

Please note that the following is an unofficial English translation of the Japanese original text of the business report of Mitsui O.S.K. Lines, Ltd. The Company provides this translation for reference and convenience purposes only and without any warranty as to its accuracy or otherwise. In the event of any discrepancy between this translation and the Japanese original, the Japanese version shall be the official version.

## BUSINESS REPORT

(From April 1, 2019 to March 31, 2020)

### I. Matters Concerning the Present State of the Corporate Group

#### 1. Business Progress and Results

##### ■ Business environment

During the fiscal year (FY) 2019 (April 1, 2019 to March 31, 2020), the global economy experienced dizzying changes. It has been tossed about by the U.S.-China trade friction continuing from the previous fiscal year. Although some positive prospects were seen due to progress in the negotiations between the two countries, the spread of the novel coronavirus. (COVID-19) caused worldwide economic crises. From around April 2019 through early 2020, the U.S. economy enjoyed a prolonged boom supported by robust employment and domestic demand, while the Chinese economy lacked momentum due to a decrease in exports caused by the trade friction and investment control measures adopted by the Chinese government. In Europe, growth remained sluggish with the ongoing issues surrounding Brexit. Japan saw negative growth from October to December 2019 due to a slowdown in foreign demand and shrinking domestic demand triggered by the consumption tax increase. Thereafter, the worldwide outbreak of COVID-19 caused significant restrictions on economic activity around the world, and its impact is still difficult to measure.

##### ■ FY2019 Results

Under these circumstances, although the global economic impact of the COVID-19 pandemic will affect the Group's profitability in the future, the impact on the Group's performance during FY2019 was limited. Charter rates in the Dry Bulk Business fell from the beginning of 2020 due to the decrease in transport demand, but the impact on profitability was slight because many of the spot contracts entered into during FY2019 had already been finalized before the market slowdown. In the Tankers Business, oil prices fell significantly amid media reports on the breakdown in talks between oil producing nations to cut oil production, leading to an increase in tanker demand for floating storage and an improvement in market conditions. However, the impact of this upturn will primarily be reflected in profit and loss for next fiscal year. In the Containerships Business, shipments decreased, but measures were taken to address falling shipments, such as flexible reduction of shipping services. The situation in China also improved and liftings temporarily recovered at the beginning of March 2020. The Car Carriers segment was affected by a decline in shipments of completed cars and shipment delays caused by the COVID-19 outbreak from the latter part of the fourth quarter, but the affected period was short and the impact on performance in FY2019 was limited.

The average exchange rate of Japanese yen against the U.S. dollar during FY2019 appreciated by ¥1.35 year on year to ¥109.28. The average bunker price during the same period rose by US\$11.19/MT year on year to US\$467/MT. As a result of the above, we recorded revenue of ¥1,155.4 billion, operating profit of ¥23.7 billion, ordinary profit of ¥55.0 billion and profit attributable to owners of parent of ¥32.6 billion.

(¥ billion)

Category	FY2016	FY2017	FY2018	FY2019
Revenues	1,504.3	1,652.3	1,234.0	1,155.4
Operating profit	2.5	22.6	37.7	23.7
Ordinary profit	25.4	31.4	38.5	55.0
Profit (loss) attributable to owners of parent	5.2	(47.3)	26.8	32.6
ROE (Ratio of net income to shareholders' equity) (%)	0.9	(8.7)	5.2	6.3
ROA (Ratio of ordinary profit to total assets) (%)	1.1	1.4	1.8	2.6
Equity ratio (%)	25.8	23.0	24.6	24.5
Net gearing ratio* (%)	164	182	188	194

\* (Interest-bearing debt - Cash and cash equivalents) / Shareholders' equity

[Translation for Reference and Convenience Purposes Only]

2. Business Overview by Segment

(¥ billion)

Segment	Revenues	Ordinary profit (loss)	Revenue composition ratio
Dry Bulk Business	277.1	12.0	23.99%
Energy Transport Business	289.3	25.4	25.04%
Product Transport Business	475.4	6.7	41.15%
Containerships only	226.4	4.1	19.60%
Associated Businesses	96.5	12.3	8.36%
Others	16.8	3.4	1.46%
Adjustment (Corporate and eliminations)	-	(4.9)	
<b>Total</b>	<b>1,155.4</b>	<b>55.0</b>	

(Note) Revenues represent those from external customers.

<b>Dry Bulk Business</b>			
Revenues*	¥277.1 billion	Revenue composition ratio	23.99%
Ordinary profit (loss)	¥12.0 billion		

\* Revenues represent those from external customers.

[Major Business Lines]

Owning and operating specialized vessels for specific cargo types and bulk carriers for cargoes such as iron ore, coal, grains, wood, wood chips, cement, fertilizer, salt and steel products.

**Overview of FY2019 Market and Business Conditions**

- In the Capesize bulker market, during the first half of FY2019, the charter rate recovered from the slump caused by the collapse of a mining dam in Brazil, among other factors, and further improved by tighter vessel availability due to an increase in the number of vessels going into dry dock for the installation of scrubbers (exhaust gas purification systems). During the second half of FY2019, the charter rate fell due to factors such as deceleration in iron ore shipments from Brazil. Since the start of 2020, the rate has further weakened, reflecting a decline in cargo volume bound for China caused by the COVID-19 outbreak.
- The Panamax bulker market improved in the first half of FY2019, supported by steady volumes of grain shipments from South America. In the second half of FY2019, the market experienced a downward trend, against the backdrop of uncertainty surrounding trade negotiations between the U.S. and China and China's restrictions on coal imports, and further deteriorated due to the decline in shipments bound for China caused by COVID-19, as in the Capesize bulker market.
- Markets for Handymax and smaller-sized bulkers were generally firm in the first half of FY2019, but experienced a downward trend from the second half onwards, in tandem with larger-sized bulkers.
- Overall, the dry bulk business posted lower profit year on year, but posted a profit due to our efforts to improve operational efficiency.

**Major Initiatives**

● Iron Ore Carrier

- Acquired new contracts and succeeded in extending some contracts with domestic and overseas customers.
- Received delivery of two large-sized iron ore carriers.
- Took measures to comply with environmental regulations (SOx regulations) by promoting installation of scrubbers.
- Considered and proposed environmental solutions such as LNG-fueled capesize bulkers and the Wind Challenger Project (installation of a hard sail system).

● Bulk Carrier

- Acquired new contracts and succeeded in extending some contracts with domestic and overseas customers.
- Strengthened sales activities for expanding the customer base of biomass fuel transportation.

## [Translation for Reference and Convenience Purposes Only]

### ● Woodchip Carrier

- Acquired new long-term contracts and succeeded in extending some contracts with domestic customers.
- Concluded a transport contract for biomass fuel chips for power generation.
- Received delivery of a new vessel that complies with environmental regulations (SOx regulations) by installation of scrubbers.

<b>Energy Transport Business</b>			
Revenues*	¥289.3 billion	Revenue composition ratio	25.04%
Ordinary profit (loss)	¥25.4 billion		

\* Revenues represent those from external customers.

### [Major Business Lines]

- Owning and operating tankers such as crude oil tankers; product tankers that carry naphtha, gasoline and other refined petroleum products; and chemical tankers that carry liquid chemical products.
- Owning and operating LNG carriers that carry liquefied natural gas, and development of offshore businesses such as FPSO (floating production, storage and offloading system) and FSRU (floating storage and regasification unit).
- Owning and operating steaming coal carriers for the transport of coal for thermal power generation.

### Overview of FY2019 Market and Business Conditions

#### ● Tanker Business

- The very large crude oil carrier (VLCC) market was generally weak during the first half of FY2019 due to factors such as a seasonal decrease in oil demand at the beginning of spring and regular maintenance of refineries in the Far East region. During the second half, the market firmed up due to a sudden price increase caused by the situation in the Middle East and tighter tanker availability as a result of sanctions on Chinese shipping companies regarding the transportation of Iranian crude oil.
- In the product tanker market, the charter rate struggled to rise during the first half of FY2019 due to the increase in newly built vessels and regular maintenance of refineries. In the second half, the market firmed up due to tighter tanker availability, affected by the rise in crude oil tanker market and growing demand for the transportation of gas and diesel oil against the backdrop of environmental regulations (SOx regulations).
- The LPG carrier market was generally firm due to tighter tanker availability, even though market conditions temporarily softened.
- The tanker division overall reported a profit increase year on year.

#### ● LNG Carrier/Offshore Business

- The LNG carrier division reported a year-on-year increase in profit, by earning steady profit generated mainly through long-term charter contracts including eight newly built vessels.
- The offshore business division recorded ordinary profit generated by steady operations of existing projects including FSRU, FPSO, and subsea support vessel businesses.

#### ● Steaming Coal Carrier

- Secured steady profit as medium- to long-term contracts maintained high utilization due to steady cargo movement for coal for thermal power generation in Japan.

### Major Initiatives

#### ● Tanker Business

- Received delivery of one new VLCC and one LPG carrier, which are engaged in new contracts with domestic and overseas customers.
- Concluded a contract concerning the participation in the chemical tank terminal business in Ulsan, South Korea by MOL Chemical Tankers Pte. Ltd, which is our wholly owned subsidiary.
- Concluded a new contract with Total in the Cargo Transfer Vessel business, which contributes to more efficient transportation from deep-sea oil fields.

**[Translation for Reference and Convenience Purposes Only]**

● LNG Carrier/Offshore Business

- Received delivery of eight new LNG carriers which are engaged in long-term contracts with domestic and overseas customers.
- Concluded a new contract with Total for the LNG bunkering vessel business in the Netherlands.
- Promoted the LNG-to-Powership business responding to power demand in developing countries under the KARMOL brand with Karpower International B.V., Turkey.
- Obtained “Approved in Principle (AIP)” for design of FSRU “cryo-powered regas” system.

● Steaming Coal Carrier

- Ordered two next-generation ‘EeneX’ coal carriers in pursuit of optimization in terms of environment and safety.
- Concluded a basic agreement on the world’s first “LNG-fueled large coal carrier” for Kyushu Electric Power Co., Inc.
- Started to give full consideration to the installation of Wind Challenger (a hard sail system) on coal carriers with Tohoku Electric Power Co., Inc.

<b>Product Transport Business</b>			
Revenues*	¥475.4 billion	Revenue composition ratio	41.15%
Ordinary profit (loss)	¥6.7 billion		

<b>Containerships share of Product Transport Business</b>			
Revenues*	¥226.4 billion	Revenue composition ratio	19.60%
Ordinary profit (loss)	¥4.1 billion		

\* Revenues represent those from external customers.

[Major Business Lines]

- Owning and operating containerships, operating container terminals
- Offering total logistics solutions through air and sea forwarding, land transport, warehousing services, services for the transport of heavy goods, etc.
- Owning and operating specialized car carriers for the transport of completed cars and construction machinery and development of comprehensive car transport services such as land transport and terminal operation.
- Transporting passengers and cargos by operating ferries and coastal RoRo ships in inshore Pacific and Seto Inland Sea.

**Overview of FY2019 Market and Business Conditions**

● Containerships (Ocean Network Express Pte. Ltd.)

- Ocean Network Express Pte. Ltd. (ONE), which is the Company’s equity-method affiliate, stabilized its services and increased its liftings. It also made progress in cost-cutting, improving its profit and loss year on year, and recording ordinary profit on a full-year basis.
- While freight rates on Asia-North American routes lacked momentum in the summer peak season due to trade frictions between the U.S. and China, efforts were made to reduce operating costs in response to falling demand through intermittent reduction in services.
- Freight rates for Asia-Europe routes were sluggish due to deterioration in the supply-demand balance, but the decline in the freight rate during the slack season was kept to a minimum. Shipments have declined as a result of the COVID-19 outbreak, but measures have been taken to address the situation, such as flexibly reducing services accordingly.

● Car Carriers

- Transportation volume of the Company decreased year on year due to weak shipments bound for Australia and weak coastal Europe shipments, in addition to the impact of the trade friction between the U.S. and China and tighter emission standards in China.
- Profitability improved year on year, through efforts to optimize the size of fleet and rationalize the allocation of vessels mainly for routes between countries other than Japan.

## [Translation for Reference and Convenience Purposes Only]

### ● Ferries and Coastal RoRo Ships

- Cargo volumes were steady during the first half of FY2019 due to the modal shift caused by shortages and aging of truck drivers and workstyle reform in the land transportation industry. However, cargo volumes weakened from early autumn onwards amid the deterioration in economy.
- The number of passengers was higher than the previous fiscal year level overall due to increasing popularity of the concept of “casual cruises.” However, from late February 2020, passenger numbers decreased as people were requested to refrain from going out as a measure against COVID-19.
- The ferries and coastal RoRo ships division overall posted a year-on-year increase in profit.

### Major Initiatives

#### ● Containerships (Ocean Network Express Pte. Ltd.)

- Launched a transportation service bound for Africa from India and the Middle East and an industry-first direct transportation service bound for Europe from East India.
- Decided that Hyundai Merchant Marine will join “THE Alliance” to which ONE belongs in April 2020. Together with Hapag-Lloyd AG and Yang Ming Marine Transport Corporation, THE Alliance will be operated by four companies.
- Decided to launch the second North Europe service from/to Asia with the highly cost-competitive 20,000 TEU containership in April 2020.

#### ● Terminals and Logistics

- In the terminal business, a container terminal in the Port of Oakland in the U.S. was expanded to substantially increase the handling capacity.
- In the logistics business, an overseas subsidiary of MOL Logistics (Japan) Co., Ltd. opened new warehouses in Vietnam and Indonesia. In addition, a Thai subsidiary of MOL Logistics and the logistics business of MOL Thailand were integrated to strengthen the local logistics business.

#### ● Car Carriers

- Made Euro Marine Logistics N.V., which is a European short sea shipping company, a wholly owned subsidiary to promote synergies with the Company’s car carrier business.
- Started full operation of a new system that contributes to higher operating efficiency in response to the changes in trade patterns of completed cars. Completed the ACE Project, which we have been working on for four years since July 2015.

#### ● Ferries and Coastal RoRo Ships

- Decided to build the first two LNG-fueled ferries in Japan in order to introduce them in the Osaka-Beppu route.
- Assigned “Suou,” a new RoRo ship, for the Tokyo-Kanda service.
- Promoted marketing activities toward cruise customers by utilizing ICT in order to further promote popularity of “casual cruises.”

### Associated Businesses

Revenues*	¥96.5 billion	Revenue composition ratio	8.36%
Ordinary profit (loss)	¥12.3 billion		

\* Revenues represent those from external customers.

### [Major Business Lines]

Real estate business, cruise ship business, tugboat business, trading business (fuel, vessel materials, sales of machinery, etc.), etc.

### Overview of FY2019 Market and Business Conditions

- The real estate business posted a steady profit due to an increase in the revenue of Daibiru Corporation, which is the core company in the Group’s real estate business, benefiting from a steady market trend in the office leasing market mainly in Tokyo metropolitan area.

**[Translation for Reference and Convenience Purposes Only]**

- The cruise ship business posted a year-on-year decrease in profit due to higher fuel costs and downtime for refurbishment.
- The results of other associated businesses such as the tugboat and trading businesses were generally strong.
- The associated businesses segment overall posted a decrease year on year in profit.

**Major Initiatives**

- In the real estate business, Daibiru Corporation opened the first self-developed commercial building “BiTO AKIBA” in Akihabara, Tokyo and acquired three (3) properties including “PIVOT” in Sapporo, which is the first regional core city where Daibiru Corporation has expanded.
- In the tugboat business, “Ishin,” which is an LNG-fueled tugboat operated by Nihon Tug-Boat Co., Ltd., cooperated in a demonstration test to supply LNG bunkering, which was the first of its kind in both Port of Kobe and Port of Nagoya.
- Mitsui O.S.K. Passenger Line, Ltd. refurbished the cruise ship “Nippon Maru” by upgrading equipment in the cabins and facilities of the ship.

<b>Others</b>			
Revenues*	¥16.8 billion	Revenue composition ratio	1.46%
Ordinary profit (loss)	¥3.4 billion		

\* Revenues represent revenues from external customers.

[Major Business Lines]

Ship management business, financing business, information service business, accounting service business, marine consulting business, etc.

**Overview of FY2019 Market and Business Conditions**

Ordinary profit in this segment, which is mainly the MOL Group’s cost centers, increased year on year.

### 3. Management Strategies of MOL and Issues to be Addressed

MOL introduced the management plan called the “Rolling Plan” in FY2017. We have been aiming to become a group of business units with No. 1 competitiveness in respective areas, and have been working on implementing the Rolling Plan by setting specific focal points each fiscal year in order to achieve this goal. MOL endeavored to accumulate long term stable profits within this framework by prioritizing its use of management resources in businesses and projects where the MOL Group can make full use of its strengths, while maintaining a mindset of financial discipline.

