

Governance



Compliance

Basic Policy

In accordance with the Mitsui Fudosan Group Compliance Policies, we regard the practice of compliance as one of our highest priorities for Group management, and implement fair and highly transparent corporate activities in accordance with corporate ethics, in addition to observing laws and regulations as well as social norms.

Mitsui Fudosan Group Compliance Policy (established April 28, 2005; revised August 1, 2018)

Introduction

We have engaged in fair business activities based on the highest corporate ethics and worked diligently to garner trust and build a robust brand.

However, these tireless efforts to build a robust brand strength can be lost in an instant by the erroneous actions of a single individual. As a result, proper decision-making and behavior will continue to increase in importance.

To accomplish this, we regard the practice of compliance as one of our highest priorities for Group management and implement fair and highly transparent corporate activities in accordance with corporate ethics, in addition to observing laws and regulations as well as social norms.

Definition of Compliance

Ensuring legitimate and fair corporate activities by observing laws, regulations, and internal rules, and giving proper consideration to norms of ordinary society, and corporate ethics.

Aims for Compliance

Honest Conduct

1. We shall aim not simply to comply with laws and regulations, but rather recognize our company's social responsibility and be a good corporate citizen.
2. We shall ensure mutual respect of human rights, personalities, and values.
3. Even if news is bad, it shall be promptly reported to top management, and we shall strive to respond properly.
4. In carrying out work, the top priority shall be placed on the safety of customers and the workplace environment.

Fair Conduct

1. We shall carry out corporate activities with fairness and a high degree of transparency, in accordance with corporate ethics.
2. We shall properly disclose information to society and ensure the transparency and soundness of our management.
3. We shall take an uncompromising stance toward antisocial organizations and reject any relationship whatsoever.
4. We shall not engage in wrongful discrimination based on nationality, social status, race, creed, gender, age, disability, sexual orientation, or gender identity (i.e., LGBT).

Abiding by Rules

1. We shall abide by all relevant laws, regulations, and internal rules, and give proper consideration to social norms and corporate ethics
2. We shall carefully protect and manage personal information and other information requiring confidentiality.
3. We shall not exchange gifts or provide entertainment to obtain illegitimate advantages.
4. We shall not pursue personal gain by using undisclosed or internal information.
5. We shall avoid conduct that may negatively affect our company's reputation or operations even outside of working hours.

When Unable to Decide, Ask Yourself the Following...

1. Is my conduct honest?
2. Is my conduct fair?
3. Is it conduct you can explain to your family, friends, and the society at large without being ashamed?

Compliance Structure

The officer in charge of general administration assumes overall responsibility for compliance, receiving reports from the Compliance Management Department and others. Matters deemed to be of particular importance are reported to or submitted for review by the Board of Directors or the Executive Management Committee. Said officer is also responsible for formulating a compliance-related action plan each fiscal year, including the enactment, revision or repeal of company rules; training in such areas as laws and regulations as well as company rules; and the monitoring of, and issuance of reports regarding, compliance with same. Said officer is also responsible for overseeing compliance activities based on this plan. Group companies are required to formulate and implement compliance promotion plans, and these are reported upon by the officer in charge of general administration and verified by the Company at fiscal year end.

Compliance Training

Mitsui Fudosan provides compliance training to new employees, newly appointed executive managers and directors, including officers, with the aim of improving compliance awareness. It also implements e-learning-based training for all corporate officers.

Main Training and Awareness-Raising Initiatives (Company)

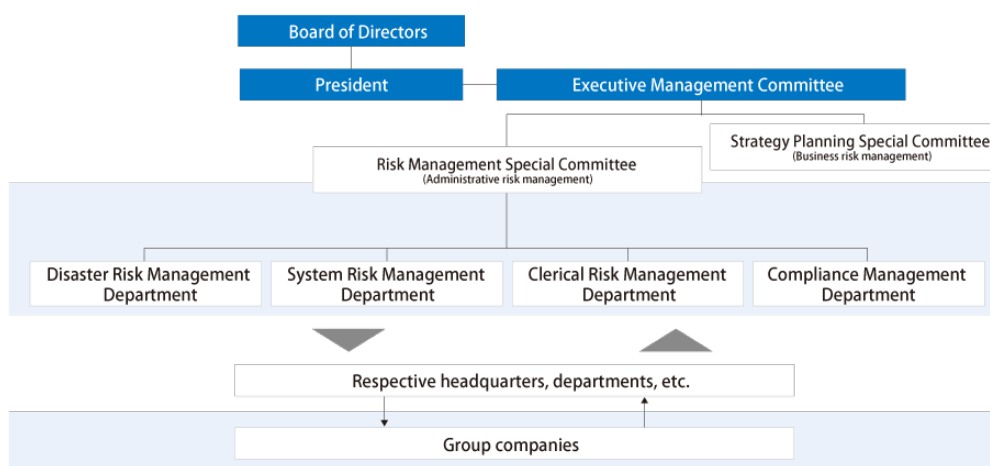
	Initiative	Target	Content
Internal training	New employee training	New employees	(April) *Implemented at the beginning of every month for dispatch and contract employees
	Newly appointed executive manager training	Newly appointed executive managers	Study sessions on preventing bribery, restrictions on dealing with Antisocial Forces, information security, preventing insider trading, etc. (March)
	Officer compliance training	Directors, executive managing officers, full-time corporate auditors, etc.	(September)
	Overseas compliance training	Overseas Business Division, employees assigned to overseas subsidiaries	Explanation of compliance violation case studies including cases involving overseas companies, education regarding the importance of preventing bribery, etc. (December)
	Training for local staff at overseas subsidiaries	Local staff at overseas subsidiaries	Training on bribery prevention, personal information protection, and on the internal whistle-blower system, etc. (October, February)
	Companywide compliance training (e-learning)	All staff, including managing officers	(June, November)
Awareness-Raising Initiatives	Internal bulletins	All directors and employees	Mitsui Fudosan Group Compliance Policies shared through internal bulletins and handbooks
	Compliance news	All employees	Information issued on such topics as eliminating contacts with Antisocial Forces, awareness of the dangers posed by ransomware, and others requiring the exercise of caution during the course of business (April, July, October, February)

