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, 2013 to March 31, 2014)

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

#### (1) Business Progress and Results

In the global economy during the fiscal year under review, while recoveries in developed countries progressed, growth slowed down in emerging countries due to decline in China's economic growth rate and slowdown in investments. In the U.S., although there were temporary signs of downswing resulting from political turmoil associated with the country's fiscal problems and the cold weather, the economy continued to recover moderately. Due to recoveries in the financial, housing and labor markets and increase in consumer spending, which carried on from 2012. In Europe, although the economy continued to stagnate in the aftermath of the debt crisis, there was an upswing in the latter half of the year. However, the recoveries in some European countries were weak due to the fact that they have continued to experience difficulties in the labor and financial markets. In China, amid growing issues related to excessive investments and rising real estate prices, the government changed its economic policy from rapid growth economy, which centered around investments in infrastructure, to stable growth economy. This resulted in a moderate slowdown in China's economic growth rate. In Japan, ven depreciation and rising stock prices continued due to large-scale monetary easing. While Japan posted a record trade deficit in 2013 due to the rise in imports caused by ven depreciation amid sluggish exports, the economy continued to recover, supported by strong consumer spending and public investments.

Looking at the maritime shipping market, despite signs of year-on-year recovery, the market conditions continued to face difficulties overall. In the dry bulker market, with respect to the supply of vessels, the number of new vessels built had a significant year-on-year decline and with respect to demand for cargo, there was a high demand for cargo overall including a record-high shipment volume of iron ore from Western Australia. With respect to tanker market, the very large crude oil carrier (VLCC) market weakened in the summer season, during which demand dropped. Although there was a temporary surge from November supported by crude oil inventory build-up by various Asian countries, the market slumped following the Lunar New Year holiday in China. In the containership market, the demand worsened due to the fact that a large number of large containerships were built which result in, the decline of freight rates.

The average yen exchange rate against the U.S. dollar during the fiscal year under review depreciated by ¥17.48 to ¥99.79 compared to previous fiscal year. The average bunker price during the fiscal year under review fell by US\$52/MT to US\$610/MT.

As a result of facts mentioned above, our revenue was ¥1,729.4 billion, operating income was ¥41.0 billion, ordinary income was ¥54.9 billion and net income was ¥57.3 billion.

#### (2) Financial Position and Results of Operations

				(Millions of yen)
				FY2013
Category	FY2010	FY2011	FY2012	(current
				fiscal year)
Revenues	1,543,660	1,435,220	1,509,194	1,729,452
Ordinary income (or loss)	121,621	(24,320)	(28,568)	54,985
Net income (or loss)	58,277	(26,009)	(178,846)	57,393
Net income (or loss) per	48.75	(21.76)	(149.57)	47.99
share (yen)	40.75	(21.70)	(149.37)	47.99
Total assets	1,868,740	1,946,161	2,164,611	2,364,695
Total net assets	740,247	717,909	619,492	783,549

Note: Figures in revenues, ordinary income (or loss), net income (or loss), total assets and total net assets are rounded down to the nearest million.

#### (3) Business Overview by Segment

Bulkships	
Revenues ¥836,408 million	Composition ratio 48.36%

#### <Dry Bulkers>

In the dry bulker segment, although China's economic growth rate seemed to be slowing down, there was steady demand for major dry bulk cargoes such as iron ore and coal, supported by lower resource prices. Capesize bulker charter rates rose from around July and temporarily hit US\$40,000 per day in September. In the market for medium and small dry bulkers, although there was a temporary decline until the summer due to fall in demand for grain shipments, market condition was better year on year due to the impact of improved conditions of Capesize bulker market on the market sentiment and support by other factors including grain shipments at the beginning of autumn.

Ordinary income in the dry bulker segment for this fiscal year recorded a profit due to not only stable profits from long-term contracts for carriers of iron ore, woodchip, steaming coal and others, but also due to positive effects of our Business Structural Reforms implemented in the previous fiscal year and market recovery.

#### <Tankers/LNG Carriers>

Looking at the tanker segment, although the very large crude oil carrier (VLCC) market slumped in the summer season, during which demand dropped off, after entering into the period of full-scale demand from November, there was a temporary surge in the market due to increase in cargo volumes, supported by crude oil inventory build-up by China and other Asian countries. However, the market slumped again after the Lunar New Year holiday in China. With respect to product tankers, although the market was strong at the start of the fiscal year, upside momentum hit the ceiling overall from June. Under such market condition, although there was a significant year-on-year improvement in ordinary income/loss due to continued efforts to reduce fuel costs by slow steaming and improve operation efficiency by setting up pools with other operators, this segment recorded a loss overall.

In the LNG carrier segment, despite firm demand for electric power generation in Japan and Korea, there was a decline in LNG import volume in Europe partly due to recession, and global LNG ocean cargo volume remained approximately the same level as the previous fiscal year as a result. In the short- and medium-term vessel chartering markets, despite strong market conditions in the first half of the fiscal year, market conditions declined gradually in the latter half of the fiscal year due to the fact that numerous new vessels were built. Ordinary income was approximately the same level as the previous fiscal year due to stable profits secured from long-term transport contracts.

#### <Car Carriers>

In the car carrier segment, regardless of yen's depreciation, Japanese carmakers continued to prefer a policy of local production for local consumption, and the locations of production became increasingly diversified, which resulted in a continued decline in the number of completed cars transported from Japan. In order to respond to this change, we strove to secure new business opportunities by developing a structure under which we can proactively seize the market demand in the cross trades in Intra-Asia routes

and others and in inbound cargo routes including route from Europe to China. As a result, there was a significant year-on-year improvement in ordinary income in this segment.

