

28 March 2025

To Whom It May Concern

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Security Code: 9104
Listings: Tokyo Stock Exchange Prime Market
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Notice Concerning Revisions to Officers' Remuneration Plan

Mitsui O.S.K. Lines, Ltd. (MOL;President & CEO: Takeshi Hashimoto) hereby announces the approval at the Board of Directors meeting on March 28, 2025 of making the following revisions (the "Revisions") to the remuneration plan (the "Remuneration Plan") for MOL' Directors and Executive Officers, based on the report of the Remuneration Advisory Committee. As explained below, proposals concerning some of the Revisions will be submitted to the FY2024 Annual General Meeting of Shareholders (the "General Meeting of Shareholders") to be held in late June 2025. Conditional upon approval of the proposals at the General Meeting of Shareholders, application of the remuneration plan in accordance with the Revisions shall start from remuneration for FY2025.

1. Summary of the Revisions

(1) Increase in levels of remuneration

To match the levels of other companies reporting similar profits, MOL will increase levels of remuneration while keeping the overall framework of the current remuneration plan. For the CEO, the total annual remuneration is designed to exceed 200 million yen when MOL's consolidated income before income taxes reaches 200 billion yen. In addition, MOL will introduce a mechanism to enhance the incentive for the CEO for achieving commitments in the management plan in a single financial year through single fiscal-year performance-based remuneration, by increasing the rate of payment upon achieving the management plan.

(2) Expansion of ratio of stock remuneration

MOL will increase the proportion of stock remuneration for Executives (Note 1), aiming for a ratio of cash remuneration to stock remuneration to be 65:35, compared to the current 80:20.

(3) Introduction of clawback provisions

Clawback provisions will be introduced for single fiscal-year performance-based remuneration and long-term target contribution-based remuneration, both of which are performance-linked remuneration.

(Note 1) Executive Directors (i.e., Directors who concurrently serve as Executive Officers)
and Executive Officers (including Group Executive Officers who concurrently serve

as Directors of subsidiaries of MOL) are collectively referred to as “Executives.”

Please refer to section 3 below for an overview of this revision.

2. Aim and purpose of the Revisions

MOL has continued to monitor at all times whether the Remuneration Plan is functioning effectively, and has held discussions on an ongoing basis about further improvement. MOL has now decided to revise the Remuneration Plan with the aim and purpose of changing the method of evaluation so that the level of remuneration is commensurate with results achieved in light of the “BLUE ACTION 2035” management plan and expanding the ratio of performance-linked remuneration and stock remuneration. Through these revisions, MOL intends to achieve a remuneration level that will also motivate employees to seek executive positions and to further encourage its officers to demonstrate a healthy entrepreneurial spirit, further share value with shareholders, and execute their duties in keeping with the MOL Group’s values and code of conduct “MOL CHARTS”. MOL also intends to further optimize corporate governance through officers’ remuneration by adopting clawback provisions. MOL believes that achieving a globally competitive remuneration level and strengthening governance within the remuneration plan will contribute to the further enhancement of our company's long-term corporate value.

The Revisions have been made through an objective and transparent process, specifically MOL’s Remuneration Advisory Committee (the majority of its members is composed of Outside Directors and it is chaired by an Outside Director; Audit & Supervisory Board Members may also attend committee meetings to gain an understanding of the deliberation process and express opinions) was involved in considering the revision proposal and made a report to the Board of Directors and the Board of Directors passed a resolution based on this report.

3. Outline of the Revisions

(1) Increase in levels of remuneration and expansion of ratio of stock remuneration, etc.

<Executives>

① Increase in levels of remuneration

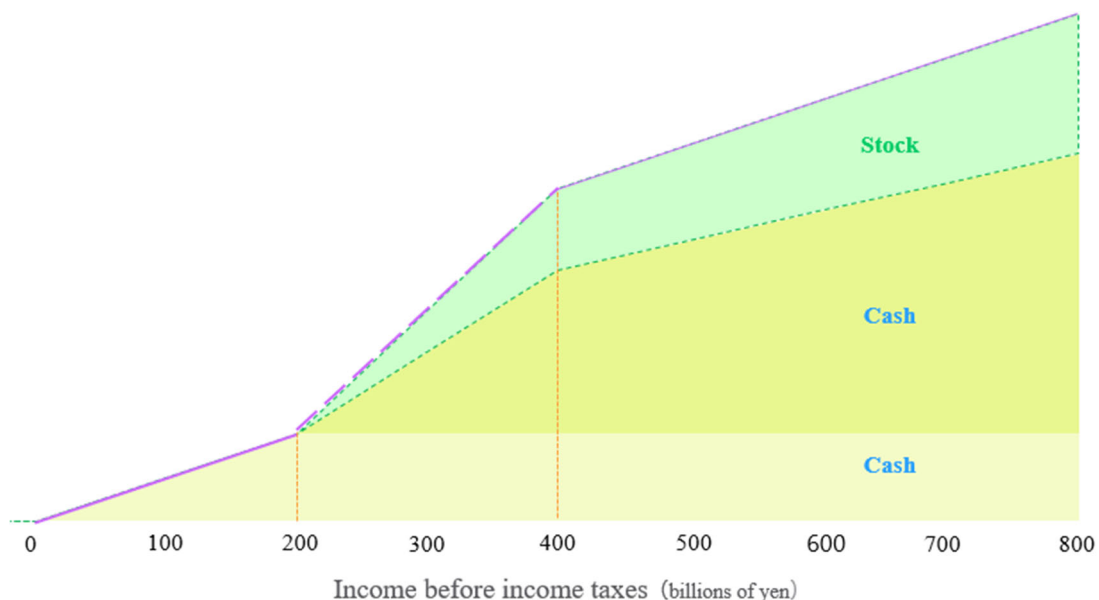
The Remuneration Plan for Executives currently consists of monthly remuneration (cash remuneration) as fixed remuneration, single fiscal year performance-based remuneration (cash remuneration), and long-term target contribution-based remuneration (stock remuneration) as variable remuneration.

