

[Translation for Reference and Convenience Purposes Only]

Please note that the following is an unofficial English translation of the original Japanese text of the Notice of the 111th Ordinary General Shareholders' Meeting of Mitsui Fudosan Co., Ltd. The Company provides this translation for reference and convenience purposes only and without any warranty as to its accuracy or otherwise. In the event of any discrepancy between this translation and the original Japanese, the latter shall prevail.

Securities Code: 8801
May 31, 2023

To the Shareholders of Mitsui Fudosan Co., Ltd.

Takashi Ueda
President and Chief Executive Officer
(Representative)
Mitsui Fudosan Co., Ltd.
1-1, Nihonbashi Muromachi 2-chome
Chuo-ku, Tokyo, Japan

Notice of the 111th Ordinary General Shareholders' Meeting

Mitsui Fudosan Co., Ltd. (hereinafter referred to as the "Company") announces that the 111th Ordinary General Shareholders' Meeting (hereinafter referred to as the "Meeting") will be held, as given below.

In convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of Reference Materials for the Meeting, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on each of the website below. Please access any of the websites to review the information.

The Company's website

<https://www.mitsuifudosan.co.jp/english/corporate/ir/shareholder/meeting/index.html>

Website for informational materials for the general meeting of shareholders

<https://d.sokai.jp/8801/teiji/> (in Japanese only)

TSE website (Listed Company Search)

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

(Matters to be provided electronically are also posted on the above website. Please access the TSE website (TSE Listed Company Search) indicated below, enter the issue name ("Mitsui Fudosan Co.,Ltd.") or the securities code (8801) and click "Search," select "Basic information," then "Documents for public inspection/PR information," and refer to the information.)

If you do not attend the Meeting in person, you can exercise your voting rights via the Internet or in writing. Please review the attached Reference Materials for the Meeting and follow the Instructions below to exercise your voting rights no later than Wednesday, June 28, 2023, at 5:30 p.m. (Tokyo Time).

Exercise of voting rights

You may exercise your voting rights by one of the following three methods. Please review the attached Reference Materials (on pages 4 to 27) for the Meeting, and exercise your voting rights.

1. Exercise of voting rights via the Internet

Deadline for exercising voting rights

No later than 5:30 p.m. on Wednesday, June 28, 2023 (Tokyo Time)

(1) Scanning the QR code, “Smart Vote”

(2) Entering voting code and password <https://www.web54.net> (in Japanese only)

Please access the website for exercising voting rights from your smartphone or PC and enter your approval or disapproval of the proposals.

2. Exercise of voting rights in writing

Deadline for exercising voting rights

No later than 5:30 p.m. on Wednesday, June 28, 2023 (Tokyo Time)

Please indicate your approval or disapproval of each proposed item on the attached Exercise of Voting Rights form, and return the form to the Company.

* When exercising your voting right in writing and if you indicate neither your approval nor disapproval of each proposal on the returned voting form, we will assume that you have voted in favor of the proposal.

3. Exercise of voting rights by attending the Meeting

Date and Time

Thursday, June 29, 2023, at 10:00 a.m.

For those planning to attend the Meeting in person, please submit the attached Exercise of Voting Rights form at the reception desk.

* If you intend to exercise your voting rights by proxy, you may delegate the exercise of your voting rights to another shareholder holding voting rights in the Company in accordance with Article 15 of the Company’s Articles of Incorporation. In such case, your proxy is requested to submit a document certifying his/her appointment as a proxy.

* In the event that you exercise your voting rights both via the Internet and in writing, the vote via the Internet will be deemed valid.

* In the event that you exercise your voting rights via the Internet multiple times, the vote exercised last will be recorded as the effective vote.

<PARTICULARS>

1. DATE AND TIME

Thursday, June 29, 2023, at 10:00 a.m. (Reception is scheduled to start at 9:00 a.m.)

2. PLACE

Peacock Room,
2nd Floor, Main Building
Imperial Hotel, Tokyo
1-1, Uchisaiwai-cho 1-chome, Chiyoda-ku, Tokyo

3. AGENDA

Matters for Reporting:

1. The Business Report and report on the Consolidated Financial Statements for the 111th Fiscal Year (from April 1, 2022, to March 31, 2023), as well as the results of audits of the Consolidated Financial Statements conducted by the independent auditors and the Board of Corporate Auditors
2. Report on the Non-Consolidated Financial Statements for the 111th Fiscal Year (from April 1, 2022, to March 31, 2023)

Matters for Resolution:

Item 1: Distribution of Retained Earnings

Item 2: Election of Twelve (12) Managing Directors

Item 3: Election of Three (3) Corporate Auditors

Item 4: Payment of Bonuses to Managing Directors

*If it is necessary to revise any matters that form a part of the information provided in electronic format, the details of those revisions will be posted on each of the aforementioned websites.

*The specific matters listed below, which are part of the information provided in electronic format, are excluded from the paper-based documents delivered to shareholders who have made a request for delivery of such documents, in accordance with the provisions of laws and regulations and Article 18 of the Company's Articles of Incorporation.

- (1) "Matters Concerning the Company's Stock Acquisition Rights" and "Basic Policy on the Control over the Company" of the Business Report
- (2) "Consolidated Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements" of the Consolidated Financial Statements
- (3) "Statement of Changes in Equity" and "Notes to the Non-Consolidated Financial Statements" of the Non-Consolidated Financial Statements

Therefore, the Business Report that is included in the paper-based documents delivered to shareholders who have made a request for delivery of such documents is only a part of the Business Report that the corporate auditors audited in preparing their audit reports, while the Consolidated Financial Statements and the Non-Consolidated Financial Statements are only a part of the Consolidated Financial Statements and the Non-Consolidated Financial Statements that the corporate auditors audited in preparing their audit reports and the independent auditors audited in preparing the financial audit report.

REFERENCE MATERIALS FOR THE MEETING

MATTERS TO BE RESOLVED AND MATTERS FOR REFERENCE

Item 1: Distribution of Retained Earnings

The Company strives to increase shareholder value by boosting corporate value through the reinvestment of earnings over the medium to long term, and likewise returns profits to shareholders based on comprehensive consideration of factors such as the business environment and its performance and finances. With regard to the reinvestment of earnings, based on the recognition of the importance of stable and continuous shareholder returns, the Company strives to undertake the stable payment of dividends while also flexibly repurchasing its own shares in a bid to enhance capital efficiency. The Company targeted a total shareholder return ratio* of around 45% of net income attributable to shareholders of the parent company

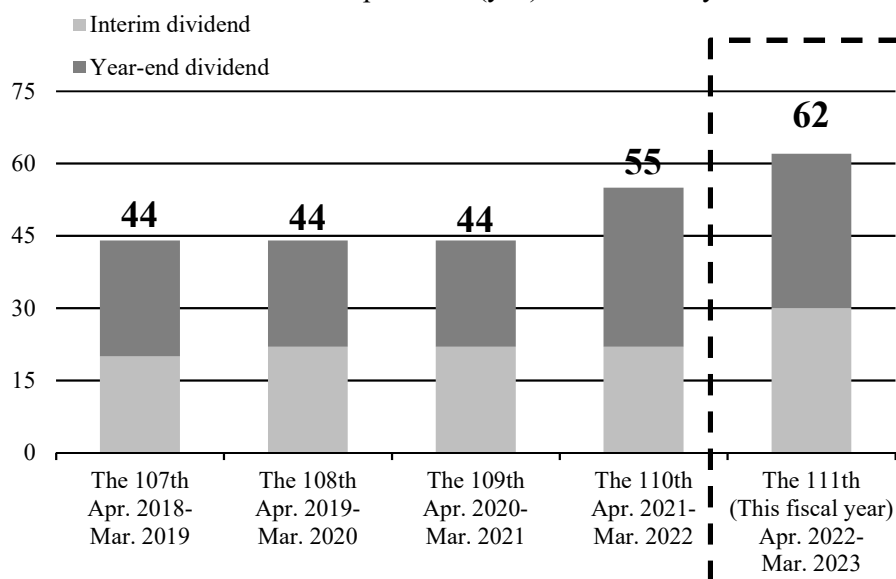
Regarding the annual dividend for the current fiscal year, taking into consideration the overall business performance of the current fiscal year and the above-mentioned returns to shareholders policy, the Company proposes to increase the dividend by ¥7 to ¥62 per share (including an interim dividend of ¥30) compared to the previous fiscal year, and to pay a year-end dividend of ¥32 per share for the current fiscal year, as follows.

Matters Related to Year-End Dividend

- (1) Asset type of dividend: Cash
- (2) Matters concerning the year-end allotment of assets to shareholders and the aggregate amount thereof:
¥32 per share of common share, for a total payment of ¥29,872,121,440
Since the interim dividend of ¥30 per share was already paid in December 2022, total annual cash dividends will be ¥62 per share.
- (3) Effective date for distribution of retained earnings: June 30, 2023

* Total shareholder return ratio = (Total cash dividends + Total amount of repurchases of the shares of the Company) / Profit attributable to owners of parent

<Reference 1> Cash dividends per share (yen) for the fiscal year



<Reference 2> Notice concerning share repurchases (announced on March 22, 2023)

With the aim of enhancing returns to shareholders, the Company implemented a repurchase its own shares, as follows.

- Repurchase of own shares (resolved by the Board of Directors on February 10, 2023)

Class and the total number of shares repurchased	11,884,900 common shares
Aggregate repurchase price	¥29,999,837,300
Period of repurchase	From February 15, 2023, to March 20, 2023
Method of repurchase	Market purchases on the Tokyo Stock Exchange



Item 2: Election of Twelve (12) Managing Directors


As the terms of office for all twelve (12) managing directors will expire at the time of the conclusion of this Meeting, the Company proposes the election of twelve (12) managing directors.