Containerships	
Revenues ¥713,503 million	Composition ratio 41.26%

With respect to cargo in major trade routes, the Trans-Pacific and Asia-Europe routes were both stable. Intra-Asia routes were firm partly due to economic recoveries in the developed countries in Europe and the U.S., despite worrisome factors such as the impact of Chinese economy and political unrest in Thailand. The north-south routes were also firm despite concerns on the negative effects of weak growth and decline in currency value. Freight rates were affected by deterioration in the supply and demand balance due to increase in shipping capacity after the completion of construction of large containerships. Despite efforts to improve the balance between vessel supply and demand by means such as reducing the frequency of services and increasing slow steaming, freight rates declined on all routes. The declines in rates were particularly significant for the Asia-Europe routes, which were affected by the introduction of vessels from the Asia-Europe routes. Under this business environment, we strengthened the competitiveness of our service network by expanding business alliances through such initiatives as new cooperative vessel allocations on the Trans-Pacific routes and made efforts to reduce fuel costs. Despite these efforts, we recorded a loss in this segment in the fiscal year under review.

Ferry and Domestic Transport		
Revenues ¥55,603 million	Composition ratio 3.22%	

In the ferry business, cargo and passenger volumes both increased, resulting in year-on-year increases in revenue and ordinary income. Although the domestic transport business experienced a decline in revenue as energy transport stabilized after undergoing a temporary boom, its ordinary income increased through an improvement in vessel allocation efficiency. As a result, there were year-on-year increases in revenue and ordinary income in the ferry and domestic transport segment overall.

Associated Businesses	
Revenues ¥116,599 million	Composition ratio 6.74%

In the real estate business, the rental office market had a moderate recovery, and Daibiru Corporation, the core company in the MOL Group's real estate business, maintained high occupancy rates, allowing us to maintain a stable performance. On the other hand, with respect to the cruise ship business, we increased the number of passengers and achieved a year-on-year improvement in ordinary income/loss. Nevertheless, we recorded a loss in this business.

Other associated businesses, such as the tugboat and trading businesses, had firm performances overall. Consequently, revenue and ordinary income of associated businesses increased on a year-on-year basis.

Others	
Revenues ¥7,338 million	Composition ratio 0.42%

Other businesses, which are mainly cost centers, include ship operations, ship management, vessel chartering, financing, and shipbuilding. Ordinary income in this segment increased compared to the previous fiscal year.

#### (4) Fund Raising

#### 1) Fund Raising

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

#### 2) Capital Investment

The Group's capital investment, mainly in ships, implemented in the fiscal year under review amounted to approximately ¥186.1 billion.

	(Millions of yen)
Name of Segment	Amount of Capital Investment
Bulkships	140,188
Containerships	28,510
Ferry and Domestic Transport	1,424
Associated Businesses	10,484
Others	145
Adjustment	5,395
Total	186,148

Notes: 1. Figures less than one (1) million are rounded down to the nearest million.

2. "Adjustment" includes company-wide assets not belonging to any segment.

Thirty-three vessels including bulkships, containerships, ferries, and coastal liners were sold and removed.

#### Sale, etc. of Vessels

Name of Segment	Number of Vessels	Deadweight Tons (in thousands)	Book Value (millions of yen)
Bulkships	24	3,202	35,708
Containerships	6	432	29,033
Ferry and Domestic Transport	2	8	448
Others	1	2	99
Total	33	3,646	65,290

Notes: 1. Figures less than one (1) million are rounded down to the nearest million.

2. Of the six vessels listed above under the Containerships segment, one vessel was removed.

#### (5) Management Strategies and Issues to be Addressed

On March 31, 2014, we officially announced our new midterm management plan "STEER FOR 2020." To "steer" means to steer a ship to a specific destination. We will explain below the direction where we are headed based on this plan which was named with a wish to steer MOL Group to a goal set for fiscal year ending March 31, 2020.

#### ■ Recognition of Business Climate and Main Theme: Solid Growth through Innovative Changes

Global ocean cargo trade is currently showing signs of growth as the economies of mainly develop countries have been recovering and the fleet demand and supply balance has been improving. However, there is a time lag on the improvements, depending on the type of ship. Considering the ongoing shipyard overcapacity, it seems that a structural upturn in the market environment is still years away. On the other hand, the new distribution channels created by the "shale gas revolution" and rapid growth in demand for long-distance LNG transport resulting from it presented us with business opportunities which we should take full advantage of.

Based on such understanding of business environment, we have established a new midterm management plan called "STEER FOR 2020" which marks a departure from the management plan based on anticipation of growing shipping market. Instead, we steer toward accumulating stable, long-term profits by seizing new distribution opportunities. This commitment is reflected in the main theme of new midterm management plan, which is "solid growth through innovative changes."

New midterm management plan

## **STEER FOR 2020**

### Main Theme: Solid growth through innovative changes

Long-term vision: **"To make the MOL Group an excellent and resilient organization** that leads the world shipping industry."

#### **Overall strategies**

(1) Innovation of Business Portfolio

- Allocating management resources swiftly and heavily to businesses where we expect high growth and stable long-term profits in ocean shipping and related businesses.
- (2) Innovation of Business Model
  - Taking advantage of our expertise to focus on businesses that offer added value and meet customer needs.
- Transforming our fleets for a more flexible structure that has greater market resilience, while increasing competitiveness and controlling the risk of lower-than-projected profitability.

(3) Innovation of Business Domain

• Creating value chains by expanding business fields both upstream and downstream of ocean shipping transport.

#### **Strengthening management foundation**

- ► Reinforce compliance
- ► Reconstruct our safe operation structure
- Strengthen total risk control
- Centralizing business intelligence

Profit targets/consolidated financial targets			(Billions of yen)
	FY2013	FY2016	FY2019
	(Result)	(Plan)	(Target)
Revenues	1,729.4	1,900.0	2,100.0
Ordinary income (or loss)	54.9	100.0	140.0
Highly stable profits	50.0	55.0	75.0
Net income (or loss)	57.3	80.0	110.0
ROA (Ordinary income/Total assets)	2.4%	4-5	5%
ROE (Net income/Owners' equity)	9.5%	10% от	r above
Equity ratio	29%	35-40% (by ar	ound FY2019)
Net gearing ratio	135%	100% (by aro	ound FY2019)

### Capital investment

Capital investment		(Billions of yen)
Capital investment		(Of which investment in LNG
(on the basis of completion of construction)		carrier and Offshore business)
(total for FY2014-FY2019)		
For building highly stable profits	1,000.0	(700.0)
For enhancement of cost competitiveness 130.0		—
Total	1,130.0	(700.0)

#### ■ Fleet scale

		(No. of vessels)
FY2013	FY2016	FY2019
(Result)	(Plan)	(Target)
938	880	930

#### ■ Market exposure (in Dry bulkers and Tankers)

FY2013	FY2016	FY2019
(Result)	(Plan)	(Target)
52%	45%	35%

#### **Overall Strategies: "Three Innovative Changes "**

#### I. Innovative Change in Business Portfolio

We will boldly and swiftly allocate management resources to businesses where we expect high growth and stable long-term profits. The key business areas are resource and energy transport. Within such business areas, we will actively make capital investments in LNG carriers, which we are one of the leading companies in the world, and offshore business, which we are exploring as our new business.