Based on the understanding that the economic impact from the COVID-19 pandemic and sharp fall in oil prices will significantly affect MOL’s management strategy, MOL established the Rolling Plan Special Committee in FY2020 in order to quickly understand the impact on businesses and implement necessary “defensive” measures, and also to explore business opportunities and draw a new growth trajectory by assessing the change in business trends after the COVID-19 pandemic settles down. In FY2020, MOL plans to solidify its “defenses,” with the Rolling Plan Special Committee playing a leading role, by reducing its market exposure and reviewing its investment plan, while at the same time working on revision of its business portfolio to prepare for the post-COVID-19 world.

#### A. Implementation of necessary “defense” measures

In response to the COVID-19 pandemic risk, MOL established an Emergency Control Headquarters on February 3, 2020 and has since been working with the following three goals set as top-priority issues, aiming to fulfill its role as transportation infrastructure, which is MOL’s social mission, by sustaining reliable transportation of goods:

- (1) Securement of thoroughly safe and reliable operation of MOL Group operated vessels
- (2) Assurance of safety and prevention of the spread of infection for customers, business associates, and MOL Group officers and employees
- (3) Upgrade of the business continuity system by assuming prolonged risk of the spread of COVID-19 infection

MOL made a full-scale transition to work-from-home at its head office and branches from March 9, 2020 ahead of the declaration of state of emergency by the Japanese government, and has been maintaining this workstyle (as of May 20, 2020).

#### B. Ascertaining and responding to the impact on MOL’s business

##### (1) Ascertaining the impact on MOL’s business

Looking ahead to FY2020 (from April 1, 2020 to March 31, 2021), due to the difficulty in forecasting when the impact of COVID-19 will ease in Japan and other parts of the world, MOL announced the estimated impact on its businesses based on two scenarios: the scenario where the pandemic comes to an end in six months and the scenario where it lasts for a year, and presented its earnings forecast under these scenarios.

	Ordinary profit (loss)
Forecast for FY2020 under the two scenarios (estimate)*	¥ (10.0) billion - ¥ (40.0) billion
Result for FY2019	¥55.0 billion

\* As of April 30, 2020

The impact on each business segment is currently forecasted as follows:

#### **Dry Bulk Business**

In the capesize bulker market, although a large portion of MOL’s chartered vessels operating under medium- and long-term contracts are not impacted, chartered vessels with short-term contracts could be affected by the decline in cargo movements for iron ore and coal caused by lower consumption of cars, building materials, etc.

In the small- and medium-sized bulker market, despite the fact that cargo movements of raw materials and materials for construction used by general industry are expected to fall, the impact on our performance will be limited since our fleet structure is adjustable to the market changes.

## [Translation for Reference and Convenience Purposes Only]

We forecast that the performance of specialized vessels for cargos such as wood chip and pulp will be affected by the decline in cargo movements because of the difficulties in adjusting the fleet capacity to align with the change in cargo movements.

### **Energy Transport Business**

The market conditions are favorable for crude oil tankers, product tankers, chemical tankers and LPG tankers, underpinned by the increase in cargo movements due to the lower price of crude oil and by offshore stockpiling (as of May 20, 2020), but we forecast an eventual weakening of the market due to a decline in real demand caused by the global economic downturn.

The methanol tanker and LNG carrier/offshore businesses generate stable profits based on long-term contracts, and the impact on our business due to fluctuations in shipments and production activity will be very limited.

### **Product Transport Business**

With respect to the containerships and logistics businesses, conditions on the supply side are improving especially in China, South Korea, and other parts of East Asia and Southeast Asia, but the businesses may be impacted by deterioration in the business environment on the demand side, particularly in Europe and the United States.

In regard to car carriers, shipments in April and May 2020 dropped significantly as a result of drastic production cuts by automakers, but transport demand for China appears to be on a recovery trend.

With regard to ferries and coastal RoRo ships, the impact on cargo movements has been relatively small, but the number of ferry passengers has decreased sharply.

In terms of finance, although freight and other income are expected to fall as a result of the decline in cargo movements, MOL will endeavor to generate funds through fleet capacity adjustments and revision of investment plans, in addition to the reduction of operating expenses starting with curtailment of fuel costs. Furthermore, in preparation for greater-than-anticipated capital needs, MOL has in place a structure to secure the necessary funds by having commitment-line agreements with remaining terms of about 2-4 years with leading commercial banks, amounting to around 140 billion yen.

#### (2) MOL's response policy

##### (i) Reduction of market exposure

As market exposure reduction measures to minimize the impact on its earnings, MOL will make fleet capacity adjustments (idling vessels, redelivery of vessels under short-term time charters and disposal of MOL-owned vessels) as appropriate, and implement hedging measures such as forward freight agreements.

##### (ii) Revision of investment plan

MOL will flexibly revise the investment plan by taking into consideration the changes in the economic situation due to a worldwide drop in demand and by assessing the global economic trends after the COVID-19 pandemic settles down.

#### C. Management plan and growth strategy after the COVID-19 pandemic settles down

Although the vision of the Rolling Plan and the three core strategies to realize the vision are the foundation of our management plan and growth strategy, we will make necessary revisions to the FY2020 Rolling Plan to incorporate a defense strategy to deal with changes in the business environment caused by COVID-19 and a strategy that considers the assessment of global economic trends after the COVID-19 pandemic settles down.

There could be changes to our economic system that are much greater than expected after the COVID-19 pandemic settles down, such as changes in globalization trends, trends in global distribution channels for everything from energy to manufactured products, and the outcome of digitalization, which is expected to further accelerate. We will assess the impact of "Post COVID-19 Megatrends" on our businesses and revise our portfolio strategy as necessary. In order to accurately capture the timing of such changes and to implement the revised portfolio strategy, we will strive to make major changes to our business domains to put MOL's businesses on a growth trajectory by building a structure that enables prompt and flexible business and investment decisions.



**[Translation for Reference and Convenience Purposes Only]**

MOL recognizes that enhancement of productivity and organizational capabilities, among other things, will also become an important issue for achieving medium- and long-term growth. Under the direction of Executive Officer in Charge of Refreshing the Organization, which is a new position created on April 1, 2020, MOL will consolidate its organizational strength and further strengthen its competitive edge through measures such as revising its business processes, utilizing the knowledge and resources of Group companies, and building a project promotion structure that is not bound to the existing organization.

**Vision and three core strategies to realize the vision**

Vision	Three core strategies to realize the vision	
<p align="center"><b>Become a Group of Business Units with No. 1 Competitiveness in Respective Areas</b></p>	<p align="center">Portfolio strategy</p>	<p>Concentrated use of management resources in the business fields where MOL has strengths, which will mainly be offshore businesses → Considering revisions after assessing the post COVID-19 megatrends</p>
	<p align="center">Sales strategy</p>	<p>Provision of “stress-free services,” which MOL will offer from the customer’s perspective</p>
	<p align="center">Environmental strategy</p>	<p>Promotion of environmental strategy and development of emission-free business into a core business</p>

[Translation for Reference and Convenience Purposes Only]

■ Addressing sustainability issues (Materiality)

We are promoting the following projects as examples of specific initiatives for the sustainability issues identified in FY2019\*. We believe that the promotion of these projects not only contributes to marine and global environment conservation, but also shows our contribution to sustainable society because the eco-friendly service created through the promotion of these projects is one of the ways that MOL provides added value.

\* Social issues that should be addressed with priority via business activities in order to increase the MOL's corporate value

### MOL's Sustainability Activities

**LNG fuel-related projects (steaming coal carriers, ferries, LNG bunkering)**  
 We are constructing and operating ships fueled with LNG that emit 30% less carbon dioxide than conventional fuels and are striving to reduce the environmental impact. We are also proceeding with a project to own and operate ships that supply LNG fuel, which will increase the popularity of LNG as a fuel for ships.

**Wind Challenger**  
 We will endeavor to make ships more economical by reducing their environmental impact and reducing the use of shipping fuel by installing the world's first hard sail system, which converts wind energy to propulsive force, on steaming coal carriers.

**Cryo-powered regas system using LNG to generate electricity for FSRUs**  
 We will strive to reduce FSRU fuel consumption and carbon dioxide emissions by using the Organic Rankine Cycle<sup>(Note)</sup> in the FSRU regassification process, which will enable the LNG cryo-energy previously discharged into the ocean water to be used for generating electricity.


(Note) The theoretical cycle for a heat engine that converts difference in temperature into electricity through an organic compound-generated heat medium.

Sustainability Issues \*

- Provision of value-added transportation services
- Marine and global environmental conservation
- Innovation for development in marine technology
- Community development and human resource cultivation
- Governance and compliance to support businesses

➔

Maximizing our economic and social value through efforts to address these issues



Since 2012, MOL Group is under investigation of antitrust authorities in the U.S. and other countries on suspicion of violation of each country's competition laws in connection with ocean transport services of completed build-up vehicles. In connection therewith, class-action lawsuits were also filed in Canada and U.K. against MOL Group seeking damages and cease and desist order for MOL's conduct in question. The MOL Group takes this situation very seriously, and will continue to work to enhance compliance, including compliance with antitrust laws, and to prevent recurrence.

[Translation for Reference and Convenience Purposes Only]

4. Financial Position and Results of Operations

(¥ million)

Category	FY2016	FY2017	FY2018	FY2019 (current fiscal year)
Revenues	1,504,373	1,652,393	1,234,077	1,155,404
Ordinary profit	25,426	31,473	38,574	55,090
Profit (loss) attributable to owners of parent	5,257	(47,380)	26,875	32,623
Net income (loss) per share (¥)	43.95	(396.16)	224.72	272.79
Total assets	2,217,528	2,225,096	2,134,477	2,098,717
Total net assets	683,621	628,044	651,607	641,235
ROE (Ratio of net income to shareholders' equity)	0.9%	(8.7)%	5.2%	6.3%
ROA (Ratio of ordinary profit to total assets)	1.1%	1.4%	1.8%	2.6%
Equity ratio	25.8%	23.0%	24.6%	24.5%
Net gearing ratio* <small>*(Interest-bearing debt - Cash and cash equivalents)/Shareholders' equity</small>	164%	182%	188%	194%

- Notes:
1. Figures in revenues, ordinary profit, profit (loss) attributable to owners of parent, total assets and total net assets are rounded down to the nearest million.
  2. On October 1, 2017, MOL consolidated every ten (10) common shares into one (1) share. Net income (loss) per share is calculated on the assumption that said consolidation of shares had been made at the beginning of FY2016.
  3. The Company has applied the "Partial Amendments to Accounting Standard for Tax Effect Accounting" (ASBJ Statement No. 28, February 16, 2018), effective from FY2018. Accordingly, the amounts and financial indicators of FY2017 are presented based on the reclassified amounts.

5. Fund Raising

The Group's funds required in the fiscal year under review were financed with our own resources and borrowings from financial institutions.

6. Capital Investment

The Group's capital investment, mainly in ships, implemented in the fiscal year under review amounted to ¥160.6 billion.

(¥ million)

Name of Segment	Amount of Capital Investment
Dry Bulk Business	7,815
Energy Transport Business	101,288
Product Transport Business	22,085
Containerships only	10,207
Associated Businesses	26,105
Others	1,022
Adjustment	2,302
Total	160,618

- Notes:
1. Figures less than one million yen are rounded down to the nearest million.
  2. "Adjustment" includes assets which are not allocated to segments and reconciled transactions among segments.

Twenty-five vessels in Dry Bulk Business, Energy Transport Business, and Product Transport Business were sold and removed.

[Translation for Reference and Convenience Purposes Only]

**Sale of Vessels**

Name of Segment	Number of Vessels	Deadweight Tons (in thousands)	Book Value (¥ million)
Dry Bulk Business	5	409	1,264
Energy Transport Business	10	1,199	13,382
Product Transport Business	10	239	17,372
Containerships only	2	158	9,500
Total	25	1,848	32,019

Note: Figures less than one million yen are rounded down to the nearest million.

**7. Major Creditors (As of March 31, 2020)**

Creditor	Loan Outstanding (¥ million)
Sumitomo Mitsui Banking Corporation	64,853
Development Bank of Japan Inc.	54,798
MUFG Bank, Ltd.	51,064
Shinkin Central Bank	26,977
THE YAMAGUCHI BANK, Ltd.	24,395

Note: Figures less than one million yen are rounded down to the nearest million.

**8. Principal Business (As of March 31, 2020)**

Marine transportation business, such as collection of freight, ship charter hire and operation handling charges by providing worldwide maritime cargo transport services including bulk carriers, various specialized vessels, tankers, LNG carriers and containerships; offshore business; warehousing business; real estate leasing business

**9. Principal Business Offices (As of March 31, 2020)**

■ **The Company**

	Location
Head and registered office	Tokyo Pref.
Branch offices	Nagoya (Aichi Pref.), Kansai (Osaka Pref.), Kyushu (Fukuoka Pref.), Hiroshima (Hiroshima Pref.)
Representative office	Beijing Representative Office (China)

■ **Subsidiaries**

- Principal domestic business offices  
Tokyo Pref, Kanagawa Pref., Osaka Pref., Hyogo Pref.
- Principal overseas business offices  
U.S.A., Canada, Mexico, Panama, Brazil, Chile, United Kingdom, Germany, the Netherlands, Belgium, Poland, Turkey, Ghana, South Africa, China, Taiwan, South Korea, the Philippines, Vietnam, Singapore, Malaysia, Indonesia, India, Thailand, Myanmar, Australia, New Zealand, UAE

[Translation for Reference and Convenience Purposes Only]

**10. Shipping Tonnage of the Group (As of March 31, 2020)**

Category	Dry Bulk Business		Energy Transport Business		Product Transport Business	
	Dry Bulkers		Tankers, LNG Carriers and Steaming Coal Carriers*			
	Number of Vessels	Deadweight Tons	Number of Vessels	Deadweight Tons	Number of Vessels	Deadweight Tons
Owned vessels	39	in thousands 3,980	128	in thousands 13,865	73	in thousands 2,034
Chartered vessels	224	20,864	159	8,108	113	5,760
Others	0	0	3	144	0	0
Total	263	24,844	290	22,117	186	7,795

Category	Product Transport Business		Associated Businesses		Others		Total	
	Containerships only		Cruise Ship		Others			
	Number of Vessels	Deadweight Tons	Number of Vessels	Deadweight Tons	Number of Vessels	Deadweight Tons	Number of Vessels	Deadweight Tons
Owned vessels	14	in thousands 1,110	1	in thousands 5	0	in thousands 0	241	in thousands 19,884
Chartered vessels	50	4,790	0	0	2	12	498	34,744
Others	0	0	0	0	0	0	3	144
Total	64	5,900	1	5	2	12	742	54,772

\* Including coastal ships (excluding coastal RoRo ships).

[Translation for Reference and Convenience Purposes Only]

**11. Employees (As of March 31, 2020)**

■ **Employees of the Group**

Name of Segment	Number of Employees	
Dry Bulk Business	276	(45)
Energy Transport Business	826	(71)
Product Transport Business	4,754	(478)
Containerships only	3,719	(340)
Associated Businesses	2,096	(1,653)
Others	651	(46)
Company-wide (common)	328	(84)
Total	8,931	(2,377)
As of March 31, 2019	8,941	(2,290)

- Notes: 1. The number of employees includes the entire labor force, and the approximate average number of temporary employees is indicated in parentheses.  
2. The employees indicated as Company-wide (common) belong to administrative departments, which cannot be classified in any specific segment.

■ **Employees of the Company**

	Number of Employees		Year-on-year Increase (Decrease)	Average Age	Average Years of Service
		persons	persons	years old	years
Employees on land duty		761	50	39.0	15.0
Employees on sea duty		317	2	33.0	11.6
Total		1,078	52	37.2	14.0

- Notes: 1. The number of employees on land duty does not include 354 employees dispatched outside the Company and 221 non-regular employees and others.  
2. The number of employees on sea duty does not include 4 employees dispatched outside the Company and 43 non-regular employees and others.

