

March 24, 2021

To whom it may concern

Mitsui & Co., Ltd.

### **Reappointment of Directors and Audit & Supervisory Board Member**

We hereby inform the following reappointment of External Directors and Audit & Supervisory Board Member, which were approved at our Board of Directors' meeting today.

#### **Content list**

I . Directors;

1) External Directors\*

II . Audit & Supervisory Board Member;

1) External Audit & Supervisory Board Member\*\*

\* Appointment of Director is subject to approval at the upcoming General Meeting of Shareholders to be held on June 18, 2021.

\*\* Appointment of Audit & Supervisory Board Member is subject to approval at the upcoming General Meeting of Shareholders to be held on June 18, 2021.

#### **[Attachment]**

(1) Structure of Board of Directors and Audit & Supervisory Board after the General Meeting of Shareholders to be held on June 18, 2021

(2) Number of Directors and Audit & Supervisory Board Members after the General Meeting of Shareholders to be held on June 18, 2021

(3) Reasons for Reappointment of Directors and Audit & Supervisory Board Member

## I. Directors- Related Personnel Informations

### 1) External Directors - 5 Directors\*

\*Subject to approval at the upcoming General Meeting of Shareholders to be held on June 18, 2021

Name	New	Present
Izumi Kobayashi	External Director	External Director
Jenifer Rogers	External Director	External Director
Samuel Walsh	External Director	External Director
Takeshi Uchiyamada	External Director	External Director
Masako Egawa	External Director	External Director

## II. Audit & Supervisory Board Member- Related Personnel Informations

### 1) External Audit & Supervisory Board Member- 1 Member\*\*

\*\*Subject to approval at the upcoming General Meeting of Shareholders to be held on June 18, 2021

Name	New	Present
Kimitaka Mori	External Audit & Supervisory Board Member	External Audit & Supervisory Board Member

End

**Attachment (1)**

Structure of Board of Directors and Audit & Supervisory Board  
after the General Meeting of Shareholders to be held on June 18, 2021;

Representative Director, Chairman of the Board of Directors	Tatsuo Yasunaga
Representative Director, President and CEO	Kenichi Hori
Representative Director	Takakazu Uchida
Representative Director	Hirotsu Fujiwara
Representative Director	Shinichiro Omachi
Representative Director	Yoshio Kometani
Representative Director	Miki Yoshikawa
Representative Director	Motoaki Uno
Representative Director	Yoshiaki Takemasu
* Director	Izumi Kobayashi
* Director	Jenifer Rogers
* Director	Samuel Walsh
* Director	Takeshi Uchiyamada
* Director	Masako Egawa
Audit & Supervisory Board Member	Makoto Suzuki
Audit & Supervisory Board Member	Kimiro Shiotani
* Audit & Supervisory Board Member	Haruka Matsuyama
* Audit & Supervisory Board Member	Hiroshi Ozu
* Audit & Supervisory Board Member	Kimitaka Mori

\* External Directors/Audit & Supervisory Board Members

Number of Directors and Audit & Supervisory Board Members  
after the General Meeting of Shareholders to be held on June 18, 2021;

**I. Directors ;**

Representative Director, Chairman of the Board of Directors	1 person
Representative Director, President and CEO	1 person
Representative Directors	7 persons
External Directors	5 persons
<b>Total numbers of Directors</b>	<b>14 Persons</b>

**II. Audit & Supervisory Board Members ;**

Full-time Audit & Supervisory Board Members	2 persons
External Audit & Supervisory Board Members	3 persons
<b>Total numbers of Audit &amp; Supervisory Board Members</b>	<b>5 persons</b>

**III. Directors and Audit & Supervisory Board Members ;**

Total numbers of Directors and Audit & Supervisory Board Members	19 persons (including 8 External Members)
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## Reasons for Reappointment of Directors and Audit &amp; Supervisory Board Member

