





Laying the Groundwork for the Next Stage of Growth



President, Chief Executive Officer KEIZO MORIKAWA

The Cosmo Oil Group will make a fresh start under the name of Cosmo Energy Holdings Co., Ltd. from October 1, 2015. Taking full advantage of this transformation to a holding company structure, we will (1) strengthen our business competitiveness by expediting decision-making at each operating company and realize stable holding company profits; (2) enhance Group management through the comprehensive oversight and direction of the holding company and accelerate the shift of business resources to areas that are positioned as growth drivers going forward including resource development, retail and wind power generation; and (3) promote alliances by business line. With the above, we aim to maximize corporate value.

#### Disclaimer: FORWARD-LOOKING STATEMENTS

Certain statements made and information contained herein constitute "forward-looking information" (within the meaning of applicable Japanese securities legislation). Such statements and information (together, "forward-looking statements") relate to future events or the Company's future performance, business prospects or opportunities. Forward-looking statements include, but are not limited to, statements with respect to estimates of reserves and or resources, future production levels, future capital expenditures and their allocation to exploration and development activities, future drilling and other exploration and development activities, future drilling and other exploration and development activities, ultimate recovery of reserves or forecasts of future results, estimates of amounts not yet determinable and assumptions of management.

reserves or resources and dates by which certain areas win be exproved outsproved outsproved and assumptions of management. All statements other than statements of historical fact may be forward-looking statements. Statements concerning proven and probable reserves and resource estimates may also be deemed to constitute forward-looking statements and reflect conclusions that are based on certain assumptions that the reserves and resources can be economically exploited. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (offen, but not always, using words or phrases such as "seek." "anticipate," "plan, " "continue," "estimate," "expect," "may," will, " project," "predict," potential," "targeting," "intend," "could," "might," "should," "believe" and similar expressions) are not statements of historical fact and may be "forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements bould not be unduly relied upon. The Company does not intend, and does not assume any obligation, to update these forward-looking statements, except as required by applicable laws. These forward-looking statement sinvolve risks and uncertainties relating to, avoing other things, changes in oil prices, results of exploration and development activities, uninsured risks, regulatory changes, defects in title, availability of materials and equipment, timeliness of government or other regulatory approvals, actual performance of facilities, availability of financing or reasonable terms, availability of third party service providers, equipment and processes relative to specifications and expectations and unanticipated environmental impacts on operations.

Further, the forecasts included in this report are those that were announce on May 12, 2015. Note: In this report, "FY 2014" indicates the period that began on April 1, 2014 and ended on March 31, 2015.

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#### What sets COSMO Energy Group apart?

100%

20%

Strategic Comprehe

CEPSA

Cooperati

80%

64.1%

#### **OIL EXPLORATION AND PRODUCTION BUSINESS**

## Features

#### • The Cosmo Oil Company spun off its oil E&P business and established Cosmo Energy Exploration & Production Co., Ltd.

- Announced details of an oil reserves assessment • Signed a memorandum of agreement in relation to strategic comprehensive cooperation with Compañía Española de Petróleos, S.A.U. (CEPSA), a major integrated oil company based in Spain
- Cosmo Energy Exploration & Production sold part of its stake in the newly established Cosmo Abu Dhabi Energy Exploration & Production Co., Ltd. to CEPSA as a part of efforts to
- reinforce and expand strategic partnerships and to acquire new concession areas

- Crude oil production volume: 38,031 barrels/day Crude Reserves Estimate: Total proved and probable reserves: 167.6 million barrels
- Reserves-to-production ratio of total proved and probable reserves: Approx. 26 years
- New Hail Oil Field: Production scheduled to commence from the second half of fiscal 2016. The new Hail Oil Field is expected to produce roughly the same amount as the other current existing oil fields of Abu Dhabi Oil Company.

45%,

Please see

page 18

53%

15 15

IPIC\*1

75%

\*1 Principal shareholder \*2 Qatar Petroleum Development Co., Ltd.

\*3 United Petroleum Development Co., LTD. \*4 Abu Dhahi Oil Co Ltd

20.7%

100%



#### Total Refining Capacity (Barrels/day)

 Chiba Refinery 220,000 Yokkaichi Refinery 132,000 Sakai Refinery 100,000 Total 452,000

• Established a joint organization called Keiyo Seisei JV G.K. with TonenGeneral Sekiyu K.K. in January 2015 in order to increase efficiency and optimize operations at respective refineries in Chiba.

• Took steps to strengthen competitiveness and decided to enter into a business alliance with the Showa Shell Sekivu Group with respect to the Yokkaichi Refinery.

 Jointly established Gyxis Corporation as a leading LP gas distributor in Japan in April 2015 with three other companies by combining LP gas businesses.

#### **Refinery Capacity Utilization Rates (%)**

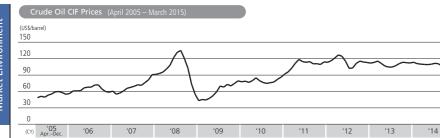
| Fiscal 2013 | Fiscal 2014 | Fiscal 2015    |
|-------------|-------------|----------------|
| 70%         | 84%         | 83% (estimate) |
|             |             |                |

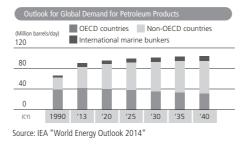
#### Marketing Structure by Petroleum Products

| maniceting berace | and by i        | cuorcann              | iiouucus           |
|-------------------|-----------------|-----------------------|--------------------|
| Petroleum Product | SSs<br>in Japan | Companies<br>in Japan | Overseas<br>Export |
| LP gas            |                 |                       |                    |
| Gasoline          |                 |                       | •                  |
| Naphtha           |                 |                       |                    |
| Kerosene          |                 |                       |                    |
| Jet fuel          |                 |                       | •                  |
| Diesel fuel       |                 |                       | •                  |
| Heavy fuel oil A  |                 |                       | •                  |
| Heavy fuel oil C  |                 | •                     | ٠                  |
| Asphalt           |                 |                       | ٠                  |
|                   |                 |                       |                    |

\* Companies in Japan: major electric companies, airlines, and other companies







Inventory Valuation, Net Income (Loss)

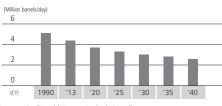
(Billions of yen) 100

50

-50

-100

(FY



Source: IEA "World Energy Outlook 2014"

#### Ordinary Income (Loss) Excluding the Impact of Inventory Valuation Ordinary Income (Loss) Excluding the Impact of

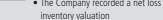
• When excluding the loss on inventory valuation attributable to the drop in crude oil prices of ¥116.1 billion, ordinary income improved substantially compared with the previous year



inventory valuation

• The Company recorded a net loss due to such factors as the loss on





-77.7





Net Sales

(Billion of ven)

4,000

3,000

2.000

1.000

0

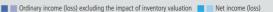
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#### Net Sales

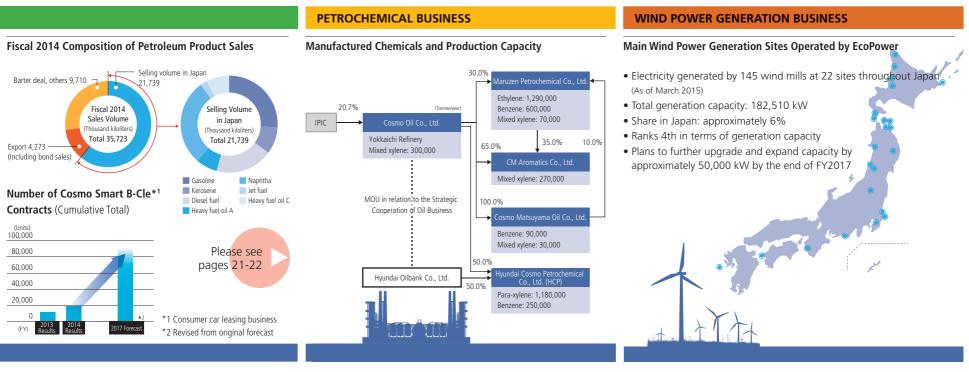
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• Both demand and the prices of petroleum products slumped in Japan • The price of crude oil suddenly dropped due to the relaxation of supply and demand

• Turning to foreign currency exchange markets, the yen ended the fiscal year at around ¥120 per U.S. dollar. The U.S. dollar remained strong and the yen weak due mainly to the implementation of additional monetary easing policies by the Bank of Japan and signs of an increase in interest rates triggered by the economic recovery in the U.S.



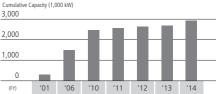
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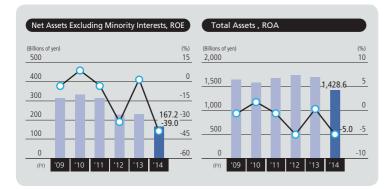


| Global | Demand | Para-xv | lene |
|--------|--------|---------|------|
|        |        |         |      |

|                                  |             | CI 1 1 T . I | A 1 T . I  | Breakdown of Asia |       |
|----------------------------------|-------------|--------------|------------|-------------------|-------|
|                                  |             | Global Total | Asia Total | China             | India |
| Demand                           | FY2012      | 31.6         | 24.9       | 12.0              | 2.3   |
| (Millions of tonnes)             | FY2018      | 45.8         | 38.2       | 24.0              | 4.5   |
| Increase<br>(Millions of tonnes) | FY2012-2018 | 14.2         | 13.2       | 12.1              | 2.2   |
| Rate of Growth (%)               | FY2012-2018 | 6.4          | 7.3        | 12.3              | 11.7  |



Released by: The Oil Information Center of Japan's Ministry of Economy, Trade and Industry (METI)



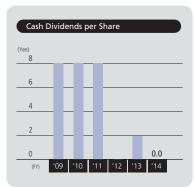
|                                |             |      |      | China | India |      |
|--------------------------------|-------------|------|------|-------|-------|------|
| emand                          | FY2012      | 31.6 | 24.9 | 12.0  | 2.3   | 2,00 |
| /lillions of tonnes)           | FY2018      | 45.8 | 38.2 | 24.0  | 4.5   | 1.00 |
| icrease<br>Aillions of tonnes) | FY2012-2018 | 14.2 | 13.2 | 12.1  | 2.2   | 1,00 |
| ate of Growth (%)              | FY2012-2018 | 6.4  | 7.3  | 12.3  | 11.7  | (F   |

Source: "Forecast of Global Supply and Demand Trends for Petrochemical Products" issued by Japan's Ministry Source: Japan Wind Power Association of Economy, Trade and Industry (April 2014)



\* Depreciation and amortization includes recovery of recoverable accounts under production sharing. In FY2011 and FY2012, depreciation and amortization also includes depreciation applicable to fixed assets idled as a result of the fire at the Chiba Refinery caused by the Great East Japan Earthquake.

Capital expenditures Depreciation and amortizations



Actual Results 01

A Roadmap for Achieving Our Long-Term Vision

# Further Strengthening Upstream Business

- Boasting a High Level of Competitiveness in the Oil E&P Business
- Cosmo Oil and Compañía Española de Petróleos, S.A.U. (CEPSA), a Spain-based integrated oil company and wholly owned subsidiary of the International Petroleum Investment Company (IPIC), signed a memorandum of agreement in relation to strategic comprehensive cooperation in January 2014. Later in November 2014, steps were taken to establish Cosmo Abu Dhabi Energy Exploration & Production Co., Ltd. in which CEPSA took up a 20% equity stake. Looking ahead, the Cosmo Oil Group and CEPSA will consider opportunities to engage in joint business activities and share their respective technological know-how while actively promoting the acquisition of new oil concessions and expanding their



## Actual Results 02 Enhancing the Competitiveness of the Refinery Business

#### • Strategic Moves to Become Top-ranked Refineries in Japan

Cosmo Oil and TonenGeneral Sekiyu K.K. established Keiyo Seisei JV G.K., a joint organization, in January 2015. Plans are in place for the construction of pipelines linking the adjacent refineries of each company. This initiative is a part of efforts to integrate management and operations of both Cosmo Oil's and TonenGeneral Sekiyu K.K.'s oil refining facilities in Chiba. After integrating the refining facilities of both groups, Keiyo Seisei JV G.K. will then take steps to dispose of Cosmo Oil's No. 1 topping unit while working to streamline operations and increase efficiency. Synergies exceeding ¥10.0 billion are expected for both groups. Furthermore, the Group and Showa Shell Sekiyu K.K. will begin a business partnership between their respective Yokkaichi refineries from the end of FY 2017. Efforts will be made to optimize facilities and for both companies to generate synergies of ¥2.0 billion. Moving forward, the Cosmo Oil Group will take the initiative and build a production structure that accurately reflects oil demand in Japan in a bid to create top-ranked domestic refineries that are competitive on the international stage.

 Ensuring Stable Supply and Reducing Costs by Diversifying Procurement Sources

The Cosmo Oil Group began building relationships of trust and cooperation with oil-producing countries in the Middle East from an early stage. At the same time, the Group has cast a wide net when procuring crude oil from South America and Asia and has worked diligently to ensure stable supply while reducing costs. In October 2014, Cosmo Oil pioneered the import of U.S. condensate, a by-product of shale production, to Japan. Looking ahead, the Group will engage in a variety of activities in its efforts to procure crude oil in order to ensure the stable supply of energy.

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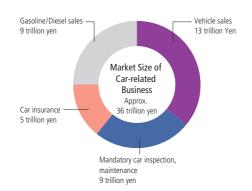
# Carrying Out the Early Transformation

# Actual Results 03 Cultivating New Markets

Please see pag<mark>e 8</mark>

#### • Evolution of the Car Lease Business Targeting Individuals

Cosmo Energy Group position the car lease business aimed at individuals at the heart of its operations as a part of efforts to shift its retail business model and provide car life value. The Company launched the "Smart Vehicle Shop" service in 2014. By displaying actual vehicles at service stations, customers are better placed to make the necessary comparisons and therefore to make the best selection. By putting forward new car life proposals to customers and expanding the business using the Company's service stations, Cosmo Oil Group will work to improve the profitability of service stations.



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

# of Our Business Portfolio

#### Actual Results **04**

# Strengthening Please see pages 15-16 Our Financial Base

#### Initiatives aimed at an Early Improvement in the Company's Financial Position

Conditions throughout Cosmo Oil Group's operating environment continue to change significantly due to such factors as movements in crude oil prices and the drop in demand for petroleum products. Under these circumstances, the Group has experienced a decline in equity as a result of the impact on inventory valuation of the sudden and sharp fall in crude oil prices during fiscal 2014. Despite these difficult conditions, however, profits excluding the impact of inventory valuation have improved. At the same time, successful steps have been taken to substantially reduce interest-bearing debt through significant improvements in operating cash flows and efforts to curtail cash reserves. In addition, Cosmo Oil procured financing by way of a subordinated loan in April 2015. Through these means, the Company is looking to quickly establish a sound financial position for the future and to effectively increase its capital in real terms.

Toward a Vertically Integrated Global Energy Company

Interview with the President

# Toward an Internationally Competitive Energy Company

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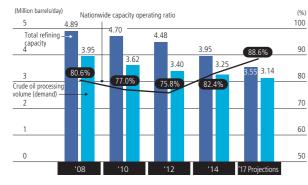
#### What are your thoughts on the current status and future of the petroleum industry?

Looking at trends in global crude oil prices throughout fiscal 2014 ended March 2015, the price of West Texas Intermediate (WTI) crude oil dropped sharply over the period of just a few months, falling to around US\$50–US\$55/barrel as of the end of the year. This was largely attributable to the economic downturn in Europe and China, the increase in production of shale oil in the United States resulting in additional supply, and excess supply reflecting the decision by OPEC to maintain production volumes.

On a personal note, I see this decline in crude oil prices as a temporary phenomenon. This is because of the inherent tight nature of oil supply and demand over the medium-term due mainly to increases in the populations of emerging countries, the upswing in demand commensurate with economic development, political unrest in oil producing countries, and the natural decline in crude oil production volumes. Despite the development of new oil fields, and the intrinsic seesawing characteristic of price fluctuations, I feel confident that crude oil prices will follow an overall upward path due to the significant potential for demand growth to exceed supply.

On the domestic front, Japan is projected to exhibit a persistent decline in demand. This is primarily due to the nation's declining population, considerable emphasis on promoting energy conservation, and improvements in the fuel efficiency of automobiles. Against this backdrop, Japan's Act on Sophisticated Methods of Energy Supply Structures came into effect in order to boost international competitiveness. As a result, oil refiners reduced their total refining capacity by 1,000,000 barrels/day by the end of March 2014. And with the introduction of new assessment criteria in July 2014, calls are being made under the law to effect a further cutback of around 400,000 barrels/day in real terms by the end of March 2017. Under these circumstances, Cosmo Oil together with the petroleum industry is working to optimize refining capacity, coordinate activities on an individual refinery basis, and take the initiative to address the decline in domestic demand. I believe that appropriate steps will continue to be taken to form a proper product market in Japan going forward.

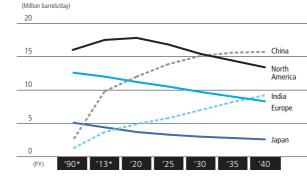
#### Total Refining Capacity in Japan/Crude Oil Processing Volume/ Nationwide Capacity Operating Ratio

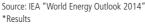


Source: The Ministry of Economy, Trade and Industry (METI) of Japan, "Natural Resources and Energy Statistics"

\* Crude oil processing volume in 2017 is projected to decline 3.4% compared with the level recorded in fiscal 2014 in accordance with calculations based on the announcement of estimated demand by METI on April 9, 2015.

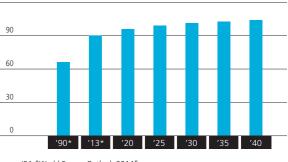
#### International Oil Demand Outlook





#### World Oil Demand Outlook





Source: IEA "World Energy Outlook 2014" \*Results



Under the environment that you have described, how will the Cosmo Oil Group go about securing growth? Can you also elaborate on the progress made over the past two years and your long-term vision?

We have continued to promote a variety of initiatives in line with the four basic policies outlined in our Fifth Consolidated Medium-Term Management Plan.

In addition to the introduction of a unit system for each business, we have also taken steps to maximize the earnings of each unit based on a clarification of the responsibilities and authority of individual units. This has in turn contributed to an improvement in the Group's overall profitability. Over the past two years, we have carried out a variety of measures in a timely manner. Consistent with the aforementioned basic policies, we: (1)closed the Sakaide Refinery and converted it to an oil terminal. This was in line with efforts to rationalize operations and has helped to improve

efficiency;

- (2) decided to pursue commercial operations in partnership with the TonenGeneral Group in connection with the Chiba Refinery and established the Keiyo Seisei joint-venture company in January 2015. After the completion of a pipeline between the two refineries, we expect to generate a synergy effect of more than ¥10 billion;
- (3) decided to enter into a business alliance with the Showa Shell Sekiyu Group with respect to the Yokkaichi Refinery, which is projected to generate a synergy effect of around ¥2.0 billion.

With steps in place to engage in commercial operations at Chiba and to promote collaboration at Yokkaichi, the Company has determined its policy response to the primary and secondary Act on Sophisticated Methods of Energy Supply Structures. Accordingly, a planning paper\* with regard to Cosmo Oil's response to the Act on Sophisticated Methods of Energy Supply Structures has already been submitted to and accepted by Japan's Ministry of Economy, Trade and Industry;

\* Notification of a change in target achievement plans for the effective use of crude oil and other energy resources.

- (4) integrated the LP gas business with those of the three companies TonenGeneral Sekiyu K.K., Showa Shell Sekiyu K.K., and Sumitomo Corporation to establish a leading LP gas distributor in Japan with the name Gyxis Corporation in April 2015;
- (5) closed the Chiba Plant and restructured the lubricant business supply system by consigning production to the TonenGeneral Group. In this manner, we have successfully improved efficiency.
- (6) strengthened our marketing structure and systems by including Sogo Energy Corporation (formerly Sojitz Energy Corporation) in the Company's scope of consolidation, and;
- (7)promoted "Cosmo Smart B-cle," a car lease for individual customers, surpassing the 19,000 vehicle benchmark by fiscal 2014. We are steadfastly advancing car life value propositions in a bid to transition from a conventional business model that depends solely on fuel oil margins.

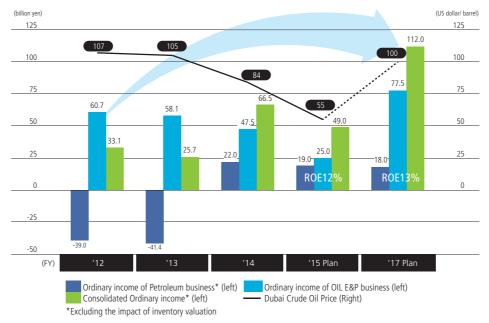
By successfully carrying out these measures, we have steadily improved profitability in our oil refining and marketing business.

#### Basic Policy

- Regain profitability in the refining & marketing sector
- Secure stable income from investments determined during the previous medium-term management plan
- Further strengthen alliances with IPIC and Hyundai Oilbank
- Further enhance CSR management

Over the long term, the Cosmo Oil Group aims to become a vertically integrated global energy company.

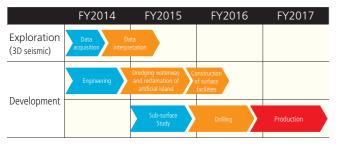








### Development Schedule for the Hail Oil Field toward Start of Production



Outlook for Para-Xylene (PX) and Purified Terephthalic Acid (PTA) Demand (Asia)



PX: Para-xylene PTA: Purified terephthalic acid Source: "Forecast of Global Supply and Demand Trends for Petrochemical Products" announced by Japan's Ministry of Economy, Trade and Industry in April 2014. At the same time, we have made concrete progress in recouping strategic investments made during the period of the previous medium-term management plan. In specific terms, we have:

- (1)secured a 30-year extension of our interests in Abu Dhabi Oil Co., Ltd. and acquired the Hail Oil Field as a new concession area. Steady progress is being made toward the start of production in the second half of fiscal 2016. We are also:
- (2) enjoying considerable benefits in the wind power generation business (EcoPower Co., Ltd.) following the introduction of the feed-in-tariff (FIT) scheme. The expectation is that we will recover a more than sufficient return on our investment. Moreover, with the start of operations at the new sites of Hirokawa, Aizu, and Watarai, we are projecting an increase in generation capacity from about 147 thousand kW to 233 thousand kW.

