

Corporate Governance and Internal Control

ITOCHU will aim to achieve sustained gains in corporate value by both showing strong leadership and implementing transparent and fair decision-making.

Fundamental Approach to Corporate Governance

With its corporate mission of “Committed to the Global Good,” ITOCHU strives to respect each individual and to make meaningful contribution towards creating a bright future for all human beings and the environment. In addition, ITOCHU has formulated its corporate message—“I am One with Infinite Missions”—which expresses the purpose of the corporate mission in plain terms and describes the exceptional individual capabilities that are ITOCHU's core strength.

A strong leadership and a transparent decision-making system are pillars of good corporate governance. ITOCHU adopts an organizational structure with the presence of a Board of Corporate Auditors. In recent years, ITOCHU has gradually shifted to a governance model where executive officers decide and carry out the day-to-day business under the direction and supervision of the Board of Directors, as itself monitored and audited by the Board of Corporate Auditors. In order for the Board of Directors to further exercise effective control and management over the corporation, ITOCHU has established a Governance and Remuneration Committee and a Nomination Committee, each of which is chaired by an outside director. In appointing outside directors and corporate auditors, 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. The Board of Directors, which includes multiple, highly independent directors, supervises the business execution of “senior managements” and conducts deliberations regarding business execution that is highly important, from both quantitative and qualitative perspectives. The Company believes that, through this type of functioning by the Board of Directors, the supervision of business execution can be handled appropriately and important business execution matters can be considered from an outside perspective.

It is vital that ITOCHU timely and adequately discloses its financial and non-financial information to the stakeholders as part of good governance. In May 2015, ITOCHU adopted the “Basic IR Policy” to further promote a multi-party stakeholder dialogue. Through communication with its stakeholders, ITOCHU aims to enhance its corporate value on a long-term basis.

The Company is aware of the rapid progress of discussions regarding Japan's corporate governance as well as trends in overseas countries. 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.

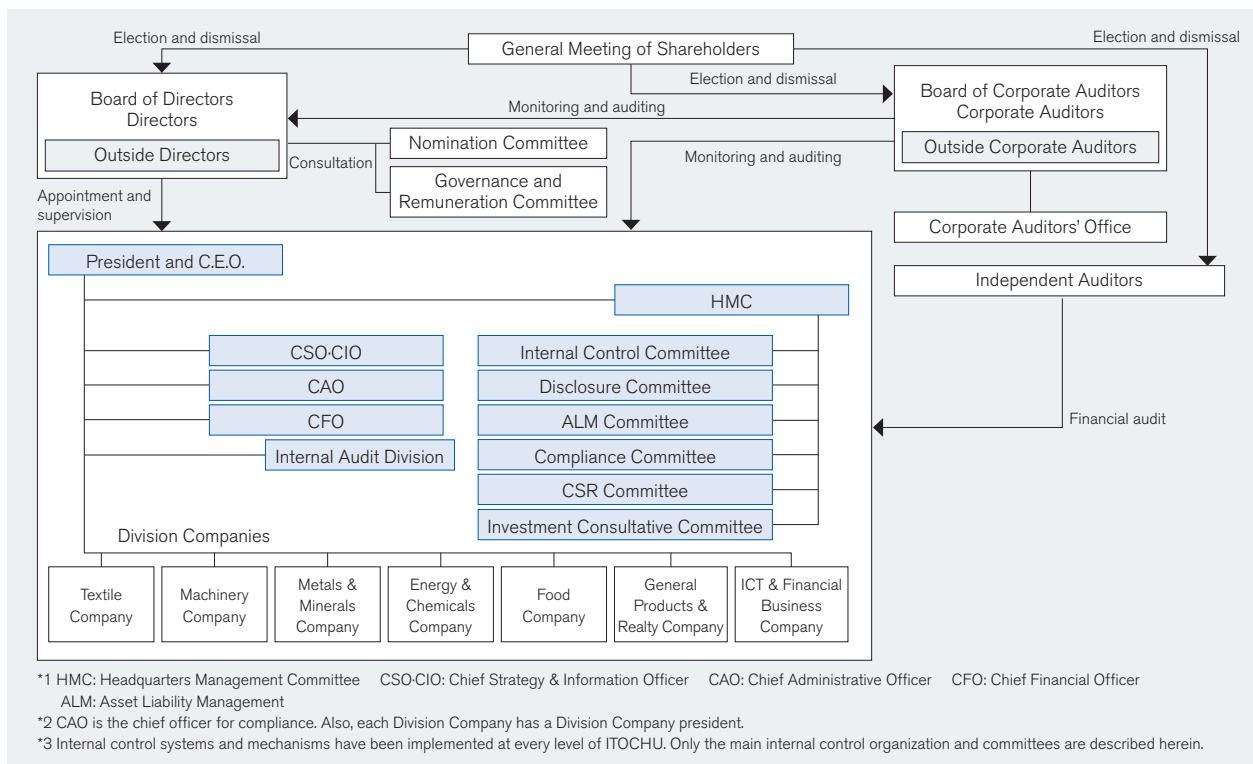
Steps Taken to Strengthen Corporate Governance

