

Mitsui O.S.K. Lines Group Corporate Governance Policy

Based on the MOL Group Three Basic Principles of Corporate Governance, the Mitsui O.S.K. Lines Group (hereinafter the "MOL Group") has established the following MOL Group Corporate Governance Policy (hereinafter the "Policy") which addresses major matters of corporate governance.

Article 1. Framework and operations for leveraging the MOL Group's comprehensive strength to grow globally

Paragraph 1. Formulation and disclosure of basic management policies

- The Board of Directors of MOL Group shall establish important basic management policies, including the MOL Group Corporate Mission, the MOL Group Vision, and the MOL Group Values (MOL CHARTS), and MOL Group shall conduct its corporate management based on these policies while working to enhance disclosure.

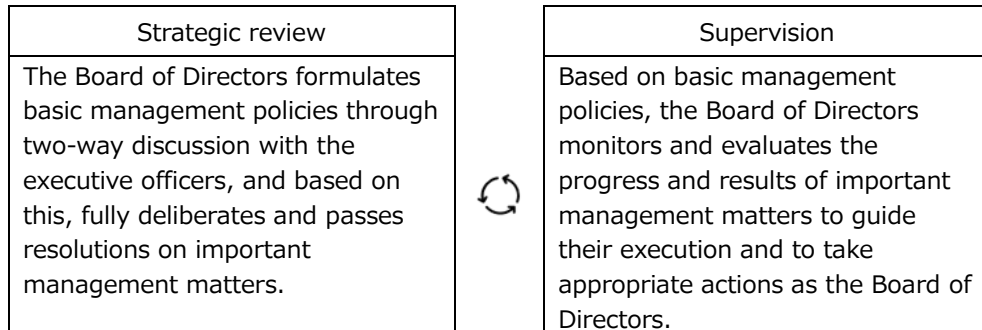
Paragraph 2. Formulation and disclosure of management plans

- (1) Formulation and disclosure of management plans
 - In formulating and disclosing its management plans, MOL Group shall strive to increase its corporate value by accurately understanding its own capital costs, set basic policies and medium- to long-term goals regarding its capital policy, including shareholder returns, and the allocation of management resources, such as investments in human capital, etc., and providing easy-to-understand explanations of the progress of the management plan and the status of achievement of the goals to all stakeholders, including shareholders, investors, employees and customers.
- (2) Responding to sustainability issues, including social and environmental issues
 - MOL Group recognizes that, while sustainability issues, including human rights, social and environmental issues, pose certain significant risks it faces, these issues can present significant revenue opportunities, and the Board of Directors will actively and proactively address these issues by developing, revising and monitoring its management plans, which include the initiatives to address sustainability (material) issues.

Paragraph 3. Roles and responsibilities of the Board of Directors

- The Board of Directors shall contribute to the increase of corporate value for all stakeholders, including shareholders, investors, employees and customers, through a cycle of strategic review and supervision regarding the basic management policies, including the MOL Group Corporate

Mission, the MOL Group Vision, and the MOL Group Values (MOL CHARTS), and important management matters (management plans, specific business strategies and the execution of significant activities).



Paragraph 4. Framework and operation for global growth

(1) Risk management

- MOL Group sets supervisory indicators for important management matters addressed by the Board of Directors and monitors and evaluates these matters in a timely manner in light of the constantly changing business environment. The Board of Directors shall establish and enhance a risk management system that encourages the executive officers to engage in activities with a proactive risk-taking.
- MOL Group shall regularly analyze and consider the scale of the business and the level of risk tolerance, and shall delegate authority for business execution decisions to the executive officers for prompt and decisive decision-making to the extent permitted by laws and regulations.

(2) Internal control

- By the resolution of the Board of Directors, MOL Group has established “Basic Policy on the Establishment of the Internal Control System” and reviews the system regularly from the standpoint of the appropriateness and effectiveness of its operation. MOL Group revises this basic policy as necessary and discloses the status of its operation.

(3) Ensuring diversity in management

- MOL Group views diversity to include not only visible identities such as gender, nationality and age but also each individual's inner characteristics, including experience, natural aptitudes, skills and values.