As a part of efforts to strengthen our alliances with IPIC<sup>\*1</sup> and HDO<sup>\*2</sup>, we are working to recoup our investments. At the same time, we are engaging in activities that are designed to trigger new business opportunities during the period of the next medium-term management plan. These activities include the following:

- (1)We executed a comprehensive strategic alliance agreement in the oil and gas development business with Compañía Española de Petróleos, S.A.U. (CEPSA), a major Spain-based integrated oil company. In bringing this alliance to fruition, IPIC served as an intermediary introducing CEPSA, its wholly owned subsidiary, to the Company. With the support of IPIC, Cosmo and CEPSA aim to acquire new concession areas and further expand business in the future.
- (2) In taking another step forward, Cosmo Abu Dhabi Energy Exploration & Production Co., Ltd. was established with CEPSA taking up a 20% equity interest. Taking the first letter of each of Abu Dhabi National Oil Company (ADNOC), Cosmo Oil, and CEPSA, ACC workshops are being set up to consider the acquisition of new interests to follow the Hail Field and to uncover business opportunities that will form a part of the next medium-term management plan.
- (3)In the petrochemical business, we set up Hyundai Cosmo Petrochemical Co., Ltd. (HCP), a joint venture with HDO, and continue to promote activities in the para-xylene (PX) business. In addition, we put in place systems for promoting the backup supply of catalysts, the exchange of human resources, and a backup supply of petroleum products in the event of an emergency. Through these and other means, we worked to deepen collaboration.

Moving forward, we will accelerate the pace at which we implement business strategies in the lead-up to fiscal 2017, ending March 2018, the final year of the Fifth Medium-Term Management Plan while striving to achieve our established targets. As a vertically integrated global energy company, we will work tirelessly to become an internationally competitive energy company.

\*1 The Company's principal shareholders International Petroleum Investment Corporation

\*2 Hyundai Oilbank Co., Ltd. based in Korea

#### Progress of Priority Measures in the 5th Consolidated Medium-Term Management Plan

|                                     | FY2013                                 | FY2014   | FY2015   | FY2016                                    | FY2017  | Ordinary Incom |
|-------------------------------------|--|--|--|---|---|----------------|
| Change of<br>Company form           |  |  | Transformation f   | to a holding company and a company v      | vith audit and supervisory committees         | _              |
|                                     |  |  | Oil E&P Business   |   |   |                |
| Hail Oil Field<br>Development       | 3D seismic prosp                       | ecting/data analysis   | Dredging waterway,<br>reclamation of artificial island, etc. | Drilling of appraisal well                | Production                                    |                |
| Comprehensive Strategic             |  | Forming a cor  | nprehensive strategic alliance, Cepsa too                    | ok stake in Abu Dhabi Oil Co., Ltd., pur: | uing synergies                                | 77.5           |
| Acquisition of<br>Jew Mining Areas  |  |  | Strengthening alliances with AD                              | NOC and CEPSA to acquire new mining       | areas in Abu Dhabi                            |                |
|                                     |  |  | Petroleum Business   |   |   |                |
| Refineries                          | Closure of<br>Sakaide Refinery         | Rationalization, efficiency impr   | rovement (promotion of alliances)                            | Skipping shutdown mair                    | tenance of Chiba Refinery                     |                |
| oint Business in Chiba              |  | Chiba refinery/Joint business<br>Agreement (June 2014)                               | Establish Keiyo Seisei                                       | J.V./Pipeline construction                | Start integrated operation<br>of refineries   |                |
| Business Partnership<br>n Yokkaichi |  |  | Business partnership   | agreement (May, 2015)                     | Commencement of the business partnership      | 18.0           |
| Car Leasing Business                | Accumulated total: A                   | pprox. 20,000 vehicles   | Accumulated total  | : Approx. 60,000 vehicles                 | Accumulated total:<br>Approx. 90,000 vehicles |                |
| ntegration of the<br>P Gas Business |  | Agreements to integrate the LP Gas whole:<br>business as well as the retail business |  | nong the top in terms of industry share   | (integration of four companies)               |                |
|                                     |  |  | Petrochemical Busines  |   |   |                |
| PX Business                         |  | 600,000 tons of MX in Japan $ ightarrow$ 1.  | .18 million tons of PX (HCP) $ ightarrow$ Clothing           | and PET (China and others)                |   | 10.0           |
|                                     |  | Renewable Energy   | Business (Wind Power Generati                                | on Business)                              |   |                |
| Development of<br>New Sites         | *Generation capacity: Approx.150,000   | kW Start of operation a  | at Hirokawa/Aizu (Approx. 40,000kW) —                        | → Approx. 180,000kW Start of or           | peration at Watarai $ ightarrow$ 230,000kW    | 4.5            |
| lote) The ordinary income fo        | recast for FY2017 includes consolidate | d accounting processing, other (+2.0   | billion yen) of 112.0 billion yen.                           |   | Total   | 112.0          |

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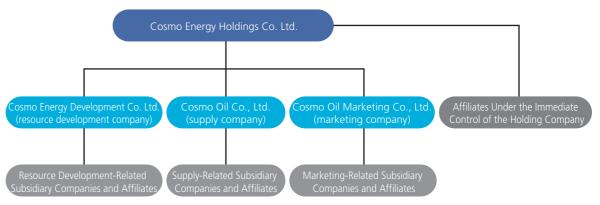
Cosmo Oil has announced details of its decision to transform itself into a holding company. What do you hope to achieve and what are your aspirations in making this move?

A. 03

Under its Fifth Medium-Term Management Plan, the Cosmo Oil Group has looked to transform its business portfolio. While adopting a policy of extensive rationalization centered on our oil refinery and marketing business, we have continued to shift management resources to the resource development, retail, and wind power generation businesses, which are positioned as drivers of future growth. At the same time, the decision to transform Cosmo Oil into a holding company on October 1, 2015 is based on the overarching goal of securing sustainable growth for the Group as a whole and strengthening the competitiveness of individual businesses by overseeing the optimal allocation of management resources. Following this transformation, plans are in place to promote a structure that is comprised of the holding company and the three core business companies, resource development, supply, and marketing.



#### The Transformation to the Holding Company Structure

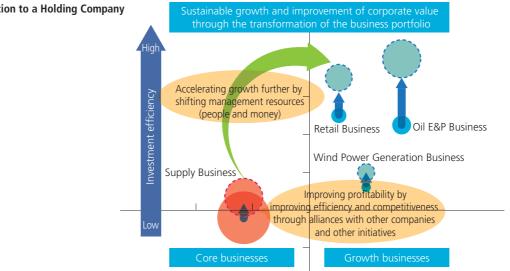


Currently, Cosmo Oil is preparing for its transformation to a holding company with the following three objectives.

The first objective is to strengthen business competitiveness and realize stable holding company profits. To this end, we will increasingly delegate authority and responsibilities to business companies to ensure that the business execution is carried out in an effective and adroit manner in the face of a changing operating environment. Our goal therefore is to allow business companies to expedite decision-making in a timely manner. Moreover, the transformation to a holding company will facilitate the separation of business risks associated with inventory valuation resulting from fluctuations in crude oil prices. In this manner, the holding company will secure stable earnings through management support fees and dividends received from each business company, which in turn will underpin the stable shareholder returns of the holding company.

The second objective is to accelerate the enhancement of Group management and accelerate the reallocation of management resources. Currently, the management resources of people, goods, and capital are unevenly distributed in the oil refinery and marketing business. Moving forward, the holding company will focus on determining management strategy and therefore direct the appropriate flow of resources to the resource development, retail, and wind power generation businesses, which are positioned as drivers of future growth. We will make every effort to accelerate the pace of growth within each business. At the same time, our policy toward the core oil refinery and marketing business will focus on streamlining operations and increasing efficiency in a bid to bolster competitiveness.

The third objective is to promote alliances in each business. We have already taken up an equity interest in CEPSA in the oil E&P business and have engaged in a variety of activities including joint refinery business development and the integration of LP gas businesses. Looking ahead, we will establish organizations for each business company and work to further enhance corporate value by pursuing a flexible and swift alliance strategy.



**Objective of the Transformation to a Holding Company** 

\*The size of the circle indicates the size of the assets of each business.

Q. 04

In conjunction with the transformation to a holding Company, Cosmo Oil is also taking up the governing format of a company with an audit and supervisory committee. What are you intentions for taking this additional step?

A. 04 |

Japan is currently engaged in lively debate on the topics of corporate value and corporate governance. As a part of the revised revitalization strategy approved by Japan's Cabinet in June 2014, Japan's Corporate Governance Code came into effect in June 2015 as a reform measure aimed at promoting the international competitiveness of Japanese companies.

From our perspective, we have decided to adopt a company with an audit and supervisory committee governance format in conjunction with our transformation to a holding company in October 2015. While addressing and complying with the new code as a matter of course, we have placed equal weight on enhancing management transparency and accountability. In addition to ensuring that independent directors, who form a majority on the Audit and Supervisory Committee, participate fully in resolutions of the Board of Directors, we are encouraging management debate that incorporates a wide spectrum of perspectives in order to engage in aggressive governance thereby enhancing shareholder value. Our expectations are that outside directors will bring to the table their diverse and abundant ideas and opinions based on their respective fields of expertise.

### Rationale behind and Objectives of Changes in the Company's Governance Structure

#### Changes in business environment (social requirements)

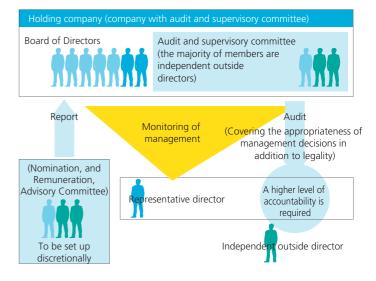
- Revision to the Companies Act
- Application of Japan's Corporate Governance Code
- Application of Japan's Stewardship Code

Transformation to a Company with Audit and Supervisory Committee Compliance with the Corporate Governance Code

#### Objectives and anticipated effects (improving corporate value) 1) Increase management transparency

- 2) Further accelerate decision-making
- Reflect new ways of thinking, opinions, and others in management

#### Company with an Audit & Supervisory Committee Governance Structure





Q. 05

In fiscal 2014, the Company implemented a series of measures in line with its Fifth Medium-Term Management Plan. At the same time, the Company took steps to improve its financial position. Can you provide us with your thoughts of future capital strategies and specific details on efforts to improve the Company's financial position?

A. 05

Looking back over the past two years of the Fifth Medium-Term Management Plan, I am confident that the Group worked in unison to swiftly promote business reforms. While incurring a loss on inventory valuation of ¥116.1 billion as a result of the sharp drop in crude oil prices in fiscal 2014, from a profit perspective we have maintained an unwavering commitment to rationalization and improving efficiency. If we exclude the impact of inventory valuation, we secured a profit recovery together with a substantial improvement in cash flows by ensuring proper margins across marketing departments and increasing added value. In addition, our ability to repost deferred tax assets that is judged based on future profitability was another positive step in fiscal 2014. We will continue this initiative going forward.

#### **Consolidated Cash Flows**

|  |                                | (Unit: billion yen)           |
|--|--------------------------------|-------------------------------|
|  | FY2014<br>(As of Mar. 31, '15) | FY2013<br>(As of Mar. 31,'14) |
| Cash flows from operating activities           | 163.4                          | 35.8                          |
| Cash flows from investing activities           | -30.1                          | -61.0                         |
| Cash flows from financing activities           | -178.9                         | 12.6                          |
| Cash and cash equivalents at end of the period | 80.8                           | 123.3                         |

#### Consolidated Balance Sheet (summary)

|  |                               |                               | (Unit: billion yen) |
|--|-------------------------------|-------------------------------|---------------------|
|  | FY2014<br>(As of Mar. 31,'15) | FY2013<br>(As of Mar. 31,'14) | Changes             |
| Total assets                                       | 1,428.60                      | 1,696.8                       | -268.2              |
| Net assets   | 207.5                         | 261.1                         | -53.6               |
| Net worth  | 167.2                         | 231.9                         | -64.7               |
| Net worth ratio                                    | 11.7%                         | 13.7%                         | Down 2.0 points     |
| Interest-bearing debts                             | 692.9                         | 863.7                         | -170.8              |
| Debt dependence ratio                              | 48.5%                         | 50.9%                         | Up 2.4 points       |
| Debt/equity ratio (times)                          | 4.1                           | 3.7                           | Down 0.4 points     |
| Net interest-bearing debt*                         | 597.7                         | 723.3                         | -125.6              |
| Debt dependence ratio                              | 41.8%                         | 42.6%                         | Up 0.8 points       |
| Debt/equity ratio (times)                          | 3.6                           | 3.1                           | Down 0.5 points     |
| Debt/equity ratio (credit ratings basis) (times)*2 | 3.1                           | —                             |                     |

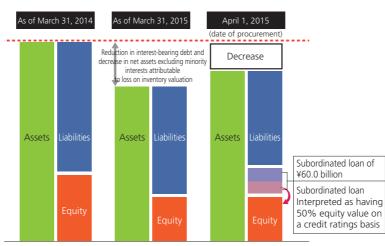
Notes: 1. After deducting cash and cash equivalents from the total amount of interest-bearing debt

2. Based on an assessment by Japan Credit Rating Agency, Ltd., which recognizes the nature of subordinated and hybrid loans as having equity value, an amount equivalent to 50% of the principal of subordinated and hybrid loans is deemed as capital for debt/ equity ratio calculation purposes. Accordingly, 50% of the ¥60 billion hybrid loan drawn by the Company on April 1, 2015 has been factored in as capital.

Turning to efforts aimed at improving our financial position, we have continued to streamline our balance sheet through various measures, including the divestment of businesses on the basis of profitability. This comes in the wake of the prolonged suspension of operations at our Chiba Refinery as a result of such factors as the Great East Japan Earthquake in 2011, which in turn led to a substantial increase in interest-bearing debt. As of the end of fiscal 2014, we undertook a major reduction in inventory, which has enabled us to cutback interest-bearing debt by ¥170.8 billion compared with the end of the previous fiscal year. Moreover, we secured financing through a subordinated loan totaling ¥60.0 billion in April 2015 thereby bolstering capital in real terms. While technically acknowledged as debt, the 60-year maturity period together with other terms and conditions ensure that the attributes of this subordinated loan are similar to equity capital. At the same time, we believe that our ability to procure financing in this manner is a measure of the high regard in which our business and potential is held by financial institutions and ratings agencies. Despite the aforementioned initiatives, we understand the ongoing need to improve our financial position as a key management priority. We will therefore continue to reduce interest-bearing debt and improve all financial indicators as we work toward fiscal 2017, the final year of our Fifth Medium-Term Management Plan.



#### **Changes in the Balance Sheet**



|   | FY2014<br>(As of Mar. 31,'15) | FY2013<br>(As of Mar. 31,'14) | Changes            |
|---|-------------------------------|-------------------------------|--------------------|
| D/E ratio                               | 3.6 times                     | 3.1 times                     | Down<br>0.5 points |
| D/E ratio*<br>(credit ratings<br>basis) | 3.1 times                     | _                             | _                  |

\* Based on an assessment by Japan Credit Rating Agency, Ltd., which recognizes the nature of subordinated and hybrid loans as having equity value, an amount equivalent to 50% of the principal of subordinated and hybrid loans is deemed as capital for debt/equity ratio calculation purposes. Accordingly, 50% of the ¥60 billion hybrid loan drawn by the Company on April 1, 2015 has been factored in as capital. In closing, can you elaborate on the Company's approach toward the payment of dividends?



Q. **06** 

We have been forced to forego the payment of a dividend for fiscal 2014 due mainly to the loss on inventory valuation attributable to the sharp drop in crude oil prices. However, and as I have stated before, we will increase the profitability of business companies with the transformation to a holding company structure and continue to promote a policy with respect to the distribution of profits that balances the needs to undertake forward-looking investments, improve our financial position, and provide adequate returns to shareholders.

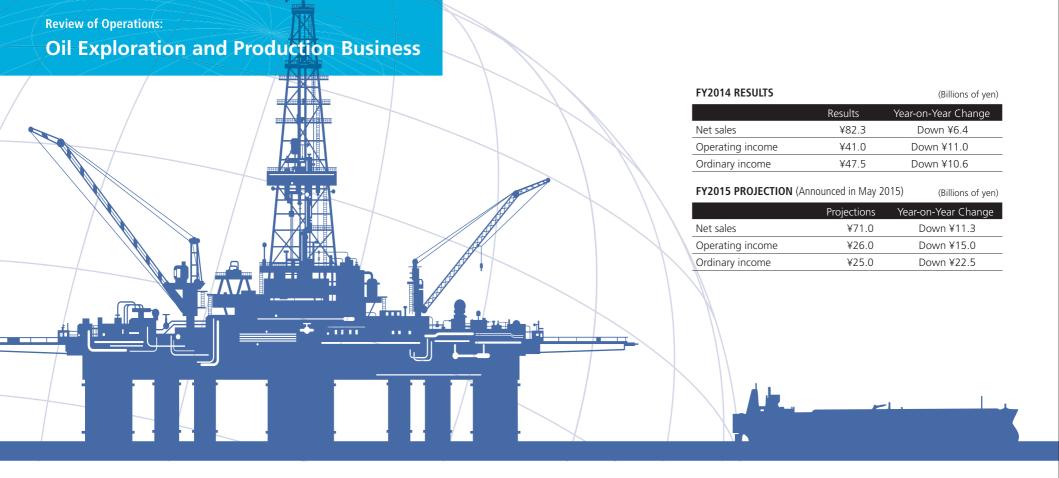
In conclusion, I am committed to taking a strong leadership position to ensure we quickly reap the benefits of the transformation to a new structure and to excel in a new era of global market competition. While working in unison, we will do our utmost to fulfill our corporate social responsibility and to garner the trust of society.

June, 2015 President, Chief Executive Officer

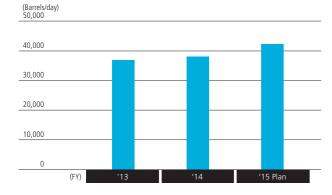
K. Morekawa

Keizo Morikawa





### Crude Oil Production Volume of Cosmo Energy Exploration & Development Ltd.



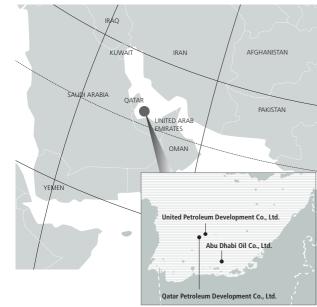
#### **Strategies**

The Cosmo Oil Group continues to develop its Oil Exploration and Production Business, designating Abu Dhabi and Qatar, where it has established partnerships of trust over many years, as core areas. To reduce the high risks generally associated with the Oil Exploration and Production Business, the Group strives to acquire mine lots that have already been discovered and are yet to be developed.

The Group has extended its interest in three existing oil fields with Abu Dhabi Oil Co., Ltd. (ADOC) for 30 years beginning in 2012. Cosmo Oil is also developing the Hail Oil Field, a new concession area that it acquired with the extension of its interests, with the aim of initiating production in the second half of FY2016.

As one initiative to expand business, Cosmo Oil signed a memorandum of understanding regarding the establishment of a strategic comprehensive alliance with International Petroleum Investment Company's (IPIC's) wholly-owned subsidiary Compañía Española de Petróleos, S.A.U. (CEPSA), a major





Spain-based oil company, in January 2014. Under this arrangement, steps will be taken to pursue petroleum-related business opportunities of mutual interest and prospects for their commercialization. In November of the same year, Cosmo Oil strengthened this alliance further by accepting a 20% investment by CEPSA in the newly established Cosmo Abu Dhabi Energy Exploration & Production Co., Ltd. Cosmo Oil is focusing joint efforts on acquiring new concession areas and further expanding business with Abu Dhabi National Oil Company (ADNOC) and CEPSA through periodic workshop meetings.

#### FY2014 Performance

In FY2014, total oil production by the three companies led by Cosmo Energy Exploration & Production Co., Ltd.—ADOC, Qatar Petroleum Development Co., Ltd. (QPD), and United Petroleum Development Co., Ltd. (UPD)—amounted to 38,031 barrels/day, up 3.1% compared with the previous fiscal year. This was largely attributable to the addition of one oil rig at ADOC.

Turning to the price of crude oil, Dubai crude oil began the year (January) at around US\$104/barrel and later rose briefly to around US\$111/barrel, primarily as a result of turmoil in the Middle East, including Libya and Iraq. However, the price subsequently fell precipitously to around US\$60/barrel by the end of the year (December), owing to higher production of shale oil in the U.S. and OPEC deciding to maintain output levels.

Although production volume increased, due to the fall in crude oil prices and higher operating costs, the Oil Exploration and Production Business segment posted net sales of ¥82.3 billion, a ¥6.4 billion year-on-year decrease. Ordinary income declined ¥10.6 billion year on year to ¥47.5 billion.

#### **Outlook for FY2015**

In FY2015, Cosmo Oil assumes an average crude oil price of US\$55/barrel and an exchange rate of ¥120 per U.S. dollar. Oil exploration and production activities in the core Abu Dhabi and Qatar areas are expected to remain steady.