Risk Management

Risk Management System

Under the Executive Management Committee, which supervises overall risk management for the Group, the Strategy Planning Special Committee and the Risk Management Special Committee manage business risk and administrative risk respectively.

The Managing Director acts as the person in charge of legal affairs and compliance, the Chief Risk Officer, the Chief Legal Affairs Officer, and the Chief Officer for Compliance, and he belongs to the Board of Directors and Risk Management Special Committee, and periodically reports on risk management to the Board of Directors.



Major Risks

Business risk

- Economic environment risk
- Interest rate risk
- Funds procurement risk
- Real estate business competition risk
- Real estate development risk
- Lease income risk
- International business risk
- Competitor risk
- Asset valuation risk
- Cost of revenue from operations risk
- Climate change transition and physical risk
- Natural and man-made disaster risk
- Environmental risk
- Pandemic risk

Administrative risk

- Legal compliance risk
- Legal and policy change risk
- Litigation and conflict risk
- Conflict of interest risk
- Internal controls and accounting risk
- Cybersecurity risk

Supervision on Code of Conduct and ESG Risks

The Board of Directors also monitors the conduct of the Company's business activities as well as environmental, social, and governance (ESG) risk.

Response to climate-related issues

The Company examines, annually in principle; whenever there are significant changes in regulations, the legal system, technology, or market trends; and whether or not there have been significant changes to risks specified in business plans, or any short-term risks that must be dealt with. As an example relating to an existing regulation, we have determined that the possibility of the scope of greenhouse gases set forth in the Tokyo Metropolitan Environmental Security Ordinance being expanded, and/or of rules relating to permitted emission levels being tightened, represent an important risk. In another example, effective from April 2017, only large-scale structures of 2,000 m² and larger have been required to meet the energy efficiency standards set forth in the Building Energy Efficiency Act. However, we assume that these standards will be raised to be commensurate with those in the EU at some point in the future, and we are monitoring this closely. In yet another example, we have considered the degree of impact that climate change may have on our overall business activities, and we recognize that the amount of CO₂ emissions we generate in the course of our activities is a priority issue. Since electric power-related emissions account for the largest proportion of total CO₂ emissions, we are a member of the RE100 initiative, among other efforts.

Strategy Planning Special Committee

The goal of the Strategy Planning Special Committee is to manage business risk by reviewing management plans and specific management issues, and managing the execution of responses to such issues.

The Strategy Planning Special Committee provides the following functions for Mitsui Fudosan and the Mitsui Fudosan Group.

1. Formulation and review of Group strategies
2. Medium- to long-term business planning and fiscal-year planning, prior review, and coordination
3. Review of policy responses to specific management issues, and promotion and management of such policies
4. Planning, proposal formulation, and review of organizational structures, staffing, etc.
5. Supervision of business risk management for Mitsui Fudosan and the Mitsui Fudosan Group
6. Review of other important matters

Risk Management Special Committee

To manage business risk, the Risk Management Special Committee formulates risk management policies and plans, identifies and assesses risks, formulates response measures, and issues instructions.

The Risk Management Special Committee implements a PDCA cycle to comprehensively manage administrative risk, and it also precisely engages in preventative risk management while standing at the ready to respond in a crisis. When a compliance violation occurs, the Compliance Committee orders an investigation and response, and monitors the situation.

The Risk Management Special Committee fulfills the following functions for Mitsui Fudosan and its Group companies.

1. Formulating risk management policies and plans
2. Improving risk management-related organizations, and clarifying roles and responsibilities
3. Understanding and assessing risks that require management, formulating response measures, and issuing instruction
4. Understanding and assessing the status of risk management, formulating improvement measures, and issuing instruction
5. Deliberating response measures and issuing instruction in cases of business risk arising from emergency incidents, accidents, etc.

In fiscal 2019, the Risk Management Special Committee met, in principle, on a once a month basis, to identify and grasp risk issues, and then evaluate and propose preventative and response measures. As necessary, the committee conveyed information to the Mitsui Fudosan Group.

Main Agenda Items of the Risk Management Special Committee

Report on condition of risk (incidents, accidents, etc.)

