Governance

Governance

Corporate Governance

Policy and Basic Concept

The ITOCHU Group declares the spirit of *Sampo-yoshi* (Japanese for "good for all three sides": good for the seller, good for the buyer, and good for society) to be our corporate mission based on the philosophy of our founder, Chubei Itoh I. We seek not only to achieve profit but also to help address social issues, in line with the trust and expectations placed on us by our customers, shareholders, employees, and various other stakeholders. Through the business spirit of *Sampo-yoshi*, ITOCHU aims to have an ongoing and positive social impact and to contribute to a sustainable society for all. Furthermore, we adopt "I am One with Infinite Missions" as our guideline of conduct. These words mean that each individual employee should consider his or her business conduct on his or her own initiative in order to complete our infinite missions aiming for better business operations which are good for the seller, good for the buyer, and good for society as well as for a better future.

It is the fundamental management policy of ITOCHU Corporation ("ITOCHU" or the "Company") to build a fair and good relationship with various stakeholders based on our corporate mission and our guideline of conduct and thus improve our corporate value from a long-term perspective. In accordance with this policy, with the intention to ensure proper and efficient execution by management, we will enhance the transparency of decision-making and establish a corporate governance system in which monitoring and supervision functions are appropriately incorporated.

A strong leadership and transparent and fair decision-making are indispensable for strong corporate governance. As a company with an Audit & Supervisory Board (kansayaku secchi kaisha), ITOCHU has been delegating ordinary business execution matters to management to the extent permitted under laws and regulations, while implementing measures to strengthen management oversight. In FY 2017, in order to promote the separation of management execution and supervision, we significantly reduced the number of executive Directors and increased the percentage of Outside Directors on our Board of Directors to one-third or more. We will continue to maintain a percentage of Outside Directors of one-third or more. Additionally, ITOCHU has established, as advisory committees to the Board, a Governance, Nomination and Remuneration Committee, which is chaired by an Outside Director and comprised of a majority of Outside Directors, and a Women's Advancement Committee, which is chaired by an Outside Director and comprised of a majority of Outside Directors and Audit & Supervisory Board Members (collectively "Outside Officers"), and has continued to monitor management through the eyes of Outside Officers

In appointing Outside Officers, ITOCHU places great importance on their independence, and in this connection, ITOCHU has adopted its own independence criteria, augmenting the independence criteria established by the Tokyo Stock Exchange. This highly independent Board of Directors monitors execution by management as well as deliberates the execution of business that is of high quantitative or qualitative importance. The Company believes this arrangement facilitates not only appropriate monitoring over execution by management but also the consideration of important business execution from an external perspective.

It is also vital that ITOCHU disclose its financial and non-financial information to stakeholders as part of good governance. For this purpose, ITOCHU adopts a "Basic IR Policy" to further promote multi-party stakeholder dialogue, and makes best efforts to disclose such information both timely and adequately. Through communication with its stakeholders, ITOCHU aims to enhance its corporate value on a long-term basis.

We believe that our current corporate governance structure accords with good and effective corporate governance called for by the Tokyo Stock Exchange, in its Corporate Governance Code. ITOCHU will continue to evaluate and improve its corporate governance structure so that it always best suits ITOCHU in any given moment and time in its corporate history.

Corporate Governance Action Plan

Risks	Opportunities
Occurrence of business continuity risk or unexpected loss resulting from the malfunction of corporate governance or internal control.	Improvement of transparency in decision-making, appropriate response to changes and establishment of a stable basis of growth enabled by the establishment of a firm governance system.

Materiality	SDGs Targets	Impact Classification	Issues to address	Business area	Commitment	Specific approach	Performance indicators	Degree of Progress
Maintain Rigorous Governance Structures		Governance	Maintaining and reinforcing a governance system for achieving sustainable growth	Corporate governance	We will implement highly effective supervision over the management from an independent and objective standpoint and ensure the appropriate and efficient execution of business operations by improving the transparency of our decision-making, aiming to our sustainable growth as well as the medium- and long-term improvement of our corporate value.	• Appoint several outside Directors, who have a high level of independence that fulfills our independence criteria and are expected to contribute to the company management with a high level of knowledge in their respective fields. • Maintain a highly transparent and objective Directors' and officers' remuneration system, which can increase their motivation to contribute to our medium- and long-term improvement of our company's performance and the improvement of our corporate value.	Continue to implement measures to strengthen the supervising function of the Board of Directors, through an annual evaluation of the Board of Directors.	• We have maintained the diversity of the Board of Directors (always appointing one third or higher percentage of outside Directors—four outside Directors out of 10 Directors; two female Directors out of 10 Directors; one female Audit & Supervisory Board Members; and one outside Director and one outside Audit & Supervisory Board Member with extensive corporate management experience). • The majority (four out of seven members) of the Governance, Nomination and Remuneration Committee and its chair continue to be outside Directors. • The chair of the Women's Advancement Committee is a female outside Director. The ratios of outside officers and female members have been increased to a majority (four out of seven members in each case). • We conducted an evaluation of the effectiveness of the Board of Directors with the support of an external consultant and confirmed that the effectiveness of our Board continues to be ensured.

Corporate Governance

Compliance with Corporate Governance Code

As of June 19, 2026, ITOCHU complies with all principles set forth in the Corporate Governance Code.
For details, please refer to Corporate Governance Report (https://www.itochu.co.jp/en/files/CG_e.pdf)

Reason for Adopting the Current System

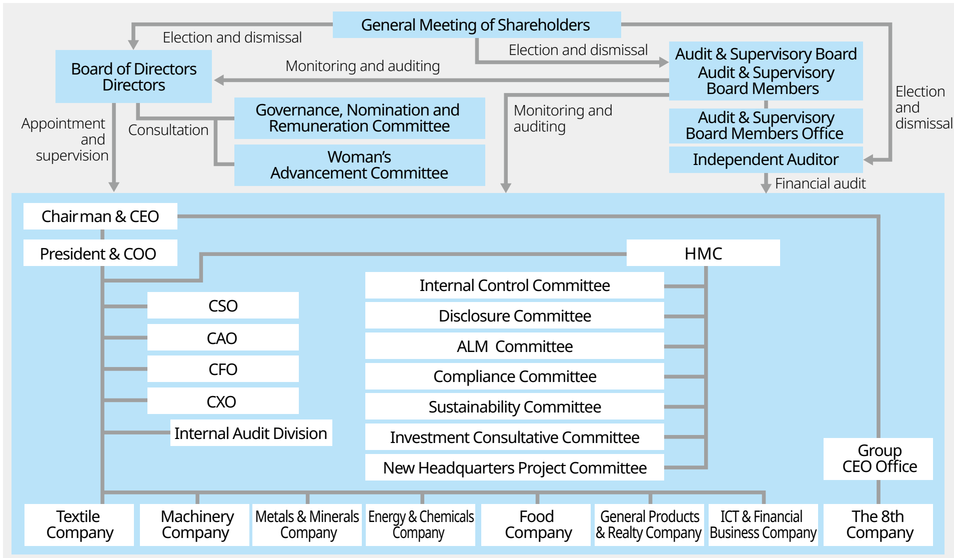
As a company with an Audit & Supervisory Board, ITOCHU works to strengthen monitoring and supervisory functions and ensure transparent decision-making by having Audit & Supervisory Board Members, including Outside Audit & Supervisory Board Members, fully monitor management. In addition to this governance system centered on management monitoring by Audit & Supervisory Board Members, ITOCHU has appointed Outside Directors comprising at least one-third of all Directors since FY 2017 and will continue to maintain this ratio. ITOCHU has also established, as voluntary advisory committees to the Board of Directors, the Governance, Nomination and Remuneration Committee, chaired by an Outside Director and with a majority of its members comprised of Outside Directors, and the Women's Advancement Committee, chaired by an Outside Director and with a majority of its members comprised of Outside Officers, in order to further enhance the effectiveness of management supervision by the Board of Directors and improve the transparency of decision-making. In appointing Outside Officers, ITOCHU emphasizes independence and has adopted its own independence criteria in addition to the independence standards prescribed by the Tokyo Stock Exchange. ITOCHU believes that its current corporate governance system, which is based on a Board of Directors with Outside Directors comprising at least one-third of its members, voluntary advisory committees to the Board of Directors as described above, and an Audit & Supervisory Board in which a majority of members are Outside Audit & Supervisory Board Members, is consistent with ITOCHU's Basic Policy stated in the Corporate Governance Report.

Structures and Systems

To ensure the proper and efficient execution of duties and high transparency, ITOCHU stipulates the foundation of its corporate governance system in the "Basic Policy regarding the Internal Control System" as follows:

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

Overview of ITOCHU's Corporate Governance and Internal Control System (As of June 19, 2026)



*1 CEO=Chief Executive Officer COO=Chief Operating Officer CSO=Chief Strategy Officer
CAO=Chief Administrative Officer CFO=Chief Financial Officer CXO=Chief Transformation Officer
HMC=Headquarters Management Committee ALM=Asset Liability Management
*2 The chief officer for compliance is the CAO. Also, each Division Company has a Division Company President.
*3 Internal control systems and mechanisms have been implemented at every level of ITOCHU. Only the main internal control organization and committees are described herein.

Corporate Governance

Corporate Governance System (As of June 19, 2026)

Type of system	Company with the Board of Directors and the Audit & Supervisory Board
Number of Directors (of which, number of Outside Directors)	9 (4) *Two of the Outside Directors are female, and the average term of overseas assignments of internal Directors is 5.5 years.
Number of Audit & Supervisory Board Members (of which, number of Outside Audit & Supervisory Board Members)	5 (3)
Term of office for Directors	1 year (the same for Outside Directors)
Adoption of an Executive Officer System	Yes
Organization to support CEO decision-making	Headquarters Management Committee (HMC) deliberates on companywide management policy and important issues
Advisory committees to the Board of Directors	Governance, Nomination and Remuneration Committee and Women's Advancement Committee
Director Remuneration System Details of Corporate Officer Remuneration System (P232)	(1) Monthly remuneration (Fixed): Determined according to factors that include degree of contribution to ITOCHU, including creation of business opportunities, business expansion, and addressing risk management, taking into account climate change, SDGs and ESG, based on a standard amount for each position. (2) Performance-linked bonuses (Variable / single year): Total amount is determined based on consolidated net profit attributable to ITOCHU, and individual amount is determined in relation to the position points, etc. for the Director. (3) Share price-linked bonuses (Variable / medium- to long-term): Calculated by considering the relative growth rate of ITOCHU's share price compared with the Tokyo Stock Price Index (TOPIX) and the increase in ITOCHU's share price over two consecutive fiscal years. (4) Performance-linked stock remuneration (Variable / medium- to long-term): Number of shares delivered as remuneration is determined based on consolidated net profit attributable to ITOCHU and according to the Director's position (BIP Trust and RS Remuneration Plan). Outside Directors are paid monthly remuneration only.
Independent external auditor	Deloitte Touche Tohmatsu LLC

Board of Directors

Overview

ITOCHU Corporation is a company with the Board of Directors and Audit & Supervisory Board Member (the Audit & Supervisory Board).

As from April 1, 2018, the Chairman of the Company is the Chief Executive Officer, and the President of the Company is the Chief Operating Officer.

The Board of Directors, comprising nine Directors including four Outside Directors, is chaired by the Chairman. The Board of Directors meets, in principle, at least once a month, makes decisions on important matters in accordance with laws and regulations, the Articles of Incorporation, the Board of Directors Regulations and other internal regulations, and supervises the performance of duties by Directors. Two of the Outside Directors are women, and the average term of overseas assignments of internal Directors is 5.5 years (as of June 19, 2026).

In FY 2025, the Board of Directors held a total of 19 meetings. All Directors and Audit & Supervisory Board Members attended all meetings, except for one absence each by Director Hachimura, Director Naka and Audit & Supervisory Board Member Kyoda. In addition, there were five proposals for written resolutions of the Board of Directors, and all Directors expressed their consents, and all Audit & Supervisory Board Members raised no objections; accordingly, such resolutions were deemed to have been adopted by the Board of Directors.

In FY 2025, a total of 81 agenda items were submitted to the Board of Directors (excluding the aforementioned written resolutions). The main agenda items were as follows:

- Evaluation of the Board of Directors for FY 2024
- Report on the status of women's advancement in FY 2024
- Report on the development and operation status of the internal control system (Twice)
- Initiatives related to sustainability
- Officer remuneration system

Corporate Governance

Meetings of Management Bodies in FY 2023-2025

Financial Year			Board Meetings	Governance, Nomination and Remuneration Committee	Women's Advancement Committee	Audit & Supervisory Board Meeting
FY2025	Number of Meetings		19	5	1	14
	Attendance Rate	Outside Directors	100%	100%	100%	-
		Outside Audit & Supervisory Board Members	100%	100% (Observer)	100%	100%
FY2024	Number of Meetings		13	5	2	13
	Attendance Rate	Outside Directors	100%	100%	100%	-
		Outside Audit & Supervisory Board Members	100%	100% (Observer)	75%	100%

Financial Year			Board Meetings	Nomination Committee	Governance and Remuneration Committee	Women's Advancement Committee	Audit & Supervisory Board Meeting
FY 2023	Number of Meetings		17	3	2	2	14
	Attendance Rate	Outside Directors	100%	100%	100%	100%	-
		Outside Audit & Supervisory Board Members	100%	100% (Observer)	100%	100%	100%

*"Number of Meetings" does not include meetings conducted by written resolution.
*On June 23, 2023, the former Nomination Committee and Governance and Remuneration Committee were reorganized into the Governance, Nomination and Remuneration Committee.

Audit & Supervisory Board

Overview

The Audit & Supervisory Board is comprised of two full-time Audit & Supervisory Board Members and three Outside Audit & Supervisory Board Members. In addition, the Audit & Supervisory Board Members' Office, which directly reports to the Audit & Supervisory Board, has been established with five employees dedicated to assisting the Audit & Supervisory Board Members (as of June 19, 2026). Supervisory authority over these employees belongs exclusively to the Audit & Supervisory Board Members.

Following the Ordinary General Meeting of Shareholders, the Audit & Supervisory Board determines the audit policy, the allocation of audit work, and the audit plan for the period until the next Ordinary General Meeting of Shareholders. Each Audit & Supervisory Board Member audits the appropriateness of the performance of the duties by Directors, Executive Officers and Senior Operating Officers, etc. in accordance with the "Audit & Supervisory Board Regulations," and "Auditors' Auditing Standards."

In addition to receiving reports on quarterly reviews and internal control audits from the independent external auditor, Audit & Supervisory Board Members exchange information in a timely manner at monthly regular meetings, monitor the status of audits conducted by the independent external auditor, and share issues with the independent external auditor.

Audit & Supervisory Board Members exchange opinions regarding the selection of Key Audit Matters based on the current year's operating results. With respect to the evaluation of FamilyMart's goodwill and the evaluation of the investment in CITIC Limited, which were selected as Key Audit Matters for FY 2025, Audit & Supervisory Board Members received detailed explanations from the responsible departments and the independent external auditor and asked questions regarding future cash flows, discount rates and other assumptions underlying the evaluations.

Audit & Supervisory Board Members and the Audit & Supervisory Board strive to strengthen cooperation with the independent external auditor, including by actively exchanging information and opinions on each other's audit plans, the status and results of audits, and other important audit matters, for the purpose of improving audit quality and efficiency and contributing to the enhancement and strengthening of corporate governance.

The Internal Audit Division discusses the internal audit plan with Audit & Supervisory Board Members and regularly exchanges opinions with them on internal audit findings, recommendations and other matters, thereby maintaining close cooperation.

The Internal Audit Division also holds regular meetings with the independent external auditor and maintains close cooperation, while also striving to strengthen relationships with the internal audit departments of Group companies.

Corporate Governance

Advisory Committee

To strengthen the supervisory function of the Board of Directors and enhance the transparency of the decision-making process, ITOCHU established, under the Board of Directors, the Governance and Remuneration Committee, the Nomination Committee and the Women's Advancement Committee as voluntary advisory committees to the Board of Directors. On June 23, 2023, ITOCHU reorganized the Governance and Remuneration Committee and the Nomination Committee into the Governance, Nomination and Remuneration Committee, chaired by an Outside Director and with Outside Directors accounting for a majority of its members. This reorganization aims to invigorate discussions by establishing a structure in which nominations, remuneration and governance, which provides the institutional foundation for them and is often closely related, are discussed in an integrated manner by the same members. The Women's Advancement Committee is chaired by an Outside Director, and Outside Officers constitute a majority of its members. • The roles and composition of the committees as of June 19, 2026, and the activities of the committees during FY 2025 are as follows:

■ **Voluntary Advisory Committees under the Board of Directors**

Name	Roles	Composition	Activities
Governance, Nomination and Remuneration Committee	To deliberate on proposals relating to the appointment and dismissal of Executive Officers, commissioning and dismissal of Senior Operating Officers, nomination of candidates for Directors and Audit & Supervisory Board Members, dismissal of Directors and Audit & Supervisory Board Members, appointment and dismissal of Directors and Executive Officers with titles, succession planning, remuneration systems for Executive Officers and Directors, and other governance-related matters.	Masatoshi Kawana, Director (Outside) Masahiro Okafuji, Director Keita Ishii, Director Tomokuni Nishiguchi, Director Makiko Nakamori, Director (Outside) Kunio Ishizuka, Director (Outside) Akiko Ito, Director (Outside) *Kentaro Uryu, Audit & Supervisory Board Member (Outside), attends as an observer.	The committee was held a total of five times during FY 2025, and all members who were required to attend attended every meeting. The main agenda items discussed at the Governance, Nomination and Remuneration Committee during FY 2025 were as follows: ● Evaluation of the Board of Directors for FY 2024 (April 7, 2025) Approval of submitting to the Board of Directors the report on the results of the evaluation of the Board of Directors for FY 2024 and the draft external disclosure materials. ● Officer Remuneration System (April 7, 2025) Approval to submit to the Board of Directors partial changes to the "individual contribution to ITOCHU" component of monthly remuneration, as well as the method for calculating performance-linked bonuses for Directors in FY 2025 and the maximum individual payment amounts thereof. Succession Plan (September 25, 2025) Discussion on the succession plan for officers. ● Officer Remuneration System (January 9, 2026) Approval of submitting to the Board of Directors partial changes to the remuneration system for special Executive Officers. ● Officer Appointments for FY 2026 (January 9, 2026) Approval of submitting to the Board of Directors the officer appointment proposal for FY 2026. ● Revision of the Officer System and Establishment of the Advisor System (January 16, 2026) Approval of submitting to the Board of Directors the establishment of Senior Executive Officers and the creation of an advisor system. ● Officer Remuneration System (February 25, 2026) Approval of submitting to the Board of Directors partial changes to the method for calculating performance-linked bonuses, as well as the method for calculating performance-linked bonuses for Directors in FY 2026 and the maximum individual payment amounts thereof.
Women's Advancement Committee	To deliberate and advise the Board on proposals relating to policies, strategies, and promotion measures to promote the empowerment of female employees.	Akiko Ito, Director (Outside) Tomokuni Nishiguchi, Director Makiko Nakamori, Director (Outside) Tsutomu Fujita, Audit & Supervisory Board Member (Outside) Kumi Kobayashi, Audit & Supervisory Board Member (Outside) Mitsuru Chino, General Manager, Corporate Communications Division Daisuke Nishikawa, General Manager, Human Resources & General Affairs Division	The committee was held once during FY 2025, and all members attended. The main agenda item discussed at the Women's Advancement Committee during FY 2025 was as follows: ● Progress of Women's Advancement and the Next Action Plan (October 16, 2025) Discussion on specific measures to address the percentage of women in managerial positions and the gender pay gap, and on setting new targets in the general employer action plan based on the Act on Promotion of Women's Participation and Advancement in the Workplace.

The Main Internal Committees

ITOCHU has established the HMC (Headquarters Management Committee) and various internal committees to contribute to appropriate and flexible decision-making on business execution by the President & COO and the Board of Directors. The HMC is, in principle, chaired by the President and consists, in principle, of the Chairman, the President and Executive Officers appointed by the President. As an advisory body to the President, the HMC discusses companywide management policies and important management matters.

Various internal committees carefully examine and discuss management issues in their respective fields. Some internal committees, such as the Internal Control Committee, include external experts as members and incorporate external perspectives to support decision-making by the President & COO and the Board of Directors. The main internal committees and their roles in FY 2026 are as follows.

Name	Objectives
Internal Control Committee (Chairman: CAO)	Deliberates on issues related to the development of internal control systems
Disclosure Committee (Chairman: CFO)	Deliberates on issues related to business activity disclosure and on issues related to the development and operation of internal control systems in the area of financial reporting
Asset Liability Management (ALM) Committee (Chairman: CFO)	Deliberates on issues related to risk management systems and balance sheet management
Compliance Committee (Chairman: CAO)	Deliberates on issues related to compliance
Sustainability Committee (Chairman: CAO)	Promotes sustainability on issues related to SDGs and ESG efforts (including environmental and social related issues; excluding governance-related issues)
Investment Consultative Committee (Chairman: Chief Transformation Officer (CXO))	Deliberates on issues related to investment and financing
New Headquarters Project Committee (Chairman: President & COO / Chief Strategy Officer (CSO))	Deliberates on issues related to New Headquarters Project

Corporate Governance

Ensuring Diversity of Officers, Policy and Process for Appointment, and Succession Planning

Composition of Directors and Audit & Supervisory Board Members

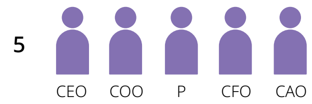
In FY 2017, ITOCHU shifted to a monitoring-oriented Board of Directors with the aim of promoting the separation of management execution and supervision. To ensure that the Board of Directors is able to provide appropriate management supervision, ITOCHU appoints many officers in charge of overseeing Headquarter administrative divisions as Directors, along with a number of Outside Directors so that the percentage of Outside Directors is at least one-third of all Directors. By appointing Outside Directors with more specialized viewpoints and greater diversity, we are further enhancing the functions of ITOCHU's Board of Directors. In addition, appointing Outside Audit & Supervisory Board Members with knowledge of finance, accounting and legal affairs makes it possible to monitor and supervise ITOCHU's management from a neutral and objective viewpoint.

◎Chair ○Member ＊Observer

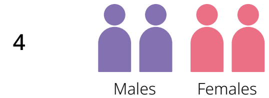
Name		Current position and responsibility in ITOCHU Corporation	Attendance at Meetings of the Board of Directors in FY 2025	Attendance at Meetings of the Audit & Supervisory Board in FY 2025	Number of years in office*1	Governance, Nomination and Remuneration Committee	Women's Advancement Committee
Masahiro Okafuji	Reelection	Member of the Board, Chairman & Chief Executive Officer	19/19 (100%)	-	22 years	○	-
Keita Ishii	Reelection	Member of the Board, President & Chief Operating Officer; Chief Strategy Officer; General Manager, Group CEO Office	19/19 (100%)	-	5 years	○	-
Hiroyuki Tsubai	Reelection	Member of the Board, Executive Vice President; President, Machinery Company; Deputy Chief Operating Officer	19/19 (100%)	-	4 years	-	-
Hiroyuki Naka	Reelection	Member of the Board, Senior Executive Officer; Chief Financial Officer; Chief Transformation Officer	18/19 (95%)	-	4 years	-	-
Tomokuni Nishiguchi	New election	Member of the Board, Senior Executive Officer; Chief Administrative Officer	-	-	-	○	○
Masatoshi Kawana	Reelection Outside Independent	Member of the Board	19/19 (100%)	-	8 years	◎	-
Makiko Nakamori	Reelection Outside Independent	Member of the Board	19/19 (100%)	-	7 years	○	○
Kunio Ishizuka	Reelection Outside Independent	Member of the Board	19/19 (100%)	-	5 years	○	-
Akiko Ito	Reelection Outside Independent	Member of the Board	19/19 (100%)	-	3 years	○	◎
Jun Inomata		Full-time Audit & Supervisory Board Member	-	-	-	-	-
Kenji Takai		Full-time Audit & Supervisory Board Member	-	-	-	-	-
Kentaro Uryu	Outside Independent	Audit & Supervisory Board Member	19/19 (100%)	14/14 (100%)	11 years	＊	
Tsutomu Fujita	Outside Independent	Audit & Supervisory Board Member	19/19 (100%)	14/14 (100%)	3 years	-	○
Kumi Kobayashi*2	Outside Independent	Audit & Supervisory Board Member	19/19 (100%)	14/14 (100%)	3 years	-	○

*1 The number of years in office is as of June 19, 2026.
*2 The registered name of Kumi Kobayashi is Kumi Nojiri.

