Cosmo Energy Holdings Co., Ltd. Revised the 5th Consolidated Medium-Term Management Plan (FY2013 – FY2017)

November 5, 2015

President, Representative Director, CEO

: Keizo Morikawa



- ✓ Cosmo Energy Holdings was launched on 1st Oct 2015, to realize a "vertically integrated global energy company," with the aim of stable dividends, the optimal distribution of management resources and the strengthening of alliances.
- ✓ We aim for sustainable growth and the medium- and long-term enhancement of corporate value by implementing aggressive governance based on the Japanese version of the corporate governance code.

COSMO ENERGY HOLDINGS CO., LTD.

(Conceptional drawing as of January 1, 2016)

Oil product sales. Oil development/Production Oil refining/Petrochemical Retail business, etc. Group of affiliated companies COSMO OIL CO., LTD. COSMO ENERGY EXPLORATION & PRODUCTION CO., LTD. COSMO OIL MARKETING CO., LTD. Major crude oil importing countries ■Domestic sales share (*3) Crude production (three development companies) (*1) UAE (Abu Dhabi) • Approx. 12% Major affiliated companies Approx. 40.000 barrels/day Saudi Arabia (Gasoline. Gas oil, Kerosene, A fuel oil) · Eco Power Co., Ltd. (Comparison with refining capacity: Approx. 9%) Gyxis Corporation Qatar ■Number of SSs in Japan (*3) Maruzen Petrochemical Co., Ltd. Oil development/production areas Oil refining capacity (*2) Number of Cosmo mark SSs 3.133 · Cosmo ALA Co., Ltd. UAE (Abu Dhabi) 452.000 barrels/day Qatar Domestic share: Approx. 11.5% Car lease business for individuals (*2) Cumulative total 22,029 cars Paraxylene production capacity (*2) 1.180.000 tons/year Major affiliated companies Major affiliated companies Major affiliated companies Abu Dhabi Oil Co., Ltd. Cosmo Oil Lubricants Co., Ltd. Cosmo Oil Sales Corp. Qatar Petroleum Development Co., Ltd. Cosmo Matsuyama Oil Co., Ltd. Sogo Energy Corporation United Petroleum Development Co., Ltd. • CM Aromatics Co., Ltd. Hyundai Cosmo Petrochemical Co., Ltd. Keivo Seisei JV G.K.

✓ The Plan has been revised, factoring in additional measures to the original medium-term management plan, in addition to changes in crude oil prices and exchange rates.

Main Additional Actions

◆ Competitiveness Enhancement of Oil Refining & Sales Business

- ✓ Establishment of Keiyo Seisei JV G.K. with TonenGeneral which aims at 10 billion yen synergy merit in total.
- ✓ Decision of business alliance with Showa Shell Group as for Yokkaichi Refinery to fortify competitiveness.
- Establishment GYXIS to merge LP Gas Whole sale with other companies.

Revision of Preconditions

Item	Fiscal year	Revised	Original	
Dubai crude oil	FY2016	60\$/bbl	100\$/bbl	
price	FY2017	70\$/bbl		
JPY/USD exchange rate	FY2016 ~ FY2017	120yen/\$	90yen/\$	

◆ IPIC Alliance Enhancement

 Enhancement of Alliance with CEPSA and study of new oil field concession acquisition.



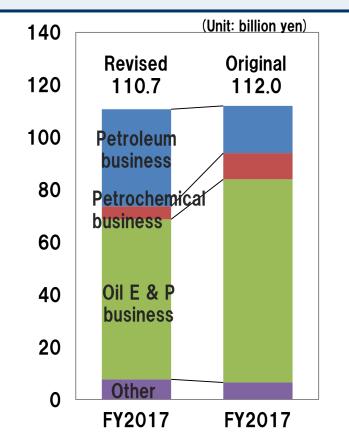
✓ Ordinary income of FY2017 in the original plan is maintained due to an improvement in the income of the Petroleum business, despite lower-than-expected income in the Oil E&P business due to changes in crude oil prices and exchange rates.

