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Mitsui Chemicals, Inc.

President & CEO: Tsutomu Tannowa

Stock code: 4183

<http://www.mitsuichem.com>

The status of corporate governance of Mitsui Chemicals, Inc. (hereinafter "MCI") is described below.

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

### 1. Basic philosophy of corporate governance

The Mitsui Chemicals Group (hereinafter "MCI Group") is constantly engaged in business activities to realize our Corporate Vision, which is comprised of our Corporate Mission and Corporate Target. We recognize that efforts to achieve effective corporate governance as part of that process will allow us:

(i) to maintain and develop trusting relationships with MCI shareholders and all other diverse stakeholders of the MCI Group, and

(ii) to create a framework that can execute transparent, fair, timely, and decisive decision-making,

through which the MCI Group can achieve sustainable growth and increased corporate value over the mid- to long-term.

Accordingly, MCI holds the enhancement of our corporate governance to be one of our key management issues, and is making efforts toward its realization.

[Reasons for Not Implementing Each Principle of Corporate Governance Code]

MCI has observed each principle of the Corporate Governance Code (hereinafter "the Code").

[Disclosure based on Each Principle of Corporate Governance Code]

Please also visit our website (URL: <http://jp.mitsuichem.com/corporate/governance.htm>) as MCI has posted the Corporate Governance Guidelines (the "Guidelines") outlining the basic view and policy, etc. concerning MCI Corporate Governance.

(Principle 1-4: Policy on Cross-shareholdings)

1. MCI will acquire and hold shares of our customers and suppliers when we conclude that such holdings would contribute to the mid- to long-term increase of our corporate value in consideration of the creation and strengthening of relationships and the development of business partnerships with them.
2. MCI will appropriately exercise the voting rights of shares we hold while comprehensively taking into account such factors as whether or not proposals by the issuer will contribute to our shareholding goals or harm shareholder value.

(Principle 1-7: Transactions with Related Parties)

Transactions between MCI and our directors or transactions involving a conflict of interest will be deliberated and subject to the approval in advance by the Board of Directors before being carried out, and after the transaction has been completed, the result will be reported to the Board. Transactions with related parties such as major shareholders, subsidiaries, and affiliates will be handled in the same way as transactions with third parties: after examining whether the transaction price and other conditions are reasonable, MCI will follow the necessary approval procedures based on our internal regulations, and the Internal Control Division will regularly audit the transactions.

(Principle 3-1: Enhancement of Information Disclosure)

1. What MCI Strives For (e.g. management philosophy), Business Strategies and Business Plans

MCI's corporate vision is as follows:

[Corporate Mission]

Contribute broadly to society by providing high-quality products and services to customers through innovations and the creation of materials and products while keeping in harmony with the global environment

*Contributing to Society*

- Promoting human well-being
- Contributing to the value of shareholders' investments
- Increasing customer satisfaction
- Contributing to local communities
- Promoting the happiness and fulfillment of employees

[Corporate Target]

Constantly pursuing innovation and growth to become a chemical group with an undisputed global presence

MCI established a long-term business plan in fiscal 2016 with an eye to fiscal 2025. Its details are available on MCI website.

(URL:<http://jp.mitsuichem.com/corporate/vision/customers/index.htm>)

2. Basic View and Basic Policy on Corporate Governance in view of Each Principle in the Code

The basic view and policy on MCI Corporate Governance are as described in the Guidelines.

3. Principles and Procedures for the Board of Directors to Determine Compensation for Senior Management and Directors

(1) MCI's basic policies regarding the determination of compensation for directors (excluding outside directors) are as follows.

- (i) Compensation will be commensurate with the entrustment of MCI's management and will be tied to the growth and performance improvement of the MCI Group.
- (ii) Compensation schemes will be devised to reflect both corporate performance and the performance of the individual director.
- (iii) Compensation for higher positions will more strongly reflect their contributions to mid- and long-term corporate growth, and deepen the sharing of values with shareholders.
- (iv) We will ensure transparency and maintain accountability to our shareholders and other related parties regarding the determination of compensation for directors.

(2) Compensation for directors (excluding outside directors) will be comprised of monthly compensation (a fixed amount) , bonuses and restricted stock compensation. The proportion of compensation comprised of bonuses and restricted stock compensation will be appropriately set to function as an appropriate incentive for the sustained growth of MCI.

(3) Compensation for outside directors and corporate auditors will be comprised solely of monthly compensation (a fixed amount), the level of which will be established referring to third-party surveys regarding compensation for corporate managers in Japan and other information.

(4) MCI has established the Executive Compensation Advisory Committee as a consultative body to the Board of Directors in order to ensure the suitability of director compensation levels and the transparency of performance evaluations. The president will serve as the chair of the Executive Compensation Advisory Committee, which will be comprised of the representative directors (currently 3 representative directors) and outside experts (3 outside directors and 3 outside corporate auditors).

(5) The Board of Directors will determine the compensation for MCI's directors after consulting with the Executive Compensation Advisory Committee.

4. Principles and Procedures for the Board of Directors to Elect Senior Management and Nominate Candidates for Directors and Corporate Auditors

MCI has established the Human Resource Advisory Committee as a consultative body to the Board of Directors in order to ensure the suitability and transparency of procedures for electing directors and corporate auditors. The Human Resource Advisory Committee deliberates the proposed list of candidates for directors and corporate auditors based on the standards for election of directors and corporate auditors, and reports the results of the deliberation to the Board of Directors. The Board of Directors decide upon the final list of the candidates for directors and corporate auditors with maximum respect given to the results report of the Human Resource Advisory Committee. A proposal on candidates for corporate auditors will be resolved by the Board of Directors after an agreement is obtained by the Board of Corporate Auditors. The Human Resource Advisory Committee is composed of MCI's president and outside directors. (See the Guidelines for details of the standards for election of directors and corporate auditors).

5. Explanation to Be Given on Each Individual Election and Nomination When the Board of Directors Elects Senior Management

and Nominates Candidates for Directors and Corporate Auditors based on 4. above

The standards of election of MCI directors and corporate auditors are as described in the Guidelines. Career summary and reasons for nomination of each candidate for director and corporate auditor are described on the convocation notice for the general meeting of shareholders. In addition, reasons for nomination of outside directors and outside corporate auditors (including reasons for nomination of independent director and corporate auditor) are as respectively described in “The status of management decisions, business management organization related to administration and oversight, and other corporate governance systems” herein.

(Supplementary Principle 4-1(1): Scope of Delegation to the Management)

MCI has endeavored to increase the speed of our decision-making process by delegating approval authority for important matters concerning business management excluding those requiring resolution by the Board of Directors in accordance with provisions of the Companies Act or the Articles of Incorporation, with the amounts and other concrete criteria defined by the Rules For Meetings of the Board of Directors, Authorization Rules, etc.

(Principle 4-9: Independence Standards for Independent Outside Directors and Their Quality)

Independence Standards for Independent Outside Directors are described in the Guidelines.

