ltd.
Audit & Supervisory Board Member	Kentaro Uryu		Managing Partner, URYU & ITOGA, Representative Director, U&I Advisory Service Co., Ltd. Director, Lotte Holdings Co., Ltd.
Audit & Supervisory Board Member	Masumi Kikuchi		

- Notes:
1. “\*” indicates a representative director.
  2. The registered name of Mitsuru Chino is Mitsuru Ike.
  3. There is no special relation between ITOCHU Corporation and the organizations where important concurrent occupations or positions are held.
  4. Members of the Board, Ms. Atsuko Muraki, Mr. Masatoshi Kawana, Ms. Makiko Nakamori and Mr. Kunio Ishizuka are Outside Directors. They are registered as independent officers at Tokyo Stock Exchange, Inc.
  5. Audit & Supervisory Board Members, Mr. Shingo Majima, Mr. Kentaro Uryu and Mr. Masumi Kikuchi are Outside Audit & Supervisory Board Members. They are registered as independent officers at Tokyo Stock Exchange, Inc.
  6. Audit & Supervisory Board Member, Mr. Makoto Kyoda has engaged in finance, accounting, and risk management operations at ITOCHU Corporation over many years, and through his experience as CFO of the Food Company possesses considerable knowledge of finance and accounting.
  7. Audit & Supervisory Board Member, Mr. Shingo Majima is a certified public accountant in Japan and the United States (New York State). He has considerable finance and accounting expertise due to a long career as a certified public accountant and university professor of accounting and auditing.
  8. Audit & Supervisory Board Member, Mr. Shuzaburo Tsuchihashi resigned as of June 24, 2022 due to expiration of his term of office.
  9. Audit & Supervisory Board Member, Ms. Mitsuru Chino resigned as of March 31, 2023.

## [Reference] Policy and Process for Appointing Executive Officers

### Policy and Process for Appointing Executive Officers

Executive officers are appointed annually by the Board of Directors among, in principle, employees regarded as candidates for executives based on our HR system with high integrity and exceptional ability (or those who have already been appointed as executive officers) who are judged to be capable of assuming the role as the executive officers. Candidates for executive officers are first selected by the Chairman & Chief Executive Officer based on, among others, recommendations from other officers (or in terms of incumbent executive officers, based on their respective performance) and submitted to the Nomination Committee for further deliberation. Based on the deliberation and advice of the Nomination Committee, the Board of Directors appoints executive officers by its resolution. In case that an executive officer breaches the Executive Officers' Regulation of ITOCHU Corporation or otherwise his or her performance is judged to be not appropriate, the Chairman & Chief Executive Officer (or the chair of the Nomination Committee) firstly makes a proposal of dismissal, and the Board of Directors dismisses such executive officer by its resolution based on the deliberation and advice of the Nomination Committee.

### (2) Status of Executive Officers (as of April 1, 2023)

Name	Position in ITOCHU Corporation	Responsibility
Masahiro Okafuji	Chairman & Chief Executive Officer	Chief Executive Officer
Keita Ishii	President & Chief Operating Officer	Chief Operating Officer
Fumihiko Kobayashi	Executive Vice President	Chief Administrative Officer
Tsuyoshi Hachimura	Executive Vice President	Chief Financial Officer
Hiroyuki Tsubai	Executive Vice President	President, Machinery Company
Mitsuru Chino	Managing Executive Officer	General Manager, Corporate Communications Division
Hiroyuki Kaizuka	Managing Executive Officer	President & CEO, ITOCHU International Inc.; Chairman, Director, Dole Asia Holdings Pte. Ltd.
Tomoyuki Takada	Managing Executive Officer	Chief Digital & Information Officer; Executive Advisory Officer for Corporate Communications Division
Tatsushi Shingu	Managing Executive Officer	President, ICT & Financial Business Company
Masaya Tanaka	Executive Officer	President, Energy & Chemicals Company
Kenji Seto	Executive Officer	President, Metals & Minerals Company
Hiroyuki Naka	Executive Officer	Chief Strategy Officer; General Manager, Group CEO Office
Shuichi Kato	Executive Officer	Chief Executive for Europe & CIS Bloc; CEO, ITOCHU Europe PLC
Masatoshi Maki	Executive Officer	President, General Products & Realty Company
Tadayoshi Yamaguchi	Executive Officer	Chief Operating Officer, Financial & Insurance Business Division
Hideto Takeuchi	Executive Officer	President, Textile Company; Executive Advisory Officer for Osaka Headquarters
Hiroshi Kajiwara	Executive Officer	Chief Operating Officer, ICT Division
Akira Saito	Executive Officer	CEO for East Asia Bloc
Yoshinori Kitajima	Executive Officer	Chief Executive Officer, Representative Director, DOME CORPORATION
Tomokuni Nishiguchi	Executive Officer	General Manager, Secretariat
Kazuaki Yamaguchi	Executive Officer	General Manager, Finance Division
Nobuyuki Tabata	Executive Officer	Chief Operating Officer, Chemicals Division
Naohiko Yoshikawa	Executive Officer	Chief Operating Officer, Plant Project, Marine & Aerospace Division
Kotaro Yamamoto	Executive Officer	Director, President & CEO, ITOCHU Building Products Holdings Inc.
Kuniaki Abe	Executive Officer	Chief Operating Officer, Fresh Food Division

Name	Position in ITOCHU Corporation	Responsibility
Shuichi Miyamoto	Executive Officer	President, Food Company
Jun Inomata	Executive Officer	Chief Operating Officer, Metal & Mineral Resources Division
Tsutomu Yamauchi	Executive Officer	Chief Operating Officer, Forest Products, General Merchandise & Logistics Division
Manabu Fukugaki	Executive Officer	Chief Operating Officer, Brand Marketing Division
Toshiyuki Kakimi	Executive Officer	General Manager, Human Resources & General Affairs Division
Tadashi Ishibashi	Executive Officer	Vice President, East Asia Bloc (East China); Chairman, ITOCHU SHANGHAI LTD.; Managing Director, ITOCHU SHANGHAI LTD.
Hiroshi Ushijima	Executive Officer	Chief Operating Officer, Automobile, Construction Machinery & Industrial Machinery Division

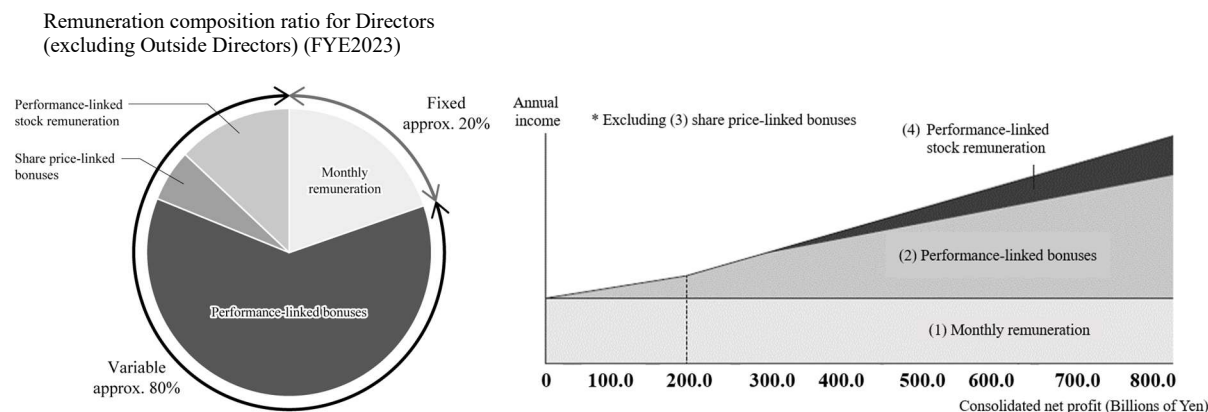
Note: The registered name of Mitsuru Chino is Mitsuru Ike.



### (3) Remunerations etc. to Directors and Audit & Supervisory Board Members

#### 1) Overview (Outline) of the Remuneration Plan for Directors and the Policy for Determination

ITOCHU Corporation's remuneration plan for Directors is designed to be an incentive to grow business performance. As indicated in FYE2023 Remuneration Composition Ratio for Directors (excluding Outside Directors) below, variable remuneration is approximately 80% of overall remuneration (FYE2023), which is extremely high, even when compared to other companies. The system clarifies management's responsibility, with Director remuneration increasing as performance improves, and significantly decreasing if performance deteriorates. Furthermore, this remuneration plan, including the calculation method, has been previously disclosed publicly, making it highly transparent. More specifically, the remuneration plan consists of (1) monthly remuneration, (2) performance-linked bonuses, (3) share price-linked bonuses, and (4) performance-linked stock remuneration, with performance-linked bonuses reflecting short-term performance and share price-linked bonuses and performance-linked stock remuneration reflecting the increase of corporate value in the medium- to long-term.



