[The official language for TonenGeneral's filings with the Tokyo Stock Exchange and Japanese authorities, and for communications with our shareholders, is Japanese. We have posted English versions of some of this information on this web site. While these English versions have been prepared in good faith, TonenGeneral does not accept responsibility for the accuracy of the translations, and reference should be made to the original Japanese language materials.]

March 7, 2013

# Internet Disclosure of the 93<sup>rd</sup> Ordinary General Meeting of Shareholders

The following information is disclosed on the internet website of the Company to the shareholders pursuant to the Laws of Japan and the Company's Articles of Incorporation.

| Notes to consolidated financial statements     | <b>P.</b> 2  | 1  |
|--|--------------|----|
| Notes to non-consolidated financial statements | <b>P</b> . 2 | 11 |

TonenGeneral Sekiyu K.K.

# Notes to consolidated financial statements

- 1. Significant accounting policies
  - (1) Scope of consolidation
    - 1) Number and name of consolidated subsidiaries
      - a. Number of consolidated subsidiaries: 5 companies
      - b. Name of consolidated subsidiaries:
         EMG Marketing G.K., Tonen Chemical Corporation, Chuo Sekiyu Hanbai K. K., Tonen Technology G. K., TonenGeneral Kaiun Y. K.

### (2) Application of the equity method

- 1) Number and name of equity companies
  - a. Number of equity companies: 7 companies
  - b. Name of equity companies:

Shimizu LNG K. K., Nippon Unicar Company Limited,

Kyokuto Petroleum Industries, Ltd., Kobe Standard Sekiyu K.K., Nissei Sekiyu K.K.,

Standard Sekiyu Osaka Hatsubaisho Co., Japan Biofuels Supply LLP

2) Name of non-equity-method companies and reason equity method was not applied

- a. Name of major affiliated companies not accounted for by the equity method Emori Sekiyu K. K., Kimura Sekiyu K.K., K.K. Marutaka Sekiyu
- b. Reason equity method was not applied

The affiliated companies are not accounted for by the equity method because they do not have a material impact on net income (loss), retained earnings, etc. on a consolidated basis.

3) Notes to the procedures of applying equity method

Reasonable adjustments are made to the most recent available financial statements of companies accounted for by the equity method, whose closing dates are not the same as TonenGeneral Sekiyu K.K. ("the Company").

- (3) Change in scope of consolidation or scope of equity method
  - 1) Change in scope of consolidation
    - a. Number of newly consolidated company: 1 company
    - b. Name of the consolidated company: EMG Marketing G.K.

The Company acquired a 99.0% ownership interest in EMG Marketing G.K. on June 1, 2012. Consequently, EMG Marketing G.K. has been included in the scope of consolidation effective in the current period from the deemed acquisition date of June 30, 2012.

- c. Number of company excluded from the scope of consolidation: 1 company
- Name of company excluded from the scope of consolidation: Tonen Chemical Nasu Corporation
   As a consequence of the merger with Tonen Chemical Corporation on November 1, 2012,
   Tonen Chemical Nasu Corporation which was a consolidated subsidiary of the Company has been excluded from the scope of consolidation.

- 2) Change in scope of equity method
  - a. Number of companies newly accounted for by the equity method: 4 companies
  - b. Name of companies newly accounted for by the equity method:

Kyokuto Petroleum Industries, Ltd., Kobe Standard Sekiyu K.K., Nissei Sekiyu K.K.,

Standard Sekiyu Osaka Hatsubaisho Co., Ltd.

As a consequence of the inclusion of EMG Marketing Godo Kaisha into the scope of consolidation as mentioned in "a. Scope of consolidation", the four companies above, which are all affiliates of EMG Marketing Godo Kaisha, have been included in the scope of equity method effective in the current period

- c. Number of companies no longer accounted for by the equity method: 3 companies
- d. Name of companies no longer accounted for by the equity method:

Toray Tonen Specialty Separator G.K., Toray Tonen Specialty Separator Korea Limited,

Toray Tonen Services G.K.

As a consequence of redemption of all the Company subsidiaries' interests in Toray Tonen Specialty Separator G.K., the three companies above were no longer accounted for by the equity method.

