

(Note) This is a translation of the official Japanese original for reference purposes only. In the event of any discrepancy between this translation and the official Japanese original, the Japanese original shall prevail. Please note that differences between this translation and those in the previous years may not necessarily mean that there have been changes in the official Japanese original, since the translation differences may stem only from a more accurate translation.

[Security Code: 7011]

Electronic Provision Measures Commencement Date: May 26, 2023

Date of issuance: June 7, 2023

To the Shareholders:

**Seiji Izumisawa, President and CEO
Mitsubishi Heavy Industries, Ltd.
2-3, Marunouchi 3-chome,
Chiyoda-ku, Tokyo**

NOTICE OF THE 98TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce that the 98th Annual General Meeting of Shareholders of Mitsubishi Heavy Industries, Ltd. (“MHI”) will be held as described below.

For this General Meeting of Shareholders, you may exercise your voting rights in writing or via the Internet (as indicated in the following “Instructions for voting”).

Please examine the following “Reference Materials Relating to the General Meeting of Shareholders” and exercise your voting rights in advance, by 5:30 p.m. on Wednesday, June 28, 2023 (Japan time).

1. Date and Time: Thursday, June 29, 2023 at 10:00 a.m. (Japan time)

2. Place: Tokyo Kaikan, 3F “Rose”
2-1, Marunouchi 3-chome, Chiyoda-ku, Tokyo

3. Purposes:

To report on the following items:

Item No. 1: Business Report, Consolidated Financial Statements for the 2022 fiscal year (from April 1, 2022 to March 31, 2023), and Audit Report on the Consolidated Financial Statements by the Financial Auditor and Audit and Supervisory Committee.

Item No. 2: Non-consolidated Financial Statements for the 2022 fiscal year (from April 1, 2022 to March 31, 2023).

To consider and resolve the following proposals:

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Election of 7 Directors (Excluding Directors Who Are Serving as Audit and Supervisory Committee Members)

Proposal No. 3: Election of 4 Directors Who Are Serving as Audit and Supervisory Committee Members

Proposal No. 4: Election of 1 Substitute Director Who Is Serving as an Audit and Supervisory Committee Member

4. Matters Concerning Measures for Electronic Provision, Etc.:

- When convening this General Meeting of Shareholders, MHI takes measures for electronic providing information that constitutes the content of the Reference Materials Relating to the General Meeting of Shareholders, etc. (items subject to measures for electronic provision), and posts this information as “Notice of the 98th Annual General Meeting of Shareholders” on each of the following websites. Please access either of those websites to review the information.

| Website of MHI | Website Posting Informational Material for a General Meeting of Shareholders |
|--|---|
| https://www.mhi.com/jp/finance/stock/meeting/ (in Japanese) | https://d.sokai.jp/7011/teiji/ (in Japanese) |

In addition to posting items subject to measures for electronic provision on the aforementioned websites, MHI also posts this information on the website of Tokyo Stock Exchange, Inc. (TSE) (Listed Company Search). To access this information, enter the issue name (Mitsubishi Heavy Industries) or security code (7011), and click “Search,” and then click “Basic information” and select “Documents for public inspection/PR information.”

| Website of TSE |
|--|
| https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show (in Japanese) |

- Among the items subject to measures for electronic provision, pursuant to the provisions of the laws of Japan and the Article 16 of MHI’s Articles of Incorporation, the following items are not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents.
 - (i) “Stock Acquisition Rights of MHI” and “Establishing a Framework for Ensuring Appropriate Business Conduct” of Business Report
 - (ii) “Consolidated Statement of Changes in Equity” and “Notes to the Consolidated Financial Statements” of Consolidated Financial Statements and “(Reference) Consolidated Statement of Cash Flows”
 - (iii) “Non-consolidated Statement of Changes in Net Assets” and “Notes to the Non-consolidated Financial Statements” of Non-consolidated Financial Statements

- If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on each of the aforementioned websites.
- For other matters to be resolved in this notice of convocation, please refer to “Instructions for voting” below.

(End)

INSTRUCTIONS FOR VOTING

You are kindly requested to exercise your voting right by either of the following methods.

Exercise of Voting Rights in Writing

Please examine the following “Reference Materials Relating to the General Meeting of Shareholders” and indicate whether you are for or against each proposal on the enclosed voting card and post it without affixing a postage stamp.

If neither the “agree” nor “against” box on the voting card is checked, it will be deemed to be a vote to “agree” to the proposal.

Exercise due date: No later than 5:30 p.m., on Wednesday, June 28, 2023 (Japan time)

Guidance for filling in the voting card

Proposal No. 1 and Proposal No. 4:

- When you are for the proposal, mark ○ in the “agree” box.
- When you are against the proposal, mark ○ in the “against” box.

Proposal No. 2 and Proposal No. 3:

- When you are for all of the proposed persons in the proposal, mark ○ in the “agree” box.
- When you are against all of the proposed persons in the proposal, mark ○ in the “against” box.
- If you are against certain candidates, mark ○ in the “agree” box, and also write the candidate number for each candidate you are against inside the parentheses on the right side of the “agree” box (a consecutively ordered number has been given to each candidate in the Reference Materials Relating to the General Meeting of Shareholders).

Exercise of Voting Rights via the Internet

Please examine the following “Reference Materials Relating to the General Meeting of Shareholders” and indicate whether you are for or against each proposal by accessing the site “Procedures for Shareholders’ Meetings” (<https://evote.tr.mufg.jp/>) (in Japanese). For details, please refer to the “Instructions for Voting Right via the Internet” on the following.

Exercise due date: No later than 5:30 p.m., on Wednesday, June 28, 2023 (Japan time)

Attend the General Meeting of Shareholders

Please present the voting card enclosed with this notice to the reception desk on the day of the General Meeting of Shareholders.

Date and Time: Thursday, June 29, 2023 at 10:00 a.m.
(The reception desk will open at 9:00 a.m.) (Japan time)

Place: Tokyo Kaikan, 3F “Rose”
2-1, Marunouchi 3-chome, Chiyoda-ku, Tokyo

- If you exercise your voting right by proxy, the proxy shall be limited to one other shareholder who has the voting right, pursuant to the provisions of Article 18 of MHI’s Articles of Incorporation. In this case, in addition to the voting card for exercising voting rights as proxy and the letter of attorney, the proxy should submit the proxy’s own voting card.

Handling of the Duplicated Exercises of Voting Rights for the Same Proposal

- If the voting right is exercised multiple times both in writing and via the Internet, the exercise of the voting right via the Internet will be deemed effective.
- If the voting right is exercised multiple times other than as described above, the last exercise of the voting right will be deemed effective.

Instructions for Voting Right via the Internet

1. Access to the Website for Exercise of Voting Rights

Access by scanning the QR code

Using a smartphone to scan the “Login QR code” printed on the voting card will result in you being taken automatically to the website for the exercise of voting rights. Please follow the directions that appear on the screen to indicate whether you are for or against each proposal.

- Depending on the model of smartphone used, it may not be possible to login using the QR code. If this is the case, please exercise your voting rights in accordance with “Access by entering a login ID and password,” below.
- * QR Code is a registered trademark of DENSO WAVE INCORPORATED.

Access by entering a login ID and password

Please indicate whether you are for or against each proposal by accessing the site “Procedures for Shareholders’ Meetings” (<https://evote.tr.mufig.jp/>) (in Japanese) in accordance with instructions on the screen.

- (1) Enter the login ID and temporary password printed on the voting card (or the password registered by the shareholder) and click Login button
- (2) Register a new password (on first use only)

2. Notes regarding the Exercise of the Voting Right via the Internet

- (1) When voting by a computer, please read the site’s “Terms of Use” and “Usage Guide.” When voting by a smart phone, please read the site’s “Terms of Use” and “Usage Guide.”
- (2) Please note that the website will be unavailable every day from 2:00 a.m. to 5:00 a.m. (Japan time).
- (3) Shareholders will be responsible for the Internet connection charges and the communication charges, etc. arising from accessing the site “Procedures for Shareholders’ Meetings.”
- (4) Please contact the following if you have questions about the site “Procedures for Shareholders’ Meetings”:

Mitsubishi UFJ Trust and Banking Corporation, Corporate Agency Division (Help Desk)
Telephone: 0120-173-027 (toll free)
Service Hours: 9:00 a.m. to 9:00 p.m. (Japan time)

Shareholders participating in the “Electronic Proxy Voting Platform” managed by ICJ, Inc. may place their votes through this platform.

REFERENCE MATERIALS
RELATING TO THE GENERAL MEETING OF SHAREHOLDERS

Proposal No. 1: Appropriation of Surplus

MHI has set a basic policy of implementing returns to shareholders with a consolidated dividend payout ratio of around 30% while considering a balance between “business growth” and “financial soundness.”

Based on this policy and taking full account of our business results for the fiscal year under review, financial position as of the end of the fiscal year under review and others, MHI proposes to pay a dividend of ¥70 per share as the Year-end Dividend defined in Article 45 of the Articles of Incorporation. Combined with the Interim Dividend of ¥60 per share paid in December 2022, the total annual dividend will be ¥130 per share, an increase of ¥30 over that of the previous fiscal year (FY2021).

1. Kind of Dividend Property

Cash

2. Dividend Allocation and Total Amount of Dividends

Dividend allocation: ¥70 per share of MHI’s common stock

Total amount of dividends: ¥23,583,643,090

3. Effective Date of Dividend Allocation

June 30, 2023

Proposal No. 2: Election of 7 Directors (Excluding Directors Who Are Serving as Audit and Supervisory Committee Members)

The terms of the 7 current Directors (excluding Directors who are serving as Audit and Supervisory Committee Members) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, MHI proposes to elect 7 Directors (excluding Directors who are serving as Audit and Supervisory Committee Members).

Candidates for Directors (excluding Directors who are serving as Audit and Supervisory Committee Members) are as follows:

| No. | Name | | Position and Responsibility in MHI | The Number of Attendance at the Board of Directors Meetings (FY2022) | The Number of Years in Office as Director (as of the conclusion of this General Meeting of Shareholders) |
|-----|--------------------|---|--|--|--|
| 1 | Shunichi Miyanaga | Re-election | Chairman of the Board | 14 out of 14 times | 15 years |
| 2 | Seiji Izumisawa | Re-election | *President and CEO* ¹ (Member of the Board) | 14 out of 14 times | 6 years |
| 3 | Hitoshi Kaguchi | Re-election | *Director (Member of the Board), Senior Executive Vice President, Assistant to President and CEO | 14 out of 14 times | 2 years |
| 4 | Hisato Kozawa | Re-election | *Director (Member of the Board), Executive Vice President, CFO* ² | 14 out of 14 times | 3 years |
| 5 | Ken Kobayashi | Re-election Outside Independent | Director (Member of the Board) | 14 out of 14 times | 7 years |
| 6 | Nobuyuki Hirano | Re-election Outside Independent | Director (Member of the Board) | 14 out of 14 times | 4 years |
| 7 | Mitsuhiro Furusawa | Newly nominated Outside Independent | (Newly nominated) | — | — |

*1 CEO: Chief Executive Officer

*2 CFO: Chief Financial Officer

(Note)

An asterisk mark (*) indicates a Representative Director.

Position and responsibility in MHI

Chairman of the Board

Number of MHI shares owned

55,700

**Number of years in office as Director
(as of the conclusion of this General Meeting of Shareholders)**

15 years

Number of times attended Board of Directors meetings in FY2022

14 out of 14 times

Career summary

| | |
|------------|--|
| April 1972 | Joined Mitsubishi Heavy Industries, Ltd. |
| April 2006 | Senior Vice President, Deputy Head of Machinery Headquarters |
| May 2006 | Senior Vice President, Deputy Head of Machinery & Steel Structures Headquarters |
| April 2008 | Executive Vice President, Head of Machinery & Steel Structures Headquarters |
| June 2008 | *Director (Member of the Board), Executive Vice President, Head of Machinery & Steel Structures Headquarters |
| April 2011 | *Director (Member of the Board), Senior Executive Vice President, Head of the Presidential Administration Office |
| April 2013 | *President and CEO (Member of the Board) |
| April 2014 | *President and CEO (Member of the Board) |
| April 2019 | Chairman of the Board (Present position) |

(Note) An asterisk mark (*) indicates a Representative Director.

Important concurrent positions

Director, Mitsubishi Motors Corporation

Member of the Board, Mitsubishi Corporation

Reason for nomination as a candidate for Director

Mr. Shunichi Miyanaga is being re-nominated for the position of a Director because he has extensive experience in operations of Machinery & Steel Structures, and moreover, from April 2013 to March 2019, he served as President and CEO, demonstrating superior management skills by promoting management reform such as the shift to a domain business structure. From April 2019, he has been serving as Chairman of the Board and conducting MHI's management oversight as Chairman of Meetings of the Board of Directors. Based on this knowledge and track record, MHI judges that he will contribute to the sustained growth of MHI and improvement of its corporate value in the medium and long term through participation in MHI's management decision-making, playing a leading role in management oversight.

Special interest between the candidate and MHI

There is no special interest between Mr. Shunichi Miyanaga and MHI.

Position and responsibility in MHI

*President and CEO (Member of the Board)

Number of MHI shares owned

16,700

Number of years in office as Director

(as of the conclusion of this General Meeting of Shareholders)

6 years

Number of times attended Board of Directors meetings in FY2022

14 out of 14 times

Career summary

| | |
|------------|--|
| April 1981 | Joined Mitsubishi Heavy Industries, Ltd. |
| April 2008 | Senior General Manager, Technology Management Department of Technical Headquarters |
| April 2011 | Senior General Manager, Technology Management Department of Technology & Innovation Headquarters |
| April 2013 | Senior Executive Officer, Mitsubishi Motors Corporation |
| June 2013 | Director, Mitsubishi Motors Corporation |
| April 2016 | Senior Vice President, Senior General Manager of Technology Strategy Office |
| June 2017 | Director (Member of the Board), Full-time Audit and Supervisory Committee Member |
| June 2018 | *Director (Member of the Board), Executive Vice President, CSO |
| April 2019 | *President and CEO (Member of the Board) and CSO |
| April 2020 | *President and CEO (Member of the Board) (Present position) |

(Note) An asterisk mark (*) indicates a Representative Director.

Important concurrent positions

Director, Mitsubishi Research Institute, Inc.

Reason for nomination as a candidate for Director

Mr. Seiji Izumisawa has engaged in such areas as research and development, technology management and operations related to strategic technology development, and has made significant contributions to strengthening and developing MHI's technology infrastructure. From June 2017 to June 2018, he filled the role of Director who is serving as an Audit and Supervisory Committee Member. Since April 2019 he has served as President and CEO (Member of the Board), in which roles he has drawn up and promoted strategy for MHI as a whole, and driven the development of a global structure. He currently serves as Chief Executive Officer (CEO) in charge of the system for execution of business of MHI. Based on these reasons, MHI judges that he will contribute to the sustained growth of MHI and improvement of its corporate value in the medium and long term through participation in MHI's management decision-making, providing management direction, and hence MHI re-nominates Mr. Seiji Izumisawa as a candidate for Director.

Special interest between the candidate and MHI

There is no special interest between Mr. Seiji Izumisawa and MHI.

* CSO (Chief Strategy Officer)

Position and responsibility in MHI

*Director (Member of the Board), Senior Executive Vice President, Assistant to President and CEO

Number of MHI shares owned

5,000

**Number of years in office as Director
(as of the conclusion of this General Meeting of Shareholders)**

2 years

Number of times attended Board of Directors meetings in FY2022

14 out of 14 times

Career summary

| | |
|------------|---|
| April 1984 | Joined Mitsubishi Heavy Industries, Ltd. |
| April 2018 | Senior Vice President, Deputy Head of Business Strategy Office |
| April 2019 | Senior Vice President, CoCSO, Head of Marketing & Innovation Headquarters |
| April 2020 | Executive Vice President, CSO |
| April 2021 | Executive Vice President, CSO, President and CEO, Energy Systems |
| June 2021 | *Director (Member of the Board), Executive Vice President, CSO, President and CEO, Energy Systems |
| April 2023 | *Director (Member of the Board), Senior Executive Vice President, Assistant to President and CEO (Present position) |

(Note) An asterisk mark (*) indicates a Representative Director.

Important concurrent positions

None

Reason for nomination as a candidate for Director

Mr. Hitoshi Kaguchi is being nominated for the position of a Director because he has extensive business experience in MHI, including having been involved in the technological development and business operation of nuclear power systems for many years. He was appointed CoCSO in April 2019 and has served as CSO since April 2020, planning and promoting MHI's overall strategy under the CEO, and taking responsibility for overall planning of management policies. Since April 2023 he has been leading MHI's Energy Transition and the expansion of its business into growth areas, and MHI judges that he will contribute to the sustained growth of MHI and improvement of its corporate value in the medium and long term through participation in MHI's management decision-making as the person who formulates and promotes MHI's growth strategies, and hence MHI re-nominates Mr. Hitoshi Kaguchi as a candidate for Director.

Special interest between the candidate and MHI

There is no special interest between Mr. Hitoshi Kaguchi and MHI.

Position and responsibility in MHI

*Director (Member of the Board), Executive Vice President, CFO

Number of MHI shares owned

4,500

Number of years in office as Director

(as of the conclusion of this General Meeting of Shareholders)

3 years

Number of times attended Board of Directors meetings in FY2022

14 out of 14 times

Career summary

April 1986 Joined Mitsubishi Heavy Industries, Ltd.

October 2019 Senior Vice President, CoCFO

April 2020 Senior Vice President, CFO

June 2020 *Director (Member of the Board), Senior Vice President, CFO

April 2021 *Director (Member of the Board), Executive Vice President, CFO (Present position)

(Note) An asterisk mark (*) indicates a Representative Director.

Important concurrent positions

None

Reason for nomination as a candidate for Director

Mr. Hisato Kozawa is being nominated for the position of a Director because he has extensive experience, primarily in the financial field, having been engaged for many years in the financial and accounting operations of MHI, and having served as general manager of finance and accounting departments at a major subsidiary. He served as CoCFO from October 2019, and has been serving as CFO from April 2020, and promoting financing activities that respond to economic conditions and the business environment. Based on these reasons, MHI judges that he will contribute to the sustained growth of MHI and improvement of its corporate value in the medium and long term through participation in MHI's management decision-making as a person with expertise in the finances of MHI, and hence MHI re-nominates Mr. Hisato Kozawa as a candidate for Director.

Special interest between the candidate and MHI

There is no special interest between Mr. Hisato Kozawa and MHI.

Position and responsibility in MHI

Director (Member of the Board)

Number of MHI shares owned

2,100

**Number of years in office as outside director
(as of the conclusion of this General Meeting of Shareholders)**

7 years

Number of times attended Board of Directors meetings in FY2022

14 out of 14 times

Career summary

| | |
|------------|--|
| July 1971 | Joined Mitsubishi Corporation |
| June 2007 | Member of the Board, Executive Vice President, Mitsubishi Corporation |
| June 2008 | Executive Vice President, Mitsubishi Corporation |
| April 2010 | Senior Executive Vice President, Mitsubishi Corporation |
| June 2010 | Member of the Board, President and CEO, Mitsubishi Corporation |
| April 2016 | Chairman of the Board, Mitsubishi Corporation |
| June 2016 | Director (Member of the Board), Mitsubishi Heavy Industries, Ltd. (Present position) |
| April 2022 | Member of the Board, Corporate Advisor, Mitsubishi Corporation |
| June 2022 | Corporate Advisor, Mitsubishi Corporation (Present position) |

Important concurrent positions

Corporate Advisor, Mitsubishi Corporation
 Director, Mitsubishi Research Institute, Inc.
 Director, NISSIN FOODS HOLDINGS CO., LTD.
 Chairman, The Japan Chamber of Commerce and Industry

Reason for nomination as a candidate for outside director and overview of expected roles

Mr. Ken Kobayashi is expected to perform supervision of MHI's overall management, because he has expertise in various fields, having served as a Member of the Board, President and CEO, and Chairman of the Board of Mitsubishi Corporation, and extensive knowledge and experience gained as top executive of global companies, and he will provide insightful views and frank assessments to the Board of Directors meetings and Nomination and Remuneration Advisory Council, etc., as an outside director. As MHI judges that his election will contribute to the improvement of the soundness and transparency of MHI's management decision-making, and also help MHI achieve sustained growth and improvement of its corporate value in the medium and long term, MHI re-nominates Mr. Ken Kobayashi as a candidate for outside director.

Special interest between the candidate and MHI

There is no special interest between Mr. Ken Kobayashi and MHI.

Matters concerning the independence of outside director

Since Mr. Ken Kobayashi meets the "Independence Criteria for Outside Directors" (listed below) provided by MHI, MHI judges him to be independent from its management. Accordingly, MHI has notified Tokyo Stock Exchange, Inc. and other listed financial instruments exchanges in Japan that he is an independent director.

Position and responsibility in MHI

Director (Member of the Board)

Number of MHI shares owned

2,700

**Number of years in office as outside director
(as of the conclusion of this General Meeting of Shareholders)**

4 years

Number of times attended Board of Directors meetings in FY2022

14 out of 14 times

Career summary

| | |
|--------------|--|
| April 1974 | Joined The Mitsubishi Bank, Limited |
| June 2005 | Managing Executive Officer, The Bank of Tokyo-Mitsubishi, Ltd. Member of the Board of Directors, Mitsubishi Tokyo Financial Group, Inc. |
| October 2008 | Member of the Board of Directors, Senior Managing Executive Officer, The Bank of Tokyo-Mitsubishi UFJ, Ltd. |
| June 2009 | Member of the Board of Directors, Deputy President, The Bank of Tokyo-Mitsubishi UFJ, Ltd. Managing Executive Officer, Mitsubishi UFJ Financial Group, Inc. |
| June 2010 | Member of the Board of Directors, Mitsubishi UFJ Financial Group, Inc. |
| October 2010 | Member of the Board of Directors, Deputy President, Mitsubishi UFJ Financial Group, Inc. |
| April 2012 | President and CEO, The Bank of Tokyo-Mitsubishi UFJ, Ltd. Member of the Board of Directors, Mitsubishi UFJ Financial Group, Inc. |
| April 2013 | President and CEO, Mitsubishi UFJ Financial Group, Inc. |
| June 2015 | Member of the Board of Directors, President & Group CEO, Mitsubishi UFJ Financial Group, Inc. (Representative Corporate Executive) |
| April 2016 | Chairman of the Board of Directors, The Bank of Tokyo-Mitsubishi UFJ, Ltd. |
| April 2019 | Member of the Board of Directors, Chairman (Corporate Executive), Mitsubishi UFJ Financial Group, Inc. Member of the Board of Directors, MUFG Bank, Ltd. (until April 2020) |
| June 2019 | Director (Member of the Board), Audit and Supervisory Committee Member, Mitsubishi Heavy Industries, Ltd. |
| April 2021 | Member of the Board of Directors, Mitsubishi UFJ Financial Group, Inc. (until June 2021) Senior Advisor, MUFG Bank, Ltd. (Present position) |
| June 2021 | Director (Member of the Board), Mitsubishi Heavy Industries, Ltd. (Present position) |

Important concurrent positions

Senior Advisor, MUFG Bank, Ltd.

Director, Mitsubishi Research Institute, Inc.

Chairman, Mitsubishi Memorial Foundation for Educational Excellence

Reason for nomination as a candidate for outside director and overview of expected roles

Mr. Nobuyuki Hirano is expected to perform supervision of MHI's overall management, because he has extensive knowledge and experience gained as a top executive at international financial institutions, including holding the positions of President & Group CEO and Chairman (Corporate Executive) of Mitsubishi UFJ Financial Group, Inc. and President and Chairman of the Board of Directors of MUFG Bank, Ltd. and he will provide insightful views and frank assessments to the Board of Directors meetings and Nomination and Remuneration Advisory Council, etc., as an outside director. As MHI judges that his election will contribute to the improvement of the soundness and transparency of MHI's management decision-making, and also help MHI achieve sustained growth and improvement of its corporate value in the medium and long term, MHI re-nominates Mr. Nobuyuki Hirano as a candidate for outside director.

Special interest between the candidate and MHI

Mr. Nobuyuki Hirano concurrently serves as Chairman of Mitsubishi Memorial Foundation for Educational Excellence, and MHI has a relationship with the foundation through its provision of donations for business expenses, etc.

Matters concerning the independence of outside director

Since Mr. Nobuyuki Hirano meets the "Independence Criteria for Outside Directors" (listed below) provided by MHI, MHI judges him to be independent from its management. Accordingly, MHI has notified Tokyo Stock Exchange, Inc. and other listed financial instruments exchanges in Japan that he is an independent director. Although Mitsubishi Memorial Foundation for Educational Excellence, at which he serves as Chairman, receives donations from MHI, the amount of donations given to the foundation does not exceed the criteria amount set forth in the "Independence Criteria for Outside Directors," and this is deemed not to have any impact on his independence.

Position and responsibility in MHI

(Newly nominated)

Number of MHI shares owned

—

**Number of years in office as outside director
(as of the conclusion of this General Meeting of Shareholders)**

—

Number of times attended Board of Directors meetings in FY2022

—

Career summary

| | |
|---------------|---|
| April 1979 | Joined Ministry of Finance |
| August 2012 | Director-General of the Financial Bureau, Ministry of Finance |
| March 2013 | Vice Minister of Finance for International Affairs, Ministry of Finance |
| July 2014 | Special Advisor to the Prime Minister, Special Advisor to the Minister of Finance |
| March 2015 | Deputy Managing Director, the International Monetary Fund (IMF) |
| December 2021 | President, Institute for Global Financial Affairs, Sumitomo Mitsui Banking Corporation (Present position) |

Important concurrent positions

President, Institute for Global Financial Affairs, Sumitomo Mitsui Banking Corporation

Reason for nomination as a candidate for outside director and overview of expected roles

Mr. Mitsuhiro Furusawa is expected to perform supervision of MHI's overall management, even though he has not been involved in corporate management, except for acting as an outside director or outside statutory auditor, because he has wide range of insights related to financial policy gained as a regulator and a global perspective gained as an international institution executive when he served as Vice Minister of Finance for International Affairs and Deputy Managing Director of the International Monetary Fund (IMF), and he will provide insightful views and frank assessments to the Board of Directors meetings and Nomination and Remuneration Advisory Council, etc., as an outside director. As MHI judges that his election will contribute to the improvement of the soundness and transparency of MHI's management decision-making, and also help MHI achieve sustained growth and improvement of its corporate value in the medium and long term, MHI nominates Mr. Mitsuhiro Furusawa as a candidate for outside director.

Special interest between the candidate and MHI

There is no special interest between Mr. Mitsuhiro Furusawa and MHI.

Matters concerning the independence of outside director

Since Mr. Mitsuhiro Furusawa meets the "Independence Criteria for Outside Directors" (listed below) provided by MHI, MHI judges him to be independent from its management. Accordingly, MHI has notified Tokyo Stock Exchange, Inc. and other listed financial instruments exchanges in Japan that he is an independent director.

