

Corporate Governance Report

Last Update: June 21, 2023

Mitsui & Co., Ltd.

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<https://www.mitsui.com>

The corporate governance of Mitsui & Co., Ltd. (the “Company” or “Mitsui”) is described below.

I. Basic Views on Corporate Governance, Capital Structure, Corporate Profile and Other Basic Information

1. Basic Views

[Basic Corporate Governance Policy]

In structuring the corporate governance framework, Mitsui places emphasis on “improved transparency and accountability” and “the clarification of the division of roles between the oversight activities and executive activities of the management.”

For the “improved transparency and accountability,” Mitsui ensures sound supervision and monitoring of management with the viewpoint of External Directors and External Audit & Supervisory Board Members (hereinafter referred to as the “External Members”). Mitsui has also established an internal control system for disclosure so that all executives and employees fulfill their accountability to stakeholders under the principle of fair disclosure. For “the clarification of the division of roles between the oversight activities and executive activities of the management,” Mitsui delegates execution of business to Managing Officers substantially while the Board of Directors retains a supervisory role over Managing Officers’ business activities. Chief Operating Officers of 16 business units within headquarters and 2 regional business units serve concurrently as Managing Officers and engage in business operation for the consolidated group in a responsive and flexible manner.

While increasing the effectiveness of supervisory functions by having Audit & Supervisory Board Members, Mitsui implements corporate governance by maintaining an Audit & Supervisory Board system because it believes that having Internal Directors who are familiar with our business practices and operations is essential to the business of a general trading company. By adopting a Committee System in which external members participate, Mitsui achieves highly effective corporate governance to secure “improved transparency and accountability” and “the clarification of the division of roles between the oversight activities and executive activities of the management.” In order to realize effective corporate governance for shareholders and other stakeholders, Mitsui has established, and maintains, the following structures:

- (a) The Board of Directors is the highest authority for execution of business and supervision, and in order to secure this function, the number of directors shall be set at an appropriate number where effective discussion is possible. As advisory committees to the Board of Directors, Mitsui also has in place the Governance Committee, the Nomination Committee and the Remuneration Committee, in which External Directors and/or External Audit & Supervisory Board Members participate as members.
- (b) The Audit & Supervisory Board Members supervise the Directors' execution of duties as an independent institution with the mandate of 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.

Regarding Mitsui's basic views and policies on Corporate Governance, we published "Mitsui & Co., Ltd. Corporate Governance and Internal Control Principles" on Company's website as follows.

https://www.mitsui.com/jp/en/company/outline/governance/system/pdf/corp_gov.pdf

(Notes)

"External Director", "Audit & Supervisory Board Member" and "External Audit & Supervisory Board Member" are used in the same sense of "External Director", "*Kansayaku*" and "External *Kansayaku*" in the heading of the format of this Corporate Governance Report respectively. Further, "Independent Director" is an External Director who is unlikely to have conflicts of interest with general shareholders, as stipulated by the Tokyo Stock Exchange.

[Reasons for Non-compliance with the Principles of the Corporate Governance Code]

Mitsui complies with all Principles of the Corporate Governance Code.

[Disclosure Based on the Principles of the Corporate Governance Code]

UPDATED

[Principle 1.4 Cross-Shareholdings]

- Policy on holding and reducing listed stocks for investment held for purposes other than pure investment purposes

Regarding listed stocks for investment held for purposes other than pure investment purposes including deemed stockholdings, the Company shall conduct stringent assessment about the probability of creating business opportunities, and building, maintaining and strengthening business and collaborative relationships with investee, in addition to profitability and capital efficiency.

At the same time, each year, the Board of Directors shall review the significance of and policy on holding such stocks by verifying the economic rationality based on the status of dividends, business-related profits etc., compared to the total cost such as acquisition cost, fair value and our cost of capital, and by qualitative verification based on the status of and outlook for the creation of business opportunities, as well as business and collaborative relationship with each investee. If, as a result of this review, the rational of holding these assets has significantly diluted, our policy is to sell and reduce such stocks.

Criteria of the classification of stocks for investment

The criteria of classification of stocks for investment held for pure investment purposes and stocks for investment held for purposes other than pure investment purposes are as follows.

(Stocks for investment held for pure investment purposes)

Investment held for the purposes of realizing gains solely arising from changes in the value of shares or dividends thereon

(Stocks for investment held for purposes other than pure investment purposes)

Stocks for investment held for purposes other than for pure investment purpose

Concept of the classification of stocks for investment

We may hold investment shares for the purpose of creating new businesses and strong business clusters through both trading and business investment. In addition to profit from such trading, changes in the value of shares and dividends thereon, we strive to increase medium- to long-term economic profit by creating new business opportunities and raising corporate value by providing our functions.

Based on such business model, our criterion for the classification of stocks for investment held for pure investment purposes is “Investment held for the purposes of realizing gains solely arising from changes in the value of shares or dividends thereon.” We define an investment held for pure investment purposes as one in which we can consider mainly about economic gain from the stock in question at the time of its acquisition or disposal, while considering collaboration and business relationships with investees, and other investments are defined as stocks for investment held for purposes other than pure investment purposes.

Regardless of the classification of stocks for investment held for pure investment purposes and stocks for investment held for purposes other than pure investment purposes, all listed stocks will continue to be similarly verified in respect of the rationale for holding and the voting rights will be exercised appropriately.

■ Result of verification at the Board of Directors

The details of the Board of Directors’ verification of the listed stocks held as of March 31, 2022 are as follows:

It has been confirmed that the economic rationality of holding all individual stocks was verified by examining the status of related earning, such as dividends and related trading profit compared to the cost of capital for the amount shown on the balance sheet at the end of the financial year. Furthermore, it has been confirmed that the qualitative rationale was also verified for holding all individual stocks. Moreover, stocks to be considered for sale in the future have been identified, due to diminishing rationale to hold in both qualitative and quantitative aspects.

■ Policy on the exercise of voting rights

With respect to the exercise of voting rights of listed shares held by the Company, the content of each proposal shall be considered based on the management policies and business plans etc., of the investee, and deliberation shall be conducted on a case-by-case basis while comprehensively considering from the perspectives of (1) whether or not the proposal contribute to enhance corporate value of the investee or mutual benefit of the shareholders, and (2) the impact that the proposal may have on corporate value of the Company in terms of creation of business opportunities, and building, maintaining and strengthening of business and collaborative relationship with the investee.

[Principle 1.7 Related party transactions]

Mitsui seeks resolution of the Board of Directors concerning transactions between the Company and a Director, Managing Officer, or major shareholder in accordance with laws and regulations and the Internal Regulations on Matters to Be Resolved or Reported at the Meeting of the Board of Directors, and reports periodically to the Board of Directors on important transactions with subsidiaries and associated companies.

<Supplementary Principle 2.4.1 Ensuring diversity>

Our diversity management is based on mutual respect and recognition. Our diverse human resources, inspires each other to exert the best in their capabilities, bringing new value and innovation to our business. In 2020, we designated “Thrive on diversity” as one of our corporate values, and accelerated our diversity management by making this value a core behavior in several processes to hire people, train, evaluate, and select talent.

In the Mitsui & Co. group, employees who come from a wide variety of backgrounds in terms of nationality, gender, values and other attributes play active roles globally. Our policies are designed to support the success of these people, while fostering a culture of diversity and inclusion that accepts and respects diversity.

[Specific Approach]

- Human resource development for the success and deployment of diverse talent (human resource development approach)

Specific measures: Promotion of senior success, career support for female employees, support for global talent. Support for people with disabilities

- Encouraging an organizational culture that makes the most of diverse backgrounds and points of view (approach to the organization)

Specific measures: Organizational development through the Mitsui Engagement Survey (survey to measure employees engagement in the Company and its target group companies), holding D&I Week, activities in various organizations through D&I Ambassadors and other means.

The Mitsui Engagement Survey is intended to build an organizational environment to support employee engagement and performance. The engagement score on a global group basis was 72% in 2022.

- Demonstrate results and achievements through work-life management

Specific measure: Encouragement of workstyle innovation

<https://www.mitsui.com/jp/en/sustainability/social/hrmanagement/index.html#anc2-5>

[Promotion of Women to Managerial Positions]

We set a goal to achieve a managerial rate of 10% female managers by 2025 (8.5% as of March 31, 2023). We have formulated an action plan related to empower female employees by supporting career development and support to female talent. After promoting to management positions, we will continue to focus on the development of diverse female leaders, such as by strengthening the training of line managers and executive candidates.

Action plan related to the promotion of women’s empowerment (April 1, 2020-March 31, 2025)

https://www.mitsui.com/jp/ja/sustainability/social/resources/diversity/pdf/jyoseikatsuyaku_2003.pdf

More information about our training for female employees can be found on our website.

<https://www.mitsui.com/jp/en/sustainability/social/diversity/index.html#anc1>

[Promotion of Foreign Nationals to Managerial Positions]

We work to identify diverse, talented employees on a global basis and train them as leaders capable of driving innovation in our businesses. We are also increasing the number of talented local members promoted to managerial positions. In April 2020, a locally hired employee was appointed as managing director of a major overseas subsidiary for the first time. We provide training for all employees and opportunities for internal transfers between overseas business sites, including affiliated companies. Through these initiatives, we will continue to train and promote foreign nationals through a variety of initiatives on a global basis.

[Promotion of Mid-career Hires to Managerial Positions]

In Mitsui & Co., there are no differences in the treatment of mid-career hires and new graduates, and people are promoted to managerial positions on the basis of their skills, experience, and attributes. Mid-career hires are also hired at the managerial positions. We will continue to recruit, train and promote Mid-career hires with diverse professional backgrounds.

More information about Mitsui 's diversity initiatives can be found on our website.

<https://www.mitsui.com/jp/en/sustainability/social/diversity/index.html#anc1>

[Principle 2.6 Roles of Corporate Pension Funds as Asset Owners]

Mitsui's corporate pension fund ("Corporate Pension Fund") is managed with the aim of securing the profit needed to ensure the disbursement of pensions and lump-sum payments, and building up quality pension assets. Mitsui assigns people with the specialist knowledge and appropriate qualities deemed necessary to manage the pension fund in line with said objectives.

The Corporate Pension Fund has established an asset management committee. Pension assets are managed based on the deliberations by the asset management committee and in accordance with the subsequent decisions of the Board of Directors and board of trustees. For the asset management committee and board of trustees, Mitsui has assigned personnel with appropriate qualities for the task, such as its officers and employees engaged in such areas as human resource management, financial management, accounting, risk management, and legal affairs. At the same time, by assigning employees who represent the fund subscribers, it has created frameworks to carry out various tasks, such as the formulation of basic fund management policies, the allocation of basic assets based on certain strategies, the selection and assessment of fund management institutions, and monitoring of the fund management status. They have assigned people, such as officers or employees, who are from Mitsui, to also properly manage the issue of conflicts of interest between the Corporate Pension Fund beneficiaries and the Company with regard to the formulation and administration of these organizational frameworks.

The Corporate Pension Fund possesses assets, such as investment trusts and pension insurance, in accordance with the basic fund management policy and strategic allocation policy of base assets, and entrusts the fund management with contract fund management institutions by providing contract institutions with these fund management guidelines. The Corporate Pension Fund shall formulate stewardship policies, monitor the stewardship activities of entrusted fund management institutions, and submit reports to the asset management committee, the Board of Directors, and the board of trustees, etc.

[Principle 3.1(i) Company objectives (e.g., business principles), business strategies and business plans]
Please see Introduction of Mitsui & Co., Ltd. Corporate Governance and Internal Control Principles. Also, we publish Corporate Mission Vision Values on the Company's website.

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

Further, we publish Management Plan on the Company's website.

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

[Principle 3.1(ii) Basic views and guidelines on corporate governance based on each of the principles of the Code]

Please see Mitsui & Co., Ltd. Corporate Governance and Internal Control Principles, as well as I.1. "Basic Views" of this report and Securities Report etc.

[Principle 3.1(iii) Board policies and procedures in determining the remuneration of the senior management and directors]

Please see II.1. "[Directors] and [Director Remuneration]" of this report and Securities Report etc.

[Principle 3.1(iv) Board policies and procedures in the appointment / dismissal of directors and the appointment of *kansayaku*]

The Board policies and procedures in the appointment/ dismissal of directors and the appointment of *kansayaku* are followings. Further, with respect to policies in the appointment of the external directors and *kansayaku*, please see II. 1 "Independent Directors/Kansayaku" in this report.

■ Appointment standard for Directors and process of appointment

Mitsui selects candidates for positions of director giving consideration to the following appointment standard for Directors. Selection of candidates for positions of Director is conducted after confirmation is obtained from the Nomination Committee that the necessary requirements based on the selection processes and the appointment standard for Directors established by the Nomination Committee are fulfilled.

- Person with excellent overall character who possesses qualities valuable for the management of Mitsui
- Person possessing both strong leadership skills and high moral caliber and with law-abiding spirit and a strong intention to contribute to public interest
- Person with no health concerns for the execution of duties
- Person possessing capability for smooth performance as a director of "decision-making related to the execution of operations of the company" and "oversight of the execution of duties by directors" to be conducted by the board of directors
- Person excelling in capability, foresight and insight to make best judgment for the company strictly in compliance with duty of care of a good manager and duty of loyalty expected of a director and in accordance with the "business judgment rule"

■ Appointment standard for Audit & Supervisory Board Members and process of appointment

Mitsui selects candidates for positions of Audit & Supervisory Board Member giving consideration to the following appointment standard for Audit & Supervisory Board Members. For the selection of candidates for positions of Audit & Supervisory Board Member, Directors prepare a proposal for election of Audit & Supervisory Board Members to be submitted to the General Meetings of Shareholders by the Board of Directors.

- Person of excellent personality and considerable insight, possessing outstanding capability and achievements or abundant knowledge in the fields of legal affairs, financial affairs and accounting, business management, and other various fields
- With respect to internal Audit & Supervisory Board Members, person well-acquainted with actual conditions of the company and possessing capability to conduct appropriate audits

■ Dismissal of Directors / Managing Officers (including the CEO)

In cases in which any of the circumstances listed below applies to a Director and/or Managing Officer, to ensure objectivity and transparency, the Nomination Committee shall first discuss dismissal of that Director and/or Managing Officer, followed by deliberations about same at a meeting of the Board of Directors.

- If a person is found to have violated laws and regulations, the articles of incorporation, or otherwise committed illicit acts
- If a person has not fully performed the functions and roles required for his or her office
- If a person has become unable to fulfill any of the selection standards for his or her office

[Principle 3.1(v) Explanations with respect to the individual appointments and nominations]

Please see Notice of the Ordinary General Meeting of Shareholders on the Company's website.

(https://www.mitsui.com/jp/en/ir/library/business/_icsFiles/afieldfile/2023/05/23/en_104th_shoshu.pdf)

<Supplementary Principle 3.1.3 Disclosure of sustainability initiatives>

(1) Mitsui has positioned sustainability initiatives as important management issues. We have identified Mitsui's Materiality, which consists of key issues that need to be addressed so that society and Mitsui can achieve sustainable growth. In the Sustainability Policy formulated in 2021, we have stated our commitment to the implementation of sustainability-focused management by making the Materiality the cornerstone for the formulation of business policies and strategies. We disclose information about our sustainability initiatives on the Company's website.

Sustainability information on the Company's website:

<https://www.mitsui.com/jp/en/sustainability/index.html>

Sustainability Policy

<https://www.mitsui.com/jp/en/sustainability/philosophy/concept/index.html>

Mitsui & Co.'s Materiality

<https://www.mitsui.com/jp/en/sustainability/materiality/index.html>

Also see "3. Measures to Ensure Due Respect for the Stakeholders" in "III. Implementation of Measures for Shareholders and Other Stakeholders" in this report.

(2) Investment, etc., in Human Capital and Intellectual Property

As an investment in human capital, we offer employees various human resource development programs, wide-ranging of career plans, and growth opportunities. Through these investments, we create new value by each employee as a professional with profound knowledge of a wide range of business domains, products, fields, and regions demonstrating their abilities and linking them to our business projects.

Through our business activities, we also strengthen the diverse intellectual capital that we have

accumulated through business activities and new technology development as a sogo shosha, including various business know-how and knowledge of new business development. We are also implementing measures to accumulate and develop knowledge and experience concerning the business management knowledge of individual organizations and employees, as well as digital transformation (DX) and innovation.

Mitsui will make optimal use of these human capital, intellectual capital, as well as financial capital, social and relationship capital consisting of networks and trust with a wide range of stakeholders, including partners and customers, and natural capital which is the source of our business activities. By sustainably providing solutions to social issues through growth of businesses, Mitsui will enhance its management capital as the source of future value creation.

Mitsui will make optimal use of its internal capital, which consists of its human capital, intellectual capital, and financial capital, as well as its external capital consisting of social and relationship capital built with partners, suppliers, local communities and other stakeholders through networks constituted by Mitsui's overseas offices and affiliated companies, and natural capital, which is the source of all future business activities. By sustainably providing solutions to social issues through growth and the continual restructuring of businesses and portfolios, Mitsui will enhance its management capital as the source of future value creation.

(3) The Impacts of Risks and Profit Opportunities relating to Climate Change on Mitsui's Business Activities and Profits, etc.