We project net sales of ¥71.0 billion, down ¥11.3 billion year on year, and ordinary income of ¥25.0 billion, down ¥22.5 billion. Despite expectations for higher production volume, we project lower crude oil prices than in FY2014. We accordingly anticipate a decline in profits compared with the previous fiscal year.

| FY2014 RESULTS  |             | (Billions of yen)   |  |       |       |
|---|-------------|---------------------|--|-------|-------|
|   | Results     | Year-on-Year Change |  |       |       |
| Net sales   | ¥2,997.0    | Down ¥466.7         |  |       |       |
| Operating income (loss)                                   | ¥(80.0)     | Down ¥62.1          |  |       |       |
| Ordinary income (loss)                                    | ¥(93.5)     | Down ¥68.2          |  |       |       |
| Impact of inventory valuation (loss)                      | ¥(115.5)    | Down ¥131.6         |  |       |       |
| Ordinary Income (Excluding impact of inventory valuation) | ¥22.0       | Up ¥63.4            |  |       |       |
| FY2015 PROJECTION (Announced in M                         | √lay 2015)  | (Billions of yen)   |  |       |       |
|   | Projections | Year-on-Year Change |  |       |       |
| Net sales   | ¥2,537.0    | Down ¥460.0         |  |       |       |
| Operating income  | ¥29.0       | Up ¥109.0           |  |       | COSMO |
| Ordinary income   | ¥19.0       | Up ¥112.5           |  |       |       |
| Impact of inventory valuation                             | ¥0          | Up ¥115.5           |  |       |       |
|   | _           |                     |  | □□□□□ |       |



#### **Strategies**

Building on the safe and stable operations of its three refineries, the Cosmo Oil Group aims to secure margins at an appropriate level and establish a system of top-class oil refineries in Japan through regional collaboration, coordination and integration, modeled after the accomplishments in the Chiba and Yokkaichi areas. Amid the downturn in petroleum product demand in Japan, Cosmo Oil Group is strengthening initiatives in auto leasing operations for consumers in a bid to transition from a conventional business model that revolves solely around fuel oil margins as a primary source of earnings to a business model focused on providing a full array of car services.



#### FY2014 Performance

Despite a year-on-year increase in jet fuel, overall demand for petroleum products in Japan declined from the previous fiscal year in FY2014. This downturn was mainly due to lower demand for gasoline, kerosene, and heavy fuel oil A due to the consumption tax hike, fuel efficiency improvements, a mild winter, and the shift to alternative fuels, combined with a fall in demand for heavy fuel oil C due to lower capacity utilization at thermal power plants.

In light of these market conditions, the Cosmo Oil Group's domestic sales volume decreased 8.0% in FY2014. However, exports, including bonded products sales, increased by 2.0%. As a result, overall sales volume was down 5.8%.

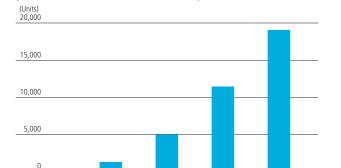
In the Petroleum Business, net sales decreased on account of lower crude oil prices and a decline in product sales volume. Moreover, profits declined owing to a sharp increase in the cost of sales that resulted from the valuation of inventory following the fall in crude oil prices. As a result, net sales totaled ¥2,997.0 billion, down ¥466.7 billion year on year, and the Petroleum Business segment posted an ordinary loss of ¥93.5 billion, down ¥68.2 billion. Excluding the impact of inventory valuation caused by the fall in crude oil prices, the Petroleum Business posted ordinary income of ¥22.0 billion, an improvement of ¥63.4 billion year on year, a major improvement in its underlying earnings potential.

#### Cosmo Oil's Total Sales Volume and Estimates (Announced In May 2015)

|  |        |        |        | (Thousand kiloliters                      |
|--|--------|--------|--------|---|
|  | FY2014 | FY2013 | Change | FY2015 Estimate<br>(% change from FY2014) |
| Domestic sales                           | 21,739 | 23,640 | -8.0%  | -4.0%                                     |
| Gasoline                                 | 5,722  | 6,053  | -5.5%  | -1.6%                                     |
| Kerosene                                 | 1,941  | 2,261  | -14.1% | -4.7%                                     |
| Diesel fuel                              | 4,150  | 4,399  | -5.6%  | -3.0%                                     |
| Heavy fuel oil A                         | 1,555  | 1,847  | -15.8% | -7.5%                                     |
| Naphtha                                  | 6,240  | 6,556  | -4.8%  | -0.9%                                     |
| Jet fuel                                 | 468    | 486    | -3.5%  | +3.4%                                     |
| Heavy fuel oil C                         | 1,663  | 2,038  | -18.4% | -24.1%                                    |
| Export (Including bonded products sales) | 4,273  | 4,189  | +2.0%  | +2.2%                                     |
| Jet fuel, Kerosene, Diesel fuel          | 3,203  | 3,104  | +3.2%  | +4.5%                                     |
| Others                                   | 1,070  | 1,085  | -1.4%  | -5.0%                                     |
| Total selling volume                     | 35,723 | 37,932 | -5.8%  | -3.2%                                     |
|  |        |        |        |   |



(Thousand kilolita



**Cumulative Annual Number of Cosmo Smart Vehicle Contracts** 

(vehicle leases and sales to consumers)

#### **Outlook for FY2015**

In FY2015, Cosmo Oil expects domestic sales volume to decline 4.0% on account of weaker demand in Japan. We forecast a 2.2% increase in exports overall, with bonded products sales of jet fuel, kerosene and diesel fuel expected to rise 4.5%. Accordingly, Cosmo Oil projects overall sales volume will decrease 3.2%.

In this business environment, Cosmo Oil aims to reduce refining costs and secure an appropriate margin through the formation of a right-sized market for petroleum products. In the retail business, we are stepping up efforts in automobile-related markets, from sales of vehicles to insurance, centered on the car leasing business for consumers.

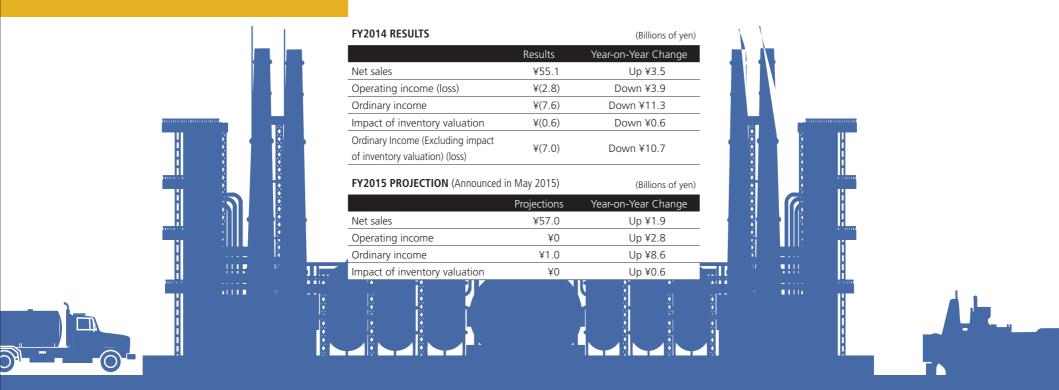
In the LP gas business, Gyxis Corporation was established in April 2015 as a top-class domestic LG gas import and wholesale company through a comprehensive agreement reached with Showa Shell Sekiyu K.K., Sumitomo Corporation, and TonenGeneral Sekiyu K.K.

For FY2015, Cosmo Oil forecasts net sales of ¥2,537.0 billion, down ¥460.0 billion year on year, in the Petroleum Business, and ordinary income of ¥19.0 billion, an improvement of ¥112.5 billion from the previous fiscal year, reflecting the absence of inventory valuation.

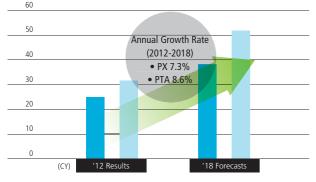




#### Review of Operations: Petrochemical Business



Outlook for Para-Xylene (PX) and Purified Terephthalic Acid (PTA) Demand (Asia) (Million tonnes)



PX: Para-xylene PTA: Purified terephthalic acid

Source: "Forecast of Global Supply and Demand Trends for Petrochemical Products" announced by Japan's Ministry of Economy, Trade and Industry in April 2014.

#### **Strategies**

The Cosmo Oil Group has been shifting its emphasis to the Petrochemical Business amid declining demand for gasoline in Japan. We have been ramping up production of para-xylene (PX), which is used in polyester fiber and PET bottles, and its main ingredient, mixed xylene (MX). We expect demand for these products to grow over the long term, as demand strengthing in Asia. The Group aims to boost its competitiveness in exports of ethylene by promoting larger-lot exports of products. The Group aims to become a leading olefin center for the Asia region.



#### **FY2014 Performance**

We ensured production and sales of PX through the stable supply of MX, produced by subsidiaries CM Aromatics Co., Ltd. and Cosmo Matsuyama Oil Co., Ltd., to Hyundai Cosmo Petrochemical Co., Ltd. (HCP), a 50:50 joint venture. The Cosmo Oil Group posted record-high sales volume of MX. In the PX business, HCP worked to reduce the cost of sales by optimizing operations and making capital investments to streamline operations. Despite these initiatives, earnings declined due mainly to the weak market conditions for products. Amid relatively strong conditions for ethylene, Maruzen Petrochemical Co., Ltd. secured profits by maintaining high capacity utilization at its ethylene production facilities.

As a result, net sales in the Petrochemical Business segment were ¥55.1 billion, up ¥3.5 billion year on year. The Petrochemical Business segment posted an ordinary loss of ¥7.6 billion, compared with ordinary income of ¥3.7 billion in the previous fiscal year.

#### **Outlook for FY2015**

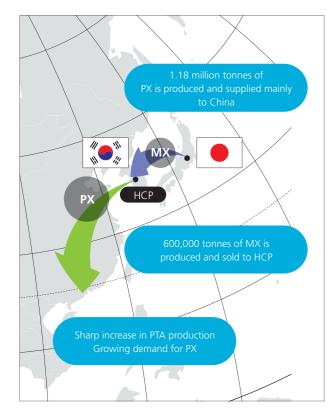
Cosmo Oil projects year-on-year growth in net sales and ordinary income for the Petrochemical Business in FY2015, on the back of a moderate recovery in prices for PX and MX as well as cost reductions at HCP from energy savings and streamlining. We estimate net sales of ¥57.0 billion, up ¥1.9 billion year on year, and ordinary income of ¥1.0 billion, an improvement of ¥8.6 billion from the previous fiscal year.



#### The Cosmo Oil Group Production Volume

|   |           |           |         | (Ionnes/year) |
|---|-----------|-----------|---------|---------------|
| Company Name                            | Ethylene  | PX        | Benzene | MX            |
| НСР                                     | _         | 1,180,000 | 250,000 | —             |
| Maruzen Petrochemical Co., Ltd. Group   | 1,293,000 | —         | 598,000 | 72,000        |
| CM Aromatics Co., Ltd.                  | _         | —         | —       | 270,000       |
| Cosmo Matsuyama Oil Co., Ltd.           | _         | —         | 91,000  | 30,000        |
| Cosmo Oil Co., Ltd., Yokkaichi Refinery | _         |           | _       | 300,000       |
|   |           |           |         |               |

#### HCP's Business Model in East Asia



\* HCP: 50.0% (equity-method affiliate)

\* Maruzen Petrochemical Co., Ltd.: 43.9% (equity-method affiliate)

\* CM Aromatics Co., Ltd.: 65.0% (consolidated subsidiary)

\* Cosmo Matsuyama Oil Co., Ltd.: 100.0% (consolidated subsidiary)

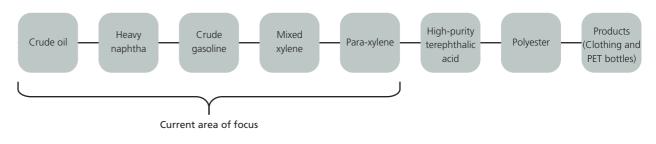
\* The ethylene production capacity of the Maruzen Petrochemical Co., Ltd. Group includes the capacity of Keiyo Ethylene Co., Ltd. (768,000 tonnes/year) in which Maruzen Petrochemical Co., Ltd. has a 55% equity interest.

\* The ethylene production capacity of the Maruzen Petrochemical Co., Ltd. Group for this period was lower than usual due to scheduled outages for maintenance.

\* Cosmo Oil Co., Ltd. and Maruzen Petrochemical Co., Ltd. have 65% and 35% stakes, respectively, in CM Aromatics Co., Ltd.

\* Earnings derived from the Yokkaichi Refinery's MX facility is included in the Petroleum Business segment.

#### Para-Xylene Refining Process



 $(T_{-}, \ldots, \ldots, \ldots, \ldots)$ 

|  |     | FY2014 RESULTS           |             | (Billions of yen)   |
|--|-----|--------------------------|-------------|---------------------|
|  |     |                          | Results     | Year-on-Year Change |
|  |     | Net sales                | ¥75.7       | Down ¥3.7           |
|  |     | Operating income         | ¥3.8        | Down ¥0.8           |
|  |     | Ordinary income          | ¥4.4        | Down ¥1.1           |
|  | * 、 | FY2015 PROJECTION (Annou | -           | (Billions of yen)   |
|  |     |                          | Projections | Year-on-Year Change |
|  |     | Net sales                | ¥80.0       | Up ¥4.3             |
|  |     | Operating income         | ¥4.5        | Up ¥0.7             |
|  |     | Ordinary income          | ¥4.5        | Up ¥0.1             |





#### **Strategies**

The Cosmo Oil Group is focusing on renewable energy guided by its responsibilities as an integrated energy company working to diversify the energy supply and achieve the best energy mix. Plans are in place for EcoPower Co., Ltd., a group company with about a 6% share of the domestic wind power market, to add approximately 50,000 kW in new capacity by the end of FY2017. In addition, the Group is participating in experimental offshore floating wind power generation projects. In solar power generation, CSD Solar\* commenced commercial operations at certain mega-solar power generation sites from June 2014.

In addition, Cosmo Oil continued to evaluate the potential of the 5-amino levulinic acid (ALA) business with the objective of expanding earnings opportunities outside the Petroleum Business. \*CSD Solar is a mega-solar project joint venture between Cosmo Oil, Showa Shell Sekiyu K.K., and Development Bank of Japan Inc.

#### **Other Business Results**

In the wind power generation business, EcoPower Co., Ltd. aggressively worked to develop new wind power generation facilities. As a result, the Hirogawa-Hidakagawa Wind Farm in Wakayama Prefecture and the Aizuwakamatsu Wind Farm in Fukushima Prefecture began operating ahead of schedule. Accordingly, total power generation capacity expanded to 183,000 kW from 147,000 kW in the previous fiscal year. Existing power generation facilities continued to operate stably, leading to the fifth consecutive year of growth in revenues, while profits remained on a par with the previous fiscal year.

In fertilizer operations of the ALA business, Cosmo Oil strengthened its lineup of fertilizer products for home gardening, introduced a new liquid fertilizer made specifically for sports turf at stadiums, and worked to expand sales channels. At the same time, Cosmo Oil began developing solid fertilizers that can be used for agriculture inside and outside Japan.

As a result of these activities, net sales totaled ¥75.7 billion, down ¥3.7 billion year on year, and ordinary income came to ¥4.4 billion, down ¥1.1 billion, in the Other Business segment.

#### **Outlook for FY2015**

#### **Renewable Energy**

In the field of wind power generation, construction of a wind farm is progressing steadily with the Watarai project in Mie Prefecture slated to start operations in the second half of FY2016. Through these and other initiatives, the Group is endeavoring to further expand business.

#### The Potential of 5-Amino Levulinic Acid (ALA)

Cosmo Oil has developed a technology that enables the safe and inexpensive manufacture of ALA, a naturally occurring amino acid, utilizing a fermentation process. ALA is a chlorophyll and hemoprotein precursor and has the potential to be used across a wide range of products including fertilizer, health food products, pharmaceuticals, hair growth treatments, and livestock feed. In order to develop applications for ALA across the cosmetics, health food, and pharmaceuticals fields, Cosmo Oil established a joint-venture company with SBI Holdings Inc. in fiscal 2008. Energies are currently being channeled toward the development of new ALA compound products. In January 2015, Cosmo Oil signed a patent licensing agreement with the joint venture SBI Pharmaceuticals Co., Ltd. to facilitate the efficient development of the ALA business.

#### **Progress in the ALA Business**

|                   |                         | Existing Business  | Cultivating New Business Fields   |
|-------------------|-------------------------|--|---|
| Raw Material      | Raw Material Business   | <ul> <li>Manufacture and sale of active ingredients for fertilizers, animal feed, health<br/>food products, and reagents for laboratory tests</li> </ul>   | <ul> <li>Manufacture and sale of active pharmaceutical ingredients</li> <li>Development of pharmaceutical agents</li> </ul> |
| Finished Products | Fertilizer Business     | <ul> <li>Liquid fertilizer: PENTAKEEP (for agricultural use)</li> <li>Liquid fertilizer: PENTAGARDEN (for horticultural use)</li> <li>Liquid fertilizer: PENTAGARDEN PRO-1400 (for horticultural use)</li> <li>Solid fertilizer: PENTAGARDEN Pellet (for horticultural use)</li> <li>Liquid fertilizer: ALA GARDEN TURF (for sports turf)</li> </ul> | <ul> <li>Solid fertilizers for agricultural use</li> </ul>  |
|                   | Animal Feed Business    | <ul> <li>Sale of a raw material for fish feed in Japan</li> </ul>  |   |
|                   | Hair Treatment Business |  | <ul> <li>Hair treatment products<br/>(under joint development with Milbon Co., Ltd.)</li> </ul>                             |

#### Joint-Venture Business with the SBI Group

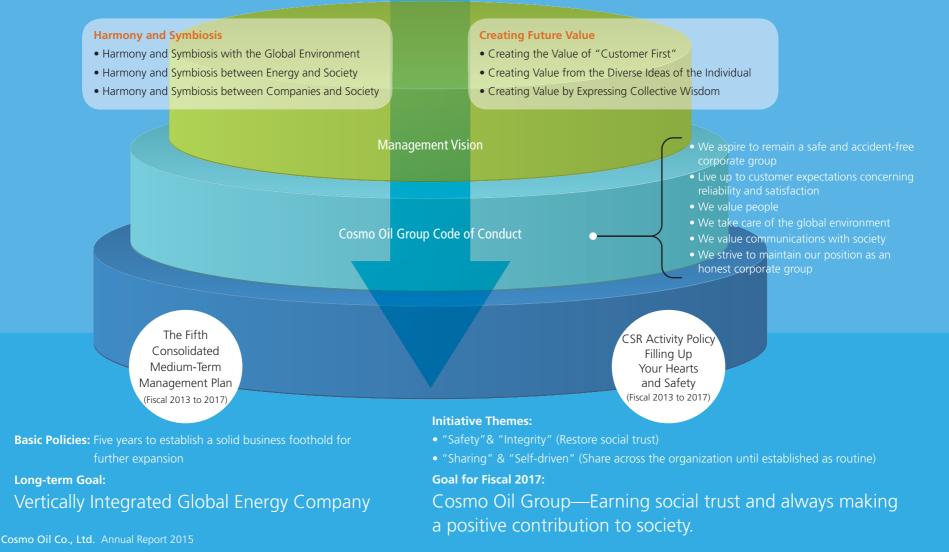
|                   |                          | Existing Business  | Cultivating New Business Fields   |
|-------------------|--------------------------|--|---|
| Finished Products | Cosmetics Business       | <ul> <li>"ALA Plus Series" (SBI ALApromo Co., Ltd.)</li> <li>"L'ala Solomon Series" (Sustainable Crew Ltd.)</li> </ul>   |   |
|                   | Health Food Business     | <ul> <li>"ALA Plus Series" (SBI ALApromo Co., Ltd.)</li> <li>"Bi Chocola Enrich" (Eisai Co., Ltd.)</li> <li>"Kilaris/ALA" (Nippo Pharmaceutical Industries, Ltd.)</li> </ul> |   |
|                   | Pharmaceuticals Business | <ul> <li>Intraoperative diagnosis agent for encephaloma (SBI Pharmaceuticals Co., Ltd.)</li> <li>Light equipment for medical use (SBI Pharmaceuticals Co., Ltd.)</li> </ul>  | <ul> <li>Intraoperative diagnosis agent for bladder cancer</li> <li>Cancer chemotherapy anti-anemia agent</li> <li>Mitochondrial disease treatment</li> </ul> |

#### **CSR Management**

### COSMO OIL GROUP MANAGEMENT VISION AND CSR MANAGEMENT

#### COSMO OIL GROUP MANAGEMENT VISION

In striving for harmony and symbiosis between our planet, humankind, and society, we aim for sustainable growth toward a future of limitless possibilities.

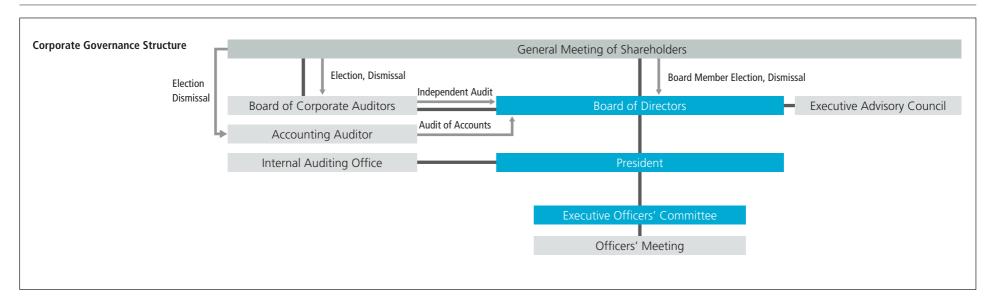


#### **Corporate Governance**

Reflecting our corporate mission and our responsibility to society at large, we have established the Cosmo Oil Group Management Vision and the Cosmo Oil Group Code of Conduct, which serves as a specific set of guidelines to fulfill this vision. On this basis, we aim to satisfy the requirements of shareholders and all other stakeholders to the utmost by seeking to achieve corporate governance that "manages operations more transparently and efficiently, implements decisions swiftly, and thoroughly executing risk management and compliance."

In an effort to maintain and enhance its corporate governance structure in the areas of management decision making, monitoring, and execution, the Cosmo Oil Group has established organizations that supervise management, carry out business operations, and evaluate the performance of directors. In tune with revisions to the Companies Act, the establishment of the Japan's Corporate Governance Code, and other changing standards and requirements in society, the Cosmo Oil Group examines the state of its corporate governance structure to ensure an optimal form.