The candidates for the managing directors are as follows:


Candidate No.		Name	Gender	Current positions in the Company		
1	Reappointment	Masanobu Komoda	Male	Chairman of the Board (Representative)		
2	Reappointment	Takashi Ueda	Male	President and Chief Executive Officer (Representative)		
3	Reappointment	Takashi Yamamoto	Male	Managing Director, Executive Vice President (Representative)		
4	Reappointment	Takayuki Miki	Male	Managing Director, Senior Executive Managing Officer		
5	New Candidate	Yoshihiro Hirokawa	Male	Senior Executive Managing Officer		
6	New Candidate	Shingo Suzuki	Male	Executive Managing Officer		
7	New Candidate	Makoto Tokuda	Male	Executive Managing Officer		
8	New Candidate	Hisashi Osawa	Male	Executive Managing Officer		
9	Reappointment	Outside Officer	Independent Officer	Tsunehiro Nakayama	Male	Managing Director
10	Reappointment	Outside Officer	Independent Officer	Shinichiro Ito	Male	Managing Director
11	Reappointment	Outside Officer	Independent Officer	Eriko Kawai	Female	Managing Director
12	New Candidate	Outside Officer	Independent Officer	Mami Indo	Female	-


Candidate No.	Name (Date of Birth)	Career Summary, Positions and Responsibilities in the Company, Major Concurrent Positions and Reasons for the Nomination and Roles Required	Shares in Company
1	 <p data-bbox="285 638 443 730">Masanobu Komoda (June 8, 1954)</p> <p data-bbox="288 763 440 792"><u>Reappointment</u></p>	<p data-bbox="496 275 906 304">Apr. 1978 Joined the Company</p> <p data-bbox="496 322 1246 383">Jun. 2009 Executive Managing Director, Executive, Managing Officer, General Manager of Investment Dept.</p> <p data-bbox="496 400 1294 461">Jul. 2010 Senior Executive Managing Director, Senior Executive Managing Officer, General Manager of Investment Dept.</p> <p data-bbox="496 479 1278 539">Apr. 2011 Senior Executive Managing Director, Senior Executive Managing Officer</p> <p data-bbox="496 557 1278 586">Jun. 2011 President and Chief Executive Officer (Representative)</p> <p data-bbox="496 604 1209 665">Apr. 2023 Chairman of the Board (Representative) (current position)</p> <p data-bbox="496 725 1305 1122"><Reasons for the nomination and roles required> Masanobu Komoda served as President (Representative) for 12 years from June 2011 to March 2023, during which time he gained a wealth of experience and insight related to the Group's general business operations as an executive. Since April 2023, he has led the Group's management as Chairman of the Board (Representative), deciding upon important matters of management and supervising business execution, among other duties. As a result, he plays an appropriate role in contributing to the enhancement of the Company's corporate value, and at the same time, as a Chairman of the Board of Directors, he contributes to ensuring the effectiveness of the Board. The Company re-selected Mr. Komoda as a candidate for managing director as he is expected to make further contributions to the enhancement of the Group's corporate value going forward.</p>	89,430 shares


Candidate No.	Name (Date of Birth)	Career Summary, Positions and Responsibilities in the Company, Major Concurrent Positions and Reasons for the Nomination and Roles Required	Shares in Company
2	 <p data-bbox="288 728 438 824">Takashi Ueda (February 16, 1961)</p> <p data-bbox="288 853 438 887">Reappointment</p>	<p data-bbox="494 275 906 309">Apr. 1983 Joined the Company</p> <p data-bbox="494 320 1284 387">Jun. 2020 Managing Director, Executive Managing Officer, Chief Operating Officer of Office Building Division</p> <p data-bbox="494 398 1284 432">Apr. 2021 Managing Director, Senior Executive Managing Officer</p> <p data-bbox="494 443 1284 510">Apr. 2023 President and Chief Executive Officer (Representative) (current position)</p> <p data-bbox="494 566 1300 813"><Responsibilities at the Company> Internal Audit Dept., Corporate Planning Dept., Office Building Division, Retail Properties Division, Life Science Innovation Dept., Hibiya Urban Planning and Development Dept., Overall Managing of Nihonbashi Urban Planning and Development Dept., Tokyo Midtown Development Dept., Toyosu-Project Development Planning Dept., Kashiwanoha Urban Planning and Development Dept., Development Planning Dept., Gotanda Project Dept.</p> <p data-bbox="494 880 1300 1305"><Reasons for the nomination and roles required> Since joining the Company, Takashi Ueda has amassed abundant experience in various fields. As the Company's managing director, he is responsible for the building business, retail properties business, life science innovation business, and large-scale mixed-use development projects centered on the Nihonbashi area and Kashiwanoha area, which the Company is focusing on, among others. Since April 2023, he has lead the Group's management as President and Chief Executive Officer (Representative), deciding upon important matters of management and supervising business execution, among other duties. As a result, he plays an appropriate role in contributing to enhancement of the Company's corporate value. The Company re-selected Mr. Ueda as a candidate for managing director as he is expected to make further contributions to the enhancement of the Group's corporate value going forward.</p>	39,550 shares
3	 <p data-bbox="260 1653 467 1720">Takashi Yamamoto (May 30, 1959)</p> <p data-bbox="288 1749 438 1783">Reappointment</p>	<p data-bbox="494 1321 906 1355">Mar. 1990 Joined the Company</p> <p data-bbox="494 1366 1284 1433">Jun. 2017 Managing Director, Executive Managing Officer, Chief Operating Officer of International Division</p> <p data-bbox="494 1444 1284 1512">Apr. 2019 Managing Director, Senior Executive Managing Officer, Chief Operating Officer of International Division</p> <p data-bbox="494 1523 1284 1612">Apr. 2023 Managing Director, Executive Vice President, Chief Operating Officer of International Division (Representative) (current position)</p> <p data-bbox="494 1680 874 1736"><Responsibilities at the Company> International Division</p> <p data-bbox="494 1803 1284 2072"><Reasons for the nomination and roles required> Since joining the Company, Takashi Yamamoto has amassed abundant experience in various fields. Presently, as the Company's managing director, he is responsible for the overseas business. In this capacity, he decides upon important matters of management and supervises business execution, among other duties, playing an appropriate role in contributing to the enhancement of the Company's corporate value. The Company reselected Mr. Yamamoto as a candidate for managing director as he is expected to make further contributions going forward.</p>	28,980 shares


Candidate No.	Name (Date of Birth)	Career Summary, Positions and Responsibilities in the Company, Major Concurrent Positions and Reasons for the Nomination and Roles Required	Shares in Company
4	 <p data-bbox="284 622 443 683">Takayuki Miki (May 19, 1960)</p> <p data-bbox="288 719 438 745"><u>Reappointment</u></p>	<p data-bbox="496 275 906 302">Apr. 1984 Joined the Company</p> <p data-bbox="496 322 1294 412">Jun. 2022 Managing Director, Senior Executive Managing Officer, and Chief Operating Officer of Logistics Properties Business Division (current position)</p> <p data-bbox="496 479 1289 598"><Responsibilities at the Company> Architectural and Construction Services Dept., Solution Partner Division, Hotels and Resorts Division, Logistics Properties Business Division, Business Innovation Planning Dept., Open Innovation Dept.</p> <p data-bbox="496 665 1305 1055"><Reasons for the nomination and roles required> Since joining the Company, Takayuki Miki has amassed abundant experience in various fields. Presently, as the Company's managing director, he is responsible for the logistics facility business, hotels, and resorts business, new business development, support for capturing business opportunities for the Group, TOKYO DOME CORPORATION, and industrial government-academia collaboration. In this capacity, he decides upon important matters of management. He supervises business execution, among other duties, playing an appropriate role in contributing to the enhancement of the Company's corporate value. The Company re-selected Mr. Miki as a candidate for managing director as he is expected to make further contributions to the enhancement of the Group's corporate value going forward.</p>	28,190 shares


Candidate No.	Name (Date of Birth)	Career Summary, Positions and Responsibilities in the Company, Major Concurrent Positions and Reasons for the Nomination and Roles Required	Shares in Company
5	 <p data-bbox="287 734 438 862">Yoshihiro Hirokawa (February 21, 1962)</p> <p data-bbox="287 891 438 929"><u>New Candidate</u></p>	<p data-bbox="494 273 901 302">Apr. 1984 Joined the Company</p> <p data-bbox="494 318 1292 380">Apr. 2008 General Manager, Strategy Planning and Administration Dept., Office Building Division</p> <p data-bbox="494 396 1053 425">Apr. 2011 General Manager, Personnel Dept.</p> <p data-bbox="494 441 1260 470">Apr. 2013 Managing Officer, General Manager, Personnel Dept.</p> <p data-bbox="494 486 1292 582">Apr. 2015 Managing Officer, Deputy Chief Operating Officer of Retail Properties Division, General Manager of Retail Properties Operation Dept. in Retail Properties Division</p> <p data-bbox="494 598 1268 660">Apr. 2017 Executive Managing Officer, Deputy Chief Operating Officer of Retail Properties Division</p> <p data-bbox="494 676 1300 739">Apr. 2020 Executive Managing Officer, Chief Operating Officer of Retail Properties Division</p> <p data-bbox="494 754 1252 817">Apr. 2021 Senior Executive Managing Officer, Chief Operating Officer of Retail Properties Division</p> <p data-bbox="494 833 1300 929">Apr. 2023 Senior Executive Managing Officer, and Chief Operating Officer of Sustainability Promotion Division (current position)</p> <p data-bbox="494 990 1300 1355"><Reasons for the nomination and roles required> Since joining the Company, Yoshihiro Hirokawa has amassed abundant experience in various fields. After assuming the position of managing officer, he has contributed to the enhancement of the Company's corporate value through the fulfillment of his duties as managing officer such as by serving as manager of the retail properties business, personnel, and sustainability promotion. In light of this, the Company believes that he is capable of appropriately fulfilling his responsibilities, such as decision-making on significant management matters and the supervision of business execution as managing director of the Company, and has therefore selected him as a new candidate for managing director.</p>	23,632 shares


Candidate No.	Name (Date of Birth)	Career Summary, Positions and Responsibilities in the Company, Major Concurrent Positions and Reasons for the Nomination and Roles Required	Shares in Company
6	 <p data-bbox="284 786 443 846">Shingo Suzuki (May 31, 1963)</p> <p data-bbox="284 880 443 909"><u>New Candidate</u></p>	<p data-bbox="496 275 906 304">Apr. 1987 Joined the Company</p> <p data-bbox="496 322 1230 383">Apr. 2013 General Manager of Office Building Development Department (II) Dept. in Office Building Division</p> <p data-bbox="496 400 1230 461">Apr. 2015 General Manager of Office Building Development Department (I) Dept. in Office Building Division</p> <p data-bbox="496 479 1267 598">Apr. 2017 Managing Officer, Deputy Chief Operating Officer of Office Building Division, General Manager of Office Building Development Department (I) Dept. in Office Building Division</p> <p data-bbox="496 616 1286 734">Apr. 2019 Managing Officer, Deputy Chief Operating Officer of Office Building Division, General Manager of Office Building Development Department (III) Dept. in Office Building Division</p> <p data-bbox="496 752 1267 813">Apr. 2020 Managing Officer, Deputy Chief Operating Officer of Office Building Division</p> <p data-bbox="496 831 1294 891">Apr. 2021 Executive Managing Officer, Chief Operating Officer of Office Building Division (current position)</p> <p data-bbox="496 958 1302 1384"> <Reasons for the nomination and roles required> Since joining the Company, Shingo Suzuki has amassed abundant experience in various fields. After assuming the position of a managing officer, he has contributed to the enhancement of the Company's corporate value through the fulfillment of his duties as a managing officer, such as by serving as a manager of the building business, life science innovation business, and large-scale mixed-use development projects centered on the Nihonbashi area and Hibiya area, which the Company is focusing on, among others. In light of this, the Company believes that he is capable of appropriately fulfilling his responsibilities, such as decision-making on significant management matters and the supervision of business execution as managing director of the Company, and has therefore selected him as a new candidate for managing director. </p>	19,308 shares


