

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Company regards the distribution of profit to shareholders as the important issue. With this basic policy, the Company will carry out stable payment of dividends taking into consideration reinforcement of corporate structure, development of future business, the Company's performance, and capital balancing.

In consideration of the Company's performance in this fiscal year and future business environment, the Company would like to set the term-end as follows.

1. **Type of dividends**
Cash
2. **Matter related to distribution of property dividends and the total amount**
¥50 per share of common shares of the Company Total amount: ¥4,238,451,700
3. **Effective date of the appropriation of surplus**
June 23, 2017


Proposal No. 2: Election of Seven (7) Directors (excluding those who are Members of the Supervisory Committee)


The terms of office of all seven (7) Directors (excluding those who are Members of the Supervisory Committee; the same applies hereafter in this proposal) will expire at the close of this General Meeting of Shareholders. Therefore, it is proposed that seven (7) Directors be elected.


This proposal was passed through the deliberation process of the Nomination and Remuneration Advisory Committee, which includes two (2) Independent Outside Directors, and was decided on by the Board of Directors. The Company has received a report from the Supervisory Committee stating that the candidates and the procedure for the election were appropriate.


The candidates for Directors are as follows.


Candidate No.	Name	Current Status and Assignment at the Company	
1	Keizo Morikawa	President, Representative Director, Chief Executive Officer	Reappointment
2	Hiroshi Kiriya	Representative Director, Executive Vice President Responsible for Corporate Planning Dept., Business Portfolio Management Dept., Corporate Communication Dept., and Finance Dept.	Reappointment
3	Yasushi Ohe	Director, Senior Managing Executive Officer Responsible for CSR Management Dept., Legal Dept., and Human Resource & General Affairs Dept.	Reappointment
4	Kenichi Taki	Director, Senior Executive Officer Responsible for IT system Dept. and Accounting Dept.	Reappointment
5	Koji Moriyama	Senior Executive Officer Deputy Responsible for Corporate Planning Dept., Business Portfolio Management Dept., Corporate Communication Dept., and Finance Dept.	New appointment
6	Musabbeh Al Kaabi		New appointment Outside Director
7	Khalifa Al Suwaidi		New appointment Outside Director


1	Keizo Morikawa	Reappointment	January 29, 1948	
Career Summary and Status		Status of Significant Concurrent Position(s)		 <p>Number of Shares of the Company Held: 23,700 shares</p> <p>Record of attendance to Board of Directors Meetings: 8/8</p>
April 1971	Joined Daikyo Oil Co., Ltd.	Director, MARUZEN PETROCHEMICAL CO., LTD.		
June 2000	Director, COSMO OIL CO., LTD.			
June 2002	Managing Director			
June 2004	Senior Managing Director			
June 2006	Representative Senior Managing Director			
June 2008	Executive Vice President, Representative Director			
June 2010	Representative Director, Executive Vice President			
June 2012	President, Representative Director, Chief Executive Officer			
October 2015	President, Representative Director, Chief Executive Officer of the Company (current position)			
Reasons for choosing the person as candidate	Keizo Morikawa has promoted CSR management by leading management for five years as President, Representative Director. Also, he has realized structural reform for the growth of the Group and the enhancement of corporate governance structures. In light of these experience, the Company proposes Keizo Morikawa maintain his position as Director.			


2	Hiroshi Kiriya	Reappointment	June 20, 1955	
Career Summary and Status		Assignment at the Company		 <p>Number of Shares of the Company Held: 12,000 shares</p> <p>Record of attendance to Board of Directors Meetings: 8/8</p>
April 1979	Joined Daikyo Oil Co., Ltd.	Corporate Planning Dept.		
June 2011	Senior Executive Officer, General Manager, Corporate Planning Dept. and Change Promotion Dept., COSMO OIL CO., LTD.	Business Portfolio Management Dept.		
June 2012	Senior Executive Officer	Corporate Communication Dept.		
June 2013	Director, Senior Executive Officer	Finance Dept.		
October 2015	Director, Senior Managing Executive Officer of the Company	Status of Significant Concurrent Position(s)		
June 2016	Representative Director, Executive Vice President (current position)	Director, MARUZEN PETROCHEMICAL CO., LTD.		
Reasons for choosing the person as candidate	Hiroshi Kiriya appropriately carries out management execution toward completing the Group's Medium-Term Management Plan as Director responsible for the Corporate Planning Dept. Also, he possesses abundant expertise and experience regarding overall corporate management and has been improving the function of the Board of Directors by actively communicating at the Board of Directors Meetings. Taking the above into account, the Company believes he is the most suitable person to shoulder management of the Group, and proposes Hiroshi Kiriya maintain his position as Director.			