MOL Group has regarded its basic policy, which places the promotion of diversity and inclusion at the core of its human resources strategy, as a driving force for new growth to build a framework that enables us to create new value leveraging the combined abilities of the diverse personalities of all of the MOL Group employees around the world.

Article 2. Corporate governance system befitting a strong and resilient corporate group growing globally

Paragraph 1. Ensuring the diversity of the Board of Directors

(1) Composition of the Board of Directors

- To enable the Board of Directors to fulfill its roles and responsibilities, MOL Group shall particularly emphasize the specific experience, expertise, and skills the members of the Board of Directors are expected to have and their diversity in terms of gender and other attributes. The Board of Directors shall be composed of internal directors who have a wealth of experience and knowledge in business and are capable of making global management decisions from a broad perspective with foresight, and several independent outside directors who have an objective viewpoint based on their wealth of experience and knowledge in their specialized fields.
- MOL Group shall formulate and disclose the criteria for the independence of its independent outside directors and consider their concurrent positions as directors of other listed companies in their selection. Additionally, MOL Group shall select the number of independent outside directors and directors who are not involved in the execution of business that is appropriate for its Board of Directors.

(2) Establishment of non-statutory committees

- MOL Group has established the Nomination Advisory Committee and the Remuneration Advisory Committee subordinate to the Board of Directors with the goal of enhancing the independence and objectivity of the Board and enhancing accountability related to the nomination of directors, Audit & Supervisory Board members and executive officers (including succession planning) as well as remuneration and other matters. The Board of Directors shall respect the recommendations of both advisory committees and pass necessary resolutions.
- MOL Group shall establish a Corporate Governance Council under the Board of Directors as a forum for the open and vigorous discussion of issues related to the enhancement and strengthening of the corporate governance system in general, incorporating knowledge that is not confined to MOL Group, and shall report to and advise the Board of Directors.

(3) President (CEO) succession plan

- For the timely and appropriate selection of a President (CEO), the Board of Directors shall formulate and effectively implement the succession plan for the President (CEO), which includes the requirements the President is expected to fulfill, the selection process, and the plan for developing potential successors.

(4) Director succession plan

- MOL Group shall disclose the specific experience, expertise, and skills the members of the Board

of Directors are expected to have to contribute to the enhancement of the MOL Group's corporate value and the Board of Directors and the Nomination Advisory Committee shall fairly and effectively discuss succession considering gender and other factors related to diversity and select individuals who can be expected to constructively contribute to the Board of Directors.

Paragraph 2. Improving the environment for enhancing effectiveness

(1) Evaluation of the effectiveness of the Board of Directors

- The Board of Directors annually assesses the effectiveness of the Board of Directors and its subordinate committees including the Nomination Advisory Committee, the Remuneration Advisory Committee and the Corporate Governance Council (e.g., the agenda of deliberations, the contributions of each committee member, and committee operation), and analyzes and evaluates the effectiveness of the Board of Directors as a whole. The Board of Directors also determines management policies and priority themes that will be addressed by the Board of Directors and works toward improvement. The results of the identification of issues and improvement measures based on the evaluation of the effectiveness of the Board of Directors shall be properly disclosed.

(2) Support system for directors and Audit & Supervisory Board members

- MOL Group works to improve the internal environment, including information systems, by establishing administrative contact points such as the Board of Directors Office, the Audit & Supervisory Board members' Office, the Corporate Audit Division and the secretary in charge, and promptly responds to requests for information.
- MOL Group strives to develop systems necessary for enabling the Audit & Supervisory Board members, including the independent outside Audit & Supervisory Board members, to exercise their investigative powers in accordance with laws and regulations.
- In the meetings of its Board of Directors and other committees, MOL Group allows participants to leverage outside experts such as consultants and lawyers at MOL Group's expense.
- MOL Group has developed and continues to improve a system that enables transparent and objective collaboration between the independent outside directors and management, including the internal directors and the Audit & Supervisory Board members, through roundtable meetings of the members of the Board of Directors and meetings with Audit & Supervisory Board members.

