

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Company regards the distribution of profit to shareholders as an important issue. Our basic policy on dividends is provided on the following page (Reference).

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

1. Type of dividends

Cash

2. Matter related to distribution of property dividends and the total amount

¥150 per share of common shares of the Company Total amount: ¥13,252,739,550

Because the Company paid an interim dividend of ¥150, an annual dividend for this fiscal year will be ¥300 per share.

3. Effective date of the appropriation of surplus

June 21, 2024

(Reference)

Basic policy on dividends

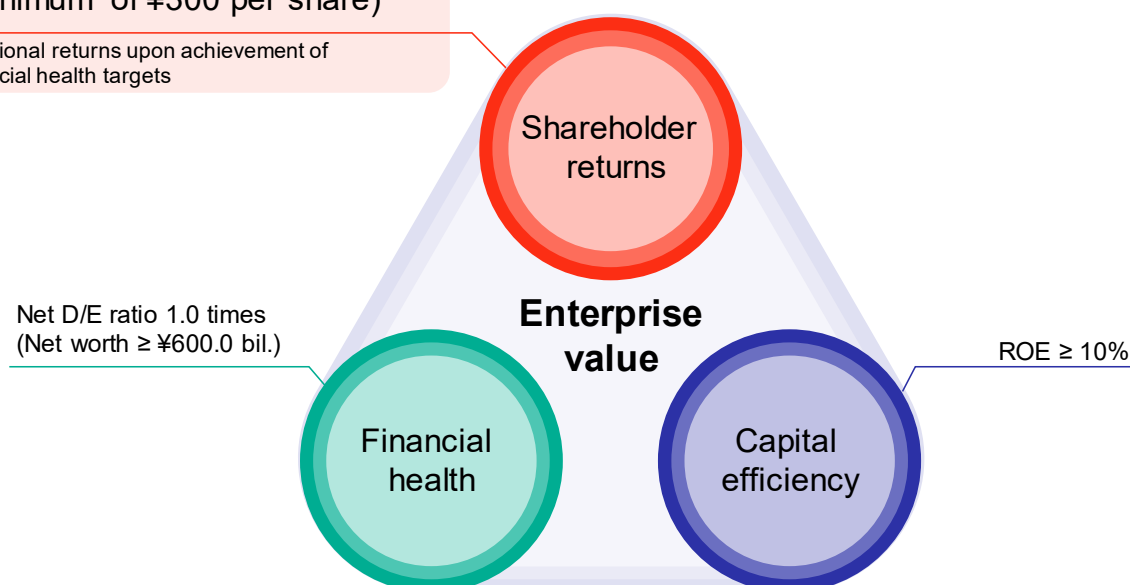
The Company regards the distribution of profits to shareholders as an important issue.

In the 7th Consolidated Medium-Term Management Plan, we will aim to maximize corporate value with a three-pronged approach that places equal emphasis on shareholder returns, financial health, and capital efficiency. In terms of our shareholder returns policy during the period of the 7th Consolidated Medium-Term Management Plan, we are committed to maximizing the expansion of shareholder returns as we realize our three-pronged capital policy. We have therefore set a total payout ratio of 60% or more of net profit (three-year cumulative; excluding the impact of inventory valuation) and will pay a stable dividend of at least ¥300 per share.

If we achieve our targets in terms of financial health, we will, in principle, provide additional returns. The timing of any additional returns will be decided during the three-year period of the plan.

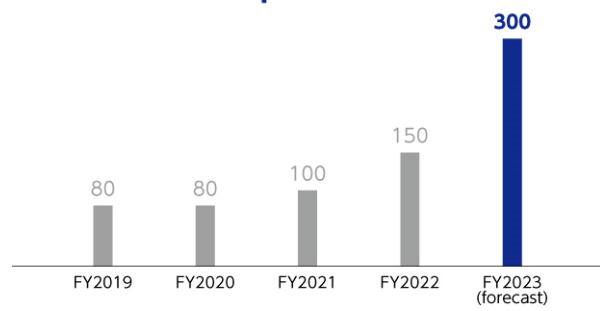
- Total payout ratio $\geq 60\%$ *
- Dividend **¥300** per share
(minimum of ¥300 per share)

* Additional returns upon achievement of financial health targets



Management goals	
Total payout ratio (excl. impact of inventory valuation)	$\geq 60\%$ (three-year cumulative)
Dividend	¥300 per share (minimum dividend of ¥300 per share)
Net D/E ratio	1.0 times (Net worth \geq ¥600.0 bil.)
ROE	$\geq 10\%$

Annual dividend per share (yen)



Proposal No. 2: Partial Amendments to the Articles of Incorporation

1. Reason for the proposal

- (1) In keeping with the current situation of our businesses and to clarify the nature of our business operations, as well as to respond to the diversification of our business lines, a new paragraph shall be added to Article 2 (Purpose) of the current Articles of Incorporation.
- (2) In order to improve the Group's management efficiency and accommodate new working styles, the decision was made to relocate the Company's head office. Accordingly, the location of the head office stipulated in Article 3 of the current Articles of Incorporation shall be changed to Chuo-ku, Tokyo, Japan (currently Minato-ku). The change in head office location stipulated in Article 3 of the current Articles of Incorporation shall take effect on a date decided at a meeting of the Board of Directors to be held before the 10th Ordinary General Meeting of Shareholders scheduled to be held in 2025 and a supplementary provision to that effect will be established and then removed after the effective date has passed.
- (3) In order to facilitate the flexible administration of the Board of Directors in line with the Company's management structure, some necessary changes shall be made to Article 23 (Board of Directors) of the current Articles of Incorporation.

2. Details of the proposed amendments

Details of the proposed amendments are as follows.

(Underlined parts are amended.)

Current Articles of Incorporation	Proposed Amendments
<p>Article 2. Purpose</p> <p>The Company's purpose shall be managing the businesses of companies whose purposes are to engage in the following business activities by owning shares or equity interests in such companies, as well as engaging in other associated activities:</p> <p>(1)–(2) (Omitted)</p> <p>(3) Development, mining, manufacture, processing, storage, purchase and sale, and export and import of coal, natural gas, and other alternative energy sources to petroleum;</p> <p>(4)–(15) (Omitted)</p> <p style="text-align: center;">(New)</p> <p>(16)–(24) (Omitted)</p> <p>Article 3. Head office Location</p> <p>The head office of the Company shall be located in <u>Minato-ku</u>, Tokyo, Japan.</p> <p>Article 23. Board of Directors</p> <ol style="list-style-type: none"> 1. The Board of Directors shall determine matters prescribed by law and regulations and Articles of Incorporation, as well as matters relating to the execution of important operations of the Company. 2. Unless otherwise stipulated by law and regulations, <u>the Chairperson of the Board of Directors</u> shall call the meetings of the Board of Directors and assume the role of chairperson in presiding over such meetings. 	<p>Article 2. Purpose</p> <p>The Company's purpose shall be managing the businesses of companies whose purposes are to engage in the following business activities by owning shares or equity interests in such companies, as well as engaging in other associated activities:</p> <p>(1)–(2) (Unchanged)</p> <p>(3) Development, mining, manufacture, processing, storage, purchase and sale, and export and import of coal, natural gas, and other alternative energy sources to petroleum, <u>including renewable energy, as well as mineral resources and their by-products;</u></p> <p>(4)–(15) (Unchanged)</p> <p><u>(16) Development, manufacture, and sale of power generation equipment, storage battery equipment, and other energy-related equipment</u></p> <p>(17)–(25) (Unchanged)</p> <p>Article 3. Head office Location</p> <p>The head office of the Company shall be located in <u>Chuo-ku</u>, Tokyo, Japan.</p> <p>Article 23. Board of Directors</p> <ol style="list-style-type: none"> 1. The Board of Directors shall determine matters prescribed by law and regulations and Articles of Incorporation, as well as matters relating to the execution of important operations of the Company. 2. Unless otherwise stipulated by law and regulations, <u>a Director previously determined at a meeting of the Board of Directors</u> shall call the meetings of the Board of Directors and assume the role of chairperson in presiding over such meetings.