- (4) Summary of significant accounting procedures
  - 1) Valuation rules and methods for significant assets

| a. Inventories  | Generally the lower of acquisition costs determined by the weighted<br>average cost method or their net realizable value  |
|---|---|
| b. Securities   |   |
| -Other securities   |   |
| Securities with<br>readily determinable<br>fair values    | Market value at the closing date<br>(Valuation difference on available-for-sales securities is directly<br>reflected in net assets, and cost of sales is calculated using the<br>moving-average method) |
| Securities without<br>readily determinable<br>fair values | The moving-average cost method  |
| c. Derivatives transactions, etc.                         | Market value at the closing date  |

- 2) Depreciation and amortization method of significant noncurrent assets
  - a. Property, plant and equipment (excluding leased assets)
    - Generally the declining-balance method
    - The service life ranges by major assets are:

| Buildings and structures          | 10 to 50 years |
|-----------------------------------|----------------|
| Tanks                             | 10 to 25 years |
| Machinery, equipment and vehicles | 7 to 15 years  |

b. Intangible assets (excluding leased assets)

The straight-line method

In-house computer software is amortized over its service life (5 to 15 years) using the straight-line method.

### c. Leased assets

The straight-line method is employed, where the leasing period is deemed as the service life and residual value is set as zero. The accounting treatment for finance lease transactions, in which ownership is not transferred to the lessee and which became effective on or before December 31, 2008, is the same as the method applied to ordinary operating lease transactions.

- 3) Basis for significant provisions
  - Allowance for doubtful accounts

To provide for losses due to bad debt, the Company and its consolidated subsidiaries reserve an estimated bad debt allowance on ordinary receivables based on historical bad debt ratios, and on highly doubtful receivables based on the estimated recoverability from individual customers.

- Provision for bonuses

To provide for the payment of employees' bonuses, the Company and its consolidated subsidiaries accrue an estimated reserve for the period.

- Provision for retirement benefits

To provide for the payment of employees' post-retirement benefits, the Company and its consolidated subsidiaries accrue an estimated reserve based on the projected benefit obligations and estimated pension plan assets as of the closing date.

Actuarial differences are amortized into pension expenses beginning with the next period, using the declining-balance method over a period determined based on employees' average remaining service years (12 years).

Prior service liabilities are amortized into pension expenses using the straight-line method over employees' average remaining service years (11.0 to 12.9 years).

- Provision for directors' retirement benefits

To provide for the payment of officers' post-retirement allowance, the Company and its consolidated subsidiaries reserve an estimated amount of lump sum retirement allowance assuming that officers retire at the closing date.

- Provision for repairs

To provide for periodic tank inspections required under the Fire Service Act and for periodic repairs of machinery and equipment, the Company and two consolidated subsidiaries reserve an estimated cost for the period, based on actual payments and repair plans, respectively.

- 4) Other important items for consolidated financial statements
  - Accounting method for consumption taxes

Each item in the consolidated statement of income does not include consumption taxes.

### (5) Amortization method and period of Goodwill

Goodwill is amortized by the straight-line method over 20 years.

(6) Additional information

-Application of the "Accounting Standard for Accounting Changes and Error Corrections"

"Accounting Standard for Accounting Changes and Error Corrections" (ASBJ Statement No. 24 issued on December 4, 2009) and "Guidance on Accounting Standard for Accounting Changes and Error Corrections" (ASBJ Guidance No. 24 issued on December 4, 2009) are applied to accounting changes and past error corrections which are made beginning in the current period.

-Acquisition of share capital of EMG Marketing Godo Kaisha

On June 1, the Company acquired from ExxonMobil Asia International Limited Liability Company SARL, a company indirectly and wholly owned by Exxon Mobil Corporation, a 99.0% ownership interest in ExxonMobil Yugen Kaisha (currently EMG Marketing Godo Kaisha).

Prior to the Acquisition, EMG Marketing Godo Kaisha transferred to EM Group Companies some of its assets including 80 million common shares of the Company, part of the Chemical business, shares of Japan Butyl Co. Ltd., and shares of Mobil Korea Lube Oil Inc. which operates a lubricants business in Korea.

As a result, Exxon Mobil Corporation continues to own 80 million common shares of the Company or 22.2% of the voting shares in the Company after the Acquisition.

An overview of the company acquired is shown in (7) Notes to consolidated financial statements, (Business combination).

#### -Significant borrowing

Based on the resolution at the Board of Directors meeting held on February 21, 2012, the Company entered into a term and revolving loan agreement on February 29, 2012 in conjunction with the transaction to acquire the 99.0% interest in ExxonMobil Yugen Kaisha (currently EMG Marketing Godo Kaisha) and to provide for financing of the Company's operations. The Company executed the borrowing on June 1, 2012. The summary of the agreement is provided below.

