

May 11, 2018

To all persons concerned

JXTG Holdings, Inc.

Personnel Changes in Directors, Corporate Auditors and Officers

JXTG Holdings, Inc. (“**Company**”) (Otemachi 1-chome, Chiyoda-ku, Tokyo) (President: Yukio Uchida) hereby announces personnel changes as described below.

The changes in directors and corporate auditors will be formally decided at the ordinary general meeting of shareholders scheduled to be held on June 27, 2018.

The transition to a company with audit and supervisory committee has been separately disclosed in the press release dated today titled “Transition to a Company with Audit and Supervisory Committee and Amendment to the Articles of Incorporation.”

1. Changes in Directors who are not Audit and Supervisory Committee Members
(The new management including the officers who are not subject to change is as listed at the end of this document.)

(*) Announced

Date	Name	Current Position	New Position
June 27	Yukio Uchida	Representative Director, President	Representative Director, Chairman of the Board (*)
June 27	Jun Mutoh	Representative Director, Executive Vice President, Assistant to President	Representative Director, Executive Vice President, Assistant to President, responsible for Finance & Investor Relations Dept.
June 27	Junichi Kawada	Director, Executive Vice President, Assistant to President	Director, Executive Vice President, Assistant to President, responsible for Internal Audit Dept.
June 27	Yasushi Onoda	Director, Senior Vice President, responsible for Corporate Planning Dept., Business Development Dept., and IT Planning & Development Dept.	Director, Senior Vice President, responsible for Corporate Planning Dept., IT Planning & Development Dept. and Controller Dept.

Date	Name	Current Position	New Position
June 27	Hiroji Adachi	Director, Senior Vice President, responsible for Internal Control Dept., Corporate Transformation Dept., and Human Resources Dept.	Director, Senior Vice President, responsible for Internal Control Dept., Business Development Dept., Corporate Transformation Dept., and Human Resources Dept.
June 27	Katsuyuki Ota	Director, Senior Vice President, responsible for Internal Audit Dept., Controller Dept. and Finance & Investor Relations Dept.	Director (Part-time) (Representative Director, President of JXTG Nippon Oil & Energy Corporation (*))
June 27	Tsutomu Sugimori	Director (Part-time) (Representative Director, President of JXTG Nippon Oil & Energy Corporation)	Representative Director, President (Executive Consultant of JXTG Nippon Oil & Energy Corporation (*))
June 27	Hiroshi Hosoi	— (Director, Executive Officer, Executive Vice President, Assistant to President, Special Missions of JX Nippon Oil & Gas Exploration Corporation)	Director (Part-time) (Representative Director, Chief Executive Officer, President of JX Nippon Oil & Gas Exploration Corporation (*))

2. Retiring Directors

(*) Announced

Date	Name	Current Position	New Position
June 27	Yasushi Kimura	Representative Director, Chairman of the Board	Advisor (*)
June 27	Takashi Hirose	Director (Part-time) (Representative Director, Executive Vice President of JXTG Nippon Oil & Energy Corporation)	— (Representative Director, Executive Vice President of JXTG Nippon Oil & Energy Corporation)
June 27	Shunsaku Miyake	Director (Part-time) (Representative Director, Chief Executive Officer, President of JX Nippon Oil & Gas Exploration Corporation)	— (Executive Consultant of JX Nippon Oil & Gas Exploration Corporation (*))

3. Directors who are Audit and Supervisory Committee Members

Date	Name	Current Position	New Position
June 27	Yuji Nakajima	Full-time Corporate Auditor	Director (Full-Time Audit and Supervisory Committee Member)
June 27	Hitoshi Kato	— (Director of JXTG Nippon Oil & Energy Corporation)	Director (Full-Time Audit and Supervisory Committee Member)
June 27	Seiichi Kondo	Outside Director	Outside Director (Audit and Supervisory Committee Member)
June 27	Nobuko Takahashi	Outside Corporate Auditor	Outside Director (Audit and Supervisory Committee Member)
June 27	Seiichiro Nishioka	Outside Corporate Auditor	Outside Director (Audit and Supervisory Committee Member)

4. Retiring Corporate Auditors

Date	Name	Current Position	Expected Position After Retirement
June 27	Takashi Setogawa	Full-time Corporate Auditor	Advisor
June 27	Yoji Kuwano	Full-time Corporate Auditor	Advisor
June 27	Naomi Ushio	Outside Corporate Auditor	

5. Changes in Executive Officers who do not Serve as Directors

(1) Changes in Executive Officers who will be Newly Appointed or Engaged

Date	Name	Current Position	New Position
June 27	Yoshiaki Ouchi	Executive Officer General Manager, Finance & Investor Relations Dept.	Senior Vice President, General Manager, Finance & Investor Relations Dept.

