

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

March 6, 2014

To the Shareholders

Internet Disclosure  
of the 94th Ordinary General Meeting of Shareholders

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

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TonenGeneral Sekiyu K.K.

## Notes to Consolidated financial statements

### 1. Significant accounting policies

#### (1) Scope of consolidation

Number of consolidated subsidiaries: 6 companies

EMG Marketing G.K., Tonen Chemical Corporation, TGSB G.K., TonenGeneral Kaiun Y. K.,  
Chuo Sekiyu Hanbai K. K., NUC Corporation

On July 1, 2013, a consolidated subsidiary of TonenGeneral Sekiyu K.K. (the “Company”) acquired all of the shares of NUC Corporation held by Union Carbide Corporation. As a result, NUC Corporation has been excluded from the scope of the equity method and included in the scope of consolidation at the same date

#### (2) Application of equity method

##### a. Number of affiliates accounted for by the equity method: 6 companies

Shimizu LNG K. K., Kyokuto Petroleum Industries, Ltd., Kobe Standard Sekiyu K.K.,  
Nissei Sekiyu K.K., Standard Sekiyu Osaka Hatsubaisho Co., Japan Biofuels Supply LLP

On July 1, 2013, NUC Corporation has been excluded from the scope of equity method as referred to in “(1) Scope of consolidation”.

##### b. Name of major non-equity-method companies and reason equity method was not applied

###### 1) Name of major non-equity-method companies

Emori Sekiyu K. K., Kimura Sekiyu K.K., K.K. Marutaka Sekiyu

###### 2) Reason equity method was not applied

The affiliates above are not accounted for by the equity method because they do not have a material impact on net income (loss), retained earnings, etc. on a consolidated basis and the total amount as a whole does not have a material impact to the consolidated financial statements.

##### c. Notes to the procedures of applying equity method

Reasonable adjustments are made to the most recent available financial statements of companies accounted for by the equity method whose closing dates are not the same as the Company.

#### (3) Summary of accounting procedures

##### a. Valuation rules and methods for significant assets

###### 1) Securities

Other securities

###### - Securities with readily determinable fair values

Market value at the closing date (Valuation difference on available-for-sales securities is directly reflected in net assets, and cost of sales is calculated using the moving-average method)

###### - Securities without readily determinable fair values

The moving-average cost method

###### 2) Derivatives transactions

Market value at the closing date

- 3) Inventories  
Generally the lower of acquisition costs determined by the weighted average cost method or their net realizable value

b. Depreciation and amortization of significant noncurrent assets

- 1) Property, plant and equipment (excluding leased assets)

Generally the declining-balance method

The service life ranges by major assets are:

Buildings and structures: 10 to 50 years

Tanks: 10 to 25 years

Machinery, equipment and vehicles: 7 to 15 years

- 2) Intangible assets (excluding leased assets)

The straight-line method

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

- 3) Leased assets

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

c. Basis for significant provisions

- 1) Allowance for doubtful accounts

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

- 2) Provision for bonuses

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

- 3) Provision for retirement benefits

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

Actuarial differences are amortized into pension expenses beginning with the next period, using the declining-balance method over a period determined based on employees' average remaining service years (12 years). Prior service liabilities are amortized into pension expenses using the straight-line method over employees' average remaining service years (11.0 to 12.9 years).

- 4) Provision for directors' retirement benefits

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

5) Provision for repairs

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

d. Other important items for consolidated financial statements

1) Principal methods of hedge accounting

- Method of hedge accounting

Exceptional treatment permitting the effects of the interest rate swaps to be netted against the underlying interest expense of the loans payable subject to the swap agreement is adopted for the swap agreements that satisfy the requirements for exceptional treatment.

- Hedging instrument and hedged item

Hedging instrument: Interest rate swap

Hedged item: Interest on loans payable

- Hedging policy

Upon the completion of internal approval procedures prescribed by the Company, interest rate swaps are carried out to convert floating interest rates associated with certain loans payable to fixed interest rates.

- Method of evaluating hedge effectiveness

Hedge effectiveness of interest rate swaps is not evaluated because they are accounted for with exceptional treatment.