Paragraph 3. Roles and responsibilities of the Audit & Supervisory Board

- The Audit & Supervisory Board, and individually the Audit & Supervisory Board members, recognize their fiduciary responsibilities, ensure the soundness of MOL Group to achieve the sustainable increase in corporate value, and act from an independent and objective perspective in the interest of MOL Group, its shareholders, investors, employees, customers and all other

stakeholders. In addition, in accordance with the Audit Plan and the Audit Standards for Audit & Supervisory Board members, The Audit & Supervisory Board, and individually the Audit & Supervisory Board members shall actively, proactively and appropriately exercise its authority and express its opinions to the Board of Directors and management.

- The Audit & Supervisory Board regularly exchanges opinions and information with the independent outside directors to utilize their knowledge in its auditing activities and to cooperate with the independent outside directors in their information gathering activities.

Paragraph 4. Roles and responsibilities of the Nomination and Remuneration Advisory Committee and the Corporate Governance Council

(1) Nomination Advisory Committee

- In principle, the committee shall be chaired by an independent outside director and its members shall include all of independent outside directors, the chairperson of the board and the president (CEO) with a majority of its members being independent outside directors. Independent outside Audit & Supervisory Board members also attend the Nomination Advisory Committee focusing on understanding the deliberative process, and express their opinions.

MOL Group, through the Nomination Advisory Committee, shall ensure that the procedures for the appointment and removal of directors, Audit & Supervisory Board members and executive officers and the criteria necessary for these decisions are objective and transparent and it shall disclose the status and details of these efforts.

(2) Remuneration Advisory Committee

- In principle, the committee shall be chaired by an independent outside director and its members shall include all of independent outside directors, the chairperson of the board and the president (CEO) with a majority of its members being independent outside directors. Independent outside directors who are Audit & Supervisory Board members also attend the Remuneration Advisory Committee focusing on understanding the deliberation process, and express their opinions.

Through the Remuneration Advisory Committee, MOL Group will review the remuneration plan for directors and executive officers, ensure that its procedures are objective and transparent regarding remuneration levels to secure human resources that are able to contribute to the increase in corporate value, and disclose the status and details of these efforts.

(3) Corporate Governance Council

- The Corporate Governance Council shall be chaired by an independent outside director and composed of independent outside directors, Audit & Supervisory Board members, and appropriately selected internal directors.

Based on issues that are identified and the consensus and direction reached through the deliberation at the Corporate Governance Council, measures to addresses these issues shall be

implemented by the appropriate bodies, including by the Nomination and Remuneration Advisory Committee.

Paragraph 5. Duties of the directors and Audit & Supervisory Board members

(1) Roles and responsibilities of the directors and Audit & Supervisory Board members

- Directors and Audit & Supervisory Board members act in the interest of all stakeholders, including MOL Group, shareholders and investors, employees and customers. In addition, they shall play a role in the revitalization of the Board of Directors by expressing valuable opinions on the appropriateness of management decisions and overall management, including the status of the execution of business, based on their experience and knowledge.

(2) Improvement of the skills of directors and Audit & Supervisory Board members

- MOL Group shall support director and Audit & Supervisory Board member candidates by providing them with opportunities to improve their skills related to MOL Group's business and organization, finance and accounting, corporate governance and relevant laws and internal controls.
- To support the appointment of independent outside directors and Audit & Supervisory Board members, MOL Group shall provide opportunities to explain important matters such as management plans, business issues and financial condition, and to visit business locations.
- MOL Group shall provide directors and Audit & Supervisory Board members with the opportunities necessary to support the development of their skills during their tenure in accordance with the experience, knowledge and abilities of the individual directors and Audit & Supervisory Board members. In developing skills in new areas, MOL Group shall uniformly provide opportunities for individual directors and Audit & Supervisory Board members to attend lectures, etc. presented by outside experts.
- MOL Group shall endeavor to create an environment and system that encourages participation in internal meetings and committees to support the independent outside directors and Audit & Supervisory Board members during their tenure.

