

Disclosure for FYE 3/2023 (Evaluation of the Effectiveness of the Board of Directors)

Evaluation of the Effectiveness of the Board of Directors

The Board of Directors analyzes and evaluates its effectiveness each year based on self-evaluations by individual directors and other data and discloses summaries of the results. As shown in the attached materials, disclosure of the results for FYE March 2023 will also be accompanied by disclosure about the composition of the Board of Directors and the activities of directors.

The method used to evaluate the effectiveness of the Board of Directors in FYE March 2023 is outlined below, together with a summary of the results.

1. Evaluation Method (Self-Evaluation)

In FYE March 2023, we evaluated the effectiveness of the Board of Directors through a self-evaluation process.

- (1) In January 2023, a survey (“the FYE 3/2023 survey”) of all 14 directors and Audit & Supervisory Board members was carried out. Topics covered included the composition and operations of the Board of Directors as well as the content of deliberations.
- (2) On February 2, 2023, all external directors and external Audit & Supervisory Board members attended an external members meeting and shared their views on the effectiveness of the Board of Directors based on the reported results of the FYE 3/2023 survey.
- (3) The results of the FYE 3/2023 survey and the external members meeting were discussed at a Governance Committee meeting held on February 22, 2023.
- (4) Based on the discussions at the Governance Committee meeting, the Corporate Management Committee discussed the draft evaluation of the effectiveness of the Board of Directors and the draft disclosure of the evaluation at a meeting held on March 27.
- (5) Based on all the discussions listed above, at a meeting held on April 6, the Board of Directors confirmed the evaluation of the effectiveness of the Board of Directors in the fiscal year ended March 2023.

2. Items in the Survey

Questions in the FYE 3/2023 survey were divided into the following major categories. For each question, participants were asked to provide a score using a five-point scale. Space was also provided for free comments on each item. In addition, to allow progress toward the improvement of the effectiveness of the Board of Directors to be monitored, participants were asked to indicate the level of improvement compared with the previous fiscal year on a three-point scale.

- I. Composition of the Board of Directors
- II. Operations of the Board of Directors
- III. Deliberations by the Board of Directors
- IV. Roles and responsibilities of the Board of Directors
- V. Advisory committees
- VI. Performance of duties by individual directors and Audit & Supervisory Board members
- VII. Support for directors and Audit & Supervisory Board members
- VIII. General

3. Effectiveness Improvement Initiatives in FYE 3/2023

Based on the results of the evaluation of the effectiveness of the Board of Directors in FYE March 2022, the Board of Directors and Board of Directors Secretariat worked to address the following issue in FYE March 2023.

(1) Continuing consideration of high-level analysis of substantive effectiveness relating to the number of directors and the role and ratio of internal directors, based on the existing business executive structure and governance systems.

Given the opinions put forward in the effectiveness evaluation for FYE March 2022 that there was a need for ongoing consideration of the number of directors, the role and ratio of internal directors, based on the existing business executive structure and governance systems, the Governance Committee discussed Mitsui & Co.'s business executive structure and the institutional design at meetings on May 17 and October 5, 2022, conducting the hearing sessions regarding the external members' experiences.

Participants in the FYE 3/2023 survey commented that we are not only affirming the current state of our governance, but also discussing future reform options from a multifaceted perspective, the Board of Directors, including the support from the Secretariat, is very effective and has been devised for this purpose and that the Company is continuously reviewing its operations and ensuring its effectiveness.

(2) Continue with initiatives to improve the operation of the Board of Directors.

Given the opinions put forward in the effectiveness evaluation for FYE March 2022 that there was a need for continuing efforts to achieve further improvements for selecting agenda, managing the operation, and providing information to the external members by the Secretariat in order to allocate more time for the discussion of important matters, we took actions such as appropriate implementation and monitoring of the standards on matters to be resolved/reported at the Board of Directors, which were revised in March 2022, further use of written resolutions and written reports and careful consideration of the necessity of submitting proposals and reporting that may have a material impact on the Company's management even if they do not meet the monetary criteria with a view to improving the operation of the Board of Directors in FYE March 2023.

