

Translation of report filed with the Tokyo Stock Exchange on May 15, 2015

### **Partial Amendment to the Articles of Incorporation**

Mitsubishi Corporation has announced that at a regular meeting of the Board of Directors held on May 15, 2015, a resolution was passed to submit a motion for seeking the approval of partial amendment to the Articles of Incorporation to the Ordinary General Meeting of Shareholders for the fiscal year ended March 31, 2015, scheduled to be held on June 19, 2015. Details are as follows:

#### **1. Reasons for the Changes**

(1) Due to reshaping of the business of Mitsubishi Corporation such as diversification of earnings models and types of operation, the Board proposes that the following Paragraph 1 will be added to Article 2 (Objectives of the Company) of the present Articles of Incorporation and the current Objectives of the Company will be updated, restructured and rearranged as Paragraph 2 of Article 2 of the Articles of Incorporation.

(2) In response to the enactment of “the Act for Partial Amendment of the Companies Act” (Act No. 90 of 2014), the Board proposes that Article 25 (Reduction in Liabilities of Directors) and Article 32 (Reduction in Liabilities of Corporate Auditors) of the present Articles of Incorporation will be amended to change Directors and Corporate Auditors with whom Mitsubishi Corporation may conclude an agreement to limit their liabilities to Mitsubishi Corporation to Directors excluding those serving as executive directors, etc. and Corporate Auditors as well as to change the amount of their total maximum liabilities to be provided in such agreement to the amount set forth by relevant laws and ordinances. In order to refer the proposal of the amendments to Article 25 of the present Articles of Incorporation to the General Meeting of Shareholders, all necessary consents have already been obtained from each of the Corporate Auditors.

#### **2. Contents of the Changes**

The details of the amendments to Article 2, Article 25, and Article 32 are shown as underlined in the attachment. As for Article 2, the underlined parts include addition, change, deletion, restructure and rearrangement of the Objectives of the Company.

#### **3. Schedule**

Date of the Ordinary General Meeting of Shareholders to approve the amendments to Articles of Incorporation: June 19, 2015

Effective date of the amendments to Articles of Incorporation: June 19, 2015

(Attachment)

Present Articles of Incorporation	Proposed Amendments
<p>Article II (Objectives of the Company) The Company shall <u>operate the following lines of business:</u></p> <p>(Newly established)</p> <ol style="list-style-type: none"> <li>1. <u>Purchase, sale and trading of the following commodities:</u> <ol style="list-style-type: none"> <li>a. Coal, petroleum, gas, and other fuels and products processed therefrom.</li> <li>b. Iron, non-ferrous metals and products processed therefrom, as well as ores and minerals.</li> <li>c. Machinery, mechanical devices, appliances and instruments (including meters and medical <u>equipment</u>), vehicles, ships and aircraft as well as parts and accessories therefor.</li> <li>d. Food, liquor and other beverages, oil bearing seeds, oil and fats, resins, <u>tobacco</u>, salt, <u>and other</u> agricultural, marine, forestry, livestock and natural products <u>as well as products processed therefrom.</u></li> <li>e. <u>Fertilizers, feed-stuffs</u>, and raw materials therefor.</li> <li>f. <u>Textiles and raw materials therefor.</u></li> <li>g. <u>Lumber, lumber products as well as cement, glass and other ceramics.</u></li> <li>h. Chemical products, cosmetics, <u>high pressure gas and</u> drugs (including medical supplies, quasi-drugs, poisons, drastic medicines, gun powder and detonators, etc.) <u>and</u> raw materials therefor.</li> <li>i. <u>Rubber, hide and leather, pulp, paper, and products processed therefrom, as well as accessories and general merchandise.</u></li> </ol> </li> <li>2. <u>Development, exploration, production, manufacturing, processing, waste treatment, recovery and recycling of the commodities mentioned in the preceding item, and forestry, as well as contracting therefor.</u></li> <li>3. <u>Repair, installation and erection, leasing, and maintenance of machinery, mechanical devices, appliances and instruments, vehicles, ships, and aircraft as well as parts and accessories therefor.</u></li> <li>4. <u>Acquisition, development planning, maintenance and sale of intangible property rights such as industrial property rights, copyrights, know-how, various kinds of systems engineering and other software.</u></li> </ol>	<p>Article II (Objectives of the Company) The Company shall <u>operate diversified businesses including purchase and sale, production, manufacturing and development of products/resources, as well as financial/logistics business, new business development, and providing various services, in a broad range of fields including energy, metals, machinery, chemicals, foodstuffs, consumer goods, infrastructure and real property, either through the Company itself, or through other companies in which the Company holds shares or interests.</u></p> <p><u>The lines of business mentioned in the preceding paragraph shall include the following:</u></p> <ol style="list-style-type: none"> <li>1. <u>Business relating to</u> coal, petroleum, gas (<u>including high-pressure gas</u>), and other fuels and products processed therefrom.</li> <li>2. <u>Business relating to</u> iron, non-ferrous metals and products processed therefrom, as well as ores and minerals.</li> <li>3. <u>Business relating to</u> machinery, mechanical devices, appliances and instruments (including meters and medical <u>instrument</u>), vehicles, ships and aircraft as well as parts and accessories therefor.</li> <li>4. <u>Business relating to</u> chemical products, cosmetics, drugs (including medical supplies, quasi-medicines, poisons and drastic medicines, gun powder and detonators), <u>fertilizers and</u> raw materials therefor.</li> <li>5. <u>Business relating to</u> food, liquor and other beverages, oil bearing seeds, oil and fats, resins, salt, agricultural, marine, forestry, livestock and natural products, <u>feedstuffs, industrial materials and consumer goods as well as products therefrom and raw materials therefor.</u></li> <li>6. <u>Purchase and sale, trading, development, exploration, production, and manufacturing and processing of products relating to the businesses of the preceding items and other products.</u></li> <li>7. Power generation business and business relating to the supply of electricity, steam and other energy sources.</li> <li>8. Business relating to the treatment and supply of water.</li> <li>9. Real property business.</li> <li>10. Construction business as well as <u>construction consultation, surveying, and</u> designing business.</li> <li>11. Management of medical health facilities, <u>commercial facilities (including lodging facilities, theaters) and</u> restaurants.</li> <li>12. <u>Leasing business.</u></li> <li>13. Financial business such as purchase and sale of negotiable instruments, loans, purchase and sale of claims, guaranteeing and underwriting of</li> </ol>

