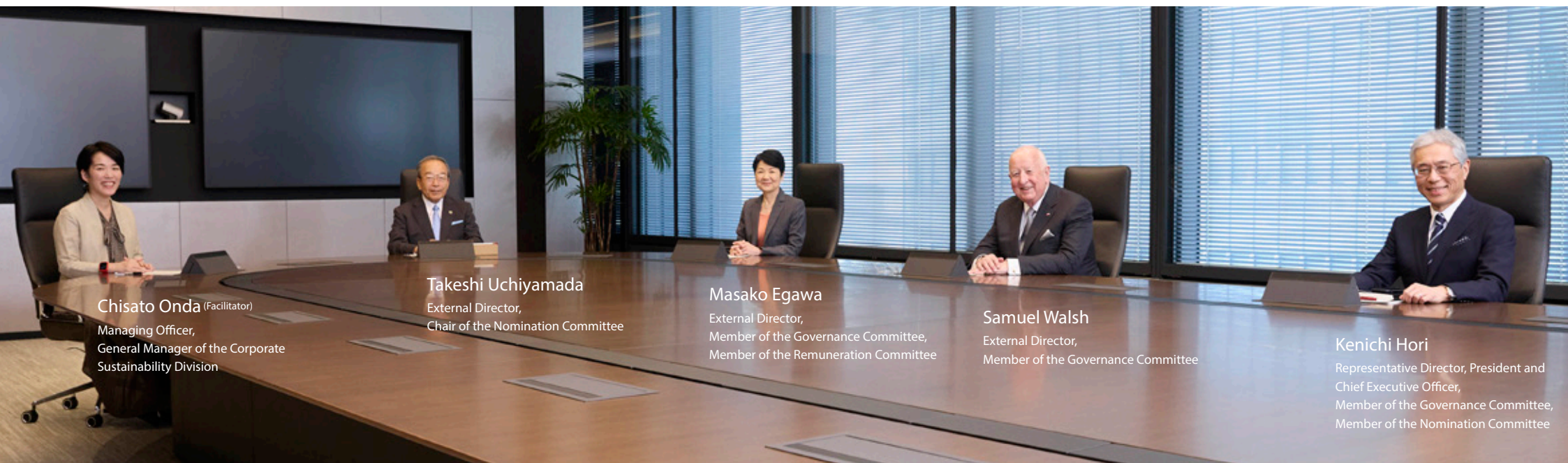


Gate 3 Management Foundation

- 54 Roundtable Discussion
- 59 Directors / Audit & Supervisory Board Members
- 61 Mitsui's Corporate Governance
- 70 Risk Management



Roundtable Discussion: Creating Value at Mitsui – A Roadmap for Creating Sustainable Futures



Chisato Onda (Facilitator)
Managing Officer,
General Manager of the Corporate
Sustainability Division

Takeshi Uchiyamada
External Director,
Chair of the Nomination Committee

Masako Egawa
External Director,
Member of the Governance Committee,
Member of the Remuneration Committee

Samuel Walsh
External Director,
Member of the Governance Committee

Kenichi Hori
Representative Director, President and
Chief Executive Officer,
Member of the Governance Committee,
Member of the Nomination Committee

“Creating Sustainable Futures” is the theme of Medium-term Management Plan 2026, which forms the core of Mitsui’s growth strategy. In this session, Mitsui’s President and CEO, Kenichi Hori, and three external directors discussed the strategies and initiatives behind it.

Achieving our Medium-term Management Plan 2026 Targets: Initiatives and Expectations

Business portfolio optimization and enhancement of base profit

Onda: Under Medium-term Management Plan 2023 (MTMP2023) which covered the three years ended March 2023, Mitsui achieved significant growth both in profit and Core Operating Cash Flow. What are your thoughts about our future business portfolio strategies and the sustained enhancement of base profit toward the realization of Medium-term Management Plan 2026 (MTMP2026)?

Hori: We need to launch new businesses in the areas of the three Key Strategic Initiatives, areas that we have knowledge in and are familiar with, and have these businesses contribute to earnings. We will also seek to flexibly capture any upside brought about by changes in the operating environment, and will enhance our functions and reinforce our downside resilience in order to secure competitiveness. Through these approaches, we will realize added value unique to Mitsui and further enhance our base profit.

Roundtable Discussion

Onda: As external directors responsible for overseeing management, how would you assess the progress of portfolio reconfiguration and the enhancement of base profit? What are your expectations for MTMP2026?

Egawa: Mitsui has traditionally been seen as a strong player in the resources and energy sectors, but recently it has accelerated the diversification of its portfolio, as evidenced by major investments in areas such as food services and functional materials.

Under MTMP2023, Mitsui actively reconfigured its portfolio through an extensive review process based on ROIC and strengthened its downside resilience through cost reductions and other measures. The company has also fully tapped into its trading function to ensure stable supply. We can see that these and other strategies have



effectively raised the level of its profitability, which is very reassuring.

Under MTMP2026, I hope that Mitsui will prioritize businesses along with the three Key Strategic Initiatives where the company is competitive and can expect growth. I also expect progress in the human resources strategy.

Uchiyamada: Continual review of the portfolio is vital for keeping the businesses sustainable. Mitsui's Portfolio Management Committee deliberates extensively on portfolio strategies and their future, while also involving the business frontlines. These discussions lead to the decisions on portfolio reconfiguration, the strengthening of existing businesses, as well as other measures. First of all, base profit forms the foundation for these initiatives, and it is precisely because of Mitsui's ability to generate strong base profit that it can respond quickly to

changes in the social environment and decisively reconfigure its portfolio, based on exhaustive internal discussions and measurement of the risk it can take.

Under MTMP2026, I expect to see continual reconfiguration of its business portfolio and further strengthening of its base profit to support this process. On the other hand, I encourage management to periodically review the key indicators used to reconfigure the business portfolio, in response to environmental changes.

Promotion of globally diverse individuals

Onda: One of the Corporate Strategies under MTMP2026 is the promotion of globally diverse individuals. What are your

expectations in terms of recruitment, development, and enhancement of human resources, and what issues do you see?

Walsh: Mitsui's people are our greatest asset and greatest strength. I am confident that Mitsui will be able to further reinforce its strength by drawing on diversity.

From a diversity perspective, I believe that the company needs to focus more on global recruitment. I was very pleased when two new non-Japanese members were appointed to the Board in June 2023. That will bring a global and international focus to our Board and how the company operates. We also needed to increase the number of women on the Board. We now have four female Non-Executive Directors of the Board. Clearly, there are a lot of very capable women within the company, and we have to develop them more actively and provide opportunities for their advancement to more senior roles within the company.

Diversity brings different views. It provides new ways of thinking and new business opportunities. As we work to cope with the issues of the 21st century, it is vital to secure the diversity of organizations.

Egawa: Being true to the "Mitsui is people" ethos, Mitsui has actively been working on recruiting, developing, and enhancing its human resources. My impression is that each of Mitsui's employees is unique, and they are all very motivated. However, I agree with Mr. Walsh in that there still is room for improvement in terms of diversity. It should be noted that Mitsui stepped up its mid-career hiring levels in 2012, relatively early in comparison with other major Japanese companies. I hope that the company will continue this approach.

I also hope that Mitsui will provide more opportunities for the employees hired overseas to thrive professionally, including promotion to executive positions. The Bloom [▶ Page 47](#) global human resources data platform was put into operation in 2022, and I believe this is an

Roundtable Discussion

important step toward integrated human resources data management.

On the subject of career advancement for women, I was truly pleased to hear of your promotion, Ms. Onda, to the position of Managing Officer. I strongly expect that Mitsui will achieve its target of women making up 10% of managers in the Head Office by 2025. I have been closely following the female manager development program

"Women Leadership Initiative" [▶ Page 47](#) , in which external directors including myself also participate. I have been extremely impressed by the ability and motivation of Mitsui's female employees and reaffirmed the strong commitment of the management team to career advancement for women.

Creating Sustainable Futures

Providing *real solutions* to Social Issues through Business

Onda: The theme for MTMP2026 is "Creating Sustainable Futures". What are Mitsui's goals in relation to this concept?



Hori: We are determined to pursue both profitability and contribution to the creation of a sustainable society through the functions we provide and our role in society. In our efforts toward the realization of a decarbonized society for example, we are introducing new technologies and providing cross-industry *real solutions* playing a vital role in the global energy transition. In the wellness sector, we are leveraging the power of big data and creating services based on scientific evidence, providing added value in the preventive medicine and nutrition domains. In developing our business, we will take a holistic view of the entire value chain that includes the food and agriculture sectors, with a particular focus on harmonization with the Earth's finite natural capital. Further, drawing on our global and cross-industry networks, we work to create businesses with a meaningful role across supply chains and industries. We also want to contribute to the stable supply of scarce materials, which is a pressing issue for our planet. These are all sizeable issues for our society, but I am confident that Mitsui is committed to finding resolutions to these issues.



Onda: How do you view Mitsui's current role in "Creating Sustainable Futures", and what are your expectations toward its future role?

Uchiyamada: There are some social issues that are extremely difficult to solve and will require quite some time. There are also issues that have solutions to them, but those solutions aren't profitable in the near term. However, Mitsui has undertaken many projects that have led to the easing or solving of such social issues, and it has developed and transformed them into actual business models. I believe that, with these capabilities to make proposals and problem-solving expertise, Mitsui can continuously make a contribution to the solution for a variety of social issues through business.

Roundtable Discussion

Egawa: In the past three years since I joined the board, the company's sustainability initiatives have accelerated. I really felt the strong commitment to solving social issues since "Creating Sustainable Futures" was chosen as the theme for MTMP2026. During my visit to a company-owned forest in Hokkaido, I was impressed by Mitsui's efforts to promote business initiatives to utilize forest resources while conserving the natural environment through biodiversity protection activities and preserving the traditional culture. I have been very encouraged to see that Mitsui does not simply own forests for their environmental value but is also working to link them to the development of actual businesses. Examples include the generation of J-Credits with

its company-owned forests, and the establishment of a forest carbon credit fund business through the Australian company New Forests. I hope that Mitsui will help to raise the level of sustainability activities in Japan by further advancing our unique approach of providing *real solutions* to various social issues through our business.

Pursuing both Sustainability and Profitability

Onda: One of the goals for MTMP2026 is the "fusion of business and sustainability". What issues do you see, and what are your expectations in relation to this goal. Specifically, how do you think Mitsui can pursue both sustainability and profitability at the same time?