\* In the event of net loss attributable to ITOCHU (consolidated) (referred to as "net profit (consolidated)" in this section), Directors will receive neither performance-linked bonuses nor performance-linked stock remuneration.

- In accordance with the decision policy for remuneration to Directors mentioned above, the remuneration plan for each fiscal year, which includes the formula and calculation method for the individual payment amount for each director, is determined by the Board of Directors upon deliberation by the Governance and Remuneration Committee, which is a voluntary advisory committee to the Board of Directors that is chaired by an Outside Director and composed of a majority of Outside Directors and Audit & Supervisory Board Members, within the range of remuneration limits decided at the General Meeting of Shareholders.
- Of these, monthly remuneration, which is approximately 20% of the total amount of remuneration as stated in "FYE2023 Remuneration Composition Ratio for Directors (excluding Outside Directors)" is evaluated and determined according to factors that include the degree of contribution to ITOCHU Corporation, including addressing the response to climate change, SDGs and ESG, based on a standard amount for each position. (The final evaluation of the method and process is made by Chairman & Chief Executive Officer Masahiro Okafuji, who is best suited to assess and most familiar with the individual degree of contribution of each Director, in accordance with the method discussed by the Governance and Remuneration Committee.)
- Furthermore, performance-linked bonuses and performance-linked stock remuneration are calculated based on the calculation formula determined by the Board of Directors using net profit attributable to ITOCHU (consolidated) as the linked indicator. Share price-linked bonuses are calculated based on the calculation formula determined by the Board of Directors using ITOCHU Corporation's share price as the linked indicator.
- The Board of Directors has deemed that this is appropriate based on the fact that it adheres to the decision policy for the details of remuneration as individual remuneration for Directors was decided using the calculation process and procedures in line with deliberations by the Governance and Remuneration Committee and the resolution of the Board of Directors.

## 2) Details of Resolution

The remuneration limits for Directors of ITOCHU Corporation have been decided as indicated below.

	Type of remuneration	Details	Fixed / Variable	Remuneration limits	Resolution at General Meeting of Shareholders	Number of officers regarding the resolution
Directors	(1) Monthly remuneration	Determined according to factors that include degree of contribution to ITOCHU Corporation, including addressing climate change, SDGs and ESG, based on a standard amount for each position	Fixed	¥1.0 billion per year as total amount of monthly remuneration (of that amount, ¥0.1 billion per year for Outside Directors)	June 24, 2022	10 (of which, 4 are Outside Directors)
	(2) Performance-linked bonuses	Total amount of payment is determined based on net profit (consolidated), and each individual payment amount is determined in relation to the position points, etc. for the Director	Variable (single year)	¥3.0 billion per year as the total amount of bonus * Not paid to Outside Directors		6 (excluding Outside Directors)
	(3) Share price-linked bonuses	Calculated by adding the evaluation of the relative growth rate of ITOCHU Corporation's share price and Tokyo Stock Price Index (TOPIX) to the amount of increase of ITOCHU Corporation's share price for two consecutive fiscal years	Variable (medium- to long-term)	The amounts below are limits for two fiscal years, for Directors and Executive Officers <ul style="list-style-type: none"> <li>• Limit on contribution to trust by ITOCHU Corporation: ¥1.5 billion</li> <li>• Total number of points granted to eligible person: 1.3 million points (conversion at 1 point = 1 share)</li> </ul> * Not paid to Outside Directors	June 24, 2016	11 (excluding Outside Directors)
	(4) Performance-linked stock remuneration	Total payment amount is determined based on net profit (consolidated), and each individual payment amount is determined in relation to the position points for the Director used in calculating the individual performance-linked bonus				

○ The remuneration limit for ITOCHU Corporation's Audit & Supervisory Board Members was set at up to ¥250 million yearly at the 98th Ordinary General Meeting of Shareholders held on June 24, 2022. There were five (5) Audit & Supervisory Board Members as of the end of the 98th Ordinary General Meeting of Shareholders.

## 3) Percentage of Performance-Linked Remuneration in Total Director Remuneration

ITOCHU Corporation's remuneration plan for Directors does not have a fixed percentage of Performance-linked remuneration (performance-linked bonuses, share price-linked bonuses, performance-linked stock remuneration) and is designed so the percentage of performance-linked remuneration in total director remuneration increases as ITOCHU Corporation's performance improves and its share price increases. We believe that this design/system is in line with the decision policy of our remuneration plan for Directors, which is designed to be an incentive to grow business performance.

#### 4) Remunerations etc. to Directors and Audit & Supervisory Board Members

(Millions of Yen)

Category		Number of persons (Persons)	Total amount of remuneration	Breakdown			
				Monthly remuneration	Performance-Linked Remuneration		
					Performance-linked bonuses	Share price-linked bonuses	Performance-linked stock remuneration (Non-Monetary Remuneration)
Director	Director (Internal)	6	2,964	581	1,825	168	390
	Outside Director	4	81	81	–	–	–
	Total	10	3,045	662	1,825	168	390
Audit & Supervisory Board Member	Audit & Supervisory Board Member (Internal)	3	111	111	–	–	–
	Outside Audit & Supervisory Board Member	3	60	60	–	–	–
	Total	6	172	172	–	–	–

(Amounts less than 1 million yen have been rounded to the nearest 1 million yen)

- FYE2023 Director remuneration is composed of monthly remuneration, performance-linked remuneration as performance-linked bonuses, share price-linked bonuses, and stock remuneration (non-monetary remuneration). These remunerations and bonuses were approved unanimously by the Board of Directors following deliberation by the Governance and Remuneration Committee.
- Monthly remuneration is decided based on the standard amount by position and the level of contribution to ITOCHU Corporation, including its response to climate change, SDGs and ESG.

#### 5) Performance-Linked Remuneration and Non-Monetary Remuneration

- We have net profit (consolidated) as the linked indicator for the performance-linked bonus and performance-linked stock remuneration, which is a non-monetary remuneration. Net profit (consolidated) is of high interest on the stock market because it is an easy-to-understand indicator of capital for growth-oriented investment and shareholder returns, and we believe that its importance as an indicator going forward is unshakeable. In addition, employee bonuses are also linked to net profit (Consolidated). The change of net profit (consolidated), including this fiscal year, is indicated in “1. (3) Changes in Assets and Operating Results” on page 47.
- When calculating the performance-linked bonuses paid to each Director, the total amount of payment is determined based on net profit (consolidated), and each individual payment amount is determined in relation to the position points, etc. for the Director. The performance-linked bonuses are paid following the end of every Ordinary General Meeting of Shareholders.
- To align with our shareholders and create greater awareness of increasing corporate value, we are introducing share-price linked bonuses with ITOCHU Corporation’s share price as the linked indicator. This bonus is an index linked to the increase in the average daily value of ITOCHU Corporation’s stock price for the consecutive two (2) fiscal years. To ensure fairness, the calculation scheme includes the relative evaluation between the growth rate of the average value of the ITOCHU Corporation’s stock price and the growth rate of the average value of the Tokyo Stock Price Index (TOPIX) for the consecutive two (2) fiscal years. The total amount of bonuses during the term of Directors is paid to them after their retirement. ITOCHU Corporation’s average share price in FYE2022–2023 increased by approximately ¥1,239 compared to the average shares price in FYE2020–2021.
- We have performance-linked stock remuneration, a type of non-monetary remuneration, for Directors via a Board Incentive Plan Trust (“BIP Trust”) as approved at the 92nd Ordinary General Meeting of Shareholders held on June 24, 2016. ITOCHU Corporation grants points (equal to one share), according to net profit (consolidated), to each Director each year during their terms of office (excluding periods when not residing in Japan), and after the retirement of a Director, stock remuneration equivalent to the accumulated number of points (if their terms of office are short, stock remuneration and an amount of money equivalent to the portion of ITOCHU Corporation’s shares converted into cash) together with the shares’ dividends are delivered and provided to the Director from the BIP Trust.