3	Yasushi Ohe	Reappointment	July 26, 1955	
Career Summary and Status		Assignment at the Company		
April 1979	Joined Daikyo Oil Co., Ltd.	CSR Management Dept.		Number of Shares of the Company Held: 9,500 shares
June 2009	Executive Officer, General Manager, Supply & Demand Coordination Dept., COSMO OIL CO., LTD.	Legal Dept. Human Resource & General Affairs Dept.		
June 2012	Senior Executive Officer, General Manager, Crude Oil & Tanker Dept.			Record of attendance to Board of Directors Meetings: 8/8
June 2013	Senior Executive Officer	Status of Significant Concurrent Position(s)		
June 2014	Director, Senior Executive Officer	None		
October 2015	Director, Senior Executive Officer of the Company			
June 2016	Director, Senior Managing Executive Officer (current position)			
Reasons for choosing the person as candidate	Yasushi Ohe appropriately executes the Company's CSR management, primarily as the Director responsible for the administrative functions. Also, based on his experience working in the Group's broad fields of operation, he contributes to the vitalization of the Board of Directors by actively communicating in various discussions during Board of Directors Meetings and adequately fulfills his responsibilities as Director. Based on this, the Company judges him appropriate for management of the Group, and proposes Yasushi Ohe maintain his position as Director.			

4	Kenichi Taki	Reappointment	February 26, 1957	
Career Summary and Status		Assignment at the Company		
April 1975	Joined Daikyo Oil Co., Ltd.	IT system Dept.		Number of Shares of the Company Held: 7,900 shares
June 2008	General Manager, Internal Auditing Office, COSMO OIL CO., LTD.	Accounting Dept.		
June 2012	Executive Officer, General Manager, Accounting Dept.	Status of Significant Concurrent Position(s)		Record of attendance to Board of Directors Meetings: 7/7
June 2014	Senior Executive Officer, General Manager, Accounting & Finance Dept.	Director (Audit and Supervisory Committee Member), KYOEI TANKER CO., LTD.		
June 2015	Senior Executive Officer, General Manager, Accounting Dept.			
October 2015	Senior Executive Officer, General Manager, Accounting Dept. of the Company			
April 2016	Senior Executive Officer			
June 2016	Director, Senior Executive Officer (current position)			
Reasons for choosing the person as candidate	Kenichi Taki is thoroughly familiar with the Company's accounting situation as his career has been almost entirely within the Accounting Dept. since joining Daikyo Oil Co., Ltd., and he possesses knowledge gained through his work regarding the wide range of operations within the Company. The Company believes he is the most suitable person to shoulder the Group's Accounting Dept. as a Director, and proposes Kenichi Taki maintain his position as Director.			

5	Koji Moriyama	New appointment	December 17, 1961	 <p>Number of Shares of the Company Held: 3,800 shares</p>
Career Summary and Status		Deputy Assignment at the Company		
April 1984	Joined Daikyo Oil Co., Ltd.	Corporate Planning Dept.		
June 2008	General Manager, Sales Support Dept., COSMO OIL CO., LTD.	Business Portfolio Management Dept.		
June 2014	Executive Officer, General Manager, Corporate Planning Dept.	Corporate Communication Dept. Finance Dept.		
October 2015	Executive Officer, General Manager, Corporate Planning Dept. of the Company	Status of Significant Concurrent Position(s)		
June 2016	Senior Executive Officer, General Corporate Planning Dept.	None		
April 2017	Senior Executive Officer (current position)			
Reasons for choosing the person as candidate	Koji Moriyama worked for many years in the Corporate Planning Dept. and possesses knowledge of a wide range of the Group's operations. Also, in recent years, based on this knowledge, he has been giving appropriate advice to the management from a managerial perspective as an Executive Officer. The Company judges that he is qualified to be the Director in charge of the Corporate Planning Dept. going forward, and proposes his election as Director.			

