

Proposal No. 1: Appropriation of Surplus


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 of ¥2 per share for this fiscal year.


- 1. Matter related to distribution of property dividends to shareholders and the total amount**
¥2 per share of common shares of the Company Total amount: ¥1,694,799,836
- 2. Effective date of the appropriation of surplus**
June 25, 2014


Proposal No. 2: Election of Ten (10) Directors


The term of office of all Directors will expire at the close of this General Meeting of Shareholders. Therefore, it is proposed that ten (10) Directors be elected.


The candidates for Director are as follows.

Candidate No.		* Career Summary and Status	* Status of Significant Concurrent Position(s)
1		April 1963	Joined Daikyo Oil Co., Ltd.
		June 1993	Director of the Company
Reappointment	Yaichi Kimura (May 20, 1940)	June 1996	Managing Director
		June 1998	Representative Senior Managing Director
		June 2001	Executive Vice President, Representative Director
		June 2004	President, Representative Director
		June 2010	President, Representative Director, Chief Executive Officer
		June 2012	Chairman, Representative Director (current position)
			* Status of Significant Concurrent Position(s)
			Director, COSMO PETROLEUM GAS CO., LTD.
			Director, COSMO OIL LUBRICANTS CO., LTD.
			Director, COSMO OIL SALES CORPORATION
			Director, Cosmo Energy Exploration & Production Co., Ltd.
			President, Representative Director, Qatar Petroleum Development Co., Ltd.
			Director, ABU DHABI OIL CO., LTD.
			Director, COSMO ENGINEERING CO., LTD.
			Director, Eco Power Co., Ltd.
			* Number of Shares of the Company Held
			204,000


Candidate No.		* Career Summary and Status	* Status of Significant Concurrent Position(s)
2		April 1971	Joined Daikyo Oil Co., Ltd.
		June 2000	Director of the Company
Reappointment	Keizo Morikawa (January 29, 1948)	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 (current position)
			* Status of Significant Concurrent Position(s)
			President, Representative Director, Cosmo Energy Exploration & Production Co., Ltd.
			Director, MARUZEN PETROCHEMICAL CO., LTD.
			President, UNITED PETROLEUM DEVELOPMENT CO., LTD.
			* Number of Shares of the Company Held
			149,000


Candidate No.		* Career Summary and Status	* Assignment at the Company
3	 Atsuto Tamura (March 20, 1953)	April 1975 Joined Daikyo Oil Co., Ltd. June 2002 General Manager, Project Development Dept. of the Company	Corporate Management Unit
Reappointment		June 2003 Managing Director, Cosmo Research Institute June 2004 President, Representative Director, Cosmo Research Institute June 2006 Executive Officer, General Manager, Corporate Communication Dept. of the Company June 2008 Senior Executive Officer, General Manager, Corporate Communication Dept. June 2009 Managing Director June 2010 Director, Senior Executive Officer June 2013 Representative Director, Senior Managing Executive Officer (current position)	* Status of Significant Concurrent Position(s) * Number of Shares of the Company Held 103,000

Candidate No.		* Career Summary and Status	* Assignment at the Company
4	 Hisashi Kobayashi (November 12, 1954)	April 1977 Joined Daikyo Oil Co., Ltd. June 2004 General Manager, Osaka Branch Office of the Company	Supply Business Unit
Reappointment		June 2006 Executive Officer, General Manager, Sales Control Dept. June 2008 Senior Executive Officer, General Manager, Sales Control Dept. June 2010 Senior Executive Officer June 2011 Director, Senior Executive Officer (current position)	* Status of Significant Concurrent Position(s) Director, COSMO ENGINEERING CO., LTD. * Number of Shares of the Company Held 103,000

