

MITSUI & CO LTD  
Form 6-K  
June 11, 2010

## **FORM 6-K**

### **SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Report of Foreign Private Issuer**

**Notice of the 91st Ordinary General Meeting of Shareholders**

**Pursuant to Rule 13a-16 or 15d-16**

**of the Securities Exchange Act of 1934**

**For the month of June 11, 2010**

**Commission File Number 09929**

## **Mitsui & Co., Ltd.**

**(Translation of registrant's name into English)**

**2-1, Ohtemachi 1-chome Chiyoda-ku, Tokyo 100-0004 Japan**

**(Address of principal executive offices)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

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Form 20-F  X  Form 40-F \_\_\_\_\_

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): \_\_\_\_\_

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): \_\_\_\_\_

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: June 11, 2010

**MITSUI & CO., LTD.**

By: /s/ Junichi Matsumoto  
Name: Junichi Matsumoto  
Title: Executive Vice President  
Chief Financial Officer

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The following represents a translation, for convenience purposes only, of pertinent parts of the Notice of the 91st Ordinary General Meeting of Shareholders of Mitsui & Co., Ltd. issued in the Japanese language.

**MITSUI & CO., LTD.**

2-1, Ohtemachi 1-chome Chiyoda-ku, Tokyo

June 1, 2010

**To the shareholders of Mitsui & Co., Ltd.:**

**Notice of the 91st Ordinary**

**General Meeting of Shareholders**

You are cordially invited to attend the 91st Ordinary General Meeting of Shareholders (the Meeting ) of Mitsui & Co., Ltd. (the Company ) to be held as set forth below.

**Attendees are kindly requested to present their voting cards (enclosed) at the Meeting reception on the day of the Meeting.**

**If you are unable to attend the Meeting, you may vote in writing or electronically (via the Internet or otherwise). In this case, after reviewing the content in the following section entitled Reference Materials for the Exercise of Voting Rights , please exercise your voting rights by 5:30pm (Japan time) on Tuesday, June 22, 2010.**

To vote in writing, please indicate your approval/dissent to the proposed resolutions on the enclosed voting card and mail the card back to arrive no later than 5:30pm (Japan time) on Tuesday, June 22, 2010. To vote via the Internet, please access the Internet voting website (<http://www.web54.net>), enter the code number and password shown on the voting card enclosed herein and exercise your vote for or against each of the proposed resolutions before 5:30pm (Japan time) on Tuesday, June 22, 2010.

Yours sincerely,

Masami Iijima

President and Chief Executive Officer

Mitsui & Co., Ltd.

**1. Date and Time:** June 23, 2010 (Wednesday) at 10:00 am (doors open from 9:00 am)

**2. Place:** 1-2, Kioi-cho, Chiyoda-ku, Tokyo

**Grand Prince Hotel Akasaka, Goshiki (Reception: Goshiki 2F)**

**3. Agenda:**

**MATTERS TO BE REPORTED:**

1. Reports on the Business Report, Consolidated Financial Statements for the 91st Fiscal Year (from April 1, 2009 to March 31, 2010) and the Results of the Audit thereof by the Accounting Auditors and the Board of Corporate Auditors.

2. Reports on the Financial Statements for the 91st Fiscal Year (from April 1, 2009 to March 31, 2010).

**PROPOSED RESOLUTIONS:**

Item 1: Dividend of Surplus for the 91st Fiscal Year

Item 2: Election of Thirteen Directors

Item 3: Election of One Corporate Auditor

**4. Notes on the Tabulation of Votes:**

1. Where there is no indication of approval or dissent of the respective resolutions proposed for the meeting on the voting cards submitted, it is deemed that your voting right will be considered to be exercised to approve for the resolutions in question.

2. Duplication of Votes:

a. Where votes have been cast several times electronically, the vote cast last will be taken as the validly exercised vote.

b. Where votes have been cast both electronically and by voting card, the vote which arrives at the Company latest (in time) will be taken as the validly exercised vote. Further, in the event that duplicated votes arrive to the Company on the same day, votes cast electronically over the internet, etc, will be taken as the validly exercised votes.

