

March 17, 2023

To whom it may concern

Mitsui & Co., Ltd.

**Change and Reappointment of External Directors,  
and Change of External Audit & Supervisory Board Members**

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

**Content list**

I. External Directors

- 1) Newly appointed External Directors\*
- 2) Reappointed External Directors\*
- 3) Retiring External Directors\*\*

II. External Audit & Supervisory Board Members

- 1) Newly appointed External Audit & Supervisory Board Member\*
- 2) Retiring External Audit & Supervisory Board Member\*\*

\* Subject to approval at the Ordinary General Meeting of Shareholders to be held on June 21, 2023.

\*\* Effective on the close of the Ordinary General Meeting of Shareholders to be held on June 21, 2023.

[Attachment]

- (1) Structure of Board of Directors and Audit & Supervisory Board after the Ordinary General Meeting of Shareholders to be held on June 21, 2023
- (2) Number of Directors and Audit & Supervisory Board Members after the Ordinary General Meeting of Shareholders to be held on June 21, 2023
- (3) Biography of Candidates / Reasons for Appointment for External Directors (Newly appointed)
- (4) Reasons for Reappointment of External Directors
- (5) Biography of Candidates / Reasons for Appointment for External Audit & Supervisory Board Member (Newly appointed)

## **I. External Directors**

1) Newly appointed External Directors\*: 3 persons

\*Subject to approval at the Ordinary General Meeting of Shareholders to be held on June 21, 2023.

Name	New	Present
Fujiyo Ishiguro	External Director	
Sarah L. Casanova	External Director	
Jessica Tan Soon Neo	External Director	

2) Reappointed External Directors\*: 3 persons

\*Subject to approval at the Ordinary General Meeting of Shareholders to be held on June 21, 2023.

Name	New	Present
Samuel Walsh	External Director	External Director
Takeshi Uchiyamada	External Director	External Director
Masako Egawa	External Director	External Director

3) Retiring External Directors\*\*: 2 persons

\*\*Effective on the close of the Ordinary General Meeting of Shareholders to be held on June 21, 2023.

Name	New	Present
Izumi Kobayashi	Retiree	External Director
Jenifer Rogers	Retiree	External Director

## **II. External Audit & Supervisory Board Members**

1) Newly appointed External Audit & Supervisory Board Member\*: 1 person

\*Subject to approval at the Ordinary General Meeting of Shareholders to be held on June 21, 2023.

Name	New	Present
Makoto Hayashi	External Audit & Supervisory Board Member	

2) Retiring External Audit & Supervisory Board Member\*\*: 1 person

\*\*Effective on the close of the Ordinary General Meeting of Shareholders to be held on June 21, 2023.

Name	New	Present
Hiroshi Ozu	Retiree	External Audit & Supervisory Board Member

End

**Structure of Board of Directors and Audit & Supervisory Board  
after the Ordinary General Meeting of Shareholders to be held on June 21, 2023**

Representative Director, Chair of the Board of Directors	Tatsuo Yasunaga
Representative Director, President and CEO	Kenichi Hori
Representative Director	Motoaki Uno
Representative Director	Yoshiaki Takemasu
Representative Director	Kazumasa Nakai
Representative Director	Tetsuya Shigeta
Representative Director	Makoto Sato
Representative Director	Toru Matsui
Representative Director	Tetsuya Daikoku
* Director	Samuel Walsh
* Director	Takeshi Uchiyamada
* Director	Masako Egawa
* Director	Fujiyo Ishiguro
* Director	Sarah L. Casanova
* Director	Jessica Tan Soon Neo
Audit & Supervisory Board Member	Kimiro Shiotani
Audit & Supervisory Board Member	Hirotsu Fujiwara
* Audit & Supervisory Board Member	Kimitaka Mori
* Audit & Supervisory Board Member	Yuko Tamai
* Audit & Supervisory Board Member	Makoto Hayashi

\*External Directors / Audit & Supervisory Board Members

**Number of Directors and Audit & Supervisory Board Members  
after the Ordinary General Meeting of Shareholders to be held on June 21, 2023**

**I. Directors**

Representative Director, Chair of the Board of Directors	1 person
Representative Director, President and CEO	1 person
Representative Directors	7 persons
External Directors	6 persons
Total number of Directors	15 persons

**II. Audit & Supervisory Board Members**

Full-time Audit & Supervisory Board Members	2 persons
External Audit & Supervisory Board Members	3 persons
Total number of Audit & Supervisory Board Members	5 persons

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

Total number of Directors and Audit & Supervisory Board Members	20 persons (including 9 External Members)
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**IV. Ratio of External, Female and Foreign Directors**

External Directors	6 persons	40.0%
Female Directors	4 persons	26.7%
Foreign Directors	3 persons	20.0%

**V. Ratio of External and Female Audit & Supervisory Board Members**

External Audit & Supervisory Board Members	3 persons	60.0%
Female Audit & Supervisory Board Member	1 person	20.0%