[Translation for Reference and Convenience Purposes Only]

**12. Principal Subsidiaries (As of March 31, 2020)**

Company	Paid-in Capital (¥ million)	Percentage of Equity Participation (%)	Principal Business
Daibiru Corporation	12,227	*51.06	Real estate business
Utoc Corporation	2,155	*67.42	Harbor and transportation business
MOL Ferry Co., Ltd.	1,577	100.00	Marine transportation business
MOL Logistics (Japan) Co., Ltd.	756	75.06	Air Transport agents and other businesses
Mitsui O.S.K. Kinkai, Ltd.	660	100.00	Marine transportation business
Nissan Motor Car Carrier Co., Ltd.	640	90.00	Marine transportation business
MOL Techno-Trade, Ltd.	490	100.00	Sales of fuel oil/vessel materials/ machinery
Mitsui O.S.K. Passenger Line, Ltd.	100	100.00	Marine transportation business
Ferry Sunflower Ltd.	100	99.00	Marine transportation business
Phoenix Tankers Pte. Ltd.	379,311 USD Thousand	100.00	Marine transportation business
MOL Chemical Tankers Pte. Ltd.	262,369 SGD Thousand	100.00	Marine transportation business
TraPac, LLC.	—	*51.00	Harbor and transportation business

- Notes: 1. Figures less than one million yen are rounded down to the nearest million. Figures less than one thousand USD and one thousand SGD are rounded down to the nearest thousand.
2. Percentage of Equity Participation is the total of percentage of direct equity participation by the Company and indirect equity participation through subsidiaries.  
Figures prefixed by \* include a percentage of indirect equity participation by subsidiaries. Such figures reflect the percentage of equity participation of the holding subsidiary held by the Group.

**13. Principal Equity Method Affiliates (As of March 31, 2020)**

Company	Paid-in Capital	Percentage of Equity Participation (%)	Principal Business
Ocean Network Express Pte. Ltd.	3,000,000 USD Thousand	*31.00	Marine transportation business

- Notes: 1. Figures less than one thousand USD are rounded down to the nearest thousand.
2. Percentage of Equity Participation is the total of percentage of direct equity participation by the Company and indirect equity participation through affiliates.  
Figures prefixed by \* include a percentage of indirect equity participation by affiliates. Such figures reflect the percentage of equity participation of the holding affiliate held by the Group.

[Translation for Reference and Convenience Purposes Only]

II. Status of Shares (As of March 31, 2020)

1. Total Number of Shares Authorized to Be Issued 315,400,000 shares
2. Number of Shares Issued 120,628,611 shares  
(including own shares 1,031,582 shares)
3. Number of Shareholders 83,403 parties
4. Major Shareholders

Name of Shareholders	Investment in the Company by the Shareholders	
	Number of Shares (in thousands)	Investment ratio (%)
1. The Master Trust Bank of Japan, Ltd. (Trust Account)	10,517	8.79
2. Japan Trustee Services Bank, Ltd. (Trust Account)	7,800	6.52
3. BNYMSANV AS AGENT/CLIENTS LUX UCITS NON TREATY 1	3,213	2.69
4. Mitsui Sumitomo Insurance Co., Ltd.	3,016	2.52
5. Sumitomo Mitsui Banking Corporation	3,000	2.51
6. Japan Trustee Services Bank, Ltd. (Trust Account 9)	2,951	2.47
7. HSBC BANK PLC A/C CLIENTS 1	2,732	2.28
8. Japan Trustee Services Bank, Ltd. (Trust Account 5)	2,438	2.04
9. JPMorgan Chase Bank 385151	1,958	1.64
10. Japan Trustee Services Bank, Ltd. (Trust Account 7)	1,840	1.54

- Notes:
1. Shares less than 1,000 have been rounded down to the nearest 1,000 shares.
  2. Shares of the above loan and trust companies include shares related to trust services.
  3. The investment ratio is calculated excluding own shares (1,031,582 shares).



[Translation for Reference and Convenience Purposes Only]

III. Matters Concerning Stock Acquisition Rights

1. Outline of Stock Acquisition Rights Held by the Company's Officers at the End of the Fiscal Year under Review, etc.

Issue date	August 16, 2010	August 9, 2011	August 13, 2012	August 16, 2013	August 18, 2014
Total number of holders (persons)	5	5	2	5	4
MOL Directors (excluding outside directors) (persons)	5	5	2	5	4
MOL Outside Directors (persons)	0	0	0	0	0
MOL Audit & Supervisory Board Members (persons)	None	None	None	None	None
Total number of stock acquisition rights (units)	90	120	50	108	100
Class and number of shares subject to the stock acquisition rights (shares)	(common stock) 9,000	(common stock) 12,000	(common stock) 5,000	(common stock) 10,800	(common stock) 10,000
Paid-in value at exercise of stock acquisition rights (yen)	without consideration	without consideration	without consideration	without consideration	without consideration
Exercise price (yen per share)	6,420	4,680	2,770	4,470	4,120
Exercise period of the stock acquisition rights	July 31, 2012 to June 21, 2020	July 26, 2013 to June 22, 2021	July 28, 2014 to June 21, 2022	August 2, 2015 to June 20, 2023	August 2, 2016 to June 23, 2024
Exercise conditions of the stock acquisition rights	(Note 1)	(Note 1)	(Note 1)	(Note 1)	(Note 1)

**[Translation for Reference and Convenience Purposes Only]**

Issue date	August 17, 2015	August 15, 2016	August 15, 2017	August 15, 2018	August 15, 2019
Total number of holders (persons)	5	7	7	7	8
MOL Directors (excluding outside directors) (persons)	5	5	5	5	5
MOL Outside Directors (persons)	0	2	2	2	3
MOL Audit & Supervisory Board Members (persons)	None	None	None	None	None
Total number of stock acquisition rights (units)	222	183	290	310	340
Class and number of shares subject to the stock acquisition rights (shares)	(common stock) 22,200	(common stock) 18,300	(common stock) 29,000	(common stock) 31,000	(common stock) 34,000
Paid-in value at exercise of stock acquisition rights (yen)	without consideration	without consideration	without consideration	without consideration	without consideration
Exercise price (yen per share)	4,270	2,420	3,780	2,943	2,962
Exercise period of the stock acquisition rights	August 1, 2017 to June 20, 2025	August 1, 2018 to June 19, 2026	August 1, 2019 to June 25, 2027	August 1, 2020 to June 23, 2028	August 1, 2021 to June 22, 2029
Exercise conditions of the stock acquisition rights	(Note 1)	(Note 1)	(Note 1)	(Note 1)	(Note 1)

- Notes:
1. 1) A stock acquisition right cannot be partially exercised.
  - 2) Even if the grantee no longer holds a position as an officer of the Company, he/she may exercise stock acquisition rights. However, if the grantee is sentenced to imprisonment or heavier penalty, dismissed from office, or passes away, the granted stock acquisition rights shall become invalid immediately.
  - 3) Other exercise conditions of stock acquisition rights are according to the decision of the Board of Directors.
2. The stock acquisition rights include rights granted prior to their appointments as MOL directors.

[Translation for Reference and Convenience Purposes Only]

**2. Outline of Stock Acquisition Rights Granted to MOL Employees, etc. during the Fiscal Year under Review, etc.**

Issue date	August 15, 2019
Total number of employees granted (persons)	98
MOL executive officers (excluding ones concurrently serving as an MOL officer) (persons)	18
MOL employees (excluding one serving as an MOL officer/executive officer) (persons)	51
Officers and employees of MOL subsidiaries (excluding ones serving as an MOL officer/executive officer/employee) (persons)	29
Total number of stock acquisition rights (units)	1,250
Class and number of shares subject to the stock acquisition rights (shares)	(common stock) 125,000
Paid-in value at exercise of stock acquisition rights	without consideration
Exercise price (yen per share)	2,962
Exercise period of the stock acquisition rights	August 1, 2021 to June 22, 2029
Exercise conditions of the stock acquisition rights	(Note)

- Notes:
1. A stock acquisition right cannot be partially exercised.
  2. Even if the grantee no longer holds a position as an MOL employee, he/she may exercise stock acquisition rights. However, if the grantee is sentenced to imprisonment or heavier penalty, dismissed from office, or passes away, the granted stock acquisition rights shall become invalid immediately.
  3. Other exercise conditions of stock acquisition rights are according to the decision of the Board of Directors.

**3. Other Significant Matters Concerning Stock Acquisition Rights, etc.**

The Company issued “Euro US dollar Zero Coupon Convertible Bond Due 2020,” and its details are as follows.

Issue date	April 24, 2014
Total number of stock acquisition rights (units)	2,000
Class and number of shares subject to the stock acquisition rights (shares)	(common stock) 4,184,100
Conversion price	US\$47.80
Exercise period of the stock acquisition rights	May 8, 2014 to April 9, 2020
Exercise conditions of the stock acquisition rights	Partial exercise of each stock acquisition right is not allowed.
Balance of convertible bonds	US\$200 million

[Translation for Reference and Convenience Purposes Only]

IV. Matters Concerning Officers

1. Directors and Audit & Supervisory Board Members (As of March 31, 2020)

Position	Name	Assignment	Significant Concurrent Positions Outside the Company
Representative Director, President, Chief Executive Officer	Junichiro Ikeda		
Representative Director, Executive Vice President, Executive Officer	Shizuo Takahashi	Assistant to President, Chief Compliance Officer, Chief Information Officer, Deputy Director General, Technology Innovation Unit, Responsible for: the Americas Area, Kansai Area (Japan), Corporate Audit Division, Secretaries & General Affairs Division, Corporate Marketing Division, MOL Information Systems, Ltd.	
Representative Director, Executive Vice President, Executive Officer	Takeshi Hashimoto	Assistant to President, Director General, Energy Transport Business Unit, Supervisor for Human Resources Division, Responsible for: Europe and Africa Area, Energy Business Strategy Division, Bunker Business Division	
Director, Senior Managing Executive Officer	Akihiko Ono	Deputy Director General, Safety Operations Headquarters, Deputy Director General, Product Transport Business Unit, Responsible for: Corporate Planning Division, Liner Business Management Division	
Director, Senior Managing Executive Officer	Takashi Maruyama	Chief Financial Officer, Responsible for: Corporate Communication Division (IR), Finance Division, Accounting Division	
Director	Hideto Fujii		Provided in 4. Matters Concerning Outside Officers below.
Director	Etsuko Katsu		Provided in 4. Matters Concerning Outside Officers below.
Director	Masaru Onishi		Provided in 4. Matters Concerning Outside Officers below.
Full-time Audit & Supervisory Board Member	Kenji Jitsu		Audit & Supervisory Board Member, Utoc Corporation
Full-time Audit & Supervisory Board Member	Toshiaki Takeda		
Audit & Supervisory Board Member	Hideki Yamashita		Provided in 4. Matters Concerning Outside Officers below.
Audit & Supervisory Board Member	Junko Imura		Provided in 4. Matters Concerning Outside Officers below.

**[Translation for Reference and Convenience Purposes Only]**

- Notes:
1. Directors Hideto Fujii, Etsuko Katsu, and Masaru Onishi are outside directors. They satisfy the requirements for independent officer stipulated under the regulations of the stock exchanges on which the Company's common share is listed, as well as the requirements for independence stipulated under the Company's "Independence Criteria for Outside Officers" (pages 13 and 14).
  2. Kenji Jitsu, an audit & supervisory board member, has considerable knowledge about ESG and accounting from his many years of experience in Corporate Planning, Accounting and Investor Relations Divisions.
  3. Audit & Supervisory Board Members Hideki Yamashita and Junko Imura are outside audit & supervisory board members. They satisfy the requirements for independent officer stipulated under the regulations of the stock exchanges on which the Company's common share is listed, as well as the requirements for independence stipulated under the Company's "Independence Criteria for Outside Officers" (pages 13 and 14).
  4. Hideki Yamashita, an audit & supervisory board member, is familiar with corporate legal affairs as an attorney at law, and has considerable knowledge about finance and accounting.
  5. Junko Imura, an audit & supervisory board member, has qualifications as a certified public accountant and considerable knowledge about finance and accounting.
  6. At the conclusion of the Ordinary General Meeting of Shareholders held on June 25, 2019, Directors Koichi Muto and Masayuki Matsushima, and Audit & Supervisory Board Members Takashi Nakashima and Hiroyuki Itami, resigned from their office due to expiration of their term.
  7. Executive officers as of March 31, 2020 are as follows (excluding ones concurrently serving as director).

**Executive Officers (As of March 31, 2020)**

Position	Name	Assignment
Senior Managing Executive Officer	Yoshikazu Kawagoe	Chief Technical Officer, Director General, Technology Innovation Unit, Responsible for: Technical Division, Smart Shipping Division, Secondarily Responsible for MOL Information Systems, Ltd.
Senior Managing Executive Officer	Koichi Yashima	Responsible for: Asia, Middle East and Oceania Area, Managing Director, MOL (Asia Oceania) Pte. Ltd.
Managing Executive Officer	Toshiaki Tanaka	Director General, Dry Bulk Business Unit, Responsible for: Dry Bulk Business Planning & Co-ordination Division, Bulk Carrier Division
Managing Executive Officer	Masanori Kato	Chief Safety Officer, Director General, Safety Operations Headquarters, Responsible for: Human Resources Division, Marine Safety Division, Secondarily Responsible for Smart Shipping Division
Managing Executive Officer	Kenta Matsuzaka	Deputy Director General, Energy Transport Business Unit, Responsible for: LNG Carrier Division, LNG Marine Technical & Ship Management Strategy Division
Managing Executive Officer	Masato Koike	Deputy Director General, Energy Transport Business Unit, Responsible for: Tanker Division (A), Tanker Division (B), Secondarily Responsible for Bunker Business Division
Managing Executive Officer	Yutaka Hinooka	Director General, Product Transport Business Unit, Responsible for Port Projects & Logistics Business Division

[Translation for Reference and Convenience Purposes Only]

Executive Officer	Kayo Ichikawa	Chief Communication Officer, Responsible for: Work Efficiency Improvement, Sustainability Promotion, Corporate Communication Division, Secondarily Responsible for: Corporate Planning Division, Human Resources Division
Executive Officer	Toshinobu Shinoda	General Manager of Corporate Planning Division
Executive Officer	Hirofumi Kuwata	Deputy Director General, Dry Bulk Business Unit, Energy Transport Business Unit, Responsible for: Steaming Coal & Energy Project Division, New & Clean Energy Business Division
Executive Officer	Nobuo Shiotsu	Deputy Director General, Dry Bulk Business Unit, Responsible for Iron Ore and Coal Carrier Division
Executive Officer	Tsuneo Watanabe	Deputy Director General, Energy Transport Business Unit, Responsible for Tanker Division (B) (Chemical Tanker Business), Managing Director, MOL Chemical Tankers Pte. Ltd.
Executive Officer	Atsushi Igaki	Deputy Director General, Product Transport Business Unit, Responsible for Ferry Business Division, Chairman, Ferry Sunflower Ltd.
Executive Officer	Hiroyuki Nakano	Deputy Director General, Energy Transport Business Unit, Responsible for Offshore Project Division
Executive Officer	Hirotooshi Ushioku	Deputy Director General, Product Transport Business Unit, Responsible for Car Carrier Division
Executive Officer	Michael P.Y. Goh	Deputy Director General, Product Transport Business Unit, Responsible for Port Projects & Logistics Business Division (NVOCC Business), Secondarily Responsible for Asia, the Middle East and Oceania Area, Chief Executive Officer, MOL Consolidation Service Ltd.
Executive Officer	Kazuhiko Kikuchi	Deputy Director General, Dry Bulk Business Unit, Responsible for Wood Chip Carrier Division General Manager of Bulk Carrier Division
Executive Officer	Junko Moro	Responsible for: Diversity Promotion, Human Resources Division
Executive Officer	Mitsuru Endo	Deputy Director General, Safety Operations Headquarters, Responsible for: Marine Technical Management Division, LNG Marine Technical & Ship Management Strategy Division, Secondarily Responsible for: Marine Safety Division, Smart Shipping Division

## 2. Outline of the Limited Liability Contract

Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into contracts with outside officers that limit their liability as set forth in Article 423, paragraph (1) of the Companies Act to the total of the amounts set forth in items of Article 425, paragraph (1) of the Companies Act, if they perform their duties in good faith and without significant negligence.

## 3. Remunerations Paid to Directors and Audit & Supervisory Board Members

### Basic Policy on Design of the Remuneration System

- Remuneration system shall give incentives for improving corporate value sustainably.
- Remuneration shall be at a sufficient level for securing human resources, referencing companies in the same industry or companies of the same size.
- System shall be linked with business performance giving incentives for reaching performance goals, and achievement rate on the Company's strategic items shall be evaluated qualitatively.
- Remuneration shall employ objective and transparent procedures, drawing on decisions made by the Board of Directors and enlisting the involvement of the Remuneration Advisory Committee, the majority of which consists of outside directors, chaired by an outside director.

Remuneration, etc. for the Company's Officers was resolved on at the General Meetings of Shareholders. The amount of monthly remuneration for Directors was resolved on June 28, 1990 to be not more than ¥46 million in total, the amount for audit & supervisory board members was resolved on June 23, 2005 to be not more than ¥9 million in total, bonuses for Directors were resolved on June 21, 2007 to be an annual amount of not more than ¥300 million (of which, not more than ¥20 million for outside directors), and stock option for Directors was resolved on June 21, 2007 to be an annual amount of not more than ¥400 million (of which, not more than ¥50 million for outside directors).

