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(Securities Code: 2607)
June 3, 2016

To Shareholders with Voting Rights:

Hiroshi Shimizu
President and CEO
FUJI OIL HOLDINGS INC.
1 Sumiyoshi-cho, Izumisano-shi,
Osaka, Japan

NOTICE OF THE 88TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We would like to express our deepest sympathies to those afflicted by the 2016 Kumamoto Earthquakes.

You are cordially invited to attend the 88th Ordinary General Meeting of Shareholders of FUJI OIL HOLDINGS INC. (the “Company”). The Meeting will be held as described below.

If you are unable to attend the Meeting, you may exercise your voting rights in writing or by electromagnetic means such as the Internet. Please review the accompanying Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:40 p.m. on Wednesday, June 22, 2016.

1. **Date and Time:** Thursday, June 23, 2016 at 10:00 a.m.
2. **Venue:** RICC Hall, 6th floor of STAR GATE HOTEL KANSAI AIRPORT
1 Rinkuoraikita, Izumisano-shi, Osaka, Japan
3. **Agenda of the Meeting:**
 1. Business Report, Consolidated Financial Statements for the 88th Fiscal Term (from April 1, 2015 to March 31, 2016) and results of audits by the Accounting Auditor and the Audit and Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the 88th Fiscal Term (from April 1, 2015 to March 31, 2016)

Proposals to be resolved:

Proposal No. 1:	Distribution of Surplus
Proposal No. 2:	Election of Ten (10) Directors
Proposal No. 3:	Election of Two (2) Audit and Supervisory Board Members
Proposal No. 4:	Election of One (1) Substitute Audit and Supervisory Board Member

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- From this year, we will no longer offer food and drinks (samples of the Group's products, etc.) at the social gathering for shareholders held after the General Meeting of Shareholders, giving careful consideration to the safety of shareholders in line with the crowded conditions in the recent years. We would truly appreciate your understanding for this matter.
 - When attending the Meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk of the venue on the day of the Meeting. Also, please bring this Notice as reference documents for the Meeting.
 - As for the documents attached to the Notice of the 88th Ordinary General Meeting of Shareholders, "Notes to Consolidated Financial Statements" and "Notes to Non-Consolidated Financial Statements" are posted on the internet website of the Company (<http://www.fujioilholdings.com>) in accordance with laws and regulations as well as the provisions of Article 13 of the Company's Articles of Incorporation, and therefore are not provided in the documents attached to the Notice of the 88th Ordinary General Meeting of Shareholders. The documents attached to the Notice of the 88th Ordinary General Meeting of Shareholders and the documents posted on the internet website of the Company were subject to auditing for the preparation of the audit report by the Audit and Supervisory Board Members and the accounting audit report by the Accounting Auditor.
 - If any revisions are made to the Reference Documents for the General Meeting of Shareholders, Business Report, the Consolidated Financial Statements and Non-consolidated Financial Statements, they will be posted on the Company's website (<http://www.fujioilholdings.com>).

Information on Exercising Voting Rights

1. Exercise of Voting Rights in Writing

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by the Administrator of Register of Shareholders of the Company no later than 5:40 p.m., Wednesday, June 22, 2016.

2. Exercise of Voting Rights via the Internet

If you prefer to exercise your voting rights via the Internet, please accept the following conditions before exercising your rights.

- 1) You may exercise your voting rights via the Internet only by accessing the following website designated by the Company. You may also access the website via the Internet on your mobile phone.

URL of Website for Exercising Voting Rights: <http://www.web54.net>

- 2) If exercising your voting rights via the Internet, please login to the website using the voting rights exercise code and password printed on the enclosed Voting Rights Exercise Form, and follow the instructions on the screen to enter your vote.
- 3) The deadline for exercising your voting rights via the Internet is 5:40 p.m., Wednesday, June 22, 2016. However, you are kindly asked to exercise your voting rights at the earliest opportunity in order to facilitate the counting of votes.
- 4) If you exercise your voting rights both in writing and via the Internet, the vote via the Internet shall be deemed to be valid.
- 5) If you exercise your voting rights more than once via the Internet or redundantly by personal computer and mobile phone, the last vote shall be deemed to be valid.
- 6) Any connection fees payable to the providers or communication fees payable to the telecommunication carriers (including telephone charges) in accessing the website for exercising voting rights shall be borne by the shareholders.

System Requirements for Exercising Voting Rights via the Internet

In order to access the website for exercising voting rights, the following system environment is required.