Candidate No.	Name (Date of Birth)	Career Summary, Positions and Responsibilities in the Company, Major Concurrent Positions and Reasons for the Nomination and Roles Required	Shares in Company
7	 <p data-bbox="276 600 451 663">Makoto Tokuda (April 13, 1964)</p> <p data-bbox="288 696 438 723">New Candidate</p>	<p data-bbox="496 275 906 302">Apr. 1987 Joined the Company</p> <p data-bbox="496 322 1246 349">Apr. 2013 General Manager, Corporate Communications Dept.</p> <p data-bbox="496 369 1251 427">Apr. 2018 Managing Officer, Chief Operating Officer, Solution Partner Division</p> <p data-bbox="496 448 1267 506">Apr. 2022 Executive Managing Officer, Chief Operating Officer, Solution Partner Division</p> <p data-bbox="496 526 1182 553">Apr. 2023 Executive Managing Officer (current position)</p> <p data-bbox="496 620 1302 1010"> <Reasons for the nomination and roles required> Since joining the Company, Makoto Tokuda has amassed abundant experience in various fields. After assuming the position of a managing officer, he has contributed to the enhancement of the Company's corporate value through the fulfillment of his duties as a managing officer, such as by providing support for capturing business opportunities for the Group and serving as manager of TOKYO DOME CORPORATION, industrial government-academia collaboration, and administration. In light of this, the Company believes that he is capable of appropriately fulfilling his responsibilities, such as decision-making on significant management matters and the supervision of business execution as managing director of the Company, and has therefore selected him as a new candidate for managing director. </p>	11,560 shares

Candidate No.	Name (Date of Birth)	Career Summary, Positions and Responsibilities in the Company, Major Concurrent Positions and Reasons for the Nomination and Roles Required	Shares in Company
8	 <p data-bbox="268 786 467 846">Hisashi Osawa (February 7, 1964)</p> <p data-bbox="288 880 443 909"><u>New Candidate</u></p>	<p data-bbox="494 275 906 304">Apr. 1987 Joined the Company</p> <p data-bbox="494 322 1294 383">Apr. 2016 General Manager of Corporate Planning and Accounting Dept., Mitsui Fudosan Residential Co., Ltd.</p> <p data-bbox="494 400 1294 488">Apr. 2018 Managing Director, Managing Officer, General Manager of Corporate Planning and Accounting Dept., Mitsui Fudosan Residential Co., Ltd.</p> <p data-bbox="494 506 1294 629">Apr. 2019 Managing Officer of the Group Managing Director, Managing Officer, General Manager of Corporate Planning and Accounting Dept., Mitsui Fudosan Residential Co., Ltd.</p> <p data-bbox="494 647 1294 734">Apr. 2020 Managing Officer of the Group Managing Director, Executive Managing Officer, Mitsui Fudosan Residential Co., Ltd.</p> <p data-bbox="494 752 1251 813">Apr. 2021 Managing Director, Deputy Chief Operating Officer, Homes and Lifestyle Promotion Division</p> <p data-bbox="494 831 1294 918">Apr. 2023 Executive Managing Officer, Chief Operating Officer of Homes and Lifestyle Promotion Division (current position)</p> <p data-bbox="494 987 1294 1384"><Reasons for the nomination and roles required> Since joining the Company, Hisashi Osawa has amassed abundant experience in various fields. After assuming the position of a managing officer, he has contributed to the enhancement of the Company's corporate value through the fulfillment of his duties as a managing officer, such as by serving as manager of the strategy planning and cooperation in the housing business and as a managing director of Mitsui Fudosan Residential Co., Ltd. In light of this, the Company believes that he is capable of appropriately fulfilling his responsibilities, such as decision-making on significant management matters and the supervision of business execution as managing director of the Company, and has therefore selected him as a new candidate for managing director.</p>	15,417 shares

Candidate No.	Name (Date of Birth)	Career Summary, Positions and Responsibilities in the Company, Major Concurrent Positions and Reasons for the Nomination and Roles Required	Shares in Company
9	 <p data-bbox="268 936 467 1025">Tsunehiro Nakayama (January 20, 1948)</p> <p data-bbox="288 1061 443 1155"> Reappointment Outside Independent </p>	<p data-bbox="496 275 1302 1032"> Apr. 1971 Joined the Industrial Bank of Japan, Ltd. Apr. 2004 Representative Director, Vice President, Mizuho Corporate Bank, Ltd. Mar. 2007 Resigned from Mizuho Corporate Bank, Ltd. Apr. 2007 Adviser, Merrill Lynch Japan Securities Co., Ltd. May 2007 Representative Director, Chairman, Merrill Lynch Japan Securities Co., Ltd. Nov. 2008 Representative Director, Chairman and President, Merrill Lynch Japan Securities Co., Ltd. Mar. 2009 Representative Director, Chairman and President, Merrill Lynch Japan Securities Co., Ltd., Representative in Japan, Bank of America Group Jul. 2010 Representative Director, Chairman, Merrill Lynch Japan Securities Co., Ltd. Jun. 2017 Director, Merrill Lynch Japan Securities Co., Ltd. Jul. 2017 Special Adviser, Merrill Lynch Japan Securities Co., Ltd. Sept. 2017 Resigned from Merrill Lynch Japan Securities Co., Ltd. Jun. 2019 Managing Director of the Company (current position) </p> <p data-bbox="496 1106 1094 1167"><Significant concurrent position outside the Company> Outside Director, Tokai Tokyo Financial Holdings, Inc.</p> <p data-bbox="496 1234 1302 1783"> <Reasons for the nomination and roles required> Tsunehiro Nakayama has amassed a wealth of experience and broad insight having served for many years in top management positions. During meetings of the Board of Directors, he has provided many recommendations and findings regarding finance, risk management, and other matters from an objective and specialist viewpoint. He has contributed greatly to invigorating discussions of the Board of Directors and improving its effectiveness. In addition, as a member of the Nomination Advisory Committee and Compensation Advisory Committee, he has participated in discussions from an objective standpoint, contributing to ensuring transparency in the selection process for managing directors and corporate auditors and in the decision process for compensation of managing directors. As the Company's outside director, he has played an appropriate role aimed at reinforcing the supervision functions of the Board of Directors and ensuring transparency. The Company re-selected Mr. Nakayama as a candidate for managing director as he is expected to make further contributions going forward. </p>	3,800 shares

Candidate No.	Name (Date of Birth)	Career Summary, Positions and Responsibilities in the Company, Major Concurrent Positions and Reasons for the Nomination and Roles Required	Shares in Company
10	 <p data-bbox="284 965 448 1055">Shinichiro Ito (December 25, 1950)</p> <p data-bbox="288 1088 443 1182">Reappointment Outside Independent</p>	<p data-bbox="496 275 1305 1099"> Apr. 1974 Joined ALL NIPPON AIRWAYS CO., LTD. Jun. 2003 Member of the Board of Directors, Corporate Executive Officer, ALL NIPPON AIRWAYS CO., LTD. Apr. 2004 Executive Vice President, Corporate Executive Officer, ALL NIPPON AIRWAYS CO., LTD. Apr. 2006 Senior Executive Vice President, Corporate Executive Officer, ALL NIPPON AIRWAYS CO., LTD. Apr. 2007 Senior Executive Vice President, Representative Director, ALL NIPPON AIRWAYS CO., LTD. Apr. 2009 President & Chief Executive Officer, Representative Director, ALL NIPPON AIRWAYS CO., LTD. Apr. 2013 President & Chief Executive Officer, Representative Director, ANA HOLDINGS INC. Chairman of the Board, ALL NIPPON AIRWAYS CO., LTD. Apr. 2015 Chairman of the Board, Representative Director, ANA HOLDINGS INC. Apr. 2017 Chairman of the Board, ANA HOLDINGS INC. Jun. 2019 Managing Director of the Company Apr. 2022 Special Adviser, ANA HOLDINGS INC. (current position) </p> <p data-bbox="496 1167 1094 1223"><Significant concurrent position outside the Company> Special Adviser, ANA HOLDINGS INC.</p> <p data-bbox="496 1290 1305 1839"> <Reasons for the nomination and roles required> Shinichiro Ito has amassed a wealth of experience and broad insight, having served for many years in top management positions. During meetings of the Board of Directors, he has provided many recommendations and findings regarding branding, global business development, and other matters from an objective and specialist viewpoint. He has contributed greatly to invigorating discussions of the Board of Directors and improving its effectiveness. In addition, as a member of the Nomination Advisory Committee and Compensation Advisory Committee, he has participated in discussions from an objective standpoint, contributing to ensuring transparency in the selection process for managing directors and corporate auditors and in the decision process for compensation of managing directors. As the Company's outside director, he has played an appropriate role aimed at reinforcing the supervision functions of the Board of Directors and ensuring transparency. The Company re-selected Mr. Ito as a candidate for managing director as he is expected to make further contributions going forward. </p>	3,000 shares

Candidate No.	Name (Date of Birth)	Career Summary, Positions and Responsibilities in the Company, Major Concurrent Positions and Reasons for the Nomination and Roles Required	Shares in Company
11	 <p data-bbox="276 913 451 976">Eriko Kawai (April 28, 1958)</p> <p data-bbox="288 1010 438 1104"> Reappointment Outside Independent </p>	<p data-bbox="491 275 1305 869"> Oct. 1981 Joined Nomura Research Institute, Ltd. Sept. 1985 Joined McKinsey & Company's Paris Branch Oct. 1986 Joined Mercury Asset Management/SG Warburg plc Nov. 1995 Director and Chief Investment Officer (CIO) of Yamaichi Regent ABC Polska Jul. 1998 Senior Pension Funds Administrator of Bank for International Settlements (BIS) Oct. 2004 Senior Pension Funds Administrator of Organization for Economic Cooperation and Development (OECD) Mar. 2008 Representative of Kawai Global Intelligence Apr. 2012 Professor of Kyoto University Apr. 2021 Professor Emeritus of Kyoto University (current position) Jun. 2021 Managing Director of the Company (current position) </p> <p data-bbox="491 947 1305 1061"> <Significant concurrent position outside the Company> Outside Director of Daiwa Securities Group Inc., Outside Audit & Supervisory Board Member of Yamaha Motor Co., Ltd., Outside Director of DMG MORI Co., Ltd. </p> <p data-bbox="491 1133 1305 1704"> <Reasons for the nomination and roles required> Eriko Kawai has served for many years overseas where she amassed a wealth of experience and broad insight as a management consultant and working for international organizations and universities. During meetings of the Board of Directors, she has provided recommendations and findings regarding the promotion of women's empowerment, ESG, sustainability, and other matters from an objective and specialist viewpoint. She has contributed greatly to invigorating discussions of the Board of Directors and improving its effectiveness. In addition, as a member of the Nomination Advisory Committee and Compensation Advisory Committee, she has participated in discussions from an objective standpoint, contributing to ensuring transparency in the selection process for managing directors and corporate auditors and in the decision process for compensation of managing directors. As the Company's outside director, she has played an appropriate role aimed at reinforcing the supervision functions of the Board of Directors and ensuring transparency. The Company re-selected Ms. Kawai as a candidate for managing director as she is expected to make further contributions going forward. </p>	0 shares