(Notes)

1. Mr. Ken Kobayashi, Mr. Nobuyuki Hirano and Mr. Mitsuhiro Furusawa are the candidates for outside directors as defined in Article 2, paragraph (3), item (vii) of the Regulations for Enforcement of the Companies Act.
2. MHI has submitted notifications, specifying Mr. Ken Kobayashi, Mr. Nobuyuki Hirano and Mr. Mitsuhiro Furusawa, as independent directors, to Tokyo Stock Exchange, Inc. and other listed financial instruments exchanges in Japan.
3. The outline of a liability limitation agreement is as follows:
 - (1) MHI has entered into a liability limitation agreement with Mr. Ken Kobayashi and Mr. Nobuyuki Hirano, which provides a limitation on their liabilities to compensate for damages under Article 423, paragraph (1) of the Companies Act, the amount of which is the higher of ¥10 million or the

- minimum amount of liability defined in Article 425, paragraph (1) of the Companies Act. Should Mr. Ken Kobayashi and Mr. Nobuyuki Hirano be elected, MHI is bound to continue the above-mentioned agreement with each of them.
- (2) Should Mr. Mitsuhiro Furusawa be elected, MHI is bound to enter into a liability limitation agreement with him, which provides a limitation on his liabilities to compensate for damages under Article 423, paragraph (1) of the Companies Act, the amount of which will be the higher of ¥10 million or the minimum amount of liability defined in Article 425, paragraph (1) of the Companies Act.
 4. At Mitsubishi Motors Corporation, where Mr. Ken Kobayashi served as an outside director, in May 2018, it came to light that the training of some foreign technical interns at Mitsubishi Motors Corporation's Okazaki Plant had not been conducted in accordance with the technical intern training plan recognized by the Organization for Technical Intern Training, and in January 2019, the Ministry of Health, Labour and Welfare withdrew recognition of the technical intern training plan, and issued an order for improvement under the terms of the Act on Proper Technical Intern Training and Protection of Technical Intern Trainees. Mr. Ken Kobayashi was not aware of the fact and has, at meetings of the Board of Directors and other opportunities, called for greater attention from the viewpoint of ensuring compliance. Furthermore, since this incident came to light, he has been committed to thoroughly investigating the facts and taking steps to ensuring similar situations do not happen again.
 5. At MUFG Bank, Ltd., where Mr. Nobuyuki Hirano served as a member of the Board of Directors, the US Office of the Comptroller of the Currency (OCC) found MUFG Bank's internal control arrangements for the prevention of money laundering to be inadequate under the terms of the US Bank Secrecy Act, resulting in MUFG Bank coming to an agreement with the OCC in February 2019 to put in place corrective measures, etc.
 6. MHI plans to enter into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The policy will cover indemnification and the litigation expenses arising from the legal liability of damages that are assumed by an insured in a case where the insured receives a claim etc. relating to the pursuit of liability arising from the performance of duties. However, the aforementioned policy does not cover losses, etc. arising from intentional misconduct or fraudulent acts by the aforementioned insured. MHI's Directors are insureds under the aforementioned policy, and the full amount of the insurance premiums for all insureds is borne by MHI. For every candidate, if their election to the position of a Director is approved, they will become an insured under the aforementioned policy. During the terms of office of the elected Directors, MHI plans to renew the aforementioned policy with the same terms and conditions.

■ Opinions of the Audit and Supervisory Committee

In regard to the election, etc. and remuneration, etc. of Directors who are not serving as Audit and Supervisory Committee Members, all three outside directors who are serving as Audit and Supervisory Committee Members attended the Nomination and Remuneration Advisory Council and provided their respective opinions, and the full-time Audit and Supervisory Committee Members confirmed, such matters as the approach to remuneration structure and the specific computation method of remuneration, as well as the basic framework and approach relating to the Board of Directors and Directors of MHI and the policy for nominating the candidates for such Directors and made reports and participated in mutual discussions at a meeting of the Audit and Supervisory Committee.

Accordingly, the Audit and Supervisory Committee has determined that there are no special matters or opinions that need to be stated at the General Meeting of Shareholders with regard to the election, etc. and remuneration, etc. of Directors who are not serving as Audit and Supervisory Committee Members, based on the provisions of the Companies Act.

Proposal No. 3: Election of 4 Directors Who Are Serving as Audit and Supervisory Committee Members

The terms of 4 of the 5 current Directors who are serving as Audit and Supervisory Committee Members, Mr. Setsuo Tokunaga, Mr. Hiroo Unoura, Ms. Noriko Morikawa and Ms. Masako Ii, will expire at the conclusion of this General Meeting of Shareholders. Accordingly, MHI proposes to elect 4 Directors who are serving as Audit and Supervisory Committee Members. The candidates for Directors who are serving as Audit and Supervisory Committee Members are as follows.

In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

| No. | Name | | Position and Responsibility in MHI | The Number of Attendance at the Board of Directors Meetings (FY2022) | The Number of Attendance at the Audit and Supervisory Committee Meetings (FY2022) | The Number of Years in Office as Director (as of the conclusion of this General Meeting of Shareholders) |
|-----|-----------------|---------------------------------------|--|--|---|--|
| 1 | Setsuo Tokunaga | Re-election | Director (Member of the Board) Full-time Audit and Supervisory Committee Member | 14 out of 14 times | 16 out of 16 times | 2 years |
| 2 | Hiroo Unoura | Re-election Outside Independent | Director (Member of the Board) Audit and Supervisory Committee Member | 14 out of 14 times | 16 out of 16 times | 4 years |
| 3 | Noriko Morikawa | Re-election Outside Independent | Director (Member of the Board) Audit and Supervisory Committee Member | 14 out of 14 times | 16 out of 16 times | 3 years |
| 4 | Masako Ii | Re-election Outside Independent | Director (Member of the Board) Audit and Supervisory Committee Member | 14 out of 14 times | 16 out of 16 times | 2 years |

(Reference)

Mr. Ryutaro Takayanagi will continue in his role as Director who is serving as an Audit and Supervisory Committee Member.

1

Setsuo Tokunaga
(October 20, 1958: 64 years old)
[Re-election]

Position and responsibility in MHI

Director (Member of the Board), Full-time Audit and Supervisory Committee Member

Number of MHI shares owned

5,000

**Number of years in office as Director
(as of the conclusion of this General Meeting of Shareholders)**

2 years

Number of times attended Board of Directors meetings in FY2022

14 out of 14 times

Number of times attended the Audit and Supervisory Committee meetings in FY2022

16 out of 16 times

Career summary

| | |
|------------|---|
| April 1984 | Joined Mitsubishi Heavy Industries, Ltd. |
| April 2017 | Fellow, General Manager, Research & Innovation Center |
| June 2017 | Fellow, Senior General Manager of Technology Strategy Office |
| April 2019 | Senior Fellow, Senior Chief Researcher, Research & Innovation Center |
| June 2021 | Director (Member of the Board), Full-time Audit and Supervisory Committee Member (Present position) |

Important concurrent positions

None

Reason for nomination as a candidate for Director

Mr. Setsuo Tokunaga possesses extensive practical experience, having served in important positions over many years at MHI's Research & Innovation Center and has contributed significantly to strengthening the technology and development departments of MHI. As MHI judges that his participation in its management decision-making as a person who has expertise in MHI's technology will contribute to ensuring effective audits and ensuring soundness and appropriateness and improving transparency of its management decision-making, and also help MHI achieve sustained growth and improvement of its corporate value in the medium and long term, MHI re-nominates Mr. Setsuo Tokunaga as a candidate for Director who is serving as an Audit and Supervisory Committee Member.

Special interest between the candidate and MHI

There is no special interest between Mr. Setsuo Tokunaga and MHI.

Hiroo Unoura

(January 13, 1949: 74 years old)

[Re-election] [Outside] [Independent]

Position and responsibility in MHI

Director (Member of the Board), Audit and Supervisory Committee Member

Number of MHI shares owned

4,000

**Number of years in office as outside director
(as of the conclusion of this General Meeting of Shareholders)**

4 years

Number of times attended Board of Directors meetings in FY2022

14 out of 14 times

Number of times attended the Audit and Supervisory Committee meetings in FY2022

16 out of 16 times

Career summary

| | |
|------------|--|
| April 1973 | Joined Nippon Telegraph and Telephone Public Corporation |
| June 2002 | Senior Vice President, Nippon Telegraph and Telephone Corporation |
| June 2007 | Executive Vice President, Nippon Telegraph and Telephone Corporation |
| June 2008 | Senior Executive Vice President, Nippon Telegraph and Telephone Corporation |
| June 2012 | President & CEO, Nippon Telegraph and Telephone Corporation |
| June 2018 | Advisor, Nippon Telegraph and Telephone Corporation |
| June 2019 | Director (Member of the Board), Audit and Supervisory Committee Member, Mitsubishi Heavy Industries, Ltd. (Present position) |
| July 2021 | Senior Advisor, Nippon Telegraph and Telephone Corporation (Present position) |

Important concurrent positions

Senior Advisor, Nippon Telegraph and Telephone Corporation

Member of the Board, KADOKAWA CORPORATION

Reason for nomination as a candidate for outside director and overview of expected roles

Mr. Hiroo Unoura is expected to perform supervision of MHI's overall management because he has extensive knowledge and experience acquired as a top executive of a company involved in cutting-edge businesses, having been the driver of initiatives to strengthen the competitiveness and profitability of the domestic business of Nippon Telegraph and Telephone Corporation (NTT) and expand the overseas business as the former President & CEO of NTT, and he will provide insightful views and frank assessments to the Board of Directors meetings and Nomination and Remuneration Meetings, etc., as an outside director. He is also expected to provide comments and suggestions regarding the overall activities of the Audit and Supervisory Committee, including audit related work as a member of the Audit and Supervisory Committee. As MHI judges that his election will contribute to ensuring effective audits and ensuring soundness and appropriateness and improving transparency of its management decision-making, and also help MHI achieve sustained growth and improvement of its corporate value in the medium and long term, MHI re-nominates Mr. Hiroo Unoura as a candidate for outside director who is serving as an Audit and Supervisory Committee Member.

Special interest between the candidate and MHI

There is no special interest between Mr. Hiroo Unoura and MHI.

Matters concerning the independence of outside director

Since Mr. Hiroo Unoura meets the "Independence Criteria for Outside Directors" (listed below) provided by MHI, MHI judges him to be independent from its management. Accordingly, MHI has notified Tokyo Stock Exchange, Inc. and other listed financial instruments exchanges in Japan that he is an independent director.

Position and responsibility in MHI

Director (Member of the Board), Audit and Supervisory Committee Member

Number of MHI shares owned

400

**Number of years in office as outside director
(as of the conclusion of this General Meeting of Shareholders)**

3 years

Number of times attended Board of Directors meetings in FY2022

14 out of 14 times

Number of times attended the Audit and Supervisory Committee meetings in FY2022

16 out of 16 times

Career summary

| | |
|----------------|---|
| April 1981 | Joined CHORI CO., LTD. |
| August 1988 | Joined Daiwa Securities America, Inc. |
| September 1991 | Joined ARTHUR ANDERSEN & CO. |
| March 1995 | Joined Motorola Inc. |
| March 2005 | Director of the Board, Motorola Inc. |
| June 2009 | Joined Bosch Corporation |
| August 2010 | Executive Vice President and Director, Bosch Corporation (until December 2018) |
| June 2020 | Director (Member of the Board), Mitsubishi Heavy Industries, Ltd. |
| June 2021 | Director (Member of the Board), Audit and Supervisory Committee Member (Present position) |

Important concurrent positions

Director, Resonac Holdings Corporation

Reason for nomination as a candidate for outside director and overview of expected roles

Ms. Noriko Morikawa has experience in internal audit and accounting operations at foreign companies operating in Japan, in addition to which she possesses extensive knowledge and experience in global companies related to business management and organizational operation, such as overseeing administration departments in the role of manager. MHI expects her to supervise MHI's overall management by providing insightful views and frank assessments at the meetings of the Board of Directors and the Nomination and Remuneration Meetings, etc., as an outside director. She is also expected to provide comments and suggestions regarding the overall activities of the Audit and Supervisory Committee, including audit related work, as a member of the Audit and Supervisory Committee. As MHI judges that her election will contribute to ensuring effective audits and ensuring soundness and appropriateness and improving transparency of its management decision-making, and also help MHI achieve sustained growth and improvement of its corporate value in the medium and long term, MHI re-nominates Ms. Noriko Morikawa as a candidate for outside director who is serving as an Audit and Supervisory Committee Member.

Special interest between the candidate and MHI

There is no special interest between Ms. Noriko Morikawa and MHI.

Matters concerning the independence of outside director

Since Ms. Noriko Morikawa meets the "Independence Criteria for Outside Directors" (listed below) provided by MHI, MHI judges her to be independent from its management. Accordingly, MHI has notified Tokyo Stock Exchange, Inc. and other listed financial instruments exchanges in Japan that she is an independent director.

Position and responsibility in MHI

Director (Member of the Board), Audit and Supervisory Committee Member

Number of MHI shares owned

500

**Number of years in office as outside director
(as of the conclusion of this General Meeting of Shareholders)**

2 years

Number of times attended Board of Directors meetings in FY2022

14 out of 14 times

Number of times attended the Audit and Supervisory Committee meetings in FY2022

16 out of 16 times

Career summary

| | |
|------------|--|
| July 1990 | Researcher, The World Bank |
| April 1995 | Associate Professor, Department of Economics, Yokohama National University |
| April 2004 | Professor, Graduate School of International Corporate Strategy, Hitotsubashi University Business School |
| April 2005 | Professor, School of International and Public Policy, Hitotsubashi University (Present position) Professor, Graduate School of Economics/Faculty of Economics, Hitotsubashi University (Present position) |
| June 2021 | Director (Member of the Board), Audit and Supervisory Committee Member, Mitsubishi Heavy Industries, Ltd. (Present position) |

Important concurrent positions

Professor, School of International and Public Policy, Hitotsubashi University

Professor, Graduate School of Economics/Faculty of Economics, Hitotsubashi University

Governor, Japan Broadcasting Corporation

Reason for nomination as a candidate for outside director and overview of expected roles

Although Ms. Masako Ii has never been involved in corporate management other than as an outside director or outside statutory auditor, she has advanced knowledge cultivated as a researcher in the field of health economics, as a professor at a graduate school and abundant global experience as a researcher at The World Bank and as a governor of the Japan Broadcasting Corporation. MHI expects her to supervise MHI's overall management by providing insightful views and frank assessments at the meetings of the Board of Directors and the Nomination and Remuneration Meetings, etc., as an outside director. She is also expected to provide comments and suggestions regarding the overall activities of the Audit and Supervisory Committee, including audit related work as a member of the Audit and Supervisory Committee. As MHI judges that her election will contribute to ensuring effective audits and ensuring soundness and appropriateness and improving transparency of its management decision-making, and also help MHI achieve sustained growth and improvement of its corporate value in the medium and long term, MHI re-nominates Ms. Masako Ii as a candidate for outside director who is serving as an Audit and Supervisory Committee Member.

Special interest between the candidate and MHI

There is no special interest between Ms. Masako Ii and MHI.

Matters concerning the independence of outside director

Since Ms. Masako Ii meets the "Independence Criteria for Outside Directors" (listed below) provided by MHI, MHI judges her to be independent from its management. Accordingly, MHI has notified Tokyo Stock Exchange, Inc. and other listed financial instruments exchanges in Japan that she is an independent director.

(Notes)

1. Mr. Hiroo Unoura, Ms. Noriko Morikawa and Ms. Masako Ii are the candidates for outside directors as defined in Article 2, paragraph (3), item (vii) of the Regulations for Enforcement of the Companies Act.
2. Ms. Masako Ii's name in her family register is Masako Kasai.
3. MHI has submitted notifications, specifying Mr. Hiroo Unoura, Ms. Noriko Morikawa and Ms. Masako Ii, as independent directors, to Tokyo Stock Exchange, Inc. and other listed financial instruments exchanges in Japan.
4. MHI has entered into a liability limitation agreement with Mr. Hiroo Unoura, Ms. Noriko Morikawa and Ms. Masako Ii, which provides a limitation on their liabilities to compensate for damages under Article 423, paragraph (1) of the Companies Act, the amount of which is the higher of ¥10 million or the minimum amount of liability defined in Article 425, paragraph (1) of the Companies Act. Should Mr. Hiroo Unoura, Ms. Noriko Morikawa and Ms. Masako Ii be elected, MHI is bound to continue the above-mentioned agreement with each of them.
5. MHI plans to enter into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The policy will cover indemnification and the litigation expenses arising from the legal liability of damages that are assumed by an insured in a case where the insured receives a claim etc. relating to the pursuit of liability arising from the performance of duties. However, the aforementioned policy does not cover losses, etc. arising from intentional misconduct or fraudulent acts by the aforementioned insured.
MHI's Directors are insureds under the aforementioned policy, and the full amount of the insurance premiums for all insureds is borne by MHI. For every candidate, if their election to the position of a Director is approved, they will become an insured under the aforementioned policy. During the terms of office of the elected Directors, MHI plans to renew the aforementioned policy with the same terms and conditions.

Proposal No. 4: Election of 1 Substitute Director Who Is Serving as an Audit and Supervisory Committee Member

The validity of election of substitute Director who is serving as an Audit and Supervisory Committee Member Mr. Nobuhiro Oka, ends at the opening of this General Meeting of Shareholders. Accordingly, MHI proposes to elect 1 substitute Director who is serving as an Audit and Supervisory Committee Member to fill the vacancy in the number of Directors who are serving as Audit and Supervisory Committee Members stipulated in laws and regulations. The candidate for a substitute Director who is serving as an Audit and Supervisory Committee Member is as follows.

In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

Nobuhiro Oka

(April 5, 1963: 60 years old)

[Outside] [Independent]

Number of MHI shares owned

—

Career summary

| | |
|--------------|---|
| April 1993 | Registered as an attorney at law Joined Kajitani Law Offices |
| April 1997 | Representative Partner, Takekawa & Oka Law Offices |
| October 2004 | Representative Partner, Takekawa, Oka & Yoshino Law Offices |
| October 2013 | Representative, Oka-Partners Law Office (Present position) |
| March 2019 | Doctor (of Laws) (Chuo University) |
| April 2023 | Vice-president, Dai-Ichi Tokyo Bar Association (Present position) |

Important concurrent positions

Representative, Oka-Partners Law Office
Professor, Keio University Law School
Director, Yamatane Corporation
Audit & Supervisory Board Member, Kao Corporation
Audit & Supervisory Board Member, Kao Group Customer Marketing Co., Ltd.

Reason for nomination as a candidate for substitute outside director and overview of expected roles

Although Mr. Nobuhiro Oka has never been involved in corporate management other than as an outside director or outside statutory auditor, he has abundant knowledge and extensive experience in corporate governance as an attorney with expertise in corporate legal affairs. MHI expects him to supervise MHI's overall management by providing insightful views and frank assessments at the meetings of the Board of Directors and the Nomination and Remuneration Meetings, etc., as an outside director. He is also expected to provide comments and suggestions regarding the overall activities of the Audit and Supervisory Committee, including audit related work as a member of the Audit and Supervisory Committee. As MHI judges that his election will contribute to ensuring effective audits and ensuring soundness and appropriateness and improving transparency of its management decision-making, and also help MHI achieve sustained growth and improvement of its corporate value in the medium and long term, MHI nominates Mr. Nobuhiro Oka as a candidate for outside director who is serving as a substitute Audit and Supervisory Committee Member.

Special interest between the candidate and MHI

There is no special interest between Mr. Nobuhiro Oka and MHI.

Matters concerning the independence of outside director

Since Mr. Nobuhiro Oka meets the "Independence Criteria for Outside Directors" (listed below) provided by MHI, MHI judges him to be independent from its management. Should he take up his position as a Director who is serving as an Audit and Supervisory Committee Member, MHI plans to notify Tokyo Stock Exchange, Inc. and other listed financial instruments exchanges in Japan that he is an independent director.

(Notes)

1. Mr. Nobuhiro Oka is the candidate for substitute outside director.
2. Should Mr. Nobuhiro Oka take up his position as a Director who is serving as an Audit and Supervisory Committee Member, MHI will submit notifications specifying him as an independent director to Tokyo Stock Exchange, Inc. and other listed financial instruments exchanges in Japan.
3. Should Mr. Nobuhiro Oka take up his position as a Director who is serving as an Audit and Supervisory Committee Member, MHI is bound to enter into a liability limitation agreement with him, which provides a limitation on his liabilities to compensate for damages under Article 423, paragraph (1) of the Companies Act, the amount of which will be the higher of ¥10 million or the minimum amount of liability defined in Article 425, paragraph (1) of the Companies Act.
4. MHI plans to enter into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The policy will cover indemnification and the litigation expenses arising from the legal liability of damages that are assumed by an insured in a case where the insured receives a claim etc. relating to the pursuit of liability arising from the performance of duties. However, the aforementioned policy does not cover losses, etc. arising from intentional misconduct or fraudulent acts by the aforementioned insured.
MHI's Directors are insureds under the aforementioned policy, and the full amount of the insurance premiums for all insureds is borne by MHI. Should Mr. Nobuhiro Oka take up his position as a Director who is serving as an Audit and Supervisory Committee Member, he will become an insured under the aforementioned policy. During the term of office of the elected Director, MHI plans to renew the aforementioned policy with the same terms and conditions.

Matters for Consideration for Proposals No. 2, No. 3 and No. 4

■ Policy and Procedures for Nominating Candidates for Directors

As a company that provides the infrastructure that forms the foundation of society, MHI will work toward separating management oversight and execution in order to pursue the realization of supervision with a high degree of soundness and transparency, which includes an external point of view, and to improve the efficiency and flexibility concerning execution of business, which will promote sustained growth and improved corporate value in the medium and long term.

To realize this, it will be MHI's policy to nominate as candidates to be Directors (excluding Directors who are serving as Audit and Supervisory Committee Members) of the individuals from MHI who are active in the core of MHI's management, who have extensive experience in executing MHI's business, and who see things from the perspective of a senior management; and in addition, to invite more than one individual as candidates for the role of outside directors to perform supervision from an objective standpoint while giving consideration to external stakeholders. Furthermore, from the perspective of ensuring effective audits, as Directors who are serving as Audit and Supervisory Committee Members, MHI's policy is to select individuals who have extensive knowledge and experience in various fields such as corporate management, legal, finance and accounting in a well-balanced manner.

When selecting Director candidates, the President and CEO prepares a proposed list of candidates based on the above policy and discuss such proposed list with the outside directors at the Nomination and Remuneration Advisory Council constituted by the outside directors, the Chairman of the Board and the President and CEO. The Board of Directors selects the final Director candidates from the proposed candidates resulting from the council.

■ Independence Criteria for Outside Directors

Anyone who meets any of the following criteria, in addition to the independence criteria prescribed by Tokyo Stock Exchange, Inc. and other listed financial instruments exchanges in Japan, shall not be deemed to be independent by MHI.

1. A person who is currently:

- (i) A major shareholder of MHI (i.e., a shareholder who holds 10% or more of voting rights), or any executive (a person who executes operations) of such shareholder;
- (ii) A counterparty with whom MHI transacts in cases when MHI's transaction amount with said counterparty in the last business year exceeded 2% of MHI's annual consolidated gross sales in amount, or any executive of said counterparty;
- (iii) A counterparty that transacts with MHI in cases when said counterparty's transaction amount with MHI in the last business year exceeded 2% of said counterparty's annual consolidated gross sales in amount, or any executive of said counterparty;
- (iv) A financial institution or any large creditor on which MHI is dependent to the extent that it is indispensable for MHI's financing and is not substitutable, or any executive of said financial institution or large creditor;
- (v) A certified public accountant or employee, partner or staff of an audit corporation serving as the financial auditor of MHI (excluding staff serving as an assistant);
- (vi) Any executive of an organization that received a donation or subsidy from MHI exceeding ¥10 million or 30% of said organization's average annual total expenses in the last business year, whichever is higher;
- (vii) An attorney, certified public accountant, certified tax accountant or any other consultant who received ¥10 million or more in the form of money or other financial benefits on average in the past three business years from MHI, other than remuneration as a MHI officer; or
- (viii) Anyone who belongs to a law firm, audit corporation, tax accountant corporation, consulting firm or any other expert advisory firm that received payments accounting for 2% or more of its annual consolidated gross sales on average in the past three business years from MHI (excluding staff serving as an assistant).

2. A person who corresponded to any of the items from (i) to (vi) above at any point in time over the past three years.

Structure of the Board of Directors After the Election and the Directors' Skill Matrix

If Proposals No. 2 and No. 3 are approved as submitted, the Board of Directors is scheduled to be comprised as shown in the table below.

MHI Group has set out Our Principles as the fundamental management philosophy and objectives and periodically formulates business plans in order to steadily fulfill these. The 2021 Medium-Term Business Plan currently being progressed by MHI Group states that the mission is to integrate cutting-edge technology into expertise built up over many years to provide solutions to the changing social issues and provide better lives.

Under this mission, for oversight of the management of MHI Group that is globally operating diverse businesses, it is necessary to appropriately track social issues and trends including relationships with all stakeholders based on the assumption of a deep understanding of the Group's basic philosophy and business, and discuss the Group's focus in the 2021 Medium-Term Business Plan on returning to and strengthening profitability and on opening up growth areas from diverse perspectives such as strengthening the technological foundation, human resource foundation and financial foundation, and risk management.

For these reasons, we believe it is important that there be knowledge, experience and expertise in social and economic issues, risk management and compliance, global corporate management, technology and digital, marketing, finance and accounting, and human resource development. MHI Board of Directors requires a good balance of these attributes.

The knowledge, experience and expertise possessed by each Director is as shown in the table below and we believe the Board of Directors has an appropriate mix of such knowledge, experience and expertise.

| Name | Position and Responsibility in MHI | Number of years in office (as of the conclusion of this General Meeting of Shareholders) | Outside Director | Independent Director | Knowledge, experience and expertise | | | | | | |
|--------------------|---|--|------------------|----------------------|-------------------------------------|------------------------------|------------------------------|-----------------------------|-----------|--------------------|----------------|
| | | | | | Socio-Economic Issues | Risk Management / Compliance | Global Enterprise Management | Technology / Digitalization | Marketing | Finance Accounting | Human Resource |
| Shunichi Miyanaga | Chairman of the Board | 15 | | | ○ | ○ | ○ | | ○ | | |
| Seiji Izumisawa | President and CEO (Member of the Board) | 6 | | | ○ | ○ | ○ | ○ | ○ | | |
| Hitoshi Kaguchi | Director (Member of the Board), Senior Executive Vice President, Assistant to President and CEO | 2 | | | ○ | ○ | | ○ | ○ | | |
| Hisato Kozawa | Director (Member of the Board), Executive Vice President, CFO | 3 | | | ○ | ○ | | | | ○ | |
| Ken Kobayashi | Director (Member of the Board) | 7 | ○ | ○ | ○ | ○ | ○ | | ○ | | |
| Nobuyuki Hirano | Director (Member of the Board) | 4 | ○ | ○ | ○ | ○ | ○ | | | ○ | |
| Mitsuhiro Furusawa | Director (Member of the Board) | Newly nominated | ○ | ○ | ○ | ○ | | | | ○ | |
| Setsuo Tokunaga | Director (Member of the Board) Full-time Audit and Supervisory Committee Member | 2 | | | ○ | ○ | | ○ | | | |
| Ryutaro Takayanagi | Director (Member of the Board) Full-time Audit and Supervisory Committee Member | 1 | | | ○ | ○ | | | | ○ | |
| Hiroo Unoura | Director (Member of the Board) Audit and Supervisory Committee Member | 4 | ○ | ○ | ○ | ○ | ○ | | ○ | | ○ |
| Noriko Morikawa | Director (Member of the Board) Audit and Supervisory Committee Member | 3 | ○ | ○ | ○ | ○ | ○ | | | ○ | ○ |
| Masako Ii | Director (Member of the Board) Audit and Supervisory Committee Member | 2 | ○ | ○ | ○ | ○ | | | | | ○ |

(Note) Sections marked with “○” in the table do not indicate all the knowledge, experience and expertise of such Directors.

Status of holdings and reduction of shares held for purposes other than pure investment

MHI acquires and holds shares of companies if it judges that doing so is necessary as a means of developing its business strategies, creating business opportunities, and establishing, maintaining and strengthening business relationships. MHI acquires and holds only the shares of companies where MHI believes that mutual collaboration with those companies will lead to sustainable growth and medium- to long-term improvement in social value and economic value. Furthermore, MHI periodically reviews and reduces holdings of shares acquired in the past using the same criteria, with the goal of reducing the total amount at which shares held for purposes other than pure investment are recorded on the consolidated balance sheet to less than 15% of total equity by the end of FY2025, and to less than 10% by the end of FY2030.

Based on this policy, MHI sold 15 issues/¥58.1 billion (including partial sales of 7 issues) in FY2022, and the total amount recorded on the balance sheet as of the end of FY2022 was ¥297.2 billion (down ¥40.3 billion from the end of FY2021).

Furthermore, listed shares held by MHI for purposes other than pure investment include shares in Vestas Wind Systems A/S (“Vestas”), shares in HydrogenPro ASA (“HydrogenPro”) and shares in SANSHA ELECTRIC MANUFACTURING CO., LTD. (Combined total amount recorded on the balance sheet as of the end of FY2022 was ¥101.2 billion). MHI has designated “Energy Transition” as a growth area in the 2021 Medium-Term Business Plan, and these shares were acquired with the aim of maintaining and strengthening relationships as a strategic partner with each company, in the decarbonization-related business such as renewable energy field and green hydrogen business field.

With regard to the shares contributed by MHI to the retirement benefit trust (4 issues in total), in March 2023 these were changed to a contract under which trustee bank exercises voting rights, with the result that no shares falling under the category of “deemed shareholdings” existed as of the end of the fiscal year under review.