(2) Retiring Executive Officers

Date	Name	Current Position	Expected Position After Retirement
June 27	Takahiko Miura	Executive Officer General Manager, Internal Audit Dept. (Joint department) *1	(Corporate Auditor(Full-time) of JX Nippon Mining & Metals Corporation)

*1 Joint department: ... The department that performs the duties of the Company and JXTG Nippon Oil & Energy Corporation as a joint department that has the same functions of the two companies; hereinafter the same.

6. Changes in General Manager Class Personnel

Date	Name	Current Position	New Position
June 27	Daiji Yamamoto	General Manager, Office of Corporate Auditors (Joint department) *2	General Manager, Office of Audit and Supervisory Committee (Joint department) *2
June 27	Yasuhiro Koike	— (Deputy General Manager, Retail Support Dept. of JXTG Nippon Oil & Energy Corporation)	General Manager, Crisis Management Dept. (Joint department) *1
June 27	Kotaro Sunaga	— (JX Nippon Oil & Energy Vietnam Consulting and Holdings Company Limited)	General Manager, Internal Audit Dept. (Joint department) *1

*2 Joint department: ... The department that performs the duties of the Company, JXTG Nippon Oil & Energy Corporation, JX Nippon Oil & Gas Exploration Corporation and JX Nippon Mining & Metals Corporation as a joint department that has the same functions of the four companies.

7. Changes in Presidents of the Major Group Companies

(1) JX Nippon Finance Corporation

Date	Name	Current Position	New Position
June 27	Katsuyuki Ota	Representative Director, President (Director, Senior Vice President of JXTG Holdings, Inc.)	To retire (Representative Director, President of JXTG Nippon Oil & Energy Corporation)

Date	Name	Current Position	New Position
June 27	Yoshiaki Ouchi	— Executive Officer, General Manager, Finance & Investor Relations Dept. of JXTG Holdings, Inc.	Representative Director, President Senior Vice President, General Manager, Finance & Investor Relations Dept. of JXTG Holdings, Inc.

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(Reference) Officers of JXTG Holdings, Inc. (As of June 27, 2018)

<Reference>

Officers of JXTG Holdings, Inc. (As of June 27, 2018)

* The Company will transition to a company with audit and supervisory committee at the 8th ordinary general meeting of shareholders scheduled to be held on June 27, 2018.

1. Directors who are not Audit and Supervisory Committee Members

Representative Director, Chairman of the Board	Yukio Uchida
Representative Director, President	Tsutomu Sugimori
Representative Director, Executive Vice President, Assistant to President, responsible for Finance & Investor Relations Dept.	Jun Mutoh
Director, Executive Vice President, Assistant to President, responsible for Internal Audit Dept.	Junichi Kawada
Director, Senior Vice President, responsible for Corporate Planning Dept., IT Planning & Development Dept. and Controller Dept.	Yasushi Onoda
Director, Senior Vice President, responsible for Internal Control Dept., Business Development Dept., Corporate Transformation Dept., and Human Resources Dept.	Hiroji Adachi
Director, Senior Vice President, responsible for Secretariat, General Administration Dept., Legal & Corporate Affairs Dept., Public Relations Dept., and Crisis Management Dept.	Satoshi Taguchi
Director (Part-time) $\left[\begin{array}{l} \text{Representative Director, President of JXTG} \\ \text{Nippon Oil \& Energy Corporation} \end{array} \right]$	Katsuyuki Ota

Director (Part-time)	(Representative Director, Chief Executive Officer, President of JX Nippon Oil & Gas Exploration Corporation)	Hiroshi Hosoi
Director (Part-time)		Shigeru Oi
Outside Director		Hiroko Ota
Outside Director		Mutsutake Otsuka
Outside Director		Yoshiiku Miyata

2. Directors who are Audit and Supervisory Committee Members

Director (Full-Time Audit and Supervisory Committee Member)	Yuji Nakajima
Director (Full-Time Audit and Supervisory Committee Member)	Hitoshi Kato
Outside Director (Audit and Supervisory Committee Member)	Seiichi Kondo
Outside Director (Audit and Supervisory Committee Member)	Nobuko Takahashi
Outside Director (Audit and Supervisory Committee Member)	Seiichiro Nishioka

3. Executive Officers who do not Serve as Directors

Senior Vice President, General Manager, Finance & Investor Relations Dept.	Yoshiaki Ouchi
Executive Officer, General Manager, Corporate Planning Dept.	Masahiro Kawaji

Executive Officer,
General Manager, Corporate Transformation Dept.

Yasunori Yazaki

Executive Officer,
General Manager, General Administration Dept. (Joint department)

Itsuo Niwa

Executive Officer,
General Manager, Business Development Dept.

Masatoshi Son

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