#### II. Innovative Change in Business Model

In the shipping business where we square off against the shipping markets every day, our goal is to control the impact of market changes and to establish a business structure that will ensure profits, regardless of market condition. For this purpose, we will develop a flexible team that can effectively withstand market fluctuations by increasing the percentage of mid- and long-term contracts from the marketing standpoint and by increasing the percentage of short-term charter vessels from the procurement standpoint, especially in dry bulkers and tankers. In order to steadily gain profits under such earnings structure, it is indispensable to efficiently allocate vessels through optimal trade combinations, and to focus on transport business where we can meet customer needs and offer extra value. We will achieve this goal by taking advantage of our offices located in best business locations around the world such as Singapore and by using various types of ships and our transport know-how.

#### III. Innovative Change in Business Areas

We have continued to expand our ocean shipping businesses worldwide horizontally, but we will also turn our eyes to expanding the ocean shipping business vertically, both upwards and downwards. We have already entered into a business alliance with a powerful partner and developed a business platform to expand our container terminal business in the future. Our offshore business, which we have already started upwards from the energy transport business such as crude oil and LNG, is also moving vertically, and we will aggressively expand this business.

#### **♦**Further Strengthening Our Management Platform

We need to further strengthen our management platform, which supports the implementation of the plan mentioned above. We are working on the reinforcement of compliance and thorough implementation of total risk control on an urgent basis by taking into consideration: our violation of the Japanese Antimonopoly Act regarding certain car carrier shipping trades (Note) as recently announced by the Japanese Fair Trade Commission and our excessive market exposure during the period of worsening market condition which began after the Lehman Shock. Restructuring of safe ship operation, which is the core competency of ocean shipping company, and enhancement of business intelligence level also support the basis of our continuing growth, and we continue to work on them.

#### (Note)

On March 18, 2014, the Japan Fair Trade Commission (the "JFTC") announced that it issued cease and desist orders and surcharge payment orders to several shipping companies regarding certain car carrier shipping trades. The JFTC suspected certain shipping companies, including us, of violating the Japanese Antimonopoly Act and conducted on-site investigations on September 6, 2012.

According to the JFTC's announcement, we were among the companies found to be in violation of the Japanese Antimonopoly Act. However, we were exempted from all of the abovementioned administrative orders because we had already ceased the conduct in question before the on-site investigation, and the JFTC accepted our application under the JFTC's leniency program. Nissan Motor Car Carrier Co., Ltd., which is our consolidated subsidiary, also filed an application under the JFTC's leniency program and received a reduction to its surcharge but was not exempted from the cease and desist order and surcharge payment order.

The MOL Group is also subject to investigations by overseas competition law authorities, including those of the U.S. and Europe, and continues to fully cooperate with these investigations. Class-action lawsuit was also filed in the U.S. and other countries against the MOL Group for damages claims and for a cease and desist order for price fixing with other shipping companies on ocean transport services of completely built up vehicles.

#### (6) Principal Business (As of March 31, 2014)

Worldwide Maritime cargo transport services such as Bulkships, various Bulk Carriers, Tankers, LNG Carriers and Container vessels and Marine transportation businesses such as collection of freight, ship charter hire and handling charges in operations, offshore business, warehousing and real estate

#### (7) Principal Business Offices (As of March 31, 2014)

#### 1) The Company

	Location
Head and registered office	Tokyo
Branch offices	Nagoya, Kansai (Osaka Pref.), Kyushu (Fukuoka Pref.), Hiroshima
Representative offices	Beijing Representative Office, Middle East Headquarters (United Arab
	Emirates)

#### 2) Subsidiaries

- Principal domestic business offices

Tokyo, Kanagawa Pref., Osaka, Hyogo Pref.

- Principal overseas business offices

U.S.A., Canada, Mexico, Panama, Brazil, Chile, Peru, Uruguay, United Kingdom, Germany, Italy, Austria, the Netherlands, Belgium, France, Sweden, Denmark, Finland, Poland, Lebanon, Cote d'Ivoire, Ghana, Nigeria, South Africa, China, Korea, Taiwan, the Philippines, Vietnam, Cambodia, Thailand, Singapore, Malaysia, Indonesia, India, Pakistan, Sri Lanka, Myanmar, United Arab Emirates, Qatar, Oman, Australia, New Zealand

#### (8) Shipping Tonnage of the Group (As of March 31, 2014)

		1	/ /			
		Bulks	Containerships			
	Dry Bı	ulkers,	Tank	ters,	Containen line	
Category	Car Carriers		LNG Carriers		Containerships	
	Number of	Number of Deadweight Number of		Deadweight	Number of	Deadweight
	Vessels	Tons	Vessels	Tons	Vessels	Tons
Over ad veggala		in thousands		in thousands		in thousands
Owned vessels	128	7,878	98	13,007	22	1,428
Chartered vessels	400	29,914	104	4,709	97	5,663
Others	0	0	2	143	0	0
Total	528	37,792	204	17,859	119	7,091