Where there are changes to the Reference Materials for the Exercise of Voting Rights, the Business Report, Financial Statements or Consolidated Financial Statements, these changes will be posted on the Company's internet website (<http://www.mitsui.co.jp>).

Reference Materials for the Exercise of Voting Rights

Proposed Resolutions and Related Information:

Item 1: Dividend of Surplus for the 91st Fiscal Year :

In order to improve our corporate value and to maximize shareholder value, we have sought to maintain an optimal balance between (1) achieving sustainable growth through strategic investments in areas of our core strength growth and (2) paying out cash dividends as direct compensation to shareholders with the target dividend payout ratio of 20% of consolidated net income.

We propose the following for the dividend for the end of the 91st Fiscal Year under this dividend policy.

(1) Kind of Dividend Payment  
Cash

(2) Items Relating to Dividend Payment and the Total Amount Distributed to Shareholders  
Payment of a dividend of 11 Japanese yen per ordinary share, totaling ¥20,081,345,295. Since an interim dividend of 7 Japanese yen per ordinary share was paid to shareholders on December 3, 2009, the annual dividend for the 91st Fiscal Year will be 18 Japanese yen per share, the total of which (approximately ¥32,900 millions) will be equivalent to approximately 22% of the consolidated net income for the 91st fiscal year.

(3) Date that the Dividend of Surplus Becomes Effective  
June 24, 2010

Item 2: Election of Thirteen Directors:

The terms of office for all of the current Directors will expire at the conclusion of the 91st Ordinary General Meeting of Shareholders. Accordingly, the Company proposes to elect thirteen Directors.

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Please note that the Nomination Committee, an advisory body of the Board of Directors, has reported to the Board of Directors, before the selection of such candidates, that the following candidates satisfy the director nomination standards established by the Nomination Committee. The proposed candidates are as follows:

Candidate	Name	Information Regarding the Candidate's Career, Position, Areas	Number of Company's Shares
Number	(Date of Birth)	Overseen and Important Concurrent Positions held in Other Organizations	Held
1.	Shoei Utsuda (Feb. 12, 1943)	<p>Apr. 1967 Joined Mitsui &amp; Co., Ltd.</p> <p>Apr. 1997 Director and General Manager, Machinery &amp; Information, Industries Administrative Division</p> <p>Jun. 2000 Representative Director, Executive Managing Director and General Manager, Corporate Planning Division</p> <p>Apr. 2002 Representative Director, Senior Executive Managing Officer, Chief Strategic Officer (Responsible for Administrative Division) and Chief Operating Officer, Business Process Re-Engineering Project</p> <p>Oct. 2002 Representative Director, President and Chief Executive Officer</p> <p>Jun. 2007 External Director, Tokyo Broadcasting System, Inc. (Currently Tokyo Broadcasting System Holdings, Inc.)</p> <p>Apr. 2009 Director, Chairman of the Board</p> <p>(current position)</p>	74,275
2.	Masami Iijima (Sep. 23, 1950)	<p>Apr. 1974 Joined Mitsui &amp; Co., Ltd.</p> <p>Jun. 2000 General Manager, Ferrous Raw Materials Division, Iron &amp; Steel Raw Materials Group</p> <p>Apr. 2004 General Manager, Metals Administrative Division</p> <p>Apr. 2005 General Manager, Metals &amp; Energy Administrative Division</p> <p>Apr. 2006 Managing Officer, Chief Operating Officer, Iron &amp; Steel Raw Materials and Non-Ferrous Metals Business Unit</p> <p>Apr. 2007 Managing Officer, Chief Operating Officer, Mineral &amp; Metal Resources Business Unit</p> <p>Apr. 2008 Executive Managing Officer</p> <p>Jun. 2008 Representative Director, Executive Managing Officer</p> <p>Oct. 2008 Representative Director, Senior Executive Managing Officer</p> <p>Apr. 2009 Representative Director, President and Chief Executive Officer</p> <p>(current position)</p>	29,587
3.	Ken Abe (Sep. 19, 1947)	<p>Apr. 1970 Joined Mitsui &amp; Co., Ltd.</p> <p>Jun. 1997 General Manager, Iron Ore Division, Iron &amp; Steel Raw Materials Group</p> <p>Jun. 2000 General Manager, Metals Administrative Division</p> <p>Apr. 2002 Managing Officer, General Manager, Metals Administrative Division, Metal Products &amp; Mineral Group</p> <p>Apr. 2003 Managing Officer and Chief Operating Officer, Iron &amp; Steel Raw Materials Unit</p> <p>Apr. 2004 Executive Managing Officer and Chief Operating Officer, Iron &amp; Steel Raw Materials and Non-Ferrous Metals Business Unit</p> <p>Apr. 2006 Senior Executive Managing Officer, Chief Operating Officer, Europe Business Unit</p> <p>Apr. 2007 Senior Executive Managing Officer, Chief Operating Officer, Europe, the Middle East and Africa Business Unit</p> <p>Apr. 2008 Executive Vice President, Director of Mitsui &amp; Co. (U.S.A.), Inc.</p> <p>Jun. 2008</p>	39,249