Mitsui supports the Task Force on Climate Related Financial Disclosures (TCFD) and discloses information in accordance with the disclosure framework defined in the final report of TCFD. We identify various risks and opportunities linked to climate change as key factors in formulating business strategies. We are working to address climate change issues through the business activities of the Mitsui group, while actively disclosing information based on the TCFD recommendations.

Visit Mitsui's website to view information disclosure based on the disclosure framework in the final report of the TCFD.

Sustainability (climate change) information on Mitsui's website:
https://www.mitsui.com/jp/en/sustainability/environment/climate_change/index.html

[Supplementary Principle 4.1.1 Scope and content of the matters delegated to the management]

Apart from deciding basic policy related to Mitsui management, items related to important operational execution, and items authorized by resolutions of the General Meetings of Shareholders, the Board of Directors decides items provided for in laws and regulations along with the Company Articles of Incorporation, in line with Internal Regulations on Matters to Be Resolved or Reported at the Meeting of the Board of Directors. Moreover, by receiving reports on items provided for in laws and regulations and the status of the execution of important operations, the Board of Directors oversees the execution of duties by the management headed by the President, who serves as Chief Executive Officer.

Based on the basic design of internal controls provided for by the Board of Directors, the management assumes the role and responsibility of maintaining, operating and assessing internal controls at Mitsui and

Mitsui affiliated companies.

Mitsui adopts a Managing Officer system so that Directors perform their management duties in an efficient manner. Managing Officers are appointed by the Board of Directors and are delegated authority by the Board of Directors.

Under the rules on delegation of authority, specific authority is delegated to the Chief Operating Officers of Headquarters Business Units, which each engage in global business activities in specific business areas, and the Chief Operating Officers of the Regional Business Units, which play key roles in regional strategies, enabling them to provide timely management based on close links to the frontline. Mitsui implements an internal approval system for matters which are beyond the delegated authority of each Chief Operating Officer. Within such system, Mitsui's Representative Directors make final decision in the best interests of the Company, following deliberations conducted by the relevant Corporate Staff Divisions on their capacities and specialist areas.

[Principle 4.8 Effective use of independent directors]

The number of directors shall be set at an appropriate number where effective discussion is possible. The Company's policy shall be that at least one-third of the total number of directors shall be independent external directors.

[Principle 4.9 Independence standards and qualification for independent directors]

Please see II.1. "[*Independent Directors/Kansayaku*]" in this report.

[Supplementary Principle 4.11.1 A view on the appropriate balance between knowledge, experience and skills of the board as a whole, and also on diversity and appropriate board size]

The number of directors shall be set at an appropriate number where effective discussion is possible, and from the standpoint of promoting the division of roles between the oversight activities and executive activities of the management, priority is given to External Directors when increasing numbers. Mitsui has decided that as the appointment standard for External Directors, the prospective person's extensive business experience and knowledge are required to deliberate on such Board of Directors meeting proposals as investments and loans, and knowledge of his or her particular area of business is used. Mitsui has decided that in selecting candidates for the positions of External Director, it puts great value on ensuring their independence from Mitsui in the pursuit of their management oversight functions. Also, with a view to overseeing business operations in a way that reflects the standpoint of our diverse stakeholders, Mitsui takes into consideration the field from which candidates originate, along with their gender.

Through discussions by the Nomination Committee and Board of Directors about ways to ensure the effectiveness of the Board of Directors and the Audit & Supervisory Board, Mitsui has formed a Board of Directors with a composition that achieves a good balance between diversity including gender and national diversity, and an appropriate size. Also, Mitsui has appointed people with appropriate experience and capabilities as Audit & Supervisory Board members.

<Supplementary Principle 4.10.1 Utilization of voluntary committees>

Mitsui has voluntarily established the Governance Committee, Nomination Committee, and Remuneration Committee as advisory committees for the Board of Directors. External Directors and External Audit & Supervisory Board Members hold the majority of seats on each of these advisory committees, ensuring

“improved of transparency and accountability”, as well as “the clarification of the division of the roles between the oversight activities and the executive activities of the management. Since the majority of committee members are external members, including External Audit & Supervisory Board Members, and the Nomination and Remuneration Committees are chaired, respectively, by an External Director and an External Audit & Supervisory Board Member, the same level of independence they would have if the majority of their members were External Directors is ensured. We believe that the effectiveness of the advisory committees is further enhanced by the use of information and knowledge gained by External Audit & Supervisory Board Members through audits. For more detailed information about the “composition”, “expected role”, “function” and “term” and other aspects of the advisory committees, please refer to the “Supplementary Explanation” in “Committee’s Name, Composition, and Attributes of Chairperson” in Section II (“Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight in Management”) of this report.

<Supplementary Principle 4.11.1 Views on the balance of directors’ knowledge, experience and skills, and the diversity and size of the Board of Directors>

In view of deliberations by the Board of Directors on Mitsui’s diverse business activities in a wide range of regions and from the standpoint of incorporating the perspectives of diverse stakeholders in the supervision of business activities, Mitsui’s Board of Directors has achieved diversity in terms of gender and nationality and the size of the Board of Directors is appropriate for effective deliberations. In addition to the knowledge about ESG management and global management which is expected to our Directors and Senior Managements, Internal Directors are especially expected to have knowledge relating to Mitsui’s focus areas as well as innovation and DX, while External Directors are especially expected to possess deep insights on business management including management experience and knowledge about internal control systems and risk management as well as internal control systems and risk management. Audit & Supervisory Board members are required to have professional knowledge about financial accounting and law. The Nomination Committee, which is chaired by an External Director and of which the majority of members are external members, deliberates on candidates for appointment as directors from the viewpoint of achieving balance in the Board of Directors, taking into account the professional skills and background of each candidate, including the overall personal attributes. The Board of Directors gives respectful consideration to the Committee’s report when selecting candidates for membership of the Board.

The skill matrix for members of the Board of Directors, including the main professional skills and knowledge that members of the Board of the Directors and Audit & Supervisory Board are expected to possess, is disclosed in convocation notices for General Meetings of Shareholders, the Integrated Report, and Mitsui’s website.

Link to the Notice of the Ordinary General Meeting of Shareholders on Mitsui’s website:

https://www.mitsui.com/jp/en/ir/library/business/_icsFiles/afieldfile/2023/05/23/en_104th_shoshu.pdf

Link to the Integrated Report on Mitsui’s website

https://www.mitsui.com/jp/en/ir/library/report/_icsFiles/afieldfile/2022/09/20/en_ir2022_all_web.pdf

[Supplementary Principle 4.11.2 Major concurrent positions in other organizations of Directors/Kansayaku] Please see I.1. “[*Independent Directors/Kansayaku*]” in this report. Further, we disclose major concurrent positions in other organizations of Directors, Audit & Supervisory Board Members, and candidates of those every year in Notices of the Ordinary General Meeting of Shareholders and Securities Reports, etc.

[Supplementary Principle 4.11.3 Analysis and evaluation of effectiveness of Board of Directors]

We state in Mitsui & Co., Ltd. Corporate Governance and Internal Control Principles that each year the Board of Directors analyzes and evaluates its effectiveness, taking into consideration the relevant matters, including the self-evaluations of each director, and discloses a summary of the results. For results for the year ended March 31, 2023, please see II.2.1. (a)(iii) “*Evaluation of effectiveness of the Board of Directors*” of this report.

[Supplementary Principle 4.14.2 Training policy for directors and Kansayaku]

Please see Chapter 1 II.1. (12) “*Policy on training for directors*” and II.2. (5) “*Policy on training for Audit & Supervisory Board Members*” of Mitsui & Co., Ltd. Corporate Governance and Internal Control Principles and II.2.1 “*Corporate Governance Structure*” in this report.

■ Policy on training for directors

- Upon assumption, opportunities are given to directors for gaining full understanding of the business, financial affairs, organization, etc. of the company, the Companies Act of Japan and related laws and regulations, corporate governance and internal control to ensure that they may fulfil their duties including the role expected of directors which is mandated by the shareholders (fiduciary responsibility) and legal responsibility. Furthermore, opportunities are given for keeping them up to date as necessary.
- Pre-Briefing with materials for each agenda is conducted for independent directors prior to each board of directors meeting etc.

■ Policy on training for Audit & Supervisory Board Members

- Upon assumption, opportunities are given to Audit & Supervisory Board Members for gaining full understanding of the business, financial affairs, organization, etc. of the company, the Companies Act of Japan and related laws and regulations, corporate governance and internal control to ensure that they may fulfil their duties including the role expected of Audit & Supervisory Board Members which is mandated by the shareholders (fiduciary responsibility) and legal responsibility. Furthermore, opportunities are given for keeping them up to date as necessary.
- Pre-Briefing with materials for each agenda is conducted for external *kansayaku* prior to each board of directors meeting etc.

[Principle 5.1 Policy for constructive dialogue with shareholders]

- (1) Measures for revitalization of General Meeting of Shareholders and facilitation of exercise of voting rights
 - i. Mitsui makes efforts to ensure that our shareholders may secure sufficient time to review proposals for the General Meeting of Shareholders by early sending and disclosure of convocation notice including English version and efforts to improve environment for shareholders to exercise their voting rights by introduction of electromagnetic exercise of voting rights.
 - ii. Mitsui has established the handling relating to the exercise of shareholder rights, handling relating to shares and share options, and the fees charged for these matters in the Rules on Handling Shares and releases the same on its website.
- (2) Measures related to IR
 - i. Mitsui has established basic philosophy and procedures for statutory disclosure and timely disclosure in the Corporate Disclosure Policy and releases the same on its website.
 - ii. Mitsui gives briefings to shareholders and investors to provide information in an appropriate manner and hold dialog in accordance with the Corporate Disclosure Policy and posts materials

on its website.

- iii. Mitsui gives feedback to its officers and employees including the management with respect to the opinions and management issues obtained from shareholders and investors through dialog with them and makes good use of the same for continuous improvement of corporate value.

Further, please see Chapter III.2. “*IR Activities*” and V.2. “*Other Matters Concerning to Corporate Governance System*” in this report. Further, we publish Corporate Disclosure Policy on the Company’s website. (<https://www.mitsui.com/jp/en/ir/management/ethics/index.html>)

[Management’s focus on cost of capital and the share price]

With the aim of continuously increasing our corporate value, our Corporate Management Committee and Board of Directors discussed and approved the Medium-term Management Plan ending in the FYE March 31, 2026. The profitability indicators set forth in the plan are Core Operating Cash Flow, profit, and ROE. The target for ROE, which is used to measure capital efficiency, has been set to an average of more than 12% for the three year period of the Medium-term Management Plan. We aim to continuously enhance ROE above the cost of capital through ROIC based management, which is used as an internal key performance indicator, and aim to improve profitability and lower the cost of capital through growth investments that have a high probability of success by forming business clusters in familiar areas of business (in areas we do business or in adjacent areas). We also aim to strengthen shareholder returns by increasing the shareholder returns payout ratio and through the introduction of a progressive dividend, as well as continuously reviewing the optimal capital structure.

In addition, from the FYE March 31, 2023, ROE and ESG were introduced as factors of performance-linked restricted stock-based remuneration as part of director remuneration, in order to improve capital efficiency and to link it to the incentives of internal directors.

Please refer to “Medium-term Management Plan 2026 ~Creating Sustainable Futures~” on our website for details of specific initiatives to enhance our corporate value.

(https://www.mitsui.com/jp/en/ir/library/meeting/pdf/en_233_4q_chukei.pdf)

[Dialogue with shareholders]

In order to contribute to sustainable growth and enhancement of our medium- to long-term corporate value, we respond to requests for meetings from shareholders and investors, and actively engage in dialogue with shareholders through proactive requests for meetings and holding various explanation sessions.

The status of dialogue with shareholders during the FYE March 31, 2023 is as follows.

(1) Main methods of dialogue with shareholders

The main correspondents for each IR event are as follows

- Individual IR meetings with institutional investors, etc. (President and CEO, CFO, Legal Div., Corporate Sustainability Div., IR Div.)
- Large IR meetings on financial results for analysts and institutional investors (President and CEO, CFO, GM of Global Controller Div.)

- IR meetings held overseas (President and CEO, CFO, GM of IR Div., etc.)
- Conferences for overseas institutional investors (GM of IR Div., etc.)
- Investor Day (President and CEO, CFO, CSO, directors in charge of business units, external directors, etc.)
- Briefings on business activities (Executive officers and GMs of business divisions, etc.)
- Small meetings with domestic institutional investors (President and CEO, CFO)
- Business tours (managers of business sites, Corporate Sustainability Div., IR Div., etc.)
- Briefings for individual shareholders and investors (President and CEO, CFO, GM of IR Div., etc.)

(2) Overview of dialogue with shareholders

We actively exchange opinions with analysts, fund managers, ESG analysts, voting officers, etc., of inside and outside Japan through direct dialogue and IR events described in (1) above. With individual shareholders and investors, we hold briefing sessions in a large meeting format and have lively Q&A sessions with presenters that include the President and CEO, CFO and GM of IR Div.

(3) Main topics of dialogue and shareholder interests

There are a wide range of topics covered, including a summary of financial results, capital policy including shareholder returns, pathways to enhance our corporate value, ESG, and more.

(4) Feedback from shareholder dialogue to management and the Board of Directors

Opinions and concerns from shareholders are reported to Directors Audit & Supervisory Board Members. In addition, our Corporate Management Committee and the Board of Directors discussed the issues based on dialogue with and opinions of stakeholders, which have been reflected in the Medium-term Management Plan 2026 and disclosed in the Notice of the General Meeting of Shareholders, the Annual Securities Report, and other disclosures.

2. Capital Structure

| | |
|----------------------------|---------------|
| Foreign Shareholding Ratio | More than 30% |
|----------------------------|---------------|

[Status of Major Shareholders] (as of March, 2023) UPDATED

| Name / Company Name | Number of Shares Owned | Percentage (%) |
|---|------------------------|----------------|
| The Master Trust Bank of Japan, Ltd. (Trust account) | 248,457,000 | 16.25 |
| EUROCLEAR BANK S.A./N.V. (Standing agent: MUFG Bank, Ltd.) | 115,800,569 | 7.57 |
| Custody Bank of Japan, Ltd. (Trust account) | 95,425,654 | 6.24 |
| Nippon Life Insurance Company | 35,070,840 | 2.29 |
| JP MORGAN CHASE BANK 385632 (Standing agent: Mizuho Bank, Ltd.) | 33,227,132 | 2.17 |
| STATE STREET BANK WEST CLIENT – TREATY 505234 (Standing agent: Mizuho Bank, Ltd.) | 24,527,941 | 1.60 |
| JP MORGAN CHASE BANK 385781 (Standing agent: Mizuho Bank, Ltd.) | 19,723,813 | 1.29 |
| Mitsui Sumitomo Insurance Company, Limited | 15,725,422 | 1.02 |
| TAIJU LIFE INSURANCE COMPANY LIMITED | 15,400,000 | 1.00 |
| SSBTC CLIENT OMNIBUS ACCOUNT | 14,906,000 | 0.97 |

| | |
|---|-----|
| Controlling Shareholder (except for Parent Company) | N/A |
| Parent Company | N/A |

1. In addition to the shares listed above, the Company holds treasury stock of 16,561,563 shares.
2. Percentage of common stock issued is rounded down to two decimal places.
3. Reports on possession of large volume and change reports pertaining to reports on possession of large volume that were filed with the Director-General of the Kanto Local Finance Bureau in the past three fiscal years and from April 1, 2023 through the date of submission of this annual securities report are as follows. The status of major shareholders shown above does not include the followings, as it is not possible for us to confirm the actual status of the shareholding ratio as of March 31, 2023. Reports by large volume shareholders include portions held by joint holders.

| Name of shareholders | Ownership as of | Number of shares owned | Holding ratio (%) |
|--------------------------------------|-------------------|------------------------|-------------------|
| National Indemnity Company | August 24, 2020 | 86,453,900 | 5.03 |
| Sumitomo Mitsui Trust Bank, Ltd. | December 15, 2020 | 103,181,200 | 6.01 |
| Nomura Securities Co, Ltd. | January 15, 2021 | 87,081,683 | 5.07 |
| Mizuho Bank, Ltd. | March 15, 2021 | 69,144,118 | 4.03 |
| BlackRock Japan Co., Ltd. | August 31, 2022 | 103,757,434 | 6.52 |
| National Indemnity Company | November 14, 2022 | 105,380,200 | 6.62 |
| Mitsubishi UFJ Financial Group, Inc. | November 14, 2022 | 70,696,520 | 4.44 |
| National Indemnity Company | June 12, 2023 | 125,022,300 | 8.09 |

3. Corporate Attributes

| | |
|---|---|
| Listed Stock Market and Market Section | Tokyo Stock Exchange (Prime), Nagoya Stock Exchange (Premier), Sapporo, Fukuoka |
| Fiscal Year-End | March |
| Type of Business | Wholesale Trade |
| Number of Employees (consolidated) as of the End of the Previous Fiscal Year | More than 1000 |
| Sales (consolidated) as of the End of the Previous Fiscal Year | More than ¥1 trillion |
| Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year | From 100 to less than 300 |

4. Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholder

N/A

5. Other Special Circumstances which may have Material Impact on Corporate Governance

Mitsui has no parent company or listed subsidiaries. Furthermore, there are no particular special circumstances that have a material impact on corporate governance.