Report on legal issues and compliance

Plan and report on J-SOX compliance

Plan and report on protection of personal information

Inspect and report on information systems security

Response to Compliance Violations

When the Compliance Management Department determines that a particular matter involves a compliance problem, it conducts an investigation in collaboration with the relevant Company department. If necessary, appropriate action is taken with respect to the individuals who are out of compliance, as well as those individuals' departments, after deliberation by the Risk Management Special Committee.

Establishment of an Internal Consultation Service

The Company has established internal contact points for consultation. These can be used by regular employees, and anyone engaged in work for our company based on an individual labor contract (contract employee), temporary transfer agreement, worker dispatch contract, part-time contract, or other agreement. Two contact points, internal and external, have been established, and workers can consult with either. The external contact point is provided at a law office, and it accepts consultations from a neutral standpoint,*1 notifies the Company of the consultation content, and encourages a response.

Topics for consultation include: wrongful conduct violating laws, regulations, internal rules, general social norms, or corporate ethics, sexual harassment, abuse of power, other forms of harassment, employment problems, and issues with the workplace environment.*2 The privacy of those who engage in consultation is protected, and there is never any retaliatory action or disadvantageous treatment due to such consultations in terms of personnel decisions. Consultations can be conducted under a real name, or anonymously.*3

*1: Representatives of the law office cannot provide legal opinions as lawyers, or take a stance protecting the consulting person.

*2: Simple expressions of opinion, dissatisfaction with personnel decisions, defamation of others, and similar issues cannot be the subject of consultation.

*3: To achieve early discovery and response to compliance problems—the original purpose of the system—the consulting employee's standpoint and other information are confirmed even in the case of an anonymous consultation.

No. of Compliance Violations

Fiscal 2019

· Cases handled by Risk Management Special Committee: 14 violations

Our Commitment to Auditors

Mitsui Fudosan has established the Compensation Advisory Committee and the Nomination Advisory Committee to enhance transparency of the nomination process for corporate auditors. To ensure appropriate operation of the auditing function, we rotate our auditors in an appropriate way.

The Audit Department periodically conducts audits to review observance with the Code of Conduct and Code of Ethics, and identify any compliance violations.

Complying with the Antimonopoly Act

The Group closely monitors its purchases from vendors for conformance with its Group Compliance Policies, and makes efforts to strictly comply with the Antimonopoly Act.

The Company will comply with all relevant laws, such as the Antimonopoly Act, and will avoid any conduct that could result in unfair transactions or unjust competition. We will engage with business connections sincerely as an equal partner and handle the procurement of goods and services based on fair standards.

Responding to Antisocial Forces

The Mitsui Fudosan Group Compliance Policies states, "We shall take an uncompromising stance toward antisocial organizations, and reject any relationship whatsoever," and we ensure that all employees are aware of this policy.

The Company strictly forbids any kind of connection to organized crime and as a company, takes a firm stance in dealing with such groups. Each division of the Company also investigates and confirms that a transaction partner is not involved in organized crime before the transaction begins. Should the unlikely situation occur that forces the Company to face unwarranted demands or violent behavior from such organizations, it will contact the relevant police department and take any other action necessary, including legal measures.

Information Security Management System

The Company appoints the chairperson of the Risk Management Special Committee as a general director of information security management. Under the general director's supervision, a chief administrator, manager, group leader and other leadership are assigned at each organizational level to manage information security risk.

Personal Information Protection Initiatives

To appropriately utilize and manage personal information, in line with the Information Security Management System, the Group implements and manages its Personal Information Protection Policy in accordance with applicable laws and regulations.

Moreover, we strive to reinforce the system and cultivate awareness through the following efforts.

- Formulation and application of Guidelines for Personal Information Protection
- Training through e-learning
- Formulation of personal information protection plan
- Thorough management of subcontractors
- Enhancing personal information protection by Group companies

Tax Transparency

Policy

Based on its compliance policies, the Group acts in strict compliance with all applicable international tax laws. Further, it conforms to the guidelines and standards, etc., laid forth by international organizations regarding taxation and conducts fair and highly transparent corporate activities.

Compliance with Tax Laws

The Group conducts its corporate activities in strict compliance with all applicable tax laws, as well as guidelines from international organizations such as the OECD, the EU, the UN, etc. Furthermore, it pays all prescribed taxes by their designated due dates in accordance with their country of origin.

Minimizing Tax Risks

In the interests of providing the best returns to its shareholders, the Group aims to obey any changes in international tax regulations and administration appropriately in order to minimize tax risks.

Transfer Pricing

With regard to dealings among its international partners, the Group will take into consideration the arm's length price and appropriately distribute earnings based on the degree to which each party contributed, as well as on analysis of the functions, assets, and risks of the relevant subsidiary and country.

Eliminating Double Taxation

In order to avoid tax on the same economic gains being applied across numerous countries, the Group will adhere to the tax treaties of those countries in which it is conducting its business.

Securing Transparency

The Group will disclose its policies regarding taxes, and take care to provide easy-to-understand explanations and maintain a high level of transparency for each respective country's taxation authorities.

