

Integrity and Compliance

Our Approach towards Integrity and Compliance

Policy

Mitsui & Co. considers a sound reputation to be the foundation of business, and recognizes that it is only through a strong compliance culture that we can maintain our reputation and the trust of 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.

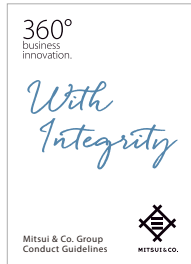
In order for the Mitsui & Co. global group to continue to be a truly trustworthy corporate group for society, we make serious efforts to ensure that all officers and employees are aware of the importance of compliance and act with integrity, while preventing compliance violations by maintaining our status as an organization with integrity on a global group basis.

Mitsui & Co. Group Conduct Guidelines and Business Conduct Guidelines for Employees and Officers

Policy

Mitsui & Co. Group Conduct Guidelines—With Integrity

While each of the Mitsui & Co. group companies 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 our basic approach towards integrity and compliance that had been shared on a global group basis. We reviewed and revised these guidelines particularly to enhance items on human rights. We will continue to review and revise these guidelines in accordance with changes both within and outside our company.



Mitsui & Co. Group Conduct Guidelines—With Integrity

Five Key Principles

1. We will comply with laws and regulations, and act to the highest ethical standards. We will respect human rights and never engage in discrimination of any kind.
2. We will respect the individuality and diversity of every employee, and foster a culture of open-mindedness.
3. We will engage in fair business practices, and respond to the trust placed in us by society with good faith and sincerity.
4. We will place value on the global environment, and contribute to the realization of prosperity and a high quality of life for society.
5. We will speak up with courage when we have doubts, or feel that something is wrong, for the good of the company.



Mitsui & Co. Group Conduct Guidelines—With Integrity

Business Conduct Guidelines for Employees and Officers

The “Business Conduct Guidelines for Employees and Officers of Mitsui & Co., Ltd. (“Business Conduct Guidelines”)” specify how every Mitsui employee and officer should act in his/her daily activities from the perspective of compliance with laws and regulations, internal rules, and corporate ethics. The Business Conduct Guidelines help us fulfill our corporate social responsibility and gain the trust of our stakeholders. They have been revised from time to time since their establishment in February 2001 to reflect the changing environment.

To ensure that all our employees develop a proper understanding of the Business Conduct Guidelines and to review the effectiveness of these guidelines, we implement training and e-learning courses on a regular basis under the supervision of the Board of Directors, and at the same time, we require that all employees pledge to comply with the Business Conduct Guidelines every year.

Likewise, each of our group companies has formulated and implemented its own individual business conduct guidelines, based on the Business Conduct Guidelines, in the way best suited to its specific business activities. In addition, we have put in place business conduct guidelines in our overseas business locations, reflecting the local laws and regulations, and customary practices, of the countries in each region.

Business Conduct Guidelines for Employees and Officers of Mitsui & Co., Ltd.

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| 1. Compliance with the Law and Integrity | 8. Compliance with Procedures for Export and Import and Other Applicable Laws |
| 2. Respect for Human Rights and Diverse Cultures | 9. Company Fund, Financial Reporting and Meeting Tax Payment Obligations |
| 3. Office Environment and Harassment | 10. Political Donations and Other Contributions |
| 4. Compliance with Antitrust Law, etc. | 11. Social Contributions |
| 5. Conflicts of Interest between Employees and the Company | 12. Protection of Environment |
| 6. Gifts and Favor | 13. Action against Antisocial Group |
| 7. Treatment of the Company's Information | 14. Report and Sanctions |