- 1) Accessible to the Internet.
- 2) If you are to exercise your voting rights using a personal computer, Microsoft® Internet Explorer 6.0 or later version and hardware environment for the use of the above Internet browsers are required.
- 3) If you are to exercise your voting rights by mobile phone, a model having a function of 128-bit SSL communication (encrypted communication) is required. (Certain mobile phone models without the function of 128-bit SSL communication cannot be used, as the website only accepts mobile phones that have security encryption for ensuring security.)

(Microsoft® is a registered trademark of U.S. Microsoft Corporation in the U.S. and other countries.)

Inquiries on Exercising Voting Rights via the Internet

If you have any questions about the procedures for exercising your voting rights via the Internet, please contact:

Administrator of Register of Shareholders: Stock Transfer Agency Business Planning Dept. of
Sumitomo Mitsui Trust Bank, Limited

Direct Line: ☎ 0120-652-031 (9:00 a.m. – 9:00 p.m.)

Inquiries other than those involving the exercise of voting rights:

☎ 0120-782-031 (9:00 a.m. – 5:00 p.m. on weekdays)

3. Platform for Exercise of Voting Rights by Institutional Investors

Nominee shareholders such as trust banks acting as administrator (including standing proxies) may use the electronic voting platform operated by ICJ Inc., a joint venture established by Tokyo Stock Exchange, Inc., etc. as an electromagnetic means to exercise their voting rights at the General Meeting of Shareholders of the Company, in addition to the exercise of voting rights via the Internet mentioned above, if they apply in advance for the use of the electronic voting platform.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Distribution of Surplus

Based on the policy of targeting a dividend payout ratio of 30%, the Company has positioned maintaining internal reserves necessary for future business development in the sustainable growth process while paying out stable dividends as its important shareholder return policy. Additionally, the Company considers ROE (Return on Equity) to be a key management indicator and has been engaged in business activities targeting an ROE of 8% or above in FY2017. In an effort to proactively return its profits to shareholders, the Company proposes to distribute year-end dividends for the 88th Fiscal Term, as detailed below.

- (1) Type of dividend property
Cash
- (2) Matters concerning the allotment of dividend property and the total amount thereof
18 yen per share of common stock of the Company
Total amount of dividends: 1,547,267,184 yen
- (3) Effective date of the dividends from surplus
June 24, 2016

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

The terms of office of all ten (10) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes to elect ten (10) Directors. The candidates for Directors are as follows.

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company	Number of shares of the Company held
1	<p>Hiroshi Shimizu (July 1, 1953)</p> <p>Reelected</p> <p>Attendance at the Board of Directors meetings: 17/17 (100%)</p> <p>Years of service (at the conclusion of the Meeting): 12 years and 0 month</p>	<p>Apr. 1977 Joined the Company</p> <p>Oct. 1994 Head of Development Office, Retail Business Department, Soy Protein Sales Division</p> <p>Oct. 1999 General Manager of New Ingredients Business Department and General Manager of New Ingredients Sales Department</p> <p>Jul. 2001 General Manager of Specialty & Functional Food Ingredients Business Department</p> <p>Jun. 2004 Director</p> <p>Apr. 2006 Chairman & President of Fuji Oil (Zhang Jia Gang) Co., Ltd.</p> <p>Chairman & President of Fuji Oil (Zhang Jia Gang Free Trade Zone) Co., Ltd.</p> <p>Dec. 2007 Vice Chairman & President of Fuji Oil (Beijing) Technology Trading Co., Ltd.</p> <p>Apr. 2009 Managing Director</p> <p>Apr. 2012 Senior Managing Director of the Company</p> <p>Apr. 2013 President and CEO (to present)</p> <p>[Responsibilities] Chief Executive Officer (CEO), Chief Marketing Officer (CMO)</p>	25,300 shares

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company	Number of shares of the Company held
1	(continued from previous page)	<p>[Reason for nomination as a candidate for Director] Mr. Hiroshi Shimizu was appointed Director in June 2004 and has acted as President and CEO since April 2013. During the transition to a pure holding company in October 2015, he directed the reform of management system and constructed the foundation for realizing the improvement of corporate value by sustainable growth of the Group, through transferring authority to regional headquarters and strengthening overall governance functions in the Group.</p> <p>The Company expects Mr. Shimizu to be able to further contribute to the improvement of corporate value of the Group based on his experience and the reasons listed above, etc., and therefore, it continues to nominate him as a candidate for Director.</p>	