Walsh: While sustainability poses major challenges, they are also opportunities for Mitsui to contribute to the world through our business. For example, the company will contribute to the world's decarbonization by investing in hydrogen, ammonia, and rare minerals, and by engaging in business that contributes to reducing greenhouse gas emissions.

As a director, I am very encouraged by the progress that Mitsui is making with its sustainability initiatives. I believe that by working earnestly toward the achievement of its sustainability goals, we will deliver added value to our shareholders and communities, and Mitsui will naturally be able to attract talented people as well as investors.

Uchiyama: I think that the achievement of both sustainability and profitability requires a three-way approach that also encompasses business portfolio. That's because the best way to combine business with sustainability is through the pursuit of balance, in which business itself, sustainability, and the portfolio, affect one another in a positive cycle. At Mitsui, solving social issues lies at the heart of its values, which has naturally led to achieving both sustainability and profitability in the past. I hope that Mitsui will continue to promote business guided by these values and reinforce the sustainability of its existence as a company that contributes to people and society over the long term.

Hori: With the support of our external directors, our company will pursue both sustainability initiatives and profitability. To that end, I believe it is important to focus on our existing businesses, but at the same time for us to work on developing and adding new functions for us to offer. While providing value through the configuration of our business portfolio, if we identify certain functions we are lacking, we will act swiftly to secure them. Through these approaches, the whole Mitsui is determined to work as one toward realizing its "Creating Sustainable Futures" theme.

Further Enhancing Corporate Value

Onda: What are your expectations toward further enhancement of Mitsui's corporate value?

Walsh: Innovation is vital, both for capturing growth opportunities and also for continually improving our business. It is difficult to predict what the business landscape is going to look like in the future, but we will need to be agile and flexible in adapting to operating environment



Roundtable Discussion

changes and turning them into opportunities. Advanced technology will help us in various ways, such as the reduction of greenhouse gas emissions, while digital transformation and artificial intelligence will transform our conventional ways of managing business. In the healthcare field, for example, I anticipate major changes and advancement in treatment and preventive medicine, while in agriculture there's potential for dramatic improvements in output and quality.

I expect Mitsui to reinvent its business through the use of advanced technology, and through innovation and research. I don't know what the business environment will be like in 10 years' time, but I'm confident that Mitsui will be using innovation to play a pivotal role in finding solutions to social issues and adding business value.



Egawa: Mitsui's competitiveness is built on the network, trust, brand, and human resources it has accumulated through its diverse business activities, and on its flexibility in reconfiguring its portfolio in response to changes in the business environment. Another advantage for Mitsui in the increasingly fierce competition across industry barriers is its ability to gather information from wide-ranging sources in various industries on a global basis. I hope that it will leverage these advantages to drive its continuing evolution in response to changes in the environment.

In addition, Mitsui has been proactive in returning profits to shareholders while expanding cash flow and enhancing corporate value. I hope that we will continue to focus on both corporate value enhancement and shareholder returns.

Uchiyama: To achieve further enhancement of its corporate value, Mitsui needs to become a company that is essential to society. Mitsui is engaged in a wide variety of activities that are directly linked to society, including energy, resources, food, healthcare, and forestry. I believe that it can further enhance its corporate value by continuing to work toward the solution of social issues through these business activities. In doing so, the company will need to accelerate its various initiatives, invest in the technological innovations required to achieve that, and also invest in human resources to support those endeavors.

Hori: Thank you very much for your time today. I am grateful for all your valuable inputs and encouraging comments. I sincerely believe the foundation for securing Mitsui's long-term sustainability and for becoming a company that is valued by society is our people. If each employee feeds off one another's ability to be independent thinkers with high aspirations, and teams can be formed that can step beyond their own division's area of responsibility and operate across industries, I believe Mitsui will be able to accomplish something big and make a real difference in the world. The "diversity" generated from people with different areas of expertise and a variety of backgrounds, and "inclusion" that can facilitate such diverse individuals to come together as a united team, are going to be very important.

The biggest role as CEO, I believe, is to fully make use of the management resources, take on social issues head-on, and make sure that we continue to have teams in place that are capable of achieving both sustainability and profitability at a high level. That is how we provide solutions to social issues and value to society. Through this, we will be able to work on even more significant projects with our partners, continue to provide return on capital to our shareholders, which will lead to stakeholders highly valuing Mitsui as a company. I believe this will lead to our long-term value creation.

Directors / Audit & Supervisory Board Members (As of June 21, 2023)

Directors Years as a Director / Number of Company Shares Held



Tatsuo Yasunaga | 8 years / 322,561 shares
Representative Director,
Chair of the Board of
Directors

1983 Joined Mitsui & Co., Ltd.

2021 Representative Director,
Chair of the Board of Directors (current position)



Kenichi Hori | 5 years / 117,325 shares
Representative Director,
President and Chief
Executive Officer

1984 Joined Mitsui & Co., Ltd.

2021 Representative Director,
President and Chief Executive Officer (current position)



Motoaki Uno | 2 years / 66,650 shares¹
Representative Director,
Executive Vice President

1984 Joined Mitsui & Co., Ltd.

2023 Representative Director,
Executive Vice President (current position)



Yoshiaki Takemasu | 2 years / 39,747 shares
Representative Director,
Executive Vice President
Chief Human Resources Officer,
Chief Compliance Officer

1985 Joined Mitsui & Co., Ltd.

2023 Representative Director, Executive Vice President,
Chief Human Resources Officer,
Chief Compliance Officer (current position)



Kazumasa Nakai | 1 year / 40,504 shares
Representative Director,
Senior Executive
Managing Officer

1987 Joined Mitsui & Co., Ltd.

2023 Representative Director,
Senior Executive Managing Officer (current position)



Tetsuya Shigeta | 1 year / 45,013 shares
Representative Director,
Senior Executive
Managing Officer
Chief Financial Officer

1987 Joined Mitsui & Co., Ltd.

2023 Representative Director,
Senior Executive Managing Officer,
Chief Financial Officer (current position)



Makoto Sato | 1 year / 34,216 shares
Representative Director,
Senior Executive
Managing Officer
Chief Strategy Officer

1990 Joined Mitsui & Co., Ltd.

2023 Representative Director,
Senior Executive Managing Officer,
Chief Strategy Officer (current position)



Toru Matsui | 1 year / 35,070 shares
Representative Director,
Senior Executive
Managing Officer
Chief Digital Information Officer

1990 Joined Mitsui & Co., Ltd.

2023 Representative Director,
Senior Executive Managing Officer,
Chief Digital Information Officer (current position)



Tetsuya Daikoku | New / 36,470 shares²
Representative Director,
Senior Executive
Managing Officer

1986 Joined Mitsui & Co., Ltd.

2023 Representative Director,
Senior Executive Managing Officer (current position)

External Directors Years as a Director / Number of Company Shares Held



Samuel Walsh | 6 years / 12,400 shares
External Director

1972 Joined General Motors-Holden's Limited

1987 Joined Nissan Motor Australia

1991 Joined Rio Tinto Limited

2008 Non-Executive Director, Seven West Media Limited

2013 Chief Executive Officer, Rio Tinto Limited

2017 External Director, Mitsui & Co., Ltd. (current position)

1. In addition, 15,665 shares were delivered on April 28, 2023 based on the tenure-linked restricted stock units. 2. In addition, 15,200 shares were delivered on April 28, 2023 based on the tenure-linked restricted stock units.

3. Number of shares held by Directors / Audit & Supervisory Board Members are as of March 31, 2023

Directors / Audit & Supervisory Board Members (As of June 21, 2023)



Takeshi Uchiyamada | 4 years / 15,685 shares
External Director

1969 Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation)
1998 Member of the Board of Directors, Toyota Motor Corporation
2001 Managing Director, Toyota Motor Corporation
2003 Senior Managing Director, Toyota Motor Corporation
2005 Executive Vice President, Toyota Motor Corporation
2012 Vice Chairman of the Board of Directors, Toyota Motor Corporation
2013 Chairman of the Board of Directors, Toyota Motor Corporation
2019 External Director, Mitsui & Co., Ltd. (current position)
2023 Executive Fellow, Toyota Motor Corporation (current position)



Masako Egawa | 3 years / 5,271 shares
External Director

1980 Joined Tokyo Branch, Citibank, N.A.
1986 Joined New York Headquarters, Salomon Brothers Inc.
1993 Joined Tokyo Branch, S.G. Warburg (currently UBS Securities Japan Co., Ltd.)
2001 Executive Director, Japan Research Center, Harvard Business School
2009 Executive Vice President, The University of Tokyo
2015 External Director, Tokio Marine Holdings, Inc.
2019 Vice-Chairman, Chair of Self-regulation Board, The Japan Securities Dealers Association (current position)
2020 Specially Appointed Professor, Graduate School of Business Administration, Hitotsubashi University
2020 External Director, Mitsui & Co., Ltd. (current position)
2022 Chancellor, School Juridical Person Seikei Gakuen (current position)



Fujiyo Ishiguro | New / 0 shares
External Director

1981 Joined BROTHER INDUSTRIES, LTD.
1988 Joined Swarovski Japan Ltd.
1994 President of Alphametrics, Inc.
1999 Director of Netyear Group, Inc.
1999 Director of Netyear Group Corporation
2000 President & CEO of Netyear Group Corporation
2014 External Director of Monex Group, Inc. (current position)
2021 External Director of WingArc1st Inc.
2021 Director, Chief Evangelist of Netyear Group Corporation (current position)
2021 Director of the Board (External) of SEGA SAMMY HOLDINGS INC. (current position)
2023 External Director, Mitsui & Co., Ltd. (current position)



Sarah L. Casanova | New / 0 shares
External Director

1991 Joined McDonald's Canada
1997 Senior Director, Marketing of McDonald's Russia/Ukraine
2012 Managing Director of McDonald's Malaysia and Regional Manager of McDonald's Singapore and Malaysia
2013 Representative Director, President and CEO of McDonald's Company (Japan), Ltd.
2014 Representative Director, President and CEO of McDonald's Holdings Company (Japan), Ltd.
2019 Representative Director, Chairperson of McDonald's Company (Japan), Ltd. (current position)
2021 Representative Director, Chairperson of McDonald's Holdings Company (Japan), Ltd. (current position)
2023 External Director, Mitsui & Co., Ltd. (current position)