■ Main Earning Items

	Unit:	billio	n yen
4 -			

		FY2017 Revised	FY2017 Original	Changes
Ordinary income excluding impact of inventory valuation		110.7	112.0	-1.3
	Petroleum business	57.0	18.0	+39.0
	Petroleum business (Excluding impact of inventory valuation)	37.0	18.0	+19.0
	Petrochemical business	5.0	10.0	-5.0
	Petrochemical business (Excluding impact of inventory valuation)	5.0	10.0	-5.0
	Oil E & P business	61.0	77.5	-16.5
	Other	7.7	6.5	+1.2
Net income* (Excluding im	pact of inventory valuation)	59.0	45.0	+14.0
Net income*		75.0		+30.0

Ordinary income (excluding impact of inventory valuation) (Comparison of the initial medium-term plan with the revised medium-term plan)



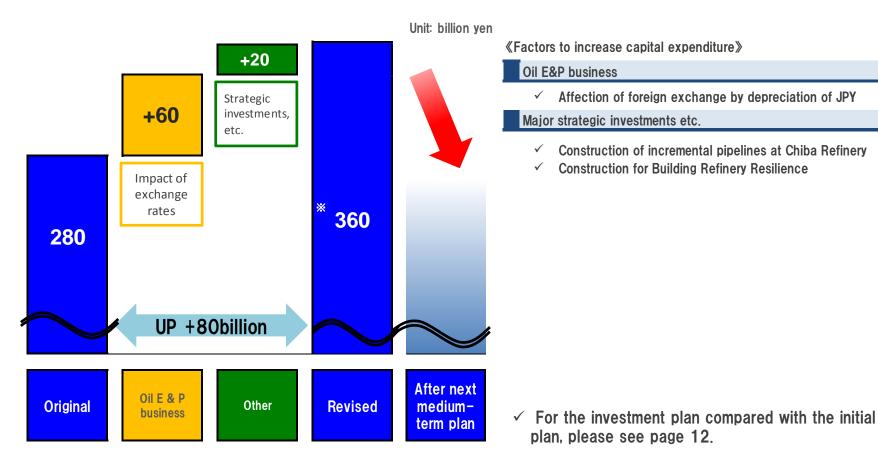
^{*} Net Income indicates "Net Income attributable to shareholder of parent company".

✓ Forecast for Consolidated ordinary income of FY2017 is 110.7 billion yen, minus 1.3 billion yen from the original plan. Ordinary income in the Petroleum business is revised by up 19.0 billion yen.

	Unit : billion yen
Petroleum business	
 ✓ Cost reduction along with crude price down and sales volume decline ✓ Change of Refinery Turnaround Year ✓ Optimized Operation of Secondary Units along with Official Capacity Cut ✓ Synergy Merit before completion of pipelines of Chiba Refinery ✓ Margin, Quantity, and Others 	+19.0
Petrochemical business	
 ✓ Reduction of Market ✓ Rationalization/ Energy Saving –7.3 +2.3 	-5.0
Oil E & P business	
 ✓ Affection by Crude Price Reduction ✓ Affection by Foreign Exchange Market ✓ Operational Cost & Others 	-16.5
Other	1.4.0
✓ Consolidation Adjustment & Others +1.2	+1.2
Ordinary income compared with the original plan, excluding the impact of inventory valuation	-1.3

- ✓ Strategic investments such as the construction of the pipelines in Chiba area, which is an additional measure for growth, will be implemented steadily, despite a larger amount of investment in oil E&P due to changes in exchange rates.
- Due to the completion of large-scale investments such as development investment in Hail oil filed, investments after the next medium-term plan are expected to decline.

Amount of capital expenditure (compared with the original plan)



*Excluding subsidy

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(Image of cash flows in the revised medium-term plan)

Incoming Cash: Outgoing Cash: 400 billion yen 360 billion yen Depreciation: 180 billion yen Investment Costs: 360 billion yen * Return on Investment: 120 billion yen* **Inventory reduction** effect, etc. 100billion yen Free Cash Flow:

- Cash in
- Stable Cash-in mainly from business Income will be expected.
- Study for divestment and to slim down our balance sheet including unload properties.
- Cash out
- To invest in E&P business as a biggest growth driver and Refinery Business in a strategic way.
- Free cash
- Stable dividends are anticipated, taking into account improvement in the financial position and the profit level.

*Excluding subsidy

✓ For the cash balance compared with the original plan, please see page 11.



- \checkmark Substantive recapitalization is implemented in FY2015 by conducting hybrid financing.
- ✓ The net debt-to-equity ratio is anticipated to improve steadily toward the final year of the medium-term plan.