Candidate No.	Name (Date of Birth)	Career Summary, Positions and Responsibilities in the Company, Major Concurrent Positions and Reasons for the Nomination and Roles Required	Shares in Company
12	 Mami Indo (November 6, 1962) <div style="border: 1px solid black; padding: 2px; display: inline-block;">New Candidate</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent</div>	Apr. 1985 Joined Daiwa Securities Co., Ltd. Apr. 2009 Executive Officer, Daiwa Institute of Research Ltd. Apr. 2013 Executive Managing Director, Daiwa Institute of Research Ltd. Apr. 2016 Senior Executive Director, Daiwa Institute of Research Ltd. Dec. 2016 Resigned from Daiwa Institute of Research Ltd. Dec. 2016 Commissioner, Securities and Exchange Surveillance Commission Dec. 2019 Resigned from Securities and Exchange Surveillance Commission <Significant concurrent position outside the Company> Outside Director, Tokyo Gas Co., Ltd., Outside Director, Ajinomoto Co., Inc. <Reasons for the nomination and roles required> Mami Indo has amassed a wealth of experience and broad insight, having served as an analyst/consultant in a securities company and think tank and as a commissioner of the Securities and Exchange Surveillance Commission. The Company has nominated her as a candidate for outside director because it expects she will provide various opinions to the Company's management aimed at reinforcing the supervision functions of the Board of Directors and ensuring transparency. If she is elected, the Company plans to have her involved as a member of the Nomination Advisory Committee and Compensation Advisory Committee to increase the transparency in the selection process for managing directors and corporate auditors and in the decision process for compensation of managing directors.	0 shares

Notes:

1. Yoshihiro Hirokawa, Shingo Suzuki, Makoto Tokuda, Hisashi Osawa and Mami Indo are new candidates for the managing directors.
2. There is no special interest between the Company and the above candidates
3. Tsunehiro Nakayama, Shinichiro Ito, Eriko Kawai, and Mami Indo are candidates for outside directors.
4. Tsunehiro Nakayama, Shinichiro Ito, Eriko Kawai, and Mami Indo are independent officers who have no conflicts of interest with general shareholders as determined by the Tokyo Stock Exchange, and the Company has reported as such to the Tokyo Stock Exchange.
5. The number of years that have passed since being appointed the Company's outside director is as follows.
 - (1) Tsunehiro Nakayama and Shinichiro Ito are currently serving as outside directors of the Company and will have served for four (4) years at the time of the conclusion of this General Meeting of Shareholders.
 - (2) Eriko Kawai is currently serving as an outside director of the Company and will have served for two (2) years at the time of the conclusion of this General Meeting of Shareholders.
6. A summary of the details of the liability limitation contract with outside directors is presented below.
 - (1) Tsunehiro Nakayama, Shinichiro Ito, and Eriko Kawai are currently serving as outside directors of the Company. The Company concluded an agreement with each of these individuals limiting their liability under Article 423, paragraph (1) of the Companies Act to the aggregate of the amounts provided under each item of Article 425, paragraph (1) of the Companies Act. If their reappointment is approved and adopted, the Company plans to continue such an agreement with

them.

(2) If the appointment of Mami Indo is approved and adopted, the Company plans to conclude the same agreement as above with her.

7. The Company has concluded a directors and officers liability insurance contract with an insurance company. A summary of the details of this insurance contract is shown below. If the appointment of candidates for managing directors is approved, the managing directors will be included in the insured covered under this insurance contract. In addition, the Company plans to renew this insurance contract under the same conditions at the next renewal.

[Outline of directors and officers liability insurance contract]

The Company has entered into a directors and officers liability insurance contract with an insurance company. The contract covers the litigation expense and damages to be borne by the insured due to corporate lawsuits, third-party lawsuits, and shareholder derivative suit, etc. Damages resulting from illegal acts of the insured are not covered as a measure to assure the appropriateness of the execution of duties by the insured.

The insureds under the above contract are the Company's managing directors, corporate auditors, managing officers, and Group officers. The full amount of insurance premiums is borne by the Company for all of the insureds.

<Reference>

Policy and procedures for the selection and appointment of candidates for managing directors

The Company, based on the Group's management philosophy, business strategies, and others, comprehensively considers diversity such as personality, abilities, insights, gender, and other factors and selects candidates who are suitable for managing directors as candidates. The Company appoints its outside directors with the expectation that they will contribute their abundant experience and broad knowledge to the Company's management and that they will play an appropriate role in strengthening the supervisory function of the Board of Directors and ensuring transparency. In addition, the Company has established the Nomination Advisory Committee, constituted by two (2) internal managing directors and a majority of four (4) independent outside directors, and chaired by an independent outside director. The Board of Directors consults with the committee on the nomination of candidates for managing directors prior to decisions made by the Board of Directors.

Percentage of women among managing directors and corporate auditors

If the appointments of the candidates for managing directors in Item 2 and the candidates for corporate auditors in Item 3 are approved, the percentage of women among managing directors and corporate auditors will be 23.5% (4 of 17 person).

<Reference> Areas of expertise and experience of candidates for managing director (skills matrix)

Name	Gender	Current positions in the Company	Corporate management	Treasury/ accounting/ finance
Masanobu Komoda	Male	Chairman of the Board (Representative)	●	●
Takashi Ueda	Male	President and Chief Executive Officer (Representative)	●	●
Takashi Yamamoto	Male	Managing Director, Executive Vice President (Representative)	●	
Takayuki Miki	Male	Managing Director, Senior Executive Managing Officer		●
Yoshihiro Hirokawa	Male	Senior Executive Managing Officer		
Shingo Suzuki	Male	Executive Managing Officer		
Makoto Tokuda	Male	Executive Managing Officer		
Hisashi Osawa	Male	Executive Managing Officer		●
Tsunehiro Nakayama	Male	Managing Director	●	●
Shinichiro Ito	Male	Managing Director	●	
Eriko Kawai	Female	Managing Director		●
Mami Indo	Female	-	●	●

Name	Gender	Compliance/ risk management	Global	Technology/ innovation	ESG/ sustainability	Urban development (real estate development, etc.)
Masanobu Komoda	Male	•	•	•	•	•
Takashi Ueda	Male	•	•	•	•	•
Takashi Yamamoto	Male	•	•		•	•
Takayuki Miki	Male			•	•	•
Yoshihiro Hirokawa	Male	•		•	•	•
Shingo Suzuki	Male			•	•	•
Makoto Tokuda	Male	•			•	•
Hisashi Osawa	Male		•		•	•
Tsunehiro Nakayama	Male	•	•		•	
Shinichiro Ito	Male	•	•	•	•	
Eriko Kawai	Female	•	•	•	•	
Mami Indo	Female	•	•		•	

* The above list does not contain all of the areas of expertise and experience of each candidate.

<Reference> Stock Ownership Status

In order to ensure to have the same content described in “Stock Ownership Status” of the Securities Report for the 111th Period, we disclose supplementary information in the “The 111th Ordinary General Shareholders’ Meeting: Stock Ownership Status” posted on the Company’s website.
(URL:https://www.mitsui-fudosan.co.jp/english/corporate/ir/shareholder/meeting/pdf/111_s.pdf)

(1) The concept and standard for the classification of investment stocks

- The standard for the classification of investment stocks

In the current fiscal year, the following standards were established to classify investment stocks. Please refer to “The 111th Ordinary General Shareholders’ Meeting: Stock Ownership Status.”

(Investment stocks held for pure investment purposes)

Stocks, as part of business investments, held for the purposes of benefiting from medium-to long-term increase in share value, etc.

(Investment stocks held for purposes other than pure investment purposes (strategic shareholdings))

Stocks held for purposes other than above

- * Stocks considered effective in management strategy from a medium-to long-term perspective to improve our Group’s corporate value by comprehensively taking into account business strategy, the relationships with clients and other factors.

(2) Investment stocks held for purposes other than pure investment purposes

Number of brands and total balance sheet amounts

Category	Number of brands (issues)	Total balance sheet amount (¥ million)
Unlisted stock	68	10,307
Stock other than unlisted stock	55	180,378

(Stocks whose number of stocks increased in the current fiscal year)

Category	Number of brands (issues)	Total spending for increasing stocks held (¥ million)	Reason for increasing holdings
Unlisted stock	–	–	–
Stock other than unlisted stock	–	–	–

(Stocks whose number of stocks decreased in the current fiscal year)

Category	Number of brands (issues)	Total earnings for stocks sold to decrease holdings (¥ million)
Unlisted stock	3	2
Stock other than unlisted stock	3	46,543

- * Includes stocks that were partially sold as “Investment stocks held for purposes other than pure investment purposes” before establishing the standard for “Investment stocks held for pure investment purposes” described in (1) above.

Deemed shareholdings

The Company does not have such stocks.


(3) Invested stocks held for pure investment purposes


Category	Current fiscal year	
	Number of brands (issues)	Total balance sheet amount (¥ million)
Unlisted stock	–	–
Stock other than unlisted stock	2	493,558


Item 3: Election of Three (3) Corporate Auditors

As the terms of office for three (3) of our five (5) corporate auditors, Masatoshi Sato, Yoshitaka Kato, and Yasushi Manago, will expire at the time of conclusion of this Meeting, the Company proposes the election of three (3) corporate auditors.