(3) Related Party Transactions

- MOL Group ensures that matters that may be considered personal trading or conflict-of-interest transactions involving the directors and executive officers are subject to approval by a resolution of the Board of Directors. Related-party transactions shall also be disclosed appropriately in accordance with laws and regulations such as the Companies Act and the Financial Instruments and Exchange Act, as well as the rules and regulations of the Tokyo Stock Exchange.

Article 3. Transparent dialogue with all stakeholders

Paragraph 1. Relationships with shareholders and investors

(1) Roles and responsibilities of MOL Group

- MOL Group shall provide appropriate returns to shareholders and investors by increasing corporate value through sustainable growth. MOL Group shall disclose financial and non-financial corporate information in a fair and impartial manner through a diverse range of communication methods to contribute to enable shareholders and investors to appropriately evaluate MOL Group.

(2) Exercise of voting rights at the General Meeting of Shareholders

- MOL Group positions the General Meeting of Shareholders as its highest decision-making body and regards shareholders' exercise of their voting rights as one of the most important matters. MOL Group endeavors to create an environment in which shareholders' voting rights are substantially and equally guaranteed by ensuring a period for the exercise of voting rights, the prompt delivery of notices regarding the convocation of General Meetings of Shareholders, the development of electronic voting platforms, and appropriate measures for substantial shareholders and domestic and foreign investors.

For proposing the delegation of certain matters requiring a resolution at the General Meeting of Shareholders to the Board of Directors, MOL Group shall ensure that the following conditions are met: an internal environment to respond to the matters is in place in accordance with the Policy, and the agility and expertise of management decision-making regarding the matters are ensured.

(3) Constructive dialogue with shareholders

- MOL Group engages in a broad and constructive dialogue with shareholders through direct meetings involving the president (CEO), directors (including independent outside directors), Audit & Supervisory Board members (including independent outside Audit & Supervisory Board members) and executive officers in accordance with the MOL Group Mission, the MOL Group Vision and the MOL Group Values.
- MOL Group shall develop a system in which opinions and concerns identified through dialogue and interviews with shareholders and investors are reported to the Board of Directors as appropriate.
- MOL Group shall specifically understand the intentions of shareholders at the General Meetings of Shareholders, and if a significant number of votes are cast against a resolution, MOL Group shall analyze the causes for this and disclose the results of its consideration to the extent possible.

(4) Protecting the interests of shareholders and anti-takeover measures

- When MOL Group implements capital policies that affect shareholders' interests, such as changes in control or a large-scale dilution of shares, it shall seriously consider the necessity and rationality of the policy and ensures that procedures are fair and that MOL Group is accountable to its shareholders to avoid their interest being unduly harmed.
- MOL Group shall not introduce anti-takeover measures that unreasonably interfere with the interests and rights of shareholders and investors. If MOL Group receives a tender offer for shares of MOL Group, MOL Group shall carefully consider the nature of the offer from the perspective of the interests and rights of shareholders and investors, and MOL Group shall endeavor to carefully explain to shareholders and investors its views, including its measures for the sustainable increase of MOL Group's corporate value.

Paragraph 2. Relationships with employees and seafarers

(1) Roles and responsibilities of MOL Group

- MOL Group strives to develop workplace environments that consider human rights and industrial health and safety, and to cultivate a corporate culture that every enables every employee and seafarer to fully demonstrate their capabilities and play an active role in MOL Group. MOL Group works to encourage the growth of the employees, seafarers and MOL Group by providing diverse educational opportunities and challenges, and by exchanging opinions with all employees and seafarers regarding the direction of management.

(2) Roles and responsibilities of corporate pension funds as asset owners

- In order to enable corporate pension funds to fulfill their duties as asset owners, MOL Group shall endeavor to ensure appropriate pension management by approving the development of guidelines for the management and investment of pension assets at the Executive Committee and regularly monitoring the status of pension asset management.
- MOL Group assigns personnel with expertise in corporate pension management practices, including the Chief Financial Officer (CFO), and strengthens the checks and balances implemented by internal and external parties, including beneficiary representatives, through the prescribed approval process.