6	Musabbeh Al Kaabi	New appointment Outside Director	September 27, 1971	 <p>Number of Shares of the Company Held: 0 shares</p>
Career Summary and Status		Status of Significant Concurrent Position(s)		
October 1997	Joined Abu Dhabi National Oil Company	Chief Executive Officer, Petroleum and Petrochemicals, Mubadala Investment Company		
July 2007	Manager, Exploration Division			
October 2013	Chief Growth Officer, Mubadala Petroleum			
December 2014	Chief Executive Officer			
February 2017	Chief Executive Officer, Petroleum and Petrochemicals, Mubadala Investment Company (current position)			
Reasons for choosing the person as candidate	Musabbeh Al Kaabi is engaged in the Oil Exploration and Production Business at the Abu Dhabi National Oil Company, and has experience serving as an officer at many corporations in the energy industry outside of Japan. The Company judges him capable of properly executing the duties of an Outside Director with his international viewpoint regarding the petroleum industry, and proposes his election as Outside Director.			

7	Khalifa Al Suwaidi	New appointment Outside Director	January 16, 1977	 Number of Shares of the Company Held: 0 shares
Career Summary and Status		Status of Significant Concurrent Position(s)		
September 2000	Joined Abu Dhabi Polymers Company	Executive Director, Refining & Petrochemicals, Mubadala Investment Company		
October 2008	Senior Vice President, Corporate Planning & Support Unit, Abu Dhabi National Chemical Company			
October 2010	Deputy Chief Executive Officer			
February 2016	Acting Chief Executive Officer			
March 2017	Executive Director, Refining & Petrochemicals, Mubadala Investment Company (current position)			
Reasons for choosing the person as candidate	Khalifa Al Suwaidi has worked at Abu Dhabi National Chemical Company for many years and possesses abundant knowledge and management experience regarding petrochemicals. The Company judges that he will provide proper oversight of management as an Outside Director, and proposes his election as Outside Director.			

- (Notes) 1. No special interests exist between the Company and any of the other candidates.
2. For Kenichi Taki was newly elected as Director at the 1st Ordinary General Meeting of Shareholders held on June 21, 2016, the above number of holding of Board of Directors for him differs from the number for the other candidates for Directors.
 3. Musabbeh Al Kaabi and Khalifa Al Suwaidi are the candidates for Outside Directors.
 4. Musabbeh Al Kaabi served for Abu Dhabi National Oil Company (ADNOC) and ADNOC is the Company's specified related operator.
 5. If the appointment of Musabbeh Al Kaabi and Khalifa Al Suwaidi is approved, the Company plans to enter into agreements with them to limit the liability provided for in Article 423, Paragraph 1 of the Companies Act, pursuant to the provisions of Article 427, Paragraph 1 of the said act. The maximum amount of the liability for damages shall be the minimum liability amount as provided for in Article 425, Paragraph 1 of the said act.


Proposal No. 3:**Election of Three (3) Directors who are Members of the Supervisory Committee**


The terms of office of all three (3) Directors who are Members of the Supervisory Committee will expire at the close of this General Meeting of Shareholders. Therefore, it is proposed that three (3) Directors who are Members of the Supervisory Committee be elected.


The proposal at the Meeting had already been agreed upon by the Supervisory Committee.

The candidates for Directors who are Members of the Supervisory Committee are as follows.