This item has been approved by the Board of Corporate Auditors. The candidates for the corporate auditors are as follows:

Candidate No.	Name (Date of Birth)	Career Summary, Positions, Major Concurrent Positions, and Reasons for the Nomination	Shares in Company
1	 Wataru Hamamoto (September 12, 1961) <div style="border: 1px solid black; padding: 2px; display: inline-block;">New Candidate</div>	Apr. 1984 Joined the Company Jun. 2019 Managing Director, Executive Managing Officer Apr. 2020 Managing Director, Executive Managing Officer, Chief Operating Officer of Digital Transformation Division Apr. 2021 Managing Director, Senior Executive Managing Officer, Chief Operating Officer of Digital Transformation Division Apr. 2022 Managing Director, Senior Executive Managing Officer, Chief Operating Officer of Sustainability Promotion Division Apr. 2023 Managing Director (current position) <Reasons for the nomination and roles required> Since joining the Company, Wataru Hamamoto has amassed abundant experience in various fields. While serving as a managing director of the Company, he was responsible for a wide range of operations, including accounting, corporate planning, digital transformation, and sustainability promotion. The Company believes that he is capable of appropriately auditing the execution of business by managing directors with his abundant experience gained through these businesses, and has therefore selected him as a new candidate for a corporate auditor.	33,144 shares

Candidate No.	Name (Date of Birth)	Career Summary, Positions, Major Concurrent Positions, and Reasons for the Nomination	Shares in Company
2	 <p data-bbox="268 1003 459 1059">Minoru Nakazato (July 28, 1954)</p> <p data-bbox="288 1095 440 1124">New Candidate</p> <p data-bbox="325 1128 403 1158">Outside</p> <p data-bbox="301 1162 427 1191">Independent</p>	<p data-bbox="496 241 1305 271">Apr. 1978 Research Assistant, University of Tokyo Faculty of Law</p> <p data-bbox="496 293 1305 349">Apr. 1983 Research Assistant, Hitotsubashi University Faculty of Law</p> <p data-bbox="496 371 1305 427">Nov. 1984 Assistant Professor, Hitotsubashi University Faculty of Law</p> <p data-bbox="496 450 1098 479">Jul. 1987 Visiting Scholar, Harvard Law School</p> <p data-bbox="496 501 1305 557">Jan. 1989 Visiting Professor, University of California, Los Angeles, School of Law</p> <p data-bbox="496 580 1305 636">Mar. 1989 Associate Professor, Hitotsubashi University Faculty of Law</p> <p data-bbox="496 658 1305 770">Apr. 1995 Associate Professor, University of Tokyo Graduate Schools for Law and Politics Associate Professor, Hitotsubashi University Faculty of Law</p> <p data-bbox="496 792 1305 904">Jan. 1997 Professor, University of Tokyo Graduate Schools for Law and Politics Associate Professor, Hitotsubashi University Faculty of Law</p> <p data-bbox="496 927 1305 983">Apr. 1997 Professor, University of Tokyo Graduate Schools for Law and Politics</p> <p data-bbox="496 1005 1118 1034">Aug. 2004 Visiting Professor, Harvard Law School</p> <p data-bbox="496 1057 1305 1086">Apr. 2020 Director, Nishimura Institute of Advanced Legal Studies</p> <p data-bbox="496 1108 1305 1164">Jun. 2020 Emeritus Professor, The University of Tokyo (current position)</p> <p data-bbox="496 1187 1305 1216">Dec. 2020 Registered as Lawyer, Daiichi Tokyo BAR Association</p> <p data-bbox="496 1238 1305 1305">Aug. 2022 Head, Director, Nishimura Institute of Advanced Legal Studies (current position)</p> <p data-bbox="496 1373 1305 1675"><Reasons for the nomination and roles required> Minoru Nakazato has expert knowledge in taxation, legal affairs, and economics, also he has amassed a wealth of experience serving as a scholar in universities. The Company has nominated him as a candidate for an outside corporate auditor because it expects he will appropriately audit the performance of the managing directors' duties based on his knowledge and experience. Although he has not been directly involved in corporate management, the Company determined that he will be able to appropriately perform his duties as an outside corporate auditor for the above reasons.</p>	0 shares

Candidate No.	Name (Date of Birth)	Career Summary, Positions, Major Concurrent Positions, and Reasons for the Nomination	Shares in Company
3	 Mayo Mita (October 14, 1960) <div style="border: 1px solid black; padding: 2px; display: inline-block;">New Candidate</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent</div>	Apr. 1983 Joined Morgan Stanley Japan Securities Co., Ltd. Dec. 2000 Managing Director, Morgan Stanley Japan Securities Co., Ltd. Dec. 2013 Senior Advisor, Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. Dec. 2019 Resigned from Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. <Significant concurrent position outside the Company> Outside Director, Otsuka Holdings Co., Ltd. <Reasons for the nomination and roles required> Mayo Mita has amassed abundant experience in the corporate sector as a securities analyst, also she has broad knowledge to observe and analyze companies from an objective standpoint. The Company has nominated her as a new candidate for an outside corporate auditor because it expects she will appropriately audit the execution of duties by Managing Directors based on her knowledge and experience.	0 shares

Notes:

1. Wataru Hamamoto, Minoru Nakazato, and Mayo Mita are new candidates for corporate auditors.
2. There is no special interest between the Company and the above candidates
3. Minoru Nakazato and Mayo Mita are candidates for outside corporate auditors.
4. Minoru Nakazato and Mayo Mita are independent officers who are unlikely to have conflicts of interest with general shareholders as determined by the Tokyo Stock Exchange, and the Company has reported as such to the Tokyo Stock Exchange.
5. If the appointment of Minoru Nakazato and Mayo Mita is approved and adopted, the Company plans to conclude an agreement with each of these individuals limiting their liability under Article 423, paragraph (1) of the Companies Act to the aggregate of the amounts provided under each item of the Article 425, paragraph (1) of the Companies Act.
6. The Company has concluded a directors and officers liability insurance contract with an insurance company. A summary of the details of this insurance contract is shown below. If the appointment of candidates for corporate auditors is approved, the corporate auditors will be included in the insured covered under this insurance contract. In addition, the Company plans to renew this insurance contract under the same conditions at the next renewal.
 [Outline of directors and officers liability insurance contract]
 The Company has entered into a directors and officers liability insurance contract with an insurance company. The contract covers the litigation expense and damages to be borne by the insured due to corporate lawsuits, third-party lawsuits, and shareholder derivative suit, etc. Damages resulting from illegal acts of the insured are not covered as a measure to assure the appropriateness of the execution of duties by the insured.
 The insureds under the above contract are the Company's managing directors, corporate auditors, managing officers, and Group officers. The full amount of insurance premiums is borne by the Company for all of the insureds.

<Reference>

Policy and procedures for the selection and appointment of candidates for corporate auditors

The Company, based on the Group's management philosophy, business strategies, and others, comprehensively considers diversity such as personality, abilities, insights, gender, and other factors and selects candidates who are suitable for corporate auditors as candidates. The Company appoints its outside auditors with the expectation that they will bring an objective stance to auditing the performance of the managing directors' duties based on their expert knowledge and abundant experience.

In addition, the Company has established the Nomination Advisory Committee, constituted by two (2) internal managing directors and four (4) outside directors, which account for the majority of the total committee members, and chaired by an independent outside director. The Board of Directors consults with the said committee on the nomination of candidates for corporate auditors prior to decisions made by the Board of Directors with the approval of the Board of Corporate Auditors.

Percentage of women among managing directors and corporate auditors

If the appointments of the candidates for managing directors in Item 2 and the candidates for corporate auditors in Item 3 are approved, the percentage of women among managing directors and corporate auditors will be 23.5% (4 of 17 person).

Item 4: Payment of Bonuses to Managing Directors

After comprehensive consideration that included the business performance for the fiscal year under review, status of ESG initiatives, and return of profits to shareholders in accordance with the shareholder returns policy, progress of the Group's Long-Term Vision, "VISION 2025," the economic conditions, the business environment, and other factors, the Company proposes paying bonuses to the eight (8) managing directors (excluding outside directors) at the end of the fiscal year under review in the total amount of ¥559,250,000. This proposal has been approved by the Board of Directors and judged to be appropriate following discussions by the Compensation Advisory Committee, which is composed of six (6) members (two (2) internal managing directors and the majority - four (4) independent outside directors) and chaired by an independent outside director, pursuant to the policy for determining the details of officer compensation, etc.

Note: The total amount of bonuses paid to the eight (8) managing directors (excluding outside directors), approved and adopted at the 110th Ordinary General Shareholders' Meeting, was ¥464,800,000.

<Reference> Policy on determination of the details of officer compensation, etc.

- Managing directors' compensation consists of basic compensation, bonuses as a short-term incentive approved by resolution of the General Shareholders' Meeting after a comprehensive examination of performance, etc. for each fiscal year, and restricted stock compensation as a medium- to long-term incentive with the purpose of achieving continuous improvement of the Group's corporate value and encouraging a further sharing of value with shareholders. Compensation paid to outside directors is solely basic compensation. In addition, compensation paid to corporate auditors is solely basic compensation.
- Indicators for restricted stock compensation and bonuses, which are linked to business performance, comprehensively take into account performance for the fiscal year under review, status of ESG initiatives, and return of profits to shareholders based on the Company's shareholder return policy, progress of the Group's long-term management policy "VISION 2025," economic conditions, and the business environment, etc. in order to increase the linkages between managing directors' compensation, performance and shareholder value.
- Concerning payout ratios of bonuses and restricted stock compensation, which are linked to business performance, and basic compensation, which is not linked to business performance, in the case of internal directors overall, compensation linked to business performance is set generally between about 50% to 60% (about 60% to 70% for the President), and compensation not linked to business performance generally makes up about 40% to 50% (about 30% to 40% for the President).

■ Overview of the Corporate Group

● Financial Position and Results of Operations

Category		108th Fiscal Year FY2019	109th Fiscal Year FY2020	110th Fiscal Year FY2021	111th Fiscal Year (This fiscal year) FY2022
Revenue from operations	(Billions of yen)	1,905.6	2,007.5	2,100.8	2,269.1
Operating income	(Billions of yen)	280.6	203.7	244.9	305.4
Ordinary income	(Billions of yen)	258.5	168.8	224.9	265.3
Profit attributable to owners of parent	(Billions of yen)	183.9	129.5	176.9	196.9
Earnings per share	(Yen)	188.35	134.44	184.44	207.91
Total assets	(Billions of yen)	7,395.3	7,741.9	8,208.0	8,841.3
Net assets	(Billions of yen)	2,486.5	2,655.9	2,913.7	3,031.2
Net assets per share	(Yen)	2,480.36	2,656.42	2,942.11	3,107.37

● Significant Subsidiaries

Company name	Capital	The Company's ownership ratio	Principal businesses
Mitsui Fudosan Residential Co., Ltd.	¥40.0 billion	100%	Development, property sales, leasing and commissioned sales of housing, etc.
Mitsui Fudosan Realty Co., Ltd.	¥20.0 billion	100%	Brokerage and consulting for real estates, operation and management of car park, car-sharing services
Mitsui Home Co., Ltd.	¥13.9 billion	100%	Housing construction using 2x4 (two by four) method, construction of medical, welfare and other facility buildings, residential renovations
TOKYO DOME CORPORATION	¥2.0 billion	80%	Business promotion, operation and management of Tokyo Dome City, etc.
Mitsui Fudosan America, Inc.	US\$722 thousand	100%	Supervision and promotion of business operations in the U.S.