1999	Introduced Executive Officer System	To strengthen decision-making and supervisory functions of the Board of Directors
2011	Introduced an Outside Directors System	To increase the effectiveness of the supervision of management and improve the transparency of decision-making
2015	Established the Nomination Committee and the Governance and Remuneration Committee, etc.	To strengthen the Board of Directors' supervision function and increase transparency
2016	Increased the number of outside directors by one, moved to three-person system	To strengthen the Board of Directors' supervision function
	For the Nomination Committee and the Governance and Remuneration Committee, made the chairs outside directors and made outside directors half or more of the committee members	To strengthen the functioning of the Nomination Committee and the Governance and Remuneration Committee
	Implemented Board of Directors' effectiveness evaluation	To consider a future system based on Board of Directors' recognition of issues

Corporate Governance System

Type of system	Company with the Board of Directors and corporate auditors (the Board of Corporate Auditors)
Number of directors	14
Of which, number of outside directors	3
Number of corporate auditors	5
Of which, number of outside corporate auditors	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	Nomination Committee, Governance and Remuneration Committee
Corporate Officer Compensation System (⇒ Page144)	(1) Monthly compensation: Monthly compensation determined by the contribution to ITOCHU of each director according to a base amount set by position (2) Performance-linked bonuses: (3) Performance-linked and share-based remuneration plan Total payment amount determined on the basis of consolidated net profit attributable to ITOCHU Note: Outside directors paid monthly compensation only
Independent external auditor	Deloitte Touche Tohmatsu LLC

Overview of ITOCHU's Corporate Governance and Internal Control System



Advisory Committees to the Board of Directors

Name	Functions
Nomination Committee	Deliberates on proposed appointments of executive officers, directors, and corporate auditors
Governance and Remuneration Committee	Deliberates on proposals related to the compensation system for executive officers and directors and to other governance-related matters

Principal Internal Committees

Name	Objectives	Name	Objectives
Internal Control Committee	Deliberates on issues related to the development of internal control systems	Compliance Committee	Deliberates on issues related to compliance
Disclosure Committee	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	CSR Committee	Deliberates on issues related to corporate social responsibility, environmental problems, and social contribution initiatives
ALM Committee	Deliberates on issues related to risk management systems and balance sheet management	Investment Consultative Committee	Deliberates on issues related to investment and financing

Composition of the Nomination Committee and the Governance and Remuneration Committee

Name	Title	Nomination Committee	Governance and Remuneration Committee
Masahiro Okafuji	President & Chief Executive Officer	○	○
Hitoshi Okamoto	Director		○
Fumihiko Kobayashi	Director	○	
Ichiro Fujisaki	Outside Director		○ (Chair)
Chikara Kawakita	Outside Director	○ (Chair)	
Atsuko Muraki	Outside Director		○
Yoshio Akamatsu	Corporate Auditor	○	
Kiyoshi Yamaguchi	Corporate Auditor		○
Shingo Majima	Outside Corporate Auditor		○
Harufumi Mochizuki	Outside Corporate Auditor	○	
Kentaro Uryu	Outside Corporate Auditor	○	

(6 members)

(6 members)

Policies on Holding Listed Shares for Purposes Other than Pure Investment and Standards for the Exercise of Voting Rights

ITOCHU implements a strict policy in regard to the selection of listed shares held for purposes other than pure investment (such as “cross-shareholding”). We apply rigorous investment standards based on the cost of capital, and also conduct reviews annually at the management committee and at meetings of the Board of Directors from the perspectives of both investment efficiency and strategic holding significance. In regard to listed shares held for purposes other than pure investment for which, as a result of a review, the Company has determined that the economic rationale is lacking or that the likelihood of realizing the investment purpose is low, in principle, the Company's policy is to sell the shares. Moreover, in accordance with a policy approved by the Board of Directors, in consideration of our investment objectives and holding policies we will ensure that we exercise the voting rights on such listed shares and will not delegate the exercise of our voting rights to others.

Formulation of “Independence Criteria for Outside Directors and Outside Corporate Auditors”

In consideration of the TSE's Corporate Governance Code, following deliberations by the Nomination Committee, the Board of Directors has decided on the Company's original “Independence Criteria for Outside Directors and Outside Corporate Auditors,” which are stricter than the TSE's conditions for “independent directors / independent corporate auditors.”

In regard to ITOCHU's “Independence Criteria for Outside Directors and Outside Corporate Auditors,” please refer to the Company's website.
http://www.itochu.co.jp/en/about/governance_compliance/governance/pdf/independence_criteria.pdf

The Company's current three outside directors and three outside corporate auditors all meet the conditions for “independent directors / independent corporate auditors” as determined by the TSE and the Company's original “Independence Criteria for Outside Directors and Outside Corporate Auditors,” and all are filed with the TSE as independent directors or independent corporate auditors.