The Board of Directors and the Remuneration Advisory Committee were held three times in total for monthly remuneration and bonuses in a process for deciding the amount of remuneration for the Company's directors and audit & supervisory board members in the fiscal year under review.

In FY2019, the Company's performance merited payment of higher directors' bonuses than the previous fiscal year, as the Company achieved a significant year-on-year increase in ordinary profit and net income and plans to increase the annual dividend per share in order to return profits to shareholders. However, with the global economy entering a sharp downturn due to the spread of COVID-19, cargo volumes are showing signs of stalling and decreasing, and the Company recognizes that the future outlook is extremely uncertain. In light of this situation, the Company will pay directors 0.5 months' remuneration as a bonus for FY2019.

Remuneration for audit & supervisory board members is discussed and decided by audit & supervisory board members, within the limit amount resolved at the General Meetings of Shareholders, considering conditions such as separation of full-time and part-time, distribution of Audit services, details and levels of remuneration, etc. for Directors. Bonuses and stock option are not provided for audit & supervisory board members.

**[Translation for Reference and Convenience Purposes Only]**

Composition of remuneration for Directors

The composition ratio is for a model case based on the assumption that the target of ¥80 to ¥100 billion in ordinary profit is achieved.

Item	Component	Composition Ratio*	Details
Fixed remuneration	Monthly remuneration	65%	- An amount of remuneration is determined for each Director and Audit & Supervisory Board Member in consideration of their responsibilities. - A fixed amount is paid monthly in cash.
Variable remuneration	Performance-based compensation (bonuses)	30%	- The level of performance of the entire company's business results is determined based on achievement of performance goals set forth in the management plan, in consideration of dividend payout ratios and qualitative achievement of goals. - An amount is determined based on the base level for each position according to the level of performance of the entire company's business results, plus compensation added for individuals achieving the performance results of a division in charge. - A cash amount is paid in June every year.
	Stock option	5%	- Aims to give incentives for sustainably improving corporate value and further sharing value with shareholders. - The exercise period is from the day marking 2 years past the issuance to the day marking 10 years past the issuance. - Provided in August every year based on the position of each Director.

Indicators for performance-based compensation (bonuses)

<Financial indicator>

- Consolidated ordinary profit/loss
- Profit (loss) attributable to owners of parent
- Dividend payout ratio

<Qualitative indicator>

Achievement of specific measures is considered for the following strategic items.

- (1) Concentrated investment of management resources in the business fields where MOL has strengths, which will mainly be offshore businesses
- (2) Provision of stress-free services which MOL will provide from the customer's perspective
- (3) Promotion of environment strategy and commercialization of emission-free business as MOL's core business

<Performance indicator by division>

- Achievement of the ordinary profit in the initial budget
- Capital efficiency ratios



**[Translation for Reference and Convenience Purposes Only]**

Category	Number of Persons Remunerated	Total Amount of Remunerations by Type (¥ million)			Total Amount of Remunerations Paid (¥ million)
		Monthly remuneration	Bonus	Stock option	
Directors (including outside directors)	10	292	13	16	322
Audit & Supervisory Board Members (including Outside Audit & Supervisory Board Members)	6	85	0	-	85
Total	16	378	13	16	407

- Notes:
1. The above includes remuneration related to two (2) directors (one (1) of them is an outside director) and two (2) audit & supervisory board members (one (1) of them is an outside audit & supervisory board member) who resigned at the conclusion of the Ordinary General Meeting of Shareholders held on June 25, 2019.
  2. The above includes payments of remunerations to seven (7) outside officers totaling ¥54 million.
  3. Recorded figures less than one million are rounded down to the nearest million.

[Translation for Reference and Convenience Purposes Only]

4. Matters Concerning Outside Officers

Major activities and significant concurrent positions outside the Company

**[Outside Directors]**

Name	Major Activities	Significant Concurrent Positions outside the Company
Hideto Fujii	Attended all ten (10) board meetings held in the fiscal year under review and made statements necessary for discussing proposals based on his deep insights into Japan's economic management and policy finance, from the objective viewpoint of an outside director.	Adviser, Sumitomo Corporation
Etsuko Katsu	Attended all ten (10) board meetings held in the fiscal year under review and made statements necessary for discussing proposals based on her deep insights as a specialist on international finance, from the objective viewpoint of an outside director.	Professor, School of Political Science and Economics, Meiji University Outside Director (Audit and Supervisory Committee Member), Dentsu Group Inc. Administrative Board Member, International Association of Universities (IAU) Chairman of Fund Management Advisory Committee, The Japan Foundation Director, Center for Entrance Examination Standardization
Masaru Onishi	Attended all eight (8) board meetings held in the fiscal year under review since his appointment on June 25, 2019, and made statements necessary for discussing proposals based on his deep insights gained as a corporate manager, from the objective viewpoint of an outside director.	Senior Representative, External Affairs, Japan Airlines Co., Ltd. Trustee, KEIZAI DOYUKAI (Japan Association of Corporate Executives) Trustee, International University of Japan Visiting Professor, Toyo University Advisor, Mitsubishi Heavy Industries, Ltd. Outside Director, Teijin Limited

**[Outside Audit & Supervisory Board Members]**

Name	Major Activities	Significant Concurrent Positions outside the Company
Hideki Yamashita	Attended all ten (10) board meetings and all ten (10) audit & supervisory board members' meetings held in the fiscal year under review and made statements necessary for discussion of proposals based on his deep insights as an attorney at law, from the objective viewpoint of an outside audit & supervisory board member.	Attorney at law, YAMASHITA & TOYAMA LAW OFFICE Outside Corporate Auditor, I-cell Networks Corp.
Junko Imura	Attended all eight (8) board meetings and all eight (8) audit & supervisory board members' meetings held in the fiscal year under review since her appointment on June 25, 2019, and made statements necessary for discussion of proposals based on her deep insights as a certified public accountant, from the objective viewpoint of an outside audit & supervisory board member.	Certified public accountant, Imura Accounting Office Outside Audit & Supervisory Board Member, T. HASEGAWA CO., LTD. Visiting Professor, Tama Graduate School of Business

Note: No special business relationships exist between the Company and the organizations for which the outside directors and outside audit & supervisory board members hold concurrent positions.

[Translation for Reference and Convenience Purposes Only]

**5. Status of the Accounting Auditor**

(1) Name of Accounting Auditor KPMG AZSA LLC

(2) Compensations to the Accounting Auditor

(¥ million)

	Amount of Compensations Paid
Compensations paid for the fiscal year under review	79
Total of cash and other economic benefits payable by the Company and its subsidiaries to the Accounting Auditor	198

- Notes:
1. Figures less than one million yen are rounded down to the nearest million.
  2. The audit agreement entered into by MOL and the Accounting Auditor does not clearly distinguish the amount being derived from the audit under the Companies Act and that which is being derived from the audit under the Financial Instruments and Exchange Act and cannot practically distinguish between the two types, therefore, the amount of compensations paid to the Accounting Auditor for the fiscal year under review is the total of these amounts.
  3. The Audit & Supervisory Board of the Company has given its consent to the compensations to the Accounting Auditor for the fiscal year under review as stipulated in Article 399, paragraph (1) of the Companies Act, after the Board reviewed the descriptions in the audit plan, the Accounting Auditor's performance of its duties, the basis for calculating the estimated compensation, audit hours, and historical changes of compensations and other factors, and concluded that the compensations to the Accounting Auditor for the fiscal year under review are appropriate in view of efficiency of the audit and quality of audit delivered.

(3) Contents of Non-audit Services

The Company has entrusted to the Accounting Auditor with services related to "preparation of comfort letter" that are services (non-audit services) other than ones stipulated in Article 2, paragraph (1) of the Certified Public Accountants Act.

(4) Company Policy for Decisions on Dismissal or Non-reappointment of Accounting Auditor

In case the Accounting Auditor is considered to be within the circumstances stipulated in any of items of Article 340, paragraph (1) of the Companies Act, the Audit & Supervisory Board shall dismiss the Accounting Auditor by consent of all audit & supervisory board members.

In addition to the above, in the case when there is any event that undermines eligibility or credibility as the Accounting Auditor, when it is considered difficult for the Accounting Auditor to properly perform an accounting audit, when it is considered reasonable to change the Accounting Auditor in order to improve the appropriateness of the accounting audit, or when the Company concludes that it is appropriate to dismiss or not to reappoint the Accounting Auditor in comprehensive consideration of the Accounting Auditor's performance of its duties and other various factors, the Audit & Supervisory Board decides details of an agenda concerning dismissal or non-reappointment of the Accounting Auditor and requests the Board of Directors to include that agenda in the agenda of the general meeting of shareholders.

The Board of Directors, upon request from the Audit & Supervisory Board, decides to include the said agenda in the agenda of the general meeting of shareholders.

## 6. System to Ensure Appropriateness of Operations

### (1) Outline of the system to ensure the appropriateness of operations

The following is a summary of details of the decision on the system to ensure that the execution of duties by directors complies with laws and regulations and the Articles of Incorporation, and the system to ensure appropriateness of other operations of the Company.

- i) System to Ensure that the Execution of Duties by the Directors, Executive Officers and Employees Complies with Laws and Regulations and the Articles of Incorporation  
<Compliance>
  - (a) The MOL Group has set “highly transparent management in accordance with corporate ethics and social norms” as one of its corporate principles, in addition to complying with laws, regulations and the articles of incorporation. The Company prescribes the Compliance Policy as the basis for achieving compliance and establishes the Compliance Committee, chaired by a Chief Compliance Officer (CCO) assigned by the Board of Directors, to develop and maintain the compliance system through regular monitoring.
  - (b) The Company sets the code of conduct in Article 5 of the Compliance Policy as the code of conduct for the officers and employees to ensure their compliance with these rules. In particular, the Company fully enforces the following: Observing the competition laws of countries, standing firm against antisocial forces, prohibiting insider trading, prohibiting the offer and acceptance of bribes, protecting confidential information such as customer and company information, and refusing to allow discrimination and harassment.
  - (c) The Company takes measures to prevent the violation of compliance and improve compliance by providing all the officers and employees with training by job rank and category and e-learning on a range of laws, rules, and regulations including the Antimonopoly Act, the Financial Instruments and Exchange Act and the Unfair Competition Prevention Act as well as the Company internal rules and regulations, and ensures that its officers and employees deepen and improve their awareness of compliance.
  - (d) The Company maintains and operates the reporting and consultation systems by establishing an internal helpdesk for reporting and consulting on the violation of compliance and the Compliance Advisory Service Desk with service provided by outside lawyers based on the Compliance Policy. The Company keeps reports and consultations on breaches of compliance by the officers and employees of the Group strictly confidential and guarantees that those who have made the reports and undertaken the consultations will not be treated unfavorably due to having done so.<Corporate governance>
  - (e) The Board of Directors, which consists of inside directors and outside directors, ensures its appropriate operation based on the Rules of the Board of Directors and supervises the performance of duties by the directors. In addition, the directors are involved in decisions on the highest policy on overall company management through the Board of Directors and supervise and encourage the execution of business by executive officers as the members of the Board of Directors.
  - (f) The Board of Directors has established the Executive Committee, and the Executive Committee undertakes deliberations for the President, Chief Executive Officer to make decisions on the basic management plans and important issues regarding the execution of business based on the highest policy determined by the Board of Directors.
  - (g) The Board of Directors makes efforts to create an environment that enables audit & supervisory board members to audit the execution of duties by the directors and executive officers according to the audit policies specified by the Rules of the Audit & Supervisory Board and the standards of the audit & supervisory board members’ audit and fulfill their mission as provided for by other laws and regulations.
  - (h) The Company establishes the Corporate Audit Division, which is independent from any other positions, as an internal audit unit that receives directions from the President.
- ii) System to Ensure Objectivity and Transparency of Personnel Affairs of Directors and Executive Officers and Decision-Making Process for Their Remuneration
  - (a) The Company has established the Nomination Advisory Committee and Remuneration Advisory Committee under the Board of Directors for the purpose of strengthening its accountability by increasing the objectivity and transparency of the procedures for the nomination and remuneration of directors and executive officers.

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- (b) The Nomination Advisory Committee and Remuneration Advisory Committee comprise the Chairman, the President, and all independent outside directors. The chairmen of the Committees are selected from the independent outside directors by a resolution of the Board of Directors.
  - (c) The Nomination Advisory Committee deliberates matters concerning appointment and dismissal of directors and executive officers in response to advice from consultations from the Board of Directors and submits a report to the Board of Directors.
  - (d) The Remuneration Advisory Committee deliberates matters concerning the remuneration and treatment of directors and executive officers in response to consultations from the Board of Directors and submits a report to the Board of Directors.
  - (e) The Board of Directors respects the reports submitted by Nomination Advisory Committee and Remuneration Advisory Committee.
- iii) System Concerning the Preservation and Management of Information on Execution of Duties by Directors and Executive Officers
- (a) Information on the execution of duties by directors and executive officers is appropriately preserved and managed for a prescribed period of time in writing or in the form of electronic information based on the Rules of Document Management and the Rules of Electronic Information Security.
  - (b) Directors and audit & supervisory board members may access these documents when necessary.
- iv) Rules and Other Systems Concerning Management of Risk that May Cause Losses
- The Company develops the following management systems to counteract major risks that may cause losses, and the Executive Committee functions as a body that comprehensively manages all risks, including other risks.
- (a) Risks concerning maritime shipping market trends  
In the marine transport field, which is the Company's principal business, global trends in the volume of cargo transported and the vessel supply have an impact on supply and demand for shipment, and the market conditions for freight rates and charter hire fluctuate. Accordingly, the Company establishes the Investment and Finance Committee as a preliminary deliberative body of the Executive Committee, and important issues such as an investment in vessels are submitted to the highest decision-making body after the Investment and Finance Committee has ascertained, analyzed and evaluated the risks.
  - (b) Safe operation of ships  
The Company establishes the Operational Safety Committee chaired by the President, Chief Executive Officer as a subordinate organ of the Executive Committee. The Operational Safety Committee works to ensure and thoroughly implement the safe operation of MOL-operated vessels by reviewing and deliberating matters concerning their safe operation based on the Rules of Operational Safety Committee. In addition, should an unexpected accident occur, the Operational Safety Committee strives to prevent any damage from growing and protect the environment based on the rule of the Emergency Control Headquarters.
  - (c) Market risks  
Market risks such as fluctuations of bunker prices, exchange rates and interest rates are reduced by managing them appropriately based on the Rules of Market Risk Management.
- v) System to Ensure Efficient Execution of Duties by Directors and Executive Officers
- (a) The Board of Directors holds meetings about 10 times a year at appropriate intervals and as required. Important matters to be submitted to the Board of Directors are, in principle, prescribed by the Rules of the Board of Directors and deliberated in advance by the Executive Committee.
  - (b) The Executive Committee consists of members nominated by the President, Chief Executive Officer and approved by the Board of Directors and holds meetings once a week, in principle, and as required based on the Rules of the Executive Committee. The Executive Committee will also establish a committee as a subordinate body as required to undertake consultations about necessary matters.
  - (c) Executive officers are appointed by the Board of Directors and execute business in accordance with the highest policy on overall company management determined by the Board of Directors based on the organizational division of duties and the official authority of the job position

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prescribed in the Rules of Organization, with authority delegated by representative directors based on the Rules of Executive Officer.

