

June 20, 2023

To whom it may concern:

Corporate Name: Mitsui O.S.K. Lines, Ltd.
Representative: Takeshi Hashimoto,
President and Chief Executive Officer
Security Code: 9104
Listings: Tokyo Stock Exchange Prime Market
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**Notice on Issuance of New Shares to Directors/Executive Officers of Subsidiary of Company
and Employees of Company as FY2023 Non-Performance-Linked Restricted Stock
(Compensation)**

We hereby notify you that we have passed a resolution at the Board of Directors meeting held as of the date of this notice to issue new shares as restricted stock (compensation) (the “Issuance of New Shares”) as provided below.

1. Overview of Issuance

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| (1) Payment Deadline | July 20, 2023 |
| (2) Class and Number of Shares to be Issued | 57,300 shares of common stock of Company |
| (3) Issue Price | 3,239 yen per share |
| (4) Total Issue Price | 185,594,700 yen |
| (5) Scheduled Recipients of Allocated Shares | Directors of subsidiary of Company (*): 29 directors (18,400 shares) (*) Excluding outside directors Executive Officers of subsidiary of Company: 2 officers (800 shares) Employees of Company: 62 employees (38,100 shares) |
| (6) Other | The Issuance of New Shares will be made on the condition that securities registration statement under the Financial Instruments and Exchange Act becomes effective. |

2. Purpose of and Reason for Issuance

In 2022, we introduced the pre-delivery type / non-performance linked restricted stock (compensation) plan (the “Restricted Stock (Compensation) Plan”) as a plan for directors (excluding outside directors) and executive officers of the subsidiaries of the Company who meet the prescribed criteria (the “Eligible Directors, etc. of Subsidiary”) and employees of the Company in senior managerial position who meet the prescribed criteria (the “Eligible Employees”) (hereinafter the Eligible Directors, etc. of Subsidiary and the Eligible Employees referred collectively as the “Eligible Personnel”), for the purpose of incentivizing Eligible Personnel to sustainably improve the Company’s corporate value and pursuing greater value alignment with shareholders. Under the Restricted Stock (Compensation) Plan, the restricted stock is granted by means of issuing or disposing the common stock of the Company to the Eligible Personnel in exchange for the Eligible Personnel’s in-kind contribution of all of their cash compensation claims or cash claims provided to such Eligible Personnel.

We have passed a resolution at the Board of Directors meeting held as of the date of this notice to issue 57,300 shares of common stock of the Company as restricted stock to 31 Eligible Directors, etc. of the subsidiaries of the Company and 62 Eligible Employees of the Company in exchange for their in-kind contribution of cash compensation claims in the total amount of 62,188,800 yen and cash claims in the total amount of 123,405,900 yen pursuant to the Restricted Stock (Compensation) Plan by taking into consideration the purpose of the plan, the scope of responsibility and title of each Eligible Personnel, and other various circumstances.

<Overview of Restricted Stock Allocation Agreement to be Executed with Eligible Directors, etc. of Subsidiary>

The Company and each Eligible Director, etc. of Subsidiary will execute a restricted stock allocation agreement (hereinafter referred to as the “Allocation Agreement” for the purpose of the explanation provided in this overview) in connection with grant of stock under the Restricted Stock (Compensation) Plan and its overview is as follows:

(1) Transfer Restriction Period

Eligible Directors, etc. of Subsidiary shall not transfer, create a collateral or otherwise dispose of the Company’s common shares that are allotted under the Allocation Agreement (hereinafter referred to as the “Allocated Shares” for the purpose of the explanation provided in this overview) during a period from July 20, 2023 (i.e., Payment Deadline) until the date when the Eligible Director, etc. of Subsidiary resigns from the position of director or executive officer of the subsidiary of the Company to which he or she belongs as of the Payment Deadline.