Business Conduct Guidelines for Employees and Officers

Our Stories: Build an organization with integrity

P.31 Promoting the Concept of Integrity and Sharing Values in the East Asia Bloc



Compliance Framework

System

The Compliance Department of the Legal Division leads compliance-related initiatives on a global group basis under the direction and supervision of the Chief Compliance Officer (CCO) and in collaboration with the Compliance Supervising Officers appointed in each of Mitsui’s units and offices in Japan and overseas. The objectives of these efforts implemented on a Mitsui & Co. global group basis are to (i) heighten compliance awareness, (ii) improve and strengthen compliance programs, and (iii) respond to specific compliance-related matters as they arise. In the fiscal year ending March 2021, Compliance Administrators have been appointed in each business unit, and complement the fulfillment of duties of the Compliance Supervising Officers. Compliance Administrators also accelerate, on a practical level, activities to raise awareness for integrity and compliance within the business unit, as well as development and reinforcement of a compliance framework at each affiliated company supervised by the business unit.

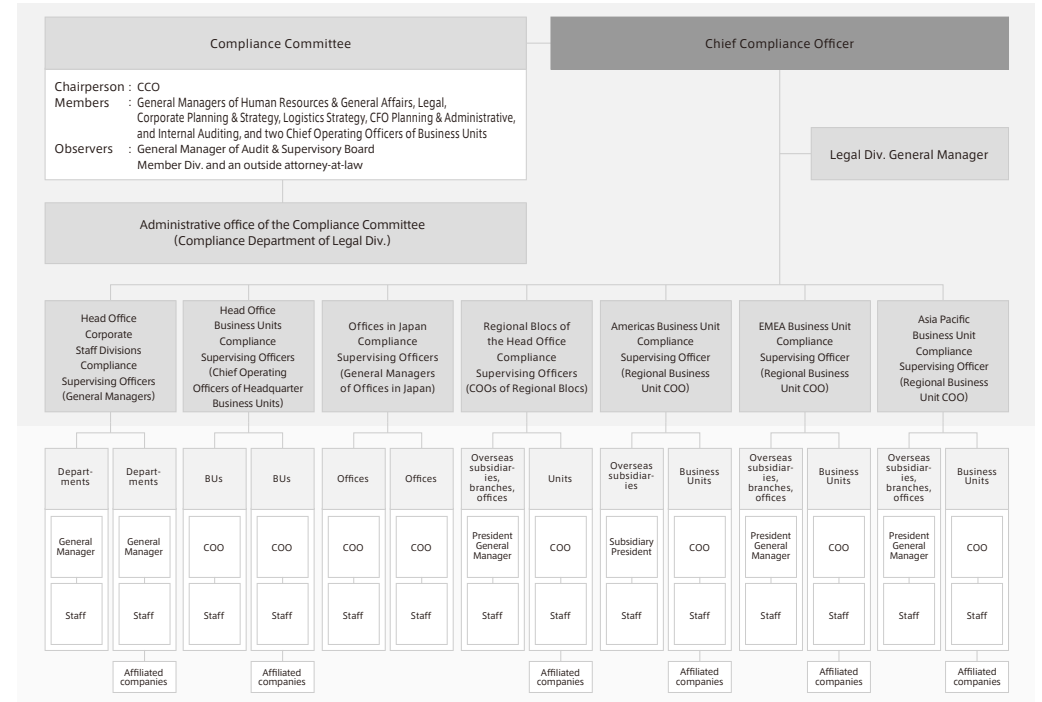
In addition, the Compliance Committee has been established as a forum for discussing topics relating to compliance. As the development of a compliance framework is becoming ever more important, we have increased the number of Compliance Committee meetings since the fiscal year ended March 2019. We also added two business unit COOs as committee members to facilitate discussions that reflect business frontline aspects, and have engaged in active discussions. With the participation of external attorneys, the Compliance Committee discusses action plans for improving the compliance framework based on various compliance-related matters that have been reported. The minutes of the committee meetings are released on the company intranet.

The Board of Directors has the function of supervising the operation and other related matters of the compliance framework on a global group basis, and, in principle, the CCO reports to the Board of Directors twice a year on the operational status of the compliance framework, as well as the results of deliberations at the Compliance Committee meetings. The Board of Directors actively discusses key measures to be taken going forward. In formulating the Mitsui & Co. Group Conduct Guidelines—With Integrity, external directors and Audit & Supervisory Board members made specific suggestions and comments in relation to the content of the guidelines and awareness-raising activities, and those suggestions and comments have been reflected in the guidelines.