2) Amortization method and period of goodwill

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

3) Accounting method for consumption taxes

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

2. Consolidated balance sheet

(1) Mortgaged assets

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

Mortgaged assets	Balance sheet amounts (Million yen)	(Provided as plant mortgage) (Million yen)
Buildings and structures	3,222	(3,222)
Tanks	1,287	(1,287)
Machinery, equipment and vehicles	5,199	(5,199)
Land	12,203	(4,628)
Total	21,913	(14,338)
Mortgaged liabilities by security rights	Amounts (Million yen)	(Covered by plant mortgage) (Million yen)
Gasoline taxes payable	50,734	(14,338)

- (Note) 1. The balance sheet amounts of mortgaged assets include the mortgages provided as plant mortgage as shown in parentheses.  
2. The amounts of mortgaged liabilities include the liabilities covered by plant mortgages as shown in parentheses.

(2) Accumulated depreciation of property, plant and equipment 955,825 million yen

(3) Obligations for guarantees

a. Bank borrowing, etc.

Guarantees	Amounts
Japan Biofuels Supply LLP	2,016 million yen
Employees of the Company and consolidated subsidiaries	147 million yen
Total	2,163 million yen

b. Letters of credit

Guarantees	Amounts
Japan Biofuels Supply LLP	9,585 thousand USD (1,010 million yen)

c. Deferral of import consumption tax payment

Guarantees	Amounts
Japan Biofuels Supply LLP	179 million yen

(4) Financial covenants

The Company's syndicated bank loan of 135,000 million yen including amounts due within one year contains financial covenants which could cause the payment to be accelerated by notice from the majority lenders upon the failure of the Company to meet the stated conditions which vary by contracts. Major conditions are as follows:

- Consolidated total net assets as of each year-end shall be kept at 75% or more of the highest of the i) Consolidated total net assets as of June 30, 2012, ii) Consolidated total net assets as of previous year-end, and iii) 180 billion yen.
- Consolidated annual operating income (adjusted to exclude inventory gain or loss) shall not be negative for two consecutive annual periods beginning with consecutive 2012 and 2013 periods.

3. Consolidated statement of changes in net assets

(1) Class and number of shares issued as of December 31, 2013

Common stock 565,182,000 shares

(2) Dividends in the current period

Resolution	Class of shares	Total dividends (Million yen)	Dividend per share (Yen)	Record date	Effective date
Ordinary General Meeting of Shareholders held on March 26, 2013	Common stock	6,926	19.00	December 31, 2012	March 27, 2013
Board of Directors Meeting held on August 14, 2013	Common stock	6,923	19.00	June 30, 2013	September 12, 2013

(3) Planned resolution at Ordinary General Meeting of Shareholders on March 25, 2014

Planned resolution	Class of shares	Dividend resource	Total dividends (Million yen)	Dividend per share (Yen)	Record date	Effective date
Ordinary General Meeting of Shareholders held on March 25, 2014	Common stock	Retained earnings	6,922	19.00	December 31, 2013	March 26, 2014

4. Financial instruments

(1) Detail of financial instruments

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

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

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

Trade accounts payable outstanding are largely due within six months. Also trade accounts payable resulting from import transactions including crude oil import are exposed to the risk of foreign currency rate fluctuations but the risk has been mitigated through the use of forward exchange contracts.

Loans payable result from external loans with financial institutions including banks and the issuance of corporate bonds and commercial papers. The interest rate of such financing, except for fixed rate long-term loans payable and bonds payable, is in part determined with market reference rates and therefore the variable interest rate loans are exposed to the risk of interest fluctuations.

Derivative transactions are conducted mainly for foreign exchange contracts and interest rate swap transactions.

(2) Fair value of financial instruments

The balance sheet amounts and fair values and the difference as of December 31, 2013 thereof are shown below.