Major financial indicators

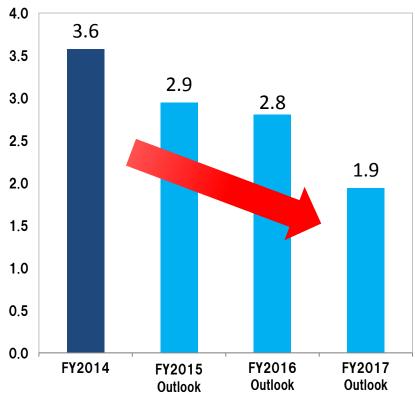
	FY2017 Revised	FY2017 Original	Changes
Net income (billion yen) *1	75.0	45.0	30.0
Net assets (billion yen)	359.1	415.5	-56.4
Net worth ratio (%)	18.8	21.5	-2.7
Net Debt Equity Ratio (times) (based on the credit rating) %2	1.9	1.6	0.3
ROE (%)	22.0	13.3	8.7

- *1 Net Income indicates "Net Income attributable to shareholder of parent company".
- *2 50% of original amount of Hybrid Load regarded as Equity is counted as Equity by the assessment of Japan Credit Agency, Ltd.

(50% of 60 billion yen Hybrid Loan started on 1st April 2015 is included into Equity)

Net Debt Equity Ratio (based on the credit rating)

(Unit: times)



^{*} Data as of the end of March of each fiscal year.

Supplementary Information

Assumptions:

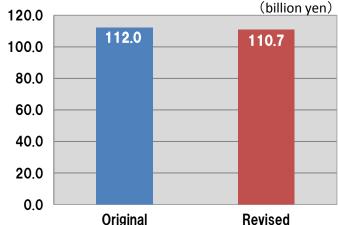
ltem	Year	Revised	Original
Dubai crude	FY2016	60\$/bbl	100\$/bbl
oil price	FY2017	70\$/bbl	1004/001
JPY–USD exchange rate	FY2016 ~ FY2017	120yen/\$	90yen/\$

Profit & Other Financial Goals:

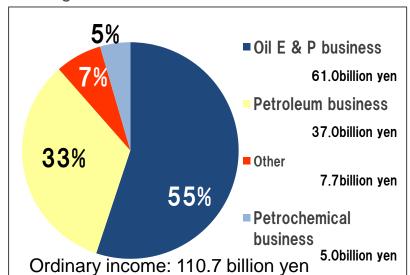
Item	FY2017 Original	FY2017 Revised	Changes
Ordinary Income excl. inventory valuation (billion yen)	112.0	110.7	-1.3
Net Income excl. inventory valuation (billion yen) *1	45.0	59.0	+14.0
Net assets (billion yen)	415.5	359.1	-56.4
Net worth ratio (%)	21.5	18.8	Down 2.7points
Net Debt Equity Ratio (times) _{%2}	1.6	1.9	Down 0.3 points
ROE(%)	13.3	22.0	Up 8.7points

^{%1}: Net Income indicates "Net Income attributable to shareholder of parent company".

Ordinary income (excluding impact of inventory valuation)

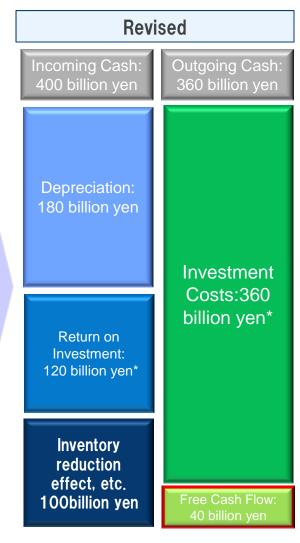


Business Structure of the Ordinary Income Target for FY2017:



 ^{**2: 50%} of original amount of Hybrid Load regarded as Equity is counted as
 Equity by the assessment of Japan Credit Agency, Ltd.
 (50% of 60 billion yen Hybrid Loan started on 1st April 2015 is included into Equity)





- Cash in
- Decline in cash in due to falling crude oil prices
- Cash out
- Increase in cash out due to a rise in the investment amount reflecting the effect of exchange rates, etc.
- Free cash
- Although free cash was lower than expected due to falling crude oil prices and an increase in the investment amount, a financial source for dividends was secured.