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Representative Director, Executive Vice President, Director of  
Mitsui & Co. (U.S.A.), Inc.

Apr. 2010 Representative Director, Executive Vice President

Mineral & Metal Resources Business Unit, Basic Chemicals  
Business Unit, Performance Chemicals Business Unit,  
Transportation Logistics Business Unit

(current position)

- 4 -



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Candidate	Name	Information Regarding the Candidate's Career, Position, Areas	Number of Shares Held
4.	Junichi Matsumoto (Sep. 25, 1947)	<p><b>Overseen and Important Concurrent Positions held in Other Organizations</b></p> <p>Apr. 1971 Joined Mitsui &amp; Co., Ltd.</p> <p>Oct. 1999 General Manager, Osaka Office Corporate Planning Division</p> <p>Jan. 2002 General Manager, Management Planning Division</p> <p>Apr. 2002 Managing Officer and General Manager, Corporate Planning Division</p> <p>Jan. 2003 Managing Officer and Deputy Chief Representative of Mitsui &amp; Co., Ltd. in China</p> <p>Apr. 2004 Managing Officer and Chief Operating Officer, Transportation Logistics Business Unit</p> <p>Apr. 2005 Executive Managing Officer and Chief Operating Officer, Transportation Logistics Business Unit</p> <p>Apr. 2007 Senior Executive Managing Officer, Chief Compliance Officer (CCO) and Chief Privacy Officer (CPO)</p> <p>Jun. 2007 Representative Director, Senior Executive Managing Officer, CCO and CPO</p> <p>Apr. 2008 Representative Director, Executive Vice President, Chief Financial Officer (CFO) and CCO</p> <p>Aug. 2009 Representative Director, Executive Vice President, CFO, Corporate Staff Unit (Financial Planning &amp; Administrative Division, Global Controller Division, Segment Controller Division, Finance Division, Investment Administration Division, Credit Risk Management Division, Market Risk Management Division, Investor Relations Division)</p> <p>(current position)</p>	29,396
5.	Seiichi Tanaka (Jan. 12, 1953)	<p>Apr. 1977 Joined Mitsui &amp; Co., Ltd.</p> <p>Feb. 2002 General Manager, Ship &amp; Marine Project Division, Motor Vehicles, Marine and Aerospace Business Unit, Machinery, Electronics &amp; Information Group</p> <p>Apr. 2005 General Manager, Machinery &amp; Information Industries Administrative Division</p> <p>Apr. 2006 Managing Officer and General Manager, Human Resources &amp; General Affairs Division</p> <p>Apr. 2008 Executive Managing Officer, Chief Privacy Officer (CPO), Director of Mitsui &amp; Co. (Asia Pacific) Pte. Ltd.</p> <p>Jun. 2008 Representative Director, Executive Managing Officer, CPO, Director of Mitsui &amp; Co. (Asia Pacific) Pte. Ltd.</p> <p>Oct. 2008 Representative Director, Senior Executive Managing Officer, CPO, Director of Mitsui &amp; Co. (Asia Pacific) Pte. Ltd.</p> <p>Apr. 2009 Representative Director, Senior Executive Managing Officer, Chief Information Officer (CIO) and CPO</p> <p>Apr. 2010 Representative Director, Executive Vice President, CIO and CPO</p> <p>Corporate Staff Unit (Corporate Planning &amp; Strategy Division, Information Technology Promotion Division, CSR Promotion Division, Corporate Communication Division), Global Strategies, New Business Promotion, Environment Matters</p> <p>(current positions)</p>	12,682