Current Articles of Incorporation	Proposed Amendments
<p>3. <u>If there is currently no Chairperson of the Board of Directors or if circumstances prevent the Chairperson of the Board of Directors from chairing a meeting, the Director and President shall assume the role of chairperson. If there is currently no Director and President or if circumstances prevent the Director and President from chairing a meeting, another</u> Director shall stand in as chairperson according to the order of responsibility previously determined by the Board of Directors.</p> <p>(New)</p> <p>(New)</p>	<p>3. If circumstances prevent <u>the Director appointed in accordance with the previous paragraph</u> from chairing a meeting, another Director shall stand in as chairperson according to the order of responsibility previously determined by the Board of Directors.</p> <p><u>Supplementary Provisions</u></p> <p><u>Article 1. Effective Date</u></p> <p><u>The change in head office location stipulated in Article 3 shall take effect on a date decided at a meeting of the Board of Directors to be held before the 10th Ordinary General Meeting of Shareholders scheduled to be held in 2025. This supplementary provision shall be removed after the effective date of the head office location has passed.</u></p>


Proposal No. 3:**Election of Eight (8) Directors (excluding those who are Members of the Supervisory Committee)**


The terms of office of all six (6) 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 eight (8) Directors be elected, increasing the number of Directors by two (2) in order to enhance the management system.

This proposal was passed through the deliberation process of the Nomination and Remuneration Committee, which includes four (4) 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	Hiroshi Kiriya	Chairperson, Representative Director	Reelection		
2	Shigeru Yamada	President, Representative Director, Chief Executive Officer	Reelection		
3	Junko Takeda	Director, Senior Executive Officer Responsible for Human Resource Dept., Business Portfolio Management Dept., Sustainability Initiative Dept.	Reelection		
4	Taisuke Matsuoka	Senior Executive Officer Responsible for Corporate Planning Dept., Finance Dept., Power Business Management Dept., New Energy Business Management Dept.	New election		
5	Shigeki Iwane		New election	(Non-executive)	
6	Ryuko Inoue	Outside Director	Reelection	Outside	Independent
7	Takuya Kurita	Outside Director	Reelection	Outside	Independent
8	Takako Suzuki		New election	Outside	Independent


1	Hiroshi Kiriya	Reelection	June 20, 1955	 Number of Shares of the Company Held: 63,171 shares Record of attendance to Board of Directors Meetings: 14/14
Career Summary and Status			Status of Significant Concurrent Position(s)	
April 1979	Joined Daikyo Oil Co., Ltd.	None		
June 2013	Director, Senior Executive Officer, COSMO OIL COMPANY, LIMITED			
October 2015	Director, Senior Managing Executive Officer of the Company			
June 2016	Representative Director, Executive Vice President			
June 2017	President, Representative Director, Chief Executive Officer			
April 2023	Chairperson, Representative Director (current position)			
Reasons for choosing the person as candidate	Hiroshi Kiriya has been responsible for supply and demand, and corporate planning departments for a long time, and he has participated in the decision making of various alliances in Japan and overseas. Also, he possesses abundant knowledge and experience regarding overall corporate management. In addition, he managed the Group as Representative Director and CEO from June 2017 to March 2023 and was successful in addressing the future transition to environmentally friendly renewable energy whilst maintaining a stable supply of fossil fuels, among other accomplishments. Since April 2023 he has served as Representative Director and Chairperson of Directors. In light of these achievements and leadership, the Company proposes Hiroshi Kiriya maintain his position as Director.			


2	Shigeru Yamada	Reelection	November 7, 1965	 Number of Shares of the Company Held: 18,600 shares Record of attendance to Board of Directors Meetings: 14/14
Career Summary and Status			Status of Significant Concurrent Position(s)	
April 1988	Joined COSMO OIL COMPANY, LIMITED	None		
June 2015	General Manager, Supply Dept.			
April 2018	Executive Officer, General Manager, Corporate Planning Dept. of the Company			
April 2020	Senior Executive Officer			
June 2020	Director, Senior Executive Officer			
April 2023	President, Representative Director, Chief Executive Officer (current position)			
Reasons for choosing the person as candidate	Shigeru Yamada has mainly worked in the departments of sales, supply and demand, and planning, and has a wide range of knowledge across the Group's entire business domain. In 2018, he was appointed Executive Officer, General Manager of Corporate Planning Dept. and in 2020, he was appointed Director, Senior Executive Officer. He has achieved solid results such as formulation of the 7th Consolidated Medium-Term Management Plan, promotion of group management, capital and business alliance related supervision, and proposals for new business projects. Since April 2023 he has led the Group and delivered results as President, Representative Director, and CEO. In light of these achievements, the Company proposes Shigeru Yamada maintain his position as Director.			


3	Junko Takeda	Reelection	May 1, 1967	
Career Summary and Status			Assignment at the Company	
April 1990	Joined COSMO OIL COMPANY, LIMITED	Human Resource Dept.	Business Portfolio Management Dept.	
October 2015	General Manager, Human Resource and General Affairs Dept.	Sustainability Initiative Dept.		
April 2017	General Manager, Planning & Management Dept.	Status of Significant Concurrent Position(s)		
April 2019	Director, Executive Officer	None		
April 2020	Executive Officer, General Manager, Human Resource Dept. of the Company			
April 2022	Senior Executive Officer			Number of Shares of the Company Held: 14,100 shares
June 2022	Director, Senior Executive Officer (current position)			Record of attendance to Board of Directors Meetings: 14/14
Reasons for choosing the person as candidate	<p>Junko Takeda has worked in the departments of sales, planning, and human resources, and since 2019 supervised the refining business as Director, Executive Officer in charge of planning and human resources of COSMO OIL COMPANY, LIMITED, contributing to promotion in operation efficiency of the refining business and improvement in productivity. Since 2020, as Executive Officer and General Manager of Human Resource Dept. of the Company, she has shown steady achievements by promoting workstyle reform, diversity, and the Group's human resource policy. Since 2022, as Director and Senior Executive Officer, she has supervised the Human Resource Dept., Legal and General Affairs Dept., and Business Portfolio Management Dept., and achieved solid results such as formulation of the 7th Consolidated Medium-Term Management Plan, Human Rights Policy, and Human Resources Policy. Currently, she is steadily implementing the medium-term management plan across multiple departments. In light of these achievements, the Company proposes Junko Takeda maintain her position as Director.</p>			