II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight in Management

1. Organizational Composition and Operation

| | |
|-------------------|---|
| Organization Form | Company with <i>Kansayaku</i> Board (Audit & Supervisory Board) |
|-------------------|---|

[Directors]

| | |
|---|---------------------|
| Maximum Number of Directors Stipulated in Articles of Incorporation | N/A |
| Term of Office Stipulated in Articles of Incorporation | 1 year |
| Chairperson of the Board | Company Chairperson |
| Number of Directors UPDATED | 15 |
| Appointment of External Director | Appointed |
| Number of External Directors UPDATED | 6 |
| Number of Independent Directors UPDATED | 6 |

External Directors' Relationship with the Company (1) **UPDATED**

| Name | Attribute | Relationship with the Company* | | | | | | | | | | | |
|----------------------|----------------------|--------------------------------|---|---|---|---|---|---|---|---|---|---|--|
| | | a | b | c | d | e | f | g | h | i | j | k | |
| Samuel Walsh | From another company | | | | | | | | | △ | | | |
| Takeshi Uchiyamada | From another company | | | | | | | | | ○ | | | |
| Masako Egawa | Academic | | | | | | | | | | | | |
| Fujiyo Ishiguro | From another company | | | | | | | | | | | | |
| Sarah L. Casanova | From another company | | | | | | | | | ○ | | | |
| Jessica Tan Soon Neo | From another company | | | | | | | | | | | | |

* Categories for "Relationship with the Company"

* "○" when the director presently falls or has recently fallen under the category;

"△" when the director fell under the category in the past

* "●" when a close relative of the director presently falls or has recently fallen under the category;

"▲" when a close relative of the director fell under the category in the past

- a. Executive of the Company or its subsidiaries
- b. Non-executive director or executive of a parent company of the Company
- c. Executive of a fellow subsidiary company of the Company
- d. A party whose major client or supplier is the Company or an executive thereof
- e. Major client or supplier of the listed company or an executive thereof
- f. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a director/*kansayaku*
- g. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)
- h. Executive of a client or supplier company of the Company (which does not correspond to any of d, e, or f) (the director himself/herself only)
- i. Executive of a company, between which and the Company external directors/*kansayaku* are mutually appointed (the director himself/herself only)
- j. Executive of a company or organization that receives a donation from the Company (the director himself/herself only)
- k. Others

External Directors' Relationship with the Company (2)

UPDATED

| Name | Designation as Independent Director | Supplementary Explanation of the Relationship/ Reasons of Appointment |
|--------------------|-------------------------------------|--|
| Samuel Walsh | ○ | <p>Supplementary Explanation of the Relationship</p> <p>Mr. Walsh served as CEO of Rio Tinto, a company with which Mitsui has business transaction, until July 2016. Therefore, item h in “External Directors’ Relationship with the Company (1)” is marked “△”.</p> <p>Reasons of Appointment</p> <p>Mr. Walsh has global expertise and excellent management skills cultivated through his long years working in upper management within the automobile industry and as chief executive officer of an international natural resources company. At the Board of Directors meetings, he makes many proposals and suggestions from a broad-minded standpoint based on his abundant business management experience, and makes significant contributions to active discussions at the meetings of the Board of Directors, and to improving the effectiveness of said meetings. In the year ended March 31, 2023, he served as a member of the Governance Committee, actively provided his opinions with the aim of creating a highly transparent governance system. He has diverse perspectives based on global corporate management experience and expertise and knowledge related to capital policy and business investment. We appointed Mr. Walsh as External Director so that he may continue to advise and supervise the Company’s management. He does not fall under any of the five circumstances listed in Article III. 5. (3)-2 of the Guidelines Concerning Listed Company Compliance, etc. and meets the standards set by Mitsui for appointment as External Director, he has accordingly been appointed as an Independent Director.</p> |
| Takeshi Uchiyamada | ○ | <p>Supplementary Explanation of the Relationship</p> <p>Mitsui and its consolidated subsidiaries sell automobile components, etc. to Toyota Motor Corporation, where Mr. Uchiyamada served as Director; however, the yearly amount of sales in each of the last three (3) fiscal years is less than 1% of the annual consolidated transaction volume of Toyota Motor</p> |

| | | |
|--------------|---|---|
| | | <p>Corporation and Mitsui. In addition, Mitsui and its consolidated subsidiaries purchase automobiles and automobile components from Toyota Motor Corporation, but the yearly amount paid in each of the last three (3) fiscal years is less than 1% of the annual consolidated transaction volume of Toyota Motor Corporation and Mitsui. From the above, Mitsui has determined that there is nothing that would affect the independence of Mr. Uchiyamada as External Director. Other than the above, there is no special interest between Mr. Uchiyamada and Mitsui. Therefore, Mr. Uchiyamada is deemed to appropriately carry out his duties as the independent and neutral External Director.</p> <p>Reasons of Appointment</p> <p>Mr. Uchiyamada has long been involved in research and development on environmental and safety technologies at Toyota Motor Corporation that could realize a mobility society responding to the needs of the times, as well as in the development of products demanded by consumers, and has been exercising his excellent managerial skills as an executive officer of Toyota Motor Corporation. At the Board of Directors meetings, he makes many proposals and suggestions from a broad-minded standpoint based on his management experience at a global company and his in-depth knowledge of society in general and makes significant contributions to active discussions at the meetings of the Board of Directors, and to improving the effectiveness of said meetings. In the year ended March 31, 2023, he served as a member of the Nomination Committee, and contributed to the discussions with the aim of enhancing the transparency and effectiveness of the procedures for the appointment of executives, including the CEO, and External Directors. In view of these points, we appointed Mr. Uchiyamada as External Director so that he may continue to advise and supervise the Company's management. He does not fall under any of the five circumstances listed in Article III. 5. (3)-2 of the Guidelines Concerning Listed Company Compliance, etc. and meets the standards set by Mitsui for appointment as External Director, he has accordingly been appointed as an Independent Director.</p> |
| Masako Egawa | ○ | <p>Supplementary Explanation of the Relationship</p> <p>N/A</p> <p>Reasons of Appointment</p> <p>Ms. Egawa has deep insight in finance and corporate management gained through her experience of management as a director of the University of Tokyo and the chancellor of School Juridical Person Seikei Gakuen, her many years of experience working at global financial institutions, and her research on management of Japanese companies and corporate governance. Her broad range of public contributions includes the activities at the Japan-United States Educational Commission and councils of the Ministry of Finance. In the year ended March 31, 2023, she served as a member of the Governance Committee, actively provided her opinions with the aim of creating a highly transparent governance system. In addition, as a member of the Remuneration Committee, she contributed to the discussions related to executive remuneration system. In view of these points, we appointed Ms. Egawa as External Director so that she may continue to advise and supervise the Company's management. She does not fall under any of the five circumstances listed in Article III. 5. (3)-2 of the Guidelines Concerning Listed Company Compliance, etc. and meets the standards set by Mitsui for appointment as External</p> |

| | | |
|----------------------|---|---|
| | | Director, she has accordingly been appointed as an Independent Director. |
| Fujiyo Ishiguro | ○ | <p>Supplementary Explanation of the Relationship N/A</p> <p>Reasons of Appointment</p> <p>In addition to advanced knowledge of business management and the IT/DX sector gained through her many years of experience as an IT entrepreneur, Ms. Ishiguro has also developed profound insights about business management through her experience as an external director of listed companies. She has also made extensive contributions to the public interest, including serving as a committee member of Industrial Structure Council of Ministry of Economy, Trade and Industry. We have appointed Ms. Ishiguro as External Director in the expectation that she will apply her extensive knowledge of business management and IT/DX to advise and supervise Mitsui's management from diverse perspectives.</p> |
| Sarah L. Casanova | ○ | <p>Supplementary Explanation of the Relationship</p> <p>Mitsui and its consolidated subsidiaries have contracted import agency services, etc. to McDonald's Company (Japan), Ltd., for which she serves as a director, but the yearly amount of sales in each of the last three (3) fiscal years is less than 1% of the annual consolidated transaction volume of McDonald's Company (Japan), Ltd. and the Company. From the above, Mitsui has determined that there is nothing that would affect the independence of Ms. Casanova as External Director. Other than the above, there is no special interest between Ms. Casanova and Mitsui. Therefore, Ms. Casanova is deemed to appropriately carry out her duties as the independent and neutral External Director.</p> <p>Reasons of Appointment</p> <p>Ms. Casanova amassed extensive knowledge of the international consumer business through her experience working for McDonald's in North America, the CIS, and Southeast Asia. She served as Chief Executive Officer of McDonald's Company (Japan) from 2013 to 2019 and demonstrated her management acumen by pursuing growth strategies that have yielded a dramatic improvement in the company's performance. We have appointed Ms. Casanova as an External Director in the expectation that she will use her profound knowledge of the international consumer business and her management experience in a global business corporation to advise and supervise the Company's management from diverse perspectives.</p> |
| Jessica Tan Soon Neo | ○ | <p>Supplementary Explanation of the Relationship N/A</p> <p>Reasons of Appointment</p> <p>In addition to knowledge of the IT/DX sector gained through her experience working for IBM and Microsoft, Ms. Tan has also developed profound knowledge of business management through her role as an external director of listed companies in Singapore. In parallel with her business career, she was elected as a Member of Parliament of Singapore in 2006 and is currently serving as the Deputy Speaker of the Parliament of Singapore, making a wide range of contributions to the public interest. We have appointed Ms. Tan as an External Director in the expectation that she will use her knowledge of managing global corporations and her profound insights about society in general to advise and supervise the Company's management from diverse perspectives.</p> |

| | |
|--|-------------|
| Voluntary Establishment of Committee(s) Corresponding to Nomination Committee or Remuneration Committee | Established |
|--|-------------|

Committee's Name, Composition, and Attributes of Chairperson

| | Committee Corresponding to Nomination Committee | Committee Corresponding to Remuneration Committee |
|-----------------------|--|--|
| Committee's Name | Nomination Committee | Remuneration Committee |
| All Committee Members | 5 | 5 |
| Full-time Members | 0 | 0 |
| Internal Directors | 2 | 2 |
| External Directors | 2 | 2 |
| External Experts | 0 | 0 |
| Other | 1 | 1 |
| Chairperson | External Director | Other |

Mitsui has established the Governance Committee, the Nomination Committee and the Remuneration

Committee shown above as advisory bodies to the Board of Directors. All members of the committee have been selected by a resolution of the Board of Directors. The compositions of members, expected roles, functions, secretariat as of the date of issuance of this report and activities of the year ended March 31, 2023 are as follows:

- Governance Committee (Secretariat: Corporate Planning & Strategy Div.)

Composition: 3 Internal Directors serving as the Chairman of the Board of Directors (the committee chair), President and Chief Executive Officer, the Chief Strategy Officer (CSO), 3 External Directors, 1 External Audit & Supervisory Board Member

Expected Role: The Committee will work to enhance management transparency and fairness and achieve sustained improvement in Company's corporate governance by continually monitoring corporate governance and considering governance enhancement measures.

Function: To consider basic policies and measures concerning the governance of the Company, to consider the composition, size, and agenda of the Board of Directors, with the aim of achieving further improvement in corporate governance, and to consider the role of the Board of Director's advisory committees, including recommendations on deliberations and discussions in meetings of the Nomination and Remuneration Committees.

Term: The term of this Committee Members shall be from the date of the ordinary general meeting of shareholders on the year when such Committee Member is appointed as a Committee Member to the end of next year's general meeting of the shareholders.

Activities: The Governance Committee was held three times in the year ended March 31, 2023 and carried out a discussion in relation to institutional design based on our frameworks for business execution taking into account the External Members' experiences and opinions in the field of corporate governance and Evaluation of Effectiveness of the Board of Directors.

- Nomination Committee (Secretariat: Human Resources & General Affairs Div.)

Composition: 2 External Directors (one of them is the committee chair), 2 Internal Directors serving as the Chairman, President and Chief Executive Officer, 1 External Audit & Supervisory Board Member, and the Chief Human Resources Officer (CHRO) shall serve as Director-General.

Expected Role: To enhance the transparency and objectivity of processes relating to the nomination of Directors and Managing Officers through the involvement of external members, and to ensure the fairness of Directors and Managing Officers nominations.

Function: To study the selection and dismissal standards and processes for nominating Directors and Managing Officers, establish succession planning for President and Chief Executive Officer and other top executives, and evaluate Director nomination proposals and to deliberate on the dismissal of Directors and Managing Officers.

Term: The term of this Committee Members shall be from the date of the ordinary general meeting of shareholders on the year when such Committee Member is appointed as a Committee Member to the end of next year’s general meeting of the shareholders.

Activities: The Nomination Committee was held six times in the year ended March 31, 2023 and discussed Consideration/Deliberation of selection of Director candidates based on Skill Matrix, and deliberation of plan of Directors.

- Remuneration Committee (Secretariat: Human Resources & General Affairs Div.)

Composition: 1 External Audit & Supervisory Board Member (the committee chair), 2 External Directors, 2 Internal Directors serving as the Chief Financial Officer (CFO), the CHRO

Expected Role: 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 study the system and decision-making process relating to remuneration and bonuses for Directors and Managing Officers, and to evaluate proposals of remuneration and bonuses for Directors and proposals for evaluation and bonuses for Managing Officers.

Term: The term of this Committee Members shall be from the date of the ordinary general meeting of shareholders on the year when such Committee Member is appointed as a Committee Member to the end of next year’s general meeting of the shareholders.

Activities: The Remuneration Committee was held seven times in the year ended March 31, 2023 and carried out a discussion in relation to re-evaluation of the remuneration system and level towards the contribution of medium- to long-term corporate value under global competitive environment, etc.

[*Kansayaku*]

| | |
|--|-------------|
| Establishment of <i>Kansayaku</i> Board | Established |
| Maximum Number of <i>Kansayaku</i> Stipulated in Articles of Incorporation | N/A |
| Number of <i>Kansayaku</i> | 5 |

Cooperation among *Kansayaku*, Accounting Auditors and Internal Audit Departments

UPDATED

- The Audit & Supervisory Board holds regular meetings with the Internal Auditing division and the Independent Auditors. At the beginning of the fiscal year, the participants exchange information and opinions about their auditing policies and plans, the items of focus in audits, the status of audits and other matters, and have discussions on the execution of effective and efficient accounting audits and internal control audits.
- When the Internal Auditing Division prepares its draft internal audit report, Fulltime Audit & Supervisory Board Members attend the sessions for exchanging opinions with the Internal Auditing Division based on such a draft. In addition, Full-time Audit & Supervisory Board Members have monthly meetings with, and the exchange of information from time to time, with the Internal Auditing Division for implementing efficient audits. Furthermore, Full-time Audit & Supervisory Board Members in principle attend all of the feedback sessions on regular internal audits by the Internal Auditing Divisions. The General Manager of the Internal Auditing Division periodically reports on the plans and results of internal audits to the Audit & Supervisory Board. The Audit & Supervisory

Board Members, as necessary, request reports on the internal control system, risk evaluation and other matters from the Internal Auditing Division and other divisions responsible for internal controls, and also ask for their cooperation on a wide range of matters in audits. When necessary, the Audit & Supervisory Board and the Internal Auditing Division jointly conduct site visits.

- At the end of the fiscal year, the Audit & Supervisory Board receive reports on the audit procedures and results of audits on accounting and internal controls respectively from the Independent Auditors, and exchange opinions on these. During the fiscal year, the Audit & Supervisory Board Members hold monthly meetings with the Independent Auditors and receive reports from the Independent Auditors about their auditing plans, the items of focus in audits, the status of audits, the status of discussion of the "Key Audit Matters" and other matters. At the meetings, the participants exchange information and have discussions on the execution of effective and efficient accounting audits and internal control audits.