#### 1) Fixed term loan

| a. Use of funds              | Funds to acquire shares (ownership share)                            |
|------------------------------|--|
| b. Name of lenders           | Sumitomo Mitsui Banking Corporation and other financial institutions |
| c. Borrowing amount          | 175,000 million yen  |
| d. Borrowing conditions      | Floating interest rate   |
| e. Date of borrowings        | June 1, 2012   |
| f. Borrowing period          | 3 years, 4 years, 5 years and 6 years                                |
| g. Collateral and guarantees | None   |

### 2) Revolving loan (Committed line)

| a. Use of funds                                     | Working capital  |
|---|--|
| b. Name of contracting party                        | Sumitomo Mitsui Banking Corporation and other financial institutions |
| c. Facility limit                                   | 130,000 million yen  |
| d. Date of execution of commitment line             | June 1, 2012   |
| f. Scheduled date of termination of commitment line | May 31, 2013   |
| g. Collateral and guarantees                        | None   |

#### 3) Financial covenants

The financial covenants for the above fixed term loan and revolving loan (committed line) are provided below. The relevant loans outstanding as of December 31, 2012 were 160,000 million yen.

a. Consolidated total net assets as of each year-end shall be kept at 75% or more of the highest of the i) Consolidated total net assets as of June 30, 2012, ii) Consolidated total net assets as of previous year-end (shall be replaced with "Consolidated total net assets as of June 30, 2012" for the year ending December 31, 2012), and iii) 180 billion yen.

- b. The following conditions regarding two consecutive annual periods shall be met beginning with consecutive 2012 and 2013 periods:
  - i. In the case that principal balance of the fixed term loan exceeds 87,500 million yen as of year-end, consolidated annual operating income (adjusted to exclude inventory gain or loss) shall not fall below 23,000 million yen (replaced with 10,000 million yen for the period ending December 31, 2012) for two consecutive annual periods.
  - ii. In the case that principal balance of the fixed term loan is 87,500 million yen or less as of year-end, consolidated annual operating income (adjusted to exclude inventory gain or loss) shall not be negative for two consecutive annual periods.

### 2. Consolidated balance sheet

(1) Security rights established on assets

Mortgaged assets and mortgaged liabilities by security rights are as shown below:

| mongage)       | Total amour<br>(Million yet | Book value of mortgaged assets    |
|----------------|-----------------------------|-----------------------------------|
| 3,491 (3,491)  | 3,49                        | Buildings and structures          |
| 984 (984)      | 98                          | Tanks                             |
| 6,746 (6,746)  | 6,74                        | Machinery, equipment and vehicles |
| 2,203 (4,628)  | 12,20                       | Land                              |
| 3,425 (15,850) | 23,42                       | Total                             |
| (Million yen)  | Total amour<br>(Million ye  | Mortgaged liabilities             |
| 50,649         |                             | Gasoline taxes payable            |

- (Note) 1. The total amount of mortgaged assets includes the mortgages provided as plant mortgage as shown in parentheses.
  - 2. The total amount of mortgaged liabilities includes the liabilities covered by plant mortgage as shown in parentheses.
  - 3. In addition to the above, the Company committed to offer upon lender's demand a contract of mortgage over the asset noted below to support the current portion of short-term loans payable (350 million yen).

| Assets                            | Amounts<br>(Million yen) |
|-----------------------------------|--------------------------|
| Buildings and structures          | 11,441                   |
| Tanks                             | 940                      |
| Machinery, equipment and vehicles | 11,620                   |
| Tools, furniture and fixtures     | 589                      |
| Land                              | 12,300                   |
| Total                             | 36,892                   |

(2) Accumulated depreciation of property, plant and equipment

-

899,056 million yen

### (3) Obligations for guaranties

1) Bank borrowing, etc.

| Guarantees   | Amounts<br>(Million yen) |
|--|--------------------------|
| Japan Biofuels Supply LLP                              | 2,139                    |
| Employees of the Company and consolidated subsidiaries | 133                      |
| Total  | 2,272                    |

2) Letters of credit

| Guarantees                | Amounts            | (Yen equivalent)  |  |
|---------------------------|--------------------|-------------------|--|
| Japan Biofuels Supply LLP | 9,556 thousand USD | (827 million yen) |  |