4	Taisuke Matsuoka	New election	October 8, 1969	
Career Summary and Status			Assignment at the Company	
April 1993	Joined COSMO OIL COMPANY, LIMITED	Corporate Planning Dept.	Finance Dept.	
April 2018	General Manager, Supply Dept.	Power Business Management Dept.		
April 2021	Director, Executive Officer	New Energy Business Management Dept.		
April 2023	Senior Executive Officer of the Company (current position)	Status of Significant Concurrent Position(s)		
		None		
				Number of Shares of the Company Held: 720 shares
Reasons for choosing the person as candidate	<p>Taisuke Matsuoka has long worked in the sales, supply and demand, and planning departments, and has a wide range of knowledge of the Cosmo Group's entire business domain. Since 2018 he has contributed to the formulation of the Group's supply and demand policy and the optimal supply-demand balance as the General Manager of the Supply Dept. at COSMO OIL COMPANY, LIMITED. Since 2021 he has overseen the operations of this Group company and achieved results as Director and Executive Officer. Since 2023, as Senior Executive Officer of the Company, he has taken charge of the Corporate Planning Dept., the Power Business Management Dept., and the New Energy Business Management Dept., and in addition to carrying out the medium-term management plan, he has successfully reviewed further initiatives for decarbonization. In light of these achievements, the Company proposes his election as Director.</p>			

5	Shigeki Iwane	New election (Non-executive)	May 27, 1953	 Number of Shares of the Company Held: 0 shares
Career Summary and Status			Status of Significant Concurrent Position(s)	
April 1976	Joined The Kansai Electric Power Company, Incorporated	Senior Advisor, YUASA M&B, Co., Ltd.		
June 2007	Executive Officer, General Manager, Planning Office	Advisor, Iwatani Corporation		
June 2010	Managing Director			
April 2012	Representative Director, Vice President			
June 2013	Representative Director, Executive Vice President			
June 2016	Representative Director, President Outside Director, Mitsubishi Tanabe Pharma Corporation			
May 2019	Chairman, the Federation of Electric Power Companies of Japan			
June 2019	Outside Director, Television Osaka, Inc.			
June 2021	Senior Advisor, YUASA M&B, Co., Ltd. (current position)			
December 2023	Advisor, Iwatani Corporation (current position)			
Reasons for choosing the person as candidate	After joining The Kansai Electric Power Company, Incorporated in 1976, Shigeki Iwane was appointed Director and President of the aforementioned company in 2016. He has profound knowledge regarding the electric power market and system that he gained while serving as President at the aforementioned company, including responses to deregulation of the electric power retail market, and promotion of operational efficiency improvement, and it is believed that he can contribute to bolstering the green electric supply chain, which the Company aims for as part of its Medium-Term Management Plan. Outside the field of electric power as well, he has broad knowledge that is not confined to the industry to which the Company belongs based on his successful experience with diversified management, including the information and communications business, real estate business and gas business. The Company deems that he can use such knowledge to provide appropriate opinions on the Company’s group management. Shigeki Iwane was recommended to the Company by Iwatani Corporation, and after deliberation at the Company’s Board of Directors, the Company proposes his election as Director who does not execute business of the Company.			

6	Ryuko Inoue	Reelection Outside Independent	January 8, 1957	 Number of Shares of the Company Held: 200 shares Record of attendance to Board of Directors Meetings: 14/14
Career Summary and Status			Status of Significant Concurrent Position(s)	
April 1981	Joined Ministry of Agriculture, Forestry and Fisheries	Of Counsel, Atsumi & Sakai Outside Director, NS United Kaiun Kaisha, Ltd.		
January 2003	Minister, Embassy of Japan in Italy (Permanent Representative of Japan to Food and Agriculture Organization of the United Nations • United Nations World Food Programme)			
April 2016	Deputy Director-General, Agriculture, Forestry and Fisheries Research Council, Ministry of Agriculture, Forestry and Fisheries			
July 2017	Resigned from Ministry of Agriculture, Forestry and Fisheries			
November 2017	Registered as an attorney at law Of Counsel, Atsumi & Sakai (current position)			
June 2019	Outside Director, NIPPON STEEL TRADING CORPORATION			
June 2021	Outside Director of the Company (current position)			
June 2023	Outside Director of NS United Kaiun Kaisha, Ltd. (current position)			
Reasons for choosing the person as candidate and the roles expected of her	After joining the Ministry of Agriculture, Forestry and Fisheries in 1981, Ryuko Inoue took the office of Permanent Representative of Japan to Food and Agriculture Organization of the United Nations • United Nations World Food Programme in 2003, contributing to the growth of the global economy. She is currently an attorney at law at Atsumi & Sakai, Outside Director at NS United Kaiun Kaisha, Ltd., and a member of the Central Labour Relations Commission. In addition to her experience at the Ministry of Agriculture, Forestry and Fisheries, as well as her extensive knowledge in her current roles as an attorney at law and as an outside director at other companies, she has endeavored to further improve the Company’s succession planning and performance-linked executive remuneration as a member of the Nomination and Remuneration Committee. She was also active as a member of the Independent Committee in 2023. In light of these achievements, the Company proposes Ryuko Inoue maintain her position as Independent Outside Director.			

7	Takuya Kurita	Reelection Outside Independent	August 31, 1961	 Number of Shares of the Company Held: 200 shares Record of attendance to Board of Directors Meetings: 14/14
Career Summary and Status			Status of Significant Concurrent Position(s)	
April 1984	Joined Ministry of Construction (now Ministry of Land, Infrastructure, Transport and Tourism)	Corporate Advisor, Sumitomo Mitsui Trust Bank, Limited		
September 2007	Counsellor, Cabinet Secretariat			
July 2009	Director, Urban Renewal Promotion Division, Ministry of Land, Infrastructure, Transport and Tourism (MLIT)			
July 2011	Counselor, the Headquarters for the Reconstruction from the Great East Japan Earthquake			
February 2012	Counselor, Reconstruction Agency			
August 2013	Director, Personnel Division, MLIT			
July 2015	Director-General, City Bureau			
July 2018	Director-General, Policy Bureau			
July 2020	Vice-Minister, Land, Infrastructure, Transport and Tourism			
July 2021	Resigned from Vice-Minister, Land, Infrastructure, Transport and Tourism			
October 2021	Corporate Advisor, Sumitomo Mitsui Trust Bank, Limited (current position)			
June 2022	Outside Director of the Company (current position)			
Reasons for choosing the person as candidate and the roles expected of him	Takuya Kurita joined the Ministry of Construction (now the Ministry of Land, Infrastructure, Transport and Tourism) in 1984, and was appointed Director of the Urban Renewal Promotion Division, City and Regional Development Bureau of the Ministry in 2009, where he contributed to the development of the Japanese economy through urban development. He was appointed as Counselor of the Headquarters for the Reconstruction from the Great East Japan Earthquake in 2011, where he directed reconstruction policies, and was appointed as Vice-Minister of the Ministry of Land, Infrastructure, Transport and Tourism in 2020. Since resigning from the post in MLIT in 2021, he has served as Corporate Advisor of Sumitomo Mitsui Trust Bank, Limited and also serves as Project Professor of The University of Tokyo. In addition to his experience working in that government ministry, as well as his wide-ranging knowledge as an advisor that extends beyond the industry to which the Company belongs, he has endeavored to further improve the Company’s succession planning and performance-linked executive remuneration as a member of the Nomination and Remuneration Committee. He was also active as a member of the Independent Committee in 2023. In light of these achievements, the Company proposes Takuya Kurita maintain his position as Independent Outside Director.			