#### (4) Outside Directors and Outside Audit & Supervisory Board Members

##### 1) Primary Activities of Outside Director

Name	Outline of Primary Activities and Duties Performed With Respect to the Expected Roles
Atsuko Muraki	She attended 14 of the 15 meetings of the Board of Directors held during the fiscal year. She mainly made statements from an objective and neutral position as an outside director based on her high-level of knowledge of working environment improvements, human resource development, social security, and other topics acquired through many years of experience at the Ministry of Health, Labour and Welfare (and the former Ministry of Labour). In addition, during the past fiscal year she chaired the Women's Advancement Committee where she led discussions on measures for the advancement of ITOCHU Corporation's female employees from a real-world perspective. Furthermore, at the Nomination Committee, she contributed to increase the objectivity of succession plans and selections of officers. Through these and other activities, she performed the important roles expected of an outside director by ITOCHU Corporation. Also, she provided many valuable suggestions in the areas of human resource strategies and organizational revitalization.
Masatoshi Kawana	He attended all of the 15 meetings of the Board of Directors held during the fiscal year. He mainly made statements from an objective and neutral position as an outside director based on his experience in hospital management and high-level of knowledge of medical care as the President of Aoyama Hospital, Tokyo Women's Medical University as well as the Vice-president of Tokyo Women's Medical University Hospital. In addition, during the fiscal year, he was a member of the Governance and Remuneration Committee and the Nomination Committee, and contributed to upgrade governance and increase the objectivity of succession plans and selections of officers. Through these and other activities, he performed the important roles expected of an outside director by ITOCHU Corporation. Also, he used his professional knowledge and experience to provide a large volume of valuable advice concerning health management and internal measures to prevent COVID-19 infections during the pandemic.
Makiko Nakamori	She attended all of the 15 meetings of the Board of Directors held during the fiscal year. She mainly made statements from an objective and neutral position as an outside director based on her experience as a company manager in multiple executive positions, in addition to her finance and accounting expertise and her extensive experience as a certified public accountant. In addition, during the fiscal year, she chaired the Governance and Remuneration Committee, leading discussions about evaluations of the Board of Directors' effectiveness and other governance subjects and the remuneration of officers, and contributed to speeding up support for women's advancement as a member of the Women's Advancement Committee. Through these and other activities, she performed the important roles expected of an outside director by ITOCHU Corporation. Also, she drew on her experience and expertise to provide many valuable suggestions in the areas of internal controls, compliance, and the digital transformation.
Kunio Ishizuka	He attended all 15 meetings of the Board of Directors held during the fiscal year. He mainly made statements from an objective and neutral position as an outside director based on his extensive experience as a top executive of a company and Vice Chair of Nippon KEIDANREN (Japan Business Federation), as well as based on his knowledge of corporate management and the retail industry. In addition, during the fiscal year, he chaired the Nomination Committee where he led practical discussions regarding selections of senior executives and the succession plan. Through these and other activities, he performed the important roles expected of an outside director by ITOCHU Corporation. Also, he also made many useful suggestions based on his expertise and experience regarding the business reforms by means of a market-oriented perspective at ITOCHU Corporation and regarding human resource strategies.

## 2) Primary Activities of Outside Audit & Supervisory Board Member

Name	Primary activities
Shingo Majima	He attended all 15 meetings of the Board of Directors and all 14 meetings of the Audit & Supervisory Board held during the fiscal year. He mainly made statements from an objective and neutral position as an outside Audit & Supervisory Board Member based on his wealth of finance and accounting experience and expertise as a certified public accountant in Japan and the United States and many years as a Chuo University professor and director. In addition, during the fiscal year, he was a member of the Governance and Remuneration Committee and contributed to the further enhancement of governance at ITOCHU Corporation.
Kentaro Uryu	He attended all 15 meetings of the Board of Directors and all 14 meetings of the Audit & Supervisory Board held during the fiscal year. He mainly made statements from an objective and neutral position as an outside Audit & Supervisory Board Member based on his wealth of experience and expertise as an attorney in a broad range of corporate legal. In addition, during the fiscal year, he was a member of the Nomination Committee and contributed to improving the objectivity of ITOCHU Corporation's officer nomination process.
Masumi Kikuchi	He attended all 15 meetings of the Board of Directors and all 14 meetings of the Audit & Supervisory Board held during the fiscal year. He mainly made statements from an objective and neutral position as an outside Audit & Supervisory Board Member based on his deep insight gained through his many years of experience as a top executive of a company. In addition, during the fiscal year, he was a member of the Governance and Remuneration Committee, where he contributed to the further enhancement of governance at ITOCHU Corporation. In addition, during the fiscal year, he was a member of the Women's Advancement Committee and contributed to speeding up measures for supporting women's advancement and promotion.

## 3) Outline of Limitation of Liability Contracts

ITOCHU Corporation entered into a limitation of liability contract as stipulated in Article 423, Paragraph 1 of the Companies Act, with Outside Directors and Outside Audit & Supervisory Board Members pursuant to Article 427, Paragraph 1 of the same Act and the Articles of Incorporation. Under this contract, liabilities for compensation are the lowest amount of liability stipulated by Article 425, Paragraph 1 of the Companies Act if they have acted in good faith and without gross negligence in performing their duties.

## (5) Summary of terms of indemnity agreement

Pursuant to Article 430-2, Paragraph 1 of the Companies Act, ITOCHU Corporation has indemnity agreements with ten (10) directors Masahiro Okafuji, Keita Ishii, Fumihiko Kobayashi, Tsuyoshi Hachimura, Hiroyuki Tsubai, Hiroyuki Naka, Atsuko Muraki, Masatoshi Kawana, Makiko Nakamori and Kunio Ishizuka and with five (5) Audit & Supervisory Board members Makoto Kyoda, Mitsuru Chino, Shingo Majima, Kentaro Uryu and Masumi Kikuchi. These agreements cover expenses in Paragraph 1 of this article and losses in Paragraph 2 of this article to the extent stipulated by laws and regulations. However, ITOCHU Corporation does not indemnify these directors and Audit & Supervisory Board members for expenses and other damages resulting from activities that an individual knows are a violation of laws or regulations or performing their duties at ITOCHU Corporation for the purpose of earning illicit gains for the individual or a third party or of intentionally causing a loss or other damage at ITOCHU Corporation.

Note: The indemnity agreement for Ms. Mitsuru Chino, who resigned as an Audit & Supervisory Board Member on March 31, 2023, was terminated on the same day.

## (6) Outline of Directors and Officers Liability Insurance Policy

ITOCHU Corporation has entered into a directors and officers liability insurance policy as provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The policy covers the losses, such as damages payable and litigation costs in damage suits, incurred by all of ITOCHU Corporation's directors and Audit & Supervisory Board Members, etc. who are the insureds. However, the scope of compensation does not cover the damages and litigation costs of a director or officer involved in an intentional illegal act or criminal act such as bribery, to ensure that the appropriateness of the performance of director or officer duties is not lost. The full amount of the insurance premiums is borne by ITOCHU Corporation.

## 4. Status of Independent Auditor

### (1) Name of Independent Auditor

Deloitte Touche Tohmatsu LLC

### (2) Remuneration of the Independent Auditor during the Current Term

1) Amount of remuneration paid by ITOCHU Corporation to the Independent Auditor for audit certification in accordance with Article 2, Paragraph 1 of the Certified Public Accountants Law.	¥710 million
2) Total amount of remuneration paid by ITOCHU Corporation and its subsidiaries	¥2,340 million

- Notes:
1. The audit agreement between the Independent Auditor and ITOCHU Corporation does not separately stipulate audit remunerations based on the Companies Act and the Financial Instruments and Exchange Act. Hence, the remuneration in 1) above includes remunerations for auditing based on the Financial Instruments and Exchange Act and auditing of financial statements in English based on International Financial Reporting Standards (IFRS).
  2. ITOCHU Corporation and its subsidiaries have paid remuneration to the Independent Auditor for services other than those stipulated in Article 2, Paragraph 1 of the Certified Public Accountants Law which include internal control system assessment, and such amount is included in the above 2) total amount of remuneration.
  3. The Audit & Supervisory Board, having checked the audit plans of the Independent Auditor and having reviewed and investigated the status of its performance of duties and quality of audits in past fiscal years, the grounds for calculation of remuneration estimates, and other matters, has given consent to the remuneration for the Independent Auditor in accordance with Article 399, Paragraph 1 of the Companies Act.
  4. Of the major subsidiaries and associated companies as described in “1. Current Conditions of the ITOCHU Group, (4) Status of Major Group Companies, 1) Major Subsidiaries and Associated Companies,” Prima Meat Packers, Ltd., YANASE & CO., LTD., and Orient Corporation are audited by Ernst & Young ShinNihon LLC, FUJI OIL HOLDINGS INC. and DESCENTE LTD. are audited by KPMG AZSA LLC, and overseas subsidiaries and affiliates are audited by local auditing firms possessing similar qualifications under the relevant laws and regulations.