Mitsui's certified public accountant auditor is Deloitte Touche Tohmatsu LLC. See II.2.3. "*Details of Audit Fees and Other Matters*" regarding details of fees paid to the certified public account auditor and non-auditing work and policy for determining audit fees.

| | |
|--|-----------|
| Appointment of External <i>Kansayaku</i> | Appointed |
| Number of External <i>Kansayaku</i> | 3 |
| Number of Independent <i>Kansayaku</i> | 3 |

| Name | Attribute | Relationship with the Company* | | | | | | | | | | | | |
|----------------|-----------------------------|--------------------------------|---|---|---|---|---|---|---|---|---|---|---|---|
| | | a | b | c | d | e | f | g | h | i | j | k | l | m |
| Kimitaka Mori | Certified Public Accountant | | | | | | | | | | | | | |
| Yuko Tamai | Lawyer | | | | | | | | | | ○ | | | |
| Makoto Hayashi | Lawyer | | | | | | | | | | | | | |

* Categories for “Relationship with the Company”

* “○” when the director presently falls or has recently fallen under the category;

“△” when the director fell under the category in the past

* “●” when a close relative of the director presently falls or has recently fallen under the category;

“▲” when a close relative of the director fell under the category in the past

a. Executive of the Company or its subsidiary

b. Non-executive director or accounting advisor of the Company or its subsidiaries

c. Non-executive director or executive of a parent company of the Company

d. *Kansayaku* of a parent company of the Company

e. Executive of a fellow subsidiary company of the Company

f. A party whose major client or supplier is the Company or an executive thereof

g. Major client or supplier of the Company or an executive thereof

h. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a *kansayaku*

i. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)

j. Executive of a client or supplier company of the Company (which does not correspond to any of f, g, or h) (the *kansayaku* himself/herself only)

k. Executive of a company, between which and the Company external directors/*kansayaku* are mutually appointed (the *kansayaku* himself/herself only)

l. Executive of a company or organization that receives a donation from the Company (the *kansayaku* himself/herself only)

m. Others

| Name | Designation as Independent <i>Kansayaku</i> | Supplementary Explanation of the Relationship |
|---------------|---|--|
| Kimitaka Mori | ○ | <p>Supplementary Explanation of the Relationship N/A</p> <p>Reasons of Appointment</p> <p>Mr. Mori has deep insight in corporate accounting, accounting audit activities and risk management gained through his many years of experience as a certified public accountant. Since he took his office as an External Audit & Supervisory Board Member in 2017, at the Board of Directors meetings and Audit & Supervisory Board Members meetings, he has made his valuable remarks based on his expertise and from his objective and neutral standpoint and made significant contributions to improvement of the supervising functions of the Board of Directors meetings and Audit & Supervisory Board meetings. Since he took his office as an External Audit & Supervisory Board Member, he has served as a member of the Remuneration Committee, and since June 2020, he has served as a chairman of that Committee. He exercised his strong leadership in improving transparency in executive remuneration and in deepening effective operation of evaluation system. Although Mr. Mori has no direct experience in corporate management, considering the above, we appoint Mr. Mori as an External Audit & Supervisory Board Member. He is designated as an Independent Audit & Supervisory Board Member because he does not fall under any of the circumstances listed in Article III. 5. (3)-2 of the Guidelines Concerning Listed Company Compliance, etc. and meets the standards set by Mitsui for appointment as External Audit & Supervisory Board Member, and is deemed not to pose a risk of conflict of interest with general shareholders.</p> |
| Yuko Tamai | ○ | <p>Supplementary Explanation of the Relationship</p> <p>The amount of transactions in the past three (3) fiscal years between Nagashima Ohno & Tsunematsu, Ms. Tamai's law office, and Mitsui does not exceed the amount established by the Mitsui's Criteria of Independence for External Members. In addition, the yearly transaction amount paid by Mitsui to Nagashima Ohno & Tsunematsu in each of the last three (3) fiscal years is less than 1% of the yearly amount of sales and the yearly amount of the consolidated sales of the law office and Mitsui. From the above, Mitsui has determined that there is nothing that would affect the independence of Ms. Tamai as External Audit & Supervisory Board Member. Other than the above, there is no special interest between Ms. Tamai and Mitsui. Therefore, Ms. Tamai is deemed to appropriately carry out her duties as the independent and neutral External Audit & Supervisory Board Member.</p> <p>Reasons of Appointment</p> <p>Ms. Tamai is appointed as an External Audit & Supervisory Board Member in expectation of the expression of her objective audit opinions from an independent and neutral standpoint, with advanced insight into various types of corporate transactions, corporate governance and risk management cultivated through her many years of experience in legal affairs as a lawyer as well as extensive experiences as an external board member of other companies and a Commissioner (part-time) of Certified Public Accountants and Auditing Oversight Board. We deem her capable of performing her duties as an External Audit & Supervisory Board Member appropriately by giving valuable opinions, advice, and so forth regarding Mitsui's management utilizing her experience and knowledge. She is designated as an Independent Audit & Supervisory Board Member because she does not fall under any of the circumstances listed in Article III. 5. (3)-2 of the Guidelines Concerning Listed</p> |

| | | |
|----------------|---|---|
| | | <p>Company Compliance, etc. and meets the standards set by Mitsui for appointment as External Audit & Supervisory Board Members, and is deemed not to pose a risk of conflict of interest with general shareholders.</p> |
| Makoto Hayashi | ○ | <p>Supplementary Explanation of the Relationship</p> <p>The amount of transactions in the past three (3) fiscal years between Mori Hamada & Matsumoto, Mr. Hayashi's law office, and Mitsui does not exceed the amount established by the Mitsui's Criteria of Independence for External Members. In addition, the yearly transaction amount paid by Mitsui to Mori Hamada & Matsumoto in each of the last three (3) fiscal years is less than 1% of the yearly amount of sales and the yearly amount of the consolidated sales of the law office and Mitsui. From the above, Mitsui has determined that there is nothing that would affect the independence of Mr. Hayashi as External Audit & Supervisory Board Member. Other than the above, there is no special interest between Mr. Hayashi and Mitsui. Therefore, Mr. Hayashi is deemed to appropriately carry out his duties as the independent and neutral External Audit & Supervisory Board Member. Mr. Hayashi is not an Executive of Mori Hamada & Matsumoto, therefore, none of the items in "Relationship with the Company" are applicable.</p> <p>Reasons of Appointment</p> <p>Mr. Hayashi is appointed as an External Audit & Supervisory Board Member in expectations of the possession of his advanced insight into governance and risk management cultivated through his many years of experience as a public prosecutor. We deem him capable of performing his duties as an External Audit & Supervisory Board Member appropriately by giving valuable opinions, advice, and so forth regarding Mitsui's management utilizing his experience and knowledge. He is designated as an Independent Audit & Supervisory Board Member because he does not fall under any of the circumstances listed in Article III. 5. (3)-2 of the Guidelines Concerning Listed Company Compliance, etc. and meets the standards set by Mitsui for appointment as External Audit & Supervisory Board Member, and is deemed not to pose a risk of conflict of interest with general shareholders.</p> |

Matters relating to Independent Directors/*Kansayaku*

1. Mitsui has submitted filings with the domestic stock exchanges on which it is listed designating all external members as Independent Directors and Independent Audit & Supervisory Board Members.
2. Policy regarding independence of external members, their function and roles

[External Directors]

- The prospective person's extensive business experience and knowledge are required to deliberate on such Board of Directors meeting proposals as investments and loans, and knowledge of his or her particular area of business is used.
- Mitsui puts great value on ensuring independence of the External Directors from Mitsui in the pursuit of their management oversight functions. Also, with a view to overseeing business operations in a way that reflects the standpoint of our diverse stakeholders, in selecting External Directors, Mitsui takes into consideration the fields from which candidates originate, along with their gender.
- Given that Mitsui is a general trading company with extensive business dealings, it has been decided to make appropriate efforts by the Board of Directors to handle likely conflicts of interest involving the prospective External Directors in individual transactions with external parties.

[External Audit & Supervisory Board Members]

External Audit & Supervisory Board Members are appointed with the objective of further heightening the independence and neutrality of the auditing system, and it is particularly expected that External Audit & Supervisory Board Members objectively express their auditing opinions from the standpoint of neutrality, building on such factors as that independence.

When selecting candidates for positions of External Audit & Supervisory Board Member the Audit & Supervisory Board confirms that no issues with independence arise by taking into consideration not only the appointment standard provided for in "Appointment of Audit & Supervisory Board Members" above, but also such factors as relations with the Company, the management and important staff.

[Criteria of independence for external members]

External Directors or External Audit & Supervisory Board Members of Mitsui who do not fall under any of the following items are to be judged to have independence.

- (1) Person who is currently or was in the past ten years an executive director, executive officer, managing officer, manager, employee, administrative officer, etc. (hereinafter referred to as "executing person") of Mitsui or Mitsui's consolidated subsidiaries
- (2) Person or the executing person of a corporation holding either directly or indirectly 10% or

more of total number of the voting rights of Mitsui

- (3) Person whose major business partner is Mitsui or Mitsui's consolidated subsidiaries (*1) or the executing person of the same

*1 If the relevant business partner received from Mitsui or Mitsui's consolidated subsidiary the payment equivalent to 2% or more of its annual consolidated transaction volume in the most recent fiscal year or the relevant business partner obtained from Mitsui or Mitsui's consolidated subsidiary the money loans equivalent to 2% or more of its consolidated total assets in the most recent fiscal year, the relevant business partner is deemed to be the person whose major business partner is Mitsui or Mitsui's consolidated subsidiary.

- (4) Major business partner of Mitsui or Mitsui's consolidated subsidiary (*2) or the executing person of the same

*2 If Mitsui or Mitsui's consolidated subsidiary received from the relevant business partner the payment equivalent to 2% or more of Mitsui's annual consolidated transaction volume in the most recent fiscal year or the relevant business partner provided Mitsui or Mitsui's consolidated subsidiary with the money loans equivalent to 2% or more of Mitsui's consolidated total assets, the relevant business partner is deemed to be the major business partner of Mitsui or Mitsui's consolidated subsidiary.

- (5) Person who is in charge of auditing operations of Mitsui or Mitsui's consolidated subsidiary, as partners etc. of the auditing firm of the Independent Auditor of Mitsui or Mitsui's consolidated subsidiary
- (6) Person providing professional services such as consultant, lawyer and certified public accountant who received from Mitsui monetary payment or other property benefits ¥10 million or more in total other than officer remuneration in the most recent fiscal year (if the one who received the relevant property is an organization such as corporation and association, it shall be referred to the person who belongs to an organization which received from Mitsui property benefits more than higher of either ¥10 million or 2% of the consolidated gross sales of such organization)
- (7) Person or the executing person of a corporation who received the annual total of ¥10 million or more of donations or aid funds from Mitsui or Mitsui's consolidated subsidiary in the most recent fiscal year
- (8) Person who has fallen under any of (2) to (7) above in the past three years
- (9) Spouse or relative within the second degree of kinship (hereinafter referred to as "close relatives") of the person who is currently or has been recently the important executing person of Mitsui or Mitsui's consolidated subsidiary (including Director who is not the executing person in the case of External Audit & Supervisory Board member)
- (10) Close relatives of the person who currently falls or has fallen recently under any of (2) to (7) above (excluding the one who is not important)

3. Activities of External Directors and External Audit & Supervisory Board Members in the year ended March 31, 2023

[External Director]

- Ms. Kobayashi participated in all 15 Board of Directors meetings held during the year ended March 31, 2023. She has deep insight in organizational management and risk management

for generating innovation, which she has accumulated through her experience working as the representative of private sector financial institutions and a multilateral development bank. She speaks out actively from diverse perspectives at the Board of Directors meetings, making a significant contribution to deepening the discussion. In the year ended March 31, 2023, she served as chair of the Nomination Committee (attending all 6 such meetings) and exercised strong leadership in enhancing the transparency and effectiveness of the procedures for the appointment of executives, including the CEO, and External Directors. In addition, as a member of the Remuneration Committee (attending all 7 such meetings), she contributed to the discussions related to the executive remuneration system.

- Ms. Rogers participated in all 15 Board of Directors meetings held during the year ended March 31, 2023. She has a global perspective and deep insight in risk management cultivated through her experience working for international financial institutions and her experience in legal work as an in-house counsel. She makes many useful comments concerning risk control at the Board of Directors meetings, making a significant contribution to enhancing the supervision function of the Board of Directors. In the year ended March 31, 2023, she served as a member of the Governance Committee (attending all 3 such meetings), and actively provided her opinions with the aim of creating a highly transparent governance system.
- Mr. Walsh participated in all 15 Board of Directors meetings held during the year ended March 31, 2023. He makes proposals and suggestions from a broad-minded standpoint based on his global expertise, excellent managerial skills, and abundant business management experience cultivated through his long years working in upper management within the automobile industry and as chief executive officer of an international natural resources company, making significant contributions to active discussions at the meetings of the Board of Directors, and to improving the effectiveness of said meetings. In the year ended March 31, 2023, he served as a member of the Governance Committee (attending all 3 such meetings), and actively provided his opinions with the aim of creating a highly transparent governance system.
- Mr. Uchiyamada participated in all 15 Board of Directors meetings held during the year ended March 31, 2023. He has long been involved in research and development on environmental and safety technologies at Toyota Motor Corporation that could realize a mobility society responding the needs of the times, as well as in the development of products demanded by consumers, and has been exercising his excellent managerial skills as an executive officer of Toyota Motor Corporation. At the Board of Directors meetings, he makes many proposals and suggestions from a broad-minded standpoint based on his management experience at a global company and his in-depth knowledge for society in general, and makes significant contributions to active discussions at the meetings of the Board of Directors, and to improving the effectiveness of said meetings. In the year ended March 31, 2023, he served as a member of the Nomination Committee (attending all 6 such meetings) and contributed to the discussions with the aim of enhancing the transparency and effectiveness of the procedures for the appointment of executives, including the CEO, and External Directors.
- Ms. Egawa participated in all 15 Board of Directors meetings held during the year ended March 31, 2023. She has made significant contributions to active discussions at the meetings of the Board of Directors, and to improving effectiveness of such meetings, based on her deep insight in

finance and corporate management gained through her experience of management as a director of the University of Tokyo and the chancellor of Seikei Gakuen, her many years of experience working at global financial institutions, and her research on management and corporate governance at Japanese companies. In the year ended March 31, 2023, she served as a member of the Governance Committee (attending all 3 such meetings) and actively provided her opinions with the aim of creating a highly transparent governance system. In addition, as a member of the Remuneration Committee (attending all 7 such meetings), she contributed to the discussions related to the executive remuneration system.

[External Audit & Supervisory Board Member]

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

4. Major Concurrent positions in other organizations (as of June 21, 2023) [External Director]

| | |
|--------------------|---|
| Samuel Walsh | Chairman of the Board, Gold Corporation (Australia) the Perth Mint |
| Takeshi Uchiyamada | Executive Fellow, Toyota Motor Corporation External Director, JTEKT CORPORATION (scheduled to retire in June 2023) JTEKT CORPORATION is an equity accounted associated companies of Toyota Motor Corporation. |
| Masako Egawa | External Director, Tokio Marine Holdings, Inc. (scheduled to retire in June 2023) Chancellor, School Juridical Person Seikei Gakuen |

| | |
|----------------------|--|
| Fujiyo Ishiguro | External Director, Monex Group, Inc. Director, Chief Evangelist, Netyear Group Corporation Director of the Board (External), SEGA SAMMY HOLDINGS INC. |
| Sarah L. Casanova | Representative Director, Chairperson, McDonald's Company (Japan), Ltd. Representative Director, Chairperson, McDonald's Holdings Company (Japan), Ltd. |
| Jessica Tan Soon Neo | Non-Executive Independent Board Director, SATS Ltd. Non-Executive Independent Board Director, CapitaLand India Trust Management Pte. Ltd. Member and Deputy Speaker of the Parliament of Singapore |

[External Audit & Supervisory Board Member]

| | |
|----------------|---|
| Kimitaka Mori | Certified Public Accountant External Director, Japan Exchange Group, Inc. External Audit & Supervisory Board Member, East Japan Railway Company External Director, Sumitomo Life Insurance Company |
| Yuko Tamai | Attorney at Law Partner, Nagashima Ohno & Tsunematsu |
| Makoto Hayashi | Attorney at Law Special Counsel, Mori Hamada & Matsumoto External Director, AEON Co., Ltd. |

5. Shareholdings as of March 31, 2023

[External Director]

| | | |
|----------------------|---|--------|
| Samuel Walsh | : | 12,400 |
| Takeshi Uchiyamada | : | 15,685 |
| Masako Egawa | : | 5,271 |
| Fujiyo Ishiguro | : | 0 |
| Sarah L. Casanova | : | 0 |
| Jessica Tan Soon Neo | : | 0 |

[External Audit & Supervisory Board Member]

| | | |
|----------------|---|-------|
| Kimitaka Mori | : | 7,492 |
| Yuko Tamai | : | 0 |
| Makoto Hayashi | : | 0 |

Mitsui considered that the shareholdings of external members shall not affect the independence of those external members.

[Incentives]

| | |
|----------------------------------|---------------------------------|
| Incentive Policies for Directors | Performance-linked Remuneration |
|----------------------------------|---------------------------------|

| | |
|---------------------------|---------|
| Supplementary Explanation | UPDATED |
|---------------------------|---------|

As the performance-related remuneration, results-linked bonuses and performance-linked restricted stock-based remuneration and tenure-linked restricted stock-based remuneration are paid to the Company's Directors (excluding External Directors). "Director Remuneration" for more information about the remunerations.

Further, ex-post basis restricted stock-based remuneration (restricted stock units) is granted to the Managing Officers by resolution of the Board of Directors.

| | |
|-----------------------------|--|
| Recipients of Stock Options | |
|-----------------------------|--|

| |
|---------------------------|
| Supplementary Explanation |
|---------------------------|

| |
|-----|
| N/A |
|-----|

[Director Remuneration]

| | |
|--|--------------------|
| Disclosure of Individual Directors' Remuneration | Selected Directors |
|--|--------------------|

| | |
|---------------------------|----------------|
| Supplementary Explanation | UPDATED |
|---------------------------|----------------|

The total amount of remuneration for Directors and Audit & Supervisory Board Members and a breakdown of this total are recorded in Business Reports, etc. and Securities Reports, which are available on the Mitsui website for public perusal.