(2) Conditions for Cancellation of Transfer Restriction

The transfer restriction shall be cancelled for all Allocated Shares as of the expiration of the transfer restriction period, on the condition that the Eligible Director, etc. of Subsidiary has continuously maintained the position of director or executive officer of the subsidiary of the Company, to which he or she belongs as of the Payment Deadline, during the period from the date of general meeting of shareholders of the subsidiary of the Company in which such Eligible Director, etc. of Subsidiary serves as director or executive officer (However, it shall be limited to a position which the Board of Directors of the Company designated as the position which is eligible to receive such shares under the Restricted Stock (Compensation) Plan as of the Payment Deadline; hereinafter the same for the purpose of this paragraph and next paragraph.) and which is held immediately prior to the Payment Deadline, until the date of general meeting of shareholders of the subsidiary of the Company which is held in the immediately following year (hereinafter referred to as the "Service Period" for the purpose of the explanation provided in this overview). However, if Eligible Director, etc. of Subsidiary resigns from director and/or executive officer of the subsidiary of the Company, to which he or she belongs as of the Payment Deadline, during the Service Period, due to death or any other reasons that are deemed justified by the Company's Board of Directors, the transfer restriction shall be cancelled for all Allocated Shares as of the time of expiration of transfer restriction period.

(3) Company's Acquisition of Allocated Shares Free of Charge

The Company shall automatically acquire the Allocated Shares, on which the transfer restriction has not been canceled, from Eligible Director, etc. of Subsidiary free of charge in case the Eligible Director, etc. of Subsidiary loses the position as director and/or executive officer of the subsidiary of the Company, to which he or she belongs as of the Payment Deadline, due to reasons that are not deemed justified by the Company's Board of Directors, violates laws and regulations, internal rules or Allocation Agreement, or falls under some other reason, which the Company's Board of Directors prescribes as reasonable for the Company to acquire the Allocated Shares free of charge, during the Service Period. The Company shall also automatically acquire the Allocated Shares, on which the transfer restriction has not been canceled, free of charge as of the expiration of transfer restriction period.

(4) Management of Shares

The Allocated Shares shall be managed in the account exclusively for restricted stock, which the Eligible Directors, etc. of Subsidiary have opened at Daiwa Securities Co. Ltd., during the transfer restriction period so that the Allocated Shares will not be transferred, a collateral will not be created on the Allocated Shares and the Allocated Shares will not be otherwise disposed of during the transfer restriction period.

(5) Handling of Allocated Shares under Organizational Restructuring, etc.

In a case where matters such as a merger agreement in which the Company is a merged company, share exchange agreement or share transfer plan in which the Company will become a wholly-owned subsidiary, or any other matters concerning organizational restructuring, etc. are approved at a General Meeting of Shareholders of the Company (or at a meeting of the Company's Board of Directors if approval by a General Meeting of Shareholders is not required for the said organizational restructuring, etc.) during the transfer restriction period, the Company shall cancel, upon a resolution of the Company's Board of Directors, the transfer restrictions on the number of allocated shares, which is equivalent to number of months between the month which is immediately following the month which includes the commencement date of Service Period and the month which includes the date of approval of organizational restructuring, etc. divided by 12 (if the quotient become more than 1, it shall be 1) and multiplied by the number of Allocated Shares held at such time (if the product has figures less than 1, it shall be rounded off), immediately before the business day immediately preceding the effective date of said organizational restructuring, etc.

<Overview of Restricted Stock Allocation Agreement to be Executed with Eligible Employees>

The Company and each Eligible Employee will execute a restricted stock allocation agreement (hereinafter referred to as the "Allocation Agreement" for the purpose of the explanation provided in this overview) in connection with the New Issuance of Shares and its overview is as follows:

(1) Transfer Restriction Period

Eligible Employees shall not transfer, create a collateral or otherwise dispose of the Company's common shares that are allotted under the Allocation Agreement (hereinafter referred to as the "Allocated Shares" for the purpose of the explanation provided in this overview) during a period from July 20, 2023 (i.e., Payment Deadline) until the date when the Eligible Employee resigns from the position of Company's employee (if a person is an Associate Executive Officer as of the time of commencement of Service Period, it shall mean the position of Associate Executive Officer, and if a person is not an Associate Executive Officer, it shall not include a position equivalent to or higher than Associate Executive Officer; hereinafter the same).