Please see the Corporate Governance Guidelines of Mitsubishi Heavy Industries, Ltd. for MHI’s policy on holding shares for purposes other than pure investment, the method of verifying the rationality of holdings, and the approach to exercising voting rights.

(https://www.mhi.com/finance/management/governance/pdf/corporate_governance.pdf)

Number of Issues and Amount Recorded on the Balance Sheet

| | As of the end of FY2022 | |
|--|-------------------------|--|
| | Number of issues | Total amount recorded on balance sheet (Billions of Yen) |
| Non-listed shares | 142 | 47.9 |
| Shares other than non-listed shares [of which, Vestas, HydrogenPro and SANSHA ELECTRIC MANUFACTURING CO., LTD.] | 37 [3] | 249.3 [101.2] |
| Total | 179 | 297.2 |

(End)

BUSINESS REPORT FOR THE 2022 FISCAL YEAR

(April 1, 2022 to March 31, 2023)

OVERVIEW OF MITSUBISHI HEAVY INDUSTRIES, LTD. (MHI) GROUP

1 REVIEW AND THE RESULTS OF BUSINESS ACTIVITIES

OVERVIEW

During the fiscal year under review, the global economy continued to show solid growth as social and economic activity returned to normal from the novel coronavirus disease (COVID-19) pandemic. The Japanese economy also mounted a gradual recovery centered on consumer spending and capital investment amid the “with corona” reality.

On the other hand, concerns persist regarding the future outlook given factors that include escalating inflationary pressures prompted by rising resource prices, abrupt monetary tightening in Europe and the United States, and international tensions that include the Russian invasion of Ukraine and conflict between the United States and China.

■ Orders, Sales and Profits/Losses

In this operating environment, consolidated orders received by MHI Group in the fiscal year under review increased by ¥433.5 billion year on year to ¥4,501.3 billion amid gains posted by Energy Systems and Logistics, Thermal & Drive Systems against decreases recorded by Aircraft, Defense & Space and Plants & Infrastructure Systems.

Revenue increased by ¥342.5 billion year on year to ¥4,202.7 billion as a result of gains across all segments, particularly in Logistics, Thermal & Drive Systems.

In terms of profit from business activities, Energy Systems recorded a decrease, but Aircraft, Defense & Space, Plants & Infrastructure Systems, and Logistics, Thermal & Drive Systems posted increases, resulting in an overall gain of ¥33.0 billion year on year to ¥193.3 billion, while profit before income taxes rose by ¥17.4 billion year on year to ¥191.1 billion.

Meanwhile, profit attributable to owners of parent came to ¥130.4 billion, ¥16.9 billion higher than in the previous fiscal year.

■ MHI Group Initiatives in FY2022

Under the 2021 Medium-Term Business Plan (“2021 MTBP”) launched in October 2020, we implemented various measures based on targets set in the four areas of profitability, growth, financial stability, and shareholder returns enlisting the two focal themes of “return to and strengthen profitability” and “opening up growth areas.” During the fiscal year under review, the MHI Group made progress overall according to plan with respect to these measures.

- Return to and strengthen profitability

We made concerted efforts toward returning to and strengthening profitability as with the previous fiscal year, in aiming to achieve our targets for FY2023, the final fiscal year of the 2021 MTBP.

Medium-lot products business achieved net sales at a level surpassing that prior to the COVID-19 pandemic, and profit levels exceeded those of the previous fiscal year as a result of our having curbed effects of surging costs for raw materials and transportation by adjusting prices. In aero engines, we proceeded with plant expansion in Nagasaki City and Komaki City, Aichi Prefecture with our sights particularly set on escalating needs for maintenance going forward as demand recovers. As for gas turbines, we have been encountering a steady flow of orders in markets that include Hong Kong, Singapore, Taiwan, and Uzbekistan amid robust demand with respect to gas-fired power, which poses less environmental impact than coal-fired power. In metals machinery, we concluded a large-scale order for Electric Arc Furnace in Germany amid the nation’s expanding investment in green steel, and also received successive orders for revamping projects. In addition, we delivered two LNG-fueled ferries, the first of their kind in Japan, thereby contributing to reduction of environmental loads with their outstanding performance in terms of cutting CO₂ emissions by more than 20% compared to heavy fuel oil vessels and generating almost zero sulfur oxide emissions.

We have furthermore taken steps to expand services business turnover by maximizing customer value through DX and other initiatives. Having extended applications of TOMONI® intelligent solution services, we have been working on service for ensuring optimal energy balance to achieve efficient use of hydrogen in the petroleum refining process, and have also embarked on operations of a service involving remote compressor monitoring at domestic ethylene plant. We have also embarked on full-scale sales of automated operation capabilities enlisting AI, developed jointly with our customers for newspaper printing presses.

- Opening up growth areas

Having declared its commitment to the MISSION NET ZERO aim of achieving virtually zero CO₂ emissions by 2040, the MHI Group engaged in initiatives during the fiscal year under review in terms of Energy Transition seeking decarbonization of the energy supply side and building intelligence into social infrastructure for achieving lower energy usage, labor savings and decarbonization on the energy demand side.

In terms of Energy Transition, we have gained multiple orders that entail taking on needs for converting from coal-fired power to gas-fired power with respect to achieving decarbonization and lower carbon emissions of existing infrastructure. In addition to our cutting-edge equipment having demonstrated substantial product reliability exceeding 8,000 actual operating hours, it has also achieved the world’s top market share as a result of having earned high marks for its scalability in terms of potential for future installation of CO₂ capture systems and transition to hydrogen combustion. Furthermore, we have successfully conducted the largest-scale validation testing ever using a 20% hydrogen blend fuel in a power plant operating in the United States. In

the field of CO₂ capture technologies, our group, which holds the world's top share, is highly regarded for its achievements and expertise, therefore we have been awarded a front end engineering design (FEED) study of a CO₂ capture plant applied to a gas-fired power plant in Canada. We have furthermore been taking on diverse CO₂ emission sources, which in the steel industry has signed of a collaboration agreement relating to applications of CO₂ capture technology in their steel plants with ArcelorMittal and two other companies, and in the cement manufacturing industry has appointed a preliminary front end engineering design (Pre-FEED) study of a CO₂ capture plant for the United Kingdom, following a feasibility study (FS) in Canada and a demonstration testing program in Japan of the last year. Moreover, we have entered into an alliance agreement with ExxonMobil and joined forces to deploy our leading CO₂ capture technology as part of ExxonMobil's end-to-end CO₂ capture and storage solutions for industrial customers.

In the field of building a value chain for producing, storing, transporting and using hydrogen, we are involved in the world's largest green hydrogen production and storage facility construction project, which has been selected as a financing project by the U.S. Department of Energy. We are working toward launching operations of the facility in 2025. As for nuclear power systems, we seek to ensure a stable energy supply for Japan and are developing an advanced light water reactor "SRZ-1200" that will ensure the world's highest level of safety, the basic design of which has been advanced in collaboration with four Japanese PWR utilities (PWR4^{*1}).

In relation to Smart Infrastructure, we have been moving forward with initiatives to provide added value that addresses needs of industry. To such ends, we have started to provide digital solutions widely across various fields using our ΣSynX (Sigma Synx) digital platform, a collection of our advanced control technology, and have achieved optimal operations of complex machine systems consisting of power generation, air conditioning & refrigeration, and material handling equipment. In the field of logistics, we have embarked on efforts with Kirin Group at the YHH^{*2} facility in Yokohama in conducting joint validation testing of automated picking solutions for beverage warehouses where logistics operators engage in labor-intensive tasks. In addition, we have completed construction for Kyoto City Central Wholesale Market of a refrigerated warehouse featuring improved cooling efficiency and reduced power consumption achieved through equipment and operational optimization as a result of combining the MHI Group's engineering and refrigeration technologies.

*1 PWR4 refers to Hokkaido Electric Power Company, Kansai Electric Power Company, Shikoku Electric Power Company, and Kyushu Electric Power Company.

*2 Yokohama Hardtech Hub (YHH) is a shared creative space for venture firms, manufacturing companies, local government bodies, educational institutions, and other organizations, located at the Honmoku Plant of MHI's Yokohama Dockyard & Machinery Works.

- Initiatives under MISSION NET ZERO

We have been persisting with efforts to reduce energy consumption with our sights set on achieving the aims set forth under MISSION NET ZERO, and have already attained a 47% emissions reduction as of 2022, in contrast with the Scope 1 and Scope 2 target of 50% lower CO₂ emissions in 2030 relative to that of 2014. In addition, we have furthermore been engaging in efforts such as those that entail a shift to full use of green energy, thereby making Mihara Machinery Works a carbon neutral factory. With respect to Scope 3 emissions, we have been proceeding with development and validation testing of various solutions that include construction of Takasago Hydrogen Park within Takasago Machinery Works with the aim of achieving targets

for reducing CO₂ emissions associated with use of MHI products (reduction of emissions by 30% in 2025 and 50% in 2030 relative to 2019).

- Future direction of the Mitsubishi SpaceJet program

We took steps to improve the business environment after having announced suspension of Mitsubishi SpaceJet (M90) development activities in October 2020, but ultimately decided to discontinue development upon having deemed there to be a lack of commercial feasibility that would sufficiently warrant resumption of development based on our findings in having carefully considered our options from the four perspectives of technology, products, customers, and financing. Going forward, we will leverage knowledge and experience we have gained through such development efforts in seeking to bring about development of Japan's aviation industry and improvement of our technological strengths.

REVIEW OF BUSINESS SEGMENTS

Energy Systems

Consolidated orders received increased year on year to ¥1,791.7 billion due to factors that include favorable conditions in the global market for GTCC and an increase in sales of aero engines amid ongoing recovery of demand.

Revenue rose year on year to ¥1,738.6 billion, mainly due to increases in results of GTCC and aero engines.

Despite increases in results of aero engines and compressors, profit from business activities decreased year on year to ¥85.1 billion in part due to a downturn in results of steam power.

| Main Businesses |
|--|
| Thermal power systems (GTCC ^{*1} , steam power), nuclear power systems (light water reactors/nuclear fuel cycle & advanced solutions), wind power systems, aero engines, compressors, AQCS ^{*2} , marine machinery *1: Gas Turbine Combined Cycle, *2: Air Quality Control System |

Plants & Infrastructure Systems

Despite increases in results of machinery systems, consolidated orders received decreased year on year to ¥845.4 billion in part due to a downturn in results of engineering.

Revenue rose year on year to ¥675.6 billion, driven mainly by increases in results of metals machinery and machinery systems.

Profit from business activities rose year on year to ¥32.7 billion, mainly due to increases in results of metals machinery and commercial ships.

| Main Businesses |
|---|
| Metals machinery, commercial ships, engineering, environmental systems, machinery systems |

Logistics, Thermal & Drive Systems

Consolidated orders received rose year on year to ¥1,215.0 billion, driven mainly by increased orders for material handling equipment and air-conditioning & refrigeration systems against a backdrop of escalating demand worldwide.

Revenue rose year on year to ¥1,203.7 billion, mainly due to increases in results of material handling equipment, air-conditioning & refrigeration systems, and engines.

Profit from business activities increased year on year to ¥38.9 billion, mainly due to higher profits associated with price adjustments and the overall increase in revenue.

| |
|---|
| Main Businesses |
| Material handling equipment, turbochargers, engines, air-conditioning & refrigeration systems, automotive thermal systems |

Aircraft, Defense & Space

Despite an increase in orders in commercial aviation systems, consolidated orders received declined year on year to ¥703.6 billion, primarily due to a decrease in orders in missile systems.

Revenue gained year on year to ¥619.4 billion, mainly due to increases in results of commercial aviation and defense aircraft systems.

Profit from business activities increased year on year to ¥39.9 billion, mainly due to higher profits associated with increased revenue in commercial aviation systems.

Financial figures for the fiscal year under review and the previous fiscal year pertaining to Mitsubishi SpaceJet program have been reclassified to “corporate or elimination” upon changes having been made to segment categories.

| |
|--|
| Main Businesses |
| Commercial aviation, defense aircraft, missile systems, naval ships, special vehicles (tanks), maritime systems (torpedoes), space systems |

2 KEY ISSUES FOR MHI GROUP

During FY2023, the final fiscal year of the 2021 MTBP, the MHI Group will steadily strive to achieve its targets with its sights set on returning to and strengthening profitability. Moreover, we will make progress to achieve both decarbonization on the energy supply side and lower energy usage, labor savings and decarbonization on the energy demand side, and will accordingly continue to engage in various initiatives implemented to open up growth areas in that regard.

- Decarbonization of the energy supply side (Energy Transition)

Whereas initiatives toward decarbonization have been spearheaded by Europe thus far, such initiatives are likely to gain further momentum mainly in the United States upon its enactment of the IRA^{*1}. In addition, the scope of government support has been expanding beyond renewable energy to also encompass the fields of energy transition, hydrogen utilization, and CO₂ capture, thereby giving rise to greater potential when it comes to moves taken to achieve a carbon-neutral society.

In this context, the MHI Group will address needs for decarbonization through the three approaches of reducing, capturing, and eliminating CO₂. We will accordingly maintain a high share of the market for high-efficiency gas turbines, thereby continuing to help reduce CO₂ emissions through conversion of aging coal-fired power plants. In addition, we will actively address needs for CO₂ capture amid growing momentum for projects combining CO₂ capture systems with gas turbines. Furthermore, our hydrogen gas turbines that do not emit CO₂ have already cleared quantitative CO₂ emission targets for gas turbines effective from 2023 imposed under EU regulations. We are furthermore making steady progress when it comes to our development efforts, particularly in terms of having achieved 50% hydrogen mixed firing during combustion test for large-frame gas turbines. We will continue to perform validation testing towards commercialization with our aim of achieving 100% hydrogen firing by 2030.

In terms of CO₂ capture, we will continue to engage in active business discussions in Europe and the United States, where business is expected to expand significantly, and business discussions are becoming more active. We will also continue to expand our business and contribute to market expansion by taking on tasks involving FS^{*2} and FEED^{*3} and the delivery of CO₂ capture plant. We are also working to improve CO₂ capture processes and standardize designs for the industrial fields, that conventionally generates significant amounts of CO₂ in its production processes, as well as to promote these demonstrations and specific business discussions with our partners. When it comes to storage and utilization, we will constantly set our sights on future commercial opportunities. We will propose CO₂ capture projects around the world through collaboration with ExxonMobil, and we will also participate in a joint study under a government project on commercialization of value chains by coordinating with partners at each stage of CO₂ capture, transport, and storage in Japan.

*1 Inflation Reduction Act

*2 Feasibility Study

*3 Front End Engineering Design

- Lower energy usage, labor savings and decarbonization on the energy demand side (Building intelligence into social infrastructure)

On the energy demand side, we will engage in initiatives to address customer needs by offering them one-stop solutions in terms of labor savings, optimization and high reliability. Whereas the

MHI Group has been developing and deploying various digital products that include controls for machinery and power generation facilities, remote monitoring and maintenance, and cyberattack protection, the Group has linked this to its Σ SynX (Sigma Synx) platform and will accordingly provide added value in terms of labor savings, design and facilities optimization, and high reliability.

For instance, we will seek commercial development in intelligent logistics through ongoing validation testing to develop automated picking, shipment, and warehousing solutions enlisting AGFs*⁴ and integrated control systems in warehouses. Moreover, we will seek to expand our business when it comes to refrigerated warehouses we already serve with our sights set on the Southeast Asian market, which is poised for expanding customer needs going forward. This will entail further optimization of simulation technologies we have amassed, in addition to highly efficient cooling and low power consumption. In the realm of data centers, companies face substantial challenges in terms of achieving lower energy usage and decarbonization amid a trend of increasingly high density and more highly integrated design. As such, we are moving further ahead in performing validation testing of next-generation cooling technologies that reduce refrigeration power consumption by more than 90%. In addition, we will work toward generating more extensive orders going forward by establishing a framework for providing one-stop solutions in terms of highly reliable and highly efficient power supply and cooling systems, as well as monitoring and integrated control systems.

*⁴ Automated Guided Forklift

- New business opportunities while also returning to and strengthening profitability

The business environment surrounding the MHI Group is changing significantly due to factors that include progressing economic fragmentation, increasing support from governments of individual nations for decarbonization, and mounting emphasis on economic security. This has given rise to new business opportunities particularly in the fields of nuclear power and defense, in addition to the fields previously mentioned. Given that nuclear power systems constitute large and stable sources of power that strike a balance between carbon-free electricity and energy security, we will continue providing support for restarting existing plants in Japan and establishing a nuclear fuel cycle. We will also steadily work on developing and designing the SRZ-1200 advanced light water reactor looking toward its shift to commercial implementation in mid-2030. In addition, we will engage in various initiatives that include developing high-temperature gas-cooled reactors that enable the stable production of hydrogen in large volumes and collaborating on the development of fast breeder reactors with an overseas partner. In the field of defense, Japan has been extensively expanding its Defense Buildup Program amid growing momentum toward strengthening national defense. The MHI Group will continue assuming a role of supporting the safety and security of society, serving as a leading company capable of dealing with an extensive range of equipment with our high technologies.

Moreover, we will appropriately address changes in the business environment going forward, while also continuing to engage in initiatives undertaken for the purpose of returning to and strengthening profitability particularly in terms of reviewing our business portfolio, more swiftly shifting resources to growth areas, making structural reforms, and improving operational efficiency of asset management and corporate departments.

The MHI Group, through its MISSION NET ZERO activities, will work toward achieving carbon neutrality while seeking to improve both environmental value and economic value, thereby contributing to realization of a sustainable society by solving social problems through its

operations. In prompting development and growth of our business as described above, we will continue to manage our operations as we have thus far based on our awareness that compliance serves as a key premise of our operations. As such, we accordingly ask our shareholders for their continued understanding and support in these endeavors.

■ OPERATING RESULTS AND FINANCIAL CONDITIONS

| | Japanese GAAP | International Financial Reporting Standards (IFRS) | | | | | |
|---|---------------|--|---------|---------|---------|---------|---------|
| Item | FY2017 | FY2017 | FY2018 | FY2019 | FY2020 | FY2021 | FY2022 |
| (Billions of Yen) | | | | | | | |
| Orders received | 3,875.7 | 3,868.7 | 3,853.4 | 4,168.6 | 3,336.3 | 4,067.7 | 4,501.3 |
| Net sales / Revenue | 4,110.8 | 4,085.6 | 4,078.3 | 4,041.3 | 3,699.9 | 3,860.2 | 4,202.7 |
| Overseas sales ratio/ Overseas revenue ratio | 54.2% | 55.1% | 54.0% | 51.9% | 47.4% | 51.1% | 57.0% |
| Operating income | 126.5 | — | — | — | — | — | — |
| Operating income ratio | 3.1% | — | — | — | — | — | — |
| Profit from business activities | — | 58.1 | 200.5 | (29.5) | 54.0 | 160.2 | 193.3 |
| Profit from business activities to revenue ratio | — | 1.4% | 4.9% | (0.7)% | 1.5% | 4.2% | 4.6% |
| Income before income taxes / Profit before income taxes | 128.0 | 39.2 | 195.0 | (32.6) | 49.3 | 173.6 | 191.1 |
| Profit attributable to owners of parent | 70.4 | (7.3) | 110.2 | 87.1 | 40.6 | 113.5 | 130.4 |
| Total assets | 5,487.6 | 5,248.7 | 5,240.3 | 4,985.6 | 4,810.7 | 5,116.3 | 5,474.8 |
| Net assets / Total equity | 2,164.4 | 1,693.8 | 1,728.6 | 1,290.0 | 1,439.3 | 1,662.5 | 1,833.9 |
| Return on equity (ROE) | 3.9% | (0.5)% | 7.9% | 6.6% | 3.1% | 7.7% | 7.9% |
| Cash flows from operating activities | 345.1 | 405.7 | 420.3 | 452.5 | (94.9) | 285.5 | 80.8 |
| Cash flows from investing activities | (137.1) | (238.1) | (161.8) | (239.5) | (182.2) | 16.3 | (45.5) |
| Free cash flows | 207.9 | 167.5 | 258.4 | 212.9 | (277.1) | 301.8 | 35.3 |
| Cash flows from financing activities | (152.1) | (112.3) | (271.0) | (204.4) | 221.7 | (255.7) | (18.9) |
| Research and development expenses | 176.8 | 176.8 | 152.1 | 146.8 | 125.7 | 113.6 | 127.4 |
| Capital investment | 144.0 | 144.0 | 137.4 | 148.1 | 116.5 | 115.0 | 142.3 |
| Per share information of common stock (Yen) | | | | | | | |
| Earnings per share (EPS) / Basic earnings per share | 209.82 | (21.79) | 328.52 | 259.39 | 120.92 | 338.24 | 388.43 |
| Diluted earnings per share | 209.39 | (21.80) | 327.97 | 259.06 | 120.83 | 338.05 | 388.26 |

| | Japanese GAAP | International Financial Reporting Standards (IFRS) | | | | | |
|---|--------------------------|---|---------------|---------------|---------------|---------------|---------------|
| Item | FY2017 | FY2017 | FY2018 | FY2019 | FY2020 | FY2021 | FY2022 |
| Book value per share (BPS) / Equity attributable to owners of parent per share | 5,431.02 | 4,153.46 | 4,204.71 | 3,627.73 | 4,064.73 | 4,696.42 | 5,183.10 |

(Notes)

1. On October 1, 2017, the Company conducted a consolidation of its shares on a one for 10 basis. The per-share information is calculated on the assumption that said consolidation was carried out at the beginning of FY2017.
2. The Company has voluntarily adopted the International Financial Reporting Standards (IFRS), beginning with FY2018. Financial data for FY2017 restated from Japanese GAAP to IFRS is presented above for comparison.
3. The Company has applied IFRS 16 “Leases,” beginning with FY2019. Financial data for FY2018 is recalculated, retrospectively applying this standard.

Orders Received and Net Sales / Revenue by Segment**[Japanese GAAP]**

(Millions of Yen)

| Segment | FY2017 | |
|--------------------------------------|------------------------|------------------|
| | Orders Received | Net Sales |
| Power Systems | 1,437,547 | 1,493,962 |
| Industry & Infrastructure | 1,711,388 | 1,898,965 |
| Aircraft, Defense & Space | 721,575 | 722,992 |
| Others | 113,510 | 120,805 |
| Inter-Segment Eliminations | (108,302) | (125,909) |
| Total | 3,875,718 | 4,110,816 |

[International Financial Reporting Standards (IFRS)]

(Millions of Yen)

| Segment | FY2017 | | FY2018 | | FY2019 | |
|----------------------------|------------------|------------------|------------------|------------------|------------------|------------------|
| | Orders Received | Revenue | Orders Received | Revenue | Orders Received | Revenue |
| Power Systems | 1,437,547 | 1,482,457 | 1,426,504 | 1,525,108 | 1,772,101 | 1,590,293 |
| Industry & Infrastructure | 1,711,388 | 1,890,078 | 1,852,059 | 1,907,871 | 1,723,779 | 1,778,095 |
| Aircraft, Defense & Space | 714,615 | 718,303 | 610,666 | 677,577 | 719,232 | 704,985 |
| Others | 113,510 | 120,748 | 73,323 | 71,661 | 70,185 | 75,190 |
| Inter-Segment Eliminations | (108,302) | (125,909) | (109,126) | (103,874) | (116,608) | (107,189) |
| Total | 3,868,758 | 4,085,679 | 3,853,426 | 4,078,344 | 4,168,689 | 4,041,376 |

(Millions of Yen)

| Segment | FY2019 | | FY2020 | | FY2021 | | FY2022 | |
|------------------------------------|------------------|------------------|------------------|------------------|------------------------|------------------------|------------------|------------------|
| | Orders Received | Revenue | Orders Received | Revenue | Orders Received | Revenue | Orders Received | Revenue |
| Energy Systems | 1,772,101 | 1,590,293 | 1,299,213 | 1,546,003 | 1,444,358 | 1,651,086 | 1,791,797 | 1,738,676 |
| Plants & Infrastructure Systems | 739,970 | 792,925 | 575,281 | 637,258 | 890,982 | 651,886 | 845,400 | 675,665 |
| Logistics, Thermal & Drive Systems | 985,962 | 990,105 | 868,095 | 860,307 | 992,305 | 986,534 | 1,215,016 | 1,203,776 |
| Aircraft, Defense & Space | 719,215 | 704,985 | 626,243 | 702,109 | 774,248 [774,248] | 605,292 [605,292] | 703,694 | 619,442 |
| Corporate or Elimination | (48,560) | (36,934) | (32,442) | (45,732) | (34,164) [(34,164)] | (34,516) [(34,516)] | (54,597) | (34,762) |
| Total | 4,168,689 | 4,041,376 | 3,336,392 | 3,699,946 | 4,067,730 | 3,860,283 | 4,501,311 | 4,202,797 |

(Notes)

1. The orders received and net sales/revenue for each segment include inter-segment transactions, which are all cancelled for their respective segments using the “Inter-Segment Eliminations” and “Corporate or Elimination” terms.
2. In FY2020, segment categories were changed to “Energy Systems,” “Plants & Infrastructure Systems,” “Logistics, Thermal & Drive Systems,” and “Aircraft, Defense & Space.” Both orders received and revenue of each segment for FY2019 are presented using the new segment categories as well for reference.
3. In FY2022, the segment category of the Mitsubishi SpaceJet program was changed from “Aircraft, Defense & Space” to “Corporate or Elimination.” Both orders received and revenue in FY2021 are presented for those two categories as two figures with the restated figure based on the new categorization shown in square brackets.

■ FINANCING CONDITIONS

(Millions of Yen)

| Item | Change from the End of FY2021 (Figures in parentheses denote decrease) | Outstanding Balance at the End of FY2022 |
|-------------------------------------|--|---|
| Short-term and Long-term borrowings | (61,531) | 468,402 |
| Bonds | 10,000 | 215,000 |
| Subtotal | (51,531) | 683,402 |
| Non-recourse loans | 59,019 | 59,019 |
| Total | 7,488 | 742,422 |

■ MAIN BANK LOANS

(Millions of Yen)

| Lender | Loans Outstanding at the End of FY2022 |
|-------------------------------------|---|
| MUFG Bank, Ltd. | 196,081 |
| Mizuho Bank, Ltd. | 79,919 |
| Sumitomo Mitsui Banking Corporation | 59,000 |
| Meiji Yasuda Life Insurance Company | 45,000 |
| Sumitomo Mitsui Trust Bank, Limited | 40,218 |

■ CAPITAL INVESTMENT

Capital investment* during FY2022 amounted to ¥142,316 million. The main purposes of the investments were to strengthen technological capabilities, to improve the ability to be competitive and to enhance MHI's capabilities in the fields where MHI aims to aggressively expand its businesses in the future.

* Based on reported figures for property, plant and equipment

Capital Investment by Business Segment

(Millions of Yen)

| Segment | Amount | Main Items |
|------------------------------------|----------------|--|
| Energy Systems | 35,329 | Expansion of facilities related to GTCC |
| Plants & Infrastructure Systems | 7,296 | Expansion of facilities related to metals machinery |
| Logistics, Thermal & Drive Systems | 62,232 | Expansion of facilities related to forklift trucks and logistics equipment |
| Aircraft, Defense & Space | 18,839 | Expansion of facilities related to naval ships |
| Others & Common | 18,617 | Construction of new office building |
| Total | 142,316 | |

■ **EMPLOYEES**

1. **EMPLOYEES OF MHI GROUP**
(INCLUDING ITS CONSOLIDATED SUBSIDIARIES)

(Persons)

| Segment | Number of Employees |
|---|----------------------------|
| Energy Systems | 22,718 |
| Plants & Infrastructure Systems | 13,424 |
| Logistics, Thermal & Drive Systems | 24,115 |
| Aircraft, Defense & Space | 10,587 |
| Others & Common | 6,015 |
| Total | 76,859 |

(Note)

The number of employees above does not include Senior Vice Presidents, temporary employees (employees who were re-employed following compulsory retirement, temporary contract employees, part-time employees, etc.), secondees from MHI or consolidated subsidiaries assigned to the other companies, etc., or employees of non-consolidated subsidiaries.

2. **EMPLOYEES OF MHI**

| Number of Employees | Change from FY2021 | Average Age | Average Number of Years of Service |
|----------------------------|-----------------------------|--------------------|---|
| 21,634 persons | decrease of 1,121 employees | 42.1 years old | 18.8 years |

(Note)

The number of employees above does not include Senior Vice Presidents, temporary employees (employees who were re-employed following compulsory retirement, temporary contract employees, part-time employees, etc.), or secondees assigned to subsidiaries, etc.