* Excluding subsidy

the Sakaide Refinery
50.0 billion yen:
850,000 KL of
inventory reduction



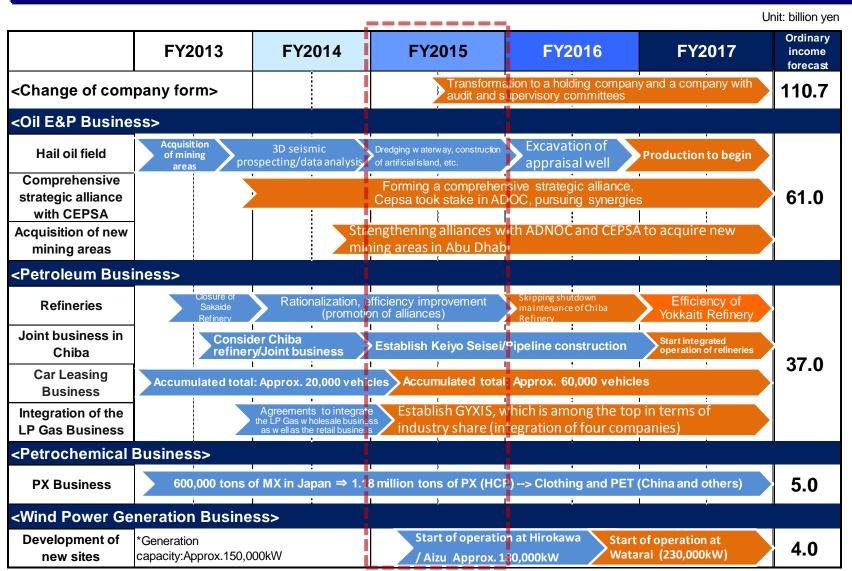
Original			
Oil Exploration and Production Business •New Hail oil field development, etc.		billion y	/en
Oil Refining and Marketing Business:	122	billion y	/en
 Refinery facility updating Chiba Refinery revival plan Marketing, administrative, and other departments. 	About 54 About 28 About 40	billion y	en
Renewable energy businesses: Overseas and other projects: Investments in new wind turbine		billion y	/en
FV2013-17 Total	280	hillion	ven

Revised
Oil Exploration and Production Business: •New Hail oilfield development, etc. 187 billion yen
Oil Refining and Marketing Business: 2 140 billion yen
 Refinery facility updating,etc. Chiba Refinery revival plan Marketing, administrative, and other departments. About 70 billion yen About 20 billion yen About 50 billion yen
Renewable energy businesses: Overseas and other projects: Investments in new wind turbine construction, etc.
FY2013-17 *1Total 360 billion yen

- **%1:**Excluding subsidy
- **%2:** Main additional actions.

- Construction of incremental pipelines at Chiba Refinery
- Construction for Building Refinery Resilience





Note) The ordinary income forecast for FY2017 includes consolidated accounting processing, other of 110.7 billion yen.



Business outline



- ✓ Realized low-risk, low-cost development based on a relationship of mutual trust with Middle Eastern oil-producing countries as an operator delivering long-term, stable production
- ✓ Obtained a 30-year extension in concession agreement for three oil fields with Abu Dhabi Oil Company in 2012 and secured the new Hail oil field, which is the same size as the three existing oil fields Steadily executing development plan toward start of production in FY2016

Location	Company Name	Investment Ratio	Establish- ment	Crude Production (BD)	Total Proved and Probable Reserves (mil BD)	Reserve Production Ratio (year)	Segment Ordinary Income (billion yen)
Cosm	o Energy E&P	100%	2014	38,031	167.6	approx. 26	47.5

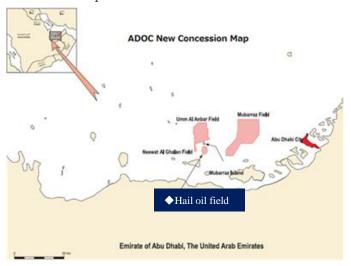
U.A.E	ADOC	51%	1968
	UPD	45%	1970
Qatar	QPD	75%	1997

(As of 31st, Dec 2014)

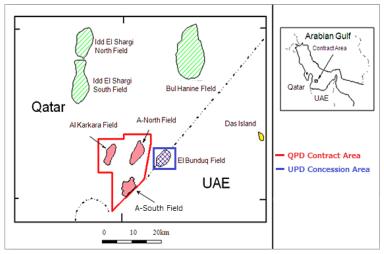
*Production of Crude Oil, Ordinary income: Result of FY2014

*Crude Reserves Estimate: Total of Proved Reserves and Probable Reserves

■ Location Map of ADOC Concession Area



■ Location Map of QPD Contract and UPD Concession Area





<Growth strategy>

- Aim at sustained expansion in production volume by exercising synergy with partner companies
- Concentrated investment on low-risk projects, centered on oil fields that have discovered already but yet to be developed

Synergy with IPIC, CEPSA

Production at Hail to begin toward expanded production volume + obtain new oil fields

Track record of over 40 years of stable production (as an operator)

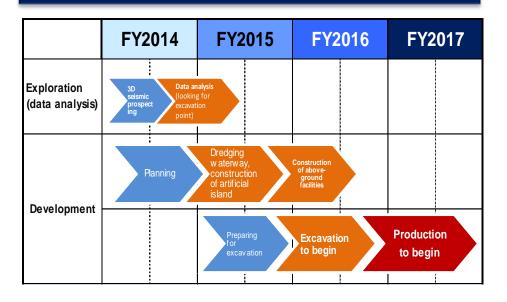
Solid trusting relationship with oil-producing countries