Candidate No.		* Career Summary and Status	* Assignment at the Company
5		April 1979	Joined Daikyo Oil Co., Ltd.
		June 2004	General Manager, Supply & Demand Coordination Dept. of the Company
Reappointment	Hiroshi Kiriya (June 20, 1955)	June 2008	Executive Officer, General Manager, Corporate Planning Dept.
		June 2010	Executive Officer, General Manager, Corporate Planning Dept. and Change Promotion Dept.
		June 2011	Senior Executive Officer, General Manager, Corporate Planning Dept. and Change Promotion Dept.
		June 2012	Senior Executive Officer
		June 2013	Director, Senior Executive Officer (current position)
			* Status of Significant Concurrent Position(s)
			Director, Cosmo Energy Exploration & Production Co., Ltd. Director, MARUZEN PETROCHEMICAL CO., LTD.
			* Number of Shares of the Company Held
			72,000

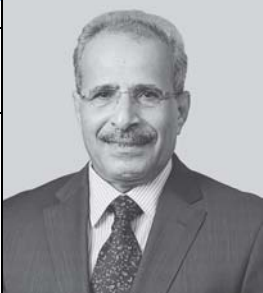
Candidate No.		* Career Summary and Status	* Assignment at the Company
6		April 1978	Joined Daikyo Oil Co., Ltd.
		June 2005	General Manager, Sendai Branch Office of the Company
New Appointment	Katsuhisa Ohtaki (February 17, 1956)	June 2007	Executive Officer, General Manager, Industrial Fuel Marketing 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 (current position)
			* Status of Significant Concurrent Position(s)
			* Number of Shares of the Company Held
			68,000


Candidate No.		* Career Summary and Status	* Assignment at the Company	
7		Muneyuki Sano (November 1, 1956)	April 1979	Joined Daikyo Oil Co., Ltd.
New Appointment	June 2006		General Manager, Osaka Branch Office of the Company	Assistant of Director for Corporate Management Unit
	June 2008		Executive Officer, General Manager, Wholesale Marketing Dept.	* Status of Significant Concurrent Position(s)
	June 2009		Executive Officer, General Manager, Industrial Fuel Marketing Dept.	
	June 2012		Senior Executive Officer, General Manager, Finance Dept.	
June 2013	Senior Executive Officer (current position)	* Number of Shares of the Company Held		
			62,000	

Candidate No.		* Career Summary and Status	* Assignment at the Company	
8		Yasushi Ohe (July 26, 1955)	April 1979	Joined Daikyo Oil Co., Ltd.
New Appointment	June 2008		General Manager, Supply & Demand Coordination Dept. of the Company	Project Development Business Unit
	June 2009		Executive Officer, General Manager, Supply & Demand Coordination Dept.	* Status of Significant Concurrent Position(s)
	June 2012		Senior Executive Officer, General Manager, Crude Oil & Tanker Dept.	Director, COSMO PETROLEUM GAS CO., LTD. Director, COSMO OIL LUBRICANTS CO., LTD. Representative Director, Hyundai Cosmo Petrochemical Co., Ltd.
	June 2013		Senior Executive Officer (current position)	Director, Eco Power Co., Ltd.
		* Number of Shares of the Company Held		
			49,000	

- (Notes)
1. Yaichi Kimura also serves as Representative Director of our subsidiary Qatar Petroleum Development Co., Ltd., and the Company and the relevant company have transaction relationships such as the sale and purchase of crude oil, etc.
 2. Keizo Morikawa also serves as Representative Director of our subsidiary Cosmo Energy Exploration & Production Co., Ltd., and the Company and the relevant company have transaction relationships such as provision of services.
 3. Keizo Morikawa also serves as Representative Director of our affiliate UNITED PETROLEUM DEVELOPMENT CO., LTD., and the Company and the relevant company have transaction relationships such as the sale and purchase of crude oil, etc.
 4. Yasushi Ohe also serves as Representative Director of our affiliate Hyundai Cosmo Petrochemical Co., Ltd., and the Company and the relevant company have transaction relationships such as the sale and purchase of petroleum products, etc.
 5. No special interests exist between the Company and any of the other candidates for Director.