- vi) System to Ensure the Credibility of Financial Reporting
  - (a) To ensure proper accounting and increase the reliability of financial reporting, the Company establishes the Rules of Accounting and strives to improve the system of internal control over financial reporting and increase its effectiveness.
  - (b) The Corporate Audit Division evaluates the effectiveness of internal control over financial reporting. Divisions that have undergone evaluation will take measures if any correction or improvement is necessary.
- vii) System to Ensure Appropriateness of Operations in the Group Consisting of the Company and Its Subsidiaries
  - (a) To ensure the appropriateness of operations within the Group companies, the Company establishes the Group corporate principles to apply to all Group companies, and each Group company establishes a range of regulations based on the Group corporate principles.
  - (b) With regard to the business management of the Group companies, the status of business operations within each company is managed based on the management plan and the annual budget of the entire Group. In addition, by assigning a division in charge of management according to the business content of each company, the general manager of the division in charge receives the necessary reports in a timely manner from the directors of the Group companies in accordance with the Rules of Group Company Management in order to properly understand their financial conditions and business risks. The general manager of the division in charge requires the Group companies to implement important management matters with the approval of the Company and allocates the necessary management resources to the Group companies in a timely and appropriate manner so that the directors of the Group companies can execute their duties efficiently. However, for Group companies that are regarded as quasi-internal organizations based on the Rules of Organization, an officer in charge will perform the procedures instead of the general manager in charge.
  - (c) To ensure compliance within Group companies, they establish a range of internal rules and regulations in accordance with the Compliance Policy, including the code of conduct of the Company. The Compliance Advisory Service Desk of the Company ensures the full enforcement of compliance throughout the entire Group by also undertaking consultations with the officers and employees of the Group companies. The Company keeps reports and consultations on breaches of compliance made by the officers and employees of the Group from the Group companies strictly confidential and requires the Group companies to guarantee that those who have made the reports and undertaken the consultations will not be treated unfavorably due to having done so.
  - (d) With respect to the audits of the Group companies, each company builds an internal control system appropriately, and the Corporate Audit Division of the Company conducts internal audits of the Group companies in Japan and overseas periodically and when necessary based on the Rules of Internal Audit.
- viii) Dedicated Staff Member to Assist in the Audit & Supervisory Board Members' Duties and Staff Member's Independence
  - (a) In order to assist in the audit & supervisory board members' duties, an assistant to audit & supervisory board members is appointed from the Company's employees.
  - (b) Personnel evaluation of the assistant to audit & supervisory board members is conducted by the audit & supervisory board members, and the assignment of the assistant to audit & supervisory board members is decided upon obtaining approval of the Audit & Supervisory Board.
  - (c) An assistant to audit & supervisory board members generally cannot concurrently be in a position involved in execution of business.
- ix) System Concerning Reports from Directors, Executive Officers and Employees to Audit & Supervisory Board Members Including a Reporting System and Other Systems Concerning Reports to Audit & Supervisory Board Members, and System to Ensure that Audits are Effectively Conducted by the Audit & Supervisory Board Members
  - (a) The Company establishes rules on matters that directors, executive officers and employees should report to the audit & supervisory board members; and directors, executive officers and

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employees report important matters that could have an impact on the Company's business or business performance to the audit & supervisory board members based on the rules. Directors, audit & supervisory board members, executive officers and employees of Group companies may report important matters that could have an impact on the business or business performance of the Company and the Group to the audit & supervisory board members of the Company.

- (b) A system for reporting the violation of laws or regulations and other compliance issues appropriately to the audit & supervisory board members is ensured by maintaining the appropriate operation of the reporting and consultation systems based on the Compliance Policy. With regard to reports and consultations about breaches of compliance by the officers and employees of the Group to the audit & supervisory board members, information is kept strictly confidential, and it is guaranteed that those who have made the reports and undertaken the consultations will not be treated unfavorably due to having done so.
- (c) Representative directors make efforts to have meetings periodically with the audit & supervisory board members.
- (d) The Corporate Audit Division cooperates with the audit & supervisory board members in conducting audits effectively by communicating and coordinating with the audit & supervisory board members.
- (e) When an audit & supervisory board member request advance payment of expenses for the duties they will perform based on Article 388 of the Companies Act, the expenses or debt will be paid except in cases where it is recognized that the expenses or debt relating to the request are not necessary.

**(2) Overview of Operation Status of the System to Ensure Appropriateness of Operations**

The Company is appropriately managing the system to ensure the appropriateness of operations of the Company as described above. There are no issues to report.

The following is an overview of the operation status of the system to ensure the appropriateness of operations.

i) Compliance

- (a) MOL has internal rules and regulations including the code of conduct to be observed by officers and employees of the MOL Group Companies, the Compliance Policy, and other policies in line with laws and regulations, such as the Rules of Conduct Related to Antitrust Laws, Anti-Corruption Policy, Rules of Insider Trading Prevention and Rules of Personal Information Management. The Company also holds internal training, seminars, e-learning training and other learning activities for officers and employees of domestic and international MOL Group companies in order to provide a better understanding of such rules and regulations and to ensure and enhance their awareness of compliance.
- (b) The Company clarifies the personnel accountable for compliance by appointing Compliance Officers, who are responsible for enforcing compliance regulations within divisions and branch offices, and the Chief Compliance Officer, who is accountable for developing and strengthening the compliance system, as well as supervising Compliance Officers. The Company has established the Compliance Committee as a subordinate organization of the Executive Committee. The Compliance Committee holds quarterly meetings, acts to enhance and thoroughly implement the compliance system across the Company, and decides on measures against compliance violations. The Board of Directors and the Executive Committee receive semi-annual reports on compliance activities and conduct discussions on ensuring and improving compliance.
- (c) Upon discovering behavior suspected of violating compliance, officers and employees are expected to report to and consult with the compliance officer of their division or branch office or the Compliance Committee secretariat. However, for cases where such reporting and consultation are difficult, the Company has established an independent internal Compliance Advisory Service Desk and external Compliance Advisory Service Desk, which investigate reported and consulted matters under strict confidence and immediately take the necessary measures if violations are recognized. In addition, the Company designates one month each year as "Compliance Strengthening Month," during which it makes efforts to collect a wide range of information regarding compliance from officers and employees.

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ii) Corporate Governance

- (a) The Board of Directors, as the Company's primary decision-making body, discusses and decides on basic policy and the most important matters relating to MOL Group management, and supervises business operations. The Board of Directors held 10 meetings during FY2019.
- (b) In order to make the supervision of executive directors by independent outside directors further effective, the Company has established the Nomination Advisory Committee and the Remuneration Advisory Committee. Both Committees comprise the President and all the independent outside directors. Independent outside directors form a majority of the members. These Committees discuss matters related to the selection and dismissal of directors and executive officers, as well as the succession plan for the President and CEO, remuneration and treatment, and report them to the Board of Directors. In FY2019, the Nomination Advisory Committee held 6 meetings and the Remuneration Advisory Committee held 5 meetings.
- (c) The Board of Directors conducts evaluations and analyses of its effectiveness each year to help improve the operation of the Board of Directors.
- (d) In order to enable the Board of Directors to focus on critical matters, important matters in basic business plans and execution of business operations based on the decision of the Board of Directors are discussed and determined by the Executive Committee, which generally meets on a weekly basis. The Company makes efforts to streamline and accelerate the execution of management by having executive officers, who are appointed by the Board of Directors and who are delegated with authority from representative director, execute operations based on the policies decided by the Executive Committee.
- (e) The status of businesses of the Company and Group companies is regularly reported at important internal meetings including meetings of the Board of Directors and the Executive Committee. Also, timely instructions are provided to relevant divisions if any issues or problems requiring rectification occur.

iii) Risk Management

(Management of Risk that May Cause Losses)

- (a) The Company has established the Investment and Finance Committee as a preliminary deliberative body of the Executive Committee. The Investment and Finance Committee generally holds a meeting every week, and understands, analyzes, and evaluates a wide range of risks, including risks concerning maritime shipping market trends, market risks, and operational risks. The results are incorporated into the decision-making of the Board of Directors and the Executive Committee.
- (b) In addition, as a measure toward Total Risk Control, the value fluctuation risk for the assets of the Company and the Group companies is statistically analyzed and quantitatively analyzed results are reported to the Board of Directors regularly. After assessing and analyzing the amount of risks provided in the reports, the Board of Directors and other decision-making bodies make investment decisions and implement risk control for all businesses of the MOL Group.
- (c) The Operational Safety Committee has been established in order to ensure and thoroughly conduct safe vessel operations. Moreover, in order to manage risks relating to vessel operations, the Company has the Safety Operation Supporting Center (SOSC) covering all vessels to support ship captains by monitoring a vessel's movements, weather and sea conditions, and ship navigation. In addition, MOL also engages in efforts that involve carrying out periodic safety inspections based on MOL's own safety standards, as well as hiring and training marine technical specialists who are in charge of safety matters. While enhancing the safety of operations of MOL Group's vessels through these initiatives, the Company has been conducting research and development, etc., in recent years to adopt cutting-edge technologies, including ICT, in order to supplement its human capacity and secure safe operations.
- (d) As one of the environmental regulations on shipping, SOx (sulfur oxide) emission regulation was adopted from January 2020, requiring measures such as use of low sulfur fuel oil containing sulfur of 0.5% or less and installation of SOx scrubbers on vessels to remove sulfur from emission gas. In order to minimize risks during vessel operation relating to change of bunker type, etc., and the impact of increased cost on business performance, the Company has taken strict measures to smoothly respond to the new regulation by positioning these as important issues in FY2019, establishing the 2020 SOx Regulation Response Committee, and making efforts to reflect the cost of these measures in freight charges, having gained the understanding of customers.



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- (e) Unexpected disasters or disease outbreaks could have a negative impact on the Company's execution of business and business performance. In response to the spread of COVID-19, the Company swiftly established an Emergency Control Headquarters pursuant to the Rules of Emergency Control Headquarters for Disaster and Pandemic and is making efforts to ensure safe operation of and safe transportation by operating its vessels, ensure the safety of its customers, business partners, and the officers and employees of the Company, and rebuild the business continuity system taking into account a longer time frame for the risk of the spread of COVID-19.
  - (f) MOL confirms appropriate operation of its internal control systems by evaluating the effectiveness of its internal control pursuant to the provisions stipulated in the Japanese Financial Instruments and Exchange Act, in order to ensure the credibility of its financial reports.
- iv) Management of MOL Group companies  
(Ensuring appropriate execution of business operations of the corporate group)
- (a) MOL appropriately manages the domestic and international MOL Group companies by maintaining regulations including the Rules of Group Company Management and Group Company Management Practical Guidelines. MOL takes initiatives to improve the corporate value of the entire MOL group by addressing any important business items of MOL Group companies as matters to be approved by MOL, as well as receiving reports on the progress of their business plans, etc., and providing guidance and advice appropriately. Furthermore, twice a year, MOL holds a Group Executive Meeting attended by its President, MOL management members, and representatives of MOL Group companies. In these meetings, the participants share and confirm management goals and make efforts to ensure compliance.
  - (b) MOL Group companies develop and operate their own compliance systems as independent entities in line with MOL's Compliance Policy while conforming to their size and area of business. In the event that MOL Group companies have any incidents regarded as compliance violations, the companies swiftly take remedial actions and recurrence prevention measures in accordance with their own internal rules and regulations, and MOL also takes necessary actions such as reporting to the Compliance Committee and improving internal control of the MOL Group.
- v) Audit & Supervisory Board Members
- (a) The Company has set out rules for ensuring the effectiveness of audits by audit & supervisory board members and maintains a standard for ensuring the effectiveness of audits by audit & supervisory board members, such as items to be reported to the audit & supervisory board members by officers and employees.
  - (b) In order to ensure the execution of audits of management discussions and decision-making processes, the Company ensures opportunities for full-time audit & supervisory board members to attend meetings of the Executive Committee, Investment and Finance Committee, and other committees, in addition to meetings of the Board of Directors. Since FY2019, opportunities have been ensured for one audit & supervisory board member to attend the meetings of the Nomination Advisory Committee and the Remuneration Advisory Committee. In addition, opportunities are ensured for audit & supervisory board members to hold regular interviews with directors, executive officers, and employees, visit and inspect Group companies, and coordinate with the Corporate Audit Division and the Accounting Auditor. Through these activities, they share a common understanding of management issues and risks and audit the development and operation status, etc., of the internal control system, in order to ensure appropriate business operations.
  - (c) The Company appoints an Audit & Supervisory Board Manager to support the duties of the Audit & Supervisory Board and audit & supervisory board members and assigns one dedicated staff member to provide support.
- vi) Internal Audits
- The Corporate Audit Division, an internal audit department, draws up an audit plan at the beginning of every fiscal year and conducts audits of its headquarters organizations and domestic and international MOL Group companies based on the audit plan. The Corporate Audit Division proposes improvement measures to the relevant divisions on issues identified from the audit results and reports to the President.

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## Consolidated Financial Statements

### Consolidated Balance Sheets

(¥ million)

	As of March 31, 2020	As of March 31, 2019
	Amount	Amount
<b>(Assets)</b>		
<b>Current assets</b>	<b>334,887</b>	<b>387,460</b>
Cash and deposits	105,784	124,505
Trade receivables	81,362	92,160
Marketable securities	500	500
Inventories	33,520	36,445
Deferred and prepaid expenses	61,028	63,413
Other current assets	52,950	70,688
Allowance for doubtful accounts	(258)	(253)
<b>Fixed assets</b>	<b>1,763,829</b>	<b>1,747,017</b>
<b>(Tangible fixed assets)</b>	<b>1,201,698</b>	<b>1,193,910</b>
Vessels	711,498	715,344
Buildings and structures	146,582	145,229
Equipment and others	29,205	29,345
Furniture and fixtures	4,174	4,523
Land	241,162	222,565
Construction in progress	66,363	73,718
Other tangible fixed assets	2,713	3,182
<b>(Intangible fixed assets)</b>	<b>28,810</b>	<b>28,695</b>
<b>(Investments and other assets)</b>	<b>533,320</b>	<b>524,411</b>
Investment securities	346,890	360,706
Long-term loans receivable	85,261	73,129
Long-term prepaid expenses	8,490	5,698
Net defined benefit asset	16,121	15,764
Deferred tax assets	3,228	3,048
Other investments and other assets	85,911	67,761
Allowance for doubtful accounts	(12,584)	(1,697)
<b>Total Assets</b>	<b>2,098,717</b>	<b>2,134,477</b>

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(¥ million)

	As of March 31, 2020	As of March 31, 2019
	Amount	Amount
<b>(Liabilities)</b>		
<b>Current liabilities</b>	<b>422,164</b>	<b>446,649</b>
Trade payables	69,189	81,020
Short-term bonds	36,766	28,500
Short-term bank loans	180,351	187,419
Commercial papers	25,000	40,000
Accrued income taxes	5,336	5,494
Advances received	34,348	35,814
Allowance for bonuses	4,706	4,742
Allowance for directors' bonuses	179	180
Allowance for loss on contracts	17,644	17,198
Allowance for loss related to business restructuring	–	304
Allowance for environmental measures	622	–
Other current liabilities	48,020	45,975
<b>Fixed liabilities</b>	<b>1,035,316</b>	<b>1,036,220</b>
Bonds	181,000	168,198
Long-term bank loans	655,117	665,997
Lease obligations	16,091	14,224
Deferred tax liabilities	58,480	58,123
Net defined benefit liabilities	9,524	11,927
Directors' and audit & supervisory board members' retirement benefits	1,565	1,499
Reserve for periodic drydocking	18,441	18,220
Allowance for loss on contracts	26,639	36,624
Allowance for environmental measures	–	620
Other fixed liabilities	68,457	60,785
<b>Total Liabilities</b>	<b>1,457,481</b>	<b>1,482,870</b>
<b>(Net Assets)</b>		
<b>Shareholders' equity</b>	<b>455,320</b>	<b>433,909</b>
Common stock	65,400	65,400
Capital surplus	45,007	45,385
Retained earnings	351,636	329,888
Treasury stock	(6,722)	(6,764)
<b>Accumulated other comprehensive income</b>	<b>58,014</b>	<b>91,154</b>
Unrealized holding gains on available-for-sale securities, net of tax	16,306	26,840
Unrealized gains on hedging derivatives, net of tax	28,170	44,391
Foreign currency translation adjustments	10,889	16,197
Remeasurements of defined benefit plans, net of tax	2,648	3,725
<b>Share subscription rights</b>	<b>1,646</b>	<b>1,803</b>
<b>Non-controlling interests</b>	<b>126,253</b>	<b>124,739</b>
<b>Total Net Assets</b>	<b>641,235</b>	<b>651,607</b>
<b>Total Liabilities and Net Assets</b>	<b>2,098,717</b>	<b>2,134,477</b>

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**Consolidated Statements of Income**

(¥ million)

	FY2019 (From April 1, 2019 to March 31, 2020)	FY2018 (From April 1, 2018 to March 31, 2019)
	Amount	Amount
<b>Shipping and other revenues</b>	<b>1,155,404</b>	<b>1,234,077</b>
Shipping and other expenses	1,035,771	1,094,915
<b>Gross operating income</b>	<b>119,632</b>	<b>139,161</b>
Selling, general and administrative expenses	95,852	101,442
<b>Operating profit</b>	<b>23,779</b>	<b>37,718</b>
<b>Non-operating income</b>		
Interest income	8,028	7,832
Dividend income	6,127	5,982
Equity in earnings of affiliated companies	15,949	-
Others	19,859	18,839
<b>Total non-operating income</b>	<b>49,965</b>	<b>32,654</b>
<b>Non-operating expenses</b>		
Interest expenses	16,549	21,806
Equity in losses of affiliated companies	-	7,804
Others	2,104	2,187
<b>Total non-operating expenses</b>	<b>18,654</b>	<b>31,798</b>
<b>Ordinary profit</b>	<b>55,090</b>	<b>38,574</b>
<b>Extraordinary income</b>		
Gain on sales of fixed assets	8,295	4,654
Others	7,808	9,763
<b>Total extraordinary income</b>	<b>16,104</b>	<b>14,418</b>
<b>Extraordinary losses</b>		
Loss on disposal of fixed assets	749	1,511
Loss related to business restructuring	8,243	-
Provision of allowance for doubtful accounts	7,784	-
Others	7,287	4,703
<b>Total extraordinary losses</b>	<b>24,064</b>	<b>6,214</b>
<b>Income before income taxes and non-controlling interests</b>	<b>47,130</b>	<b>46,778</b>
<b>Income taxes - current</b>	<b>8,970</b>	<b>8,793</b>
<b>Income taxes - deferred</b>	<b>(30)</b>	<b>4,309</b>
<b>Net income</b>	<b>38,190</b>	<b>33,674</b>
<b>Profit attributable to non-controlling interests</b>	<b>5,566</b>	<b>6,799</b>
<b>Profit attributable to owners of parent</b>	<b>32,623</b>	<b>26,875</b>