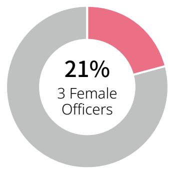
■ Internal Directors*1



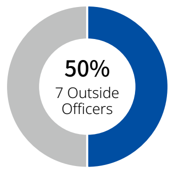
■ Outside Directors



■ Ratio of Female Directors and Audit & Female Supervisory Board Members on Board of Directors*2



■ Ratio of Outside Directors and Outside Audit & Supervisory Board Members on Board of Directors*2



*1 COO: Chief Operating Officer; Chief Strategy Officer
P: President, Machinery Company; Deputy Chief Operating Officer
CFO : Chief Financial Officer; Chief Transformation Officer
*2 The composition of the above Board of Directors includes Directors and Audit & Supervisory Board Members.

Corporate Governance

Ensuring Diversty of Officers

Major Areas of Expertise of Directors and Audit & Supervisory Board Members (Skills Matrix)

ITOCHU's internal and external officers are engaged in management by using their knowledge, experience and high level of insight in their respective fields. As for internal Directors, we identified areas of knowledge and experience which internal Directors have, and of these, areas in which Directors are expected to make a particular contribution. As for Outside Directors and full-time Audit & Supervisory Board Members, we identified areas where the most significant contributions to management are expected due to the greatest possible use of the professional viewpoints and extensive knowledge of these individuals. For a list of the specialized fields, so-called skill matrix, and the selection reasons for each category, which the Board of Directors should possess in terms of expertise and the fields where specific contributions are expected, please refer to Page 227.

Name	Role	Gender	Principal Specialized Area of Experience / Areas in Which Officers are Expected to Make a Particular Contribution									Governance, Nomination and Remuneration Committee	Women's Advancement Committee	Main Role, Career History, Qualifications, etc.
			All Aspects of Management	Global	Marketing/ Sales	Self-Trans formation/DX	SDGs & ESG	Health & Medical Care	Finance, Accounting & Risk Management	Human Resources Strategy	Internal Control & Legal Affairs/ Compliance			
Masahiro Okafuji (December, 1949)	Chairman & Chief Executive Officer Representative Director		◎	○	◎	○	○	○	○	○	○	□		President, Textile Company; President & CEO, ITOCHU Corporation
Keita Ishii (October, 1960)	President & Chief Operating Officer Representative Director		◎	○	◎	○	○	○	○	○	○	□		CEO for Indo-China Bloc President, Energy & Chemicals Company, Chief Strategy Officer, ITOCHU Corporation
Hiroyuki Tsubai (March, 1960)	Representative Director		○	◎	◎	○	○		○	○	○			CEO for Africa Bloc; CEO for Europe Bloc; President, Machinery Company, Deputy COO, ITOCHU Corporation
Hiroyuki Naka (January, 1964)	Representative Director		○	○	○	◎	○		◎	○	○			General Manager of Corporate Planning & Administration Division, Chief Digital & Information Officer, Chief Strategy Officer, Chief Transformation Officer, Chief Financial Officer, ITOCHU Corporation
Tomokuni Nishiguchi (January, 1967)	Representative Director		○	○	○	○	◎	○		◎	○	□	□	General Manager of Secretariat, Chief Administrative Officer, ITOCHU Corporation
Masatoshi Kawana (November, 1953)	Outside Director		●				●	●				■		Vice-president of Tokyo Women's Medical University Hospital; Doctor of Medicine
Makiko Nakamori (August, 1963)	Outside Director					●			●		●	□	□	Certified Public Accountant in Japan
Kunio Ishizuka (September, 1949)	Outside Director		●		●					●		□		President and CEO/Chairman, Isetan Mitsukoshi Holdings Ltd.
Akiko Ito (February, 1962)	Outside Director						●	●		●		□	■	Commissioner, Consumer Affairs Agency
Jun Inomata (September, 1965)	Full-time Audit & Supervisory Board Member		●	●	●									CEO for Latin America Bloc, President, Metals & Minerals CompanyITOCHU Corporation
Kenji Takai (September, 1965)	Full-time Audit & Supervisory Board Member						●		●		●			Chief Financial Officer, Energy & Chemicals Company, General Manager of Internal Audit Division, ITOCHU Corporation
Kentaro Uryu (January, 1965)	Outside Audit & Supervisory Board Member				●				●		●	*		Managing Partner, URYU & ITOGA; Attorney-At-Law in Japan
Tsutomu Fujita (March, 1960)	Outside Audit & Supervisory Board Member		●	●					●				□	Vice Chairman and a board member, Citigroup Global Markets Japan Inc.
Kumi Kobayashi (November, 1979)	Outside Audit & Supervisory Board Member					●			●		●		□	Certified Public Accountant in Japan; Certified Public Tax Accountant in Japan

■Chair □Member *Observer

*Knowledge and experience held by internal Directors are indicated with ○, and of these, the areas in which they are expected to make a particular contribution are indicated with ◎. Areas in which full-time Audit & Supervisory Board Members, Outside Directors and outside Audit & Supervisory Board Members are expected to contribute in particular are indicated with ● as the above list shows.
*Women's Advancement Committee is comprised of the members mentioned above and General Manager of the Corporate Communications Division and General Manager of the Human Resources & General Affairs Division.

Corporate Governance

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

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

Checking and Balancing System by the Independence Executives

Criteria for the independence of directors/ auditors

ITOCHU has adopted its own independence criteria (augmenting the independence criteria established by the Tokyo Stock Exchange), which is disclosed in Principle 4-9, 2. Disclosure Based on Principles of Corporate Governance Code, I. Basic Policy, Capital Structure, Corporate Attributes and Other Basic Information.

All of the Company's Outside Directors and outside Audit & Supervisory Board Members who qualify as independent are designated as independent Directors/ Audit & Supervisory Board Members.

ITOCHU has established a de minimis standard of ¥10 million per fiscal year relating to a donation made by the Company. ITOCHU views that a donation within the de minimis standard above is unlikely to affect our investor's judgment on its voting, thus description on such donation is omitted from our filings of independent directors/ auditors.

Performance of the Independent Outside Directors and Outside Audit & Supervisory Board Members

Independent Outside Directors

Mr. Kawana attended all 19 meetings of the Board of Directors held during FY 2025 and made statements from an objective and neutral position as an Outside Director. During FY 2025, he served as Chair of the Governance, Nomination and Remuneration Committee and led discussions on governance matters, including the evaluation of the effectiveness of the Board of Directors, appointment and dismissal of senior management, succession planning, officer remuneration and other matters, thereby fulfilling the important roles expected of him by ITOCHU as an Outside Director. He also provided many valuable suggestions, utilizing his expertise and experience, regarding health management promoted by ITOCHU.

Ms. Nakamori attended all 19 meetings of the Board of Directors held during FY 2025 and made statements from an objective and neutral position as an Outside Director. During FY 2025, she served as Chair of the Women's Advancement Committee and led discussions rooted in workplace perspectives on measures to promote the advancement of ITOCHU's female employees. She also served as a member of the Governance, Nomination and Remuneration Committee and contributed to the further evolution of ITOCHU's governance and to enhancing the objectivity of succession planning and officer nomination. She also provided many valuable suggestions, utilizing her expertise and experience in the areas of internal control, compliance and DX.

Mr. Ishizuka attended all 19 meetings of the Board of Directors held during FY 2025 and made statements from an objective and neutral position as an Outside Director. During FY 2025, he served as a member of the Governance, Nomination and Remuneration Committee and contributed to the further evolution of ITOCHU's governance and to enhancing the objectivity of succession planning and officer nomination. He also provided many valuable suggestions, utilizing his expertise and experience, in the areas of accelerating growth investments based on ITOCHU's market-oriented approach and human resource strategy.

Corporate Governance

Ms. Ito attended all 19 meetings of the Board of Directors held during FY 2025 and made statements from an objective and neutral position as an Outside Director. During FY 2025, she served as a member of the Governance, Nomination and Remuneration Committee and the Women's Advancement Committee, and contributed to the further evolution of ITOCHU's governance, to enhancing the objectivity of succession planning and officer nomination, and to accelerating support for women's advancement. She also provided many valuable suggestions, utilizing her expertise and experience, in the areas of accelerating growth investments based on ITOCHU's market-oriented approach and human resource strategy.

ITOCHU believes that Outside Directors, from their objective and neutral positions, contribute to ensuring and enhancing the effectiveness of the Board of Directors' management oversight and the transparency of decision-making by actively providing advice and recommendations at the Board of Directors and the voluntary advisory committees to the Board of Directors, and by appropriately exercising monitoring and supervisory functions over internal Directors and management advisory functions based on diverse perspectives.

Independent Outside Audit & Supervisory Board Members

Mr. Uryu attended all 19 meetings of the Board of Directors and all 14 meetings of the Audit & Supervisory Board held during FY 2025 and made statements from an objective and neutral position as an Outside Audit & Supervisory Board Member. During FY 2025, he served as an observer of the Governance, Nomination and Remuneration Committee and contributed to the further evolution of ITOCHU's governance and to enhancing the objectivity of succession planning and officer nomination.

Mr. Fujita attended all 19 meetings of the Board of Directors and all 14 meetings of the Audit & Supervisory Board held during FY 2025. He made statements from an objective and neutral position as an Outside Audit & Supervisory Board Member. During FY 2025, he was a member of the Women's Advancement Committee and contributed to accelerating initiatives to support women's advancement and promote the appointment of women.

Ms. Kobayashi attended all 19 meetings of the Board of Directors and all 14 meetings of the Audit & Supervisory Board held during FY 2025. She made statements from an objective and neutral position as an Outside Audit & Supervisory Board Member. During FY 2025, she was a member of the Women's Advancement Committee and contributed to accelerating initiatives to support women's advancement and promote the appointment of women.

Outside Audit & Supervisory Board Members, from their objective and neutral positions, actively express opinions at meetings of the Board of Directors and voluntary advisory committees to the Board and contribute to ensuring and enhancing the transparency of the Board of Directors' decision making by appropriately exercising their monitoring and auditing functions over the performance of Directors' duties.

Corporate Governance

Policy and Process for Appointing Officers

Policy and Process for Appointing Candidates for Directors

In order to effectively supervise management and decide important business execution matters as the Board of Directors of a general trading company with broad business domains, ITOCHU appoints, in principle, the Chairman, President and officers in charge of overseeing Headquarter administrative divisions as internal Directors, as well as one appropriate person selected from among Division Company Presidents, and appoints multiple Outside Directors so that Outside Directors account for at least one-third of the Board of Directors in order to strengthen the supervisory function of the Board. When nominating Outside Director candidates, ITOCHU places emphasis on independence and gives priority to candidates who meet the independence requirements prescribed by the Tokyo Stock Exchange, Inc. and ITOCHU's Independence Criteria and who are expected to contribute to ITOCHU's management through the high level of insight developed through experience in their respective fields. Based on this policy and with due consideration for diversity such as knowledge, experience, gender and internationality, the Chairman & CEO prepares a proposal for candidates, which is deliberated by the Governance, Nomination and Remuneration Committee, and the Board of Directors then determines the candidates.

■ **Reason for Appointment as Directors**

Name	Reason for selection
Masahiro Okafuji	Since joining ITOCHU Corporation, Mr. Masahiro Okafuji primarily engaged in textile related business including brand marketing business. After serving in key positions including President of the Textile Company, he assumed the position of President & Chief Executive Officer in April 2010. Since then, he has thoroughly pursued outstanding commitment-based management and a hands-on approach and has significantly increased corporate value through excellent management skills and leadership. He assumed the position of Chairman & Chief Executive Officer in April 2018. As he possesses a track record as the top executive of ITOCHU Corporation and outstanding knowledge of general trading company management overall and global operational management, he has been designated as a director.
Keita Ishii	Since joining ITOCHU Corporation, Mr. Keita Ishii primarily engaged in chemicals related business, and after he served as Chief Officer for Indo-China and Chief Operating Officer of Chemicals Division, as President of Energy & Chemicals Company since April 2018, he had worked to strengthen a revenue base for our energy and chemicals businesses, enter the electric power sales market, and establish strategies for next generation electric power businesses, such as the storage battery business. He assumed the position of President & Chief Operating Officer in April 2021 and has concurrently served as Chief Strategy Officer since April 2025, and as General Manager of the Group CEO Office since April 2026. As he possesses abundant work experience in ITOCHU Corporation and outstanding knowledge of general trading company management overall and global operational management, he has been designated as a director.
Hiroyuki Tsubai	Since joining ITOCHU Corporation, Mr. Hiroyuki Tsubai primarily engaged in machinery-related business, serving in positions including General Manager of Plant & Project Department No. 1, General Manager of Plant & Project Department No. 2, CEO for the Middle East, CEO for Africa Bloc, and CEO for Europe Bloc. After serving in key positions in the machinery sector and as top senior manager at overseas business sites, since April 2019, as President of Machinery Company, he has demonstrated excellent management skills, including overseeing the management and business activities of ITOCHU Corporation's machinery sector overall and new business cultivation and business improvements. He has concurrently served as Deputy Chief Operating Officer since April 2025. As he possesses abundant work experience in ITOCHU Corporation and outstanding knowledge of general trading company management overall and global operational management, he has been designated as a director.
Hiroyuki Naka	Since joining ITOCHU Corporation, Mr. Hiroyuki Naka primarily engaged in textile related business. After serving as Deputy Chief Operating Officer of Food Products Marketing & Distribution Division, General Manager of Corporate Planning & Administration Division, Chief Digital & Information Officer, and Chief Strategy Officer, he demonstrated excellent management skills as Chief Transformation Officer since April 2024, promoting the transformation of the business scope and format of the entire ITOCHU Group, and advancing the ITOCHU Corporation's digitalization strategy and overseas policies. Since April 2026, he has been serving as Chief Financial Officer while concurrently holding the position of Chief Transformation Officer, overseeing the financial strategy, balance sheet management, and risk management of the entire ITOCHU Group. As he possesses abundant work experience in ITOCHU Corporation and outstanding knowledge of general trading company management overall and global operational management, he has been designated as a director.
Tomokuni Nishiguchi	Since joining ITOCHU Corporation, Mr. Tomokuni Nishiguchi primarily engaged in textile-related business. After that he became Deputy General Manager of Brand Marketing Department 1 and Managing Director of LEILIAN CO., LTD., and was appointed General Manager, Secretariat, in April 2021. In this role, he provided support for assertive execution capabilities by incorporating top management policies and intentions into the front line, as well as making significant contributions to the strengthening of corporate governance. Since April 2026, as Chief Administrative Officer he has promoted human resources and general affairs policies through the entire Group, constructed and strengthened legal affairs and compliance systems, promoted sustainability management, and overseen the expansion of the corporate brand. As he possesses abundant work experience in ITOCHU Corporation and outstanding knowledge of general trading company management overall and global operational management, he has been designated as a director.
Masatoshi Kawana	ITOCHU appointed Mr. Kawana as an Outside Director because it expects him to monitor and supervise ITOCHU's management from an independent perspective, drawing on his long experience as a physician at Tokyo Women's Medical University Hospital, his service in important positions including Vice Director of that hospital and President of Tokyo Women's Medical University Aoyama Hospital, his hospital management experience and his advanced medical expertise. Mr. Kawana satisfies the independence standards prescribed by the Tokyo Stock Exchange and ITOCHU's own Independence Criteria. Accordingly, ITOCHU believes that he is unlikely to have conflicts of interest with general shareholders and has designated him as an independent officer.
Makiko Nakamori	ITOCHU appointed Ms. Nakamori as an Outside Director because it expects her to monitor and supervise ITOCHU's management from an independent perspective, drawing on her advanced expertise in finance and accounting as a certified public accountant and her extensive experience as a corporate executive. Ms. Nakamori satisfies the independence standards prescribed by the Tokyo Stock Exchange and ITOCHU's own Independence Criteria. Accordingly, ITOCHU believes that she is unlikely to have conflicts of interest with general shareholders and has designated her as an independent officer.
Kunio Ishizuka	ITOCHU appointed Mr. Ishizuka as an Outside Director because it expects him to monitor and supervise ITOCHU's management from an independent perspective, drawing on his extensive insight into corporate management and the retail industry gained through his experience as President and Chairman of Isetan Mitsukoshi Holdings Ltd. and as Vice Chair of Keidanren (Japan Business Federation). Mr. Ishizuka satisfies the independence standards prescribed by the Tokyo Stock Exchange and ITOCHU's own Independence Criteria. Accordingly, ITOCHU believes that he is unlikely to have conflicts of interest with general shareholders and has designated him as an independent officer.
Akiko Ito	ITOCHU appointed Ms. Ito as an Outside Director because it expects her to monitor and supervise ITOCHU's management from an independent perspective, drawing on her extensive experience and deep insight as a government official in consumer-oriented policy matters, including her service in key positions at the Ministry of Land, Infrastructure, Transport and Tourism, such as Deputy Director-General and the ministry's first female bureau director (Director-General of the Housing Bureau), as well as her service as Councillor, Cabinet Secretariat, Director General, Secretariat of the Headquarters for Overcoming Population Decline and Vitalizing Local Economy in Japan, and subsequently as Commissioner of the Consumer Affairs Agency. Ms. Ito satisfies the independence standards prescribed by the Tokyo Stock Exchange and ITOCHU's own Independence Criteria. Accordingly, ITOCHU believes that she is unlikely to have conflicts of interest with general shareholders and has designated her as an independent officer. *Registered name: Akiko Noda.

Corporate Governance

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

In order to appropriately audit and supervise management as Audit & Supervisory Board Members of a general trading company with broad business domains, ITOCHU selects Audit & Supervisory Board Members from individuals who have knowledge of ITOCHU's management or high-level expertise in fields including accounting, finance, law and risk management, as well as broad experience. As a company with an Audit & Supervisory Board, ITOCHU has Outside Audit & Supervisory Board Members account for at least half of the Audit & Supervisory Board. When nominating Outside Audit & Supervisory Board Member candidates, ITOCHU places emphasis on independence and selects persons who meet the independence requirements prescribed by the Tokyo Stock Exchange, Inc. and ITOCHU's Independence Criteria and who are expected to appropriately audit and supervise ITOCHU's management based on high-level expertise and extensive experience in their respective fields. At least one Audit & Supervisory Board Member is appointed who possesses considerable knowledge concerning finance and accounting. Based on this policy, the Chairman & CEO prepares a proposal after consultation with full-time Audit & Supervisory Board Members. The proposal is deliberated by the Governance, Nomination and Remuneration Committee, and after receiving the consent of the Audit & Supervisory Board, the Board of Directors determines the candidates.

Reason for Appointment as Audit & Supervisory Board Members

Name	Reason for appointment
Jun Inomata	Since joining ITOCHU Corporation, Mr. Jun Inomata has primarily engaged in metals-related business, serving in important positions in both sales and management, including General Manager of the Planning & Administration Department of the Metals & Minerals Company, CEO for the Latin America Bloc, and Chief Operating Officer of the Metal & Mineral Resources Division. As President of the Metals & Minerals Company since April 2024, he has demonstrated excellent management skills by developing new business partners and working on business restructuring. As he possesses extensive work experience both domestically and internationally, excellent expertise, and outstanding insight, he has been designated as an Audit & Supervisory Board Member.
Kenji Takai	Since joining ITOCHU Corporation, Mr. Kenji Takai has been primarily engaged in finance and accounting-related operations. He has served as General Manager of the Tax Planning & Control Department, General Accounting Control Division, Deputy General Manager of the General Accounting Control Division, Chief Financial Officer of the Energy & Chemicals Company, and General Manager of the Internal Audit Division. Since May 2024, he has served as a full-time Audit & Supervisory Board Member at FamilyMart Co., Ltd. In addition to his extensive experience and achievements in the overall management and administration of the ITOCHU Group, he possesses professional knowledge and outstanding perspectives in the fields of finance and accounting, and he has been designated as an Audit & Supervisory Board Member.
Kentaro Uryu	ITOCHU appointed Mr. Uryu as an Outside Audit & Supervisory Board Member because it expects him to monitor and audit ITOCHU's management from an independent perspective, drawing on his advanced legal expertise and extensive practical experience as an attorney-at-law. Mr. Uryu satisfies the independence standards prescribed by the Tokyo Stock Exchange and ITOCHU's own Independence Criteria. Accordingly, ITOCHU believes that he is unlikely to have conflicts of interest with general shareholders and has designated him as an independent officer.
Tsutomu Fujita	ITOCHU appointed Mr. Fujita as an Outside Audit & Supervisory Board Member because it expects him to monitor and audit ITOCHU's management from an independent perspective, drawing on the advanced expertise and extensive practical experience he has gained over many years in the financial industry. Mr. Fujita satisfies the independence standards prescribed by the Tokyo Stock Exchange and ITOCHU's own Independence Criteria. Accordingly, ITOCHU believes that he is unlikely to have conflicts of interest with general shareholders and has designated him as an independent officer.
Kumi Kobayashi*	ITOCHU appointed Ms. Kobayashi as an Outside Audit & Supervisory Board Member because it expects her to monitor and audit ITOCHU's management from an independent perspective, drawing on her advanced expertise and extensive practical experience in finance and accounting gained through her career as a certified public accountant. Ms. Kobayashi satisfies the independence standards prescribed by the Tokyo Stock Exchange and ITOCHU's own Independence Criteria. Accordingly, ITOCHU believes that she is unlikely to have conflicts of interest with general shareholders and has designated her as an independent officer. *Registered name: Kumi Nojiri.

Policy and Process for Appointing Executive Officers

Executive Officers are appointed annually by the Board of Directors from among, in principle, employees regarded as candidates for executives under ITOCHU's HR system who have high integrity, insight and ability, or persons who have already been appointed as Executive Officers, and who have the knowledge and experience necessary to fulfill their responsibilities. In addition, in order to reflect diverse opinions in management, ITOCHU will actively promote the appointment of women as Executive Officers, and particularly appoint talented women who are expected to grow their competencies regardless of age. For Executive Officers with managing titles and Senior Executive Officers (Executive Officers holding important positions such as Division Company Presidents and Officers in charge of overseeing Headquarter administrative divisions), ITOCHU selects individuals deemed suitable to shoulder those responsibilities from a broad talent pool centered on persons with Executive Officer experience. The Chairman & CEO selects candidates based on recommendations from officers for new appointments, performance evaluations as Executive Officers for reappointments, and the experience and evaluations of Executive Officers with managing titles and Senior Executive Officers, and submits the candidates to the Governance, Nomination and Remuneration Committee for deliberation, after which the Board of Directors decides by resolution. If an Executive Officer violates ITOCHU's Executive Officers' Regulation or is otherwise deemed inappropriate as an Executive Officer, the Board of Directors will dismiss such Executive Officer in a timely manner by resolution based on a proposal by the Chairman & CEO (or the chair of the Governance, Nomination and Remuneration Committee) and after deliberation by the Governance, Nomination and Remuneration Committee.

Corporate Governance

Consideration of the Succession Plan

Succession Plan ITOCHU positions succession planning as one of its important management issues in order to enhance management sustainability and medium- to long-term corporate value. The CEO leading ITOCHU, a general trading company, is expected to have "business capabilities as a Merchant" and business sense, which are the most important skills, and to be able to practice ITOCHU's corporate mission of Sampo yoshi. The specific selection process is as follows:

1. Proposals by the Chairman & CEO: The Chairman & CEO recommends candidates to the Governance, Nomination and Remuneration Committee based on input from executives because it is not only essential to have knowledge related to the businesses of the entire Company to enhance medium to long term corporate value but also to have a deep understanding of the candidates' careers, experience, character, and other factors.
2. Deliberations at the Governance, Nomination and Remuneration Committee: The Governance, Nomination and Remuneration Committee is chaired by an Outside Director and has a majority of Outside Directors. Its deliberations reflect the perspectives of outside officers who share viewpoints with general shareholders and society.
3. Deliberation at Meetings of the Board of Directors: The Governance, Nomination and Remuneration Committee reports the results of deliberations to the Board of Directors, and the CEO is decided following discussions at meetings of the Board of Directors.

Policy on Training CEO Candidates

Officers who have "business capabilities as a Merchant" are positioned within the organization to enable them to thrive and gain experience. To train multiple candidates in leadership and enable them to learn how to engage with customers, we allow them to gain daily experience in highly challenging frontline operations, regardless of whether they are stationed at headquarters or a Group company, in Japan or overseas.

In addition, in FY 2024 ITOCHU established the position of Senior Operating Officer. ITOCHU has established a system under which Senior Operating Officers and former ITOCHU Executive Officers who have transferred to Group companies may be selected for appointments to important positions, thereby forming a management talent pool based thoroughly on meritocracy.