Relationships with Taxation Authorities

The Group will obey each respective country's tax administration and tax collection procedures. Further, it will maintain healthy and normal relations with relevant taxation authorities, and will not offer any inappropriate benefits or provisions.

Organizational Structure

The Group will not utilize tax havens for the purpose of tax avoidance, nor will it adopt an organizational structure that is not in line with its business goals or actual conditions in order to avoid taxes.

Tax Payments by Country

The Group's tax payments by country for FY2019 are as follows.

Tax Payments by Country

Country	Amount (million yen)
Japan	32,647
US	932
Luxembourg	860
UK	768
Thailand	551
Malaysia	193
Taiwan	189
Canada	97
Singapore	56
Philippines	51
China	43
Total	36,387

Policy to Prevent Bribery and Corruption

The Group positions compliance as a management issue of the highest priority, and makes concerted efforts to maintain and improve its compliance structure. The Mitsui Fudosan Group Compliance Policies sets forth the relevant compliance definitions and conduct guidelines, and the detailed rules in the Compliance Manual outline conduct guidelines in areas such as eliminating organized crime, preventing money laundering, eliminating unfair transactions, preventing insider trading, prohibiting gifts and entertainment, and forbidding contributions to politicians and political organizations. In this way, we make consistent efforts to ensure compliance and prevent bribery and corruption.

Mitsui Fudosan Group Compliance Policy (Excerpt)

We have engaged in fair business activities based on the highest corporate ethics and worked diligently to garner trust and build a robust brand.

However, these tireless efforts to build a robust brand strength can be lost in an instant by the erroneous actions of a single individual. As a result, proper decision-making and behavior will continue to increase in importance.

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⇒ To P93 Mitsui Fudosan Group Compliance Policy

Enhanced Compliance

The employee handbook includes a clear description of Group Compliance Policies. We also strengthen compliance and ensure broad dissemination of information by issuing Compliance news to all employees when appropriate. This news covers topics specified in the Compliance Manual (based on the Mitsui Fudosan Group Compliance Policy) such as eliminating organized crime, preventing money laundering, eliminating unfair transactions (abuse of superior bargaining position), preventing insider trading, prohibiting gifts and entertainment, and duty of confidentiality regarding company information.



Group Compliance Policies recorded in an employee handbook

Prohibiting Bribery and Handling of Gifts and Entertainment

Mitsui Fudosan has prohibited the illicit provision of benefits to public officials and other individuals in similar positions. Also, in dealings with business connections and affiliates, etc., a rule has been established preventing the giving or receiving of excessive gifts, entertainment, and the like. Also, the Company has established a structure and rules to be followed to prevent bribery and has formulated and is implementing Regulations for Preventing Bribery with the aim of preventing such conduct before it occurs.

Our Efforts at Preventing Corruption

- The Company uses e-learning to train employees in corruption prevention and other issues. This training covers issues set forth in our Compliance Manual such as eliminating organized crime, preventing money laundering, eliminating unfair transactions (abuse of superior bargaining position), preventing insider trading, and prohibiting gifts and entertainment.
- We work to prevent corruption by providing the internal whistleblower system.
- We assess corruption risk and endeavor to control it when selecting new domestic and international business partners and entering new regions and business areas. We ask our prospective business partners to fill out a basic check sheet and a compliance check sheet, and also have our legal compliance department confirm the absence of any violations. In this way, we carry out a comprehensive examination in areas such as eliminating organized crime, preventing money laundering, eliminating unfair transactions, preventing insider trading, prohibiting gifts and entertainment, and forbidding contribution to politicians and political organizations.
- Businesses deemed to be at high risk of corruption are monitored closely by the Executive Management Committee and the Strategy Planning Special Committee, and they decide on an appropriate response in each case.
- The Board of Directors closely monitors the Corruption Prevention Policy. The Risk Management Special Committee supervises such areas as eliminating organized crime, preventing money laundering, eliminating unfair transactions, preventing insider trading, prohibiting gifts and entertainment, and forbidding contribution to politicians and political organizations, and regularly reports to the Board of Directors.

Political Donations

Mitsui Fudosan does not provide donations for political activities to any parties other than official political parties and political fund-raising organizations. Furthermore, support for activities by political organizations is conducted appropriately in accordance with the Political Funds Control Law, laws and regulations connected to the Public Offices Election Law, and other relevant laws and regulations.

Fiscal 2015–2019

- One donation each year, to The People's Political Association. Amount: ¥20 million

Related Fines, Surcharges, and Arbitrations

There were no major instances of legal non-compliance with our bribery prevention rules in 2019. As such, no fines, surcharges, or arbitration payments were made.

