

Last revised: June 24, 2014

Mitsui Chemicals, Inc.

President & CEO: Tsutomu Tannowa

Stock code: 4183

<http://www.mitsuichem.com>

The status of Mitsui Chemicals' corporate governance is described below.

Basic philosophy of corporate governance, capital structure, corporate profile and other basic information

1. Basic philosophy

Mitsui Chemicals places highest priority on enhancing corporate governance as one of our key management issues in order to keep the trust of shareholders and to fulfill our social responsibilities as a company. Accordingly, we always comply with relevant laws and regulations and continually improve management transparency. Mitsui Chemicals has established a system where important decisions are made through extensive discussions in various meetings as prescribed by the relevant laws and company regulations. Our system of internal control includes recognizing the importance of the corporate auditors' function, the establishment of the Internal Control Division and the establishment of the Risk & Compliance Committee. Further, to enhance the effectiveness of our corporate governance system, we actively promote investor relations and public relations activities, where we disclose information to shareholders, investors, analysts, the media and others outside our company.

2. Capital structure

Percentage of foreign shareholders:	over 20% and under 30%
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[Status of major shareholders]

Name/Company name	Number of shares held	Percentage of shares held (%)
Japan Trustee Services Bank, Ltd. (Trust account)	68,756,000	6.72
The Master Trust Bank of Japan, Ltd. (Trust account)	57,807,000	5.65
Japan Trustee Services Bank, Ltd. (Toray Industries Inc. Retirement Benefit Trust Account re-entrusted by Sumitomo Mitsui Trust Bank, Limited.)	37,425,000	3.66
Japan Trustee Services Bank, Ltd. (Trust account 4)	25,644,000	2.50
Sumitomo Mitsui Banking Corporation	21,946,663	2.14
Mitsui & Co., Ltd.	17,370,500	1.69
Japan Trustee Services Bank, Ltd. (Mitsui & Co., Ltd. Retirement Benefit Trust Account re-entrusted by Sumitomo Mitsui Trust Bank, Limited.)	17,370,000	1.69
Mitsui Sumitomo Insurance Co., Ltd.	16,403,215	1.60
THE BANK OF NEW YORK MELLON SA/NV 10	15,437,951	1.51
The Norinchukin Bank	12,732,142	1.24

Majority shareholder (excluding parent company)	-----
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Parent company	None
Supplementary explanation	

3. Company profile

Listed stock market and market section	Tokyo, Section 1
Accounting period	March
Type of business	Chemicals
Employees (consolidated) as of end of previous fiscal year	Over 1000
Sales (consolidated) as of end of previous fiscal year	Over 1 trillion yen
Consolidated subsidiaries as of end of previous fiscal year	More than 50, less than 100

4. Policy guidelines for the protection of minority shareholders when engaging in transactions with a majority shareholder

5. Other circumstances that may significantly affect corporate governance

The status of management decisions, business management organization related to administration and oversight, and other corporate governance systems

1. Organizational composition and operation

Organization type	Company with a corporate auditors system
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[Directors]

Number of directors specified in articles of incorporation	15
Term in office specified in articles of incorporation	1 year
Chair of Board of Directors	President
Number of directors	9
Have outside directors been appointed	Yes
Number of outside directors	2
Number of outside directors selected as independent directors	2

Relationship to the company (1)

Name	Characteristics	Relationship to the Company (*1)								
		a	b	c	d	e	f	g	h	i
Taeko Nagai	From other company				○				○	
Yoshio Suzuki	Attorney				○				○	

*1 Types of relationship to the company

- Came from the parent company.
- Came from a related company other than the parent company.
- Is a major shareholder in the applicable company.
- Has additional duties as an outside director or outside corporate auditor for another company.
- Is a director with executive duties, an executive officer, etc., of another company.
- Is the spouse, close relative, or has a similar relationship with a director with executive duties, an executive officer, etc., of the applicable company or a specified company related to the applicable company.
- Receives compensation or other profit from assets for service as an officer of the parent company of the applicable company or a subsidiary of said parent company.
- Has entered into a contract with the applicable company limiting responsibilities.
- Other

