

Please note that the following is an unofficial English translation of Japanese original text of the Notice of Convocation of the 1st Ordinary General Meeting of Shareholders of Cosmo Energy Holdings Co., Ltd. The Company provides this translation for reference and convenience purposes only and without any warranty as to its accuracy or otherwise. In the event of any discrepancy between this translation and the Japanese original, the latter shall prevail.

Securities Code: 5021

May 31, 2016

To Shareholders with Voting Rights

**Keizo Morikawa**  
**President**  
**Cosmo Energy Holdings Co., Ltd.**  
**1-1-1, Shibaura, Minato-ku, Tokyo**

### **NOTICE OF CONVOCATION OF THE 1st ORDINARY GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 1st Ordinary General Meeting of Shareholders of Cosmo Energy Holdings Co., Ltd. (the "Company"). The Meeting will be held as described below.

If you are unable to attend the Meeting, you can exercise your voting rights in writing (Voting Rights Exercise Form) or via the Internet, etc. Please review the "Reference Documents for the General Meeting of Shareholders" mentioned below, and exercise your voting rights by no later than 5:30 p.m., Monday, June 20, 2016.

- 1. Date and Time:** 10:00 a.m., Tuesday, June 21, 2016
- 2. Place:** "Willard" 5F, INTERCONTINENTAL TOKYO BAY,  
1-16-2, Kaigan, Minato-ku, Tokyo, Japan
- 3. Agenda of the Meeting:**
  - Matters to be Reported:** (1) The Business Report and the Consolidated Financial Statements, and Audit Reports of the Accounting Auditor and the Supervisory Committee for the Consolidated Financial Statements for the 1st Business Year (from October 1, 2015 to March 31, 2016)  
Note: The first business year of the Company is from October 1, 2015 to March 31, 2016.  
However, the fiscal year under review is from April 1, 2015 to March 31, 2016.  
(2) The Financial Statements for the 1st Business Year (from October 1, 2015 to March 31, 2016)
  - Proposals to be Resolved:**
    - Proposal No. 1: Appropriation of Surplus**
    - Proposal No. 2: Election of Seven (7) Directors (excluding those who are Members of the Supervisory Committee)**
    - Proposal No. 3: Election of One (1) Substitute Director who is a Member of the Supervisory Committee**
    - Proposal No. 4: Determination of Amounts of Remuneration, etc. for Directors (excluding those who are Members of the Supervisory Committee)**
    - Proposal No. 5: Determination of Amounts of Remuneration, etc. for Directors who are Members of the Supervisory Committee**

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- For those attending, please present the enclosed Voting Rights Exercise Form at the reception desk upon arrival at the Meeting.
  - Voting by proxy is possible only when delegated to a shareholder of the Company with voting rights. In such instance, the shareholder must submit a letter of proxy to the reception desk. The proxy must be a single shareholder.
  - Should any modification to the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Financial Statements occur, the matters after modification will be posted on the Internet website of the Company (<http://ceh.cosmo-oil.co.jp/>).