Paragraph 3. Relationships with customers and business partners

(1) Roles and responsibilities of MOL Group

- MOL Group complies with laws and international rules, relentlessly working to improve its technological capabilities, and it provides high-quality, environmentally and safety conscious services. MOL Group provides the information customers require in a timely and appropriate manner, and strives to improve its services and establish sustainable value chains for our customers based on the requests we received from them.

- In its procurement activities, MOL Group considers factors related to fair trade, legal compliance, the environment, human rights, safety and other important factors in the establishment of sustainable value chains. In asking its business partners for their proactive cooperation in the MOL Group's initiatives, MOL Group strives to enhance the methods it uses to communicate with its business partners to deepen these partnerships.

(2) Policy on cross-shareholdings

- MOL Group may hold shares for the purpose of maintaining and strengthening relationships with important business partners or to contribute to the increase in MOL Group's corporate value and sustainable growth over the medium and long terms. However, when it identifies stock where the policy of continuing to hold the stock is not considered reasonable, MOL Group will reduce or terminate its holding of that stock. To determine the appropriateness of holding each stock, the Board of Directors annually evaluates and verifies the appropriateness of the purposes MOL Group has for holding each stock and the profitability of continuing to hold each stock based on the cost of capital.
- Regarding the exercise of the voting rights pertaining to its cross-shareholdings, MOL Group shall draft a statement to express its approval or disapproval of each proposal it should vote on in light of MOL Group's policy on increasing corporate value and the value of its holdings. To the extent possible, MOL Group's process, criteria and voting record shall be disclosed.
- MOL Group shall respect the intention of any of the companies which hold shares of MOL Group to sell the shares of MOL Group they hold, provided that this intention does not harm the interests of shareholders, investors, employees, customers and all other stakeholders.
- MOL Group shall not enter into transactions with the companies in which it holds MOL Group shares that lack economic rationality to the detriment of the interest of all stakeholders, including shareholders, investors, employees and customers.

Paragraph 4. Relations with Administrative Organs

(1) Roles and responsibilities of MOL Group

- MOL Group fulfills its legal compliance and tax obligations as good corporate citizen and contributes to smooth administrative operation and the development of the maritime industry. MOL Group increases an understanding of policies and measures through opportunities to exchange opinions with countries and local governments to ensure their opinions are appropriately reflected in its business activities, and MOL Group will continue to be proactively involved in the formulation of policies which contribute to reducing the environmental impact and sustainable growth.

Paragraph 5. Relationships with local communities

(1) Roles and responsibilities of MOL Group

- As a globally growing corporate group, MOL Group strives to promote and enable the sustainable growth of the local communities where the MOL Group operates. MOL Group provides opportunities for two-way communication with communities to promote the businesses and social contribution activities that fulfill the needs of the local communities.

Paragraph 6. Basic disclosure policy

(1) Full disclosure

- In accordance with MOL Group Corporate Mission, MOL Group discloses information to all stakeholders, including shareholders, investors, employees and customers, in accordance with the following policy:
 - ① Fulfill accountability by disclosing corporate information (financial and non-financial information) in a timely, accurate, fair and ongoing manner.
 - ② Strive to provide feedback from all stakeholders, including shareholders, investors, employees and customers, to management through transparent and active dialogue.
- MOL Group discloses information in a timely and appropriate manner in Japanese and English. This is not limited to financial information but also including the progress of management, financial and investment plans and also covers non-financial information related to sustainability issues, corporate risks and other non-financial information related to corporate governance.
- In compliance with the Companies Act, the Financial Instruments and Exchange Act and other applicable laws and regulations, as well as the rules established by the institutions and Tokyo Stock Exchange and its own internal standards, MOL Group actively discloses information in a fair and transparent manner, particularly with regard to the following matters:
 - ① Basic management policy
 - ② Management plans (including initiatives related to sustainability issues)
 - ③ Matters related to corporate governance
 - ④ Board policies and procedures for the determination of director remuneration
 - ⑤ Board policies and procedures for the appointment and dismissal of directors and Audit & Supervisory Board members and the nomination of candidates for these positions
 - ⑥ Explanation of the appointment, dismissal or nomination of individual Directors and Audit & Supervisory Board members and individuals nominated for these positions by the Board of Directors