	Ferry and Domestic Transport		Associated Businesses		Others		T-4-1	
Category		Domestic t Vessels	Cruise Ship		Others		Total	
	Number of	Deadweight	Number of	Deadweight	Number of	Deadweight	Number of	Deadweight
	Vessels	Tons	Vessels	Tons	Vessels	Tons	Vessels	Tons
		in		in		in		in
Owned vessels		thousands		thousands		thousands		thousands
	15	88	1	5	0	0	264	22,406
Chartered vessels	24	72	0	0	2	13	627	40,370
Others	1	1	0	0	0	0	3	144
Total	40	160	1	5	2	13	894	62,920

#### (9) Employees (As of March 31, 2014)

#### 1) Employees of the Group

Name of Segment	Number of Employees					
Bulkships	1,307	(118)				
Containerships	5,348	(348)				
Ferry and Domestic Transport	878	(89)				
Associated Businesses	2,099	(1,503)				
Others	364	(81)				
Company-wide (common)	293	(65)				
Total	10,289	(2,204)				
As of March 31, 2013	9,465	(2,271)				

Notes: 1. The number of employees includes the entire labor force, and the approximate average number of temporary employees is indicated in parentheses.

#### 2) 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	606	(31)	39.3	16.0
Employees on sea duty	276	(13)	33.8	11.0
Total	882	(44)	37.6	14.4

Notes: 1. The number of employees on land duty does not include 462 employees dispatched outside the Company and 150 non-regular employees and others.

2. The number of employees on sea duty does not include 4 employees dispatched outside the Company and 52 non-regular employees and others.

#### (10) Principal Subsidiaries (As of March 31, 2014)

Company	Paid-in Capital (millions of yen)	Percentage of Equity Participation (%)	Principal Business
Daibiru Corporation	12,227	*50.95	Real estate business
Utoc Corporation	2,155	*67.22	Harbor and transportation business
Mitsui O.S.K. Passenger Line, Ltd.	100	100.00	Marine transportation business
Mitsui O.S.K. Kinkai, Ltd.	660	99.04	Marine transportation business
Mitsui O.S.K. Techno-Trade, Ltd.	490	100.00	Sales of fuel oil/vessel materials/ machinery
MOL Logistics (Japan) Co., Ltd.	756	75.06	Air Transport agents and other businesses
Ferry Sunflower Limited	100	100.00	Marine transportation business
Nissan Motor Car Carrier Co., Ltd.	640	70.01	Marine transportation business
MOL Ferry Co., Ltd.	1,577	100.00	Marine transportation business
MOL Bulk Carriers Pte. Ltd.	3,500 USD Thousand	100.00	Marine transportation business
Tokyo Marine Asia Pte. Ltd.	138,017 SGD Thousand	100.00	Marine transportation business

Notes: 1. Figures less than one (1) million yen, one (1) thousand USD, one (1) thousand SGD are rounded down to the nearest million.

2. The calculation of figures with \* includes shares held by subsidiaries.

<sup>2.</sup> The employees indicated as Company-wide (common) belong to administrative departments, which cannot be classified in any specific segment.

	(Millions of yen)
Creditor	Loan Outstanding
Sumitomo Mitsui Banking Corporation	39,302
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	22,409
Mitsubishi UFJ Trust and Banking Corporation	21,384
Sumitomo Mitsui Trust Bank, Limited.	16,077
Mizuho Bank, Ltd.	13,360

#### (11) Major Creditors (As of March 31, 2014)

Note: Figures less than one (1) million are rounded down to the nearest million.

#### 2. Status of Shares (As of March 31, 2014)

(1) Total Number of Shares Authorized to Be Issued	3,154,000,000 shares
(2) Number of Shares Issued	1,206,286,115 shares
(including own	<b>shares</b> 10,318,543 shares)
(3) Number of Shareholders	109,304 parties

(4) Major Shareholders

	Investment in the Company by the Shareholders			
Name of Shareholders		loiders		
Tunie of Shareholders	Number of Shares	Investment ratio		
	(in thousands)	(%)		
1. Japan Trustee Services Bank, Ltd.	188,670	15.78		
2. The Master Trust Bank of Japan, Ltd.	58,686	4.91		
3. Mitsui Sumitomo Insurance Co., Ltd.	38,165	3.19		
4. Sumitomo Mitsui Banking Corporation	30,000	2.51		
5. Trust & Custody Services Bank, Ltd.	22,710	1.90		
6. The Nomura Trust and Banking Co., Ltd.	18,686	1.56		
7. Mizuho Bank, Ltd.	17,000	1.42		
8. JUNIPER	14,543	1.22		
9. The Bank of New York Mellon SA/NV 10	14,509	1.21		
10. State Street Bank West Client-Treaty	12,849	1.07		

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 (10,318,543 shares).

#### 3. 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.

under Rev									•	
Issue date	August 5, 2004	August 5, 2005	August 11, 2006	August 10, 2007	August 8, 2008	August 14, 2009	August 16, 2010	August 9, 2011	August 13, 2012	August 16, 2013
Total number of holders (persons)	1	1	1	2	3	3	5	6	6	9
MOL Directors (excluding outside directors) (persons)	1	1	1	2	2	2	3	3	3	6
MOL Outside Directors (persons)	0	0	0	0	1	1	2	3	3	3
MOL Corporate Auditors (persons)	None									
Total number of stock acquisition rights (units)	27	100	100	130	160	160	270	300	300	420
Class and number of shares subject to the stock acquisition rights (shares)	(common stock) 27,000	(common stock) 100,000	(common stock) 100,000	(common stock) 130,000	(common stock) 160,000	(common stock) 160,000	(common stock) 270,000	(common stock) 300,000	(common stock) 300,000	(common stock) 420,000
Paid-in value at exercise of stock acquisition rights (yen)	without consideration									
Exercise price (yen per share)	644	762	841	1,962	1,569	639	642	468	277	447
Exercise period of the stock acquisition rights	June 20, 2005 to June 24, 2014	June 20, 2006 to June 23, 2015	June 20, 2007 to June 22, 2016	June 20, 2008 to June 21, 2017	July 25, 2009 to June 24, 2018	July 31, 2011 to June 22, 2019	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
Exercise conditions of the stock acquisition rights	(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 granted to MOL directors are indicated.