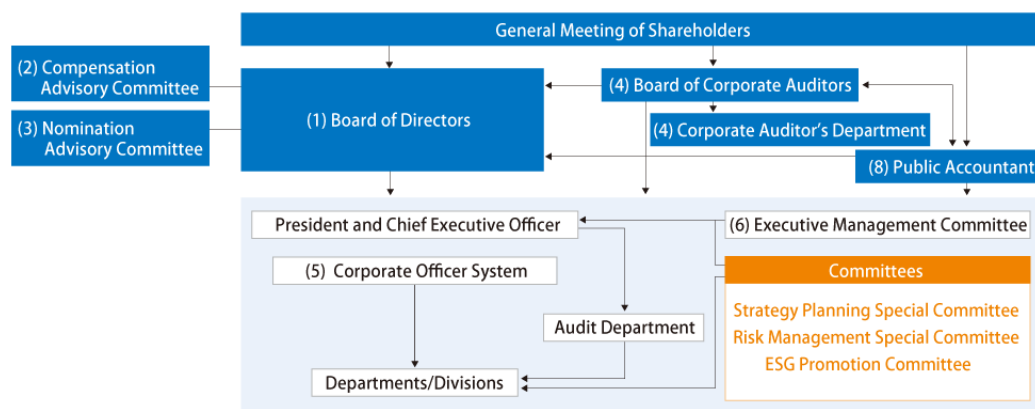
Corporate Governance System

The Group aims to create and maintain optimal corporate governance from the standpoint of improving the soundness, transparency and efficiency of management in order to gain the trust of its stakeholders.

Mitsui Fudosan has both a Board of Directors and a Board of Corporate Auditors. To ensure transparency with respect to director compensation and appointments of directors and auditors, we maintain a Compensation Advisory Committee and a Nomination Advisory Committee. In addition, we have adopted a corporate officer system to enhance the soundness and efficiency of management by separating and strengthening management and executive functions. Mitsui Fudosan also invites and appoints outside directors in order to strengthen the oversight functions of the directors and enhance management transparency.

In addition, auditors conduct audits in a bid to evaluate the status of business execution by directors while coordinating with the Corporate Auditor's Department, which serves as the internal audit department of the Company, as well as certified public accountants. Moreover, steps have been taken to put in place the Mitsui Fudosan Group Compliance Policy as well as a structure that will ensure that Group directors and employees engage in business activities in an appropriate manner.

Corporate Governance Structure



(1) Board of Directors

The Board of Directors is headed by Chairman of the Board and Chief Executive Officer (Representative) Hiromichi Iwasa, and consists of eight internal directors (Hiromichi Iwasa, Masanobu Komoda, Yoshikazu Kitahara, Kiyotaka Fujibayashi, Yasuo Onozawa, Takashi Yamamoto, Takashi Ueda, and Wataru Hamamoto) and four outside directors (Masako Egawa, Masafumi Nogimori, Tsunehiro Nakayama, and Shinichiro Ito) and makes decisions on material issues of Mitsui Fudosan and monitors the business execution status of directors. In addition, under Article 373 (1) of the Companies Act, Mitsui Fudosan has designated a special managing director who may pass judgment on the urgent acquisition of assets via bidding, etc., when so empowered by the Board of Directors under Article 362 (4) of the Companies Act. The corporate auditors also attend meetings of the Board of Directors and provide opinions as necessary.

Eleven Board of Directors meetings were held between June 26, 2019, and May 22, 2020, and each director achieved an attendance rate of over 90%.

Number of Directors and Auditors (as of June 30, 2020)	
Directors	12
Independent outside directors	4
Female directors	1
Auditors	5
Independent outside auditors	3

(2) Compensation Advisory Committee

The Compensation Advisory Committee, headed by President and Chief Executive Officer Masanobu Komoda, comprises one internal director (Yasuo Onozawa) and four outside directors (Masako Egawa, Masafumi Nogimori, Tsunehiro Nakayama, and Shinichiro Ito), for a total of six directors, and meets on matters pertaining to the compensation of managing directors.

(3) Nomination Advisory Committee

The Nomination Advisory Committee, headed by President and Chief Executive Officer Masanobu Komoda, comprises one internal director (Yasuo Onozawa) and four outside directors (Masako Egawa, Masafumi Nogimori, Tsunehiro Nakayama, and Shinichiro Ito), for a total of six directors, and meets on matters pertaining to the nomination of managing directors and corporate auditors.

(4) Board of Corporate Auditors/Corporate Auditor's Department

The Board of Corporate Auditors, headed by senior corporate auditor Masatoshi Sato, comprises two internal auditors (Masatoshi Sato and Hiroyuki Ishigami) and three outside auditors (Yoshitaka Kato, Yasushi Manago, and Yukimi Ozeki), for a total of five auditors, and formulates auditing policies and determines assignments. It also receives reports and discusses material items on audits conducted according to these policies and assignments. Note that the Corporate Auditor's Department has been established specifically to assist the corporate auditors with their work, and there are two dedicated employees.

(5) Corporate Officer System

Mitsui Fudosan has introduced a corporate officer system with the aim of creating a business execution framework that best suits its operating environment and activities. By promoting the separation and reinforcement of the management and executive functions, a role that was previously undertaken by company directors, the system enhances management soundness and efficiency. In addition, seeking to further reinforce the management of the Mitsui Fudosan Group, we have expanded the range of managers across the Group and introduced a Group corporate officer system, under which executives at Group companies have been given a status and mission similar to those of the corporate officers.

(6) Executive Management Committee

The Executive Management Committee, consisting of executive corporate officers, has been formed to deliberate and report on important matters related to business execution and supervises internal control and risk management. Full-time corporate auditors also attend meetings to stay informed of important decision-making processes and the status of business execution, and provide opinions as necessary.