Participants in the FYE 3/2023 survey commented that the revised standards on matters to be resolved/reported at the Board of Directors has freed up time at Board meetings for discussion, the quality and quantity of information provided in advance to the external members is increasing, briefing sessions are also provided with sufficient time and discussions at meetings of the Board of Directors are improved and the distribution of materials, briefing sessions, and the Board of Directors have improved efficiency and effectiveness.

4. Outline of the Results of the Effectiveness Evaluation for FYE March 2023

The evaluation of the effectiveness of the Board of Directors in FYE March 2023 was confirmed on the basis of the FYE 3/2023 survey, discussions at an external members meeting, and deliberations by the Governance Committee, Corporate Management Committee, and Board of Directors.

- The management of the Board of Directors is conducted in a manner that respects the monitoring function, and I believe that management's awareness of sound governance is evident. The current operation is conducted appropriately based on the external directors' and the Audit & Supervisory Board members' opinions.
- In addition to individual projects, appropriate items were selected for discussion at the Board of Directors, such as topics on company-wide initiatives and management issues.
- I think that we are one of the top companies in Japan in terms of the diversity of the knowledge of directors, the openness of expressions of opinions, and the response of executions to proposals. Since becoming a director, the quality of governance has steadily improved.
- The Board of Directors is functioning in a healthy manner and being run efficiently.
- The effectiveness of Mitsui & Co.'s Board of Directors has been ensured, and has been highly evaluated, even when compared with other companies, not just in terms of the content of

discussions but also from the preparation perspective. The Board of Directors has been functioning extremely well within the current framework.

Based on the preceding summary, the Board of Directors determined that an appropriate level of effectiveness was achieved in FYE March 2023. However, we will take further actions on the following issues in order to achieve further improvements in effectiveness.

5. Initiatives toward the Further Improvement of Effectiveness

(1) Continuous review on the number and diversity of directors, the ratio of internal and external directors, and institutional design

The following views were expressed in the FYE 3/2023 survey, during discussions in the external members meeting, and at Governance Committee meetings.

- When our institutional design is a company with the Audit & Supervisory Board, it is a challenge to have a large number of agenda items due to the large number of members attending the Board of Directors, including the Audit & Supervisory Board members, and the need for certain resolutions for execution. However, I believe that the Company is continuously reviewing its operations and ensuring its effectiveness.
- Governance as a whole is good, but it may be hard to come up with a conclusion when we discuss the board composition, the number of directors, and so on. The number of directors should be discussed in combination with a review of the board's role.
- Since the best form of governance for us can vary depending on a variety of factors, we need to keep monitoring based on the trends of other companies and market evaluations.

In light of these views, with the aim of further enhancing the deliberation at the Board of Directors, the Governance Committee to discuss continuously the number and diversity of directors and the ratio of internal and external directors and institutional design.

(2) Consideration of efforts to improve both effectiveness and efficiency of deliberation at the Board of Directors

Effectiveness of deliberation at the Board of Directors has been improved by taking actions such as selecting agenda, managing the operation, and providing information to the external members. On the other hand, some participants commented that it is necessary to review whether the time required for the discussions is longer than that for the content of the discussions and meetings of the Board of Directors should be scheduled more flexibly. Based on these opinions, we will continue to make efforts to improve both effectiveness and efficiency of deliberations at meetings of the Board of Directors and to improve Board of Directors meeting scheduling and operations, including briefing sessions.

The Board of Directors will continue its efforts to achieve sustainable improvement in Mitsui & Co.'s corporate value by taking measures to further enhance its effectiveness, including taking into consideration the aspects outlined above, and by providing effective supervision of management.