(Unit: Million yen)

	Amounts recorded in the consolidated balance sheet	Fair value	Difference
1) Cash and deposits	18,655	18,655	—
2) Note and accounts receivable-trade (*1)	277,604	277,604	—
3) Income taxes receivable	3,954	3,954	—
4) Short-term loans receivable	15,069	15,069	—
5) Investment securities			
-Other securities	2,484	2,484	—
Total assets	317,768	317,768	—
6) Note and accounts payable-trade	321,262	321,262	—
7) Gasoline taxes payable	193,193	193,193	—
8) Short-term loans payable	123,129	123,129	—
9) Commercial papers	30,000	30,000	—
10) Income taxes payable	13,822	13,822	—
11) Accrued consumption taxes	10,856	10,856	—
12) Guarantee deposits payable	18,659	18,659	—
13) Bonds payable	40,000	40,560	560
14) Long-term loans payable	136,197	136,356	159
Total liabilities	887,121	887,840	719
15) Derivative transactions (*2)	2,022	2,022	—

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

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

Assets:

- 1) Cash and deposits, 2) Note and accounts receivable-trade 3) Income taxes receivable and  
4) Short-term loans receivable

Fair value is deemed the same as book value because these assets are settled within a short period of time and there is little rationale for fair and book values to diverge.

5) Investment securities

Fair value of stocks is based on the prices traded at the stock exchange. Among “Other securities,” securities with a book value of 33,108 million yen are excluded from the above table because there is no ascertainable market value for those securities and it is deemed extremely difficult to calculate their fair value.

Liabilities:

6) Note and accounts payable-trade, 7) Gasoline taxes payable, 8) Short-term loans payable, 9) Commercial papers, 10) Income taxes payable, 11) Accrued consumption taxes and 12) Guarantee deposits payable

Fair value is deemed the same as book value because these liabilities are settled within a short period of time and there is little rationale for fair and book value to diverge.

13) Bonds payable

Fair value of bonds is based on market price.

14) Long-term loans payable

The fair value of floating rate long-term loan is deemed the same as book value, since there is little rationale for fair and book values to diverge under such floating rate loan arrangement. The fair value of fixed rate long-term loan is estimated using the expected future principal and interest payments discounted at market interest rates for similar new borrowings. The fair value of derivatives that are subject to the special treatment of interest rate swap is calculated based on the value provided by financial institutions and it is included in the fair value of the hedged long-term loan.

15) Derivatives

Fair value is measured based on the actual market exchange rate.

5. Investment and rental property

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

The Company and two consolidated subsidiaries lease a part of lands at their refining and manufacturing sites, certain service stations assets and other assets in Japan. In the current period, the net of leasing income and related expense of these transactions are 633 million yen in income (the income is included in net sales and the expense is included in cost of sales or selling, general and administrative expenses); gain/loss on sales and retirement of related assets are a 415 million yen gain (included in extraordinary income/loss); and impairment loss of related assets is 62 million yen (included in extraordinary loss).

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

Balance sheet amount	Fair value
88,134 million yen	92,831 million yen

- (Note)
1. The balance sheet amount is the acquisition cost reduced by the accumulated depreciation and the accumulated impairment loss.
  2. The amounts used for the fair value at the end of the period were mainly amounts determined by the Company based on the "Real Estate Appraisal Standard" (these amounts include adjustments that utilize indices etc.).

6. Financial data per share

(1) Net assets per share: 805.77 yen

(2) Net income per share: 62.84 yen



## 7. Significant subsequent event

### - Acquisition of share capital of Mitsui Oil Co., Ltd

On February 4, 2014, the Company acquired Mitsui & Co., Ltd's entire 89.93% shares in Mitsui Oil Co., Ltd.  
The details of the transaction are stated below:

#### (1) Overview of the company acquired

(As of December 31, 2013)

a. Name of company	Mitsui Oil Co., Ltd.
b. Business	Sales of petroleum products
c. Date of establishment	February 18, 1961
d. Paid-in capital	3,000 million yen

#### (2) Background and objectives of the transaction

The Company plans to enhance its core businesses by integrating the newly acquired businesses into the existing ones, e.g. expansion and strengthening of the sales network and optimization of the supply system.

#### (3) Closing of the transaction

February 4, 2014

#### (4) Legal form of business combination

Acquisition of shares in exchange for cash

#### (5) Acquired entity name after combination

MOC Marketing K.K.