(7) Financial Auditing

Mitsui Fudosan has concluded an auditing contract with KPMG AZSA LLC as its certified public accountant, which conducts audits. There is no shared interest between the auditor and the Company, nor between employees conducting operations for the auditor and the Company.

Strategy Planning Special Committee

Formulates and deliberates Group strategy and management plans and supervises risk management, with the goal of discussing and managing the execution of those plans and other specific management issues.

Risk Management Special Committee

Manages business risk by formulating risk management policies and plans; tracking, evaluating and formulating responses to risk issues; issuing instructions, etc.

ESG Promotion Committee

Formulates ideas and policies, sets goals, creates activity plans, manages progress and evaluates results in order to promote action that contributes to ESG activities and the achievement of the SDGs.

Board of Director Decisions and Reports

The following matters shall be resolved by or reported to the Mitsui Fudosan Board of Directors as stipulated by laws and regulations, the Company's Articles of Incorporation, and company rules such as those regarding the Board of Directors.

- (1) Matters related to shareholders' meetings
- (2) Matters related to directors
 - Preliminary selection of director candidates
 - The appointment and dismissal of representative directors
 - The appointment and dismissal of executive directors
 - Compensation and bonuses for directors
 - Other important matters
- (3) Matters related to the Company's structure
- (4) Important matters related to compliance, etc.
 - Formulating a compliance promotion plan for the fiscal year
 - Reporting on the results of compliance promotion activities implemented during the fiscal year
 - Formulating an audit plan for the fiscal year
 - Reporting on audit activities implemented during the fiscal year
 - Evaluating internal controls concerning financial reporting during the fiscal year and formulating audit-related policy (J-SOX activities)
- (5) Important matters related to personnel
 - The appointment and dismissal of corporate officers and executive corporate officers
 - The appointment and dismissal of key employees
 - Compensation and bonuses for corporate officers, etc.
- (6) Important matters related to finance and assets
- (7) Other matters that are especially important in regard to managing the Company or executing duties

Internal control

The Group has set up and manages an internal control system that conforms to the Companies Act. Mitsui Fudosan endeavors to put in place systems to ensure that the execution of business by directors and employees complies with laws and regulations and the Company's Articles of Incorporation. With this in mind, the Board of Directors formulated the following basic policy and maintains its proper operation.

Basic Policy to Put in Place an Internal Control System That Will Ensure the Proper Execution of Business Activities by a Company Limited by Shares

1. System to ensure that execution of business by directors conforms to laws and regulations and the Company's Articles of Incorporation

The Company is working to ensure compliance through formulation and implementation of a compliance promotion plan, based on its Compliance Rules and other internal rules. The Company has also established a Risk Management Special Committee and put in place a compliance structure to prevent violations of laws and regulations and its Articles of Incorporation.

2. System related to storage and management of information concerning the execution of business by directors

All information is appropriately stored and managed according to internal rules, including the Document Rules, the Information Management Rules and the Information System Management Rules.

3. Regulations and other frameworks related to prevention of losses

Based on Risk Management Regulations and other internal rules, the Executive Management Committee supervises and controls risk management items concerning the Company or the Mitsui Fudosan Group. It heads two committees charged with uncovering and comprehending risk issues and devising solutions for them—the Strategy Planning Special Committee, which handles business risk management, and the Risk Management Special Committee, which is responsible for management of administrative risk.

4. Framework for ensuring that the business of directors is executed efficiently

To promote the separation and strengthening of the management and executive functions for which directors are responsible, the Company has adopted a corporate officer system, part of a framework intended to ensure that the business of directors is executed efficiently.

Concerning the execution of business based on decisions of the Board of Directors, internal rules, including organizational rules and rules governing administrative authority, set forth who is in charge and their responsibilities and promote efficient business by also setting forth procedures for execution.

5. A system to ensure that the execution of business by employees conforms to laws and regulations and the Company's Articles of Incorporation

The Company is working to ensure compliance through formulation and implementation of a compliance promotion plan, based on its Compliance Rules and other internal rules. The Company also maintains a Risk Management Special Committee and a compliance structure to prevent violations of laws and regulations and its Articles of Incorporation.

In addition, based on its Internal Control System Rules, the Company has established a point of contact for consultation regarding compliance problems inside and outside the Company.

Further, based on Internal Audit Rules, the Internal Audit Department monitors the operation of the compliance framework as well as compliance with laws and regulations, and reports to the Board of Directors and the Board of Corporate Auditors.

6. Framework for ensuring appropriate business practices by the corporate group comprising the Company and its subsidiaries

Through appropriate management of its Subsidiaries and Affiliates Administration Rules and Overseas Affiliates Administration Rules, the Company seeks to ensure the efficient execution of business by directors of its subsidiaries, while management is based on approval and monitoring by Mitsui Fudosan.

Each Group company also has in place a compliance framework and Internal Control System based on the Mitsui Fudosan Group Compliance Policy. The Internal Audit Department conducts audits of the subsidiaries' compliance frameworks and their compliance with laws and regulations, and reports to the Board of Directors and the Board of Corporate Auditors.