8	Takako Suzuki	New election Outside Independent	March 5, 1962	 Number of Shares of the Company Held: 0 shares
Career Summary and Status			Status of Significant Concurrent Position(s)	
April 1984	Joined Nissan Motor Co., Ltd.	Chairman, S.T. CORPORATION		
August 2001	Joined LVJ Group Co., Ltd. (now Louis Vuitton Japan Co., Ltd.)	Director, Shaldan Co., Ltd. Outside Director, TRUSCO Nakayama Corporation		
April 2009	Representative Director, Shaldan Co., Ltd.	External Director, KING JIM CO., LTD.		
January 2010	Joined S.T. CORPORATION			
April 2013	Director, President & CEO			
May 2013	Director, Shaldan Co., Ltd. (current position)			
March 2020	Outside Director, TRUSCO Nakayama Corporation (current position)			
June 2021	Chairman of the Board, President & CEO, S.T. CORPORATION			
September 2022	External Director, KING JIM CO., LTD. (current position)			
June 2023	Chairman, S.T. CORPORATION (current position)			
Reasons for choosing the person as candidate and the roles expected of her	Takako Suzuki joined Nissan Motor Co., Ltd. in 1984. In 2001, she engaged in public relations and marketing for products targeting women at multiple companies, including the Louis Vuitton Group, and then leveraged her insights in this field to establish a consulting firm specializing in design. In 2010, she joined S.T. CORPORATION where she produced many hit products as part of a design revolution and in 2013 was appointed President and CEO. In 2023, she assumed the position of Chairperson at S.T. CORPORATION, and along with her experience as Outside Director at TRUSCO Nakayama Corporation and External Director at KING JIM CO., LTD., the Company believes she can properly execute her duties by leveraging her wide-ranging knowledge that extends beyond the industry to which the Company belongs, and therefore proposes the election of Takako Suzuki as Independent Outside Director.			

- (Notes) 1. No special interests exist between the Company and any of the candidates.
2. Ryuko Inoue, Takuya Kurita and Takako Suzuki are the candidates for Outside Directors.
3. Ryuko Inoue is currently the Outside Director and the term of office of her will be three (3) years at conclusion of this Meeting.
4. Takuya Kurita is currently the Outside Director and the term of office of him will be two (2) years at conclusion of this Meeting.
5. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into agreements with Ryuko Inoue and Takuya Kurita to limit the liability for damages under Article 423, paragraph 1 of the said act. The limitation of the liability for damages under the relevant agreements are the minimum liability amount set forth in Article 425, paragraph 1 of the Companies Act. In the event that the elections of Ryuko Inoue and Takuya Kurita are approved, the Company plans to renew these agreements with them. Also, in the event that the election of Shigeki Iwane and Takako Suzuki is approved, the Company plans to enter into the agreements for limitation of liability having the same details.
6. The Company has entered into indemnity agreements with all Directors that enable the Company to compensate Directors for expenses stipulated in item 1 and losses stipulated in item 2 of paragraph 1, Article 430-2 of the Companies Act, within the scope prescribed in laws and regulations. If this proposal is approved and adopted, the Company plans to renew the indemnity agreements with each reelected candidate above and also enter into new agreements having the same details with Shigeki Iwane and Takako Suzuki.
7. The Company has concluded a directors and officers liability insurance contract with an insurance company in accordance with Article 430-3, paragraph 1 of the Companies Act, and the details of such insurance contract are as

described on page 52. In the event that the elections of candidates for Directors (excluding those who are Members of the Supervisory Committee) are approved, they will be included as insured persons in the insurance contract. In addition, when such insurance contract is next reviewed, the Company plans to renew with the same details.


8. The Company has notified Ryuko Inoue and Takuya Kurita as Independent Directors to the Tokyo Stock Exchange. In the event that the elections of Ryuko Inoue and Takuya Kurita are approved, the Company plans to continue to notify them as Independent Directors. In addition, Takako Suzuki meets the Independent Director criteria established by the Tokyo Stock Exchange, and if her election is approved, the Company plans to provide notification thereof.


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

The term of office of Toshiyuki Mizui, Director who is a Member of the Supervisory Committee, will expire at the close of this General Meeting of Shareholders. Accordingly, the Company would like to add another member to the Supervisory Committee in order to enhance the audit structure and elect two 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 Directors who are Members of the Supervisory Committee are as follows.

1 Takayuki Uematsu		New election	December 13, 1962	 Number of Shares of the Company Held: 29,400 shares Record of attendance to Board of Directors Meetings: 14/14
Career Summary and Status		Status of Significant Concurrent Position(s)		
November 1992	Joined COSMO OIL COMPANY, LIMITED	None		
June 2015	General Manager, Finance Dept.			
October 2015	General Manager, Finance Dept. of the Company			
June 2016	Executive Officer, General Manager, Finance Dept.			
April 2018	Senior Executive Officer			
June 2018	Director, Senior Executive Officer			
June 2020	Representative Director, Senior Executive Officer			
April 2021	Representative Director, Senior Managing Executive Officer			
April 2024	Director (current position)			
Reasons for choosing the person as candidate	Takayuki Uematsu joined the Company after working at a foreign financial institution and since then has demonstrated his expertise by working almost exclusively in the finance division. He was appointed Director and Senior Executive Officer in 2018 and Representative Director and Senior Managing Executive Officer in 2021. Since 2022, he has supervised the Sustainability Initiative Dept., the Finance Dept., and the Accounting Dept., steadily implementing sustainable management and demonstrating leadership toward the achievement of net zero carbon emissions. In light of his wide-ranging knowledge of the Cosmo Group, the Company believes he will be able to supervise the Company’s management appropriately as Director, Full-time Member of the Supervisory Committee. Accordingly, the Company proposes his election as Director who is a Member of the Supervisory Committee.			

2	Toshihiro Kuriyama	New election Outside Independent	April 25, 1957	 Number of Shares of the Company Held: 0 shares
Career Summary and Status			Status of Significant Concurrent Position(s)	
April 1980	Joined ALPS ELECTRIC CO., LTD. (now ALPS ALPINE CO., LTD.)	Representative Director, Chairman, ALPS ALPINE CO., LTD.		
June 2004	Director, General Manager, Magnetic Devices Division			
April 2007	Director, General Manager, Business Development Headquarters			
April 2009	Director, General Manager, Engineering Headquarters and Quality Management Executive			
June 2011	Managing Director			
June 2012	Representative Director, President			
January 2019	Representative Director, President			
June 2023	Representative Director, Chairman (current position)			
Reasons for choosing the person as candidate and the roles expected of him	Toshihiro Kuriyama joined ALPS ELECTRIC CO., LTD. (now ALPS ALPINE CO., LTD.) in 1980. After working as the General Manager of the Business Development Headquarters and the General Manager of the Engineering Headquarters, he was appointed President and Chairman of the Board of Directors in 2012. Alps Electric operates businesses extensively in Japan and overseas that are indispensable to the mobility industry, including the development and sale of automotive in-vehicle information equipment. As President, Toshihiro Kuriyama has led the company for the last 11 years. Not only has he expanded its business operations, but he established various systems required by the company, including a suitable governance framework and initiatives geared towards decarbonization. In 2023, he was appointed Representative Director and Chairman, and given all of his knowledge, the Company believes he will be able to supervise the Company’s management. Accordingly, the Company proposes his election as Independent Director who is a Member of the Supervisory Committee.			