<p>5. <u>Greenhouse gas emission trading</u></p> <p>6. Business relating to <u>gathering, processing and supplying</u> information.</p> <p>7. Telecommunications, broadcasting, advertising as well as publishing and printing business.</p> <p>8. Management of medical health facilities, <u>hotels and other</u> lodging facilities, <u>sport facilities</u>, theaters, restaurants <u>as well as</u> travel business.</p> <p>9. <u>Business relating to planning and management of events.</u></p> <p>10. Construction business as well as <u>planning, research, surveying, designing and supervising of construction works.</u></p> <p>11. <u>Purchase and sale, lease and management of real property.</u></p> <p>12. Power generation business and business relating to the supply of electricity, steam and other energy sources.</p> <p>13. Business relating to the treatment and supply of water.</p> <p>14. Financial business such as purchase and sale of negotiable instruments, loans, purchase and sale of claims, guaranteeing and underwriting of obligations, <u>and</u> purchase and sale of foreign exchange, etc.</p> <p>15. Business relating to distribution of and advice on commodity investment.</p> <p>16. Temporary personnel placement service.</p> <p>17. Purchase and sale of used commodities.</p> <p>18. Warehousing business.</p> <p>19. Land, marine and air transportation and <u>forwarding business.</u></p> <p>20. Agent, broker and wholesaler of the preceding items.</p> <p>21. Non-life insurance business, Non-life insurance agency, <u>insurance agency under the Automobile Liability Security Law in Japan</u> and life insurance solicitation-related activities.</p> <p>22. <u>Consulting in respect of preceding items.</u></p> <p>23. All undertakings in connection with those lines of business mentioned in the preceding items.</p> <p>-----</p>	<p>obligations, purchase and sale of foreign exchange, etc.</p> <p>14. Business relating to distribution of and advice on commodity investment.</p> <p>15. Non-life insurance business, Non-life insurance agency, and life insurance solicitation-related activities.</p> <p>16. Land, marine and air transportation business as well as <u>consigned freight forwarding business.</u></p> <p>17. Warehousing business.</p> <p>18. Business relating to <u>IT and</u> information.</p> <p>19. Telecommunications, broadcasting, advertising as well as publishing and printing business.</p> <p>20. Temporary personnel placement service.</p> <p>21. <u>Travel business.</u></p> <p>22. <u>Waste treatment, recovery and recycling business as well as</u> purchase and sale of used commodities.</p> <p>23. <u>Planning and consulting business.</u></p> <p>24. Agent, broker and wholesaler of the preceding items.</p> <p>25. All other undertakings in connection with those lines of business mentioned in the preceding items.</p> <p>-----</p>
<p>Article XXV (Reduction in Liabilities of Directors)</p> <p>The Company may exempt Directors from their liabilities to the extent permitted by law and ordinances, pursuant to a resolution by the Board of Directors (refers to a resolution based on the Companies Act, Article 426, Paragraph 1).</p> <p>The Company may conclude <u>an agreement with its external directors on limiting his or her liabilities to the higher of the following two amounts: a preset sum above ¥10 million or a sum fixed by laws or ordinances</u> (refers to an agreement based on the Companies Act, Article 427, Paragraph 1).</p> <p>-----</p>	<p>Article XXV(Reduction in Liabilities of Directors)</p> <p>The Company may exempt Directors from their liabilities to the extent permitted by relevant laws and ordinances, pursuant to a resolution by the Board of Directors (refers to a resolution based on the Companies Act, Article 426, Paragraph 1).</p> <p>The Company may conclude <u>an agreement with its Directors (excluding those serving as executive directors, etc.) limiting their liabilities to the amount prescribed by relevant laws or ordinances</u> (refers to an agreement based on the Companies Act, Article 427, Paragraph 1).</p> <p>-----</p>

<p>Article XXXII (Reduction in Liabilities of Corporate Auditors)</p> <p>The Company may exempt its Corporate Auditors from their liabilities within the limit of laws and ordinances based on a resolution of the Board of Directors (refers to a resolution pursuant to the Companies Act, Article 426, Paragraph 1).</p> <p>The Company may conclude <u>an agreement with its External Auditor on limiting his or her liabilities to the higher of the following two amounts: a preset sum above ¥10 million or a sum fixed by laws or ordinances</u> (refer to an agreement based on the Companies Act, Article 427, Paragraph 1).</p>	<p>Article XXXII (Reduction in Liabilities of Corporate Auditors)</p> <p>The Company may exempt its Corporate Auditors from their liabilities within the limit of laws and ordinances based on a resolution of the Board of Directors (refers to a resolution pursuant to the Companies Act, Article 426, Paragraph 1).</p> <p>The Company may conclude <u>an agreement with its Corporate Auditors limiting their liabilities to the amount prescribed by relevant laws or ordinances</u> (refers to an agreement based on the Companies Act, Article 427, Paragraph 1).</p>
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