

Please note that (i) this translation does not fully reflect the contents of the Notice of the Resolution of the 99th Ordinary General Meeting of Shareholders but is a translated summary thereof for explanatory purposes only and that (ii) this translation is not the official document pursuant to the Companies Act of Japan.

June 23, 2023

To our shareholders:

Marubeni Corporation
4-2, Ohtemachi 1-chome, Chiyoda-ku, Tokyo
Masumi Kakinoki
President and CEO, Member of the Board

Notice of Resolution of the 99th Ordinary General Meeting of Shareholders

This is to inform you that at the 99th Ordinary General Meeting of Shareholders held today the followings were duly reported and resolved:

Matters to Report:

1. Reports on the Business Report for the 99th Business Year (from April 1, 2022 to March 31, 2023) and the Consolidated Financial Statements therefor and the Audit Reports of the Accounting Auditor and the Audit & Supervisory Board for the said Consolidated Financial Statements

The said Business Report, the Consolidated Financial Statements and the Audit Reports were duly reported.

2. Reports on the Non-consolidated Financial Statements for the 99th Business Year (from April 1, 2022 to March 31, 2023)

The said Non-consolidated Financial Statements were duly reported.

Matters for Resolution:

1. To partially amend the Articles of Incorporation
This resolution was approved as proposed. The amendments are as shown in pages 2 and 3.
2. To elect 10 Directors (Members of the Board)
This resolution was approved as proposed. Messrs. Fumiya Kokubu, Masumi Kakinoki, Akira Terakawa, Takayuki Furuya, Kyohei Takahashi, Ms. Yuri Okina, Messrs. Masato Kitera, Shigeki Ishizuka, and Hisayoshi Ando were re-elected and Ms. Mutsuko Hatano was newly elected, and each of them accepted his and her office.
Mr. Kyohei Takahashi, Ms. Yuri Okina, Messrs. Masato Kitera, Shigeki Ishizuka and Hisayoshi Ando, and Ms. Mutsuko Hatano are the Outside Directors.

3. To elect 1 Audit & Supervisory Board Member
This resolution was approved as proposed. Mr Takao Ando was newly elected, and he accepted his office.
4. Revision of Remuneration for Directors
This resolution was approved as proposed, so that the amount of remuneration and other payments for Directors (Members of the Board) be changed up to each maximum of (1) 650 million yen per year (including within 150 million yen per year for Outside Directors) for monthly remuneration, (2) 700 million yen per year for short-term incentive remuneration (eligible persons are Directors (excluding Outside Directors and the Chairman of the Board)), (3) 200 million yen per year in relation to the total amount of monetary remuneration claims for granting restricted stock, and (4) 850 million yen per year in relation to the total amount of monetary remuneration claims for granting TSR-linked performance share units (the maximum number of shares to be issued or disposed of shall not exceed 650,000 shares in each valuation period and eligible persons are Directors (excluding Outside Directors)), and that the current Market Capitalization-linked Performance Share Units be changed to TSR-linked Performance Share Units.
5. Revision of the amount of remuneration for Audit & Supervisory Board Members
This resolution was approved as proposed so that the remuneration amounts be changed to “no more than ¥170,000,000 per year” for Audit & Supervisory Board Members.

At the meeting of the Board of Directors held after the close of the Ordinary General Meeting of Shareholders, following Representative Directors and Executive Directors were elected and each of them accepted his office.

(Title/Name)		(Title/Name)	
Chairman of the Board	Fumiya Kokubu	Representative Director	Masumi Kakinoki
Representative Director	Akira Terakawa	Representative Director	Takayuki Furuya

Details of the amendments of the Articles of Incorporation

(Amended parts are underlined)

Articles before the Amendment	Articles after the Amendments
Article 2. Purposes The purposes of the Corporation shall be to engage in the following businesses: 1. through to 6. (Omitted)	Article 2. Purposes (Unchanged) 1. through to 6. (Unchanged)
7. <u>Planning, supervising and contracting for construction and building works;</u>	7. <u>Contracting, executing, planning and supervising for construction, building and civil engineering works;</u>
8. through to 14. (Omitted)	8. through to 14. (Unchanged)
15. Management of each facilities of sports, recreation, sightseeing, accommodation, medical treatment <u>and</u> care, and travel business and restaurant business;	15. Management of each facilities of sports, recreation, sightseeing, accommodation, medical treatment, care <u>and art</u> , and travel business and restaurant business;
16. through to 30. (Omitted)	16. through to 30. (Unchanged)

Article 22. Exemption of Directors from Liability	Article 22. Exemption of Directors from Liability
1. Pursuant to the provisions of Article 426, Section 1 of the Corporate Law, the Corporation may, by a resolution of the Board of Directors, exempt director(s) (including former directors) from liability for damages for dereliction of duty to the extent allowed by applicable law and regulations.	(Unchanged)
2. The Corporation may, pursuant to the provisions of Article 427, Section 1 of the Corporate Law, enter into an agreement with its <u>outside directors</u> which limits their liabilities for damages for dereliction of duty; provided, however, that the limitation of liabilities under such agreements shall be the amount provided by applicable law and regulations.	2. The Corporation may, pursuant to the provisions of Article 427, Section 1 of the Corporate Law, enter into an agreement with its <u>Directors (excluding those who are Executive Directors, etc.)</u> , which limits their liabilities for damages for dereliction of duty; provided, however, that the limitation of liabilities under such agreements shall be the amount provided by applicable law and regulations.
Article 28. Exemption of Corporate Auditors from Liability	Article 28. Exemption of Corporate Auditors from Liability
1. Pursuant to the provisions of Article 426, Section 1 of the Corporate Law, the Corporation may, by a resolution of the Board of Directors, exempt Corporate Auditor(s) (including former Corporate Auditors) from liability for damages for dereliction of duty to the extent allowed by applicable laws and regulations.	(Unchanged)
2. The Corporation may, pursuant to the provisions of Article 427, Section 1 of the Corporate Law, enter into an agreement with its <u>outside Corporate Auditor(s)</u> which limits their liabilities for damages for dereliction of duty; provided, however, that the limitation of liability under such agreement shall be the amount provided by applicable law and regulations.	2. The Corporation may, pursuant to the provisions of Article 427, Section 1 of the Corporate Law, enter into an agreement with its <u>Corporate Auditor(s)</u> which limits their liabilities for damages for dereliction of duty; provided, however, that the limitation of liability under such agreement shall be the amount provided by applicable law and regulations.

* Some underlining does not coincide with the Japanese version because of translation adjustments.