Jessica Tan Soon Neo | New / 0 shares
External Director

1989 Joined IBM Singapore
2002 Director, Networking Services Asia Pacific, IBM Global Services
2003 General Manager, Enterprise and Partner Group, Microsoft Operations Asia Pacific and Greater China Regions
2006 Member of Parliament in Singapore for the East Coast Group Representation Constituency (current position)
2011 General Manager, Enterprise & Partner Group, Microsoft Asia Pacific
2013 Managing Director, Microsoft Singapore
2017 Non-Executive Independent Board Director, SATS Ltd. (current position)
2017 Non-Executive Independent Board Director, Capital and Commercial Trust Management Limited
2017 Director, Group Commercial, Raffles Medical Group
2020 Deputy Speaker of the Parliament of Singapore (current position)
2020 Non-Executive Independent Board Director, CapitaLand India Trust Management Pte. Ltd. (current position)
2023 External Director, Mitsui & Co., Ltd. (current position)

Full-time Audit & Supervisory Board Members | Years as an Audit & Supervisory Board Member / Number of Company Shares Held



Kimiro Shiotani | 4 years / 31,718 shares
Full-time Audit & Supervisory Board Member

1984 Joined Mitsui & Co., Ltd.
2019 Full-time Audit & Supervisory Board Member (current position)



Hirotsu Fujiwara | New / 77,887 shares
Full-time Audit & Supervisory Board Member

1984 Joined Mitsui & Co., Ltd.
2023 Full-time Audit & Supervisory Board Member (current position)

External Audit & Supervisory Board Members | Years as an Audit & Supervisory Board Member / Number of Company Shares Held



Kimitaka Mori | 6 years / 7,492 shares
External Audit & Supervisory Board Members

1980 Joined Shinwa Accountants (currently KPMG AZSA LLC)
2000 Representative Partner, KPMG AZSA LLC
2004 Director of Financial Services, KPMG AZSA LLC
2006 Board Member, KPMG AZSA LLC
2011 Chairman, KPMG FS Japan
2013 Established Mori Certified Public Accountant Office
2013 Chairman and President, The Japanese Institute of Certified Public Accountants
2016 Senior Advisor, The Japanese Institute of Certified Public Accountants (current position)
2017 External Audit & Supervisory Board Member, Mitsui & Co., Ltd. (current position)



Yuko Tamai | 1 year / 0 shares
External Audit & Supervisory Board Members

1994 Joined Nagashima & Ohno (currently Nagashima Ohno & Tsunematsu)
2000 Worked at Covington & Burling LLP, Washington, D.C.
2001 Returned to Nagashima Ohno & Tsunematsu
2003 Partner, Nagashima Ohno & Tsunematsu (current position)
2022 External Audit & Supervisory Board Member, Mitsui & Co., Ltd. (current position)



Makoto Hayashi | 1 year / 0 shares
External Audit & Supervisory Board Members

1983 Appointed to Public Prosecutor
1991 First Secretary to Japanese Embassy in France
2012 Director of General Affairs Division, Supreme Public Prosecutors Office
2013 Chief Prosecutor, Sendai District Public Prosecutors Office
2014 Director-General of Criminal Affairs Bureau, Ministry of Justice
2018 Prosecutor-General, the Nagoya High Public Prosecutors Office
2020 Prosecutor-General, the Tokyo High Public Prosecutors Office
2020 Attorney General
2022 Registered as Attorney at Law. Joined Mori Hamada & Matsumoto (current position)
2023 External Audit & Supervisory Board Member, Mitsui & Co., Ltd. (current position)

Please refer to pages 117-123 "List of Directors and Audit & Supervisory Board Members" of the Annual Securities Report for the fiscal year ended March 2023 for detailed information regarding the career of Directors and Audit & Supervisory Board Members.



https://www.mitsui.com/jp/en/ir/library/securities/_icsFiles/afidfile/2023/06/21/en_104yuh.pdf



Please refer to our Corporate Governance Report for the reasons of appointment of External Directors and External Audit & Supervisory Board Members.

<https://www.mitsui.com/jp/en/company/outline/governance/status/index.html>

Mitsui's Corporate Governance

Corporate Governance Framework

Improving Transparency and Accountability

The Company ensures sound supervision and monitoring of management by taking into account the viewpoints of External Directors and External Audit & Supervisory Board Members. The Company has also established an internal control system for disclosure to ensure that all executives and employees fulfill their accountability to stakeholders under the principle of fair disclosure.

Clarifying the Separation of Management Oversight and Execution Roles

The Company substantially delegates execution of business to Managing Officers while the Board of Directors retains a supervisory role over Managing Officers' business activities. The Chief Operating Officers of our 16 Headquarter Business Units, which carry out global business activities for each of our businesses, and our two Overseas Regional Business Units, which are the backbone of our regional strategies, serve concurrently as Managing Officers and engage in business operations for the consolidated group in a responsive and flexible manner.

The Company works to enhance the effectiveness of the audit function of Audit & Supervisory Board Members. Furthermore, it has determined that management aligned with actual conditions, centering on Internal Directors who are deeply familiar with Company operations, is essential given its business model as a general trading company. In addition to implementing appropriate corporate governance as a company with an audit and supervisory board, the Company has established various advisory committees, in which the majority of members are External Directors and External Audit & Supervisory Board Members. This structure improves transparency and accountability, and clarifies separation between management oversight and execution roles, thereby achieving highly effective corporate governance.

History of the Corporate Governance System

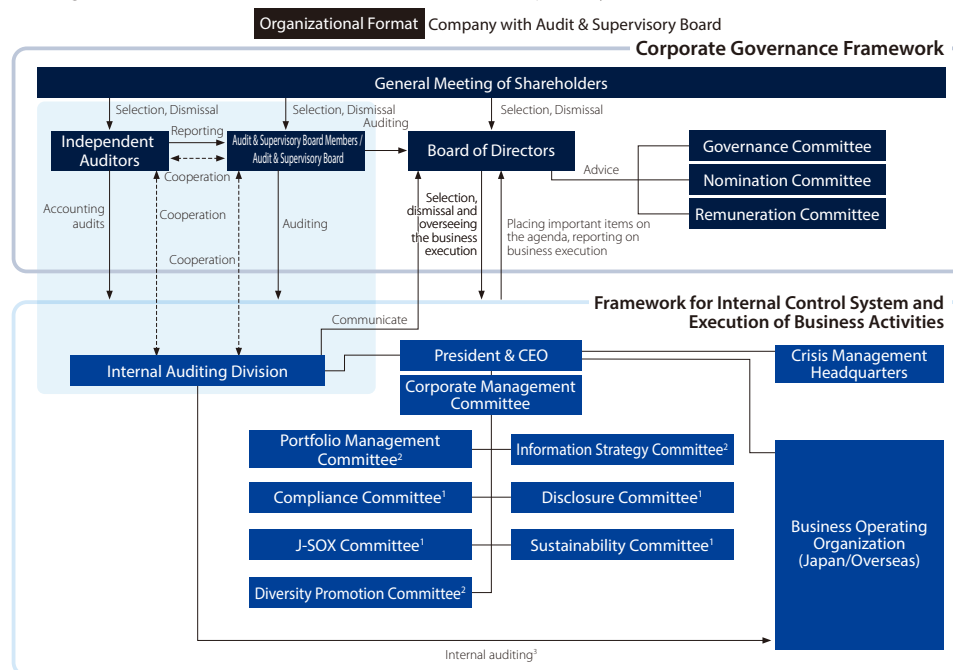
	Major Events	Number of Directors*	Number of Audit & Supervisory Board Members*
2002	Introduced the Managing Officer System to separate management and execution, and reduced Directors to a number that facilitates discussion	11 (0)	4 (2)
2003	Appointed the Company's first External Director	11 (1)	5 (3)
2004	Established the Governance Committee, Nomination Committee and Remuneration Committee as advisory committees to the Board of Directors	11 (2)	5 (3)
2006	<ul style="list-style-type: none"> Established Corporate Governance and Internal Control Principles Appointed the Company's first female External Director 	11 (3)	6 (4)
2015	<ul style="list-style-type: none"> Started External Members Meetings Started evaluation of the effectiveness of the Board of Directors Ratio of External Directors exceeded 1/3 Appointment of the Company's first non-Japanese External Director 	14 (5)	5 (3)
2018	Started free discussion by all Directors and Audit & Supervisory Board Members	↓	↓
2019	Started evaluation of the effectiveness of the Audit & Supervisory Board	↓	↓
2023	Present	15 (6)	5 (3)

* The number of External Members is shown in parentheses.

Framework for Internal Controls and Execution of Business Activities

Ultimate responsibility for the execution of business operations lies with the President and Chief Executive Officer. The President and Chief Executive Officer delegates authority to the Chief Operating Officers of Business Units and Regional Business Units, who, in turn, report to the President and Chief Executive Officer. The Corporate Management Committee is organized for deliberating on basic policies and important matters relating to overall management. The committee consists of the Chair of the Board of Directors, the President and Chief Executive Officer (the committee chair), the Directors in charge of Corporate Staff Units, and Representative Directors or Managing Officers nominated by the President and Chief Executive Officer. The Corporate Management Committee is held weekly, in principle. Matters referred to the Corporate Management Committee are determined by the President and Chief Executive Officer, taking into consideration discussions among the committee members.

Based on the basic design of internal controls provided by the Board of Directors, management assumes the role and responsibility of maintaining, operating, and assessing internal controls at Mitsui and its affiliated companies. The Internal Auditing Division, the division positioned directly under the President and Chief Executive Officer, assumes the role and responsibility of independently verifying the conformance of the design and the implementation of the internal control, based on the plan approved by the management. Internal audit activities are directly communicated on a regular basis to the Board of Directors and to the Audit & Supervisory Board Members.



1. Sub-committees to the Corporate Management Committee 2. Advisory committees to the Corporate Management Committee
 3. During regular audits, items to be audited are identified based on risk factors, and an independent and objective evaluation is carried out in accordance with international internal audit standards. Continuous efforts are made to maintain and improve the qualities of these internal auditing activities through measures such as quality evaluations by external specialists.

Mitsui's Corporate Governance

Skill Matrix for Board Members (Directors and Audit & Supervisory Board Members)

The main areas of expertise and knowledge that the Company expects of Directors and Audit & Supervisory Board Members are shown below.