7. A system for employees to assist auditors with their duties and matters concerning the assurance of independence of these employees from directors and the effectiveness of instructions given to these employees

The Corporate Auditor's Department has been established specifically to assist the corporate auditors with their work, and each corporate auditor has been assigned a dedicated employee.

Said employee shall be under the chain of command of the corporate auditor, who shall also evaluate the employee's performance. Transfer of said employee shall take place only upon prior discussion with the corporate auditor.

8. Frameworks for enabling directors and employees to report to the corporate auditors, for other reporting to the corporate auditors, and for ensuring that audits by the corporate auditors are conducted effectively

Corporate auditors attend meetings of the Board of Directors.

Full-time corporate auditors also attend meetings of the Executive Management Committee, which oversees internal controls and risk management, receives reports when necessary, and shares these at meetings of the Board of Corporate Auditors.

In addition, the corporate auditors receive regular audit reports from the Internal Audit Department and the Company's certified public accountant, and exchange information to build cooperation.

Matters that have become subject to internal consulting are reported to the corporate auditors as appropriate via the Risk Management Special Committee, and the Internal Control System Rules contain provisions stating that the act of consulting itself will not be reason for detrimental treatment of the person requesting consultation.

9. Framework for enabling directors, auditors and employees of subsidiaries, or individuals receiving reports from those listed, to report to corporate auditors, and for ensuring that individuals providing such reports will not, by reason of having made said report, be subject to detrimental treatment as a result

Full-time corporate auditors attend meetings of the Executive Management Committee, which oversees internal controls and risk management, receives reports as necessary, and shares them with the Board of Corporate Auditors.

They also work to exchange information as appropriate with the directors and auditors of the Company's subsidiaries, either directly or through relevant departments, and receive progress reports on implementation of internal audits at subsidiaries.

Matters subject to internal consulting under the Internal Control System, of each Group company are also reported to the Company's corporate auditors as appropriate via the Risk Management Special Committee or the department concerned. Rules regarding each Group company's Internal Control System contain provisions stating that the act of consulting itself will not be reason for detrimental treatment of the person requesting consultation.

10. Policies regarding procedures for prepayment or reimbursement of expenses arising in the execution of the corporate auditors' duties or related to processing of other expenses and liabilities arising from execution of those duties

Expenses required for the execution of the corporate auditors' duties shall be borne by the Company at cost.

Internal Auditing System

The Audit Department verifies the effectiveness of risk management and internal control systems from the perspective of the entire Group. At the same time, the Department puts in place audit activity plans in order to evaluate and improve risk management and internal control systems, and undertakes internal audits following authorization by the Board of Directors. Results of the internal audits are reported to the officers in charge with feedback directed to the appropriate departments. Thereafter, follow-up activities are undertaken to assess the status of improvement progress. Moreover, details of audit activities are reported every six months to the Executive Management Committee, Board of Directors, and Board of Corporate Auditors. Every effort is made to share information and coordinate with auditors. Based on Japan's Financial Instruments and Exchange Law, Mitsui Fudosan evaluates the status of internal control relating to the current Group financial report at the end of each period. An Internal Control Report is then submitted and disclosed publicly. Results of the most recent Internal Control Report have been audited by KPMG AZSA LLC and deemed as appropriate.

Reasons for Selecting Outside Directors and Their Attendance

Mitsui Fudosan appoints its outside directors with the expectation that they will contribute their extensive experience and broad knowledge to the Company's management, and that they will play an appropriate role in strengthening the audit function of the Board of Directors and ensuring transparency.

The Company also appoints its outside auditors with the expectation that they will bring an objective stance to auditing the directors in the performance of their duties, based on their expert knowledge and extensive experience. Note that, in line with Tokyo Stock Exchange requirements for judging the independence of independent officers, the Company uses the following standards for judging said independence: whether there is a risk of conflicts of interest with any of the Company's general shareholders; whether any special interests exist with the Company; and whether in working to enhance the soundness and transparency of the Company's management, the individual is capable of making objective, fair and impartial judgments.