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company	Number of shares of the Company held
2	<p>Mitsugu Kuno (August 5, 1951)</p> <p>Reelected</p> <p>Attendance at the Board of Directors meetings: 17/17 (100%)</p> <p>Years of service (at the conclusion of the Meeting): 5 years and 0 month</p>	<p>Mar. 2010 Left ITOCHU Corporation Apr. 2010 Joined the Company Managing Executive Officer Apr. 2011 Responsible for Special Mission of Corporate Planning Division Jun. 2011 Director Apr. 2012 Managing Director, General Managing Officer of Corporate Planning Division of the Company Chairman of Fuji Oil (Zhang Jia Gang) Co., Ltd. Apr. 2014 Director, Managing Executive Officer of the Company Apr. 2015 Director, Senior Managing Executive Officer Oct. 2015 Chief Strategy Officer (CSO) Apr. 2016 Executive Vice President (to present)</p> <p>[Responsibilities] Corporate Governance</p> <hr/> <p>[Reason for nomination as a candidate for Director] Mr. Mitsugu Kuno was appointed Director in June 2011. After having worked as a strategy officer on important projects focusing on overseas projects in the Group, he has acted as Chief Strategy Officer since October 2015 when the Company made the transition to a pure holding company structure. He has worked as Executive Vice President in charge of Corporate Governance since April 2016. The Company expects Mr. Kuno to be able to further contribute to the improvement of corporate value of the Group based on his experience and the reasons listed above, etc., and therefore, it continues to nominate him as a candidate for Director.</p>	18,700 shares

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company	Number of shares of the Company held
3	<p>Tomoyuki Yoshida (March 4, 1953)</p> <p>Reelected</p> <p>Attendance at the Board of Directors meetings: 16/17 (94%)</p> <p>Years of service (at the conclusion of the Meeting): 2 years and 0 month</p> <p>*His years of service as Director totaled 4 years and 9 months.</p>	<p>Apr. 1977 Joined the Company</p> <p>Aug. 2003 President of FUJI VEGETABLE OIL, INC.</p> <p>Jul. 2008 Executive Officer of the Company</p> <p>Jun. 2010 Director</p> <p>Apr. 2012 Head of Oils & Fats, Processed Foods Overseas Department I, Oils & Fats, Processed Foods Company President of FUJI OIL ASIA PTE. LTD.</p> <p>Mar. 2013 Resigned from Director of the Company</p> <p>Apr. 2013 Senior Executive Officer, Head of Asia Regional Management Office, Overseas Business Division of the Company President of FUJI OIL ASIA PTE. LTD.</p> <p>Jun. 2014 Director, Managing Executive Officer</p> <p>Apr. 2015 Director, Senior Managing Executive Officer Chairman of Fuji Oil (Shanghai) Management Co., Ltd.</p> <p>Apr. 2016 Executive Vice President (to present)</p> <p>[Responsibilities] Overseas Projects</p> <p>[Reason for nomination as a candidate for Director] Mr. Tomoyuki Yoshida was appointed Director in June 2010. After having experience as President in an important overseas headquarters of the Group, he has worked as Executive Vice President in charge of Overseas Projects since April 2016. The Company expects Mr. Yoshida to be able to further contribute to the improvement of corporate value of the Group based on his experience and the reasons listed above, etc., and therefore, it continues to nominate him as a candidate for Director.</p>	23,600 shares

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company	Number of shares of the Company held
4	<p>Hirokazu Maeda (January 25, 1955)</p> <p>Reelected</p> <p>Attendance at the Board of Directors meetings: 17/17 (100%)</p> <p>Years of service (at the conclusion of the Meeting): 9 years and 0 month</p>	<p>Apr. 1983 Joined the Company</p> <p>Oct. 1995 Head of Laboratory I, Central Research Institute</p> <p>Oct. 1999 Vice General Manager of New Ingredients Operation Department Head of New Ingredients Development Office</p> <p>Apr. 2002 Head of Development Laboratories for New Ingredients Head of Tsukuba Research and Development Center</p> <p>Apr. 2005 General Managing Officer of Research & Development Division</p> <p>Jul. 2005 Executive Officer</p> <p>Apr. 2006 Head of Corporate Planning Office</p> <p>Jun. 2007 Director</p> <p>Apr. 2011 Managing Director of the Company</p> <p>Apr. 2013 Director, Managing Executive Officer (to present)</p> <p>Oct. 2015 Chief Technology Officer (CTO) (to present)</p> <p>[Responsibilities] Chief Technology Officer (CTO), Head of Tsukuba Research and Development Center</p> <hr/> <p>[Reason for nomination as a candidate for Director] Mr. Hirokazu Maeda was appointed Director in June 2007. After having served as a top manager mainly in the field of research and development, he has worked as Chief Technology Officer since October 2015 when the Company made the transition to a pure holding company structure. The Company expects Mr. Maeda to be able to further contribute to the improvement of corporate value of the Group based on his experience and the reasons listed above, etc., and therefore, it continues to nominate him as a candidate for Director.</p>	29,800 shares