The Cosmo Oil Group is taking steps to build a new corporate governance structure to ensure sustained growth and to enhance corporate value over the medium to long term upon the transition to a holding company structure on October 1,2015. Pages 35 and 37 explain the form corporate governance will take at the new holding company.



#### CORPORATE GOVERNANCE STRUCTURE, MEASURES AND IMPLEMENTATION STATUS (until September 30, 2015)

#### **DIRECTORS AND BOARD OF DIRECTORS**

#### Board of Directors

The Board of Directors is the Group's top decision-making organ. It is responsible for resolving legal and regulatory issues and items in the Articles of Incorporation. The Board also establishes management policy and supervises directors' execution of business duties.

To enable prompt decision-making on management-related matters, we have set the maximum number of directors at 15.

#### • Appointment and Term

A provision in the Articles of Incorporation stipulates that directors shall be appointed by a method other than accumulative voting.

In order to clarify evaluation and responsibility for fiscal year results, the term has been established from appointment through to the conclusion of

the general meeting of shareholders held to finalize matters regarding the fiscal year that ends within a year of a director's appointment.

#### • Outside Directors

Two of the Board's 10 directors are appointed from outside the Group. Outside directors have immediate access to necessary information via the Corporate Planning Department.

#### • Separation of Roles of Chairman and President

Under the structure adopted by the Cosmo Oil Group, the Chairman heads meetings of the Board of Directors (except when concurrently president).

#### • Frequency and Attendance

Regulations governing the Board of Directors stipulate that in principle meetings are to be held once monthly, and that extraordinary meetings are to be held when necessary. At meetings, directors make decisions on important management-related matters and examine progress on business initiatives and measures for resolving problems.

In fiscal 2014, the Board of Directors met on 9 occasions. In addition to important management-related items pertaining to joint business operations with TonenGeneral Sekiyu and the enhancement of collaboration with CEPSA, major topics regularly covered at these meetings included the status of sales, status of supply as well as monthly income summaries.

| Directors           |                    | А    | ttendance Ratio* |
|---------------------|--------------------|------|------------------|
| 8 Directors         |                    | 100% |                  |
| 2 Outside Directors | Mohamed Al Hamli   | 89%  | (8 of 9 times)   |
|                     | Mohamed Al Mehairi | 78%  | (7 of 9 times)   |

\* Attendance ratios are calculated for the period from April 1, 2014 to March 31, 2015.

#### • Nominations and Evaluation by the Executive Advisory Council

The Council is responsible for evaluating the performance of directors, determining director remuneration, and deliberating on the selection of directors and auditors nominated for election at general meetings of shareholders. As an organ responsible for clarifying responsibility for management outcomes, the Council has been separated from the Board of Directors to ensure greater fairness and transparency.

#### **Director Remuneration**

|  | Remuneration   |
|--|----------------|
| Remuneration Paid to 13 Directors                              | ¥333.0 million |
| Remuneration Paid to 2 Outside Directors Included in the Above | ¥24.0 million  |

\* Included three directors who retired upon the completion of the 108th Ordinary General Meeting of Shareholders held on June 24, 2014.

Payments to directors exclude the employee salary portion paid to employees who hold the concurrent position of director.

#### **EXECUTIVE OFFICER SYSTEM**

The Company has introduced an executive officer system to separate management oversight and business execution, as well as to facilitate swift responses to changes in the operating environment. To clarify the roles and responsibilities of "Directors" in charge of decision-making and management oversight and those of "Executive Officers" in charge of business execution, the Group began appointing, as necessary, individuals to the executive officer positions of "Chief Executive Officer," "Senior Managing Executive Officer," and "Senior Executive Officer."

#### • Executive Officer Appointment and Term

The Board of Directors appoints executive officers recommended by the Executive Advisory Council for one-year terms. The executive officers work under the Board of Directors and the president.

Important decision-making, deliberation, and information sharing concerning the execution of business are the responsibilities of the following committees.

#### **Executive Officers' Committee**

This committee is charged with making decisions and deliberating on basic policies and important matters concerning the execution of business in accordance with basic management policies determined by the Board of Directors.

Regulations governing the Committee stipulate that it meets once weekly, and that additional meetings are convened as required. With the president as the chair of the committee, its membership comprises executive officers and auditors nominated by the President.

#### **Officers' Meeting**

This group was established below the Executive Officers' Committee to ensure the swift Group-wide implementation of matters decided by the Executive Officers' Committee. The Officers' Meeting convenes once monthly.

#### **AUDITORS**

#### • Board of Corporate Auditors

Members of the Board of Corporate Auditors attend Board of Directors' meetings and Executive Officers' Committee meetings to monitor the execution of business activities by directors and executive officers. They conduct effective audits in a fair manner by working closely with accounting auditors, internal audit entities, and the auditors of affiliates.

At present, the Board consists of five auditors: three full-time auditors (one who is a full-time outside auditor) and two outside auditors.

#### Outside Auditors

Three of the five corporate auditors are outside auditors, one of whom works full time. The full-time outside auditor attends Board of Directors' meetings and other important committee meetings. The Company's audit secretariat provides administrative support to all auditors.

#### Meetings and Attendance

In principle, the Board of Corporate Auditors meets once monthly, and at other times as necessary. The Board receives reports from the auditors based on the audit policies, plans, and schedule determined by the Board, and presents proposals to directors as required. The Board convened 10 times during fiscal 2014.

|                  |               |                  |                      | Attendance Ratio*   |
|------------------|---------------|------------------|----------------------|---------------------|
| Outside Auditors | Board of Dire | ectors (9 times) | Board of Corporate A | Auditors (10 times) |
| Hirokazu Ando    | 100%          | (9 of 9 times)   | 100%                 | (10 of 10 times)    |
| Yoshitsugu Kondo | 100%          | (9 of 9 times)   | 100%                 | (10 of 10 times)    |
| Sakae Kanno      | 100%          | (9 of 9 times)   | 100%                 | (10 of 10 times)    |
|                  |               |                  |                      |                     |

\* Attendance ratios are calculated for the period from April 1, 2014 to March 31, 2015.

#### Corporate Auditor Remuneration (Fiscal 2014)

|  | Remuneration                      |
|--|-----------------------------------|
| Remuneration Paid to 6 Auditors  | ¥94.0 million                     |
| Remuneration Paid to 3 Outside Auditors Included in the Above                                    | ¥44.0 million                     |
| * Included on Auditor who retired upon the completion of the 109th Ordinary Constal Masting of S | haveholders hold on lune 24, 2014 |

\* Included an Auditor who retired upon the completion of the 108th Ordinary General Meeting of Shareholders held on June 24, 2014.

#### **INTERNAL AUDITING SYSTEM**

The Company's Internal Auditing Office, which is under the direct supervision of the president, has 10 full-time staff members. The Office conducts audits of the Company and affiliated companies in accordance with the annual internal auditing plan formulated by the Executive Officers' Committee. In addition to making specific suggestions for improving business efficiency, the Internal Auditing Office submits audit reports to senior management, the Executive Officers' Committee, and corporate auditors.

#### **ACCOUNTING AUDITS**

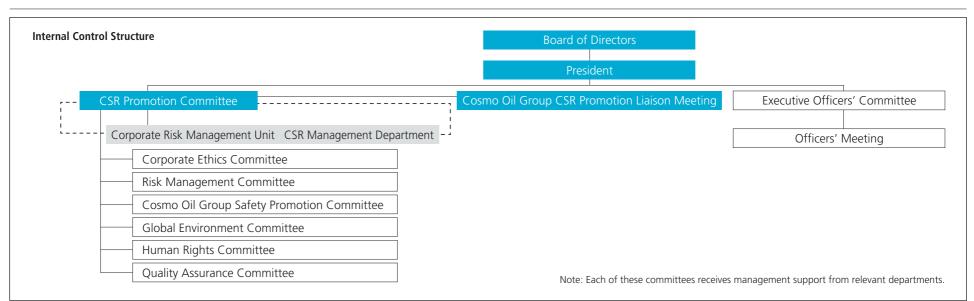
In the fiscal year ended March 31, 2015, the Group's accounts were audited independently by KPMG AZSA LLC in accordance with Japan's Corporation Law and the Financial Instruments and Exchange Law. Designated limited liability and certified public accountants Masahiko Kobayashi, Hiroyuki Nakamura, and Koji Yoshida were assigned by KPMG AZSA LLC to audit the Company's accounts. 11 additional certified public accountants and 23 assistants also participated in the audit.

Accounting Audit Company Remuneration (Fiscal 2014)

|   | Remuneration   |
|---|----------------|
| Remuneration Payable to the Independent Audit Company for Work Undertaken<br>in Connection with the Fiscal Year under Review  | ¥124.0 million |
| Total Amount of Monies and Other Financial Benefits Payable by the Company and Its Subsidiaries   | ¥243.0 million |
| * A breakdown and clear classification of the amount payable in connection with audits in accordance with Jap<br>and remuneration for audits in accordance with Japan's Financial Instruments and Exchange Act with respect |                |

and remuneration for audits in accordance with Japan's Financial Instruments and Exchange Act with respect to the audit agreement concluded between the Company and Independent Auditor have not been provided. Taking into consideration the practical difficulties in providing such a breakdown and classification, the amount of remuneration payable in connection with the fiscal year under review is provided as a sum total.

#### INTERNAL CONTROL SYSTEM (until September 30, 2015)



#### INTERNAL CONTROL SYSTEM FUNDAMENTALS AND STATUS

In order to implement its Management Vision and Code of Conduct while ensuring that operations are carried out in an appropriate and efficient manner, the Cosmo Oil Group maintains systems for carrying out director and employee duties. To support these systems, the Group also maintains risk management and internal audit systems and undertakes efficient audits that are performed by corporate auditors.

Specifically, the Cosmo Oil Group has established the CSR Promotion Committee—which is under the direct supervision of and chaired by the president—as an organization that adheres to Japan's Corporation Law and Financial Instruments and Exchange Law with the purpose of overseeing the Group's CSR and internal control. The operations of the CSR Promotion Committee are assisted by the CSR Management Department. The CSR Promotion Committee oversees over six committees: the Corporate Ethics Committee, Risk Management Committee, Cosmo Oil Group Safety Promotion Committee, Global Environment Committee, Human Rights Committee, and Quality Assurance Committee. Receiving operational assistance from relevant departments for each of these six committees, the CSR Promotion Committee proactively undertakes priority initiatives Group-wide.

Moreover, to realize its Management Vision, the Cosmo Oil Group is creating a proactive corporate culture where each and every Group employee has a high awareness of CSR. Our aim is to spread CSR awareness throughout the Group based on the Cosmo Oil Group Code of Conduct, which outlines the behavior we expect of our directors and employees when conducting business activities.

#### **STATUS OF MEASURES**

The following are specific examples of initiatives undertaken by key internal control committees during the fiscal year ended March 31, 2015.

• The Corporate Ethics Committee Measures:

#### **Corporate Ethics Training Sessions**

The Cosmo Oil Group conducts annual corporate ethics training sessions. In fiscal 2014, the Cosmo Oil Group conducted corporate ethics training to deepen employee understanding of the amended Corporate Code of Conduct as well as training based on the following themes: safety first, changes in social ethics, common practices and rules, and consideration for others (team work).

Using daily work cases exemplifying these objectives, small group discussions were held about how one would respond in certain situations as an individual.

Risk Management Committee Measures and

#### **Business Continuity Plan Viability**

The Cosmo Oil Group has rebuilt its risk management structure and risk management operations following the clarification of its overall policies on risk management.

As a part of this effort, we have conducted Crisis Response Headquarters drills in line with the Group BCP for scenarios where an earthquake with an epicenter directly below Tokyo occurs. This has enhanced our preparedness for adapting to crisis situations as they evolve, such as addressing unforeseen problems and ensuring a response to a disaster based on the BCP manual.

Moving forward, energies will be channeled toward improving our responsiveness when executing the BCP through training specific to each oil refinery and impromptu Crisis Response Headquarters drills in the event that the Crisis Response Headquarters fails to operate at the head office of Cosmo Oil.

#### • Cosmo Oil Group Safety Promotion Committee Measures: Enhancing Safety Management Activities

The Cosmo Oil Group works to enhance its safety management activities by establishing the Cosmo Oil Group Safety Promotion Committee, which meets twice annually. For Group facilities, Cosmo Oil headquarters and affiliates, the Cosmo Oil Group Safety Promotion Committee conducts inspections and verifies/offers guidance on safety management measures.

#### List of Safety Environment Inspections Undertaken in Fiscal 2014

| Cosmo Oil                            | Affiliates             |
|--------------------------------------|------------------------|
| • Chiba, Yokkaichi, Sakai refineries | • Cosmo Matsuyama Oil  |
| Sakaide Distribution Terminal        | Cosmo Oil Lubricants   |
| Hakodate Distribution Terminal       | Cosmo Engineering      |
| Headquarters, Supply Department      | Cosmo Trade & Service  |
|                                      | Cosmo Delivery Service |
|                                      | • EcoPower             |
|                                      | • Cosmo ALA            |

#### **INTERNAL FINANCIAL REPORTING SYSTEM**

Since April 2008, it has been mandatory for all corporations in Japan to comply with new standards for the evaluation and auditing of internal controls over financial reporting in accordance with Japan's Financial Instruments and Exchange Law. An evaluation of internal controls relating to the reliability of financial reporting as required by the Law found that as of March 31, 2015, the internal control systems of the Company and its subsidiaries were "effective." An evaluation by the Company's independent auditor found its internal controls were appropriate.

## **Transition to a Holding Company Structure**

(from October 1, 2015)

## CORPORATE GOVERNANCE STRUCTURE UNDER HOLDING COMPANY STRUCTURE

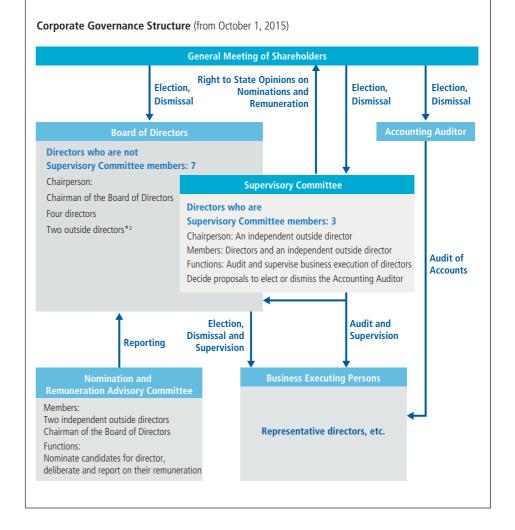
Cosmo Energy Holdings Co., Ltd. will take the form a company with a supervisory committee structure that separates the "business surveillance function" and the "business execution function" to create a framework for strengthening supervisory functions over executive officers, including representative directors. A Nomination and Remuneration Advisory Committee will be established to deliberate and report on candidates for director positions and their remuneration, for the purpose of ensuring transparency and objectivity in the selection of director candidates and their compensation.

There will be up to 12 directors (excluding Supervisory Committee Members) and up to five Supervisory Committee Members. When the new company is established, we plan to have 10 directors, including two independent outside directors<sup>\*1</sup> (20% of the total) who do not have any conflicts of interest with shareholders, for the purpose of enhancing supervisory functions of the Board of Directors.

The Supervisory Committee will comprise three members and will periodically hold meetings based on the rules for the committee. By participating in meetings of the Board of Directors, the Supervisory Committee Members will observe the business execution of the directors.

Collaborating closely with Accounting Auditors, internal audit organizations, and auditors at affiliated companies, Supervisory Committee Members will strive to conduct proper and thorough audits. To enhance auditing functions, full-time staff shall be assigned to assist the Supervisory Committee Members.

\*1 Directors who we plan to register as independent directors in accordance with rules set by the Tokyo Stock Exchange. \*2 Outside director as defined in Article 2-15 of the Companies Act.



### EXECUTIVES' REMUNERATION PLAN OF HOLDING COMPANY

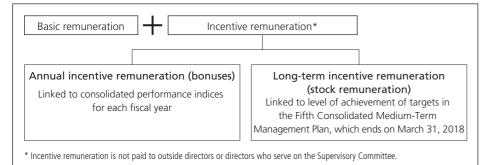
The executives' remuneration plan of the Holding Company is as follows.

- Key Basic Policies
- (1) Incentives to enhance business performance as well as increase corporate and shareholder value in the medium and long term

- (2) Sharing profits with shareholders
- (3) Ensuring transparency and objectivity in the remuneration determination

and evaluation processes

### • Executives' Remuneration Plan



### • Stock Remuneration Plan (BIP Trust\*)

The Group has instituted a program called the BIP (Board Incentive Plan) Trust as a stock remuneration plan that unambiguously links executive remuneration to performance and the share value. Directors will further heighten their consciousness regarding their contribution toward enhancing performance

and increasing corporate value in the medium and long term.

\* The BIP Trust is an incentive plan for executives developed by making reference to the performance-linked stock remuneration (performance share) system used in the U.S.

| • Mechanism              | Shares, which a trust company acquires using the money contributed by the holding company, are granted in accordance with the degree of achievement of target performance indices for the 5th Consolidated Medium-Term Management Plan (such as ROE and consolidated ordinary income). |
|--------------------------|--|
| Recipients               | Directors (excluding Outside Directors, and Directors who are members of the Supervisory Committee) and Executive Officers   |
| • Evaluation period      | Fiscal year ending March 31, 2016 through fiscal year ending March 31, 2018  |
| • Trust term             | November 6, 2015 to August 31, 2018 (planned)  |
| • Timing of share grants | June immediately after the end of the final year of the Consolidated Medium-Term Management Plan (fiscal 2017) (planned)   |

### • Upper Limit of Remuneration for Executives

#### • Cash remuneration (basic remuneration + bonuses)

Directors (who are not members of the Supervisory Committee): 500 million yen or less (total amount per year; no more than 12, the number of such Directors prescribed in the Articles of Incorporation of the holding company)

Directors (who are members of the Supervisory Committee):

90 million yen or less (total amount per year: no more than 5, the number of such Directors prescribed in the Articles of Incorporation of the holding company)

#### Stock remuneration

Trust money contributed during the trust term: 687 million yen

Maximum number of shares granted: 380,000 shares

#### Directors and Executive Officers (Scheduled from October 1, 2015)

| Director                   | Chairman                           | Yaichi Kimura      |
|----------------------------|------------------------------------|--------------------|
| Representative Director    | President, Chief Executive Officer | Keizo Morikawa     |
| Representative Director    | Executive Vice President           | Atsuto Tamura      |
| Director                   | Senior Managing Executive Officer  | Hiroshi Kiriyama   |
| Director                   | Supervisory Committee Member       | Katsuhisa Ohtaki   |
| Director                   | Senior Executive Officer           | Yasushi Ohe        |
| Outside Director           |                                    | Mohamed Al Hamli   |
| Outside Director           |                                    | Mohamed Al Mehairi |
| Outside Director           | Supervisory Committee Member       | Sakae Kanno        |
| Outside Director           | Supervisory Committee Member       | Teruo Miyamoto     |
| Alternate Director         | Supervisory Committee Member       | Kenichi Taki*      |
| Alternate Outside Director | Supervisory Committee Member       | Soichi Yukawa      |
| Senior Executive Officer   |                                    | Kenichi Taki*      |
| Executive Officer          |                                    | Koji Moriyama      |
| Executive Officer          |                                    | Masayoshi Noji     |
| Executive Officer          |                                    | Takehiko Kitawaki  |
|                            |                                    |                    |

\* Alternate director and Supervisory Committee member Kenichi Taki also serves as a senior executive officer.

### BACKGROUND AND REASON FOR SELECTION OF OUTSIDE DIRECTORS WHO SERVE AS SUPERVISORY COMMITTEE MEMBERS

Sakae Kanno (independent outside director\*)

#### Background:

Former executive vice president and current Audit & Supervisory Board Member of The Kansai Electric Power Co., Inc. Currently.

#### Reason for selection:

Mr. Kanno has experience as a Director and Audit & Supervisory Board Member of The Kansai Electric Power Co., Inc., Therefore the Company judges him capable of properly executing duties as an Outside Director who is a member of the Supervisory Committee from his wide-ranging viewpoint, which extends beyond the industry to which the Company and Cosmo Energy Holdings Company, Limited belong. Although the Company has a trading relationship with said company that includes the sales of petroleum products, this trade is less than 0.2% of each company's respective total net sales in the fiscal year under review. Therefore, the Company judges the candidate possesses adequate independence.

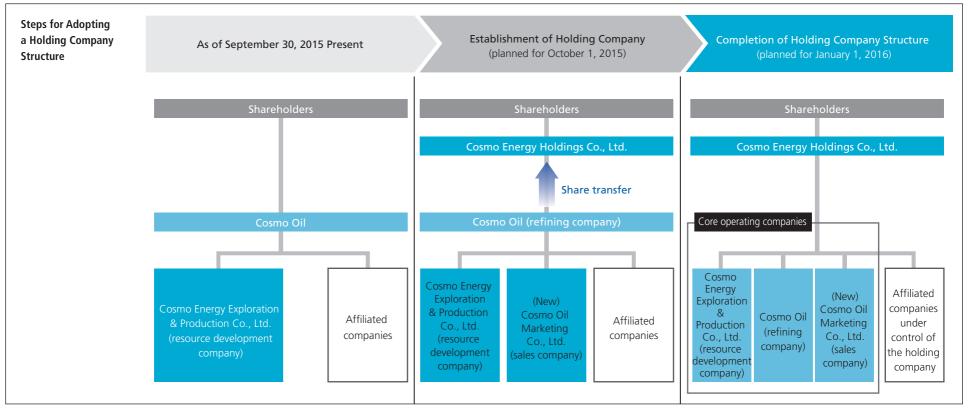
\* Directors who we plan to register as independent directors in accordance with rules set by the Tokyo Stock Exchange on October 1, 2015.