Candidate	Name	Information Regarding the Candidate's Career, Position, Areas	Number of Company's Shares
Number	(Date of Birth)	Overseen and Important Concurrent Positions held in Other Organizations	Held
6.	Norinao Iio (Mar. 2, 1951)	<p>Apr. 1973 Joined Mitsui &amp; Co., Ltd.</p> <p>Apr. 2001 General Manager, Natural Gas Second Division, Energy Business Unit</p> <p>Mar. 2003 General Manager, Energy Administrative Division, Energy Group</p> <p>Apr. 2005 Managing Officer and Chief Operating Officer, Energy Business Unit</p> <p>Apr. 2007 Managing Officer and Chief Operating Officer, Energy Business Unit II</p> <p>Apr. 2008 Executive Managing Officer, Chief Operating Officer, Europe, the Middle East and Africa Business Unit</p> <p>Oct. 2008 Senior Executive Managing Officer, Chief Operating Officer, Europe, the Middle East and Africa Business Unit</p> <p>Apr. 2009 Senior Executive Managing Officer, Director of Mitsui &amp; Co. (Asia Pacific) Pte. Ltd.</p> <p>Jun. 2009 Representative Director, Senior Executive Managing Officer, Director of Mitsui &amp; Co. (Asia Pacific) Pte. Ltd.</p> <p>Aug. 2009 Representative Director, Senior Executive Managing Officer, Director of Mitsui &amp; Co. (Asia Pacific) Pte. Ltd., Chief Compliance Officer (CCO)</p> <p>Apr. 2010 Representative Director, Senior Executive Managing Officer</p> <p>Energy Business Unit I, Energy Business Unit II, Financial Markets Business Unit, Domestic Offices and Branches</p> <p>(current positions)</p>	14,444
7.	Takao Omae (Dec. 18, 1949)	<p>Apr. 1973 Joined Mitsui &amp; Co., Ltd.</p> <p>May. 2000 President, Mitsui Brasileira Importacao e Exportacao S.A.</p> <p>Apr. 2005 Managing Officer, President, Mitsui Brasileira Importacao e Exportacao S.A</p> <p>Apr. 2007 Executive Managing Officer, President, Mitsui Brasileira Importacao e Exportacao S.A</p> <p>Apr. 2008 Executive Managing Officer and Chief Operating Officer, Infrastructure Projects Business Unit</p> <p>Apr. 2009 Senior Executive Managing Officer</p> <p>Jun. 2009 Representative Director, Senior Executive Managing Officer</p> <p>Infrastructure Projects Business Unit, Motor Vehicles Business Unit, Consumer Service Business Unit, IT Business Unit (current positions)</p> <p>External Director, Nihon Unisys, Ltd.</p> <p>(current position)</p>	18,572
8.	Masayoshi Komai (Aug. 3, 1949)	<p>Apr. 1973 Joined Mitsui &amp; Co., Ltd.</p> <p>Oct. 1998 General Manager, Osaka Office Iron &amp; Steel Division</p> <p>Sep. 2001 General Manager, Steel Bars Shapes &amp; Construction Materials Division, Iron &amp; Steel Products Unit</p> <p>Apr. 2003 General Manager, Metals Administrative Division</p> <p>Apr. 2004 Deputy Chief Operating Officer, Iron &amp; Steel Products Business Unit</p> <p>Apr. 2005 General Manager, Tohoku Office</p>	10,628

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Apr. 2006 Associate Director, General Manager, Tohoku Office  
Apr. 2007 Managing Officer and Executive Deputy Chief Representative in  
China, Chairman & President of Mitsui & Co., Shanghai Ltd.  
Apr. 2008 Managing Officer and Chief Operating Officer, Marine &  
Aerospace Business Unit  
Mar. 2009 External Director, MODEC, INC.