■ MAIN OFFICES & MANUFACTURING FACILITIES

| | |
|--|--|
| Head Office | Chiyoda-ku, Tokyo |
| Research & Innovation Centers | Kobe City, Nagasaki City, Takasago City Hyogo Prefecture, Hiroshima City, Nagoya City, Yokohama City, Sagamihara City, Chiyoda-ku Tokyo |
| Works, Plant, and Center | Nagasaki Shipyard & Machinery Works (Nagasaki City), Shimonoseki Shipyard & Machinery Works (Shimonoseki City, Yamaguchi Prefecture), Hiroshima Machinery Works (Hiroshima City), Mihara Machinery Works (Mihara City, Hiroshima Prefecture), Kobe Shipyard & Machinery Works (Kobe City), Takasago Machinery Works (Takasago City, Hyogo Prefecture), Nagoya Aerospace Systems Works (Nagoya City), Nagoya Guidance & Propulsion Systems Works (Komaki City, Aichi Prefecture), Yokohama Dockyard & Machinery Works (Yokohama City), Sagamihara Machinery Works (Sagamihara City), Hitachi Works (Hitachi City, Ibaraki Prefecture), Kure Works (Kure City, Hiroshima Prefecture), Meirei District (Kiyosu City, Aichi Prefecture) |
| Offices | Hokkaido Office (Sapporo City), Tohoku Office (Sendai City), Hokuriku Office (Toyama City), Chubu Office (Nagoya City), Kansai Office (Osaka City), Chugoku Office (Hiroshima City), Shikoku Office (Takamatsu City), Kyushu Office (Fukuoka City) |
| Main Bases Overseas | <p>[Offices] Middle East Office (UAE), Taipei Office (Taiwan), Hanoi Liaison Office (Vietnam), Ho Chi Minh City Liaison Office (Vietnam), Kuala Lumpur Office (Malaysia)</p> <p>[Head Offices and Networks] Mitsubishi Heavy Industries America, Inc. (U.S.A.), MHI Shared Services Americas, Inc. (U.S.A.), Mitsubishi Industrias Pesadas do Brasil Ltda. (Brazil), Mitsubishi Heavy Industries Mexicana, S.A. de C.V. (Mexico), Mitsubishi Heavy Industries EMEA, Ltd. (United Kingdom), Mitsubishi Heavy Industries France S.A.S. (France), MHI Russia LLC (Russia), MHI Technologies S.A.E (Egypt), Mitsubishi Heavy Industries (China) Co., Ltd. (China), Mitsubishi Heavy Industries (Shanghai) Co., Ltd. (China), Mitsubishi Heavy Industries, (Hong Kong) Ltd. (China), Mitsubishi Heavy Industries India Private Ltd. (India), Mitsubishi Heavy Industries Asia Pacific Pte. Ltd. (Singapore), Mitsubishi Heavy Industries (Thailand) Ltd. (Thailand), PT Mitsubishi Heavy Industries Indonesia (Indonesia), Mitsubishi Heavy Industries Australia, Pty. Ltd. (Australia)</p> |

(Notes)

1. The main subsidiaries and their addresses are as presented below in “OUTLINES OF MAIN SUBSIDIARIES.”
2. MHI Shared Services Americas, Inc. (U.S.A) was merged with Mitsubishi Heavy Industries America, Inc. (U.S.A) on April 1, 2023.

■ OUTLINES OF MAIN SUBSIDIARIES

| Segment | Name of Company | Address | Capital | Percentage of Voting Rights (%) | Main Business |
|---------------------------------|--|-------------------------------|--------------------------|---------------------------------|--|
| Energy Systems | Mitsubishi Power Aero LLC | U.S.A. | 624.5 million US dollars | *100.0 | Thermal power systems-related business |
| | Mitsubishi Power Americas, Inc. | U.S.A. | 352.5 million US dollars | *100.0 | Thermal power systems-related business |
| | Mitsubishi Heavy Industries Aero Engines, Ltd. | Komaki City, Aichi Prefecture | 6,000 million Yen | 100.0 | Aero engines-related business |
| | Mitsubishi Heavy Industries Compressor Corporation | Minato-ku, Tokyo | 4,000 million Yen | 100.0 | Compressors-related business |
| Plants & Infrastructure Systems | Mitsubishi Heavy Industries Environmental & Chemical Engineering Co., Ltd. | Yokohama City | 3,450 million Yen | *100.0 | Environmental systems-related business |
| | Mitsubishi Shipbuilding Co., Ltd. | Yokohama City | 3,000 million Yen | 100.0 | Commercial ships-related business |
| | Mitsubishi Heavy Industries Machinery Systems, Ltd. | Kobe City | 2,005 million Yen | 100.0 | Machinery systems-related business |
| | Mitsubishi Heavy Industries Engineering, Ltd. | Yokohama City | 100 million Yen | 100.0 | Engineering-related business |
| | Primetals Technologies, Limited | United Kingdom | 0.1 million Euros | *100.0 | Metals machinery-related business |

| Segment | Name of Company | Address | Capital | Percentage of Voting Rights (%) | Main Business |
|---|---|-----------------------------------|-------------------------|--|--|
| Logistics, Thermal & Drive Systems | Mitsubishi Heavy Industries Thermal Systems, Ltd. | Chiyoda-ku, Tokyo | 12,000 million Yen | 100.0 | Air-conditioning and refrigeration systems-related business, Automotive thermal systems-related business |
| | Mitsubishi Heavy Industries Engine & Turbocharger, Ltd. | Sagamihara City | 5,000 million Yen | 100.0 | Engines-related business, Turbochargers-related business |
| | Mitsubishi Logisnext Co., Ltd. | Nagaokakyo City, Kyoto Prefecture | 4,938 million Yen | 64.5 | Material handling equipment-related business |
| Aircraft, Defense & Space | MHI RJ Aviation Inc. | U.S.A. | 0.2 million US dollars | *100.0 | Commercial aviation-related business |
| Others | MHI International Investment B.V. | Netherlands | 245.0 million Euros | 100.0 | Investment for projects, financial operation within the MHI Group |
| | Mitsubishi Heavy Industries America, Inc. | U.S.A. | 15.0 million US dollars | 100.0 | MHI products-related business in U.S.A. |

(Note)

The item marked with an asterisk (*) denotes the percentage including voting rights held by MHI's subsidiaries.

STOCKS OF MHI

■ TOTAL NUMBER OF SHARES AUTHORIZED TO BE ISSUED:

600,000,000 shares

■ TOTAL NUMBER OF THE SHARES ISSUED:

337,364,781 shares

■ NUMBER OF SHAREHOLDERS:

261,074 persons (increase of 13,228 persons from the end of FY2021)

■ MAJOR SHAREHOLDERS

| Name of Shareholder | Number of Shares | Ratio of Shareholding (%) |
|--|------------------|---------------------------|
| The Master Trust Bank of Japan, Ltd. (Trust Account) | 53,706,300 | 15.9 |
| Custody Bank of Japan, Ltd. (Trust Account) | 18,548,400 | 5.5 |
| Meiji Yasuda Life Insurance Company | 8,002,274 | 2.3 |
| The Nomura Trust and Banking Co., Ltd. (Retirement Benefit Trust Account for The Bank of Mitsubishi UFJ, Ltd.) | 6,526,300 | 1.9 |
| STATE STREET BANK WEST CLIENT – TREATY 505234 | 5,801,805 | 1.7 |
| Mitsubishi Heavy Industries Employee Shareholding Association | 5,561,983 | 1.6 |
| THE BANK OF NEW YORK MELLON 140044 | 4,843,685 | 1.4 |
| STATE STREET BANK AND TRUST COMPANY 505225 | 3,975,366 | 1.1 |
| STATE STREET BANK AND TRUST COMPANY 505001 | 3,824,367 | 1.1 |
| JP MORGAN CHASE BANK 385781 | 3,760,719 | 1.1 |

(Note)

The ratios of shareholding are calculated excluding 455,594 treasury shares. The number of treasury shares does not include the amount of shares owned by the Employee Stock Ownership Plan Trust (37,032 shares), Board Incentive Plan Trust I (222,500 shares) and Board Incentive Plan Trust II (751,000 shares).

■ STATUS OF SHARES GRANTED TO OFFICERS AS COMPENSATION FOR EXECUTION OF DUTIES DURING FY2022

| | Number of Shares | Number of Persons Eligible for Grants |
|--|-------------------------|--|
| Director (Member of the Board) (excluding Directors who are serving as Audit and Supervisory Committee Members and Outside Directors) | 39,400 | 3 |
| Outside Directors (excluding Directors who are serving as Audit and Supervisory Committee Members) | – | – |
| Directors who are serving as Audit and Supervisory Committee Members | 7,200 | 2 |

(Notes)

1. The number of shares includes shares granted to retired officers, and shares granted to officers as compensation for execution of duties during their term as Senior Vice Presidents of MHI, or as directors or senior vice presidents of its subsidiaries.
2. The number of shares in the table includes shares that were liquidated to provide payment in cash (19,800 shares of the 39,400 shares, and 3,600 shares of the 7,200 shares).

STOCK ACQUISITION RIGHTS OF MHI

■ STOCK ACQUISITION RIGHTS HELD BY MHI'S OFFICERS AT THE END OF FY2022 THAT HAVE BEEN DELIVERED AS CONSIDERATION FOR THEIR EXECUTION OF DUTIES

| Name (Approval Date of Stock Acquisition Rights Offering) | Type and Number of Shares Received When Exercising Acquisition Rights | Issue Price of Stock Acquisition Rights | Exercise Price of the Stock Acquisition Rights | Period to Exercise Each Stock Acquisition Right | Stock Acquisition Rights Held by Directors (Excluding Directors Who Are Serving as Audit and Supervisory Committee Members) |
|--|---|---|--|---|---|
| #4 Stock Acquisition Rights (July 31, 2006) | 100 shares of common stock | ¥412,000 | ¥1,000 | August 18, 2006 to June 28, 2036 | 18 (1 Director) |
| #5 Stock Acquisition Rights (July 31, 2007) | 100 shares of common stock | ¥793,000 | ¥1,000 | August 17, 2007 to August 16, 2037 | 10 (1 Director) |
| #6 Stock Acquisition Rights (July 31, 2008) | 100 shares of common stock | ¥410,000 | ¥1,000 | August 19, 2008 to August 18, 2038 | 29 (1 Director) |
| #8 Stock Acquisition Rights (July 31, 2009) | 100 shares of common stock | ¥295,000 | ¥1,000 | August 18, 2009 to August 17, 2039 | 40 (1 Director) |
| #9 Stock Acquisition Rights (July 30, 2010) | 100 shares of common stock | ¥268,000 | ¥1,000 | August 18, 2010 to August 17, 2040 | 44 (1 Director) |
| #10 Stock Acquisition Rights (November 30, 2011) | 100 shares of common stock | ¥270,000 | ¥1,000 | December 16, 2011 to December 15, 2041 | 66 (1 Director) |
| #11 Stock Acquisition Rights (July 31, 2012) | 100 shares of common stock | ¥225,000 | ¥1,000 | August 17, 2012 to August 16, 2042 | 79 (1 Director) |

| Name (Approval Date of Stock Acquisition Rights Offering) | Type and Number of Shares Received When Exercising Acquisition Rights | Issue Price of Stock Acquisition Rights | Exercise Price of the Stock Acquisition Rights | Period to Exercise Each Stock Acquisition Right | Stock Acquisition Rights Held by Directors (Excluding Directors Who Are Serving as Audit and Supervisory Committee Members) |
|--|--|--|---|--|--|
| #12 Stock Acquisition Rights (July 31, 2013) | 100 shares of common stock | ¥435,000 | ¥1,000 | August 20, 2013 to August 19, 2043 | 61 (1 Director) |
| #15 Stock Acquisition Rights (July 31, 2014) | 100 shares of common stock | ¥564,000 | ¥1,000 | August 19, 2014 to August 18, 2044 | 83 (1 Director) |

(Notes)

1. MHI does not grant stock acquisition rights to outside directors or Directors who are serving as Audit and Supervisory Committee Members.
2. The issue prices of stock acquisition rights are the fair values of the rights offering (determined according to the Black-Scholes Options Pricing Model) as of the approval date of these rights offering.

OFFICERS

■ NAMES OF DIRECTORS, ETC.

| Position | Name | Responsibility | Important Concurrent Positions in Other Entities |
|---|--------------------|---|---|
| Chairman of the Board | Shunichi Miyanaga | | Director, Mitsubishi Motors Corporation Member of the Board, Mitsubishi Corporation |
| *President and CEO (Member of the Board) | Seiji Izumisawa | CEO* ¹ | Director, Mitsubishi Research Institute, Inc. |
| *Director (Member of the Board), Executive Vice President | Hisato Kozawa | CFO* ² | |
| *Director (Member of the Board), Executive Vice President | Hitoshi Kaguchi | CSO* ³ , President and CEO, Energy Systems | |
| Director (Member of the Board) | Naoyuki Shinohara | | Statutory Auditor, Media Kobo, Inc. |
| Director (Member of the Board) | Ken Kobayashi | | Corporate Advisor, Mitsubishi Corporation Director, Mitsubishi Research Institute, Inc. Director, NISSIN FOODS HOLDINGS CO., LTD. Chairman, The Japan Chamber of Commerce and Industry |
| Director (Member of the Board) | Nobuyuki Hirano | | Senior Advisor, MUFG Bank, Ltd. Director, Mitsubishi Research Institute, Inc. Chairman, Mitsubishi Memorial Foundation for Educational Excellence |
| Director (Member of the Board) Full-time Audit and Supervisory Committee Member | Setsuo Tokunaga | | |
| Director (Member of the Board) Full-time Audit and Supervisory Committee Member | Ryutaro Takayanagi | | |
| Director (Member of the Board) Audit and Supervisory Committee Member | Hiroo Unoura | | Senior Advisor, Nippon Telegraph and Telephone Corporation Member of the Board, KADOKAWA CORPORATION |

| Position | Name | Responsibility | Important Concurrent Positions in Other Entities |
|--|-----------------|-----------------------|---|
| Director (Member of the Board) Audit and Supervisory Committee Member | Noriko Morikawa | | Director, Resonac Holdings Corporation |
| Director (Member of the Board) Audit and Supervisory Committee Member | Masako Ii | | Professor, School of International and Public Policy, Hitotsubashi University Professor, Graduate School of Economics/Faculty of Economics, Hitotsubashi University Governor, Japan Broadcasting Corporation |

*1 CEO: Chief Executive Officer

*2 CFO: Chief Financial Officer

*3 CSO: Chief Strategy Officer

(Notes)

1. The positions, the responsibilities, and the important concurrent positions in other entities are shown as of March 31, 2023.
2. An asterisk mark (*) indicates a Representative Director.
3. Mr. Naoyuki Shinohara, Mr. Ken Kobayashi and Mr. Nobuyuki Hirano, each a Director, and Mr. Hiroo Unoura, Ms. Noriko Morikawa and Ms. Masako Ii, each a Director who is serving as an Audit and Supervisory Committee Member, are outside directors as defined in Article 2, item (xv) of the Companies Act.
4. MHI has submitted notifications, specifying all MHI's outside directors as independent directors, to Tokyo Stock Exchange, Inc. and other listed financial instruments exchanges in Japan.
5. Mr. Ryutaro Takayanagi, a Director, Full-time Audit and Supervisory Committee Member, has extensive knowledge of finance and accounting from business experience in the accounting and finance departments of MHI.
6. Based on the judgment that given the size, characteristics, etc. of MHI's business, audit by full-time personnel is necessary for ensuring the effectiveness of the activities of the Audit and Supervisory Committee, MHI has prescribed in the Articles of Incorporation that Full-time Audit and Supervisory Committee Members shall be appointed. Pursuant to this provision, Mr. Setsuo Tokunaga and Mr. Ryutaro Takayanagi have been appointed as Full-time Audit and Supervisory Committee Members.
7. Mr. Ryutaro Takayanagi, a Director who is serving as a Full-time Audit and Supervisory Committee Member, took up his position as of June 29, 2022 (on the date of the 97th Annual General Meeting of Shareholders).
8. Mr. Seiji Izumisawa, a Director, took up his position as Director, Mitsubishi Research Institute, Inc. as of December 21, 2022.
9. Mr. Ken Kobayashi, a Director, retired from his position as Director, Mitsubishi Motors Corporation as of June 23, 2022, and retired from his position as Member of the Board, Mitsubishi Corporation as of June 24, 2022. In addition, he took up his position as Chairman, The Japan Chamber of Commerce and Industry as of November 17, 2022.
10. Mr. Nobuyuki Hirano, a Director, retired from his position as Director, Morgan Stanley as of May 26, 2022. In addition, he retired from his position as Audit & Supervisory Board Member, Toyota Motor Corporation as of June 16, 2022.
11. Ms. Noriko Morikawa, a Director who is serving as an Audit and Supervisory Committee Member, retired from her position as Director / Audit & Supervisory Committee Member, CHORI CO., LTD. as of June 16, 2022.

12. Ms. Masako Ii, a Director who is serving as an Audit and Supervisory Committee Member, retired from her position as Director (Audit and Supervisory Committee Member), M3, Inc. as of June 28, 2022.

The following changes were instituted in the positions and responsibilities of Directors as of April 1, 2023.

| Position | Name | Responsibility |
|---|-----------------|--------------------------------|
| *Director (Member of the Board), Senior Executive Vice President | Hitoshi Kaguchi | Assistant to President and CEO |

(Note)

An asterisk mark (*) indicates a Representative Director.

■ Outline of Liability Limitation Agreement

MHI has entered into liability limitation agreements with Directors: Mr. Naoyuki Shinohara; Mr. Ken Kobayashi; and Mr. Nobuyuki Hirano, and Directors who are serving as Audit and Supervisory Committee Members: Mr. Hiroo Unoura; Ms. Noriko Morikawa; and Ms. Masako Ii, respectively, which provide a limitation on their liabilities to compensate for damages under Article 423, paragraph (1) of the Companies Act, the amount of which is the higher of ¥10 million or the minimum liability amount defined in Article 425, paragraph (1) of the Companies Act.

■ Outline of the Directors and Officers Liability Insurance Policy

MHI plans to enter into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The policy will cover indemnification and the litigation expenses arising from the legal liability of damages that are assumed by an insured in a case where the insured receives a claim etc. relating to the pursuit of liability arising from the performance of duties. However, the aforementioned policy does not cover losses, etc. arising from intentional misconduct or fraudulent acts by the aforementioned insured.

In addition to MHI's Directors, Senior Vice Presidents, etc., and the directors, senior vice presidents, etc. of MHI's subsidiaries in which MHI directly or indirectly owns a majority of the outstanding shares or otherwise has a controlling interest (including persons seconded as directors, senior vice presidents, etc. to corporations other than MHI and its subsidiaries) are insured under the insurance policies, and the insurance premiums for all the insured are paid in full by MHI or its subsidiaries, etc., in which the insured are serving as directors, senior vice presidents, etc.

■ OUTSIDE OFFICERS

1. ENTITIES WHERE OUTSIDE OFFICERS HOLD IMPORTANT CONCURRENT POSITIONS AND THEIR RELATIONS WITH MHI

| Position | Name | Name of Entity | Relations with MHI |
|---|-------------------|---|--|
| Director | Naoyuki Shinohara | Media Kobo, Inc. | No notable relations |
| | Ken Kobayashi | Mitsubishi Research Institute, Inc. | Consignment of consulting services, etc. |
| | | NISSIN FOODS HOLDINGS CO., LTD. | No notable relations |
| | | The Japan Chamber of Commerce and Industry | No notable relations |
| | Nobuyuki Hirano | Mitsubishi Research Institute, Inc. | Consignment of consulting services, etc. |
| | | Mitsubishi Memorial Foundation for Educational Excellence | Donations of cash, etc. |
| Director, Audit and Supervisory Committee Member | Hiroo Unoura | KADOKAWA CORPORATION | No notable relations |
| | Noriko Morikawa | Resonac Holdings Corporation | Purchase of naval ship components, etc. |
| | Masako Ii | Hitotsubashi University | No notable relations |
| | | Japan Broadcasting Corporation | No notable relations |

(Notes)

1. The entities above are those listed in “NAMES OF DIRECTORS, ETC.” where an MHI outside officer serves as an “Executive” etc. as defined in Article 124, paragraph (1), item (i) of the Regulations for Enforcement of the Companies Act or as an “Outside Officer” etc. as defined in item (ii) of the same paragraph.
2. Mr. Ken Kobayashi, a Director, retired from his position as Director, Mitsubishi Motors Corporation on June 23, 2022. Mitsubishi Motors Corporation has a trading relationship with MHI for the purchase of missile system components, etc.
3. Mr. Nobuyuki Hirano, a Director, retired from his position as Director, Morgan Stanley, on May 26, 2022. Morgan Stanley has no notable relations with MHI. Mr. Nobuyuki Hirano, a Director, retired from his position as Audit & Supervisory Board Member, Toyota Motor Corporation, on June 16, 2022. MHI’s relationship with Toyota Motor Corporation consists of the outsourcing of research and development operations, etc.
4. Ms. Noriko Morikawa, a Director who is serving as an Audit and Supervisory Committee Member, retired her position as Director / Audit & Supervisory Committee Member, CHORI CO., LTD. on June 16, 2022. CHORI CO., LTD. has no notable relations with MHI.
5. Ms. Masako Ii, a Director who is serving as an Audit and Supervisory Committee Member, retired her position as Director (Audit and Supervisory Committee Member), M3, Inc. on June 28, 2022. M3, Inc. has no notable relations with MHI.

2. PRINCIPAL ACTIVITIES

| Position | Name | The Number of Attendance at the Board of Directors Meetings | The Number of Attendance at the Audit and Supervisory Committee Meetings | Overview of the Duties Undertaken in Relation to the Role Expected to Be Fulfilled as Outside Director |
|--|-------------------|---|--|---|
| Director | Naoyuki Shinohara | 13 out of 14 times | - | Mr. Naoyuki Shinohara performs supervision of MHI's overall management by providing views and assessments to the Board of Directors meetings and Nomination and Remuneration Advisory Council, etc. based on his wide range of insights related to financial and monetary policy gained as a regulator and a global perspective gained as an international institution executive when he served as Vice Minister of Finance for International Affairs and Deputy Managing Director of the International Monetary Fund (IMF). |
| | Ken Kobayashi | 14 out of 14 times | - | Mr. Ken Kobayashi performs supervision of MHI's overall management by providing views and assessments to the Board of Directors meetings and Nomination and Remuneration Advisory Council, etc. based on his extensive knowledge and experience gained as a top executive of a global company because he has expertise in various fields, having served as a Member of the Board, President and CEO, and Chairman of the Board of Mitsubishi Corporation. |
| | Nobuyuki Hirano | 14 out of 14 times | - | Mr. Nobuyuki Hirano performs supervision of MHI's overall management by providing views and assessments to the Board of Directors meetings and Nomination and Remuneration Advisory Council, etc. based on his extensive knowledge and experience gained as a top executive at international financial institutions including holding the positions of President & Group CEO and Chairman (Corporate Executive) of Mitsubishi UFJ Financial Group, Inc. and President and Chairman of the Board of Directors of MUFG Bank, Ltd. |
| Director, Audit and Supervisory Committee Member | Hiroo Unoura | 14 out of 14 times | 16 out of 16 times | Mr. Hiroo Unoura performs supervision of MHI's overall management by providing views and assessments to the Board of Directors meetings and Nomination and Remuneration Advisory Council, etc. based on his extensive knowledge and experience gained as a top executive at a company that is engaged in cutting-edge businesses, having been the driver of initiatives to strengthen the competitiveness and profitability of the domestic business of Nippon Telegraph and Telephone Corporation (NTT) and expand the overseas business as the former President & CEO of NTT. In addition, based on his considerable knowledge and experience, Mr. Hiroo Unoura has expressed his views at the Audit and Supervisory Committee meetings in relation to the overall activities of the Committee, including auditing, and he has also conducted interviews with various departments, etc., exchanged opinions with the financial auditor, and provided necessary proposals. |

| Position | Name | The Number of Attendance at the Board of Directors Meetings | The Number of Attendance at the Audit and Supervisory Committee Meetings | Overview of the Duties Undertaken in Relation to the Role Expected to Be Fulfilled as Outside Director |
|--|-----------------|---|--|---|
| Director, Audit and Supervisory Committee Member | Noriko Morikawa | 14 out of 14 times | 16 out of 16 times | <p>Ms. Noriko Morikawa performs supervision of MHI's overall management by providing views and assessments to the Board of Directors meetings and Nomination and Remuneration Advisory Council, etc. based on her experience in internal audit and accounting operations at foreign companies operating in Japan, in addition to her extensive knowledge and experience in global companies related to business management and organizational operation, such as overseeing administration departments in the role of manager.</p> <p>In addition, based on her considerable knowledge and experience, Ms. Noriko Morikawa has expressed her views at the Audit and Supervisory Committee meetings in relation to the overall activities of the Committee, including auditing, and she has also conducted interviews with various departments, etc., exchanged opinions with the financial auditor, and provided necessary proposals.</p> |
| | Masako Ii | 14 out of 14 times | 16 out of 16 times | <p>Ms. Masako Ii performs supervision of MHI's overall management by providing views and assessments to the Board of Directors meetings and Nomination and Remuneration Advisory Council, etc. based on her advanced knowledge cultivated as a researcher in the field of health economics, as a professor at a graduate school and abundant global experience as a researcher at The World Bank and as a governor of the Japan Broadcasting Corporation.</p> <p>In addition, based on her considerable knowledge and experience, Ms. Masako Ii has expressed her views at the Audit and Supervisory Committee meetings in relation to the overall activities of the Committee, including auditing, and she has also conducted interviews with various departments, etc., exchanged opinions with the financial auditor, and provided necessary proposals.</p> |

■ REMUNERATION, ETC. TO OFFICERS

1. AMOUNT OF REMUNERATION, ETC.

| Position | Total Amount of Remuneration, etc. (Millions of Yen) | Monetary Remuneration | | | | Stock Remuneration | |
|---|--|-----------------------|--------------------------------|---------------------------------|--------------------------------|--------------------|--------------------------------|
| | | Basic Remuneration | | Performance-linked Remuneration | | Figures (persons) | Total Amount (Millions of Yen) |
| | | Figures (persons) | Total Amount (Millions of Yen) | Figures (persons) | Total Amount (Millions of Yen) | | |
| Directors (excluding Directors who are serving as Audit and Supervisory Committee Members) | 740 | 7 | 265 | 4 | 274 | 4 | 200 |
| (Outside Directors) | (45) | (3) | (45) | (—) | (—) | (—) | (—) |
| Directors who are serving as Audit and Supervisory Committee Members | 159 | 6 | 159 | — | — | — | — |
| (Outside Directors) | (55) | (3) | (55) | (—) | (—) | (—) | (—) |
| Total | 899 | 13 | 424 | 4 | 274 | 4 | 200 |
| (Outside Directors) | (100) | (6) | (100) | (—) | (—) | (—) | (—) |

(Notes)

1. The figures include one Director who is serving as an Audit and Supervisory Committee Member who retired during FY2022.
2. The total amount of stock remuneration shown in the table above is the amount of expenses recognized for the 446,000 Stock Award Points granted in total during FY2022 (equivalent to 44,600 shares of MHI).
3. In addition to the above-mentioned amount of remuneration, etc., following a change to the tax treatment of remuneration, etc. for Directors, a payment of ¥1.8 million, relating to remuneration, etc. for the period from FY2020 to FY2022, was made to each in the fiscal year under review.

2. MATTERS CONCERNING BASIC REMUNERATION

Basic remuneration for Directors (excluding Directors who are serving as Audit and Supervisory Committee Members) (excluding outside directors) is determined after taking into account the roles and duties of each Director, and is based on the following formula.

Standard amount based on role + Additional amount based on duties

The standard amount based on role is determined in accordance with roles and duties, and the additional amount based on duties varies, depending on said duties, by up to ¥500,000 per month.

Basic remuneration for Directors who are serving as Audit and Supervisory Committee Members and outside directors is set at a reasonable level of fixed remuneration.