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

2. Toshihiro Kuriyama is the candidate for Outside Director.
3. If Toshihiro Kuriyama is elected, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company will enter into an agreement with him to limit the liability for damages under Article 423, paragraph 1 of the said act. The limitation of the liability for damages under the relevant agreement is the minimum liability amount set forth in Article 425, paragraph 1 of the Companies Act.
4. The Company has entered into indemnity agreements with all Directors that enable the Company to compensate Directors for expenses stipulated in item 1 and losses stipulated in item 2 of paragraph 1, Article 430-2 of the Companies Act, within the scope prescribed in laws and regulations. If this proposal is approved and adopted, the Company plans to renew the indemnity agreement with Takayuki Uematsu and also enter into a new agreement having the same details with Toshihiro Kuriyama.
5. The Company has concluded a directors and officers liability insurance contract with an insurance company in accordance with Article 430-3, paragraph 1 of the Companies Act, and the details of such insurance contract are as described on page 52. In the event that the elections of candidates for Director who are Members of the Supervisory Committee are approved, they will be included as insured persons in the insurance contract. In addition, when such insurance contract is next reviewed, the Company plans to renew with the same details.
6. In the event that the election of Toshihiro Kuriyama as Outside Director who is a Member of the Supervisory Committee of the Company is approved, the Company plans to notify him as Independent Director.


Proposal No. 5:**Election of One (1) Substitute Director who is a Member of the Supervisory Committee**

The effective term of Hideyuki Wakao's appointment as Substitute Director who is a Member of the Supervisory Committee expires at the opening of this General Meeting of Shareholders. Therefore, 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 one (1) Substitute Director who is a Member of the Supervisory Committee in advance.

The Company requests the election of Hideyuki Wakao as a substitute for internal Director who is a Member of the Supervisory Committee.

A resolution for the election of Substitute Director who is a Member 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 Director who is a Member of the Supervisory Committee assumes office as Director who is a Member of the Supervisory Committee. The proposal at the Meeting had already been agreed upon by the Supervisory Committee.

The candidate for Substitute Director who is a Member of the Supervisory Committee is as follows.

Hideyuki Wakao		May 8, 1970	
Career Summary and Status		Status of Significant Concurrent Position(s)	
April 1993	Joined COSMO OIL COMPANY, LIMITED	None	
April 2018	General Manager, Accounting Dept. of the Company		
April 2021	General Manager, Internal Auditing Office		
April 2023	Executive Officer, General Manager, Internal Auditing Office (current position)		
Reasons for choosing the person as candidate	Since joining COSMO OIL COMPANY, LIMITED, Hideyuki Wakao has mostly worked in the Accounting Dept. As General Manager of Accounting Dept. from 2018, he has contributed to Group management by maintaining an appropriate and healthy relationship with the accounting auditor by harnessing his extensive knowledge and wealth of experience of accounting and finance. Since 2021, as General Manager of Internal Auditing Office, he has appropriately conducted examinations of financial and business conditions and contributed to the management of the company by improving the efficiency of operations and preventing malpractice. In light of these achievements, the Company proposes Hideyuki Wakao maintain his position as Substitute Director who is a Member of the Supervisory Committee.		Number of Shares of the Company Held: 524 shares

(Notes) 1. No special interests exist between the Company and Hideyuki Wakao.

2. The Company has entered into indemnity agreements with all Directors that enable the Company to compensate Directors for expenses stipulated in item 1 and losses stipulated in item 2 of paragraph 1, Article 430-2 of the Companies Act, within the scope prescribed in laws and regulations. In the event that the election of Hideyuki Wakao is approved and he assumes the office of Director who is a Member of the Supervisory Committee, a new indemnity agreement will be concluded with him.
3. The Company has concluded a directors and officers liability insurance contract with an insurance company in accordance with Article 430-3, paragraph 1 of the Companies Act, and the details of such insurance contract are as described on page 52. In the event that the election of Hideyuki Wakao is approved and he assumes the office of Director who is a Member of the Supervisory Committee, he will be included as an insured person in the insurance contract. In addition, when such insurance contract is next reviewed, the Company plans to renew with the same details.

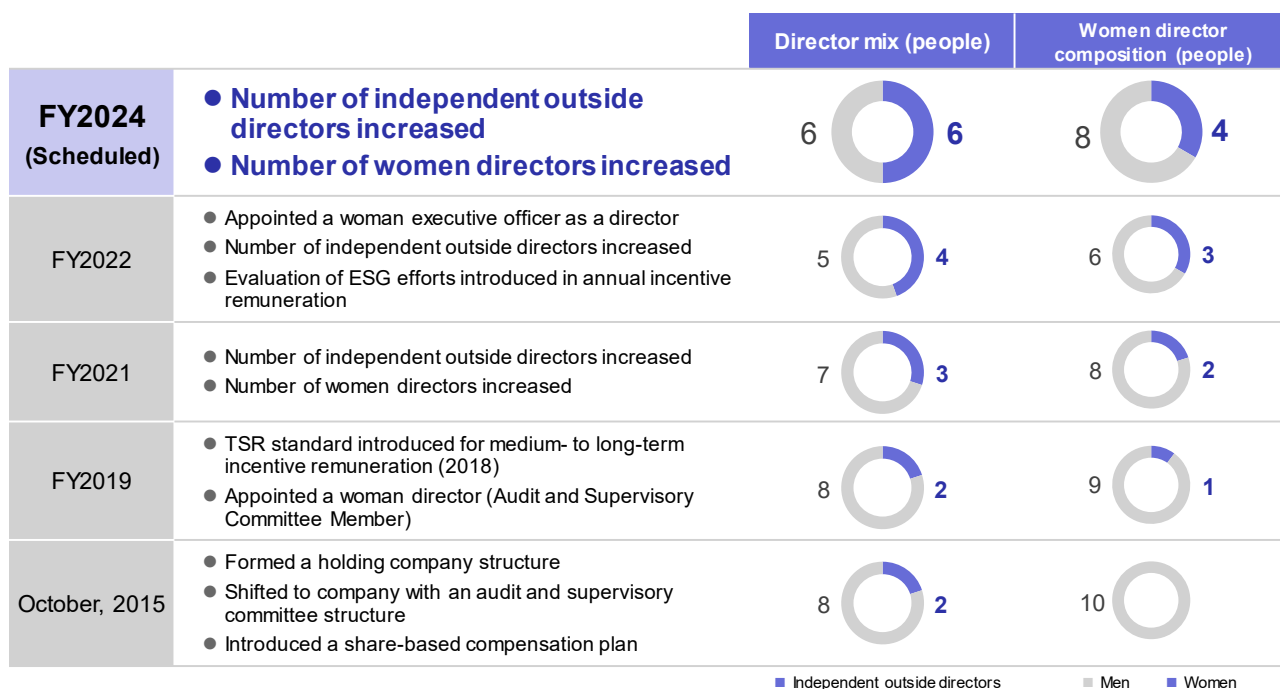
(Reference)

Transform management foundation

Transformational moment in strengthening the effectiveness of the Board of Directors

In light of our discussions with institutional investors, we have decided to increase the number of independent outside directors and the number of female directors.