(current position)

Apr. 2009 Executive Managing Officer, Chief Operating Officer, Marine &  
Aerospace Business Unit  
Apr. 2010 Senior Executive Managing Officer

Iron & Steel Products Business Unit, Marine & Aerospace Business  
Unit, Foods and Retail Business Unit

(current positions)

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Candidate	Name	Information Regarding the Candidate's Career, Position, Areas	Number of Company's Shares
Number	(Date of Birth)	Overseen and Important Concurrent Positions held in Other Organizations	Held
9.	Daisuke Saiga (Mar. 16, 1955)	<p>Apr. 1977 Joined Mitsui &amp; Co., Ltd.</p> <p>Apr. 2004 General Manager, Iron &amp; Steel Products Business Promotion Division, Iron &amp; Steel Products Unit</p> <p>Oct. 2007 General Manager, Planning &amp; Administrative Division, Iron &amp; Steel Products Unit</p> <p>Apr. 2008 Managing Officer and General Manager, Human Resources &amp; General Affairs Division</p> <p>Apr. 2010 Executive Managing Officer, Chief Compliance Officer</p> <p>Corporate Staff Unit (Secretariat, Internal Auditing Division, Human Resource &amp; General Affairs Division, Legal Division, Logistics Management Division), BCM (Business Continuity Management)</p> <p>(current positions)</p>	5,452
10.	Nobuko Matsubara (Jan. 9, 1941)	<p>Apr. 1964 Entered Ministry of Labor</p> <p>Mar. 1987 Director of International Labor Division, Minister's Secretariat, the Ministry of Labor</p> <p>Oct. 1991 Director-General of Women's Bureau, the Ministry of Labor</p> <p>Jul. 1997 Vice Minister of the Ministry of Labor</p> <p>Apr. 1999 President of Japan Association for Employment of Persons with Disabilities</p> <p>Sep. 2002 Ambassador Extraordinary and Plenipotentiary of Japan to Italy</p> <p>Nov. 2002 Ambassador Extraordinary and Plenipotentiary of Japan to Albania, to San Marino and to Malta</p> <p>Jan. 2006 Advisor to Japan Institute of Workers' Evolution</p> <p>Jun. 2006 External Director, Mitsui &amp; Co., Ltd.</p> <p>(current position)</p> <p>Jul. 2006 Chairman of Japan Institute of Workers' Evolution</p> <p>(current position)</p> <p>Jun. 2008 External Director, Daiwa Securities Group Inc.</p> <p>(current position)</p>	2,917
11.	Ikujiro Nonaka (May. 10, 1935)	<p>Apr. 1958 Joined Fuji Electric Co.</p> <p>Apr. 1977 Professor, Management Faculty, Nanzan University</p> <p>Jan. 1979 Professor, National Defense Academy of Japan</p> <p>Apr. 1982 Professor, Institute of Business Research, Hitotsubashi University</p> <p>Apr. 1995 Professor, Graduate School of Knowledge Science, JAIST</p> <p>May. 1997 Xerox Distinguished Professor in Knowledge, Walter A. Haas School of Business, University of California, Berkeley</p> <p>(current position)</p> <p>Apr. 2000 Professor, Graduate School of International Corporate Strategy, Hitotsubashi University</p> <p>Apr. 2006 Professor Emeritus, Hitotsubashi University</p> <p>(current position)</p> <p>Jan. 2007 First Distinguished Drucker Scholar in Residence, Drucker School of Claremont Graduate University</p>	13,675

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(current position)

Jun. 2007 External Director, Mitsui & Co., Ltd.

(current position)

May. 2008 External Director, Seven & i Holdings Co., Ltd.

(current position)