Relationship to the company (2)

Name	Independent Director	Supplementary Explanation of Conforming Items	Reason for Selection as Outside Director (Reason for Selection as Independent Director if applicable)
Taeko Nagai	○	Taeko Nagai has no vested interests in the Company	<p>Taeko Nagai has worked at Japan Broadcasting Corporation for many years, and now serves as president of an arts foundation. We expect that she will provide useful advice on the Company's management based on professional expertise in various fields including culture, education, and consumer economy and experience as an outside director at other companies and is therefore qualified to be an outside director.</p> <p>None of the items under the "Judgment Criteria for Violations of the Code of Corporate Conduct," to be observed when the issuer of a domestic stock reports to the Tokyo Stock Exchange its independent director(s)/auditor(s), as prescribed in the Guidelines concerning Listed Company Compliance, etc., apply to Ms. Nagai, nor is she likely to have a conflict of interests with general shareholders. We therefore consider her independence as an independent officer to be ensured.</p>
Yoshio Suzuki	○	Yoshio Suzuki has no vested interests in the Company	<p>Yoshio Suzuki has worked in the public prosecutors offices and the Ministry of Justice for many years, and has expertise in the legal field. We expect that he will provide useful advice on the Company's promotion of compliance based on his extensive experience in the legal profession and as an outside director at other companies and is therefore qualified to be an outside director.</p> <p>None of the items under the "Judgment Criteria for Violations of the Code of Corporate Conduct," to be observed when the issuer of a domestic stock reports to the Tokyo Stock Exchange its independent director(s)/auditor(s), as prescribed in the Guidelines concerning Listed Company Compliance, etc., apply to Mr. Suzuki, nor is he likely to have a conflict of interests with general shareholders. We therefore consider his independence as an independent officer to be ensured.</p>

[Corporate auditors]

Establishment of a board of auditors	Yes
Number of corporate auditors specified in articles of incorporation	6
Number of corporate auditors	5

Coordination between corporate auditors, accounting auditors and the Internal Control Division

Corporate auditors, accounting auditors and the Internal Control Division (Mitsui Chemicals' internal audit department) exchange opinions regarding annual audit plans and audit results, and also coordinate with one another on other matters, whilst ensuring that their respective auditing activities remain independent.

Appointment of outside auditors	Yes
Number of outside auditors	3
Number of outside auditors selected as independent directors	1

Relationship to the company (1)

Name	Characteristics	Relationship to the Company (*1)								
		a	b	c	d	e	f	g	h	i
Hideharu Kadowaki	Came from another company									○
Hiroshi Matsuda	Came from another company				○					○
Osamu Sekine	Attorney				○					○

*1 Types of relationship to the company

- Came from the parent company
- Came from a related company other than the parent company.
- Is a major shareholder in the applicable company.
- Has additional duties as an outside director or outside corporate auditor for another company.
- Is a director with executive duties, an executive officer, etc., of another company.
- Is the spouse, close relative, or has a similar relationship with a director with executive duties, an executive officer, etc., of the applicable company or a specified company related to the applicable company.
- Receives compensation or other profit from assets for service as an officer of the parent company of the applicable company or a subsidiary of said parent company.
- Has entered into a contract with the applicable company limiting responsibilities.
- Other

Relationship to the company (2)

Name	Independent Director	Supplementary Explanation of Conforming Items	Reason for Selection as Outside Corporate Auditor (Reason for Selection as Independent Director if applicable)
Hideharu Kadowaki		Until November 2002, Hideharu Kadowaki worked for Sumitomo Mitsui Banking Corporation (SMBC), which is one of the Company's main lenders. He later worked for SMBC's parent group Mitsui Sumitomo Financial Group until June 2004. The Company has annual borrowings from SMBC totaling ¥66,239 billion (as of	Mr. Kadowaki has been involved for many years in financial institution management and has held posts in think tanks and at a university in addition to serving as an officer of another company. He possesses broad general business knowledge and experience, and is therefore qualified to be an outside corporate auditor.