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**Consolidated Statement of Changes in Net Assets**

**FY2019 (April 1, 2019 – March 31, 2020)**

(¥ million)

	Shareholders' equity				
	Common stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balance at April 1, 2019	65,400	45,385	329,888	(6,764)	433,909
Cumulative effects of changes in accounting policies			(1,812)		(1,812)
Restated balance	65,400	45,385	328,075	(6,764)	432,096
Changes during period					
Issuance of new shares - exercise of share acquisition rights				5	5
Dividends of surplus			(6,577)		(6,577)
Profit attributable to owners of parent			32,623		32,623
Change of scope of consolidation			(2,446)		(2,446)
Purchase of treasury stock				(28)	(28)
Disposal of treasury stock			(38)	65	26
Purchase of shares of consolidated subsidiaries		(377)			(377)
Net changes of items other than shareholders' equity					-
Total changes of items during period	-	(377)	23,560	41	23,224
Balance at March 31, 2020	65,400	45,007	351,636	(6,722)	455,320

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(¥ million)

	Accumulated other comprehensive income					Share subscription rights	Non-controlling interests	Total net assets
	Unrealized holding gains on available-for-sale securities, net of tax	Unrealized gains on hedging derivatives, net of tax	Foreign currency translation adjustments	Remeasurements of defined benefit plans, net of tax	Total accumulated other comprehensive income			
Balance at April 1, 2019	26,840	44,391	16,197	3,725	91,154	1,803	124,739	651,607
Cumulative effects of changes in accounting policies								(1,812)
Restated balance	26,840	44,391	16,197	3,725	91,154	1,803	124,739	649,794
Changes during period								
Issuance of new shares - exercise of share acquisition rights						(5)		—
Dividends of surplus								(6,577)
Profit attributable to owners of parent								32,623
Change of scope of consolidation								(2,446)
Purchase of treasury stock								(28)
Disposal of treasury stock								26
Purchase of shares of consolidated subsidiaries								(377)
Net changes of items other than shareholders' equity	(10,533)	(16,221)	(5,308)	(1,076)	(33,140)	(151)	1,514	(31,777)
Total changes of items during period	(10,533)	(16,221)	(5,308)	(1,076)	(33,140)	(157)	1,514	(8,558)
Balance at March 31, 2020	16,306	28,170	10,889	2,648	58,014	1,646	126,253	641,235

## Notes to Consolidated Financial Statements

### Significant Matters for Basis of Preparation of Consolidated Financial Statements

#### 1. Scope of consolidation

- (1) Number of consolidated subsidiaries: 368
- (2) Names of principal consolidated subsidiaries are as stated in “1. Matters Concerning the Present State of the Corporate Group, (12) Principal Subsidiaries.”
- (3) Name of principal non-consolidated subsidiary: Asia Cargo Service Co., Ltd.
- (4) Reason for exclusion from the scope of consolidation  
Total assets, total operating revenues, net income (based on the Group’s equity interest) and retained earnings (based on the Group’s equity interest) of non-consolidated subsidiaries are not significant respectively, and do not have a material impact on the consolidated statutory reports.

#### 2. Application of equity method accounting

- (1) Number of equity method affiliates: 103
- (2) Names of principal equity method affiliates are as stated in “1. Matters Concerning the Present State of the Corporate Group, (13) Principal Equity Method Affiliates.”
- (3) Name of principal non-consolidated subsidiary that is not accounted under the equity method:  
Asia Cargo Service Co., Ltd.
- (4) Name of principal affiliate that is not accounted under the equity method:  
Sorami Container Center Co., Ltd.
- (5) Reason for exclusion from the scope of applying the equity method accounting  
Net income and retained earnings (based on the Group’s equity interest) of non-consolidated subsidiaries and affiliates that are not accounted under the equity method are not significant.

#### 3. Changes in scope of consolidation and application of equity method

- (1) Scope of consolidation  
25 companies have been newly included in the scope of consolidation from this fiscal year due to new establishment, the increase in materiality and other reasons. 27 companies have been excluded from the scope of consolidation due to the decrease in materiality, absorption-type mergers and liquidation, and 1 company has been changed from a consolidated subsidiary to an equity method affiliate due to sale of shares.
- (2) Scope of applying the equity method accounting  
12 companies have been newly included in the scope of equity method application from this fiscal year due to new acquisition, the increase in materiality and other reasons. 1 company has been changed from a consolidated subsidiary to an equity method affiliate due to sale of shares.

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**4. Significant accounting policies**

(1) Bases and methods of valuation of assets

Securities

Trading securities	Market value method (Costs of securities sold are determined based on the moving-average method)
Held-to-maturity debt securities	Amortized cost method
Other securities	
Available-for-sale securities with market value	Market value method based on the market price as of the closing date (Unrealized gains/losses are recorded in equity. Costs of securities sold are determined mainly based on the moving-average method)
without market value	Stated at cost mainly based on the moving-average method
Derivative transactions	Market value method
Inventories (Fuel and supplies)	Stated at cost mainly based on the moving-average method (Amounts on the balance sheet are measured at the lower of cost or net realizable value)

(2) Depreciation methods for fixed assets

Tangible fixed assets (excluding leased assets)

Vessels	Mainly straight-line method (Declining-balance method for a part of vessels)
Buildings and structures	Mainly straight-line method
Other tangible fixed assets	Mainly declining-balance method

Intangible fixed assets (excluding leased assets) Straight-line method

Internal use software is amortized by the straight-line method, based on the estimated useful life of 5 years.

Amortization of goodwill is estimated individually for the period in which the effect is realized, and goodwill is equally amortized over the period.

Leased assets

Leased assets under finance leases that transfer ownership are depreciated consistently as fixed assets that the Group owns.

Leased assets under finance leases other than those that transfer ownership are depreciated using the straight-line method, based on lease terms and residual value of zero.

(3) Accounting treatment for deferred assets

Bond issue expenses	Expensed as incurred
Stock issue expenses	Expensed as incurred



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(4) Accounting for allowances

Allowance for doubtful accounts

Allowance for general receivables is based on historical default rate.

Allowance for specific receivables, such as individual doubtful receivables, is based on the individual likelihood of default.

Allowance for bonuses

Allowance for bonuses to employees is based on the estimated amount of future payments attributed to the fiscal year.

Allowance for directors' bonuses

The Company and several domestic consolidated subsidiaries record allowances for bonuses to directors based on the estimated amount of future payments.

Allowance for loss on contracts

Allowance for loss on contracts is based on the estimated amounts of loss on contracts with future higher probability of loss to be incurred due to a decision made over contracts, etc.

Allowance for directors' and audit & supervisory board members' retirement benefits

Several domestic consolidated subsidiaries record allowances for payments of retirement benefits to directors and audit & supervisory board members based on amounts to adequately cover payments at the end of the fiscal year, in accordance with internal regulations.

Allowance for periodic drydocking

Allowance for periodic drydocking is based on the estimated amount of repairs of vessels.

Allowance for environmental measures

Allowance for disbursement associated with polychlorinated biphenyl (PCB) waste is based on the estimated amounts of future obligations.

(5) Recognition of freight revenues and related expenses

Recognized mainly by the completed-voyage method.

(6) Hedge accounting

Hedge accounting

The Company mainly adopts deferral hedge accounting. The Company adopts special accounting rules for interest swaps that meet the requirements of special accounting rules.

Hedging instruments and hedged items

Hedging instruments

Loans payable in foreign currencies  
Forward foreign exchange contracts  
Currency option contracts  
Currency swap contracts

Interest rate swap contracts  
Interest rate cap contracts  
Fuel oil swap contracts  
Freight futures

Hedged items

Future transactions in foreign currencies  
Future transactions in foreign currencies  
Future transactions in foreign currencies  
Charter fees and loans payable in foreign currencies  
Interest on loans and bonds payable  
Interest on loans  
Fuel oil  
Freight

Hedging policy

The hedging derivative transactions are executed and managed by the Company mainly in accordance with established policies, "Rules of Market Risk Management" and "Guideline for Market Risk Management," clarifying hedged items by individual case, in order to hedge risks of currency exchange rate fluctuations, interest rate fluctuations, or changes in prices against relevant hedged items.

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### Method of evaluating the effectiveness of hedges

The Company evaluates hedge effectiveness mainly by comparing the cumulative changes in cash flows from or the changes in fair value of hedged items, and the cumulative changes in cash flows from or the changes in fair value of hedging instruments during the period from commencement of hedging to the point of evaluating effectiveness, based on changes in both amounts and others. As for interest swap contracts meeting the requirement for special treatment, the evaluation of hedge effectiveness is omitted.

(7) Interest expenses are generally expensed as incurred. However, interest expenses for assets which are constructed over a long term and are significant in terms of investment, is included in acquisition cost.

(8) Other significant matters for the preparation of consolidated financial statements

#### Accounting for retirement benefits

Net defined benefit assets/liabilities are recorded based on estimates of retirement benefit obligations and pension assets as of the end of the fiscal year. Unrecognized actuarial gains/losses are amortized by the straight-line method over a period that does not exceed the employees' estimated remaining service period (generally 10 years) from the next fiscal year. Prior service costs are generally expensed as incurred.

#### Accounting for consumption taxes

Consumption tax and similar local taxes are excluded from income and expense.

Adoption of tax effect accounting regarding the transition to the Group Tax Sharing System from the Consolidated Taxation System.

The Company and several domestic consolidated subsidiaries do not apply provisions of Section 44 of the "Implementation Guidance on Tax Effect Accounting" (ASBJ Guidance No. 28, February 16, 2018) to a transition to the Group Tax Sharing System established by the "Act for Partial Revision of the Income Tax Act, etc." (Act No. 8 of 2020) and items subject to revisions of the non-consolidated taxation system according to a transition to the Group Tax Sharing System pursuant to Section 3 of the "Practical Solution on the Treatment of Tax Effect Accounting for the Transition from the Consolidated Taxation System to the Group Tax Sharing System" (PITF No. 39, March 31, 2020) and accordingly, the amounts of deferred tax assets and deferred tax liabilities are based on provisions of the tax law before revision.

## Notes to Changes in Accounting Standards

(Adoption of International Financial Reporting Standards (IFRS) 16 Leases)

The overseas consolidated subsidiaries and affiliates accounted for by the equity method that are subject to IFRS have adopted IFRS 16 Leases from the fiscal year under review. In applying IFRS 16, the overseas consolidated subsidiaries and affiliates, as lessees, principally recognize all lease transactions on their balance sheets as assets and liabilities. The Company has adopted the approach for recognizing the cumulative effect of retroactive adjustments on the adoption date, which is recognized as a transitional measure.

The impact of the adoption of the standard on consolidated financial statements is minor.

## Notes to Changes in Presentations

(Consolidated balance sheets)

"Investments in and advances to subsidiaries and affiliates" (¥271,182 million for the fiscal year under review), which were separately disclosed in the previous fiscal year are included in "Investment securities" in this fiscal year for ensuring consistency with presentation methods of consolidated financial statements in the annual securities report. "Investments in and advances to subsidiaries and affiliates" for the previous fiscal year was ¥255,079 million.

(Consolidated statements of income)

"Gain on sales of shares of subsidiaries and associates" (¥42 million for the fiscal year under review), which was separately disclosed in the previous fiscal year is included in "Others" in Extraordinary income in this fiscal year, due to the decrease in materiality. "Gain on sales of shares of subsidiaries and associates" for the previous fiscal year was ¥5,453 million.

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**Additional Information**

(Accounting procedures regarding Application of Consolidated Taxation System)

During the fiscal year under review, the Company and certain consolidated subsidiaries applied for approval regarding the application of the consolidated taxation system, and approval was obtained for consolidated taxation system to be applied from the next fiscal year. Accordingly, for the fiscal year under review, related accounting procedures were carried out assuming application of the consolidated taxation system, based on the “Practical Solution on Tentative Treatment of Tax Effect Accounting under Consolidated Taxation System (Part 1)” (ASBJ PITF No. 5 of January 16, 2015) and the “Practical Solution on Tentative Treatment of Tax Effect Accounting under Consolidated Taxation System (Part 2)” (ASBJ PITF No. 7 of January 16, 2015).

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**Notes to Consolidated Balance Sheets**

**1. Breakdown and amounts of inventories**

Raw materials and supplies	¥32,217 million
Other	¥1,303 million

**2. Assets pledged as collateral and secured obligations**

(1) Assets pledged as collateral	
Vessels	¥192,171 million
Construction in progress	¥130 million
Investment securities	¥83,522 million
Total	¥275,824 million

Pledged investment securities include the following:

- a) ¥82,898 million is pledged as collateral to secure long-term loans of subsidiaries/affiliates and future payment of charter hire.
- b) ¥624 million is pledged as collateral for long-term loans associated with Offshore Business and LNG carrier projects.

(2) Secured obligations	
Short-term loans	¥11,960 million
Long-term loans	¥157,027 million
Total	¥168,987 million

**3. Accumulated depreciation of tangible fixed assets** ¥930,729 million

**4. Contingent liabilities**

Guarantee liabilities, etc.	¥186,208 million
(Guarantee liabilities in foreign currency included in above)	¥169,161 million)

**5. Others**

(1) Litigation

On January 10, 2014, the Company filed a lawsuit against Mitsubishi Heavy Industries, Ltd. (hereinafter "MHI") at Tokyo District Court seeking compensation for damages in association with a maritime accident caused by a vessel constructed by said company. In response, MHI filed a countersuit at Tokyo District Court seeking payment for reinforcement of the strength of the ship's hull of the same type of ship, and the legal dispute is continuing.

The Company recognizes the claims of the countersuit by MHI as unjust, and intends to assert the propriety of the Company in addition to upholding the claims for damages under the lawsuit.

(2) Others

Since 2012, the Group is the subject of investigations by the antitrust authorities in the U.S. and other countries, on the suspicion of violations of each country's competition laws with respect to ocean transport services of completed build-up vehicles. In addition, a class-action lawsuit was filed in Canada and the U.K. against the Group, for damage claims, a cease and desist order for the questioned conduct. Meanwhile, the effect of these investigations and lawsuit on the financial results of the Group is uncertain as its financial impact is not estimable at this stage.

**Notes to Consolidated Statements of Income**

**1. Loss related to business restructuring**

Concerning losses related to charter contracts recorded in the fiscal year ended March 31, 2018 due to the integration of the container shipping businesses, an amount of ¥8,243 million was recorded, since additional losses are expected to incur as a result of the incorporation of fleet charter fees and the latest cost trends as preconditions for the estimate.

**2. Provision of allowance for doubtful accounts**

A provision of allowance for doubtful accounts has been recorded for subordinated long-term loans

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receivable to an equity method affiliate because its operating results are expected to significantly deteriorate due to the effect of COVID-19, etc. and a portion of those loans could potentially become unrecoverable.

**Notes to Consolidated Statement of Changes in Net Assets**

**1. Class and total number of issued and outstanding shares as of the end of this fiscal year**

Class: Common stock  
Total number of shares: 120,628,611 shares

**2. Class and number of shares of treasury stock as of the end of this fiscal year**

Class: Common stock  
Number of shares: 1,034,427 shares

**3. Dividends distribution of surplus**

(1) Dividends paid

Resolution	Class of stock	Total dividends (¥ million)	Dividends per share (¥)	Record date	Effective date
Ordinary General Meeting of Shareholders June 25, 2019	Common stock	2,989	25.0	March 31, 2019	June 26, 2019
Board of Directors' Meeting October 31, 2019	Common stock	3,587	30.0	September 30, 2019	November 28, 2019

(2) Dividends for which record date is in this fiscal year but the effective date for the dividends is in the following fiscal year

Resolution	Class of stock	Total dividends (¥ million)	Dividends per share (¥)	Record date	Effective date
Ordinary General Meeting of Shareholders June 23, 2020	Common stock	4,185	35.0	March 31, 2020	June 24, 2020

**4. Class and number of shares subject to the share subscription rights at the end of the fiscal year**

(Excluding share subscription rights yet to be effective)

Class: Common stock  
Total number of shares: 1,196,100 shares

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**Notes on Financial Instruments**

**1. Qualitative information on financial instruments**

To acquire vessels and other fixed assets, the Group raises capital investment primarily by bank loans and bonds. In addition, the Group raises short-term working capital primarily by bank loans. Furthermore, the Group has commitment lines with Japanese banks to maintain sufficient sources of working capital and secure necessary liquidity in case of emergency situations.