Board and Other Meetings Held in FYE March 2023

Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar
BD	BD	BD	BD	BD	BD	BD	BD	BD	BD	BD	BD
	BD	BD	N	N	Ex	G	R	R	N	BD	R
	G	R	R		Ex	N		Ex	N	G	N
	R	Ex	R		FD	Ex			Ex	Ex	Ex
		Ex				Ex				Ex	Ex
										T	FD

BD	Board	G	Governance Committee	N	Nomination Committee	R	Remuneration Committee	FD	Free Discussion
Ex	External Members Meeting	T	Training Session						

Directors and Audit & Supervisory Board Members

	Name	Position at the Company	Term of Office Stipulated	Board	Governance Committee*1	Nomination Committee*1	Remuneration Committee*1	External Members Meeting	Female	Foreigner
Directors	Tatsuo Yasuanga	Representative Director, Chairman of the Board of Directors	1 year	○ 15/15	◎ 3/3	○ 5/6				
	Kenichi Hori	Representative Director, President and Chief Executive Officer		○ 15/15	○ 3/3	○ 6/6				
	Yoshio Kometani	Representative Director, Executive Vice President		○ 15/15						
	Motoaki Uno	Representative Director, Senior Executive Managing Officer		○ 15/15						
	Yoshiaki Takemasu	Representative Director, Senior Executive Managing Officer		○ 15/15			○ 7/7			
	Kazumasa Nakai	Representative Director, Executive Managing Officer		○ 11/11						
	Tetsuya Shigeta	Representative Director, Executive Managing Officer		○ 11/11			○ 7/7			
	Makoto Sato	Representative Director, Executive Managing Officer		○ 11/11	○ 3/3					
	Toru Matsui	Representative Director, Executive Managing Officer		○ 11/11						
	Izumi Kobayashi	Director (External)*2		○ 15/15		◎ 6/6	○ 7/7	○ 12/12	○	
	Jenifer Rogers	Director (External)*2		○ 15/15	○ 3/3			○ 10/12	○	○
	Samuel Walsh	Director (External)*2		○ 15/15	○ 3/3			○ 12/12		○
	Takeshi Uchiyamada	Director (External)*2		○ 15/15		○ 6/6		○ 12/12		
Audit & Supervisory Board Members	Makoto Suzuki	Full-time Audit & Supervisory Board Member	2 year	○ 15/15	○ 3/3		○ 7/7	○ 12/12	○	
	Kimiro Shiotani	Full-time Audit & Supervisory Board Member		○ 15/15						
	Hiroshi Ozu	Audit & Supervisory Board Member (External)*2		○ 15/15		○ 6/6		○ 9/12		
	Kimitaka Mori	Audit & Supervisory Board Member (External)*2		○ 15/15			◎ 7/7	○ 11/12		
	Yuko Tamai	Audit & Supervisory Board Member (External)*2		○ 11/11	○ 2/2			○ 7/10	○	

*1. ◎: Committee chair for the respective advisory committees

*2. Independent Director/Audit & Supervisory Board Member

Number of proposals/reports to the Board of Directors

Type	FYE 2021 March	FYE 2022 March	FYE 2023 March
Corporate strategy/sustainability/ governance-related	28	28	26
Financial closing and finance-related	16	18	19
Audit & Supervisory Board Members/Independent Auditor-related	5	5	4
Risk management/ internal controls/ compliance-related	8	11	9
Human resources-related	6	5	5
Individual proposals	26	29	16
Total	89	96	79

Sustainability, internal control or risk management-related reports to the Board FYE March 2023