(a) The remuneration of the Company's Directors and Audit & Supervisory Board Members regarding the year ended March 31, 2023, is as follows:

(b) The following table contains information about remuneration earned by the named Directors for the year ended March 31, 2023.

| | Number of Recipients | Basic Remuneration | Results-linked Bonuses | Stock-based Remuneration (variable) | Stock-based Remuneration (fixed) | Total Remuneration Paid Relating to the Year Ended March 31, 2023 |
|---|----------------------|--------------------|------------------------|-------------------------------------|----------------------------------|---|
| Directors (Excluding External Directors) | 13 | ¥685 million | ¥1,402 million | ¥256 million | ¥353 million | ¥2,696 million |
| Audit & Supervisory Board Members (Excluding External Audit & Supervisory Board Members) | 2 | ¥150 million | – | – | – | ¥150 million |
| External Directors | 5 | ¥109 million | – | – | – | ¥109 million |
| External Audit & Supervisory Board Members | 4 | ¥62 million | – | – | – | ¥62 million |
| Total | 24 | ¥1,007 million | ¥1,402 million | ¥256 million | ¥353 million | ¥3,017 million |

(Notes)

1. The above includes Directors and Audit & Supervisory Board Members who retired from office in the year ended March 31, 2023.
2. The results-linked bonuses above show the expected payment amount. The actual amount paid is determined using a formula decided by the Board of Directors based on discussions by the Remuneration Committee.
3. The stock-based remuneration (variable) above shows the amount recognized as expenses during the year ended March 31, 2023, because the initial evaluation period for the performance-linked restricted stock-based remuneration is the three fiscal years from the fiscal year ended March 31, 2023 to the fiscal year ending March 31, 2025 and the amount has not been determined at this time.
4. The stock-based remuneration (fixed) above shows the amount recognized as expenses during the year ended March 31, 2023, of the expenses related to tenure-linked and restricted-stock-based remuneration to be allotted to nine Directors (excluding External Directors).

5. 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 Audit & Supervisory Board Members), as pensions (representing payments determined prior to the abolition of such systems).
6. Neither Directors nor Audit & Supervisory Board Members receive payment of special retirement compensation.
7. Each Director (excluding External Director) is required to purchase Mitsui's shares with his or her monthly remuneration but less than ¥1.0 million through the Mitsui Executive's Shareholding Association.
8. Amounts are rounded to the nearest ¥1.0 million.

| Name | Category of position | Payer | Basic remuneration | Bonus | Stock-based Remuneration (variable) | Stock-based Remuneration (fixed) | Total remuneration |
|--------------------------|----------------------|--------|--------------------|--------------|-------------------------------------|----------------------------------|--------------------|
| Tatsuo Yasunaga | Director | Mitsui | ¥114 million | ¥203 million | ¥43 million | ¥68 million | ¥428 million |
| Kenichi Hori | Director | Mitsui | ¥131 million | ¥406 million | ¥51 million | ¥80 million | ¥668 million |
| Yoshio Kometani | Director | Mitsui | ¥76 million | ¥142 million | ¥29 million | ¥37 million | ¥284 million |
| Motoaki Uno | Director | Mitsui | ¥63 million | ¥122 million | ¥23 million | ¥30 million | ¥238 million |
| Yoshiaki Takemasu | Director | Mitsui | ¥62 million | ¥122 million | ¥23 million | ¥30 million | ¥238 million |
| Kazumasa Nakai (Note 1) | Director | Mitsui | ¥42 million | ¥102 million | ¥21 million | ¥27 million | ¥192 million |
| Tetsuya Shigeta (Note 1) | Director | Mitsui | ¥42 million | ¥102 million | ¥21 million | ¥27 million | ¥192 million |
| Makoto Sato (Note 1) | Director | Mitsui | ¥42 million | ¥102 million | ¥21 million | ¥27 million | ¥192 million |
| Toru Matsui (Note 1) | Director | Mitsui | ¥42 million | ¥102 million | ¥21 million | ¥27 million | ¥193 million |

(Notes)

1. The remuneration amounts for Mr. Kazumasa Nakai, Mr. Tetsuya Shigeta, Mr. Makoto Sato and Mr. Toru Matsui, who were newly elected at the 103rd Ordinary General Meeting of Shareholders held on June 22, 2022, were limited to the Directors' remuneration paid during 9 months after the election.
2. The Stock Compensation (Performance-linked) above shows the amount recognized as expenses during the year ended March 31, 2023 because the initial evaluation period for the performance-linked restricted stock-based remuneration is the three fiscal years from the fiscal year ended March 31, 2023 to the fiscal year ending March 31, 2025 and the amount has not been determined at this time.
3. The remuneration paid for each of the External Directors, Audit & Supervisory Board Members and directors who retired at the 103rd Ordinary General Meeting of Shareholders held on June 22, 2022 is not included in the above table.

Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods

The Company has established the policy for determining the remuneration, etc. of individual Directors by resolution of the Board of Directors, following deliberation by and report of the Remuneration Committee. The remuneration for Directors of the Company is comprised of basic fixed remuneration, results-linked bonuses based on important management indicators for the Company, and performance-linked restricted stock-based remuneration and tenure-linked and restricted stock-based remuneration as medium- to long-term incentive remuneration. From the perspective of respecting the independence of External Directors and Audit & Supervisory Board Members who are independent from business execution, the External Directors and Audit & Supervisory Board Members are not eligible for the results-linked bonuses or stock-based remuneration.

The Company's Remuneration Committee is chaired by an External (Independent) Member. The Committee discusses the remuneration system for Directors and Audit & Supervisory Board Members, and examines the appropriateness of the level, proportions, etc. of fixed remuneration, results-linked bonuses, and medium- to long-term incentive compensation 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 emphasize transparency in the determination of Directors' and Audit & Supervisory Board Members' remuneration. Regarding the remuneration, etc. of individual Directors for the year ended March 31, 2023, after receiving the report of the Remuneration Committee, the Board of Directors has confirmed that the contents of the determined remuneration, etc. are consistent with the applicable policy and has judged that they are in line with such policy.

(1) Basic remuneration (fixed monetary remuneration) (Maximum amount: ¥1.0 billion per year)

The Company is to make monthly payment of a monetary amount determined according to rank.

(2) Results-linked bonuses (variable monetary remuneration)

(Maximum amount: ¥1.5 billion per year)

(a) Operating diverse businesses, the Company emphasizes consolidated profit for the year (attributable to owners of the parent) and Core Operating Cash Flow as common performance indicators, and references these when determining the dividend policy. Directors' bonuses are calculated using the following formula, which is linked to these performance indicators, and are paid once a year in cash (starting from the year ended March 31, 2023, the calculation was revised to the following formula as decided by the Board of Directors after receiving a report from the Remuneration Committee affirming that the revision is appropriate).

(b) Total payment amount = (Consolidated profit for the year (attributable to owners of the parent) x 50% x 0.12%) + (Core Operating Cash Flow x 50% x 0.12%)

* Note that the upper limit for the total payment amount is set at ¥1.5 billion and if the consolidated profit for the year (attributable to owners of the parent) is negative, i.e., loss, or if the Core Operating Cash Flow is negative, i.e., net cash outflow, this negative item will be calculated as 0.

* The actual results of each performance indicator related to the results-linked bonuses for the year ended March 31, 2023 are as follows:

Consolidated Profit for the year (attributable to owners of the parent): ¥1,130.6 billion

Core Operating Cash Flow: ¥1,205.5 billion

Amount individually paid = Total payment amount x (Position points / Sum of position points)

| Position | Chair | President | Executive Vice President | Senior Executive Managing Officer | Executive Managing Officer |
|----------|-------|-----------|--------------------------|-----------------------------------|----------------------------|
| Points | 10 | 20 | 7 | 6 | 5 |

Based on the composition of the Directors and as of the date of the issuance of this report and the Business Plan forecast of the next fiscal year ending March 31, 2024 (consolidated profit (attributable to owners of the parent) of ¥880 billion and Core Operating Cash Flow of ¥870 billion), the amounts that may be paid for each position are as follows:

| | | |
|-----------------------------------|--|--------------------|
| Sum of position points | = 10 points × 1 persons + 20 points × 1 persons + 7 points × 2 person + 6 points × 5 persons | = 74 points |
| Total Payment amount | = (Consolidated profit for the year (attributable to owners of the parent) ¥880.0 billion x 50% x 0.1%)+(Core Operating Cash Flow ¥870.0 billion x 50% x 0.1%) | = ¥1,050.0 million |
| Chair | = ¥1,050 million × 10 points / 74 points | = ¥141.89 million |
| President | = ¥1,050 million × 20 points / 74 points | = ¥283.78 million |
| Executive Vice President | = ¥1,050 million × 7 points / 74 points | = ¥99.32 million |
| Senior Executive Managing Officer | = ¥1,050 million × 6 points / 74 points | = ¥85.14 million |

(3) Performance-linked restricted stock-based remuneration (stock-based remuneration (variable) (Maximum amount: ¥300 million per year))

- (a) As an incentive to fulfill the Company's social responsibilities and continuously improve its medium-term performance and corporate value, the Company's ordinary shares, with an established transfer restriction period, are delivered ex post according to the level of achievement of the Company's key management indicators as of the end of the evaluation period. The evaluation period is three fiscal years, and the initial evaluation period consists of the three fiscal years from the fiscal year ended March 31, 2023, which is the initial applicable fiscal year, to the fiscal year ending March 31, 2025. After the initial evaluation period, the evaluation period is the three fiscal years immediately preceding the granting year, and the ordinary shares are granted every fiscal year (hereinafter referred to as the "Three-Year Rolling Period").

(b) For the performance indicators during the initial evaluation period, as the management indicators that the Company focuses on, the Company selects ESG elements, including the response to climate change, and ROE as explained below, and the amount of remuneration varies within a range from 80% to 120% according to the level of achievement of each indicator for the targets established by the Company. Since this system was introduced in the fiscal year ended March 31, 2023, and the initial evaluation period ends in the fiscal year ending March 31, 2025, there are no actual performance indicators for this evaluation period. Considering the accelerating pace of change in the surrounding global business environment, the Company needs to constantly review the management indicators, etc. that the Company must focus on. Accordingly, the appropriateness of the management indicators, targets, etc., the progress in achieving them and other related matters are regularly reviewed by the Remuneration Committee and the Board of Directors and are revised as necessary. In addition, during the evaluation period, the Company will not provide this stock-based remuneration if the Board of Directors determines that the provision of the stock-based remuneration would be inappropriate, particularly in the event of a mishap or impropriety deemed critical from the perspective of the Company’s key management indicators (clawback provisions).

Performance-linked remuneration conditions for the fiscal year ended March 31, 2023

| | | |
|--------------|-----------|--|
| ESG (20%) | E element | Progress made in the business initiatives for halving the GHG impact by 2030 (compared to 2020) and achieving net-zero emissions by 2050 |
| | S element | Change in the positive response rate regarding “employee engagement” in the Mitsui Engagement Survey compared with the previous fiscal year |
| | G element | Average score of the responses (five-point scale) by External Members regarding important questions in the evaluation of effectiveness of the Board of Directors |
| ROE (80%) | ROE | |

Note: The evaluation plan for both ESG elements and ROE will be formulated after comprehensive consideration of the performance of each indicator during the three-year evaluation period, as well as the progress of matters related to each indicator.

(c) Number of shares granted: The number of shares granted is determined by the Board of Directors after the end of the evaluation period (Three-Year Rolling Period) in consideration of the report received from the Remuneration Committee, the clawback provisions according to the level of achievement of each indicator and other matters.

(4) Tenure-linked and restricted-stock-based remuneration (stock-based remuneration (fixed)) (Maximum amount: ¥500 million per year)

To have a heightened sense of shared value with shareholders, ordinary shares of the Company with a transfer restriction period and clawback provisions are granted to Directors, with the number of the ordinary shares being determined according to rank (once per year).

- Restricted stock remuneration

Furthermore, eligible Directors for stock-based remuneration (hereinafter referred to as “Eligible Directors”) will receive the issuance or disposal of the shares based on the performance-linked and restricted-stock-based remuneration (stock-based remuneration (variable)) and tenure-

linked and restricted-stock-based remuneration (stock-based remuneration (fixed)) (hereinafter collectively referred to as the “System”) in exchange for the in-kind investment of their full entitlement to receive monetary remuneration of the target business year based on the resolution of the Company’s Board of Directors. The total number of ordinary shares that will be newly issued or disposed to Eligible Directors by the Company under the System will be no more than 300,000 per year for performance-linked and restricted-stock-based remuneration and 500,000 per year for tenure-linked and restricted-stock-based remuneration (however, this number may be changed within reasonable limits if the Company’s ordinary shares are affected by a stock split (including a free allotment of new ordinary shares in the Company) or a reverse stock split after the date on which this Item is approved, or if other circumstances arise that necessitate adjustments to the total number of the Company’s ordinary shares that are issued or disposed of as restricted shares). The paid-in amount per share will be determined by the Board of Directors based on the average daily closing price for the Company’s ordinary shares on the Tokyo Stock Exchange (excluding days on which there is no closing price, with the price to be rounded up to the nearest whole yen) in the three months immediately prior to the month containing the date of the Board of Directors’ resolution concerning issuance or disposal of the shares, within a range that is not especially advantageous to the Eligible Directors. The issuance of shares under the System is conditional on the Company and the Eligible Directors entering into allocation agreements for the granting of the shares (hereinafter referred to as the “Allocation Agreements”) in principle. An outline of the System, including the terms of the Allocation Agreements, is provided below and other matters shall be determined by the Board of Directors.

1. Restriction on transfer

The Eligible Directors will be unable to transfer, pawn, or otherwise dispose of the shares for a period of 30 years from the pay-in date (hereinafter referred to as the “Restriction on Transfer Period”). However, the restriction on disposal will be lifted if an Eligible Director retires as a Director and Managing Officer of the Company before the end of the Restriction on Transfer Period.

2. Grounds for acquisition without compensation and extinction of rights (Clawback provisions)

The Company will extinguish all or part of the right to receive performance-linked and restricted-stock-based remuneration and tenure-linked and restricted-stock-based remuneration and acquire without compensation all or part of the shares based on the System of an Eligible Director who engages in actions that contravene laws and regulations during the Restriction on Transfer Period, or on other grounds as stipulated in the Allocation Agreement.

● Composition of Director remuneration

The Company’s Director remuneration is to consist of: (1) fixed remuneration (basic remuneration) and (2) results-linked bonuses (short-term incentive) as monetary remunerations, and (3) restricted stock remuneration (long-term incentive) as restricted-stock-based remuneration. Director remuneration currently consists of a roughly 3:1 mix of monetary remuneration to restricted-stock-based remuneration, and a roughly 1:2:1 mix of basic remuneration, short-term incentive, and long-term incentive.

(Reference)

■ Share Ownership Guidelines

We have introduced the Share Ownership Guidelines applicable to the Directors (excluding External Directors). In the Share Ownership Guidelines, we set goals regarding ownership of the Company's shares as follows: Ownership of the Company's shares equivalent to three times the basic remuneration (annual amount) for the President and Chief Executive Officer, and equivalent to the basic remuneration (annual amount) for the other Eligible Directors.

As stated below, with respect to the remuneration for Directors and Audit & Supervisory Board Members, approvals have been given by resolutions of the General Meeting of Shareholders on the maximum amount and that the individual amounts shall be determined by the Board of Directors within their respective maximum amounts.

| | Basic remuneration | | Results-linked Bonuses | Stock-based remuneration (variable) | Stock-based remuneration (fixed) |
|--|---|-----------------------------------|---|-------------------------------------|----------------------------------|
| Resolution of General Meeting of Shareholders | Ordinary General Meeting of Shareholders on June 21, 2017 | | Ordinary General Meeting of Shareholders on June 22, 2022 | | |
| Maximum (per year) | ¥1,000 million | ¥240 million | ¥1,500 million | ¥300 million | ¥500 million |
| Eligibility for payment | Directors | Audit & Supervisory Board Members | Directors (excluding External Directors) | | |
| Number of the recipients at the time of the resolution | 14 | 5 | 9 | | |

The External Members, through the Board of Directors, the Audit & Supervisory Board and the External Members Meetings respectively, mutually coordinate with internal audits, auditing by Audit & Supervisory Board Members and accounting audits as well as supervise and audit the internal control system. Specifically, they periodically receive reports on the following at the meeting of the Board of Directors and the Audit & Supervisory Board, respectively: results of the internal audits and internal audit plans, results of auditing by the Audit & Supervisory Board and audit implementation plans, summary of management letters by Independent Auditors, assessment results with regards to the internal control system in accordance with the Financial Instruments and Exchange Act of Japan, the operational status of compliance programs, and other matters regarding the structure and management of internal controls. At the External Member Meetings, External Directors, Audit & Supervisory Board Members and Independent Auditors mutually exchange information and opinions regarding the policy of audits, and Audit & Supervisory Board Members hosted the free discussion meeting with External Directors. Sufficient information on certain important matters is provided with External Members before such matters are discussed at meetings of the Board of Directors.

In addition to the above, at meetings such as meetings of the Audit & Supervisory Board, the External Audit & Supervisory Board Members coordinate with the Independent Audit & Supervisory Board Members and the Internal Auditing Division by periodically receiving reports regarding status and results of their audit activities and exchanging information and opinions.

The external members are given the following support in addition to the training shown in II.2.1 “*Corporate Governance Structure*”:

1. For External Directors, before regular and extraordinary meetings of the Board of Directors, materials on the proposals are provided and advance explanations are given.
2. For External Audit & Supervisory Board Members, company information which contributes their auditing, including summaries of Management Committee are timely provided by the Full-time Audit & Supervisory Board Members and the staff. Advance distribution of materials and advance explanations are conducted regarding regular and extraordinary meetings of the Audit & Supervisory Board and of the Board of Directors.
3. For external members, Mitsui provides personal computers and tablets (hereinafter referred to as the “officer PCs”) and distributes materials for meetings of the Board of Directors in a timely manner, thereby ensuring the time to review agendas.
4. In the fiscal year ending March 31, 2023, when necessary, Mitsui holds the meetings of the Board of Directors and the meetings of Audit & Supervisory Board

Members as partially remote meetings using web conference system. Mitsui has set up the usage environment of such web conference system on the Officer PCs and provides supports to use them in order to ensure the environment that allows the External Directors and External Audit & Supervisory Board Members to discuss effectively in remote meetings.