3) Deferral of import consumption tax payment

| Guarantees                | Amounts         |  |  |
|---------------------------|-----------------|--|--|
| Japan Biofuels Supply LLP | 184 million yen |  |  |

### 3. Consolidated statement of changes in net assets

(1) Class and total number of shares issued as of December 31, 2012

Common stock 565,182,000 shares

#### (2) Dividends in the current period

| Resolution  | Class of shares | Total dividends<br>(Million yen) | Dividend<br>per share<br>(Yen) | Record date          | Effective date        |
|---|-----------------|----------------------------------|--------------------------------|----------------------|-----------------------|
| Annual General Meeting of<br>Shareholders held on March<br>27, 2012 |                 | 10,723                           | 19.00                          | December 31,<br>2011 | March 28,<br>2012     |
| Board of Directors Meeting<br>held on August 14, 2012               | Common stock    | 10,723                           | 19.00                          | June 30, 2012        | September 12,<br>2012 |

(3) Planned resolution at annual general meeting of shareholders on March 26, 2013

| Planned resolution  | Class of shares | Dividend<br>resource | Total<br>dividends<br>(Million yen) | Dividend per<br>share<br>(Yen) | Record date          | Effective<br>date |
|---|-----------------|----------------------|-------------------------------------|--------------------------------|----------------------|-------------------|
| Annual General Meeting of<br>Shareholders held on March<br>26, 2013 | Common          | Retained earnings    | 6,926                               | 19.00                          | December<br>31, 2012 | March 27,<br>2013 |

### 4. Financial instruments

(1) Detail of financial instruments

The Company and its subsidiaries and affiliated companies ("TG group companies") finance their working capital and capital investment through a combination of internally generated funds, external borrowing with banks and other financial institutions, and issuance of corporate bonds and commercial paper. Derivative

transactions are mainly conducted for forward purchase of foreign exchange for settlement of foreign currency denominated payable and receivable arising from import and export transactions.

Trade accounts receivable are exposed to credit risk but TG group companies mitigate the risk in accordance with consistent guidelines. Part of trade accounts receivable are denominated in foreign currencies, but the risk of foreign currency rate fluctuations is hedged with forward purchase of foreign exchange.

Short-term loans receivable solely result from transactions with TG group companies. Investment securities are limited to stock of companies with which TG group companies have a business relationship. Part of these stock investments is exposed to the risk of market stock price fluctuations.

Trade accounts payable are largely due within six months. Also trade accounts payable resulting from import transactions including crude oil are exposed to the risk of foreign currency rate fluctuations but the risk is mitigated through the use of foreign currency forwards as noted above.

Loans payable result from external loans with financial institutions including banks and the issuance of corporate bonds and commercial paper. The interest rate of such loans payable is in part determined with market reference rates and therefore the variable interest rate loans are exposed to the risk of interest fluctuations. Derivative transactions are conducted mainly for the aforementioned foreign exchange transactions.

(2) Fair value of financial instruments

The following table indicates the amounts recorded in the consolidated balance sheet, the fair value and the difference as of December 31, 2012.

|                                   | Amounts recorded<br>in the consolidated<br>balance sheet | Fair value | Difference |
|-----------------------------------|--|------------|------------|
| 1) Cash and deposits              | 13,369   | 13,369     | _          |
| 2) Accounts receivable-trade (*1) | 249,261  | 249,261    | _          |
| 3) Income taxes receivable        | 28,087   | 28,087     | _          |
| 4) Short-term loans receivable    | 15,081   | 15,081     | _          |
| 5) Investment securities          |  |            |            |
| -Other securities                 | 2,004  | 2,004      | _          |
| Total assets                      | 307,803  | 307,803    | _          |
| 6) Accounts payable-trade         | 279,567  | 279,567    | _          |
| 7) Gasoline taxes payable         | 220,034  | 220,034    | _          |
| 8) Short-term loans payable       | 102,616  | 102,616    | _          |
| 9) Commercial papers              | 64,000   | 64,000     | _          |
| 10) Income taxes payable          | 2,461  | 2,461      | _          |
| 11) Accrued consumption taxes     | 5,310  | 5,310      | _          |
| 12) Guarantee deposits payable    | 19,864   | 19,864     | _          |
| 13) Bonds payable                 | 30,000   | 29,894     | (106)      |
| 14) Long-term loans payable       | 136,539  | 136,491    | (47)       |
| Total liabilities                 | 860,394  | 860,240    | (153)      |
| 15) Derivative transactions (*2)  | 1,202  | 1,202      | _          |

(Unit: Million yen)

(\*1) The amounts of related allowance for notes and accounts receivable-trade are deducted from the values.