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company	Number of shares of the Company held
5	<p>Makoto Kobayashi (July 5, 1953)</p> <p>Reelected</p> <p>Attendance at the Board of Directors meetings: 17/17 (100%)</p> <p>Years of service (at the conclusion of the Meeting): 9 years and 0 month</p>	<p>Apr. 1977 Joined the Company</p> <p>Jul. 1996 Head of Tsukuba Development Office II, Development Laboratories for Application</p> <p>Apr. 2002 General Manager of Confectionery and Baking Ingredient Department II</p> <p>Apr. 2006 General Managing Officer of Research & Development Division</p> <p>Jul. 2006 Executive Officer</p> <p>Jun. 2007 Director</p> <p>Apr. 2008 General Managing Officer of Research Division Head of Fundamental Technology Research Institute, Research Division Head of Tsukuba Research and Development Center</p> <p>Apr. 2012 Vice Managing Director of Soy Protein, Processed Foods Company Head of Overseas Soy Protein, Processed Foods Department, Soy Protein, Processed Foods Company</p> <p>Apr. 2013 Director, Executive Officer</p> <p>Apr. 2014 Director, Managing Executive Officer (to present)</p> <p>Oct. 2015 Director of FUJI OIL CO., LTD. (to present)</p> <p>[Responsibilities] Delicious and Healthy Foods Creation</p> <p>[Major concurrent position] Director of FUJI OIL CO., LTD.</p>	25,500 shares

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company	Number of shares of the Company held
5	(continued from previous page)	<p>[Reason for nomination as a candidate for Director] Mr. Makoto Kobayashi was appointed Director in June 2007, and he served as a manager mainly in the field of research and development, and in other fields such as human resources and general affairs as well as production control. He has worked in charge of Delicious and Healthy Foods Creation since April 2016.</p> <p>The Company expects Mr. Kobayashi to be able to further contribute to the improvement of corporate value of the Group based on his experience and the reasons listed above, etc., and therefore, it continues to nominate him as a candidate for Director.</p>	

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company	Number of shares of the Company held
6	<p>Minoru Kimoto (November 30, 1952)</p> <p>Reelected</p> <p>Attendance at the Board of Directors meetings: 17/17 (100%)</p> <p>Years of service (at the conclusion of the Meeting): 3 years and 0 month</p>	<p>May 1983 Joined the Company</p> <p>Apr. 2005 Vice General Manager of Confectionery and Baking Ingredients Operation Department</p> <p>Jul. 2009 Executive Officer</p> <p>Apr. 2011 Head of Soy Protein, Processed Foods Department, Soy Protein, Processed Foods Company</p> <p>Apr. 2012 Managing Executive Officer</p> <p>Apr. 2013 Senior Executive Officer, General Manager of Soy Protein, Processed Foods Department, Operation Division</p> <p>Jun. 2013 Director</p> <p>Jul. 2013 Director, Executive Officer</p> <p>Apr. 2014 Director, Managing Executive Officer (to present) General Managing Officer of Operation Division</p> <p>Oct. 2015 President and CEO of FUJI OIL CO., LTD. (to present)</p> <p>[Major concurrent position] President and CEO of FUJI OIL CO., LTD.</p> <hr/> <p>[Reason for nomination as a candidate for Director] Mr. Minoru Kimoto was appointed Director in June 2013, and he served as General Managing Officer of Operation Division and in other positions. He has concurrently served as President and CEO of FUJI OIL CO., LTD. which is a Japanese regional headquarters established when the Company made the transition to a pure holding company structure in October 2015. The Company expects Mr. Kimoto to be able to further contribute to the improvement of corporate value of the Group based on his experience and the reasons listed above, etc., and therefore, it continues to nominate him as a candidate for Director.</p>	13,500 shares