### (3) Policy Regarding Decisions to Dismiss or Deny Reappointment of Independent Auditor

The Audit & Supervisory Board shall dismiss the Independent Auditor if any of the items of Article 340, Paragraph 1 of the Companies Act applies with respect to the Independent Auditor by unanimous consent of the Audit & Supervisory Board. In this case, an Audit & Supervisory Board Member selected by the Audit & Supervisory Board will report on the reason for the dismissal of the Independent Auditor at the first General Meeting of Shareholders held after the Independent Auditor’s dismissal.

In addition, if it is determined that the appropriateness and credibility of audits by the Independent Auditor cannot be ensured, the Audit & Supervisory Board shall decide on the content of the proposal to dismiss or deny the reappointment of the Independent Auditor to be submitted to the General Meeting of Shareholders.

## **5. Overview of the Basic Policy Regarding Internal Control Systems and the Operational Status Thereof**

### **(1) Outline of Basic Policy Regarding the Internal Control System**

ITOCHU Corporation has established the following internal control systems, which are necessary to ensure that directors' implementation of duties is in compliance with laws and statutory regulations and Articles of Incorporation and ensure the appropriateness of other operations. Below is a summary of the Basic Policy regarding the Internal Control System, which the Board of Directors approved on April 19, 2006. (Recent revisions have been made, dated May 14, 2021.)

#### **1) System to Ensure Compliance by Directors and Employees to Laws, Regulations and the Articles of Incorporation**

##### **[Corporate Governance]**

- 1) As the decision-making body, the Board of Directors, consisting of Directors and Outside Directors, is to decide important matters in accordance with laws and regulations, the Articles of Incorporation, the "Board of Directors Regulations," and other internal regulations, and as the supervisory body, the Board of Directors is to supervise the performance of the directors.
- 2) Each director is to carry out such director's functions and duties as designated by the Board of Directors in accordance with laws and regulations, the Articles of Incorporation, resolutions by the Board of Directors, and internal regulations.
- 3) ITOCHU Corporation is to adopt the Executive Officer System to strengthen the decision-making function and supervisory functions of the Board of Directors, and to streamline executive decision-making. Based on the approval of the Board of Directors, executive officers implement their designated duties based on delegation from the Board of Directors and representative directors.
- 4) The Audit & Supervisory Board Members are to oversee the performance of the directors based on the "Audit & Supervisory Board Regulations" and "Auditors' Auditing Standards."

##### **[Compliance]**

- 1) Directors, executive officers and employees are to conduct themselves in accordance with the ITOCHU Group Corporate Mission and the ITOCHU Group Guideline of Conduct.
- 2) ITOCHU Corporation is to designate a representative director as the chief officer responsible for supervising compliance and also establish the Compliance Committee and a department that oversees all compliance matters. In addition, the "ITOCHU Group Compliance Program" is to be created to further enhance our compliance system.

##### **[Internal Control to Ensure Reliability of Financial Reporting]**

- 1) ITOCHU Corporation is to have in place internal regulations concerning commercial transactions management and accounting, and is to create the position of CFO (Chief Financial Officer) to ensure the reliability of financial reporting.
- 2) ITOCHU Corporation is to establish the Disclosure Committee and regularly review and improve the development and implementation status of the internal control systems to ensure the reliability of financial reporting.

##### **[Internal Audits]**

ITOCHU Corporation is to establish the Internal Audit Division under the direct control of the President & Chief Operating Officer. The Internal Audit Division is to regularly implement internal audits of all aspects of business operations based on the "Audit Regulations." Such internal audits are to examine compliance with laws and regulations, the Articles of Incorporation, and internal regulations, as well as, among other matters, the appropriateness of the procedures and nature of the exercise of duties and responsibilities.

## **2) System for the Storage and Preservation of Information Related to Director Duties**

The directors are to appropriately store and preserve important documents and related materials concerning the performance of their duties, including the minutes of the General Meeting of Shareholders, in accordance with the “Information Management Regulations,” the “Document Management Rules” and other internal regulations. All documents and information so stored and preserved are to be subject to inspection by the directors and auditors at any time. Further, ITOCHU Corporation will establish departments responsible for the timely disclosure of important corporate information and other information. At the same time, directors will rapidly and comprehensively gather information that requires disclosure and implement timely and appropriate disclosure in compliance with laws and statutory regulations.

## **3) Regulations Concerning the Management of the Risk of Loss and Other Relevant Risk Management System**

To adequately address the various risks associated with our business operations, such as market risk, credit risk, country risk, investment risk, and environmental/social risks, ITOCHU Corporation is to establish internal committees and responsible departments, and is to develop the necessary risk management system and risk management techniques, for example establishing a full range of management regulations, investment criteria, risk limits and transaction limits, and developing reporting and monitoring systems, and managing company-wide as well as matter-specific risks. Furthermore, ITOCHU Corporation is to regularly review the effectiveness of the risk management system.

## **4) System to Ensure Efficient Performance of Directors**

### **[The HMC and Other Internal Committees]**

The HMC (Headquarters Management Committee) as a supporting body to the President & Chief Operating Officer, and a number of other internal committees, are to facilitate the proper and agile decision-making by the President & Chief Operating Officer and the Board of Directors.

### **[Division Company System]**

Under the Division Company System, the position of Division Company president is to be created at each Company, and each Company is to manage its business autonomously in accordance with laws and regulations, the Articles of Incorporation, and internal regulations. Furthermore, each Company is to establish its own numerical targets, and regularly evaluate its performance by comparing against such numerical targets.

### **[Clearly Define the Scope of Authority and Responsibilities]**

In order to ensure the appropriateness and efficiency of the performance of the management, ITOCHU Corporation is to develop internal regulations to clearly define the scope of authority and responsibilities of each corporate officer and divisional manager.

## **5) System to Ensure the Adequacy of Operations of the ITOCHU Group (Consisting of ITOCHU Corporation and Its Subsidiaries)**

### **[Subsidiary Management and Reporting System]**

- 1) ITOCHU Corporation is to establish a department that oversees all the subsidiaries. Furthermore, relevant departments within ITOCHU Corporation are to exercise jurisdiction over their responsible subsidiaries, and provide managerial guidance to such subsidiaries in accordance with the internal regulations concerning consolidated company management. In principle, ITOCHU Corporation is to send directors and Audit & Supervisory Board Members to each subsidiary to ensure the adequacy of the subsidiary’s operations.
- 2) With respect to subsidiaries that ITOCHU Corporation owns indirectly through its directly-owned subsidiaries, ITOCHU Corporation is to strive to ensure the adequacy of operations by such indirectly-owned subsidiaries in accordance with this Basic Policy by way of, in principle, causing directly-owned subsidiaries to provide managerial guidance to indirectly-owned subsidiaries.
- 3) With respect to important matters on the management of subsidiaries, ITOCHU Corporation is to, in principle, agree and specify with each subsidiary what matters will require the prior approval of or reporting to ITOCHU Corporation, as appropriate, taking into account, among others, each subsidiary’s nature and size of business and whether it is listed or unlisted.



### **[Rules and Other Systems to Manage the Risk of Loss at Subsidiaries]**

ITOCHU Corporation is to identify the subsidiaries which shall be subject to our Group-wide risk management in respect of each risk category, taking into account, among others, each subsidiary's nature and size of business and whether it is listed or unlisted. In addition, ITOCHU Corporation is to periodically review the effectiveness of such Group-wide management system.

### **[System to Ensure the Efficient Performance of Duties by Directors, etc. of Subsidiaries]**

ITOCHU Corporation is to formulate a management plan on a consolidated basis and undertake managerial guidance of subsidiaries in order to attain the said management plan as well as to provide support to subsidiaries such as provision of group financing from ITOCHU Corporation.

### **[System to Ensure Compliance by Directors, etc. and Employees of Subsidiaries to Laws, Regulations and the Articles of Incorporation]**

- 1) In principle, ITOCHU Corporation is to send directors and Audit & Supervisory Board Members to each subsidiary and strive to ensure that the performance of duties of directors, etc. and employees of a subsidiary complies with laws and regulations, and the Articles of Incorporation of such subsidiary through supervision and audit of the performance of duties at the subsidiary by the said directors and auditors sent from ITOCHU Corporation.
- 2) ITOCHU Corporation is to provide guidance to its subsidiaries for the purpose of implementing a compliance system under the "ITOCHU Group Compliance Program" and to perform periodic monitoring and review of the implementation status of the relevant matters as well as providing education and training at subsidiaries whenever necessary for the purpose of securing compliance by the entire ITOCHU Group.
- 3) All of the operations and activities of the subsidiaries are to be subject to internal audits by the Internal Audit Division.