Internal Control System

On April 19, 2006, ITOCHU's Board of Directors established the Basic Policy regarding the Internal Control System, which was most recently partially revised as of May 6, 2016. ITOCHU intends to revise and improve the internal control system tirelessly in order to build a system that is even more appropriate and efficient.

For an overview of ITOCHU's Basic Policy regarding the Internal Control System and its Operational Systems, please refer to the Company's website.
http://www.itochu.co.jp/en/about/governance_compliance/control/policy/

Compliance

We have established systems and environments that enable each individual employee to study and strictly observe the rules that are related to corporate activities, such as laws and international rules, and to conduct their activities from a highly ethical viewpoint, including the prevention of corruption.

ITOCHU has established a system under which the Compliance Department plans and formulates overall policies and measures, and people in charge of compliance have been assigned to each ITOCHU organizational unit, to overseas trading subsidiaries, and to principal Group companies in Japan and overseas. When cases related to compliance are discovered, reports are made to the director in charge of compliance (CAO), and when ultimately critical cases are discovered, they are reported to the Board of Directors. Furthermore, in regard to the status of the maintenance and operation of this system, we implement Monitor & Review surveys once a year, and with consideration for those results, we are formulating and implementing individual compliance reinforcement measures tailored to each organization. Furthermore, we are implementing employee training with the objective of raising compliance awareness and preventing the occurrence of any cases. In FYE 2016, on-site compliance training was provided for a total of 9,000 people, including all ITOCHU officers and employees as well as employees at 87 Group companies and 6 overseas blocs. This training uses actual incidences of compliance violations as teaching materials. When a compliance violation case has been confirmed, we take steps to determine the cause and implement recurrence prevention measures, such as training of the people involved and related parties. In addition, any officers and employees that participated are treated in a strict and fair manner.

Messages from Outside Directors

Strengthening Corporate Governance through the Governance and Remuneration Committee

I have been given the opportunity to serve as the chair of the Governance and Remuneration Committee. Governance is the foundation of all corporate activities, and society's interest in governance is increasing. Through the Board of Directors and the Board of Corporate Auditors, outside directors and outside corporate auditors participate in corporate management. The principal objective is to check the functioning of governance from a third-party perspective. In other words, outside directors and outside corporate auditors are expected to look at decisions, even those decisions that might be seen as a matter of course internally due to business practices of long-standing, and to determine if they will be accepted by society and if there are any issues with regard to accountability. It is important to take preventive actions before problems arise.

The Governance and Remuneration Committee conducts detailed discussions with a smaller number of members than the Board of Directors. This year, the committee reviewed the report on the evaluation of the effectiveness of the Board of Directors, which was consigned to outside experts. After active discussion, the committee identified issues for future consideration.

The committee also discussed the introduction of the share-based remuneration plan prior to the meeting of the Board of Directors.

In FYE 2016, ITOCHU became the No. 1 general trading company in terms of profits. In the period after a success like this, it is especially important that we do not relax our guard. In consideration of the important mission of the Governance and Remuneration Committee, all of the members have newly resolved to do their utmost to fulfill their duties.



Ichiro Fujisaki

- Apr. 1969 Joined Ministry of Foreign Affairs
Worked in the Embassy of Japan in Indonesia, Permanent Delegation of Japan to the OECD, Budget Bureau, Ministry of Finance
- Aug. 1987 Counselor, Embassy of Japan in the UK
- Feb. 1991 Director, Overseas Establishments Division, Minister's Secretariat, Ministry of Foreign Affairs
- Mar. 1992 Director, Financial Affairs Division, Minister's Secretariat, Ministry of Foreign Affairs
- Feb. 1994 Deputy Director-General, Asian Affairs Bureau, Ministry of Foreign Affairs
- Jul. 1995 Minister, Embassy of Japan in the United States of America (Political Affairs)
- Aug. 1999 Director-General, North American Affairs Bureau, Ministry of Foreign Affairs
- Sep. 2002 Deputy Minister for Foreign Affairs (Economic Affairs), Ministry of Foreign Affairs
- Jan. 2005 Ambassador Extraordinary and Plenipotentiary, Permanent representative of Japan to the International Organizations in Geneva
- Apr. 2008 Ambassador Extraordinary and Plenipotentiary to the United States of America
- Nov. 2012 Retired from Ministry of Foreign Affairs
- Jan. 2013 Distinguished Professor, Chairman of International Strategies, Sophia University (current position)
- Jun. 2013 Outside Director, ITOCHU Corporation
- Jun. 2014 Outside Director, NIPPON STEEL & SUMITOMO METAL CORPORATION (current position)