Trade receivables are exposed to the credit risks of customers. The Group mitigates such risks by performing operations in accordance with internal regulations. In addition, trade receivables denominated in foreign currencies are exposed to the foreign currency exchange rate risks. The Group avoids this risk mainly by using exchange forward contracts to cover net trade receivables and payables denominated in foreign currencies. Investment securities are mainly stocks of companies which the Group has business relationships with. Fair value of listed stock is measured at market value on a quarterly basis.

Trade payables are due within a year. Short-term loans and commercial papers are primarily used to raise short-term working capital, while long-term loans and bonds are mainly used to raise necessary funds for capital investments. Although several items have variable interest rates and therefore are exposed to volatility risks, the Group uses derivative financial instruments (interest rate swaps and interest rate cap contracts) to fix certain portions of such variable interest rates. Long-term loans denominated in foreign currencies are exposed to foreign currency exchange rate risks; however, currency swaps are set for a portion of such loans to minimize the risks. Derivatives are used to hedge risks as discussed above and are executed to manage risks related to actual demand. In accordance with internal policies (“Rules of Market Risk Management” and “Guideline for Market Risk Management”), the Group’s policy is not to use derivatives for speculative purposes.

**2. Fair values of financial instruments**

The book value, fair value, and differences between the two values of financial instruments at end of this fiscal year are as follows:

	Book Value	Fair Value	Difference
(1) Cash and deposits	105,784	105,784	—
(2) Trade receivables	81,362	81,362	—
(3) Marketable securities			
Available-for-sale securities	500	500	—
(4) Short-term loans receivable	4,454	4,454	—
(5) Long-term loans receivable (*1)	86,208		
Allowance for doubtful accounts (*2)	(7,784)		
	78,424	82,086	3,661
(6) Investment securities			
Available-for-sale securities	67,344	67,344	—
Investments in and advances to subsidiaries and affiliates	3,078	2,841	(236)
(7) Trade payables	69,189	69,189	—
(8) Short-term loans	100,063	100,063	—
(9) Commercial papers	25,000	25,000	—
(10) Bonds (*3)	217,766	217,503	(262)
(11) Long-term loans (*4)	735,404	738,681	3,276
(12) Derivative financial instruments (*5)	41,437	41,324	(112)

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- (\*1) The book value of long-term loans receivable includes current portion of ¥946 million.
- (\*2) Allowance for doubtful accounts recorded separately is excluded.
- (\*3) The book value of bonds includes current portion of ¥36,766 million.
- (\*4) The book value of long-term loans includes current portion of ¥80,287 million.
- (\*5) Assets and liabilities from derivative financial instruments are net. Negative amounts are stated in ( ).

Notes: 1. Methods used to measure financial instruments at fair value, and issues regarding investment securities and derivative financial instruments are as follows:

- (1) Cash and deposits, (2) Trade receivables, and (4) Short-term loans receivable

Fair value of above assets is evaluated at book value since they are settled within a short period and fair value is almost equivalent to book value.

- (3) Marketable securities

Marketable securities are jointly managed designated money trusts, and considering the short settlement periods of such trusts, book value is used because fair value is almost equivalent to book value.

- (5) Long-term loans receivable

Fair value of long-term loans receivable with variable interest rates is evaluated at book value since the interest rate reflects the market rate in a short term and fair value is almost equal to book value, unless the creditworthiness of the borrower has changed significantly since the loan was made. Fair value of long-term loans receivable with fixed interest rates, for each category of loans based on the type of loans, and maturity length, is evaluated by discounting the total amount of principal and interest using the rate which would apply if similar borrowing were newly made.

- (6) Investment securities

Fair value of investment securities is evaluated at market prices at the stock exchange as of the end of the fiscal year.

Fair value of bonds is evaluated at market prices at the stock exchange or at the value provided by financial institutions as of the end of the fiscal year.

- (7) Trade payables, (8) Short-term loans, and (9) Commercial papers

Fair value of above liabilities is evaluated at book value, since they are settled within a short period and fair value is almost equivalent to book value.

- (10) Bonds

Fair value of corporate bond is evaluated at market price.

- (11) Long-term loans

Fair value of long-term bank loans with variable interest rates is evaluated at book value since fair value is almost equivalent to book value, the interest rate reflects the market rate in a short term and there has been no significant change in the creditworthiness of the Group before and after such bank loans were made. Long-term bank loans with fixed interest rates are classified by their duration, and based on their individual loan type, their fair value is evaluated by discounting the total amount of principal and interest using the rate which would apply if similar bank loans were to be newly made. Fair value of some foreign-currency denominated long-term loans is evaluated at fixed amounts based on the appropriated treatment of currency swap transactions.

- (12) Derivative financial instruments

Fair value of derivatives, which are used for hedging purposes, is measured at the value of forward exchange rates as of the end of the fiscal year or offered prices by financial institutions. Since currency swaps, which deferral hedge accounting is applied, are accounted for together with the long-term bank loans being hedged, the fair value is included in the fair value of the relevant hedged item.

2. Financial instruments whose fair value is extremely difficult to determine are as follows:

(¥ million)

	Book Value
1) Unlisted stocks	8,688
2) Investments in and advances to subsidiaries and affiliates	267,767
3) Others	11
Total	276,468

The above items are not included in the amount presented under the line “(6) Investments securities” in the table summarizing fair value of financial instruments, because the fair value is extremely difficult to determine as they have no quoted market price and the future cash flow cannot be estimated.

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**Notes on Rental Property**

**1. Qualitative information on rental property**

The Company and certain of its consolidated subsidiaries own real estate for office lease (including land) in Tokyo, Osaka and other areas.

**2. Fair value of rental property**

(¥ million)

Book Value	Fair Value
327,585	549,820

Notes: 1. Book value is acquisition cost less accumulated depreciation.

2. Fair value of major properties is based on the valuation of independent real estate appraisers. For other properties, fair value of land is adjusted using an index that reflects market price properly. Fair value of depreciable assets such as buildings is the amount recorded on the consolidated balance sheets.

**Per-share Information**

1. Net assets per share	¥4,292.31
2. Net income per share	¥272.79

**Major Subsequent Event**

There are no significant events to be disclosed.

**Other Notes**

Figures less than one million yen are rounded down to the nearest million.



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## Non-consolidated Financial Statements

### Non-consolidated Balance Sheets

(¥ million)

	As of March 31, 2020	As of March 31, 2019
	Amount	Amount
<b>(Assets)</b>		
<b>Current assets</b>	<b>221,834</b>	<b>242,575</b>
Cash and deposits	27,295	36,475
Trade receivables	35,001	40,463
Short-term loans receivable	57,076	54,786
Advances	8,738	6,769
Marketable securities	500	500
Inventories	23,313	25,925
Deferred and prepaid expenses	42,699	46,127
Receivable from agencies	12,382	15,305
Other current assets	14,942	16,396
Allowance for doubtful accounts	(114)	(174)
<b>Fixed assets</b>	<b>786,336</b>	<b>788,760</b>
<b>(Tangible fixed assets)</b>	<b>138,772</b>	<b>131,809</b>
Vessels	105,975	90,421
Buildings	8,305	9,171
Structures and equipment	322	372
Vehicles and transportation equipment	0	0
Furniture and fixtures	756	669
Land	16,197	16,436
Construction in progress	5,361	12,958
Other tangible fixed assets	1,854	1,779
<b>(Intangible fixed assets)</b>	<b>10,853</b>	<b>9,683</b>
<b>(Investments and other assets)</b>	<b>636,710</b>	<b>647,266</b>
Investment securities	51,125	76,571
Investments in and advances to subsidiaries and affiliates	403,371	383,271
Long-term loans receivable	82,473	84,832
Long-term prepaid expenses	15,513	10,571
Long-term lease receivables	79,042	88,688
Other investments and other assets	11,698	12,787
Allowance for doubtful accounts	(6,514)	(9,455)
<b>Total Assets</b>	<b>1,008,170</b>	<b>1,031,335</b>

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(¥ million)

	As of March 31, 2020	As of March 31, 2019
	Amount	Amount
<b>(Liabilities)</b>		
<b>Current liabilities</b>	<b>325,001</b>	<b>349,435</b>
Trade payables	41,061	50,422
Short-term bonds	21,766	18,500
Short-term bank loans	177,709	166,199
Other payables	5,686	6,759
Advances received	24,377	27,294
Payable to agencies	509	914
Commercial papers	25,000	40,000
Allowance for bonuses	2,323	2,167
Allowance for directors' bonuses	60	48
Allowance for loss on contracts	17,576	21,755
Allowance for loss related to business restructuring	-	6,425
Other current liabilities	8,930	8,948
<b>Fixed liabilities</b>	<b>484,934</b>	<b>482,293</b>
Bonds	86,000	88,198
Long-term bank loans	322,271	312,262
Deferred tax liabilities	8,661	12,233
Allowance for employees' severance and retirement benefits	-	8
Allowance for loss on guarantees	23,473	13,357
Allowance for loss on contracts	26,639	36,555
Other fixed liabilities	17,889	19,677
<b>Total Liabilities</b>	<b>809,935</b>	<b>831,729</b>
<b>(Net Assets)</b>		
<b>Shareholders' equity</b>	<b>187,493</b>	<b>178,275</b>
Common stock	65,400	65,400
Capital surplus	44,371	44,371
Additional paid-in capital	44,371	44,371
Retained earnings	84,446	75,269
Legal earnings reserve	8,527	8,527
Other retained earnings	75,918	66,741
Reserve for special depreciation	1	2
Reserve for advanced depreciation	898	912
General reserve	46,630	30,630
Retained earnings (losses) brought forward	28,388	35,197
Treasury stock	(6,724)	(6,766)
<b>Accumulated gains from valuation and translation adjustments</b>	<b>9,094</b>	<b>19,527</b>
Unrealized holding gains on available-for-sale securities, net of tax	13,324	22,527
Unrealized gains (losses) on hedging derivatives, net of tax	(4,230)	(2,999)
<b>Share subscription rights</b>	<b>1,646</b>	<b>1,803</b>
<b>Total Net Assets</b>	<b>198,234</b>	<b>199,606</b>
<b>Total Liabilities and Net Assets</b>	<b>1,008,170</b>	<b>1,031,335</b>

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**Non-consolidated Statements of Income**

(¥ million)

	FY2019	FY2018
	(From April 1, 2019 to March 31, 2020)	(From April 1, 2018 to March 31, 2019)
	Amount	Amount
<b>Shipping and other revenues</b>		
Shipping revenues		
Freight	457,693	493,987
Charter fees	193,029	208,949
Other shipping revenues	48,363	56,124
<b>Total</b>	<b>699,087</b>	<b>759,061</b>
Other operating revenue	1,033	1,104
<b>Total shipping and other revenues</b>	<b>700,120</b>	<b>760,166</b>
<b>Shipping and other expenses</b>		
Shipping expenses		
Voyage expenses	224,246	248,687
Vessels	14,577	14,374
Charter fees	357,070	380,863
Other shipping expenses	56,788	69,606
<b>Total</b>	<b>652,681</b>	<b>713,531</b>
Other operating expenses	744	694
<b>Total shipping and other expenses</b>	<b>653,426</b>	<b>714,225</b>
<b>Gross operating income</b>	<b>46,694</b>	<b>45,940</b>
Selling, general and administrative expenses	34,004	33,884
<b>Operating profit</b>	<b>12,689</b>	<b>12,055</b>
<b>Non-operating income</b>		
Interest and dividend income	26,515	34,850
Others	1,134	886
<b>Total non-operating income</b>	<b>27,649</b>	<b>35,737</b>
<b>Non-operating expenses</b>		
Interest expenses	6,463	7,434
Exchange losses	106	3,220
Others	1,326	877
<b>Total non-operating expenses</b>	<b>7,896</b>	<b>11,531</b>
<b>Ordinary profit</b>	<b>32,443</b>	<b>36,260</b>
<b>Extraordinary income</b>		
Gain on sales of fixed assets	3,686	827
Gain on sales of investment securities	2,755	599
Gain on sales of securities issued by subsidiaries and affiliates	36	4,916
Gain on liquidation of subsidiaries and affiliates	381	1,766
Gain on reversal of subscription rights to shares	230	376
Compensation income	1,031	-
Others	749	1,193
<b>Total extraordinary income</b>	<b>8,873</b>	<b>9,679</b>
<b>Extraordinary losses</b>		
Loss on disposal of fixed assets	88	64
Loss on valuation of securities issued by subsidiaries and affiliates	786	278
Loss on valuation of investment securities	2,746	168
Provision of allowance for loss on guarantees	7,759	348
Loss related to business restructuring	8,243	-
Early termination fee	4,198	6,148
Others	1,264	1,173
<b>Total extraordinary losses</b>	<b>25,086</b>	<b>8,181</b>
<b>Income before income taxes</b>	<b>16,229</b>	<b>37,758</b>
Income taxes - current	360	754
Income taxes - deferred	76	57
<b>Net income</b>	<b>15,793</b>	<b>36,946</b>

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**Non-consolidated Statement of Changes in Net Assets**  
**FY2019 (April 1, 2019 – March 31, 2020)**

(¥ million)

	Shareholders' equity										
	Common stock	Capital surplus		Legal earnings reserve	Retained earnings				Treasury stock	Total shareholders' equity	
		Additional paid-in capital	Total capital surplus		Other retained earnings			Total retained earnings			
					Reserve for special depreciation	Reserve for advanced depreciation	General reserve				Retained earnings (losses) brought forward
<b>Balance at April 1, 2019</b>	65,400	44,371	44,371	8,527	2	912	30,630	35,197	75,269	(6,766)	178,275
<b>Changes during period</b>											
Issuance of new shares - exercise of share acquisition rights			-						-	5	5
Dividends of surplus			-					(6,577)	(6,577)		(6,577)
Net income			-					15,793	15,793		15,793
Reversal of reserve for special depreciation			-		(1)			1	-		-
Reversal of reserve for advanced depreciation			-			(13)		13	-		-
Provision of general reserve			-				16,000	(16,000)	-		-
Purchase of treasury stock			-						-	(28)	(28)
Disposal of treasury stock			-					(38)	(38)	65	26
Net changes of items other than shareholders' equity			-						-		-
<b>Total changes of items during period</b>	-	-	-	-	(1)	(13)	16,000	(6,808)	9,176	41	9,218
<b>Balance at March 31, 2020</b>	65,400	44,371	44,371	8,527	1	898	46,630	28,388	84,446	(6,724)	187,493

	Accumulated gains from valuation and translation adjustments			Share subscription rights	Total net assets
	Unrealized holding gains on available-for-sale securities, net of tax	Unrealized gains (losses) on hedging derivatives, net of tax	Total accumulated gains from valuation and translation adjustments		
<b>Balance at April 1, 2019</b>	22,527	(2,999)	19,527	1,803	199,606
<b>Changes during period</b>					
Issuance of new shares - exercise of share acquisition rights			-	(5)	-
Dividends of surplus			-		(6,577)
Net income			-		15,793
Reversal of reserve for special depreciation			-		-
Reversal of reserve for advanced depreciation			-		-
Provision of general reserve			-		-
Purchase of treasury stock			-		(28)
Disposal of treasury stock			-		26
Net changes of items other than shareholders' equity	(9,202)	(1,230)	(10,432)	(151)	(10,584)
<b>Total changes of items during period</b>	(9,202)	(1,230)	(10,432)	(157)	(1,371)
<b>Balance at March 31, 2020</b>	13,324	(4,230)	9,094	1,646	198,234

[Translation for Reference and Convenience Purposes Only]

## Notes to Non-consolidated Financial Statements

### Notes to Matters for Significant Accounting Policies

#### 1. Bases and methods of valuation of assets

##### Securities

Trading securities	Market value method (Costs of securities sold are determined based on the moving-average method)
Held-to-maturity debt securities	Amortized cost method
Investments in and advances to subsidiaries and affiliates	Stated at cost using the moving-average method
Other securities	
Available-for-sale securities with market value	Market value method based on the market price as of the closing date (Unrealized gains/losses are recorded in equity. Costs of securities sold are determined based on the moving-average method)
without market value	Stated at cost based on the moving-average method
Derivative transactions	Market value method
Inventories	Stated at cost mainly based on the moving-average method (Amounts on the balance sheet are measured at the lower of cost or net realizable value)

#### 2. Depreciation methods for fixed assets

##### Tangible fixed assets (excluding leased assets)

Vessels	Straight-line method
Buildings and structures	Straight-line method
Other tangible fixed assets	Mainly declining-balance method

Intangible fixed assets (excluding leased assets)	Straight-line method
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Internal use software is amortized by the straight-line method, based on the estimated useful life of 5 years.