5. Mitsui sets up a Board of Directors' database for use in storing information such as minutes and other materials from the past meetings of the Board of Directors, and maintains a platform that enables access to such database from the officer PCs.

[Status of persons retired from Representative Director and President, etc.]

Names, etc., of advisors ("sodanyaku," "komon," etc.) who have formerly served as Representative Director and President, etc.

| Name | Title/Position | Role/Activity | Working Conditions | Date of Retirement from President, etc. | Term |
|---------------|-------------------|--|--------------------|---|---------|
| Masami Iijima | Counselor (Komon) | Business community- related activities and bilateral or multilateral civil diplomatic activities (not involved in the management and operation of the company) | Full-time Paid | March 31, 2015 | 5 years |

Total number of advisors ("sodanyaku", "komon". etc.) who have formerly served as Representative Director and President, etc.

1 person

Supplementary Explanation

- We abolished sodanyaku system in 2006.
- We have internal rules in place regarding Komon and appointment of Komon is subject to a resolution by the Board of Directors.
- We abolished sodanyaku system in 2006.
- Mr. Iijima is assigned to the following business community affairs and uninvolved in the management of the Company:
 - i. Bilateral or multilateral civil diplomatic affairs which are beneficial to the Company; and
 - ii. Business community affairs which the Company should participate in from the viewpoint of our social responsibility, including but not limited to being in the position of Counsellor of the Bank of Japan.

2. Matters on Functions of Business Execution, Auditing, Oversight, Nomination and Remuneration Decisions (Overview of Current Corporate Governance System)

UPDATED

1. Corporate Governance Structure

(a) Board of Directors

(i) Status of Board of Directors

- Upon the introduction of the Managing Officer System in April 2002, the number of Directors was reduced from 38 to 11 in June 2002. In June 2003, the first External Director was appointed. Since the Ordinary General Meeting of Shareholders held in June 2015, five External Directors have been appointed, and in June 2023, six External Directors were appointed. As of the date of the issuance of this report, 15 Directors (including 4 female External Directors, and the percentage of female Directors is 26.7%) are appointed, 8 of whom also serve as Managing Officers.
- The number of Directors shall be set at an appropriate number where effective discussion is possible. The tenure of Directors is one year, and Directors can be reappointed.
- The Chair is authorized to call for a meeting of the Board of Directors and to serve as the Chair of the meeting. The role as the Chair chiefly involves carrying out supervision of management. The Chair does not concurrently serve as a Managing officer and is not involved in the execution of day- to-day business operations.
- In accordance with the Rules of the Board of Directors Regarding Resolutions and Matters to be Reported, the Board of Directors passes resolutions of fundamental policies on management of Mitsui, matters of important business operation, matters mandated by a resolution of the General Meeting of Shareholders and issues prescribed in laws and regulations and in the Articles of Incorporation. The Board of Directors also receives reports on issues prescribed in laws and regulations and the status of important business operations.
- A regular meeting of the Board of Directors is held once every month, and extraordinary meetings are held from time to time, whenever necessary. During the year ended March 31, 2023, 15 meetings were held. Number of proposals and reports to the Board of Directors Meeting are as follows:

| Type of Proposals and Reports | FY March 2023 |
|---|---------------|
| Corporate strategy, sustainability, and governance related matters | 26 |
| Financial results and other related matters | 19 |
| Matters related to Audit & Supervisory Board Members and Independent Auditors | 4 |
| Matters related to risk management, internal controls, and compliance | 9 |
| Matters related to human resources | 5 |
| Individual projects/matters | 16 |
| Total | 79 |

- Further, the meeting composed of all External Members (hereinafter referred to as the “External Members Meeting”) is held for the purpose of exchanging information and opinions regarding important matters in management among External Members, or among External Members, Internal Directors, Fulltime Audit & Supervisory Board Members, Independent Auditors and/or Managing Officers. The External Members Meeting was held 12 times in the year ended March 31, 2023, where information and opinions were exchanged

regarding matters such as Market Reaction of the Financial Results, Business Overviews of the several Business Units, and Mitsui Engagement Survey in the fiscal year ended March 31, 2022 (the results of the engagement survey targeted the employees of the Company and Mitsui & Co. group), etc.

- Mitsui has established the three committees shown below as advisory bodies to the Board of Directors. Mitsui has reviewed the composition of members in order to strengthen the corporate governance structure of Mitsui in June, 2015. As a result, External Members compose a majority of the Governance Committee, and an External Director serves as the committee chair of the Nomination Committee as well as the Remuneration Committee. Further, from June 2018, External Members compose a majority of the Nomination Committee. From June 2019, External Members compose a majority of the Remuneration Committee and as of the date of the issuance of this report, an External Audit & Supervisory Board Member serves as the committee chair. See II.1. “Committee’s Name, Composition, and Attributes of Chairperson” for the composition of each Committee, etc.
- Mitsui has entered into agreements with each of the External Directors respectively pursuant to Article 427, Paragraph 1 of the Companies Act of Japan, to limit their liability to the minimum amount of liability as stipulated in Article 425, Paragraph 1 of the Companies Act of Japan.
- Mitsui has executed a directors and officers liability insurance (D&O insurance) policy under Article 430-3, Paragraph 1 of the Companies Act of Japan, covering all of the Directors as the insureds, with insurance companies. This insurance policy covers compensation for damages and litigation expenses, etc. borne by the insured due to claims for damage compensation arising from actions (including inaction) carried out by the insured in relation to the execution of their duties, and the full insurance premium amount for the insured is borne by Mitsui.

(ii) Appointment standard for Directors and process of appointment

Mitsui selects candidates for positions of Director considering the following appointment standard for Directors. Selection of candidates for positions of Director is conducted after confirmation is obtained from the Nomination Committee that the necessary requirements based on the selection processes and the appointment standard for Directors established by the Nomination Committee are fulfilled.

- Person with excellent overall character who possesses qualities valuable for the management of Mitsui
- Person possessing both strong leadership skills and high moral caliber and with law-abiding spirit and a strong intention to contribute to public interest
- Person with no health concerns for the execution of duties
- Person possessing capability for smooth performance as a director of “decision-making related to the execution of operations of the company” and “oversight of the execution of duties by directors” to be conducted by the board of directors
- Person excelling in capability, foresight and insight to make best judgment for the company strictly in compliance with duty of care of a good manager and duty of loyalty expected of a director and in accordance with the “business judgment rule”

(iii) Evaluation of the Effectiveness of the Board of Directors

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

* With respect to (i) Attendances for Board and other meetings, (ii) Board and other meetings, (iii) Number of proposals/reports to the Board, (iv) Sustainability, Internal Control or Risk Management-related reports to the Board, (v) Free Discussion among all members of BOD and ASB, (vi) Advisory Committees Activities, (vii) Agenda of external members meetings, and (viii) Activities of external members of BOD and ASB, please see the detail from page 4 on the following websites:

https://www.mitsui.com/jp/en/company/outline/governance/status/pdf/e_eoe_202303.pdf

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

< Evaluation Method > (Self-Evaluation)

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

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

< Items in the Survey >

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

- I. Composition of the Board of Directors
- II. Operations of the Board of Directors
- III. Deliberations by the Board of Directors

- IV. Roles and responsibilities of the Board of Directors
- V. Advisory Committees
- VI. Performance of duties by individual directors and Audit & Supervisory Board members
- VII. Support for directors and Audit & Supervisory Board members
- VIII. General

< Effectiveness Improvement Initiatives in FYE March 2023 >

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

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

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

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

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

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

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

< Outline of the Results of the Effectiveness Evaluation for FYE March 2023 >

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

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

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

< Initiative toward the Further Improvement of Effectiveness >

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

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

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

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

Effectiveness of deliberation at the Board of Directors has been improved by taking actions such as selecting agenda, managing the operation, and providing information to the external members. On the other hand, some participants commented that it is necessary to review whether the time required for the discussions is longer than that for the content of the discussions and meetings of the Board of Directors should be scheduled more flexibly.

Based on these opinions, we will continue to make efforts to improve both effectiveness and efficiency of deliberations at meetings of the Board of Directors and to improve Board of Directors meeting scheduling and operations, including briefing sessions.

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

(b) Audit & Supervisory Board Members

(i) Status of Audit conducted by the Audit & Supervisory Board

Organization, personnel:

- As of the issuance of this report, there are five Audit & Supervisory Board Members, including two Full-time Audit & Supervisory Board Members and three External Audit & Supervisory Board Members (including one female External Audit & Supervisory Board Member, and the percentage of female Audit & Supervisory Board Member is 20%). The Audit & Supervisory Board has designated Mr. Kimiro Shiotani and Mr. Kimitaka Mori as Audit & Supervisory Board Members who have considerable expertise in finance and accounting. Mr. Kimiro Shiotani joined Mitsui in 1984. Before being elected as Audit & Supervisory Board Member in 2019, he had worked in the field of accounting and was appointed as General Manager of Segment controller Division in 2012, and as Managing Officer, General Manager of Accounting Division in 2015. Mr. Kimitaka Mori had been working in the field of corporate accounting over the years as a certified public accountant, and holding important positions in that field such as the former Chairman and President of the Japanese Institute of Certified Public Accountants.
- Mitsui has entered into agreements with each of the Audit & Supervisory Board Members respectively pursuant to Article 427, Paragraph 1 of the Companies Act of Japan, to limit their liability to the minimum amount of liability as stipulated in Article 425, Paragraph 1 of the Companies Act of Japan.
- Mitsui has executed a directors and officers liability insurance (D&O insurance) policy under Article 430-3, Paragraph 1 of the Companies Act of Japan, covering all of the Audit & Supervisory Board Members as the insureds, with insurance companies. This insurance policy covers compensation for damages and litigation expenses, etc. borne by the insured due to claims for damage compensation arising from actions (including inaction) carried out by the insured in relation to the execution of their duties, and the full insurance premium amount for the insured is borne by Mitsui.
- We set up the Audit & Supervisory Board Member Division to assist in the performance of the duties of the Audit & Supervisory Board Members, and assign to the Division five full-time employees, including employees with the knowledge and abilities on finance, accounting, law and corporate governance. Such Division provides the Audit &

Supervisory Board Members with supports including, preparing an audit policy and plan, checking their progress, making necessary arrangements with our divisions and subsidiaries under audits, gathering information from our Independent Auditors or our divisions like Internal Auditing Div., providing training opportunities for newly-appointed Audit & Supervisory Board Members, and offering internally information on activities by Audit & Supervisory Board Members.

Activities of the Audit & Supervisory Board:

- In principle, the meeting of the Audit & Supervisory Board Members is regularly held prior to each meeting of the Board of Directors, and whenever required.
- Pursuant to laws and regulations, the Articles of Incorporation and the provision of the Rules of the Audit & Supervisory Board, the Audit & Supervisory Board receives relevant reports, deliberates and/or makes resolutions as to important matters in auditing.
- The main resolution passed and main items discussed by the Audit & Supervisory Board in the fiscal year ended March 31, 2023 were as follows:
 - Audit policies and plans, division of duties
 - Assessment and reappointment of Independent Auditors, and Agreement on remuneration of Independent Auditors;
 - Audit Report;
 - Consent to the proposal of the election of the Audit & Supervisory Board Member;
 - Audit activities conducted by Full-time Audit & Supervisory Board Members;
 - Major issues and due process relating to matters to be discussed at the Board of Directors meetings;
 - Decisions relating to the internal control system on global group basis;
 - Communication with the Independent Auditors concerning the fields of focus in audits and Key Audit Matters (KAMs);
 - Sharing of information about audit activities and discussion of audit-related matters (at meetings of the Audit & Supervisory Board, the Independent Auditors, and the Internal Auditing Div.);
 - Evaluation of the effectiveness of the Audit & Supervisory Board;
 - Prior approval by the Audit & Supervisory Board on non-assurance services to be provided by the Independent Auditors.
- Regarding the formulation of audit policies, priority is given to confirmation that the Mitsui & Co. Group Conduct Guidelines are being assimilated as the foundation for the development and administration of internal control systems, and that business activities are being pursued on the basis of the Guidelines. In addition, while changes in the external environment for business activities are taken into account, audit policies are formulated from multiple perspectives, including sustainability and new workstyles. Issues identified by the Audit & Supervisory Board on the basis of audit results for the year are reported to the Board of Directors in interim and year-end audit reports. There is also an exchange of views on recommendations submitted to the Board of Directors. The content of these reports and discussions are disseminated within the company. To assist in managing activities by Audit & Supervisory Board members based on priorities, important affiliated companies are selected as “Affiliated Companies to be Monitored Designated by the Audit & Supervisory Board”.

- An effectiveness evaluation of the Audit & Supervisory Board was conducted in the form of self-evaluation, through individual interviews with all of its members, an exchange of views on organization and personnel of Audit & Supervisory Board, status of the operation and discussion at Audit & Supervisory Board and its auditing activities, including domestic and oversea visits, as well as supports for the Audit & Supervisory Board. The results indicate that an appropriate level of effectiveness is generally being achieved.
- Visits to the locations of frontline business activities and communication with the group employees who are active in those locations are an important part of our audit activities. In this fiscal year, since it has been seen that decrease in COVID-19 infections in Japan and oversea, the Audit & Supervisory Board Members increased a number of actual visits, including, interviews with managements, verifications of status of offices, factories and facilities, and interviews with employees. In such visits, the Audit & Supervisory Board Member put their particular emphasis on HSE matters, which was one of our audit priorities. In this fiscal year, the Audit & Supervisory Board thought it was important to hear voices of full-time members of audit & supervisory board in our Japanese affiliate companies, and, in actual visits, the Audit & Supervisory Board Members had face-to-face meetings individually with them.

Main Activities of Audit & Supervisory Board Members

- Each Audit & Supervisory Board Member has a duty to audit the following issues; (i)in the area of business auditing, execution of duties by Directors, decision-making processes at the Board of Directors and others, and the status of operation and improvement of the internal control systems, and (ii)in the area of financial audit, the independence of the Independent Auditors, effectiveness of the internal control systems, system of financial reporting, accounting policies and processing of financial information, audit of financial statements, reviews and reports from the Independent Auditors, and the system of disclosure.
- Audit & Supervisory Board Members attend the meeting of the Board of Directors and audit the procedure of the meeting and the contents of resolutions as well as other issues, and proactively express their opinions. All Audit & Supervisory Board Members have discussions with the Chairman of the Board of Directors and the President and Chief Executive Officer, respectively, on a periodic basis, and in the year ended March 31, 2023 Audit & Supervisory Board Members hosted the free discussion meeting with External Directors for further collaboration between External Directors and Audit & Supervisory Board Members.
- Full-time Audit & Supervisory Board Members attend important internal meetings and committees, including the Corporate Management Committee, Portfolio Management Committee, Sustainability Committee, Disclosure Committee, Compliance Committee, Information Strategy Committee and Headquarter Business Unit Chief Operating Officer Meeting. Full-time Audit & Supervisory Board Members receive reports and exchange opinions at individual meetings with Directors and Managing Officers, as well as regular meetings with the Directors in charge of Corporate Staff Units, general managers in Corporate Staff Units, and the Chief Operating Officers of Business Units. Fulltime Audit & Supervisory Board Members receive reports relating to regular internal audits from the Internal Auditing Division, in principle attend all of the feedback sessions on regular

internal audits by the Internal Auditing Division, and deliver their opinions and advices to audited organizations.

- The Audit & Supervisory Board has designated some of the affiliated companies both domestic and overseas as “Affiliated Companies to be Monitored Designated by the Audit & Supervisory Board”. The Audit & Supervisory Board Members conduct auditing on the management status of Mitsui’s subsidiaries through visits to these designated affiliate companies and major subsidiaries as well as through cooperation with audit & supervisory board members at subsidiaries. In addition to the above, The Audit & Supervisory Board Members receive reports relating to the status of audits and other matters, including the status of quarterly review, at the monthly meetings with the Independent Auditors. At the meetings, the participants exchange opinions about audit environment and other matters, including cooperative framework for the accounting audit within the Company.

(ii) Appointment standard for Audit & Supervisory Board Members and process of appointment Mitsui selects candidates for positions of Audit & Supervisory Board Member giving consideration to the following appointment standard for Audit & Supervisory Board Members. For the selection of candidates for positions of Audit & Supervisory Board Member, Directors prepare a proposal for election through consultation with Audit & Supervisory Board Members and obtain agreement of the Audit & Supervisory Board in advance. The Audit & Supervisory Boards deliberates on the advisability of agreeing with the proposal for election of Audit & Supervisory Board Members to be submitted to the General Meetings of Shareholders by the Board of Directors.