Chikara Kawakita

- Apr. 1977 Joined Ministry of Finance
- Jul. 2001 Director, Income Tax and Property Tax Policy Division, Tax Bureau, Ministry of Finance
- Jul. 2002 Director, Policy Planning and Research Division, Minister's Secretariat, Ministry of Finance
- Jul. 2004 Director, Management and Co-ordination Division, Minister's Secretariat, Ministry of Finance
- Jul. 2005 Regional Commissioner, Osaka Regional Taxation Bureau, National Tax Agency
- Jul. 2007 Deputy Director-General, Tax Bureau, Ministry of Finance
- Jul. 2008 Deputy Vice Minister for Policy Planning and Co-ordination, Minister's Secretariat, Ministry of Finance
- Jul. 2009 Director-General, Financial Bureau, Ministry of Finance
- Jul. 2010 Commissioner, National Tax Agency
- Aug. 2012 Retired from Ministry of Finance
- Oct. 2012 Professor, Graduate School of Law, Hitotsubashi University
- Jun. 2013 Outside Director, ITOCHU Corporation
- Oct. 2014 Vice President, General Insurance Rating Organization of Japan (current position)

Establishing the Nomination Committee Supervision Process

For companies, the nomination of candidates for senior management is the most fundamental issue that needs to be decided. The Company's Nomination Committee is a voluntary committee for the provision of advice to the Board of Directors. The committee does not have the authority to make final decisions regarding nominations, but it does have the important role of supervision regarding the nomination of senior management and succession planning for the position of president.

To strengthen the supervision function of this committee, in FYE 2017 the Company transitioned to a system under which the proportion of committee members who are outside members has been increased and the committee is chaired by an outside director. The names of committee members are announced, and the outside committee members are independent directors and independent corporate auditors. As a committee chair, under this type of system, which is based on neutrality, transparency, and independence, I recognize that we must conduct deliberations that serve the interests of shareholders while closely exchanging opinions with the president and other senior managements.

The committee will need to accumulate experience moving forward. I believe that this year, in the operation of the committee, it will first of all be important to establish a normative supervision process aligned with the aim of the establishment of this committee.

For the Company to further increase corporate value and fulfill greater responsibilities in a "New Era for the *Sogo Shosha*," the Nomination Committee will conduct appropriate supervision to support appropriate decisions by the Board of Directors.

Evaluating the Effectiveness of ITOCHU's Board

of Directors

With the objectives of confirming the effectiveness of the Board of Directors, identifying issues for consideration by the Board of Directors, and contributing to the improvement of the Company's future corporate governance system, in March 2016 ITOCHU implemented an evaluation of the effectiveness of the Board of Directors for the first time. For the evaluation, an independent, external specialist institution was used to ensure objectivity in the evaluation process. Taking into account the results of the analysis by the external specialist organization, the effectiveness of the Board of Directors and issues for future consideration were discussed.

[Evaluation Items]

- Structure of the Board of Directors
- Structure, etc., of advisory committees to the Board of Directors (Nomination Committee, Governance and Remuneration Committee)
- Roles and duties of the Board of Directors
- Operation status of the Board of Directors
- Information provision and training for Directors and Corporate Auditors

[Evaluation Method]

Based on answers to questionnaires provided to all Directors (13 people) and all Corporate Auditors (5 people) who were serving in those positions as of the end of March 2016, individual interviews with all of the respondents were conducted by an external specialist institution. With consideration for the results of the analysis by the external specialist institution, deliberations were held by the Governance and Remuneration Committee, followed by analysis and evaluation by the Board of Directors.

[Results of the Effectiveness Evaluation]

Based on the results of the evaluation, in terms of the structure of the Board of Directors and its advisory committees as well as the roles and duties, operation status, information provision and training and other items thereof, the Board of Directors of ITOCHU confirmed that it was functioning appropriately as a whole, and the effectiveness of the Board of Directors was secured. Specifically, the evaluation by the external specialist institution concluded that such factors as the prior deliberations at various layers of meetings, clear and concise materials, thorough discussions in crucial situations, and ITOCHU's corporate culture that values substance over form worked effectively to secure the effectiveness of the Board of Directors.

[Issues]

The Board of Directors of ITOCHU confirmed that it needs to continue discussing, following an additional review of the structure of the Board of Directors and matters to be submitted to the Board of Directors, whether the Board of Directors should shift to a governance model where it focuses more on "monitoring (supervision)" of business execution in the future. At a meeting of the Governance and Remuneration Committee held in advance of a meeting of the Board of Directors, active discussions were held regarding the positive and negative aspects of shifting to the governance model where the Board of Directors would focus on "monitoring (supervision)" while maintaining the type of system as a company with corporate auditors.

Corporate Officer Compensation

Actual corporate officer compensation for FYE 2016 was as follows.