### **6) Matters Concerning Supporting Personnel to Audit & Supervisory Board Members, Independence of Such Personnel from the Directors and Ensuring the Effectiveness of Instructions to Such Personnel**

ITOCHU Corporation is to establish the Audit & Supervisory Board Members' Office under the direct jurisdiction of the Audit & Supervisory Board and is to put in place full-time employees with the sole responsibility of supporting the work of the Audit & Supervisory Board Members. The supervisory authority over such employees is to belong exclusively to the Audit & Supervisory Board Members, and evaluation of such employees is to be carried out by the Audit & Supervisory Board Member designated by the Audit & Supervisory Board. Any transfer orders or disciplinary actions relating to such employees are to require prior approval by such Audit & Supervisory Board Member.

### **7) System for Reporting by Directors and Employees to Audit & Supervisory Board Members**

#### **[Attendance at Important Meetings]**

The Audit & Supervisory Board Members are to attend meetings of the Board of Directors, the HMC meetings, and other important meetings, and interview the directors and other relevant persons regarding the performance of their duties. In addition, the Audit & Supervisory Board Members are to have the right to inspect all relevant materials.

#### **[Reporting System]**

- 1) The directors and corporate officers are to regularly report to the Audit & Supervisory Board Members about their performance. Furthermore, in addition to the matters required by laws and regulations, the directors and corporate officers are to report all the decisions that could have a major impact on the finance or business of ITOCHU Corporation to the Audit & Supervisory Board Members immediately after such decisions are made.
- 2) Employees are to have the right to report directly to the Audit & Supervisory Board Members any matters that could cause serious damage to ITOCHU Corporation.
- 3) In the "ITOCHU Group Compliance Program," ITOCHU Corporation is to explicitly prohibit disadvantageous treatment of directors and employees who have reported to the Audit & Supervisory Board Members and to ensure thorough familiarization with this prohibition.

**8) System for Reporting by Directors, Audit & Supervisory Board Members and Employees of Subsidiaries or by a Person who Received a Report from Them to Audit & Supervisory Board Members**

**[Reporting System]**

- 1) The directors and Audit & Supervisory Board Members of subsidiaries may report directly to the Audit & Supervisory Board Members of ITOCHU Corporation any matters that could cause serious damage to the said subsidiary.
- 2) A department that oversees compliance is to periodically report to the Audit & Supervisory Board Members of ITOCHU Corporation a summary of matters that could cause serious damage to a subsidiary that were reported by the officers and employees of the said subsidiary.
- 3) In the “ITOCHU Group Compliance Program,” ITOCHU Corporation is to explicitly prohibit disadvantageous treatment of persons who have reported to the Audit & Supervisory Board Members under the provisions listed above and to ensure full familiarization with this prohibition.

**9) Matters Concerning Policy on Procedures for Prepayment or Refund of Expenses Arising in Relation to Performance of Duties of Audit & Supervisory Board Members and Processing of Expenses or Obligations Arising in Relation to the Performance of Other Duties**

When an Audit & Supervisory Board Member claims prepayment, etc. from ITOCHU Corporation in relation to the performance of duties under Article 388 of the Companies Act, we are to process the relevant expense or claim promptly upon confirmation by the responsible department.

**10) Other Relevant Systems to Ensure the Proper Functioning of Audits**

**[Coordination with the Audit & Supervisory Board Members by the Internal Audit Division]**

The Internal Audit Division is to maintain close communication and coordination with the Audit & Supervisory Board Members with respect to matters such as formulation of the internal audit plan for each business year, and internal audit results.

**[Retaining Outside Experts]**

When deemed necessary, the Audit & Supervisory Board Members are to independently retain outside experts for the implementation of an audit.

## **(2) Overview of the Operational Status of Internal Control Systems**

For the proper operation of internal control systems, ITOCHU Corporation has adopted a system by which it further segments items stipulated by the Basic Policy into more detailed confirmatory items in respect of each fiscal year, and, after setting the department in charge of each of these confirmatory items, conducts checks of the construction and the operational status of internal control systems by each department (and by other related internal committees) at the Internal Control Committee meetings held each half year. The Internal Control Committee in FYE2024, chaired by the Chief Strategy Officer and with the Corporate Planning & Administration Division as its secretariat, consists of the Chief Administrative Officer, Chief Financial Officer, General Manager of Internal Audit Division, and an external expert (attorney) as members. Audit & Supervisory Board Members also attend the meetings and voice opinions every time.

At its meetings, the Internal Control Committee verifies the content of checklists summarizing achievement status, issues, etc. for each of the above confirmatory items, as submitted by the departments in charge of each. It also confirms the construction and operational status of internal control systems by verifying the content of individual reports from the departments in charge, with respect to important matters such as systems to ensure the reliability of financial reporting, compliance systems, systems to manage the risk of losses, and the construction and operational status of internal control systems in the ITOCHU Group.

The results of deliberations by the Internal Control Committee are reported twice per year to the HMC and the Board of Directors, the latter of which conducts a full-year evaluation of the construction and operational status of internal control systems.

Regarding the meetings of main internal committees related to internal control in FYE2023, the Internal Control Committee met 2 times, the Compliance Committee met 2 times, and the Asset Liability Management (ALM) Committee met 8 times.

Our internal control systems are constructed on the base of the ITOCHU Group, consisting of ITOCHU Corporation and its subsidiaries, and the operational status of the Group base internal control systems, and the construction and operational status of internal control systems in subsidiaries, are reported regularly to the Internal Control Committee.

We intend to revise and improve these internal control systems tirelessly in order to build systems that are even more appropriate and efficient. Further, a meeting of the Board of Directors convened on May 9, 2023, evaluated the development and implementation status of each item enumerated in the Basic Policy regarding the Internal Control System for FYE2023 and confirmed that there were no significant deficiencies or defects.

**Consolidated Financial Statements**  
**Consolidated Statement of Financial Position**  
ITOCHU Corporation and its Subsidiaries  
As of March 31, 2023 and 2022

(Amounts less than 1 million yen have been rounded to the nearest 1 million yen)

Assets	Millions of Yen	
	2023	2022 (Reference)
<b>Current assets:</b>		
Cash and cash equivalents	¥ 606,002	¥ 611,715
Time deposits	9,467	11,185
Trade receivables	2,533,297	2,458,991
Other current receivables	243,043	236,864
Other current financial assets	73,336	101,932
Inventories	1,304,942	1,077,160
Advances to suppliers	142,862	123,382
Other current assets	208,419	188,727
<b>Total current assets</b>	<b>5,121,368</b>	<b>4,809,956</b>
<b>Non-current assets:</b>		
Investments accounted for by the equity method	2,825,102	2,288,762
Other investments	943,270	958,218
Non-current receivables	805,159	728,965
Non-current financial assets other than investments and receivables	162,768	172,191
Property, plant and equipment	1,998,485	1,936,044
Investment property	44,050	47,742
Goodwill and intangible assets	1,079,253	1,081,607
Deferred tax assets	54,478	54,639
Other non-current assets	77,719	75,534
<b>Total non-current assets</b>	<b>7,990,284</b>	<b>7,343,702</b>
<b>Total assets</b>	<b>¥ 13,111,652</b>	<b>¥ 12,153,658</b>

Liabilities and Equity	Millions of Yen	
	2023	2022 (Reference)
<b>Current liabilities:</b>		
Short-term debentures and borrowings	¥ 659,710	¥ 522,448
Lease liabilities (short-term)	238,289	235,791
Trade payables	2,042,608	1,967,117
Other current payables	190,014	210,857
Other current financial liabilities	71,642	83,724
Current tax liabilities	118,109	74,026
Advances from customers	162,409	132,513
Other current liabilities	462,044	424,071
<b>Total current liabilities</b>	<b>3,944,825</b>	<b>3,650,547</b>
<b>Non-current liabilities:</b>		
Long-term debentures and borrowings	2,346,928	2,383,455
Lease liabilities (long-term)	766,278	775,180
Other non-current financial liabilities	56,543	58,217
Non-current liabilities for employee benefits	96,942	103,975
Deferred tax liabilities	273,123	250,999
Other non-current liabilities	163,386	167,585
<b>Total non-current liabilities</b>	<b>3,703,200</b>	<b>3,739,411</b>
<b>Total liabilities</b>	<b>7,648,025</b>	<b>7,389,958</b>
<b>Equity:</b>		
Common stock	253,448	253,448
Capital surplus	(169,322)	(161,917)
Retained earnings	4,427,244	3,811,991
Other components of equity:		
Translation adjustments	458,560	383,215
FVTOCI financial assets	120,681	146,638
Cash flow hedges	30,840	7,154
<b>Total other components of equity</b>	<b>610,081</b>	<b>537,007</b>
Treasury stock	(301,940)	(241,204)
<b>Total shareholders' equity</b>	<b>4,819,511</b>	<b>4,199,325</b>
Non-controlling interests	644,116	564,375
<b>Total equity</b>	<b>5,463,627</b>	<b>4,763,700</b>
<b>Total liabilities and equity</b>	<b>¥ 13,111,652</b>	<b>¥ 12,153,658</b>

Note: ITOCHU Corporation prepared the consolidated financial statements in conformity with IFRS.