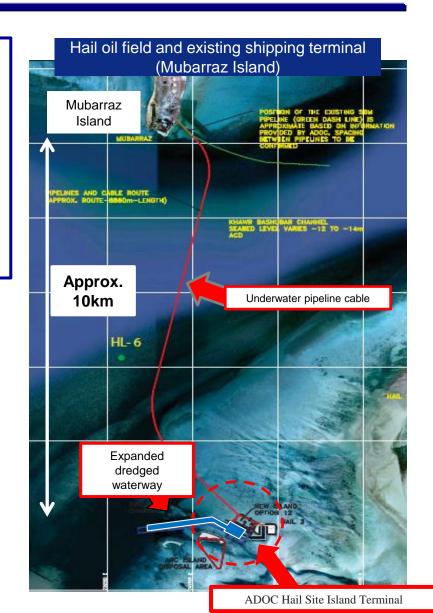
<Risk tolerance>

- Geopolitical risks
- ⇒ Operations in UAE, Qatar, where political conditions are relatively stable and where strong motivation to utilize foreign investments exists
- Development risks
- ⇒ Track record as an operator of stable operations of over 40 years and solid trusting relationship with oil-producing countries
- Financial risks
- ⇒ Diversifying business portfolio, joint businesses with partners
- Price fluctuation risks
- ⇒ Factors supporting crude oil prices exist

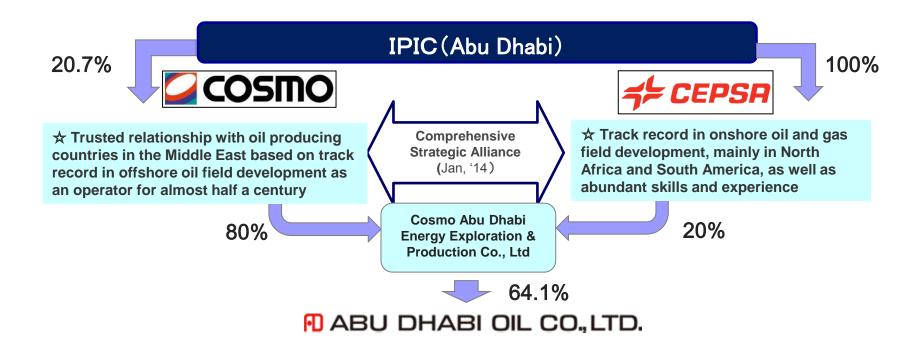
- ✓ The commencement of production is expected in FY2016
- ✓ The peak production volume is expected to be equivalent to that of the existing three oil fields of Abu Dhabi Oil Company.
- ✓ In FY2015, the minimum required above-ground facilities will be constructed after dredging a waterway and creating an artificial island.
- ✓ In the period between the end of FY2015 and early FY2016, the excavation of an appraisal well that will be converted into a production well will be started.