We will continue our commitment to strengthening the effectiveness for the continuous improvement of the Group's corporate value.



■[Reference] Skill matrix (scheduled)

Shown below are the experience, knowledge and expertise of the Directors and Executive Officers if Proposal No. 3 to Proposal No. 4 are approved as proposed.

Experience, knowledge, and expertise etc. (areas in which the individual has a higher level of expertise are marked with ◎)									
	Corporate Management	Petroleum Business (Oil)	Other than Petroleum (New) (Renewable Energy/New Business)	Sustainability (ESG)/Risk Management	Human Resources/ Human Resource Development/ Diversity	DX/ Technology	PR/IR/Brand Marketing	Finance/ Accounting/ Taxation	Legal Affairs/ Compliance Internationality
Directors									
Hiroshi Kiriyaama (Representative Director)	◎	◎	○	○			○		
Shigeru Yamada (Representative Director)	◎	◎	○				○		
Junko Takeda (Director)		◎			◎				○
Taisuke Matsuoka (Director)		◎	◎				○		
Shigeki Iwane (Director)	◎		◎						
Ryuko Inoue (Outside Director)				○	○				◎ ○
Takuya Kurita (Outside Director)			◎		○	◎			
Takako Suzuki (Outside Director)	◎		○	○			◎		
Takayuki Uematsu (Director, Full-time Member of the Supervisory Committee)	◎			○			○	◎	
Yasuko Takayama (Outside Director, Member of the Supervisory Committee)				◎	○		○		○
Keiichi Asai (Outside Director, Member of the Supervisory Committee)	◎	◎	○						○
Toshihiro Kuriyama (Outside Director, Member of the Supervisory Committee)	◎		○	○		◎			

Experience, knowledge, and expertise etc. (areas in which the individual has a higher level of expertise are marked with ◎)										
	Corporate Management	Petroleum Business (Oil)	Other than Petroleum (New) (Renewable Energy/New Business)	Sustainability (ESG)/Risk Management	Human Resources/ Human Resource Development/ Diversity	DX/ Technology	PR/IR/Brand Marketing	Finance/ Accounting/ Taxation	Legal Affairs/ Compliance	Internationality
Executive Officers										
Noriko Rzonca (Senior Executive Officer)					○	◎	○			◎
Tomoki Iwai (Senior Executive Officer)		○						◎		
Yoshihiko Sato (Senior Executive Officer)		◎								○
Hideyuki Wakao (Executive Officer)		○						◎	○	
	7	8	8	6	5	3	7	3	4	4

Based on the 7th Consolidated Medium-Term Management Plan, the Company has defined the skills required for Directors and Executive Officers as follows.

By defining a skill matrix not only for Directors but also for Executive Officers, we have created a structure to encourage officers, including Executive Officers, to work together to promote the 7th Consolidated Medium-Term Management Plan.

Skill	Definition of skill
Corporate Management	Has experience in business execution as CEO or in some other role at a business company, and possesses the ability to lead an organization in accordance with management strategy
Petroleum Business (Oil)	Has specialist knowledge of the petroleum business, and possesses the ability to enhance corporate value
Other than Petroleum (New) (Renewable Energy/New Business)	Has been engaged in projects involving renewable energy and new businesses, and possesses the ability to make comprehensive judgments about new business models and profitability
Sustainability (ESG)/ Risk Management	Possesses the ability to execute sustainable management from the perspective of sustainability and ESG, in order to achieve sustainable growth
Human Resources/ Human Resource Development/ Diversity	Has knowledge and experience of implementing human resource strategies, and possesses the ability to draft management strategy from the perspective of human resources, labor management, and diversity
DX/Technology	Has knowledge and experience of science and technology, including digital technologies, and possesses the ability to drive changes in business and corporate culture by utilizing scientific and technological data in management strategies.
PR/IR/Brand Marketing	Is capable of rolling out PR activities strategically and making related comprehensive judgments and decisions, and possesses the ability to take the lead in creating enhancements to corporate value
Finance/Accounting/Taxation	Has the specialist knowledge of finance, accounting and taxation required to draft finance and accounting strategy, and possesses the ability to execute the Group's financing and closing of accounts operations
Legal Affairs/Compliance	Has specialist knowledge of corporate legal affairs and compliance, and possesses the ability to provide supervision to ensure sound management of a company
Internationality	Has experience of business overseas, understands different cultural perspectives and customs among others, and possesses the ability to make management decisions from a global perspective

Remuneration for executives of the Company is composed of basic remuneration, which is a set amount, and incentive remuneration, which is linked to consolidated performance indicators. The incentive remuneration comprises yearly incentive remuneration (hereinafter referred to as “bonuses”) linked to consolidated business indicators for each fiscal year and long-term incentive remuneration (hereinafter referred to as “stock remuneration”) linked to individual performance for the target period.

The amounts of remuneration for Directors (excluding those who are Members of the Supervisory Committee; the same applies hereafter in this proposal) shall not amount to more than ¥600 million per year (including no more than ¥50 million per year for Outside Directors), as stipulated at the 3rd Ordinary General Meeting of Shareholders held on June 21, 2018. However, with regard to the amounts of remuneration for Directors after the close of this meeting, the Company proposes that the amount of monetary remuneration that is the sum of the basic remuneration and the bonuses be set at no more than ¥1.0 billion per year (including no more than ¥200 million per year for Outside Directors) with an upper limit that allows the Company to pay remuneration that does not appear inferior compared to its competitors, taking into consideration not only the plan to increase the number of Independent Outside Directors for the purpose of further strengthening the Company’s governance structure, but also such factors as inflation and wage hikes in Japan and overseas, as well as the possibility of further increases in performance-linked compensation. The total amount of remuneration, etc. for Directors does not include the salaries paid as the employee portion for the Directors who also work as employees. In addition, it should be noted that remuneration for Outside Directors consists only of basic remuneration, which is a fixed amount. Also, for the purpose of further enhancing the governance of remuneration for executives, the introduction of malus and clawback provisions (provisions regarding the repayment of compensation) by the Board of Directors this fiscal year is currently being considered.

Also, this proposal is in keeping with the Company’s remuneration system detailed on pages 53 to 55 of the business report and was decided on by the Board of Directors after passing through the deliberation process of the Nomination and Remuneration Committee, which includes four Independent Outside Directors, and the Supervisory Committee, which includes two Independent Outside Directors. The details of this proposal are therefore deemed to be appropriate.

At present, the number of Directors is six (6) persons (including two (2) Outside Directors), and if Proposal No. 3 is approved and adopted as proposed, the number of Directors will be eight (8) persons (including three (3) Outside Directors).