Limitation of Liability Contracts, Directors and Officers Liability Insurance, and Indemnity Contracts

Outline of Limitation of Liability Contracts

Pursuant to Article 427, Paragraph 1 of the Companies Act, ITOCHU has entered into contracts with Outside Directors and Outside Audit & Supervisory Board Members limiting their liability under Article 423, Paragraph 1 of the Companies Act. Under these contracts, if an Outside Director or Outside Audit & Supervisory Board Member has acted in good faith and without gross negligence in performing his or her duties, his or her liability is limited to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act.

Outline of Directors and Officers Liability Insurance Policy

ITOCHU has entered into a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, Paragraph 1 of the Companies Act. Under this policy, losses such as legally required damages and expenses incurred in responding to claims for damages that may be borne by insured persons, including ITOCHU's Directors and Audit & Supervisory Board Members, are covered. However, losses incurred by directors or officers themselves as a result of criminal acts such as bribery or intentional illegal acts are excluded from coverage, and the policy is structured so as not to impair the appropriateness of the performance of duties by officers. ITOCHU bears the full amount of insurance premiums.

Outline of Indemnity Contracts with Directors and Audit & Supervisory Board Members

ITOCHU has entered into indemnity contracts with all Directors and Audit & Supervisory Board Members in accordance with Article 430-2, Paragraph 1 of the Companies Act, under which ITOCHU indemnifies them, within the scope permitted by law, for the expenses specified in Item 1 of that paragraph and the losses specified in Item 2 of that paragraph. ITOCHU will not indemnify expenses or losses incurred in connection with acts performed with knowledge of illegality, or acts performed for the purpose of obtaining improper benefits for themselves or a third party or causing damage to ITOCHU.

Corporate Governance

Corporate Officer Remuneration System

Overview of Corporate Officer Remuneration System

Our current remuneration plan for Directors is designed to provide incentives to grow business performance and raise ITOCHU's stock price. Variable remuneration (performance-linked bonuses, share price-linked bonuses, and performance-linked stock remuneration) accounts for a high proportion of total remuneration. In addition, this remuneration plan, including the calculation methods, has been disclosed publicly for many years, making it highly transparent. In order to further increase awareness of medium- to long-term enhancement of corporate value, we include stock remuneration, which is non-monetary compensation, as part of the remuneration plan.

The remuneration paid to Directors (excluding Outside Directors) in FY 2025 comprised (1) monthly remuneration, (2) performance-linked bonuses, (3) share price-linked bonuses, and performance-linked stock remuneration (non-monetary compensation; (4) BIP Trust and (5) RS Remuneration Plan). Monthly remuneration is decided based on the standard amount by position and the level of contribution to ITOCHU, including responses to climate change, ESG and the SDGs. The total amount of performance-linked bonuses is determined based on consolidated net profit attributable to ITOCHU, and the amount of share price-linked bonuses is calculated by adding a relative evaluation of ITOCHU's share price growth rate versus TOPIX to the amount of increase in ITOCHU's share price.

In FY 2025, performance-linked bonuses accounted for approximately 32.3% of total Director remuneration, while performance-linked stock remuneration and share price-linked bonuses accounted for approximately 57.1%.

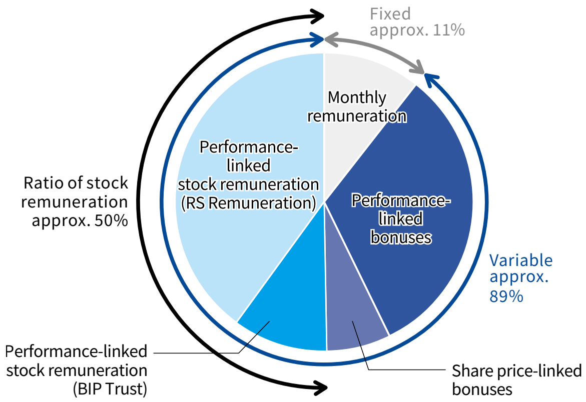
In FY 2026, performance-linked bonuses are expected to account for approximately 32.0%, while performance-linked stock remuneration and share price-linked bonuses are expected to account for approximately 58.4%.

ITOCHU uses consolidated net profit attributable to ITOCHU as the linked indicator for performance-linked bonuses and performance-linked stock remuneration, which is non-monetary remuneration. Consolidated net profit attributable to ITOCHU is of high interest to the stock market because it is an easy-to-understand indicator of the source of funds for growth investments and shareholder returns, and ITOCHU believes that its importance as an indicator will remain unchanged. Employee bonuses are also linked to consolidated net profit attributable to ITOCHU. For FY 2025, the initial plan for consolidated net profit attributable to ITOCHU was ¥900.0 billion, and the actual result was ¥900.3 billion.

To align with shareholders and create greater awareness of increasing corporate value, ITOCHU has introduced share price-linked bonuses with ITOCHU's share price as the linked indicator. This bonus is linked to the increase in the average daily value of ITOCHU's share price over two consecutive fiscal years. To ensure fairness, the calculation scheme includes a relative evaluation between the growth rate of the average value of ITOCHU's share price and the growth rate of the average value of the Tokyo Stock Price Index (TOPIX) for two consecutive fiscal years.

Recipients	Type of remuneration	Content	Remuneration limit	Resolution of General Meeting of Shareholders
Directors	(1) Monthly remuneration (Fixed)	Determined according to factors that include the degree of contribution to ITOCHU, including the creation of business opportunities, business expansion, and addressing risk management, taking into account factors such as climate change, SDGs and ESG, based on a standard amount for each position.	¥1.1 billion per year as total monthly remuneration (including ¥0.2 billion per year for Outside Directors)	June 20, 2025
	(2) Performance-linked bonuses (Variable / single year)	Total amount is determined based on consolidated net profit attributable to ITOCHU, and the individual amount is determined in relation to the position points, etc. for the Director. Formula is described below.	¥5.0 billion per year as total bonuses paid to all Directors *Not paid to Outside Directors	June 20, 2025
	(3) Share price-linked bonuses (Variable / medium- to long-term)	Calculated by adding the evaluation of the relative growth rate of ITOCHU's share price compared to TOPIX to the amount of increase in ITOCHU's share price for two consecutive fiscal years. Formula is described below.	Included in the ¥5.0 billion per year total bonus limit above *Not paid to Outside Directors	June 20, 2025
	(4) Performance-linked stock remuneration (BIP Trust) (Variable / medium- to long-term)	Number of shares delivered as remuneration is determined based on consolidated net profit attributable to ITOCHU and according to the position of the Director. Formula is described below.	Limits for a two-fiscal-year period for Directors, Executive Officers and Senior Operating Officers: • Upper limit for contribution to trust from ITOCHU: ¥8.0 billion • Upper limit on total points awarded to eligible persons: 4.5 million points (1 point = 1 share) *Not paid to Outside Directors	June 20, 2025
	(5) Performance-linked stock remuneration (RS Remuneration) (Variable / medium- to long-term)	Remuneration is provided based on the level of consolidated net profit attributable to ITOCHU for each fiscal year in the form of ITOCHU shares or monetary claims for the acquisition of ITOCHU shares. Formula is described below.	Total amount of ITOCHU shares and monetary claims for the acquisition of ITOCHU shares: ¥3.0 billion per year Total number of ITOCHU shares to be issued or disposed of: 1,500,000 shares per year *Not paid to Outside Directors	June 20, 2025
Audit & Supervisory Board Members	Monthly remuneration only		¥400 million per year	June 20, 2025

■ Remuneration Composition Ratio for Directors (excluding Outside Directors) (FY 2026)



Corporate Governance

Formulas for Directors' Bonuses and Stock Remuneration

Directors' bonuses and stock remuneration for FY 2026 will be calculated according to the methods below once FY 2026 results are finalized, and will be paid after the conclusion of the 103rd Ordinary General Meeting of Shareholders. Under the BIP Trust, points will be granted, and under RS Remuneration, ITOCHU shares or monetary claims for the acquisition of restricted stock will be provided.

Formulas for Performance-linked Bonuses

The total payment amount

The total payment amount is the smaller of the aggregate of individual payment amounts or ¥5.0 billion.

Total payment amount calculation base = consolidated net profit attributable to ITOCHU for FY 2026 x 0.35%*1 x sum of Position Points for all eligible Directors / 55 (amounts of less than ¥1 are rounded down)

Individual Payment Amount

Individual payment amount = Total payment amount calculation base x Position Point / sum of Position Points for all eligible Directors x (Rate A(*2 and *5) x 50% + Rate B (*3 and *5) x 20% + Rate C (*4 and *5) x 30%) (amounts of less than ¥1,000 are rounded up)

*1 For the calculation of the total payment amount calculation base for Directors whose responsible organization's performance is reflected in the calculation, the above "0.35%" is adjusted to "0.48%".
*2 Rate A: 100% + (plan achievement rate of consolidated net profit attributable to ITOCHU for the assigned organization - 100%) x 2 (if negative, 0%; maximum 200%).
*3 Rate B: 100% + (consolidated net profit attributable to ITOCHU for the assigned organization in FY 2026 / consolidated net profit attributable to ITOCHU for the assigned organization in FY 2025 - 100%) x 2 (if negative, 0%; maximum 200%).
*4 Rate C: (consolidated net profit attributable to ITOCHU for the assigned organization in FY 2026 - consolidated net profit attributable to ITOCHU for the assigned organization in the fiscal year prior to the fiscal year when the Director assumed the position) / (consolidated net profit attributable to ITOCHU for the assigned organization in the fiscal year prior to the fiscal year when the Director assumed the position x 10%) (if negative, 0%; maximum 200%). However, for Directors who had already assumed a position with an assigned organization as of the system revision date of June 13, 2023, consolidated net profit attributable to ITOCHU for the assigned organization in the fiscal year prior to the fiscal year when they assumed the position is read as consolidated net profit attributable to ITOCHU for the assigned organization in FY 2023.
*5 The assigned division of the Director whose responsible organization's performance is reflected in the calculation is the Machinery Company, for which planned consolidated net profit for FY 2026 is ¥180.0 billion (announced on May 1, 2026). Rate A, Rate B and Rate C for the Chairman & CEO and the President & COO shall each be 100%. For Directors other than the Chairman & CEO and the President & COO whose responsible organization's performance is not reflected, "companywide plan achievement rate" shall be used instead of Rate A, Rate B and Rate C. The companywide plan achievement rate is calculated as follows: 100% + (plan achievement rate for the aggregate net profit (consolidated) of all Division Companies - 100%) x 2 (if negative, it will be 0%; maximum 200%).

The Position Points assigned to each position and the maximum amount paid to an individual Director for FY 2026 are as follows.

	Chairman	President	Executive Vice President	Senior Managing Executive Officer	Managing Executive Officer	Senior Executive Officer /Executive Officer
Position Points *	10.0	6.0	5.0	4.0	3.0	2.2
Maximum amount paid to an individual Director (Millions of yen)	1,800	1,080	900	720	540	400

*For Directors other than the Chairman & CEO and the President & COO whose responsible organization's performance is not reflected, Position Points shall be multiplied by 0.8.

Formulas for Share Price-linked Bonuses

To align with our shareholders and create greater awareness of increasing corporate value, we have introduced share-price linked bonuses with ITOCHU's share price as the linked indicator.

This bonus is linked to the increase in the average daily value of ITOCHU's share price over two consecutive fiscal years. To ensure fairness, the calculation scheme includes a relative evaluation between the growth rate of the average value of ITOCHU's share price and the growth rate of the average value of TOPIX for the same two fiscal years. The total amount of share price-linked bonuses during the term of office is paid after the Director retires.

The individual payment amount for FY 2026 is the greater of (1) and (2) below. In connection with the five-for-one share split of common shares effective January 1, 2026, the simple average of ITOCHU's daily closing share price on or before December 31, 2025 is calculated on a post-share-split adjusted basis.

(1) (Simple average of ITOCHU's daily closing share price in FY 2025-FY 2026 - simple average of ITOCHU's daily closing share price in FY 2023-FY 2024) x 6,500,000 x sum of Position Points in FY 2025 and FY 2026 / (108.8 points x 2) x Relative Share Price Growth Rate*1 - share price-linked bonuses for FY 2025.
(2) Simple average of ITOCHU's daily closing share price in FY 2023-FY 2024 x (Relative Share Price Growth Rate*1 - 100%) x 6,500,000 x sum of Position Points in FY 2025 and FY 2026 / (108.8 points x 2) - share price-linked bonuses for FY 2025.

*1 Relative Share Price Growth Rate = (simple average of ITOCHU's daily closing share price in FY 2025-FY 2026 / simple average of ITOCHU's daily closing share price in FY 2023-FY 2024) / (simple average of daily TOPIX in FY 2025-FY 2026 / simple average of daily TOPIX in FY 2023-FY 2024)

For individuals who retire or are no longer eligible for share price-linked bonuses during FY 2026, the greater of (1) and (2) below will be paid as the share price-linked bonus for FY 2026 for the period during which they were eligible in FY 2025-FY 2026 (the "FY 2025-FY 2026 Tenure Period").

(1) (Simple average of ITOCHU's daily closing share price during the FY 2025-FY 2026 Tenure Period - simple average of ITOCHU's daily closing share price in FY 2023-FY 2024) x 6,500,000 x (sum of Position Points in FY 2025 and FY 2026) / (108.8 points x 2) x Relative Share Price Growth Rate (Note 3) x number of months in the FY 2025-FY 2026 Tenure Period / 24 - share price-linked bonuses for FY 2025.
(2) Simple average of ITOCHU's daily closing share price in FY 2023-FY 2024 x (Relative Share Price Growth Rate (Note 3) - 100%) x 6,500,000 x (sum of Position Points in FY 2025 and FY 2026) / (108.8 points x 2) x number of months in the FY 2025-FY 2026 Tenure Period / 24 - share price-linked bonuses for FY 2025.

*2 Relative Share Price Growth Rate = (simple average of ITOCHU's daily closing share price during the FY 2025-FY 2026 Tenure Period / simple average of ITOCHU's daily closing share price in FY 2023-FY 2024) / (simple average of daily TOPIX during the FY 2025-FY 2026 Tenure Period / simple average of daily TOPIX in FY 2023-FY 2024).

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If the amount calculated based on the calculation formula is negative, the amount paid to an individual Director for the relevant year will be zero.

The Position Points assigned to each position are the same as those applied for performance-linked bonuses. For Directors whose responsible organization's performance is reflected in the calculation, Position Points shall be multiplied by 0.5.

The share price-linked bonuses together with performance-linked bonuses are paid to the eligible Directors within the Director bonuses limit of ¥5.0 billion. (If the amount of performance-linked bonus and share price-linked bonus based on the above formula exceeds ¥5.0 billion, the performance-linked bonus is preferentially allocated to the limit amount)

Performance-linked Stock Remuneration Plan (Non cash remuneration)

Regarding performance-linked stock remuneration, ITOCHU resolved at the 100th Ordinary General Meeting of Shareholders held on June 21, 2024 to introduce, starting FY 2024, a mechanism known as the Board Incentive Plan (BIP) Trust (the "BIP Trust"). In addition, at the 101st Ordinary General Meeting of Shareholders held on June 20, 2025, ITOCHU resolved to partially revise the BIP Trust and to introduce, as a new performance-linked stock remuneration plan separate from the BIP Trust, a remuneration plan for granting restricted stock (the "RS Remuneration Plan"). The revision of the BIP Trust changed the formula for calculating points according to performance so that more shares are delivered when consolidated net profit attributable to ITOCHU exceeds a certain benchmark, and changed the treatment of dividends that had previously accumulated in the trust and been paid in cash upon retirement to a mechanism under which points are granted according to the amount of dividends. In connection with these changes, ITOCHU revised the upper limits on the amount of money contributed to the BIP Trust and the total number of points to be granted. In addition, by delivering ITOCHU shares, etc. under the BIP Trust after retirement and imposing transfer restrictions on RS Remuneration until retirement, the system is designed to encourage value-sharing with shareholders and a continued commitment to enhancing corporate value over the medium to long term throughout the term of office. The content of the performance-linked stock remuneration is as follows.

Formulas for Performance-linked Stock Remuneration Plan (BIP Trust)

Under the BIP Trust, during the trust period, Directors (excluding Outside Directors) are granted Performance Points every June for the period from July 1 of the previous year to the end of June of the current year, based on the performance for the fiscal year ended March 31 of the current year and the number of months served during the applicable payment period. In addition, Dividend Points are granted according to the dividend amount as of each year-end or interim dividend record date to persons who served as Directors through each record date.

The method of calculating the number of Stock Allocation Points to be granted to Directors (excluding Outside Directors) in FY 2026 is as follows. One point corresponds to one ITOCHU share, and fractions of less than one point are rounded down. However, in connection with the Share Split, for points granted on or before June 30, 2026, one point corresponds to five ITOCHU shares, and fractions of less than 0.2 points are rounded down.

Stock Allocation Points = Performance Points + Dividend Points

Performance Points = Base Points for each position x Point calculation rate based on performance*1 x (number of months of service from July, the beginning month of the applicable period of payment, to June of the following year (rounding up fractions of less than one month) / 12) (rounding down fractions)

Dividend Points = Accumulated Stock Allocation Points on the Record Date *2 x Dividend per share / Reference share price *3

Base points assigned to each position and the maximum Stock Allocation Points by position for FY 2026 are as follows.

	Chairman	President	Executive Vice President	Senior Managing Executive Officer	Managing Executive Officer	Senior Executive Officer /Executive Officer
Base points	159,500	119,500	80,000	64,000	48,000	35,000
Maximum Stock Allocation Points	350,000	260,000	175,000	140,000	105,000	75,000

*1 Point calculation rate based on performance is the sum of A through C below.
(A) (If consolidated net profit attributable to ITOCHU for FY 2026 exceeds ¥300.0 billion, the amount up to ¥800.0 billion after subtracting ¥300.0 billion) / ¥10.0 billion x 2%*
(B) (If consolidated net profit attributable to ITOCHU for FY 2026 exceeds ¥800.0 billion, the amount up to ¥1.0 trillion after subtracting ¥800.0 billion) / ¥10.0 billion x 2%* x 2
(C) (If consolidated net profit attributable to ITOCHU for FY 2026 exceeds ¥1.0 trillion, the amount after subtracting ¥1.0 trillion) / ¥10.0 billion x 2%* x 3
*For Directors whose responsible organization's performance is reflected in the calculation, the "2%" above is "1%".
*2 Accumulated Stock Allocation Points = accumulated Performance Points + accumulated Dividend Points
*3 Reference share price = simple average of ITOCHU's daily closing share price in the month preceding the month in which the dividend payment date falls.

The BIP Trust is a stock incentive plan for executives, based on the performance share and restricted stock plans in the United States. ITOCHU will conduct delivery of ITOCHU shares, etc. acquired by the BIP Trust to Directors following retirement from office (or after death in the event of the death of a Director, etc.), based on performance, etc. Outline of the BIP Trust is as follows:

(1) Persons Entitled to Receive Stock Remuneration: Directors, Executive Officers and Senior Operating Officers of ITOCHU (excluding Outside Directors and non-residents of Japan; as of June 19, 2026, the eligible persons are five Directors, 31 Executive Officers who do not concurrently serve as Directors, and nine Senior Operating Officers).
(2) Maximum Amount of Money Contributed by the Company to the Trust: a total of ¥8 billion for 2 fiscal years.
(3) Method for the Acquisition of Shares by the Trust: Scheduled to be acquired on the stock market or from ITOCHU (in principle, the stock is acquired from the stock market).
(4) Upper Limit on the Number of Shares to be Acquired by Directors, etc.: For the trust period, with an applicable period of two fiscal years, the upper limit on the total number of points (shares) to be granted to eligible persons is 4,500,000 points (an average of 2,250,000 points per year).
(5) Performance Achievement Conditions: The number of points to be granted to eligible persons varies according to the level of consolidated net profit attributable to ITOCHU for each fiscal year.
(6) Timing of Delivery of ITOCHU Shares, etc.: After retirement from Office.
(7) Voting Rights Concerning Shares in the Trust: Will not be exercised in order to ensure neutrality toward management.

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Formulas for Performance-linked Stock Remuneration Plan (RS Remuneration)

At the General Meeting of Shareholders held in June 2025, ITOCHU introduced the RS Remuneration Plan for its Directors (excluding Outside Directors and non-residents of Japan; hereinafter "RS Eligible Directors").

Under the RS Remuneration Plan, remuneration is provided according to the level of consolidated net profit attributable to ITOCHU for each fiscal year in the form of either (1) ITOCHU shares or (2) monetary claims as property contributed in kind for the acquisition of ITOCHU shares. RS Eligible Directors receive issuance or disposal of ITOCHU shares pursuant to a resolution of ITOCHU's Board of Directors. The number of ITOCHU shares to be provided to RS Eligible Directors as remuneration under the RS Remuneration Plan for FY 2026 is determined as follows.

RS Grant Number = consolidated net profit attributable to ITOCHU for FY 2026 / ¥100 million x RS Calculation Coefficient x (number of months of service from April, the beginning month of the applicable period of payment, to March of the following year (rounding up fractions of less than one month) / 12) (rounding down fractions)

RS Calculation Coefficient for each position, the maximum RS Grant Number and maximum individual remuneration amount related to the RS Remuneration Plan for FY 2026 are as follows.

	Chairman	President	Executive Vice President	Senior Managing Executive Officer	Managing Executive Officer	Senior Executive Officer /Executive Officer
RS Calculation Coefficient	50.0	22.5	17.5	7.5	4.0	1.75
Maximum RS Grant Number (number of shares)	500,000	225,000	175,000	75,000	40,000	17,500
Maximum individual remuneration amount related to RS Remuneration Plan (millions of yen)	900	410	320	140	80	40

If remuneration under the RS Remuneration Plan is provided to RS Eligible Directors in the form of monetary claims to be contributed in kind for the acquisition of ITOCHU shares, the RS Eligible Directors shall, pursuant to a resolution of ITOCHU's Board of Directors, contribute all such monetary claims in kind and receive an issuance or disposal of ITOCHU shares. In this case, the amount to be paid in per share shall be determined by the Board of Directors, based on the closing price of ITOCHU shares on the Tokyo Stock Exchange on the business day immediately preceding the date of the relevant Board resolution (or, if no transaction is made on that date, the closing price on the most recent prior trading day), within a range that is not particularly advantageous to the RS Eligible Directors receiving ITOCHU shares.

The total amount of ITOCHU shares or monetary claims provided as remuneration under the RS Remuneration Plan shall be within the upper limit of ¥3.0 billion per year.

If, before an issuance or disposal of ITOCHU shares is made, an RS Eligible Director retires due to expiration of his or her term of office, death or other justifiable reason, or if there is a merger agreement under which ITOCHU becomes the disappearing company or other organizational restructuring, cash will be paid in lieu of ITOCHU shares. The total amount of such cash payments, together with the total amount of ITOCHU shares or monetary claims referred to above, shall be within the upper limit of ¥3.0 billion per year. If cash is paid under these circumstances, the amount will be calculated using the simple average of the daily closing prices of ITOCHU shares during the month immediately preceding the month in which the cash payment is made.

The total number of ITOCHU shares to be issued or disposed of to RS Eligible Directors shall not exceed 1,500,000 shares per year. However, in the event of a share split of ITOCHU shares (including a gratis allotment of ITOCHU shares) or a consolidation of shares, or if any other event arises that necessitates adjustment of the total number of ITOCHU shares to be issued or disposed of as restricted stock or the number of shares granted to each individual, such number shall be adjusted according to the split ratio, consolidation ratio or other relevant ratio.

As a condition for the issuance or disposal of ITOCHU's shares with respect to the RS Eligible Directors and the provision of monetary claims as property contributed in kind for ITOCHU's shares, ITOCHU and the RS Eligible Directors shall enter into a restricted stock allotment agreement .

Corporate Governance

Corporate Officer Remuneration

Actual corporate officer remuneration for FY 2024 and FY 2025 is as follows.

	FY 2024			FY 2025		
	Number of people	Amount paid (Millions of Yen)	Details	Number of people	Amount paid (Millions of Yen)	Details
Directors (Outside Directors)	11 (4)	5,647 (81)	(1) ¥739 million (2) ¥1,878 million (3) ¥598 million (4) ¥598 million (5) ¥1,561 million	10 (4)	5,729 (93)	(1) ¥694 million (2) ¥1,818 million (3) ¥395 million (4) ¥569 million (5) ¥2,252 million
Audit & Supervisory Board Members (Outside Audit & Supervisory Board Members)	5 (3)	189 (60)	Only (1)	5 (3)	229 (69)	Only (1)
Total (Outside Officers)	16 (7)	5,836 (141)		15 (7)	5,958 (162)	

*(1) Monthly Remuneration, (2) Performance-linked bonuses, (3) Share price-linked bonuses, (4) Stock Remuneration (BIP Trust), (5) Stock Remuneration (RS Remuneration).
*Monthly remuneration is decided based on the standard amount by position and the level of contribution to ITOCHU Corporation, including the creation of business opportunities, business expansion, and addressing risk management, taking into account factors such as climate change, SDGs and ESG.

