

Last revised: August 26, 2011

Mitsui Chemicals, Inc.

President &amp; CEO: Toshikazu Tanaka

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)	74,419,000	7.28
The Master Trust Bank of Japan, Ltd. (Trust account)	59,760,000	5.84
Japan Trustee Services Bank, Ltd. (Toray Industries Inc. Retirement Benefit Trust Account re-entrusted by Chuo Mitsui Asset Trust and Banking Company, Ltd.)	37,425,000	3.66
Mitsui & Co., Ltd.	34,740,500	3.39
Japan Trustee Services Bank, Ltd. (Trust account 9)	26,342,000	2.57
SSBT OD05 OMNIBUS ACCOUNT - TREATY CLIENTS	22,257,200	2.17
Sumitomo Mitsui Banking Corporation	21,946,663	2.14
Japan Trustee Services Bank, Ltd. (Trust account 4)	20,268,000	1.98
STATE STREET BANK AND TRUST COMPANY	19,871,056	1.94
Mitsui Life Insurance Co., Ltd.	18,030,000	1.76

Majority shareholder (excluding parent company)	-----
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Parent company	None
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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	Chairman (except for cases where the President concurrently serves as the Chairman)
Number of directors	11
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	○	----	<p>Taeko Nagai has worked at Japan Broadcasting Corporation for many years, and now serves as vice president of an arts foundation. We expect that she will provide useful advice on the Company's management based on her expertise and experience in culture, education, and other fields, 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	○	----	<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 broad experience in legal circles, 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
Isao Ijyuin	Attorney				○				○	
Hideharu Kadowaki	Came from another company				○				○	
Hiroshi Matsuda	Came from another company				○				○	

\*1 Types of relationship to the company

- a. Came from the parent company
- b. Came from a related company other than the parent company.
- c. Is a major shareholder in the applicable company.
- d. Has additional duties as an outside director or outside corporate auditor for another company.
- e. Is a director with executive duties, an executive officer, etc., of another company.
- f. 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.
- g. 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.
- h. Has entered into a contract with the applicable company limiting responsibilities.
- i. 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)
Isao Ijyuin	○	----	Mr. Ijyuin possesses legal knowledge and has extensive experience in the legal field, and is therefore qualified to be an outside corporate auditor who audits the legality of the execution of the Company's business.  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. Ijyuin, 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.
Hideharu Kadowaki		----	Mr. Kadowaki has been involved for many years in financial institution management and has served in various capacities in

			think tanks and at universities. He possesses broad general business knowledge and experience, and is therefore qualified to be an outside corporate auditor.
Hiroshi Matsuda		----	Mr. Matsuda has been involved for many years in financial institution management and has served as standing auditor for private companies. He possesses broad general business knowledge and experience, and is therefore qualified to be an outside corporate auditor.

**[Independent directors]**

Number of independent directors	3
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Other details relating to independent directors

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**[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	
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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

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

Compensation total and compensation calculation methods defined by policy

Yes

Disclosure of compensation figures and policies regarding how compensation is calculated

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.

### 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. 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. Corporate auditors attend these Management Committee meetings and offer their opinions when necessary.

#### 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.

#### 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.

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.

Mari Sono

Kanji Tamitsu

Shigeyuki Kano

None of these certified public accountants 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 director in charge of internal control (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 24 days prior to the meeting.
Scheduling of general meeting of shareholders away from “concentrated days.”	Meetings are scheduled three days before “concentrated days.”
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 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 analysts and institutional investors	<p>The president of Mitsui Chemicals holds investors information meetings to explain the Group's strategy and business performance after the account settlement announcements in May and November. These meetings are aimed at analysts and institutional investors, and each meeting is attended by approximately 100 people. On the day of the account settlement announcement, the company holds “Net Conferences” (in Japanese) to explain the Group's business performance.</p> <p>The Company also holds “IR events” several times a year to explain strategy and tours of Company facilities.</p>	Yes
Holding of regular meetings for overseas investors	<p>Mitsui Chemicals' Executive Vice President visits institutional investors in North America, Europe and Asia once each year to hold meetings and directly explain Mitsui Chemicals investor activities to them.</p> <p>Mitsui Chemicals also takes parts in conferences organized by securities firms and arranges meetings with either the President or Vice President</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, materials for analysts	

	<p>and institutional investors, status of corporate governance and convocation notices for the shareholders' meetings are posted on our website.</p> <p>The CEO also issues a message to shareholders by video via the Company website.</p>
<p>Establishment of departments (personnel responsible) for IR</p>	<p>Mitsui Chemicals has established the IR Group within its Corporate Communications Division as an internal department dedicated to IR.</p>

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

	Supplementary Explanation
<p>Implementation of environmental protection activities, CSR activities, etc.</p>	<p>Mitsui Chemicals has established the CSR Committee and the CSR Promotion Division to enhance and strengthen such CSR activities as those directed toward preserving current environmental, safety and quality standards, those contributing to local communities, and those that ensure thorough compliance with laws and regulations. To entrench CSR in line with company-wide vectors and clarify how each individual employee should act after considering what matters carefully, we established the Action Guidelines for the Mitsui Chemicals Group. We also created a group of "CSR Supporters" selected from employees to promote self-motivated CSR activities. Based on these initiatives, we are working to further deepen the trust of all our shareholders and other stakeholders through CSR activities that are typical of the Mitsui Chemicals Group, and to achieve 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 2011, which outlines some of the Mitsui Chemicals Group's main initiatives, is also due to be published in August this year in an effort to further reinforce dialog with the group's stakeholders.</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 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 concerned external bodies. Antisocial individuals and organizations shall not be afforded favors or benefits under any circumstances.

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. Based on risk management regulations, the Company establishes the Risk & Compliance Committee, chaired by the director in charge, to deliberate risk management policies and to maintain and operate its risk management systems.

(2) The Company shall put in place the necessary framework to respond quickly and effectively to any anticipated risk that may seriously affect the Mitsui Chemicals Group if it were to materialize, and shall formulate a Business Continuity Plan (BCP) to ensure that it is able to fulfill supply obligations to its customers.

(3) In the event of any incident that could seriously affect the Mitsui Chemicals Group, the Company 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 concerned departments shall work together, as instructed by the Emergency Taskforce, and take steps quickly and effectively to ensure human safety and minimize damage.

#### 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

Supplementary explanation of the above

At the ordinary general meeting of shareholders on June 24, 2010, Mitsui Chemicals approved revised countermeasures to guard against large-scale acquisitions of shares in the company (takeover defense measures). For details, please refer to the following section in Mitsui Chemicals Official Website. ([http://www.mitsuichem.com/ir/pdf/event\\_100531e.pdf](http://www.mitsuichem.com/ir/pdf/event_100531e.pdf))

### **No. 4: Renewal of Countermeasures to Large-Scale Acquisitions of Mitsui Chemicals, Inc. Shares (Takeover Defense Measures)**

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.