- 7 -

Candidate	Name	Information Regarding the Candidate's Career, Position, Areas	Number of Company's Shares
Number	(Date of Birth)	Overseen and Important Concurrent Positions held in Other Organizations	Held
12.	Hiroshi Hirabayashi (May. 5, 1940)	<p>Apr. 1963 Entered the Ministry of Foreign Affairs</p> <p>Jan. 1988 Director, Management and Coordination Division, Minister's Secretariat, the Ministry of Foreign Affairs</p> <p>Jan. 1990 Minister, Japanese Embassy in the U.S.A.</p> <p>Jan. 1992 Envoy, Japanese Embassy in the U.S.A.</p> <p>Aug. 1993 Director-General, Economic Cooperation Bureau, the Ministry of Foreign Affairs</p> <p>Aug. 1995 Chief Cabinet Councilor's Office on External Affairs, Cabinet Secretariat</p> <p>Oct. 1997 Secretary-General, Indo-China Refugees Measures Coordination Conference</p> <p>Jan. 1998 Ambassador Extraordinary and Plenipotentiary to India and Bhutan</p> <p>Sep. 2002 Ambassador Extraordinary and Plenipotentiary to France and Andorra</p> <p>Jan. 2003 Ambassador Extraordinary and Plenipotentiary to Djibouti</p> <p>Jun. 2006 Ambassador in charge of Inspection, the Ministry of Foreign Affairs</p> <p>Mar. 2007 Councilor, The Japan Forum on International Relations, Inc.</p> <p>Jun. 2007 External Director, Mitsui &amp; Co., Ltd.</p> <p>(current position)</p> <p>External Director, Toshiba Corporation</p> <p>(current position)</p> <p>President, The Japan-India Association</p> <p>(current position)</p> <p>Apr. 2008 Visiting Professor, Waseda University, Graduate School of Asia-Pacific Studies</p> <p>(current position)</p> <p>Jun. 2009 Vice President, The Japan Forum on International Relations (current position)</p>	4,638
13.	Toshiro Mutoh (July 2, 1943)	<p>Apr. 1966 Entered the Ministry of Finance</p> <p>Jul. 1999 Director-General of the Budget Bureau, the Ministry of Finance</p> <p>Jun. 2000 Administrative Vice Minister, the Ministry of Finance</p> <p>Jan. 2003 Special Advisor to the Ministry of Finance</p> <p>Mar. 2003 Deputy Governor, Bank of Japan</p> <p>Jun. 2008 Visiting Professor, Research Center for Advanced Science and Technology, The University of Tokyo</p> <p>(current position)</p> <p>Jul. 2008 Chairman of Daiwa Institute of Research Ltd.</p> <p>(current position)</p> <p>Apr. 2009 Director, Principal The Kaisei Academy</p> <p>(current position)</p> <p>Jun. 2009 External Corporate Auditor, Sumitomo Metal Industries, Ltd.</p>	0

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(current position)

- 8 -

Notes:

1. Among the above candidates, Ms. Nobuko Matsubara, Mr. Ikujiro Nonaka, Mr. Hiroshi Hirabayashi and Mr. Toshiro Mutoh are candidates for External Directors.
2. The Company designated Ms. Nobuko Matsubara, Mr. Ikujiro Nonaka, Mr. Hiroshi Hirabayashi as independent directors and made the notifications of such designation to the domestic stock exchanges on which the stock of the Company is listed. The Company also plans to designate Mr. Toshiro Mutoh as an independent director and make the notification of such designation to the domestic stock exchanges on which the stock of the Company is listed.
3. (1) Ms. Nobuko Matsubara is proposed for appointment as an External Director in the view that she can make good use in the Company's management of her knowledge, experience and other skills acquired through various work on labor issues in the Japanese public service.  
(2) Mr. Ikujiro Nonaka is proposed for appointment as an External Director in the view that he can make good use in the Company's management of his deep insight into management and supervision, as a specialist in international business strategy.  
(3) Mr. Hiroshi Hirabayashi is proposed for appointment as an External Director in the view that he can make good use in the Company's management of his great international experience, knowledge and other skills acquired as a diplomat.  
(4) Mr. Toshiro Mutoh is proposed for appointment as an External Director in the view that he can make good use in the Company's management of his many years of experience and knowledge in finance and other general economic fields acquired at the Ministry of Finance and the Bank of Japan.  
Ms. Nobuko Matsubara, Mr. Ikujiro Nonaka, Mr. Hiroshi Hirabayashi and Mr. Toshiro Mutoh have no experience of direct involvement in company management; however, we are of the view that they can appropriately perform their duties as External Directors, providing accurate advice on the Company's management from a broad perspective not limited to the Company's industry.
4. The Company has entered into agreements with Ms. Nobuko Matsubara, Mr. Ikujiro Nonaka and Mr. Hiroshi Hirabayashi pursuant to Article 427(1) of the Companies Act of Japan to limit their liability as External Directors to the extent possible by law. If their appointment is approved, the Company will extend these agreements for the limitation of the liability of these individuals. Also, the Company plans to enter into similar agreement with Mr. Toshiro Mutoh to limit the liability as a External Director.
5. Mr. Hiroshi Hirabayashi has served as an external director of Toshiba Corporation ( Toshiba ) since June 2007. In April 2009, Toshiba received an order of business suspension by the Ministry of Land, Infrastructure, Transport and Tourism pursuant to the Construction Business Act due to its violation of the anti-monopoly laws in connection with the bids of construction work of specific electronic equipment invited by the City of Sapporo from April 2003 through December 2005. He expressed his various suggestion to the board of directors to further fortify compliance so as to prevent the reoccurrence.
6. The eldest daughter of Mr. Hiroshi Hirabayashi works as an employee (non-managerial position) of the Company.