		March 2014)	
Hiroshi Matsuda		<p>Until June 2006, Hiroshi Matsuda worked for Sumitomo Mitsui Trust Bank (SMTB) (then Chuo Mitsui Trust and Banking Co. Ltd.), which is one of the Company's main lenders and also has other dealings with the Company. The Company has annual borrowings from SMTB totaling ¥31,981 billion (as of March 2014).</p> <p>Matsuda also had dealings with the Company in his capacity as Shareholder Registry Administrator at SMTB. As there is not deemed to be any risk of this influencing the decisions of shareholders or investors however, further details have been omitted.</p> <p>There has been exchange of external directors between the Company and SMTB in the past. Hiroyuki Naganishi, who works as consultant to the Company, has also served as an external auditor at CMTB.</p>	<p>Mr. Matsuda has been involved for many years in management of financial institutions and also has experience as an auditor at another company. He possesses broad general business knowledge and experience, and is therefore qualified to be an outside corporate auditor.</p>
Osamu Sekine	○	<p>Until December 2012, Osamu Sekine worked for law firm Nagashima Ohno & Tsunematsu, which has had dealings with the Company in the past. Given the extent and nature of relevant dealings however, there is not deemed to be any risk of this influencing the decisions of shareholders or investors. Further details have therefore been omitted.</p>	<p>Mr. Sekine possesses legal knowledge and has extensive experience in the legal profession and as an outside officer at other companies and is therefore qualified to be an outside corporate auditor tasked with auditing the legality of the execution of the Company's business.</p> <p>None of the items under "Judgment Criteria for Violations of the Code of Corporate Conduct", to be observed when the issuer of a domestic stock reports its independent director(s)/auditor(s) to the Tokyo Stock Exchange, as prescribed in the "Guidelines concerning Listed Company Compliance, Etc.," apply to Mr. Sekine, nor is he likely to have a conflict of interests with general shareholders. We therefore consider his independence as an independent officer to be ensured.</p>

[Independent directors]

Number of independent directors	3
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Other details relating to independent directors

[Incentives]

Status of the implementation of measures to give incentives to directors	Performance-based compensation system implemented
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Supplementary explanation of the above

To ensure the transparency of performance evaluation, Mitsui Chemicals has established the Directors Compensation Committee as a consultative body for the Board of Directors, and a mechanism to evaluate the performance of directors and determine changes in their compensation (bonuses).

As regards the amount of bonus paid to a director, there is a mechanism to change these in response to the performance achievements of the Company as a whole and the divisions for which the director is responsible.

Stock option recipients

Supplementary explanation of the above

[Director Compensation]

Disclosure of compensation of individual directors	No
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Supplementary explanation of the above

No director received compensation over 100 million yen and therefore director compensation remains undisclosed.

Compensation total and compensation calculation methods defined by policy	Yes
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Mitsui Chemicals' policy with regard to the disclosure of compensation figures and methods of calculating compensation paid to its directors (excluding outside directors) is as follows.

Compensation paid to directors (excluding outside directors) is subject to the following conditions.

- Compensation must be commensurate to the director's managerial responsibilities, and contribute to the growth and performance of the Mitsui Chemicals Group.
- Compensation must be linked in some way to the performance of the company and the individual director.
- Compensation for more senior directors must reflect their contribution to the growth of the company over the medium to long term.
- Priority must be given to compensation during the director's term in office, so as to reflect their current contribution.
- Compensation must be transparent, and allow for full accountability.

Specific details of compensation must be reviewed by the Executive Compensation Advisory Committee and approved by the Board of Directors.

[Outside Director (Outside Corporate Auditor) Support System]

1. Support provided to outside directors

The Board of Directors Secretariat provides outside directors with advance explanations of the content of agenda items to be discussed at Board of Directors meetings.

2. Support provided to outside corporate auditors

At Board of Corporate Auditors meetings, the full-time corporate auditors provide and share with the outside corporate auditors the information they have gained in the course of carrying out their daily audits, including the content of Management Committee meetings and other important internal meetings, and the results of external visiting audits. When Board of Directors meetings are held, the outside corporate auditors are provided with reference materials in advance, and the full-time auditors provide them with advance explanations of the content of agenda items to be discussed at Board of Directors meetings.