#### (6) Percentage of shares acquired through the transaction, the purchase price and percentage of voting rights after the transaction

a. Percentage of shares acquired :	89.93%
b. Purchase price:	24,856 million yen
c. Percentage of voting rights after the transaction:	89.93%

#### (7) Reason for designating the Company as acquiring company

The Company intends to own the majority control of the acquired company through the acquisition of 89.93% of the voting shares thereof.

#### (8) Others

In addition to the above transaction, the Company entered into contracts by no later than February 5, 2014 to acquire an additional 5.57% of the voting shares in MOC Marketing K.K. from other shareholders effective February 19, 2014.

## 8. Monetary unit used for reporting

Amounts are shown in truncated millions of yen.

## Notes to Non-consolidated financial statements

### 1. Significant accounting policies

#### (1) Valuation rules and methods for assets

##### a. Securities

##### 1) Stock of subsidiaries and affiliates

The moving-average cost method

##### 2) Other securities

- Securities with readily determinable fair values

Market value at the closing date (Valuation difference on available-for-sales securities is directly reflected in net assets, and cost of sales is calculated using the moving-average method)

- Securities without readily determinable fair values

The moving-average cost method

##### b. Derivatives transactions

Market value at the closing date

##### c. Inventories

Generally the lower of acquisition costs determined by the weighted average cost method or their net realizable value

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

##### a. Property, plant and equipment (excluding leased assets)

Generally the declining-balance method

The service life ranges by major assets are:

Buildings and structures: 10 to 50 years

Tanks: 10 to 25 years

Machinery, equipment and vehicles: 7 to 15 years

##### b. Intangible assets (excluding leased assets)

The straight-line method

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

##### c. Leased assets

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

#### (3) Basis for provisions

##### a. Allowance for doubtful accounts

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

b. Provision for bonuses

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

c. Provision for retirement benefits

To provide for the payment of employees' post-retirement benefits, the Company accrues an estimated reserve based on the projected benefit obligations and estimated pension plan assets as of the closing date. Any differences in actuarial calculations of retirement benefits are amortized beginning with the next period, using the declining-balance method over a period determined based on employees' average remaining service years (12 years). Prior service liabilities are amortized using the straight-line method over employees' average remaining service years (11.9 to 12.9 years).

d. Provision for directors' retirement benefits

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

e. Provision for repairs

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

(4) Other important items for financial statements

a. Principal methods of hedge accounting

1) Method of hedge accounting

Exceptional treatment permitting the effects of the interest rate swaps to be netted against the underlying interest expense of the loans payable subject to the swap agreement is adopted for the swap agreements that satisfy the requirements for exceptional treatment.

2) Hedging instrument and hedged item

Hedging instrument: Interest rate swap

Hedged item: Interest on loans payable

3) Hedging policy

Upon the completion of internal approval procedures prescribed by the Company, interest rate swaps are carried out to convert floating interest rates associated with certain loans payable to fixed interest rates.

4) Method of evaluating hedge effectiveness

Hedge effectiveness of interest rate swaps is not evaluated because they are accounted for with exceptional treatment.

b. Amortization method and period of goodwill

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

c. Accounting method for consumption taxes

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

2. Balance sheet

(1) Mortgaged assets

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

Mortgaged assets	Balance sheet amounts (Million yen)	(Provided as plant mortgage) (Million yen)
Buildings	1,084	(1,084)
Structures	2,137	(2,137)
Tanks	1,287	(1,287)
Machinery, equipment	5,199	(5,199)
Land	12,203	(4,628)
Total	21,913	(14,338)
Mortgaged liabilities by security rights	Amounts (Million yen)	(Covered by plant mortgage) (Million yen)
Gasoline taxes payable	50,743	(14,338)

- (Note) 1. The balance sheet amounts of mortgaged assets include the mortgages provided as plant mortgage as shown in parentheses.  
 2. The amounts of mortgaged liabilities include the liabilities covered by plant mortgages as shown in parentheses.

(2) Accumulated depreciation of property, plant and equipment 742,567 million yen

(3) Obligations for guarantees

a. Bank borrowing, etc.