- Person of excellent personality and considerable insight, possessing outstanding capability and achievements or abundant knowledge in the fields of legal affairs, financial affairs and accounting, business management, and other various fields
- With respect to internal Audit & Supervisory Board Members, person well-acquainted with actual conditions of the company and possessing capability to conduct appropriate audits

(iii) Internal auditing

- Based on the instruction or approval of the President and Chief Executive Officer, for the purpose of contributing to the effective achievement of management goals, the Internal Auditing Division evaluates how internal control is present and functioning with emphasis on the effectiveness and efficiency of operations, the reliability of financial reporting, compliance with laws and regulations, as well as safeguarding of Company assets. The adequacy and effectiveness of each process in risk management, control (any action taken by the management toward the achievement of the established goals) and governance (processes and structures implemented by the management to inform, direct, manage and monitor the activities of the organization toward the achievement of its objectives) within each organizational unit shall also be evaluated, and suggestions and proposals shall be made for their improvement.
- In order to ensure the independence and objectivity of internal audits, we have the Internal Auditing Division directly under the rule of the President and Chief Executive Officer. The composition of the personnel in the division as of March 31, 2023, is as follows: of a total of 70 people, which includes one General Manager, 31 internal auditors (including 13 re-employed retired contract employees), 28 auditing managers, and 10 staff members; 62

people are stationed in the Internal Auditing Division in the Head Office and 8 people are stationed overseas.

- In the regular audits which cover Mitsui, Overseas Offices, Overseas Trading Subsidiaries, and other subsidiaries, internal auditors carry out independent and objective evaluations, pursuant to the rules on internal audits, etc., with an emphasis on risk management, effectiveness of management and operations, compliance, and appropriate financial reporting. In addition, the following audits are implemented as internal audits: cross-organizational and cross-functional audits by target and item, such as issues involving multiple organizations and business processes to get a whole picture of such events that caused or could cause irregular economic losses or that jeopardized or could jeopardize the corporate trust, in order to identify the responsibility and recommend measures to clarify causes as well as to prevent recurrence. The Internal Auditing Division as an independent department compiles and checks the assessment of the entity-wide internal control regarding the credibility of financial reports, pursuant to the Financial Instruments and Exchange Act of Japan. The final results are reported to the below- mentioned J-SOX Committee.
- For each fiscal year, the internal auditing policy and the internal auditing plan go through the approval process by the President and Chief Executive Officer. Internal audits are implemented either with or without advance notice to the target organization. The internal auditors provide feedback on the results of the internal audit to the organization before preparing the internal audit report and carry out a full exchange of opinions on their suggestions. The audit results are reported to the President and Chief Executive Officer. The reports from the organization on the implementation status of improvements regarding the issues identified are requested and are reevaluated. Internal audit activities are directly communicated on a regular basis to the Board of Directors and to the Audit & Supervisory Board Members.

(iv) Auditing of financial statements

- For the year ended March 31, 2023, the certified public accountants executing audits on our financial statements are the following three people, who all belong to Deloitte Touche Tohmatsu LLC: Shuichi Morishige, Yoichi Matsushita, and Yoshio Oka. The period successively involved in the audit by Deloitte Touche Tohmatsu LLC is 50 years. The number of assistants involved in auditing work is 124 people as of March 31, 2023, and this number is comprised of 31 certified public accountants, 22 members who passed the Certified Public Accountants examination, and 71 others.
- Rotations of the partners were conducted properly. A partner does not serve our company for more than seven consecutive fiscal years. In addition, a lead audit engagement partner does not serve our company for more than five consecutive fiscal years.
- In order to secure prompt financial closing and reliability, the auditing work of Mitsui and its consolidated subsidiaries are in principle entrusted solely to Deloitte Touche Tohmatsu. Mitsui's Independent Auditors implement auditing under the Companies Act of Japan and the Financial Instruments and Exchange Act of Japan as well as auditing of the consolidated financial statements in English.

2. Framework for internal control and execution of business activities

- Ultimate responsibility for 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 the 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 the basic policies and important matters relating to the overall management. The Committee consists of the Chair of the Board of Directors, 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 meeting are determined by the President and Chief Executive Officer, taking into consideration discussions among the Committee members.

- As mentioned above, the Internal Auditing Division, the division positioned directly under the President and Chief Executive Officer, examines the status of development and implementation of the internal control of Mitsui. With the delisting from NASDAQ in April 2011 and the termination of SEC registration in July 2011, Mitsui has implemented the internal control framework based on Japanese regulation from the year ended March 31, 2012. Even after the transition, Mitsui maintains its internal control system by positioning the internal control as the structure by which the management controls the executive body, aiming for: (1) “Improvement of effectiveness and efficiency of operations,” (2) “Compliance with accounting standards and securing reliability of financial reporting,” (3) “Compliance with laws, rules that are equivalent to the laws, and observance of management philosophy and company rules including all codes of conduct which reflect this philosophy,” and (4) “The safeguarding of company assets;” and consists of: “control environment,” “risk assessment,” “control activities,” “information and communication,” “monitoring,” and “response to IT.” These objectives and components are as stated in the basic framework designated in “Standards and Practice Standards for Management Assessment and Audit concerning Internal Control Over Financial Reporting,” issued by the advisory board to the Commissioner of the Financial Services Agency.
- Mitsui has established major committees pertaining to the execution of business and implementation of internal control as follows, and is taking measures to respond to a wide range of risks and forms of businesses, which continue to increase and diversify. The efforts made by the committees regarding execution of business activities and internal controls in the year ended March 31, 2023 are as follows:

| | |
|----------------------|--|
| Compliance Committee | <p>As an organization under the Corporate Management Committee, this committee, with an attorney at law from outside Mitsui participating as an observer, develops, maintains, and improves the effectiveness of the compliance structure. At the meeting of the Compliance Committee three times per year, the Corporate Management Committee and the Board of Directors twice each year, compliance-related matters are reported, and active discussion are held to review Mitsui's responses to compliance issues and the compliance policies, for the purpose of maintaining and improving the effectiveness of the compliance structure. In order to improve the awareness and knowledge of compliance issues among its officers and employees and instill integrity, Mitsui shared a handbook to all the employees, and conducted various compliance training sessions. Further, in November 2022, Mitsui established the With Integrity Month with the theme of "build an organization with integrity," carried out company-wide initiatives such as (1) Teams Live Event between CEO and Mitsui employees, (2) article distribution of Integrity Discussion between CCO and Business Unit COOs, (3) video streaming to review corporate scandals and think about integrity, and so on. The compliance awareness survey was also conducted at Mitsui and its major affiliated companies located in Japan, in order to assess the awareness level of the group and to find out an indication of potential compliance issues at an early stage and solve such issues promptly and to strengthen our compliance structure. In addition to familiarizing Mitsui & Co. Group Conduct Guidelines-With Integrity, Mitsui has also collaborated with these affiliated companies by holding seminars, sharing the "Compliance Handbook for Mitsui Group companies" and also offering "Guidelines on the Establishment of Compliance Systems at Affiliated Companies" to continuously contribute to the development and operation of an effective compliance system. Furthermore, in order to further strengthen the detective and control, Mitsui encourages the use of the whistle-blowing system through continuous messaging from the Chief Compliance Officer and other officers, displaying posters in office spaces, and releasing a video introducing the whistle-blowing system on the intranet. In addition, Mitsui has a special whistleblowing hotline for reporting and seeking advice for incidents that breach the laws of Japan or other countries regarding anti-trust (monopoly) laws or anti-corruption laws, or cases that give rise to the suspicion of such breaches. Whistleblowing reports from officers and employees of overseas offices and other subsidiaries in Japan and overseas received via this hotline are handled in an integrated manner by the Compliance Department, Legal Division of Mitsui's head office.</p> |
| Disclosure Committee | <p>As an organization under the Corporate Management Committee, this committee develops principles and basic policy for statutory disclosure, timely disclosure and other important disclosure materials and disclosing acts as well as the internal structure, and discusses and determines the materiality and appropriateness of information to be disclosed. The Committee met four times. The Committee established a disclosure principles and basic policy for various disclosure materials and determined the adequacy of the contents of such materials.</p> |
| J-SOX Committee | <p>As an organization under the Corporate Management Committee, this committee develops, maintains, and improves the effectiveness of the system for ensuring the reliability of our consolidated financial reporting. The Committee met two times. The Committee understood the company-wide status of internal control over financial reporting for the year ended March 31, 2023 and studied company-wide measures to keep and improve the effectiveness of internal control.</p> |

| | |
|--------------------------------|--|
| Portfolio Management Committee | As an advisory body to the Corporate Management Committee, this committee establishes the corporate portfolio strategy as well as investment and financial policies, monitors our corporate portfolios, and examines important individual proposals. The Committee met nine times. The Committee continued to provide appropriate risk management at the company-wide level by monitoring portfolios across the entire company, discussing portfolio strategies from the perspectives of asset efficiency and sustainability, verifying progress on company-wide cash flow allocations and reviewing action policies and strategies in the Strategic Focus areas identified in the Medium-term Management Plan. |
| Information Strategy Committee | As an advisory body to the Corporate Management Committee, this committee plans company-wide information and DX strategy and determines and monitors essential policies concerning establishment of a management platform and promotion of the structure of the information strategy. The Committee met nine times. The Committee monitored the progress of “DX Comprehensive Strategy” formulated in the year ended March 31, 2021, which consists of DX Business Strategy, Data Driven (DD) Management Strategy, and DX HR Strategy, and discussed structure expansion/inspection/training to respond to cyber-attack, policies on next-generation personnel systems and trading operations systems, the form of data that should be used and the vision for the data management system, the IT tools and knowledge Mitsui employees should acquire and educational measures. |
| Sustainability Committee | As an organization under the Corporate Management Committee, this committee aims to promote the sustainability management at Mitsui related to Mitsui's sustainability and environmental, social, and governance (ESG) issues. The Committee met seven times. The Committee reviewed and discussed various initiatives such as formulation of the roadmap to 2030 emission targets and procurement policies for specific commodities in relation to supply chain management, and policy on operation, management and utilization of Mitsui's forest. |
| Diversity Committee | As an advisory body to the Corporate Management Committee, this committee makes proposals regarding basic policy and the plan for diversity promotion, and formulates and implements targets set along with the plan. In this fiscal year ended March 31, 2023, the Committee welcomed 5 members, including an Executive Vice President from an overseas office and Business Unit Chief Operating Officers (including 3 females and 1 non-Japanese) in addition to the Chair of the Committee, Human Resources & General Affairs Division G.M. and Corporate Planning Division G.M. The Committee was held three times during the year to monitor KPIs and action plans related to the development of female talent in Japan and talent hired outside the head office. Discussions related to gender related data and development opportunities for women were also held. Committee members also secured time with some employees, joined activities related to leadership development and issued messages directed to transform our organization. The Committee also confirmed results of the Mitsui Engagement Survey as an initiative to achieve and organization that “Thrives on diversity” and discussed D&I related initiatives for the organization. |

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| Crisis Management Headquarters | As an extraordinary and non-permanent organization under the direct rule of the President and Chief Executive Officer, the Crisis Management Headquarters exercises necessary decision making in place of normal in-house decision mechanisms relating to all conceivable matters requiring an extraordinary response. The President and Chief Executive Officer serves as head of this Headquarters. |
|--------------------------------|---|

3. Details of Audit Fees and Other Matters

(a) Details of fees paid to the certified public accountant auditor

Mitsui's certified public accountant auditor is Deloitte Touche Tohmatsu LLC. The table below shows the amount of fees paid to Deloitte Touche Tohmatsu LLC by Mitsui and its consolidated subsidiaries, for the years ended March 31, 2023.

| | Audit Fees (Millions of Yen) | Non Audit Fees (Millions of Yen) |
|---------------------------|------------------------------|----------------------------------|
| Mitsui | 805 | 14 |
| Consolidated subsidiaries | 750 | 7 |
| Total | 1,555 | 21 |

(Notes) Audit fees are fees for auditing pursuant to the Companies Act of Japan, the Financial Instruments and Exchange Act of Japan, and auditing the consolidated financial statements prepared in English. The audit fees include services performed as part of the audit, directly relating to the audit, and which are required by laws to be performed by the auditor, and can only be reasonably performed by the auditor.

(b) Details of other significant fees

We entrust auditing work and non-auditing work to member firms of Deloitte Touche Tohmatsu Limited, which belong to the same network to which Deloitte Touche Tohmatsu LLC belongs. The table below shows the amount of fees paid to member firms of Deloitte Touche Tohmatsu Limited (excluding Deloitte Touche Tohmatsu LLC) by Mitsui and its consolidated subsidiaries, for the years ended March 31, 2023.

| | Audit Fees (Millions of Yen) | Non Audit Fees (Millions of Yen) |
|---------------------------|------------------------------|----------------------------------|
| Mitsui | 9 | 156 |
| Consolidated subsidiaries | 2,698 | 431 |
| Total | 2,707 | 587 |

(c) Details of non-auditing work performed by the certified public accountant auditor of Mitsui

The non-auditing work for which Mitsui pays a fee to Deloitte Touche Tohmatsu LLC includes tax-related services and so on.

(d) Policy for determining audit fees

In determining audit fees, factors such as the auditing plan and the status of execution of duties by the Independent Auditor in the previous fiscal year are taken into account. In order to maintain and improve audit quality and efficient execution of audit, we check the audit process and divide roles between the auditor and the executive department as well as organizing the issues of the

individual projects, which promotes transparency of the auditing hours and optimizes the amount of audit fees.

In addition, comparison of budget and actual results, analysis of fluctuation factors, studying further efficiency of audit and confirmation of its progress are carried out quarterly, all of which are discussed with the Independent Auditor in a timely manner.

The adequacy of audit fees is confirmed in accordance with the above policy, and the final approval is made with the consent of the Audit & Supervisory Board.

3. Reasons for Adoption of Current Corporate Governance System

- Regarding the reasons for adoption of the current corporate governance system, see I.1. “*Basic Views*” and II.2.1. “*Corporate Governance Structure*”.
- Regarding the functions and roles of External Directors of Mitsui, see II.1. “*Matters relating to Independent Directors/Kansayaku*”.

III. Implementation of Measures for Shareholders and Other Stakeholders

1. Measures to Vitalize the General Shareholder Meetings and Smooth Exercise of Voting Rights

| | Supplementary Explanations |
|---|---|
| Early Provision of Materials for General Meetings of Shareholders | Mitsui plans to dispatch materials for General Meetings of Shareholders around 3 weeks before the date of each Meeting. |
| Scheduling AGMs Avoiding the Peak Day | When setting the date for Ordinary General Meetings of Shareholders, Mitsui gives first priority to the avoidance of dates on which there are many other shareholders' meetings. |
| Allowing Electronic Exercise of Voting Rights | To facilitate the active exercise of shareholders' voting rights, Mitsui has started using electronic convocation notices and electronic voting since the General Meeting of Shareholders in June 2004. |
| Participation | Since the General Meeting of Shareholders held in June 2006, Mitsui has used the platform provided by ICJ, Inc. to enable institutional investors to exercise their voting rights electronically. |
| Providing Convocation Notice in English | English versions of notices, including Business Reports, etc., are posted on the Company's website. |
| Other | Notices (including Business Reports, etc.), including English translations, are disclosed on the Company's website and posted on stock exchanges and electronic voting platforms via TDNet more than 4 weeks prior to the date of the meeting. In addition, immediately after a General Meetings of Shareholders, videos of activities at each Meeting, including presentations by senior management, are posted on the Company's website and are available for streaming for a certain period. |

2. IR Activities

UPDATED

| | Supplementary Explanations |
|---|--|
| Preparation and Publication of Disclosure Policy | Since 2005, Mitsui has maintained a Corporate Disclosure Policy and publishes it in Japanese and English on its Company's website. |
| Regular Investor Briefings for Individual Investors | Presentation meetings for individual investors by the President and Chief Executive Officer, CFO, Global Controller or General Manager of Investor Relations Division are held around 6 times a year on site or on line, and the presentation materials are posted on the Company's website. |

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| Regular Investor Briefings for Analysts and Institutional Investors | Regular presentations for sell-side analysts and institutional investors are held after the release of quarterly financial results, with the President and Chief Executive Officer or CFO as presenter. Presentation materials, including English translations, are posted on the Company's website on the day of each meeting. Questions and answers from these meetings are also posted on the website. In addition, Mitsui has been holding the investor day event every year for sell-side analysts and institutional investors from 2017. On-demand video of the presentations, questions and answers as well as presentation materials, including English translations, are posted on the website. |
| Regular Investor Briefings for Overseas Investors | Individual meetings with executives and General Manager of Investor Relations Division are regularly held at the offices of institutional investors in Europe, the Americas, and Asia, or on line. |
| Posting of IR Materials on Website | IR materials are available on the Company's website (https://www.mitsui.com/jp/en/ir/index.html). Information provided for shareholders on the website includes financial results, timely disclosure materials other than financial results, Securities Reports, quarterly reports, integrated reports, corporate presentation materials, corporate governance reports, and notices for General Meetings of Shareholders. |
| Establishment of Department and/or Manager in Charge of IR | The Investor Relations Division has been established under the rule of the CFO as a dedicated IR unit. |

3. Measures to Ensure Due Respect for Stakeholders

UPDATED

| | Supplementary Explanations |
|---|---|
| Stipulation of Internal Rules for Respecting the Position of Stakeholders | In the Mitsui & Co., Ltd. Corporate Governance and Internal Control Principles, the management objective of Mitsui is defined as "Mitsui company officers and employees working under the "Mitsui management principles" to reply to the expectations and trust placed in us by our stakeholders, including shareholders, clients, employees as well as consumers and regional communities, and proactively pursuing Corporate Social Responsibility (CSR) oriented management, and as a result to increase corporate value from both the quantitative and qualitative aspects in a sustainable manner." The Company has also formulated various policies, including the Sustainability Policy, the Environmental Policy, the Human Rights Policy, and the Sustainable Supply Chain Policy, to raise the CSR awareness of individual employees. |