Note: MFA Holding, Inc., a wholly-owned subsidiary of the Company, owns as a holding company 100% of the shares in Mitsui Fudosan America, Inc.

- Principal Business Offices

- i) The Company

Head office: 1-1, Nihonbashi Muromachi 2-chome, Chuo-ku, Tokyo

Kansai Head Office (Osaka City)

Hokkaido Branch (Sapporo City)

Tohoku Branch (Sendai City)

Chiba Branch (Chiba City)

Yokohama Branch (Yokohama City)

Chubu Branch (Nagoya City)

Kyoto Branch (Kyoto City)

Chugoku Branch (Hiroshima City)

Kyushu Branch (Fukuoka City)

- ii) Subsidiaries

Mitsui Fudosan Residential Co., Ltd., Head office (Chuo-ku, Tokyo)

Mitsui Fudosan Realty Co., Ltd., Head office (Chiyoda-ku, Tokyo)

Mitsui Home Co., Ltd., Head office (Shinjuku-ku, Tokyo)

TOKYO DOME CORPORATION Head Office (Bunkyo-ku, Tokyo)

Mitsui Fudosan America, Inc., Head office (the U.S.)

- Employees

Number of employees	Change from the end of the previous fiscal year
24,706	+298

Note: The above number of employees refers to the number of employees currently employed directly by the Company.

- Principal Lenders

(Billions of yen)

Lenders	Outstanding borrowings
Sumitomo Mitsui Banking Corporation	365.9
MUFG Bank, Ltd.	356.7
Mizuho Bank, Ltd.	182.2
Sumitomo Mitsui Trust Bank, Limited.	92.0

■ Matters Concerning the Company's Stock

- Total number of authorized shares 3,290,000,000 shares
- Total number of issued shares 948,451,327 shares (Includes 14,947,532 treasury shares)
- Number of shareholders 53,464

- Major shareholders

Shareholders	Ownership of shares of the Company	
	Number of shares held (thousands)	Shareholding ratio (%)
The Master Trust Bank of Japan, Ltd. (Trust account)	163,599	17.53
Custody Bank of Japan, Ltd. (Trust account)	70,837	7.59
SSBTC CLIENT OMNIBUS ACCOUNT	19,843	2.13
State Street Bank West Client - Treaty 505234	16,609	1.78
KAJIMA CORPORATION	13,362	1.43
JPMorgan Chase Bank 380072	13,000	1.39
BNYM AS AGT/CLTS 10 PERCENT	12,808	1.37
JPMorgan Chase Bank 385635	12,640	1.35
JPMorgan Chase Bank 385781	12,509	1.34
NSL DTT CLIENT ACCOUNT 1	12,508	1.34

Note: As of March 31, 2023, the Company holds 14,947,532 treasury shares, which are excluded from the above list of major shareholders. The shareholding ratio is calculated excluding treasury shares.

- Shares Delivered During the Fiscal Year to Managing Directors as Consideration for Their Execution of Duties

The Company, with the aim of providing an incentive to achieve continuous improvement of the Company's corporate value and encouraging a further sharing of value with the shareholders, passed a resolution on the introduction of a restricted stock compensation system, in place of stock options, at the 108th Ordinary General Shareholders' Meeting held on June 26, 2020. At the Board of Directors meeting held on June 29, 2022, a resolution was passed on the issuance of new shares as restricted stock compensation, and on July 28, 2022, the Company issued 261,380 common shares.

The number of restricted stock allocated to the Company's managing directors is as follows. Furthermore, in case the eligible managing director retires from the position due to the expiry of their term of office, or any other justified reason, restrictions on the restricted stock shall be removed, and in case they retire due to a breach of laws or regulations, or any other unjustified reason, the Company shall rightfully acquire the allotted shares gratis.

	Number of shares	Persons eligible for delivery
Managing Directors (excluding outside directors)	89,830 shares	8

- Matters Concerning the Company's Own Shares

The Company, with the aim of enhancing returns to shareholders, repurchased and cancelled its own shares, as follows.

- Repurchase of own shares (resolved by the Board of Directors on May 13, 2022)

Class and number of shares repurchased	5,401,900 common shares
Aggregate repurchase price	¥14,999,811,700
Period of repurchase	From July 15, 2022, to November 10, 2022
Method of repurchase	Market purchases on the Tokyo Stock Exchange

- Repurchase of own shares (resolved by the Board of Directors on February 10, 2023)

Class and number of shares repurchased	11,884,900 common shares
Aggregate repurchase price	¥29,999,837,300
Period of repurchase	From February 15, 2023, to March 20, 2023
Method of repurchase	Market purchases on the Tokyo Stock Exchange

- Cancellation of own shares (resolved by the Board of Directors on February 10, 2023)

Class and number of shares cancelled	5,401,900 common shares
Date of cancellation	February 28, 2023

Note: The number of shares to be cancelled is 5,401,900 own shares acquired by resolution of the Board of Directors on May 13, 2022.

At the same time, the cancellation of own shares was resolved as follows.

- Resolution of cancellation of own shares (resolved by the Board of Directors on May 10, 2023)

Class and number of shares cancelled	11,884,900 common shares
Date of cancellation	May 31, 2023

Note: The number of shares to be cancelled is 11,884,900 own shares acquired by the resolution of the Board of Directors on February 10, 2023.

■ Matters Concerning Managing Directors and Corporate Auditors

● Names, Positions, Responsibilities and Major Concurrent Positions of Managing Directors and Corporate Auditors

Name	Position	Responsibilities in the Company and Major Concurrent Positions, etc.
Hikomichi Iwasa	Chairman of the Board (Representative)	Outside Director, TV TOKYO Holdings Corporation
Masanobu Komoda	President and Chief Executive Officer (Representative)	
Kiyotaka Fujibayashi	Managing Director (Representative)	Homes and Lifestyle Promotion Division, Housing Sales Business and Rental Housing Business
Yasuo Onozawa	Managing Director (Representative)	General Administration Dept., Executive Secretarial Dept., Corporate Communications Dept., Personnel Dept., Affiliated Business Dept., Overall Kansai Head Office/Branch Managing Outside Director, Imperial Hotel, Ltd.
Takashi Yamamoto	Managing Director	International Division
Takashi Ueda	Managing Director	Office Building Division, Retail Properties Division, Life Science Innovation Dept., Hibiya Urban Planning and Development Dept., Overall Managing of Nihonbashi Urban Planning and Development Dept., Tokyo Midtown Development Dept., Toyosu-Project Development Planning Dept., Kashiwanoha Urban Planning and Development Dept., Development Planning Dept., Gotanda Project Dept.
Takayuki Miki	Managing Director	Architectural and Construction Services Dept., Solution Partner Division, Hotels and Resorts Division, Logistics Properties Business Division, Business Innovation Planning Dept., Open Innovation Dept.
Wataru Hamamoto	Managing Director	Accounting and Finance Dept., Corporate Planning Dept., DX Division, Planning and Research Dept., Space & Environment Institute, Sustainability Promotion Division.
Masafumi Nogimori	Managing Director	Outside Director, Daicel Corporation Outside Director, Linical Co., Ltd.
Tsunehiro Nakayama	Managing Director	Outside Director, Tokai Tokyo Financial Holdings, Inc.
Shinichiro Ito	Managing Director	Special Advisor of ANA HOLDINGS INC.
Eriko Kawai	Managing Director	Professor Emeritus of Kyoto University Outside Director, Daiwa Securities Group Inc. Outside Director, DMG MORI CO., LTD. Outside Corporate Auditor, Yamaha Motor Co., Ltd.
Masatoshi Sato	Senior Corporate Auditor (full time)	
Hiroyuki Ishigami	Senior Corporate Auditor (full time)	Outside Corporate Auditor, Imperial Hotel, Ltd.
Yoshitaka Kato	Corporate Auditor	Certified Public Accountant Outside Corporate Auditor, Sumitomo Chemical Co., Ltd. Outside Audit & Supervisory Board Member, Sumitomo Corporation
Yasushi Manago	Corporate Auditor	Lawyer Outside Director, Nippon Television Holdings, Inc.
Yukimi Ozeki	Corporate Auditor	Professor, Chuo Law School, Chuo University Outside Director, Bourbon Corporation

Notes:

1. Managing Directors Masafumi Nogimori, Tsunehiro Nakayama, Shinichiro Ito and Eriko Kawai are managing directors (outside directors) as prescribed under Article 2, item (xv) of the Companies Act.
2. Corporate Auditors Yoshitaka Kato, Yasushi Manago and Yukimi Ozeki are corporate auditors (outside auditors) as prescribed under Article 2, item (xvi) of the Companies Act.
3. The Company has registered Masafumi Nogimori, Tsunehiro Nakayama, Shinichiro Ito, Eriko Kawai, Yoshitaka Kato, Yasushi Manago and Yukimi Ozeki as independent officers with the Tokyo Stock Exchange.
4. Senior Corporate Auditor (full time) Masatoshi Sato has experience in Accounting and Finance Department of the Company and possesses considerable knowledge in finance and accounting.
5. Corporate Auditor Yoshitaka Kato is a certified public accountant and possesses considerable knowledge in finance and accounting.
6. Corporate Auditor Yasushi Manago has experiences at the Ministry of Finance and possesses considerable knowledge in finance and accounting.
7. The Company has no significant business relations with any of the companies in which the managing directors and corporate auditors hold concurrent positions.
8. At the time of the conclusion of the 110th Ordinary General Shareholders' Meeting held on June 29, 2022, Yoshikazu Kitahara retired from Managing Director by resignation.
9. Hiromichi Iwasa, Kiyotaka Fujibayashi, and Yasuo Onozawa assumed the position of Managing Director from Managing Director (Representative) as of April 1, 2023.
10. Masanobu Komoda assumed the position of Chairman of the Board (Representative) from President and Chief Executive Officer (Representative) as of April 1, 2023.
11. Takashi Ueda assumed the position of President and Chief Executive Officer (Representative) from Managing Director as of April 1, 2023.
12. Takashi Yamamoto assumed the position of Managing Director (Representative) from Managing Director as of April 1, 2023.
13. Eriko Kawai retired from the position of Outside Director of CMIC HOLDINGS Co., Ltd. as of December 15, 2022.
In addition, she assumed the position of Outside Director of DMG MORI CO., LTD. as of March 28, 2023.
14. Yasushi Manago retired from the position of Of Counsel, Nishimura & Asahi LPC as of July 31, 2022.

● Compensation, etc., of Managing Directors and Corporate Auditors

i) Policy, etc., on the determination of the details of officer compensation, etc.