## Consolidated Statement of Comprehensive Income

ITOCHU Corporation and its Subsidiaries

Years ended March 31, 2023 and 2022

(Amounts less than 1 million yen have been rounded to the nearest 1 million yen)

	Millions of Yen	
	2023	2022 (Reference)
<b>Revenues:</b>		
Revenues from sale of goods	¥ 12,605,631	¥ 11,011,816
Revenues from rendering of services and royalties	1,340,002	1,281,532
Total revenues	13,945,633	12,293,348
<b>Cost:</b>		
Cost of sale of goods	(11,092,435)	(9,696,532)
Cost of rendering of services and royalties	(723,295)	(659,651)
Total cost	(11,815,730)	(10,356,183)
<b>Gross trading profit</b>	<b>2,129,903</b>	<b>1,937,165</b>
<b>Other gains (losses):</b>		
Selling, general and administrative expenses	(1,419,121)	(1,346,720)
Provision for doubtful accounts	(8,869)	(7,923)
Gains (losses) on investments	67,157	211,851
Gains (losses) on property, plant, equipment and intangible assets	(50,118)	(17,601)
Other-net	15,071	9,645
Total other-losses	(1,395,880)	(1,150,748)
<b>Financial income (loss):</b>		
Interest income	39,370	20,412
Dividends received	79,667	80,741
Interest expense	(66,865)	(28,976)
Total financial income	52,172	72,177
<b>Equity in earnings of associates and joint ventures</b>	<b>320,666</b>	<b>291,435</b>
<b>Profit before tax</b>	<b>1,106,861</b>	<b>1,150,029</b>
Income tax expense	(262,180)	(271,056)
<b>Net profit</b>	<b>844,681</b>	<b>878,973</b>
Net profit attributable to ITOCHU	¥ 800,519	¥ 820,269
Net profit attributable to non-controlling interests	44,162	58,704
<b>Other comprehensive income, net of tax:</b>		
Items that will not be reclassified to profit or loss:		
FVTOCI financial assets	(830)	(8,927)
Remeasurement of net defined pension liability	(1,666)	3,897
Other comprehensive income in associates and joint ventures	(21,868)	(4,932)
Items that will be reclassified to profit or loss:		
Translation adjustments	111,639	170,109
Cash flow hedges	(1,145)	4,519
Other comprehensive income in associates and joint ventures	(7,878)	105,500
Total other comprehensive income, net of tax	78,252	270,166
<b>Total comprehensive income</b>	<b>922,933</b>	<b>1,149,139</b>
Total comprehensive income attributable to ITOCHU	¥ 876,260	¥ 1,086,431
Total comprehensive income attributable to non-controlling interests	46,673	62,708

Note: ITOCHU Corporation prepared the consolidated financial statements in conformity with IFRS.

## Consolidated Statement of Changes in Equity

ITOCHU Corporation and its Subsidiaries

Year ended March 31, 2023

(Amounts less than 1 million yen have been rounded to the nearest 1 million yen)

(Millions of Yen)

	Shareholders' equity						Non-controlling interests	Total equity
	Common stock	Capital surplus	Retained earnings	Other components of equity	Treasury stock	Total shareholders' equity		
Balance at the beginning of the year	253,448	(161,917)	3,811,991	537,007	(241,204)	4,199,325	564,375	4,763,700
Net profit			800,519			800,519	44,162	844,681
Other comprehensive income				75,741		75,741	2,511	78,252
Total comprehensive income			800,519	75,741		876,260	46,673	922,933
Cash dividends to shareholders			(188,372)			(188,372)		(188,372)
Cash dividends to non-controlling interests						-	(28,437)	(28,437)
Net change in acquisition (disposition) of treasury stock					(60,736)	(60,736)		(60,736)
Net change in sale (purchase) of subsidiary shares to (from) non-controlling interests		(7,405)		439		(6,966)	61,505	54,539
Transfer to retained earnings			3,106	(3,106)		-		-
Balance at the end of the year	253,448	(169,322)	4,427,244	610,081	(301,940)	4,819,511	644,116	5,463,627

Note: ITOCHU Corporation prepared the consolidated financial statements in conformity with IFRS.

## Consolidated Statement of Changes in Equity

ITOCHU Corporation and its Subsidiaries

Year ended March 31, 2022 (Reference)

(Amounts less than 1 million yen have been rounded to the nearest 1 million yen)

(Millions of Yen)

	Shareholders' equity						Non-controlling interests	Total equity
	Common stock	Capital surplus	Retained earnings	Other components of equity	Treasury stock	Total shareholders' equity		
Balance at the beginning of the year	253,448	(155,210)	3,238,948	160,455	(181,360)	3,316,281	553,959	3,870,240
Net profit			820,269			820,269	58,704	878,973
Other comprehensive income				266,162		266,162	4,004	270,166
Total comprehensive income			820,269	266,162		1,086,431	62,708	1,149,139
Cash dividends to shareholders			(135,356)			(135,356)		(135,356)
Cash dividends to non-controlling interests							(20,897)	(20,897)
Net change in acquisition (disposition) of treasury stock					(59,844)	(59,844)		(59,844)
Net change in sale (purchase) of subsidiary shares to (from) non-controlling interests		(6,707)		(1,480)		(8,187)	(31,395)	(39,582)
Transfer to retained earnings			(111,870)	111,870				
Balance at the end of the year	253,448	(161,917)	3,811,991	537,007	(241,204)	4,199,325	564,375	4,763,700

Note: ITOCHU Corporation prepared the consolidated financial statements in conformity with IFRS.



**Non-Consolidated Balance Sheet**  
ITOCHU Corporation  
As of March 31, 2023 and 2022

(Amounts less than 1 million yen have been rounded to the nearest 1 million yen)

Assets	Millions of Yen	
	2023	2022 (Reference)
<b>Current assets:</b>		
Cash and deposits with banks	¥ 191,058	¥ 133,621
Trade notes receivable	27,640	27,161
Trade accounts receivable	716,036	683,777
Inventories	360,359	276,045
Prepaid expenses	8,716	6,911
Other receivable	169,521	225,796
Short-term loans receivable	138	103
Short-term loans receivable from subsidiaries and associated companies	67,248	61,243
Other current assets	137,824	171,295
Allowance for doubtful receivables	(2,799)	(2,051)
Total current assets	1,675,741	1,583,901
<b>Non-current assets:</b>		
<b>Property, plant and equipment:</b>		
Buildings and structures	1,318	1,319
Land	26,755	26,755
Others	4,222	4,278
Total property, plant and equipment, net of accumulated depreciation	32,295	32,352
<b>Intangible assets:</b>		
Software	20,525	18,224
Others	10,250	12,320
Total intangible assets	30,775	30,544
<b>Investments and other assets:</b>		
Investments in securities	255,014	233,461
Investments in subsidiaries' and associated companies' equity securities	1,593,312	1,525,728
Investments in subsidiaries' and associated companies' securities other than equity securities and corporate bonds	16,494	14,673
Investments in equity interests	27,059	28,965
Investments in subsidiaries' and associated companies' equity interests	221,183	169,283
Long-term loans receivable	28	10
Long-term loans receivable from subsidiaries and associated companies	21,312	19,099
Claims provable in bankruptcy	39,574	35,636
Deferred tax assets	-	3,195
Other investments	14,249	21,626
Allowance for doubtful receivables	(38,834)	(25,408)
Allowance for loss on investments	(12,681)	(13,622)
Total investments and other assets	2,136,710	2,012,646
Total non-current assets	2,199,780	2,075,542
<b>Total Assets</b>	¥ 3,875,521	¥ 3,659,443