2. Business execution, auditing/oversight, nomination, compensation determination and other functions (outline of present system of corporate governance)

1. Outline of present system of corporate governance

Mitsui Chemicals operates a corporate auditor system, overseen by a Board of Directors and Board of Auditors.

2. Board of Directors

Based on the regulations of the Mitsui Chemicals' Board of Directors, the Board of Directors makes decisions about important matters related to management, and oversees the business execution of each director. The Board of Directors met on 12 occasions in fiscal 2013. Of the ten Members of the Board, one is female.

3. Roles/functions of outside directors

Mitsui Chemicals believes that fulfillment of the management's accountability and ensuring management transparency are made possible by receiving opinions from highly independent directors from outside the Company at meetings of the Board of Directors. We also believe that appropriate decision making at meetings of the Board of Directors is made possible by receiving advice from those having specialized knowledge.

4. Executive officers

In order to clarify the division of responsibilities between management oversight and business execution, Mitsui Chemicals has established an executive officer system. In April 2012, executive directors were appointed as executive officers and their respective roles clearly specified in order to further clarify responsibility for business execution. This system speeds up the decision making of management, facilitates and accelerates the business execution of each division, and further strengthens and enhances the Company's management organization.

5. Establishment of Management Committee meetings

The Company has established Management Committee meetings for the discussion of items that need to be discussed in

advance of being put on the agenda of Board of Directors meetings and for the discussion of important matters related to business execution, and built a system that enables appropriate and efficient decision making. The Management Committee met on 24 occasions in fiscal 2013. The Management Committee consists of members designated by Members of the Board, Executive Officers and the President.

6. Status of internal audits and corporate auditor audits

The Company has established the Internal Control Division as an internal organization. Based on the yearly audit plan discussed and formulated in advance at management meetings, the division audits the accounts and business of the Mitsui Chemicals Group, including affiliated companies, and reports the results to the Management Committee.

Corporate auditors attend not only Board of Directors meetings but also various important internal meetings, and regularly exchange opinions with the president and other members of senior management. They officially receive and check the final-decision documents of executive directors and records of important meetings.

Corporate auditors also exchange opinions with accounting auditors and the Internal Control Division regarding annual audit plans and audit results, and coordinate with one another on other matters, whilst ensuring that their respective auditing activities remain independent. The auditor audits are attended by outside auditors (all three are on a part-time basis), as necessary, who make statements based on their extensive experience and broad knowledge.

7. Status of commitment to enhance corporate auditors' functions

The corporate auditors attend not only the meetings of the Board of Directors but important meetings of the Company, have regular meetings with the president and others to exchange opinions and officially receive and check the final-decision documents of executive directors and records of important meetings.

Moreover, corporate auditors exchange opinions about the yearly audit plan and audit results with the accounting auditor and the Internal Control Division, and coordinate other matters, to carry out their audits. The auditor audits are attended by outside auditors, as necessary, who make statements based on their extensive experience and broad knowledge.

Employees with specialist legal and accounting knowledge are assigned to assist corporate auditors in the performance of their auditing duties.

8. Status of accounting audits

Mitsui Chemicals is audited by Ernst & Young ShinNihon LLC.

The following certified public accountants carried out the audit of Mitsui Chemicals.

Masakazu Nakamura

Kanji Tamitsu

Yoshihiro Sugimoto

Takayuki Ueki

Details have been provided of any certified public accountants that have carried out audits of Mitsui Chemicals for more than seven years.

3. Reason for adopting present system of corporate governance

In addition to appointing highly independent outside directors and appointing a Board of Directors, Mitsui Chemicals has a system in place to enable the regular exchange of information between its Board of Auditors and the President or relevant director (see *Section 2-6 Status of internal audits and corporate auditor audits*). The Board of Auditors ensures that the decision making process and business execution are effectively supervised from an independent standpoint. The director in charge of internal control meanwhile ensures effective supervision from the standpoints of legality and adequacy.