Candidate No.	Name	Current Status and Assignment at the Company		
1	Sakae Kanno	Director (Member of the Supervisory Committee)	Reappointment	Outside Director
2	Teruo Miyamoto	Director (Member of the Supervisory Committee)	Reappointment	Outside Director
3	Katsuhisa Ohtaki	Director (Full-time Member of the Supervisory Committee)	Reappointment	

1	Sakae Kanno	Reappointment Outside Director	June 18, 1947	
Career Summary and Status		Status of Significant Concurrent Position(s)		 Number of Shares of the Company Held: 0 shares Record of attendance to Board of Directors Meetings: 8/8
April 1971 June 2003 June 2007 June 2011 June 2013 October 2015	Joined The Kansai Electric Power Co., Inc. Managing Director, The Kansai Electric Power Co., Inc. Executive Vice President and Director, The Kansai Electric Power Co., Inc. Audit & Supervisory Board Member, The Kansai Electric Power Co., Inc. (current position) Audit & Supervisory Board Member of COSMO OIL CO., LTD. Outside Director (Members of the Supervisory Committee) of the Company (current position)	Audit & Supervisory Board Member, The Kansai Electric Power Co., Inc.		
Reasons for choosing the person as candidate	Sakae Kanno has experience as a director and audit & supervisory board member at the Kansai Electric Power Co., Inc. He has served as an Audit & Supervisory Board Member of COSMO OIL CO., LTD. since 2013, and as an Outside Director who is a Member of the Supervisory Committee of the Company since 2015. The Company judges him capable of properly executing duties from his wide-ranging viewpoint, which extends beyond the industry to which the Company belongs, and proposes Sakae Kanno maintain his position as Outside Director who is a Member of the Supervisory Committee.			

2	Teruo Miyamoto	Reappointment Outside Director	March 12, 1947	
Career Summary and Status		Status of Significant Concurrent Position(s)		 <p data-bbox="1190 524 1410 618">Number of Shares of the Company Held: 0 shares</p> <p data-bbox="1190 654 1436 779">Record of attendance to Board of Directors Meetings: 8/8</p>
April 1969	Joined Tokyo Electric Co., Ltd. (Currently Toshiba Tec Corporation)	None		
February 1997	Acting General Manager on Corporate Planning of General Affairs Group and Acting General Manager on International Affairs of General Affairs Group, Toshiba Tec Corporation			
June 1999	Deputy General Manager of General Affairs Department and Acting General Manager on Legal Affairs of General Affairs Group, Toshiba Tec Corporation			
June 2002	Full-time Audit & Supervisory Board Member, Toshiba Tec Corporation			
October 2009	Managing Director & Assistant Secretary General, Japan Audit & Supervisory Board Members Association			
October 2010	Executive Managing Director & Secretary General, Japan Audit & Supervisory Board Members Association			
October 2011	Representative Executive Managing Director & Secretary General, Japan Audit & Supervisory Board Members Association			
November 2014	Advisor, Japan Audit & Supervisory Board Members Association			
October 2015	Outside Director (Members of the Supervisory Committee) of the Company (current position)			
Reasons for choosing the person as candidate	<p>Teruo Miyamoto, after serving as an Audit & Supervisory Board Member at Toshiba Tec Corporation and holding important positions at the Japan Audit & Supervisory Board Members Association, has served as an Outside Director who is a Member of the Supervisory Committee of the Company since 2015. The Company judges him capable of properly executing duties while making the most of his experience and knowledge as a corporate governance specialist, and proposes Teruo Miyamoto maintain his position as Outside Director who is a Member of the Supervisory Committee.</p>			

3	Katsuhisa Ohtaki	Reappointment	February 17, 1956	 Number of Shares of the Company Held: 11,500 shares Record of attendance to Board of Directors Meetings: 8/8
Career Summary and Status		Assignment at the Company		
April 1978	Joined Daikyo Oil Co., Ltd.	None		
June 2005	General Manager, Sendai Branch Office of COSMO OIL CO., LTD.			
June 2007	Executive Officer, General Manager, Industrial Fuel Marketing Dept.			
June 2009	Executive Officer, General Manager, Yokkaichi Refinery			
June 2011	Senior Executive Officer, General Manager, Yokkaichi Refinery			
March 2012	Senior Executive Officer, General Manager, Chiba Refinery			
June 2014	Director, Senior Executive Officer			
October 2015	Director (Full-Time Member of the Supervisory Committee) of the Company (current position)			
Reasons for choosing the person as candidate	Katsuhisa Ohtaki, after gaining experience in the Group's broad fields of operation, served as a Director who is a Full-time Member of the Supervisory Committee since 2015. He fulfilled the Company's appropriate and smooth transition to a company with a supervisory committee and afterward he has been properly executing duties. Accordingly, the Company proposes Katsuhisa Ohtaki maintain his position as Director who is a Member of the Supervisory Committee.			