In addition, Mitsui & Co. group CCO meetings, in which CCOs of Mitsui and affiliated companies in Japan participate, and overseas office CCO meetings, are held regularly in order to actively exchange information and opinions about optimum initiatives and other related matters, thereby strengthening the compliance framework on a global group basis.

In the event of a compliance violation or a risk thereof, the corresponding Compliance Supervising Officer (such as the business unit COO) and Compliance Administrators will take the lead in responding to the situation, identifying the causes and formulating recurrence prevention measures, and then report to the CCO. In some cases, the Compliance Department of the Legal Division will take action under the leadership and supervision of the CCO. Procedures have been stipulated in advance for the establishment of Crisis Response Headquarters under the direct supervision of the President & CEO to ensure timely and appropriate decision-making on crisis response measures.

Compliance Organization chart



Compliance Program

Policy System Activity

We believe that even if a detailed, fine-tuned compliance program is formulated, the effectiveness of the compliance framework cannot be reinforced without management executives taking the lead in compliance-related initiatives. For this reason, the President & CEO, CCO, and other executives are proactively engaging in awareness-raising activities and sending messages to employees continuously and repeatedly on the importance of integrity and compliance. In particular, we engage in “With Integrity Month” activities every November in order to continue raising awareness of the importance of integrity.



A message from the President & CEO during “With Integrity Month” (November 2019)

Specific measures include the promotion of integrity awareness through the CCO Blog and other media, and the fostering of a “speak up” culture in which people do not hesitate to speak up when they feel that something is going wrong. We also steadily implement compliance awareness surveys, share information about compliance violations, and take steps to prevent recurrences. Other initiatives focus on thorough management at the business frontline, the reinforcement of control over operational processes, and the promotion of human resource mobility. In addition, we provide various types of training and e-learning programs.

Mitsui aims to achieve continual improvement by remaining focused on society’s expectations. We also recognize the importance of continually assessing risks relating to our business activities and reviewing our compliance-related measures based on the results of those assessments. Each year, we verify the effectiveness of measures implemented in the previous fiscal year and identify issues based on the results of compliance awareness surveys, the content of discussions by the Compliance Committee and the Board of Directors, exchanges of views with compliance liaison managers in each organization, and feedback from outside assessment bodies. Findings from this process are used in the formulation of activity plans for the next fiscal year.

Compliance Education and Training

Mitsui implements a variety of compliance education and training programs to deepen employees’ compliance awareness and disseminate essential knowledge and information about compliance.

In the fiscal year ended March 2020, we provided compliance training (including lectures on preventing violations of human rights and personal rights) for employees at all levels, from new entrants to managers, as well as for employees about to be transferred overseas or to group companies, or assigned outside the company, and seminars on important laws and regulations in Japan and overseas. We also implemented harassment-related training, which is mandatory for line managers and employees in managerial positions equivalent to line managers, as part of our efforts to prevent such occurrences. These training programs also include guidance on the procedures that staff members should follow when they receive reports or requests for advice about compliance violations, with the aim of creating an organization in which employees feel safe to speak up about such issues.

At the “With Integrity Month” in November 2019, the President & CEO directly delivered his message about integrity to employees under the theme “Thinking about Integrity.” Other “With Integrity Month” programs included panel discussions about integrity between young employees and members of the Compliance Committee, including the CCO, who participated as panelists.

Additionally, lectures were conducted by external speakers. Furthermore, in order to share the values of “With Integrity” with overseas subsidiaries and group companies in Japan and overseas, some programs were translated into English and are available for streaming via the company intranet. In addition to these company-wide initiatives, individual organizational units also ran active programs that included seminars, information-sharing sessions, and discussions.