Name, position, and amount of compensation paid to Directors receiving compensation of ¥100 million or more during FY 2025 are as follows.

Name	Category	Total Annual Monthly Remuneration	Performancelinked bonuses	Share pricelinked bonuses	Stock Remuneration (BIP Trust)*1	Stock Remuneration (RS)*1	Total
Masahiro Okafuji*	Director	¥191 million	¥573 million	¥140 million	¥192 million	¥889 million	¥1,984 million
Keita Ishii*	Director	¥107 million	¥344 million	¥84 million	¥144 million	¥400 million	¥1,078 million
Fumihiko Kobayashi	Director	¥84 million	¥228 million	¥56 million	¥72 million	¥311 million	¥752 million
Tsuyoshi Hachimura	Director	¥82 million	¥222 million	¥56 million	¥72 million	¥311 million	¥743 million
Hiroyuki Tsubai	Director	¥81 million	¥348 million	¥35 million	¥48 million	¥311 million	¥823 million
Hiroyuki Naka*	Director	¥55 million	¥103 million	¥25 million	¥42 million	¥31 million	¥257 million

(Rounded to nearest million yen)

*1 The amount for the BIP Trust indicates the expense recorded for the points granted to six Directors (excluding Outside Directors) under the BIP Trust in FY 2025, and the amount for the RS Remuneration Plan indicates the expense recorded in FY 2025 as the expected amount of restricted stock remuneration to be provided to six Directors (excluding Outside Directors) under the RS Remuneration Plan in June 2026.
*2 (*) Monthly remuneration includes housing allowance.

Evaluation as to the Effectiveness of the Board of Directors and Training Policy

Evaluation as to the Effectiveness of the Board of Directors

ITOCHU has conducted an evaluation as to the effectiveness of the Board of Directors and Audit & Supervisory Board Members once a year since FY2015 utilizing external consultants, and the Board of Directors has analyzed and evaluated the findings after deliberation by the Governance, Nomination and Remuneration Committee (excluding FY2016).

Please refer to the following URL for the overview of the results of the evaluation as to the effectiveness of the Board of Directors for FY2025.

Procedure for the Board Evaluation

Respondents	All of ten (10) Members of the Board and five (5) Audit & Supervisory Board Members in FY2025
Implementation and Evaluation method	1. An external consultant conducted questionnaires and individual interviews with each respondent (responses were provided on an anonymous basis) 2. The external consultant compiled and analyzed the responses from the respondents 3. Based on the external consultant's compilation and analysis, the Governance, Nomination and Remuneration Committee conducted its review 4. The Board of Directors then conducted its analysis and evaluation
Question details	The questionnaires consist of the following nine (9) sections and a total of thirty-nine (39) questions: 1. Structure of the Board of Directors 2. Governance structure, oversight, and functions of the Board of Directors 3. Operation, processes, and support system of the Board of Directors 4. Human resources 5. Culture, ethics, and compliance 6. Effectiveness of voluntary advisory committees 7. Performance as to the effectiveness of individual Members of the Board / Audit & Supervisory Board Members 8. Relative year-on-year evaluation (items improved from the previous year and items requiring continued improvement) 9. Cross-evaluation by position and other general matters (optional responses)

In this fiscal year, in light of the fact that the effectiveness of ITOCHU's Board of Directors has generally remained at a high level, we revised the evaluation items with the aim of proactively incorporating new evaluation perspectives and extracting and analyzing more specific issues with greater clarity, in addition to the conventional evaluation that placed emphasis on continuity. In connection with this revision, we newly introduced self-evaluation by individual officers and cross-evaluation by position, and, after sharing the questionnaire results during interviews, placed greater emphasis than before on in-depth analysis based on qualitative comments.

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Overview of the Results of the Evaluation

As a result of deliberations at the Governance, Nomination and Remuneration Committee and the Board of Directors based on the analysis of the questionnaires and individual interviews, it was confirmed that the effectiveness of ITOCHU's Board of Directors continues to be maintained at a high level. From both quantitative and qualitative perspectives, the structure of the Board of Directors, the information provision system, and the effectiveness of the voluntary advisory committees were found to be functioning well, and the Board of Directors of ITOCHU was evaluated as maintaining a high level of effectiveness as a forum for overseeing management and making decisions on important matters.

From a quantitative perspective, while a generally high level of evaluation was confirmed overall, the results also indicated that certain themes of high importance and difficulty for ITOCHU still have relative room for further enhancement. While progress over the past year was recognized in some themes, areas requiring continued efforts were also identified, and it is regarded that this has clarified the themes for which the Board of Directors should continue to enhance the quality of its discussions and oversight.

From a qualitative perspective, the stability and efficiency of Board operations, the clarity of decision-making and accountability, the quality of information sharing and stakeholder engagement, and the utilization of the knowledge and contributions of Outside Directors were confirmed as strengths of ITOCHU. On the other hand, group governance, the promotion and oversight of DX and AI, and human resource development and succession planning were identified as themes on which the Board of Directors of ITOCHU should deepen discussion and oversight in order to achieve effectiveness at an even higher level.

■ Progress on Issues Identified in the FY2024 Evaluation

Issues	Progress in FY2025 and Further Areas for Effort
Discussions on supervising the institutionalization of diversity enhancement measures and promoting their further evolution	● Steady progress was made in the implementation and institutionalization of measures, including the establishment and maintenance of the special measure system for female Executive Officers, the clear communication of a strong message regarding the promotion of women's advancement, and the development of opportunities for detailed follow-up through networking events and interviews. ● At the same time, it was confirmed that continued discussion is still needed regarding the visualization of the development status and outcomes of selected personnel, the design of an appropriate exit from the system, its sustainability, and perspectives relating to greater diversity in the talent pool.
Supervising governance strengthening measures for sustainable growth of the Group	● Progress was made in making the Board's supervisory function more concrete, including improvement in the quality of growth investments and oversight thereof, enhanced volume and quality of reporting on important risks, and more substantive discussions at the Governance, Nomination and Remuneration Committee. ● At the same time, it was confirmed that there remains room for further effort with respect to improving the quality of oversight across the Group, including publicly listed affiliated companies, explaining the Group's growth story to the market, improving the timeliness of risk-related information gathering, and organizing the approach to succession planning.

As stated above, steady progress was confirmed with respect to all of the issues identified in prior years.

In light of the results of this evaluation of the effectiveness of the Board of Directors, ITOCHU will work to further enhance the oversight function of the Board of Directors, primarily from the following perspectives:

1. **Continuous evolution of group governance**
   – Strengthening mechanisms for understanding the overall situation and maintaining control –
   While maintaining the strengths of Division Company-led management, ITOCHU will strengthen its coordination, oversight, and control functions from the perspective of optimizing the Group as a whole.
2. **Promotion of DX and AI as themes for value creation**
   – Better agenda-setting and more sophisticated oversight –
   ITOCHU will clarify the themes that the Board of Directors should focus on in its discussions and oversight and will oversee initiatives that lead not only to operational efficiency but also to business transformation and profit creation.
3. **Human resource development to support sustainable management**
   – Continued oversight of diversity and succession –
   ITOCHU will clarify the themes that the Board of Directors should focus on in its discussions and oversight and will oversee initiatives that lead not only to operational efficiency but also to business transformation and profit creation.

In light of the results of this evaluation of the effectiveness of the Board of Directors, ITOCHU will continue to work to maintain and further improve the effectiveness of the Board of Directors.

Training Policy

The Company conducts training related to laws and regulations applicable to Directors and Audit & Supervisory Board Members, corporate governance and other matters as part of its training for newly appointed internal and Outside Officers. The Company also provides Directors and Audit & Supervisory Board Members with opportunities for training at third-party institutions, with the Company bearing the costs of such training. To ensure that management supervision by Directors and monitoring and auditing by Audit & Supervisory Board Members are effective, Outside Officers receive briefings on agenda items through the secretariat of the Board of Directors and the Audit & Supervisory Board Members' Office before each meeting of the Board of Directors. In addition, ITOCHU strives to ensure that Outside Officers appropriately understand its business environment and management issues through various opportunities, including introductory sessions on ITOCHU's businesses upon appointment, visits to business sites in and outside Japan, liaison meetings between Outside Directors and full-time Audit & Supervisory Board Members, reports on activities by the internal audit department to Outside Directors, periodic discussions with management, and internal briefing sessions on management plans and other matters requested by Outside Officers.

Corporate Governance

Group Governance, Internal Control, and Business Continuity Planning

Approach and Policies Related to Group Management

ITOCHU has many consolidated subsidiaries and conducts a broad range of businesses in Japan and countries around the world. As the core company of the Group, ITOCHU formulates management policies and management plans on a Group basis and periodically monitors progress by segment. In addition, in order to respond appropriately to diverse risks as a Group, ITOCHU has established internal control systems on a Group basis that are necessary to ensure that Directors execute their duties in compliance with laws and regulations and the Articles of Incorporation and to ensure the appropriateness of other operations.

Specifically, as a general rule, ITOCHU dispatches directors and audit & supervisory board members to each subsidiary, and these directors and audit & supervisory board members supervise and audit the execution of duties at each subsidiary. In this way, ITOCHU strives to ensure that the execution of duties by directors and employees at each subsidiary complies with laws and regulations and the Articles of Incorporation. In addition, to address various risks of the ITOCHU Group, including market risk, credit risk, country risk, investment risk, environmental and social risks, ITOCHU has established various internal committees and responsible departments, and has developed necessary risk management systems and management methods on a Group basis to manage risks comprehensively and individually. Furthermore, ITOCHU has established a Group compliance program, and after establishing and operating systems and frameworks necessary to prevent violations of laws and regulations, strives for continuous improvement through regular reviews.

Basic Approach and Policies Related to the Business Portfolio Strategy

With the purpose of conducting timely strategic investments, ITOCHU selects the optimal form and equity ratio from among a diverse range of methods, including the establishment of subsidiaries by ITOCHU alone, joint investments with partners, and management participation in or conversion into subsidiaries through corporate acquisitions. There is no fixed distinction in the form of investment based on whether the target company is listed or unlisted. Capital policies such as maintaining, increasing or decreasing the ownership ratio are considered by the Division Company responsible for the investment, after comprehensively taking into account the status of each investee after investment and the characteristics of the relevant industry, and after carefully confirming the significance of holding the investment. In addition, important investees are discussed annually at management meetings, and the holding policy is determined based on these discussions, with the details shared with Outside Officers.

ITOCHU does not believe that the fact that a subsidiary or affiliate is listed should, by itself, require the uniform elimination of such status. Because ITOCHU judges that there is significance in holding each company, it works to build and maintain an effective governance system to avoid conflicts of interest, while also taking into account each company's strategic positioning within the ITOCHU Group. Accordingly, ITOCHU determines capital policies for each company on a case-by-case basis, without limiting its options.

Basic Approach and Policies Related to the Treatment of Listed Subsidiaries and Affiliates in the Group Management System

ITOCHU has established special provisions for domestic listed companies in its internal rules on the management of subsidiaries and affiliates. These special provisions state that ITOCHU respects management independence and prohibits acts that violate the principle of shareholder equality. At the same time, with respect to matters concerning internal management, such as compliance and internal control, the provisions set forth that, as the parent company and a major shareholder, ITOCHU needs to provide advice and guidance for the purpose of appropriate management, thereby enabling balanced management. As a general rule, ITOCHU requires its subsidiaries to participate in the ITOCHU Group financial system; however, for listed companies, participation in this system is voluntary in light of management independence.

In addition, in order to contribute to the stabilization of management and expansion of earnings at each listed subsidiary and affiliate, ITOCHU promotes personnel exchanges in consultation with each listed subsidiary and affiliate. Such exchanges center on the dispatch from ITOCHU to each listed subsidiary and affiliate of personnel with expertise in financial accounting, legal affairs and other fields, as well as management personnel for overseas expansion and overseas bases, and the acceptance of personnel from each listed subsidiary and affiliate into ITOCHU's sales departments and administrative departments.

Corporate Governance

Significance of Holding Listed Subsidiaries

As of June 19, 2026, ITOCHU's listed subsidiaries are ITOCHU ENEX CO., LTD. and Prima Meat Packers, Ltd. The merits for ITOCHU of holding these companies as listed subsidiaries include, as common merits, expansion of business partners based on name recognition, creditworthiness and independence from ITOCHU, expansion of synergies within the Group, including between ITOCHU and the listed subsidiaries, reduction of ITOCHU's funding burden for the listed subsidiaries backed by the financing capabilities of listed companies, securing excellent human resources, and maintaining and enhancing employee motivation. The demerits common to holding these companies as listed subsidiaries include the external outflow of economic benefits, constraints on ITOCHU's Group management and strategic execution arising from the need to give consideration to minority shareholders, difficulty in acquiring information, and listing maintenance costs. The significance of holding each listed subsidiary, taking into account its positioning in the Group's management strategy and business perspectives, is as follows.

Company	Significance of Holding
ITOCHU ENEX CO., LTD.	Utilizing its broad domestic customer base, ITOCHU ENEX CO., LTD. develops existing energy businesses, power businesses, new fuel sales, logistics efficiency businesses, next-generation businesses and other businesses, and is an important and indispensable presence for the ITOCHU Group in building a stable earnings base in Japan and overseas in these businesses. Utilizing the ITOCHU Group's broad domestic and international network, ITOCHU ENEX CO., LTD. promotes initiatives in new energy fields based on the SDGs and fuel supply businesses for the ITOCHU Group, and ITOCHU and ITOCHU ENEX CO., LTD. have a relationship as business partners that contributes to the enhancement of each other's corporate value. In addition, maintaining its listing enables ITOCHU ENEX CO., LTD. to secure the possibility of raising funds not only from ITOCHU but also from capital markets by leveraging its name recognition and creditworthiness. In terms of human resources, ITOCHU believes that maintaining the listing also contributes to securing capable talent from the labor market and enhancing employee morale. ITOCHU ENEX CO., LTD. is a Group company of ITOCHU that became listed, and in light of the merits of maintaining the listing described above, ITOCHU believes that there is sufficient rationality in holding ITOCHU ENEX CO., LTD. as a listed subsidiary, even taking into account the demerits.
Prima Meat Packers, Ltd.	Prima Meat Packers, Ltd. is principally engaged in meat sales and the manufacture and sale of processed livestock products and plays an important role in the ITOCHU Group's livestock value chain by selling final products. In securing stable supplies of high-quality imported raw materials for its core products and jointly developing pork brands with ITOCHU's overseas investees, Prima Meat Packers, Ltd. utilizes the ITOCHU Group's broad domestic and international network, and ITOCHU and Prima Meat Packers, Ltd. have a relationship as business partners that contributes to the enhancement of each other's corporate value. In addition, maintaining its listing enables Prima Meat Packers, Ltd. to secure the possibility of raising funds not only from ITOCHU but also from capital markets by leveraging its name recognition and creditworthiness. In terms of human resources, ITOCHU believes that maintaining the listing also contributes to securing capable talent from the labor market and enhancing employee morale. Prima Meat Packers, Ltd. became a subsidiary of ITOCHU through ITOCHU's phased acquisition of its shares. By being a listed company, Prima Meat Packers, Ltd. pursues synergies with ITOCHU while also conducting a wide range of transactions with other companies, thereby making its value chain more robust. In light of the merits of maintaining the listing described above, ITOCHU believes that there is sufficient rationality in holding Prima Meat Packers, Ltd. as a listed subsidiary, even taking into account the demerits.

Policies Related to Ensuring the Effectiveness of the Governance System of Listed Subsidiaries

ITOCHU respects the independence of each listed subsidiary and does not engage in any act that would violate the principle of shareholder equality. In particular, in light of the risk of conflicts of interest between ITOCHU and the general shareholders of the relevant listed subsidiary, ITOCHU encourages the relevant listed subsidiary to build an effective governance system that makes effective use of independent Outside Directors in order to ensure independent decision-making by the listed subsidiary.

Each of the above-mentioned listed subsidiaries has established and maintained an effective governance system through measures such as the appointment of a certain number of Outside Directors and the establishment of an independent advisory committee to the Board of Directors or a special committee that deliberates and reviews important transactions and acts involving conflicts of interest with the controlling shareholder. ITOCHU will continue to encourage further enhancement of their governance systems, taking into account the Corporate Governance Code of the Tokyo Stock Exchange.

While strengthening cooperation with each listed subsidiary and pursuing synergies, when conducting transactions with each listed subsidiary, ITOCHU determines fair and appropriate transaction terms, such as by taking market prices into consideration, on the premise that both parties pursue economic rationality. In addition, ITOCHU fully respects the judgment of the advisory committee to the Board of Directors that has the nomination function in the process of exercising voting rights with respect to the appointment or removal of independent officers of listed subsidiaries and the nomination of independent officers. The measures to ensure the effectiveness of the governance system of each listed subsidiary are as follows.

Company	The policies related to ensuring the effectiveness of the governance systems
ITOCHU ENEX CO., LTD.	ITOCHU ENEX CO., LTD. determines transaction terms and conditions for transactions and acts with ITOCHU in the same manner as general transaction terms and conditions, taking into account market prices. For important transactions and acts for which market prices cannot be referenced, ITOCHU ENEX CO., LTD. ensures the appropriateness of such transactions by deliberating and reviewing them at a special committee composed of independent persons, including independent Outside Directors, and then obtaining approval by resolution of the Board of Directors attended by Outside Directors and Audit & Supervisory Board Members.
Prima Meat Packers, Ltd.	When Prima Meat Packers, Ltd. conducts transactions with ITOCHU, such as raw material procurement, it determines transaction terms by taking into account prevailing market prices, including by obtaining quotations from other companies. In addition, for important transactions, Prima Meat Packers, Ltd. consults with and obtains a report from the Management Advisory Committee, which consists of the President and Representative Director and three independent Outside Directors, and then determines whether or not to conduct the transaction at the Board of Directors, thereby ensuring the appropriateness of the transaction. Through the Management Advisory Committee, in which independent Outside Directors constitute a majority, Prima Meat Packers, Ltd. has built an effective governance system from the perspective of protecting minority shareholders.

Agreements Related to Content that Should Be Listed as the Approach and Policies Related to Group Management

ITOCHU has not concluded any agreement relating to Group management or any capital and business alliance agreement with either listed subsidiary.

Corporate Governance

Significance of Holding Listed Affiliates

As of June 19, 2026, ITOCHU holds investments in multiple listed affiliates.

The merits of listed affiliates maintaining their listing include, as common merits, expansion of business partners based on name recognition, creditworthiness and independence from ITOCHU, expansion of synergies within the Group, including between ITOCHU and the listed affiliates, securing excellent human resources, and maintaining and enhancing employee motivation.

On the other hand, the demerits of holding each company as a listed affiliate include, as common demerits, the external outflow of economic benefits, constraints on ITOCHU's Group management and strategic execution arising from the need to give consideration to minority shareholders, difficulty in acquiring information, and listing maintenance costs.

In the ITOCHU Group's Group management, the significance of holding each listed affiliate includes expansion of sales by utilizing the Group's sales channels, utilization of ITOCHU's expertise in overseas expansion and management in specific industries, and enhancement of competitiveness through alliances with other ITOCHU Group companies. ITOCHU believes that management as a member of the ITOCHU Group is beneficial to the enhancement of corporate value of both ITOCHU and each listed affiliate. The significance of holding each listed affiliate is as follows, and in light of the aforementioned merits of maintaining the listing, ITOCHU believes that holding each company as a listed affiliate is fully rational.

Company	Significance of Holdings
Tokyo Century Corporation	Tokyo Century Corporation develops a wide variety of businesses, including business investments, through organic collaboration between its customer-oriented business divisions, namely the Domestic Business Division and the Overseas Business Division, and its product organizations with specialized solutions, namely the Social Infrastructure Division, Transportation Division, Mobility Division and Specialty Finance Division. ITOCHU and Tokyo Century Corporation have long had collaborative relationships in a broad range of fields, including machinery fields such as automobiles, construction machinery and aircraft, as well as environmental energy and information. The two companies are further expanding each other's businesses by making joint investments in promising investees in new business areas and submitting joint proposals. Accordingly, ITOCHU and Tokyo Century Corporation have a relationship as business partners that contributes to the enhancement of each other's corporate value. Tokyo Century Corporation was created through the merger of one of ITOCHU's listed Group companies with another listed company.
Hitachi Construction Machinery Co., Ltd.	Hitachi Construction Machinery Co., Ltd. is expanding its finance, rental, used equipment sales and other businesses in addition to its new construction machinery sales business. ITOCHU and Hitachi Construction Machinery Co., Ltd. have long maintained various business relationships through export trading, joint development of finance businesses and other initiatives, and Hitachi Construction Machinery Co., Ltd. is an important and indispensable presence for ITOCHU in building a stable earnings base in the construction machinery business. In addition, ITOCHU and Hitachi Construction Machinery Co., Ltd. are promoting collaboration in various regions, including the United States, and across a wide range of business fields by leveraging the ITOCHU Group's broad network, and the two companies have a relationship as business partners that contributes to the enhancement of each other's corporate value. Hitachi Construction Machinery Co., Ltd. is a company with which ITOCHU entered into a capital alliance as a business partner in connection with the restructuring of its sales and service network following the termination of the alliance with its former dealer in North America and the resolution of the parent-subsidiary listing relationship with Hitachi, Ltd. Since April 2026, ITOCHU's voting rights ratio in Hitachi Construction Machinery Co., Ltd. has been 33.4%.
AICHI CORPORATION	AICHI CORPORATION manufactures aerial work platforms and other equipment by mounting machinery with high-place work functions on vehicles such as trucks, and sells such products in Japan and overseas. Through collaboration utilizing ITOCHU's know-how in expanding the value chain in the commercial vehicle business, including finance, after-sales service and used vehicle sales, as well as overseas expansion utilizing ITOCHU's network, business expansion is expected, and AICHI CORPORATION and ITOCHU have a relationship as business partners that contributes to the enhancement of each other's corporate value. AICHI CORPORATION is a company with which ITOCHU entered into a capital and business alliance as a business partner in connection with the resolution of the parent-subsidiary listing relationship with Toyota Industries Corporation.
WELLNEO SUGAR Co., Ltd.	WELLNEO SUGAR Co., Ltd. is a holding company created in January 2023 through the management integration of ITOCHU SUGAR CO., LTD., which was a wholly owned subsidiary of ITOCHU, and Nissin Sugar Co., Ltd., which was listed on the Prime Market of the Tokyo Stock Exchange, with ITOCHU as its largest shareholder, in order to respond to changes in Japan's demographics and the diversification of sugar demand. In October 2024, WELLNEO SUGAR Co., Ltd. strengthened its Group structure by absorbing both companies. Through the integration of ITOCHU SUGAR CO., LTD., which boasts one of the most efficient sugar manufacturing operations in Japan, and Nissin Sugar Co., Ltd., which boasts high brand recognition in major metropolitan areas such as Tokyo and Osaka, WELLNEO SUGAR Co., Ltd. has a business foundation with an approximately 30% share of the domestic market. It is expected to generate further sales synergies through the provision of ITOCHU's overseas raw material procurement function, which is among the leading functions of a trading company, and the utilization of the ITOCHU Group's network in intermediate distribution and downstream areas, and ITOCHU and WELLNEO SUGAR Co., Ltd. have a relationship as business partners that contributes to the enhancement of each other's corporate value. WELLNEO SUGAR Co., Ltd. was created through a share exchange between one of ITOCHU's Group companies and another listed company.
FUJI OIL CO., LTD.	FUJI OIL CO., LTD. develops, manufactures and sells food ingredients made from plant-based oils and fats, cacao, soybeans and other raw materials. FUJI OIL CO., LTD. has an important position in ITOCHU's business portfolio because it boasts unique technological capabilities accumulated since its founding in the development of plant-based ingredients and is expanding globally while increasing the added value of its business. In addition to jointly promoting an oils and fats business in the United States, FUJI OIL CO., LTD. utilizes the ITOCHU Group's network in the stable procurement of raw materials, product sales and personnel exchanges, and ITOCHU and FUJI OIL CO., LTD. have a relationship as business partners that contributes to the enhancement of each other's corporate value. FUJI OIL CO., LTD. is a Group company of ITOCHU that became listed after taking into account the merits of listing.
CENTURY 21 REAL ESTATE OF JAPAN LTD.	CENTURY 21 REAL ESTATE OF JAPAN LTD. is principally engaged in the franchise business for real estate brokerage and has come to have customer contact points through approximately 930 franchise stores across Japan. It is an important presence for the ITOCHU Group in building a stable earnings base in the real estate business. In addition, CENTURY 21 REAL ESTATE OF JAPAN LTD. utilizes the ITOCHU Group's broad network to enhance services to franchise stores and customers, and ITOCHU and CENTURY 21 REAL ESTATE OF JAPAN LTD. have a relationship as business partners that contributes to the enhancement of each other's corporate value. CENTURY 21 REAL ESTATE OF JAPAN LTD. is a Group company of ITOCHU that became listed after taking into account the merits of listing.
Paraca Inc.	Paraca Inc. is principally engaged in the operation and management of parking lots and operates and manages approximately 48,000 parking spaces across Japan. It plays an important role in ITOCHU's construction and real estate business value chain and is also an important presence in building a stable earnings base. Paraca Inc. utilizes the ITOCHU Group's broad network to expand its parking lot business, and ITOCHU and Paraca Inc. have a relationship as business partners that contributes to the enhancement of each other's corporate value. After the commencement of the capital and business alliance with Paraca Inc., ITOCHU confirmed that the relationship contributes to the enhancement of each other's corporate value and acquired additional shares of Paraca Inc., making it an affiliate.