While keeping the above remuneration plan framework intact, MOL will increase levels of remuneration for monthly remuneration, single fiscal year performance-based remuneration and long-term target contribution-based remuneration from the viewpoint of achieving a remuneration level comparable to those of other companies reporting similar levels of profit. More specifically, the remuneration is designed so that when MOL’s consolidated income before income taxes reaches 200 billion yen, the total annual remuneration of the CEO will exceed 200 million yen. MOL will also introduce a mechanism for increasing the rate of payment associated with single fiscal year performance-based remuneration for the CEO when certain

performance conditions set based on “BLUE ACTION 2035” are met, to increase the incentive to achieve management plan commitments in single-year financial results.

<Fig.> Schematic of single fiscal year performance-based remuneration (CEO)

* Partially paid in stock as explained later



However, the abovementioned increases in levels of remuneration shall be made within the scope of 2-(1)-② and ③ below to be deliberated by shareholders at the General Meeting of Shareholders, in addition to the respective maximum amounts of remuneration corresponding to remuneration for Directors of MOL approved by resolution at the Annual General Meeting of Shareholders held on June 28, 1990 (a maximum monthly amount of 46 million yen for Directors’ monthly remuneration), by resolution at the Annual General Meeting of Shareholders held on June 21, 2022 (a maximum amount of 1 billion yen per fiscal year for single fiscal year performance-based remuneration), and by resolution of the Annual General Meeting of Shareholders held on June 22, 2021 (a maximum number of shares for each evaluation period of 375,000 shares and a maximum amount for each evaluation period of 550 million yen for long-term target contribution-based remuneration).

② Granting a portion of single fiscal year performance-based remuneration in stock

Upon condition of approval of the relevant proposal at the General Meeting of Shareholders, MOL will introduce a stock-based remuneration plan (the “Single Fiscal Year Performance-based Remuneration Stock-granting Plan”) for granting shares subject to a three-year transfer restriction period, in principle, to Executives, and when the amount of remuneration calculated as single fiscal year performance-based remuneration exceeds a certain threshold specified by MOL’s Board of Directors, MOL shall grant this portion in stock instead of cash. The total number of common shares of MOL to be issued or disposed of for Directors of MOL (only Executive Directors are eligible) under the Single Fiscal Year Performance-based Remuneration Stock-granting Plan shall not exceed 625,000 shares per fiscal year, and the total amount of

such remuneration shall not exceed 500 million yen per fiscal year, which is separate from the existing monthly remuneration, single fiscal year performance-based remuneration and long-term target contribution-based remuneration.

The purpose of the Single Fiscal Year Performance-based Remuneration Stock-granting Plan is to maintain desirable ratios of cash remuneration and stock remuneration within total remuneration of Executives even when the business performance is strong and the amount of single fiscal year performance-based remuneration increases, thereby adequately providing an incentive to seek sustainable improvement in MOL's corporate value.

③ Establishment of new Position-based Stock Plan

Subject to approval of the relevant proposal at the General Meeting of Shareholders, MOL will introduce a restricted stock remuneration Plan (the "Position-based Stock Plan") for delivering to Executives shares subject to a transfer restriction period commencing on the delivery date of the restricted stocks and ending on the date on which the Executives resign or retire from Director of MOL and others position specified by MOL's Board of Directors. The total number of common shares of MOL to be issued or disposed of for Directors of MOL (only Executive Directors are eligible) under the Position-based Stock Plan shall not exceed 250,000 shares per fiscal year, and the total amount of such remuneration shall not exceed 200 million yen per fiscal year, which is separate from the existing monthly remuneration, single fiscal year performance-based remuneration and long-term target contribution-based remuneration. The number of shares to be allotted under the Position-based Stock Plan shall be determined taking into consideration the purpose of the Plan, the scope of the responsibilities and the position of each eligible person, and various other circumstances, and shall not fluctuate through linkage to business performance. The specific timing of payment and allotment to each of the Executives shall be determined at the Board of Directors meetings.