3. MATTERS CONCERNING PERFORMANCE-LINKED REMUNERATION

The indicator used as the basis for calculating performance-linked remuneration is consolidated profit from business activities (“profit from business activities”), which was chosen to reflect the results of business activities in this type of remuneration. (However, there may be partial adjustments to the compensation computation depending on our assessment of the impact of changes in accounting principles.) In order to strengthen the link to business plans such as the

medium-term business plan, the indicator in question has been changed from profit before income taxes to profit from business activities, which is the main indicator used for business plans, beginning with the fiscal year under review.

Performance-linked remuneration shall be determined with reference to consolidated earnings for the fiscal year under review, and shall also take into account the roles of each Director and the earnings and achievements, etc. of the business for which they are responsible, based on the following calculation method.

$$\text{Role-based payment coefficient} \times \text{Profit from business activities for the given fiscal year} \div 10,000 \times \text{Coefficient of business results}$$

Furthermore, performance-linked remuneration shall be paid in cases where there is a profit from business activities for the fiscal year under review (where adjustments have been made, the adjusted figure) and where dividend payments are made.

The role-based payment coefficient shall be determined in accordance with roles and duties, and the coefficient of business results shall vary from 1.3 to 0.7, after assessing the earnings and achievements, etc. of the business for which they are responsible.

In FY2022, profit from business activities was ¥193.3 billion, against a target (initial forecast) of ¥200.0 billion.

4. DETAILS OF NON-MONETARY REMUNERATION (STOCK REMUNERATION)

In terms of non-monetary remuneration, MHI utilizes a Board Incentive Plan (BIP) trust mechanism, which is based on Stock Award Points granted to Directors (excluding Directors who are serving as Audit and Supervisory Committee Members) (excluding outside directors) using the calculation below, and in accordance with the position of each Director and the financial results of MHI. In principle, when three years have elapsed since the granting of the Stock Award Points, shares of MHI and money in the amount equivalent to liquidation value of shares of MHI are then delivered or provided to these Directors.

$$\text{Role-based standard points} \times \text{Coefficient of business results}$$

Role-based standard points are determined in accordance with roles and duties, and the basis for determining the coefficient of business results is profit before income taxes for the previous fiscal year. In the event that a Director engages in extremely improper conduct, MHI may withhold the granting of Stock Award Points and the delivery of shares, or demand a payment equivalent to the value of shares that have already been delivered to them.

The indicator used as the basis for calculating stock remuneration is profit before income taxes, which was chosen to reflect the results of business activities, including financial income and expenses, in stock remuneration. (However, there may be partial adjustments to the compensation computation depending on our assessment of the impact of changes in accounting principles.)

In FY2021, MHI had a profit before income taxes of ¥173.6 billion, against a target (initial forecast) of ¥130.0 billion.

5. MATTERS CONCERNING RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS IN RELATION TO REMUNERATION, ETC.

- The maximum permitted monetary remuneration amount for Directors (excluding Directors who are serving as Audit and Supervisory Committee Members) (including outside directors)

was set at ¥1.2 billion per fiscal year by resolution of the 90th Annual General Meeting of Shareholders held on June 26, 2015. The number of Directors (excluding Directors who are serving as Audit and Supervisory Committee Members) as of the conclusion of the Annual General Meeting of Shareholders in question was nine, including two outside directors.

- The maximum permitted amount of Stock Award Points that may be granted to Directors (excluding Directors who are serving as Audit and Supervisory Committee Members) (excluding outside directors) was set at 1,000,000 points (equivalent to 100,000 shares of MHI) per fiscal year by resolution of the 94th Annual General Meeting of Shareholders held on June 27, 2019). The number of Directors (excluding Directors who are serving as Audit and Supervisory Committee Members) (excluding outside directors) as of the conclusion of the Annual General Meeting of Shareholders in question was four.
- The maximum permitted monetary remuneration amount for Directors who are serving as Audit and Supervisory Committee Members was set at ¥0.3 billion per fiscal year by resolution of the 90th Annual General Meeting of Shareholders held on June 26, 2015. The number of Directors who are serving as Audit and Supervisory Committee Members as of the conclusion of the Annual General Meeting of Shareholders in question was five, including three outside directors.

6. POLICY AND METHOD USED TO DETERMINE DETAILS OF INDIVIDUAL REMUNERATION, ETC. FOR DIRECTORS

(1) Directors (excluding Directors who are serving as Audit and Supervisory Committee Members)

The Board of Directors of MHI decides the policy and the method used to determine details of individual remuneration, etc. for Directors (excluding Directors who are serving as Audit and Supervisory Committee Members).

- Remuneration of Directors (excluding Directors who are serving as Audit and Supervisory Committee Members) (excluding outside directors) consists of basic remuneration, performance-linked remuneration, and stock remuneration, with the aim of reflecting financial results in compensation and aligning the interests of Directors with shareholders.
- Outside directors are expected to provide objective opinions and suggestions from an external standpoint. In view of the nature of this role, they are provided only with basic remuneration (fixed remuneration commensurate with their duties).
- An overview of the policy and method used to determine details of individual remuneration, etc. for Directors is provided below.

| | |
|---------------------------------|---|
| Basic Remuneration | Reasonable amount shall be determined in consideration of each Director's roles and duties. |
| Performance-linked Remuneration | Reasonable amount shall be determined based on consolidated earnings for the fiscal year under review, while also taking into account the roles of each Director and the earnings and accomplishments, etc. of the business that he/she is in charge of. |
| Stock Remuneration | Shares of MHI and money in the amount equivalent to liquidation value of shares of MHI shall be delivered or provided based on Stock Award Points calculated and granted in accordance with, among other factors, the role of each Director and financial results of MHI using the system of Board Incentive Plan Trust to raise the motivation of Directors to contribute to the medium- to long-term improvement of financial results and enhancement of the corporate value of the entire MHI Group. |

| | |
|--|--|
| <p>Policy on the proportions of different types of remuneration</p> | <p>The standard for the remuneration of MHI's president was set at roughly 30% basic remuneration, 40% performance-linked remuneration, and 30% stock remuneration (in the event that profit from business activities reached ¥200.0 billion; calculated based on the fair value of Stock Award Points granted during FY2018), making for a remuneration structure in which the higher a Director's position is, the greater his or her performance-linked remuneration will be.</p> <p>In addition, if profit from business activities exceeds ¥200.0 billion, stock remuneration will be increased to provide a medium- to long-term incentive, and to more closely align the interests of Directors with shareholders by encouraging the holding of shares of MHI. The increase in performance-linked remuneration will be tapered off gradually, and will be unchanged after profit from business activities exceeds ¥400.0 billion.</p> |
| <p>Policy on the timing and conditions for granting remuneration</p> | <p>Basic remuneration is paid every month.</p> <p>Performance-linked remuneration is paid in cases where there is a profit from business activities for the fiscal year under review (where adjustments have been made, the adjusted figure) and where dividend payments are made.</p> <p>In principle, stock remuneration is provided when three years have elapsed since the granting of the Stock Award Points.</p> |

- The amount of remuneration shall be set at appropriate levels while also giving consideration to the situation in other companies and other factors.
 - For the purpose of further enhancing the transparency and fairness concerning the determination of remuneration, etc. of Directors (excluding Directors who are serving as Audit and Supervisory Committee Members), MHI holds the Nomination and Remuneration Advisory Council consisting of the outside directors, Chairman of the Board and President and CEO. At such meetings the President and CEO explains to outside directors the policy and method used to determine details of individual remuneration, etc. for Directors, and obtains opinions and advice on the subject from the outside directors.
- For reference, during FY2022, MHI held five Nomination and Remuneration Advisory Council.
- In order to strengthen the link to business plans such as the medium-term business plan, with regard to the policy on the proportion of remuneration, etc., the indicator used to adjust the proportion of remuneration, etc. has been changed from profit before income taxes to profit from business activities, which is the main indicator used for business plans, beginning with the fiscal year under review.

(2) Directors who are serving as Audit and Supervisory Committee Members

The policy for determining the details of remuneration, etc. for Directors who are serving as Audit and Supervisory Committee Members is determined through discussion among Directors who are serving as Audit and Supervisory Committee Members.

- Remuneration of Directors who are serving as Audit and Supervisory Committee Members shall consist only of basic remuneration. The amount of remuneration shall be fixed at levels that are commensurate with their roles and duties determined separately for full-time and non-full-time categories. However, the amount of remuneration of full-time Audit and Supervisory Committee Members may be reduced in consideration of the business conditions of MHI and other factors.

7. MATTERS CONCERNING THE DELEGATION OF AUTHORITY TO DETERMINE DETAILS OF INDIVIDUAL REMUNERATION, ETC. FOR DIRECTORS

President and CEO Seiji Izumisawa is delegated by the Board of Directors to determine the specific allocation of individual remuneration amounts (details of the calculation, additional amount based on duties used for the basic remuneration of each Director, the coefficient of business results used for performance-linked remuneration, etc.) for Directors (excluding Directors who are serving as Audit and Supervisory Committee Members), within the limit of the total amount resolved at the General Meeting of Shareholders, and based on the policy used to determine details of individual remuneration, etc. for Directors, and reports back to the Board of Directors on the results of this allocation.

The Board of Directors delegates this authority because it judges that the President and CEO, who is in charge of and responsible for the execution of overall business operations, is the appropriate person to make final decisions in relation to the allocation of remuneration to individual Directors, while also taking into account the overall performance of MHI.

The Board of Directors has put in place measures to ensure that the authority delegated to the President and CEO is being executed appropriately, such as ensuring that the Nomination and Remuneration Advisory Council deliberates the allocation, including whether the allocation is in accordance with the above-mentioned policy used to determine details of individual remuneration, etc. for Directors, before the results of the allocation are reported to the Board of Directors. Because remuneration amounts for individual Directors are decided only after passing through this procedure, the Board of Directors deems that it is conducted in accordance with the policy for determining the details of remuneration, etc. for Directors.

FINANCIAL AUDITOR

■ NAME OF FINANCIAL AUDITOR

KPMG AZSA LLC

■ AMOUNT OF REMUNERATION PAID TO FINANCIAL AUDITOR

¥398 million

(Note)

In the audit contract between MHI and its financial auditor, remuneration paid for audits under the Companies Act and audits under the Financial Instruments and Exchange Act are not clearly distinguished and cannot be practically separated. Therefore, the amount of payment for both is shown above.

■ REASONS FOR AGREEMENT BY THE AUDIT AND SUPERVISORY COMMITTEE CONCERNING THE AMOUNT OF REMUNERATION, ETC. TO BE PAID TO FINANCIAL AUDITOR

The Audit and Supervisory Committee confirmed the policy and content of the audit plan, the basis for calculation of estimates, etc., which constitute the basis for remuneration of the financial auditor, and verified them by receiving necessary reports on them from internal departments concerned. As a result, the Audit and Supervisory Committee determined that they were appropriate for the financial auditor to conduct financial audit of MHI and agreed to the amount of remuneration shown in “AMOUNT OF REMUNERATION PAID TO FINANCIAL AUDITOR” above.

■ SUM OF THE AMOUNT OF MONEY AND OTHER MATERIAL ADVANTAGE TO BE PAID BY MHI AND ITS SUBSIDIARIES

¥769 million

(Note)

Part of MHI’s subsidiaries are audited by certified public accountants, etc. other than the financial auditor of MHI.

■ CONTENTS OF WORKS OTHER THAN AUDITING

In terms of non-audit services, MHI has outsourced agreed procedural operations related to factoring and so on to the financial auditor, and has provided consideration accordingly.

■ POLICY ON TERMINATING OR NOT REAPPOINTING THE FINANCIAL AUDITOR

If there are circumstances which give rise to reasonable expectations that the auditing of financial statements will suffer great interference due to an event such as the financial auditor come under any of the provisions set forth in each item of Article 340, paragraph (1) of the Companies Act, the financial auditor shall be dismissed by unanimous consent of the Audit and Supervisory Committee Members.

In addition, if the Audit and Supervisory Committee has determined that the system for the execution of duties, audit capability, expertise, etc. of the financial auditor is insufficient for MHI or that MHI can put in place an audit system that is more appropriate for MHI by replacing the financial auditor, the Audit and Supervisory Committee will determine a proposal not to re-elect the financial auditor, and MHI will submit it to the General Meeting of Shareholders.

ESTABLISHING A FRAMEWORK FOR ENSURING APPROPRIATE BUSINESS CONDUCT

■ RESOLUTIONS OF THE BOARD OF DIRECTORS FOR THE ESTABLISHMENT OF A FRAMEWORK FOR ENSURING APPROPRIATE BUSINESS CONDUCT

In accordance with the applicable laws and ordinances, MHI has prepared a system to ensure appropriate operations by resolution of the Board of Directors. We promote fair and solid management. The content of the resolution is as follows:

1. Matters regarding Directors and employees who are assigned to support duties of the Audit and Supervisory Committee
For the purpose of supporting the duties of the Audit and Supervisory Committee, MHI shall establish the Audit and Supervisory Committee's Office with dedicated employees to assist the smooth performance of its duties. MHI will not appoint any Director who is assigned to support duties of the Audit and Supervisory Committee.
2. Matters regarding independence of employees in 1. above from Directors (excluding Directors who are serving as Audit and Supervisory Committee Members) and to ensure the effectiveness of instructions by the Audit and Supervisory Committee to employees
The staff of the Audit and Supervisory Committee's Office shall be assigned to said office on an exclusive basis. They shall not receive any instructions or orders from Directors (excluding Directors who are serving as Audit and Supervisory Committee Members) and shall obey the instructions and orders of the Audit and Supervisory Committee. Any personnel transfers and evaluation of said staff shall be subject to the consent of the Audit and Supervisory Committee to ensure the independence of them from the departments engaging in business execution and the effectiveness of instructions by the Audit and Supervisory Committee to them.
3. System for reporting to the Audit and Supervisory Committee by Directors and employees and other systems for reporting to the Audit and Supervisory Committee
 - (1) Directors, etc. of MHI shall implement arrangements concerning reporting to and communication with the Audit and Supervisory Committee (or the Audit and Supervisory Committee Members designated by the Audit and Supervisory Committee; the same shall apply hereinafter) including reporting matters concerning MHI Group companies. In addition, Directors, etc. of MHI shall ensure adequate mutual understanding through regular exchange of opinions and make reports upon request of the Audit and Supervisory Committee.
 - (2) Directors, etc. of MHI Group companies shall carry out reporting to and communication with the Audit and Supervisory Committee in accordance with the operational procedures prescribed in Item 12 and make reports upon request of the Audit and Supervisory Committee.
 - (3) The department in charge of the whistleblower system shall report the matters reported to it through the whistleblower system and other compliance-related matters reported to it to the Audit and Supervisory Committee.
4. System to ensure that the person who made a report in 3. above shall not be subject to any unfavorable treatment for reason of having made such report
It shall be prescribed in company regulations that a person who made a report through the whistleblower system shall not be treated disadvantageously in any way on the grounds of such report and this rule shall be internally informed and appropriately operated.

5. Matters concerning the policy on the treatment of expenses or debts arising in the course of the execution of duties of Audit and Supervisory Committee Members including the procedure for advance payment and reimbursement of expenses arising in the course of the execution of said duties
A certain amount of annual budget shall be secured for the payment of expenses arising in the course of the execution of duties of Audit and Supervisory Committee Members based on the request of the Audit and Supervisory Committee. If the payment of other expenses is requested by an Audit and Supervisory Committee Member, it shall be handled appropriately pursuant to Article 399-2, paragraph (4) of the Companies Act.
6. Other systems to ensure effectiveness of audits by the Audit and Supervisory Committee
Consideration to ensure the effectiveness of audits shall be given to any exchange of opinions with internal departments concerned, financial auditor, etc., information gathering and research that are conducted by the Audit and Supervisory Committee.
7. System to ensure that the Directors' execution of their duties is in compliance with laws and ordinances and MHI's Articles of Incorporation
 - (1) Directors shall lead by example in realizing MHI's fundamental principle of fair and honest business activities that comply with all laws and ordinances and emphasize social norms and business ethics.
 - (2) The Board of Directors shall fully discuss all matters raised and reported by Directors and oversee MHI's operations from the perspectives of sound and efficient management. The views of outside officers shall be employed to introduce greater objectivity and enhance the effectiveness of oversight.
8. System to store and manage information related to the Directors' execution of their duties
 - (1) Principle matters related to the management of documents shall be specified in company regulations, and information related to the Directors' execution of their duties shall be appropriately recorded, stored and managed.
 - (2) Directors (including Audit and Supervisory Committee Members) shall be given access to such information at any time where it is deemed necessary to supervise and audit actions by Directors.
9. Regulations and other systems to manage risk of loss
 - (1) Systems designed to manage each type of risk shall be implemented and responsibilities shall be clearly defined to ensure the appropriate management of risk.
 - (2) Risk shall be regularly evaluated and analyzed and necessary avoidance or mitigating measures taken; internal audits shall monitor the effectiveness and appropriateness of these measures and reports shall be regularly submitted to the Board of Directors and Audit and Supervisory Committee.
 - (3) To prepare for cases where significant risk may materialize, MHI shall ensure the means to immediately communicate information to senior management to respond promptly and accurately to emergency situations; individuals responsible for crisis management shall also be appointed in each business division.
10. System to ensure that Directors execute their duties efficiently
 - (1) The Board of Directors shall formulate business plans and establish companywide management policy and objectives; business execution, led by the President, shall be conducted with the aim of achieving these objectives.
 - (2) MHI's organizational structure, division of duties, and lines of authority shall be specified in company regulations to ensure steps to achieve management objectives are conducted efficiently.

11. System to ensure that the duties and actions of employees comply with laws and ordinances and MHI's Articles of Incorporation
 - (1) MHI shall create a framework comprising the Compliance Committee and other bodies to raise awareness of compliance among employees by formulating a code of conduct, implementing various training programs and taking other steps.
 - (2) MHI shall establish a whistleblower system and other mechanisms to enhance the effectiveness of compliance, conduct internal audits of the compliance framework, and report the results to the Board of Directors and Audit and Supervisory Committee.
12. System to ensure appropriate business activities of MHI Group
 - (1) Each MHI Group company shall operate autonomously as an independent enterprise and its president shall be responsible for the management of the company. At the same time, in order to ensure that the MHI Group as a whole is operated soundly and efficiently and in a manner to contribute to the improvement of its consolidated financial performance, MHI shall support and provide guidance to MHI Group companies by establishing the division of management responsibilities between MHI and Group companies and operational procedures stipulating, among others, matters that should be requested or reported by Group companies to MHI.
 - (2) In order to ensure that the MHI Group as a whole is operated appropriately and various risks existing within the MHI Group as a whole are managed appropriately, various measures concerning compliance and risk management shall be promoted on a group-wide basis and each company shall put in place an internal control system that is appropriate for its size and characteristics. The operating status of these internal control systems shall be audited by the department of MHI responsible for their management.
 - (3) MHI and MHI group companies shall ensure the accuracy of their respective financial information, and arrange the organization, company regulations and other matters required for the preparation and disclosure of reliable financial reports.

■ SUMMARY OF THE OPERATION STATUS OF A FRAMEWORK FOR ENSURING APPROPRIATE BUSINESS CONDUCT

The operation status of a framework for ensuring appropriate business conduct for FY2022 is as summarized below.

1. Initiatives to ensure the effectiveness of audits by the Audit and Supervisory Committee
 - Based on company regulations, MHI has established the Audit and Supervisory Committee's Office with the staff assigned on an exclusive basis to support the audit activities of the Audit and Supervisory Committee. It is also prescribed in the same company regulations that the independence of the exclusively assigned staff from the departments engaging in business execution shall be secured.
 - A budget necessary for audit activities is appropriately secured based on the request of the Audit and Supervisory Committee and expenses, etc. are paid from the budget.
 - MHI responds appropriately to any requests of Full-time Audit and Supervisory Committee Members received in advance for the attendance at an important meeting and the provision of documents. In addition, any projects that are important from the audit perspective, etc. are reported to Full-time Audit and Supervisory Committee Members or the Audit and Supervisory Committee on an individual basis.
 - On a regular basis, information is shared among Full-time Audit and Supervisory Committee Members, officers of execution of business department and the internal auditing department. In addition, the Audit and Supervisory Committee regularly and whenever necessary exchanges opinions with financial auditor.
 - All matters that have been reported through the whistleblower system are reported to Full-time Audit and Supervisory Committee Members. It is prescribed in company regulations that a person who made a report through the whistleblower system shall not be treated disadvantageously in any way on the grounds of such report and this rule is internally informed and strictly enforced.

2. Initiatives to ensure legal compliance in the execution of duties by Directors and employees and the appropriateness of decision-making processes
 - Regarding compliance, MHI established the “Corporate Governance Guidelines of Mitsubishi Heavy Industries, Ltd.” and the “MHI Group Global Code of Conduct,” which apply to all officers and employees of the MHI Group both in Japan and overseas. MHI also strives to conduct several activities including regular Compliance Committee meetings, the establishment of various company regulations, the provision of messages from management about thorough legal compliance, the provision of education to promote legal compliance, and internal audits that take into consideration the issues of each department subject to audit.
 - In FY2022, 14 meetings of the Board of Directors were held to thoroughly deliberate on each agenda, including compliance measures. In addition, the Nomination and Remuneration Meetings consisting of outside directors, the Chairman of the Board and the President and CEO and the meetings consisting of independent outside directors were held to hear broadly the opinions of outside directors particularly on matters related to corporate governance as the initiatives to increase the soundness and transparency of the management of MHI.
3. Initiatives concerning the preservation and management of information about the execution of duties by Directors
 - The minutes of the Board of Directors and other information about the execution of duties by Directors are appropriately recorded in accordance with company regulations and managed in a manner to make them available for inspection any time upon request of a Director. In addition, appropriate measures have been taken to prevent information leakage, loss, etc. and checks, etc. on these measures are regularly conducted.
4. Initiatives concerning the management of risk of loss
 - MHI practices portfolio management based on the strategic business assessment system to allocate management resources as appropriate to the business.
 - For business risk management, MHI holds business risk management committee meetings based on the rules governing business risk management systems and processes, and checks and discusses the framework of the business risk management, progress of measures to strengthen the business risk management, and so on. Furthermore, MHI continuously holds discussion meetings for sharing information and having discussion about economic security.
 - In addition to conducting initial screening and monitoring of project negotiations, the dedicated organization for risk management concerning the businesses addresses major risks that are identified, and works with related departments to take appropriate action towards problem resolution.
 - For investments, the related departments control and manage the evaluation and execution processes and conduct initial screening and monitoring.
 - To respond to the spread of novel coronavirus, MHI has established a response headquarters headed by the President and CEO in accordance with internal regulations, and is carrying out various measures.
5. Initiatives to ensure the efficiency of the execution of duties by Directors
 - Business plans, which set forth group-wide management policies and targets, are developed by the Board of Directors. Under the business execution framework headed by President and CEO, MHI strives to achieve the targets set forth in the plans and the progress status is regularly reported at the meetings of the Board of Directors.
 - Part of decisions on important business execution has been delegated to President and CEO pursuant to the provisions of the Articles of Incorporation. In addition, criteria for matters that should be deliberated by the Board of Directors have been prescribed in the Bylaws of the

Board of Directors to improve the efficiency and agility of the execution of duties by Directors.

6. Initiatives to ensure appropriate business conduct of an enterprise group

- Each MHI Group company is also included in initiatives for the abovementioned “2. Initiatives to ensure legal compliance in the execution of duties by Directors and employees and the appropriateness of decision-making processes” and “4. Initiatives concerning the management of risk of loss.”
- Company regulations on the system to define the management responsibilities for MHI Group companies and other relevant matters have been established and important management matters within Group companies are reported to MHI.

(End)

**CONSOLIDATED FINANCIAL STATEMENT [IFRS]
CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

(Millions of Yen)

| | As of Mar. 31, 2023 | As of Mar. 31, 2022 (Reference) |
|--|------------------------|---------------------------------------|
| <u>ASSETS</u> | | |
| Current assets: | | |
| Cash and cash equivalents | 347,663 | 314,257 |
| Trade and other receivables | 804,613 | 744,466 |
| Other financial assets | 35,382 | 70,952 |
| Contract assets | 731,820 | 654,972 |
| Inventories | 876,878 | 798,601 |
| Other current assets | 245,943 | 219,875 |
| Total current assets | 3,042,302 | 2,803,126 |
| Non-current assets: | | |
| Property, plant and equipment ("PPE") | 839,813 | 790,204 |
| Goodwill | 131,181 | 128,690 |
| Intangible assets | 70,161 | 70,400 |
| Right-of-use assets | 86,295 | 98,255 |
| Investments accounted for using the equity method | 227,045 | 212,828 |
| Other financial assets | 521,135 | 487,430 |
| Deferred tax assets | 358,758 | 352,261 |
| Other non-current assets | 198,117 | 173,144 |
| Total non-current assets | 2,432,509 | 2,313,214 |
| TOTAL ASSETS | 5,474,812 | 5,116,340 |
| <u>LIABILITIES AND EQUITY</u> | | |
| Current liabilities: | | |
| Bonds, borrowings and other financial liabilities | 349,075 | 304,651 |
| Trade and other payables | 895,286 | 863,281 |
| Income taxes payable | 19,661 | 28,784 |
| Contract liabilities | 936,765 | 886,551 |
| Provisions | 229,582 | 203,585 |
| Other current liabilities | 193,791 | 193,865 |
| Total current liabilities | 2,624,163 | 2,480,720 |
| Non-current liabilities: | | |
| Bonds, borrowings and other financial liabilities | 843,359 | 773,622 |
| Deferred tax liabilities | 10,465 | 6,217 |
| Retirement benefit liabilities | 76,146 | 76,824 |
| Provisions | 60,817 | 62,218 |
| Other non-current liabilities | 25,874 | 54,207 |
| Total non-current liabilities | 1,016,663 | 973,090 |
| TOTAL LIABILITIES | 3,640,827 | 3,453,810 |
| <u>EQUITY</u> | | |
| Share capital | 265,608 | 265,608 |
| Capital surplus | 41,256 | 45,061 |
| Treasury shares | (5,385) | (5,946) |
| Retained earnings | 1,218,180 | 1,099,158 |
| Other components of equity | 221,314 | 172,728 |
| Equity attributable to owners of the parent | 1,740,974 | 1,576,611 |
| Non-controlling interests | 93,010 | 85,918 |
| TOTAL EQUITY | 1,833,984 | 1,662,529 |
| TOTAL LIABILITIES AND EQUITY | 5,474,812 | 5,116,340 |

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

(Millions of Yen)

| | FY2022 (From April 1, 2022 to March 31, 2023) | FY2021 (From April 1, 2021 to March 31, 2022) (Reference) |
|--|---|--|
| Revenue | 4,202,797 | 3,860,283 |
| Cost of sales | 3,437,779 | 3,204,371 |
| Gross profit | 765,017 | 655,911 |
| Selling, general and administrative expenses | 623,638 | 556,727 |
| Share of profit of investments accounted for using the equity method | 13,502 | 16,861 |
| Other income * | 103,710 | 68,972 |
| Other expenses | 65,267 | 24,777 |
| Profit from business activities | 193,324 | 160,240 |
| Finance income | 28,984 | 31,907 |
| Finance costs | 31,181 | 18,463 |
| Profit before income taxes | 191,126 | 173,684 |
| Income taxes | 44,818 | 48,029 |
| Profit | 146,308 | 125,654 |
| Profit attributable to: | | |
| Owners of the parent | 130,451 | 113,541 |
| Non-controlling interests | 15,857 | 12,113 |

| | | |
|---|--------|--------|
| Earnings per share attributable to owners of the parent | | |
| Basic earnings per share | 388.43 | 338.24 |
| Diluted earnings per share | 388.26 | 338.05 |

*Note:

As stated in Notes to the Consolidated Financial Statements "Basis of Preparation of Consolidated Financial Statements 4.Accounting Policies (12) Profit from business activities", Other income includes dividend income.

The amount of dividends in FY2022 is 20,627 Million Yen, and the amount in FY2021 is 17,286 Million Yen (reference).