Corporate Governance

Company	Significance of Holdings
Nalnet Communications Inc.	Nalnet Communications Inc. conducts commissioned maintenance services for leased vehicles and arranges maintenance of leased vehicles through more than 12,000 maintenance shops across Japan. Through the automotive maintenance shop network centered on Nalnet Communications Inc., ITOCHU expects tire sales and the provision of logistics services. In addition, in the used vehicle sales business that ITOCHU plans to develop going forward, the use of the automotive maintenance functions of this network is expected. Accordingly, ITOCHU and Nalnet Communications Inc. have a relationship as business partners that contributes to the enhancement of each other's corporate value. Nalnet Communications Inc. is a Group company of ITOCHU that became listed as part of an exit scenario for other shareholders.
Nishimatsu Construction Co., Ltd.	Nishimatsu Construction Co., Ltd. is a semi-major general contractor principally engaged in civil engineering and building construction and real estate development and ownership. It plays an important role in ITOCHU's construction and real estate business value chain and is also an important presence in building a stable earnings base. Nishimatsu Construction Co., Ltd. utilizes the ITOCHU Group's broad network to expand its business, and ITOCHU and Nishimatsu Construction Co., Ltd. have a relationship as business partners that contributes to the enhancement of each other's corporate value. After the commencement of the capital and business alliance with Nishimatsu Construction Co., Ltd., ITOCHU confirmed that the relationship contributes to the enhancement of each other's corporate value and acquired additional shares of Nishimatsu Construction Co., Ltd., making it an affiliate.
Sun Frontier Fudousan Co., Ltd.	Sun Frontier Fudousan Co., Ltd. is a real estate revitalization company focused on offices, which purchases aged buildings in central Tokyo, enhances their profitability through renovation and sells them. It is also a leading player in the renovation of aged properties and has top-class results in setup offices, which are rental offices equipped with furniture and interiors and ready for immediate occupancy. In light of recent increases in construction costs and the growing stock of aged properties, ITOCHU places importance on the real estate aftermarket. In ITOCHU's full-scale entry into renovation and value-up businesses, the alliance business with Sun Frontier Fudousan Co., Ltd. has an important position. ITOCHU and Sun Frontier Fudousan Co., Ltd. engaged in alliance discussions for approximately one year and began a capital and business alliance in February 2026. Based on the relationship contributing to the enhancement of each other's corporate value, ITOCHU believes that holding Sun Frontier Fudousan Co., Ltd. as a listed affiliate is rational.
BELLSYSTEM24 Holdings, Inc.	BELLSYSTEM24 Holdings, Inc. is principally engaged in contact center operations and the provision of business process outsourcing (BPO) services that address management issues and plays an important role in enhancing customer experience within ITOCHU's digital business group. BELLSYSTEM24 Holdings, Inc. utilizes the ITOCHU Group's broad domestic and international network in areas such as AI and data analysis, and ITOCHU and BELLSYSTEM24 Holdings, Inc. have a relationship as business partners that contributes to the enhancement of each other's corporate value. BELLSYSTEM24 Holdings, Inc. is a Group company of ITOCHU that became listed as part of an exit scenario for other shareholders.
WingArc1st Inc.	WingArc1st Inc. is principally engaged in the development and sale of software and cloud services related to form generation, document management and data utilization, and plays an important role in IT system development and operation within ITOCHU's digital business group. WingArc1st Inc. not only utilizes the ITOCHU Group's broad domestic and international network in expanding its customer base and creating new businesses utilizing its own solutions, but also supports the ITOCHU Group's DX in areas such as compliance with the Electronic Book Preservation Act, and ITOCHU and WingArc1st Inc. have a relationship as business partners that contributes to the enhancement of each other's corporate value. WingArc1st Inc. is a Group company of ITOCHU that became listed as part of an exit scenario for other shareholders.
SKY Perfect JSAT Corporation	SKY Perfect JSAT Corporation is principally engaged in the space business centered on satellite communications services and the media business providing the pay-TV service "SKY PerfecTV!," and plays an important role in strengthening the space, satellite and media-related fields within ITOCHU's information and communications field. SKY Perfect JSAT Corporation collaborates with the ITOCHU Group's broad domestic and international network in building new businesses in the media field utilizing content and solutions and, in the space and satellite field utilizing satellite images and data, and ITOCHU and SKY Perfect JSAT Corporation have a relationship as business partners that contributes to the enhancement of each other's corporate value. SKY Perfect JSAT Corporation is a listed company established through a share transfer in a management integration of two listed companies, SKY Perfect Communications Inc. and JSAT Corporation. ITOCHU has been a shareholder of both companies since their establishment, and ITOCHU and Fuji Media Holdings, Inc. jointly established ITC Partners, Inc. (currently ITOCHU Fuji Partners, Inc. ("IFP")). By contributing the shares of SKY Perfect JSAT Corporation held by both companies to IFP in kind, IFP's investment ratio in SKY Perfect JSAT Corporation exceeded 20%, and SKY Perfect JSAT Corporation became a listed affiliate of IFP.
Tsuji-Hongo IT Consulting Co., Ltd.	Tsuji-Hongo IT Consulting Co., Ltd. provides end-to-end services to more than 20,000 small and medium-sized enterprise clients, from consulting related to the improvement of administrative operations and sales and marketing to the sale of IT equipment and software, system development, and BPO services as solutions to those issues. It plays a role in expanding the business foundation for small and medium-sized enterprises within ITOCHU's digital business group. Tsuji-Hongo IT Consulting Co., Ltd. not only utilizes the ITOCHU Group's broad domestic and international network in strengthening its customer base and creating new businesses in the consulting and BPO domains, but the ITOCHU Group also accelerates business collaboration utilizing the SME customer base of the Tsuji-Hongo Group. Accordingly, ITOCHU and Tsuji-Hongo IT Consulting Co., Ltd. have a relationship as business partners that contributes to the enhancement of each other's corporate value. In 2024, ITOCHU entered into a capital and business alliance agreement with Tsuji-Hongo IT Consulting Co., Ltd. and acquired approximately 27% of its shares, making it an affiliate. Subsequently, under the leadership of the Tsuji-Hongo Tax Accountant Corporation Group, its largest shareholder, Tsuji-Hongo IT Consulting Co., Ltd. listed its shares in December 2025 and became a listed affiliate.
Seven Bank, Ltd.	Seven Bank, Ltd. is principally engaged in platform services centered on its ATM network of more than 28,000 ATMs installed at domestic and overseas convenience stores, commercial facilities, tourist destinations, airports and railway stations, as well as retail financial services and corporate services. ITOCHU has FamilyMart Co., Ltd., which operates approximately 16,400 stores nationwide, as a member of the ITOCHU Group. Introducing Seven Bank's ATMs into FamilyMart stores is expected to enhance convenience for store visitors and increase the added value of stores, while also benefiting Seven Bank by expanding its ATM installation network and improving utilization rates, thereby creating significant benefits for both parties. In addition, Seven Bank's financial infrastructure and points of contact with consumers have potential for collaboration with ITOCHU's various businesses, including distribution, payments and digital fields. Over the medium to long term, ITOCHU and Seven Bank have a relationship that contributes to the enhancement of each other's corporate value through the creation of new services and expansion of business opportunities.

(Affiliates Listed in Overseas Markets)

ITOCHU holds investments in multiple listed affiliates overseas as well. The reasons for investing in listed affiliates overseas are as follows.

- Strategic business and capital alliances with powerful local listed companies
- Responding to laws and regulations for specific industries in relevant countries
- Responding to transaction conditions with state-run companies
- Enhancing creditworthiness in countries where businesses are operated

Corporate Governance

Policies Related to Ensuring the Effectiveness of the Governance System of Listed Affiliates

Regarding listed affiliates, ITOCHU is careful to ensure there are no conflicts of interest in transactions with relevant companies and takes action based on listed subsidiaries as needed in light of the actual situation of each company, including capital relationships and transaction status. Please reference the following information for details related to each listed affiliate (the scope is the same as the companies specified in the section above regarding the significance of holding listed affiliates).

Company	Significance of Holdings
Tokyo Century Corporation	Tokyo Century Corporation has sales transaction relationships with ITOCHU and ITOCHU Group companies. Each transaction is conducted based on Tokyo Century Corporation's own judgment after individual negotiations with each company on the same basis as general business partners. Accordingly, ITOCHU does not place business restrictions on Tokyo Century Corporation, a certain level of independence is secured, and appropriate measures are taken so as not to harm the interests of minority shareholders. In addition, Tokyo Century Corporation has established a Nomination Committee, a majority of whose members are independent Outside Directors and whose chair is an independent Outside Director, and the Board of Directors determines candidates for Directors with reference to the opinions of the committee. ITOCHU and Tokyo Century Corporation have not concluded any agreement relating to matters that should be described as ITOCHU's approach and policy regarding Group management.
Hitachi Construction Machinery Co., Ltd.	At Hitachi Construction Machinery Co., Ltd., at the ordinary general meeting of shareholders of Hitachi Construction Machinery Co., Ltd. held in June 2026, Mr. Hidemi Moue, Representative Director and President of Japan Industrial Partners, Inc., retired, and Mr. Hiroyuki Tsubai, Representative Director, Executive Vice President, Machinery Company President and Assistant to the COO of ITOCHU, was appointed as an Outside Director. However, the Board of Directors of Hitachi Construction Machinery Co., Ltd. is scheduled to consist of nine Directors, including six Outside Directors (five of whom are independent Outside Directors). In addition, as a company with nominating committee, etc., Hitachi Construction Machinery Co., Ltd. has established a Nominating Committee and a Compensation Committee, each of which is composed of a majority of independent Outside Directors. The businesses of ITOCHU and Hitachi Construction Machinery Co., Ltd. are not in direct competition, and Hitachi Construction Machinery Co., Ltd. has in place a governance system that emphasizes independence. Accordingly, ITOCHU believes that the risk of conflicts of interest between ITOCHU and the minority shareholders of Hitachi Construction Machinery Co., Ltd. is low. HCJI and Hitachi Construction Machinery Co., Ltd. have concluded a capital alliance agreement.
AICHI CORPORATION	AICHI CORPORATION maintains a policy of ensuring that independent Outside Directors account for at least half of its Board of Directors and has established a Nomination and Remuneration Advisory Committee, a majority of whose members are independent Outside Directors. Because AICHI CORPORATION has sufficiently secured independence from ITOCHU, ITOCHU believes that the concern regarding the risk of conflicts of interest between ITOCHU and the minority shareholders of AICHI CORPORATION is low. ITOCHU and AICHI CORPORATION have concluded a capital and business alliance agreement, and ITOCHU, AICHI CORPORATION and Toyota Industries Corporation, a shareholder of AICHI CORPORATION, have also concluded a business alliance agreement.
WELLNEO SUGAR Co., Ltd.	ITOCHU, Sumitomo Corporation, which is a shareholder of WELLNEO SUGAR Co., Ltd., and WELLNEO SUGAR Co., Ltd. have concluded a capital and business alliance agreement. Under this agreement, the basic policy is to ensure the management independence of WELLNEO SUGAR Co., Ltd., and the parties have agreed to respect the independence and autonomy of WELLNEO SUGAR Co., Ltd., its relationships with existing business partners, and the adoption and implementation by the Board of Directors of WELLNEO SUGAR Co., Ltd. of measures necessary to conduct business from the perspective of seeking the common interests of shareholders.
FUJI OIL CO., LTD.	When FUJI OIL CO., LTD. engages in (i) new transactions with the ITOCHU Group (those of ¥1.0 billion or more annually) or (ii) business alliance projects that ITOCHU determines to be important, the two companies discuss the appropriateness of implementation from the perspective of protecting minority shareholders, and the matter is deliberated and resolved by the Board of Directors in order to ensure the transparency and appropriateness of the decision. ITOCHU believes that the concern regarding the risk of conflicts of interest between ITOCHU and the minority shareholders of FUJI OIL CO., LTD. is limited. ITOCHU and FUJI OIL CO., LTD. have not concluded any agreement relating to matters that should be described as ITOCHU's approach and policy regarding Group management.
CENTURY 21 REAL ESTATE OF JAPAN LTD.	There are no ongoing transactions between the franchisees of CENTURY 21 REAL ESTATE OF JAPAN LTD.'s real estate brokerage franchise business, which is its main business, and ITOCHU or the ITOCHU Group that would affect the independence of CENTURY 21 REAL ESTATE OF JAPAN LTD. In addition, CENTURY 21 REAL ESTATE OF JAPAN LTD. has built a governance system that gives consideration to the protection of minority shareholders, including by holding meetings among independent Outside Directors and independent Outside Audit & Supervisory Board Members. ITOCHU and CENTURY 21 REAL ESTATE OF JAPAN LTD. have not concluded any agreement relating to matters that should be described as ITOCHU's approach and policy regarding Group management.
Paraca Inc.	Paraca Inc. has selected five Outside Directors among its seven Directors and has built a highly transparent governance system. In addition, Paraca Inc. has established a framework that gives consideration to the protection of minority shareholders, including by appointing multiple independent officers who are unlikely to have conflicts of interest with general shareholders. ITOCHU and Paraca Inc. have concluded a capital and business alliance agreement.
Nalnet Communications Inc.	When conducting individual business transactions with ITOCHU and ITOCHU Group companies, Nalnet Communications Inc. conducts each transaction based on its own judgment after individual negotiations with each company on the same basis as general business partners. Accordingly, ITOCHU does not place business restrictions on Nalnet Communications Inc., a certain level of independence is secured, and appropriate measures are taken so as not to harm the interests of minority shareholders. In addition, Nalnet Communications Inc. has established a Nomination and Remuneration Committee chaired by an Outside Director as a voluntary advisory body to its Board of Directors and has built a system under which the committee deliberates on matters related to the nomination and remuneration of Directors and reports to the Board of Directors. ITOCHU and Nalnet Communications Inc. have not concluded any agreement relating to matters that should be described as ITOCHU's approach and policy regarding Group management.
Nishimatsu Construction Co., Ltd.	Nishimatsu Construction Co., Ltd. is a company with an Audit & Supervisory Committee and has established an Audit & Supervisory Committee consisting of five Directors who are Audit & Supervisory Committee Members, including four Outside Directors. When conducting individual business transactions with ITOCHU and ITOCHU Group companies, Nishimatsu Construction Co., Ltd. conducts each transaction based on its own judgment after individual negotiations with each company on the same basis as general business partners. Accordingly, ITOCHU does not place business restrictions on Nishimatsu Construction Co., Ltd., a certain level of independence is secured, and appropriate measures are taken so as not to harm the interests of minority shareholders. ITOCHU and Nishimatsu Construction Co., Ltd. have concluded a capital and business alliance agreement.
Sun Frontier Fudousan Co., Ltd.	Sun Frontier Fudousan Co., Ltd. has appointed five Outside Directors, who play an important role in objectively evaluating and correcting the appropriateness and legality of business execution and strengthening supervisory functions. To ensure the independence of Outside Directors, Sun Frontier Fudousan Co., Ltd. has established independence criteria for Outside Directors and has put systems in place to prevent conflicts of interest among its shareholders. Sun Frontier Fudousan Co., Ltd. is a company with an Audit & Supervisory Committee and has supervisory functions that ensure management independence and transparency, including by having Outside Officers constitute half of the Audit & Supervisory Committee. In addition, Sun Frontier Fudousan Co., Ltd. has established a Nomination and Remuneration Committee as a voluntary advisory body to the Board of Directors, with Outside Officers constituting half of its members. ITOCHU and Sun Frontier Fudousan Co., Ltd. have concluded a capital and business alliance agreement.

Corporate Governance

Company	Significance of Holdings
BELLSYSTEM24 Holdings, Inc.	The ITOCHU Group and TOPPAN Holdings Group, the second largest shareholder of BELLSYSTEM24 Holdings, Inc., are designated as related parties that have significant influence over the financial and business decision-making of BELLSYSTEM24 Holdings, Inc. BELLSYSTEM24 Holdings, Inc. has established rules concerning the management of related-party transactions, and operates under standards that distinguish transactions requiring approval by the Board of Directors from those not requiring such approval, depending on the scale and nature of the transaction. In addition, regardless of whether approval by the Board of Directors is required, BELLSYSTEM24 Holdings, Inc. seeks approval from the Board of Directors at the beginning of each fiscal year for continuing related-party transactions, and through such approval the Board of Directors monitors the appropriateness of the transactions. ITOCHU and BELLSYSTEM24 Holdings, Inc. have not concluded any agreement relating to matters that should be described as ITOCHU's approach and policy regarding Group management.
WingArc1st Inc.	WingArc1st Inc. has established special committee rules that provide for the establishment of a special committee as an ad hoc body to serve as a preliminary advisory body when approving related-party transactions and similar matters. The committee is composed of Outside Directors and persons other than Directors dispatched from ITOCHU who are appointed by the Outside Directors through their deliberations. Through this framework, WingArc1st Inc. ensures management independence and transparency and maintains and strengthens supervisory functions over management. ITOCHU and WingArc1st Inc. have concluded a capital and business alliance agreement.
SKY Perfect JSAT Corporation	For transactions with major shareholders, SKY Perfect JSAT Corporation always conducts prior reviews and confirms whether the transaction is reasonable and does not harm the common interests of shareholders before executing the transaction. ITOCHU and SKY Perfect JSAT Corporation have not concluded any agreement relating to matters that should be described as ITOCHU's approach and policy regarding Group management.
Tsuji-Hongo IT Consulting Co., Ltd.	To ensure the fairness and appropriateness of transactions with related parties, including controlling shareholders, Tsuji-Hongo IT Consulting Co., Ltd. has established a Related-Party Transaction Committee, the majority of whose members are Outside Officers, and has adopted Related-Party Transaction Management Rules. Under these rules, before commencing a transaction, the business necessity, appropriateness of transaction terms and other matters are reviewed and confirmed by the Related-Party Transaction Committee and the Board of Directors, and approval must be obtained. Through this framework, Tsuji-Hongo IT Consulting Co., Ltd. has built a system to rigorously review the reasonableness and appropriateness of transactions by comparing them with transaction terms with third parties, thereby preventing improper provision or receipt of benefits. In addition, to ensure the independence, fairness, transparency and objectivity of the evaluation and decision-making processes concerning the nomination and remuneration of Directors and others, Tsuji-Hongo IT Consulting Co., Ltd. has established a Nomination and Remuneration Advisory Committee, the majority of whose members are Outside Officers. ITOCHU and Tsuji-Hongo IT Consulting Co., Ltd. have not concluded any agreement relating to matters that should be described as ITOCHU's approach and policy regarding Group management.
Seven Bank, Ltd.	When Seven Bank, Ltd. conducts transactions with controlling shareholders, etc., it complies with the arm's-length rules under the Banking Act and thoroughly confirms that the necessity of the transaction and the transaction terms do not materially differ from the terms of ordinary transactions with third parties. In addition, from the perspective of protecting minority shareholders, Seven Bank, Ltd. has established a special committee to review and determine the appropriateness of transaction terms and the fairness of procedures and makes final decisions after sufficient discussion from an independent standpoint. Furthermore, a majority of the Board of Directors of Seven Bank, Ltd. consists of independent Outside Directors, and Seven Bank, Ltd. has established a Nomination and Remuneration Committee, a majority of whose members are independent Outside Directors, as an advisory body to the Board of Directors to complement the functions of the Board of Directors, thereby ensuring independence from controlling shareholders. ITOCHU and Seven Bank, Ltd. have concluded a basic agreement and a capital and business alliance agreement.

Corporate Governance

Basic Policy Regarding the Internal Control System and its Operational Status

The Company has established the following internal control systems necessary to ensure that the execution of duties by Directors complies with laws, regulations and the Articles of Incorporation, and to ensure the appropriateness of other operations. Below is a summary of the Basic Policy regarding the Internal Control System and the status of its implementation as of June 19, 2026. The Basic Policy regarding the Internal Control System was approved by the Board of Directors on April 19, 2006 and partially revised most recently on May 8, 2024.

Basic Policy Regarding the Internal Control System

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

1) Corporate Governance

(1) As the decision-making body, the Board of Directors, consisting of Directors and Outside Directors, is to decide important matters in accordance with laws and regulations, the Articles of Incorporation, the "Board of Directors Regulations," and other internal regulations, and as the supervisory body, the Board of Directors is to supervise the performance of the Directors.

(2) Each Director is to carry out such Director's functions and duties as designated by the Board of Directors in accordance with laws and regulations, the Articles of Incorporation, resolutions by the Board of Directors, and internal regulations.

(3) ITOCHU is to adopt the Executive Officer System to strengthen the decision-making function and supervisory function of the Board of Directors, and to streamline executive decision-making. Based on the approval of the Board of Directors, Executive Officers implement their designated duties based on delegation from the Board of Directors and representative Directors.

(4) The Audit & Supervisory Board Members are to oversee the performance of the Directors based on the "Audit & Supervisory Board Regulations" and "Auditors' Auditing Standards."

2) Compliance

(1) Directors and other executives and employees are to conduct themselves in accordance with the ITOCHU Group Corporate Mission and the ITOCHU Group Guideline of Conduct.

(2) ITOCHU is to designate a representative Director as the chief officer responsible for supervising compliance and also establish the Compliance Committee and a department that oversees all compliance matters. In addition, the "ITOCHU Group Compliance Program" is to be created to further enhance our compliance system.

3) Internal Control to Ensure Reliability of Financial Reporting

(1) ITOCHU is to have in place internal regulations concerning commercial transactions management and accounting, and is to create the position of CFO to ensure the reliability of financial reporting.

(2) ITOCHU is to establish the Disclosure Committee and regularly review and improve the development and implementation status of the internal control systems to ensure the reliability of financial reporting.

4) Internal Audits

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

2. System for the Storage and Preservation of Information Related to Director Duties

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

Corporate Governance

3. Regulations Concerning the Management of the Risk of Loss and Other Relevant Risk Management System

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

4. System to Ensure Efficient Performance of Directors

1) The HMC and Other Internal Committees

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

2) Division Company System

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

3) Clearly Define the Scope of Authority and Responsibilities

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

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

1) Subsidiary Management and Reporting System

(1) ITOCHU is to establish a department that oversees all the subsidiaries. Furthermore, relevant departments within ITOCHU are to exercise jurisdiction over their responsible subsidiaries, and provide managerial guidance to such subsidiaries in accordance with the internal regulations concerning consolidated company management. In principle, ITOCHU is to send Directors and Audit & Supervisory Board Members to each subsidiary to ensure the adequacy of the subsidiary's operations.

(2) With respect to subsidiaries that ITOCHU owns indirectly through its directly owned subsidiaries, ITOCHU is to strive to ensure the adequacy of operations by such indirectly owned subsidiaries in accordance with this Basic Policy by way of, in principle, causing directly owned subsidiaries to provide managerial guidance to indirectly owned subsidiaries

(3) With respect to important matters on the management of subsidiaries, ITOCHU is to, in principle, agree and specify with each subsidiary what matters will require the prior approval of or reporting to ITOCHU, as appropriate, taking into account, among others, each subsidiary's nature and size of business and whether it is listed or unlisted.

2) Rules and Other Systems to Manage the Risk of Loss at Subsidiaries

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

3) System to Ensure the Efficient Performance of Duties by Directors, etc. of Subsidiaries

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

4) System to Ensure Compliance by Directors, etc. and Employees of Subsidiaries to Laws, Regulations and the Articles of Incorporation

(1) In principle, ITOCHU is to send Directors and Audit & Supervisory Board Members to each subsidiary and strive to ensure that the performance of duties of Directors, etc. and employees of a subsidiary complies with laws and regulations and the Articles of Incorporation of such subsidiary through supervision and audit of the performance of duties at the subsidiary by the said Directors and Audit & Supervisory Board Members sent from ITOCHU.