Reason for Selection as Outside Directors and Corporate Auditors

Name	Reason for Appointment	Fiscal 2019 Attendance at Board of Directors Meetings and Board of Corporate Auditors Meetings
Managing Director Masako Egawa	As a current outside director of the Company, Masako Egawa has properly fulfilled her duty of strengthening supervisory functions and ensuring the transparency of the Board of Directors. The Company has reappointed her as an outside director and independent officer in the expectation that she will make further contributions in this role, in addition to the fact that there are no concerns regarding conflict of interest with general shareholders.	11/12
Managing Director Masafumi Nogimori	As a current outside director of the Company, Masafumi Nogimori has properly fulfilled his duty of strengthening supervisory functions and ensuring the transparency of the Board of Directors. The Company has reappointed him as an outside director and independent officer in the expectation that he will make further contributions in this role, in addition to the fact that there are no concerns regarding conflict of interest with general shareholders.	12/12
Managing Director Tsunehiro Nakayama	The Company has appointed Tsunehiro Nakayama as an outside director and independent officer in the expectation that he will use his wealth of experience as a manager and wide-ranging views to contribute various opinions that will strengthen supervisory functions and ensure transparency of the Board of Directors. There are also no concerns regarding conflict of interest with general shareholders.	10/10
Managing Director Shinichiro Ito	The Company has appointed Shinichiro Ito as an outside director and independent officer in the expectation that he will use his wealth of experience as a manager and wide-ranging views to contribute various opinions that will strengthen supervisory functions and ensure transparency of the Board of Directors. There are also no concerns regarding conflict of interest with general shareholders.	9/10
Corporate Auditor Yoshitaka Kato	As a current outside corporate auditor of the Company, Yoshitaka Kato has demonstrated sufficient ability to audit the directors' execution of their duties. The Company has reappointed him as a corporate auditor and independent officer in the expectation that he will make further contributions in this role, in addition to the fact that there are no concerns regarding conflict of interest with general shareholders.	Board of Director Meetings: 11/12 meetings Board of Corporate Auditor Meetings: 11/12 meetings
Corporate Auditor Yasushi Manago	As a current outside corporate auditor of the Company, Yasushi Manago has demonstrated sufficient ability to audit the directors' execution of their duties. The Company has reappointed him as a corporate auditor and independent officer in the expectation that he will make further contributions in this role, in addition to the fact that there are no concerns regarding conflict of interest with general shareholders.	Board of Director Meetings: 11/12 meetings Board of Corporate Auditor Meetings: 11/12 meetings
Corporate Auditor Yukimi Ozeki	As a current outside corporate auditor of the Company, Yukimi Ozeki has demonstrated sufficient ability to audit the directors' execution of their duties. The Company has reappointed him as a corporate auditor and independent officer in the expectation that he will make further contributions in this role, in addition to the fact that there are no concerns regarding conflict of interest with general shareholders.	Board of Director Meetings: 10/12 meetings Board of Corporate Auditor Meetings: 10/12 meetings

Executive Compensation

Managing directors' compensation consists of basic compensation in an amount within the scope set and approved by resolution of the 106th Ordinary General Shareholders' Meeting, bonuses paid as short-term incentives, and restricted stock compensation paid as medium- to long-term incentives. Compensation paid to managing directors (outside directors) is solely basic compensation.

Compensation paid to corporate auditors is solely basic compensation in an amount within the scope set and approved by resolution of the 106th Ordinary General Shareholders' Meeting.

In addition, the Company has established the Compensation Advisory Committee, comprising two internal directors and four independent outside directors. Managing directors' compensation is not set at the discretion of the president, but with input from the Committee before being set by the Board of Directors.

Compensation for the Company's directors and corporate auditors for fiscal 2019 was as shown below.

Compensation by Title, Amount of Compensation by Type and Number of Applicable Executives

Title	Total Compensation (Millions of Yen)	Amount of Compensation by Type (Millions of Yen)			Number of Applicable Executives
		Basic Compensation	Bonus	Stock Options	
Internal directors	1,089	579	428	82	9
Internal corporate auditors	106	106	-	-	3
Outside directors and corporate auditors	96	96	-	-	9

Compensation of Executives Exceeding ¥100 million

Name	Title	Amount of Compensation by Type (Millions of Yen)			Total Compensation (Millions of Yen)
		Basic Compensation	Bonus	Stock Options	
Hikomichi Iwasa	Chairman of the Board and Chief Executive Officer (Representative)	120	93	16	230
Masanobu Komoda	President and Chief Executive Officer (Representative)	120	93	16	230
Yoshikazu Kitahara	Managing Director (Representative)	75	52	10	139
Kiyotaka Fujibayashi	Managing Director	28	39	8	111
	President and Chief Executive Officer (Representative) of Mitsui Fudosan Residential Co., Ltd.	34	-	-	
Yasuo Onozawa	Managing Director	58	39	8	106
Hiroyuki Ishigami	Managing Director	63	39	7	110
Takashi Yamamoto	Managing Director	63	39	7	110

Analysis and Evaluation of Board of Director Effectiveness

Each year, the Company analyzes and evaluates the efficacy of the Board of Directors, aiming to further enhance its functions.

An overview and results of our evaluation of the Board of Directors' efficacy are provided below.

(1) Evaluation method

The Company conducted interviews with all directors and auditors and asked them to complete free-response questionnaires regarding Board of Directors' efficacy, conducting an analysis and evaluation at the Board of Directors meeting held on May 24, 2019.

(2) Evaluation items

- Board of Directors structure (number of members, ratio of executive to non-executive members, diversity, etc.)
- Status of operation of the Board of Directors (number of meetings held, attendance rates, time spent for deliberation, number of items deliberated, provision of information, questions and answers, etc.)
- Other (issues raised in the previous evaluation of Board of Directors' efficacy; Compensation Advisory Committee; Nomination Advisory Committee; meetings of outside directors and outside corporate auditors; etc.)

(3) Evaluation results and future response

To achieve sustained increases in the Group's corporate value, it was confirmed that the Board of Directors efficacy was properly maintained. The results of this evaluation will be used to further improve the functioning of the Board of Directors.

Shareholder Voting Rights

- The principle of one vote per share of stock shall be applied to all corporate voting matters
- Disclosure of voting results
- Shareholder appointment and dismissal of directors