In addition to legally required bodies, Mitsui Chemicals also organizes regular Management Committee meetings (see *Section 2-5 Establishment of Management Committee meetings*) for the purpose of preliminary discussion prior to submitting matters to the Board of Directors. This ensures that decisions can be made appropriately and efficiently by the Board of Directors.

It is for the above reasons that Mitsui Chemicals has adopted the present system of corporate governance.



Status of the implementation of measures related to shareholders and other interested parties

1. Status of implementation of measures for revitalization of the general meeting of shareholders and facilitation of the execution of voting rights

	Supplementary Explanation
Early notification of convocation of general meeting of shareholders	Notification of convocation is sent 22 days prior to the meeting.
Scheduling of general meeting of shareholders away from “concentrated days.”	The general meeting of shareholders for the 17 th fiscal period (for the fiscal year ended March 31, 2014) was held on June 24 th .
Option to exercise voting rights electronically	Available from 13 th general meeting of shareholders (June 24, 2010) onwards
Efforts to improve voting arrangements for institutional investors (access to electronic voting platform, etc.)	Access to electronic voting platform from 13 th general meeting of shareholders (June 24, 2010) onwards
English extract of notification of convocation of general meeting of shareholders is posted on the Mitsui Chemicals website	English extract posted on official website.

2. Status of activities related to IR

	Supplementary Explanation	Explanation from Representative
Holding of regular meetings for individual investors	Meetings are held for individual investors several times a year, mainly in the Tokyo area or other major cities.	None
Holding of regular meetings for analysts and institutional investors	The President of Mitsui Chemicals holds investors information meetings to explain the Group's strategy and business performance twice a year, following the Company's end-of-year and second quarter account settlement announcements. On the day of each quarterly account settlement announcement, the Company holds “Net Conferences” (in Japanese) to explain the Group's business performance. The Company also holds “IR events” several times a year, to explain its business strategy, and tours of Company facilities, both in Japan and overseas.	Yes
Holding of regular meetings for overseas investors	Either the President or Executive Vice President of Mitsui Chemicals visits institutional investors in North America, Europe and Asia once each year to explain Mitsui Chemicals' mid-term business plans and strategies in person and exchange opinions. Mitsui Chemicals also takes part in conferences organized by securities firms several times a year.	Yes
IR information on the website	Timely disclosure of information such as earnings reports and revisions of earnings forecasts, annual security reports, quarterly business reports, materials for analysts and institutional investors, status of corporate governance and convocation notices for the shareholders' meetings are posted on our website. The CEO also issues a message to shareholders by video via the Company website.	

Establishment of departments (personnel responsible) for IR	Mitsui Chemicals has established the IR Group within its Corporate Communications Division as an internal department dedicated to IR.	
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3. Status of efforts to consider the standpoint of stakeholders

	Supplementary Explanation
Implementation of environmental protection activities, CSR activities, etc.	<p>The Company engages in CSR activities which include but are not limited to environmental protection, safety and quality, local contribution activities, and legal compliance to ensure that it continues to meet the expectations of all its stakeholders. The policies and directions of these CSR activities are decided upon at the “CSR Committee” which is chaired by the President & CEO.</p> <p>To actively promote CSR in line with companywide vectors and clarify how each individual employee should act after carefully considering what matters, in 2006 we established the Mitsui Chemicals Group Action Guidelines. In 2012, we went on to formulate a set of fundamental Core Values – “Challenge”, “Diversity” and “One Team” – to underpin our Corporate Mission and Action Guidelines.</p> <p>Based on these initiatives, we are working to further deepen trust amongst our various stakeholders through CSR activities that are typical of the Mitsui Chemicals Group. We are also committed to sustainable corporate and social development, based on the Group’s Corporate Mission of “contributing broadly to society by providing high-quality products and services to customers through innovations and the creation of materials, while keeping in harmony with the global environment”.</p> <p>Further details regarding Mitsui Chemicals’ CSR activities are available via the CSR section of the company’s website. CSR Communication 2014, which outlines some of the Mitsui Chemicals Group’s main initiatives, is also due to be published in September this year in an effort to further reinforce dialog with the group’s stakeholders.</p>
others	<p>Promotion of women employees</p> <p>In line with one of our core values, “Diversity”, the Company continues to undertake measures aimed at improving the work environment of its women employees and support the continued growth of their capabilities. The Company actively recruits women to fill roles and positions to enable them to fully use their skills and expertise.</p> <p>The current percentage of 1.7% for women in managerial positions is targeted at 5% by 2017.</p> <p>Of the current women in management, three are general managers at the head office (one a senior director). From 2006, one of the two outside directors has been a woman.</p>