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company	Number of shares of the Company held
7	<p>Mikio Sakai (October 6, 1959)</p> <p>Reelected</p> <p>Attendance at the Board of Directors meetings: 13/13 (100%)</p> <p>Years of service (at the conclusion of the Meeting): 1 year and 0 month</p> <p>*This refers to attendance after his assumption of office as Director</p>	<p>Apr. 1983 Joined the Company</p> <p>Apr. 2001 Head of Management Office, Soya Farm Division</p> <p>Apr. 2002 General Manager of Soya Farm Sales Department, Soya Farm Division</p> <p>Oct. 2004 General Manager of Specialty & Functional Food Ingredients Sales Department, Specialty & Functional Food Ingredients Business Division</p> <p>Apr. 2009 Chairman & President of Fuji Oil (Beijing) Technology Trading Co., Ltd.</p> <p>Apr. 2010 Chairman & President of Fuji Oil (Zhang Jia Gang) Co., Ltd.</p> <p>Chairman & President of Fuji Oil (Zhang Jia Gang Free Trade Zone) Co., Ltd.</p> <p>Jun. 2012 President of FUJI VEGETABLE OIL INC.</p> <p>Apr. 2013 Executive Officer of the Company</p> <p>Jun. 2015 Director, Executive Officer</p> <p>Apr. 2016 Director, Managing Executive Officer (to present) Chief Strategy Officer (CSO) (to present)</p> <p>[Responsibilities] Chief Strategy Officer (CSO)</p> <hr/> <p>[Reason for nomination as a candidate for Director] Mr. Mikio Sakai has experience as President of important subsidiaries of the Group in regions such as China and America and was appointed Director in June 2015. He has worked as Chief Strategy Officer since April 2016.</p> <p>The Company expects Mr. Sakai to be able to further contribute to the improvement of corporate value of the Group based on his experience and the reasons listed above, etc., and therefore, it continues to nominate him as a candidate for Director.</p>	7,700 shares

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company	Number of shares of the Company held
8	<p>Tomoki Matsumoto (December 20, 1960)</p> <p>Reelected</p> <p>Attendance at the Board of Directors meetings: 13/13 (100%)</p> <p>Years of service (at the conclusion of the Meeting): 1 year and 0 month</p> <p>*This refers to attendance after his assumption of office as Director.</p>	<p>Apr. 1985 Joined the Company</p> <p>Apr. 2008 Head of Planning Office, Corporate Planning Department</p> <p>Oct. 2010 General Manager of Corporate Planning Department, Corporate Planning Division</p> <p>Apr. 2013 Executive Officer</p> <p>Jun. 2015 Director, Executive Officer</p> <p>Oct. 2015 Chief Financial Officer (CFO) (to present)</p> <p>Apr. 2016 Director, Managing Executive Officer (to present)</p> <p>[Responsibilities] Chief Financial Officer (CFO)</p> <hr/> <p>[Reason for nomination as a candidate for Director] Mr. Tomoki Matsumoto has a wealth of business experience mainly in finance, accounting and corporate planning and he was appointed Director in June 2015. He has worked as Chief Financial Officer and in charge of risk compliance and information disclosure since October 2015 when the Company made the transition to a pure holding company structure. The Company expects Mr. Matsumoto to be able to further contribute to the improvement of corporate value of the Group based on his experience and the reasons listed above, etc., and therefore, it continues to nominate him as a candidate for Director.</p>	4,800 shares

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company	Number of shares of the Company held
9	<p data-bbox="326 599 538 690">Kazuhiro Mishina (September 23, 1959)</p> <p data-bbox="360 727 503 850">Reelected Outside Independent Director</p> <p data-bbox="326 888 538 1011">Attendance at the Board of Directors meetings: 17/17 (100%)</p> <p data-bbox="317 1048 546 1171">Years of service (at the conclusion of the Meeting): 3 years and 0 month</p>	<p data-bbox="573 394 1236 423">Sep. 1989 Assistant Professor at Harvard Business School</p> <p data-bbox="573 432 1251 522">Oct. 1995 Assistant Professor at Center for Investigation of Advanced Science and Technology, Japan Advanced Institute of Science and Technology</p> <p data-bbox="573 531 1260 621">Apr. 1997 Assistant Professor at School of Knowledge Science, Japan Advanced Institute of Science and Technology</p> <p data-bbox="573 630 1277 684">Oct. 2002 Assistant Professor at Graduate School of Business Administration, Kobe University</p> <p data-bbox="573 693 1205 748">Oct. 2004 Professor at Graduate School of Business Administration, Kobe University (to present)</p> <p data-bbox="573 756 1103 811">Jun. 2012 Independent Director of NICHIREI CORPORATION (to present)</p> <p data-bbox="573 819 1210 848">Jun. 2013 Outside Director of the Company (to present)</p> <p data-bbox="573 857 894 886">[Major concurrent positions]</p> <p data-bbox="573 894 1287 949">Professor at Graduate School of Business Administration, Kobe University</p> <p data-bbox="573 958 1176 987">Independent Director of NICHIREI CORPORATION</p> <hr/> <p data-bbox="573 995 1245 1023">[Reason for nomination as a candidate for Outside Director]</p> <p data-bbox="573 1031 1291 1122">Mr. Kazuhiro Mishina has been an academic who has years of experience in the forefront of corporate economic research such as corporate strategies and theory of corporate managers.</p> <p data-bbox="573 1130 1291 1253">He has not directly engaged in corporate management, but he works as an Outside Director at multiple companies and has highly specialized knowledge along with a wealth of experience.</p> <p data-bbox="573 1262 1291 1385">The Board of Directors of the Company expects Mr. Mishina to be able to properly execute duties as Outside Director due to the above mentioned reasons, and therefore, it has decided to nominate him as a candidate for Outside Director.</p>	0 shares