<Candidates for Outside Director>

Candidate No.		* Career Summary, Status at the Company and Significant Concurrent Position(s)			
9		August 1980	Joined Abu Dhabi Marine Operating Company	February 2005	Deputy Chairman, International Petroleum Investment Company (current position)
Reappointment		March 1997	General manager, Abu Dhabi National Oil Company for Distribution	June 2010	Director of the Company (current position)
		October 1998	Director, Marketing & Refining, Abu Dhabi National Oil Company	* Number of Shares of the Company Held	
		November 2004	Minister of Energy, the United Arab Emirates	0	
	Mohamed Al Hamli (December 31, 1952)	* Reasons for choosing the person as candidate for Outside Director			
		Mohamed Al Hamli served as Minister of Energy of the United Arab Emirates and the Company judges him capable of properly executing duties as Outside Director from an international viewpoint with respect to the petroleum industry.			

Candidate No.		* Career Summary, Status at the Company and Significant Concurrent Position(s)			
10		September 1999	Joined Abu Dhabi National Oil Company	March 2008	Vice Chairman, Pak-Arab Refinery Ltd. (current position)
Reappointment		August 2006	Investment Manager, Invest Management Division, Investment Department, International Petroleum Investment Company	February 2009	Director Investment, International Petroleum Investment Company (current position)
		July 2007	Division Manager, Evaluation & Execution Division, International Petroleum Investment Company	July 2009	Director, Nova Chemicals Corporation (current position)
		July 2007	Board Member of Supervisory Board, Borealis (current position)	June 2012	Director of the Company (current position)
	Mohamed Al Mehairi (December 6, 1975)	* Number of Shares of the Company Held			
		0			
		* Reasons for choosing the person as candidate for Outside Director			
		Mohamed Al Mehairi serves as Board Member of Supervisory Board of Borealis, Vice Chairman of Pak-Arab Refinery Ltd., and Director of Nova Chemicals Corporation. Therefore, the Company judges him capable of properly executing duties as Outside Director from his international viewpoint with respect to the petroleum industry.			


- (Notes) 1. Mohamed Al Hamli and Mohamed Al Mehairi served for Abu Dhabi National Oil Company (ADNOC) and ADNOC is the specified related operator for the Company.
2. The term of office of Mohamed Al Hamli as Outside Director since assuming office will reach four (4) years at the close of this meeting.
3. The term of office of Mohamed Al Mehairi as Outside Director since assuming office will reach two (2) years at the close of this meeting.
4. Mohamed Al Mehairi is related in the third degree to an executing person of the Company's specified related operator, Abu Dhabi National Oil Company.
5. Pursuant to the provision of Article 423, Paragraph 1 of the Companies Act, the Company has entered into agreements with Mohamed Al Hamli and Mohamed Al Mehairi, to limit the liability for damages. The limit of the liability under the relevant agreement shall be the minimum amount that is set by the provision of Article 425, Paragraph 1 of the said act. If Mohamed Al Hamli and Mohamed Al Mehairi are reelected as Outside Director, the Company will renew the current agreement with them to limit the liability for damages under the same conditions.

Proposal No. 3: Election of One (1) Audit & Supervisory Board Member

The Audit & Supervisory Board Member Kazuto Ichikawa will resign at the close of this General Meeting of Shareholders. Therefore, it is proposed that one (1) Audit & Supervisory Board Member as the substitute be elected.

The proposal at the Meeting had already been agreed upon by the Audit & Supervisory Board.

The candidate for Audit & Supervisory Board Member is as follows.

New Appointment		* Career Summary, Status at the Company and Significant Concurrent Position(s)		
	Hideto Matsumura (August 1, 1952)	April 1975	Joined Maruzen Oil Co., Ltd.	
		June 2005	General Manager, Sakaide Refinery of the Company	
June 2006	Executive Officer, General Manager, Sakaide Refinery			
June 2007	Executive Officer, General Manager, Refining & Technology Dept.			
June 2008	Senior Executive Officer, General Manager, Refining & Technology Dept.			
June 2009	Managing Director			
June 2010	Director, Senior Executive Officer			
June 2013	Director, Senior Managing Executive Officer (current position)			
			* Number of Shares of the Company Held	
			115,000	

(Note) No special interests exist between the Company and the candidate for Audit & Supervisory Board Member.