Board of Directors Agenda	Date	Type of Risk	Reference: Risk management framework and rules
Internal Control System Review	2022/4/8	<ul style="list-style-type: none"> • Internal control overall 	<ul style="list-style-type: none"> • Authority delegation system, ringi system, oversight and support by corporate staff divisions • Prior setting of position limits, monitoring by specialist units • Internal Control/Portfolio Management Committee
Sustainability related	2022/4/8 2022/9/8 (Written Resolution) 2022/10/5 2023/3/17	<ul style="list-style-type: none"> • Overall activities related to sustainability • Approval of the Statement under the UK Modern Slavery Act 	<ul style="list-style-type: none"> • Sustainability Committee
Mitsui & Co. Group Compliance System	2022/10/5 2023/3/17	<ul style="list-style-type: none"> • Compliance risks 	<ul style="list-style-type: none"> • Compliance Committee • Establishment of and compliance with Business Conduct Guidelines for Employees and Officers of Mitsui & Co., Ltd. • Development of internal whistle-blowing system • Implementation of training and other awareness-raising activities.
Internal control evaluation report given under the Financial Instruments and Exchange Law	2022/6/22	<ul style="list-style-type: none"> • Internal controls relating to financial reporting 	<ul style="list-style-type: none"> • J-SOX Committee • Self-assessment of effectiveness of internal control systems by units under assessment, and testing by independent units
Internal Auditing Div. Activity Report	2022/9/7	<ul style="list-style-type: none"> • Result of internal auditing 	<ul style="list-style-type: none"> • Internal audit framework centered on Internal Auditing Div.
Mitsui & Co.'s risk exposure and controls	2023/1/13	<ul style="list-style-type: none"> • Credit risk (commercial claims, external loans/guarantees, term deposits) • Market risk (commodity/forex long and short positions, inventories) • Business risk (business assets, loans/guarantees to related parties, external investments) • Country risk 	<ul style="list-style-type: none"> • Examination of credit lines and ringi applications and monitoring • Ringi examination of commodity/forex long and short positions, on-site inspection of inventories, etc. • Examination through ringi processes, realization of returns from investment projects and their optimization • Collection and analysis of country risk information, position monitoring by country, designation of countries for suspension of transactions, designation of special countries, formulation of country-specific policies
Cyber Security	2023/1/13	<ul style="list-style-type: none"> • Cyber Security 	<ul style="list-style-type: none"> • Technical support, human support (including security awareness activities), support to affiliated companies

Advisory Committees Activities (FYE March 2023)

Advisory Committees	(1) Governance Committee	(2) Nomination Committee	(3) Remuneration Committee
Committee chair	Chairman of the Board of Directors	External Member	External Member
Composition (including committee chair)	Chairman of the Board of Directors President and Chief Executive Officer ¹ Internal Director Chief Strategy Officer (CSO) ³ External Directors ¹ External Audit & Supervisory Board Member	Chairman of the Board of Directors President and Chief Executive Officer ² External Directors ¹ External Audit & Supervisory Board Member CHRO (Chief Human Resources Officer) shall serve as Director-General	2 Internal Directors serving as the Chief Financial Officer (CFO), the CHRO ² External Directors ¹ External Audit & Supervisory Board Member
Expected Role	The Committee will work to enhance management transparency and fairness and achieve sustained improvement in Company's corporate governance by continually monitoring corporate governance and considering governance enhancement measures.	To enhance the transparency and objectivity of processes relating to the nomination of directors and executive officers (referred to collectively as "Officers", including the CEO, the same to apply below) through the involvement of External Members, and to ensure the fairness of Officer nominations.	To enhance the transparency and objectivity of decision-making processes relating to remuneration for Officers through the involvement of External Members, and to ensure the fairness of remuneration for Officers through ongoing monitoring.
Function	To consider basic policies and measures concerning the governance of the Company, to consider the composition, size, and agenda of the Board of Directors, with the aim of achieving further improvement incorporate governance, and to consider the role of the Board of Director's advisory committees, including recommendations on deliberations and discussions in meetings of the Nomination and Remuneration Committees.	To study the selection and dismissal standards and processes for nominating Officers, establish succession planning for President and Chief Executive Officer and other top executives, and evaluate Director nomination proposals and to deliberate on the dismissal of Officers.	To study the system and decision-making process relating to remuneration and bonuses for Officers, and to evaluate proposals of remuneration and bonuses for Directors and proposals for evaluation and bonuses for Managing Officers.
Term	The term of this Committee Members shall be from the date of the ordinary general meeting of shareholders on the year when such Committee Member is appointed as a Committee Member to the end of next year's general meeting of the shareholders.	The term of this Committee Members shall be from the date of the ordinary general meeting of shareholders on the year when such Committee Member is appointed as a Committee Member to the end of next year's general meeting of the shareholders.	The term of this Committee Members shall be from the date of the ordinary general meeting of shareholders on the year when such Committee Member is appointed as a Committee Member to the end of next year's general meeting of the shareholders.
Meetings in the FYE March 2023	3	6	7
Results in the FYE March 2023	The Governance Committee discussed (i) Institutional design based on our frameworks for business execution taking into account the external members' experiences and opinions in the fields of corporate governance and (ii) Evaluation of Effectiveness of the Board of Directors, etc.	The Nomination Committee discussed Consideration/Deliberation of selection of Director candidates based on Skill Matrix, and deliberation of plan of Directors.	The Remuneration Committee discussed re-evaluation of the remuneration system and level towards the contribution of medium-to long-term corporate value under global competitive environment, etc.