(2) ITOCHU is to provide guidance to its subsidiaries for the purpose of implementing a compliance system under the "ITOCHU Group Compliance Program" and to perform periodic monitoring and review of the implementation status of the relevant matters as well as providing education and training at subsidiaries whenever necessary for the purpose of securing compliance by the entire ITOCHU Group.

(3) All of the operations and activities of the subsidiaries are to be subject to internal audits by the Internal Audit Division

Corporate Governance

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

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

7. System for Reporting by Directors and Employees to Audit & Supervisory Board Members

1) Attendance at Important Meetings

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

2) Reporting System

(1) The Directors and corporate officers are to regularly report to the Audit & Supervisory Board Members about their performance. Furthermore, in addition to the matters required by laws and regulations, the Directors and corporate officers are to report all the decisions that could have a major impact on the finance or business of ITOCHU to the Audit & Supervisory Board Members immediately after such decisions are made.

(2) Employees are to have the right to report directly to the Audit & Supervisory Board Members any matters that could cause serious damage to ITOCHU.

(3) In the "ITOCHU Group Compliance Program," ITOCHU is to explicitly prohibit disadvantageous treatment of Directors and employees who have reported to the Audit & Supervisory Board Members and to ensure thorough familiarization with this prohibition.

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

1) Reporting System

(1) The Directors and Audit & Supervisory Board Members of subsidiaries may report directly to the Audit & Supervisory Board Members of ITOCHU any matters that could cause serious damage to the said subsidiary.

(2) A department that oversees compliance is to periodically report to the Audit & Supervisory Board Members of ITOCHU a summary of matters that could cause serious damage to a subsidiary that were reported by the officers and employees of the said subsidiary.

(3) In the "ITOCHU Group Compliance Program," ITOCHU is to explicitly prohibit disadvantageous treatment of persons who have reported to the Audit & Supervisory Board Members under the provisions listed above and to ensure full familiarization with this prohibition.

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

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

10. Other Relevant Systems to Ensure the Proper Functioning of Audits

1) Coordination with the Audit & Supervisory Board Members by the Internal Audit Division

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

2) Retaining External Experts

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

Corporate Governance

Overview of the Operational Status of Internal Control System

To ensure the proper operation of internal control systems, ITOCHU has adopted a system under which it further breaks down the items stipulated in the Basic Policy into more detailed confirmation items for each fiscal year, designates a department responsible for each confirmation item, and confirms the development and operation status of internal control systems by each responsible department (and related internal committees) at Internal Control Committee meetings held semiannually. The Internal Control Committee for FY 2026 is chaired by the CAO, with the Corporate Planning & Administration Division serving as secretariat, and consists of the CFO, the General Manager of the Internal Audit Division and an external expert (attorney) as members. Audit & Supervisory Board Members also attend each meeting and express their opinions.

At its meetings, the Internal Control Committee verifies the content of checklists submitted by responsible departments summarizing the achievement status and issues for each confirmation item described above. For important matters, such as systems to ensure the reliability of financial reporting, compliance systems, systems to manage the risk of loss, and the development and operation status of internal control systems within the corporate group, the Committee also verifies the content of individual reports from responsible departments, thereby confirming the development and operation status of internal control systems.

The results of deliberations by the Internal Control Committee are reported to the HMC and the Board of Directors twice a year, and the Board of Directors conducts a final full-year evaluation of the development and operation status of internal control systems.

With respect to the main internal committees related to internal control in FY 2025, the Internal Control Committee met twice, the Compliance Committee met twice, and the ALM (Asset Liability Management) Committee met 15 times.

ITOCHU's internal control systems are structured on the basis of the corporate group consisting of ITOCHU and its subsidiaries, and the operation status of such systems and the development and operation status of internal control systems at subsidiaries are reported regularly to the Internal Control Committee.

ITOCHU continuously reviews and improves its internal control systems in order to build systems that are even more appropriate and efficient. At a meeting of the Board of Directors held on May 1, 2026, ITOCHU evaluated the development and operation status in FY 2025 of each item stipulated in the Basic Policy and confirmed that there were no significant deficiencies or defects.

Initiatives to Further Enhance the Reliability of Financial Reporting

We have established an internal system in order to further enhance the reliability of our consolidated financial reporting. The designing and implementing of internal control are periodically assessed to keep making appropriate improvements. Specifically, a Chief Responsible for Internal Control has been appointed in each organization to design and implement internal control. The Internal Audit Division evaluates the effectiveness of internal control and provides feedback to each organization to ensure the continuous improvement. Overall management of these initiatives is conducted by the Internal Audit Division, and important matters are determined through deliberations in the Disclosure Committee chaired by the CFO. In this way, we are working to reinforce the companywide internal control system.

Strengthening Risk Management on a Group Basis, Including Subsidiaries

ITOCHU has established internal committees and responsible departments in order to address the various risks associated with the Group's business operations, such as market risk, credit risk, country risk, and investment risk. At the same time, on a Group basis ITOCHU has developed the risk management systems and methods to manage various risks individually and on a companywide basis.

Those include a range of management regulations, investment criteria, risk exposure limits, and transaction limits, as well as reporting and monitoring systems. Moreover, ITOCHU regularly reviews the effectiveness of its risk management systems. As part of such efforts, the ALM Committee protects the ITOCHU Group's assets through deliberations on Group balance sheet management as well as analysis and management of risk.

Process for Investments

1 Investment Decisions

Investment decision items
- Purpose of investment / growth strategies
- Risk analysis
- Appropriateness of the business plan (acquisition Price)
- Application of investment criteria
- Establishment of exit conditions
- Status of internal control

Thorough Verification of the Appropriateness of the Business Plan
- Screening of business plans at the time of new investment (including sensitivity analysis)
- Advance preparation of countermeasures for downward divergence from plan (including establishment of exit measures)

Investment Criteria
- Investment efficiency in accordance with Net Present Value (NPV*) based on investee's free cash flows
- Cash inflows into ITOCHU, such as dividends received and earnings from trade activities
- Scale of investee's earnings

*NPV calculations utilize hurdle rates set by country and industry sector

Exit Criteria
- Last three-year cumulative consolidated net profit is negative
- Cumulative Consolidated Investment Return is significantly below the original projection.
- Last three-year cumulative Value Added (Return minus Cost of Equity) is negative.

2 Monitoring
- Implementation of review one year after investment
- Implementation of periodic review once a year for all business investments
- Reevaluation of policies from qualitative (strategic significance, etc.) and quantitative (scale of earnings, investment efficiency, etc.) perspectives
- Formulation of improvement measures for operating companies with issues in the areas of deficits, dividends received, or operating cash flows
- Follow up throughout the year on policies and issue-improvement measures formulated in operating company periodic reviews

3 EXIT
- To strengthen financial position, promote replacement of low-efficiency assets that meet exit criteria, in consideration of the cost of capital and other factors, and of businesses that have lost strategic holding significance

Managing Concentrated Risks

We also manage overall country risk exposure to non-industrialized countries and manage individual country risk based on internal country rating standards. Country limits are deliberated by the Asset Liability Management (ALM) Committee and approved by the HMC.

Corporate Governance

Business Continuity Plan (BCP)

Policy and Basic Concept

ITOCHU Group has established a Business Continuity Plan (BCP) to ensure that, even in the event of unforeseen circumstances—including major natural disasters such as large-scale earthquakes, widespread infectious disease outbreaks, incidents arising from terrorism, which may be triggered by international armed conflicts or geopolitical disputes, major accidents, and cybersecurity incidents including cyberattacks—critical business operations are either not interrupted at all, or, if interrupted, are restored in the shortest possible time.

Structures and Systems

Within ITOCHU Group, under the leadership of the BCP Response Headquarters Chief (CAO), the BCP Response Headquarters Office plays the central role in updating the BCP and monitoring the status of BCP measures. In order to brace for rapidly changing unexpected situations, new policies and updates to the BCP are formulated as needed with CAO approval. These updates are then reported, based on their significance, to the Internal Control Committee and to the Board of Directors to further strengthen the BCP measures.

Furthermore, each business segment and administrative division designates a BCP representative who is responsible for formulating an individual BCP. Such individual plans compile the list of critical operations, the designated responsible persons, and the initial recovery personnel specific to that organization. In cases where a rapid response is essential due to large-scale disasters or similar incidents, the overall business continuity plan together with the individual BCPs serve as the basis for ensuring employee safety and for maintaining the stability of business operations.

■ BCP Response Headquarters organizational chart (for a large-scale disaster)

BCP Response Headquarters Chief (CAO)

Instruct / Report / Assist

BCP Response Headquarters Office

Functional Response Teams	Human Resources Response Team	Rear Support Team	Operations Response Team	Systems Response Team	Public Relations Response Team
Main Department	Human Resources & General Affairs Division, Secretariat	Human Resources & General Affairs Division	Each individual department	IT & Digital Strategy Division	Public Relations Division
Area of Responsibility	● Confirmation of the safety of executives and employees ● Securing initial recovery personnel	● Ensuring the safety of on-site personnel ● Securing and restoring company facilities ● Establishing backup offices ● Procurement of necessary supplies	● Recovery of critical operations within each organization ● Customer handling (including Group companies)	● Controlled "degraded mode" operation and subsequent recovery of information and communications systems	● External communications ● Internal communications

Response in the Event of a Major Disasters

In the event of a major disaster, the response is structured into four distinct phases, gwith specific commanders and corresponding action items established in the plan:

1. Initial Recovery Actions

Confirm the safety of all executives and employees. This is carried out using available communication devices such as satellite phones, disaster-priority lines, computers, and mobile phones (via email or dedicated applications).

Inspect the damage to office facilities and initiate restoration work on both the buildings and installed equipment. In the event that Tokyo headquarters is impacted, Osaka headquarters is to be established as a backup office, while additional alternate office locations are also secured.

Provide for employees who cannot return home. In line with the ordinance for stranded individuals, each location is equipped with sufficient stocks of water, food, and emergency disaster supplies to allow occupants to remain in the office for approximately three days.

2. BCP Activation, 3. Business Recovery, and 4. Full Recovery

When the BCP Response Headquarters Chief

decides to activate the BCP, the BCP Response Headquarters is immediately convened to implement business recovery measures.

The process initially emphasizes the restart of the highest-priority operations; subsequently, the scope of operations is expanded in stages until normal, routine operations are restored.

1. Initial Recovery
- The phase from when the disaster is detected until the activation of the BCP.
- Tasks include confirming the safety of executives and employees in the affected areas and verifying the safety of office facilities.

2. BCP Activation
- The phase following BCP activation during which operations are restarted and brought to a stable course by switching to backup sites, systems, or other substitute measures.
- Tasks include ensuring a reliable switchover to alternate measures, promoting restoration work, reallocating management resources (including initial recovery personnel), checking the progress of BCP implementation, and reviewing the basic BCP policies to resume the most critical operations.

3. Business Recovery
- Once the most critical operations and functions have been restored, the scope of operations is gradually expanded.
- Since this phase involves continuing the use of alternative facilities/methods while expanding business operations, careful consideration is given to prevent on-the-ground confusion.

4. Full Recovery
- The phase in which operations transition from alternate facilities and methods back to normal, routine operations.
- Particular caution is necessary during this phase, as errors in judgment or procedural missteps in declaring full recovery can trigger new operational disruptions.

Response in the Event of a Major Infectious Disease Outbreak

During the outbreak of large-scale infectious diseases—including, for example, the novel coronavirus—the company establishes a crisis management system tailored to the phase of infection spread. Under this system, ensuring the safety of employees and preventing further spread of infections are treated as top priorities. Simultaneously, ITOCHU Group works to contribute to societal stability through the maintenance of supply chains across its various business segments. In this manner, even during periods of widespread infection, a framework is constructed that enables the continuous execution of critical operations while mitigating risk.

Corporate Governance

Measures to Ensure the Effectiveness of the BCP

- Securing and Establishing Backup Offices for Emergency Business Operations
  In addition to Tokyo and Osaka headquarters, the company's employee dormitory at Hiyoshi is prepared and prioritized as a backup office to support the continuation of critical operations during emergencies.
- Establishment and Regular Inspection of the BCP Response Headquarters Setup
  The BCP Response Headquarters is organized so that it can be set up remotely in the event of an emergency. All systems required for remote setup are subject to regular inspection to ensure that they remain fully operational at all times.
- Regular BCP Drills
  BCP Response Headquarters members conduct regular training exercises. By simulating various scenarios each year, the company aims to enhance both crisis awareness and comprehensive crisis response capabilities.

Safety Measures for Employees on Travel or Stationed Overseas

Labor safety and health management (P165) at ITOCHU Group is undertaken with the Chief Administrative Officer (CAO) serving as the Chief Health Management Officer and is promoted under the supervision of the Human Resources and General Affairs Department, which is responsible for managing labor safety and health in each division company, headquarters, and overseas blocs.

ITOCHU Corporation operates worldwide with roughly 800 employees stationed overseas. We also send as many as ten thousand people a year on overseas business travel (data before the COVID-19 pandemic). Therefore, we are also working to offer health management to overseas staff to establish an environment where they can demonstrate their abilities with peace of mind even in unfamiliar situations, including situations where international armed conflicts or geopolitical disputes may affect local business operations or impact expatriates and travelers. Since close communication between overseas locations and Japan is vital to overseas security management, we have stationed overseas safety specialists at our headquarters. They regularly exchange information about politics, economics, public safety and other factors with personnel and general affairs representatives assigned to each of the six blocs worldwide. They then disseminate appropriate measures internally and to group companies. We have also established a system to cover regions where information is more difficult to obtain through contracts with international security consulting firms. In addition, we have been conducting overseas crisis response training in-house since FY 2020. We mainly provide this training to those who we plan to station in countries and regions with poor security and employees who we expect to frequently send on business trips to such countries and regions.

Initiatives in Business Activities

To prepare for natural disasters, human-caused disasters, geopolitical risks, etc., we have been consistently working on diversifying our procurement sources and expanding the scope of our sales activities, with the aim of stabilizing our business operations. We believe that these efforts also serve as measures to address long-term risks.

Risk Management

Policy and Basic Concept

ITOCHU Group is exposed to various risks due to its wide range of business natures, such as market, credit, and investment risks.

We acknowledge risk management as a key management issue. Therefore, we have established our basic risk management policy based on the concept of the COSO-ERM framework. We consider risks that could significantly impact our future financial condition and performance as important risks and regularly review them to identify key risks. The respective divisions responsible for each key risk (risk owners) manage them based on specialized expertise and report these risks to various risk committees and the Board of Directors. In this way, we have established a comprehensive, company-wide management system and methodologies for risk management.

Targets and Action Plan

Risks	Opportunities
Occurrence of business continuity risk or unexpected loss resulting from the malfunction of corporate governance or internal control.	Improvement of transparency in decision-making, appropriate response to changes and establishment of a stable basis of growth enabled by the establishment of a firm governance system.

Materiality	SDGs Targets	Impact Classification	Issues to address	Business area	Commitment	Specific approach	Performance indicators	Degree of Progress
Maintain Rigorous Governance Structures	16	Governance	Maintaining and reinforcing a governance system for achieving sustainable growth	Risk management	We will build a system for group risk management and maintain it to manage the risk of loss and ensure the appropriateness of ITOCHU Group's operations.	Conduct regular reviews of risk management systems that have been established, including internal committees and risk management departments, various rules and regulations, reporting and monitoring systems, as well as the effectiveness of such systems.	Maintain a firm governance system in the medium- and long-term by establishing a PDCA cycle, including development and implementation of the Consolidated Risk Management Action Plans by the departments responsible for risk management, and monitoring and reviews by internal committees.	Regarding principal risks of ITOCHU Group, we reviewed the progress of the Consolidated Risk Management Action Plans of the FY2025 submitted by each division responsible for risk management every half year. Including all issues dealt with during the period, we reported to the Internal Control Committee that ITOCHU's internal risk management system is functioning effectively, which was held in October 2025 (review of the first half of FY2025), and in April 2026 (review of the second half of FY2025, and the action plans for FY2026).

Risk Management

Structures and Systems

Enterprise Risk Management System

ITOCHU conducts enterprise risk management by implementing a company-wide risk management system that includes ongoing risk management by the divisions responsible for key risks (first line), corporate headquarters risk management by HMC and risk management-related committees under the supervision of the Board of Directors (second line), and evaluation and assurance of progress and the framework from an independent perspective by the Internal Audit Division (third line). This system is in line with the three-lines model recommended by the COSO-ERM framework. For ongoing risk management, each operating segment manages risks within the scope of its delegated authority to facilitate prompt decision-making, with the risk-responsible divisions continuously monitoring the situation.

In this way, ITOCHU Group has established internal committees and responsible divisions in order to address the various risks associated with the Group's business operations, such as market risk, credit risk, country risk, and investment risk. At the same time, on a Group basis ITOCHU has developed the risk management systems and methods to manage various risks individually and on a companywide basis. Those include a range of management regulations, investment criteria, risk exposure limits, and transaction limits, as well as reporting and monitoring systems.

In addition, every six months, the divisions responsible for key risks review the action plans for consolidated risk management and report the management status of each key risk to the Internal Control Committee, thereby periodically reviewing the effectiveness of the management framework. Furthermore, the results of these reviews are also reported to the Board of Directors.

At the corporate headquarters' level, we established and implemented a system for reporting and reviewing individual cases and internal frameworks related to various risk areas through the HMC—which is composed of the Chairman & CEO, the President & COO, and the executive officers appointed by the President & COO—and its subordinate bodies, including the Internal Control Committee, Disclosure Committee, ALM Committee, Compliance Committee, Sustainability Committee, and Investment and Financing Committee, among others. The HMC is chaired by the President. The chairpersons of each committee are officers holding positions such as CFO, CAO, or CXO, and they approve and endorse the matters under deliberation. For significant issues, a mechanism is in place where the outcomes are decided by the President & COO and the Board of Directors, ensuring the appropriate and agile execution of operations.

For instance, the Sustainability Committee, one of the principal internal committees introduced above, is tasked to promote sustainability in the ITOCHU Group's company-wide risk management. The Committee manages operational ESG risks such as human rights risks, health and safety risks, climate change risks, and natural disaster risks, as well as ESG risks related to investments. The Committee cooperates with other Committees as necessary and makes decisions on policies and initiatives to address ESG risks and the ways of promoting widespread understanding of those risk management system throughout our organization. Activities and findings are compiled by the Committee and reported to the Board of Directors annually.

Operational-Level Risk Management System

At the individual Division Company level, each Company's President reports to the Division Company Management Committee (DMC), an advisory body to the Companies. The DMC deliberates on important issues such as those regarding investments, lending, assurance, and business management that have the potential to substantially impact the management of each Division Company. If the risks identified or escalated exceed beyond the responsibilities mandated to the DMC, depending on the gravity of the risk and upon deliberation with other committees as necessary, risk issues may be escalated to the HMC and/or the Board of Directors.

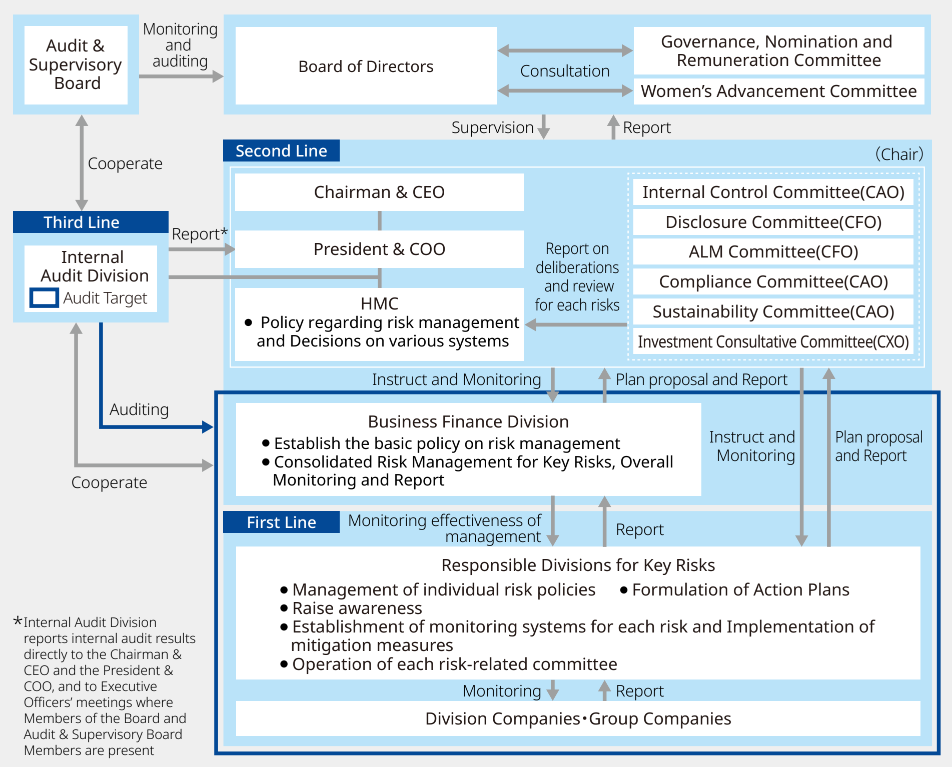
Functions of the Board of Auditors and Internal Audit Division

As a company with an Audit & Supervisory Board, we have established an Audit & Supervisory Board comprising two full-time auditors and three outside auditors. Under a highly independent Board of Directors structure that includes Outside Directors, the Board of Directors bears supervisory responsibility for overall risk management and governance. In particular, the Audit & Supervisory Board oversees and evaluates the effectiveness of the risk management system and key risks from a standpoint independent of the Board of Directors, thereby ensuring the enhancement of monitoring and supervisory functions and transparency in decision-making. Our auditors attend all Board of Directors meetings and, in an independent capacity, participate in each advisory and internal committee where they serve as members. In addition, the full-time auditors participate in other key meetings and listen to reports on the execution of duties from directors and other senior executives. By leveraging their specialized expertise and backgrounds to provide necessary feedback, they contribute to the maintenance and enhancement of governance reliability.

Our internal audit organization—Internal Audit Division, which is directly under the President & COO—carries out audits on risk management divisions as well as on each Division Company and Group company from an independent standpoint. This division reports both to the Chairman & CEO and the President & COO, and also directly to the Executive Officers' meeting attended by directors and auditors, thereby establishing a dual reporting line. Internal Audit Division works closely with the auditors by discussing the internal audit plan and by regularly exchanging views on audit results and any identified issues or recommendations.

Risk Management

■ **Risk Management Governance Structural Chart (As of June 19, 2026)**



Overview of ITOCHU Group's Main Internal Committees (P224)
Reason for Appointment as Outside Directors (P229)

Response to Significant Risks for ITOCHU and Reassessment of Emerging Risks

Regarding the risks that could significantly affect the future financial condition and performance of ITOCHU Group, Business Finance Division at our headquarters acts as the coordinator to conduct regular reviews of the 18 key risks outlined in our Basic Risk Management Policy. Specifically, every six months, the divisions responsible for key risks review the action plans for consolidated risk management. In addition, the opinions of external experts are sought as necessary. For emerging risks, we collect information on potential new risks from the external experts and the Semi-Annual Review. We then examine whether additional measures are warranted by comparing the impact on the Group with that of the existing key risks.

The results of the reviews for both key and emerging risks are reported by each risk-responsible division to the Internal Control Committee. Following deliberation by the committee—chaired by the CAO—the CAO then reports to the Board of Directors on the establishment and operational status of the Basic Policy on Internal Control Systems.

Through these measures, the Group endeavors to fully comprehend both the risks and opportunities arising from macro-environmental factors such as economic downturn risks, geopolitical risks, and environmental and social risks. As emerging risks that could have a long-term impact on our business model and competitiveness, we identify and address risks associated with information systems and information security (such as the increasing sophistication and complexity of cyberattacks using new technologies like AI) and risks associated with generative AI (involving compliance, information management issues, and the risk of leading to human rights violations).

To address these risks, we are implementing multi-layered measures, including the creation and operation of guidelines for cybersecurity and the use of generative AI, monitoring and training by specialized teams (e.g., ITOCHU Cyber & Intelligence Inc.), and internal education. The status of these responses is regularly monitored through the review of consolidated risk management, and policies are revised as necessary.

Refer to: ITOCHU's AIX (Japanese Only) (https://www.itochu.co.jp/ja/about/dx/index.html)

Risk Management

Response to Key Risks

The divisions responsible for each key risk are implementing risk mitigation measures, drawing on their specialized expertise, as described below. We have established systems to manage and monitor risks not only within individual and Group companies but also, depending on the circumstances, for business partners along the value chain and potential new investment candidates.