Name	Reasons for Reappointment of Directors and Audit & Supervisory Board Member
Tatsuo Yasunaga	<p>Mr. Yasunaga served as General Manager of Corporate Planning &amp; Strategy Division and COO of Integrated Transportation Systems Business Unit, etc. and then spent about six (6) years from April 2015 to date as President of the Company. During this time, he showed outstanding managerial skills and made a significant contribution to the Company's growth. After his appointment as Chairman of the Board of Directors in April 2021, he will focus his efforts on external activities and on supervision of management, and contribute to the operation of a highly effective Board of Directors. We have selected Mr. Yasunaga as a candidate for another term as Director so that he may utilize his wide-ranging management experience and deep knowledge of corporate governance to strengthen the Company's governance.</p> <p>Mr. Yasunaga's role as Chairman of the Board of Directors of the Company chiefly involves carrying out supervision of management. He will not concurrently serve as an executive officer and will not be involved in the execution of day-to-day business operations.</p>
Kenichi Hori	<p>Mr. Hori has superior expertise and an excellent track record in the Chemicals area and Innovation &amp; Corporate Development area and also possesses a character suitable for the executive management of the Company. Mr. Hori was appointed Director in June 2018 to exercise his excellent managerial skills accumulated through his experience in roles including secondment to Novus International Inc., General Manager of Investor Relations Division, General Manager of Corporate Planning &amp; Strategy Division, and COO of Nutrition &amp; Agriculture Business Unit and appointed to be CEO as from April 2021.</p> <p>Mr. Hori is expected to adequately fulfill his roles in both decision-making and supervision of business execution as CEO and Director. We expect that Mr. Hori will demonstrate clear leadership for continuing our drive to increase corporate value by pursuing "Transform and Grow" amid the dramatic changes in the business environment, and therefore selected him as a candidate for another term as Director.</p>
Takakazu Uchida	<p>Mr. Uchida has superior specialist knowledge and an excellent track record in accounting and finance-related operations and also possesses a character suitable for being a part of the Company's management. Mr. Uchida was appointed Director in June 2018 to exercise his accumulated excellent managerial skills through his experience in roles including General Manager of Market Risk Management Division, General Manager of Finance Division. Currently, Mr. Uchida is supervising finance related Corporate Staff Unit as CFO, and showing outstanding managerial skills based on his advanced expertise in the Company's businesses. We have selected Mr. Uchida as a candidate for another term as Director so that he may utilize this experience and expertise in decision-making and supervision of business execution by the Board of Directors.</p>
Hirotatsu Fujiwara	<p>Mr. Fujiwara has superior expertise and an excellent track record in the Energy area and also possesses a character suitable for being a part of the Company's management. Mr. Fujiwara was appointed Director in June 2019 to exercise his accumulated excellent managerial skills through his experience in roles including General Manager of Planning and Administrative Division (Energy) and COO of Energy Business Unit II. Currently, Mr. Fujiwara is supervising human resources &amp; general affairs, legal, and logistics, etc. related Corporate Staff Unit as CHRO and CCO, and showing outstanding managerial skills based on his advanced expertise in the Company's businesses. We have selected Mr. Fujiwara as a candidate for another term as Director so that he may utilize this experience and expertise in decision-making and supervision of business execution by the Board of Directors.</p>
Shinichiro Omachi	<p>Mr. Omachi has superior expertise and an excellent track record in the Mineral &amp; Metal Resources area and also possesses a character suitable for being a part of the Company's management. Mr. Omachi was appointed Director in June 2020 to exercise his accumulated excellent managerial skills through his experience in roles including General Manager of the Investment Administrative Division, COO of Mineral &amp; Metal Resources Business Unit, and the president of Mitsui &amp; Co., India Pvt. Ltd. Currently, Mr. Omachi is supervising the Corporate Planning &amp; Strategy Div., the Investment Administrative Div., and other corporate staff units as CSO, and showing outstanding managerial skills based on his advanced expertise in the Company's businesses. We have selected Mr. Omachi as a candidate for another term as Director so that he may utilize this experience and expertise in decision-making and supervision of business execution by the Board of Directors.</p>
Yoshio Kometani	<p>Mr. Kometani has superior expertise and an excellent track record in the Machinery &amp; Infrastructure area and also possesses a character suitable for being a part of the Company's management. Mr. Kometani was appointed Director in June 2019 to exercise his accumulated excellent managerial skills through his experience in roles including General Manager of Planning &amp; Administrative Division (Infrastructure Projects Business Unit), Deputy COO of Asia Pacific Business Unit and COO of Infrastructure Projects Business Unit. Currently, Mr. Kometani is supervising Infrastructure Projects Business Unit, Mobility Business Unit I and II, Energy Solution Business Unit, and ICT Business Unit and Integrated Digital Strategy Div. as CDIO, showing outstanding managerial skills based on his advanced expertise in the Company's businesses. We have selected Mr. Kometani as a candidate for another term as Director so that he may utilize this experience and expertise in decision-making and supervision of business execution by the Board of Directors.</p>
Miki Yoshikawa	<p>Mr. Yoshikawa has superior expertise and an excellent track record in Food &amp; Retail business area and also possesses a character suitable for being a part of the Company's management. Mr. Yoshikawa was appointed Director in June 2020 to exercise his accumulated excellent managerial skills through his experience in roles including the president of an affiliated company in Japan, the COO of the Food Business Unit, as well as in the development of retail systems, and exiting from unsuccessful businesses. Currently, Mr. Yoshikawa is supervising Food Business Unit, Retail Business Unit, and Healthcare &amp; Service Business Unit, and showing outstanding managerial skills based on his advanced expertise in the Company's businesses. We have selected Mr. Yoshikawa as a candidate for another term as Director so that he may utilize this experience and expertise in decision-making and supervision of business execution by the Board of Directors.</p>