- Managing directors' compensation consists of basic compensation, bonuses as a short-term incentive approved by resolution of the General Shareholders' Meeting after a comprehensive examination of performance, etc., for each fiscal year, and restricted stock compensation as a medium- to long-term incentive with the purpose of achieving continuous improvement of the Group's corporate value and encouraging a further sharing of value with shareholders. Compensation paid to outside directors is solely basic compensation. In addition, compensation paid to corporate auditors is solely basic compensation.
- Indicators for restricted stock compensation and bonuses, which are linked to business performance, comprehensively take into account performance for the fiscal year under review, the status of ESG initiatives, and return of profits to shareholders based on the Company's shareholder return policy, the progress of the Group's long-term management policy "VISION 2025," economic conditions, and the business environment, etc. in order to increase the linkages between managing directors' compensation, performance, and shareholder value.
- Concerning payout ratios of bonuses and restricted stock compensation, which are linked to business performance, and basic compensation, which is not linked to business performance, in managing directors' compensation, in the case of internal directors overall, compensation linked to business performance is set generally between about 50% to 60% (about 60% to 70% for the President), and compensation not linked to business performance generally makes up about 40% to 50% (about 30% to 40% for the President).
- Managing Directors' compensation is determined by the Board of Directors after consultations at the Compensation Advisory Committee chaired by an independent outside director and constituted by two (2) internal directors and the majority of four (4) independent outside directors for a total of six (6). Corporate Auditor' compensation is determined based on discussions among corporate auditors.
- The Board of Directors determines the details of compensation, etc., for individual managing directors for the fiscal year under review pursuant to the above policy after consultations with the Compensation Advisory Committee. As a result, the details of compensation are deemed to follow the policy.

ii) Matters on resolutions of the General Shareholders' Meeting regarding compensation, etc. of managing directors and corporate auditors

Basic compensation for managing directors of up to ¥90 million per month (including basic compensation of up to ¥10 million per month to be paid to outside directors) and basic compensation for corporate auditors of up to ¥20 million per month was approved at the 106th Ordinary General Shareholders' Meeting held on June 28, 2018. The number of managing directors was twelve (12) (including four (4) outside directors), and the number of corporate auditors was five (5) (including three (3) outside corporate auditors) as of the conclusion of the 111th Ordinary General Shareholders' Meeting. At the 111th Ordinary General Shareholders' Meeting, the Company plans to obtain approval for bonuses to be paid to eight (8) managing directors (excluding outside directors) at the end of the fiscal year under review in the total amount of ¥559 million. Regarding restricted stock compensation for managing directors, a resolution was approved at the 108th Ordinary General Shareholders' Meeting held on June 26, 2020 on the introduction of a restricted stock compensation system in place of stock options, and approval was also obtained to pay monetary compensation receivables of no more than ¥600 million per year for the granting of restricted stock to managing directors (excluding outside directors) and to keep the total number of allotted restricted stock to no more than 200,000 shares per year. The number of managing directors was twelve (12) (including four (4) outside directors) as of the conclusion of the 111th Ordinary General Shareholders' Meeting.

iii) Total amount of compensation, etc. related to the fiscal year under review

Officer classification	Total amount of compensation, etc. (¥ millions)	Total amount of compensation, etc. by type (¥ millions)			Number of eligible officers (Persons)
		Basic compensation	Bonuses	Restricted stock compensation	
Managing Directors (Of which, outside directors)	1,514 (81)	708 (81)	559 (-)	246 (-)	13 (4)
Corporate Auditors (Of which, outside corporate auditors)	156 (50)	156 (50)	-	-	5 (3)
Total (Of which, outside officers)	1,671 (131)	864 (131)	559 (-)	246 (-)	18 (7)

Notes:

- The above number of persons paid and compensation, etc., include one (1) managing director who retired at the time of the conclusion of the 111th Ordinary General Shareholders' Meeting held on June 29, 2022. At this Meeting, the Company plans to obtain approval for bonuses to be paid to managing directors.
- The Company issues restricted stock compensation to managing directors as non-monetary compensation. The details of the restricted stock compensation and the status of delivery are described as follows.

[Shares Delivered During the Fiscal Year to Managing Directors as Consideration for Their Execution of Duties]

The Company, with the aim of providing an incentive to achieve continuous improvement of the Company's corporate value and encouraging a further sharing of value with the shareholders, passed a resolution on the introduction of a restricted stock compensation system, in place of stock options, at the 108th Ordinary General Shareholders' Meeting held on June 26, 2020. At the Board of Directors meeting held on June 29, 2022, a resolution was passed on the issuance of new shares as restricted stock compensation, and on July 28, 2022, the Company issued 261,380 common shares.

The number of restricted stock allocated to the Company's managing directors is as follows.

Furthermore, in case the eligible managing director retires from the position due to the expiry of their term of office, or any other justified reason, restrictions on the restricted stock shall be removed, and in case they retire due to a breach of laws or regulations, or any other unjustified reason, the Company shall rightfully acquire the allotted shares gratis.

	Number of shares	Persons eligible for delivery
Managing Directors (excluding outside directors)	89,830 shares	8

- As the performance indicators for performance-linked remuneration, the current fiscal year's business results, the status of ESG-related initiatives, returns to shareholders based on the shareholders return policy, the progress of the Group's long-term management policy "VISION 2025," economic conditions, and the business environment, etc. are comprehensively taken into account. As for the results for the fiscal year under review, net sales were ¥2,269.1 billion (up 8.0% year-on-year), operating income was ¥305.4 billion (up 24.7% year-on-year), ordinary income was ¥265.3 billion (up 18.0% year-on-year), and profit attributable to owners of parent was ¥196.9 billion (up 11.3% year-on-year), and revenues and profits increased year-on-year. As for the results of returning profits to shareholders, the full-year dividend per share for the fiscal year under review was ¥62 (the year-end dividend is planned to be approved at this Meeting), and also, we acquired about ¥30 billion of treasury shares. As a result, the total shareholder return ratio was 44.9%. The status of ESG initiatives and progress of the Group's long-term management policy "VISION 2025" is described in "Business Activities and Results" under Overview of the Corporate Group of the business report.

● Matters Concerning Outside Officers

Major activities during the fiscal year ended March 31, 2023

Name	Category	Major activities (Outline of attendance, advice and duties performed regarding expected role)
Masafumi Nogimori	Managing Director	<p>He attended all 12 Board of Directors meetings held in this fiscal year and provided various recommendations and findings on risk management, innovation, etc., from his objective and professional viewpoint based on his extensive experience and broad insight as a manager over many years, greatly contributing to the invigoration of discussions by the Board of Directors and improving its effectiveness.</p> <p>In addition, as Chairman of the Nomination Advisory Committee and Compensation Advisory Committee, he plays an important role in the committees contributing to ensuring transparency in the selection process for directors and in the decision process for compensation of managing directors.</p>
Tsunehiro Nakayama	Managing Director	<p>He attended all 12 Board of Directors meetings held in this fiscal year and provided various recommendations and findings on finance and risk management, etc., from his objective and professional viewpoint based on his extensive experience and broad insight as a manager over many years, greatly contributing to the invigoration of discussions by the Board of Directors and improving its effectiveness.</p> <p>In addition, as a member of the Nomination Advisory Committee and Compensation Advisory Committee, he has participated in discussions from an objective standpoint, contributing to ensuring transparency in the selection process for managing directors and corporate auditors and in the decision process for compensation of managing directors.</p>
Shinichiro Ito	Managing Director	<p>He attended all 12 Board of Directors meetings held in this fiscal year and provided various recommendations and findings on branding, global business development, risk management, etc. from his objective and professional viewpoint based on his extensive experience and broad insight as a manager over many years, greatly contributing to the invigoration of discussions by the Board of Directors and improving its effectiveness.</p> <p>In addition, as a member of the Nomination Advisory Committee and Compensation Advisory Committee, he has participated in discussions from an objective standpoint, contributing to ensuring transparency in the selection process for managing directors and corporate auditors and in the decision process for compensation of managing directors.</p>
Eriko Kawai	Managing Director	<p>She attended all 12 Board of Directors meetings held in this fiscal year and provided various recommendations and findings on ESG, sustainability, innovation, etc. from her objective and professional viewpoint based on her many years of overseas activities, experience and broad insight she gained while working as business consultant and working for international organizations, universities, etc., greatly contributing to the invigoration of discussions by the Board of Directors and improving its effectiveness.</p> <p>In addition, as a member of the Nomination Advisory Committee and Compensation Advisory Committee, she has participated in discussions from an objective standpoint, contributing to ensuring transparency in the selection process for managing directors and corporate auditors and in the decision process for compensation of managing directors.</p>

Name	Category	Major activities
Yoshitaka Kato	Corporate Auditor	He attended 11 out of 12 Board of Directors meetings and all 12 Board of Corporate Auditors meetings held in this fiscal year and stated opinions on matters for resolution and other issues as necessary based on his professional knowledge and broad experience concerning accounting and taxation, etc.; thus, appropriately fulfilling the role of auditing the execution of duties by managing directors.
Yasushi Manago	Corporate Auditor	He attended all 12 Board of Directors meetings and all 12 Board of Corporate Auditors meetings held in this fiscal year and stated opinions on matters for resolution and other issues as necessary based on his professional knowledge and broad experience concerning finance and legal affairs, etc.; thus, appropriately fulfilling the role of auditing the execution of duties by managing directors.
Yukimi Ozeki	Corporate Auditor	She attended all 12 Board of Directors meetings and all 12 Board of Corporate Auditors meetings held in this fiscal year and stated opinions on matters for resolution and other issues as necessary based on her professional knowledge and broad experience concerning the Companies Act, etc.; thus, appropriately fulfilling the role of auditing the execution of duties by managing directors.

- **Outline of Liability Limitation Agreement**

Pursuant to provisions under Article 427, paragraph (1) of the Companies Act, the Company has concluded an agreement with each of the outside officers limiting their liability under Article 423, paragraph (1) of the Companies Act to the aggregate of the amounts provided under each item of Article 425 paragraph (1) of the Companies Act.

- **Outline of Directors and Officers Liability Insurance Policy**

The Company has entered into a directors and officers liability insurance policy with an insurance company. The policy covers the litigation expense and damages to be borne by the insured due to corporate lawsuits, third-party lawsuits, shareholder derivative suits, etc. Damages resulting from illegal acts of the insured are not covered as a measure to assure the appropriateness of the execution of duties by the insured. The insureds under the above policy are the Company's managing directors, corporate auditors, managing officers, and Group officers. The full amount of insurance premiums is borne by the Company for all of the insureds.

■ Independent Auditors

● Name of the Independent Auditors

KPMG AZSA LLC

● Amount of Compensation, etc.