Free Discussion among all members of BOD and ASB

Regarding the free discussion which was first held in the fiscal year ended March 31, 2019, it had marked very positive in the evaluation of effectiveness in the fiscal year ended March 31, 2022, we organized the free discussion continuously during the fiscal year ended March 31, 2023.

	Date, etc.	Agenda
<div>FYE 2022 March</div> <div>The opinions for the evaluation of the effectiveness</div>	<div>■ September 7, 2022</div> <div>Free discussion attended by all members of the Board of Directors and the Audit & Supervisory Board</div>	<div>(1) "Climate Change Responses"</div> <div>(2) "Exchange of Opinions to Enhance Corporate Value, Taking Into Consideration Next Medium-Term Management Plan"</div>
	<div>■ March 17, 2023</div> <div>Free discussion attended by all members of the Board of Directors and the Audit & Supervisory Board</div>	<div>"Economic Security"</div>

Agenda of External Members Meeting in FYE Mar 2023

1	Explanation on Business Units (Mobility Business Unit I&II)	7	Business Environment Analysis Report 2023
2	Response to Shareholders' Questions to External Members at General Meeting of Shareholders	8	Report on the Results of Mitsui Engagement Survey 2022
3	Explanation on Business Units (IT & Communication Business Unit)	9	Discussion on Evaluation of Effectiveness of the Board of Directors
4	Market Reaction of the Financial Results for the FY Ended March 2022, etc.	10	Explanation on Business Units (Food Business Unit / Retail Business Unit)
5	Operational Status of the Revised Internal Regulations and Guidelines on Matters To Be Resolved or Reported at the Meeting of the Board of Directors	11	Exchange of Opinions and Information With Independent Auditor
6	Overview of "Bloom" as Mitsui's first-ever global people data platform	12	Report about Mitsui & Co. HR Capital Management

Major Activities of External Directors and External Audit & Supervisory Board Members

Major activities of External Directors during the year ended March 31, 2023 are as follows.