(Supplementary Principle 4-11(1): Capability of the Board of Directors as a Whole and Views on Diversity)

1. The number of directors of MCI will be 12 or less, as stipulated in the Articles of Incorporation, and the appropriate number within that range will be decided at each opportunity in consideration of the status of authorities delegated to executive officers and the need to streamline decision making in response to business expansion. MCI will select in principle multiple independent outside directors in order to reflect the opinions of individuals from outside MCI with rich experience and insight, such as corporate managers, academics, and legal professionals, in the management policies of MCI and to increase the effectiveness of the oversight of director operations.
2. MCI will select executive directors in consideration of the specific characteristics of our businesses and without regard for gender, nationality, or other such factors so that the executive directors as a whole possess balanced business experience in areas including business planning, operations, production and technology, research and development, accounting and finance, and general, personnel, and legal affairs.

(Supplementary Principle 4-11(2): Status of Concurrent Positions Assumed by Directors and Corporate Auditors)

The status of MCI directors and corporate auditors concurrently serving as outside director or outside corporate auditor of other listed company has been disclosed on the convocation notice for the general meeting of shareholders. Currently, Director Kuroda, Director Bada, Corporate Auditor Nishio, and Corporate Auditor Tokuda serve as outside director or outside corporate auditor of other listed companies, but all of them are not more than three companies including MCI. We view their services do not have an implication to the extent that they are not capable of appropriately fulfilling their roles and duties as MCI directors and corporate auditors.

(Supplementary Principle 4-11(3): Analysis and Self-Evaluation over Effectiveness of the Board of Directors as a Whole)

MCI has set a rule to analyze and evaluate effectiveness of the Board of Directors every year in accordance with (4) in “3. Structure and Operation of the Board of Directors”, Section 1, Chapter 4 of the Guidelines, by such method as self-evaluation performed by respective directors.

MCI took the following measures in fiscal 2016 to address issues based on the evaluation results for fiscal 2015 and to reinforce supervisory functions of the Board of Directors: 1) raising standards for agenda submission; 2) broadening report items; 3) introducing discussion items; and 4) increasing the number of outside directors.

In consideration of these measures, MCI conducted a survey of all directors and corporate auditors in early February 2017. We presented a report together with what were discussed at a meeting held in early March by outside directors and outside corporate auditors only based on the survey results to the Board of Directors held at the end of March, where future challenges and measures were discussed.

As a result, it was confirmed that the measures taken in fiscal 2016 were in line with the aim of reinforcing the supervisory functions of the Board of Directors, and that MCI's Board of Directors is generally heading in the right direction. Meanwhile, it was

also confirmed and views were shared that some issues, such as further broadening of discussion items and the necessity of reviewing operations of the Board of Directors to further enhance discussions at its meetings, remain to be addressed in the future.

MCI will strive to review and implement necessary measures as appropriate to reinforce supervisory functions of MCI's Board of Directors based on the result of the annual evaluation on the effectiveness.

(Supplementary Principle 4-14(2): Training Policy for Director and Corporate Auditor)

1. MCI will provide newly elected outside directors and outside corporate auditors with opportunities to deepen their understanding of MCI's businesses through explanations on those businesses before assuming office, tours of MCI business locations, and other such methods and will continue providing similar training opportunities as necessary during the their terms of office.
2. MCI will provide newly elected internal directors and corporate auditors with opportunities to sufficiently understand the roles and duties expected of directors and corporate auditors and will provide, introduce, and offer aid for expenses for training opportunities to suit each individual director or corporate auditor during their term of office with the goal of continually updating the initial training.

(Principle 5-1 : Policy on Constructive Dialogue with Shareholders)

1. The MCI Group values constructive dialogue with our shareholders and other related parties, and will strive to facilitate such dialogue through various opportunities focused around senior and top management. Through this dialogue, we will endeavor to foster greater understanding of the MCI Group's business strategies and business plans, and we will listen sincerely to the voices of our shareholders and other related parties, absorbing and reflecting management analysis and opinions from the point of view of our capital contributors, thereby leading to the sustainable growth and mid- to long-term increase of corporate value for the MCI Group.
2. If shareholders or other related parties request meetings for the purpose of engaging in constructive dialogue that contributes to our sustainable growth and increased corporate value over the mid- to long-term, the suitable person among the senior management and officers of the MCI Group will, in consideration of the purpose of the meeting, respond to such requests and meet with those shareholders or other related parties.
3. The MCI Group officers in charge of IR, the Corporate Administration & Legal Division, and the Finance & Accounting Division will handle the overall coordination of dialogue with shareholders and other related parties. Related departments such as IR, the Corporate Planning Division, the Corporate Administration & Legal Division, and the Finance & Accounting Division will work to achieve organic cooperation through such means as having certain staff members serve in multiple departments and regularly sharing information.
4. The MCI Group will proactively work to provide opportunities such as explanatory meetings for analysts and institutional investors, explanatory meetings for individual investors, explanatory meetings on our businesses, facility tours, and overseas IR, and we will promptly provide feedback to top management and other relevant departments regarding the opinions and concerns learned through dialogue with shareholders and other related parties at such events.
5. The MCI Group is striving to prevent insider information from being leaked during dialogue with shareholders and other related parties through our Rules for administration of insider trading and rules for administration of company information.

**2. Capital structure**

Percentage of foreign shareholders:	over 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)	65,728,000	6.43
The Master Trust Bank of Japan, Ltd. (Trust account)	63,278,000	6.19
Toray Industries Inc.	37,425,000	3.66
Japan Trustee Services Bank, Ltd. (Trust account 4)	21,089,000	2.06

Sumitomo Mitsui Banking Corporation	19,687,663	1.92
Japan Trustee Services Bank, Ltd. (Trust account 5)	17,489,000	1.71
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
CHASE MANHATTAN BANK GTS CLIENTS ACCOUNT ESCROW	16,376,355	1.60
GOVERNMENT OF NORWAY	15,523,858	1.51

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

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### 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 100, less than 300

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

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### 5. Other circumstances that may significantly affect corporate governance

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## 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	12
Term in office specified in articles of incorporation	1 year
Chair of Board of Directors	President
Number of directors	8
Have outside directors been appointed	Yes
Number of outside directors	3
Number of outside directors selected as independent directors	3

#### Relationship to the company (1)

Name	Characteristics	Relationship to the Company (*1)											
		a	b	c	d	e	f	g	h	i	j	k	
Yukiko Kuroda	From other company									△			
Hajime Bada	From other company												
Hiromi Tokuda	From other company												

\* Types of relationship to the company

\* ○: Outside director herself/himself is currently applicable or was applicable until recently

△: Outside director herself/himself was applicable in the past

●: Close relative of the outside director is currently applicable or was applicable until recently