**Biography of Candidate / Reasons for Appointment  
for External Director (Newly appointed)**

<b>Fujiyo Ishiguro</b>
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**Date of birth:** February 1, 1958

**Education:** March, 1980 The School of Economics at Nagoya University  
June, 1994 Stanford Graduate School of Business

**Career:**

January, 1981 Joined BROTHER INDUSTRIES, LTD.  
January, 1988 Joined Swarovski Japan Ltd.  
September, 1994 President of Alphametrics, Inc.  
January, 1999 Director of Netyear Group, Inc.  
July, 1999 Director of Netyear Group Corporation  
May, 2000 President & CEO of Netyear Group Corporation  
June, 2013 External Audit & Supervisory Board Member of Sompo Japan Insurance Inc.  
March, 2014 External Director of Hotto Link, Inc.  
June, 2014 External Director of Monex Group, Inc. (current position)  
June, 2015 External Director of Sompo Japan Nipponkoa Insurance Inc.  
(now Sompo Japan Insurance Inc.)  
May, 2021 External Director of WingArc1st Inc. (current position)  
June, 2021 Director, Chief Evangelist of Netyear Group Corporation (current position)  
June, 2021 Director of the Board (External) of SEGA SAMMY HOLDINGS INC.  
(current position)

**Reasons for appointment:** In addition to advanced knowledge of business management and the IT/DX sector gained through her many years of experience as an IT entrepreneur, Ms. Fujiyo Ishiguro has also developed profound insights about business management through her experience as an external director of listed companies. She has also made extensive contributions to the public interest, including serving as a committee member of Industrial Structure Council of Ministry of Economy, Trade and Industry. We have selected Ms. Ishiguro as a new candidate for External Director in the expectation that she will apply her extensive knowledge of business management and IT/DX to advise and supervise the Company's management from diverse perspectives.

**Number of Company's shares held:** 0

**Biography of Candidate / Reasons for Appointment  
for External Director (Newly appointed)**

<b>Sarah L. Casanova</b>
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<b>Date of birth:</b>	April 6, 1965
<b>Education:</b>	December, 1990 Master of Business Administration from McMaster University
<b>Career:</b>	
January, 1991	Joined McDonald's Canada
January, 1997	Senior Director, Marketing of McDonald's Russia/Ukraine
July, 2001	Senior Director, Marketing of McDonald's Canada
October, 2004	Vice President, Marketing of McDonald's Company (Japan), Ltd.
April, 2007	Senior Vice President, Business Development of McDonald's Company (Japan), Ltd.
July, 2009	Managing Director of McDonald's Malaysia
May, 2012	Managing Director of McDonald's Malaysia and Regional Manager of McDonald's Singapore and Malaysia
August, 2013	Representative Director, President and CEO of McDonald's Company (Japan), Ltd.
March, 2014	Representative Director, President and CEO of McDonald's Holdings Company (Japan), Ltd.
March, 2019	Representative Director, Chairperson of McDonald's Company (Japan), Ltd. (current position)
March, 2021	Representative Director, Chairperson of McDonald's Holdings Company (Japan), Ltd. (current position)
<b>Reasons for appointment:</b>	Ms. Sarah L. Casanova amassed extensive knowledge of the international consumer business through her experience working for McDonald's in North America, the CIS, and Southeast Asia. She served as Chief Executive Officer of McDonald's Company (Japan) from 2013 to 2019 and demonstrated her management acumen by pursuing growth strategies that have yielded a dramatic improvement in the company's performance. We have selected Ms. Casanova as a new candidate for External Director in the expectation that she will use her profound knowledge of the international consumer business and her management experience in a global business corporation to advise and supervise the Company's management from diverse perspectives.
<b>Number of Company's shares held:</b>	0