1. Basic philosophy and status of preparation of internal control systems

1. System for ensuring that the execution of duties by directors and employees complies with laws and the articles of incorporation

(1) In accordance with regulations stipulated by the Board of Directors, directors responsible for business execution must obtain the board's approval for important business execution. The directors responsible for business execution report significant facts pertaining to important and other businesses they executed to the directors and corporate auditors in forms, including reports submitted to the Board of Directors. This reporting obligation includes actual or possible violations of the law or the articles of incorporation, as well as actual or potential damages that have occurred or may occur, which the directors recognized in the course of business execution.

(2) The Management Committee is established as an organ for deliberating matters that require advance deliberation and important matters relating to business execution that should be presented to the Board of Directors in order to build a system that permits appropriate and efficient decision-making. Committee meetings are attended by corporate auditors, who may offer their opinions as necessary on the matters under discussion.

(3) The Internal Control Division is established as an internal unit. The Internal Control Division audits the accounting practices and business operations of the Mitsui Chemicals Group, including Group companies, based on annual audit plans deliberated and decided in advance by the Management Committee. The Internal Control Division reports audit findings to the Management Committee.

(4) Regular training programs for compliance with laws and regulations are implemented for employees.

(5) In an effort to ensure full compliance with laws and regulations, key points regarding matters to which employees must pay particularly close attention from a compliance standpoint during performance of their duties are compiled in a guidebook, which is distributed and publicized to all employees.

(6) The Company deals resolutely with antisocial activity and has no dealings whatsoever with organized criminal groups. Unreasonable demands and other such activities are handled on an organizational basis, in close cooperation with the police and other specialist external bodies, and through coordination and cooperation between all concerned departments. The Company will not be party to any form of antisocial activity.

2. System related to storage and management of data relating to the execution of duties by directors

In accordance with regulations stipulated by the Board of Directors and other company regulations, data relating to the execution of duties by directors are compiled, stored and managed in either printed or electronic format, thereby ensuring directors' access to such data.

3. Regulations and other systems relating to the management of the risk of loss

(1) In accordance with the "Group Risk Management System," the Company steadily implements the PDCA cycle for managing risks in line operations, for which the company president ultimately bears responsibility, and adopts a system for preventing common risks for the Group, including Group companies, on a daily basis in an attempt to promote early risk identification and prevent risk actualization. In accordance with risk management regulations, the Company has established a Risk & Compliance Committee, chaired by the executive officer in charge, to discuss risk management policies and to maintain and operate its risk management systems.

(2) The Company establishes a system for responding swiftly and accurately to anticipated risks to prepare itself for case where risks that could seriously affect the Mitsui Chemicals Group actualize.

(3) The Company established a system which gives employees periodic risk management training and direct access to the Risk Hotline, a scheme for reporting risks and receiving related consultations.

4. System for ensuring efficient execution of duties by directors

(1) The Company employs a system which ensures that directors execute their duties appropriately and efficiently in accordance with their scope of authority and decision-making rules set in regulations stipulated in the Board of Directors and other company regulations.

(2) The Board of Directors is responsible for deciding important management-related matters and monitoring business execution by each director. The Company adopts an executive officer system to clarify roles concerning management supervision and business execution. Under this system, the Board of Directors supervises management and decides companywide strategy. To prevent these functions from diverging from actual business management practices, the board is staffed with directors in charge of business execution.

5. System for ensuring appropriate operations in a corporate group consisting of the Company and its subsidiaries

(1) Each subsidiary establishes a supervisory division in charge of its operational management. These subsidiary divisions take extensive steps to publicize the Company's management policies as well as their own management strategies, and to grasp their managerial status, for managing the concerned subsidiaries properly.