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

Issue date	August 16, 2013
Total number of employees granted (persons)	89
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)	38
Officers and employees of MOL subsidiaries (excluding ones serving as an MOL officer/executive officer/employee) (persons)	33
Total number of stock acquisition rights (units)	1,180
Class and number of shares subject to the stock acquisition rights	(common stock)
(shares)	1,180,000
Paid-in value at exercise of stock acquisition rights	without consideration
Exercise price (yen per share)	447
Exercise period of the stock acquisition rights	August 2, 2015 to June 20, 2023
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.

There are no significant matters to report.

#### 4. Matters Concerning Officers (1) Directors and Corporate Auditors (As of March 31, 2014)

(1) Directors and corporater			Cignificant Comment
Position	Name	Assignment	Significant Concurrent Positions Outside the Company
Representative Director, Chairman of the Board, Chairman Executive Officer	Akimitsu Ashida		Member of the Board (external), JFE Holdings, Inc.
Representative Director, President Executive Officer	Koichi Muto		
Representative Director, Executive Vice President Executive Officer	Kazuhiro Sato	Assistant to President	
Director, Senior Managing Executive Officer	Tsuneo Watanabe	Tanker Division, Tanker Safety Management Office	
Director, Senior Managing Executive Officer	Junichiro Ikeda	Liner Division, Human Resources Division, Research Office	
Director, Managing Executive Officer	Masahiro Tanabe	Finance Division, Accounting Division, Investor Relations Office	
Director	Takeshi Komura		Provided in (3) Matters Concerning Outside Officers below.
Director	Sadayuki Sakakibara		Provided in (3) Matters Concerning Outside Officers below.
Director	Masayuki Matsushima		Provided in (3) Matters Concerning Outside Officers below.
Full-time Corporate Auditor	Masaaki Tsuda		
Full-time Corporate Auditor	Takehiko Ota		
Corporate Auditor	Sumio Iijima		Provided in (3) Matters Concerning Outside Officers below.
Corporate Auditor	Hiroyuki Itami		Provided in (3) Matters Concerning Outside Officers below.

Notes: 1. Takeshi Komura, Sadayuki Sakakibara and Masayuki Matsushima are outside directors as stipulated in Article 2, item (15) of the Companies Act, and the Company has appointed them as independent directors as stipulated under the regulations of the stock exchanges where the Company's common stock is listed and notified the matter to the exchanges.

- 2. Sumio Iijima and Hiroyuki Itami are outside corporate auditors as stipulated in Article 2, item (16) of the Companies Act, and the Company has appointed them as independent auditors stipulated under the regulations of the stock exchanges where the Company's stock is listed and notified the matter to the exchanges.
- 3. Sumio Iijima, a corporate auditor, is familiar with corporate legal affairs as an attorney at law, and has considerable knowledge about finance and accounting.
- 4. Hiroyuki Itami, a corporate auditor, is thoroughly versed in business management through practical research on business strategies as an expert in business science, and has considerable knowledge about finance and accounting.
- 5. At the conclusion of the Ordinary General Meeting of Shareholders held on June 21, 2013, Directors Toshitaka Shishido, Masafumi Yasuoka, and Shugo Aoto resigned from their offices due to expiration of their terms.
- 6. At the conclusion of the Ordinary General Meeting of Shareholders held on June 21, 2013, Junichi Narita, a corporate auditor, resigned from his office due to expiration of his term.
- 7. Executive officers as of March 31, 2014 are as follows (excluding ones concurrently serving as director).

Executive Officers (As of Mar	/ /	
Position	Name	Assignment
Senior Managing Executive Officer	Takashi Kurauchi	Car Carrier Division
Senior Managing Executive Officer	Kenichi Nagata	Coal and Iron Ore Carrier Division, Bulk Carrier Office, Dry Bulk Carrier Supervising Office
Managing Executive Officer	Shizuo Takahashi	Internal Audit Office, Secretaries Office, Corporate Planning Division, Public Relations Office, MOL Information Systems, Ltd.
Managing Executive Officer	Kiyotaka Yoshida	Technical Division
Managing Executive Officer	Hirokazu Hatta	General Affairs Division, Group Business Division, Kansai Area
Managing Executive Officer	Takeshi Hashimoto	LNG Carrier Division, MOL LNG Transport Co., Ltd., Offshore Business
Managing Executive Officer	Tetsuro Nishio	Dedicated Bulk Carrier Division
Managing Executive Officer	Masaaki Nemoto	Human Resources Division, Marine Safety Division, Tanker Safety Management Office, MOL Ship Management Co., Ltd., MOL LNG Transport Co., Ltd., Safety Operation
Managing Executive Officer	Toshiya Konishi	Liner Division
Executive Officer	Tsuyoshi Yoshida	President / Chief Executive Officer of MOL (America) Inc.
Executive Officer	Takashi Maruyama	General Manager of Finance Division
Executive Officer	Akihiko Ono	General Manager of Corporate Planning Division
Executive Officer	Takaaki Inoue	Marine Safety Division, Tanker Safety Management Office, MOL Ship Management Co., Ltd., MOL LNG Transport Co., Ltd.
Executive Officer	Toshiyuki Sonobe	Managing Director of Mitsui O.S.K. Bulk Shipping (Asia Oceania) Pte. Ltd., Southeast Asia
Executive Officer	Yoshikazu Kawagoe	General Manager of Technical Division
Executive Officer	Hideo Horiguchi	General Manager of Accounting Division
Executive Officer	Akio Mitsuta	General Manager of Tanker Division
Executive Officer	Koichi Yashima	Human Resources Division

#### **Executive Officers (As of March 31, 2014)**

#### (2) <u>Remunerations Paid to Directors and Corporate Auditors</u>

Category	Number of Persons Remunerated	Total Amount of Remunerations Paid (millions of yen)
Directors	12	369
Corporate Auditors	5	83
Total	17	452

Notes: 1. The above includes remuneration related to three (3) directors and one (1) corporate auditor who resigned at the conclusion of the Ordinary General Meeting of Shareholders held on June 21, 2013.