#### **Teruo Miyamoto** (independent outside director\*) **Background:**

Former full-time Audit & Supervisory Board Member of Toshiba Tec Corporation and former Representative Executive Managing Director & Secretary General of the Japan Audit & Supervisory Board Members Association (JASBA). Currently, serves as an advisor to the JASBA. **Reason for selection:** 

Teruo Miyamoto has intricate knowledge of corporate accounting and corporate governance as well as abundant knowledge in legal affairs, gained through such experience as serving in important positions in the International Division and Legal Affairs Division of Toshiba Tec Corporation, and later as Executive Managing Director and Head of Secretariat of the Japan Audit & Supervisory Board Members Association.

Therefore the Company judges him capable of properly executing duties as an Outside Director who is a member of the Supervisory Committee from his wide-ranging viewpoint, which extends beyond the industry to which the Company and Cosmo Energy Holdings Company, Limited belong.



## **CSR** Activities

A company is a part of society. For a company to grow and develop on a sustainable basis, therefore, it must earn the recognition of society. Moreover, society must be peaceful and healthy, and the global environment must be properly protected. We are committed to fulfilling our corporate responsibilities and making broad contributions to society. To this end, we seek to serve as a company where each and every employee embraces a social contribution mindset.

The Cosmo Oil Group engages in CSR management based on its Management Plan and CSR Initiative Policy. Since 2013, the Group has continued to engage in corporate activities that are consistent with CSR Initiative Policy: Filling Up Your Hearts and Safety, one of the policies under its five-year 5th consolidated medium-term management plan.

Here, we provide examples of certain social contribution and environmental activities undertaken by the Group during the year ended March 31, 2015.

#### **Social Contribution Activities**

#### Continuation of the Abu Dhabi Applied Technology High School Short-Term Study Abroad Program

Cosmo Oil Co., Ltd., its subsidiary Abu Dhabi Oil Co., Ltd., and Ritsumeikan Academy have been undertaking the COSMO ADOC Ritsumeikan Japanese Language Teaching Program (JLTP) for students at the Applied Technology High School (ATHS) Abu Dhabi since September, 2011.

In fiscal 2014, we held the third such short-term study abroad program, giving 15 ATHS Abu Dhabi students the opportunity to study at Ritsumeikan Uji Senior High School. In addition, 3 ATHS graduates who participated in the first short-term study abroad program began taking classes at a Japanese language school from autumn 2014 in a bid to participate in a long-term study abroad program at Japanese universities. Cosmo Oil will continue to bolster these endeavors to nurture students able to help promote friendly relations between Japan and the UAE.

Japan and the UAE issued a joint statement to promote the policy of further strengthening the comprehensive partnership between both countries in a wide array of fields. In the field of education, Japan and the UAE have been deepening cooperative ties through an exchange program that began in 2013 with the

goal of accepting 500 UAE students in five years. We think our short-term study abroad program will play a useful role in building cooperative ties between both countries.



## Basic policy of social contribution activities

- Activities unique to the Cosmo Oil Group
- Full personnel participation
- Lasting presence regardless of the Group's business status

### Concept of social contribution activities

- To educate children who will be part of the future society
- To preserve the global environment—the foundations of a sustainable society
- To form a peaceful, considerate, and cultural society

#### **Environmental Preservation Activities**

# Implementing the Cosmo Oil Eco Card Fund to Support 14 Environmental Activities in Japan and Overseas

The Cosmo Oil Group has outlined "Harmony and Symbiosis with the Global Environment" as part of its management philosophy, recognizing that while petroleum may be beneficial for humanity, the heavy environmental burdens attributable to significant consumption of this resource should not be forgotten. As part of our efforts to solve environmental problems, we commenced the Cosmo Oil Eco Card Fund in 2002. The Fund collects ¥500 donations from Eco Card members each year, which are then combined with donations from the Cosmo Oil Group to support environmental initiatives implemented by NPOs. In fiscal 2014, around 70,000 cardholders donated a total of ¥35,373,500, to which the Cosmo Oil Group donated an additional ¥49,891,209. These donations were used to support 14 projects in Japan and overseas, such as planting mangrove trees in Tuvalu and

the Republic of Kiribati, both of which are threatened by rising sea levels caused by global warming.



Planting mangrove trees in the Republic of Kiribati

The JLTP

## **Directors and Auditors**

(As of June 23, 2015)

Chairman

Directors

Yaichi Kimura

#### **Representative Directors**





President. Chief Executive Officer Keizo Morikawa



Senior Managing Executive Officer Atsuto Tamura Assistance of President, Corporate Management Unit



Senior Managing Executive Officer Hisashi Kobayashi Supply Business Unit

**Outside Directors** 

Senior Executive Officer Hiroshi Kiriyama Corporate Planning Unit



Senior Executive Officer Katsuhisa Ohtaki



Senior Executive Officer Muneyuki Sano Sales Business Unit



Senior Executive Officer Yasushi Ohe Risk Management Unit

#### Audit and Supervisory **Board Members**

Hideo Suzuki (full time) Hideto Matsumura (full time)

#### Outside audit and Supervisory Board Members

Hirokazu Ando (full time)

Yoshitsugu Kondo

#### Sakae Kanno

\*The three outside auditors are also independent directors who are unlikely to have conflicts of interest with general shareholders.

#### **Senior Executive Officers**

Koji Goto General Manager, Chiba Refinery

Kenichi Taki Assistant of Director for Corporate Management Unit General Manager, Accounting Dept.

Hirohiko Kato Supply sub-Unit, General Manager, Petroleum Products Dept.

Yasuaki Iwata General Manager, Yokkaichi Refinery

Kaoru Sato Technology sub-Unit, General Manager, Production & Technology Dept.

Kozo Ogasawara Safety sub-Unit, General Manager, Refinery & Safety Dept.

Shunichi Tanaka General Manager, Tokyo Branch office

#### **Executive Officers**

Koji Moriyama General Manager, Corporate Planning Dept.

Masayoshi Noji General Manager, Power Business Dept.

Takehiko Kitawaki General Manager, Legal Dept.

Takahiro Shirakizawa General Manager, Wholesales Dept.

Mohamed Al Hamli



Mohamed Al Mehairi

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## Financial Data

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4 4

## 11-Year Selected Financial and Operating Data

Cosmo Oil Company, Limited and Consolidated Subsidiaries

|   |            |            |            |            |            | Millions of yen |
|---|------------|------------|------------|------------|------------|-----------------|
|   | FY2004     | FY2005     | FY2006     | FY2007     | FY2008     | FY2009          |
| For The Year  |            |            |            |            |            |                 |
| Net sales   | ¥2,154,559 | ¥2,670,628 | ¥3,062,744 | ¥3,523,087 | ¥3,428,211 | ¥2,612,141      |
| Petroleum*  | 2,105,257  | 2,617,446  | 2,984,516  | 3,442,186  | 3,352,916  | 2,565,153       |
| Petrochemical   |            |            |            |            |            |                 |
| Oil exploration and production                                      | 36,903     | 50,476     | 78,132     | 84,069     | 89,054     | 59,553          |
| Other   | 83,006     | 69,369     | 85,517     | 99,010     | 91,790     | 88,470          |
| Elimination and corporate   | (70,607)   | (66,663)   | (85,421)   | (102,178)  | (105,549)  | (101,035)       |
| Cost of sales   | 1,956,160  | 2,422,272  | 2,852,242  | 3,290,688  | 3,389,408  | 2,435,366       |
| Selling, general and administrative expenses                        | 132,701    | 137,108    | 140,859    | 148,602    | 145,809    | 142,568         |
| Operating income (loss)   | 65,698     | 111,248    | 69,643     | 83,797     | (107,006)  | 34,207          |
| Inventory valuation gain (loss)                                     | 12,600     | 45,400     | 2,800      | 45,000     | (180,100)  | 52,600          |
| Operating income (loss) excluding the impact of inventory valuation | 53,098     | 65,848     | 66,843     | 38,797     | 73,094     | (18,393)        |
| Income (loss) before income taxes and minority interests            | 47,533     | 120,393    | 71,243     | 95,561     | (117,180)  | 35,527          |
|   | 26,415     | 61,795     | 26,536     | 35,153     | (92,430)   | (10,741)        |
| Net income (loss)   | 30,113     |            |            | 48,958     | 67,025     | 87,677          |
| Capital expenditures  |            | 31,762     | 36,127     |            |            |                 |
| R&D costs   | 3,635      | 3,483      | 3,753      | 3,840      | 3,863      | 3,657           |
| Depreciation and amortization                                       | 24,927     | 28,313     | 37,788     | 42,776     | 41,492     | 42,746          |
| Cash flows from operating activities                                | 40,494     | (20,685)   | 25,005     | (4,215)    | 82,136     | 2,262           |
| Cash flows from investing activities                                | (36,577)   | (1,348)    | (35,868)   | (32,806)   | (55,953)   | (93,306)        |
| Cash flows from financing activities                                | (70,163)   | 39,608     | 80,023     | (5,229)    | 57,854     | 159,302         |
| At Year-End   |            |            |            |            |            |                 |
| Total assets  | ¥1,323,149 | ¥1,463,579 | ¥1,579,156 | ¥1,627,904 | ¥1,440,396 | ¥1,645,048      |
| Minority interests  | 17,945     | 20,803     | 21,912     | 26,815     | 19,016     | 15,833          |
| Net assets excluding minority interests                             | 227,897    | 312,504    | 339,701    | 442,912    | 328,434    | 315,747         |
| Total current assets  | 611,213    | 762,404    | 882,082    | 933,722    | 688,310    | 845,337         |
| Total current liabilities   | 692,620    | 733,452    | 811,846    | 812,028    | 683,883    | 744,174         |
| Interest-bearing debt   | 497,804    | 522,430    | 609,890    | 521,605    | 598,609    | 777,739         |
| Shares of common stock issued (thousands)                           | 631,705    | 671,705    | 671,705    | 847,705    | 847,705    | 847,705         |
|   |            |            |            |            |            | Yen             |
| Per Share Data  |            |            |            |            |            |                 |
| Net income (loss)   | ¥ 41.73    | ¥ 94.54    | ¥ 39.54    | ¥ 46.72    | ¥ (109.11) | ¥ (12.68)       |
| Diluted net income  |            | 92.17      | 37.91      | 44.98      |            |                 |
| Net assets  | 360.93     | 465.48     | 506.15     | 522.84     | 387.71     | 372.74          |
| Cash dividends  | 8.00       | 10.00      | 8.00       | 8.00       | 8.00       | 8.00            |
|   | 0.00       | 10100      | 0100       | 0100       | 0.00       | 0.00            |
| Ratios  |            |            |            |            |            |                 |
| Return on assets (ROA) (%)  | 2.0        | 4.4        | 1.7        | 2.2        | (6.0)      | (0.7)           |
| Return on equity (ROE) (%)  | 12.2       | 22.9       | 8.0        | 9.0        | (24.0)     | (3.3)           |
| Equity ratio (%)  | 17.2       | 21.4       | 21.5       | 27.2       | 22.8       | 19.2            |
| Debt-to-total capital ratio (%)                                     | 68.6       | 62.6       | 64.2       | 54.1       | 64.6       | 71.1            |
| Debt-to-total assets (%)  | 37.6       | 35.7       | 38.6       | 32.0       | 41.6       | 47.3            |
| Debt-to-equity ratio (times)  | 2.2        | 1.7        | 1.8        | 1.2        | 1.8        | 2.5             |
|   |            |            |            |            |            |                 |

Notes: 1. U.S. dollar amounts are translated from Japanese yen, for the convenience of readers only, at the rate of ¥120.17 to US\$1.00, the approximate rate of exchange prevailing on March 31, 2015.

2. Recorded inventory valuation gains (losses) from FY2003 through FY2007 are based on the periodic average method of inventory valuation, whereas recorded inventory valuation gains (losses) from FY2009 are based on the lower of cost or market method as dictated by ASBJ (Accounting Standards Board of Japan) Statement No. 9, "Accounting Standard for Measurement of Inventories."

3. Depreciation and amortization includes recovery of recoverable accounts under production sharing from FY2006 through FY2013. In FY2011 and FY2012, depreciation and amortization includes recovery of recoverable accounts under production sharing as well as depreciation applicable to fixed assets idled as a result of the fire at the Chiba Refinery caused by the Great East Japan Earthquake.

|            |            |            |            |                           | Thousands of           |   |
|------------|------------|------------|------------|---------------------------|------------------------|---|
| FY2010     | FY2011     | FY2012     | FY2013     | Millions of yen<br>FY2014 | U.S. dollars<br>FY2014 |   |
| 112010     |            | 112012     | 112013     | 112014                    | 112014                 |   |
|            |            |            |            |                           |                        | For The Year  |
| ¥2,771,523 | ¥3,109,746 | ¥3,166,689 | ¥3,537,782 | ¥3,035,818                | \$25,262,702           | Net sales   |
| 2,728,754  | 3,055,628  | 3,116,214  | 3,463,740  | 2,996,965                 | 24,939,379             | Petroleum   |
| 45,940     | 29,422     | 30,469     | 51,576     | 55,070                    | 458,273                | Petrochemical   |
| 69,938     | 87,644     | 85,943     | 88,652     | 82,348                    | 685,268                | Oil exploration and production                                      |
| 68,652     | 71,628     | 86,312     | 79,442     | 75,683                    | 629,806                | Other   |
| (141,762)  | (134,577)  | (152,250)  | (145,629)  | (174,249)                 | (1,450,023)            | Elimination and corporate   |
| 2,539,032  | 2,918,238  | 2,989,274  | 3,369,007  | 2,944,919                 | 24,506,279             | Cost of sales   |
| 128,393    | 127,937    | 124,992    | 129,060    | 129,346                   | 1,076,366              | Selling, general and administrative expenses                        |
| 104,097    | 63,570     | 52,422     | 39,715     | (38,447)                  | (319,943)              | Operating income (loss)   |
| 22,300     | 25,200     | 15,264     | 16,068     | (116,177)                 | (966,777)              | Inventory valuation gain (loss)                                     |
| 81,797     | 38,370     | 37,158     | 23,647     | 77,730                    | 646,834                | Operating income (loss) excluding the impact of inventory valuation |
| 73,451     | 35,381     | (2,536)    | 49,443     | (44,599)                  | (371,133)              | Income (loss) before income taxes and minority interests            |
| 28,933     | (9,084)    | (85,882)   | 4,348      | (77,729)                  | (646,827)              | Net income (loss)   |
| 64,369     | 27,933     | 83,429     | 41,243     | 70,396                    | 585,805                | Capital expenditures  |
| 3,834      | 3,791      | 3,765      | 3,271      | 3,077                     | 25,609                 | R&D costs   |
| 51,068     | 50,601     | 44,953     | 35,330     | 32,399                    | 269,615                | Depreciation and amortization                                       |
| 26,297     | 43,616     | (20,950)   | 35,837     | 163,384                   | 1,359,610              | Cash flows from operating activities                                |
| (73,109)   | (25,805)   | (80,481)   | (61,007)   | (30,126)                  | (250,703)              | Cash flows from investing activities                                |
| (86,077)   | 11,606     | 104,695    | 12,555     | (178,920)                 | (1,488,894)            | Cash flows from financing activities                                |
|            |            |            |            |                           |                        | At Year-End   |
| ¥1,579,424 | ¥1,675,070 | ¥1,743,492 | ¥1,696,831 | ¥1,428,628                | \$11,888,392           | Total assets  |
| 17,508     | 20,506     | 26,475     | 29,214     | 40,326                    | 335,578                | Minority interests  |
| 332,730    | 316,931    | 230,456    | 231,927    | 167,194                   | 1,391,314              | Net assets excluding minority interests                             |
| 793,363    | 920,412    | 967,148    | 921,790    | 621,578                   | 5,172,491              | Total current assets  |
| 622,173    | 744,275    | 816,611    | 799,199    | 603,860                   | 5,025,049              | Total current liabilities   |
| 700,131    | 721,203    | 842,889    | 863,679    | 692,871                   | 5,765,769              | Interest-bearing debt   |
| 847,705    | 847,705    | 847,705    | 847,705    | 847,705                   | _                      | Shares of common stock issued (thousands)                           |
|            |            |            |            | Yen                       | U.S. dollars           |   |
|            |            |            |            |                           | 0.5. dollars           | Per Share Data  |
| ¥ 34.16    | ¥ (10.72)  | ¥ (101.39) | ¥ 5.13     | ¥ (91.77)                 | \$ (0.76)              | Net income (loss)   |
| 33.58      | + (10.72)  | + (101.53) | + J.15     | + (51.77)                 | \$ (0.70)<br>          | Diluted net income  |
| 392.80     | 374.15     | 272.07     | 273.81     | 197.39                    | 1.64                   | Net assets  |
| 8.00       | 8.00       | 0.00       | 2.00       | 0.00                      | 0.00                   | Cash dividends  |
| 0.00       | 0.00       | 0.00       | 2.00       | 0.00                      | 0.00                   |   |
|            | (2, 2)     | (5.0)      |            | ()                        |                        | Ratios  |
| 1.8        | (0.6)      | (5.0)      | 0.3        | (5.0)                     | —                      | Return on assets (ROA) (%)  |
| 8.9        | (2.8)      | (31.4)     | 1.9        | (39.0)                    | _                      | Return on equity (ROE) (%)  |
| 21.1       | 18.9       | 13.2       | 13.7       | 11.7                      | —                      | Equity ratio (%)  |
| 67.8       | 69.5       | 78.5       | 78.8       | 80.6                      | _                      | Debt-to-total capital ratio (%)                                     |
| 44.3       | 43.1       | 48.3       | 50.9       | 48.5                      |                        | Debt-to-total assets (%)  |
| 2.1        | 2.3        | 3.7        | 3.7        | 4.1                       | _                      | Debt-to-equity ratio (times)  |

4. Up to and including FY2005, net assets excluding minority interests per share was presented rather than net assets per share.

5. Up to and including FY2005, ROE was calculated as net income divided by net assets excluding minority interests.

6. Up to and including FY2005, the debt-to-equity ratio was calculated using net assets excluding minority interests.

7. Up until FY2009, the figures had been rounded up or down to the nearest million. From FY2010 onward, the figures have been rounded off to the nearest million.

8. The Petrochemical Business, which had previously been included in the Petroleum Business segment, was made a separate segment from FY2010.

## Consolidated Balance Sheets

Cosmo Oil Company, Limited and Consolidated Subsidiaries

|  |                                  | Millions of ye                 |
|--|----------------------------------|--------------------------------|
|  | FY2013<br>(As of March 31, 2014) | FY201<br>(As of March 31, 2015 |
| ASSETS                                 |                                  |                                |
| Current assets                         |                                  |                                |
| Cash and deposits                      | ¥ 140,423                        | ¥ 95,171                       |
| Notes and accounts receivable-trade    | 262,863                          | 202,469                        |
| Merchandise and finished goods         | 225,292                          | 131,430                        |
| Work in process                        | 761                              | 273                            |
| Raw materials and supplies             | 219,684                          | 125,086                        |
| Accounts receivable-other              | 47,157                           | 36,073                         |
| Deferred tax assets                    | 2,340                            | 7,920                          |
| Other                                  | 23,457                           | 23,265                         |
| Allowance for doubtful accounts        | (189)                            | (113)                          |
| Total current assets                   | 921,790                          | 621,578                        |
| Noncurrent assets                      |                                  |                                |
| Property, plant and equipment          |                                  |                                |
| Buildings and structures, net          | 105,679                          | 109,306                        |
| Oil storage depots, net                | 25,180                           | 28,954                         |
| Machinery, equipment and vehicles, net | 131,902                          | 141,943                        |
| Land                                   | 308,481                          | 310,040                        |
| Lease assets, net                      | 707                              | 506                            |
| Construction in progress               | 11,191                           | 18,708                         |
| Other, net                             | 5,938                            | 5,973                          |
| Total property, plant and equipment    | 589,082                          | 615,432                        |
| Intangible assets                      |                                  |                                |
| Software                               | 3,070                            | 2,692                          |
| Goodwill                               | 2,914                            | 2,183                          |
| Other                                  | 44,057                           | 44,584                         |
| Total intangible assets                | 50,041                           | 49,459                         |
| Investments and other assets           |                                  |                                |
| Investment securities                  | 115,304                          | 118,788                        |
| Long-term loans receivable             | 1,313                            | 1,359                          |
| Long-term prepaid expenses             | 2,550                            | 2,716                          |
| Deferred tax assets                    | 2,935                            | 2,779                          |
| Other                                  | 13,582                           | 16,592                         |
| Allowance for doubtful accounts        | (483)                            | (583)                          |
| Total investments and other assets     | 135,202                          | 141,653                        |
| Total noncurrent assets                | 774,326                          | 806,545                        |
| Deferred assets                        |                                  |                                |
| Bond issuance cost                     | 714                              | 504                            |
| Total deferred assets                  | 714                              | 504                            |
| Total assets                           | ¥1,696,831                       | ¥1,428,628                     |

|  | FY2013<br>(As of March 31, 2014) | Millions of yen<br>FY2014<br>(As of March 31, 2015) |
|--|----------------------------------|---|
| LIABILITIES                                    |                                  |   |
| Current liabilities                            |                                  |   |
| Notes and accounts payable-trade               | ¥ 255,521                        | ¥ 182,417   |
| Short-term loans payable                       | 323,705                          | 179,512   |
| Current portion of bonds                       | 11,680                           | —   |
| Accounts payable-other                         | 99,635                           | 100,529   |
| Accrued volatile oil and other petroleum taxes | 70,754                           | 97,786  |
| Income taxes payable                           | 7,313                            | 11,234  |
| Accrued expenses                               | 7,917                            | 8,828   |
| Deferred tax liabilities                       | 335                              | 39  |
| Provision for business structure improvement   | 3,398                            | 2,705   |
| Provision for environmental measures           | 26                               | —   |
| Other  | 18,911                           | 20,807  |
| Total current liabilities                      | 799,199                          | 603,860   |
| Noncurrent liabilities                         |                                  |   |
| Bonds payable                                  | 80,500                           | 37,700  |
| Long-term loans payable                        | 447,794                          | 475,659   |
| Deferred tax liabilities                       | 24,198                           | 25,517  |
| Deferred tax liabilities for land revaluation  | 29,236                           | 26,981  |
| Provision for special repairs                  | 9,627                            | 10,090  |
| Provision for business structure improvement   | 1,096                            | 566   |
| Provision for environmental measures           | 3,832                            | 3,748   |
| Net defined benefit liability                  | 12,993                           | 8,833   |
| Negative goodwill                              | 1,127                            | —   |
| Other  | 26,081                           | 28,148  |
| Total noncurrent liabilities                   | 636,489                          | 617,247   |
| Total liabilities                              | ¥1,435,688                       | ¥1,221,107  |
| NET ASSETS<br>Shareholders' equity             |                                  |   |
| Capital stock                                  | ¥ 107,246                        | ¥ 107,246   |
| Capital surplus                                | 16,967                           | 16,967  |
| Retained earnings                              | 87,461                           | 7,942   |
| Treasury shares                                | (143)                            | (145)   |
| Total shareholders' equity                     | 211,531                          | 132,010   |

|   | ( · · · · · · ) | ()         |
|---|-----------------|------------|
| Total shareholders' equity                            | 211,531         | 132,010    |
| Accumulated other comprehensive income                |                 |            |
| Valuation difference on available-for-sale securities | 2,887           | 5,505      |
| Deferred gains or losses on hedges                    | 1,372           | 749        |
| Revaluation reserve for land                          | 18,929          | 21,249     |
| Foreign currency translation adjustment               | 5,818           | 10,568     |
| Remeasurements of defined benefit plans               | (8,612)         | (2,890)    |
| Total accumulated other comprehensive income          | 20,395          | 35,183     |
| Minority interests                                    | 29,214          | 40,326     |
| Total net assets                                      | 261,142         | 207,520    |
| Total liabilities and net assets                      | ¥1,696,831      | ¥1,428,628 |
|   |                 |            |