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| Implementation of Environmental Activities, Sustainability Activities etc. | Please refer to the Mitsui’s website (https://www.mitsui.com/jp/en/sustainability/index.html) for detailed information about environmental conservation and Sustainability activities. |
| Development of Policies on Information Provision to Stakeholders | The Mitsui & Co. Group Conduct Guidelines and the Sustainability Policy define the importance of trust and engagement with our stakeholders. Through proactive disclosure and interactive communication with stakeholders, we seek to understand what society expects from and requires of Mitsui and thereby contribute to the realization of a sustainable society. |
| Other | <p>[Initiatives for combining the capabilities of diverse human resources]</p> <p>The Mitsui Group has inherited DNA to “challenge and innovate,” and created new businesses in a variety of areas and countries by constantly anticipating trends. Human resources are the source of Mitsui’s competitiveness and sustained growth, and encouraging participation by global human resources with diverse backgrounds is the foundation of the Group’s human resources strategy. The human resources strategy is positioned as one of the key measures in Medium-term Management Plan 2026. We will support autonomous career development (challenge, experience, learning) and promote further investment for establishing measures and an environment for supporting the activities of each employee.</p> <p>Management Plan on the Company’s website (https://www.mitsui.com/jp/en/company/outline/management/index.html)</p> <p>The three core pillars of our human resources strategy in Mid-term Management Plan are as follows.</p> <p>1. Development of strong individuals</p> <p>To achieve the Mitsui Group’s mission to “build brighter futures, everywhere,” it is vital for each employee to lead innovation and utilize their own strengths to produce results at a global standard. The Mitsui Group is an organization that considers human resources development to be critical, and develops strong individuals by focusing on OJT (on the job training) in each workplace while providing systematic human resources development programs to supplement these, and various systems and infrastructure for global career development starting with the intentions of employees.</p> <p>2. Inclusion</p> <p>The Mitsui Group aims to be a company in which employees with diverse individuality can be themselves in society and the organization, and fully exhibit their capabilities. Mitsui will establish an environment for accelerating the promotion of inclusion, and also support the fostering of awareness of inclusion of each employee to ensure there is no unconscious tacit exclusion of differentiation, to realize inclusion throughout the global group. Each employee acknowledges each other regardless of where they were hired or gender, constantly brings in different ideas and new ways of thinking to fully exhibit capabilities, and producing innovation that creates new value in business, leading to the enhancement of corporate value of the Mitsui Group.</p> |

3. Strategic assignment of appropriate personnel

Mitsui (non-consolidated) conducts global operations centered on 16 business units, and employs a global matrix system along the two axes of business and region to exhibit its strengths in each country and region. We provide places for participation linked to business strategy, and employees gain skills and expertise through the challenges in new work, growing together with the company. We will promote the global implementation of such strategic assignment of appropriate personnel and autonomous career development.

For more detailed information about our human resources initiatives, please refer to the Mitsui's website.

- Human Resources Development(<https://www.mitsui.com/jp/en/sustainability/social/rearing/index.html>)
- Diversity(<https://www.mitsui.com/jp/en/sustainability/social/diversity/index.html>)
- Workforce Management(<https://www.mitsui.com/jp/en/sustainability/social/hrmanagement/index.html>)
- Health Management, Occupational Health and Safety(https://www.mitsui.com/jp/en/sustainability/social/occupational_health/index.html)

[Compliance with the United Nations Global Compact]

In October 2004, Mitsui pledged its support for the United Nations Global Compact. The Company is promoting business activities based on good faith and a high standard of transparency by periodically reviewing its compliance with the principles of the Compact in order to identify and remedy any inadequacies.

IV. Matters Related to the Internal Control System

1. Basic Views on Internal Control System and the Progress of System Development

UPDATED

Regarding internal control system and the related units, see II.2.2 “*Framework for internal control and execution of business activities*”. In the construction of internal control processes, aiming to achieve the above mentioned objective of the internal control process – “Improvement of effectiveness and efficiency of operations,” “Compliance with accounting standards and securing reliability of financial reporting,” “Compliance with laws, rules that are equivalent to the laws, and observance of management philosophy and company rules including all codes of conduct which reflect this philosophy,” and “The conservation of company assets” – the following systems are implemented.

1. Risk management system

Risks arising from business activities are monitored and managed by Chief Operating Officers of business units and regional business units within their authorization delegated from the management. Risks associated with our business include quantitative risks such as credit risk, market risk, business risk arising from subsidiaries’ businesses and country risk, as well as qualitative risks such as compliance risk and operational risk. Measures taken by each business unit to manage quantitative risks include setting of position limits and loss-cut limits as well as monitoring of positions by divisions with relevant expertise. For the management of qualitative risks, the business units are obligated to observe related internal regulations. When a business unit or a regional business unit takes risks greater than the scope of authority granted to the Chief Operating Officers, it is necessary to obtain approval of the Corporate Management Committee or a Representative Director in charge, or a Senior Managing Officer in charge, depending on the importance of the case, in accordance with the standards of the internal approval system.

Furthermore, as stated in II.2.1. “Corporate Governance Structure” as committees responsible for business execution and the internal control system, organizations such as the Portfolio Management Committee, Compliance Committee, Disclosure Committee and J-SOX Committee, the Sustainability Committee, and the Crisis Management Headquarters establish and develop the risk management structures and handle significant risks. These committees consist of Managing Officers and the General Managers of Corporate Staff Units. With respect to the risks in the fields they are in charge of, each division of the Corporate Staff Units is responsible for surveillance of the whole Company’s positions, control within the prescribed range of their authority, and supporting the relevant Directors and Managing Officers.

2. Internal control over financial reporting

As a result of the termination of the SEC registration, Mitsui implements the internal control framework as stipulated in the Financial Instruments and Exchange Act of Japan from the year ended March 2012. In addition to the Company-wide discipline, Mitsui 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. After comprehensively assessing the above, Mitsui management confirmed that internal control over financial reporting is effective for the year ended March 31, 2023.

3. Internal controls regarding construction and management of information systems and information security

“Information Technology (IT) policy” is declared as a basic policy for IT utilization to promote further awareness raising of employees and enhancement of IT governance. The important principles for our global group information strategy are formulated in line with the corporate management policy through the discussions at the Information Strategy Committee established pursuant to the “Rules of Information Strategy Committee.” Under the system centered around the Information Strategy Committee, we are enhancing the system of internal control including management of various possible risks such as information leakage and cyber-attacks through maintenance of the rules, necessary in light of development and operation of information systems and information security.

“Rules on Information System Management”: rules on the process of procurement, introduction and operation of Information assets

“Rules on IT Security”: code of conduct for the system supervisory divisions regarding IT security

“Rules on Information Management”: basic policies in terms of information risk management system and information management

“Rules on Protection of Personal Information”: rules for the handling of personal information required for business execution (Applied only in Japan)

“Rules on Cyber Security Countermeasures”: rules for preventive measures against cyber-attacks and emergency countermeasures in the event of incident

“Mitsui Group Cyber Security Principles”: basic cyber security measures aimed at being implemented in common across Mitsui Group companies

4. Compliance structure

In addition to the Compliance Committee, (see II.2.1 “*Corporate Governance Structure*”), chaired by the Chief Compliance Officer, Mitsui implements a compliance management system supervised by line managers at business division and department level. Further, Compliance Supervising Officers (“CSO”) are designated at domestic and overseas units, branch offices and others. Compliance Administrator is also designated in each business unit, who assists CSO, namely COO of each business unit, in the execution of his/her duties, and accelerates efforts to ensure compliance and promote integrity in a more practical manner.

Mitsui has set forth the “Business Conduct Guidelines for Employees and Officers of Mitsui & Co., Ltd.” (“Guidelines”) and has equivalent business conduct guidelines in place at its subsidiaries as well. Mitsui is striving to improve observance of the Guidelines through continuous monitoring and reviewing. Additionally, to further clarify our basic approach toward integrity and compliance on a global group basis, we have put together the “Mitsui & Co. Group Conduct Guidelines” to be shared by Mitsui & Co. Group companies. Please refer to the “Business Conduct Guidelines for Employees and Officers of Mitsui & Co., Ltd.” or “Mitsui & Co. Group Conduct Guidelines” released on the Mitsui’s website. Mitsui has a total of eight whistle-blowing avenues in place, including those involving an external attorney at law and a third-party providing hotline services. Mitsui makes sure that its domestic affiliated companies are also able to use the whistle-blowing routes (external attorneys at law and a third-party providing hotline services) designated by Mitsui in order to (i) maintain a high standard of confidentiality and (ii) enable their employees to use these routes without uneasiness. In the fiscal year ended March 31, 2023, in accordance with the revised Whistleblower Protection Act in Japan, Mitsui has strengthened handling of whistleblowing reports. Mitsui’s overseas offices and

overseas affiliate companies also have whistle-blowing systems that were put in place considering applicable local laws and regional characteristics. Furthermore, Mitsui prohibits treating a whistleblower disadvantageously for using the whistleblowing system and any retaliation under internal rules and regulations.

Any instances of a compliance violation are handled strictly, including disciplinary actions in accordance with the Employment Regulations of Mitsui & Co.,Ltd.

5. Systems to secure appropriateness of operations within the corporate group

In March 2006, Mitsui established the “Mitsui & Co., Ltd. Corporate Governance and Internal Control Principles” (“Principles”). In light of other laws and regulations and to the extent reasonable, Mitsui requires its subsidiaries to develop and operate internal controls based on these Principles, and for its equity accounted investees, Mitsui coordinates with other equity participants and encourages the equity accounted investees to develop and operate similar internal controls. For internal controls to secure reliability in financial reporting, see IV.1.2. “*Internal control over financial reporting*” above. In addition, from its officers and employees, Mitsui appoints supervising officers for its affiliated companies and has them engage in their duties based on the “Rules on Delegation of Authority for Supervising Officers for Affiliated Companies.” Also, when Mitsui deploys full-time audit & supervisory board members in major affiliated companies, Mitsui selects personnel from the Internal Auditing Division rather than from related Business Units to enhance the independence of auditing.

2. Basic Views on Eliminating Anti-Social Forces

1. Mitsui reacts resolutely towards antisocial forces, and will not, as a matter of principle, conduct business with antisocial forces or with parties that have relations with antisocial forces.

2. Mitsui specifies the abovementioned principle in its “Business Conduct Guidelines”, and makes this thoroughly known to its officers and employees. To reject antisocial forces, and to make this a company-wide stance, insertion of a clause within contracts rejecting antisocial forces is encouraged, and by placing a response unit, a system enabling routine coordination with external professionals, such as police and lawyers, is established.

V. Other

3. Adoption of Anti-Takeover Measures

| | |
|------------------------------------|-------------|
| Adoption of Anti-Takeover Measures | Not Adopted |
| Supplementary Explanation | |
| N/A | |

4. Other Matters Concerning to Corporate Governance System

[Outline of Timely Disclosure System]

1. Internal structure relating to timely disclosure to capital markets

- (1) Mitsui has formulated principles and a basic policy and developed an internal structure relating to statutory disclosure, timely disclosure and other important disclosure materials and disclosing acts on an internal and external consolidated basis. We have also established the Disclosure Committee to examine highly urgent IR matters and formulate measures. The Disclosure Committee is a subordinate organization of the Corporate Management Committee. It is headed by the CFO and co-headed by CSO and CHRO, and its members are the General Managers of the relevant corporate staff divisions. The Investor Relations Division, which acts as the secretariat for the Disclosure Committee, works with IR staff assigned to corporate staff divisions and business units to prepare drafts of disclosure documents and analyze points for discussion in response to directives from the Disclosure Committee.
- (2) In its Corporate Disclosure Policy, Mitsui has defined the fundamental requirements and procedures for the disclosure of information that investors need to make appropriate decisions. This policy has been posted on the Company's website.
- (3) Mitsui has established the Investor Relations Division as the unit responsible for disclosure to investors. This Division is in charge of administrative processes relating to timely disclosure and is responsible for the monitoring and management of facts, financial data, and other information that could have a material impact on investors' decisions, and for the accurate and timely disclosure of that information.

2. Facts that could have a material impact on investors' decisions

- (1) Management of information relating to timely disclosure is integrated within the Investor Relations Division, which is the unit responsible for communication with the Tokyo Stock Exchange. When disclosing important new facts, the Investor Relations Division, determines the content of the disclosure. If necessary, it first examines the information in consultation with the corporate staff divisions that make up the Disclosure Committee and consults with the Corporate Communications Division, which is responsible for interaction with the media.
- (2) If a high-level management decision is required concerning the disclosure method and timing, etc., disclosure will be carried out after deliberation by the Disclosure Committee, and, if necessary, after approval has been obtained from the Corporate Management Committee.

(3) The Investor Relations Division is responsible for day-to-day communications among internal units in preparation for the disclosure of important information. Internal units are required to inform the Investor Relations Division about progress on important businesses through the corporate organization. To align the viewpoints of the corporate organization and frontline business units, the Investor Relations Division holds regular meetings with each business unit after the publication of quarterly financial results. The purpose of these meetings is to share information about market reactions to information disclosed at the corporate or individual business unit level, and about important disclosure items going forward.

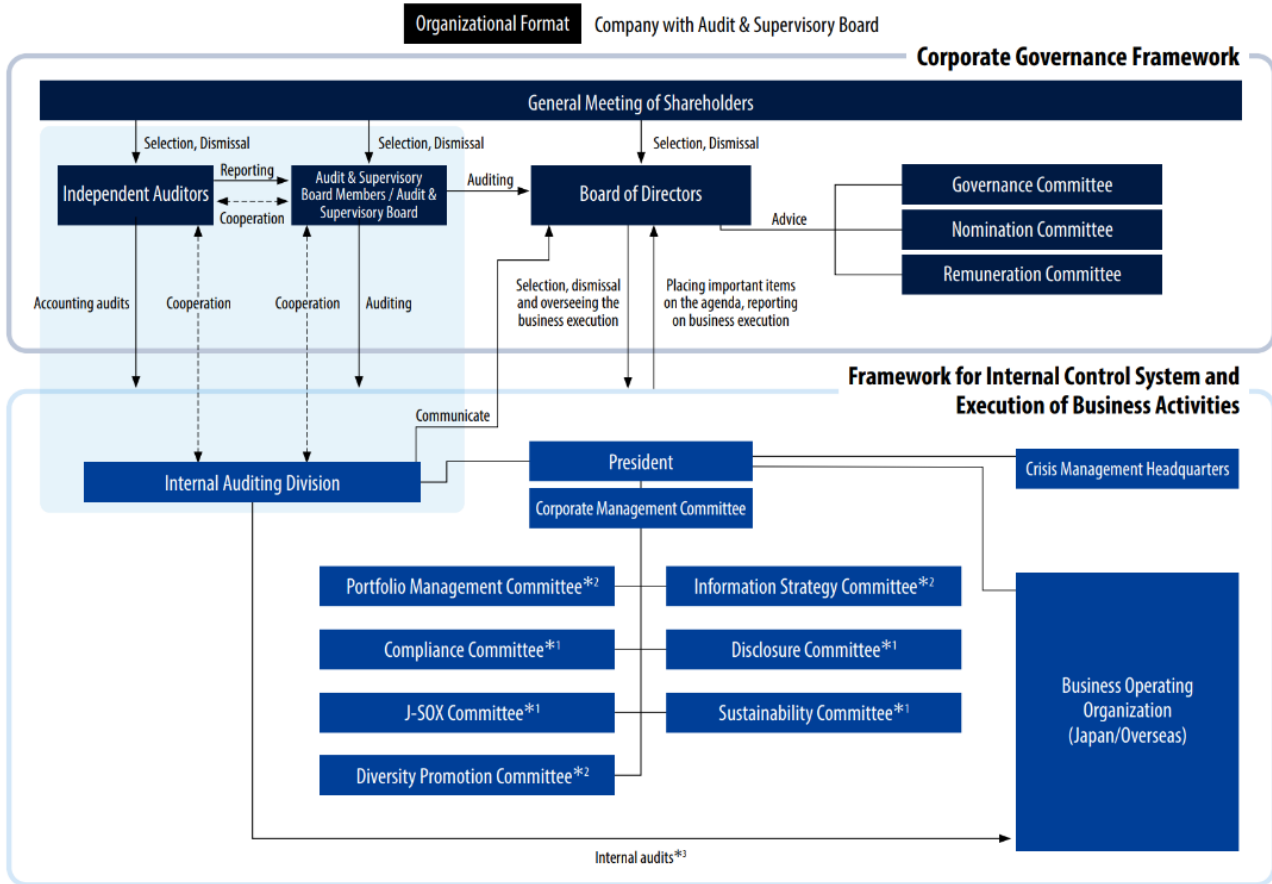
3. Information about Financial Results

Information is released each quarter after approval by the Corporate Management Committee and report to the Board of Directors.

- (1) Management of financial information has been integrated within the Global Controller Division, and general non-financial information within the Investor Relations Division. Final responsibility for the external disclosure of Flash Reports and other information rests with the Investor Relations Division.
- (2) Before financial results are released, Flash Reports and other external disclosure documents and important disclosure items are checked by a study committee made up of the CFO and members of the Disclosure Committee.

[Governance structure]

UPDATED



*1. Sub-committees to the Corporate Management Committee *2. Advisory committee to the Corporate Management Committee *3. During regular audits, items to be audited are identified based on risk, 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 standards of these internal auditing activities through measures such as quality evaluations by external specialists.