Izumi Kobayashi (Director since June 2014)	Ms. Kobayashi has participated in all 15 Board of Directors meetings held during the year ended March 31, 2023. She has applied her deep insight related to organizational management for generating innovation, and risk management, gained from her experience serving as a representative of private sector financial institutions and a multilateral development bank. At the Board of Directors meetings, she speaks out actively from diverse perspectives, making a significant contribution to deepening the discussion. In the year ended March 31, 2023, she served as chair of the Nomination Committee (attending all 6 such meetings), and exercised strong leadership in enhancing the transparency and effectiveness of the procedures for the appointment of executives, including the Chief Executive Officer and External Directors. In addition, as a member of the Remuneration Committee (attending all 7 such meetings), she contributed to the discussions related to the redesign of executive remuneration system.
Jenifer Rogers (Director since June 2015)	Ms. Rogers has participated in all 15 Board of Directors meetings held during the year ended March 31, 2023. At the Board of Directors meetings, she has made many useful comments concerning risk control from her global perspective and based on her deep insight related to risk management gained from her work experience at international financial institutions and experience in legal operations as a corporate attorney. As such, she makes a significant contribution to enhancing the supervision function of the Board of Directors. In the year ended March 31, 2023, she has served as a member of the Governance Committee (attending all 3 such meetings), and actively provided her opinions with the aim of creating a highly transparent governance system.
Samuel Walsh (Director since June 2017)	Mr. Walsh has participated in all 15 Board of Directors meetings held during the year ended March 31, 2023. He has offered proposals and suggestions from a broadminded standpoint based on his global expertise, outstanding managerial skills, and abundant business management experience cultivated through his long years working in upper management within the automotive industry and as chief executive officer of an international mining and resource company. He has made significant contributions to active discussions at the meetings of the Board of Directors, and to improving the effectiveness of the said meetings. In the year ended March 31, 2023, he has served as a member of the Governance Committee (attending all 3 such meetings), and actively contributed his opinions for the creation of a highly transparent governance system.
Takeshi Uchiyamada (Director since June 2019)	Mr. Uchiyamada has participated in all 15 Board of Directors meetings held during the year ended March 31, 2023. He has long been involved in research at Toyota Motor Corporation on environmental and safety technologies development that could realize a mobility society called for by today's society, as well as in the development of products demanded by consumers, and is exercising his excellent managerial skills as an executive officer of Toyota Motor Corporation. At the Board of Directors meetings, he makes numerous proposals and suggestions from diverse perspectives, based on his management experience in a global company and deep insight into society in general. He makes significant contributions to active discussions at the meetings of the Board of Directors, and to improving the effectiveness of the said meetings. In the year ended March 31, 2023, he served as a member of the Nomination Committee (attending all 6 such meetings) and contributed to the discussions with the aim of enhancing the transparency and effectiveness of the procedures for the appointment of executives, including the Chief Executive Officer and External Directors.
Masako Egawa (Director since June 2020)	Ms. Egawa has participated in all 15 Board of Directors meetings held during the year ended March 31, 2023. She has made significant contributions to reviving the discussions at the meetings of the Board of Directors and improving its effectiveness, based on her deep insight in finance and corporate management gained through her management experience as a director of The University of Tokyo and School Juridical Person Seikei Gakuen, her many years of experience working at global financial institutions, and through her research on management and corporate governance at Japanese companies. In the year ended March 31, 2023, she served as a member of the Governance Committee (attending all 3 such meetings) and actively expressed her opinions toward building a highly transparent governance system. She also served as a member of the Remuneration Committee (attending all 7 such meetings) and contributed to discussions related to the redesign of executive remuneration system.

Major activities of External Audit & Supervisory Board Members during the year ended March 31, 2023 are as follows.

Hiroshi Ozu (Audit & Supervisory Board Member since June 2015)	Mr. Ozu has participated in all 15 Board of Directors meetings and all 21 Audit & Supervisory Board meetings held during the year ended March 31, 2023. He offered advice and expressed opinions based on his knowledge and experience gained as a public prosecutor and an attorney at law. In the year ended March 31, 2023, as a member of the Nomination Committee (attending all 6 such meetings), he contributed to discussions with the aim of enhancing the transparency and effectiveness of the procedures for the appointment of executives, including the Chief Executive Officer and External Directors.
Kimitaka Mori (Audit & Supervisory Board Member since June 2017)	Mr. Mori has participated in all 15 Board of Directors meetings and all 21 Audit & Supervisory Board meetings held during the year ended March 31, 2023. He offered advice and expressed his opinions based on his knowledge and experience gained as a certified public accountant. In the year ended March 31, 2023, as the chair of the Remuneration Committee (attending all 7 such meetings), he demonstrated strong leadership in discussions related to the redesign of executive remuneration system.
Yuko Tamai (Audit & Supervisory Board Member since June 2022)	Ms. Tamai participated in all 11 Board of Directors meetings, and 12 of the 13 Audit & Supervisory Board meetings, held since she became an Audit & Supervisory Board Member in June 2022. She offered advice and expressed opinions based on her knowledge and experience gained as an attorney at law. In the year ended March 31, 2023, as a member of the Governance Committee (attending all 2 such meetings), she has actively provided opinions that contribute to developing transparent and objective governance.