- (Notes) 1. No special interests exist between the Company and any of the other candidates.
- Sakae Kanno and Teruo Miyamoto are candidates for Outside Directors.
 - The Kansai Electric Power Co., Inc., where Sakae Kanno serves as an audit & supervisory board member, is a major shareholder of the Company. Also, the Group and the Kansai Electric Power Co., Inc. have a business relationship that includes buying and selling transactions involving petroleum products. However, the percentage of the shares of the Company held by the Kansai Electric Power Co., Inc., is 2.19%, and the sales between said company and the Company were less than 0.2% of either company's consolidated net sales in the fiscal year under review. Therefore, the Company judges that Sakae Kanno maintains sufficient independence. Sakae Kanno will retire from the position of audit & supervisory board member of the Kansai Electric Power Co., Inc. at the ordinary general meeting of shareholders of the said company to be held on June 28, 2017.
 - Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Sakae Kanno and Teruo Miyamoto to limit the liability for damages under Article 423, Paragraph 1 of the said act. The maximum amount of the liability for damages shall be the minimum liability amount as provided for in Article 425, Paragraph 1 of the said act.
 - The Company has notified Sakae Kanno and Teruo Miyamoto as Independent Directors to the Tokyo Stock Exchange. If Sakae Kanno and Teruo Miyamoto are elected as Outside Directors who are Members of the Supervisory Committee, the Company will continue to notify the said Exchange of their election as Independent Directors.
 - Katsuhisa Ohtaki is a Full-time Member of the Supervisory Committee. The reason for electing a Full-time member of the Supervisory Committee, was so that a person thoroughly familiar with circumstances within the Company could increase the effectiveness of the Supervisory Committee by attending important meetings, gathering information daily, listening to periodic business reports from the Business Execution Department, and by sharing with all members of the Supervisory Committee the information gained through mutual and close coordination with the Internal Audit Department, etc.
 - Sakae Kanno and Teruo Miyamoto are currently the Outside Directors who are Members of the Supervisory Committee. The terms of office of them will reach about one (1) year and nine (9) months at close of this Meeting.

Proposal No. 4:**Election of Two (2) Substitute Directors who are Members of the Supervisory Committee**


In order to prepare for cases where there is a vacancy which results in a shortfall in the number of Directors who are Members of the Supervisory Committee provided in laws and regulations, the Company requests the election of two (2) Substitute Directors who are Members of the Supervisory Committee in advance.

The Company requests the election of Soichi Yukawa as a substitute for Outside Director who is a Member of the Supervisory Committee, and requests the election of Takehiko Kitawaki as a substitute for Director who is a Member of the Supervisory Committee (excluding Outside Director).

A resolution for the election of Substitute Directors who are Members of the Supervisory Committee shall cease to be effective by the resolution of the Board of Directors with the consent of the Supervisory Committee, only before the Substitute Directors who are Members of the Supervisory Committee assume office as Directors who are Members of the Supervisory Committee.

The proposal at the Meeting had already been agreed upon by the Supervisory Committee.

The candidates for Substitute Directors who are Members of the Supervisory Committee are as follows.