Name	Position, etc.	Experience in the Company	Committee Member	Corporate Management	Innovation & DX	Finance and accounting Internal Control	Legal/Risk Management
Tatsuo Yasunaga	Representative Director, Chair of the Board of Directors	Machinery & Infrastructure Corporate Staff	Governance Nomination	●		●	
Kenichi Hori	Representative Director, President and CEO	Chemicals Corporate Staff Innovation & Corporate Development	Governance Nomination	●	●	●	
Motoaki Uno	Representative Director, Executive Vice President	Mineral & Metal Resources Iron & Steel Products		●			
Yoshiaki Takemasu	Representative Director, Executive Vice President, CHRO, CCO	Chemicals Corporate Staff	Remuneration	●		●	●
Kazumasa Nakai	Representative Director, Senior Executive Managing Officer	Machinery & Infrastructure Lifestyle		●	●		
Tetsuya Shigeta	Representative Director, Senior Executive Managing Officer, CFO	Corporate Staff	Remuneration	●		●	●
Makoto Sato	Representative Director, Senior Executive Managing Officer, CSO	Mineral & Metal Resources Corporate Staff	Governance	●	●		
Toru Matsui	Representative Director, Senior Executive Managing Officer, CDIO	Energy Corporate Staff		●	●		
Tetsuya Daikoku	Representative Director, Senior Executive Managing Officer	Machinery & Infrastructure		●	●		
Samuel Walsh	Director	Independent External	Governance	●	●	●	
Takeshi Uchiyamada	Director	Independent External	Nomination	●	●	●	
Masako Egawa	Director	Independent External	Governance Remuneration	●		●	
Fujiyo Ishiguro	Director	Independent External	Nomination	●	●	●	
Sarah L. Casanova	Director	Independent External	Governance	●	●	●	
Jessica Tan Soon Neo	Director	Independent External	Remuneration	●	●	●	
Kimiro Shiotani	Full-time Audit & Supervisory Board Member	Corporate Staff		●		●	●
Hirotsu Fujiwara	Full-time Audit & Supervisory Board Member	Energy		●		●	●
Kimitaka Mori	Audit & Supervisory Board Member	Independent External	Remuneration			●	●
Yuko Tamai	Audit & Supervisory Board Member	Independent External	Governance			●	●
Makoto Hayashi	Audit & Supervisory Board Member	Independent External	Nomination			●	●

The above chart does not present all of the expertise and knowledge possessed by the members of the Board of Directors. Furthermore, the areas of ESG and Global are not included in the matrix in that the Company expects corresponding expertise and knowledge of all board members. When white text is used for the committee name in the Committee Member column, it indicates that the relevant individual serves as the chair of that committee.

Experience, Knowledge, Capabilities and Other Qualities Expected of Directors

The Company's Directors and Audit & Supervisory Board members need to have the experience, expertise, and knowledge (skills) that are appropriate to their roles in decision-making and supervision in the management of the Company's global and wide-ranging industrial operations.

The main skills expected from this perspective and the reasons for their selection are as follows.

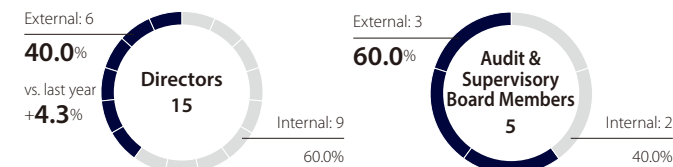
Expertise, knowledge, experience etc., that the Company expects of all directors and Audit & Supervisory Board members.	
Global	We leverage our global network of offices, the ability to gather information, and in-depth knowledge of each region to expand our business across a wide range of industries. The Company requires global perspective in order to formulate timely management strategies and oversee the Company's management in an increasingly volatile international business environment.
ESG	Under our Mission of "Build brighter futures, everywhere", we place priority on human resources development and contribute to the realization of a sustainable society through our business activities. In the current business environment, knowledge and experience in areas such as climate change, supply chain, human rights, occupational safety, human resources strategy, and governance are necessary to realize a decarbonized society.

Expertise, knowledge, experience etc., that the Company expects of each individual director in making management decisions and supervising the management.	
Corporate Management	We form a cross-industry business cluster that provides and realize <i>real solution</i> to complex social issues. To achieve this value creation and enhance corporate value, knowledge, experience, and track record in corporate management, including company-wide management perspectives, promotion of company-wide management strategies, and innovation are required.
Innovation & DX	Solving issues and creating new businesses in an increasingly complex world requires knowledge and experience in advanced technology and innovation. Expertise in DX is also important. We will leverage the expertise of the entire company to proactively address issues from a management perspective and to achieve efficiency from both offensive and defensive perspectives.
Finance and accounting internal control	Knowledge and experience in financial accounting and internal control are necessary as a foundation for appropriate decision making and accurate financial reporting, in terms of growth investment for sustainable increase in corporate value, building a strong financial base, formulating a policy for shareholder returns, and ensuring stable corporate operations.
Legal Risk Management	Solid knowledge and experience in legal and risk management are required in order to identify important risk by overlooking the various risks in the Company's businesses, to manage such risks, and the safeguarding of company assets.

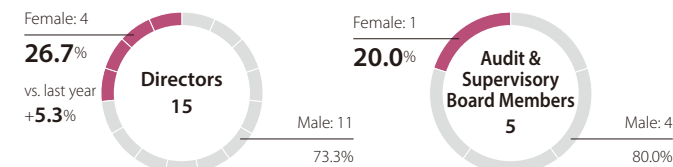
Mitsui's Corporate Governance

Name	Special Notes on Experience and Track Record [Overseas Posting and Other Experience]	Industrial field/ expertise
Tatsuo Yasunaga	Mr. Yasunaga has spent eight years first as President and subsequently as Chair of the Board of Directors of the Company. During this time, he showed his excellent managerial skills and made a contribution to the Company's growth. In addition to his track record and expertise in overseas plant and infrastructure businesses, he has experience in roles including secondment to the World Bank and in developing company-wide policies as General Manager of Corporate Planning & Strategy Division. [United States and Taiwan]	Machinery & Infrastructure
Kenichi Hori	Mr. Hori has exercised his excellent managerial skills and demonstrated solid leadership since he was appointed President in 2021. In addition to his track record and expertise in the Chemicals area and Corporate Development Business Unit (Corporate Development Division, General Manager of Commodity Trading & Risk Management Division, etc.), he has extensive experience in roles including General Manager of Corporate Planning & Strategy Division, and General Manager of Investor Relations Division. [United States]	Chemicals, Innovation & Corporate Development
Motoaki Uno	Mr. Uno exercised his excellent managerial skills as CEO of Mitsui & Co. (Asia Pacific) Pte. Ltd., COO of the Asia Pacific Business Unit and President & CEO of P.T. Mitsui Indonesia and made a contribution to business growth in the Asia Pacific region. He possesses a track record and expertise in the Iron & Steel Products area. [Singapore, Indonesia, United States, United Kingdom and Ireland]	Mineral & Metal Resources Iron & Steel Products
Yoshiaki Takemasu	Mr. Takemasu has a track record and expertise in the Chemicals area. In addition, he spent ten years in Europe fulfilling roles including secondment to an operating company. He possesses experience in developing and implementing global human resources management, diversity promotion and other company-wide policies as General Manager of Human Resources & General Affairs Division. [Singapore, Germany, Belgium and France]	Chemicals
Kazumasa Nakai	Mr. Nakai exercised his excellent managerial skills aiming to facilitate decarbonization as COO of Infrastructure Projects Business Unit. He has extensive experience and a track record in the Company's businesses, including the transformation of the power business portfolio as well as the promotion of consumer business projects as Operating Officer of Nutrition & Agriculture Business Unit. [United States and Mexico]	Machinery & Infrastructure, Lifestyle
Tetsuya Shigeta	Mr. Shigeta has expertise across the areas of finance, accounting and internal control accumulated through his many years of experience in the Global Controller Division. In addition, he possesses extensive business experience in Brazil and the United States. He exercised his managerial skills as General Manager of Global Controller Division and CFO of an operating company in Brazil. [Brazil and United States]	Finance and accounting
Makoto Sato	Mr. Sato has an excellent track record and superior expertise in the Mineral & Metal Resources area. He has exercised his skills in promoting company-wide business portfolio management as General Manager of Planning & Administrative Division (Metals) and General Manager of Investment Administrative Division. [Singapore, United States, Malaysia and Australia]	Mineral & Metal Resources
Toru Matsui	Mr. Matsui has extensive experience and a track record in the LNG and E&P businesses, with twelve years of experience in managing operating companies in the Energy area. He has led a company-wide energy transition strategy as COO of Energy Solutions Business Unit. Furthermore, he possesses experience in developing and executing strategies, including company-wide management strategy, innovation strategy, and DX strategy, as General Manager of Corporate Planning & Strategy Division. [United States and Australia]	Energy
Tetsuya Daikoku	Mr. Daikoku has an excellent track record and superior expertise in the Machinery and Mobility areas. He has developed managerial skills through his experience in roles including secondment to an operating company in Indonesia, General Manager of Planning & Administrative Division (Machinery & Infrastructure) and COO of Mobility Business Unit I. [Indonesia and Thailand]	Machinery & Infrastructure
Samuel Walsh	Mr. Walsh has extensive management experience and superior insight as former CEO of Rio Tinto (United Kingdom), an international natural resources company. He also has experience as a director of one of Australia's leading integrated media companies. [United Kingdom and Australia]	Natural resources, Automobile, Media
Takeshi Uchiyamada	Mr. Uchiyamada has an outstanding track record and expertise especially in research and development on environmental and safety technologies at Toyota Motor Corporation. He possesses a wealth of management experience and knowledge cultivated through serving as Chairman of the Board of Directors of Toyota Motor Corporation, a company pursuing global business development.	Automobile
Masako Egawa	Ms. Egawa has in-depth expertise gained through her research on management and corporate governance at Japanese companies. Moreover, she possesses extensive knowledge based on her many years of experience working at global financial institutions, and her experience of management as a director of the University of Tokyo, and the chancellor of School Juridical Person Seikei Gakuen. [United States]	Academia (Governance, etc.)
Fujiyo Ishiguro	Ms. Ishiguro has an outstanding track record and expertise in the IT/DX area, as well as deep insights into business management, gained through her many years of experience as an IT entrepreneur and as a top executive of her company. [United States]	IT/DX, Startups
Sarah L. Casanova	Ms. Casanova demonstrated outstanding management skills as CEO of McDonald's Company (Japan) and possesses global consumer business acumen gained through diverse experience in North America, the CIS, and Southeast Asia. [Canada, CIS, Malaysia and Singapore]	Consumer business, IT/DX
Jessica Tan Soon Neo	Ms. Tan has many years of business experience in Asia at IBM and Microsoft, with outstanding management skills and extensive knowledge in the IT/DX field. She serves as a Member of Parliament of Singapore as well as a director of companies and has keen insights into the Asian region. [Singapore]	IT/DX
Kimiro Shiotani	Mr. Shiotani has expertise in the finance, accounting and internal control area accumulated through his many years of experience in the accounting and tax fields. In addition, he possesses a track record of participating in the deliberations of the Company's important matters as a member of the Portfolio Management Committee and Council on Investment Proposals. [United States and United Kingdom]	Finance and accounting
Hirotsatsu Fujiwara	Mr. Fujiwara has many years of experience and a track record in the Energy area. Moreover, he possesses profound knowledge and a track record of advancing the effective instillation of integrity and compliance awareness and implementing diversity driven measures, including work style innovation, gained through his roles as CHRO and CCO. [Qatar, Singapore, United Kingdom and United Arab Emirates]	Energy
Kimitaka Mori	Mr. Mori has advanced expertise and profound insights into corporate accounting and accounting audit activities through his many years of experience as Chairman and President of The Japanese Institute of Certified Public Accountants, and also as a certified public accountant.	Finance and accounting
Yuko Tamai	Ms. Tamai has advanced expertise and profound insights into corporate transactions and corporate governance cultivated through her many years of experience in legal affairs as a lawyer. [United States and Germany]	Legal
Makoto Hayashi	Mr. Hayashi has advanced expertise and profound insights into legal affairs and governance cultivated through his many years of experience as a public prosecutor and Attorney General, as well as through his experience in legal administration at the Ministry of Justice. [France]	Legal