7. The terms of office as External Directors, at the time of the end of the 91st Ordinary General Meeting of Shareholders, are as follows:  
Ms. Nobuko Matsubara: 4 years

Mr. Ikujiro Nonaka: 3 years

Mr. Hiroshi Hirabayashi: 3 years

Item 3: Election of One Corporate Auditor:

The term of office of Mr. Naoto Nakamura will expire at the conclusion of the 91st Ordinary General Meeting of Shareholders. Accordingly we propose to re-appoint Mr. Nakamura. We have obtained the consent of the Board of Corporate Auditors for this proposal. Information regarding the candidate's career is as follows:

Name	Information Regarding the Candidate's Career, Position, Areas	Number of Company's Shares Held
(Date of Birth) Naoto Nakamura  (Jan. 25, 1960)	<b>Overseen and Important Concurrent Positions held in Other Organizations</b> Apr. 1985 Admitted to the member of Second Tokyo BAR Association and joined Mori Sogo Law Office  Apr. 1998 Founded Hibiya Park Law Office and became a partner Feb. 2003 Founded Law Firm of Naoto Nakamura (currently Law Firm of Nakamura, Tsunoda & Matsumoto) and became a partner (current position) Mar. 2003 External Corporate Auditor, Asahi Breweries, Ltd.  (current position) Jun. 2006 External Corporate Auditor, Mitsui & Co., Ltd.  (current position)	0

Notes:

- Mr. Naoto Nakamura is a candidate for External Corporate Auditor. The Company designated Mr. Nakamura as a Independent Corporate Auditor and made the notifications of such designation to the domestic stock exchanges on which the stock of the Company is listed.
- Mr. Naoto Nakamura is proposed for re-appointment as an External Corporate Auditor in the view that he has provided his opinion objectively from an independent and neutral standpoint based upon his knowledge and experience acquired as a lawyer. Mr. Nakamura has no experience in company management; however, we are of the view that he can appropriately perform his duties as an External Corporate Auditor, providing, among other things, valuable opinions and advice in relation to the Company's management from a perspective not limited to the Company's industry, based on his diverse experience.
- The Company has entered into an agreement with Mr. Naoto Nakamura pursuant to Article 427(1) of the Companies Act of Japan to limit the liability as an External Corporate Auditor to extent possible by law. If his appointment is approved, the Company will continue this agreement for the limitation of the liability of this individual.



4. During the term of office of Mr. Naoto Nakamura, the following facts had been discovered; (1) the concealment of losses in relation to naphtha trading transactions at the Company's wholly owned subsidiary in Singapore, Mitsui Oil (Asia) Pte. Ltd. through incorrect market price reporting, (2) a business division of Kyushu Branch was involved in circular transactions that included certain fictitious transaction of certain agriculture-related materials in the local market from September 2000 to February 2008, and (3) a large part of Indonesia and other South East Asian countries-bound overseas trading transaction from April 2004 to August 2008 conducted by a business division of Performance Chemicals Business Unit was recorded inaccurately as purchase and sales transactions while in fact they had no underlying trade.

Mr. Nakamura, following discussions by the Board of Corporate Auditors and so forth, has made various suggestions to the Board of Directors, from the point of view of strengthening and internal control on regular basis. After these matters came to light, he also made various proposals and suggestions following the event towards further strengthening internal control systems to prevent reoccurrence.