1	Soichi Yukawa	Outside Director	April 20, 1949	 Number of Shares of the Company Held: 100 shares
Career Summary and Status			Status of Significant Concurrent Position(s)	
April 1972	Joined Tateisi Electric Manufacturing Co. (Currently OMRON Corporation)	None		
June 1999	Managing Executive Officer, OMRON Corporation			
June 2001	Chairman, OMRON Management Center of Europe and Chairman, OMRON Management Center of America			
June 2003	Senior Managing Executive Officer, OMRON Corporation and President, Electronic Components Business Company			
June 2009	Full-time Audit & Supervisory Board Member, OMRON Corporation (until June 2013)			
Reasons for choosing the person as candidate	Soichi Yukawa makes use of his experience gained as an Executive Officer and an Audit & Supervisory Board Member at OMRON Corporation, and possesses broad knowledge that differs from what is common in the industries the Company operates in. Accordingly, the Company judges that it is appropriate to propose Soichi Yukawa maintain his position as Substitute Outside Director who is a Member of the Supervisory Committee.			

2		Takehiko Kitawaki	April 30, 1959
Career Summary and Status		Assignment at the Company	
July 1993	Joined COSMO OIL CO., LTD.	General Manager, Legal Dept.	
June 2010	General Manager, Affiliate Relations Dept.		
June 2011	General Manager, General Affairs Dept.	Status of Significant Concurrent Position(s)	
June 2015	Executive Officer, General Manager, Legal Dept.		
October 2015	Executive Officer, General Manager, Legal Dept. of the Company	None	
June 2016	Senior Executive Officer, General Manager, Legal Dept. of the Company (current position)		
Reasons for choosing the person as candidate	Takehiko Kitawaki has a broad understanding of the Company's overall operations and has been appropriately supporting management from a legal perspective as a Senior Executive Officer, General Manager of the Legal Dept. Based on this, the Company judges that it is appropriate to propose Takehiko Kitawaki maintain his position as Substitute Director who is a Member of the Supervisory Committee.		



Number of Shares of the Company Held: 2,700 shares

(Notes) 1. No special interests exist between the Company and any of the other candidates.

2. If the appointment of Soichi Yukawa is approved and he assumes the position of Outside Director who is a Member of the Supervisory Committee, the Company plans to enter into an agreement with him to limit the liability provided for in Article 423, Paragraph 1 of the Companies Act, pursuant to the provisions of Article 427, Paragraph 1 of the said act. The maximum amount of the liability for damages shall be the minimum liability amount as provided for in Article 425, Paragraph 1 of the said act.

(Reference) Independence Standards for Outside Directors

The Company considers an outside director of the Company as an independent outside director with adequate independence, if such director fulfills requirements for independence specified by the Companies Act and Tokyo Stock Exchange, and does not fall under any of the items of the following standards:

- (1) An executing person of the Group (Note 1)
- (2) A major shareholder of the Company (holding 10% or more voting rights directly or indirectly) or an executing person thereof (Note 2)
- (3) An executing person of companies which fall under any of the following:
 - A) A major business partner of the Group (Note 3)
 - B) A major lender to the Group (Note 4)
- (4) A certified public accountant who belongs to an audit company, which serves as an accounting auditor of the Group
- (5) A consultant, accountant, tax accountant, attorney-at-law, judicial scrivener or patent attorney who receives cash or other assets of more than ¥10 million annually from the Group
- (6) A person who accepts donation of more than ¥10 million annually from the Group
- (7) A person from a company with which the Company sends an outside director reciprocally
- (8) A person whose close relatives fall under any of the above items from (1) to (7) [limited only to important persons except (4) and (5)]
- (9) A person who fell under any of the above items from (2) to (8) for the past five years
- (10) Notwithstanding the provisions of each of the above items, a person who has special grounds which may cause a conflict of interest with the Company.

(Note 1) The Group is consisted of consolidated companies of the Company, while graduates mean a person who is or used to be an executive director, executive officer, employer or employee of such consolidated companies.

(Note 2) A major shareholder means a shareholder holding more than 10% of shares on a basis of voting rights under his/her/its own name or in somebody else's name as of the end of the fiscal year of the Company.

(Note 3) A major business partner means a purchaser or a supplier of the Group's products, the annual transaction volume with which exceeds 2% of consolidated net sales of the Company or the counterparty.

(Note 4) A major lender means a financial institution from which the Group borrows money, where the balance of borrowings as of the end of the fiscal year of the Company exceeds 2% of the consolidated total assets of the Company or the relevant financial institution.