

THE FOLLOWING IS AN ENGLISH TRANSLATION PREPARED FOR THE CONVENIENCE OF THE SHAREHOLDERS AND INVESTORS. THE OFFICIAL TEXT IN JAPANESE OF THE NOTICE OF RESOLUTIONS OF THE 8TH ORDINARY GENERAL MEETING OF SHAREHOLDERS HAS BEEN MAILED TO THE RESPECTIVE SHAREHOLDERS. SHOULD THERE BE ANY INCONSISTENCY BETWEEN THE TRANSLATION AND THE OFFICIAL TEXT IN TERMS OF THE CONTENTS OF THE NOTICE, THE OFFICIAL TEXT SHALL PREVAIL.  
THE COMPANY ACCEPTS NO LIABILITY FOR ANY MISUNDERSTANDING CAUSED BY THE TRANSLATION FOR ANY REASON WHATSOEVER.

Securities Code: 5020  
June 27, 2018

Dear Shareholders,

Tsutomu Sugimori  
Representative Director, President  
JXTG Holdings, Inc.  
1-2, Otemachi 1-chome  
Chiyoda-ku, Tokyo, Japan

### **NOTICE OF RESOLUTIONS OF THE 8TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We would like to express our sincere gratitude for your continuous support to JXTG Holdings, Inc., (the “Company”).

You are hereby notified that the following matters were reported and resolved at the 8th Ordinary General Meeting of Shareholders of the Company held today.

#### **Matters Reported:**

1. The business report, the consolidated financial statements, and the audit reports on the consolidated financial statements by the accounting auditor and the Board of Corporate Auditors, for the 8th fiscal term (from April 1, 2017 to March 31, 2018)
2. The non-consolidated financial statements for the 8th fiscal term (from April 1, 2017 to March 31, 2018)

The above two matters were reported.

#### **Matters Resolved:**

##### **Item 1: Appropriation of Surplus**

This item was approved and adopted as originally proposed, and it was resolved that the term-end dividend for the 8th fiscal term be 10 yen per share.

##### **Item 2: Partial Amendment to the Articles of Incorporation**

This item was approved and adopted as originally proposed.

##### **Item 3: Election of 13 Directors who are not Audit and Supervisory Committee Members**

This item was approved and adopted as originally proposed, and the following persons were reelected: Messrs. Yukio Uchida, Tsutomu Sugimori, Jun Mutoh, Junichi Kawada, Yasushi Onoda, Hiroji Adachi, Satoshi Taguchi, Katsuyuki Ota and Shigeru Oi, Ms. Hiroko Ota, and Messrs. Mutsutake Otsuka and Yoshiiku Miyata. Mr. Hiroshi Hosoi was newly elected. All of them assumed office.

Ms. Hiroko Ota, and Messrs. Mutsutake Otsuka and Yoshiiku Miyata are outside directors who are not Audit and Supervisory Committee Members.

**Item 4:** Election of Five (5) Directors who are Audit and Supervisory Committee Members

This item was approved and adopted as originally proposed, and the following persons were newly elected and assumed office: Messrs. Yuji Nakajima, Hitoshi Kato and Seiichi Kondo, Ms. Nobuko Takahashi, and Mr. Seiichiro Nishioka.

Mr. Seiichi Kondo, Ms. Nobuko Takahashi, and Mr. Seiichiro Nishioka are outside directors who are Audit and Supervisory Committee Members.

**Item 5:** Setting Maximum Amount of Remuneration for Directors who are not Audit and Supervisory Committee Members

This item was approved and adopted as originally proposed.

**Item 6:** Setting Maximum Amount of Remuneration for Directors who are Audit and Supervisory Committee Members

This item was approved and adopted as originally proposed.

**Item 7:** Establishing Share Remuneration Plan for Directors who are not Audit and Supervisory Committee Members, and Executive Officers

This item was approved and adopted as originally proposed.

End

<For reference>

The directors and executive officers of the Company from June 27, 2018, are as follows:

### 1. Directors who are not Audit and Supervisory Committee Members

Representative Director, Chairman of the Board		Yukio Uchida
Representative Director, President		Tsutomu Sugimori
Representative Director	Executive Vice President, Assistant to President, responsible for Finance & Investor Relations Dept.	Jun Mutoh
Director	Executive Vice President, Assistant to President, responsible for Internal Audit Dept.	Junichi Kawada
Director	Senior Vice President, responsible for Corporate Planning Dept., IT Planning & Development Dept., and Controller Dept.	Yasushi Onoda
Director	Senior Vice President, responsible for Internal Control Dept., Business Development Dept., Corporate Transformation Dept., and Human Resources Dept.	Hiroji Adachi
Director	Senior Vice President, responsible for Secretariat, General Administration Dept., Legal & Corporate Affairs Dept., Public Relations Dept., and Crisis Management Dept.	Satoshi Taguchi
Director (Part-time)	Representative Director, President of JXTG Nippon Oil & Energy Corporation	Katsuyuki Ota
Director (Part-time)	Representative Director, President and CEO of JX Nippon Oil & Gas Exploration Corporation	Hiroshi Hosoi
Director (Part-time)	President & Representative Director, Chief Executive Officer of JX Nippon Mining & Metals Corporation	Shigeru Oi
Outside Director		Hiroko Ota
Outside Director		Mutsutake Otsuka
Outside Director		Yoshiiku Miyata

## **2. Directors who are Audit and Supervisory Committee Members**

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

## **3. Executive Officers not Concurrently Serve as Directors**

Senior Vice President	General Manager, Finance & Investor Relations Dept.	Yoshiaki Ouchi
Executive Officer	General Manager, Corporate Planning Dept.	Masahiro Kawaji
Executive Officer	General Manager, Corporate Transformation Dept.	Yasunori Yazaki
Executive Officer	General Manager, General Administration Dept.	Itsuo Niwa
Executive Officer	General Manager, Business Development Dept.	Masatoshi Son