The purpose of the Position-based Stock Plan is to expand the ratio of stock remuneration, thereby providing an incentive to seek sustainable improvement in MOL's corporate value and further promoting the sharing of value with shareholders.

④ Remuneration composition ratios

As a result of the Revisions, the target remuneration composition of model remuneration assuming achievement of given performance targets shall be approximately as follows: (i) monthly remuneration (cash remuneration): 37%, (ii) position-based stock remuneration (stock remuneration): 7%, (iii) single fiscal year performance-based remuneration (cash remuneration): 28%, and (iv) long-term target contribution-based remuneration (stock remuneration): 28%, with a ratio of cash remuneration to stock remuneration being roughly 65:35. (However, these ratios are calculated based on given business results and are for illustrative purposes only. The above ratios will vary according to business results, etc.)

(Current plan) (Example) When consolidated income before income taxes reaches 100 billion yen

Fixed remuneration (%)	Variable remuneration (%)
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Monthly remuneration (Cash) 60%	Single fiscal year performance-based remuneration (Cash) 20%	Long-term target contribution-based remuneration(Stock) 20%
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(After revision) (Example) When consolidated income before income taxes reaches 200 billion yen

Fixed remuneration (%)		Variable remuneration (%)	
Monthly remuneration (Cash) 37%	<u>Position-based stock (Stock) 7%</u>	Single fiscal year performance-based remuneration (Cash) 28%	Long-term target contribution-based remuneration (Stock) 28%

* A portion of the single fiscal year performance-based remuneration will be granted in stock when consolidated income before income taxes exceeds a given threshold specified by MOL's Board of Directors (for example, 200 billion yen); the above example after revision shows the scenario in which consolidated income before income taxes reaches 200 billion yen and there is no delivery of stock under the Single Fiscal Year Performance-based Remuneration Stock-granting Plan.

* In the above figure, the new remuneration component is underlined.

⑤ Adding the performance indicator to the evaluation method for single fiscal year performance-based remuneration

Currently, MOL reflects the achievement level of MOL's consolidated income before income taxes, the achievement evaluation of the management plan of the Core KPIs of the management plan "BLUE ACTION 2035," and the divisional achievement evaluation as performance indicators in paying single fiscal year performance-based remuneration. In addition to these indicators, MOL will adjust the remuneration based on the achievement level of the dividend payout ratio against the announced level in the management plan.

<Non-Executive Directors> (Note 2)

(Note 2) Non-Executive Directors refers to Directors who do not concurrently serve as Executive Officers and whose main duty is supervision of business execution and includes Outside Directors.

The existing Remuneration Plan for Non-Executive Directors consists of monthly remuneration (cash remuneration) and stock remuneration (restricted stock) not linked to performance (both as fixed remuneration); however, in the same manner as Executive Officers, MOL shall increase the levels of remuneration for monthly remuneration and stock remuneration not linked to performance.

Regarding the maximum amount of remuneration for stock remuneration (RS) not linked to performance, in a resolution at the Annual General Meeting of Shareholders held on June 21, 2022, MOL obtained shareholder approval for a proposal setting the maximum number of shares at 210,000 shares per year (of

which, 46,000 shares per year for Outside Directors) and the maximum amount at 100 million yen per year (of which, 22.5 million yen per year for Outside Directors); however, subject to approval of the relevant proposal at the General Meeting of Shareholders, MOL will expand the remuneration limits, setting the maximum number of shares at 250,000 shares per year (of which, 56,000 shares per year for Outside Directors) and the maximum amount at 200 million yen per year (of which, 45.0 million yen per year for Outside Directors). The increase in monthly remuneration will be made within the scope of the maximum amount approved by the above resolution of the Annual General Meeting of Shareholders held on June 28, 1990 (maximum monthly amount of 46.0 million yen for monthly remuneration).

After the Revisions, the composition ratios of remuneration for Non-Executive Directors including Outside Directors (excluding the Chairman of the Board) will be approximately as follows, unchanged from the existing ratios: (i) monthly remuneration (cash remuneration): 90%, and (ii) stock remuneration (RS) not linked to performance: 10%, both as fixed remuneration.

(2) Introduction of clawback provisions

With respect to single fiscal year performance-based remuneration and long-term target contribution-based remuneration, both of which are performance-linked remuneration, MOL shall, in accordance with the provisions of internal regulations and by resolution of the Board of Directors following deliberation of the Remuneration Advisory Committee, be entitled to demand repayment of remuneration already paid in cases such as when financial results have been retrospectively revised due to a serious accounting error or fraud or when the person granted remuneration has committed a serious compliance violation. The purpose of this revision is to strengthen corporate governance by preventing fraud or excessive risk-taking by MOL's officers and to ensure a fair remuneration plan and encourage responsible conduct.

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.