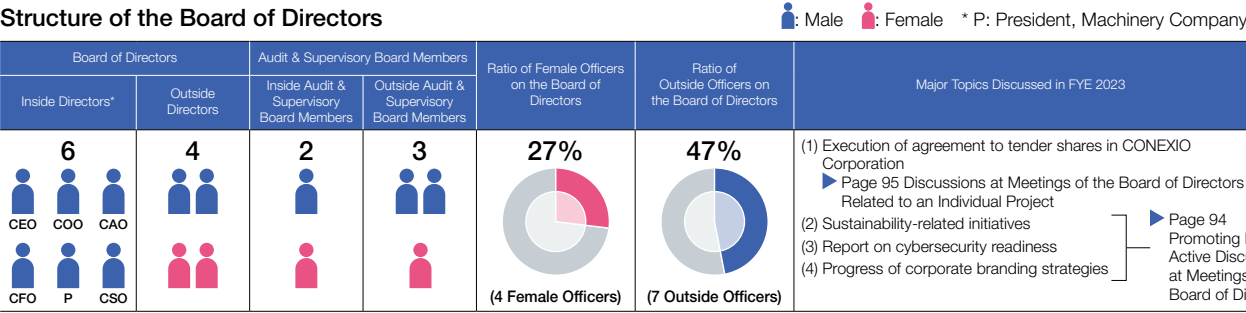


Corporate Governance

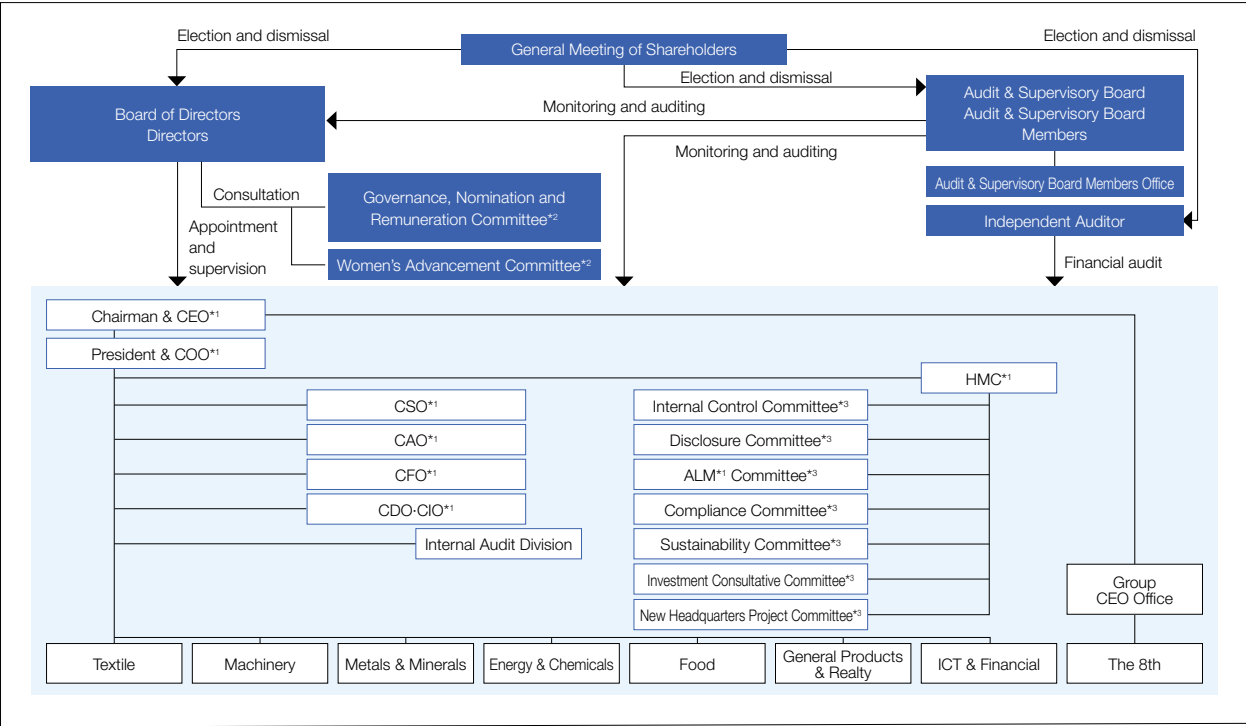
Further Enhancement of ITOCHU’s Corporate Governance System