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
(From April 1, 2022 to March 31, 2023)

(Millions of Yen)

| | Equity attributable to owners of parent | | | | | | Non-controlling interests | Total equity |
|---|---|-----------------|-----------------|-------------------|----------------------------|------------------|---------------------------|------------------|
| | Share capital | Capital surplus | Treasury shares | Retained earnings | Other components of equity | Total | | |
| Balance as of Apr. 1, 2022 | 265,608 | 45,061 | (5,946) | 1,099,158 | 172,728 | 1,576,611 | 85,918 | 1,662,529 |
| Profit | | | | 130,451 | | 130,451 | 15,857 | 146,308 |
| Other comprehensive income (loss) | | | | | 70,780 | 70,780 | 2,367 | 73,148 |
| Comprehensive income (loss) | - | - | - | 130,451 | 70,780 | 201,231 | 18,225 | 219,456 |
| Transfer to retained earnings | | | | 26,883 | (26,883) | - | | - |
| Purchase of treasury shares | | | (16) | | | (16) | | (16) |
| Disposal of treasury shares | | 29 | 97 | | | 127 | | 127 |
| Dividends | | | | (38,616) | | (38,616) | (6,304) | (44,920) |
| Transactions with non-controlling Interests | | (958) | | | 4,689 | 3,731 | (3,735) | (4) |
| Other | | (2,877) | 480 | 303 | | (2,093) | (1,093) | (3,187) |
| Total transactions with owners | - | (3,805) | 560 | (38,312) | 4,689 | (36,868) | (11,133) | (48,001) |
| Balance as of Mar. 31, 2023 | 265,608 | 41,256 | (5,385) | 1,218,180 | 221,314 | 1,740,974 | 93,010 | 1,833,984 |

(REFERENCE)
CONSOLIDATED STATEMENT OF CASH FLOWS

(Millions of Yen)

| | FY2022 (From Apr. 1, 2022 to Mar. 31, 2023) | FY2021 (From Apr. 1, 2021 to Mar. 31, 2022) |
|---|---|---|
| Cash flows from operating activities: | | |
| Profit before income taxes | 191,126 | 173,684 |
| Depreciation, amortization and impairment loss | 148,549 | 135,787 |
| Finance income and costs | (2,147) | 1,645 |
| Share of profit of investments accounted for using the equity method | (13,502) | (16,861) |
| Loss (gain) on sale of PPE, and intangible assets | (29,018) | (37,532) |
| Loss on disposal of PPE, and intangible assets | 7,154 | 5,328 |
| Decrease (increase) in trade receivables | (32,978) | (51,031) |
| Decrease (increase) in contract assets | (64,500) | (58,722) |
| Decrease (increase) in inventories and advanced payments | (65,690) | (89,963) |
| Increase (decrease) in trade payables | (55,676) | 73,101 |
| Increase (decrease) in contract liabilities | 32,436 | 132,985 |
| Increase (decrease) in provisions | 27,285 | (1,120) |
| Increase (decrease) in retirement benefit liabilities | (3,102) | 21,969 |
| Others | (4,691) | (20,527) |
| Subtotal | 135,244 | 268,744 |
| Interest received | 7,755 | 5,537 |
| Dividends received | 26,898 | 23,627 |
| Interest paid | (13,114) | (10,559) |
| Income taxes paid | (75,894) | (1,786) |
| Net cash provided by operating activities | 80,888 | 285,563 |
| Cash flows from investing activities: | | |
| Payments into fixed-term deposits | (26,067) | (14,033) |
| Proceeds from withdrawal of fixed-term deposits | 28,809 | 9,677 |
| Purchases of PPE and intangible assets | (131,905) | (129,256) |
| Proceeds from sales of PPE and intangible assets | 38,062 | 51,744 |
| Purchases of investments (including investments accounted for using the equity method) | (7,788) | (11,193) |
| Proceeds from sales and redemption of investments (including investments accounted for using the equity method) | 59,111 | 99,214 |
| Payments for sale of businesses(including subsidiaries) | (944) | (1,258) |
| Proceeds from sale of businesses(including subsidiaries) | - | 11,756 |
| Payments for acquisition of businesses(including subsidiaries) | (4,420) | - |
| Proceeds from acquisition of businesses(including subsidiaries) | 1,863 | 4,799 |
| Net decrease (increase) in short-term loans | (1,932) | 1,660 |
| Disbursement of long-term loans | (48) | (60) |
| Collection of long-term loans | 711 | 204 |
| Payments for derivative transactions | (38,918) | (20,754) |
| Proceeds from derivative transactions | 42,268 | 15,490 |
| Others | (4,375) | (1,683) |
| Net cash provided by (used in) investing activities | (45,575) | 16,306 |
| Cash flows from financing activities: | | |
| Net increase (decrease) in short-term borrowings | (4,532) | (182,326) |
| Proceeds from long-term borrowings | 50,966 | 22,330 |
| Repayment of long-term borrowings | (97,656) | (31,338) |
| Proceeds from issuance of bonds | 20,000 | 55,000 |
| Payment for redemption of bonds | (10,000) | (45,000) |
| Payments for acquisition of interests in subsidiaries from non-controlling interests | (24,473) | (2,000) |
| Payments for acquisition of treasury shares | (16) | (2,550) |
| Dividends paid to owners of the parent | (38,531) | (40,224) |
| Dividends paid to non-controlling interests | (6,769) | (5,501) |
| Proceeds from factoring agreements | 200,235 | 140,608 |
| Repayment of liabilities under factoring agreements | (80,738) | (133,226) |
| Repayment of lease liabilities | (26,850) | (28,154) |
| Others | (534) | (3,389) |
| Net cash provided by (used in) financing activities | (18,902) | (255,774) |
| Effect of exchange rate changes on cash and cash equivalents | 16,995 | 22,740 |
| Net increase (decrease) in cash and cash equivalents | 33,406 | 68,836 |
| Cash and cash equivalents at beginning of the year | 314,257 | 245,421 |
| Cash and cash equivalents at end of the year | 347,663 | 314,257 |

Notes to the Consolidated Financial Statements

Basis of Preparation of Consolidated Financial Statements

1. Accounting standard applied to consolidated financial statements

The accompanying consolidated financial statements of the Mitsubishi Heavy Industries Group (the “Group”), which consists of Mitsubishi Heavy Industries, Ltd. (“MHI”) and its consolidated subsidiaries (“Subsidiaries”), have been prepared in accordance with Rules of Corporate Accounting Article 120 (1), based on International Financial Reporting Standards (“IFRS”). Some disclosures articles required under IFRS have been omitted as stipulated in the latter part of Article 120 (1).

2. Scope of consolidation

Number of consolidated subsidiaries: 254

Principal consolidated subsidiaries are described in “OVERVIEW OF MHI GROUP OUTLINES OF MAIN SUBSIDIARIES” of the business report.

3. Application of the equity method

Number of affiliated companies accounted for using the equity method: 35

Principal affiliated companies accounted for using the equity method:

FRAMATOME S.A.S.

Note1: The Group classified MITSUBISHI MAHINDRA AGRICULTURAL MACHINERY CO., LTD as an affiliated company accounted for using the equity method even though MHI owns the majority of voting rights, when considering the percentage of holdings (including preferred stocks) and the contents of shareholders’ agreement.

Note2: The Group classified FRAMATOME S.A.S as an affiliated company accounted for using the equity method even though MHI owns less than 20% of the voting rights as significant influence over the company is held when considering the member of officers of FRAMATOME S.A.S.

4. Accounting Policies

(1) Financial instruments

Financial instruments are recognized on the date when the Group becomes a contracting party to the financial instruments. Financial assets purchased in the common ways are recognized on the transaction date.

a) Non-derivative financial assets

Non-derivative financial assets which are classified as debt instruments are measured at amortized cost since all these instruments satisfy both of the following conditions:

- The financial assets are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows.
- The contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, financial assets measured at amortized cost are measured at amortized cost using the effective interest method.

Equity instruments are measured at fair value.

Non-derivative financial assets are measured at fair value plus transaction costs at initial recognition, unless the assets are measured at fair value through profit or loss. However, trade receivables that do not contain a significant financing component are initially measured at the transaction price.

For financial assets measured at fair value, except for equity instruments held for trading that must be measured at fair value through profit or loss (FVTPL), the Group determines, for each equity instrument, whether the instrument is measured at FVTPL or if it irrevocably designates the instrument as measured at fair value through other comprehensive income (FVTOCI).

For assets designated as financial assets at FVTOCI at initial recognition, any changes in fair value after the initial recognition are recognized as other comprehensive income. If a financial asset at FVTOCI is derecognized, or the fair value decreases significantly, the amount accumulated in other components of equity is transferred to retained earnings. Dividends from financial assets at FVTOCI are recognized as profit or loss in principle.

When the contractual right to cash flows from a financial asset expires or the Group transfers a financial asset and substantially all the risks and rewards of ownership of the financial asset, the financial asset is derecognized.

b) Non-derivative financial liabilities

Non-derivative financial liabilities are classified as financial liabilities measured at amortized cost. Financial liabilities measured at amortized cost are measured at fair value less transaction costs at initial recognition.

After initial recognition, such liabilities are measured at amortized cost using the effective interest method.

When the obligation specified in the contract for a non-derivative financial liability is discharged, canceled or expires, the non-derivative financial liability is derecognized.

c) Derivative transactions and hedge accounting

The Group uses derivative instruments including forward exchange contracts, currency swap contracts, interest rate swap contracts and forward contracts to hedge foreign currency risks, interest rate risks and commodity price risks.

Derivative transactions are initially recognized at fair value on the date when the Group becomes a party to the contract, and related transaction costs are expensed as incurred. After the initial recognition, they are measured at fair value with changes in the fair value recognized in profit or loss, unless they are designated as the hedging instrument in a cash flow hedge.

When applying hedge accounting, the Group formally designates and documents the hedging relationship and the risk management objective and strategy at the inception of a hedge. The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged, and the methods of assessing hedge effectiveness. The Group assesses whether the hedging relationship is effective prospectively on an ongoing basis.

The Group applies the following accounting treatment for derivative transactions that meet the requirements for hedge accounting.

(i) Fair value hedge

Changes in the fair value of derivative transactions that are designated as fair value hedges are recognized in profit or loss together with changes in the fair value of the hedged assets or liabilities that correspond to the hedged risk.

When derivative transactions are designated as the hedging instrument for equity instruments that are designated as financial assets measured at FVTOCI, changes in the fair value of the hedging instrument and hedged assets are recognized in other comprehensive income.

(ii) Cash flow hedge

When a derivative transaction is designated as the hedging instrument in a cash flow hedge, the effective portion of changes in the fair value of the derivative is recognized

as other comprehensive income and the ineffectiveness is recognized immediately as profit or loss.

When applying a cash flow hedge to a currency swap contract, the Group designates the portion other than the currency basis spread as the hedging instrument and treats the currency basis spread as costs of hedging, and recognizes changes in its fair value in other components of equity through other comprehensive income.

The cash flow hedge accumulated in other components of equity is transferred to profit or loss in the same period during which cash flows of the hedged item affect profit or loss. However, when the hedged item is associated with acquisition of a non-financial asset, such amount is accounted for as an adjustment to the initial acquisition cost of the non-financial asset.

When the Group recognizes the costs of hedging for a derivative transaction entered into in order to hedge a time-period related hedged item, it transfers the cumulative costs of hedging accumulated in other components of equity to profit or loss on a systematic and rational basis over the period during which the hedge adjustment from the hedging instrument could affect profit or loss.

When a forecast transaction is no longer highly probable to occur, hedge accounting is discontinued. When the forecast transaction is no longer expected to occur, the amount accumulated in other components of equity is transferred to profit or loss.

d) Impairment of financial assets

For financial assets measured at amortized cost, the Group determines, at the end of each reporting period, whether credit risk on the asset has increased significantly since initial recognition. If the credit risk has increased significantly, a loss allowance at an amount equal to lifetime expected credit losses is recognized. If no significant increase in the credit risk is identified, a loss allowance at an amount equal to 12-month expected credit losses is recognized.

However, for trade receivables and contract assets, loss allowance for doubtful accounts is recognized at an amount equal to the lifetime expected credit losses, regardless of whether or not the credit risk has increased significantly since the initial recognition.

Evidence indicating a significant increase in credit risk includes default or delinquency by a debtor, extension of the due date provided by the Group for a debtor on terms that the Group would not implement under other circumstances, and indications that a debtor or issuer will enter bankruptcy. Provision of loss allowance is recognized in profit or loss.

(2) Inventories

Inventories are measured at the lower of cost and net realizable value. Cost is the amount including costs of purchase, costs of conversion and all costs incurred in bringing the inventories to their present location and condition. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to sell.

The inventory valuation method is as follows:

Merchandise and finished goods: principally weighted average method

Work in process: principally specific identification method

Raw materials and supplies: principally weighted average method

(3) PPE

PPE are presented at cost less accumulated depreciation and impairment losses, using the cost model. Cost includes any costs directly attributable to the acquisition of assets, dismantling costs, removal costs, and restoration costs for the site where the PPE have been located.

Except for assets that are not depreciated, such as land, PPE are depreciated using the

straight-line method over the estimated useful lives.

The estimated useful lives of major PPE are as follows:

Buildings and structures: 2 to 60 years

Machinery and vehicles: 2 to 20 years

Tools, furniture and fixtures: 2 to 20 years

The depreciation method, estimated useful lives and residual value are reviewed at the end of the fiscal year and revised where necessary.

(4) Intangible assets

Intangible assets are presented at cost less accumulated amortization and impairment losses, using the cost model. Intangible assets are amortized over the estimated useful lives using the straight-line method. The estimated useful lives of major intangible assets are as follows:

Software: 3 to 10 years

Technologies recognized through business combination: 7 to 25 years

Customer relationship recognized through business combination: 2 to 25 years

Other: 3 to 15 years

Intangible assets with indefinite useful lives are presented at cost less accumulated impairment losses.

Expenses incurred with respect to development activities of the Group are capitalized only when it can be proved that the expenses satisfy all the following conditions:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale.
- Its intention to complete the intangible asset and use or sell it.
- Its ability to use or sell the intangible asset.
- How the intangible asset will generate probable future economic benefits.
- The availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset.
- Its ability to measure reliably the expenditure attributable to the intangible asset during its development.

Development expenses that do not satisfy the above requirements for capitalization and expenditures on research activities are expensed as incurred. The amortization method, estimated useful lives and residual value are reviewed at the end of the fiscal year and revised where necessary.

(5) Leases

a) Leases as lessor

Leases in which substantially all the risks and rewards of ownership of the asset are transferred to the lessee under the contract are classified as finance leases. Leases other than finance leases are classified as operating leases.

With regard to the amount received from lessees under finance leases, the net investment in leases is recorded as "trade and other receivables," and unearned finance income is allocated to the net investment at a constant rate over the lease term and recognized in the fiscal year to which the profit is attributed. Lease revenues under operating leases are recognized on a straight-line basis over the lease term.

b) Leases as lessee

For leases as lessee, the Group recognizes assets and liabilities under an on-balance sheet accounting model. Under this model, leases are recognized as a right-of-use asset representing the Group's right to use the underlying leased asset and as a lease liability representing the Group's obligation to make lease payments for all leases at the lease commencement date. The Group measures right-of-use assets and lease liabilities as follows:

For short-term leases with a lease term of 12 months or less and leases of low value, however, the Group has elected to apply to the recognition exemption.

- Right-of-use assets

Right-of-use assets are measured at cost, which mainly comprises the amount of the initial measurement of the lease liability adjusted for any initial direct costs incurred and any prepaid lease payments made at or before the commencement date. After initial recognition, right-of-use assets are measured, at cost less any accumulated depreciation and any accumulated impairment losses, using the cost model.

Right-of-use assets are depreciated on a straight-line basis over the period until the earlier of the end of the useful life or the end of the lease term.

- Lease liabilities

Lease liabilities are initially recognized at the lease commencement date and are measured at the present value of the lease payments that are not paid at that date. To calculate the present value, the interest rate implicit in the lease is used as the discount rate. If that rate cannot be readily determined, the Group's incremental borrowing rate is used. Lease liabilities are remeasured, if each lease contract contains an option to purchase the underlying asset or an option to extend or terminate the lease and there is a change in possibilities to exercise such options.

The Group presents "right-of-use assets" separately from other assets and "lease liabilities" in "bonds, borrowings and other financial liabilities" in the consolidated statement of financial position.

(6) Impairment of non-financial assets

With regard to PPE and intangible assets, the Group determines, at the end of the reporting period, whether or not there is any indication of impairment. If any such indication exists, the Group performs an impairment test by estimating the recoverable amount of the asset. With regard to goodwill and intangible assets with indefinite useful lives, the Group periodically conducts an impairment test once a year or whenever there is any indication of impairment.

The recoverable amount is the higher of the fair value less costs of disposal of the asset or cash-generating unit, or its value in use. Value in use is determined as the present value of future cash flows that are expected to arise from the asset or cash-generating unit. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of cash inflows from other assets or groups of assets. When the recoverable amount of an individual asset cannot be estimated, the recoverable amount of the cash-generating unit to which the asset belongs is determined. If the recoverable amount of an asset or cash-generating unit is lower than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to the recoverable amount.

For non-financial assets for which an impairment loss was recognized, except for goodwill, the Group reassesses the possibility that the impairment loss will be reversed at the end of the reporting period.

(7) Provisions

The Group recognizes a provision when there is a present legal or constructive obligation arising from past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and the amount of the obligation can be measured reliably. In doing so, if the period up to the settlement of the obligation is expected to be a long term and the time value of money is material, a provision is measured based on the present value of expenditure expected at the time of settlement.

If some or all of the expenditure required for the Group to settle the provisions is expected to be reimbursed, the reimbursement is recognized as a separate asset only when it is virtually certain that the Group will receive the reimbursement.

If provisions and external reimbursements are recognized in the same reporting period, these

amounts are presented on a net basis in the consolidated statement of profit or loss.

(8) Post-employment benefits

The Group has adopted lump-sum payment on retirement and pension plans as post-employment benefit plans for employees. These plans are roughly classified as defined benefit plans or defined contribution plans. Accounting policies for respective plans are as follows.

a) Defined benefit plans

In defined benefit plans, the present value of defined benefit obligations is calculated separately for each plan by estimating the amount of future benefits that employees have earned in exchange for their service rendered in the prior fiscal years and the current fiscal year. The amount used to settle the obligations less fair value of plan assets is recognized as defined benefit liability (asset). The asset ceiling in this calculation is the present value of future economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan. The present value of defined benefit obligations is calculated using the projected unit credit method, and the discount rate is determined by reference to the market yield on high quality corporate bonds at the end of the fiscal year corresponding to the estimated timing for future benefit payments.

Service cost and net interest cost on net defined benefit liability (asset) are recognized as profit or loss, and rereasurement of defined benefit liability (asset) is recognized as other comprehensive income and immediately transferred to retained earnings.

b) Defined contribution plans

Contributions for retirement benefits under defined contribution plans are recognized as expenses in profit or loss as the related service is provided.

(9) Business combinations

Business combinations are accounted for by applying the acquisition method. The consideration of acquisition is measured as the aggregate of the acquisition-date fair value of the assets transferred, liabilities assumed and equity securities issued by the Group in exchange for control of the acquiree. Transaction costs directly attributable to acquisition are accounted for as expenses when they are incurred. Identifiable assets and liabilities of the acquired entity are recognized at their fair value on the acquisition date.

Goodwill is measured at the fair value of consideration for the acquisition of the acquired entity measured on the acquisition date less the net recognized amount of identifiable assets acquired and liabilities assumed on the acquisition date (usually, fair value). If the fair value of consideration for the acquisition is lower than the net recognized amount of assets acquired and liabilities assumed, the difference is recognized as profit. In the business combination, when consideration for the business combination transferred from the Group includes assets or liabilities arising from a contingent consideration arrangement, the contingent consideration is measured at fair value on the acquisition date and included as part of the above consideration for acquisition.

For the measurement of non-controlling interests, the method based on the proportionate share of non-controlling interests in the acquired entity's identifiable net assets is employed principally.

(10) Foreign currency translation

Foreign currency transactions are translated into the functional currencies of MHI Group companies at the exchange rates at the dates of the transactions or an approximation of the rate.

Monetary assets and liabilities denominated in foreign currencies at the end of the reporting period are translated at the exchange rates at the end of the reporting period.

Exchange differences arising from translation or settlement are recognized as profit or loss.

On the other hand, exchange differences arising from financial assets at FVTOCI are recognized as other comprehensive income.

Assets and liabilities of foreign operations are translated into Japanese yen using the exchange rates at the end of the reporting period, whereas revenue and expenses are translated using the average exchange rate during the period unless there is significant fluctuation in the exchange rates.

Exchange differences arising from the translation of financial statements of foreign operations are recognized in other comprehensive income. At the time of disposal of a foreign operation, cumulative exchange differences recognized in other comprehensive income are transferred to profit or loss.

(11) Revenue

The Group recognizes revenue at an amount that reflects consideration to which the Group expects to be entitled in exchange for the transfer of goods or services to customers based on the following five-step approach, except for interest and dividend income, etc. which are accounted for under IFRS 9.

Step 1: Identify the contract with the customer

Step 2: Identify the performance obligations in the contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the separate performance obligations in the contract

Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation

Revenue is recognized to the extent that an inflow of economic benefits to the Group is probable and its amount can be measured reliably, regardless of the timing of receiving the payment, and measured at a fair value of the consideration received or receivable after taxes in light of contractual payment terms.

Of incremental costs of obtaining contracts with customers and fulfillment costs directly related to contracts, the portion that is expected to be recoverable is recognized as assets and is regularly amortized over the transfer of related goods or services to customers. Incremental costs of obtaining contracts with customers are costs that would not be incurred if the contract is not obtained.

Requirements for revenue recognition of the Group are as follows.

a) Sale of products

For this transaction, the Group typically recognizes revenue at the time of the delivery of the goods, as the performance obligations in the contracts with customers are principally considered to be satisfied at the time that the products are delivered and control of the relevant goods is transferred to the customer.

Revenue from the sale of goods is measured at an amount of consideration promised in the contract with the customer less sales returns, discounts, rebates, and taxes collected on behalf of third parties and others.

b) Rendering of services and construction contracts

For these transactions, the control of the goods and services included in the contracts is deemed to be transferred to customers over a certain period specified in the contract. Therefore, the Group recognizes revenue by estimating total revenue for each construction contract, measuring progress towards completion of the performance obligation included in the contract with the customer, and calculating the portion of total revenue corresponding to the progress. The progress is measured by a method that depicts the satisfaction of the performance obligation, and principally estimated based on the proportion of costs already incurred to satisfy the performance obligation against the

expected total costs to the complete satisfaction of the performance obligation.

(12) Profit from business activities

“Profit from business activities” on the consolidated statement of profit or loss is presented as a measure that enables continuous comparison and assessment of the Group’s business performance. “Profit from business activities” is calculated by subtracting “cost of sales”, “selling, general and administrative expenses” and “other expenses” from “revenue” and adding “share of profit of investments accounted for using the equity method” and “other income” to the resulting amount.

“Other income” and “other expenses” consist of dividend income, gains or losses on the sales of Non-current assets, impairment losses on Non-current assets, and others. Dividend income from shares and investments in capital held by the Group, where the investment is held by the Group over the long term due to business operation requirements, such as collaborating with other companies, is included in profit from business activities as the results of the business. Dividend income is recognized when the Group’s right to receive the dividend income is established.

(13) Finance income and costs

“Finance income” and “finance costs” consist of interest income, interest expenses, foreign exchange gains or losses, gains or losses on derivatives (except for gains or losses recognized in other comprehensive income) and others. Interest income and expenses are recognized using the effective interest method when they arise.

(14) Income taxes

Income taxes consist of current taxes and deferred taxes. Except for income taxes related to the initial recognition of business combinations and those which are recognized directly in equity or other comprehensive income, income taxes are recognized as profit or loss.

Current taxes are measured as the amount that is expected to be paid to or refunded from tax authorities. The amount of these taxes is calculated based on tax rates and tax laws that are enacted or substantively enacted at the end of the reporting period.

Deferred taxes are recognized in relation to temporary differences arising from differences between the carrying amounts of assets and liabilities for accounting purposes and the related carrying amounts for tax purposes, unused tax losses and unused tax credits. Based on management plans taking into account tax implications and others, deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences can be utilized.

Deferred tax liabilities are recognized for all taxable temporary differences in principle. However, taxable temporary differences relating to investments in subsidiaries, affiliates and interests in joint ventures are not recognized if the timing of the reversal of the temporary differences can be controlled by the Group and it is probable that the temporary differences will not be reversed in the foreseeable future. With regard to taxable temporary differences arising from the initial recognition of goodwill, deferred tax liabilities are also not recognized.

Deferred tax assets are reviewed at the end of each reporting period, and a reduction is made for the portion for which it is probable that taxable profits sufficient to utilize all or part of the deferred tax assets will not be available. On the other hand, unrecognized deferred tax assets are also reassessed at the end of each reporting period, and such deferred tax assets are recognized to the extent that the assets are recoverable if it becomes probable that the assets will be recovered due to future taxable profits.

Deferred tax assets and liabilities are measured based on tax rates and tax laws that are enacted or substantively enacted by the end of the reporting period and are anticipated to be applied in the period when the temporary difference is expected to be reversed.

Deferred tax assets and liabilities are offset when the Group has a legally enforceable right to set off current tax assets against current tax liabilities and related taxes are levied by the same tax authority on the same taxable entity.

With regard to uncertain tax position of income taxes, a reasonably estimated amount is recognized as asset or liability when it is probable to pay or refund income taxes based on interpretations for the purpose of tax law.

Notes on Accounting Estimates

Items whose amounts were recorded in the consolidated financial statements for the fiscal year ended March 31, 2023, based on accounting estimates, and that could have a material impact on the consolidated financial statements for the fiscal year ending March 31, 2024, are as follows.

1. Recoverable amount of non-financial assets
 - Amount recorded in the consolidated financial statements for the fiscal year ended March 31, 2023:
 - Non-financial assets: ¥ 1,137,686 million
 - Other information that contributes to users of the consolidated financial statements to understand the content of accounting estimates:
 - For details, refer to Basis of Preparation of Consolidated Financial Statements, 4. Accounting Policies, (6) Impairment of non-financial assets.
2. Provisions
 - Amount recorded in the consolidated financial statements for the fiscal year ended March 31, 2023:
 - Provisions: ¥ 290,399 million
 - Other information that contributes to users of the consolidated financial statements to understand the content of accounting estimates:
 - For details, refer to Basis of Preparation of Consolidated Financial Statements, 4. Accounting Policies, (7) Provisions.
3. Measurement of defined benefit obligations
 - Amount recorded in the consolidated financial statements for the fiscal year ended March 31, 2023:
 - Retirement benefit assets: ¥ 120,818 million
 - Retirement benefit liabilities: ¥ 76,146 million
 - Other information that contributes to users of the consolidated financial statements to understand the content of accounting estimates:
 - For details, refer to Basis of Preparation of Consolidated Financial Statements, 4. Accounting Policies, (8) Post-employment benefits.
4. Recognition and measurement of revenue
 - Amount recorded in the consolidated financial statements for the fiscal year ended March 31, 2023:
 - For details, refer to Notes on Revenue Recognition.
 - Other information that contributes to users of the consolidated financial statements to understand the content of accounting estimates:
 - For details, refer to Basis of Preparation of Consolidated Financial Statements, 4. Accounting Policies, (11) Revenue.
5. Recoverability of deferred tax assets
 - Amount recorded in the consolidated financial statements for the fiscal year ended March 31, 2023:
 - Deferred tax assets: ¥ 358,758 million
 - Other information that contributes to users of the consolidated financial statements to understand the content of accounting estimates:
 - For details, refer to Basis of Preparation of Consolidated Financial Statements, 4. Accounting Policies, (14) Income taxes.

Notes to the Consolidated Statement of Financial Position

1. Pledged assets and related liabilities

None of borrowings for which collateral was pledged when the loan agreements were entered into as of March 31, 2023.

The Group converts trade receivables and other receivables into cash pursuant to asset transfer contracts as a measure of financing. The amounts of trade receivables, contract assets and PPE transferred without qualifying for derecognition as of March 31, 2023, were 29,673 million yen, 166,380 million yen and 43,427 million yen, respectively. Liabilities under factoring agreements (Bonds, borrowings and other financial liabilities) recognized for current and non-current liabilities were 133,379 million yen and 107,264 million yen, respectively.

2. Provision for losses which were directly deducted from the assets.

| | | |
|--------------------------------------|---|----------------|
| Trade and other receivables | ¥ | 12,610 million |
| Other financial assets (current) | ¥ | 2,598 million |
| Contract assets | ¥ | 674 million |
| Other financial assets (non-current) | ¥ | 7,711 million |

3. Accumulated depreciation of PPE

¥ 2,149,358 million

The above accumulated depreciation of PPE amounts includes accumulated impairment loss.