## Consolidated Statements of Income and Comprehensive Income (Consolidated Statements of Income)

Millions of yen

Cosmo Oil Company, Limited and Consolidated Subsidiaries

|  | FY2013                                    | FY2014                                    |  |  |
|--|---|---|--|--|
|  | (From April 1, 2013<br>to March 31, 2014) | (From April 1, 2014<br>to March 31, 2015) |  |  |
| Net sales  | ¥3,537,782                                | ¥3,035,818                                |  |  |
| Cost of sale   | 3,369,007                                 | 2,944,919                                 |  |  |
| Gross profit   | 168,775                                   | 90,899                                    |  |  |
| Selling, general and administrative expenses                   | 129,060                                   | 129,346                                   |  |  |
| Operating income (loss)  | 39,715                                    | (38,447)                                  |  |  |
| Non-operating income   |   |   |  |  |
| Interest income  | 209                                       | 234                                       |  |  |
| Dividends income   | 2,154                                     | 649                                       |  |  |
| Rent income on noncurrent assets                               | 973                                       | 969                                       |  |  |
| Amortization of negative goodwill                              | 1,257                                     | 1,127                                     |  |  |
| Foreign exchange gains   | 2,536                                     | _   |  |  |
| Equity in earnings of associates                               | 7,343                                     | 29  |  |  |
| Gain on sales of scraps  | 473                                       | 989                                       |  |  |
| Other  | 3,657                                     | 3,729                                     |  |  |
| Total non-operating income                                     | 18,607                                    | 7,729                                     |  |  |
| Non-operating expenses   |   |   |  |  |
| Interest expenses  | 12,960                                    | 12,778                                    |  |  |
| Foreign exchange losses  | _   | 801                                       |  |  |
| Other  | 3,514                                     | 5,343                                     |  |  |
| Total non-operating expenses                                   | 16,475                                    | 18,922                                    |  |  |
| Ordinary income (loss)   | 41,847                                    | (49,640)                                  |  |  |
| Extraordinary income   |   |   |  |  |
| Gain on sales of noncurrent assets                             | 445                                       | 586                                       |  |  |
| Gain on sales of investment securities                         | 1,322                                     | 184                                       |  |  |
| Gain on sales of shares of subsidiaries and associates         | 1,441                                     | 14,319                                    |  |  |
| Subsidy income   | 3,219                                     | 4,358                                     |  |  |
| Insurance income   | 1,158                                     | _   |  |  |
| Litigation settlement income                                   | 939                                       | _   |  |  |
| Gain on contribution of securities to retirement benefit trust | 3,595                                     | _   |  |  |
| Total extraordinary income                                     | 12,121                                    | 19,449                                    |  |  |
| Extraordinary loss   |   |   |  |  |
| Loss on sales of noncurrent assets                             | 27  | 512                                       |  |  |
| Loss on disposal of noncurrent assets                          | 3,281                                     | 4,962                                     |  |  |
| Impairment loss  | 911                                       | 2,843                                     |  |  |
| Loss on valuation of investment securities                     | 305                                       | 157                                       |  |  |
| Business structure improvement expenses                        | _   | 4,901                                     |  |  |
| Other  | _   | 1,030                                     |  |  |
| Total extraordinary losses                                     | 4,525                                     | 14,407                                    |  |  |
|  |   |   |  |  |

|  |                     | Millions of yen     |
|--|---------------------|---------------------|
|  | FY2013              | FY2014              |
|  | (From April 1, 2013 | (From April 1, 2014 |
|  | to March 31, 2014)  | to March 31, 2015)  |
| (Continued)  |                     |                     |
| Income (loss) before income taxes and minority interests | ¥ 49,443            | ¥ (44,599)          |
| Income taxes-current                                     | 34,660              | 34,474              |
| Income taxes-deferred                                    | 4,465               | (4,655)             |
| Total income taxes                                       | 39,125              | 29,818              |
| Income (loss) before minority interests                  | 10,317              | (74,417)            |
| Minority interests in income                             | 5,969               | 3,311               |
| Net income (loss)  | ¥ 4,348             | ¥ (77,729)          |
|  |                     |                     |

## (Consolidated Statements of Comprehensive Income)

|   | Millions of yen  |
|---|--|
| FY2013<br>(From April 1, 2013<br>to March 31, 2014) | FY2014<br>(From April 1, 2014<br>to March 31, 2015)  |
| ¥ 10,317  | ¥ (74,417)   |
|   |  |
| (1,085)   | 2,116  |
| (154)   | (613)  |
| —   | 2,152  |
| 1,688   | 2,206  |
| —   | 5,635  |
| 5,319   | 3,169  |
| 5,767   | 14,666   |
| 16,085  | (59,751)   |
|   |  |
| 10,085  | (63,083)   |
| ¥ 5,999   | ¥ 3,332  |
|   | (From April 1, 2013<br>to March 31, 2014)<br>¥ 10,317<br>(1,085)<br>(154)<br>—<br>1,688<br>—<br>1,688<br>—<br>5,319<br>5,767<br>16,085 |

## Consolidated Statements of Changes in Equity

Cosmo Oil Company, Limited and Consolidated Subsidiaries

### FY2013 (From April 1, 2013 to March 31, 2014)

|   |                      | ,               |                      |                    |                                  |   |  |                                    |  |   |   |                       | Millions of yen     |
|---|----------------------|-----------------|----------------------|--------------------|----------------------------------|---|--|------------------------------------|--|---|---|-----------------------|---------------------|
|   | Shareholders' equity |                 |                      |                    |                                  | Accumulated other comprehensive income                          |  |                                    |  |   |   |                       |                     |
|   | Capital stock        | Capital surplus | Retained<br>earnings | Treasury<br>shares | Total<br>shareholders'<br>equity | Valuation<br>difference on<br>available-for-<br>sale securities | Deferred gains<br>or losses on<br>hedges | Revaluation<br>reserve<br>for land | Foreign<br>currency<br>translation<br>adjustment | Remeasurements<br>of defined<br>benefit plans | Total<br>accumulated other<br>comprehensive<br>income | Minority<br>interests | Total<br>net assets |
| Balance at April 1, 2013                                | 107,246              | 89,440          | 10,531               | (140)              | 207,078                          | 3,770   | 1,422                                    | 19,037                             | (851)  | _   | 23,378  | 26,475                | 256,932             |
| Change of items during the period                       |                      |                 |                      |                    |                                  |   |  |                                    |  |   |   |                       |                     |
| Dividends from surplus                                  |                      |                 | —                    |                    | _                                |   |  |                                    |  |   |   |                       | —                   |
| Net income  |                      |                 | 4,348                |                    | 4,348                            |   |  |                                    |  |   |   |                       | 4,348               |
| Reversal of revaluation reserve for land                |                      |                 | 108                  |                    | 108                              |   |  | (108)                              |  |   | (108)   |                       |                     |
| Purchase of treasury shares                             |                      |                 |                      | (2)                | (2)                              |   |  |                                    |  |   |   |                       | (2)                 |
| Disposal of treasury shares                             |                      | (0)             |                      | 0                  | 0                                |   |  |                                    |  |   |   |                       | 0                   |
| Net changes of items other than<br>shareholders' equity |                      |                 |                      |                    |                                  | (883)   | (50)                                     | _                                  | 6,670  | (8,612)                                       | (2,875)   | 2,739                 | (135)               |
| Deficit disposition                                     |                      | (72,472)        | 72,472               |                    | _                                |   |  |                                    |  |   |   |                       | _                   |
| Total changes of items during the period                | _                    | (72,473)        | 76,929               | (2)                | 4,453                            | (883)   | (50)                                     | (108)                              | 6,670  | (8,612)                                       | (2,983)   | 2,739                 | 4,210               |
| Balance at March 31, 2014                               | 107,246              | 16,967          | 87,461               | (143)              | 211,531                          | 2,887   | 1,372                                    | 18,929                             | 5,818  | (8,612)                                       | 20,395  | 29,214                | 261,142             |

### FY2014 (From April 1, 2014 to March 31, 2015)

|   | Shareholders' equity |                 |                      |                    | Accumulated other comprehensive income |   |  |                                    |  |   | winnons or yerr                                       |                       |                     |
|---|----------------------|-----------------|----------------------|--------------------|--|---|--|------------------------------------|--|---|---|-----------------------|---------------------|
|   | Capital stock        | Capital surplus | Retained<br>earnings | Treasury<br>shares | Total<br>shareholders'<br>equity       | Valuation<br>difference on<br>available-for-<br>sale securities | Deferred gains<br>or losses on<br>hedges | Revaluation<br>reserve<br>for land | Foreign<br>currency<br>translation<br>adjustment | Remeasurements<br>of defined<br>benefit plans | Total<br>accumulated other<br>comprehensive<br>income | Minority<br>interests | Total<br>net assets |
| Balance at April 1, 2014                                | 107,246              | 16,967          | 87,461               | (143)              | 211,531                                | 2,887   | 1,372                                    | 18,929                             | 5,818  | (8,612)                                       | 20,395  | 29,214                | 261,142             |
| Cumulative effects of changes in<br>accounting policies |                      |                 | 72                   |                    | 72                                     |   |  |                                    |  |   |   | 0                     | 72                  |
| Restated balance  | 107,246              | 16,967          | 87,534               | (143)              | 211,604                                | 2,887   | 1,372                                    | 18,929                             | 5,818  | (8,6129)                                      | 20,395  | 29,215                | 261,215             |
| Change of items during the period                       |                      |                 |                      |                    |  |   |  |                                    |  |   |   |                       |                     |
| Dividends from surplus                                  |                      |                 | (1,694)              |                    | (1,694)                                |   |  |                                    |  |   |   |                       | (1,694)             |
| Net loss  |                      |                 | (77,729)             |                    | (77,729)                               |   |  |                                    |  |   |   |                       | (77,729)            |
| Reversal of revaluation reserve for land                |                      |                 | (167)                |                    | (167)                                  |   |  | 167                                |  |   | 167   |                       | _                   |
| Purchase of treasury shares                             |                      |                 |                      | (2)                | (2)                                    |   |  |                                    |  |   |   |                       | (2)                 |
| Disposal of treasury shares                             |                      | (0)             |                      | 0                  | 0                                      |   |  |                                    |  |   |   |                       | 0                   |
| Net changes of items other than<br>shareholders' equity |                      |                 |                      |                    |  | 2,618   | (622)                                    | 2,152                              | 4,749  | 5,722   | 14,619  | 11,111                | 25,731              |
| Total changes of items during the period                | _                    | (0)             | (79,591)             | (2)                | (79,593)                               | 2,618   | (622)                                    | 2,319                              | 4,749  | 5,722   | 14,787  | 11,111                | (53,694)            |
| Balance at March 31, 2015                               | 107,246              | 16,967          | 7,942                | (145)              | 132,010                                | 5,505   | 749                                      | 21,249                             | 10,568   | (2,890)                                       | 35,183  | 40,326                | 207,520             |

Millions of yen

## Consolidated Statements of Cash Flows

Cosmo Oil Company, Limited and Consolidated Subsidiaries

| Cosmo Oli Company, Limited and Consolidated Subsidiaries             |                     | A CHI C                   |
|--|---------------------|---------------------------|
|  | FY2013              | Millions of yen<br>FY2014 |
|  | (From April 1, 2013 | (From April 1, 2014       |
|  | to March 31, 2014)  | to March 31, 2015)        |
|  |                     |                           |
| Income (loss) before income taxes and minority interests             | ¥ 49,443            | ¥ (44,599)                |
| Depreciation   | 28,669              | 26,880                    |
| Amortization of negative goodwill                                    | (1,257)             | (1,127)                   |
| Amortization of goodwill   | 731                 | 730                       |
| Impairment loss  | 911                 | 2,843                     |
| Loss (gain) on sales of non-current assets                           | (418)               | (73)                      |
| Business structure improvement expenses                              | —                   | 4,901                     |
| Loss (gain) on disposal of non-current assets                        | 3,281               | 4,962                     |
| Loss (gain) on sales of investment securities                        | (1,322)             | (184)                     |
| Loss (gain) on sales of shares of subsidiaries and associates        | (1,441)             | (14,319)                  |
| Loss (gain) on valuation of investment securities                    | 305                 | 157                       |
| Insurance income   | (1,158)             | _                         |
| Loss (gain) on securities contribution to employees'                 |                     |                           |
| retirement benefits trust  | (3,595)             | —                         |
| Subsidy income   | (3,219)             | (4,358)                   |
| Interest and dividend income   | (2,364)             | (884)                     |
| Interest expenses  | 12,960              | 12,778                    |
| Foreign exchange losses (gains)                                      | (2,172)             | (2,201)                   |
| Share of (profit) loss of entities accounted for using equity method | (7,343)             | (29)                      |
| Increase (decrease) in allowance for doubtful accounts               | (274)               | 23                        |
| Increase (decrease) in provision for special repairs                 | 926                 | 462                       |
| Increase (decrease) in provision for environmental measures          | (226)               | (109)                     |
| Increase (decrease) in net defined benefit liability                 | 101                 | 1,078                     |
| Decrease (increase) in notes and accounts receivable-trade           | 20,025              | 60,053                    |
| Recovery of recoverable accounts under production sharing            | 6,649               | 5,519                     |
| Decrease (increase) in inventories                                   | 47,478              | 188,845                   |
| Increase (decrease) in notes and accounts payable-trade              | (22,412)            | (72,853)                  |
| Decrease (increase) in other current assets                          | (4,250)             | 3,425                     |
| Increase (decrease) in other current liabilities                     | (42,533)            | 23,679                    |
| Decrease (increase) in investments and other assets                  | 961                 | 500                       |
| Increase (decrease) in other non-current liabilities                 | 634                 | 113                       |
| Other, net   | 1,235               | 2,188                     |
| Subtotal   | 80,325              | 198,401                   |
| Interest and dividend income received                                | 12,574              | 1,820                     |
| Interest expenses paid   | (13,055)            | (12,830)                  |
| Payments for business structure improvement expense                  | (6,211)             | (4,886)                   |
| Proceeds from subsidy income   | 3,219               | 4,321                     |
| Income taxes paid  | (41,015)            | (23,443)                  |
| Net cash provided by (used in) operating activities                  | ¥ 35,837            | ¥ 163,384                 |

|   |   | Millions of yen                                     |
|---|---|---|
|   | FY2013<br>(From April 1, 2013<br>to March 31, 2014) | FY2014<br>(From April 1, 2014<br>to March 31, 2015) |
| Cash flows from investing activities  |   |   |
| Purchase of securities  | ¥ (9)   | ¥ —   |
| Proceeds from sales and redemption of securities                                | 12  | 12  |
| Purchase of investment securities   | (398)   | (2,202)   |
| Proceeds from sales and redemption of investment securities                     | 4,262   | 6,306   |
| Purchase of shares of subsidiaries and associates                               | (1)   | (851)   |
| Proceeds from sales and liquidation of shares of subsidiaries<br>and affiliates | 2,563   | 23,372  |
| Purchase of property, plant and equipment                                       | (32,538)  | (48,430)  |
| Payments for disposal of property, plant and equipment                          | (2,487)   | (3,998)   |
| Proceeds from sales of property, plant and equipment                            | 1,755   | 3,639   |
| Payments for purchases of intangible assets and long-term<br>prepaid expenses   | (18,511)  | (14,086)  |
| Decrease (increase) in short-term loans receivable                              | (527)   | (442)   |
| Purchase of treasury shares of subsidiaries                                     | ()  | (1,080)   |
| Payments of long-term loans receivable  | (51)  | (413)   |
| Collection of long-term loans receivable  | 236   | 408   |
| Proceeds from withdrawal of time deposits                                       | 41,927  | 65,365  |
| Payments into time deposits   | (57,276)  | (58,704)  |
| Other, net  | 35  | 978   |
| Net cash provided by (used in) investing activities                             | (61,007)  | (30,126)  |
| Cash flows from financing activities  |   |   |
| Net increase (decrease) in short-term loans payable                             | 12,539  | (99,005)  |
| Proceeds from long-term loans payable   | 47,390  | 67,490  |
| Repayment of long-term loans payable  | (58,409)  | (90,292)  |
| Proceeds from issuance of bonds   | 17,389  | _   |
| Redemption of bonds   | (1,680)   | (55,150)  |
| Cash dividends paid   | _   | (1,694)   |
| Cash dividends paid to minority shareholders                                    | (4,525)   | (68)  |
| Proceeds from share issuance to minority shareholders                           | 19  | _   |
| Other, net  | (167)   | (197)   |
| Net cash provided by (used in) financing activities                             | 12,555  | (178,920)   |
| Effect of exchange rate change on cash and cash equivalents                     | 6,195   | 3,148   |
| Net increase (decrease) in cash and cash equivalents                            | (6,418)   | (42,514)  |
| Cash and cash equivalents at beginning of period                                | 129,699   | 123,280   |
| Cash and cash equivalents at end of period                                      | ¥123,280  | ¥ 80,765  |

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## Facts and Figures

| Oil Exploration and          |    | Segment Performance         | 57 |
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### **Oil Exploration and Production**

#### Crude Oil Production Volume (Fiscal year 2014, actual)

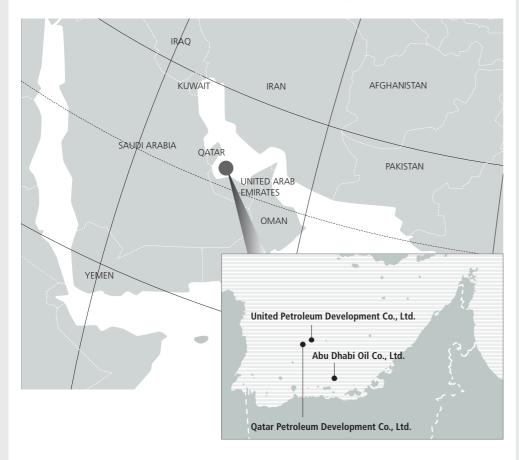
Crude oil production (Barrels/day)

| Cosmo Energ | gy Exploration & Prod | uction Co., Ltd. |
|-------------|-----------------------|------------------|
|             |                       | 38,031           |

\*1) Cosmo Energy Exploration & Production Co., Ltd. holds an 80%, 75%, and 45% equity interest in Cosmo Abu Dhabi Energy Exploration & Production Co., Ltd., Qatar Petroleum Development Co., Ltd., and United Petroleum Development Co., Ltd., respectively. Cosmo Abu Dhabi Energy Exploration & Production Co., Ltd. is a joint venture established in November 2014 by Cosmo Energy Exploration & Production Co., Ltd. (80% equity interest) and CEPSA (20% equity interest), a leading integrated oil company based in Spain. Abu Dhabi Energy Exploration & Production Co., Ltd. holds a 64.1% stake in Abu Dhabi Oil Co., Ltd.

\*2) The production volume represents the total production volumes of the three major developers: Abu Dhabi Oil, Qatar Petroleum Development and United Petroleum Development.

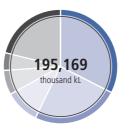
\*3) The production volume represents the total production volumes of each major developer during their fiscal year from January to December.