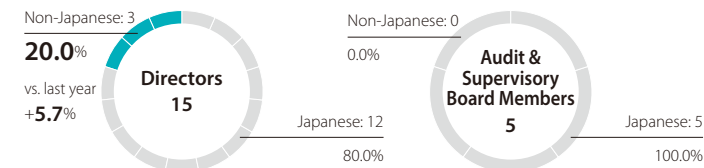
Ratio of External Directors/Audit & Supervisory Board Members



Ratio of Female Directors/Audit & Supervisory Board Members



Ratio of non-Japanese Directors/Audit & Supervisory Board Members



Mitsui's Corporate Governance

Board of Directors

The Board of Directors is the highest authority for the execution of business and supervision. In order to secure this function, the Company has maintained a number of Directors that is suitable for having substantial discussions. The tenure of Directors is one year, and Directors can be reappointed without obstruction.

The Board of Directors, in accordance with the internal regulations on matters to be resolved or reported at the Board of Directors, resolves matters considering fundamental policies related to management, matters of important business operation, matters mandated by the General Meeting of Shareholders, and matters stipulated in laws and regulations and the Articles of Incorporation. The Board of Directors also receives reports regarding matters stipulated in laws and regulations and the status of important business operations. Regular meetings of the Board of Directors are held once every month in principle and extraordinary meetings are held at any time, if deemed necessary. In the fiscal year ended March 2023, 15 meetings were held.

Sustainability, Internal Control, or Risk Management-related Reports to the Board (FY March 2023)

Agenda of the Board	Time of Meeting	Matters Reported	(Reference) Relevant Risk Management Structures/Systems
Internal Control System Review	Apr. 2022	• Internal control overall	<ul style="list-style-type: none"> • Authority delegation system, internal approval system, oversight and support by corporate staff divisions • Prior setting of position limits, monitoring by specialist units • Internal Control and Portfolio Management Committee
Sustainability-related	Apr. 2022 Sep. 2022 (in writing) Oct. 2022 Mar. 2023	<ul style="list-style-type: none"> • Overall activities related to sustainability • Approval of the Statement under the UK Modern Slavery Act 	• Sustainability Committee
Compliance System	Oct. 2022 Mar. 2023	• Compliance risks	<ul style="list-style-type: none"> • Compliance Committee • Establishment of and compliance with Business Conduct Guidelines for Employees and Officers of Mitsui • Development of internal whistleblowing system • Implementation of training, etc.
Internal control evaluation report submitted under the Financial Instruments and Exchange Act	Jun. 2022	• 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, testing by independent units
Internal Auditing Division Activity Report	Sep. 2022	• Results of internal auditing and the business plan for the next fiscal year	• Internal audit framework centered on Internal Auditing Division
Mitsui's risk exposure and controls	Jan. 2023	<ul style="list-style-type: none"> • Credit risk (commercial claims, external loans/guarantees, term deposits) • Market risk (long and short commodity/forex 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 internal approval applications and monitoring • Internal approval examination of long and short commodity/forex positions, onsite inspection of inventories, etc. • Examination through internal approval 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
Cybersecurity	Jan. 2023	• Cybersecurity	• Technical support, human support (including security awareness activities), support to affiliated companies

Number of Proposals and Reports to the Board

Type of Proposals and Reports	FY March 2021	FY March 2022	FY March 2023
Corporate strategy, sustainability, and governance related matters	28	28	26
Financial results and other related matters	16	18	19
Matters related to Audit & Supervisory Board Members and Independent Auditors	5	5	4
Matters related to risk management, internal controls, and compliance	8	11	9
Matters related to human resources	6	5	5
Individual projects/matters	26	29	16
Total	89	96	79

In March 2022, the threshold for the amount to be discussed by the Board of Directors was changed from over ¥40 billion to over ¥60 billion, which resulted in deliberations on important agenda items have been enhanced through the review of the criteria for Board of Directors, the selection of agenda items based on the criteria, the management of the agenda, and the provision of information to External Members.

Audit & Supervisory Board

The Audit & Supervisory Board Members supervise the Directors' execution of duties as an independent institution with the mandate from the shareholders. For this purpose, Audit & Supervisory Board Members carry out multi-faceted, effective audit activities such as attending important internal meetings, verifying reports, and investigating our business, and take necessary measures in a timely manner.

A meeting of the Audit & Supervisory Board is regularly held prior to a meeting of the Board of Directors and whenever necessary. In the fiscal year ended March 2023, 21 meetings were held. The main items considered and discussed by the Audit & Supervisory Board are as follows: audit policies, audit plans, and work assignments; assessment of the Independent Auditors; audit activities conducted by Full-time Audit & Supervisory Board Members; major issues and due process relating to matters to be resolved at the Board of Directors meetings; execution status of issues relating to the internal control system on a global group basis; communication with Independent Auditors regarding "Key Audit Matters" and consent to the proposal of the election of Audit & Supervisory Board Members.

Meetings of the Board of Directors, Audit & Supervisory Board, Advisory Committee Meetings, External Members Meetings, etc. (FY March 2023)

(Numbers indicate how many times each committee convened that month)

	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar
Board of Directors	1	2	2	1	1	1	1	1	1	1	2	1
Audit & Supervisory Board	3	4	2	1	1	2	1	1	1	1	2	2
Free Discussion		1	1	1	1	2	1	1	1	2	1	1
Governance Committee		1	2	2		1			1	1	2	1
Nomination Committee							2					2
Remuneration Committee												1
External Members Meetings												
Seminars												

■ Board of Directors
 ■ Audit & Supervisory Board
 ■ Free Discussion
 ■ Governance Committee
 ■ Nomination Committee
 ■ Remuneration Committee
 ■ External Members Meetings
 ■ Seminars

Mitsui's Corporate Governance

Advisory Committee Activities

We have established the Governance Committee, Nomination Committee and Remuneration Committee as advisory committees to the Board of Directors, and the majority of the members (including the chairperson) of each committee are External Directors and External Audit & Supervisory Board Members.

Advisory committees	1. Governance Committee	2. Nomination Committee	3. Remuneration Committee
Committee chair	Chair of the Board of Directors	External Member	External Member
Composition (including committee chair)	Chair of the Board of Directors President and Chief Executive Officer 1 Internal Director (CSO) 3 External Directors 1 External Audit & Supervisory Board Member	Chair of the Board of Directors President and Chief Executive Officer 2 External Directors 1 External Audit & Supervisory Board Member	2 Internal Directors (CFO and CHRO) 2 External Directors 1 External Audit & Supervisory Board Member
Expected role	To enhance management transparency and fairness and achieve sustained improvement in the 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 Managing Officers (including the CEO) through the involvement of External Members, and to ensure the fairness of Directors' and Managing Officers' nominations.	To enhance the transparency and objectivity of decision-making processes relating to remuneration for Directors and Managing Officers through the involvement of External Members, and to ensure the fairness of remuneration for Directors and Managing 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, and to consider the role of the Board of Directors' 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 Directors and Managing Officers, establish succession plans for the President and Chief Executive Officer (CEO) and other top executives, evaluate Director nomination proposals, and deliberate on the dismissal of Directors and Managing Officers.	To study the system and decision-making process relating to remuneration and bonuses for Directors and Managing Officers, and to evaluate proposals regarding remuneration and bonuses for Directors and proposals regarding evaluation and bonuses for Managing Officers.
Meetings held in the fiscal year ended March 2023	3	6	7
Results in the fiscal year ended March 2023	The Governance Committee shared the experiences and opinions of External Members in the field of corporate governance, discussed the organizational format in light of the Company's framework for business execution, and deliberated on the evaluation of the effectiveness of the Board of Directors and other matters.	The Nomination Committee considered and deliberated on selection of Director candidates based on the Skill Matrix, and deliberated on the Directors' plan.	The Remuneration Committee carried out discussions in relation to matters such as re-evaluation of the remuneration system and remuneration levels with a view to contributing to medium- to long-term corporate value amid the global competitive environment.

Free Discussion among Members of the Board of Directors and the Audit & Supervisory Board

Free discussions were first held in the fiscal year ended March 2019. Based on the positive evaluation of their effectiveness in the fiscal year ended March 2022, free discussions continued to be held in the fiscal year ended March 2023.