(\*2) The values of assets and liabilities arising from derivative transactions are shown at net value.

(Note) Calculation method for the fair value of financial instruments, and notes to securities and derivatives <u>Assets:</u>

- Cash and deposits, 2) Accounts receivable-trade 3) Income tax receivable and 4) Short-term loans receivable Fair value is deemed the same as book value because these assets are settled within a short period of time and there is little rationale for fair and book values to diverge.
- 5) Investment securities

Fair value of stocks is based on the prices traded at the stock exchange. Among "Other securities," securities with a book value of 32,851 million yen are excluded from the above table because there is no ascertainable market value for those securities and it is deemed extremely difficult to calculate their fair value.

### Liabilities:

- 6) Accounts payable-trade, 7) Gasoline taxes payable, 8) Short-term loans payable, 9) Commercial papers,
- 10) Income taxes payable, 11) Accrued consumption taxes and 12) Guarantee deposits payable Fair value is deemed the same as book value because these liabilities are settled within a short period of time and there is little rational for fair and book value to diverge.

#### 13) Bonds payable

Fair value of bonds payable is based on the market value.

### 14) Long-term loans payable

The fair value of floating rate long term loan is deemed the same as book value, since there is little rationale for fair and book values for diverge under such floating rate loan arrangement. The fair value of fixed rate long term loan is estimated using the expected future principal and interest payments discounted at market interest rates for similar new borrowings.

### 15) Derivatives

Fair value of derivatives is based on the actual market exchange rate.

### 5. Real estate for lease etc.

(1) Overview of real estate for lease, etc.

The Company and two consolidated subsidiaries lease certain service station assets as well as a part of lands at their refining and manufacturing sites and other assets in Japan. The net of leasing income and related expense of these transactions is 290 million yen (the income is included in net sales and the expense is included in cost of sales or selling, general and administrative expenses). A gain on sales and retirement of real estate for lease assets of 223 million yen is included in extraordinary gain/loss, and impairment loss related to real estate for lease assets of 63 million yen is included in extraordinary loss in the current period.

(2) Fair value of real estates for lease, etc.

| (Million | yen) |
|----------|------|
|----------|------|

| Balance sheet amount | Fair value |
|----------------------|------------|
| 90,678               | 107,423    |

(Note) 1. The balance sheet amount is the acquisition cost reduced by the accumulated depreciation and the accumulated impairment loss.

2. The fair value at the closing date is an amount calculated by the Company using public price indexes including roadside value and property tax value by reference to valuation guidelines including "Real Estate Appraisal Standards".

### 6. Financial data per share

| (1) | Net assets per share | 788.81 | yen |
|-----|----------------------|--------|-----|
| (2) | Net income per share | 122.38 | yen |

### 7. Other note

(Business combination)

- (1) Outline of business combination
- 1) Overview of the company acquired

(As of June 30, 2012)

| Name of company       | EMG Marketing Godo Kaisha                              |  |
|-----------------------|--|--|
| Business              | Sales of petroleum products and petrochemical products |  |
| Date of incorporation | December 11, 1961                                      |  |
| Paid-in capital       | 50,000 million yen                                     |  |

2) Background and objectives of the Transaction

Through this newly-formed integrated production-distribution operation, the TG Group will be able to more effectively execute locally driven investments and other business decisions that will help the TG Group adapt to the challenging domestic operating environment. Moreover, the TG Group will be able to further enhance its efficiency and profitability by increasing the level of integration between the marketing and production business divisions, and pursuing business opportunities that will enable it to respond to the changing market demands and domestic operating environment.

3) Closing of the Transaction

June 1, 2012

4) Legal form of business combination

Acquisition of share capital in exchange for cash

- Acquired entity name after combination No change
- 6) Shareholding acquired through the Transaction, the purchase price, and percentage of shareholding after the Transaction

| Shareholding acquired                            | 99.0%               |
|--|---------------------|
| Purchase price                                   | 383,237 million yen |
| Percentage of shareholding after the Transaction | 99.0%               |