(2) Corporate auditors dispatched to subsidiaries conduct audits on the subsidiaries. In addition, the Company's Internal Control Division performs periodic audits to confirm that the subsidiaries are conducting their respective business operations in an appropriate manner. Based on the findings of these audits, the Company's corporate auditors conduct their own investigation as needed.

6. Items relating to concerned employees in cases where corporate auditors asked to appoint employees who are supposed to assist them in their duties

Employees with specialized legal and accounting knowledge who report directly to corporate auditors are appointed on a full time basis to assist the auditors in their duties.

7. Items relating to independence of employees assisting corporate auditors from directors

Employees assisting corporate auditors perform their duties under the auspices and direction of the corporate auditors. The Company adopts a system under which the intentions of corporate auditors are reflected on the assignment or transfer of the concerned employees.

8. System enabling directors and employees to report matters to corporate auditors and other systems relating to reports made to the corporate auditors

(1) In accordance with regulations governing audits by corporate auditors and other company regulations, directors and employees report to corporate auditors items, including matters the corporate auditors asked for reports, internal audit findings by internal audit divisions, important risk information, and information pertaining to risks that could significantly impact the Mitsui Chemicals Group.

(2) The corporate auditors receive explanations on the annual audit plan from the accounting auditor, confirm the plan and receive reports on subsequent audit findings.

9. Other systems for ensuring the effectiveness of audits performed by corporate auditors

(1) The corporate auditors attend meetings of the Board of Directors and other important company meetings, and create opportunities to exchange opinions with the company president and other officers on a regular basis.

(2) The corporate auditors receive and confirm documents detailing final decisions by directors responsible for business execution, and the minutes of important company meetings.

(3) Corporate auditors also exchange opinions with accounting auditors and the Internal Control Division regarding annual audit plans and audit results, and coordinate with one another on other matters, whilst ensuring that their respective auditing activities remain independent.

2. The basic philosophy and status of preparation for elimination of any form of organized criminal activity

1. Basic philosophy for elimination of any form of organized criminal activity

In February 2006, the Company established the "Mitsui Chemicals Group Action Guidelines," the first of which states that "We

will give priority to compliance with laws and regulations over pursuit of any profit.”

From the perspective of compliance with applicable laws and regulations, a basic premise for corporate survival, the Company has put together the Compliance Guidebook, which covers key points regarding matters to which employees must pay particularly close attention during performance of their duties, and distributed this Guidebook to all its employees.

The Guidebook states that the Company’s employees must deal with organized crime groups with a sense of resolve, and refrain from entering into any relationship with such groups. The Guidebook also informs what employees should do if ever approached by organized crime groups and how to consult relevant general affairs departments with respect to such approaches made.

2. Status of preparation for elimination of any form of organized criminal activity

(1) Establishment of response coordination departments

Relevant general affairs departments shall take charge of response coordination. These departments are supporting measures for terminating relationships with organized crime groups.

(2) Ties to outside specialists

The aforementioned response coordination departments shall communicate regularly with attorneys, the police and other external specialist organizations for building relationships of close cooperation.

(3) Collection and management of information regarding organized crime groups

The aforementioned response coordination departments shall periodically exchange information on organized crime groups with attorneys, the police and other external specialist organizations, and manage and store information gained through such exchanges in a centralized manner. Such information shall be provided to relevant departments as a reminder of the potential threat such groups pose.

1. Matters Regarding Takeover Defense Measures

Takeover defense measures	Yes
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Supplementary explanation of the above

Outline of the Takeover Defense Measures

Please refer to “Convocation Notice for the 16th Ordinary General Meeting of Shareholders”, dated June 3, 2013 (<http://www.mitsuichem.com/ir/pdf/130603e.pdf>).

Please note that this document has been translated from the original Japanese into English for the convenience of our stakeholders. The information was originally provided in Japanese. If there is any discrepancy, the Japanese language version is the official document and is available on our Japanese language website.