### **Crude Oil Imports**

### Crude Oil Import Share by Country (Total Industry/Cosmo Oil)

(Fiscal year to March 31, 2015 actual)



#### Total industry (%)

| Saudi Arabia         | 32.5 |
|----------------------|------|
| United Arab Emirates | 24.9 |
| Qatar                | 9.6  |
| Kuwait               | 6.9  |
| 📕 Iran               | 5.2  |
| Others               | 20.9 |

Note: Others includes countries where percentage of imports is less than 5%. Source: Petroleum Association of Japan, "Crude Oil Import by Countries"

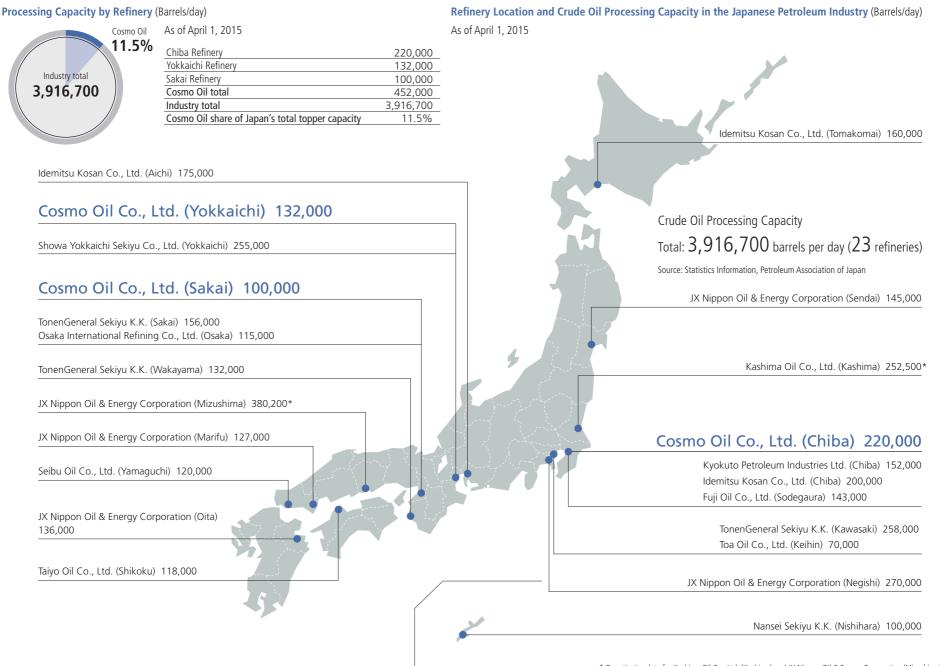


#### Cosmo Oil (%)

| United Arab Emirates | 40.0 |
|----------------------|------|
| Saudi Arabia         | 20.8 |
| Qatar                | 18.7 |
| Kuwait               | 13.8 |
| Others               | 6.8  |
|                      |      |

Note: Others includes countries where percentage of imports is less than 5%.

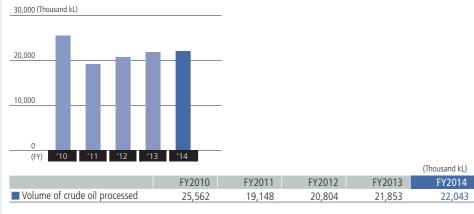
### **Refining: 1**



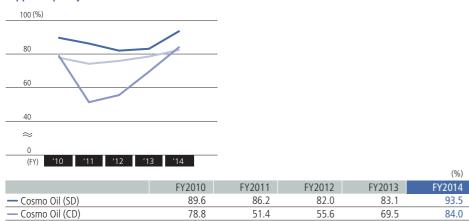
\* Quantitative data for Kashima Oil Co., Ltd. (Kashima) and JX Nippon Oil & Energy Corporation (Mizushima) includes condensate splitter production capacity.

### **Refining: 2**

### Volume of Crude Oil Processed (Cosmo Oil)



#### **Topper Capacity Utilization Rate**



77.8 — Industry average (CD) Notes: SD: stream-day basis CD: calendar-day basis

Source: Figures for the industry average topper capacity utilization rate are from the Petroleum Association of Japan, and the volume of crude oil processed is the moving average for the period, based on the newest capacity data as of April 1, 2015.

51.4

74.2

55.6

75.9

69.5

78.5

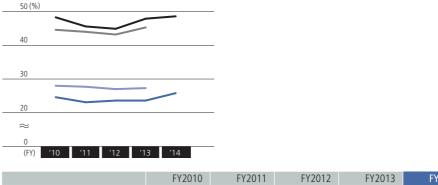
84.0

82.4

78.8

#### Yields of Gasoline and Four Middle Distillates

(Jet Fuel, Kerosene, Diesel Fuel, and Heavy Fuel Oil A)

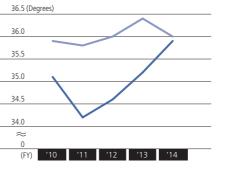


| FY2010 | FY2011               | FY2012  | FY2013   | FY2014  |
|--------|----------------------|---|--|---|
|        |                      |   |  |   |
| 24.6   | 23.1                 | 23.6  | 23.6   | 25.8  |
| 28.0   | 27.7                 | 27.0  | 27.3   | N.A.  |
|        |                      |   |  |   |
| 48.3   | 45.6                 | 44.9  | 47.9   | 48.6  |
| 44.6   | 44.0                 | 43.2  | 45.3   | N.A.  |
|        | 24.6<br>28.0<br>48.3 | 24.6         23.1           28.0         27.7           48.3         45.6 | 24.6         23.1         23.6           28.0         27.7         27.0           48.3         45.6         44.9 | 24.6         23.1         23.6         23.6           28.0         27.7         27.0         27.3           48.3         45.6         44.9         47.9 |

(%)

Source: Ministry of Economy, "Yearbook of Mineral Resources and Petroleum Products Statistics"

#### **API Gravity**



|                    |        |        |        |        | (Degrees) |
|--------------------|--------|--------|--------|--------|-----------|
|                    | FY2010 | FY2011 | FY2012 | FY2013 | FY2014    |
| - Cosmo Oil        | 35.1   | 34.2   | 34.6   | 35.2   | 35.9      |
| — Industry average | 35.9   | 35.8   | 36.0   | 36.5   | 36.0      |

Source: Ministry of Economy, Trade and Industry, "Yearbook of Mineral Resources and Petroleum Products Statistics"

### Sales: 1

Heavy fuel oil C

Total

2,075

24.950

2,555

24.732

2,993

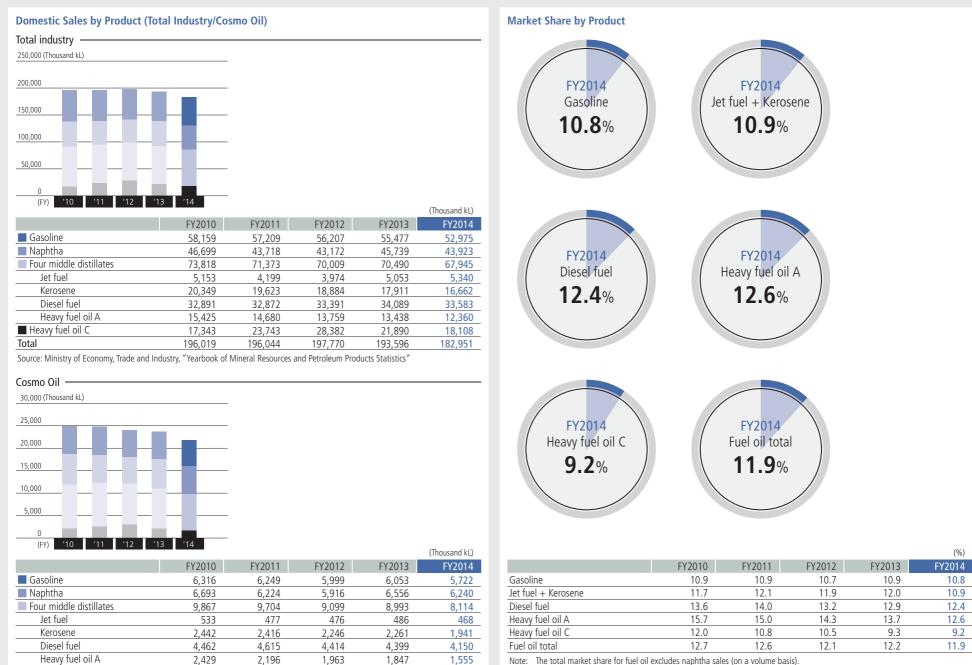
24.007

2,038

23,640

1,663

21.739



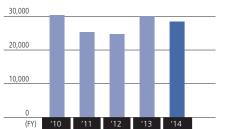
Note: The total market share for fuel oil excludes naphtha sales (on a volume basis).

Source: Ministry of Economy, Trade and Industry, "Yearbook of Mineral Resources and Petroleum Products Statistics"

### Exports by Product (Total Industry/Cosmo Oil)

#### Total industry exports

40,000 (Thousand kL)



|                  |        |        |        |        | (Thousand kL) |
|------------------|--------|--------|--------|--------|---------------|
|                  | FY2010 | FY2011 | FY2012 | FY2013 | FY2014        |
| Gasoline         | 2,198  | 1,254  | 1,148  | 1,748  | 3,112         |
| Naphtha          | —      | 51     | 58     | 17     | 14            |
| Jet fuel         | 8,936  | 8,694  | 9,047  | 10,457 | 10,031        |
| Kerosene         | 198    | 600    | 144    | 760    | 711           |
| Diesel/Gas oil   | 11,046 | 7,619  | 6,410  | 10,405 | 8,443         |
| Heavy fuel oil A | 736    | 342    | 787    | 558    | 676           |
| Heavy fuel oil C | 7,172  | 6,792  | 7,141  | 6,053  | 5,446         |
| Total exports    | 30,285 | 25,352 | 24,735 | 29,912 | 28,432        |

Source: Ministry of Economy, Trade and Industry, "Yearbook of Mineral Resources and Petroleum Products Statistics"

#### Cosmo Oil exports

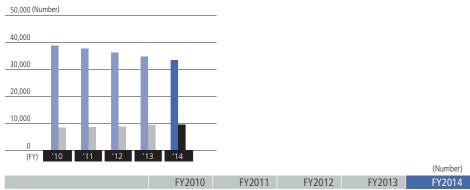
1,000



(FY) (Thousand kL) FY2012 FY2010 FY2011 FY2013 FY2014 Diesel 907 145 45 1,145 909 Kerosene/Jet fuel 219 64 0 0 0 1,145 1,125 45 Total 209 909 Bonded products sales, others Jet fuel 1,598 1,535 1,647 1,865 2,054 Heavy fuel oil C 542 492 521 561 555 Others 426 408 838 618 755 Total 2,566 2,435 3,006 3,045 3,364 Total exports 3,691 2,644 3,051 4,190 4,273

### Sales: 3

#### Number of Service Stations (Nationwide)

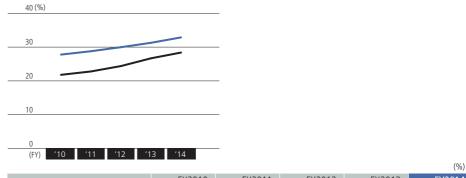


|                     |        |        |        | 112010 |        |
|---------------------|--------|--------|--------|--------|--------|
| Nationwide          |        |        |        |        |        |
| Total number of SSs | 38,777 | 37,743 | 36,349 | 34,706 | 33,510 |
| Total (Self SS)     | 8,449  | 8,596  | 8,862  | 9,275  | 9,530  |

Notes: 1. Total number of SS in Japan is based on "Law on the Quality Control of Gasoline and Other Fuels." 2. The number of self SS is included in the number of SS.

Source: Number of nationwide SS is based on data by the Ministry of Economy, Trade and Industry. Number of self SS is based on data by The Oil Information Center

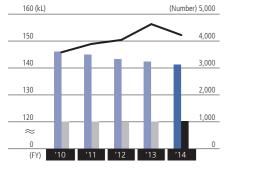
#### Self-service Station Ratio



|              | FY2010 | FY2011 | FY2012 | FY2013 | FY2014 |
|--------------|--------|--------|--------|--------|--------|
| — Cosmo Oil  | 27.8   | 28.8   | 30.0   | 31.3   | 32.9   |
| - Nationwide | 21.8   | 22.8   | 24.4   | 26.7   | 28.4   |

Source: Nationwide self SS is based on data provided by the Oil Information Center.

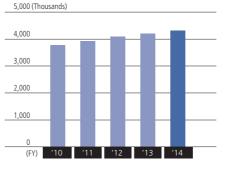
#### Gasoline Volume Sold per Service Station (Cosmo Oil)



|   |        |        |        |        | (Number) |
|---|--------|--------|--------|--------|----------|
|   | FY2010 | FY2011 | FY2012 | FY2013 | FY2014   |
| Cosmo Oil                                       |        |        |        |        |          |
| Number of SS (right scale)                      | 3,609  | 3,498  | 3,325  | 3,228  | 3,133    |
| Number of self SS (right scale)                 | 1,003  | 1,007  | 999    | 1,011  | 1,031    |
| <ul> <li>Gasoline volume sold per SS</li> </ul> |        |        |        |        |          |
| (kl/month/SS) (left scale)                      | 145.8  | 148.9  | 150.4  | 156.26 | 152.20   |

Notes: 1. Gasoline volume sold per SS = The annual volume of gasoline sold by the Group  $\div$  number of SS at the end of each year  $\div$  12 months 2. The number of self SS is included in the number of SS.

#### Number of Cosmo the Cards (Credit Cards)



|                                | FY2010 | FY2011 | FY2012 | FY2013 | FY2014 |
|--------------------------------|--------|--------|--------|--------|--------|
| Total number of cards in force | 3,769  | 3,930  | 4,097  | 4,201  | 4,310  |

Notes: 1. Total number of cards in force = Total number of cards issued - Total number of deactivated cards

2. Including Cosmo the Card Opus and Cosmo the Card Triple.

3. The figures are rounded up or down to the nearest thousands.

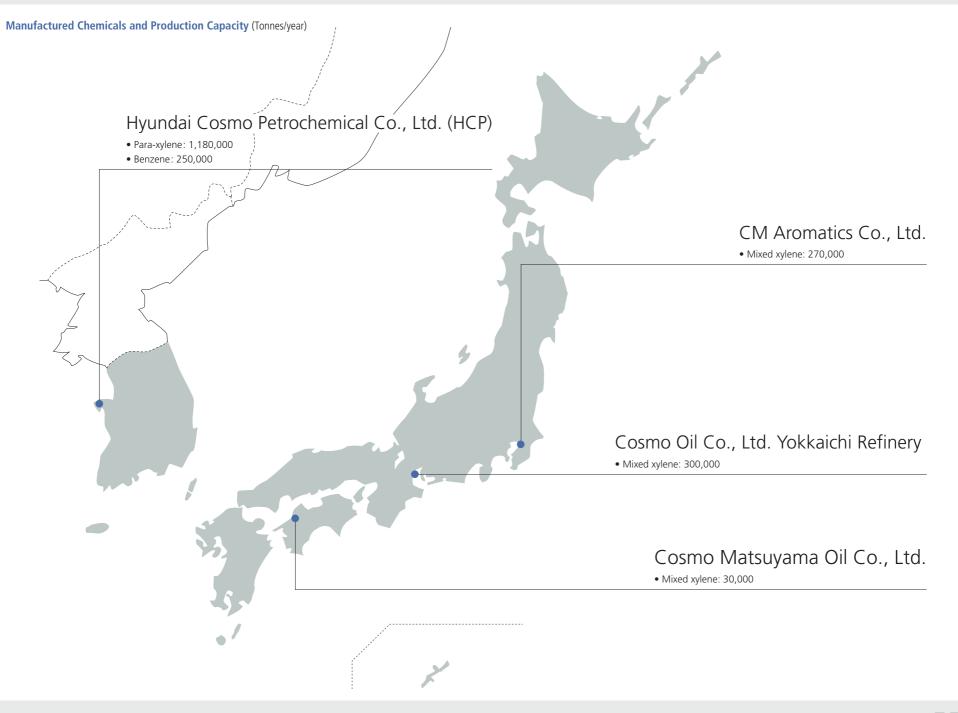
(Thousands)

### Price

| Retail Prices for Petroleum Products (Re                  | aular Cacalina  | Discol Fuel    | and Karacana   | ) (Industry Aver   |            |            |            |              |            |            |            |            |
|---|-----------------|----------------|----------------|--------------------|------------|------------|------------|--------------|------------|------------|------------|------------|
|   | egular Gasoline | e, Diesei Fuei | , and Kerosene | e) (Industry Avera | age)       |            |            |              |            |            |            |            |
| 200 (Yen/L)   |                 |                |                |                    |            |            |            |              |            |            |            |            |
|   |                 |                |                |                    |            |            |            |              |            |            |            |            |
|   |                 |                |                |                    |            |            |            |              |            |            |            |            |
| Regular gasoline  |                 |                |                |                    |            |            |            |              |            |            |            |            |
|   |                 |                |                |                    |            |            |            |              |            |            |            |            |
| 150   |                 |                |                |                    |            |            |            |              |            |            |            |            |
| Diesel fuel   |                 |                |                |                    |            |            | $\sim$     |              |            |            |            |            |
|   |                 |                |                |                    |            |            |            | $\checkmark$ |            |            |            |            |
|   |                 |                |                |                    |            |            |            |              |            |            |            |            |
| Kerosene  |                 |                |                |                    |            |            |            |              |            |            |            |            |
| 100 Kerosene  |                 |                |                |                    |            |            | <u> </u>   |              |            |            |            |            |
|   |                 |                |                |                    |            |            |            |              |            |            |            |            |
|   |                 |                |                |                    |            |            |            |              |            |            |            |            |
| CIF price   |                 |                |                |                    |            |            |            |              |            |            |            |            |
|   |                 |                |                |                    |            |            |            |              |            |            |            |            |
| 50  |                 |                |                |                    |            |            |            |              |            |            |            |            |
|   |                 |                |                |                    |            |            |            |              |            |            |            |            |
|   |                 |                |                |                    |            |            |            |              |            |            |            |            |
|   |                 |                |                |                    |            |            |            |              |            |            |            |            |
|   |                 |                |                |                    |            |            |            |              |            |            |            |            |
| 0   |                 |                |                |                    |            |            |            |              |            |            |            |            |
| (FY) 2013   |                 |                | 2014           |                    |            |            | 201        |              |            |            |            |            |
| 1 2 3 4 5 6   | 7 8 9           | 10 11 1        | 2 1 2          | 3 4 5              | 6 7 8      | 8 9 10     | 11 12 1    | 2 3          |            |            |            |            |
|   |                 | - 1            |                | ·                  |            |            |            |              | 6          | 0          |            | (Yen/L)    |
| 2013  | Jan.            | Feb.           | Mar.           | Apr.               | May        | Jun.       | Jul.       | Aug.         | Sep.       | Oct.       | Nov.       | Dec.       |
| <ul> <li>Regular gasoline</li> <li>Diesel fuel</li> </ul> | 150<br>130      | 154<br>134     | 156<br>135     | 154<br>134         | 152<br>132 | 152<br>132 | 155<br>134 | 160<br>138   | 161<br>139 | 160<br>138 | 158<br>138 | 158<br>138 |
| - Kerosene  | 98              | 101            | 101            | 99                 | 98         | 98         | 99         | 100          | 101        | 101        | 102        | 103        |
| — CIF price   | 61              | 65             | 68             | 67                 | 67         | 66         | 65         | 66           | 69         | 70         | 70         | 72         |
|   |                 |                |                |                    |            |            |            |              |            |            |            |            |
|   |                 |                |                |                    |            |            |            |              |            |            |            | (Yen/L)    |
| 2014  | Jan.            | Feb.           | Mar.           | Apr.               | May        | Jun.       | Jul.       | Aug.         | Sep.       | Oct.       | Nov.       | Dec.       |
| - Regular gasoline  | 159             | 158            | 158            | 164                | 166        | 167        | 170        | 169          | 167        | 164        | 159        | 154        |
| - Diesel fuel   | 139             | 139            | 139            | 143                | 144        | 145        | 148        | 147          | 145        | 143        | 139        | 133        |
| — Kerosene  | 104             | 104            | 104            | 107                | 107        | 107        | 108        | 108          | 107        | 106        | 103        | 99         |
| — CIF price   | 75              | 72             | 71             | 71                 | 70         | 71         | 71         | 71           | 70         | 69         | 64         | 59         |
|   |                 |                |                |                    |            |            |            |              |            |            |            |            |
| 2015  | ,               | E 1            | (Yen/L)        |                    |            |            |            |              |            |            |            |            |
| 2015  | Jan.<br>141     | Feb.<br>135    | Mar.<br>140    |                    |            |            |            |              |            |            |            |            |
| <ul> <li>Regular gasoline</li> <li>Diesel fuel</li> </ul> | 141             | 135            | 140            |                    |            |            |            |              |            |            |            |            |
| - Kerosene  | 88              | 82             | 84             |                    |            |            |            |              |            |            |            |            |
| — CIF price   | 48              | 37             | 41             |                    |            |            |            |              |            |            |            |            |
|   | U               | 51             | 11             |                    |            |            |            |              |            |            |            |            |

Note: Figures for regular gasoline and diesel fuel prices include crude oil tariffs, either gasoline taxes or diesel fuel transaction taxes and consumption taxes. Kerosene prices include oil tariffs, oil taxes and consumption taxes. Source: Ministry of Economy, Trade and Industry, "Petroleum Product Price Data" and Petroleum Association of Japan "Oil Statistics"

### **Petrochemical Business**



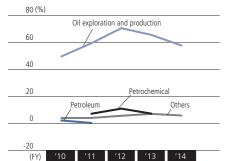
## Renewable Energy Business

### Wind Power Generation Business

| Wakkanai #1 Wind Power Plant<br>Wakkanai #2 Wind Power Plant              |   |
|---|---|
| Rumoi #1 Wind Power Plant<br>Rumoi #2 Wind Power Plant<br>Reuke Wind Farm | Nemuro Wind Power Plant   |
| Atsuta Wind Power Plant   |   |
| Oiwake-Souran Wind Power Plant  | Hebiura Wind Power Plant  |
| Matsumae Wind Power Plant   | Iwaya Wind Power Plant<br>Iwaya Wind Park   |
|   | Mutu ogawara Wind Farm  |
| Akitaaraya Wind Farm  | Noheji Wind Power Plant   |
| Sakata Port Wind Power Plant  | Sodeyama Heights Wind Power Plant   |
| Tachikawa Wind Farm   | Aizu Wakamatsu Wind Farm (February 2015, Capacity 16,000 kW)  |
| Ikata Wind Farm   | Hasaki Wind Power Plant<br>Hasaki Wind Farm   |
|   | Cyoshi Wind Farm  |
| Goto-Kishiku Wind Power Plant   | Sodegaura Wind Power Plant  |
|   | Iwata Wind Farm   |
|   | Hirogawa Hidakagawa Wind Farm (November 2014, Capacity 20,000 kW)   |
|   | Main Wind Power Generation Sites Operated by EcoPower   |
| 5-  | <ul> <li>Electricity generated by 145 wind mills at 22 sites throughout Japan<br/>(As of March 31, 2015)</li> </ul> |
|   | <ul> <li>Total generation capacity: 182,510 kW</li> </ul>   |
|   | <ul> <li>Share in Japan: approximately 6%</li> </ul>  |
|   | • Ranks 4th in terms of generation capacity   |