5. The term of office for Mr. Naoto Nakamura as External Corporate Auditor, at the time of the end of the 91st Ordinary General Meeting of Shareholders, is 4 years.

Exercise of Voting Rights over the Internet, etc

Shareholders Exercising Voting Rights Over the Internet Are Asked to Kindly Note the Following Matters.

1. The exercise of voting rights over the internet is only possible by using the voting website designated by the Company (<http://www.web54.net>). To exercise voting rights over the internet, please access this website, and following the instructions on the website. First, fill in the voting code that appears on the right of the voting card. Then, using the password that appears on the right of the voting card, set up a new password with which you as a shareholder may vote. For shareholders whom received this Notice of General Shareholders Meeting by email, the password field on the right of the voting card is shown as \*\*\*\*\* . Please use the password which you set up when you registered your email address.
2. Where voting over the internet, please vote before the deadline of 5:30pm on June 22, 2010 (Tuesday).
3. Where votes have been cast several times over the internet, the vote cast last will be taken as the validly exercised vote.
4. Where votes have been cast in duplicate on both the internet and by voting card, the vote which arrives at the Company latest (in time) will be taken as the validly exercised vote. Further, in the event that duplicated votes arrive to the Company on the same day, votes cast on the internet will be taken as the validly exercised votes.
5. In order to use the internet voting website it may be necessary to incur internet service provider connection fees and communications fees to communication service providers (phone charges), which shall be borne by shareholders.
6. Where shareholders access the internet from their workplace, there are cases where communications over the internet are restricted by the setting up of firewalls, etc. Please check with the relevant system manager.

Safe-keeping of Passwords

1. Passwords provided at this time will only be valid for this Ordinary General Meeting of Shareholders.
2. Passwords are the means by which persons exercising voting rights are confirmed as shareholders. Please keep passwords safe until the close of the Ordinary General Meeting of Shareholders. Further, the Company cannot respond to password enquiries by phone.
3. Please note that if an incorrect password is entered more than a specified number of times, shareholders will be unable to access the main screen.

The Following System Specifications are Necessary in Order to Utilize the Voting Website

1. Access using a personal computer

- (1) The computer must be able to access the internet and use email.
- (2) The computer monitor resolution must be at least 800 x 600 (dots wide by long - SVGA).

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(3) The following applications must be installed on the computer:

Microsoft® Internet Explorer version 5.01 Service Pack 2 or above

Adobe® Reader® Reader Version 4.0 or above or Adobe® Reader® Version 6.0 or above

(This will be necessary where shareholders refer to this Notice of Ordinary General Meeting of Shareholders, the Ordinary General Meeting of Shareholders Reference Materials and the enclosed 91st Business Report on the internet.)

(Microsoft® and Internet Explorer, Adobe® Acrobat® Reader and Adobe® Reader®, are registered trade marks, trade marks or product names of respectively Microsoft Corporation and Adobe Systems Incorporated in U.S. and other countries.)

- 12 -

2. Access using a mobile phone terminal

The model must be installed with SSL communications capable of encrypted communication, and be able to receive the following services:

i-Mode

EZweb

Yahoo! Mobile

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Use of the Platform for Electronic Exercise of Votes for Institutional Investors

Where institutional investors have made prior application for use of the platform for electronic exercise of votes operated by ICJ Ltd., they may, as an alternative to exercising voting rights on the internet as detailed above, use such platform as another way of exercising voting rights at the Company's Ordinary General Meeting of Shareholders by electronically method.

Troubleshooting

1. For enquiries in relation to the operation of your computer concerning the exercise of voting rights on the internet, please contact the following:

The Chuo Mitsui Trust and Banking Company, Limited Securities support dedicated line

Phone: 0120 (65) 2031 (no charge)

(open 9am - 9pm, excluding Sat, Sun, Public and Year-End holidays)

2. For all other enquiries of a general nature (such as the registered address or registered shareholdings), please contact the following:

The Chuo Mitsui Trust and Banking Company, Limited Securities Administration Center

Phone: 0120 (78) 2031 (no charge)

(open 9am - 5pm, excluding Sat, Sun, Public and Year-End holidays)