		(Millions of yen)
i)	The amount of compensation, etc. for the independent auditors for this fiscal year	207
ii)	Total amount of money and other property benefit to be paid by the Company and its subsidiaries	551

Notes:

1. Under the audit agreement between the Company and the independent auditors, the amount of compensation, etc., for audits based on the Companies Act and that for audits based on the Financial Instruments and Exchange Act are not clearly distinguished, and cannot be substantially distinguished. Therefore, the combined amount of compensation, etc. for these audits is stated herein as the amount of compensation, etc. for the independent auditors for this fiscal year.
2. MFA Holding, Inc., which owns 100% of the shares in Mitsui Fudosan America, Inc., one of the Company's significant subsidiaries, is audited by a person other than the Company's independent auditors with qualification equivalent to the certified public accountant or audit firm in foreign countries.
3. The Board of Corporate Auditors verified the appropriateness of the audit performance, in line with the audit plan and actual performance in the previous fiscal year, and closely examined the audit plan details, including audit hours and staff arrangements for this fiscal year, which was explained by the independent auditors, and the estimate underlying the compensation. As a result of such procedures, the Board gave consent under Article 399, paragraph (1) of the Companies Act on the compensation, etc. for the independent auditors.

● Non-audit Services

The Company entrusts the independent auditors with preparing comfort letters other than the services prescribed under Article 2, paragraph (1) of the Certified Public Accountants Act.

● Policy for Determining Dismissal or Non-reappointment of the Independent Auditors

The Board of Corporate Auditors shall deliberate on the dismissal or non-reappointment of the independent auditors not only in the case of dismissal or non-reappointment due to company circumstances but also in cases where there is a serious interference with the auditing services for the Company, including the case where such independent auditors are deemed to fall under any item provided for in each item of Article 340, paragraph (1) of the Companies Act, and the case where the independent auditors receive an audit business suspension order from the supervisory authorities.

If the Board of Corporate Auditors, as a result of such deliberation, decides that dismissal or non-reappointment of the independent auditors is reasonable, the Board of Corporate Auditors shall either dismiss the independent auditors based on the consent of all corporate auditors, or decide details of a proposal regarding dismissal or non-reappointment of the independent auditors, and, based on the such decision, the Board of Directors shall submit the proposal to the Shareholders' Meeting.

■ Basic Policy on Control of the Company

In order to realize the Group's Long-Term Vision, "VISION 2025," the Company will carry out "customer-centered management," "business innovation," and "evolution of Group management" as its basic strategies, with the view of pursuing further improvement of corporate value by working to create value.

At the same time, in the event of any large-scale acquisition of the Company's shares, the Company is clearly aware of the necessity to adopt appropriate measures against a particular type of acquisition that does not contribute to the Company's corporate value and the shareholders' common interests.

The Company has not established particular takeover defense measures or similar matters; however, should any acquisition attempt that does not contribute to the Company's corporate value and the shareholders' common interests take place, the Company would stand ready to carefully investigate the matter and respond appropriately, while taking social circumstances into consideration.

The above report is presented in the following manner.

- (1) Amounts in hundred millions of yen, millions of yen and thousands of U.S. dollars are rounded down to the nearest unit, respectively.
- (2) The number of shares indicated in the thousands and ten thousand is rounded down to the nearest unit.
- (3) Percentage figures are indicated rounded to the nearest indicated unit.
- (4) Unless otherwise stated, the information from section "Significant Subsidiaries" is current as of March 31, 2023.

Consolidated Financial Statements

Consolidated Balance Sheet (As of March 31, 2023)

(Millions of yen)

Assets		Liabilities	
Current assets	2,747,508	Current liabilities	1,501,842
Cash and deposits	134,355	Notes and accounts payable - trade	147,985
Notes and accounts receivable - trade, and contract assets	71,220	Short-term borrowings	389,750
Securities	131	Non-recourse short-term borrowings	234,866
Real estate for sale	1,267,701	Commercial papers	78,000
Real estate for sale in process	566,455	Current portion of bonds payable	100,000
Land for development	305,622	Current portion of non-recourse bonds payable	300
Costs on construction contracts in progress	9,158	Income taxes payable	41,629
Other inventories	10,737	Contract liabilities	178,190
Advance payments to suppliers	23,855	Provision for warranties for completed construction	907
Short-term loans receivable	16,890	Provision for loss on guarantees	0
Operating investments in capital	9,774	Other	330,212
Other	332,336	Non-current liabilities	4,308,333
Allowance for doubtful accounts	(731)	Bonds payable	644,819
Non-current assets	6,093,888	Non-recourse bonds payable	85,192
Property, plant and equipment	4,206,453	Long-term borrowings	2,159,109
Buildings and structures	1,688,214	Non-recourse long-term borrowings	356,493
Machinery, equipment and vehicles	68,621	Leasehold and guarantee deposits received	456,582
Land	2,170,728	Deferred tax liabilities	286,734
Construction in progress	102,781	Deferred tax liabilities for land revaluation	91,088
Other	176,108	Retirement benefit liability	45,672
Intangible assets	86,676	Provision for retirement benefits for directors (and other officers)	799
Leasehold interests in land	48,339	Other	181,841
Other	38,337	Total liabilities	5,810,176
Investments and other assets	1,800,757	Net assets	
Investment securities	1,258,125	Shareholders' equity	2,168,374
Long-term loans receivable	8,938	Capital	340,552
Leasehold and guarantee deposits	172,291	Capital surplus	366,604
Retirement benefit assets	64,756	Retained earnings	1,499,572
Deferred tax assets	25,761	Treasury shares	(38,354)
Deferred tax assets for land revaluation	699	Accumulated other comprehensive income	732,351
Other	271,328	Valuation difference on available-for-sale securities	426,950
Allowance for doubtful accounts	(1,143)	Deferred gains or losses on hedges	16,072
		Revaluation reserve for land	194,900
		Foreign currency translation adjustment	67,710
		Remeasurements of defined benefit plans	26,717
		Share acquisition rights	1,291
		Non-controlling interests	129,202
Total assets	8,841,396	Total net assets	3,031,220
		Total liabilities and net assets	8,841,396

Consolidated Statement of Income (April 1, 2022, to March 31, 2023)

(Millions of yen)

Item	Amount	
Operating revenue		2,269,103
Operating costs		1,742,424
Operating gross profit		526,678
Selling, general and administrative expenses		221,273
Operating income		305,405
Non-operating income		
Interest income	1,487	
Dividend income	6,995	
Share of gain of entities accounted for using equity method	7,325	
Other	7,717	23,526
Non-operating expenses		
Interest expenses	55,457	
Other	8,115	63,573
Ordinary income		265,358
Extraordinary income		
Gain on sale of investment securities	44,077	44,077
Extraordinary losses		
Loss on step acquisitions	2,171	
Loss on retirement of non-current assets	8,194	
Loss on valuation of investment securities	3,137	13,504
Profit before income taxes		295,930
Income taxes - current	90,792	
Income taxes - deferred	1,764	92,556
Profit		203,374
Profit attributable to non-controlling interests		6,375
Profit attributable to owners of parent		196,998

Financial Statements

Balance Sheet (As of March 31, 2023)

(Millions of yen)

Assets		Liabilities	
Current assets	1,222,156	Current liabilities	859,677
Cash and deposits	19,243	Accounts payable - trade	68,833
Accounts receivable - trade and contract assets	13,318	Short-term borrowings	44,888
Real estate for sale	467,247	Commercial papers	78,000
Real estate for sale in process	65,879	Current portion of bonds payable	100,000
Land for development	71,790	Current portion of long-term borrowings	154,583
Advance payments to suppliers	4,658	Lease obligations	1,013
Prepaid expenses	7,933	Accounts payable - other	25,172
Short-term loans receivable	507,280	Accrued expenses	11,502
Accounts receivable - other	41,392	Income taxes payable	10,542
Operating investments in capital	8,064	Contract liabilities	31,667
Other	26,246	Deposits received	322,224
Allowance for doubtful accounts	(10,898)	Other	11,249
Non-current assets	5,363,229	Non-current liabilities	3,379,536
Property, plant and equipment	2,655,188	Bonds payable	644,819
Buildings	945,912	Long-term borrowings	1,986,001
Structures	33,014	Leasehold and guarantee deposits received	435,659
Machinery and equipment	16,820	Lease obligations	2,244
Vehicles	117	Deferred tax liabilities	200,607
Tools, furniture and fixtures	25,989	Deferred tax liabilities for land revaluation	91,088
Land	1,594,138	Provision for retirement benefits	4,779
Construction in progress	36,141	Provision for retirement benefits for directors (and other officers)	282
Other	3,054	Other	14,053
Intangible assets	33,702	Total liabilities	4,239,213
Leasehold interests in land	15,970	Net assets	
Software	12,514	Shareholders' equity	1,705,695
Other	5,218	Capital	340,552
Investments and other assets	2,674,338	Capital surplus	414,528
Investment securities	776,005	Legal capital surplus	414,528
Shares of subsidiaries and associates	640,926	Retained earnings	988,954
Bonds of subsidiaries and associates	8,983	Legal retained earnings	13,688
Investments in other securities of subsidiaries and associates	15,825	Other retained earnings	975,265
Investments in capital of subsidiaries and associates	105,983	Reserve for property replacement	101,988
Long-term loans receivable from subsidiaries and associates	880,296	Reserve for open innovation promotion tax system	445
Distressed receivables	10	General reserve	16,790
Long-term prepaid expenses	43,232	Reserve for special depreciation	5,370
Prepaid pension costs	23,450	Retained earnings brought forward	850,670
Leasehold and guarantee deposits	151,369	Treasury shares	(38,340)
Other	33,790	Valuation and translation adjustments	639,185
Allowance for doubtful accounts	(5,536)	Valuation difference on available-for-sale securities	421,811
		Deferred gains or losses on hedges	14,628
		Revaluation reserve for land	202,744
		Share acquisition rights	1,291
Total assets	6,585,385	Total net assets	2,346,172
		Total liabilities and net assets	6,585,385

Statement of Income (April 1, 2022, to March 31, 2023)

(Millions of yen)

Item	Amount	
Operating revenue		831,505
Operating costs		660,470
Operating gross profit		171,034
Selling, general and administrative expenses		45,394
Operating income		125,640
Non-operating income		
Interest income	18,144	
Dividend income	51,820	
Other	2,222	72,186
Non-operating expenses		
Interest expenses	29,670	
Other	8,015	37,686
Ordinary income		160,141
Extraordinary income		
Gain on sale of investment securities	44,029	44,029
Extraordinary losses		
Loss on retirement of non-current assets	5,310	
Loss on valuation of investment securities	2,396	7,706
Profit before income taxes		196,464
Income taxes - current	46,756	
Income taxes - deferred	(267)	46,489
Profit		149,975