With Integrity Month program “Thorough Panel Discussion on Integrity” (November 2019)

Moreover, we continued providing a learning course based on a compliance handbook explaining the Business Conduct Guidelines for Employees and Officers of Mitsui & Co. The purpose of these activities was to promote assimilation of basic compliance knowledge that officers and employees of Mitsui should possess in order to perform their day-to-day tasks.

Mitsui also maintains an active program of compliance training for officers and employees of group companies. We distributed the Mitsui & Co. Group Compliance Handbook in response to requests from subsidiaries and group companies in Japan. We also provided an e-learning platform to allow the distribution of our own teaching materials and the implementation of an online test similar to that used for Mitsui’s employees. Overseas offices and group companies also implement compliance education and training programs that reflect local regional characteristics.

Efforts to Ensure Compliance with Applicable Competition Laws

We regard compliance with competition laws in applicable jurisdictions as an important issue for our corporate management, and we provide various manuals and hold regular seminars to ensure that all officers and employees are informed of, and comply with, the applicable competition laws. In particular, with respect to the prevention of cartels, we established and enacted the “Code of Conduct in Relation to the Prevention of Cartels” as a sub-standard of the Business Conduct Guidelines for Employees and Officers of Mitsui & Co. in November 2018.

By presenting a specific code of conduct in relation to the prevention of cartels, we have clarified our stance on ensuring compliance with the applicable competition laws and raised awareness among all of our officers and employees of the compliance requirements. In addition, we also work to ensure that compliance with the applicable competition laws is achieved on a global group basis by each of the Mitsui & Co. group companies, by carrying out education and training on the applicable competition laws while taking into account the characteristics of each respective region.

Initiatives to Prevent Corruption

We also regard compliance with anti-corruption laws in the applicable jurisdictions as an important issue for our corporate management. The Mitsui & Co., Ltd. Anti-Corruption Policy, which was published in December 2016, defines Mitsui’s comprehensive framework and initiatives for preventing all forms of bribery and corruption. When examining new business projects, due diligence is carried out based on this policy, in particular, for projects that are deemed to have a high risk of corruption. In addition, in order to ensure that all officers and employees comply with anti-corruption laws, we have established rules on the management of business entertainment for public officials, as well as rules on the appointment of sales agents, and have also been conducting various kinds of education and training. Furthermore, we have been implementing education and training related to anti-corruption laws at Mitsui’s consolidated subsidiaries in Japan and overseas as well, promoting the development and operation of an anti-corruption framework that conforms to Mitsui’s own framework.

The Board of Directors oversees the administration of the compliance framework on a global group basis, including compliance with the Mitsui & Co., Ltd. Anti-Corruption Policy.



Mitsui & Co., Ltd. Anti-Corruption Policy

Compliance Awareness Survey

Each year we conduct a Compliance Awareness Survey to ascertain the level of compliance awareness of officers and employees in the Head Office and offices in Japan. Surveys are also conducted at overseas offices and group companies as required. The results are used in the formulation and implementation of various policies.

	FY2019	FY2020
① Do you think that there is good workplace communication, and that you can easily talk about compliance matters with your line managers, colleagues, and team members?	92.7%	93.2%
② Do you think that the company is serious about promoting the use of the whistleblowing system?	92.5%	92.7%
③ If you became aware of a compliance issue, would you use the whistleblowing system to report the matter or seek advice?	81.8%	80.9%

In relation to the third question, while working to create a workplace that facilitates open-minded communication, we will continue fostering a “speak up” culture so that everyone can feel safe to use the whistleblowing system, when necessary.

Other Initiatives

We identify lessons from compliance-related matters occurring within the Mitsui & Co. group and develop recurrence prevention measures. Information about such matters that could be useful as reference for the development of compliance systems is shared across our entire group.