Development schedule toward start of production

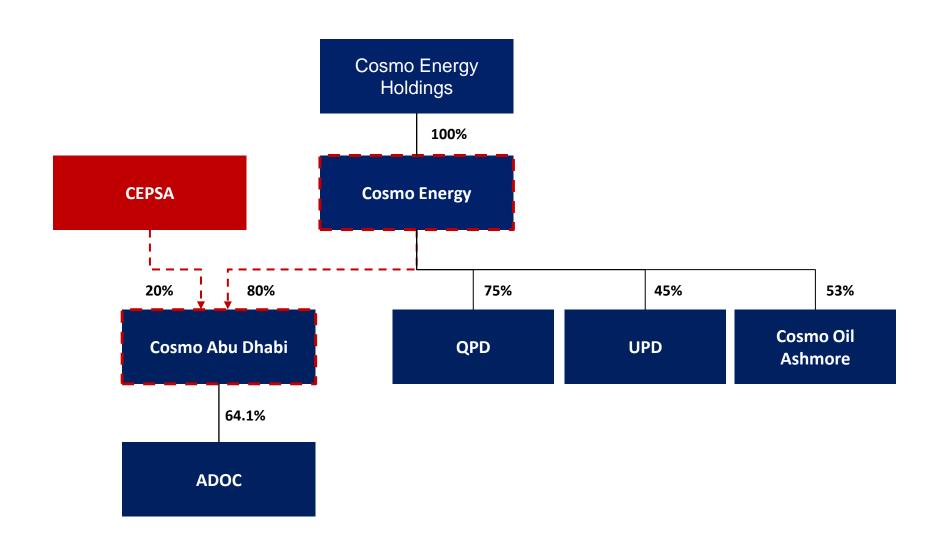




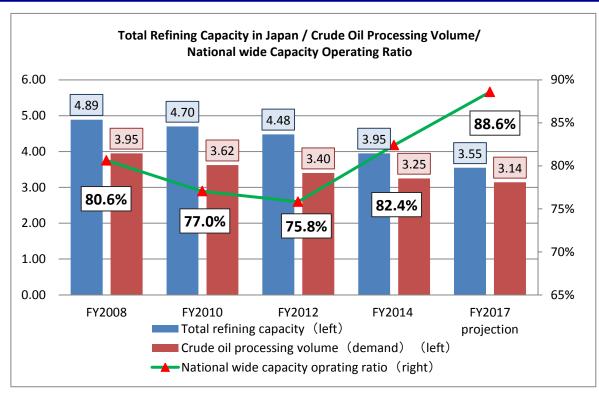
- ✓ Cosmo aims to reinforce and expand the strategic partnership with CEPSA by transferring part of shares of newly established upstream subsidiary "Cosmo Abu Dhabi Energy Exploration & Production" (20%, 24.6bn JPY*¹) to CEPSA, which is in line with the "Further strengthen alliances with IPIC" policy stipulated as part of the 5th Consolidated Medium-Term Management Plan
- ✓ Cosmo and CEPSA, with support of common shareholder IPIC, have launched an working group together with the Abu Dhabi National Oil Company to identify new E&P business opportunities



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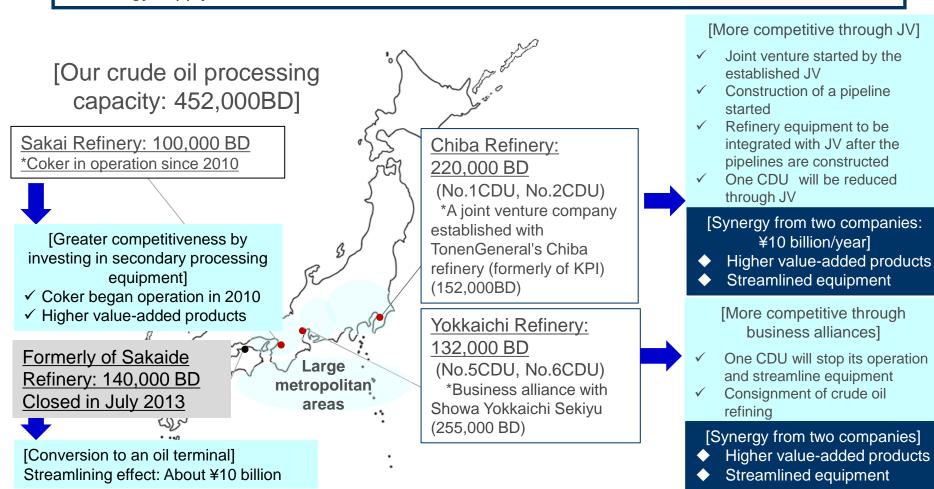
- Correspondence to the Act on Sophisticated Methods of Energy Supply Structures
- ✓ With the enforcement of the Act on Sophisticated Methods of Energy Supply Structures (deadline of March 2014), domestic refining capacity decreases and the supply and demand balance becomes reasonable.
- ✓ With the partial amendment to the Act above (deadline of March 2017), a reasonable supply and demand balance is expected to be maintained in the medium term.
- ✓ All the refineries across Japan will be operated at almost full capacity, by taking into consideration suspended operations for regular maintenance.



Source: "Natural Resources and Energy Statistics" of the Ministry of Economy, Trade and Industry, etc.

- * Actual results of total refining capacity and crude oil processing volume are the average from January to December.
- * Total refining capacity for 2017 is a forecast based on the assumption that all companies reduce CDU capacity according to the amended Act on Sophisticated Methods of Energy Supply Structures (deadline of March 2017).
- *Crude oil processing volume for FY2017 is our estimation based on the assumption by the Ministry of Economy, Trade and Industry announced on April 2015.

- ✓ Promoted rationalization and efficiency, including alliances in each region.
- ✓ Steadily strengthened the competitiveness of our refineries.
- ✓ Have already determined the policies for complying with the Act of sophisticated methods of energy supply structures.



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- Joint Project with TonenGeneral Sekiyu K. K. (Conclusion of Basic Contract)
- ✓ Put both companies' refineries under integrated management to streamline and increase efficiency of the Refinery Business.
- ✓ Establish a refinery with top-class competitiveness in Asia.
- ✓ Assume that synergies between both companies will be 10 billion yen (1 billion yen before the completion of pipelines).