Actual Corporate Officer Compensation for FYE 2016

Type	Number of people	Amount paid (Millions of Yen)	Details	Maximum compensation paid
Directors (Outside directors)	13 (2)	1,198 (24)	(1) Monthly compensation ¥751 million (2) Bonuses ¥447 million Please refer to Page 59	(1) ¥1.2 billion per year as total monthly compensation (including ¥50 million per year as a portion to the outside directors) (2) ¥1.0 billion per year as total bonuses paid to all directors (excluding outside directors) (Both (1) and (2) were resolved at the General Meeting of Shareholders on June 24, 2011)
Corporate auditors (Outside corporate auditors)	7 (4)	117 (36)	(1) Only monthly compensation	(1) ¥13 million per month (Resolved at the General Meeting of Shareholders on June 29, 2005)
Total (Outside directors and corporate auditors)	20 (6)	1,315 (60)		

* The retirement benefits system for directors and corporate auditors was abolished on the date of the 81st Ordinary General Meeting of Shareholders held on June 29, 2005, and it was resolved that directors and corporate auditors retaining their positions after the conclusion of the said General Meeting of Shareholders shall be presented with retirement benefits on the date of their retirement for the period up to the time the retirement benefits system was abolished.

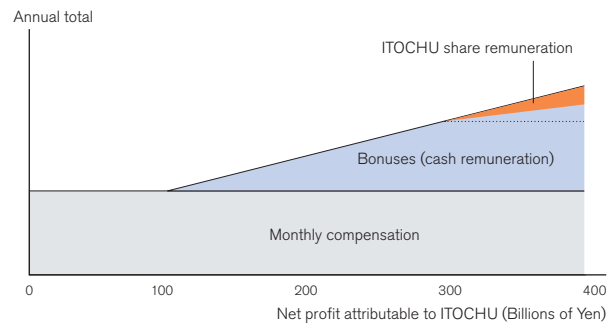
FYE 2016 Corporate Officer Compensation System

The compensation paid to all directors of ITOCHU (excluding outside directors) consists of (i) monthly compensation, (ii) performance-linked bonuses, and (iii) performance-linked and share-based remuneration (trust type), which was newly introduced from FYE 2017. The total amount of (i) monthly

compensation is determined by the contribution to ITOCHU of each director according to a base amount set by position, whereas the total amount of (ii) performance-linked bonuses and (iii) performance-linked and share-based remuneration is determined based on consolidated net profit attributable to

ITOCHU. The performance-linked and share-based remuneration was introduced from FYE 2017 with the aim of heightening awareness toward making contributions to improving our performance over the medium and long term and to increasing corporate value. As a result of the introduction of this share-based remuneration plan, with respect only to the consolidated net profit attributable to ITOCHU exceeding ¥300 billion, 50% of the amount of bonus that would be calculated under the formula for the current performance-linked bonus will be paid by means of share-based remuneration in lieu of bonus in cash. Only monthly compensation is paid to the outside directors and bonuses and performance-linked and share-based remuneration are not paid thereto.

After Revision of Remuneration Plan



	Type of remuneration	Content	Remuneration limit	Resolution of General Meeting of Shareholders
Directors	(1) Monthly compensation	Monthly compensation determined by the contribution to ITOCHU of each director according to a base amount set by position	¥1.2 billion per year as total monthly compensation (including ¥50 million per year as a portion to the outside directors)	June 24, 2011
	(2) Bonuses	Determination of total payment amount on the basis of net profit attributable to ITOCHU Refer to the formula below.	¥1.0 billion per year as total bonuses paid to all directors (excluding outside directors)	
	(3) Share-based remuneration (trust type) FYE 2017 introduction		The following is the limit for a two-year period for directors and executive officers <ul style="list-style-type: none"> Upper limit for contribution to trust from ITOCHU: ¥1.5 billion Total points awarded to persons eligible for the plan: 1.3 million points (conversion at 1 point = 1 share) 	June 24, 2016
Corporate Auditors	Only monthly compensation		¥13 million per month	June 29, 2005

Formulas for Performance-linked Bonuses and Share-based Remuneration

In accordance with confirmed results for FYE 2017, directors' bonuses and share-based remuneration for FYE 2017 will be determined according to the calculation method below and paid after the completion of the 93rd Ordinary General Meeting of Shareholders (in regard to share-based remuneration, points will be awarded).

Total Amount Paid to all Directors

Total amount paid to all directors = (A+B) x Sum of position points for all the eligible directors ÷ 55

A = (Of net profit attributable to ITOCHU for FYE 2017, the portion up to ¥300.0 billion - ¥100.0 billion) x 0.35%

B = (Of net profit attributable to ITOCHU for FYE 2017, the portion exceeding ¥300.0 billion) x 0.35%

The total amount paid to all directors shall be the total of (A) 0.35% of the amount after deducting ¥100.0 billion from the portion up to ¥300.0 billion of net profit attributable to ITOCHU for FYE 2017, such amount as provided in the 93rd Annual Securities Report (*yuka shoken hokokusho*); if consolidated net profit attributable to ITOCHU is less than ¥100.0 billion, it shall be treated as zero for the above calculation purposes, and (B) 0.35% of the portion exceeding ¥300.0 billion of consolidated net profit attributable to the Company for FYE 2017, such amount as provided in the 93rd Annual Securities Report (*yuka shoken hokokusho*), which shall be adjusted with due regard to the increase / decrease in the number of eligible directors and the change in position and other factors. (There are limits due to the remuneration limit.)