- Reason for designating the Company as acquiring company The Company intends to own the majority control of the acquired company through the acquisition of 99.0% ownership interest thereof.
- (2) Period of the acquired entity's results of operations included in the Company's consolidated statement of income for the cumulative current period Result of operations from July 1, 2012 to December 31, 2012 are included, because the deemed acquisition date was June 30, 2012.
- (3) Acquisition cost of acquired entity and components thereof

| Consideration for acquisition (cash and deposits) | 380,999 million yen |
|---|---------------------|
| Direct costs for acquisition                      | 2,237 million yen   |
| Acquisition cost                                  | 383,237 million yen |

- (4) Amount of goodwill recognized, reason for recognition of goodwill, and method and period of amortization of goodwill
  - Amount of goodwill recognized
     338,495 million yen
- 2) Reason for recognition of goodwill

The future income and cash flow generation in excess of the fair value of the net assets acquired in the purchase of the business operated by EMG Marketing Godo Kaisha was recognized as goodwill.

3) Method and period of amortization of goodwill

Goodwill is amortized over 20 years using the straight-line method.

(5) Amount and major item of assets acquired and liabilities assumed on the closing date of the transaction

| Current assets         | 269,546 | Million yen |
|------------------------|---------|-------------|
| Noncurrent assets      | 278,981 |             |
| Total assets           | 548,528 |             |
| Current liabilities    | 411,201 |             |
| Noncurrent liabilities | 92,134  |             |
| Total liabilities      | 503,335 |             |

(Note) 1. Assets and liabilities as of the deemed acquisition date of June 30, 2012, are noted above.

2. Noncurrent assets include 141,264 million yen of treasury stock held by EMG Marketing Godo Kaisha.

# 8. Monetary unit used for reporting

Amounts are shown in truncated millions of yen.

# Notes to non-consolidated financial statements

## 1. Significant accounting policies

(1) Valuation rules and methods for assets

| Inventories                                     | Generally the lower of acquisition costs determined by<br>the weighted average cost method or their net realizable value   |
|---|--|
| Securities                                      |  |
| -Stock of subsidiaries and affiliated companies | The moving-average cost method   |
| -Other securities                               |  |
| Securities with                                 | Market value at the closing date   |
| readily determinable                            | (Valuation difference on available-for-sales securities is   |
| fair values                                     | directly reflected in net assets, and cost of sales is calculated<br>using the moving-average method)  |
| Securities without                              | The moving-average cost method   |
| fair values                                     |  |
| Derivatives transactions, etc.                  | Market value at the closing date   |
|   | Securities<br>-Stock of subsidiaries<br>and affiliated companies<br>-Other securities<br>Securities with<br>readily determinable<br>fair values<br>Securities without<br>readily determinable<br>fair values |

## (2) Depreciation and amortization method for noncurrent assets

- Property, plant and equipment (excluding leased assets) Generally the declining-balance method The service life ranges by major assets are: Buildings and structures
   10 to 50 years
   10 to 25 years
   Machinery, equipment and vehicles
   7 to 15 years
- 2) Intangible assets (excluding leased assets)

The straight-line method

In-house computer software is amortized over its service life (5 to 15 years) using the straight-line method.

3) Leased assets

The straight-line method is employed, where the leasing period is deemed as the service life and residual value is set as zero. The accounting treatment for finance lease transaction, in which ownership is not transferred to the lessee and which became effective on or before December 31, 2008, is the same as the method applied to ordinary operating lease transactions.

### (3) Basis for significant provisions

-Allowance for doubtful accounts

To provide for losses due to bad debt, the Company reserves an estimated bad debt allowance on ordinary receivables based on historical bad debt ratios, and on highly doubtful receivables based on the estimated recoverability from individual customers.

-Provision for bonuses

To provide for the payment of employees' bonuses, the Company accrues an estimated reserve for the period.

-Provision for retirement benefits

To provide for the payment of employees' post-retirement benefits, the Company accrues an estimated reserve based on the projected benefit obligations and estimated pension plan assets as of the closing date.

Actuarial differences are amortized into pension expenses beginning with the next period, using the declining-balance method over a period determined based on employees' average remaining service years (12 years).

Prior service liabilities are amortized into pension expenses using the straight-line method over employees' average remaining service years (11.9 to 12.9 years).

-Provision for directors' retirement benefits

To provide for the payment of officers' post-retirement allowance, the Company reserves an estimated amount of lump sum retirement allowance assuming that officers retire at the closing date.

-Provision for repairs

To provide for periodic tank inspections required under the Fire Service Act and for periodic repairs of machinery and equipment, the Company reserves an estimated cost for the period, based on actual payments and repair plans, respectively.