Time of Meeting	Agenda
September 2022	(1) Response to Climate Change (2) Opinion Exchange on Enhancing Value in the Next Medium-Term Management Plan
March 2023	Economic security

Agenda of External Members Meetings (FY March 2023)

1	Business Unit Introduction: Mobility Business Units I and II
2	General Meeting of Shareholders: Response to Shareholders' question to External Members
3	Business Unit Introduction: IT & Communication Business Unit
4	Feedback on points of interest by investors and analysts regarding financial results and others
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
6	Overview of "Bloom" as Mitsui's First-ever Global People Data Platform
7	Business Environment Outlook for 2023
8	Report on the Results of Mitsui Engagement Survey 2022
9	Discussion on Evaluation of Effectiveness of the Board of Directors
10	Business Unit Introduction: Food Business Unit and Retail Business Unit
11	Exchange of Opinions and Information with the Independent Auditors
12	Mitsui's Human Capital Management

HIGHLIGHT**Nomination Committee Process for Nominating Directors and Managing Officers**

The Nomination Committee of the Company has a policy for appointing Directors and Managing Officers, including the President. In addition to using candidate data, which includes a multifaceted evaluation, in the nomination process, initiatives include setting up opportunities for the External Directors and External Audit & Supervisory Board Members who are members of the Nomination Committee to directly identify the unique attributes of candidates, including their personalities, abilities and other characteristics. The Nomination Committee is also involved in selection of candidates for External Director from the early stage.

After the Nomination Committee confirms, both directly and indirectly, that a candidate satisfies the requirements based on the appointment policy through the above process, the proposal for the appointment of Directors and Managing Officers is submitted to the Board of Directors.

Please refer to "Status of Corporate Governance" on the Company's website for the criteria of independence for External Members, support system, coordination between supervision by the External Directors or auditing by External Audit & Supervisory Board Members, the auditing by the Internal Auditing Division, Audit & Supervisory Board Members and the Independent Auditors, and relationship with divisions involved in internal control.



Status of Corporate Governance

<https://www.mitsui.com/jp/en/company/outline/governance/status/index.html>

Mitsui's Corporate Governance

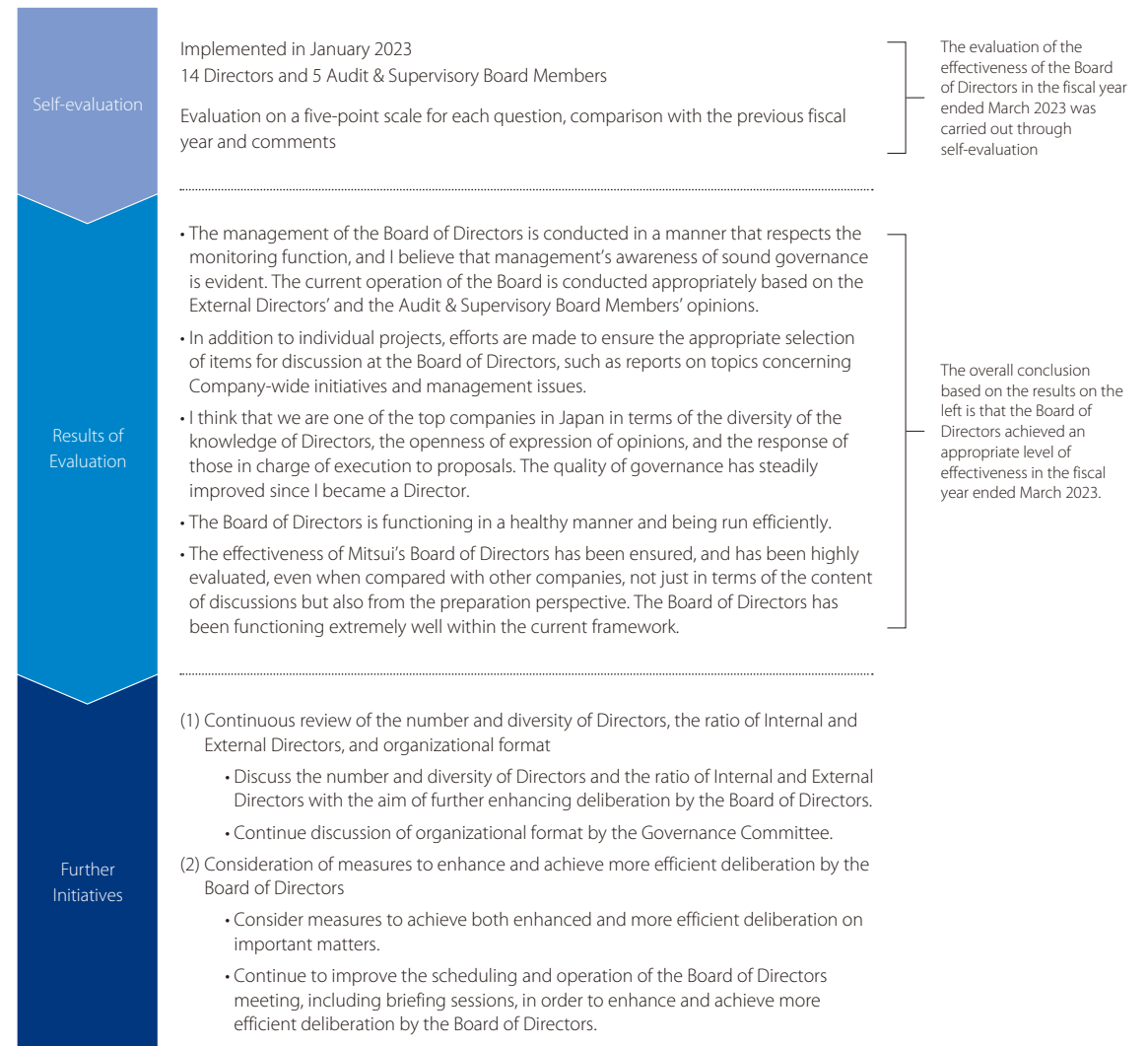
Effectiveness of the Board of Directors: Evaluation Summary

The effectiveness of the Board of Directors is evaluated every fiscal year to confirm efforts to address the challenges identified in the previous fiscal year's assessment, identify issues to be addressed for the next fiscal year, and emphasize the PDCA cycle for improving the effectiveness of the Board of Directors. Based on the results of the effectiveness evaluation for the fiscal year ended March 2022, the Board and the Board Secretariat addressed the following points during the fiscal year ended March 2023.

Recognition of issues based on the results of evaluation for the fiscal year ended March 2022	Continuing consideration of high-level analysis of substantive effectiveness relating to the number of Directors and the role and ratio, etc. of Internal Directors, based on the existing business execution structure and governance systems	Continuation of initiatives to improve the operation of the Board of Directors
Initiatives	After interviewing External Members based on their experience with regard to organizational formats and other aspects of governance, the Governance Committee discussed the Company's executive structure and organizational format at meetings held in May and October 2022.	Continued initiatives to improve the operation of the Board of Directors through appropriate application and monitoring of standards for resolution and reporting at Board of Directors meetings, further utilization of written resolutions and written reports, and promotion of careful consideration of the necessity of resolution and reporting on matters that have a significant impact on the Company's management, even if they do not meet a set base monetary amount.
Evaluation through questionnaire regarding the fiscal year ended March 2023	The majority of Board Members, including External Directors and Audit & Supervisory Board Members, positively evaluated the current state of governance. There were comments that options for governance reform in the future are being discussed in a multifaceted manner, and that the effectiveness of the Board has been ensured.	Comments also noted that the revised standards on matters to be resolved or reported at Board of Directors meetings have freed up time for discussion; that the quality and quantity of information provided to the External Members has increased; that sufficient time for advance explanations has enhanced discussions at Board meetings; and that the efficiency and effectiveness of distribution of materials, advance briefings, and the meetings themselves have increased.

Effectiveness Evaluation for the Fiscal Year Ended March 2023

At a meeting of the Board of Directors held in April 2023, a resolution was passed affirming the effectiveness of the evaluation, based on the questionnaire survey results and following discussions at an External Members Meeting and a Governance Committee meeting held in February 2023, and at a Corporate Management Committee meeting held in March 2023.



Mitsui's Corporate Governance

Remuneration of Directors and Audit & Supervisory Board Members

The Company has established a policy for determining the remuneration of individual Directors by resolution of the Board of Directors, following deliberation by and reporting from the Remuneration Committee, which is chaired by an External (Independent) Member. The Remuneration Committee discusses the remuneration structure for Directors and Audit & Supervisory Board Members, and examines the appropriateness of the levels and proportions of fixed remuneration, results-linked bonuses, and medium- to long-term incentive remuneration based on trends at other companies, and then reports this as well as the appropriateness of clawback provisions to the Board of Directors, among other measures, in order to ensure transparency in the determination of Directors' and Audit & Supervisory Board Members' remuneration. Regarding remuneration of individual Directors for the fiscal year ended March 2023, after receiving the report of the Remuneration Committee, the Board of Directors has judged that the contents of the determined remuneration are in line with such policy.

Overview of Remuneration of Directors and Audit & Supervisory Board Members

Eligible Persons	Type	Consideration	Cap	Overview											
Directors (excluding External Directors)	Long-term incentive Variable stock-based remuneration Performance-linked restricted stock-based remuneration	Stock-based	¥300 million	<ul style="list-style-type: none"> Performance linkage conditions: The initial evaluation period consists of the three fiscal years from the fiscal year ended March 2023, which is the initial applicable fiscal year, to the fiscal year ending March 2025. During the initial evaluation period, the amount of the remuneration will be linked to achievement of each of the management indicators (i.e., ROE and ESG elements, including response to climate change) within a variation range of 80% to 120%. Restriction on disposal: 30 years Lifting of restriction on disposal: End of the restriction on disposal period or retirement of a director and managing officer Clawback clause: Applies 											
	Long-term incentive Fixed stock-based remuneration Tenure-linked restricted stock-based remuneration	Stock-based	¥500 million	<ul style="list-style-type: none"> Number of shares of the Company's common stock determined according to position shall be paid individually. Restriction on disposal: 30 years Lifting of restriction on disposal: End of the restriction on disposal period or retirement of a director and managing officer Clawback clause: Applies 											
	Short-term incentive Variable monetary remuneration Results-linked bonuses	Monetary	¥1.5 billion	<ul style="list-style-type: none"> Total payment amount = (Consolidated profit for the year (attributable to owners of the parent) × 50% × 0.12%) + (Core Operating Cash Flow × 50% × 0.12%) Amount individually paid = Total payment amount × (Position points / Sum of position points) <table border="1"> <thead> <tr> <th>Position</th> <th>Chair</th> <th>President</th> <th>Executive Vice President</th> <th>Senior Executive Managing Officer</th> <th>Executive Managing Officer</th> </tr> </thead> <tbody> <tr> <td>Points</td> <td>10</td> <td>20</td> <td>7</td> <td>6</td> <td>5</td> </tr> </tbody> </table>	Position	Chair	President	Executive Vice President	Senior Executive Managing Officer	Executive Managing Officer	Points	10	20	7	6
Position	Chair	President	Executive Vice President	Senior Executive Managing Officer	Executive Managing Officer										
Points	10	20	7	6	5										
Directors	Fixed monetary remuneration Basic remuneration	Monetary	¥1 billion	<ul style="list-style-type: none"> Amount determined according to position shall be paid Purchase of the Company's shares from his/her fixed basic remuneration through Mitsui Executives' Shareholding Association 											
Audit & Supervisory Board Members	Basic remuneration	Monetary	¥240 million	<ul style="list-style-type: none"> Amount determined by discussion among the Audit & Supervisory Board Members shall be paid 											

Note: The Company will not pay retirement compensation to Directors and Audit & Supervisory Board Members.