▲: Close relative of the outside director was applicable in the past

a. A person performing an executive role at MCI or its subsidiary

b. A person performing an executive role or non-executive director at MCI's parent company

c. A person performing an executive role at MCI's affiliates

d. A person who has MCI as a major customer or a person performing an executive role at a company which has MCI as a major customer

e. One of MCI's major customers or a person performing an executive role at one of MCI's major customers

f. A consultant, accountant or lawyer who receives from MCI a large amount of money or other property benefits other than the executive compensation

g. A major shareholder of MCI (if the shareholder is an entity, then a person performing an executive role at the entity)

h. A person performing an executive role (herself/himself) of one of MCI's customers (other than d, e and f)

i. Executive (herself/himself) of a company that has an outside director/corporate auditor from MCI

j. A person performing an executive role (herself/himself) of a company to which MCI makes donations

k. Others

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)
Yukiko Kuroda	○	<p>Yukiko Kuroda concurrently serves as Managing Director and Founder of People Focus Consulting, and in fiscal 2014 and fiscal 2015, MCI commissioned facilitation training services to People Focus Consulting. However, MCI's payments to the relevant company for the services rendered are deemed insignificant given that the payments amount to less than 1% of People Focus Consulting's net sales for each of the respective fiscal years, and do not exceed the standards specified in (2) of under the Independence Standards for Independent Outside Directors and Independent Outside Corporate Auditors provided as an Appendix to the MCI Guidelines, there is not deemed to be any risk of influencing the decisions of shareholders or investors.</p>	<p>&lt;Reasons for selection as Outside Director&gt;                      Yukiko Kuroda has actively provided opinions, primarily from the perspective of stakeholders from outside MCI at meetings of MCI's Board of Directors, that are based on her extensive experience as a corporate manager and in-depth knowledge based on experience as a consultant. We expect that she will continue providing useful advice on MCI's corporate management, and accordingly believe that she is the right person for the post of Outside Director.</p> <p>&lt;Reasons for selection as Independent Officer&gt;                      None of the items under the "Factors in Judgment in the Case Where the Tokyo Stock Exchange Deems That It Is Likely to Infringe the Interests of General Shareholders (independence standards)" as prescribed in the Guidelines concerning Listed Company Compliance, etc., which are to be referred to when the issuer of a domestic stock reports to the Tokyo Stock Exchange its independent directors or auditors, applies to Ms. Kuroda, and she also satisfies the individual standards under the Independence Standards for Independent Outside Directors and Independent Outside Corporate Auditors provided as an Appendix to the MCI Guidelines.                      In addition, Ms. Kuroda has provided opinions as needed for sound and efficient corporate management on globalization and appropriateness of execution of operations, and thus contributed to the realization of active discussions, primarily from the perspective of stakeholders from outside MCI, at meetings of MCI's Board of Directors, based on her extensive experience as a corporate manager and consultant, and it is judged that, in practice, she is not likely to have a conflict of interest with general shareholders. We therefore consider her independence as an independent officer to be ensured.</p>
Hajime Bada	○	<p>There are no conflicts of interests between the Company and Hajime Bada.</p>	<p>&lt;Reasons for selection as Outside Director&gt;                      Hajime Bada, based on his extensive experience as a corporate manager, and in-depth knowledge based on active experience serving as the head of a trade organization, proactively provides</p>

			<p>comments from a fundamental perspective that overlooks the entire Group to the Company's Board of Directors. We expect that he will continue providing useful advice on MCI's corporate management, and accordingly believe that he is the right person for the post of Outside Director.</p> <p>&lt;Reasons for selection as Independent Officer&gt;  Although Mr. Bada concurrently serves as Advisor of JFE Holdings, Inc, none of the items under the "Factors in Judgment in the Case Where the Tokyo Stock Exchange Deems That It Is Likely to Infringe the Interests of General Shareholders (independence standards)" as prescribed in the Guidelines concerning Listed Company Compliance, etc., which are to be referred to when the issuer of a domestic stock reports to the Tokyo Stock Exchange its independent directors or auditors, applies to Mr. Bada, and he also satisfies the individual standards under the Independence Standards for Independent Outside Directors and Independent Outside Corporate Auditors provided as an Appendix to the MCI Guidelines.</p> <p>In addition, based on his extensive experience as a corporate manager and the head of a trade organization, Mr. Bada has provided comments as needed primarily from a fundamental perspective that overlooks the entire Group to the Company's Board of Directors, and thus contributed to the realization of active discussions, and it is judged that, in practice, he is not likely to have a conflict of interest with general shareholders. We therefore consider his independence as an independent officer to be ensured.</p>
Hiromi Tokuda	○	There are no conflicts of interests between MCI and Hiromi Tokuda.	<p>&lt;Reasons for selection as Outside Director&gt;  Hiromi Tokuda, based on his extensive experience as a corporate manager, and in-depth knowledge regarding the mobility domain which is being targeted by MCI, proactively provides comments from the perspective of the appropriateness of the business strategy, etc., to the Company's Board of Directors. We expect that he will continue providing useful advice on MCI's corporate management, and accordingly believe that he is the right person for the post of Outside Director.</p> <p>&lt;Reasons for selection as Independent Officer&gt;  Although Mr. Tokuda concurrently serves as Advisor of DENSO CORPORATION, none of the items under the "Factors in Judgment in the Case Where the Tokyo Stock Exchange Deems That It Is Likely to Infringe the Interests of General Shareholders (independence standards)" as prescribed in the Guidelines concerning Listed Company Compliance, etc., which are to be referred to when the issuer of a domestic stock reports to the Tokyo Stock Exchange its independent directors or auditors, applies to Mr. Tokuda, and he also satisfies the individual</p>



			standards under the Independence Standards for Independent Outside Directors and Independent Outside Corporate Auditors provided as an Appendix to the MCI Guidelines. In addition, based on his extensive experience as a corporate manager, and in-depth knowledge regarding the mobility domain which is being targeted by MCI, Mr. Tokuda has provided comments as needed from the perspective of the appropriateness of the business strategy, etc., to the Company's Board of Directors, and thus contributed to the realization of active discussions, and it is judged that, in practice, he is not likely to have a conflict of interest with general shareholders. We therefore consider his independence as an independent officer to be ensured.
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The existence of committees that correspond to a nominating committee or a compensation committee

Yes

#### Voluntary Committee

	Name of committee	Total number of members	Full-time members	Internal Directors	Outside Directors	Outside experts	Others	Chairperson
The committee that corresponds to a nominating committee	Human Resource Advisory Committee	4	1	1	3	3	0	Internal Director
The committee that corresponds to a compensation committee	Executive Compensation Advisory Committee	9	3	3	3	3	0	Internal Director

#### Further note

Human Resource Advisory Committee: To ensure the suitability and transparency of procedures for electing directors and corporate auditors, MCI has established the Human Resource Advisory Committee as a consultative body to the Board of Directors, and introduced a mechanism to decide upon the final list of candidates for directors and corporate auditors. The Chairperson of the Committee is MCI's president. And it is composed of MCI's president and 3 outside directors.

Executive Compensation Advisory Committee: To ensure the transparency of performance evaluations and the validity of compensation levels, we have established the Executive Compensation Advisory Committee as a consultative body of the Board of Directors, and introduced a mechanism to evaluate the performance of directors and determine its system of executive compensation. The Chairperson of the committee is MCI's president. And it is composed of MCI's 3 representative directors (including the president) and outside experts (3 outside directors and 3 outside corporate auditors).