Guarantees	Amounts
Japan Biofuels Supply LLP	2,016 million yen
Employees of the Company	92 million yen
Total	2,108

b. Letters of credit

Guarantees	Amounts
Japan Biofuels Supply LLP	9,585 thousand USD (1,010 million yen)

c. Deferral of import consumption tax payment

Guarantees	Amounts
Japan Biofuels Supply LLP	179 million yen

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

Receivable

Accounts receivable-trade	198,948	million yen
Short-term loans receivable	8,860	
Accounts receivable-other	2,054	

Payable

Accounts payable-trade	46,423	million yen
Short-term loans payable	130,036	
Accrued expenses	4,143	
Guarantee deposits payable	1,730	

(5) Financial covenants

The Company's syndicated bank loan of 135,000 million yen including amounts due within one year contains financial covenants which could cause the payment to be accelerated by notice from the majority lenders upon the failure of the Company to meet the stated conditions which vary by contracts. Major conditions are as follows:

- a. Consolidated total net assets as of each year-end shall be kept at 75% or more of the highest of the i) Consolidated total net assets as of June 30, 2012, ii) Consolidated total net assets as of previous year-end, and iii) 180 billion yen.
- b. Consolidated annual operating income (adjusted to exclude inventory gain or loss) shall not be negative for two consecutive annual periods beginning with consecutive 2012 and 2013 periods.

3. Statement of income

Transaction with associated companies

Trade transaction	Net sales	1,594,952	million yen
	Cost of sales	365,737	
Others		7,411	

4. Statement of changes in net assets

Treasury stock

Class and number of treasury stock as of December 31, 2013

Common stock 200,813,664 shares

5. Deferred tax accounting

Detail of deferred tax assets and deferred tax liabilities

(Deferred tax assets)

Provision for retirement benefits	15,878	million yen
Provision for repairs	5,671	
Accumulated impairment loss	1,328	
Other	3,564	
<b>Total deferred tax assets</b>	<b>26,442</b>	

(Deferred tax liabilities)

Deferred taxation on the gain from inventory valuation method change	(38,800)	million yen
Gain on sales of subsidiaries' stocks	(30,396)	
Reserve for property replacement	(7,702)	
Other	(1,974)	
<b>Total deferred tax liabilities</b>	<b>(78,873)</b>	
<b>Net of deferred tax assets and liabilities</b>	<b>(52,431)</b>	

6. Lease transactions

The accounting treatment for finance lease transactions that do not transfer ownership to the lessee and became effective on or before December 31, 2008 is calculated pursuant to the method applied to ordinary operating lease transactions. The detail is as follows.

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

	(Million yen)		
Assets	Acquisition cost equivalent	Accumulated depreciation equivalent	Net book value equivalent at the closing date
Buildings	89	23	66
Machinery	210	133	76
<b>Total</b>	<b>300</b>	<b>157</b>	<b>142</b>

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

(2) Outstanding balance of future lease payment at the closing date

Due within one year	30	million yen
Due in over one year	112	
<b>Total</b>	<b>142</b>	

(Note) The outstanding balance of future lease payment includes interest-equivalent expenses, since the outstanding balance of future lease payment at the closing date is immaterial considering the total value of property, plant and equipment.

(3) Lease fees paid and depreciation expense equivalent

Lease fees paid	28	million yen
Depreciation expense equivalent	28	

(4) Calculation method for depreciation expense equivalent

The straight-line method with no residual value, where the lease period is treated as the depreciation period.

7. Financial data per share

(1) Net assets per share: 750.90 yen

(2) Net income per share: 71.89 yen

8. Significant subsequent event

- Acquisition of share capital of Mitsui Oil Co., Ltd

On February 4, 2014, the Company acquired Mitsui & Co., Ltd's entire 89.93% shares in Mitsui Oil Co., Ltd.

For further details, please refer to "Notes to consolidated financial statements, 7. Significant subsequent event, - Acquisition of share capital of Mitsui Oil Co., Ltd."

9. Monetary unit used for reporting

Amounts are shown in truncated millions of yen.