The above includes payments of remunerations to five (5) outside officers totaling ¥57 million.
 The above includes the following amounts of stock options offered and recorded as compensation

during the fiscal year under review in addition to the monthly compensation paid to directors.
¥72 million for nine (9) directors (including ¥10 million for three (3) outside directors)
4. Recorded figures less than one (1) million are rounded down to the nearest million

4. Recorded figures less than one (1) million are rounded down to the nearest million.

#### (3) Matters Concerning Outside Officers

1) Major activities and significant concurrent positions outside the Company

[Outside Directors]		
Name	Major Activities	Significant Concurrent Positions outside the Company
Takeshi Komura	Attended all ten (10) board meetings held	President, The Salt Science
	in the fiscal year under review and	Research Foundation
	appropriately made statements necessary	President, Capital Market
	for discussion of proposals on the basis of	Promotion Foundation
	many years of experience and knowledge	Outside Director,
	in the fields of economy management and	Maezawa Industries, Inc.
	policy finance of our country, from the	
	objective viewpoint of an outside director.	
Sadayuki	Attended eight (8) out of ten (10) board	Chairman of the Board and
Sakakibara	meetings held in the fiscal year under	Representative Member of the
	review and appropriately made statements	Board, Toray Industries, Inc.
	necessary for discussing proposals on the	Outside Director,
	basis of his abundant experience and	Senior Vice President,
	extensive knowledge as a corporate	NIPPON TELEGRAPH AND
	manager, from the objective viewpoint of	TELEPHONE CORPORATION
	an outside director.	Outside Director, Hitachi, Ltd.
Masayuki	Attended all ten (10) board meetings held	Senior Advisor, the Boston
Matsushima	in the fiscal year under review and	Consulting Group K.K.
	appropriately made statements necessary	Outside Director,
	for discussing proposals on the basis of his	Mitsui Fudosan Co., Ltd.
	many years of experience and knowledge	
	in the financial sector, from the objective	
	viewpoint of an outside director.	

#### [Outside Corporate Auditors]

Name	Major Activities	Significant Concurrent Positions outside the Company
Sumio Iijima	Attended all ten (10) board meetings and	Attorney at law, Tokyo Toranomon
	all ten (10) corporate auditors' meetings	Law Office
	held in the fiscal year under review and	Outside Corporate Auditor,
	appropriately made statements necessary	Kitagawa Industries Co., Ltd.
	for discussion of proposals mainly from	Outside Corporate Auditor, Isetan
	the viewpoint of a specialist as an attorney	Mitsukoshi Holdings, Ltd.
	at law.	
Hiroyuki Itami	Attended all ten (10) board meetings and	Professor and Dean of Tokyo
	nine (9) out of ten (10) corporate auditors'	University of Science, Graduate
	meetings held in the fiscal year under	School of Innovation Studies
	review and appropriately made statements	Outside Director,
	necessary for discussion of proposals	TOSHIBA CORPORATION
	mainly from the viewpoint of a specialist	Outside Corporate Auditor,
	as a scholar of business administration.	JFE Holdings, Inc.

Notes: 1. No significant business relationships exist between the Company and the organizations for which the outside directors and outside corporate auditors hold significant concurrent positions.

2. On March 18, 2014, the Japan Fair Trade Commission (the "JFTC") announced that it had issued a Cease and Desist Order and Surcharge Payment Order to several shipping companies regarding certain car carrier shipping trades. MOL was among the companies found to have violated the Antimonopoly Act. Outside directors and outside corporate auditors of the Company had not been aware of the fact until it was revealed, and they gave appropriate advice to the Company at Board of Directors' meetings and other occasions on a regular basis that it should ensure compliance with laws. Since recognition of the fact, they have appropriately provided advice and guidance on eliminating violations and improving the internal control system of the Company, and have proposed measures to prevent any recurrence of such issues.

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 are without knowledge and are not grossly negligent in performing their duties.

#### 5. Status of the Accounting Auditor

#### (1) Name of Accounting Auditor KPMG AZSA LLC

#### (2) Compensations to the Accounting Auditor

Compensations to the Accounting Autitor	
	(Millions of yen)
	Amount of Compensations
	Paid
Compensations paid for the fiscal year under review	105
Total of cash and other economic benefits payable by the Company and	220
its subsidiaries to the Accounting Auditor	220

Notes: 1. Figures less than one (1) million 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 for the fiscal year under review is the total of these amounts.

#### (3) Contents of Non-audit Services

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

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

In the case 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 Board of Directors decides to include dismissal or non-reappointment of the Accounting Auditor in the agenda of the general meeting of shareholders, with approval or upon request from the Board of Corporate Auditors.

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 Board of Corporate Auditors shall dismiss the Accounting Auditor by consent of all corporate auditors.

#### 6. System to Secure Properness of Operations

The outline of decisions on the system to ensure that the execution of duties by the directors complies with laws and regulations and the articles of incorporation and the system to secure the properness of other corporate operations is as follows:

(Final revision: March 29, 2013)

#### (1) System to Ensure that the Execution of Duties by the Directors and Executive Officers Complies with Laws and Regulations and the Articles of Incorporation

- 1) The Company shall ensure that directors, executive officers and employees comply with the code of conduct stipulated in Article 4 of the Compliance Policy, advocating an "open and visible management style that is guided by the highest ethical and social standards," as one of its corporate principles.
- 2) The Board of Directors consisting of internal directors and outside directors secures its proper operations with rules of the Board of Directors, supervises execution of duties by directors and prevents violation of laws and regulations and the articles of incorporation. Also directors are involved in the highest level of policymaking regarding all aspects of corporate management through the Board of Directors, and, as a member of the Board of Directors, supervise and encourage executive officers to execute business.