**Biography of Candidate / Reasons for Appointment  
for External Director (Newly appointed)**

<b>Jessica Tan Soon Neo</b>
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<b>Date of birth:</b>	May 28, 1966
<b>Education:</b>	June, 1988      National University of Singapore Bachelor of Arts and Social Sciences (Major in Economics and Sociology)
	June, 1989      National University of Singapore Bachelor of Social Sciences (Honours)
<b>Career:</b>	
June, 1989	Joined IBM Singapore
October, 2002	Director, Networking Services Asia Pacific, IBM Global Services
October, 2003	General Manager, Enterprise and Partner Group, Microsoft Operations Asia Pacific and Greater China Regions
May, 2006	Member of Parliament in Singapore for the East Coast Group Representation Constituency (current position)
July, 2008	Managing Director, Microsoft Singapore
July, 2011	General Manager, Enterprise & Partner Group, Microsoft Asia Pacific
July, 2013	Managing Director, Microsoft Singapore
April, 2017	Non-Executive Independent Board Director, SATS Ltd. (current position)
May, 2017	Non-Executive Independent Board Director, Capital and Commercial Trust Management Limited
June, 2017	Director, Group Commercial, Raffles Medical Group
August, 2020	Deputy Speaker of the Parliament of Singapore (current position)
November, 2020	Non-Executive Independent Board Director, CapitaLand India Trust Management Pte. Ltd. (current position)
<b>Reasons for appointment:</b>	In addition to knowledge of the IT/DX sector gained through her experience working for IBM and Microsoft, Ms. Jessica Tan Soon Neo has also developed profound knowledge of business management through her role as an external director of listed companies in Singapore. In parallel with her business career, she was elected as a Member of Parliament of Singapore in 2006 and is currently serving as the Deputy Speaker of the Parliament of Singapore, making a wide range of contributions to the public interest. We have selected Ms. Tan as a new candidate for External Director in the expectation that she will use her knowledge of managing global corporations and her profound insights about society in general to advise and supervise the Company's management from diverse perspectives.
<b>Number of Company's shares held:</b>	0

**Reasons for Reappointment of External Directors**

## Candidates for External Directors (Reappointment)

Name	Reasons for Reappointment
Samuel Walsh	Mr. Walsh has global expertise and excellent management skills cultivated through his long years of working in upper management within the automobile industry and as chief executive officer of an international natural resources company. At the Board of Directors meetings, he makes many proposals and suggestions from a broad-minded standpoint based on his abundant business management experience, and makes significant contributions to active discussions at the Board of Directors meetings, and to improving the effectiveness of said meetings. In the year ending March 31, 2023, he served as a member of the Governance Committee, actively provided his opinions with the aim of creating a highly transparent governance system. He has diverse perspectives based on global corporate management experience and expertise and knowledge related to capital policy and business investment. We have selected Mr. Walsh as a candidate for another term as External Director so that he may continue to advise and supervise the Company's management.
Takeshi Uchiyamada	Mr. Uchiyamada has long been involved in research and development on environmental and safety technologies at Toyota Motor Corporation that could realize a mobility society responding to the needs of the times, as well as in the development of products demanded by consumers, and has been exercising his excellent managerial skills as an executive officer of Toyota Motor Corporation. At the Board of Directors meetings, he makes many proposals and suggestions from a broad-minded standpoint based on his management experience at a global company and his in-depth knowledge of society in general, and makes significant contributions to active discussions at the Board of Directors meetings, and to improving the effectiveness of said meetings. In the year ending March 31, 2023, he served as a member of the Nomination Committee, and contributed to the discussions with the aim of enhancing the transparency and effectiveness of the procedures for the appointment of executives, including the CEO and External Directors. In view of these points we have selected Mr. Uchiyamada as a candidate for another term as External Director so that he may continue to advise and supervise the Company's management.
Masako Egawa	Ms. Egawa has deep insight in finance and corporate management gained through her experience of management as a director of the University of Tokyo and Chancellor of Seikei Gakuen, her many years of experience working at global financial institutions, and her research on management and corporate governance at Japanese companies. Her broad range of public contributions includes the activities at the Japan-United States Educational Commission and councils of the Ministry of Finance. In the year ending March 31, 2023, she served as a member of the Governance Committee, actively provided her opinions with the aim of creating a highly transparent governance system. In addition, as a member of the Remuneration Committee, she contributed to the discussions related to executive remuneration system. In view of these points we have selected Ms. Egawa as a candidate for another term as External Director so that she may continue to advise and supervise the Company's management.



**Biography of Candidate / Reasons for Appointment  
for External Audit & Supervisory Board Member (Newly appointed)**

<b>Makoto Hayashi</b>
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**Date of birth:** July 30, 1957

**Education:** March, 1981 The University of Tokyo (LL.B.)

**Career:**

April, 1983	Appointed to Public Prosecutor
April, 1991	First Secretary to Japanese Embassy in France
April, 2012	Director of General Affairs Division of Supreme Public Prosecutors Office
July, 2013	Chief Prosecutor at Sendai District Public Prosecutors Office
January, 2014	Director-General of Criminal Affairs Bureau of Ministry of Justice
January, 2018	Prosecutor-General of the Nagoya High Public Prosecutors Office
May, 2020	Prosecutor-General of the Tokyo High Public Prosecutors Office
July, 2020	Attorney General
June, 2022	Resigned from Attorney General
August, 2022	Registered as Attorney at Law. Joined Mori Hamada & Matsumoto

**Reasons for appointment:** Mr. Makoto Hayashi possesses advanced insight into governance and risk management cultivated through his many years of experience as a public prosecutor. We deem him capable of performing his duties as an External Audit & Supervisory Board Member appropriately by giving valuable opinions, advice, and so forth regarding the Company's management utilizing his experience and knowledge and therefore selected Mr. Hayashi as a new candidate for External Audit & Supervisory Board Member.

**Number of Company's shares held:** 0