Amount Paid to an Individual Director

Amount paid to an individual director = Total amount paid to all directors x Assigned position points / Sum of position points for all the eligible directors

Chairman President & Chief Executive Officer	Executive Vice President	Senior Managing Executive Officer	Managing Executive Officer
10	5	4	3

Of the amount paid to an individual director, the portion corresponding to A in the total amount paid to all directors is paid entirely in cash. In regard to the portion corresponding to B, 50% is paid as share-based remuneration and the balance is paid in cash. In regard to share-based remuneration during the term of office, annual points are awarded (1 point = 1 share), and at the time of retirement share-based remuneration is paid from the trust in correspondence with accumulated points. Plans call for all of the shares paid from the trust to be acquired on the stock market, and accordingly there will be no dilution of shares.

Compliance

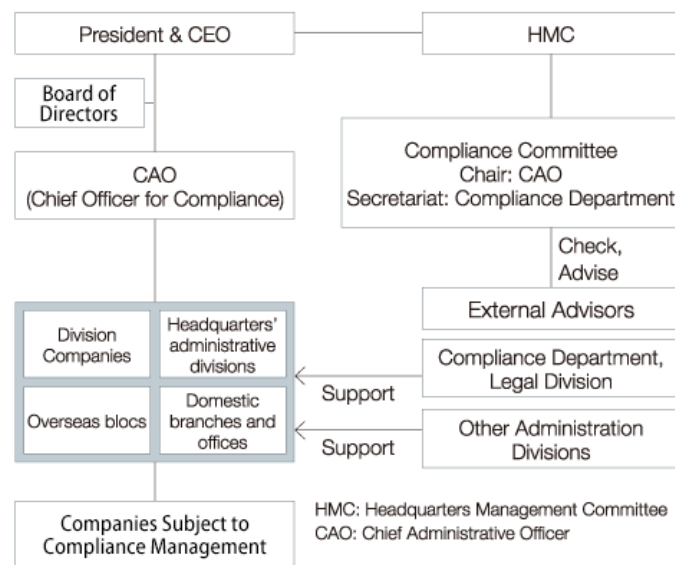
ITOCHU Group's Compliance System

The ITOCHU Group is developing a system for compliance by having the Compliance Department of the Legal Division plan and suggest policies and measures to encourage compliance throughout the entire Group and appointing compliance officers in each organization within ITOCHU Corporation, overseas subsidiaries and major Group companies worldwide (including consolidated subsidiaries and some equity method associated companies; hereafter, the "companies subject to compliance management"). Incidents of compliance violations revealed in each organization within the Headquarters, overseas subsidiaries or companies subject to compliance management are reported to the Chief Officer for Compliance (CAO) and the Corporate Auditors, while incidences of serious compliance violations are reported to the Board of Directors as appropriate. The Compliance Committee is chaired by the CAO and consists of three external members and heads of relevant divisions as internal members. It deliberates on matters related to compliance as a permanent organization on business operations.

The ITOCHU Group Compliance Program details the compliance system of the ITOCHU Group so that each organization within ITOCHU Corporation, its overseas subsidiaries, and companies subject to compliance management can ensure compliance by taking into account business characteristics, operational formats and local laws.

Across the Group, we conduct Monitor & Review surveys once a year to check the status of compliance systems and operations of each organization. In addition, as for key organizations such as overseas subsidiaries and companies subject to compliance management, we are implementing activities with a focus on system operation, including on-site guidance with the objective of ascertaining actual front-line compliance conditions and identifying risks. Furthermore, based on trends in former incidences of compliance violations and the findings of the Monitor & Review surveys, we are formulating individual compliance reinforcement measures tailored to each Division Company, and these measures are steadily being implemented.

In addition, to ensure compliance throughout the Group, at personal performance evaluations at the end of each fiscal year we ask all employees to confirm in writing that they have complied with laws, regulations, and other rules.



Internal Information Reporting System(Hotlines)

ITOCHU Corporation has formulated regulations on the Internal Information Reporting System (Hotlines) and instructed the installment of hotlines at companies subject to compliance management as well. In addition to protecting whistleblowers through these arrangements, we have defined mechanisms for proper disposal of cases. This initiative is reinforcing compliance management by supporting the prompt discovery and rectification of any incidents of corruption, including bribery.

ITOCHU Corporation has established multiple whistleblowing contacts (including external whistleblowing contacts that utilize specialized company and external lawyers). It prohibits the unfavorable treatment of whistleblowers, such as retaliation, and allows whistleblowers to provide information anonymously.

Implementation of Compliance Training

■ 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 cases, uses actual incidents of compliance violations as teaching materials. In addition, Group companies implemented their own compliance training programs for officers and employees as appropriate for their operational formats. In FY2016, on-site training was also provided by the Headquarters for officers and employees of major Group companies for a total of 6,000 people from 87 companies in Japan. Training was also provided to 24 group companies at major overseas blocs in FY2016. We also distribute the Compliance Handbook to all employees. This handbook provides advice on compliance for each potential work setting (in Q&A format) and advises what actions to take in order to prevent corruption. We also conduct separate programs of finely-tuned education and training for each employee layer that are based on actual cases, including training for new recruits, manager training, training for Group company officers and training prior to overseas assignments.