The amounts of monetary remuneration for Directors who are Members of the Supervisory Committee shall not amount to more than ¥90 million per year, as stipulated at the 1st Ordinary General Meeting of Shareholders held on June 21, 2016. However, the Company proposes that the amount of monetary remuneration be set at no more than ¥200 million per year with an upper limit that allows the Company to pay remuneration that does not appear inferior compared to its competitors, taking into consideration not only the plan to increase the number of Independent Outside Directors who are Members of the Supervisory Committee for the purpose of further strengthening the Company's governance structure, but also such factors as inflation and wage hikes in Japan and overseas.

As remuneration for Directors who are Members of the Supervisory Committee is limited to only basic remuneration, which is a set amount, they are not paid bonuses or stock remuneration.

Also, this proposal is in keeping with the Company's remuneration system detailed on pages 53 to 55 of the business report and was decided on by the Board of Directors after passing through the deliberation process of the Nomination and Remuneration Committee, which includes four Independent Outside Directors. The details of this proposal are therefore deemed to be appropriate.

At present, there are three (3) Directors who are Members of the Supervisory Committee (including two (2) Independent Outside Directors), and if Proposal No. 4 is approved and adopted as proposed, the number of Directors who are Members of the Supervisory Committee will be four (4) (including three (3) Independent Outside Directors).

1. Reasons for proposing and considering the compensation as reasonable

For the purpose of achieving the financial and non-financial targets in the Company's Group-wide strategies and to have the Directors committed to steadily deepening the sharing of lasting interests with shareholders and improving corporate value over the long term, at the 3rd Ordinary General Meeting of Shareholders held on June 21, 2018, the Company obtained approval to introduce a share-based compensation plan (hereafter the "Plan") for Directors (excluding Outside Directors, Directors who are Members of the Supervisory Committee, and non-residents of Japan; hereafter "Directors") and Executive Officers (excluding non-residents of Japan; hereafter "Executive Officers") (collectively referred to as "Directors, etc."), whereby the Company's shares are delivered in proportion to the level of achievement of performance targets. Along with the possibility of the appointment of external personnel in the future and further increases in performance-linked remuneration, the Company seeks approval to change the upper limit on the amount of contributions in order to keep up with inflation and rising wages in Japan and overseas.

With this Proposal, the Company requests your approval, separately from the maximum remuneration for Directors (no more than ¥1 billion per year) subject to the approval of Proposal No. 6 as proposed at this General Meeting of Shareholders.

If Proposal No. 3 "Election of Eight (8) Directors (excluding those who are Members of the Supervisory Committee)" is approved and adopted as proposed, the number of eligible Directors for the Plan will be four (4).

As stated above, Executive Officers are also eligible for the Plan (there are currently four Executive Officers who do not concurrently serve as Director of eligible company), and the compensation under the Plan includes compensation for the Executive Officers. In this Proposal, however, the Company presents a proposal concerning the sum of compensation under the Plan, as the amount and other details of compensation for Directors, given the possibility that the Executive Officers may be appointed as Director during the applicable period of the Trust (as defined in 2. (2) below).

Furthermore, the aim of the Plan remains the same—to enhance awareness of contributing to longer-term improvement in earnings and greater corporate value. As for the details of the policy on decision-making pertaining to how decisions should be made about Director compensation and related content, we have determined that the compensation framework is necessary and reasonable in light of the criteria for calculating the amount of compensation, the level as a proportion of overall compensation for Directors, and the number of eligible Directors. We also believe it to be appropriate after comprehensively taking into account the Company's business conditions and other circumstances. Also, the Company has received a report from the Supervisory Committee stating that this proposal is appropriate, having been decided on by the Board of Directors after passing through the deliberation process of the Nomination and Remuneration Committee, which includes four Independent Outside Directors.

2. The amount and other details of compensation etc. under the Plan

(1) Outline of the Plan

The Plan is a share-based compensation plan, under which the Company's shares are acquired through trusts set every year with the amount of compensation for Directors, etc., to be contributed by the Company as the underlying asset and the Company's shares and the money in the amount equivalent to the exchange value of the Company's shares (the "Company's shares, etc.") are delivered and provided to Directors, etc. ("Delivery, etc."). (The details are as described in (2) onwards.)

(i) Persons eligible for the Delivery, etc. of the Company's shares etc. under this proposal	<ul style="list-style-type: none"> • The Company's Directors (excluding Outside Directors, Directors who are Members of the Supervisory Committee, and non-residents of Japan) • The Company's Executive Officers (excluding non-residents of Japan)
(ii) Maximum amount of money contributed by the Company (as described in (2) below)	<ul style="list-style-type: none"> • Each trust covers a period of three fiscal years, up to a total of ¥1 billion for each period
(iii) Maximum number of the Company's shares etc. to be delivered and provided to the Directors, etc. (as described in (3) below)	<ul style="list-style-type: none"> • For each of the Trusts, a maximum of 700,000 points (equivalent to 700,000 shares) are granted to the Directors, etc., during a period of three fiscal years
(iv) Methods for acquiring the Company's shares (as described in (2) below)	<ul style="list-style-type: none"> • The maximum number of points to be granted to the Directors, etc., for each trust and for each period is equivalent to approximately 0.8% of the total number of the Company's shares issued (as of March 31, 2024, excluding treasury shares). • The Company's shares will not be diluted, as they are planned to be obtained from the stock market.
(v) Details of the terms of achieving performance targets (as described in (3) below)	<ul style="list-style-type: none"> • Fluctuate within a range of 0 – 200% according to TOPIX growth, consolidated net D/E ratio, etc., vs. the TSR of each period.
(vi) Timing of Delivery, etc. of the Company's shares etc. (as described in (4) below)	<ul style="list-style-type: none"> • After a period of three fiscal years, in principle

(2) Maximum amount of moneys contributed by the Company

Under the Plan, the Company contributes money, as compensation for the Company's Directors, etc., every year up to ¥1.0 billion to an incentive plan for a period of three consecutive fiscal years (the "Applicable Period") (the initial period is from the fiscal year ending March 31, 2025 through the year ending March 31, 2027) and creates a trust (the "Trust") lasting approximately three years with Directors, etc., who meet the requirements as beneficiaries (including the renewal of the Trust by making changes or additions to the existing trust, where necessary, instead of creating a new trust; the same applies hereafter). More specifically, a maximum of three trusts can exist concurrently as long as the Trust is renewed.

Under the Trust, the Company's shares are acquired from the stock market in accordance with a trust administrator's directions with trusted money as the underlying asset. The Company grants points to Directors, etc., during the trust period (as described in (3) below) and the Company's shares, etc., are delivered and provided.

In addition, the Trust may be renewed when its trust period expires, by making changes and additional trusts, where necessary, to the existing trust. In this case, the period of the Trust is extended for three more years and additional contributions are made up to a total of ¥1.0 billion for each Applicable Period corresponding to the extended period of the Trust and points continue to be granted to Directors, etc., during this period.

However, where these additional contributions are made, if there are any of the Company's shares and money remaining in the trust assets on the last day of the trust period before the extension (the "Remaining Shares, etc."), the sum of (the acquisition

value of) the Remaining Shares, etc., and the additional contributions to the trust money shall be up to ¥1 billion per Applicable Period. The extension of the trust period is not limited to once, and the Trust may be renewed likewise hereafter.