### (4) Other important items for financial statements

- Accounting method for consumption taxes

Each item in the non-consolidated statement of income does not include consumption taxes.

#### (5) Additional information

-Application of the "Accounting Standard for Accounting Changes and Error Corrections"

"Accounting Standard for Accounting Changes and Error Corrections" (ASBJ Statement No. 24 issued on December 4, 2009) and "Guidance on Accounting Standard for Accounting Changes and Error Corrections" (ASBJ Guidance No. 24 issued on December 4, 2009) are applied to accounting changes and past error corrections which are made beginning in the current period.

-Acquisition of share capital of EMG Marketing Godo Kaisha

On June 1, the Company acquired from ExxonMobil Asia International Limited Liability Company SARL, a company indirectly and wholly owned by Exxon Mobil Corporation, a 99.0% ownership interest in ExxonMobil Yugen Kaisha (currently EMG Marketing Godo Kaisha).

For further details, please refer to "Notes to consolidated financial statements, Significant accounting policies, (6) Additional information, -Acquisition of share capital of EMG Marketing Godo Kaisha."

### -Significant borrowing

Based on the resolution at the Board of Directors meeting held on February 21, 2012, the Company entered into a term and revolving loan agreement on February 29, 2012 in conjunction with the transaction to acquire the 99.0% interest in ExxonMobil Yugen Kaisha (currently EMG Marketing Godo Kaisha) and to provide for financing of the Company's operations. The Company executed the borrowing on June 1, 2012. For further details, please refer to "Notes to consolidated financial statements, Significant accounting policies, (6) Additional information, - Significant borrowing."

# 2. Balance sheet

(1) Security rights established on assets

Mortgaged assets and mortgaged liabilities by security rights are as shown below:

| Book value of mortgaged assets | Total amounts<br>(Million yen) | (Provided as plant<br>mortgage)<br>(Million yen) |
|--------------------------------|--------------------------------|--|
| Buildings                      | 1,251                          | (1,251)  |
| Structures                     | 2,239                          | (2,239)  |
| Tanks                          | 984                            | (984)  |
| Machinery and equipment        | 6,746                          | (6,746)  |
| Land                           | 12,203                         | (4,628)  |
| Total                          | 23,425                         | (15,850)   |
| Mortgaged liabilities          | Total amounts<br>(Million yen) | (Covered by plant<br>mortgage)<br>(Million yen)  |
| Gasoline taxes payable         | 50,649                         | (15,850)   |

(Note) 1. The total amounts of mortgaged assets include the mortgages provided as plant mortgage as shown in parentheses.

- 2. The total amounts of mortgaged liabilities include the liabilities covered by plant mortgage as shown in parentheses.
- 3. In addition to the above, the Company committed to offer upon lender's demand a contract of mortgage over the asset noted below to support the current portion of short-term loans payable (350 million yen).

|                               | Book value    |
|-------------------------------|---------------|
| Assets                        | (Million yen) |
| Buildings                     | 1,736         |
| Structures                    | 9,705         |
| Tanks                         | 940           |
| Machinery and equipment       | 11,620        |
| Tools, furniture and fixtures | 589           |
| Land                          | 12,300        |
| Total                         | 36,892        |

(2) Accumulated depreciation of property, plant and equipment 734,831 million yen

### (3) Obligations for guarantees

1) Bank borrowing, etc.

| Guarantees                | Amounts<br>(Million yen) |
|---------------------------|--------------------------|
| Japan Biofuels Supply LLP | 2,139                    |
| Employees of the Company  | 106                      |
| Total                     | 2,245                    |

## 2) Letters of credit

| Guarantees                | Amounts            | (Yen equivalent)  |  |
|---------------------------|--------------------|-------------------|--|
| Japan Biofuels Supply LLP | 9,556 thousand USD | (827 million yen) |  |

3) Deferral of import consumption tax payment

| Guarantees                | Amounts         |
|---------------------------|-----------------|
| Japan Biofuels Supply LLP | 184 million yen |

(4) Details of receivable from and payable to associated companies

| Receivable                  |         |             |
|-----------------------------|---------|-------------|
| Accounts receivable-trade   | 242,098 | million yen |
| Short-term loans receivable | 2,260   |             |
| Accounts receivable-other   | 2,259   |             |
|                             |         |             |
| Payable                     |         |             |
| Accounts payable-trade      | 41,874  | million yen |
| Short-term loans payable    | 143,373 |             |
| Accrued expenses            | 3,640   |             |
| Guarantee deposits payable  | 1,230   |             |
|                             |         |             |