As in the previous fiscal year, we held the Mitsui & Co. group CCO meeting, attended by the CCOs of Mitsui and its affiliated companies in Japan, which included seminars and group discussions about the whistleblowing system. In addition, we work to ensure consistent compliance at the group level through visits to key affiliated companies in order to identify issues affecting each company, and to provide advice about the development and administration of autonomous, self-sufficient compliance programs.

In the fiscal year ended March 2020, with the aim of further accelerating these initiatives, we formulated the Guidelines on the Establishment of Compliance System at Affiliated Companies, which compile minimum rules and principles that are necessary for the development of a compliance framework at an affiliated company. As the first step, these guidelines have been used to deepen discussions at the Board of Directors meetings and other such occasions at respective affiliated companies in Japan so that each company can strengthen its compliance framework based on its own issues and tasks.



Group CCO meeting (September 2019)

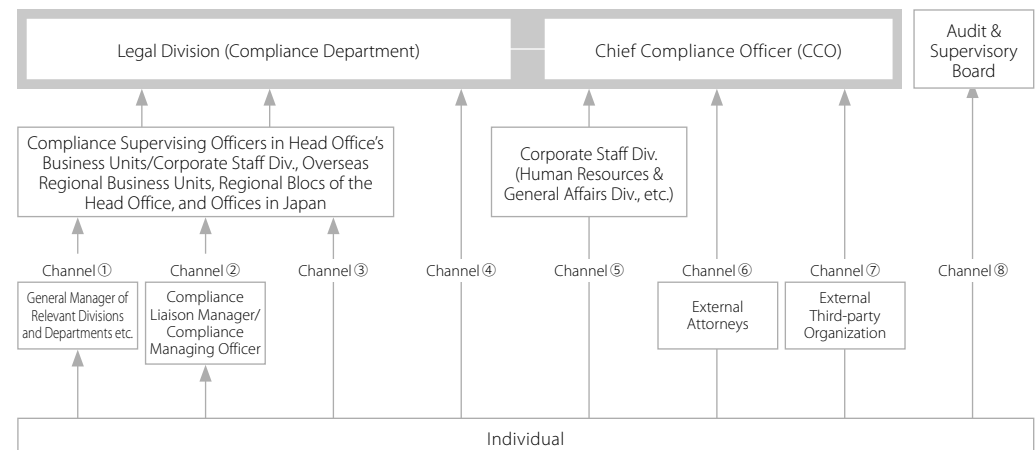
Facilitating Communication and Fostering a “Speak Up” Culture

System Activity

We believe that the essence of compliance lies in the development of an open working environment that reflects our management philosophy and values, so that problems can be prevented through smooth communication. Should problems occur, a report must be immediately made to line managers or those in charge so that appropriate action can be taken in a timely manner. Mitsui is actively fostering a culture in which people speak up when they become aware of issues. Management executives continually disseminate the message that discovering problems at an early stage is important and speaking up about issues will lead to improvement in the company.

We have established eight channels for reporting/consulting about compliance-related matters within or outside employees' direct reporting line, including external attorneys and independent organizations outside of the company (anonymous access is possible). These channels are available for all officers and employees of Mitsui, as well as contract employees, and officers and employees at companies to which we entrust work who engaged in or are engaging in such work. Reporting can be made via telephone, email, fax, letter, or by other such means (accessible at all hours, except for reporting via telephone).

Channels for Reporting/Consulting about Compliance-Related Matters



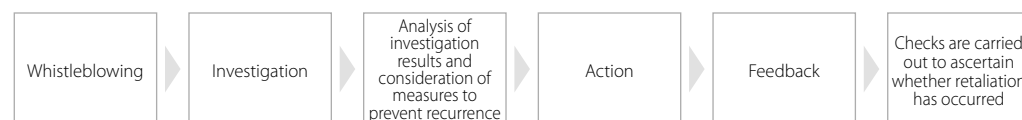
The most important way to ensure that the whistleblowing system is used effectively is to prevent any form of retaliation against or disadvantageous treatment of whistleblowers. With regard to this point, in addition to stipulating prohibition of such actions against whistleblowers in the rules for the whistleblowing system, we specifically stipulated that any person engaging in retaliation against or disadvantageous treatment of a whistleblower could become subject to disciplinary action. In April 2019, we also stipulated additional measures in the whistleblowing system rules to encourage people to speak

up, such as guaranteeing the anonymity of people who make reports, and establishing a rule that if a person who is involved in a compliance violation reports the matter to the company himself/herself, such action will be taken into account when disciplinary actions are decided upon.