Leased assets	Leased assets under finance leases that transfer ownership are depreciated consistently as fixed assets that the Company owns.
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Leased assets under finance leases other than those that transfer ownership are depreciated using the straight-line method, based on lease terms and residual value of zero.

**[Translation for Reference and Convenience Purposes Only]**

**3. Accounting treatment for deferred assets**

Bond issue expenses

Expensed as incurred

Stock issue expenses

Expensed as incurred

**4. Accounting for allowances**

Allowance for doubtful accounts

Allowance for general receivables is based on historical default rate.

Allowance for specific receivables, such as individual doubtful receivables, is based on the individual likelihood of default.

Allowance for bonuses

Allowance for bonuses to employees is based on the estimated amount of future payments attributed to the fiscal year.

Allowance for directors' bonuses

Allowance for bonuses to directors is based on the estimated amounts of future payments.

Allowance for loss on contracts

Allowance for loss on contracts is based on the estimated amounts of loss on contracts with future higher probability of loss to be incurred due to a decision made over contracts, etc.

Allowance for employees' severance and retirement benefits

Allowance for retirement benefits to employees is based on the estimated amounts of retirement benefit obligations and pension assets as of the end of the fiscal year.

In calculating retirement benefit obligations, the Company uses straight-line attribution as a method of attributing estimates of retirement benefit to a period up to the end of the fiscal year.

Actuarial differences are recognized using the straight-line method within the estimated remaining service period (generally 10 years) commencing with the following period. Prior service cost is accounted for as expenses in lump-sum at the time of occurrence.

Allowance for loss on guarantees

Provided for losses arising from fulfilling guarantee obligations, the Company appropriates a provision for the estimated losses in view of the financial conditions of guaranteed companies.

**5. Recognition of freight revenues and related expenses**

Recognized by the completed-voyage method.

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**6. Hedge accounting**

Hedge accounting

The Company adopts deferral hedge accounting.

Special accounting rules are used for interest swaps that meet the requirements of special accounting rules.

Hedging instruments and hedged items

Hedging instruments

Loans payable in foreign currencies

Forward foreign exchange contracts

Currency option contracts

Interest rate swap contracts

Interest rate cap contracts

Fuel oil swap contracts

Freight futures

Hedged items

Future transactions in foreign currencies

Future transactions in foreign currencies

Future transactions in foreign currencies

Interest on loans and bonds payable

Interest on loans

Fuel oil

Freight

Hedging policy

Hedging derivative transactions are executed in accordance with the Company's internal regulations, "Rules of Market Risk Management" and "Guideline for Market Risk Management," clarifying hedged items by individual case, in order to hedge risks of currency exchange rate fluctuations, interest rate fluctuations, or changes in prices against relevant hedged items.

Method of evaluating the effectiveness of hedges

In principle, the Company evaluates hedge effectiveness by comparing the cumulative changes in cash flows from or the changes in the fair value of hedged items, and the cumulative changes in cash flows from or the changes in fair value of hedging instruments during the period from commencement of hedging to the point of evaluating effectiveness, based on changes in both amounts and others. As for interest swap contracts meeting the requirement of special treatment, the evaluation of hedge effectiveness is omitted.

**7. Interest expenses are generally expensed as incurred. However, interest expenses for assets which are constructed over a long term and are significant in terms of investment, is included in acquisition cost.**

**8. The accounting methods for unrecognized actuarial differences relating to retirement benefits are different from those accounting methods in the consolidated financial statements.**

**9. Consumption tax and similar local taxes are excluded from income and expense.**

**10. Adoption of tax effect accounting regarding the transition to the Group Tax Sharing System from the Consolidated Taxation System**

The Company does not apply provisions of Section 44 of the "Implementation Guidance on Tax Effect Accounting" (ASBJ Guidance No. 28, February 16, 2018) to a transition to the Group Tax Sharing System established by the "Act for Partial Revision of the Income Tax Act, etc." (Act No. 8 of 2020) and items subject to revisions of the non-consolidated taxation system according to a transition to the Group Tax Sharing System pursuant to Section 3 of the "Practical Solution on the Treatment of Tax Effect Accounting for the Transition from the Consolidated Taxation System to the Group Tax Sharing System" (PITF No. 39, March 31, 2020) and accordingly, the amounts of deferred tax assets and deferred tax liabilities are based on provisions of the tax law before revision.

**Notes to Changes in Presentations**

(Non-consolidated balance sheets)

"Long-term other payables" (¥6,059 million for the fiscal year under review), which were separately disclosed in the previous fiscal year are included in "Other fixed liabilities" in "Fixed liabilities" in this

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fiscal year, due to the decrease in materiality. “Long-term other payables” for the previous fiscal year were ¥10,254 million.

(Non-consolidated statements of income)

“Loss on valuation of investment securities” (¥2,746 million for the fiscal year under review), which was included in “Others” in Extraordinary losses in the previous fiscal year is separately disclosed in this fiscal year, due to the increase in materiality. “Loss on valuation of investment securities” for the previous fiscal year was ¥168 million.

### Additional Information

(Accounting procedures regarding Application of Consolidated Taxation System)

During the fiscal year under review, the Company applied for approval regarding the application of the consolidated taxation system, and approval was obtained for consolidated taxation system to be applied from the next fiscal year. Accordingly, for the fiscal year under review, related accounting procedures were carried out assuming application of the consolidated taxation system, based on the “Practical Solution on Tentative Treatment of Tax Effect Accounting under Consolidated Taxation System (Part 1)” (ASBJ PITF No. 5 of January 16, 2015) and the “Practical Solution on Tentative Treatment of Tax Effect Accounting under Consolidated Taxation System (Part 2)” (ASBJ PITF No. 7 of January 16, 2015).

### Notes to Non-consolidated Balance Sheets

#### 1. To subsidiaries and affiliates

Short-term monetary lending	¥85,871 million
Long-term monetary lending	¥167,460 million
Short-term monetary debts	¥117,738 million
Long-term monetary debts	¥450 million

2. Accumulated depreciation on tangible fixed assets ¥223,467 million

#### 3. Assets pledged as collateral and secured obligations

(1) Assets pledged as collateral

Vessels	¥13,976 million
Investment securities	¥624 million
Investments in and advances to subsidiaries and affiliates	¥56,752 million
Total	¥71,352 million

Pledged investment securities and investments in and advances to subsidiaries and affiliates include the following:

- Investments in and advances to subsidiaries and affiliates of ¥56,752 million are pledged as collateral to secure long-term loans of subsidiaries/affiliates and future payment of charter hire.
- Investment securities of ¥624 million are pledged as collateral for long-term loans associated with Offshore Business and LNG carrier projects.

(2) Secured obligations

Short-term loans	¥2,317 million
Long-term loans	¥30,277 million
Total	¥32,595 million

#### 4. Contingent liabilities

Guarantee liabilities, etc.	¥584,609 million
(Guarantee liabilities in foreign currency included in above)	¥370,100 million

#### 5. Others

(1) Litigation

On January 10, 2014, the Company filed a lawsuit against Mitsubishi Heavy Industries, Ltd. (hereinafter “MHI”) at Tokyo District Court seeking compensation for damages in association with a maritime accident



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caused by a vessel constructed by said company. In response, MHI filed a countersuit at Tokyo District Court seeking payment for reinforcement of the strength of the ship's hull of the same type of ship, and the legal dispute is continuing.

The Company recognizes the claims of the countersuit by MHI as unjust, and intends to assert the propriety of the Company in addition to upholding the claims for damages under the lawsuit.

### (2) Guarantees

In relation to early termination of a terminal agreement with consolidated subsidiary TraPac, LLC. as a result of integration of the container shipping businesses, the Company will furnish guarantees covering cargo volumes and unit pricing with respect TraPac, LLC. through March 2024. Meanwhile, the effect of causing performance of such guarantee on the financial results of the Company is uncertain as its financial impact is not estimable at this stage.

### (3) Others

Since 2012, the Company is the subject of investigations by the antitrust authorities in the U.S. and other countries, on the suspicion of violations of each country's competition laws with respect to ocean transport services of completed build-up vehicles. In addition, a class-action lawsuit was filed in Canada and the U.K. against the Company, for damage claims, a cease and desist order for the questioned conduct. Meanwhile, the effect of these investigations and lawsuit on the financial results of the Company is uncertain as its financial impact is not estimable at this stage.

## Notes to Non-consolidated Statements of Income

### 1. Volume of transactions with subsidiaries and affiliates

Volume of operating transactions	
Revenues	¥152,340 million
Amount of purchase	¥271,191 million
Transactions other than operating transactions	¥40,578 million

### 2. Provision of allowance for loss on guarantees

A provision for allowance for loss on guarantees has been recorded mainly for the liabilities of consolidated subsidiaries to which the Company has provided joint guarantees.

### 3. Loss related to business restructuring

Concerning losses related to charter contracts recorded in the fiscal year ended March 31, 2018 due to the integration of the container shipping businesses, an amount of ¥8,243 million was recorded, since additional losses are expected to incur as a result of the incorporation of fleet charter fees and the latest cost trends as preconditions for the estimate.

### 4. Early termination fee

An amount of ¥4,198 million was recorded as the cost related to the early termination fee as a result of the integration of the container shipping businesses.

## Notes to Non-consolidated Statement of Changes in Net Assets

Class and number of shares of treasury stock as of the end of this fiscal year	
Common stock	1,031,582 shares

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**Notes on Deferred Tax Accounting**

Significant components of deferred tax assets and liabilities

	(¥ million)
Deferred tax assets	
Tax loss brought forward	48,910
Retained income of specific foreign subsidiaries	33,935
Loss on valuation of available-for-sale securities	1,021
Voluntary adjustment of loss on valuation of securities issued by subsidiaries and affiliates	60,438
Reserve for bonuses expenses	665
Impairment loss	530
Allowance for doubtful accounts	1,899
Allowance for loss on guarantees	6,725
Allowance for loss on contracts	12,667
Transfer of charters from subsidiaries and affiliates	2,350
Deemed dividends	11,433
Unrealized gains (losses) on hedging derivatives, net of tax	1,309
Foreign tax credit	2,888
Loss on guarantees	1,013
Others	6,243
Subtotal	<u>192,033</u>
Valuation allowance for tax loss brought forward	(48,910)
Valuation allowance for the total of future deductible temporary differences, etc.	(143,024)
Valuation allowance	<u>(191,935)</u>
Total deferred tax assets	97
Deferred tax liabilities	
Gain on securities contributed to employee retirement benefit trust	(2,727)
Unrealized gains on available-for-sale securities	(5,284)
Others	(746)
Total deferred tax liabilities	<u>(8,759)</u>
Net deferred tax liabilities	<u><u>(8,661)</u></u>

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Notes on Transactions with Related Parties

(¥ million)

Attribution	Name of company	Ratio of MOL's voting rights	Nature of relationship	Nature of transaction (Note 1)	Transacted amount (Note 2)	Account	Term-end balance
Subsidiary	White Bear Maritime Ltd.	Directly 100%	Interlocking directorate Ship chartering Debt guarantee	Debt guarantee	44,567	-	-
	Lakler S.A.	Directly 100%	Interlocking directorate Debt guarantee	Debt guarantee	28,706	-	-
	MOG-X LNG Shipholding S.A.	Directly 100%	Interlocking directorate Debt guarantee	Debt guarantee	23,080	-	-
	MOL CAMERON (NO. 2) S.A. INC.	Directly 50%	Interlocking directorate Debt guarantee	Debt guarantee	20,541	-	-
	Samba Offshore S.A.	Directly 100%	Interlocking directorate Debt guarantee	Debt guarantee	17,964	-	-
	MOL Euro-orient Shipping S.A.	Directly 100%	Interlocking directorate Ship chartering Debt guarantee	Debt guarantee	16,459	-	-
	MOL Bridge Finance S.A.	Directly 100%	Interlocking directorate Debt guarantee	Debt guarantee	14,147	-	-
	Kilimanjaro Container Carriers S.A.	Directly 100%	Interlocking directorate Ship chartering Debt guarantee	Debt guarantee	12,430	-	-
	Cleopatra LNG Shipping Co., Ltd.	Directly 70%	Interlocking directorate Debt guarantee	Debt guarantee	11,639	-	-
	Nefertiti LNG Shipping Co., Ltd.	Directly 70%	Interlocking directorate Debt guarantee	Debt guarantee	10,567	-	-
	MOG-IX LNG Shipholding S.A.	Directly 100%	Interlocking directorate Ship chartering Debt guarantee	Debt guarantee	10,403	-	-
	Linkman Holdings Inc.	Directly 100%	Interlocking directorate Ship chartering Debt guarantee Funding loan Borrowing of funds	Funding loan	28,805	Short-term loans receivable	31,080
				Borrowing of funds Debt guarantee	62,214 16,119	Short-term loans	25,084
	Utoc Corporation	Directly 66.89% Indirectly 0.66%	Interlocking directorate Borrowing of funds	Borrowing of funds	10,035	Short-term loans	10,625
	Canopus Maritime Inc.	Directly 100%	Interlocking directorate Ship chartering			Lease receivables (Note 3)	26,208
	Atlantis Shipping Navigation S.A.	Directly 100%	Interlocking directorate Ship chartering			Lease receivables (Note 3)	10,256
TraPac, LLC.	Indirectly 100%	Early termination fee	Early termination fee	4,198	-	-	
DAIBIRU CORPORATION	Directly 51.06% Indirectly 0.00%	Interlocking directorate Sales of fixed assets	Sales of fixed assets	3,297	-	-	
Affiliate	Sepia MV30 B.V.	Directly 20.6%	Interlocking directorate Debt guarantee	Debt guarantee	24,031	-	-
	Libra MV31 B.V.	Directly 20.6%	Interlocking directorate Debt guarantee	Debt guarantee	21,351	-	-
	Area1 Mexico MV34 B.V.	Directly 30%	Interlocking directorate Debt guarantee	Debt guarantee	18,203	-	-
	Arctic Purple LNG Shipping Ltd.	Directly 50%	Interlocking directorate Debt guarantee	Debt guarantee	13,641	-	-
	Arctic Green LNG Shipping Ltd.	Directly 50%	Interlocking directorate Debt guarantee	Debt guarantee	12,924	-	-
	Arctic Blue LNG Shipping Ltd.	Directly 50%	Interlocking directorate Debt guarantee	Debt guarantee	12,276	-	-
	LNG Rose Shipping Co., Ltd.	Directly 50%	Interlocking directorate Debt guarantee	Debt guarantee	11,047	-	-

Notes: 1. Transaction conditions and policies to decide transaction conditions, etc.

- (1) Debt guarantees are for borrowings from financial institutions, etc. Guarantee charges are determined upon taking into account the guarantee recipient, the form of guarantee, and other such conditions.
- (2) As for funding loan, it is determined by market rates and conditions, and companies are not required to pay mortgages.
- (3) As for borrowing of funds, it is determined by market rates and conditions.
- (4) As for part of the funding loans, because they involve repeated transactions, the average for this fiscal year is shown for the transacted amount.
- (5) As for part of the borrowing of funds, because they involve repeated transactions, the average for this fiscal year is shown for the transacted amount.
- (6) As for early termination fee, ¥4,198 million was recorded as the cost related to the early termination as a result of the integration of the container shipping businesses.
- (7) Provision of allowance for loss on guarantees amounting to ¥7,732 million was recorded for the fiscal year under review with respect to debt guarantee for MOL Bridge Finance S.A., and allowance for loss on guarantees was ¥7,732 million as of the end of the fiscal year.

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- (8) With respect to debt guarantee for Kilimanjaro Container Carriers S.A., allowance for loss on guarantees of ¥9,066 million was recorded.
- (9) Sales of fixed assets were related to ownership interest in land and buildings in Minato-ku, Tokyo. In addition, sales prices are determined based on appraisal values furnished by external real estate appraisers, subsequent to consultation the relevant parties.
2. Consumption taxes are not included in transacted amount.
3. Lease receivables shown include lease receivables scheduled to be paid within one year.

### **Per-share Information**

- |                         |           |
|-------------------------|-----------|
| 1. Net assets per share | ¥1,643.76 |
| 2. Net income per share | ¥132.05   |

### **Major Subsequent Event**

There are no significant events to be disclosed.

### **Other Notes**

Figures less than one million yen are rounded down to the nearest million.