Basic contract, decisions

Establishment of Keiyo Seisei JV G.K. (January 2015)

- Investment ratio: each company to take a 50% stake
- Business: development of a production plan for both refineries

Formal agreement on the construction of pipelines

- Construction work to started in June 2015
- Nine pipelines to be laid
- Each of the two companies to provide half of the construction costs (each assumed to pay ¥15 billion)
- The project has been chosen as a project to be subsidized by the Ministry of Economy, Trade and Industry.

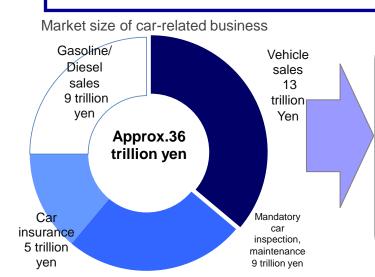
Integration of the two refineries

- Integration of refinery equipment after the pipelines are completed
- To produce synergy from the integration, considering optimization of equipment including atmospheric distillation equipment
 - * 1)RDS=Residue Hydro desulfurization unit
 - * 2)RFCC=Residue Fluid Catalytic Cracker
 - * 3)VDU= Vacuum Distillation Unit

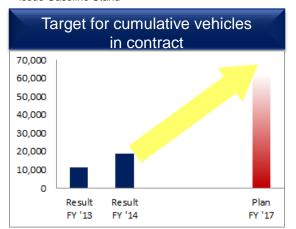
<An example of Synergy> Keiyo Seisei JV G.K. Optimizing of selecting crude oil Consideration [TonenGeneral Sekiyu] [COSMO OIL] of pipeline RFCC*2 Heavy distillates construction XLPG/Gasoline/ RDS *1 Diesel fuel **XLPG/Gasoline/ VDU** *3 Diesel fuel **X**Heavy distillates Optimizing the production plan & equipment

Producing synergy = Increasing competitiveness of refineries

- ✓ Utilize the infrastructure for retaining existing customers and gaining new customers as a platform.
- ✓ Aim at strengthening SS profitability by converting to "car life value proposition" by positioning the individual leasing business at the core.



Source: Created by the Company based on the September 2013 supplementary volume of the monthly issue Gasoline Stand



[Cosmo Oil's measures to strengthen its retail operations]

<Strategy>

Capitalize on the higher frequency at which SSs serve customers (500,000 vehicles a day*) over competitors engaged in car related business.

Place a focus on the car life market with a scale of 27 trillion yen in addition to gasoline and diesel oil sales

<Tactics>

Capturing and retaining customers in the individual vehicle leasing business Contract type: Centered on five-year contracts with monthly fixed-rate

payments

Contract coverage: Vehicle lease, vehicle inspection and maintenance,

insurance and tax

Privilege: A reduced price for fuel oil at Cosmo Oil SSs only

Business model patent acquired

Utilize infrastructure

* The number of vehicles visiting Cosmo Oil SSs estimated by the company

Retaining existing customers

- Cosmo the Card (credit card)
- Number of active card holders:
 4.35 million
 (as of the end of Sep. 2015)
- Vehicle Life (two-way communication)

Guiding customers from online to SSs

Gaining new customers

- Mutually introducing customers with large shopping malls (e.g. AEON) and other operators running different types of business
- Launching electronic money payment services at SSs
- Launching SSs at large shopping malls

Press release :as of August 5,2014

✓ Purpose of business integration

The LP gas import and wholesale operations (LP gas import/procurement, shipping terminal operation, logistics, and domestic wholesaling) and overseas trading operations of the four corporate groups(*) will be consolidated into an integrated structure to create one of Japan's top-class LP gas import and wholesale companies.

✓ Business integration method

The four corporate groups will carry out absorption-type spin-offs of their LP gas import and wholesale operations and integrate these operations, with Cosmo Petroleum Gas Co., Ltd. (a wholly-owned subsidiary of Cosmo) as the receiving company. Cosmo, Showa Shell, Sumitomo Corporation, and Tonen General will each acquire a 25% stake in the integrated import and wholesale company.

✓ Integration deadline

: April 1, 2015

*) Cosmo Oil Company, Limited/Showa Shell Sekiyu K.K. / Sumitomo Corporation, / Tonen General Sekiyu K.K.