Remuneration for Directors is comprised of basic remuneration, which is fixed remuneration; results-linked bonuses based on the achievement of important management indicators; and performance-linked restricted stock-based remuneration and tenure-linked restricted stock-based remuneration as medium- to long-term incentives. From the perspective of respecting the independence of External Directors and Audit & Supervisory Board Members, who are independent from business execution, they are not eligible for results-linked bonuses or stock-based remuneration.

For more details, please see pages 142-150 "Remuneration of Directors and Audit & Supervisory Board Members" in the *Annual Securities Report for the fiscal year ended March 2023*.



Annual Securities Report for the fiscal year ended March 2023

https://www.mitsui.com/jp/en/ir/library/securities/_icsFiles/afiedfile/2023/06/21/en_104yuh.pdf

Remuneration of Directors and Audit & Supervisory Board Members (FY March 2023)

(¥ million)

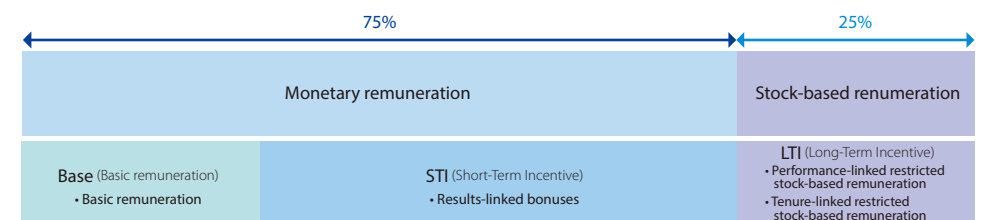
Category of position	Number of recipients	Basic remuneration	Bonus	Stock-based remuneration (Performance-linked)	Stock-based remuneration (Tenure-linked)	Total remuneration
Directors (excluding External Directors)	13	685	1,402	256	353	2,696
Audit & Supervisory Board Members (excluding External Audit & Supervisory Board Members)	2	150	—	—	—	150
External Directors	5	109	—	—	—	109
External Audit & Supervisory Board Members	4	62	—	—	—	62
Total	24	1,007	1,402	256	353	3,017

Notes

- In the above items, the figure for stock-based remuneration (performance-linked) is the amount recorded as an expense in the fiscal year ended March 2023 because the initial evaluation period for performance-linked restricted stock-based remuneration is the three fiscal years from the fiscal year ended March 2023 to the fiscal year ending March 2025, and therefore the amount has not been determined yet.
- In addition to the above amounts, a total of ¥399 million was paid to 89 retired Directors (excluding External Directors), and ¥37 million to 11 retired Audit & Supervisory Board Members (excluding External Members) as pensions (representing payments determined prior to the abolition of those systems) in the fiscal year ended March 2023.
- Amounts less than ¥1 million are rounded off.

Composition of Remuneration for Directors (excluding External Directors)

The composition of remuneration for Directors (excluding External Directors) for the fiscal year ended March 2023 is approximately 3:1 for monetary remuneration and stock-based remuneration, and approximately 1:2:1 for basic remuneration, short-term incentive, and long-term incentive.



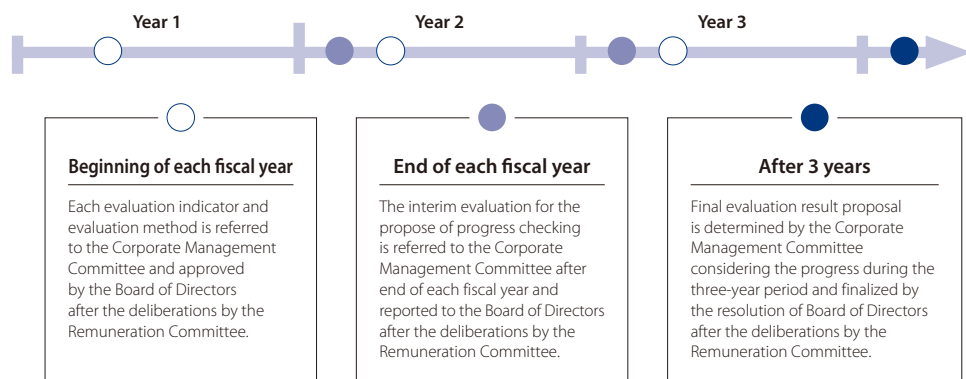
Mitsui's Corporate Governance

Performance-linked Restricted Stock-based Remuneration

(1) Performance-linked conditions in FY ended March 2023

	Elements	Indicators for Evaluation (FY Ended March 2023)
ESG (20%)	E	<ul style="list-style-type: none"> Progress made in the business initiatives for halving the GHG impact by 2030 (compared to 2020) and achieving Net-zero emissions by 2050. Evaluation in the range of 80-120 points according to the level of achievement for each indicator. Consideration of improvement in evaluation by third-party organizations, contribution to external initiatives and improvement in disclosure when conducting comprehensive evaluation.
	S	<ul style="list-style-type: none"> Change in the positive response rate regarding "employee engagement" in Mitsui Engagement Survey compared with the previous fiscal year. Evaluation in the range of 80-120 points according to the change in the positive response. Consideration of progress on Diversity & Inclusion when conducting comprehensive evaluation.
	G	<ul style="list-style-type: none"> Average score of the responses (five-point scale) by all External Members regarding important questions in the evaluation of effectiveness of the Board of Directors. In principle, evaluation in the range of 80-120 points according to the average score. However, the score will be determined by comprehensive consideration after factor analysis if the average score is less than two points out of five. Consideration of improvement in evaluations by third-party organizations and improvement in disclosure when conducting comprehensive evaluation.
ROE (80%)		<ul style="list-style-type: none"> Evaluation in the range of 80-120 points according to the level of achievement, referring to the ROE target set as a KPI in the Medium-term Management Plan.
Final Evaluation		<ul style="list-style-type: none"> Final score = ROE × ROE evaluation ratio + (E + S + G) ÷ 3 × ESG evaluation ratio (For the fiscal year ended March 31, 2023, the evaluation ratio was 80% for ROE and 20% for ESG) The final score will be determined by the Board of Directors based on deliberations by the Remuneration Committee, considering the progress during the three-year period.

(2) Decision-making Process for Performance-linked conditions and evaluation



Share Ownership Guidelines

Eligible persons		Target for the ownership of the Company's shares
Directors (excluding External Directors)	Representative Director, President and Chief Executive Officer	Ownership of the Company's shares equivalent to three times the basic remuneration (annual amount)
	Other Directors	Ownership of the Company's shares equivalent to the basic remuneration (annual amount)

Status of the Internal Control System

The following systems have been implemented in conjunction with the establishment of our internal control processes with the aim of achieving internal control objectives such as: improvement of effectiveness and efficiency of operations, compliance with accounting standards and ensuring reliable financial reporting, compliance with laws and regulations and observance of management philosophy and company rules including all related codes of conduct, and conservation of company assets.

► Risk Management

Please refer to Risk Management [▶ Page 70](#)

► Internal Controls over Financial Reporting

The Company implements the internal control framework as stipulated in the Financial Instruments and Exchange Act of Japan. In addition to enforcing Company-wide discipline, the Company has been conducting self-assessment by units subject to evaluation and testing by an independent division concerning the effectiveness of accounting and financial closing controls, IT controls, and business process level controls. Mitsui management confirmed that internal control over financial reporting is effective for the year ended March 31, 2023.

► Internal controls regarding construction and management of information systems and information security

The Information Strategy Committee establishes important policies related to global group information strategies. Furthermore, the committee leads Mitsui's efforts to build and operate information systems, develop internal rules required for information security, and strengthen the management of risks related to information, including the risk of information leakage and cyberattacks. The committee ensures the establishment of systems to control risks associated with information assets appropriately. Specifically, it establishes rules for the process of procurement, introduction, and operation of information assets; codes of conduct for the system supervisory divisions regarding IT security; requirements for information risk management systems and the basics of information management; and internal rules relating to the handling of personal information required in the course of business operations as well as cybersecurity countermeasures.

For more details, please see pages 36-38 "(5) Information Security" in the Annual Securities Report for the fiscal year ended March 2023.



Mitsui's Corporate Governance

► Ensuring the Appropriateness of Operations within the Corporate Group

The Company has set forth the Mitsui & Co., Ltd. Corporate Governance and Internal Control Principles and requires its subsidiaries to develop and operate internal controls based on these principles as far as reasonably practicable in light of other laws and regulations. For its equity accounted investees, the Company coordinates with other equity participants and encourages the equity accounted investees to develop and operate similar internal controls. In addition from its officers and employees, the Company appoints supervising officers to each affiliated company and has them conduct management based on the Rules on Delegation of Authority for Supervising Officers of Affiliated Companies. Also, when Mitsui deploys full-time audit & supervisory board members in major affiliated companies, Mitsui selects personnel from the Internal Auditing Division and so on rather than from related Business Units to enhance the independence of auditing.

► Compliance and Integrity

Policies and Basic Approach

Mitsui considers a sound reputation to be the foundation of business, and recognizes that compliance is the prerequisite for maintaining our reputation and trust from society. In our pursuit of compliance, we recognize that it is essential not only to comply with laws and regulations but also to behave and act with integrity.

In order for Mitsui Group to continue to be a truly trustworthy corporate group, we make serious efforts to ensure that all officers and employees are aware of the importance of compliance and that they act with integrity, while preventing compliance violations and maintaining our status as an organization with integrity on a global group basis, in a manner that is self-reinforcing.