#### [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 (MCI's 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	3

#### Relationship to the company (1)

Name	Characteristics	Relationship to the Company (*1)												
		a	b	c	d	e	f	g	h	i	j	k	l	m
Hiroki Nishio	From other company							△			○			
Katsuyoshi Shinbo	Attorney													
Shozo Tokuda	Certified public accountant										○			

\* Types of relationship to the company

\* ○: Outside auditor herself/himself is currently applicable or was applicable until recently

△: Outside auditor herself/himself was applicable in the past

●: Close relative of the outside auditor is currently applicable or was applicable until recently

▲: Close relative of the outside auditor was applicable in the past

a. A person performing an executive role at MCI or its subsidiary

b. A person performing a non-executive director or accounting advisor at MCI or its subsidiary

c. A person performing an executive role or non-executive director at MCI's parent company

d. A person serving as an auditor of MCI's parent company

e. A person performing an executive role at MCI's affiliates

f. A person who has MCI as a major customer or a person performing an executive role at a company which has MCI as a major customer

g. One of MCI's major customers or a person performing an executive role at one of MCI's major customers

h. A consultant, accountant or lawyer who receives from MCI a large amount of money or other property benefits other than the executive compensation

i. A major shareholder of MCI (if the shareholder is an entity, then a person performing an executive role at the entity)

j. A person performing an executive role (herself/himself) of one of MCI's customers (other than f, g and h)

k. Executive (herself/himself) of a company that has an outside director/corporate auditor from MCI

l. A person performing an executive role (herself/himself) of a company to which MCI makes donations

m. Others

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)
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<p>Hiroki Nishio</p>	<p>○</p>	<p>Until June 2008, and from June 2009 to June 2011, Hiroki Nishio worked for Sumitomo Mitsui Banking Corporation (SMBC), which is one of MCI's main lenders. He also worked for SMBC's parent company Mitsui Sumitomo Financial Group from June 2008 to June 2011. MCI has annual borrowings from SMBC ¥43,881 million (as of March 31, 2017).</p> <p>In addition, Mr. Nishio concurrently had held the post of Representative Director and President at Muromachi Co., Ltd. until June 2016, and then he concurrently holds the post of Special Advisor at Muromachi Co., Ltd. Although MCI holds shares of Muromachi Co., Ltd., the ratio is 5% of the total issued shares of the relevant company and therefore MCI has no influence on the managerial decision-making of the relevant company.</p> <p>Until June 2016, Mr. Nishio also concurrently had held a post at Muromachi Building Co., Ltd. MCI leased some rooms in a building owned and managed by Muromachi Building Co., Ltd. in fiscal 2014, fiscal 2015 and 2016, but this is all negligible as it was less than 1% of the annual sales for the relevant fiscal years of the relevant company and not exceeding the standards as specified in item (2) of the Independence Standards for Independent Outside Directors and Independent Outside Corporate Auditors provided</p>	<p>&lt;Reasons for selection as Outside Corporate Auditor&gt; Hiroki Nishio has been involved for many years in corporate management in financial institutions and the private sector, and he has also served as Outside Director for private-sector companies. Thus he has gained broad knowledge and experience in general corporate management, and from the viewpoint of securing appropriateness in MCI's business execution, we expect that he is the right person for the post of Outside Corporate Auditor.</p> <p>&lt;Reasons for selection as Independent Officer&gt; Although Mr. Nishio is from the Sumitomo Mitsui Banking Corporation and its wholly-owning parent company, Sumitomo Mitsui Financial Group, which is one of MCI's main lenders and has other dealings with MCI, he was at both only until June 2011, and this does not infringe the "Factors in Judgment in the Case Where the Tokyo Stock Exchange Deems That It Is Likely to Infringe the Interests of General Shareholders (independence standards)." Besides, concerning the Independence Standards for Independent Outside Directors and Independent Outside Corporate Auditors provided as an Appendix to the MCI Guidelines, it is stipulated in item (3) that, for a person who is from MCI's major business partners or main lenders of MCI, unless the person was affiliated with the relevant organization in the past three years, the independence standards are satisfied, therefore Mr. Nishio satisfies all of the standards, including the relevant item.</p> <p>In addition, Mr. Nishio has extensive experience as a corporate manager and auditor of financial institutions and private companies and based on his broad knowledge and insight in general corporate management, has provided opinions as needed for sound and efficient corporate management from the perspective of ensuring appropriateness in executing business and improvement of profitability and security of business, and thus contributed to the realization of active discussions at meetings of MCI's Board of Directors, and it is judged that in practice, he is not likely to have a conflict of interest with general shareholders. We therefore consider his independence as an independent officer to be ensured.</p>
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		as an Appendix to the MCI Guidelines, therefore, there is not deemed to be any risk of this influencing the decisions of shareholders or investors.	
Katsuyoshi Shinbo	○	There are no conflicts of interests between MCI and Katsuyoshi Shinbo.	<p>&lt;Reasons for selection as Outside Corporate Auditor&gt; Katsuyoshi Shinbo has in-depth knowledge in the areas of legal compliance, corporate ethics, and crisis and risk management based on his extensive experience as an attorney over many years and experience as an Outside Corporate Auditor of other companies. From the viewpoint of ensuring appropriate execution of business of the Company, we expect that he is the right person for the post of Outside Corporate Auditor.</p> <p>&lt;Reasons for selection as Independent Officer&gt; Although Mr. Shinbo concurrently serves as an attorney of the law office Shinbo &amp; Partners, none of the items under the “Factors in Judgment in the Case Where the Tokyo Stock Exchange Deems That It Is Likely to Infringe the Interests of General Shareholders (independence standards)” as prescribed in the Guidelines concerning Listed Company Compliance, etc., which are to be referred to when the issuer of a domestic stock reports to the Tokyo Stock Exchange its independent directors or auditors, applies to Mr. Shinbo, and he also satisfies the individual standards under the Independence Standards for Independent Outside Directors and Independent Outside Corporate Auditors provided as an Appendix to the MCI Guidelines.</p> <p>In addition, Katsuyoshi Shinbo has in-depth knowledge in the areas of legal compliance, corporate ethics, and crisis and risk management based on his extensive experience as an attorney over many years and experience as an Outside Corporate Auditor of other companies. Mr. Shinbo is expected to ensure appropriate execution of business of the Company, and it is judged that, in practice, he is not likely to have a conflict of interest with general shareholders. We therefore consider his independence as an independent officer to be ensured.</p>
Shozo Tokuda	○	<p>Shozo Tokuda has served as Senior Partner of KPMG AZSA LLC, and he is scheduled to resign KPMG AZSA LLC on June 30, 2017.</p> <p>In fiscal fiscal 2015 and fiscal 2016, MCI had a transactional relationship with KPMG AZSA LLC for the commission of</p>	<p>&lt;Reasons for selection as Outside Corporate Auditor&gt; Shozo Tokuda has in-depth knowledge in the areas of financial accounting and crisis and risk management based on his extensive experience as a certified public accountant over many years. From the viewpoint of ensuring appropriate execution of business of the Company, we expect that he is the right person for the post of Outside Corporate Auditor.</p>