- 3) The Executive Committee set up by the Board of Directors deliberates to enable the President Executive Officer to decide important issues on basic management plans and execution of business, based on uppermost policies decided by the Board of Directors.
- 4) Executive officers are appointed by the Board of Directors, take over authorities transferred by representative directors based on rules of executive officers, and perform his/her duties in accordance with uppermost policies decided by the Board of Directors regarding all aspects of corporate management.
- 5) The Board of Directors shall make efforts to create an environment which enables the corporate auditors to audit the performance of duties by directors and executive officers in accordance with auditing policies stipulated in the rules of the Board of Corporate Auditors and the standards of audit by the corporate auditors, and enables the corporate auditors to fulfill policies stipulated in other laws and regulations.

# (2) System Concerning the Preservation and Management of Information on Execution of Duties by Directors and Executive Officers

- 1) Information on execution of duties by directors and executive officers is properly preserved and managed during a specified period in accordance with the rules of document management.
- 2) Directors and corporate auditors may access to these documents at any time.

#### (3) Rules and Other Systems Concerning Management of Risk that May Cause Losses

In preparation for major risks that may cause losses, the Company establishes the following control systems, and the Executive Committee functions as a body to comprehensively manage all risks.

1) Risks concerning maritime shipping market trends

In the marine transportation field, the Company's principal business, the shipping tonnage supply-demand is influenced by trends in the volume of global seaborne trades and supply of vessels, and freight rates and hire rates fluctuate. Hence, such material issues as investment in ships and others are brought to a decision-making body, after the Investment and Finance Committee set up as a primary deliberative organ of the Executive Committee understands, analyzes and evaluates risks.

2) Safe operation of ships

The Operational Safety Committee, that has been set up as a subordinate organ of the Executive Committee and led by the President / Executive Officer, reviews and deliberates issues concerning safe operation based on the rules of the Operational Safety Committee, in order to secure and thoroughly implement the safe operation of ships. Should an accident occur, it prevents damage from expanding and protects the environment in accordance with the rules of the Emergency Control Headquarters.

3) Market risks

Market risks including fluctuations of bunker prices, exchange rates and interest rates are reduced with appropriate management based on the rules of market risk management.

#### (4) System to Secure Efficient Execution of Duties by Directors and Executive Officers

- 1) The Board of Directors meets approximately 10 times per year with appropriate intervals between meetings, and as necessary. Material matters to be brought to the Board of Directors are, in general, deliberated in the Executive Committee in advance based on the rules of the Board of Directors.
- 2) The Executive Committee consisting of members appointed by the President Executive Officer and approved by the Board of Directors meets once a week in general, and as necessary, based on the rules of the Executive Committee. Furthermore, if required, the Executive Committee sets up a subcommittee to consult about necessary matters.
- 3) Executive officers perform their duties, based on the division of duties by organization and the administrative authority of each position stipulated in the organizational rules.

## (5) System to Ensure that the Performance of Duties by Employees Complies with Laws and Regulations and the Articles of Incorporation

- 1) The compliance system is enhanced and maintained by establishing a Compliance Policy and setting up a Compliance Committee led by an officer appointed by the Executive Committee.
- 2) The Company ensures that the employees comply with the code of conduct stipulated in Article 4 of the Compliance Policy.
- 3) For reports and consultation on violation of laws and other compliance rules, the reporting and consultation system including the Compliance Advisory Service Desk is maintained and operated based on the Compliance Policy.

4) The Internal Audit Office is established, and is directed only by the Executive Committee as an internal audit department and independent from any other positions.

#### (6) System to Secure the Reliability of Financial Reporting

- 1) In attempt to secure appropriate accounting and enhance the reliability of financial reporting, the rules for accounting shall be prescribed while a system of internal control over financial reporting shall be arranged and steps shall be taken to enhance the effectiveness of the system.
- 2) The Internal Audit Office evaluates the effectiveness of internal control over financial reporting. The department receiving the evaluation implements measures for correction or improvement as necessary.

# (7) System to Secure the Propriety of Business Carried Out by the Group Consisting of the Company and its Subsidiaries

- 1) In an attempt to secure the propriety of business carried out by the Group companies, the group corporate principles are advocated, and each Group company prescribes various rules based on it.
- 2) As for business management of the Group companies, a division or an officer of the Company is nominated to be responsible for the business management of each Group company. Based on the rules of the Group companies' business management, a head of the division or the officer requires the Group companies to report matters as necessary, properly understands the management status and business risks, and requires the Group companies to carry out material matters about management with the Company's approval.
- 3) To secure compliance among the Group companies, each Group company prescribes various rules conforming to the Company's Compliance Policy including the code of conduct. The Compliance Advisory Service Desk provides officers and employees of the Group companies with consultation service, about the compliance program as properly applicable to the entire Group.
- 4) As for the audits of the Group companies, each Group company appropriately establishes an internal audit system, and the Internal Audit Office of the Company conducts internal audits of the Group companies on a periodical basis and as necessary based on the internal audit rules.

# (8) System Concerning Employees to Assist in the Corporate Auditors' Duties and Their Independence from Directors and Executive Officers

- 1) The Corporate Auditor Office is established to assist in the corporate auditors' duties, and assistants for corporate auditors are appointed among the Company's employees.
- Personnel evaluation of assistants for corporate auditors is conducted by the corporate auditors, and the transfer of assistants for corporate auditors is decided with approval of the Board of Corporate Auditors.
- 3) In general, assistants for corporate auditors shall not be concurrently involved in business execution.

#### (9) System Concerning Reports to the Corporate Auditors Including a Reporting System from Directors, Executive Officers, Employees and Others Concerning Reports to the Corporate Auditors, and System to Ensure that the Audit is Effectively Conducted by the Corporate Auditors

- 1) Rules are prescribed on matters to be reported to the corporate auditors by directors, executive officers and employees. Based on those rules, directors, executive officers and employees shall report to the corporate auditors on material matters that may have impact on the Company's businesses or performance.
- 2) By maintaining the appropriate operation of reporting and consultation service systems based on the Compliance Policy, the appropriate reporting system to the corporate auditors on issues concerning compliance such as violation of laws is secured.
- 3) Representative directors make efforts to have regular meetings with the corporate auditors.
- 4) The Internal Audit Office shall cooperate in the effective implementation of the audit by the corporate auditors, while keeping in contact and coordinating with the corporate auditors.