Risk Item	Responsible Divisions (Managing Officer)	Leading Risks	Risk Mitigation Measures
Compliance Risks	Legal Division (CAO)	Risks relating to compliance with various laws, ordinances and regulations	Compliance officers in each organization (including companies) manage risks and give guidance on them based on the ITOCHU Group Compliance Program.
Legal Risks (Excluding Compliance Risks)	Legal Division (CAO)	Risks from various regulatory restrictions and changes to laws, risks incurred from regulatory tightening and deregulation, risks incurred due to different administration and interpretation of legal systems, and risk of losses (compensation liability etc.) occurring due to disputes (lawsuits and complaints)	Mitigate the risk of losses expanding by checking contracts and other paperwork in advance in relation to conflicts (lawsuits and complaints). Raise awareness about risks from changes to laws and ordinances by holding various courses. Respond to those risks by accepting inquiries on a case-by-case basis.
Risks Associated with Trade Security Policy Management	Legal Division (CAO)	Risks relating to compliance with the Foreign Exchange and Foreign Trade Act (security-related) and risks relating to international security such as the legal regulations and sanctions of other countries	Export Control & Sanctions Department performs centralized management. Perform appropriate management and give guidance in cooperation with the Export Control Program Officers in each Division Company or department.
Risks Associated with Customs	Legal Division (CAO)	Risks relating to compliance with the three customs acts (Customs Act, Customs Tariff Act and Act on Temporary Measures Concerning Customs)	Conduct in-house monitoring, provide training, accept inquiries on a daily basis, ensure employees and officers are aware of laws and ordinances, and hold periodic report briefings on customs in line with import customs clearance management and customs management manuals, and export customs clearance management manuals.
Country Risks	Business Finance Division (CFO)	Risk of losses occurring due to the actions of nations themselves or the environment in which those nations have been placed	Business Finance Division periodically aggregates the country risk exposure and discloses it as the outstanding balance of investments, loans and guarantees by major country.
Commodity Price Risks (Specific, Important Product)	Business Finance Division (CFO)	Risk of losses occurring due to product market price fluctuations	Set monetary amount limits, quantity limits and period loss limits. Periodically review compliance with those limits.
Credit Risks	Business Finance Division (CFO)	Risk of losses occurring due to default on debts in contracts with associated companies	Set credit amounts for each associated company and transaction type. In principle, review the credit amounts annually.
Investment Risks	Business Finance Division (CFO)	Risks relating to new investment execution and existing business monitoring and exit decision-making	Make decisions on new investments based on investment standards. Periodically monitor existing investments. Promote asset replacement by applying the EXIT selection standards on investments not worth holding.
Stock Price Risks	Business Finance Division (CFO)	Risk of losses occurring due to stock price fluctuations	Periodically grasp and monitor the amount of impact on consolidated shareholder's equity due to stock price fluctuations.
Foreign Exchange Rate Risks	Finance Division (CFO)	Risk of losses occurring due to foreign exchange rate fluctuations	Mitigate risks through hedge transactions using futures exchange contracts and other derivatives.
Interest Rate Risks	Finance Division (CFO)	Risk of losses occurring due to interest rate fluctuations	Mitigate interest rate fluctuation risks by grasping the interest rate mismatch amount.
Financing Risks	Finance Division (CFO)	Risk that it will no longer be possible to raise financing smoothly due to turmoil in the financial markets	Ensure sufficient liquidity by using cash and deposits and commitment lines. At the same time, mitigate risks by diversifying financing sources and methods.
Information System and Security Risks	IT & Digital Strategy Division (CXO)	● Risks relating to non-operation of information systems caused by natural disasters and man-made disasters (terror etc.), computer equipment and network equipment failures, and program, operation and procedure mistakes ● Risks relating to information leaks, falsification and destruction due to unauthorized access to information systems from inside and outside the company	● Monitor the application and compliance of information security guidelines and cybersecurity frameworks. ● ITOCHU Cyber & Intelligence Inc. strengthens defense systems and raises awareness through training.
Labor Management Risks	Human Resources & General Affairs Division (CAO)	Risks which may occur in labor management (long working hours, unpaid overtime, etc.)	Based on occupational safety and health management, Division Companies and Headquarters human resources and general affairs staff summarize on-site inquiries and reports and then communicate them to the Human Resources and General Affair Division. Appropriately respond in consultation with legal advisors as necessary.
Human Resources Risks	Human Resources & General Affairs Division (CAO)	Risks arising from shortfalls and outflow and securing management and operational human resources	Secure diverse human resources. Continuously develop abilities including by cooperation between ITOCHU and Group companies. Place the right people in the right place by developing a rewarding working environment.
Risks Associated with the Appropriateness of Financial Reporting	General Accounting Control Division (CFO)	Risks relating to securing reliability in financial reporting by preparing and disclosing appropriate financial reports	Appoint a person in charge of collecting information on the new establishment, revision and abolition of accounting standards. Disseminate that information by issuing notifications, and posting on the Intranet and sending emails.
Risks Associated with Internal Control	General Accounting Control Division (CFO)	Risk of incidents and fraud occurring due to employees and officers not performing operations in line with the rules and manuals relating to accounting	Monitor internal control operations.
Environmental and Social Risks	Sustainability Management Division (CAO)	Risks relating to compliance of environmental and social related laws and ordinances and promotion of key issues in sustainability	Plan a system to grasp environmental and social risks in our company and value chains when starting and continuing trades and business investment operations, and to monitor the status of the response to those risks. Monitor in cooperation with other departments as appropriate.

Risk Management

Initiatives

Risk Management Method

We conduct the following management throughout the year to build a PDCA cycle. We periodically move through the risk management cycle. Through these efforts, we are mitigating and preventing increasingly complex and diversifying risks.

1. Plan: The divisions responsible for managing the 18 key risks formulate action plans to prevent and mitigate those risks every year (Semi-annual Reviews). They then comprehensively identify potential risks. After that, the Internal Control Committee discusses the risks which should be tackled and management policies. The CAO then approves those policies.
2. Do: Take measures based on the management policies by each department responsible for key risks.
3. Check: Compile the status of measures and the following term's action plans every six months. Report the status and action plans to the Internal Control Committee.
4. Action: Take improvement measures and additional measures.

Reviews of Consolidated Risk Management Action Plans

Every six months, the divisions responsible for the 18 key risks conduct Reviews of Consolidated Risk Management Action Plan. In this review, each risk-responsible department—for example, those in charge of compliance risk, country risk, and foreign exchange risk—reports on the status of risk management documentation, systems, and action plans, as well as the measures being taken at the individual and subsidiary levels. Business Finance Division compiles these reports as the coordinator and submits them to the Internal Control Committee for periodic review of the effectiveness of our management framework. Furthermore, the results of these reviews are also reported to the Board of Directors.

Training

Executive Risk Management Skills

Our directors and auditors are comprised of individuals who possess risk management experience in both financial and non-financial areas. However, in light of the vast array of internal and external environmental changes and challenges faced by a general trading company, we provide opportunities—for instance, during Board meetings attended by all directors and auditors—to update their knowledge on external information and stakeholder demands that contribute to strengthening company-wide risk management.

Moreover, in order to promote Outside Directors' and Outside Audit & Supervisory Board Members' understanding of risk management and other ITOCHU Group initiatives, Outside Directors and Outside Audit & Supervisory Board Members have regular meetings with the Chairman & CEO and the President & COO; Outside Directors have regular liaison meetings with full-time Audit & Supervisory Board Members; and internal auditing units meet regularly with Outside Directors to report on their activities. Outside Directors and Outside Audit & Supervisory Board Members also meet regularly on an individual basis with Division Company Presidents and Officers in charge of overseeing head office functions. We also hold information sessions for Outside Directors and Outside Audit & Supervisory Board Members to provide opportunities to deepen their understanding of environmental, social, compliance, and various other risks as well as the related risk management systems.

Outside Directors and Outside Audit & Supervisory Board Members also receive pre-briefings before meetings of the Board of Directors, with explanations of individual investment matters that includes not only the investment details but also risk analysis and response; in so doing, we work to ensure that they enter meetings of the Board of the Directors with a full understanding of the relevant risks.

Employees' Risk Management

Additionally, divisions responsible for risk management take the lead annually conducting activities such as informing all employees, including those in managerial positions, about risks that must be addressed and providing training on risk management. In recent years, we have implemented a broad range of training programs—covering everything from basic knowledge of business investments to learning from past failures—for employees at various levels. These sessions are conducted by Business Finance Division, by the divisions responsible for each risk, and by the companies themselves. In the case of companies, training tailored to specific industries or products is also provided for relevant stakeholders.

Examples of training programs mandatory for all employee	• Credit management training • Compliance training	• Information security training • Sustainability training

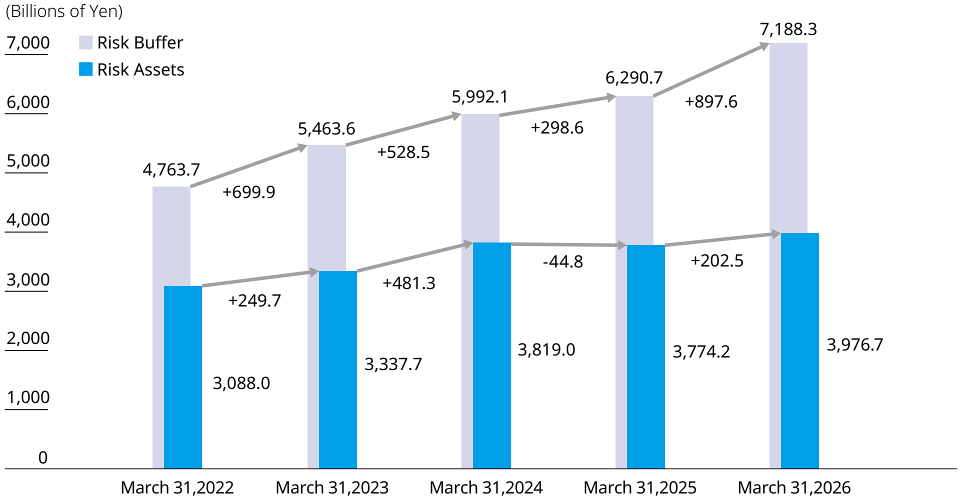
Risk Management

Risk Capital Management*1 and Management of Concentration Risk

Strict Management of Risk Assets

Our basic operational policy involves first calculating risk assets based on the maximum amount of possible future losses from all assets on the balance sheet including investments and all off-balance-sheet transactions. Second, we manage the amount of risk assets within the limits of our risk buffer (Total shareholders' equity + Non-controlling interests). As we promote investments that will lead to evolve existing business moving forward, we will work to maintain risk assets within the limits of our risk buffer, conduct strict risk management, and further strengthen our financial position.

■ Risk Assets and Risk Buffer*2



*1 The cost of shareholders' equity set at 8%
*2 Risk Buffer = Total shareholders' equity + Non-controlling interests

Business Investment Management

Fundamental Approach

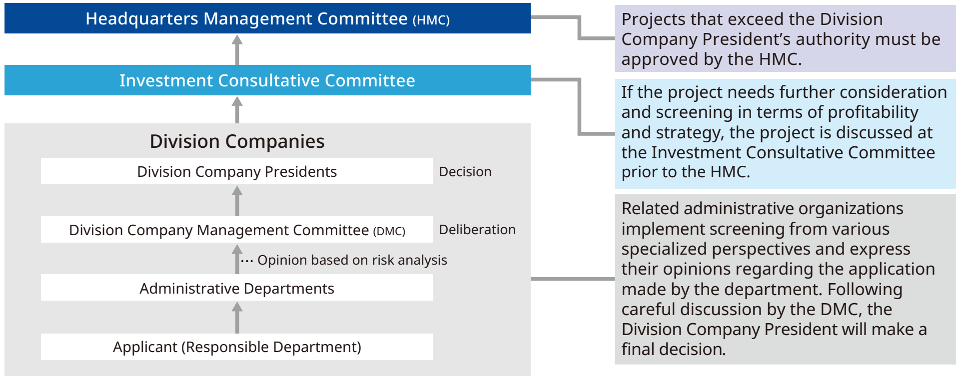
Along with strategic business alliances, business investment is an important means of creating new businesses. To actively promote strategic investments in areas of strength in a timely manner, we choose the optimal structure from a wide range of methods, such as establishing a wholly owned subsidiary, implementing joint investment with partners, and participating in management through M&As or converting to a consolidated subsidiary.

In principle, we hold investments continuously. After making each investment, we work to maximize the investee's corporate value and to expand trading profit and dividends received by fully utilizing the Groupwide capabilities. Given such considerations as larger-scale investments in recent years, we are rigorously screening the appropriateness of the business plan and acquisition price. For existing investments, to increase investment earnings and to exit quickly from low-efficiency assets, we are further strengthening monitoring procedures, centered on instituting more rigorous exit criteria and thoroughly implementing periodic investment review.

Decision-Making Process for New Investments

A multilayered decision-making process that achieves quick decision-making by giving a certain level of discretion to the Division Companies while striving to pursue investment return and curb investment risk.

Regarding investment risks, the risk appetite is determined by considering factors such as market growth and stability, the impact on our company's performance, and the feasibility of risk management.



Risk Management

Business Investment Process

Starting with the impact of COVID-19, the business environment changed dramatically.

Against this background, we steadily implemented strategic investment at the right time and divested businesses which are less efficient or past the peak.

At the same time, we strictly implemented various processes, including the verification of the validity of business plans at the time of investment decisions, and meticulously monitored those decisions after investing. This allowed us to maintain a high ratio of profit-making Group companies at 93.2% in FY2025.

Points for Making Investment Decisions

- Compliance with investment criteria
- Investment purpose and formulation of growth strategies
- Risk analysis
- Verification of internal control status
- Verification of business plan appropriateness
- Establishment of exit conditions
- ESG risk evaluation

Execution of Investment

Monitoring

- Implementing review one year after investment
- Implementing periodic review for all business investments annually
- Reevaluating policies from qualitative (strategic significance, etc.) and quantitative (scale of earnings, investment efficiency, etc.) perspectives
- Formulating improvement measures for subsidiaries and affiliates with issues in the areas of deficits or dividends received
- Following up throughout the year on policies and issue-improvement measures formulated in periodic review

Hold

Asset Replacement

- We promote replacing low-efficiency assets that meet exit criteria, as well as businesses that have lost strategic significance.

Investment Criteria

- Investment efficiency based on Net Present Value (NPV)* calculated from investee's free cash flows
- Cash inflows into ITOCHU, such as dividends received and earnings from trade activities
- Scale of investee's earnings

* When calculating NPV, approximately 70 hurdle rates are used according to business type (by country).

Thoroughly Verifying Appropriateness of Business Plan

- Scrutinizing business plans before making a new investment (including sensitivity analysis)
- Concrete countermeasures for downward divergence from original plan (including establishment of exit measures)

Setting Exit Conditions

- Setting clear and feasible exit measures before making investment

* Clear exit conditions: Setting quantitative exit conditions that, in principle, call for exiting from the investment if conditions are met
* Feasible exit measures: Obtaining advance agreement with partners on exit conditions, etc.

ESG Risk Evaluation

- Evaluate in advance the impact on the environment, society, and other areas as well as the corporate governance status of the investment target using an ESG checklist composed of categories
- Conduct on-site investigations at group companies aimed at preventing environmental pollution and similar issues, and Conduct an annual Sustainability Monitor Review

Exit Criteria

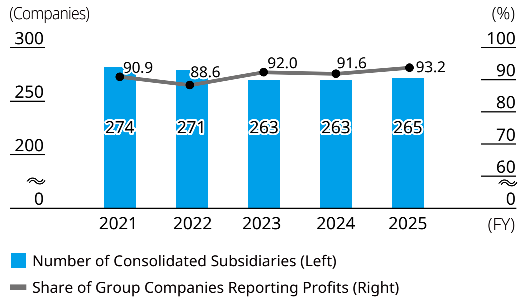
- Cumulative losses over three years
- Returns lower than expected at time of investment
- Cumulative losses in added value* over three years

* Consolidated contribution – (consolidated investment carrying amount x cost of capital)

Covenant Management

- Continuously focus on our Policy to maintain positive core free cash flow after deducting shareholder returns

■ **Number of Consolidated Subsidiaries and Share of Group Companies Reporting Profits**



Risk Management

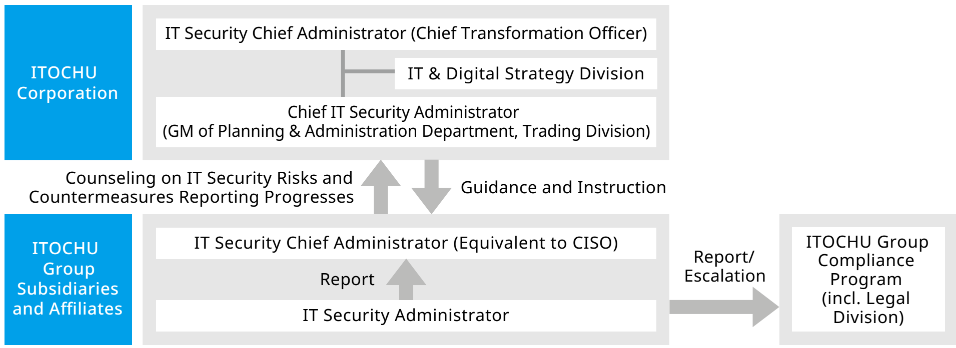
Security Risk Management

Policy and Basic Concept

Protecting our information assets from threats such as loss, alteration, leakage, and unauthorized use and ensuring their proper handling is indispensable for our sustainable growth of our business activities. All internal policies and rules regarding information handling, including the Code of Conduct, must be strictly adhered to by all executives and employees. This commitment has been publicly disclosed as our Information Security Policy (https://www.itochu.co.jp/en/security/index.html). Additionally, when commencing the outsourcing of information system development, maintenance or other related services, it will be verified whether the company/partner meets the requirements established by ITOCHU Corporation. All officers and employees are dedicated to handling, managing, protecting, and maintaining information strictly in accordance with our policies.

Structures and Organization

The Chief Transformation Officer (CXO) is appointed as the executive responsible for overseeing IT and digital transformation, information security and cybersecurity strategy. Under the leadership of the CXO, the IT Strategy Committee deliberates not only on comprehensive IT and digital strategies but also on strategic measures related to information security and cybersecurity. In addition, discussions on various policies and regulations, as well as the monitoring of these initiatives, are conducted. These topics and discussions are regularly reported to the Board of Directors, thereby ensuring that the robust information security is maintained.



Name	Chairman	Objectives
IT Strategy Committee	Chief Transformation Officer (CXO)	Deliberates IT and digital strategy, including information security and cybersecurity

Initiatives

ITOCHU Group leverages IT and digital technologies to drive our business operations. To maintain the robust information security that underpins these operational foundations, we are committed to continuously strengthening our information security through the refinement of policies, the expansion of our infrastructure, and the sustained, effective operation of robust security measures.

ITCCERT (ITOCHU Computer Emergency Readiness, Response & Recovery Team) tirelessly gathers threat intelligence through various resources, this enables us to prevent incidents before they occur and, if any cyber incidents arise, to execute incident response (root cause analysis, developing countermeasures, and restoring services) immediately. The ITOCHU Group Cybersecurity Framework has been rolled out globally since 2022 as our cybersecurity governance framework. Under this framework, each Group company defines its own policies, organizational structure, and processes to further bolster its cybersecurity posture. Furthermore, in February 2023 we founded ITOCHU Cyber & Intelligence Co., Ltd. (ICI). Through ICI, Cybersecurity Countermeasures Program has been delivered to all Group companies, ensuring the framework's sustained and practical operation. As examples of specific measures, we have implemented the following initiatives:

- To prevent threats such as breaches, we monitor and detect vulnerabilities in equipment owned by our group companies in real time.
- To assess the security measures of each Group company, Red team exercise are conducted in which security experts, acting as threat actors, simulate cyberattacks.
- Cybersecurity risk assessments and annual compliance verifications against the Information Security Minimum Standard, which consolidates the Group's essential baseline security rules, are conducted each year.

Furthermore, we have instituted a group-wide training program for the education and development of cybersecurity specialists. As a result, there were no confirmed compliance breaches, including data leakages in FY2025. Few companies in Japan have been as proactive in building robust structures and engaging so actively in these efforts. We will continue to advance initiatives that underpin our sustainable growth.

Additionally, the following training activities are conducted regularly to maintain and enhance our information security management posture.

- Phishing email training for all employees (biannual)
- Every three years, an e-learning-based training Information Security Course is provided for all Group-company employees.
- Comprehensive information-security and personal-data-protection briefings are provided at onboarding process. In case there are any policy renewals, updated training programs are delivered to all Group-company employees.
- ITCCERT-led information-security workshops and seminars for ITOCHU Group companies on ad-hoc basis
- An annual drill is conducted to ensure the effectiveness of our business continuity plan (BCP). Third-party cyber-attack simulation exercises are conducted at least once a year.

Lastly, for the appropriate usage and development of generative AI, which has proliferated rapidly in recent years, we have established and are enforcing guidelines that ensure proper information handling, respect for privacy, bias avoidance, and the identification of AI-generated content.

Business Continuity Plan

Please refer to Business Continuity Plan (P248) in Internal Control System for details.

Compliance

Policy and Basic Concept

- All officers and employees are to conduct themselves in accordance with the ITOCHU Group Corporate Mission and the ITOCHU Group Guideline of Conduct based on high ethical values.
- ITOCHU is to designate a representative director as the Chief Officer for Compliance (Member of the Board·CAO) responsible for supervising compliance and also establish the Compliance Committee and a department that oversees all compliance matters. In addition, the "ITOCHU Group Compliance Program" Is to be created to further enhance our compliance system.

Targets and Action Plan

Risks	Opportunities
Occurrence of business continuity risk or unexpected loss resulting from the malfunction of corporate governance or internal control.	Improvement of transparency in decision-making, appropriate response to changes and establishment of a stable basis of growth enabled by the establishment of a firm governance system.

Materiality	SDGs Targets	Impact Classification	Issues to address	Business area	Commitment	Specific approach	Performance indicators	Degree of Progress
Maintain Rigorous Governance Structures	16	Governance	Ensuring compliance	Compliance	We will make employees more aware that ensuring compliance at any time is our contribution to the company and society.	Recognizing attitude of employees identifying issues and ensuring action plans to address the issues through periodic compliance attitude survey and direct communications.	Continuous direct communication with employees through face-to-face training programs whose contents shall be updated along with monitoring the measures according to risks, expectations from society and issues on site which will change with the time.	• In the period of March - May 2025, Monitor and Review of the ITOCHU Group's compliance system for the FY2024 was conducted. This survey covered a total of 447 organizations, including all organizations at the headquarter, all domestic branches, overseas blocks, and ITOCHU Group companies, and their sub-subsidiaries. The purpose of the survey is to understand and promote each organization's compliance system. • In the period of July - September 2025, in order to strengthen the compliance framework and prevent compliance incidents within the ITOCHU Group, we conducted a compliance awareness survey targeting 61,317 officers and employees (including contract and temporary staff) at ITOCHU Corporation and 269 domestic and overseas group companies. A total of 60,839 individuals responded to the survey. • In the period of November 2025 - February 2026, the Legal Department conducted monitoring for the compliance-related incidents where the necessity to confirm the implementation status of their recurrence prevention measures, formulated in the FY2024, was high. This monitoring was in addition to the comprehensive monitoring already conducted on the organizations where compliance-related incidents occurred. It is confirmed that these recurrence prevention measures for these cases were generally implemented appropriately. • In the period of February - March 2026, e-learning regarding the "Antimonopoly Act", "Act against Delay in Payment of Subcontract Proceeds, Etc. to Subcontractors", and periodical on-site compliance training seminars was simultaneously conducted for all ITOCHU Corporation employees, temporary staffs, and secondees. Number of the participants: 4,336 • The status of our periodical on-site compliance training seminars conducted for domestic group companies including their subsidiaries and affiliates in FY2025 is as follows: 89 companies with 26,317 participants.

Compliance

Structures and Systems

ITOCHU Group's Compliance System

The ITOCHU Group has a system for compliance through the Compliance Department within the Legal Division. The Compliance Department suggests policies and measures to foster compliance throughout the entire Group and appoints compliance officers in each division within ITOCHU Corporation, overseas offices and major Group companies worldwide (including consolidated subsidiaries and some equity method associated companies; hereafter, the "companies subject to compliance management").