	<p>consulting services, etc.</p> <p>However, the MCI's payments to KPMG AZSA LLC for the services rendered are deemed insignificant given that the payments amount to less than 1% of KPMG AZSA LLC's net sales for each of the respective fiscal years, and not exceeding the standards as specified in item (2) of the Independence Standards for Independent Outside Directors and Independent Outside Corporate Auditors provided as an Appendix to the MCI Guidelines.</p> <p>And until fiscal 2007, MCI had selected KPMG AZSA LLC as its accounting auditor, in addition to the current Ernst &amp; Young ShinNihon LLC, and Shozo Tokuda was also involved in auditing MCI as a designated partner and managing partner of KPMG AZSA LLC. However this relationship was 9 years ago, and not exceeding the standards as specified in item (6) of the Independence Standards for Independent Outside Directors and Independent Outside Corporate Auditors provided as an Appendix to the MCI Guidelines.</p> <p>Therefore, there is not deemed to be any risk of this influencing the decisions of shareholders or investors.</p>	<p>&lt;Reasons for selection as Independent Officer&gt;</p> <p>None of the items under the "Factors in Judgment in the Case Where the Tokyo Stock Exchange Deems That It Is Likely to Infringe the Interests of General Shareholders (independence standards)" as prescribed in the Guidelines concerning Listed Company Compliance, etc., which are to be referred to when the issuer of a domestic stock reports to the Tokyo Stock Exchange its independent directors or auditors, applies to Mr. Tokuda, and he also satisfies the individual standards under the Independence Standards for Independent Outside Directors and Independent Outside Corporate Auditors provided as an Appendix to the MCI Guidelines.</p> <p>In addition, Shozo Tokuda has in-depth knowledge in the areas of financial accounting and crisis and risk management based on his extensive experience as a certified public accountant over many years. Mr. Tokuda is expected to ensure appropriate execution of business of the Company, and it is judged that, in practice, he is not likely to have a conflict of interest with general shareholders. We therefore consider his independence as an independent officer to be ensured.</p>
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**[Independent directors]**

Number of independent directors	6
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**Other details relating to independent directors**

The details of the Independence Standards for Independent Outside Directors and Independent Outside Corporate Auditors provided as an Appendix to the MCI Guidelines are as follows.

## Independence Standards for Independent Outside Directors and Independent Outside Corporate Auditors

In order to be designated by Mitsui Chemicals, Inc. (MCI) as an independent outside director and an independent outside corporate auditor such director or corporate auditor must not fall under any of the following items.

- (1) A person who currently is or has been in the past an executive (such as an executive director, executive officer, senior director, general manager, or other such officer who executes operations) of MCI or a subsidiary of MCI.
- (2) A person for whom MCI is a major business partner\* or, if that person is a juridical person, an executive of that person.  
\*If a business partner has received payments of 2% or more of its annual sales from MCI in any of the past three fiscal years, then MCI is a major business partner thereto.
- (3) A major business partner\* of MCI or, if that partner is a juridical person, an executive of that partner.  
\*If MCI has received payments of 2% or more of its annual sales from a business partner in any of the past three fiscal years, or if a business partner has loaned a monetary amount of 2% or more of MCI's total assets to MCI in any of the past three fiscal years, then that business partner is a major business partner to MCI.
- (4) A large shareholder (a person directly or indirectly holding 10% or more of total voting rights) of MCI or, if that shareholder is a juridical person, an executive of that shareholder.
- (5) An executive of a juridical person for whom MCI is a large shareholder (directly or indirectly holding 10% or more of total voting rights).
- (6) An accounting auditor of either MCI or a consolidated subsidiary of MCI, or a person who is in charge of auditing either MCI or a consolidated subsidiary of MCI as an employee of such accounting auditor.
- (7) An attorney-at-law, judicial scrivener, patent attorney, certified public accountant, certified public tax accountant, consultant, or other such professional who has received money or other assets, other than officer remuneration, from MCI exceeding an annual amount of ¥10 million in any of the past three fiscal years (if a group such as a corporation or association receives such assets, this includes any person belonging to such group for which the assets received from MCI exceed 2% of the group's annual revenue).
- (8) A person who has received donations from MCI exceeding an annual amount of ¥10 million in any of the past three fiscal years (if a group such as a corporation or association receives such donations, this includes any executive of such group for which the donations received from MCI exceed 2% of the group's annual revenue).
- (9) A person whose close relative (meaning a spouse or a relative within the second degree of kinship) falls under any item of (1) to (8) above.
- (10) A person who has fallen under any item of (2) to (9) above in the past three years.
- (11) Notwithstanding the provisions of each preceding item, a person regarding whom there are found to be special circumstances that may cause a conflict of interest with MCI.

### [Incentives]

Status of the implementation of measures to give incentives to directors

Performance-based compensation system implemented

#### Supplementary explanation of the above

To ensure the transparency of performance evaluations and the validity of compensation levels, we have established the Executive Compensation Advisory Committee as a consultative body of the Board of Directors, and introduced a mechanism to evaluate the performance of directors and determine the system of executive compensation. The Chairperson of the committee is MCI's president. And it is composed of MCI's 3 representative directors (including the president) and outside experts (3 outside directors and 3 outside corporate auditors).

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

And we have the restricted stock compensation plan and aim to provide Directors with incentives to help bring about sustainable improvement in the MCI's corporate value, while also further promoting the notion of their shared value with shareholders.

Stock option recipients	
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Supplementary explanation of the above
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#### [Director Compensation]

Disclosure of compensation of individual directors	No
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Supplementary explanation of the above
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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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Disclosure of compensation figures and policies regarding how compensation is calculated
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MCI's 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 will be commensurate with the entrustment of MCI's management and will be tied to the growth and performance improvement of the MCI Group.
- Compensation schemes will be devised to reflect both corporate performance and the performance of the individual director.
- Compensation for higher positions will more strongly reflect their contributions to mid- and long-term corporate growth, and deepen the sharing value with shareholders.
- We will ensure transparency and maintain accountability to our shareholders and other related parties regarding the determination of compensation for directors.

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 corporate 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)



The Board of Directors of MCI makes key management decisions and oversees the operations of each individual director, and as a company with a Board of Corporate Auditors, the status of each director's performance of his or her duties is audited by the corporate auditors and the Board of Corporate Auditors independently from the Board of Directors.

In accordance with such organizational design, MCI aims to realize smooth and efficient management through initiatives such as to clarify official authority and decision making rules based on company rules, clarify the allocation of roles of management supervision and business execution by introducing an executive officer system, discuss important matters at the Management Committee and strategic discussion that takes the companywide viewpoint in the Companywide Strategy Conference. In addition, MCI strives to ensure soundness and appropriateness through the internal control system based on serious regard for the roles of corporate auditors, auditing of appropriateness of business operations and sound risk management by the Internal Control Division.

Furthermore, MCI proactively undertakes IR activities and public relations activities, carries out disclosure of information in a timely and appropriate manner, and strives to maintain transparency. Aside from this, MCI undertakes CSR, works to protect the environment and ensures safety and quality, complies with laws and regulations strictly, and has established various committees to further build trust from its stakeholders, including its shareholders.

#### 1. Board of Directors

The Board of Directors decides business strategies, business plans, and all other important matters related to the management of MCI pursuant to law, ordinance, MCI's Articles of Incorporation, and our Rules For Meetings of the Board of Directors. The Board also oversees the overall management of the MCI Group through reporting on matters such as the performance of duties of individual directors, important operations of subsidiaries and affiliates, and the implementation status of compliance and risk management systems by MCI and our subsidiaries and affiliates. In addition, the Board of Directors works to strengthen its management oversight role by discussing the important policies related to the running of the Company from an intermediate stage while providing advice to the persons executing business.

The Board of Directors met on 11 occasions in fiscal 2016. Of the eight Members of the Board, one is female.

#### 2. Outside Directors and Outside Corporate Auditors

MCI believes that fulfillment of the management's accountability and ensuring management transparency are made possible by receiving opinions from independent directors and corporate auditors from outside MCI 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.