We further enhanced the transparency of whistleblowing processes and confidence in the system by posting a video entitled "Speak up when you think something is wrong!" on the intranet for officers and employees. The video explains Mitsui's whistleblowing system, including the various routes for reporting/consulting about issues and the investigation process after an issue is reported.

Response after Whistleblowing

Reports are submitted to the CCO via the Compliance Dept. of the Legal Div., and necessary investigations are carried out under the supervision of the CCO. Based on such investigations, whether or not a compliance violation actually occurred is analyzed, prevention reoccurrence measures are formulated, and remedial action is taken in accordance with the direction and approvals given by the CCO. Feedback on the investigation results is provided based on a request from the whistleblower. Once a certain period of time has elapsed after necessary actions are taken for the reported matter, whether there were any acts of retaliation against the whistleblower is checked.



For our group companies in Japan, we have created a process for ensuring that employees feel that it is safe to report/consult about issues, by (1) making available the use of external law firms and third-party organizations designated by Mitsui as external reporting/consulting channels, and (2) monitoring the actions of group companies and providing guidance to ensure that whistleblowing systems are properly established and administered. As regards overseas offices and group companies, regional Compliance Supervising Officers are leading the development of whistleblowing channels, while also ensuring that these systems reflect local laws and regulations, as well as specific local customary practices in each country.

Furthermore, Mitsui has introduced the Global Group Hotline, a special whistleblowing hotline for reporting and seeking advice regarding cases that breach the laws of Japan or another country in relation to anti-trust (monopoly) laws or anti-corruption laws, or cases that give rise to suspicion of such breaches. Under the system, which is accessible in six languages including Japanese and English, the Compliance Department of the Legal Division of the Head Office becomes a unified channel by which to receive whistleblowing reports from overseas trading affiliates, and other subsidiaries in Japan and overseas.

Officers and employees of group companies are also able to make a report or seek advice directly through Mitsui's whistleblowing system when the issues are related to officers and employees of Mitsui or when the issues could have a serious impact on the Mitsui & Co. group.

Number of Whistleblowing Reports

A total of 20 whistleblowing reports were submitted directly to the Compliance Department of the Legal Division or through external channels in the fiscal year ended March 2020. All of the reports were related to harassment.

Although the number of whistleblowing reports declined from 51 reports in the fiscal year ended March 2019, we believe that this is because matters related to harassment or embezzlement have started to be reported or consulted about via the employee's direct reporting line, while they had previously been reported mainly via the whistleblowing system. We recognize that the culture of speaking up has steadily spread throughout the workplace.

	FY2018	FY2019	FY2020
Number of whistleblowing reports	25	51	20

Status of Compliance Reports

Activity

We believe that if employees report or consult about compliance-related matters at an early stage, we can take action to mitigate problems, ultimately leading to the prevention of compliance violations. We, therefore, encourage officers and employees to report potential issues early, even if they are not certain that compliance violations have occurred.

In the fiscal year ended March 2020, 1,050 reports were made in relation to compliance at the Head Office, offices in Japan and overseas, and affiliated companies. None of these matters had a material effect on the business of Mitsui or its affiliated companies. Furthermore, there were no cases where Mitsui received any legal sanctions or paid any fines or financial penalties due to violations of anti-bribery laws or anti-competition laws.

Global Tax Management Policy

Policy

We are committed to complying with our tax obligations in a proper and fair manner, and appropriately managing our global tax costs. Our Global Tax Management Policy is available below.



Global Tax Management Policy