The Compliance Committee is chaired by the CAO, and consists of two external members and the leaders of the relevant administrative divisions and sales divisions as internal members. The Compliance Committee's meetings are held two times a year, in principle. It deliberates on matters related to compliance as a permanent executive committee. The most recent meeting was held on March 5, 2026.

The ITOCHU Group Compliance Program sets out policies to establish compliance systems to enable each division within ITOCHU Corporation, overseas offices and companies subject to compliance management to ensure compliance taking into consideration their business characteristics, operational formats and legal systems in the regions in which they are located. The status of the effectiveness and operation of the compliance system laid out in the Compliance Program is reviewed every year through the monitor and review process considering the recent trends in legislation and society. The results of this monitor and review process are reported to the Compliance Committee for deliberation, along with information about compliance incident trends and other compliance-related matters. The CAO, as the Chief Compliance Officer, reports matters reported to and deliberated by the Compliance Committee to the Board of Directors.

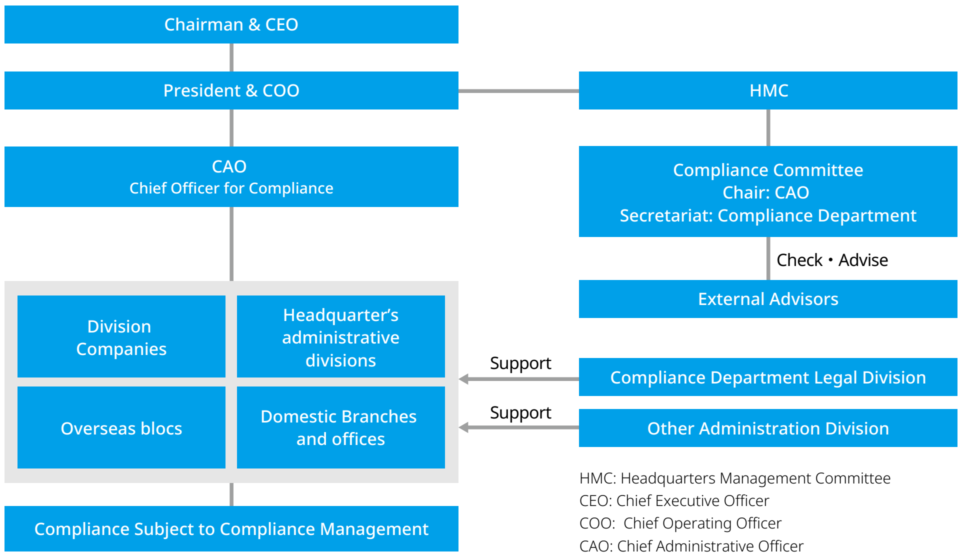
In addition, compliance-related incidents that are discovered within each division of ITOCHU Corporation, overseas offices and the companies subject to compliance management are reported to the CAO and the corporate auditors, and serious compliance-related incidents are reported to the Board of Directors, as appropriate. Directors of ITOCHU Corporation and its Group companies are obligated to report any compliance issues, such as significant violations of laws, regulations, or the Articles of Incorporation, to the Corporate Auditors of their respective companies.

Across the Group, as for key organizations such as overseas offices and companies subject to compliance management, we are implementing activities with a focus on constant improvement and enhancement of our compliance structure. For example, while we focus on in-person training, we have been proactively utilizing on-line training as well to provide training using compliance incidents that have actually occurred in our training materials.

Furthermore, based on our experience with former compliance incidents and the findings of the monitor and review process, we are formulating individual compliance reinforcement measures for each organization, and these measures are steadily being implemented.

In addition, to ensure compliance throughout the Group, ITOCHU Corporation confirms in writing that all employees have complied—and will continue to comply—with laws, regulations, and other rules, at individual performance evaluations each fiscal year.

The Audit Division of ITOCHU Corporation conducts compliance audits to verify whether the ITOCHU Group's compliance system is functioning properly as a part of its periodical audits of each ITOCHU organization (including the Group companies they are responsible for) and overseas blocs to check the status of the development and operation of the compliance system within the organizations and overseas blocs, as appropriate.



HMC: Headquarters Management Committee
CEO: Chief Executive Officer
COO: Chief Operating Officer
CAO: Chief Administrative Officer

Compliance

Internal Reporting System (Hotline)

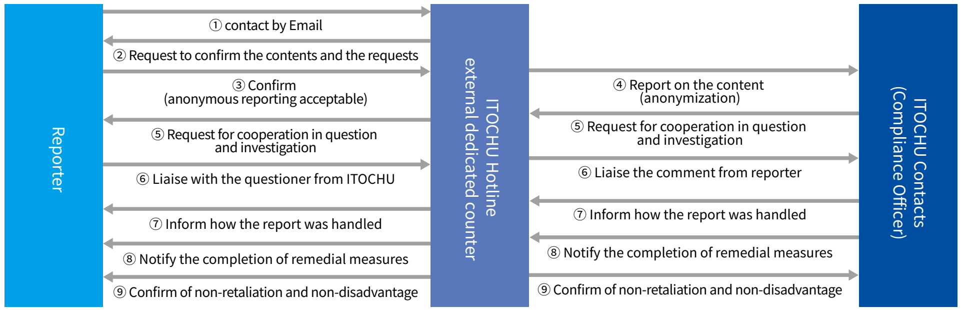
ITOCHU Corporation has formulated Internal Reporting Regulations (also known as a hotline) and instructed the installment of similar hotlines at companies subject to compliance management. In addition to protecting whistleblowers through the hotline, we have defined mechanisms to properly handle the reported cases. This initiative is reinforcing ITOCHU's compliance efforts by supporting the prompt discovery and rectification of any incidents of corruption, including bribery. The status of the operation of the whistleblowing system is reported to the Compliance Committee on a regular basis.

ITOCHU Corporation has established multiple whistleblowing hotlines both in Japan and overseas (including external whistleblowing contacts utilizing dedicated personnel and external lawyers) and accepts reports from the officers and employees of ITOCHU Corporation, workers dispatched to ITOCHU Corporation from companies with which ITOCHU Corporation has entered into worker dispatch contracts (dispatched employees), employees of the Group companies, etc. In addition, it prohibits retaliation and other disadvantageous treatment of whistleblowers and allows whistleblowers to provide information anonymously. We keep the facts and details of whistleblowing strictly confidential and inform the officers and employees of the existence of the hotline and how to use it through the intranet and compliance trainings.

The number of internal reports received by ITOCHU Corporation's whistleblowing hotlines during the past three years are shown in the table below.

	FY2023	FY2024	FY2025
Number of Reports	113	126	113

■ **Flow When Received a Whistleblowing by the Japanese External Report Reception Desk**



Initiatives

Implementation of Compliance Training

ITOCHU Corporation provides ongoing education and training on compliance to ensure that each and every officer and employee understands and complies with applicable laws, regulations, social norms, etc. based on a high ethical standard.

On-Site Compliance Training

We conduct On-Site Compliance Training for all officers and employees of ITOCHU Corporation every year. This training, which is intended to raise compliance awareness and prevent the occurrence of any compliance incidents, uses actual incidents of compliance violations as training materials while also focusing on the following points.

- Raising awareness of compliance with laws that need to be observed in the course of business.
- Raising a awareness of compliance on a wide-range of topics, including Anti-Corruption and Antimonopoly Acts.
- Raising awareness of prevention of human rights violations such as power harassment and sexual harassment.

In FY2025, ITOCHU Corporation provided e-learning, and 4,336 officers and employees participated in these trainings.

Group companies implemented their own compliance training programs for officers and employees as appropriate for their operational formats, and ITOCHU Corporation also conducted on-site Compliance training sessions for officers and employees of major Group companies in Japan. In FY2025, 26,317 employees from 89 companies participated in the trainings in the form of in-person training, or webinars or through videos, depending on the individual company's situation.

We have also converted our Compliance Handbook—which provides advice on compliance (in Q&A format) for each potential work setting where employees might face compliance issues and advises what actions to take to prevent such issues—into a digital format, making it available for all ITOCHU Group officers and employees to refer to, even when working from home.

Number of Participants in the On-Site Compliance Training

ITOCHU **4,336** Group Companies **21,981**

Total **26,317**

Compliance

Compliance Awareness Survey

The ITOCHU Group conducts a Compliance Awareness Survey every two years with Group officers and employees, which confirms the level of understanding of the ITOCHU Mission, and assists with the implementation of specific initiatives. In FY2025, the 9th year of the survey, we conducted a survey of 61,317 Group officers and employees and received responses from 60,839 of them (99.2% response rate). The conclusions drawn from the analysis of the findings are presented as feedback to each organization and reflected in efforts to improve the compliance system. We are planning to conduct our next Compliance Awareness Survey in FY2027.

Bolstering Measures to Fight Corruption: Policy and Basic Concept

The ITOCHU Group has established the ITOCHU Group Anti-Corruption Policy based on the Corporate Ethics Code of Conduct. It prohibits the provision of money and goods, entertainment, convenience and other profits to public officials and officers and employees of private entities, in Japan or overseas, for the purpose of gaining an illegal advantage.

- The U.S. Foreign Corrupt Practices Act (U.S. FCPA) and the U.K. Bribery Act 2010 are evidence of the global trend towards the tightening of legislation against bribery. In line with this trend, ITOCHU Corporation has strengthened its determination to fight these corrupt practices and strictly operates within the framework of the Regulation Concerning the Prohibition of Giving Illicit Profit and its four related guidelines (i.e., guidelines regarding public officers, foreign public officers, agents and consultants and investment). Accordingly, our internal rules prohibit all employees from giving any improper advantage to Japanese or foreign public officials and civil servants or people in equivalent positions.
- "The Regulation Concerning the Prohibition of Giving Illicit Profit" specifically forbids any payment (regardless of the amount of money) aimed at facilitating ordinary administrative services and any other improper advantages; and commercial bribery, which covers any improper advantage given to business partners in the private sector. Our internal rules also prohibit officers and employees from receiving improper advantages from business partners in the private sector, deeming such acts to be a mix of business with personal affairs (e.g., conflicts of interest).
- "The guidelines regarding public officers and foreign public officers" include guides for decisions and judgments on business entertainment and gift-giving to public officers and foreign public officers, under which we review cases on an individual basis.
- "The guideline regarding business partners" clarifies the process for comprehensive checks and stipulates the process of entering into new contracts and renewals of existing contracts with business partners who will provide services to ITOCHU Corporation (including agents and consultants). Concerning overseas business partners, we use the Corruption Perceptions Index (CPI) published by Transparency International as one of our risk identification criteria. In contracts where there is a possibility of a risk of bribery, including ones with business partners, we include an article prohibiting bribery, setting out the prohibition against improper payments (bribery or the provision of improper advantages) and clearly stating that such contracts may be terminated immediately if the anti-bribery and anti-corruption provisions are breached.
- "The investment guideline" includes specific provisions on the implementation of due diligence and procedures to obtain the confirmation letter from the viewpoint of preventing corruption, which are to be used for deliberations on investment projects.

ITOCHU Group Anti-Corruption Policy

1. ITOCHU Group Anti-Corruption* Policy

The ITOCHU Group ensures the implementation of the compliance principles, that is, legal compliance, and recognizes that it must continue to be an organization with acceptable standards in a modern society. We have no tolerance for any gain obtained through illegal means.

To address the risk of bribery and corruption, the ITOCHU Group has established rules that cover, among others, application and approval procedures and recording methods. These rules describe behaviors that are commonly found in scenarios where bribery or corruption take place, and instruct the strict observance of those rules. The rules were established based on "Regulations Concerning the Prohibition of Giving Illicit Benefit," as well as four related guidelines about public officers, foreign public officers, business partners, and investments generally.

[ITOCHU Group Anti-Corruption Policy]

- No money, entertainment, gifts, or anything of value shall be given to any public or quasi-public official inside or outside of Japan, to obtain illicit gains.
- No money, entertainment, gifts, or anything of value shall be given to any director, officer or employee of any private entity, to obtain illicit gains.

2. Requests for All Partners

In order for the ITOCHU Group to implement the above anti-corruption policies, the ITOCHU Group requires the cooperation of all of its business partners and investment partners. When engaging with business partners, co-investors and targets of investments (collectively "Partners"), the ITOCHU Group is required by its internal rules to conduct due diligence on, and to enter into contracts containing anti-bribery provisions with such Partners.

On behalf of the ITOCHU Group we thank you for your understanding and cooperation.

April 1, 2020
Masahiro Okafuji
ITOCHU Corporation
Chairman & Chief Executive Officer

*Corruption: Making use of a position of power or authority for personal profit, including acts such as embezzlement, fraud, and money laundering.

Compliance

- In the training provided to officers, employees and others, we strive to raise awareness and instill an understanding of the ITOCHU Group Anti-Corruption Policy, the Regulation Concerning the Prohibition of Giving Illicit Profit and four related guidelines. We make sure that the regulation and guidelines are reflected in our personnel's daily work to prevent corruption, including the provision of improper advantages. We also provide specialized training on bribery for organizations for which there is a possibility of involvement in businesses or regions where the risk of bribery is particularly high. We also manage our political contributions, charitable activities, and sponsorship activities by referring to internal rules to ensure that they do not constitute corruption, and by following our internally specified routes of application for the approval of donations and sponsorship to ensure that such activities are socially just and meet ethical standards.
- The annual monitor and review process—which is mentioned in the ITOCHU Group's Compliance System above—includes checks on business-related entertainment and gift-giving to both domestic and foreign public officials; as well as on the appointment and renewal of contracts with agents and consultants by organizations within ITOCHU Corporation, overseas offices, and companies subject to compliance management.

Cases of Violation

In FY2025 there were no cases in which ITOCHU Corporation was accused of acts of corruption, and no fine or administrative penalty charge was paid.

Measures to Fight Collusive Bidding and Cartels

In recent years, there have been many reports of suspected cartel activities in markets around the world. In response, to prevent involvement in any illicit transactions, ITOCHU Corporation has established the Basic Regulations in compliance with, among others, the Antimonopoly Act, and established subordinate regulations consisting of the Standard on Prevention of Cartels and Collusive Bidding, the Guidelines for Compliance with the Antimonopoly Act in Competition Between Multiple Organizations, and the Guidelines on Compliance with the Antimonopoly Act in Relation to Price Pass-Throughs. We have also established an Antimonopoly Act Compliance Manual, and the easy reference documents "the Antimonopoly Act Q&A" (the last revision was published in April 2026) We also take further measures to ensure that all employees are made aware of the Antimonopoly Act compliance requirements, through the monitor and review process and various training programs as well as the Antimonopoly Act Desk in the Legal Division which was set up to cater to queries from our employees.

Following the four cease and desist orders received from the Japan Fair Trade Commission in FY2017 and FY2018, ITOCHU Corporation passed resolutions regarding the matters related to the orders at the Board of Directors meetings and published notifications and thoroughly publicized the contents of the resolutions of the Board of Directors.

TAX

Policy and Basic Concept

ITOCHU Corporation and its subsidiaries ("the ITOCHU Group") have established the ITOCHU Group Tax Policy, which represents its basic attitude and code of conduct towards tax practice, and strive to maintain and improve tax compliance by complying with the Policy. We will commit to fully comply with and follow the significance and spirit of all applicable Tax Rules, not to engage in transactions that are intended to evade taxes such as the selection of unusual formalities that are inconsistent with economic substance, and to make appropriate tax payments.

ITOCHU Group Tax Policy

The ITOCHU Group has established a Basic Policy to comply with all applicable tax laws, rules, regulations, and tax treaties (collectively, "Tax Rules") of each country and region where the ITOCHU Group conducts business. The ITOCHU Group is committed to uphold the interests of all its stakeholders, including all of the local communities in countries and regions where the ITOCHU Group conducts business, as well as the ITOCHU Group's shareholders, creditors, business partners, and employees.

1. Basic Policy - Compliance with Tax Rules
   The ITOCHU Group is committed to manage its business operations fully complying with and following the significance and spirit of all applicable Tax Rules, not to engage in transactions that are intended to evade taxes, and to make appropriate tax payments based on income earned from its business activities.
2. Tax Cost Management
   In accordance with the Basic Policy, the ITOCHU Group strives to achieve effective tax cost management by eliminating double taxation and utilizing the favorable Tax Rules of each country or region.
3. Establishing and Maintaining Relationships of Mutual Trust and Fairness with Tax Authorities
   The ITOCHU Group strives to disclose information in an accurate, timely and appropriate manner to ensure overall transparency of the ITOCHU Group's tax matters and to establish and maintain a relationship of mutual trust and fairness with all tax authorities by making sincere response and engaging in constructive discussions, to ensure proper and fair taxation.

Established in December 2017
Revised in April 2023

Compliance

Structure and System

ITOCHU Corporation's CFO supervises the General Accounting and Control Division of ITOCHU, which is responsible for overall tax management including tax risk management, and oversees the appropriate tax payments. ITOCHU CFO also reports to the Board of Directors on the status of the execution of duties related to tax matters.

Executive Officer in charge: Hiroyuki Naka, Member of the Board, Senior Executive Officer CFO

In accordance with the ITOCHU Group Tax Policy, the ITOCHU Group sets forth the basic action items to be performed and standards for business operations in the ITOCHU Group Tax Rules, and to appropriately implement the Rules, ITOCHU CFO has been appointed as the person ultimately responsible for Rules throughout the entire group, and General Manager of General Accounting Control Division of ITOCHU has been appointed as the person responsible for the management and the operation of the Rules throughout the entire group. In order for the ITOCHU Group to make appropriate tax payments, each department of the ITOCHU Group, in accordance with the Rules, acquires necessary tax knowledge, considers appropriate tax treatment of transactions, and makes appropriate tax filings.

With respect to tax governance, the Audit & Supervisory Board Members oversee the compliance with the Group Tax Policy while assessing the design and operating effectiveness of the governance framework.

At meetings of the Audit & Supervisory Board, full-time Audit & Supervisory Board Members attending the Internal Control Committee report on the Committee's deliberations on compliance with the Group Tax Policy, as part of the evaluation of the design and operating effectiveness of the tax governance framework. The Board also receives reports on the results of audits conducted, in accordance with audit standards, on compliance with the Group Tax Policy within the tax governance framework.

Payments for income taxes

Please refer to the following link for our latest reported figures.
(https://www.itochu.co.jp/en/about/governance_compliance/compliance/index.html#income_taxes)

Measures for Intellectual Property

To prevent infringements on intellectual property rights held by third parties in businesses directly affecting such rights, as well as in the ordinary course of business, ITOCHU implements measures to call attention to the issue by holding seminars for officers and employees and by establishing internal rules, regulations and manuals, that conform to applicable laws and regulations. We also define and apply internal rules to protect employees' inventions and work, and rules for application, renewal, etc. of rights to properly manage and handle intellectual property rights that constitute property of the companies.

Basic Policy on Product Safety

ITOCHU Corporation has prepared a product safety manual for each internal company to assure safety. The manuals are based on its policy of observing obligations stipulated by laws related to the safety of the products it handles, and providing safe and secure products to its customers. We are going to continue with efforts to assure the provision of safe and secure products through in-house education, institution of ad-hoc units assigned to product safety, establishment of information relay routes, and response in the event of product accidents, while revising arrangements in these aspects as necessary.

Measures for Comprehensive Import and Export Control

To ensure appropriate and efficient trading, which is the main pillar of our activities as a general trading company, ITOCHU Corporation is continuously enhancing and improving its import and export controls.

i) In relation to the trade security control, we have developed a strict internal comprehensive trade-security control program ("Trade-Security Control Program") which is intended to comply with the Foreign Exchange and Foreign Trade Act, and to prevent the development of weapons of mass destruction and other weapons and the proliferation of conventional weapons. The Trade-Security Control Program comprehensively covers international political risks such as U.N. and U.S. sanctions, and also involves a stringent review of potential risks related to projects and transactions so that ITOCHU, as a responsible member of the global society, can protect itself from carelessly getting involved in transactions that could threaten international peace and security and any resulting to damage its reputation while complying with the Foreign Exchange and Foreign Trade Act. Additionally, ITOCHU has been given a general bulk license from the Ministry of Economy, Trade and Industry, for our developed and an excellent management export control system.

ii) To conduct appropriate customs procedures for import and export (including import (payment of customs duty) declaration), we conduct internal customs examination (monitoring), provide training for clearing and customs valuation control, and take other measures under the internal control/management provisions and regulations, to ensure full compliance with customs procedures. We have also been providing information in need for developing new businesses, by providing training on Economic Partnership Agreements (EPAs), which is presumed to be used more in the future. These measures have led to the director-general of Yokohama Customs certifying ITOCHU as an Authorized Economic Operator (AEO) (both Authorized Exporter and Authorized Importer), a title given to operators with outstanding compliance systems and security control.

Compliance

Basic Policy and Efforts against Antisocial Forces

ITOCHU Corporation makes it a basic policy to block any relationship or transaction with anti-social forces that threaten public order and safety. ITOCHU has established and strengthened the internal systems necessary to achieve this by providing education and awareness-raising activities to officers and employees on a regular basis and ensuring prior confirmation that counterparties of transactions do not fall under anti-social forces such as full investigation of new transactions.

Insider Trading Regulations

To prevent violations of insider trading regulations by its officers and employees, ITOCHU Corporation has established internal rules regarding the restriction of insider trading and conducts regular training, so as to ensure due compliance with these rules. In particular, we operate the Guidelines regarding the Reporting and Management of Insider Information, for handling important facts obtained from investment portfolio companies and transaction partners / suppliers (or other entities with which ITOCHU has a capital or contractual relationship).

Perspectives on Information Management

ITOCHU Corporation has formulated “Information Security Policy (https://www.itochu.co.jp/en/security/index.html)” to provide guidance for all officers and employees on how to handle information with high security level. In addition, the “Information Management Regulations” for all officers and employees have also been established to set high level of information security, thereby providing a code of conduct to ensure the appropriate management of the information that is necessary in our activities. Specifically, we have established rules and standards regarding personal information management, document management and IT security to protect personal information and other confidential information and prevent their leakage.

Approach to Personal Information Protection

Recognizing that the appropriate management and protection of personal information is one of our responsibilities to society, we have established the “Personal Information Protection Policy. (https://www.itochu.co.jp/en/privacy/index.html)” We have also established the “Personal Information Management Regulations” for all officers and employees to establish rules regarding the appointment of person responsible for the management of personal information and the appropriate acquisition, use, provision, management and disposal of personal information. When any violation of laws or regulations related to personal information protection or company rules is identified, we take strict measures, including disciplinary actions, in accordance with our employment rules.

Furthermore, the ITOCHU Group Compliance Program, determined by the CAO who is the Chief Officer for Compliance, includes guidelines for dealing with the Act on the Protection of Personal Information as supplementary rules for the compliance program, and it stipulates response policies in the event of a leakage or the disclosure of personal information.

Monitor & Review Surveys on Personal Information Management

The ITOCHU Group regularly conducts monitor and review surveys on personal information management of ITOCHU Corporation and companies subject to compliance management, under the supervision of the Corporate Planning & Administration Division, IT & Digital Strategy Division, and the Legal Division. In the twelfth survey, which was conducted in FY2023, the survey on personal information management systems of ITOCHU Corporation and 136 companies subject to compliance management was conducted from September to December 2023. Based on the results of the checks, we are determined to persist with the activities to encourage continued improvements at ITOCHU Corporation and its Group companies. At the same time, we have established a system and a support system for our operations using the advice and assistance of external lawyers.

Response to Compliance Incidents (Violations)

If any violation of laws, regulations or internal rules, including anti-corruption measures, is discovered or there is a risk of a violation occurring within any of the divisions within ITOCHU Corporation, its overseas offices or the companies subject to compliance management, the compliance officer in that organization will take the lead in addressing the matter, including internal investigations and identification of cause and measures to prevent recurrence, in accordance with the prescribed standards and procedures. Compliance-related incidents are reported to the CAO through the Compliance Department from the time they are discovered until the end of the incident is reported.

In addition, for serious compliance incidents that require consideration from a company-wide perspective, necessary investigations will be conducted at the direction of the CAO or at the request of the Compliance Department to clarify the facts and take appropriate action in accordance with the company regulations.

For officers and employees involved in violations of laws and regulations, including bribery, ITOCHU Corporation will verify whether or not internal disciplinary action is necessary in light of the internal regulations of each company (work rules, etc.) and, if necessary, after consulting and deliberating with related departments and experts inside and outside the company, we will take appropriate disciplinary action in accordance with the standards and procedures set out in the internal regulations.

ITOCHU Corporation considers the need to respond to, report to, and disclose to external parties, and takes appropriate action as necessary.

ITOCHU Corporation did not have any serious compliance violations (including cases related to the handling of customer personal information) requiring external disclosure in FY2025.