Effective the date of this report's submission, three of the eight directors are outside directors and three of the five corporate auditors are outside corporate auditors.

When selecting candidates for outside directors and outside corporate auditors, MCI considers each individual based on the selection criteria as provided for in the MCI Guidelines. Moreover, all the outside directors and outside corporate auditors of MCI not only satisfy the selection criteria but also meet the criteria for independence set by a financial instruments exchange and the Independence Standards for Independent Outside Directors and Independent Outside Corporate Auditors provided as an Appendix to the MCI Guidelines, they also put themselves in the position of a stakeholder, and provide beneficial and candid advice regarding improving the corporate value of MCI, and as they have no risk of conflict of interest with the general shareholders, even from a practical standpoint, MCI submits notice to the Tokyo Stock Exchange that all its outside directors and outside corporate auditors are independent company officers. Furthermore, there are no special interests between MCI and any of its outside directors and outside corporate auditors.

#### 3. Human Resource Advisory Committee

To ensure the suitability and transparency of procedures for electing directors and corporate auditors, MCI has established the Human Resource Advisory Committee as a consultative body to the Board of Directors, and introduced a mechanism to decide upon the final list of candidates for directors and corporate auditors. The Chairperson of the Committee is MCI's president. And it is composed of MCI's president and 3 outside directors.

#### 4. Executive Compensation Advisory Committee

To ensure the transparency of performance evaluations and the validity of compensation levels, we have established the Executive Compensation Advisory Committee as a consultative body of the Board of Directors, and introduced a mechanism to evaluate the performance of directors and determine the system of executive compensation. The Chairperson of the committee is MCI's president. And it is composed of MCI's 3 representative directors (including the president) and outside experts (3 outside directors and 3 outside corporate auditors).

#### 5. Executive officers system

In order to clarify the division of responsibilities between management oversight and business execution, MCI has established an executive officer system. In conjunction with that, MCI will endeavor to increase the speed of our decision-making process and further strengthen and enhance our management framework by delegating approval authority for matters not decided by the Board of Directors to the executive officers and lower positions under MCI's Authorization Rules.

#### 6. Establishment of Management Committee

MCI has established Management Committee 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 2016. The Management Committee consists of the president, executive officers who serve concurrently as directors, and members designated by the president. The corporate auditors attend these meetings, and they have the privilege of stating their opinions as deemed necessary.

#### 7. Establishment of Companywide Strategy Conference

MCI has established the Companywide Strategy Conference, which is held to hold strategic discussions on corporate management and business operational issues of MCI from a Companywide perspective. The Companywide Strategy Conference met on 20 occasions in fiscal 2016. The Companywide Strategy Conference consists of the president, senior ranked executive officers, and members designated by the president.

#### 8. Corporate auditor audits and status of internal audits

As being independent from the Board of Directors, corporate auditors have conducted audits on such matters as the directors' performance of duties, internal corporate control, business performance, and financial status through such means pursuant to law and ordinance as requesting reports on MCI's businesses, exercising its authority in the election and dismissal of accounting auditors, and investigating the status of operations and assets. Precisely, the corporate auditors attend not only the meetings of the Board of Directors but important meetings of MCI such as Management Committee, 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. In addition, the auditor audits are attended by outside corporate auditors, as necessary, who make statements based on their extensive experience and broad knowledge. Outside Corporate Auditor Hiroki Nishio has been widely experienced from business to management in financial institutions for many years and has extensive knowledge and insights on finance and accounting. Outside Corporate Auditor Shozo Tokuda has been widely experienced from affairs as a certified public accountant for many years and has extensive knowledge and insights on finance and accounting.

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

Furthermore, 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 and conduct audits, whilst ensuring that their respective auditing activities remain independent.

When necessary, MCI's corporate auditors conduct audits of affiliated companies based on the results of audits by the Internal Control Division and each company's corporate auditors, and they also exchange information and otherwise coordinate with each company's corporate auditors.

#### 9. Status of accounting audits

MCI is audited by Ernst & Young ShinNihon LLC.

The following certified public accountants carried out the audit of MCI.

Shozo Fukuhara

Shigeyuki Kanou

Takayuki Ueki

#### 10. Establishment of various committees

MCI have established various committees to enhance our corporate governance.

(1) CSR Committee

MCI targets sustainable growth and development for the Mitsui Chemicals Group and society at large, striving to enhance its corporate value by maintaining dialogue with its stakeholders and using its business activities to contribute to the resolution of issues within society that combine economics with environmental and social considerations. The CSR Committee (chaired by the President and CEO) discusses the relevant policies, strategies, and plans, and obtains approval from the Management Committee. The CSR Committee met on two occasions in fiscal 2016.

(2) Risk & Compliance Committee

The Risk & Compliance Committee (chaired by the director in charge) has been established as a separate committee within the CSR Committee to draft separate policies, strategies, and plans relating to risk management and compliance with laws, regulations and rules. The Risk & Compliance Committee endeavors to promote early risk identification and prevent risk actualization by steadily implementing the relevant PDCA cycle. This includes identifying and analyzing key risks arising from the fiscal year targets at each Group company and division, and enacting measures to address them, in accordance with the "Group Risk Management System." The Risk & Compliance Committee met on two occasions in fiscal 2016. Important policies, strategies, and plans decided by the Committee are approved by the Management Committee.

(3) Responsible Care Committee

The Responsible Care Committee (chaired by the director in charge) has been established as a separate committee within the CSR Committee. Its mandate is to oversee activities (hereinafter "RC Activities") relating to environmental conservation, security and disaster preparedness, chemical safety, occupational safety and health, and quality control throughout the entire chemical life cycle from development through manufacture, distribution, use and final consumption, to disposal. The Committee's responsibilities include drafting policies, strategies, and plans relating to RC Activities, and evaluating the results of the activities undertaken. The Responsible Care Committee met on three occasions in fiscal 2016. Important policies, strategies, and plans drafted by the Committee are approved by the Management Committee.

### **3. Reason for adopting present system of corporate governance**

MCI considers the present system is appropriate as it realizes the above-mentioned basic view related to the MCI 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 20 <sup>th</sup> fiscal period (for the fiscal year ended March 31, 2017) was held on June 27.
Option to exercise voting rights electronically	Available from 13 <sup>th</sup> 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 <sup>th</sup> general meeting of shareholders (June 24, 2010) onwards
English extract of notification of convocation of general meeting of shareholders is posted on the MCI’s website	English extract posted on official website.
Others	The convocation notice for the 20 <sup>th</sup> general meeting of shareholders (for the fiscal year ended March 31, 2017) was disclosed on the official website on May 30, before being mailed out on June 5. In addition, the notice was submitted to the Tokyo Stock Exchange on the day before it was mailed out (May 31), thereby being available for general inspection.