### **Segment Performance**

#### Segment Operating Income Ratio

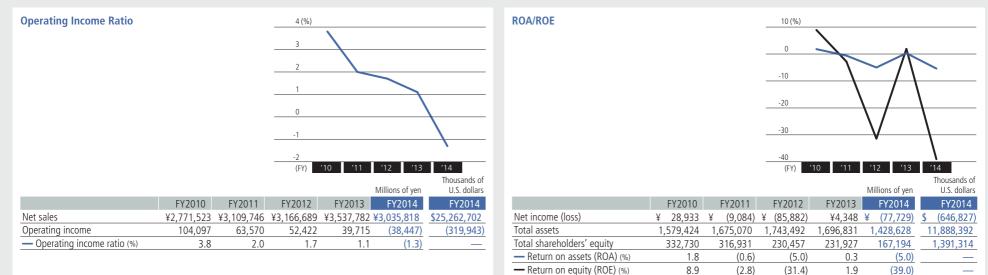


|  | 5/2040     | 5/2044     | 5/2012     | 51/2042    | Millions of yen | Thousands of<br>U.S. dollars |
|--|------------|------------|------------|------------|-----------------|------------------------------|
| <b>C</b>   | FY2010     | FY2011     | FY2012     | FY2013     | FY2014          | FY2014                       |
| Segment sales  |            |            |            |            |                 |                              |
| Petroleum  | ¥2,728,754 | ¥3,055,628 | ¥3,116,214 | ¥3,463,740 | ¥2,996,965      | \$24,939,378                 |
| Petrochemical  | 45,940     | 29,422     | 30,469     | 51,576     | 55,070          | 458,267                      |
| Oil exploration and production                       | 69,938     | 87,644     | 85,943     | 88,652     | 82,348          | 685,263                      |
| Others   | 68,652     | 71,628     | 86,312     | 79,442     | 75,683          | 629,799                      |
| Elimination and corporate                            | (141,762)  | (134,577)  | (152,250)  | (145,629)  | (174,249)       | (1,450,021)                  |
| Total  | 2,771,523  | 3,109,746  | 3,166,689  | 3,537,782  | 3,035,818       | 25,262,695                   |
| Segment ordinary income (loss)                       |            |            |            |            |                 |                              |
| Petroleum  | 58,388     | 7,996      | (23,681)   | (25,326)   | (93,463)        | (777,763)                    |
| Petrochemical  | (329)      | 2,079      | 3,329      | 3,692      | (7,623)         | (63,439)                     |
| Oil exploration and production                       | 34,657     | 52,023     | 60,688     | 58,141     | 47,538          | 395,593                      |
| Others   | 2,656      | 2,879      | 4,857      | 5,527      | 4,423           | 36,809                       |
| Elimination and corporate                            | 721        | (3,558)    | 3,245      | (188)      | (514)           | (4,285)                      |
| Total  | 96,094     | 61,420     | 48,439     | 41,847     | (49,640)        | (413,086)                    |
|  |            |            |            |            |                 | (%)                          |
| Segment ordinary income ratio                        |            |            |            |            |                 |                              |
| - Petroleum  | 2.1        | 0.3        | _          | _          |                 |                              |
| - Petrochemical                                      | _          | 7.1        | 10.9       | 7.2        | _               |                              |
| <ul> <li>— Oil exploration and production</li> </ul> | 49.6       | 59.4       | 70.6       | 65.6       | 57.7            |                              |
| - Others   | 3.9        | 4.0        | 5.6        | 7.0        | 5.8             |                              |
| Total  | 3.5        | 2.0        | 1.5        | 1.2        | _               |                              |

Notes: 1. Effective from the beginning of the consolidated fiscal year ending March 31, 2012, the Company adopted the "Accounting Standard for Disclosures about Segments of an Enterprise and Related Information"

(the ASBJ Statement No. 17 issued on March 27, 2009) and the "Guidance on Accounting Standard for Disclosures about Segments of an Enterprise and Related Information" (the ASBJ Guidance No. 20 issued on March 21, 2008). 2. The Petrochemical Business, which had previously been included in the Petroleum Business segment, was made a separate segment from FY2010.

### **Profitability**

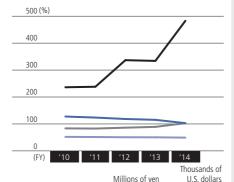


Notes: 1. ROA = Net income ÷ Average total assets at beginning and end of the fiscal year × 100

2. ROE = Net income ÷ Average shareholders' equity at beginning and end of the fiscal year × 100

### **Stability**

Current Ratio, Quick Ratio, Fixed Ratio, **Fixed Assets Capitalization** 



|   |          |          |          |          | winnens er yen | 0.5. 001015 |
|---|----------|----------|----------|----------|----------------|-------------|
|   | FY2010   | FY2011   | FY2012   | FY2013   | FY2014         | FY2014      |
| - Current ratio (%)                                 | 127.5    | 123.7    | 118.4    | 115.3    | 102.9          |             |
| — Quick ratio (%)                                   | 52.1     | 51.5     | 50.7     | 50.5     | 49.3           |             |
| - Fixed ratio (%)                                   | 236.1    | 238.0    | 336.6    | 333.9    | 482.4          |             |
| <ul> <li>Fixed assets capitalization (%)</li> </ul> | 83.6     | 82.9     | 86.2     | 89.2     | 102.8          |             |
| Short-term debt                                     | ¥176,366 | ¥208,287 | ¥279,109 | ¥335,385 | ¥179,512       | \$1,493,817 |
| Long-term debt, less current maturities             | 523,765  | 512,915  | 563,779  | 528,294  | 513,359        | 4,271,940   |
|   |          |          |          |          |                |             |

Notes: 1. Short-term debt includes the current maturities of long-term debt.

2. Current ratio = Current assets at fiscal year-end ÷ Current liabilities × 100

3. Quick ratio = (Cash and bank deposits + Notes and accounts receivable + Marketable securities) ÷ Current liabilities × 100

4. Fixed ratio = Fixed assets ÷ Net assets excluding minority interests × 100

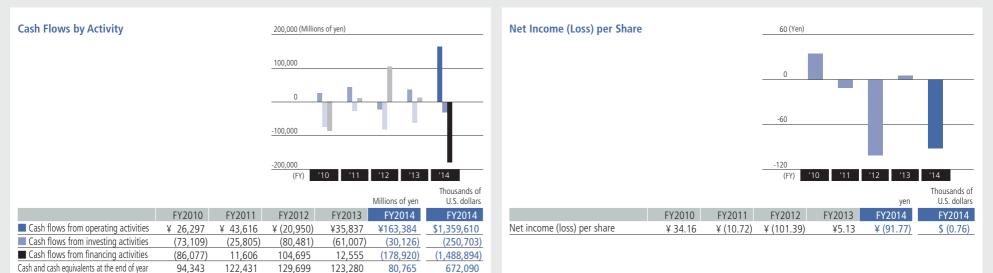
5. Fixed assets capitalization = Fixed assets ÷ (Net assets excluding minority interests + Long-term liabilities)

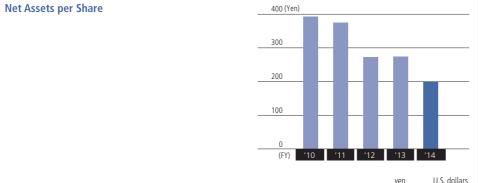
| Total Assets, Debt-to-Total Capital Ratio, | 100 (%)   |         | (M              | illions of yen) 2,000        |
|--|-----------|---------|-----------------|------------------------------|
| Equity Ratio                               | 75        |         |                 | 1,500                        |
|  | 50        |         |                 | 1,000                        |
|  | 25        |         | _               | 500                          |
|  | 0<br>(FY) | ·10 ·11 | /12 /13         | 0                            |
|  |           |         | Millions of yen | Thousands of<br>U.S. dollars |

|   |            |            |            |            | finitions of Jen | 0151 0011015 |
|---|------------|------------|------------|------------|------------------|--------------|
|   | FY2010     | FY2011     | FY2012     | FY2013     | FY2014           | FY2014       |
| Total assets                            | ¥1,579,424 | ¥1,675,070 | ¥1,743,492 | ¥1,696,831 | ¥1,428,628       | \$11,888,392 |
| Interest-bearing debt                   | 700,131    | 721,203    | 842,889    | 863,679    | 692,871          | 5,765,769    |
| Net assets excluding minority interests | 332,730    | 316,931    | 230,456    | 231,928    | 167,194          | 1,391,312    |
| - Debt-to-total capital ratio (%)       | 67.8       | 69.5       | 78.5       | 78.8       | 80.6             |              |
| — Equity ratio (%)                      | 21.1       | 18.9       | 13.2       | 13.7       | 11.7             |              |
|   |            |            |            |            |                  |              |

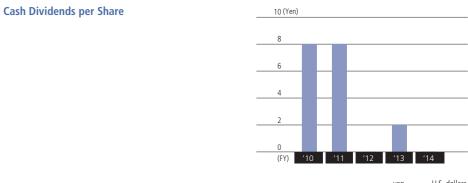
Note: Debt-to-total capital ratio = Interest-bearing debt ÷ (Interest-bearing debt + Net assets excluding minority interests)

### **Stability**





|                      |         |         |         |         | yen     | 0.5. 0011015 |
|----------------------|---------|---------|---------|---------|---------|--------------|
|                      | FY2010  | FY2011  | FY2012  | FY2013  | FY2014  | FY2014       |
| Net assets per share | ¥392.80 | ¥374.15 | ¥272.07 | ¥273.81 | ¥197.39 | \$1.64       |
|                      |         |         |         |         |         |              |

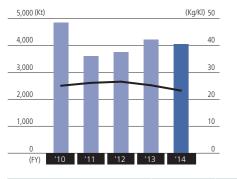


|                          |        |        |        |        | yen    | 0.5. dollars |
|--------------------------|--------|--------|--------|--------|--------|--------------|
|                          | FY2010 | FY2011 | FY2012 | FY2013 | FY2014 | FY2014       |
| Cash dividends per share | ¥8.00  | ¥8.00  | ¥0.00  | ¥2.00  | ¥0.00  | \$0.00       |

### **ESG Data**

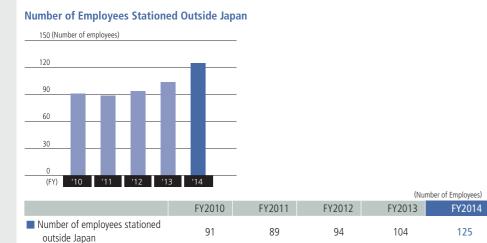
### **Environment Conservation Initiatives**

#### CO<sub>2</sub> Emissions and CO<sub>2</sub> Emissions per Unit of Crude Oil Equivalent throughput



|   | FY2010 | FY2011 | FY2012 | FY2013 | FY2014 |
|---|--------|--------|--------|--------|--------|
| CO <sub>2</sub> emissions (kt)                | 4,840  | 3,600  | 3,756  | 4,207  | 4,046  |
| - CO <sub>2</sub> emissions per unit of crude |        |        |        |        |        |
| oil equivalent throughput (Kg/Kl)             | 25.02  | 26.09  | 26.52  | 25.19  | 23.21  |

### **Personnel Initiatives**

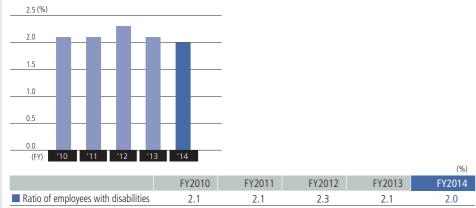


\* The number of employees includes those dispatched from Cosmo Oil and full-time employees of Cosmo Engineering Co., Ltd., Cosmo Trade & Service Co., Ltd., Cosmo Research Institute, and Cosmo Energy Exploration & Production Co., Ltd.



### **Personnel Initiatives**

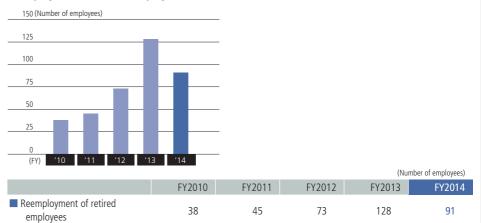
### Ratio of Employees with Disabilities



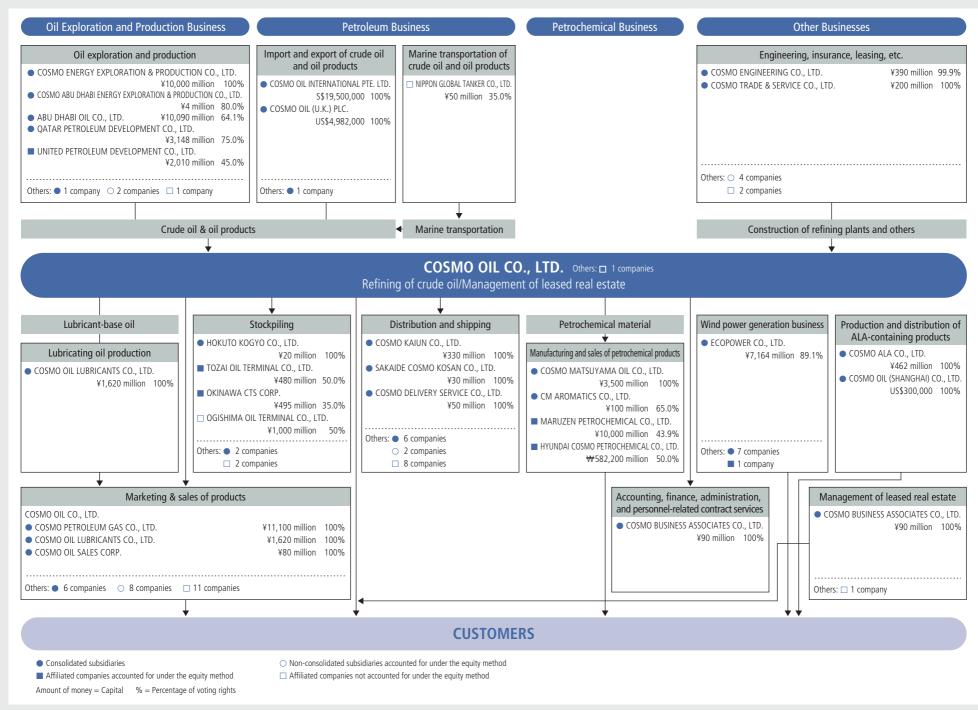
\* For Cosmo Oil Co., Ltd., as of June 1 each year

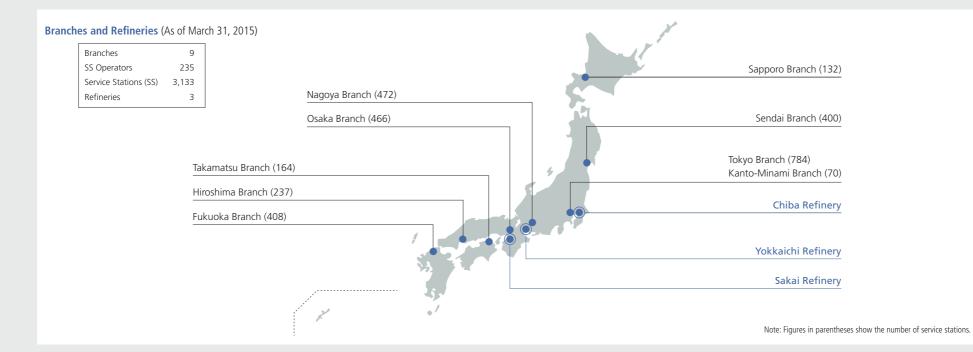
\*\* Rounded to the second decimal place

### Reemployment of Retired Employees



### Group Information (As of March 31, 2015)







### Share Information (As of March 31, 2015)

| Ordinary general meeting of shareholders | June                                |
|--|-------------------------------------|
| Transfer agent for common stock          | Sumitomo Mitsui Trust Bank, Limited |
| Number of common shares issued           | 847,705,087 shares                  |
| Number of shareholders                   | 39,312                              |
| Number of shares per trading unit        | 1,000 shares                        |
| Stock listing                            | Токуо                               |

#### Principal Shareholders (As of March 31, 2015) (Top 10)

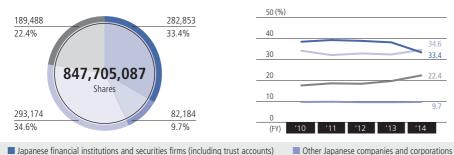
|   | Number of shares owned<br>(Thousands) | Percentage of total shares<br>issued (%) |
|---|---------------------------------------|--|
| Shareholder   |                                       |  |
| Infinity Alliance Limited*                          | 176,000                               | 20.76                                    |
| Royal Bank of Canada Trust Company (Cayman) Limited | 38,938                                | 4.59                                     |
| Japan Trustee Services Bank, Ltd. (Trust account)   | 37,613                                | 4.43                                     |
| Mizuho Bank, Ltd.                                   | 31,531                                | 3.72                                     |
| The Bank of Tokyo-Mitsubishi UFJ, Ltd.              | 19,750                                | 2.33                                     |
| The Kansai Electric Power Co., Inc.                 | 18,600                                | 2.19                                     |
| Mitsui Sumitomo Insurance Co., Ltd.                 | 17,678                                | 2.09                                     |
| Aioi Nissay Dowa Insurance Co., Ltd.                | 15,803                                | 1.86                                     |
| Sompo Japan Nipponkoa Insurance Inc.                | 15,792                                | 1.86                                     |
| Cosmo Oil Client Stock Ownership                    | 14,981                                | 1.76                                     |

### **Bond Issue Information**

| Unsecured Bonds (No. 20)  |                                   | Unsecured Bonds (No. 23)  |                   |
|---|-----------------------------------|---|-------------------|
| Date of issue   | January 29, 2010                  | Date of issue   | December 9, 2010  |
| Balance of debt at March 31, 2014   | ¥12.5 billion                     | Balance of debt at March 31, 2014   | ¥10.0 billion     |
| Balance of debt at March 31, 2015   | _                                 | Balance of debt at March 31, 2015   | _                 |
| Due date  | January 31, 2017                  | Due date  | December 9, 2016  |
| Unsecured Bonds (No. 21)<br>Date of issue<br>Balance of debt at March 31, 2014<br>Balance of debt at March 31, 2015<br>Due date |                                   | Unsecured Bonds (No. 24)<br>Date of issue<br>Balance of debt at March 31, 2014<br>Balance of debt at March 31, 2015<br>Due date |                   |
| Unsecured Bonds (No. 22)<br>Date of issue<br>Balance of debt at March 31, 2014<br>Balance of debt at March 31, 2015             | December 9, 2010<br>¥10.0 billion | Unsecured Bonds (No. 25)<br>Date of issue<br>Balance of debt at March 31, 2014<br>Balance of debt at March 31, 2015<br>Due date |                   |
| Due date  | December 9, 2014                  |   | 50ptember 5072021 |
|   |                                   | Unsecured Bonds (No. 26)  |                   |
|   |                                   | Date of issue   | February 25, 2014 |
|   |                                   | Balance of debt at March 31, 2014   |                   |
|   |                                   | Balance of debt at March 31, 2015   | 7.7 billion       |
|   |                                   | Due date  | February 25, 2022 |

ed by the International Petroleum Investment Company (IPIC)

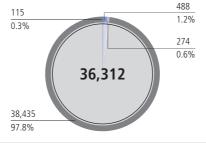
### Number of Shares/Trend of Shares by Types of Shareholders (Thousands of shares, rounded down)



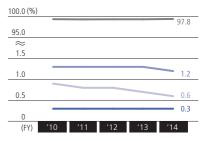
Japanese financial institutions and securities firms (including trust accounts)

**Stock Information** 





Japanese individuals and others



250 (Yen) (Thousands of shares) 350,000 Price (left) 280,000 210,000 / Trading volume (right) 140,000 70,000 Δ 

Foreign investors

33.4

22.4

### Corporate Data (As of March 31, 2015)

| Company Name             | COSMO OIL CO., LTD.  |  |
|--------------------------|--|--|
| Head Office              | 1-1, Shibaura 1-chome, Minato-ku   |  |
| Phone                    | +81-3-3798-3211  |  |
| Fax                      | +81-3-3798-3237  |  |
| URL                      | http://www.cosmo-oil.co.jp/eng/index.html  |  |
| Established              | April 1, 1986  |  |
| Common Shares            | Authorized: 1,700,000,000, Issued: 847,705,087   |  |
| Paid-in Capital          | ¥107,246,816,126   |  |
| Type of Business         | Integrated Oil Business  |  |
| Fiscal Year-End          | March 31   |  |
| Number of Employees      | 1,643  |  |
| Branches (9 locations)   | Sapporo, Sendai, Tokyo, Kanto-Minami, Nagoya, Osaka,<br>Hiroshima, Takamatsu, Fukuoka  |  |
| Refineries (3 locations) | Chiba, Yokkaichi, Sakai,   |  |
| Principal Overseas Bases | <ul> <li>Overseas Offices (3 locations)<br/>Beijing, Abu Dhabi, Doha</li> <li>Subsidiaries (3 locations)<br/>COSMO OIL OF U.S.A. INC.<br/>COSMO OIL INTERNATIONAL PTE. LTD.<br/>COSMO OIL (U.K.) PLC.</li> </ul> |  |
| Number of SS Operators   | 235  |  |



### Laying the Groundwork for the Next Stage of Growth

Clockwise from top left:

Oil E&P Business (Abu Dhabi Oil Co., Ltd., Mubarraz Island) Oil Refining Business (Chiba Refinery) Wind Power Generation Business (Hirogawa Hidakagawa Wind Farm) Oil Marketing Business (Service station in Takamigaoka)

Inquiries:

### COSMO OIL CO., LTD.

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