ITOCHU has consistently reformed and strengthened its governance structure through such measures as implementing measures pursuant to the Corporate Governance Code, shifting to a monitoring-focused Board of Directors, and establishing advisory committees to the Board of Directors that are led by a diverse group of outside officers. Following the General Meeting of Shareholders convened in June 2023, the Governance and Remuneration Committee and the Nomination Committee were reorganized to form the Governance, Nomination and Remuneration Committee, which is chaired by an Outside Director and has a majority of Outside Directors as members. This reorganization is aimed at invigorating discussions by establishing a system in which the same committee members cohesively deliberate nominations and remuneration, which are connected in many ways, and governance, which provides the overall framework for nominations and remuneration. In addition, with respect to succession plan, which is one of the important items discussed by the Governance, Nomination and Remuneration Committee, the CEO selection process and the policy on training CEO candidate have been disclosed. With a view to enhancing governance even further, ITOCHU will continue to place particular emphasis on the practical aspects of strengthening governance and to expand disclosure in light of trends related to the Corporate Governance Code and market feedback.



Overview of Corporate Governance and Internal Control System

(As of July 1, 2023)



\*1 CEO = Chief Executive Officer COO = Chief Operating Officer CSO = Chief Strategy Officer CAO = Chief Administrative Officer CFO = Chief Financial Officer CDO-CIO = Chief Digital & Information Officer HMC = Headquarters Management Committee ALM = Asset Liability Management  
\*2 Established advisory committees under the Board of Directors to enhance the transparency of the decision-making process and strengthen supervisory functions.  
\*3 Chairperson is indicated in parentheses. For the Investment Consultative Committee, Vice-Chairperson is also indicated. Internal Control Committee (CSO): Deliberates on issues related to the development of internal control systems. Disclosure Committee (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. ALM Committee (CFO): Deliberates on issues related to risk management systems and balance sheet management. Compliance Committee (CAO): Deliberates on issues related to compliance. Sustainability Committee (CAO): Deliberates on issues related to sustainability, the SDGs, and ESG, excluding governance-related issues. Investment Consultative Committee (CFO, Vice-Chairperson: CSO): Deliberates on issues related to investment and financing. New Headquarters Project Committee (CAO): Deliberates on issues related to new headquarters project.  
\*4 CAO is the Chief Officer for Compliance. Also, each Division Company has a Division Company President.  
\*5 Internal control systems and mechanisms have been implemented at every level of ITOCHU. Only the main internal control organization and committees are described herein.

Evaluation of the Board of Directors

ITOCHU conducted evaluations on the effectiveness of the Board of Directors for all 10 Members of the Board and all 5 Audit & Supervisory Board Members for FYE 2023. The results of this evaluation confirmed that the Company's Board of Directors continues to ensure its effectiveness in terms of the structure of the Board of Directors and advisory committees to the Board of Directors, the roles and duties of the Board of Directors, the operation status of the Board of Directors, the information provision to Members of the Board and Audit & Supervisory Board Members, training, and other attributes. The questionnaire responses showed improvement compared with those of FYE 2022, indicating that all areas focused on by the questionnaire are functioning at an advanced level. In addition, many positive comments were received, along with suggestions and remarks for further improvement. It was pointed out that the Group governance is a priority to be addressed in the medium- to long-term in the statements of the evaluation, reflecting expectations that the establishment of the Group CEO Office will strengthen group management.

Procedure for Evaluation of the Board of Directors

Respondents	All 10 Members of the Board and all 5 Audit & Supervisory Board Members in FYE 2023
Implementation and Evaluation Method	Step 1: Enlist external consultants to conduct questionnaires and individual interviews with each member (anonymous responses) Step 2: Have external consultants compile and analyze respondents' answers Step 3: Conduct analysis at the Governance and Remuneration Committee with reference to the compiled answers and analysis of the external consultants Step 4: Conduct analysis and evaluation at the Board of Directors
Items Covered by Questionnaire	• Structure of the Board of Directors • Structure of advisory committees to the Board of Directors, etc. • Role and duties of the Board of Directors • Operation status of the Board of Directors • Information provision and training for Members of the Board and Audit & Supervisory Board Members • Other important items

Results of the FYE 2023 Evaluation of the Board of Directors