(2) Conditions for Cancellation of Transfer Restriction

The transfer restriction shall be cancelled for all Allocated Shares as of the expiration of the transfer restriction period, on the condition that the Eligible Employee has continuously maintained the position of Company's employee (if a person is an Associate Executive Officer as of the time of commencement of Service Period, it shall mean the position of Associate Executive Officer, and if a person is not an Associate Executive Officer, it shall be a position other than Associate Executive Officer; hereinafter the same for the purpose of this paragraph and next

paragraph) who is eligible to receive the shares as of the Payment Deadline, during the period from April 1, 2023 until March 31, 2024 (hereinafter referred to as the “Service Period” for the purpose of the explanation provided in this overview). However, if Eligible Employee loses the position of Company’s employee, who is eligible to receive the shares as of the Payment Deadline, during the Service Period, due to death or any other reasons that are deemed justified by the Company’s Board of Directors, the transfer restriction shall be cancelled for all Allocated Shares as of the time of expiration of transfer restriction period.

(3) Company’s Acquisition of Allocated Shares Free of Charge

The Company shall automatically acquire the Allocated Shares, on which the transfer restriction has not been canceled, from Eligible Employee free of charge in case the Eligible Employee loses the position as Company’s employee who is eligible to receive the shares as of the Payment Deadline, due to reasons that are not deemed justified by the Company’s Board of Directors, violates laws and regulations, internal rules or Allocation Agreement, or falls under some other reason, which the Company’s Board of Directors prescribes as reasonable for the Company to acquire the Allocated Shares free of charge, during the Service Period. The Company shall also automatically acquire the Allocated Shares, on which the transfer restriction has not been canceled, free of charge as of the expiration of transfer restriction period.

(4) Management of Shares

The Allocated Shares shall be managed in the account exclusively for restricted stock, which the Eligible Employees have opened at Daiwa Securities Co. Ltd., during the transfer restriction period so that the Allocated Shares will not be transferred, a collateral will not be created on the Allocated Shares and the Allocated Shares will not be otherwise disposed of during the transfer restriction period.

(5) Handling of Allocated Shares under Organizational Restructuring, etc.

In a case where matters such as a merger agreement in which the Company is a merged company, share exchange agreement or share transfer plan in which the Company will become a wholly-owned subsidiary, or any other matters concerning organizational restructuring, etc. are approved at a General Meeting of Shareholders of the Company (or at a meeting of the Company’s Board of Directors if approval by a General Meeting of Shareholders is not required for the said organizational restructuring, etc.) during the transfer restriction period, the Company shall cancel, upon a resolution of the Company’s Board of Directors, the transfer restrictions on the number of allocated shares, which is equivalent to number of months between the month which is immediately following the month which includes the commencement date of Service Period and the month which includes the date of approval of organizational restructuring, etc. divided by 12 (if the quotient become more than 1, it shall be 1) and multiplied by the number of Allocated Shares held at such time (if the product has figures less than 1, it shall be rounded off), immediately before

the business day immediately preceding the effective date of said organizational restructuring, etc.

3. Basis of Calculation of Payment Amount and Its Details

The Issuance of Shares shall be made by having the cash compensation claim, which was provided to the Scheduled Recipients of Allocated Shares, as contributed property pursuant to the Restricted Stock (Compensation) Plan, and the amount to be paid is set at 3,239 yen, which is the closing price of the common shares of the Company on the Tokyo Stock Exchange as of June 19, 2023 (which is the business day immediately preceding the date of the Board of Directors meeting) in order to exclude arbitrariness from the price. This price is a stock price immediately preceding the date of the Board of Directors meeting, and under the circumstances where we have no exceptional reason which prevents us from relying on the latest stock price, we view that such price is a reasonable price, which appropriately reflects the corporate value of the Company, and does not fall under the price which is especially beneficial to the Eligible Personnel.

End

[REFERENCE PURPOSE ONLY]

This document has been translated from the Japanese original for reference purposes only.

In case of any discrepancy or inconsistency between this document and the Japanese original, the latter shall prevail.