### 2. Status of activities related to IR

	Supplementary Explanation	Explanation from Representative
Creation and Disclosure of Disclosure Policy	<p>&lt;Basic Policy&gt;</p> <p>In order to maintain and develop trusting relationships with shareholders, investors, customers, suppliers, employees, local communities, and all other diverse stakeholders of the MCI Group, we will provide fair and highly transparent information disclosure in a timely and appropriate manner and engage in proactive communication efforts throughout the whole of the MCI Group, including top management.</p> <p>&lt;Standards for Information Disclosure&gt;</p> <p>The MCI Group will provide timely and appropriate information disclosure under the principles of transparency and fairness in accordance with the Financial Instruments and Exchange Act, all other relevant laws and ordinances, and the Tokyo Stock Exchange’s “Timely Disclosure Regulations” (the “Timely Disclosure Regulations”).</p> <p>The MCI Group will also proactively and fairly disclose information that we find to be important or beneficial in furthering our stakeholders’ understanding of MCI, even if such information is not subject to the relevant laws and ordinances or the Timely Disclosure Regulations.</p>	

	<p>&lt;Methods for Information Disclosure&gt;</p> <p>The MCI Group will disclose the information prescribed in the Timely Disclosure Regulations through the Timely Disclosure Network (TDnet) provided by the Tokyo Stock Exchange in accordance with those regulations, after which we will promptly publish the same information on the MCI website. We will also disclose information that we find to be important or beneficial through such means as publishing it on our website, even if such information is not subject to the Timely Disclosure Regulations.</p> <p>&lt;Quiet Period&gt;</p> <p>In order to prevent the leaking of financial information (including quarterly financial information) and to ensure the fairness of information disclosure, the MCI Group will designate the period from the day immediately following the final day of the fiscal term to the day on which fiscal results are announced as a quiet period. During this period, MCI will refrain from commenting or replying to questions on finances or expected business results. However, if a large change in the results outlook is found to be likely during the quiet period, MCI will provide public notice to that effect as appropriate in accordance with the Timely Disclosure Regulations.</p>	
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	Investors information meetings to explain the Group's strategy and business performance are held twice a year, following MCI's end-of-year and second quarter account settlement announcements. On the day of each quarterly account settlement announcement, MCI holds "Net Conferences" (in Japanese) to explain the Group's business performance. MCI 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	<p>Institutional investors in North America, Europe and Asia are visited once a year to explain MCI's mid-term business plans and strategies in person and exchange opinions.</p> <p>MCI also takes part in conferences organized by securities firms several times a year.</p>	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, annual 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 MCI's website. (Please refer to the following URL for the details. <a href="http://jp.mitsuichem.com/ir/index.htm">http://jp.mitsuichem.com/ir/index.htm</a> )	
Establishment of departments (personnel responsible) for IR	MCI has established the IR Group within its Corporate Communications Division as an internal department dedicated to IR.	

### 3. Status of efforts to consider the standpoint of stakeholders

	Supplementary Explanation
<p>Implementation of environmental protection activities, CSR activities, etc.</p>	<p>MCI engages in various CSR activities which include but are not limited to ensuring environmental protection, safety and quality, local contribution activities, and compliance with laws and regulations 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 &amp; 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 also aim to realize 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 MCI's CSR activities are available via the CSR section of MCI's website (to be updated at the end of September). We will continue our efforts to realize better dialogue with the Group's stakeholders. (Please refer to the following URL for the details. <a href="http://jp.mitsuichem.com/csr/index.htm">http://jp.mitsuichem.com/csr/index.htm</a>)</p>
<p>Others</p>	<p>Promotion of women employees</p> <p>In line with one of our core values, “Diversity”, MCI continues to undertake measures aimed at improving the work environment of its women employees and support for the continued growth of their capabilities. MCI actively promotes women, including recruiting candidates from outside MCI, to fill roles and positions to enable them to fully use their skills and expertise.</p> <p>The ratio of women who are senior staff or higher is 12% at MCI, while the ratio of women who are managers or higher is 2.2%. These ratios are growing year by year. Of the current women who are managers or higher, three are general managers (one a senior director). For officers, one of the outside directors has been a woman from 2006.</p> <p>Corresponding to the “Act to advance women's success in their working life,” our target is for the ratio of women who are managers or higher to be 2.5%(*) by the end of the 2017 fiscal year.</p> <p>(*) Does not include MCI employees that have been dispatched to Mitsui Chemicals Tohcello, Inc. and Mitsui Chemicals Agro, Inc.</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 of MCI and its subsidiaries complies with laws and regulations, and the articles of incorporation

(1) Directors of MCI and its subsidiaries who are responsible for business execution must, in accordance with the regulations stipulated by the Board of Directors of the respective company, obtain approval by the Board of Directors for the execution of important business. The directors responsible for business execution report to the directors and corporate auditors regarding significant facts pertaining to important and other business they executed, by means of reports submitted to the Board of Directors or other means. This reporting obligation includes actual or possible violations of laws and regulations 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 at MCI 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. The Management 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 of MCI. The Internal Control Division performs audits on the status of legal compliance, etc., relating to accounting practices and business operations of MCI and its subsidiaries, based on the annual audit plans deliberated and decided on in advance by the Management Committee, and reports audit findings to the Management Committee.

(4) Training programs for compliance with laws and regulations and rules are implemented in forms, such as e-learning and training by employee level, for employees of MCI and its subsidiaries.

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

(6) MCI and its subsidiaries shall be resolutely opposed to and avoid any form of contact with antisocial individuals and organizations. In the event of an unreasonable request or other such action, the departments concerned shall work together to implement an organizational response, remaining in close communication with the police and other external bodies concerned. Antisocial individuals and organizations shall not be afforded favors or benefits under any circumstances. The policy for responding to antisocial forces shall be clearly defined in a manual, etc., and be made widely known.

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 at MCI, thereby ensuring directors' access to such data.

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

(1) In accordance with the Group Risk Management System, MCI steadily implements the PDCA cycle for managing risks in line operations, for which the President ultimately bears responsibility, and adopts a system for preventing common risks for MCI and its subsidiaries, on a daily basis in an attempt to promote early risk identification and prevent risk actualization. Based on Risk Management Regulations, MCI establishes the Risk & Compliance Committee, chaired by the director in charge, to deliberate risk management policies of MCI and its subsidiaries and to maintain and operate risk management systems.

(2) MCI shall put in place the necessary framework to respond quickly and effectively to any anticipated risk that may seriously affect MCI and its subsidiaries if it were to materialize, and shall formulate a Business Continuity Plan (BCP) for MCI and its major subsidiaries to ensure that MCI and its major subsidiaries are able to fulfill supply obligations to their customers.

(3) MCI and its major subsidiaries shall analyze their risk management status respectively. The responsible division of MCI shall receive reports on risk management from subsidiaries and manage the progress of responses taken by the subsidiaries. In addition, the Internal Control Division audits the status of risk management at subsidiaries.

(4) In the event of any incident that could seriously affect MCI and its subsidiaries, MCI shall immediately establish an Emergency Taskforce, overseen by the President or suitable person appointed by the President, in accordance with the Crisis Management Regulations. All departments concerned shall work together, as instructed by the Emergency Taskforce, and take steps quickly and effectively to ensure human safety and minimize risks. Subsidiaries shall also take appropriate response, including collaborating with MCI, in accordance with the Crisis Management Regulations of MCI or the regulations of each subsidiary.

(5) A system is put in place to enable employees of MCI and its subsidiaries as well as business partners, including suppliers and plant supporting companies, to call the "Risk Hotline," a contact window for reporting and seeking consultation on risk information. MCI publicizes the existence of the Risk Hotline to its employees (including persons assigned to subsidiaries on secondment) and encourages use of the function by introducing the Hotline at regular risk management education programs and by posting about the Hotline on the internal network system and the official website of MCI.