<b>Liabilities and Equity</b>	Millions of Yen	
	<b>2023</b>	<b>2022 (Reference)</b>
<b>Current liabilities:</b>		
Trade notes payable	¥ 19,313	¥ 16,613
Trade accounts payable	446,815	422,727
Short-term debt	345,829	725,127
Bonds, due within one year	10,000	45,445
Other payable	272,223	234,551
Accrued expenses	95,005	72,840
Income taxes payable	24,145	6,272
Advances from customers	40,328	35,600
Deposits received	95,011	133,132
Deferred income	8,689	8,485
Other current liabilities	57,428	56,203
<b>Total current liabilities</b>	<b>1,414,786</b>	<b>1,756,995</b>
<b>Non-current liabilities:</b>		
Bonds	96,765	101,195
Long-term debt	619,997	385,118
Deferred tax liabilities	10,951	-
Provision for retirement benefits for employees	5,798	13,828
Provision for stock benefits	3,046	2,575
Provision for retirement benefits for directors, corporate auditors and executive officers	31	31
Provision for loss on guarantees	58,556	112,350
Other non-current liabilities	96,097	100,541
<b>Total non-current liabilities</b>	<b>891,241</b>	<b>715,638</b>
<b>Total liabilities</b>	<b>2,306,027</b>	<b>2,472,633</b>
<b>Shareholder's equity</b>	<b>1,490,801</b>	<b>1,120,240</b>
<b>Common stock</b>	<b>253,448</b>	<b>253,448</b>
<b>Capital surplus</b>	<b>62,601</b>	<b>62,600</b>
Additional paid-in capital	62,600	62,600
Other capital surplus	1	0
<b>Retained earnings</b>	<b>1,476,079</b>	<b>1,044,424</b>
Legal reserve	36,323	36,323
Other retained earnings		
Reserve for promotion of open innovation	1,735	62
Retained earnings unappropriated	1,438,021	1,008,039
<b>Treasury stock, at cost</b>	<b>(301,327)</b>	<b>(240,232)</b>
<b>Valuation, translation adjustments and others</b>	<b>78,693</b>	<b>66,570</b>
Unrealized gain on available-for-sale securities	83,055	70,099
Deferred gain (loss) on derivatives under hedge accounting	(4,362)	(3,529)
<b>Total equity</b>	<b>1,569,494</b>	<b>1,186,810</b>
<b>Total Liabilities and Equity</b>	<b>¥ 3,875,521</b>	<b>¥ 3,659,443</b>

## Non-Consolidated Statement of Income

ITOCHU Corporation

Years ended March 31, 2023 and 2022

(Amounts less than 1 million yen have been rounded to the nearest 1 million yen)

	Millions of Yen	
	2023	2022 (Reference)
<b>Revenues</b> .....	¥ 4,207,125	¥ 3,317,288
Cost .....	3,949,196	3,143,897
<b>Gross trading profit</b> .....	257,929	173,391
Selling, general and administrative expenses .....	143,702	128,037
<b>Operating income</b> .....	114,227	45,354
<b>Other income:</b>		
Interest income .....	9,892	3,171
Dividends received .....	524,175	343,036
Others .....	28,097	28,420
Total other income .....	562,164	374,627
<b>Other expenses:</b>		
Interest expense .....	14,741	2,875
Compensation expenses .....	233	3,250
Others .....	6,254	9,319
Total other expenses .....	21,228	15,444
<b>Ordinary income</b> .....	655,163	404,537
<b>Extraordinary gains:</b>		
Gain on sales of property, plant and equipment .....	4,500	349
Gain on sales of investments in securities .....	65,424	103,466
Total extraordinary gains .....	69,924	103,815
<b>Extraordinary losses:</b>		
Loss on sales of property, plant and equipment .....	6	5
Loss on investments in subsidiaries and associated companies .....	4,848	5,851
Loss on sales of investments in securities .....	2,331	195
Loss on devaluation of investments in securities .....	12,155	2,436
Loss on impairment of long-lived assets .....	39	102
Total extraordinary losses .....	19,379	8,589
<b>Profit before income taxes</b> .....	705,708	499,763
Income taxes — current .....	75,943	13,899
Income taxes — deferred .....	9,848	35,441
<b>Net profit</b> .....	¥ 619,917	¥ 450,423

**Non-Consolidated Statement of Changes in Equity**  
**ITOCHU Corporation**  
**Year ended March 31, 2023**

(Amounts less than 1 million yen have been rounded to the nearest 1 million yen)

(Millions of Yen)

	Shareholders' equity								Valuation, translation adjustments and others			Total equity		
	Common stock	Capital surplus			Retained earnings				Treasury stock, at cost	Total shareholders' equity	Unrealized gain on available-for-sale securities		Deferred gain (loss) on derivatives under hedge accounting	Total valuation, translation adjustments and others
		Additional paid-in capital	Other capital surplus	Total capital surplus	Legal reserve	Other retained earnings		Total retained earnings						
						Reserve for promotion of open innovation	Retained earnings unappropriated							
Balance at beginning of year	253,448	62,600	0	62,600	36,323	62	1,008,039	1,044,424	(240,232)	1,120,240	70,099	(3,529)	66,570	1,186,810
Changes in the year														
Dividends							(188,372)	(188,372)		(188,372)				(188,372)
Provision of reserve for promotion of open innovation						1,673	(1,673)	-		-				-
Net profit							619,917	619,917		619,917				619,917
Purchase of treasury stock									(61,755)	(61,755)				(61,755)
Disposal of treasury stock			1	1					660	661				661
Increase due to company split							110	110		110				110
Net changes of items other than shareholders' equity											12,956	(833)	12,123	12,123
Net change in the year	-	-	1	1	-	1,673	429,982	431,655	(61,095)	370,561	12,956	(833)	12,123	382,684
Balance at end of year	253,448	62,600	1	62,601	36,323	1,735	1,438,021	1,476,079	(301,327)	1,490,801	83,055	(4,362)	78,693	1,569,494

**Non-Consolidated Statement of Changes in Equity**  
**ITOCHU Corporation**  
**Year ended March 31, 2022 (reference)**

(Amounts less than 1 million yen have been rounded to the nearest 1 million yen)

(Millions of Yen)

	Shareholders' equity									Valuation, translation adjustments and others			Total equity		
	Common stock	Capital surplus			Retained earnings					Treasury stock, at cost	Total shareholders' equity	Unrealized gain on available-for-sale securities		Deferred gain (loss) on derivatives under hedge accounting	Total valuation, translation adjustments and others
		Additional paid-in capital	Other capital surplus	Total capital surplus	Legal reserve	Other retained earnings		Total retained earnings							
						Reserve for promotion of open innovation	Retained earnings unappropriated								
Balance at beginning of year	253,448	62,600	0	62,600	36,323	-	693,034	729,357	(180,388)	865,017	62,218	1,527	63,745	928,762	
Changes in the year															
Dividends							(135,356)	(135,356)		(135,356)				(135,356)	
Provision of reserve for promotion of open innovation						62	(62)	-		-				-	
Net profit							450,423	450,423		450,423				450,423	
Purchase of treasury stock									(60,036)	(60,036)				(60,036)	
Disposal of treasury stock			0	0					192	192				192	
Net changes of items other than shareholders' equity											7,881	(5,056)	2,825	2,825	
Net change in the year	-	-	0	0	-	62	315,005	315,067	(59,844)	255,223	7,881	(5,056)	2,825	258,048	
Balance at end of year	253,448	62,600	0	62,600	36,323	62	1,008,039	1,044,424	(240,232)	1,120,240	70,099	(3,529)	66,570	1,186,810	

(TRANSLATION)

## INDEPENDENT AUDITOR'S REPORT

May 12, 2023

To the Board of Directors of  
ITOCHU Corporation :

Deloitte Touche Tohmatsu LLC  
Tokyo office

Designated Engagement Partner,  
Certified Public Accountant: Masayuki Nakagawa  
Designated Engagement Partner,  
Certified Public Accountant: Hiroyuki Yamada  
Designated Engagement Partner,  
Certified Public Accountant: Susumu Nakamura  
Designated Engagement Partner,  
Certified Public Accountant: Daisuke Yabuuchi

### Opinion

Pursuant to the fourth paragraph of Article 444 of the Companies Act, we have audited the consolidated financial statements of ITOCHU Corporation and its consolidated subsidiaries (the "Group"), namely, the consolidated statement of financial position as of March 31, 2023, and the consolidated statement of comprehensive income, and consolidated statement of changes in equity for the fiscal year from April 1, 2022 to March 31, 2023, and the related notes.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of March 31, 2023, and its consolidated financial performance for the year then ended in accordance with accounting standards prescribed pursuant to the provisions of the second sentence of the first paragraph of Article 120 of the Ordinance on Company Accounting that omit a part of the disclosures required under International Financial Reporting Standards.

### Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the provisions of the Code of Professional Ethics in Japan, and we have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Other Information

Management is responsible for the other information. Audit & Supervisory Board members and the Audit & Supervisory Board are responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the other information. The other information comprises the information included in the Business Report and the accompanying supplemental schedules.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and Audit & Supervisory Board Members and the Audit & Supervisory Board for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting standards prescribed pursuant to the provisions of the second sentence of the first paragraph of Article 120 of the Ordinance on Company Accounting that omit a part of the disclosures required under International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting standards prescribed pursuant to the provisions of the second sentence of the first paragraph of Article 120 of the Ordinance on Company Accounting that omit a part of the disclosures required under International Financial Reporting Standards.

Audit & Supervisory Board members and the Audit & Supervisory Board are responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the Group's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks. The procedures selected depend on the auditor's judgment. In addition, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtain, when performing risk assessment procedures, an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate whether the overall presentation and disclosures of the consolidated financial statements are in accordance with accounting standards prescribed pursuant to the provisions of the second sentence of the first paragraph of Article 120 of the Ordinance on Company Accounting that omit a part of the disclosures required under International Financial Reporting Standards, as well as the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with Audit & Supervisory Board members and the Audit & Supervisory Board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide Audit & Supervisory Board members and the Audit & Supervisory Board with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### **Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan**

Our firm and its designated engagement partner[s] do not have any interest in the Group which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

#### Notes to the Readers of Independent Auditor's Report

This is an English translation of the independent auditor's report as required by the Companies Act of Japan for the conveniences of the reader, and “the related notes” referred to in this report are not included in the attached financial documents.



(TRANSLATION)

## INDEPENDENT AUDITOR'S REPORT

May 12, 2023

To the Board of Directors of  
ITOCHU Corporation:

Deloitte Touche Tohmatsu LLC  
Tokyo office

Designated Engagement Partner,  
Certified Public Accountant: Masayuki Nakagawa  
Designated Engagement Partner,  
Certified Public Accountant: Hiroyuki Yamada  
Designated Engagement Partner,  
Certified Public Accountant: Susumu Nakamura  
Designated Engagement Partner,  
Certified Public Accountant: Daisuke Yabuuchi

### Opinion

Pursuant to the first item, second paragraph of Article 436 of the Companies Act, we have audited the non-consolidated financial statements of ITOCHU Corporation (the "Company"), namely, the non-consolidated balance sheet as of March 31, 2023, and the non-consolidated statement of income and non-consolidated statement of changes in equity for the 99th fiscal year from April 1, 2022 to March 31, 2023, and the related notes and the accompanying supplemental schedules.

In our opinion, the accompanying non-consolidated financial statements present fairly, in all material respects, the financial position of the Company as of March 31, 2023, and its financial performance for the year then ended in accordance with accounting principles generally accepted in Japan.

### Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Non-consolidated Financial Statements section of our report. We are independent of the Company in accordance with the provisions of the Code of Professional Ethics in Japan, and we have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Other Information

Management is responsible for the other information. Audit & Supervisory Board members and the Audit & Supervisory Board are responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the other information. The other information comprises the information included in the Business Report and the accompanying supplemental schedules.

Our opinion on the non-consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the non-consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the non-consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and Audit & Supervisory Board Members and the Audit & Supervisory Board for the Non-consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of the non-consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of non-consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the non-consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan.

Audit & Supervisory Board members and the Audit & Supervisory Board are responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Non-consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the non-consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these non-consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the non-consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks. The procedures selected depend on the auditor's judgment. In addition, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtain, when performing risk assessment procedures, an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the non-consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate whether the overall presentation and disclosures of the non-consolidated financial statements are in accordance with accounting principles generally accepted in Japan, as well as the overall presentation, structure and content of the non-consolidated financial statements, including the disclosures, and whether the non-consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with Audit & Supervisory Board members and the Audit & Supervisory Board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide Audit & Supervisory Board members and the Audit & Supervisory Board with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### **Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan**

Our firm and its designated engagement partners do not have any interest in the Company which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

### Notes to the Readers of Independent Auditor's Report

This is an English translation of the independent auditor's report as required by the Companies Act of Japan for the conveniences of the reader, and "the related notes and the accompanying supplemental schedules" referred to in the "Opinion" section of this English translation are not included in the attached financial documents.

(Translation)

## **AUDIT REPORT OF THE Audit & Supervisory Board**

This audit report was prepared following the discussions based on the respective audit reports of each Audit & Supervisory Board Member concerning the conduct of the Directors in the performance of their duties during the 99th fiscal year from April 1, 2022 to March 31, 2023. The Audit & Supervisory Board submits its report as follows.

### **1. Methods and Details of the Audit by the Audit & Supervisory Board Members and the Audit & Supervisory Board**

The Audit & Supervisory Board established the policies of audit, the division of duties and other matters, and received reports from each Audit & Supervisory Board Member on the status and results of its audits. In addition, the Audit & Supervisory Board received reports from the Directors, etc., and the Independent Auditor regarding the performance of their duties, and requested explanations as necessary.

In accordance with the policies of audit, division of duties and the standards for the Audit & Supervisory Board Members as established by the Audit & Supervisory Board, each Audit & Supervisory Board Member communicated with the Directors, the Internal Audit Department, employees and others, committed to gather information and to enhance the audit environment, attended the meetings of the Board of Directors and other important meetings, received reports from the Directors, employees and others regarding the performance of their duties, requested explanations as necessary, and inspected important documents supporting decisions and other records and examined the status of operations and assets at the head office and important operating locations. In addition, the Audit & Supervisory Board periodically received reports from the Directors, employees and others, requested explanations as necessary, inspected important documents supporting decisions and other records, and expressed opinions regarding the details of the Board of Directors' resolutions and the system that is developed and operated in accordance with such resolution concerning the development of system to ensure that Directors' performance of their duties are in compliance with the laws and regulations, and the Articles of Incorporation of ITOCHU Corporation and the system to ensure the adequacy of operations of the ITOCHU Group consisting of ITOCHU Corporation and its subsidiaries as stipulated under Article 100, paragraphs 1 and 3 of the Ordinance for Enforcement of Company Act (internal control system).

As for the subsidiaries, each Audit & Supervisory Board Member promoted communications with the directors, Audit & Supervisory Board Members and, etc. of the subsidiaries, and received reports on the business of the subsidiaries as necessary.

Based on the above-mentioned methods, the business report and its supplemental schedules for the fiscal year under review were examined.

Moreover, each Audit & Supervisory Board Member monitored and verified whether the Independent Auditor, Deloitte Touche Tohmatsu LLC, maintained independence and conducted proper audit, received reports from the Independent Auditor regarding the status of the performance of its duties, and requested explanations as necessary.

The Audit & Supervisory Board Members also received the notification from the Independent Auditor that it had established a "system to ensure appropriate performance of its duties" (pursuant to Article 131 of the Company Accounting Regulations) in accordance with the "Quality Control Standards for Auditing" (issued by the Business Accounting Council on November 16, 2021), and requested explanation as necessary.

Based on the above-mentioned methods, the Audit & Supervisory Board examined the consolidated financial statements (the consolidated statements of financial position, the consolidated statements of income, the consolidated statements of changes in equity, and the notes to consolidated financial statements) as well as the non-consolidated financial statements (the non-consolidated balance sheet, the non-consolidated statements of income, the non-consolidated statements of changes in equity, and the notes to non-consolidated financial statements) and the accompanying supplemental schedules for the fiscal year under review.

## 2. Results of Audit

### (1) Results of Audit of Business Report, etc.

We confirm as follows;

- (a) The business report and the accompanying supplemental schedules present ITOCHU Corporation's situation correctly in accordance with laws and regulations, and the Articles of Incorporation of ITOCHU Corporation.
- (b) There was no improper behavior, or serious violation of any applicable laws and regulations or of the Articles of Incorporation of ITOCHU Corporation concerning the Directors' performance of their duties.
- (c) The details of the Board of Directors resolutions concerning the internal control system were appropriate and adequate. Furthermore, there was no matter we must point out, regarding the description of the internal control system in the business report and the Directors' performance of their duties concerning the internal control system.

### (2) Results of Audit of Consolidated Financial Statements

We confirm that the auditing method and results of the Independent Auditor, Deloitte Touche Tohmatsu LLC, are appropriate.

### (3) Results of Audit of Non-Consolidated Financial Statements and the Accompanying Supplemental Schedules

We confirm that the auditing method and results of the Independent Auditor, Deloitte Touche Tohmatsu LLC, are appropriate.

May 12, 2023

## ITOCHU Corporation Audit & Supervisory Board

Makoto Kyoda  
Audit & Supervisory Board Member (full time)

Shingo Majima  
Outside Audit & Supervisory Board Member

Kentaro Uryu  
Outside Audit & Supervisory Board Member

Masumi Kikuchi  
Outside Audit & Supervisory Board Member

End