

Edgar Filing: MITSUI & CO LTD - Form 6-K

MITSUI & CO LTD  
Form 6-K  
February 25, 2005

FORM 6-K  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

REPORT OF FOREIGN PRIVATE ISSUER

ANNOUNCEMENT OF FURTHER ACTIONS INCLUDING REDUCTIONS OF DIRECTORS'  
REMUNERATION IN CONSIDERATION OF THE REPORT FROM THE INDEPENDENT COMMITTEE  
FOR THE DPF INCIDENT

PURSUANT TO RULE 13a-16 OR 15d-16  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the month of February 25, 2005  
-----

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:

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): \_\_\_\_\_

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a  
Form 6-K if submitted solely to provide an attached annual report to security  
holders.

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): \_\_\_\_\_

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a  
Form 6-K if submitted to furnish a report or other document that the registrant  
foreign private issuer must furnish and make public under the laws of the  
jurisdiction in which the registrant is incorporated, domiciled or legally

Edgar Filing: MITSUI & CO LTD - Form 6-K

organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ----- No X -----

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- \_\_\_\_\_

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: February 25, 2005

MITSUI & CO., LTD.

By: /s/ Tasuku Kondo  
-----  
Name: Tasuku Kondo  
Title: Executive Director  
Executive Vice President  
Chief Financial Officer

February 25, 2005

Mitsui & Co., Ltd.

For immediate Release

To whom it may concern

ANNOUNCEMENT OF FURTHER ACTIONS INCLUDING REDUCTIONS OF DIRECTORS' REMUNERATION IN CONSIDERATION OF THE REPORT FROM THE INDEPENDENT COMMITTEE FOR THE DPF INCIDENT

Reference is made to our announcements dated November 22, 2004, December 1, 2004, and December 24, 2004 regarding the Diesel Particulate Filter ("DPF") incident. Since the identification of the incident, Mitsui has been earnestly taking the following actions:

- Responsive measures to DPF users

## Edgar Filing: MITSUI & CO LTD - Form 6-K

- Compensation for providers of subsidies relating to our DPFs
- Disciplinary and legal actions on individuals directly involved in the data falsifications
- Implementation of measures to prevent the recurrence of similar incidents in future

In our announcement on December 24, 2004 regarding the result of the internal investigation on the DPF incident together with actions based on such result, Mitsui stated that we recognized the responsibility of our management team which was unable to prevent the occurrence of these grave incidents, and would report on further actions in this respect at the earliest appropriate opportunity.

Subsequently, Mitsui established an Independent Committee for the DPF incident which was chaired by Mr. Yasutaka Okamura, Corporate Auditor, and was made up of the following five individuals, all of whom are independent from Mitsui.

Ms. One Akiyama	CEO, Integrex Inc.
Mr. Seinei Gondo	Attorney at Law, Chairman of the internal investigation committee for the DPF incident
Mr. Kakutarō Kitashiro	Chairman of the Board, IBM Japan, Ltd., Chairman, Japan Association of Corporate Executives
Mr. Ko Matsukata	Corporate Auditor, Advisor to Mitsui Sumitomo Insurance Co., Ltd.
Mr. Yasutaka Okamura	Corporate Auditor, Former Attorney General

The Independent Committee was asked to report on the following three points:

- Consideration of the root causes and background which led to the DPF incident
- Evaluation of the preventive measures announced on December 24, 2004, together with recommendations for further actions
- Evaluation of the responsibility of our management team, together with recommendation for relevant actions in this respect

Mitsui received the report from the Independent Committee yesterday, and has given full consideration of the evaluations and recommendations. Taking into account other relevant factors including the grave social impact of the DPF incident and the losses and damages incurred by Mitsui, we resolved to implement disciplinary reductions of directors' remuneration at the extraordinary meeting of the Board of Directors held today. The remuneration reductions will be for three months beginning this March, as detailed below.

- 50% reduction      President & CEO
- 30% reduction      Director overseeing the relevant business unit  
   Director & Chief Compliance Officer
- 20% reduction      Six other full-time Directors

We also took relevant disciplinary actions today on officers and managers who were responsible for supervising those individuals directly involved in the incident. In the meantime, we will seriously consider and implement the recommendations for further actions on preventive measures.

Mitsui again expresses our utmost regret to our DPF users and all the parties concerned as well as the citizens and the local communities for the occurrence of the incident.

For further information, please contact

Edgar Filing: MITSUI & CO LTD - Form 6-K

Mitsui & Co., Ltd.

Corporate Communications Division

Tel: +81-3-3285-7564

Investor Relations Division

Tel: +81-3-3285-7910