■ Compliance Awareness Survey

The ITOCHU Group implements a Compliance Awareness Survey every two years with all Group employees. The survey ascertains the status in regards to penetration of compliance among the employees, and assists the implementation of specific initiatives. In FY2016, we conducted the survey of about 40,000 Group employees, and received response from 37,610 of them (retrieval rate of 94.7%). The results of 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 implement Compliance Awareness Survey in FY2018.

Bolstering Measures to Fight Corruption

In the ITOCHU Mission and Values, as the corporate philosophy of the ITOCHU Group, we have specified Integrity as one of the Values, under which we declare that each one of us in the ITOCHU Group "will never obstruct competition through illicit means nor develop inappropriate relationships, such as those with public officials, for our own interests.". In addition, the anti-bribery policy of the ITOCHU Group stipulates that money, goods, entertainment, and any other favors must not be granted to public officials or employees or officers of private organizations, either in Japan or overseas, for the purpose of obtaining illicit profit.

ITOCHU Group Anti-Corruption Policy

■ 1. ITOCHU Group Anti-Corruption Policy

ITOCHU Corporation traces its management philosophy back to that of its founder, Chubei Ito, who, as an Ohmi merchant, operated under the philosophy of *sampō yoshi* (good in three ways: good for the seller, good for the buyer, good for society). Reflecting this tradition, ITOCHU Group's corporate philosophy is "Committed to the Global Good," and in order to fulfill this philosophy, ITOCHU Group has adopted as one of its core values "integrity," which includes keeping promises, acting without hypocrisy, and always maintaining strong ethics in all places and with respect to everyone, a concept analogous to adhering to compliance.

ITOCHU Group recognizes that continuing to provide societal good requires obedience to laws and strict attention to compliance. ITOCHU Group does not need any profit, regardless of amount, if such profit is obtained through illicit means such as bribery.

To address the risk of bribery and corruption, ITOCHU Group strictly observes its internal rules, including its "Regulations Concerning the Prohibition of Giving Illicit Benefit," as well as four related guidelines relating to public officers, foreign public officers, business partners, and investment generally. Regarding high-risk activities such as entertainment, gifts, investment, and appointment of business partners, ITOCHU Group has established and requires strict adherence to rules governing approval, decision-making, and record-keeping procedures.

<ITOCHU Group Anti-Corruption Policy>

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

- 2. Requests for All Partners

In order for ITOCHU Group to implement the above anti-corruption policies, ITOCHU Group requires the cooperation of all of its business partners and investment partners.

In connection with the business partners and the investment targets and investment partners (collectively "Partners"), ITOCHU Group will request itself conducting due diligence on Partners, request Partners to submit the Confirmation in attached form and entering into contracts containing anti-bribery provisions with Partners.

ITOCHU Group thanks you for your understanding and cooperation.

December 1, 2015

Masahiro Okafuji

ITOCHU Corporation

President & Chief Executive Officer

The U.S. Foreign Corrupt Practices Act (U.S. FCPA) and the U.K. Bribery Act 2010 evidence the global trend toward the tightening of legislation against bribery. In keeping with this trend, ITOCHU Corporation has thus far determined and strictly operates the Regulation Concerning the Prohibition of Giving Illicit Profit and three related guidelines (regarding public officers, agents and consultants, and foreign public officers) to prohibit all employees from giving any improper advantage to Japanese or foreign civil servants or people in an equivalent position. In December 2015, we revised the guideline regarding agents and consultants to guideline regarding business partners, thereby expanding the scope of application of the guideline, and bolstered measures to fight corruption by establishing investment guideline, which is designed to carefully check investment projects for the risk of bribery. The Regulation Concerning the Prohibition of Giving Illicit Profit includes facility payments, or payments of small amounts of money that are aimed solely at facilitating ordinary administrative services, among the improper advantages it prohibits. It also prohibits commercial bribery, which falls under an improper advantage given to business partners in the private sector. In addition to banning bribery, our internal rules 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 (conflicts of interest, etc.).

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 stipulate the process of concluding contracts on new appointments and renewals of contracts with business partners who will provide services to ITOCHU Corporation (including agents and consultants). In contracts where there is a possibility to contain a risk of bribery, including ones with business partners, we include an article prohibiting bribery, thereby prohibiting improper payments (bribery or the provision of improper advantages) and clearly state that the contracts may be cancelled immediately if the provisions of the article are violated. The investment guideline includes specific provisions on the implementation of due diligence and procedures for obtaining the confirmation letter from the viewpoint of preventing corruption, which are to be used for deliberations on investment projects.