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company	Number of shares of the Company held
9	(continued from previous page)	<p>[Matters concerning independence]</p> <p>The Company has designated Mr. Kazuhiro Mishina as independent director/auditor under the provisions of the Tokyo Stock Exchange, and has notified the Tokyo Stock Exchange to that effect. In the event that Mr. Mishina is reelected, he will continue to serve as independent director/auditor.</p>	

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company (major concurrent positions)	Number of shares of the Company held
10	<p>Noriko Taji (September 29, 1964)</p> <p>Reelected Outside Independent Director</p> <p>Attendance at the Board of Directors meetings: 13/13 (100%)</p> <p>Years of service (at the conclusion of the Meeting): 1 year and 0 month</p> <p>*This refers to attendance after her assumption of office as Director.</p>	<p>Apr. 2002 Full-time Lecturer at Department of Information Science, School of Information Science, Meisei University</p> <p>Apr. 2006 Associate Professor at Faculty of Business Administration and Graduate School of Business Administration, Hosei University</p> <p>Apr. 2008 Professor at Faculty of Business Administration and Graduate School of Business Administration, Hosei University (to present)</p> <p>Jun. 2015 Outside Director of the Company (to present)</p> <p>[Major concurrent positions] Professor at Faculty of Business Administration and Graduate School of Business Administration, Hosei University</p> <p>[Reason for nomination as a candidate for Outside Director] Ms. Noriko Taji has been an academic who has years of experience in the forefront of research in multiple specialized areas which are necessary in corporate management such as business models and corporate practices, innovation management in Japanese companies, management of start-ups, product development and global marketing. She has not directly engaged in corporate management, but she has an advanced level of academic experience along with work experience at companies. The Board of Directors of the Company expects Ms. Taji to be able to properly execute duties as Outside Director due to the above mentioned reasons, and therefore, it has decided to nominate her as a candidate for Outside Director.</p>	0 shares

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company (major concurrent positions)	Number of shares of the Company held
10	(continued from previous page)	[Matters concerning independence] The Company has designated Ms. Noriko Taji as independent director/auditor under the provisions of the Tokyo Stock Exchange, and has notified the Tokyo Stock Exchange to that effect. In the event that Ms. Taji is reelected, she will continue to serve as independent director/auditor.	

[Matters of special mention concerning candidates for Director]

■Policies and processes for selecting candidates for Director

Based on the “Fuji Oil Group Management Philosophy,” the Company has a policy to select as Director candidates people who embody those values at a high level, possess rich real-world experience and great ability, are insightful, and can be expected to contribute to the further development of the Group. In accordance with this policy, after receiving a report from the Nomination and Compensation Advisory Committee, the Board of Directors determined such candidates.

■Special interests with the Company

There are no special interests between the candidates and the Company.

■Matters concerning candidates for Outside Director

Of the candidates for Director, Mr. Kazuhiro Mishina and Ms. Noriko Taji are candidates for Outside Director of the Company.

■Outline of limited liability agreement with candidates for Outside Director

The Company has entered into limited liability agreements with Mr. Kazuhiro Mishina and Ms. Noriko Taji, Outside Directors. If their election is approved, the Company intends to extend the limited liability agreements with them. The outline of the limited liability agreement with Outside Director is as follows. The limit of liability for damages is the minimum amount of liability set forth in Article 425, Paragraph 1 of the Companies Act, when the Outside Director performs his or her duties in good faith and without gross negligence.