Mitsui & Co. Group Conduct Guidelines—With Integrity

While each Mitsui Group has individually established its own business conduct guidelines based on its specific business activities, we drew up the "Mitsui & Co. Group Conduct Guidelines—With Integrity" in November 2018 to further clarify the basic approach toward integrity and compliance that had been shared on a global group basis. Going forward, the Guidelines are to be reflected in the management philosophy and business conduct guidelines of each Group company. We will continue to respond to the trust placed in us by society with good faith and sincerity, with each Group employee putting these Guidelines into practice in their day-to-day work.



Mitsui & Co. Group Conduct Guidelines—With Integrity

https://www.mitsui.com/jp/en/company/outline/governance/compliance/WithIntegrity_E.pdf

Compliance Framework

Under the direction and supervision of the Chief Compliance Officer (CCO), the Compliance Department of the Legal Division (the department responsible for overseeing our compliance program) plays a central role in promoting awareness of integrity, in developing and strengthening the whistleblowing system, and in handling compliance-related issues on a global group basis. At Mitsui, Compliance Administrators are appointed at each business unit to assist business unit COOs as Compliance Supervising Officers in the execution of their duties. At a working level, Compliance Administrators are in charge of activities to raise awareness of integrity and compliance within each business unit, as well as activities to develop and reinforce compliance frameworks at each affiliated company.

In addition, we have established the Compliance Committee as a subordinate organization to the Corporate Management Committee. The committee reports twice a year to the Board of Directors, which has responsibility for supervising the operation of the Company's compliance system and other matters.



A discussion held between CEO and Mitsui Group employees during With Integrity Month

Risk Management

We identify Company-wide material risks across organization and implement measures to control risks. The Chief Operating Officer of each business unit and regional business unit is responsible for managing risks in their business domain within the authorization delegated to them as part of the performance of their duties. Meanwhile, the Corporate Staff Divisions provide support to Business Units and Regional Business Units regarding the aspects of risk management that they are in charge of while also monitoring the Company-wide position and reporting to management. In addition, the major committees develop and maintain risk management structures on a Company-wide basis and handle material risks as advisory bodies and subordinate organizations to the Corporate Management

Committee. Mitsui has established an integrated risk management system that centrally manages Company-wide risks, through the Portfolio Management Committee under the Corporate Management Committee. The Corporate Staff Divisions, which act as the secretariat, manage risks from a Company-wide perspective. They coordinate with related divisions, identify material risks in light of the frequency of occurrence, expected damage scale and Company-wide risk tolerance, and take appropriate measures. In the fiscal year ended March 2023, these efforts were reported to the Corporate Management Committee and the Board of Directors after discussions by the Portfolio Management Committee.

HIGHLIGHT

Our Approach to Integrated Risk Management

In the fiscal year ended March 2023, there were risk events including the complex manifestation of credit, market, and geopolitical risks associated with the situation in Russia and Ukraine, the aftereffects of the prolonged COVID-19 pandemic, and the impact of supply chain fragmentation, as well as the strengthening of regulations in various countries and the rise of cyber risks. The various sections of the relevant Corporate Staff Divisions worked in concert to monitor the diversification of Mitsui's business portfolio, and thoroughly manage risks in the trading business, working in conjunction with each business unit to minimize losses.

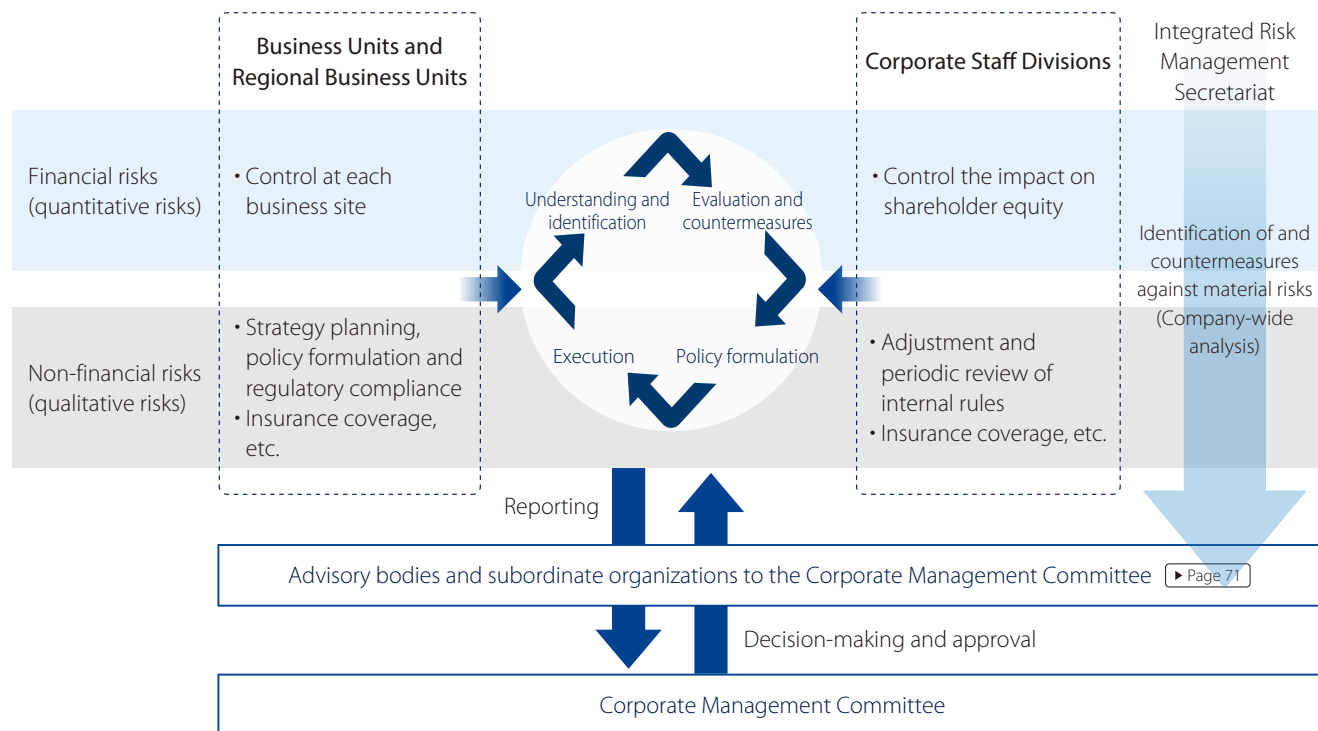
In addition, we introduced the Control Self-Assessment (CSA) for 522 of our affiliated companies.* Each company autonomously operates a PDCA cycle consisting of identifying management risks, formulating and implementing response policies, checking progress, and implementing new countermeasures, while continuously evaluating and improving the effectiveness of risks and controls, thereby promoting efforts to achieve organizational strategies based on an appropriate risk appetite. Going forward, we will continue to deepen our integrated risk management by pairing top-down risk management, which gives a bird's eye view of the entire Mitsui Group, with CSA, which is carried out from a bottom-up perspective.

In the fiscal year ended March 2023, the growing importance of economic security and cybersecurity, as well as the need to increase sensitivity in risk perception relating to human rights were discussed in the Board of Directors, the Corporate Management Committee, and the Portfolio Management Committee. As a result of these discussions, we separated geopolitical risks from country risks and added them to our list of material risks, taking into consideration the impact of economic security on our supply chain and regulatory trends in various countries on our business operations, including our investments. [▶ Page 71](#)

Since the outlook for the global economy is expected to remain highly uncertain during the period of the new Medium-term Management Plan, integrated risk management, which covers both financial (quantitative) and non-financial (qualitative) risks, will continue to play an important role. We will strengthen our crisis management response and preparedness for multiple scenarios, and flexibly review our timeframes and priorities to steadily fulfill our supply and delivery responsibilities and capture any upside in response to changing market conditions.


* These include companies which are sub-consolidated or accounted for under the equity method by subsidiaries and affiliated companies which are excluded from consolidated financial statement due to lower materiality.

Mitsui Risk Management Structure (Illustration)



Risk Management

Material Risks as of the End of March 2023

Importance	Material Risks	Risk Countermeasures	Advisory Bodies and Subordinate Organizations to the Corporate Management Committee
	Business investment risks	Portfolio management, risk asset monitoring ▶ Page 34	Portfolio Management Committee
	Geopolitical risks	Regular monitoring of specific national and regional trends, accumulation of contingency response expertise, etc.	
	Country risks	Financing from export credit agencies globally, insurance, monitoring, etc.	
	Physical risks related to climate change	Insurance coverage, formulation of crisis management policies, reinforcement of facilities, etc. ▶ Page 42	Sustainability Committee
	Transition risks related to climate change	Implementation of initiatives to achieve 2050 and 2030 targets ▶ Page 42	
	Commodity market risks	Position management, hedging, etc.	Portfolio Management Committee
	Foreign currency risks	Position management, hedging, etc.	
	Listed stock risks	Periodic review of stock portfolio	
	Credit risks	Credit line management, monitoring, requiring provision of collateral	
	Financing risks	Financial strategy ▶ Page 35	
	Operational risks	Examine risk mitigation measures, damage prevention measures, insurance coverage, etc.	Portfolio Management Committee
	Compliance risks	Compliance framework on a global group basis ▶ Page 69	Compliance Committee
	Information systems and security risks	Internal controls on information systems and information security ▶ Page 51	Information Strategy Committee
Risks related to infectious disease, natural disasters, terrorism, etc.	Formulation of business continuity plans for crises, disaster contingency manuals, etc.	Emergency Management Headquarters ²	

1. Reported to the Corporate Management Committee as deemed necessary 2. Organization headed by CHRO, established based on the Rules on Business Continuity Management

HIGHLIGHT

Geopolitical Risks

We have newly added “geopolitical risks” to our list of material by separating them from country risks from the beginning in the fiscal year ended March 2023, as we anticipate that heightened political and social tensions between countries and regions could have a wide range of effects on the business environment of Mitsui and its subsidiaries. We regularly monitor political and economic situations in countries and regions that are considered to have high geopolitical risks and we make prudent business decisions based on the risks that exist in each country and region and on changes in the business environment.

The international community is cooperating to impose sanctions in light of the situation in Russia and Ukraine. We are complying with these sanctions through a multifaceted and flexible system in which business units, regional business units, and the Corporate Staff Divisions are effectively coordinating their efforts. As of March 31, 2023, the balance of investments, loans and guarantees in Russia amounts to 362.5 billion yen, which is approximately 4% of the total balance of investments, loans and guarantees of Mitsui and its subsidiaries.