(3) Maximum number of the Company's shares etc. to be delivered and provided to Directors, etc.

The compensation under the Plan consists of a "performance-linked portion" that the Company's shares, etc., are delivered and provided according to the level of achievement of performance targets over the Applicable Period with its main objective of giving an incentive for the Company's sustainable growth and medium to long-term improvements in corporate value and a "non-performance-linked portion" that a certain number of the Company's shares, etc., are delivered and provided with its main objective of encouraging shareholdings during the term of office so that interests are shared with our shareholders.

For each of the Trusts, 50% of the base points that are determined based on the ranking of positions and the remaining 50% are separately granted to Directors, etc., as a "performance-linked portion" and as a "non-performance-linked portion," respectively, on the first July 1 during the Applicable Period.

To those who meet beneficiary requirements during a certain period of time after the Applicable Period, the respective base points of the "performance-linked portion" and the "non-performance-linked portion" are converted to stock delivery points using the following calculation method, and the Company's shares, etc., in the number corresponding to a total of these stock delivery points are delivered and provided.

The "performance-linked portion" is converted to stock delivery points after the Applicable Period by being multiplied by a coefficient corresponding to the term of office during the Applicable Period and a performance-linked coefficient corresponding to the level of achievement of performance targets over the Applicable Period. The performance-linked coefficient fluctuates within a range of 0 – 200% in proportion to the level of achievement of performance targets, etc., which shall be evaluated using indicators such as TSR vs. TOPIX growth, consolidated net D/E ratio, etc.

The "non-performance-linked portion" is converted to stock delivery points after the Applicable Period by being multiplied by a coefficient corresponding to the term of office during the Applicable Period.

However, for Directors, etc., who pass away or become a non-resident of Japan during the trust period, their base points are immediately converted to stock delivery points by the predetermined calculation method, in proportion to the level of achievement of performance targets, etc.: (i) in the term of office during the Applicable Period; or (ii) up until the month prior to the date of death or becoming a non-resident of Japan.

One (1) point shall be one (1) Company share. But in the event of a split, reverse split, etc., of the Company's shares during the trust period, the number of the Company's shares per one (1) point (including the number of shares subject to the exchanges) shall be adjusted according to the ratio of split, reverse split, etc., of the Company's shares.

The total number of stock delivery points to be granted to Directors, etc., for each Trust shall be capped at 700,000 points for each Applicable Period comprising three fiscal years.

(4) Timing of Delivery etc. of the Company's shares etc. to the Directors, etc.

Directors, etc., who meet beneficiary requirements shall receive the Delivery, etc., of the Company's shares, etc., from the Trust in the number corresponding to the number of the stock delivery points as calculated in (3) above, by taking the predefined procedure to determine beneficiaries after the Applicable Period. In this case, Directors, etc., receive the Company's shares worth 50% of the stock delivery points (the number of fractional shares is rounded down) and the Company's shares corresponding to the number of remaining stock delivery points in the money from the Trust, after the exchange within the Trust, in the amount equivalent to such exchange.

In addition, when Directors, etc., who meet beneficiary requirements are to become a non-resident of Japan during the trust period, such Directors, etc., shall receive the money, which is worth the number of the stock delivery points that is calculated after the decision of becoming a non-resident of Japan, from the Trust after the exchange of the Company's shares within the Trust, in the amount equivalent to such exchange, by taking the predefined procedure to determine beneficiaries.

When Directors, etc., who meet beneficiary requirements pass away during the trust period, the heirs of such Directors, etc., shall receive the money, which is worth the number of the stock delivery points that is calculated after the death, from the Trust after the exchange of the Company's shares within the Trust, in the amount equivalent to such exchange, by taking the predefined procedure to determine beneficiaries.

(5) Exercising voting rights related to the Company's shares

Voting rights related to the Company's shares under the Trust may not be exercised during the trust period to ensure neutrality of the Company's management.

(6) Handling of dividends of surplus of the Company's shares

Dividends of surplus of the Company's shares held in the Trust will be received by the Trust and assigned to the Trust's fees, expenses, etc.

(7) Other details of the Plan

Other details of the Plan shall be determined by the Board of Directors each time the Trust is established, the trust agreement is modified, or additional contributions are made to the Trust.

(Reference)

The same trust will continue to be used for the Plan for Directors (excluding Outside Directors and non-residents of Japan) of the Group's core business companies (Cosmo Oil Co., Ltd., Cosmo Oil Marketing Company, Limited, and Cosmo Energy Exploration & Production Co., Ltd.).

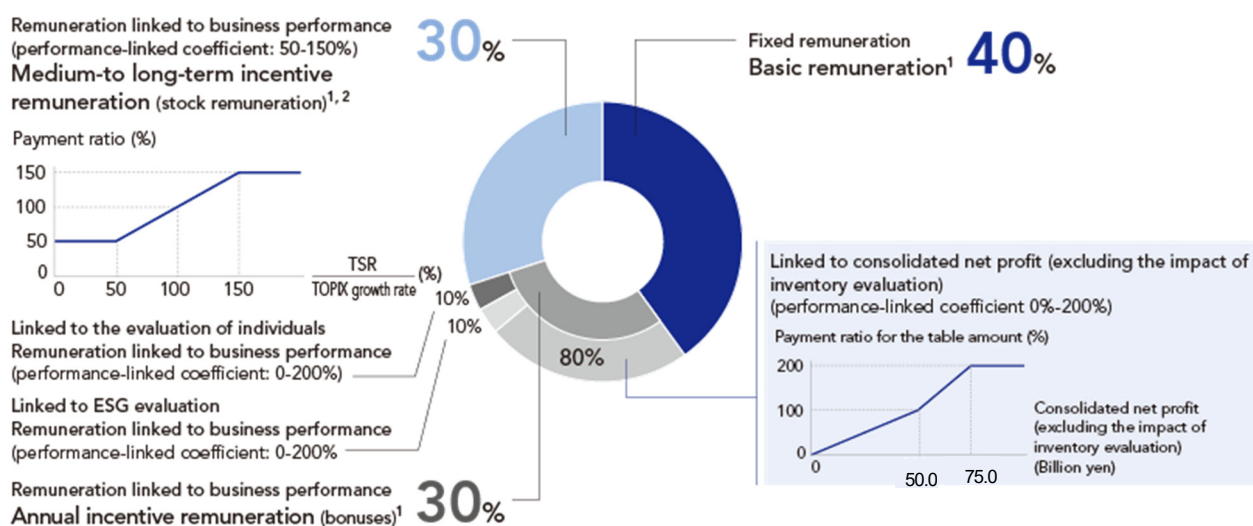
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[Reference]

■ Executive remuneration plan

- Set consolidated net income (excluding the impact of inventory valuation) as the performance evaluation criteria to be consistent with the shareholder return policy announced in the 7th MTMP.
- Beginning in FY2022, efforts made towards ESG targets were reflected in remuneration.
ESG targets as indicators are linked to material issues KPIs in the 7th MTMP.

Executive officer remuneration plan (example)



1 The basic remuneration, annual incentive remuneration, and medium- to long-term incentive remuneration distribution ratio varies depending on the executive position.

2 Linked to FY2023-2025 total shareholder return (TSR) growth rate relative to TOPIX and the consolidated net debt-to-equity ratio