Proposal No. 3: Election of Two (2) Audit and Supervisory Board Members

At the conclusion of this General Meeting of Shareholders, the term of office of Audit and Supervisory Board Member Mr. Hiroshi Iwasa will expire and Mr. Masahiko Ena will resign. Accordingly, the Company proposes to elect two (2) Audit and Supervisory Board Members.

The consent of the Audit and Supervisory Board has been obtained with respect to this proposal. The candidates for Audit and Supervisory Board Members are as follows. The terms of office of the newly-elected Audit and Supervisory Board Members shall be until the conclusion of the Ordinary General Meeting of Shareholders with respect to the last business year ending within four (4) years from their election.

No.	Name (Date of birth)	Past experience, positions in the Company	Number of shares of the Company held
1	Hiroshi Kumabe (October 23, 1956) Newly elected	Apr. 1981 Joined the Company Oct. 1995 Head of Management Office, Soy Protein Food Products Division Feb. 2005 Vice President of Tianjin Fuji Protein Co., Ltd. Apr. 2009 Director & Vice President of Tianjin Fuji Protein Co., Ltd. Apr. 2010 General Manager of CSR & Corporate Communication Department, Corporate Planning Division Apr. 2015 Leader of IR & Corporate Communication Group Jun. 2016 Senior Manager of IR & Corporate Communication Group (to present)	5,000 shares

No.	Name (Date of birth)	Past experience, positions in the Company	Number of shares of the Company held
1	(continued from previous page)	<p>[Reason for nomination as a candidate for Audit and Supervisory Board Member]</p> <p>After having experience in the finance sector at the Company, Mr. Hiroshi Kumabe served as Head of Management Office, Soy Protein Food Products Division, and experienced special projects and management of subsidiaries in China related to soy protein operations. He has insight in finance and accounting and a number of years' experience in business.</p> <p>The Board of Directors of the Company, after sufficient consideration of factors such as specialized knowledge and experience necessary for audit, has decided to nominate him as a candidate for Audit and Supervisory Board Member due to the above mentioned reasons.</p>	

No.	Name (Date of birth)	Past experience, positions in the Company	Number of shares of the Company held
2	<p data-bbox="338 790 522 850">Koichi Kusao (March 7, 1960)</p> <p data-bbox="315 889 548 978">Newly elected Outside Independent Auditor</p>	<p data-bbox="572 394 1060 457">Apr. 1990 Registered as a lawyer Joined Daiichi Law Office, P.C.</p> <p data-bbox="572 466 1260 526">Mar. 2008 Outside Audit and Supervisory Board Member of KAZOKUTEI CO., LTD.</p> <p data-bbox="572 534 1197 594">Jun. 2011 Outside Corporate Auditor of Daito Chemix Corporation (to present)</p> <p data-bbox="572 602 1043 620">Oct. 2012 Established Kusao Law Office</p> <p data-bbox="572 654 1270 713">Apr. 2015 Specially Appointed Professor of Graduate School of Law, Osaka City University</p> <p data-bbox="572 722 1214 813">[Major concurrent positions] Lawyer of Kusao Law Office Outside Corporate Auditor of Daito Chemix Corporation</p> <p data-bbox="572 821 1253 881">[Reason for nomination as a candidate for Outside Audit and Supervisory Board Member]</p> <p data-bbox="572 889 1282 1017">Mr. Koichi Kusao is a corporate law specialist with specialized knowledge as a lawyer. He works as an outside auditor at multiple companies and has a wealth of experience as well as an advanced level of insight.</p> <p data-bbox="572 1026 1270 1180">The Board of Directors of the Company expects Mr. Kusao to be able to properly execute duties as Outside Audit and Supervisory Board Member due to the above mentioned reasons, and therefore, it has decided to nominate him as a candidate for Outside Audit and Supervisory Board Member.</p> <p data-bbox="572 1188 966 1222">[Matters concerning independence]</p> <p data-bbox="572 1231 1214 1376">When he is elected and assumes the office as Audit and Supervisory Board Member, the Company will notify the Tokyo Stock Exchange of his designation as independent director/auditor under the provisions of the Tokyo Stock Exchange.</p>	0 shares

No.	Name (Date of birth)	Past experience, positions in the Company	Number of shares of the Company held
2	(continued from previous page)	[Matters concerning a candidate for Outside Audit and Supervisory Board Member] Mr. Koichi Kusao is a candidate for Outside Audit and Supervisory Board Member.	