Name	Reasons for Reappointment of Directors and Audit & Supervisory Board Member
Izumi Kobayashi	Ms. Kobayashi 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 ending March 31, 2021, she served as a member of the Remuneration Committee, and contributed to the discussions related to the design of a remuneration system for Officers and evaluation of Officers. In addition, as chair of the Nomination Committee, she exercised strong leadership in enhancing the transparency and efficiency of the procedures for the CEO succession plan. In view of these points we have selected Ms. Kobayashi as a candidate for another term as External Director so that she may continue to advise and supervise the Company's management.
Jennifer Rogers	Ms. Rogers 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 ending March 31, 2021, she served as a member of the Governance Committee, actively provided her opinions with the aim of creating a highly transparent governance system. In view of these points we have selected Ms. Rogers as a candidate for another term as External Director so that she may continue to advise and supervise the Company's management.
Samuel Walsh	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 ending March 31, 2021, 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 have selected Mr. Walsh as a candidate for another term as External Director so that he may continue to advise and supervise the Company's management.
Takeshi Uchiyamada	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 called for by today's society, 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 ending March 31, 2021, he served as a member of the Nomination Committee, and contributed to the discussions with the aim of enhancing the transparency and efficiency of the procedures for the CEO succession plan. In view of these points we have selected Mr. Uchiyamada as a candidate for another term as External Director so that he may continue to advise and supervise the Company's management.
Masako Egawa	Ms. Egawa has been selected as a candidate for the Board of Directors to capitalize on her excellent judgment encompassing financing and corporate management acquired through experience at international financial organizations and by her research in corporate governance. She demonstrated her organizational management capabilities as the Executive Vice President of The University of Tokyo and a member of the Japan Advisory Board of Harvard Business School. Her broad range of public contributions includes the activities at the Japan-United States Conference on Cultural and Educational Interchange and councils of the Ministry of Finance. In the year ending March 31, 2021, 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 the design of a remuneration system for Officers and evaluation of Officers. In view of these points we have selected Ms. Egawa as a candidate for another term as External Director so that she may continue to advise and supervise the Company's management. Although Ms. Egawa has not been directly involved in corporate management, the company holds high expectations with respect to her providing advice and supervision over the company's activities.
Kimitaka Mori	Mr. Mori has advanced expertise in corporate accounting, accounting audit activities and risk management through his many years of experience as a certified public accountant. Since being first appointed as Audit & Supervisory Board Member in June 2017, he has contributed to the supervisory function of the Audit & Supervisory Board and the Board of Directors by providing valuable advice and opinion from a neutral and objective perspective based on his advanced expertise. In addition, Mr. Mori has been serving as a member of the Remuneration Committee since his acceptance of the appointment as Audit & Supervisory Board Member, and as a committee chair after June 2020, he exercised strong leadership in deepening discussions for enhancing the transparency of a remuneration system for Officers and the effective operation of a performance review system for Officers. Although Mr. Mori has no direct experience participating in corporate management, in light of the above points, we have selected him as a candidate for another term as External Audit & Supervisory Board Member so that he may continue to audit and supervise the Company's management.