### 3. Statement of income

| Transaction with associ | ated companies |           |             |
|-------------------------|----------------|-----------|-------------|
| Trade transaction       | Net sales      | 1,621,983 | million yen |
|                         | Cost of sales  | 383,801   |             |
| Others                  |                | 1,244     |             |

# 4. Statement of changes in net assets

Treasury stock

Class and total number of treasury stock as of December 31, 2012

Common stock 200,628,166 shares

### 5. Deferred tax accounting

Breakdown of deferred tax assets and deferred tax liabilities

| (Deferred tax assets)  |          |             |
|--|----------|-------------|
| Tax loss carry forward   | 16,664   | million yen |
| Provision for retirement benefits                                    | 16,403   |             |
| Provision for repairs  | 3,536    |             |
| Accumulated impairment loss  | 1,325    |             |
| Other  | 1,845    |             |
| Total deferred tax assets  | 39,775   |             |
|  |          |             |
| (Deferred tax liabilities)   |          |             |
| Deferred taxation on the gain from inventory valuation method change | (48,812) | million yen |
| Gain on sales of subsidiaries' stocks                                | (30,396) |             |
| Reserve for property replacement                                     | (8,036)  |             |
| Other  | (2,640)  |             |
| Total deferred tax liabilities                                       | (89,885) |             |
| Net deferred tax assets / (liabilities)                              | (50,109) |             |

### 6. Lease transactions

Finance leases in which ownership is not transferred to the lessee

(For transactions which became effective on or before December 31, 2008)

 Acquisition cost equivalent, accumulated depreciation equivalent and net book value equivalent at the closing date

| Assets    | Acquisition<br>cost<br>equivalent<br>(Million yen) | Accumulated<br>depreciation<br>equivalent<br>(Million yen) | Net book value<br>equivalent at the<br>closing date<br>(Million yen) |
|-----------|--|--|--|
| Buildings | 89   | 19   | 70   |
| Machinery | 210  | 107  | 103  |
| Total     | 300  | 126  | 173  |

- (Note) The acquisition cost equivalent includes interest-equivalent expenses with no adjustment made since the outstanding balance of future lease payment at the closing date is immaterial considering the total value of property, plant and equipment.
- (2) Outstanding balance of future lease payment at the closing date

| Due within one year  | 30 million yen |
|----------------------|----------------|
| Due in over one year | 142            |
| Total                | 173            |

(Note) The outstanding balance of future lease payment includes interest-equivalent expenses with no adjustment made since the outstanding balance of future lease payments at the closing date is immaterial considering the total value of property, plant and equipment.

(3) Lease fees paid and depreciation expense equivalent

| Lease fees paid                 | 28 | million yen |
|---------------------------------|----|-------------|
| Depreciation expense equivalent | 28 |             |

(4) Calculation method for depreciation expense equivalent

The straight-line method with no residual value, where the lease period is deemed to be the same as the period of depreciation.

#### 7. Transaction with related parties

Parent company and major shareholders

| Attribute            | Name of company, etc.  | Location  | Capital<br>(M yen) | Business           | Percentage<br>of voting<br>shares in<br>the<br>Company | Relationship<br>of related<br>party | Contents of transaction      | Transaction<br>Amount<br>(M yen) |
|----------------------|--|-----------|--------------------|--------------------|--|-------------------------------------|------------------------------|----------------------------------|
| Major<br>shareholder | ExxonMobil Asia<br>International Limited<br>Liability Company SARL | Luxemburg | 13                 | Holding<br>Company | Indirect<br>35.69                                      | Capital ties                        | Acquisition of share capital | 380,999                          |

Transaction terms and policies for determining transaction terms:

- (i) Purchase price of the share capital was determined by reference to a valuation performed by an independent-third party institution, etc.
- (ii) For details of the acquisition of share capital, please refer to Notes to Non-consolidated financial statements, 1. Significant accounting policies, (5) Additional information, -Acquisition of share capital of EMG Marketing Godo Kaisha.

### 8. Financial data per share

| (1) | Net assets per share | 716.79 | yen |
|-----|----------------------|--------|-----|
|-----|----------------------|--------|-----|

(2) Net income per share 82.47 yen

### 9. Monetary unit used for reporting

Amounts are shown in truncated millions of yen.