



[Translation]

June 21, 2024

To Whom It May Concern:

Company Name: Marubeni Corporation  
(URL <https://www.marubeni.com/en/>)  
TSE Code: 8002  
Listed: Tokyo Prime  
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Notice Regarding the Disposal of Treasury Shares as Restricted Stock  
for the Remuneration of Directors (Excluding Outside Directors) and Executive Officers Who Are Not  
Concurrently Serving as Directors

Please be advised that at the meeting of the Board of Directors held today, Marubeni Corporation (hereinafter, “Marubeni” or the “Company”) resolved to dispose of treasury shares (the “Disposal of Treasury Shares” or “Disposal”) as follows.

1. Overview of the Disposal

(1)	Pay-in date	July 19, 2024	
(2)	Type and number of shares disposed	192,893 common shares in Marubeni	
(3)	Disposal price	2,942 yen per share	
(4)	Total amount of disposal price	567,491,206 yen	
(5)	Positions and numbers of persons eligible for allocations, numbers of shares allocated	Directors of the Company (excluding Outside Directors)	4 persons, 51,124 shares
		Executive Officers of the Company who are not concurrently serving as Directors	32 persons, 141,769 shares
(6)	Other details	This Disposal is subject to the Securities Registration Statement taking effect as stipulated in the Financial Instruments and Exchange Act.	

2. Purpose of and reasons for the Disposal

At the meeting of the Board of Directors held on March 23, 2021 and the 97th Annual General Meeting of Shareholders held on June 24, 2021, the Company resolved to introduce a restricted stock remuneration plan (the “Plan”) to provide an additional incentive to Directors (excluding Outside Directors; the “Eligible Directors”) and Executive Officers of the Company who are not concurrently serving as Directors (collectively with Eligible Directors, the “Eligible Directors and Officers”). Furthermore, in order to encourage the Company’s management to realize the Marubeni Group’s ideal of creating new value together with stakeholders, to strengthen the relationship with the medium- and long-term enhancement of corporate value, and to promote greater value sharing with shareholders, the following matters were approved at the 99th Annual General Meeting of Shareholders held on June 23, 2023:

1. Eligible Directors will be granted monetary remuneration claims within 200 million yen per year in order to grant them restricted stock under the Plan.
2. The total number of common shares to be issued or disposed of in exchange for the in-kind contribution of monetary remuneration claims will be within 450,000 shares per year (however, if the Company’s common shares are split, including by way of an allotment of the Company’s common

shares without contribution, or consolidated, or the total number of the Company's common shares to be issued or disposed of based on the Plan otherwise needs to be adjusted, the total number will be adjusted within a reasonable extent).

In this fiscal year, pursuant to policies on deciding the details of remuneration as well as the level of remuneration to be paid to each director and executive officer determined at the Board of Directors taking into consideration the deliberations and the suggestions by the Governance and Remuneration Committee, the Company resolved at the meeting of the Board of Directors held on June 21, 2024 to dispose 192,893 common shares (out of which 51,124 shares are for Eligible Directors) of the Company to 4 Eligible Directors and 32 Executive Officers of the Company who are not concurrently serving as directors by granting monetary remuneration claims in the total amount of 567,491,206 yen (out of which 150,406,808 yen is for Eligible Directors) (the "Monetary Remuneration Claims").

36 Eligible Directors and Officers will contribute all Monetary Remuneration Claims to the Company as property contributed in kind upon the Disposal of Treasury Shares pursuant to the Plan and will be allotted common shares of the Company. The payment of the Monetary Remuneration Claims to the Eligible Directors and Officers shall be subject to the condition that the Eligible Directors and Officers agree to the contribution in kind described above and that the Company and the Eligible Directors and Officers shall enter into a restricted stock allotment agreement (the "Allotment Agreement") that generally includes the contents of the Overview of the Allotment Agreement specified below.

### 3. Overview of the Allotment Agreement

#### (1) No Transfer Period

An Eligible Director and Officer may not transfer, create security interest over, or otherwise dispose ("Transfer") of the Company's common shares which were allotted to them under the Allotment Agreement (the "Allotted Shares") during the period from July 19, 2024 until immediately after the time the Eligible Director and Officer resigns or retires from the office of the Company's Director, Audit and Supervisory Board Member, or Executive Officer (the "No Transfer Period") (the "Restriction on Transfer").

#### (2) Conditions subsequent to the Restriction on Transfer

Subject to the Eligible Director and Officer continuously holding the office of the Company's Director, Audit and Supervisory Board Member, or Executive Officer during the No Transfer Period, the Company will lift the Restriction on Transfer for all Allotted Shares when the No Transfer Period expires. However, if the Eligible Director and Officer resigns or retires from the office of the Company's Director, Audit and Supervisory Board Member, or Executive Officer, during the No Transfer Period due to the expiration of the term of office, retirement age, or another legitimate reason (including due to death but excluding voluntary retirement), the Company will lift the Restriction on Transfer of a specific number. The latter will be obtained by multiplying the number of Allotted Shares by the quotient of the number of months from the month that includes the date on which the fiscal year that includes June 21, 2024 (the "Allotment Resolution Date") began until the month that includes the resignation or retirement date of the Eligible Directors and Officers by 12 (if the quotient exceeds 1, then the number to be used will be 1) (any fraction less than one share to be rounded down) immediately after the resignation or retirement of the Eligible Director and Officer.

#### (3) Acquisition by the Company free of charge

When the No Transfer Period expires, the Company will lift the Restriction on Transfer pursuant to (2)

above, and automatically acquire free of charge all Allotted Shares held by Eligible Directors and Officers immediately afterwards and for which the Restriction on Transfer has not been lifted.

(4) Management of the shares

During the No Transfer Period, the Allotted Shares will be managed in an exclusive account opened by the Eligible Directors and Officers at a securities company designated by the Company so that the Eligible Directors and Officers will not implement any Transfers during the No Transfer Period.

4. Calculation basis and details of the payment amount

The Disposal of Treasury Shares to the scheduled allottees is to be conducted by in-kind contribution of the Monetary Remuneration Claims provided as the Company's remuneration to be paid to the Eligible Directors and Officers in order to grant restricted stock for the 101th Business Year under the Plan. In order to prevent arbitrary price determination, the disposal price will be 2,942 yen, which is the closing price of the Company's common shares on the Prime Market of the Tokyo Stock Exchange as of June 20, 2024 (the business day before the Allotment Resolution Date) (rounded up to the nearest one (1) yen). This is the market price immediately before the Allotment Resolution Date, and the Company believes it is reasonable and is not particularly advantageous.