	Profile of integrated import and wholesale company		
Description of business	Manufacture,storage,transport,sale and import/export of LP gas		
Capital	11.0 billion yen		
Settlement period	December		
Shareholders and ownership	Cosmo Oil Co., Ltd. (25%), Showa Shell Sekiyu K.K. (25%), Sumitomo Corporation (25%), TonenGeneral Sekiyu K.K. (25%)		
Sales revenue	Approx.450 billion yen		
Domestic sales volume	Approx.3.7 million tons (excluding LPG used as electric power and raw materials)		
Import volume	Approx.2.8 million tons		
Overseas trading volume	Approx.1.0 million tons		
	Seven LP gas import terminals		
Dringing offices	Kashima, Chiba, Kawasaki, Hekinan (in Aichi Prefecture), Yokkaichi, Sakai, Oita		
Principal offices	Four LP gas secondary terminals		
	Shimizu, Sakaide, Matsuyama, Hiroshima		
	Yokkaichi LPG Terminal Co., Ltd.		
Principal subsidiaries and	Kashima LPG Joint Stockpiling Co., Ltd.		
affiliates	Oita LPG Joint Stockpiling Co., Ltd.		
	Hiroshima LPG Terminal Co., Ltd.		

Break into the MX and PX businesses as measures in response to declining demand for gasoline in Japan, accelerating a shift toward the petrochemical business; a shift "from fuel to raw materials" will improve added values to increase earnings at the business.

Capacity

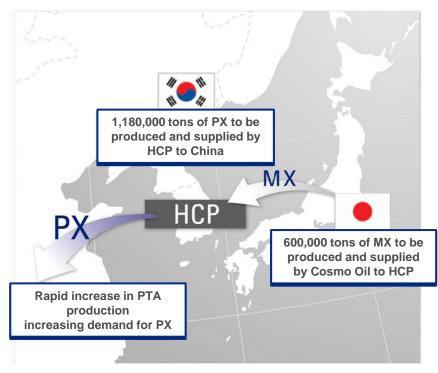
k ton/year

Company	Ethylene	PX	BZ	MX
НСР	-	1,180	250	-
Maruzen Petrochemical (*1,*2)	1,293	-	598	72
CM Aromatics (*3)	-	-	-	270
Cosmo Matsuyama	-	-	91	30
Yokkaichi Refinery (*4)	-	-	-	300

HCP : 50.0% (equity-method affiliate)
Maruzen Petrochemical : 43.9% (equity-method affiliate)
CM Aromatics : 65.0% (consolidated subsidiary)
Cosmo Matsuyama Oil : 100.0% (consolidated subsidiary)

- *1) The ethylene production capacity of the Maruzen Petrochemical Co., Ltd. Group includes the capacity of Keiyo Ethylene Co., Ltd. (768,000 tons/year) in Maruzen Petrochemical Co., Ltd. Has a 55% of equity interest.
- *2) The ethylene production capacity shown in the table is that of non-shut down maintenance year.
- *3) Earnings from the MX production unit at the Yokkaichi Refinery are included in the petroleum business segment..

HCP's East Asia Trans-Border Business Model







Current area of Focus

- ✓ Major improvement in the profitability of the wind power generation business as a result of the introduction of the Japan's feed-in tariff (FIT) scheme
- ✓ Profitability of the renewable energy business expands by pushing forward with development of new sites

Wind power generation business begins (2010)

Purchased a wind power business at residual value (1 yen) from Ebara Corporation in March 2010. Turned into a profitable business by strengthening maintenance of existing sites.



Introduction of the feed-in tariff (FIT) scheme

Business profitability improves with the implementation of an all-quantity buyback program program in July 2012. Profits stabilize as acquisition price for wind power generation at 22 yen/kwh (excluding taxes).

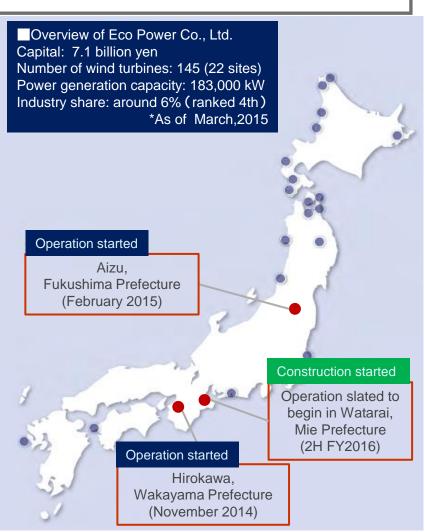


Medium-Term Management Plan (FY2013 - 2017)

In view of changes seen in the environment, aim to expand profitability of the wind power generation business and begin development of new sites.

Aim to expand business to a total of around 90,000(*) kw during the period covered by the Medium-Term Management Plan.

(*) About 40,000 kw out of 90,000 kw has been under operation in Hirokawa and Aizu.



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