In the training provided to officers, employees and others, we strive to raise awareness and instill the Regulation Concerning the Prohibition of Giving Illicit Profit and four related guidelines. We make certain that the regulation and guidelines are reflected in their daily management work to prevent corruption, including the provision of improper advantages. We also provide training specializing in bribery for organizations where the risk of bribery is particularly high. We also manage our political contributions, charities, 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 & Review surveys, which are mentioned in the ITOCHU Group's Compliance System above, include a check on business entertainment and gift-giving to public officers and foreign public officers and on the appointments and renewals of contracts with agents and consultants by organizations within ITOCHU Corporation, overseas subsidiaries, and companies subject to compliance management. Where necessary, we hold a dialogue on the status with the compliance officer of each organization.

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, we regularly revise our Anti-Monopoly Law Manual and the document "A Must-Read! 51 Q&A about the Anti-Monopoly Law", which facilitates referral. Through various Monitor & Review surveys and education and training programs as well, we are making sure all employees are aware of requirements.

Measures for Intellectual Property

To completely prevent infringements on intellectual property rights held by other parties in businesses related to such rights, as well as in the ordinary course of business, ITOCHU implements measures to call attention to the issue by holding seminars for employees and by establishing internal rules, regulations and manuals that conform to related laws and regulations. We also define and properly apply internal rules for 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 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 prevent the proliferation of weapons of mass destruction and conventional weapons, Japan maintains strict trade-security under the Foreign Exchange and Foreign Trade Act. To observe such laws and regulations, we have implemented our own internal trade-security control program. Further, to ensure that we do not take part in business transactions that threaten international peace and security, not only do we meticulously comply with existing government laws and regulations, but we are voluntarily taking extra measures to ensure that our stakeholders and corporate reputation are adequately safeguarded through our implementation of a comprehensive global security risk management program.

The potential intersection of corporate operations with global terrorism or the development and proliferation of weapons of mass destruction can give rise to reputational and financial risks for ITOCHU and other companies with extensive international business operations.

Accordingly ITOCHU recognizes that, as a responsible member of society and the global business community, we need to manage carefully the potential risks associated with business operations in certain locations. In response to the growing field of corporate governance termed global security risk, ITOCHU has developed and implemented corporate policies, procedures, and internal reporting structures to ensure that we perform rigorous, security-minded due diligence with respect to projects and transactions in which security issues are implicated.

In addition, to properly conduct 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 a host of other measures under the internal control/management provisions and regulations, thereby ensuring full compliance with customs procedures, etc. We have also begun to provide information needed for developing new businesses, by providing training on Economic Partnership Agreements (EPAs), which will be used more widely by sales sections 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.

Basic Policy and Efforts against Antisocial Forces

ITOCHU has set out basic policy to tackle antisocial forces and groups that threaten the order and safety of civic society, stipulating three basic principles plus one - Don't fear, Don't pay, Don't use, and Don't associate - in its stance against antisocial forces and 10-point guideline as a manual to disseminate this information among all employees. We have also established a special department with overall responsibility for countermeasures in relation to antisocial forces within the Human Resources & General Affairs Division. In addition, we are improving systems and promoting enlightenment education in hopes of preventing unintentional entry into transactional relationships with anti-social forces and groups.

Insider Trading Regulations

ITOCHU Corporation has an internal rule regarding the restriction of insider trading, and formulated the "guideline regarding reporting and management of insider information" in April 2014 in conjunction with the revision of the rule. The above guideline stipulates, for example, recommended handling in case of acknowledging the insider information of entity which ITOCHU has capital or contractual relationship, and we are taking action to assure that all employees know about them.

Perspectives on Information Management

ITOCHU Corporation has formulated "Information Security Policy" for all members of the board and employees to handle information with high security level. Also, in order to manage information required for business management activities properly, we also formulated "IT Security Management Policy" for all executives and employees, which is a code of conduct on information handling. More specifically, we have determined rules and standards on personal information management, document management, and IT security, and are striving to prevent the leakage of personal information and other confidential information. We have also established a management system for complying with the My Number Act.

■ Monitor & Review Surveys on Personal Information Management

The ITOCHU Group regularly conducts Monitor & Review surveys of ITOCHU Corporation and companies subject to compliance management under the auspices of the Corporate Planning & Administration Division, the IT Planning Division and the Legal Division. In the eighth survey, which was conducted in FY2015, the personal information management systems of ITOCHU Corporation and 80 companies subject to compliance management were checked from February to March 2015. Based on the results of the checks, we have continued activities to encourage continued improvements at ITOCHU Corporation and Group companies. At the same time, we have established a system and provide support for the operation with advice from external lawyers.

Response to Violations

If an act in violation of the above policies or rules, including policies and rules designed to prevent corruption, should be confirmed, we take corrective action, including an investigation into the cause and education and training of those involved in the act, as well as related individuals. At ITOCHU Corporation, we consider disciplinary action against officers and employees who have been involved in any violation of laws, including bribery, with the aim of imposing harsh penalties when deemed appropriate as a result of internal investigations.