[Matters of special mention concerning candidates for Audit and Supervisory Board Member]

■Outline of limited liability agreement with candidates for Audit and Supervisory Board Member

If the election of Mr. Hiroshi Kumabe and Mr. Koichi Kusao is approved, and they assume the office of Audit and Supervisory Board Member, the Company intends to enter into limited liability agreements with them. The outline of the limited liability agreement with Audit and Supervisory Board Member is as follows. The limit of liability for damages is the minimum amount of liability set forth in Article 425, Paragraph 1 of the Companies Act, when the Audit and Supervisory Board Member performs his or her duties in good faith and without gross negligence.

■Special interests with the Company

There are no special interests between the candidates for Audit and Supervisory Board Member and the Company.

Proposal No. 4: Election of One (1) Substitute Audit and Supervisory Board Member

To prepare for the contingency that the number of Outside Audit and Supervisory Board Members falls below the number of Audit and Supervisory Board Members stipulated by laws and regulations, the Company proposes to elect one (1) Substitute Audit and Supervisory Board Member. The appointment of a Substitute Outside Audit and Supervisory Board Member shall be conditional upon the number of Outside Audit and Supervisory Board Members falling below the number of Audit and Supervisory Board Members stipulated by laws and regulations, and the resolution of this proposal shall be effective until the opening of the first Ordinary General Meeting of Shareholders to be held after this resolution. However, the effectiveness of the election under this proposal may be cancelled by the resolution of the Board of Directors, provided such cancellation is made prior to the assumption of office and with the consent of the Audit and Supervisory Board. The consent of the Audit and Supervisory Board has been obtained with respect to this proposal. The candidate for Substitute Audit and Supervisory Board Member is as follows.

Name (Date of birth)	Past experience, positions in the Company	Number of shares of the Company held
<p>Tadashi Fukuda (March 4, 1953)</p> <p>Newly elected Outside Independent Auditor</p>	<p>Apr. 1986 Registered as a lawyer Joined Daiichi Law Office (current Daiichi Law Office, P.C.)</p> <p>Jun. 2000 Outside Corporate Auditor of SHINYEI KAISHA</p> <p>Jun. 2015 Outside Director of SHINYEI KAISHA (to present) Outside Auditor of EXEDY Corporation (to present)</p> <p>[Major concurrent positions] Representative Partner of Daiichi Law Office, P.C. Outside Director of SHINYEI KAISHA Outside Auditor of EXEDY Corporation</p>	<p>0 shares</p>

Name (Date of birth)	Past experience, positions in the Company	Number of shares of the Company held
(continued from previous page)	<p>[Reason for nomination as a candidate for Substitute Outside Audit and Supervisory Board Member]</p> <p>Mr. Tadashi Fukuda is a corporate law specialist with specialized knowledge as a lawyer. He works as an outside director and outside auditor at multiple companies and has a wealth of experience as well as an advanced level of insight. The Board of Directors of the Company expects Mr. Fukuda to be able to properly execute duties as Outside Audit and Supervisory Board Member due to the above mentioned reasons, and therefore, it has decided to nominate him as a candidate for Substitute Outside Audit and Supervisory Board Member.</p>	

■Matters concerning independence

In the event that Mr. Tadashi Fukuda assumes the office of Outside Audit and Supervisory Board Member, the Company intends to designate Mr. Tadashi Fukuda as independent director/auditor under the provisions of the Tokyo Stock Exchange, and notify the Tokyo Stock Exchange to that effect.

■Special interests with the Company

There are no special interests between Mr. Tadashi Fukuda and the Company.

[Matters of special mention concerning candidate for Substitute Audit and Supervisory Board Member]

■Matters concerning a candidate for Substitute Outside Audit and Supervisory Board Member

Mr. Tadashi Fukuda is a candidate for Substitute Outside Audit and Supervisory Board Member.

■Outline of limited liability agreement with a candidate for Substitute Outside Audit and Supervisory Board Member

In the event that Mr. Tadashi Fukuda is elected as Substitute Outside Audit and Supervisory Board Member by approval and resolution of this proposal; and when the number of Outside Audit & Supervisory Board Members falls below the number of Audit and Supervisory Board Members stipulated by law and Mr. Fukuda assumes the position of Outside Audit and Supervisory Board Member, the Company intends to enter into a limited liability agreement with him. The outline of the limited liability agreement with Outside Audit and Supervisory Board Member is as follows. The limit of liability for damages is the minimum amount of liability set forth in Article 425, Paragraph 1 of the Companies Act, when the Outside Audit and Supervisory Board Member performs his or her duties in good faith and without gross negligence.