

April 17, 2024
ITOCHU Corporation

Overview of Results of the Evaluation as to the Effectiveness of the Board of Directors of
ITOCHU Corporation

ITOCHU Corporation (“ITOCHU”) hereby announces that it conducted the evaluation as to the effectiveness of the Board of Directors targeting the Members of the Board and Audit & Supervisory Board Members in FYE 2024, and accordingly, reports the overview of the results of the evaluation as follows.

[Procedure for the Board Evaluation]

Respondents	All of ten (10) Members of the Board and five (5) Audit & Supervisory Board Members in FYE 2024
Implementation and Evaluation method	a. Conducted a questionnaire to and individual interview with each of respondents by the external consultant (Answered on anonymous basis) b. Implemented an information compilation and analysis by the external consultant based on the answers from the respondents c. In reference to the information compilation and analysis, conducted an examination at the Governance, Nomination and Remuneration Committee d. Implemented an analysis and evaluation at the Board of Directors
Question details	Centered on items related to the following six sections: 1) Structure of the Board of Directors 2) Structure of the advisory committees to the Board of Directors 3) Roles and duties of the Board of Directors 4) Operation status of the Board of Directors 5) Information provision and training for Members of the Board and Audit & Supervisory Board Members 6) Other important topics

[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 on questionnaires and interviews in the evaluation as to the effectiveness, it was confirmed that the effectiveness of the Board of Directors of ITOCHU is continuously secured.

With respect to the quantitative aspect, the scores that were improved in FYE2023 has been further improved and the Board of Directors was confirmed to be performing at a high level in six themes for the evaluation. In particular, the total number / ratio of Directors, the attributes of the Chairman of the Board, and the appropriateness of the proceedings of the Board of Directors have been further building on the high evaluation from the previous year. Our efforts to enhance the effectiveness of the Board's deliberations have also been recognized in the evaluation. With respect to the qualitative aspect, we received many positive opinions as well as the implications for further improvement. As priority issues to be addressed in the medium- to long-term, primarily "Group governance" and "forward-looking discussions for the future" were highlighted.

In the previous evaluation, it was recognized that the ongoing efforts should continue to address the identified issues of "continuing discussions on strengthening management foundations" and "ensuring further diversification of human resources," which were identified as the issues of FYE2022, and as new issues, we recognized the need for further efforts in "holding ongoing discussions on succession planning for senior management throughout the Group" and "continuing strengthening monitoring and

supervision systems in light of changes in the external environment" in the Board of Directors. As to these issues, the improvement and progress were confirmed as follows:

FYE	Issues	Progress
2022	Continue discussions on strengthening management foundations	<ul style="list-style-type: none"> ➤ We are making investment decisions for the future growth of the entire consolidated group, such as considering tender offers for listed subsidiaries or affiliates, and evaluating investment projects across multiple Division Companies. ➤ We have established a new position of CXO and are actively working on building a structure to promote the transformation of the Group's business scope and business model, including the promotion of digitalization.
	Ensure further diversification of human resources	<ul style="list-style-type: none"> ➤ Taking into account the discussions and recommendations of the Women's Advancement Committee, we have set forth specific measures and goals to promote the advancement of women, such as appointing female Executive Officers and establishing numerical targets for the proportion of women among all officers. We have announced these initiatives and goals, and are actively implementing concrete actions. ➤ We are implementing concrete initiatives that contribute to further diversity in talent, such as the introduction of Virtual Office to facilitate the growth and career development of junior employees, promote cross-organizational business, and adopt other work-style reform measures. ➤ The improvement in the overall women ratio of Member of the Board and Audit & Supervisory Board Members has further enhanced the diversity of officers and facilitated deeper discussions within the Board of Directors.
2023	Hold ongoing discussions on succession planning for senior management throughout the Group	<ul style="list-style-type: none"> ➤ We have established a governance structure in the Governance, Nomination, and Remuneration Committee (with the chairman and the majority of members being Outside Directors) that enables cross-functional and organic discussions on succession planning, selection and compensation of Executive Officers, and other related matters. ➤ We have established a new position of Senior Operating Officer to ensure a pool of candidates for key manager positions within ITOCHU, along with executives of our Group companies, by strengthening the layer of experienced Executive Officers.

	Continue strengthening monitoring and supervision systems in light of changes in the external environment	<ul style="list-style-type: none"> ➤ We are deepening the understanding and enhancing the effectiveness of oversight within ITOCHU and Group companies by Outside Directors and Outside Audit & Supervisory Board Members through activities such as on-site visits to business bases including overseas locations, meetings with Division Company Presidents, Officers responsible for overseeing each administrative functions, and management teams of subsidiaries, discussions with young employees, explanation of audit plans at Board meetings by Audit & Supervisory Board Members, and collaboration between Audit & Supervisory Board Members and Outside Directors. ➤ We have restructured the advisory committees into the Governance, Nomination, and Remuneration Committee, with the chairman and the majority of members being Outside Directors, to strengthen the supervisory function by the Board of Directors. ➤ The Board of Directors considers the reduction of GHG emissions and contribution to SDGs through discussions and oversight, which are reflected in investment and business decisions.
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As mentioned above, we have been formulating and implementing specific measures to address past issues. Looking ahead, it is expected that these measures will be executed steadily, established and embedded, and become continuous initiatives. In light of this, we recognize the need for further efforts by the Board of Directors to address new areas of consideration, specifically (1) supervising the implementation status of diversity strengthening measures, and (2) supervising governance strengthening measures for sustainable growth of the group. We will continue to utilize opportunities such as discussions in advisory committees and off-site meetings to effectively exercise our supervisory function as the Board of Directors regarding these issues.

We will make active efforts to maintain the effectiveness of the Board of Directors and further improve its functions in light of the result of this Board Evaluation.

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