4. Guarantee obligations

The Group mainly guarantees employees' loans from the financial institutions and the performance of obligations by the lessees related to leasing business of aircraft of the CRJ program. The totals of guarantees were 47,649 million yen at the end of the fiscal year ended March 31, 2023.

Notes to the Consolidated Statement of Profit or Loss

(Items which affected profit from business activities in the fiscal year ended March 31, 2023)

1. Gains and losses related to the SpaceJet project

Since October 2020, MHI had slowed down the development activities for the SpaceJet. Then in February 2023, MHI announced the discontinuation of the project.

"Other expenses" and "Other income" include various losses related to SpaceJet project and gains due to the reversal of liabilities which were recognized in the past fiscal year. The amount of reversal is 28,449 million yen.

2. Other income

· Gain on sale of Non-current assets

With respect to owned property, such as land, the difference between the carrying amount and the consideration is recorded as income upon reaching an agreement on sale and consideration for sale of Non-current assets to a third party.

3. Other expenses

· Impairment losses on fixed assets

The impairment losses on fixed assets were recorded by the reduced amount between the carrying amount and the estimated recoverable amount of fixed assets, primarily buildings, that are not in business use.

· Business structure improvement expenses

The expenses were related to restructuring.

Notes to the Consolidated Statement of Changes in Equity

1. Type and number of the shares issued

Common stock 337,364,781 shares

2. Cash dividends

(1) Cash dividends paid

| Resolution | Type of shares | Total cash dividends paid | Cash dividends per share | Record date | Effective date | Resource of dividends |
|---|----------------|---------------------------|--------------------------|--------------|----------------|-----------------------|
| Jun 29, 2022 Annual General Meeting of Shareholders | Common Stock | ¥ 18,528million | ¥ 55 | Mar 31, 2022 | Jun 30, 2022 | Retained earnings |
| Nov 1, 2022 Board of Directors Meeting | Common Stock | ¥ 20,213million | ¥ 60 | Sep 30, 2022 | Dec 5, 2022 | Retained earnings |

Note1: Total cash dividends paid in accordance with the resolution by Ordinary General Meeting of Shareholders held on Jun 29, 2022, include 64 million yen of cash dividends for the stocks held by the Stock Grant ESOP Trust and the Officer Remuneration BIP Trust I&II.

Note2: Total cash dividends paid in accordance with the resolution by the Board of Directors meeting held on Nov 1, 2022, include 60 million yen of cash dividends for the stocks held by the Stock Grant ESOP Trust and the Officer Remuneration BIP Trust I&II.

(2) Dividends of which the record date is within this fiscal year which take effect in the next fiscal year

| Resolution | Type of shares | Total cash dividends to be paid | Cash dividends per share | Record date | Effective date | Resource of dividends |
|---|----------------|---------------------------------|--------------------------|--------------|----------------|-----------------------|
| Jun 29, 2023 Annual General Meeting of Shareholders | Common stock | ¥ 23,583 million | ¥ 70 | Mar 31, 2023 | Jun 30, 2023 | Retained earnings |

Note: Total cash dividends to be paid in accordance with the resolution by the ordinary general meeting of shareholders to be held on June 29, 2023, include 70 million yen of cash dividends for the stocks held by the Stock Grant ESOP Trust and the Officer Remuneration BIP Trust I&II.

3. Type and number of shares subject to the share subscription rights

Common stock 128,500 shares

Notes on Financial Instruments

1. Condition of financial instruments

The Group is exposed to credit risk, liquidity risk, and market risk (foreign currency risk, interest rate risk and Share price risk) in the course of operating activities and conducts risk management in accordance with certain policies to avoid or reduce these risks.

(1) Credit risk management

The Group's "Trade and other receivables," "Other financial assets," and financial assets measured at amortized cost under "Contract assets" and financial guarantee contracts are exposed to the credit risk of the customers.

The Group regularly manages due dates and balances of receivables from each customer, and assesses their credit status. The Group has accepted collateral with respect to specific transactions with customers to deal with them for the credit enhancement purpose. The Group also tries to reduce the credit risk by utilizing letter of credit, trade insurance, etc. The Group has no excessive credit risk concentrated on a single customer.

The credit risks related to deposits and derivative transactions that the Group has entered into are limited because all transactions entered into are with highly creditworthy financial institutions.

Loss allowances for "Trade and other receivables" and "Contract assets" presented in the Consolidated statement of financial position are always measured at an amount equal to lifetime expected credit losses.

(2) Liquidity risk management

The Group's "bonds, borrowings, and other financial liabilities" and "trade payables and other payables" are exposed to liquidity risk. However, each company of the Group manages the risk by, for example, preparing its cash budget every month.

The Group finances working capital and capital expenditures primarily by using net cash provided by operating activities, and any shortage of funds is covered mainly by borrowings from banks and issuing bonds.

As one of the financing methods, the Group liquidates trade receivables under receivable transfer contracts.

The Group has some unused commitment line agreements with highly creditworthy banks. Some bank loan agreements require the Group to maintain a certain level of specific financial ratios and net assets.

(3) Market risk management

a) Foreign currency risk management

The Group develops its business on a global scale, and is exposed to the risk caused by fluctuations in exchange rates. Foreign currency risk arises from receivables and payables denominated in foreign currencies that are already recognized and forecast transactions such as future purchases and sales.

Based on the natural hedge concept, the Group keeps a balance between receivables and payables in the same currency to hedge the risk in accordance with its basic policy, but enters into forward exchange contracts as necessary for some of the receivables and payables and forecast transactions denominated in foreign currencies.

Forward exchange contracts are mainly used to hedge the foreign currency risk on trade receivables and trade payables denominated in foreign currencies. The Group enters into derivative transactions to the extent corresponding to actual business in accordance with its internal control policy, and does not carry out any speculative transactions. The Group also applies cash flow hedges to some forward exchange contracts.

b) Interest rate risk management

The Group has borrowings with variable interest rates, and is exposed to the interest rate risk. The Group enters into derivative transactions (interest rate swaps) for some of long-term borrowings in order to avoid the risk of variability in interest payments and attempt to fix interest expenses. The Group applies hedge accounting to the interest rate swaps, and adopts cash flow hedges.

c) Share price risk management

The Group holds shares in other companies such as its suppliers and other business partners, and is exposed to the risk of changes in share prices. The primary purpose of such investments is to strengthen and maintain relationships with such companies. The Group regularly reviews the status of shareholdings according to the business relationships with its suppliers and other business partners since shares in such companies are held mainly out of the necessity that arises from business operations such as collaboration with other companies.

2. The breakdown of financial instruments by each fair value level

The inputs to valuation techniques used to measure fair value are categorized into either of the following three based on the observability in the market.

Level 1 inputs: Quoted prices in active markets for identical assets or liabilities.

Level 2 inputs: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: Inputs that are not based on observable market data.

The following is the breakdown of measurements of assets and liabilities measured at fair value.

(Millions of yen)

| | Level1 | Level2 | Level3 | Total |
|---------------------------------------|----------------|---------------|----------------|----------------|
| Assets: | | | | |
| Securities and investments in capital | 270,087 | — | 163,246 | 433,333 |
| Derivatives | — | 10,731 | 413 | 11,144 |
| Total | 270,087 | 10,731 | 163,659 | 444,478 |
| Liabilities: | | | | |
| Derivatives | — | 8,676 | — | 8,676 |
| Total | — | 8,676 | — | 8,676 |

The fair value of marketable shares and investments in capital is measured at market price. The fair value of non-marketable shares and investments in capital is measured based on market multiples derived from the PBR (price-to-book ratio) of comparable companies. For derivative assets and liabilities, the fair value of forward foreign exchange contracts is determined based on the forward exchange rate at the market as of the end of each reporting period. The fair value of interest rate swaps is determined by discounting the estimated future cash flows to the present value at the interest rate as of the end of each reporting period.

Financial assets measured at fair value are separately presented as “Other financial assets” in both the Current assets and Non-current assets sections of the consolidated statement of financial position. Similarly, financial liabilities measured at fair value are separately presented as “Bonds, borrowings and Other financial liabilities” in both the Current liabilities and Non-current liabilities sections.

MHI determines at the end of each reporting period whether there are transfers between levels of the fair value. There were no such transfers between levels as of the transition date, March 31, 2022, and March 31, 2023.

3. Other financial instruments

The carrying amount and fair value of financial instruments at the end of the current fiscal year are as follows.

| | Carrying amount (Millions of yen) | Fair value (Millions of yen) |
|-----------------------------------|--------------------------------------|---------------------------------|
| Financial assets: | | |
| Service concession Receivables *1 | 67,965 | 68,554 |
| Financial liabilities: | | |
| Bonds | 215,000 | 212,438 |
| Long-term borrowings | 406,468 | 396,333 |
| Non-recourse borrowings*2 | 59,019 | 59,019 |

*1 A service concession arrangement is an arrangement between the “grantor” (national and local governments) and the “operator” (a private sector entity) to provide services that give the access to public services to the operator. For the group, service concession receivables are recognized as the financial assets measured at amortized cost and presented as "Other financial assets".

*2 Non-recourse borrowings assumed in a business combination was 41,747 million yen.

For financial assets and liabilities measured at amortized cost that are not included in the above table, liabilities under factoring agreements, and lease receivables, the carrying amount approximates the fair value. Fair values of marketable bonds are based on the market price. Fair values of non-marketable bonds and long-term borrowings include non-recourse borrowings are calculated by discounting the expected future cash flows to the present value, based on the interest rate that would be used for borrowings with the same remaining maturity and on the same terms and conditions. The fair value of service concession receivables is calculated by discounting expected future cash flows to the present value, based on the latest market interest rates.

In terms of fair value measurement, bonds are categorized within Level 2, and all others are categorized within Level 3.

Notes on Revenue Recognition

1. Disaggregation of revenue

The Group is composed of four business domains and segments: Energy; Plants & Infrastructure; Logistics, Thermal & Drive and Aircraft, Defense & Space. The operating results of these business domains and segments are regularly reviewed by the Board of Directors of the Company for making decisions about resource allocation and assessing their performance. Therefore, turnover recognized from these businesses is presented as revenue. The Group further disaggregates revenue from contracts with customers for the Aircraft, Defense & Space business domains into “commercial aircraft” and “defense and space equipment” based on the type of markets or customers.

| Revenue from external customers*1 | (Millions of yen) |
|------------------------------------|-------------------|
| | 2022 |
| Energy Systems | 1,731,444 |
| Plants & Infrastructure Systems | 638,689 |
| Logistics, Thermal & Drive Systems | 1,199,695 |
| Aircraft, Defense & Space | |
| Commercial aircraft | 144,311 |
| Defense & space equipment | 473,682 |
| Subtotal | 617,994 |
| Reporting segments total | 4,187,822 |
| Corporate & Eliminations*2 | 14,974 |
| Total | 4,202,797 |

*1 Most of the revenue is recognized from contracts with customers under IFRS 15, and the amount of lease revenue recognized under IFRS 16 and revenue recognized from other sources is not material.

*2 “Corporate & Eliminations” includes proceeds from utilizing and disposing of assets and others that are not included in any of the reporting segments.

The Group is engaged in the sales of products, the performance of constructions and the rendering of services in the Energy, Plants & Infrastructure, Logistics, Thermal & Drive and Aircraft, Defense & Space business domains. For details of the revenue recognition in each transaction, refer to Note 4. “Accounting Policies (11) Revenue.”

Of these, Energy Systems, Plants & Infrastructure Systems, and Defense and space equipment businesses are engaged in construction work in which performance obligations are satisfied over a long period exceeding one year. The revenue of these three businesses is set forth above. These amounts include revenue recognized over time based on the progress towards completion and determining the total transaction price for each construction contract.

The progress is measured using the method that depicts the satisfaction of performance obligation and is principally estimated based on the proportion of costs incurred to satisfy the performance obligation against the expected total costs of satisfying the performance obligation.

The estimated total revenue and costs are subject to change due to the factors set out below, among others, which could arise from contracts with customers and suppliers. There were certain construction contracts which involved significant management judgment.

- (1) Factors that may cause changes in the estimated total revenue
 - Claims for damage or other requests by customers arising from delivery delays, the underperformance of the product and other reasons
- (2) Factors that may cause changes in the estimated total costs
 - Changes in product specifications
 - Responses to process delays
 - Fluctuations of procurement costs such as materials and parts
 - Responses to underperformance
 - Events that were not considered in the planning of construction

The consideration of a transaction is received based on the progress for each performance obligation satisfied over time, such as a milestone in the case of a construction contract. The consideration for the sale of goods or rendering of services is received within one year after the performance obligation is satisfied. In either case, the contract does not include a significant financing component. In addition, within consideration from contracts with customers, no significant amounts have been excluded from the transaction price.

Further, the Group provides warranties assuring that a product satisfies specifications as provided in the contract. However, the Group does not identify this warranty as a separate performance obligation because it does not provide a distinct service. For certain products and construction contracts, under which warranties on performance and delivery guarantees are provided, revenue is reduced to the extent a refund liability to customers is deemed to be incurred, as a result of unsatisfied obligations.

2. The breakdown of revenue by geographical market

Revenue from external customers is classified based on their geographical location into a country or region depending on geographical proximity.

| Revenue from external customers | (Millions of yen) |
|---------------------------------|-------------------|
| | 2022 |
| Japan | 1,808,335 |
| U.S.A | 738,177 |
| Asia | 714,258 |
| Europe | 405,045 |
| Central and South America | 255,624 |
| Middle East | 113,446 |
| Africa | 41,715 |
| Others | 126,194 |
| Total | 4,202,797 |

The major countries or regions in the category of the above table are as follows:

- (1) Asia... China, Thailand, India, South Korea, Taiwan, Philippines, Singapore, Indonesia, Vietnam, Macau, Bangladesh, Hong Kong, Malaysia
- (2) Europe... Germany, United Kingdom, France, Italy, Netherlands, Spain, Sweden, Uzbekistan, Russia, Poland, Belgium, Austria, Greece, Serbia, Finland, Hungary, Denmark, Bulgaria
- (3) Central and South America... Mexico, Brazil
- (4) Middle East... Saudi Arabia, Turkey, United Arab Emirates, Israel, Qatar,
- (5) Africa... South Africa, Egypt
- (6) Others... Canada, Australia

3. Transaction price allocated to the remaining performance obligations

The aggregate amount of the transaction price allocated to the remaining performance obligations as of March 31, 2023, and the balance by reporting segment are as follows.

(Millions of yen)

| | As of March 31, 2023 |
|------------------------------------|----------------------|
| Energy Systems | 3,325,682 |
| Plants & Infrastructure Systems | 1,509,232 |
| Logistics, Thermal & Drive Systems | 54,815 |
| Aircraft, Defense & Space | 1,171,848 |
| Reporting segments total | 6,061,580 |
| Corporate & Eliminations (*) | 264 |
| Total | 6,061,844 |

*“Corporate & Eliminations” includes general services not included in any of the reporting segments.

The transaction amounts allocated to the remaining performance obligations in the three reporting segments, namely Energy Systems, Plants & Infrastructure Systems and Aircraft, Defense & Space, are mainly attributable to the individual made-to-order products business. As such, many of such transactions are for construction contracts that have performance obligations to be satisfied over a long period exceeding one year. On the other hand the transaction amounts allocated to the remaining performance obligations in the Logistics, Thermal & Drive Systems, are mainly attributable to medium-volume production business, and are mainly related to the sale of the products and rendering of the service for which the performance obligation is completed within one year.

The remaining performance obligations for each reporting segment are expected to be satisfied and recognized as revenue within the number of years from the end of each fiscal year as stated below.

- Energy Systems: Within 6 years
- Plants & Infrastructure Systems: Within 4 years
- Logistics, Thermal & Drive Systems: Within 1 year
- Aircraft, Defense & Space: Within 3 years

Per Share Information

| | |
|--------------------------------|------------|
| Shareholders' equity per share | ¥ 5,183.10 |
| Basic income per share | ¥ 388.43 |

Significant Subsequent Events

Not applicable.

Other notes

1. Major lawsuits

There was a temporary dispute between a consortium composed of MHI and Daewoo Engineering & Construction Co., Ltd. (“the Company, etc.”) and El Sharika El-Djazairia El-Omania Lil Asmida SPA (“AOA”) regarding a chemical fertilizer plant construction contract in Algeria whose orders had been received by the Company, etc., but a settlement was reached in 2017 (the “Settlement Agreement”), and the consortium delivered the plant to AOA. However, AOA subsequently refused to make some of the outstanding payment under the Settlement Agreement. Therefore, the Company, etc. filed for arbitration against AOA and one of its shareholders, Societe Nationale pour la Recherche, la Production, le Transport, la Transformation et la Commercialisation desHydrocarbures SPA (“SONATRACH”). In March 2021, the Company, etc. received a counterclaim from AOA which mainly consists of the cancellation of the Settlement Agreement and the refund of the payment already made under the Settlement Agreement. In October 2022, a decision was made by the arbitral tribunal to remove SONATRACH as a party to the arbitration. The Company, etc. will assert that there are no reasonable grounds for AOA’s refusal to make the outstanding payment and that the counterclaim should be dismissed.

2. Impact of the international situation involving Ukraine

Although the Group is being affected by the suspension of Russia-related construction works due to the economic sanctions being imposed on Russia resulting from the situation in Ukraine, the impact on the financial position and operating results of the Group including the valuation of assets, in the fiscal year ended March 31, 2023, is minimal.

NON-CONSOLIDATED BALANCE SHEET (1/2)

(Millions of Yen)

| | As of Mar. 31, 2023 | As of Mar. 31, 2022 (Reference) |
|--|------------------------|---------------------------------------|
| <u>ASSETS</u> | | |
| Current assets: | | |
| Cash and deposits | 165,416 | 142,025 |
| Trade notes receivable | 159 | 54 |
| Trade accounts receivable | 190,581 | 176,196 |
| Contract assets | 340,818 | 354,251 |
| Merchandise and finished products | 29,167 | 22,770 |
| Work in progress | 243,067 | 229,957 |
| Raw materials and supplies | 47,669 | 44,973 |
| Income taxes receivable | 11,098 | - |
| Advances to suppliers | 69,967 | 68,065 |
| Prepaid expenses | 1,966 | 1,360 |
| Short-term loans receivable | 644 | 600 |
| Short-term loans receivable from subsidiaries and affiliates | 32 | 3,517 |
| Other current assets | 108,019 | 124,905 |
| Allowance for doubtful accounts | (91) | (76) |
| Total current assets | 1,208,517 | 1,168,602 |
| Non-current assets: | | |
| PPE : | | |
| Buildings | 198,518 | 202,791 |
| Structures | 26,484 | 27,079 |
| Docks and facilities for shipbuilding | 2,062 | 2,041 |
| Machinery | 97,254 | 99,678 |
| Vessels | 34 | 20 |
| Aircraft | 0 | 0 |
| Vehicles and transportation equipment | 901 | 971 |
| Tools, equipment and furniture | 18,788 | 20,436 |
| Land | 113,175 | 105,990 |
| Leased assets | 6,436 | 3,141 |
| Construction in progress | 21,376 | 15,219 |
| Subtotal | 485,031 | 477,369 |
| Intangible assets: | | |
| Software | 4,233 | 3,998 |
| Right of using facilities | 782 | 854 |
| Goodwill | 5,139 | 11,306 |
| Leased assets | 1,104 | 23 |
| Others | 299 | 172 |
| Subtotal | 11,559 | 16,356 |
| Investments and advances: | | |
| Investment securities | 308,880 | 337,652 |
| Investments in shares of subsidiaries and affiliates | 673,012 | 688,624 |
| Investments in capital | 1,060 | 1,060 |
| Investments in capital of subsidiaries and affiliates | 85,449 | 47,848 |
| Long-term loans receivable | 79 | 679 |
| Long-term loans receivable from employees | 5 | 15 |
| Long-term loans receivable from subsidiaries and affiliates | 81,207 | 85,609 |
| Claims provable in bankruptcy, claims provable in rehabilitation and other | 8,605 | 8,617 |
| Long-term prepaid expenses | 4,720 | 3,533 |
| Prepaid pension cost | 12,016 | 15,171 |
| Deferred tax assets | 258,259 | 245,160 |
| Long-term receivables | 580,132 | 567,222 |
| Others | 16,420 | 25,125 |
| Allowance for doubtful accounts | (584,854) | (571,470) |
| Subtotal | 1,444,996 | 1,454,851 |
| Total non-current assets | 1,941,587 | 1,948,577 |
| TOTAL ASSETS | 3,150,105 | 3,117,179 |

NON-CONSOLIDATED BALANCE SHEET (2/2)

(Millions of Yen)

| | As of Mar. 31, 2023 | As of Mar.31, 2022 (Reference) |
|--|------------------------|--------------------------------------|
| LIABILITIES | | |
| Current liabilities: | | |
| Electronically recorded obligations | 1,535 | 31,102 |
| Trade accounts payable | 317,453 | 352,241 |
| Short-term borrowings | 399,585 | 337,948 |
| Current portion of long-term borrowings | 51,500 | 80,949 |
| Current portion of bonds | 15,000 | 10,000 |
| Lease obligations | 3,634 | 1,364 |
| Accrued payables | 70,265 | 35,612 |
| Accrued expenses | 28,805 | 33,183 |
| Income taxes payable | - | 14,269 |
| Contract liabilities | 463,962 | 473,038 |
| Deposits received | 15,040 | 14,942 |
| Provision for product warranties | 4,472 | 4,053 |
| Provision for construction warranties | 27,184 | 21,439 |
| Provision for losses on construction contracts | 56,580 | 48,946 |
| Provision for business structure improvement | 4,782 | 1,067 |
| Provision for stock benefits | 366 | 637 |
| Provision for losses on subsidiaries and affiliates | 709 | - |
| Asset retirement obligations | 0 | - |
| Other current liabilities | 6,233 | 8,870 |
| Total current liabilities | 1,467,110 | 1,469,666 |
| Non-current liabilities: | | |
| Bonds | 200,000 | 195,000 |
| Long-term borrowings | 331,900 | 350,400 |
| Lease obligations | 22,285 | 6,588 |
| Provision for product warranties | 11,512 | 11,287 |
| Provision for construction warranties | 6,163 | 6,890 |
| Provision for business structure improvement | 4,151 | 9,213 |
| Provision for stock benefits | 1,292 | 976 |
| Provision for retirement benefits | 19,347 | 35,726 |
| Provision for losses on guarantees | 3,190 | - |
| Provision for treatment of PCB waste | 1,875 | 2,305 |
| Provision for environmental measures | 7,238 | 7,088 |
| Provision for losses on subsidiaries and affiliates | 1,778 | 3,262 |
| Asset retirement obligations | 7,037 | 6,946 |
| Other non-current liabilities | 21,694 | 21,093 |
| Total non-current liabilities | 639,467 | 656,778 |
| TOTAL LIABILITIES | 2,106,578 | 2,126,444 |
| NET ASSETS | | |
| Stockholders' equity: | | |
| Common stock | 265,608 | 265,608 |
| Capital surplus: | | |
| Capital reserve | 203,536 | 203,536 |
| Other capital reserve | 2,063 | 2,055 |
| Total capital surplus | 205,600 | 205,591 |
| Retained earnings: | | |
| Legal reserve | 66,363 | 66,363 |
| Revenue reserve: | | |
| Reserve for specified business restructuring investment loss | 9,663 | 14,494 |
| Reserve for reduction in costs of fixed assets | 81,068 | 70,642 |
| Reserve for accelerated depreciation | 55 | 207 |
| Earned surplus brought forward | 352,252 | 297,871 |
| Total revenue reserve | 443,039 | 383,216 |
| Total retained earnings | 509,402 | 449,579 |
| Treasury stock | (1,369) | (1,450) |
| Total stockholders' equity | 979,242 | 919,329 |
| Valuation, translation adjustments and others: | | |
| Unrealized holding gain (loss) on investment securities | 64,325 | 74,368 |
| Unrealized gain (loss) from hedging instruments | (569) | (3,618) |
| Total valuation, translation adjustments and others | 63,756 | 70,750 |
| Share subscription rights | 528 | 654 |
| TOTAL NET ASSETS | 1,043,526 | 990,734 |
| TOTAL LIABILITIES AND NET ASSETS | 3,150,105 | 3,117,179 |

NON-CONSOLIDATED STATEMENT OF INCOME

(Millions of Yen)

| | FY2022 (From April 1, 2022 to March 31, 2023) | FY2021 (From April 1, 2021 to March 31, 2022) (Reference) |
|---|---|--|
| Net sales | 1,549,487 | 1,233,413 |
| Cost of sales | 1,326,839 | 1,074,572 |
| Gross profit | 222,647 | 158,840 |
| Selling, general and administrative expenses | 211,296 | 156,703 |
| Operating income | 11,351 | 2,137 |
| Non-operating income: | | |
| Interest income | 4,003 | 3,206 |
| Dividend income | 80,160 | 85,013 |
| Foreign exchange gains | 10,802 | 6,450 |
| Other income | 8,108 | 4,622 |
| Total non-operating income | 103,074 | 99,293 |
| Non-operating expenses: | | |
| Interest expenses | 9,476 | 5,745 |
| Interests on bonds | 819 | 766 |
| Losses on disposal of fixed assets | 4,535 | 3,507 |
| Provision for losses on guarantees | 3,190 | - |
| Provision of allowance for doubtful accounts | 226 | - |
| Provision for losses on subsidiaries and affiliates | 709 | - |
| Other expenses | 6,161 | 7,391 |
| Total non-operating expenses | 25,118 | 17,410 |
| Ordinary income | 89,308 | 84,020 |
| Extraordinary gains: | | |
| Gains on sales of investment securities | 33,373 | 29,102 |
| Gains on sales of fixed assets | 24,940 | 38,249 |
| Gains on extinguishment of tie-in shares | 1,087 | 38,443 |
| Total extraordinary gains | 59,400 | 105,796 |
| Extraordinary losses: | | |
| Losses on revaluation of investment securities | 18,160 | 5,833 |
| Losses on impairment of fixed assets | 15,247 | - |
| Business structure improvement expenses | 7,599 | - |
| Losses related to SpaceJet project | 5,949 | 5,338 |
| Total extraordinary losses | 46,955 | 11,172 |
| Profit before income taxes | 101,753 | 178,643 |
| Income taxes: | | |
| Current | 10,940 | 16,061 |
| Deferred | (7,750) | 49,840 |
| Profit | 98,564 | 112,742 |

NON-CONSOLIDATED STATEMENT OF CHANGES IN NET ASSETS
(From April 1, 2022 to March 31, 2023)

(Millions of Yen)

| | Stockholders' equity | | | | | | | | | | |
|--|----------------------|-----------------|-----------------------|-----------------------|---------------|--|--|--------------------------------------|--------------------------------|-----------------------|-------------------------|
| | Common stock | Capital surplus | | | Legal reserve | Retained earnings | | | | | Total retained earnings |
| | | Capital reserve | Other capital reserve | Total capital surplus | | Revenue reserve | | | | | |
| | | | | | | Reserve for specified business restructuring investment loss | Reserve for reduction in costs of fixed assets | Reserve for accelerated depreciation | Earned surplus brought forward | Total revenue reserve | |
| Balance as of Apr. 1, 2022 | 265,608 | 203,536 | 2,055 | 205,591 | 66,363 | 14,494 | 70,642 | 207 | 297,871 | 383,216 | 449,579 |
| Changes in the period | | | | | | | | | | | |
| Reversal of reserve for specified business restructuring investment loss | | | | - | | (4,831) | | | 4,831 | - | - |
| Provision of reserve for reduction in costs of fixed assets | | | | - | | | 13,493 | | (13,493) | - | - |
| Reversal of reserve for reduction in costs of fixed assets | | | | - | | | (3,067) | | 3,067 | - | - |
| Reversal of reserve for accelerated depreciation | | | | - | | | | (152) | 152 | - | - |
| Cash dividends | | | | - | | | | | (38,741) | (38,741) | (38,741) |
| Profit (loss) | | | | - | | | | | 98,564 | 98,564 | 98,564 |
| Purchase of treasury stock | | | | - | | | | | | - | - |
| Disposal of treasury stock | | | 8 | 8 | | | | | | - | - |
| Net changes in items other than stockholders' equity | | | | - | | | | | | - | - |
| Total changes in the period | - | - | 8 | 8 | - | (4,831) | 10,425 | (152) | 54,381 | 59,823 | 59,823 |
| Balance as of March 31, 2023 | 265,608 | 203,536 | 2,063 | 205,600 | 66,363 | 9,663 | 81,068 | 55 | 352,252 | 443,039 | 509,402 |

| | Stockholders' equity | | Valuation, translation adjustments and others | | | Share subscription rights | Total net assets |
|--|----------------------|----------------------------|---|---|---|---------------------------|------------------|
| | Treasury stock | Total stockholders' equity | Unrealized holding gain (loss) on investment securities | Unrealized gain (loss) from hedging instruments | Total valuation, translation adjustments and others | | |
| Balance as of Apr.1, 2022 | (1,450) | 919,329 | 74,368 | (3,618) | 70,750 | 654 | 990,734 |
| Changes in the period | | | | | | | |
| Reversal of reserve for specified business restructuring investment loss | | - | | | - | | - |
| Provision of reserve for reduction in costs of fixed assets | | - | | | - | | - |
| Reversal of reserve for reduction in costs of fixed assets | | - | | | - | | - |
| Reversal of reserve for accelerated depreciation | | - | | | - | | - |
| Cash dividends | | (38,741) | | | - | | (38,741) |
| Profit (loss) | | 98,564 | | | - | | 98,564 |
| Purchase of treasury stock | (16) | (16) | | | - | | (16) |
| Disposal of treasury stock | 97 | 106 | | | - | | 106 |
| Net changes in items other than stockholders' equity | | - | (10,042) | 3,048 | (6,993) | (126) | (7,120) |
| Total changes in the period | 80 | 59,912 | (10,042) | 3,048 | (6,993) | (126) | 52,792 |
| Balance as of March 31, 2023 | (1,369) | 979,242 | 64,325 | (569) | 63,756 | 528 | 1,043,526 |

Notes to the Non-Consolidated Financial Statements

Significant Accounting Policies

1. Asset valuation standards and methods

(1) Securities

Investments in shares of subsidiaries and affiliates

...Historical cost method (moving average method).