#### 4. System for ensuring efficient execution of duties by directors of MCI and its subsidiaries

(1) MCI and its subsidiaries employ a system that ensures that directors execute their duties appropriately and efficiently in accordance with the scope of their authority and the decision-making rules set forth in regulations stipulated by the Board of Directors and other company regulations. The Board of Directors is responsible for making decisions on important management-related matters and monitoring each director's business execution.

(2) MCI adopts an executive officer system to clarify roles concerning management supervision and business execution. Under this system, the Board of Directors supervises management and determines a company-wide strategy. To prevent these functions from diverging from actual business management practices, the Board is staffed with executive directors.

(3) MCI clearly defines the delegation of authority and decision-making procedures of MCI and its subsidiaries in regard to matters concerning subsidiaries under "the Authorization Regulations" and other company regulations.

#### 5. System for reporting to MCI matters relating to the execution of duties by directors of subsidiaries and system for ensuring appropriate operations in the corporate group consisting of MCI and its subsidiaries

(1) In order to ensure sound and smooth operations at MCI and its subsidiaries, MCI defines matters that require subsidiaries to obtain approval in advance from MCI and decision-making procedures concerning other matters in "the Regulations on Management of Subsidiaries and Affiliates" and other company regulations. Major subsidiaries are also required to establish company regulations in consideration of the content of MCI's Regulations on Management of Subsidiaries and Affiliates. In addition, the Internal Control Division audits the status of such establishment by subsidiaries.

(2) MCI establishes supervisory divisions in charge of each subsidiary's operational management. In order to maintain adequate management of the subsidiaries, the supervisory divisions take extensive steps to inform the subsidiaries of which they are in charge about MCI's management policies and the division's management strategies, and to grasp the relevant subsidiaries' operational statuses properly.

(3) Corporate auditors are dispatched to major subsidiaries to conduct audits on the subsidiaries. In addition, MCI's Internal Control Division performs periodic audits to confirm that the subsidiaries are ensuring legal compliance, performing risk management and conducting their respective business operations in an appropriate manner. Based on the finding of these audits, the corporate auditors of MCI conduct their own investigation as needed.

#### 6. Matters relating to employees concerned in cases where corporate auditors request to appoint employees who are to assist corporate auditors in their duties

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

#### 7. Items relating to independence from directors of employees assisting corporate auditors and the effectiveness of instructions provided to the employees concerned

Employees assisting corporate auditors to perform their duties under the auspices and direction of the corporate auditors. MCI adopts a system under which the intentions of corporate auditors are reflected on the assignment, transfer and performance evaluation of the employees concerned.



8. System enabling directors and employees of MCI and its subsidiaries to report matters to corporate auditors of MCI and other systems relating to reports made to corporate auditors

(1) In accordance with regulations governing audits by corporate auditors and other company regulations, directors and employees of MCI and its subsidiaries report to MCI's corporate auditors on items, including matters for which the corporate auditors of MCI 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. In addition, information reported by employees of MCI and its subsidiaries and business partners, including suppliers and plant supporting companies, via the Risk Hotline is also reported to the corporate auditors of MCI immediately or as necessary.

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

(3) Audit findings of the corporate auditors of subsidiaries are reported to the corporate auditors of MCI as needed. In addition, the corporate auditors of MCI and those of subsidiaries exchange information whenever necessary.

9. System for ensuring that whistleblowers do not receive disadvantageous treatment for reporting matters to corporate auditors  
MCI shall not engage in disadvantageous treatment (including dismissal, demotion, salary reduction, transfer of assignment and other personnel action, and all other retaliatory measures) of any whistleblowers for reporting matters to corporate auditors. MCI will inform its subsidiaries of this policy and encourage them to adopt similar policies.

10. Procedures for advance payment or reimbursement of expenses arising with respect to the execution of duties by corporate auditors and other items relating to the policy concerning the treatment of expenses or liabilities arising with regard to the execution of duties by corporate auditors

If corporate auditors claim advance payment, etc., of expenses to MCI with regard to the execution of duties by the corporate auditors, MCI shall promptly process the expenses or liabilities, except in cases where it recognizes that the expenses or liabilities relating to the claim are not required for the execution of duties by the corporate auditors.

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

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

(2) The corporate auditors of MCI receive and confirm documents detailing final decisions by executive directors, and the minutes of important company meetings.

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

\* Each of the systems in 1, 3, 4, 5, 8 and 9 above applies mutatis mutandis to not only subsidiaries but also to affiliated companies accounted for by the equity method, to the extent possible and appropriate.

## **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, MCI 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, MCI 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 MCI'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	No
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Supplementary explanation of the above
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**2. Other Corporate Governance System, etc.**

1. Pattern diagram

As shown in the attachment.

2. Outline of timely disclosure

The status of internal framework concerning timely disclosure of MCI's company information is as follows:

(1) MCI has appointed the general manager of the Corporate Administration & Legal Division as "Information Handling Officer" and provides timely disclosure under the following framework, depending on corporate information.

1) Decisions made

- a. Each general manager shall inform the general manager of the Corporate Administration & Legal Division of information that may become a decision made in advance;
- b. The general manager of the Corporate Administration & Legal Division shall escalate any matter falling under decisions made to the Board of Directors in accordance with "the Rules For Meetings of the Board of Directors" as a proposal following reviews on the information by the director in charge of Corporate Administration & Legal Division and the president.
- c. The general manager of the Corporate Administration & Legal Division shall provide timely disclosure immediately after resolution on the items above made by the Board of Directors.

With regard to any decision made at a subsidiary that is subject to timely disclosure by MCI, the general manager of the Corporate Administration & Legal Division shall be notified in advance through each general manager supervising the subsidiary, and provide timely disclosure immediately after a decision is made by an organization of the company.

2) Events and facts

- a. Each general manager will, when obtaining information that may fall under events or facts (including those concerning subsidiaries), immediately contact the president, the director in charge of Corporate Administration & Legal Division, the general manager of the Corporate Administration & Legal Division and other in accordance with the corporate rules including "Risk Management Rules" (measures to prevent an accident or an incident are prescribed), "Crisis Management Rules" (emergency measures after an accident or an incident has occurred are prescribed), "Rules for administration of insider trading" (standards for management of insider information are prescribed).
- b. The general manager of the Corporate Administration & Legal Division will immediately report any matter falling under events or facts of the information obtained to the director in charge of Corporate Administration & Legal Division and the president and provide timely disclosure.

3) Financial Information

- a. The general manager of the Finance & Accounting Division will draft financial information (including revisions to the results outlook) and contact the general manager of the Corporate Administration & Legal Division after being reviewed by the director in charge of the Finance & Accounting and the president.
- b. The general manager of the Corporate Administration & Legal Division will submit the proposal to the Board of Directors in accordance with provisions of "the Rules For Meetings of the Board of Directors".
- c. The general manager of the Corporate Administration & Legal Division will provide timely disclosure immediately after

resolution made by the Board of Directors.

(2) At the same time as timely disclosure to the Tokyo Stock Exchange, the general manager of the Corporate Communication Division will release corporate information to the press as well by distributing materials and holding a press conference.

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.