

Notice on Finalized Terms for Issuing Public Hybrid Bonds (Subordinated Bonds)

FUJI OIL HOLDINGS INC. hereby announces the finalization of terms for the public issuance of hybrid bonds (subordinated bonds; hereinafter "the bonds")^{*1} " The terms were finalized today, as detailed below.

(1) Bond Name	FUJI OIL HOLDINGS INC. 1 st Unsecured Bonds with Deferred Interest Payments and Premature Redemption (Subordinated)
(2) Amount to Issue	35 billion yen in cash
(3) Initial Interest Rate	0.78% annually ^{*2}
(4) Payment Due Date	June 13, 2019
(5) Redemption Date	June 11, 2049
(6) Premature Redemption	On June 13, 2024 and interest payment dates from June 13, 2024 onward, or after the payment due date, premature redemption may occur at the discretion of the Company in the event of the incidence or continuation of reasons associated with taxes or equity-related changes.
(7) Refinancing Restrictions	It is the intent of the Company that, in the event that the bonds are acquired through premature redemption or purchase (both referred to as "premature redemption, etc." hereinafter)—barring fund-raising through issuance of refunding securities in the amount required for refinancing (common stock, the bonds, or debt or securities approved by a credit rating agency as equity of a comparable or higher value) during the 12 months preceding the premature redemption, etc. or otherwise (unless the conditions for (i) or (ii) below are met in the event that the date of premature redemption, etc. occurs on or after June 13, 2024)—the Company shall not provide premature redemption, etc. At the end of the quarterly consolidated accounting period or the consolidated accounting year immediately prior to the date of premature redemption, etc.: (i) consolidated net debt to shareholders' equity ratio is equal to or below 0.52; (ii) the amount of consolidated shareholders' equity is equal to or above 195.2 billion yen (the amount of consolidated shareholders' equity as of March 31, 2019, plus the total bond payment). However, when premature redemption, etc. is provided on or after June 13, 2024, if the conditions for (i) above are met, an exemption shall apply to the total amount of the bonds for which premature redemption, etc. is provided as derived from the amount required for refinancing and multiplied by 50% of equity. If the amount of consolidated shareholders' equity immediately prior to the end of the consolidated accounting year or the quarterly consolidated accounting period exceeds 160.2 billion yen (the amount as of March 31, 2019), the amount of this exemption shall be the amount above 160.2 billion yen, multiplied by 50% of equity.
(8) Interest Payment Date	Every year on June 13 and December 13
(9) Optional Termination of Interest Payment	On an interest payment date, the Company may, at its discretion, carry over the payment of interest on the bonds in whole or in part.

Note: The purpose of this notice is to make a general announcement on the issuance of hybrid bonds (subordinated bonds) and is not in any way for the purpose of soliciting investment or for any similar purpose.

(10)	Order of Priority	The order of repayment of the bonds shall subordinate general debt and prioritize common stock.
(11)	Credit Rating	BBB+ (Rating and Investment Information, Inc.)
(12)	Equity	Class 3, equity 50% (Rating and Investment Information, Inc.)
(13)	Form of Issuance	Public, in Japan
(14)	Underwriters	Underwriting syndicate with joint lead underwriters comprising Daiwa Securities Co., Ltd., SMBC Nikko Securities Inc., Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. and Mizuho Securities Co., Ltd.
(15)	Transfer Agent	Japan Securities Depository Center, Incorporated
(16)	Fiscal Agent, Issuing Agent, Paying Agent	Mizuho Bank., Ltd.

*1. The bonds are debt and shall not be diluted by shares.

*2. Fixed interest rate from the day after June 13, 2019 to June 13, 2024; variable interest rate from the day after June 13, 2024 (interest rate shall step up on the day after June 13, 2024)

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