Available-for-sale securities

Securities other than shares that do not have a market value

...Fair value method (with the entire amount of valuation differences inserted directly into net assets, and the cost of sales calculated using the moving average method)

Shares that do not have a market value

...Historical cost method (moving average method).

(2) Inventories

Merchandise and finished products

...Historical cost method (moving average method).

(Balance sheet amounts are determined by reflecting a decline in the profitability of the assets through write-downs).

Work in progress

...Historical cost method (specific identification method).

(Balance sheet amounts are determined by reflecting a decline in the profitability of the assets through write-downs).

Raw materials and supplies

...Historical cost method (moving average method).(*)

(Balance sheet amounts are determined by reflecting a decline in the profitability of the assets through write-downs).

*Some standardized steel materials for building new ships are stated at cost determined by the specific identification method. (Balance sheet amounts are determined by reflecting a decline in the profitability of the assets through write-downs).

2. Depreciation methods for non-current assets

(1) PPE (excluding leased assets)

The straight-line method is applied.

(2) Intangible assets (excluding leased assets)

The straight-line method is applied.

(3) Leased assets

The straight-line method (where useful lives are equal to the lease terms and residual values are assumed to be zero) is applied.

3. Allowance and provision

(1) Allowance for doubtful accounts

An allowance for doubtful accounts is provided for possible losses on the collection of receivables. The amount of the allowance for general receivables is based on the historical write-off ratio. As for certain receivables such as the ones from the debtors whose solvency is in doubt, the collectability of each receivable is examined individually, and the estimated unrecoverable amounts are recognized as allowance.

- (2) Provision for product warranties
A provision for product warranties is provided for the expenditure of product warranty expenses after the work is performed, and is equal to the estimated amount of future product warranty expenses based on the past experience.
- (3) Provision for construction warranties
A provision for construction warranties is provided for the expenditure of guarantee work expenses after the construction work is performed, and is equal to the individually estimated amount of future guarantee expenses.
- (4) Provision for losses on construction contracts
A provision for losses on construction contracts is provided for the expected total losses to be realized in the following fiscal years on the construction contracts if (i) those losses are judged to be inevitable at current fiscal year and (ii) the amount of such losses can be reasonably estimated.
With regard to the construction contracts for which this provision is recognized, if the fiscal year-end balances of their work-in-progress already exceed their respective total contract revenues at the end of the fiscal years, the exceeding portion is recognized as the loss on devaluation of the work-in-progress and, accordingly, is not included in the provision for losses on construction contracts.
- (5) Provision for business structure improvement
A provision for business structure improvement is provided for the expenses and losses in association with business structure improvement at an amount expected to be incurred.
- (6) Provision for losses on disputes
A provision for losses on disputes is provided for possible losses related to litigation, and is equal to the estimated amount of losses to be incurred.
- (7) Provision for stock benefits
A provision for stock benefits is provided in relation to the plan to grant stocks of MHI to officers and executive management personnel through a trust. The estimated value of MHI's stocks corresponding to the Stock Grant Points held by the eligible persons as at the balance sheet date is recognized.
- (8) Provision for losses on guarantees
In order to provide for losses due to contingent liabilities such as guarantees for subsidiaries and affiliates and others, MHI records losses for the amount deemed necessary, taking into account the financial position and other factors of the guaranteed parties.
- (9) Provision for treatment of PCB (Poly Chlorinated Biphenyl) waste
A Provision for the treatment of PCB waste is provided based on the estimated costs of treating PCB products and equipment.
- (10) Provision for environmental measures
A provision for environmental measures is provided for the estimated amount of expenditures to be incurred for the purpose of environmental measures.
- (11) Provision for losses on subsidiaries and affiliates
In order to provide for losses related to investments in subsidiaries and affiliates, MHI records the amount deemed necessary, taking into account the financial position and other factors of the companies concerned.

(12) Provision for retirement allowance

A provision for retirement allowance is provided for employees' retirement benefits. The amounts are based on the balances of retirement benefit obligations and estimated pension fund assets (including a retirement benefit trust) at the end of the fiscal year.

When calculating retirement benefit obligations, the benefit formula basis is mainly used to attribute estimated retirement benefits to the period through the end of the current fiscal year. Past service costs are either expensed as incurred or amortized by the straight-line method over a period shorter than the average remaining service period of employees.

Past service costs are expensed as incurred and actuarial gains and losses for each fiscal year are amortized by the straight-line method, starting in the following fiscal year of incurrence, over the average remaining service period of employees. If pension assets to be recognized at the end of the current fiscal year exceed the amount that the unrecognized actuarial gains or losses are deducted from the retirement benefit obligations, the excess amount shall be recorded in investments and advances as prepaid pension cost.

4. Recognition of revenue and costs

MHI engaged in the sales of products, the performance of construction works and rendering of services. Requirements for revenue recognition of the Group are as follows.

· Sale of products

For this transaction, MHI typically recognizes revenue at the time of the delivery of the goods, as the performance obligations in the contracts with customers are considered to be satisfied principally at the time that the products are delivered and control of the relevant goods is transferred to the customer. Revenue from the sale of goods is measured at an amount of consideration promised in the contract with the customer less sales returns, discounts, rebates, taxes collected on behalf of third parties and others.

· Rendering of services and construction contracts

For these transactions, the control of the goods and services included in the contracts is deemed to be transferred to customers over a certain period specified in the contract. Therefore, MHI recognizes revenue by estimating total revenue for each construction contract, measuring progress towards completion of the performance obligation included in the contract with the customer, and calculating the portion of total revenue corresponding to the progress. The progress is measured by a method that depicts the satisfaction of the performance obligation, and principally estimated based on the proportion of costs already incurred to satisfy the performance obligation against the expected total costs to the complete satisfaction of the performance obligation.

Notes on Accounting Estimates

Items whose amounts were recorded based on accounting estimates on the non-consolidated financial statements for the fiscal year ended March 31, 2023, and could have a material impact on the non-consolidated financial statements for the fiscal year ending March 31, 2024, are as follows.

1. Impairment of PPE and intangibles assets
 - Amount recorded in the non-consolidated financial statements for the fiscal year ended March 31, 2023:
 - Total of PPE and Intangible assets: ¥ 501,311 million
 - Other information that contributes to users of the non-consolidated financial statements to understand the content of accounting estimates:

With regard to assets (or asset groups) identified any indication of impairment, the amount of undiscounted future cash flows is estimated and compared with the carrying amount of the relevant assets (or asset groups), and if the amount of the undiscounted future cash flow is less than the carrying amount, an impairment loss is recognized.

An asset group determined for impairment test is the smallest unit that generates cash flows that are largely independent of cash flows from other assets (or asset groups). The undiscounted future cash flows are calculated based on the business plans approved by management, reflecting historical experience and external information and the growth rate. MHI establishes the business plans consist of the key points such as trends of future revenue and the reduction of fixed costs, which would have significant impacts on the projection. These are based on factors considered reasonable by management.
2. Recoverable amount of investment securities and investments in shares of subsidiaries and affiliates
 - Amount recorded in the non-consolidated financial statements for the fiscal year ended March 31, 2023:
 - Investment securities: ¥ 308,880 million
 - Investments in shares of subsidiaries and affiliates: ¥ 673,012 million
 - Other information that contributes to users of the non-consolidated financial statements to understand the content of accounting estimates:

For securities other than shares that do not have a market value, MHI uses such price as the balance sheet amount. When a significant decline in such price is noted, MHI recognizes the valuation difference as a loss in the current fiscal year, unless it is deemed to be recoverable.

For shares and other securities without market price, such as investments in non-listed subsidiaries and affiliates, MHI uses the acquisition cost as the balance sheet amount. However, when a significant decline in net asset value is noted due to a deterioration in the financial position of the issuer of the shares, MHI records an appropriate reduction in the balance sheet amount and recognizes the valuation difference as a loss in the current fiscal year, except for when sufficient evidence supports the possibility of recovery.

At the end of the fiscal year ended March 31, 2023, the recoverability of the shares of subsidiaries and affiliates for which the net asset value had declined significantly was assessed based on the business plan.

As a result, for the shares of subsidiaries and affiliates, which were determined that there was sufficient evidence that the net asset value of the relevant shares would be recoverable, no revaluation losses have been recognized.

The business plan includes key factors such as trends of future revenue and reduction of costs.

3. Provisions

- Amount recorded in the non-consolidated financial statements for the fiscal year ended March 31, 2023:

| | | |
|---|---|-----------------|
| Allowance for doubtful accounts | ¥ | 584,945 million |
| Provision for product warranties | ¥ | 15,984 million |
| Provision for construction warranties | ¥ | 33,347 million |
| Provision for losses on construction contracts | ¥ | 56,580 million |
| Provision for business structure improvement | ¥ | 8,934 million |
| Provision for stock benefits | ¥ | 1,658 million |
| Provision for losses on subsidiaries and affiliates | ¥ | 2,487 million |
| Provision for losses on guarantees | ¥ | 3,190 million |
| Provision for treatment of PCB waste | ¥ | 1,875 million |
| Provision for environmental measures | ¥ | 7,238 million |

- Other information that contributes to users of the non-consolidated financial statements to understand the content of accounting estimates:

For details, refer to Significant Accounting Policies, (3) Allowance and provision.

4. Measurement of defined benefit obligations

- Amount recorded in the non-consolidated financial statements for the fiscal year ended March 31, 2023:

| | | |
|------------------------------------|---|----------------|
| Prepaid pension cost: | ¥ | 12,016 million |
| Provision for retirement benefits: | ¥ | 19,347 million |

- Other information that contributes to users of the non-consolidated financial statements to understand the content of accounting estimates:

The details of estimates are omitted as they are the same as for the Notes to the Consolidated Financial Statements.

5. Recognition and measurement of revenue

- Amount recorded in the non-consolidated financial statements for the fiscal year ended March 31, 2023:

| | | |
|--------|---|-------------------|
| Sales: | ¥ | 1,549,487 million |
|--------|---|-------------------|

- Other information that contributes to users of the non-consolidated financial statements to understand the content of accounting estimates:

The details of estimates are omitted as they are the same as for the Notes to the Consolidated Financial Statements.

6. Recoverability of deferred tax assets

- Amount recorded in the non-consolidated financial statements for the fiscal year ended March 31, 2023:

| | | |
|----------------------|---|-----------------|
| Deferred tax assets: | ¥ | 258,259 million |
|----------------------|---|-----------------|

- Other information that contributes to users of the non-consolidated financial statements to understand the content of accounting estimates:

The details of estimates are omitted as they are the same as for the Notes to the Consolidated Financial Statements.

Notes to the Non-Consolidated Balance Sheet

| | |
|--|---------------------|
| 1. Accumulated depreciation | |
| Accumulated depreciation of PPE | ¥ 1,513,404 million |
| 2. Guarantee obligations | |
| (1) Guarantee obligations on such debts as borrowings from financial institutions | |
| MHI RJ Aviation Inc. | ¥ 20,317 million |
| Mitsubishi Power Europe GmbH | ¥ 12,449 million |
| Employees (Residence fund loan, etc.) | ¥ 9,851 million |
| Mitsubishi Power India Pvt. Ltd. | ¥ 5,594 million |
| Others | ¥ 39,287 million |
| Total | ¥ 87,499 million |
| (2) Guarantee obligations related to advance received which subsidiaries received from customers | |
| Mitsubishi Heavy Industries Engineering, Ltd. | ¥ 30,252 million |
| Mitsubishi Shipbuilding Co., Ltd. | ¥ 1,911 million |
| Mitsubishi Power Europe GmbH | ¥ 995 million |
| MHI Power Project (Thailand) Co., Ltd. | ¥ 584 million |
| Others | ¥ 1,191 million |
| Total | ¥ 34,935 million |
| 3. Monetary receivables from / payables to subsidiaries and affiliated companies | |
| Short-term monetary receivables | ¥ 138,526 million |
| Long-term monetary receivables | ¥ 583,986 million |
| Short-term monetary payables | ¥ 472,187 million |
| Long-term monetary payables | ¥ 613 million |

Notes to the Non-Consolidated Statement of Income

1. Transactions with subsidiaries and affiliated companies

| | |
|--|-------------------|
| Sales | ¥ 242,509 million |
| Purchases | ¥ 301,001 million |
| Transactions other than operating transactions | ¥ 77,334 million |

2. Losses on revaluation of investment securities
Losses on revaluation of investment securities include 17,451 million yen of losses on the revaluation of shares of subsidiaries and affiliates.

3. Losses related to SpaceJet project
Since October 2020, MHI had slowed down the development activities for the SpaceJet. Then in February 2023, MHI announced the discontinuation of the project. MHI has recorded provision of allowance for doubtful accounts for Mitsubishi Aircraft Corporation(*) of 5,949 million yen in the current fiscal year.
(*) Mitsubishi Aircraft Corporation changed its company name to MSJ Asset Management Company on April 25, 2023.

4. Business structure improvement expenses
Business structure improvement expenses of the current fiscal year was related to restructuring.

5. Gains on sales of PPE
With respect to owned property, such as land, gains on sales of PPE are recorded upon reaching an agreement on sale and consideration for the sales of PPE to a third party.

6. Losses on impairment of fixed assets
The Company estimated the recoverable amount of fixed assets, primarily buildings, that are not in business use, and recorded impairment losses.

Notes to the Non-Consolidated Statement of Changes in Net Assets

The number of treasury stock
Common stock 455,594 shares

Notes on Tax Effect Accounting

Deferred tax assets are principally caused by temporary differences with allowance for doubtful accounts. Deferred tax liabilities are principally caused by reserve for advanced depreciation of non-current assets.

MHI has applied the Group Tax Sharing System from the fiscal year ended March 31, 2023. The accounting treatment and disclosure of corporate tax, local corporation tax and tax effect accounting are in accordance with the "Practical Solution on the Accounting and Disclosure Under the Group Tax Sharing System" (Practical Solution No. 42, August 12, 2021").

Notes on Revenue Recognition

MHI engages in the sale of products as well as the execution of construction works and rendering of services. For details, refer to Significant Accounting Policies of Non-Consolidated Financial Statements, 4. Recognition of revenue and costs.

Notes on Related Party Transactions

Subsidiaries and affiliated companies

| Category | Name | Percentage of Voting Rights held by the Issuer | Relation with the Related Parties | Contents of the Transactions | Transaction Amounts | Account | Ending Balance |
|------------|---------------------------------|--|---|------------------------------|---------------------|----------------------------|-------------------|
| Subsidiary | Mitsubishi Aircraft Corporation | Direct 86.99% | Lending of funds | Funds lending etc. (*1)(*2) | ¥ 13,160 million | Long-term receivables etc. | ¥ 574,646 million |
| Subsidiary | MHI Holding Denmark Aps | Direct 100.0% | Interlocking officers | Funds borrowing (*3) | ¥ 3,770 million | Short-term borrowings | ¥ 52,860 million |
| Subsidiary | Mitsubishi Power Europe, Ltd. | Direct 100.0% | Sales of product Interlocking officers | Receipt of dividends (*4) | ¥ 37,270 million | - | - |

Terms and conditions of the transaction and the policy for determining terms and conditions

*1. The interest rate is reasonably decided reflecting market interest rates.

*2. During the fiscal year ended March 31, 2023, provision of allowance for doubtful accounts of 13,160 million yen was recognized. The total amount of provision of allowance for doubtful accounts was 574,646 million yen at the end of the fiscal year ended March 31, 2023.

*3. The interest rate is reasonably decided reflecting market interest rates.

*4. As the reorganization of subsidiaries and affiliates, MHI acquired the stock of Mitsubishi Power Europe GmbH from Mitsubishi Power Europe, Ltd. The acquisition amount of the stock which was received through dividend in kind is calculated based on the amount of the equity of the acquired company.

Per Share Information

Book value per share ¥3,105.10
Net income per share ¥ 293.48

Significant Subsequent Events

Not applicable.

Other notes

1. Major lawsuits

There was a temporary dispute between a consortium composed of MHI and Daewoo Engineering & Construction Co., Ltd. (“the Company, etc.”) and El Sharika El-Djazairia El-Omania Lil Asmida SPA (“AOA”) regarding a chemical fertilizer plant construction contract in Algeria whose orders had been received by the Company, etc., but a settlement was reached in 2017 (the “Settlement Agreement”), and the consortium delivered the plant to AOA. However, AOA subsequently refused to make some of the outstanding payment under the Settlement Agreement. Therefore, the Company, etc. filed for arbitration against AOA and one of its shareholders, Societe Nationale pour la Recherche, la Production, le Transport, la Transformation et la Commercialisation des Hydrocarbures SPA (“SONATRACH”). In March 2021, the Company, etc. received a counterclaim from AOA which mainly consists of the cancellation of the Settlement Agreement and the refund of the payment already made under the Settlement Agreement. In October 2022, the decision was made by the arbitral tribunal to remove SONATRACH as a party to the arbitration. The Company, etc. will assert that there are no reasonable grounds for AOA’s refusal to make the outstanding payment and that the counterclaim should be dismissed.

2. Impact of the international situation involving Ukraine

Although MHI is being affected by the suspension of Russia-related construction works due to the economic sanctions being imposed on Russia resulting from the situation in Ukraine, the impact on the financial position and operating results of MHI including the valuation of assets in the fiscal year ended March 31, 2023 is minimal.

Independent Auditor's Report

May 18, 2023

Mr. Seiji Izumisawa
President
Mitsubishi Heavy Industries, Ltd.

KPMG AZSA LLC
Tokyo Office, Japan

Masahiko Chino
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Kenji Tanaka
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Kentaro Maruta
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Opinion

We have audited the consolidated financial statements, which comprise the consolidated statement of financial position, the consolidated statement of profit or loss, the consolidated statement of changes in equity and the related notes of Mitsubishi Heavy Industries, Ltd. (“the Company”) and its consolidated subsidiaries (collectively referred to as “the Group”), as at March 31, 2023 and for the year from April 1, 2022 to March 31, 2023 in accordance with Article 444-4 of the Companies Act.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position and the results of operations of the Group for the period, for which the consolidated financial statements were prepared, in accordance with the latter part of Article 120-1 of the Rules of Corporate Accounting that prescribes some omissions of disclosure items required under International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The other information comprises the business report and its supplementary schedules. Management is responsible for the preparation and presentation of the other information. The Audit and Supervisory Committee is responsible for overseeing the directors' performance of their duties with regard to the design, implementation and maintenance of the reporting process for the other information.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management and the Audit and Supervisory Committee for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the latter part of Article 120-1 of the Rules of Corporate Accounting that prescribes some omissions of disclosure items required under International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with the latter part of Article 120-1 of the Rules of Corporate Accounting that prescribes some omissions of disclosure items required under International Financial Reporting Standards.

The Audit and Supervisory Committee is responsible for overseeing the directors' performance of their duties with regard to the design, implementation and maintenance of the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of our audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The selection and application of audit procedures depends on the auditor's judgment.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the objective of the audit is not to express an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a

going concern.

- Evaluate whether the presentation and disclosures in the consolidated financial statements are in accordance with the latter part of Article 120-1 of the Rules of Corporate Accounting that prescribes some omissions of disclosure items required under International Financial Reporting Standards, the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit and Supervisory Committee regarding, among other matters, the planned scope and timing of the audit, significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit and Supervisory Committee with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Interest required to be disclosed by the Certified Public Accountants Act of Japan

Our firm and its designated engagement partners do not have any interest in the Company and its subsidiaries which are required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Notes to the Reader of Independent Auditor's Report:

The Independent Auditor's Report herein is the English translation of the Independent Auditor's Report as required by the Companies Act for the conveniences of the reader.

Independent Auditor's Report

May 18, 2023

Mr. Seiji Izumisawa
President
Mitsubishi Heavy Industries, Ltd.

KPMG AZSA LLC
Tokyo Office, Japan

Masahiko Chino
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Kenji Tanaka
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Kentaro Maruta
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Opinion

We have audited the financial statements, which comprise the non-consolidated balance sheet, the non-consolidated statement of income, the non-consolidated statement of changes in net assets and the related notes, and the accompanying supplementary schedules (“the financial statements and the accompanying supplementary schedules”) of Mitsubishi Heavy Industries, Ltd. (“the Company”) as at March 31, 2023 and for the year from April 1, 2022 to March 31, 2023 in accordance with Article 436-2-1 of the Companies Act.

In our opinion, the financial statements and the accompanying supplementary schedules referred to above present fairly, in all material respects, the financial position and the results of operations of the Company for the period, for which the financial statements and the accompanying supplementary schedules were prepared, in accordance with accounting principles generally accepted in Japan.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements and the Accompanying Supplementary Schedules* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The other information comprises the business report and its supplementary schedules. Management is responsible for the preparation and presentation of the other information. The Audit and Supervisory

Committee is responsible for overseeing the directors' performance of their duties with regard to the design, implementation and maintenance of the reporting process for the other information.

Our opinion on the financial statements and the accompanying supplementary schedules does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements and the accompanying supplementary schedules, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements and the accompanying supplementary schedules or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management and the Audit and Supervisory Committee for the Financial Statements and the Accompanying Supplementary Schedules

Management is responsible for the preparation and fair presentation of the financial statements and the accompanying supplementary schedules in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of financial statements and the accompanying supplementary schedules that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements and the accompanying supplementary schedules, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan.

The Audit and Supervisory Committee is responsible for overseeing the directors' performance of their duties with regard to the design, implementation and maintenance of the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements and the Accompanying Supplementary Schedules

Our objectives are to obtain reasonable assurance about whether the financial statements and the accompanying supplementary schedules as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements and the accompanying supplementary schedules.

As part of our audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements and the accompanying supplementary schedules, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The selection and application of audit procedures depends on the auditor's judgment.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the objective of the audit is not to express an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If

we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements and the accompanying supplementary schedules or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate whether the presentation and disclosures in the financial statements and the accompanying supplementary schedules are in accordance with accounting standards generally accepted in Japan, the overall presentation, structure and content of the financial statements and the accompanying supplementary schedules, including the disclosures, and whether the financial statements and the accompanying supplementary schedules represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Audit and Supervisory Committee regarding, among other matters, the planned scope and timing of the audit, significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit and Supervisory Committee with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Interest required to be disclosed by the Certified Public Accountants Act of Japan

Our firm and its designated engagement partners do not have any interest in the Company which are required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Notes to the Reader of Independent Auditor's Report:

This is an English translation of the Independent Auditor's Report as required by the Companies Act of Japan for the conveniences of the reader.

Audit Report of the Audit and Supervisory Committee

AUDIT REPORT

The Audit and Supervisory Committee of the Company has audited the Directors' execution of their duties during the 2022 fiscal year, from April 1, 2022, to March 31, 2023. The Committee hereby reports the methods and results of the audit as follows:

1. Methods of the Audit and Details Thereof

- (1) The Audit and Supervisory Committee received reports regularly from Directors, employees, etc. on the resolutions of the Board of Directors concerning the matters listed in Article 399-13, paragraph (1), items (i)(b) and (i)(c) of the Companies Act as well as the development and operation status of the system that has been put in place based on said resolutions (internal control system), requested explanation as necessary and expressed its opinion. The Committee also received reports from Directors, etc. and KPMG AZUSA LLC on the status of the evaluation and audit of internal controls over financial reporting under the Financial Instruments and Exchange Act and requested explanation as necessary.
- (2) In accordance with the audit policy, audit plan, etc., established by the Audit and Supervisory Committee, the Committee, in coordination with the internal auditing department and other departments concerned, attended important meetings, received reports from Directors, employees, etc. on the status of their execution of duties, requested explanation as necessary, inspected important documents, etc., and conducted investigations regarding the status of the business operations and properties of the Company at Head Office and Works, etc. Regarding the Company's subsidiaries, the Audit and Supervisory Committee sought to facilitate communication and exchange information with directors, statutory auditors and others of the Company's subsidiaries and, when necessary, received reports from these subsidiaries on the status of their businesses.
- (3) The Audit and Supervisory Committee monitored and examined whether the financial auditor maintained its independence and carried out its audits in an appropriate manner, received reports from the financial auditor on the status of the execution of its duties and, when necessary, attended its audits and requested explanations.
- (4) The Audit and Supervisory Committee received a notification from the financial auditor that it has established the "system for ensuring appropriate execution of duties" (matters specified in the items under Article 131 of the Regulations on Corporate Accounting) in accordance with the "Quality Control Standards Relating to Auditing" (Business Accounting Council) and other standards, and requested explanations when necessary.

Based on the foregoing methods, the Audit and Supervisory Committee examined the Business Report and the related supplementary schedules for the 2022 fiscal year, non-consolidated financial statements for the same fiscal year (non-consolidated balance sheet, non-consolidated statement of income, non-consolidated statement of changes in net assets, and notes to the non-consolidated financial statements) and the related supplementary schedules as well as consolidated financial statements for the same fiscal year (consolidated statement of financial position, consolidated statement of profit or loss, consolidated statement of changes in equity, and notes to the consolidated financial statements).

2. Results of audit:

(1) Result of audit of the Business Report, etc.

In our opinion:

- a. the Business Report and the related supplementary schedules fairly represent the conditions of the Company in accordance with the applicable laws and ordinances and with the Company's Articles of Incorporation;
- b. with respect to the Directors' execution of their duties, there are no fraudulent acts or material facts of violation of applicable laws and ordinances or of the Company's Articles of Incorporation; and
- c. the contents of the resolutions of the Board of Directors regarding internal control systems are appropriate. Furthermore, there are no matters that we should point out regarding the contents of the Business Report and Directors' execution of their duties related to internal control systems, including internal control systems over financial reporting.

(2) Result of audit of the non-consolidated financial statements and the related supplementary schedules

In our opinion, the methods and results of the audit conducted by the financial auditor, KPMG AZUSA LLC, are appropriate.

(3) Result of audit of the consolidated financial statements

In our opinion, the methods and results of the audit conducted by the financial auditor, KPMG AZUSA LLC, are appropriate.

May 23, 2023

The Audit and Supervisory Committee
Mitsubishi Heavy Industries, Ltd.

Setsuo Tokunaga (seal)
Full-time Audit and Supervisory Committee
Member

Ryutaro Takayanagi (seal)
Full-time Audit and Supervisory Committee
Member

Hiroo Unoura (seal)
Audit and Supervisory Committee Member

Noriko Morikawa (seal)
Audit and Supervisory Committee Member

Masako Ii (seal)
Audit and Supervisory Committee Member

(Note)

Mr. Hiroo Unoura, Ms. Noriko Morikawa and Ms. Masako Ii are outside directors as defined in Article 2, item (xv) and Article 331, paragraph (6) of the Companies Act.

(End)