## **Consolidated Financial Statements**

Consolidate	ed Balance Sheets	(Millions of yen)
I	As of March 31, 2014	As of March 31, 2013
Item	Amount	Amount
(Assets)		
Current assets	533,639	514,246
Cash and deposits	98,148	150,780
Trade receivables	146,786	145,407
Marketable securities	83,000	35,938
Inventories	59,349	59,437
Deferred and prepaid expenses	73,284	56,274
Deferred tax assets	1,628	1,907
Other current assets	72,138	65,090
Allowance for doubtful accounts	(697)	(589)
Fixed assets	1,831,055	1,650,364
(Tangible fixed assets)	1,379,244	1,303,967
Vessels	860,095	825,346
Buildings and structures	136,990	138,347
Equipment, mainly containers	10,273	9,052
Equipment and parts	4,929	4,624
Land	215,610	214,614
Vessels and other property under construction	148,971	109,917
Other tangible fixed assets	2,373	2,063
(Intangible fixed assets)	29,384	22,928
(Investments and other assets)	422,426	323,468
Investment securities	111,060	103,755
Investments in and advances to unconsolidated subsidiaries and affiliates	123,394	90,183
Long-term loans receivable	37,519	23,117
Long-term prepaid expenses	3,550	20,407
Net defined benefit assets	21,199	-
Deferred tax assets	3,768	4,033
Other long-term assets	123,717	84,091
Allowance for doubtful accounts	(1,785)	(2,120)
Total Assets	2,364,695	2,164,611

## **Consolidated Balance Sheets**

	As of March 31, 2014	(Millions of yen) As of March 31, 2013
Item	Amount	Amount
(Liabilities)		
Current liabilities	430,045	425,725
Trade payables	143,196	142,585
Short-term bonds	45,000	25,000
Short-term bank loans	105,188	137,546
Accrued income taxes	6,909	7,047
Advances received	37,696	26,660
Deferred tax liabilities	1,716	1,117
Allowance for bonuses	4,530	3,814
Allowance for directors' bonuses	121	116
Commercial papers	-	2,000
Other current liabilities	85,687	79,835
Fixed liabilities	1,151,100	1,119,393
Bonds	180,500	213,500
Long-term bank loans	740,038	648,227
Long-term lease obligations	21,564	19,134
Deferred tax liabilities	81,130	71,132
Net defined benefit liabilities	12,935	-
Allowance for employees' severance and retirement benefits	-	13,471
for directors' and corporate auditors' retirement benefits	1,852	2,027
for special repairs	14,191	14,758
Other fixed liabilities	98,888	137,140
Total Liabilities	1,581,146	1,545,118
(Net Assets)		
Owners' equity	605,768	550,714
Common stock	65,400	65,400
Capital surplus	44,516	44,482
Retained earnings	502,833	447,829
Treasury stock, at cost	(6,981)	(6,997)
Accumulated gains (losses) from valuation and translation adjustments	73,392	(15,292)
Unrealized holding gains on available-for-sale securities, net of tax	32,809	24,752
Unrealized gains (losses) on hedging derivatives, net of tax	39,711	(196)
Foreign currency translation adjustments	(315)	(39,848)
Remeasurements of defined benefit plans	1,186	-
Share subscription rights	2,390	2,115
Minority interests	101,998	81,955
Total Net Assets	783,549	619,492
Total Liabilities and Total Net Assets	2,364,695	2,164,611

Consondated State	inclus of fincome	(Millions of yen)
	FY2013	FY2012
Item	(From Apr. 1, 2013	(From Apr. 1, 2012
item	to Mar. 31, 2014)	to Mar. 31, 2013)
		Amount
Shinning and other energing revenues	Amount	
Shipping and other operating revenues	1,729,452	1,509,194
Shipping and other operating expenses	1,587,902	1,432,014
Gross operating income	141,550	77,179
Selling, general and administrative expenses	100,458	92,946
Operating income (loss)	41,092	(15,766)
Non-operating income		
Interest income	2,318	1,673
Dividend income	7,022	3,492
Gain on sale of containers	4,220	3,595
Others	15,946	3,542
Total non-operating income	29,507	12,304
Non-operating expenses		
Interest expense	12,583	13,020
Equity in losses of affiliates	1,234	4,935
Others	1,796	7,149
Total non-operating expenses	15,613	25,105
Ordinary income (loss)	54,985	(28,568)
Extraordinary profit	,	
Gain on sales of fixed assets	7,094	12,253
Gain on sales of investment securities	1,199	205
Gain on sale of subsidiaries and affiliates stocks	21,857	62
Cancellation fee for chartered vessels	572	1,844
Others	5,326	1,698
Total extraordinary profit	36,050	16,064
Extraordinary loss		10,001
L'Att auf uffiait y 1035		
Loss on sales, disposal and retirement of fixed assets	6,702	3,882
Impairment loss	6,447	10,978
Loss arising from marine accident	2,397	-
Cost of business structural reforms	-	101,463
Others	3,777	9,110
Total extraordinary loss	19,325	125,434
Income (loss) before income taxes and minority		
interests	71,710	(137,938)
Income taxes - current	13,796	11,324
Income taxes - deferred	(4,525)	24,799
Income (loss) before minority interests	62,439	(174,062)
Minority interests in earnings of consolidated		
subsidiaries	5,045	4,783
Net income (loss)	57,393	(178,846)

## **Consolidated Statements of Income**

				(N	fillions of yen)
			Owners' equity	~	<b>,</b>
-	Common stock	Capital surplus	Retained earnings	Treasury stock, at cost	Total owners' equity
Balance at April 1, 2013	65,400	44,482	447,829	(6,997)	550,714
Changes during the fiscal year					
Dividends paid			(2,392)		(2,392)
Net income			57,393		57,393
Due to change in consolidated subsidiaries			2		2
Repurchase of treasury stock				(61)	(61)
Disposal of treasury stock		34		77	111
Net increase/decrease during the term except in owners' equity					
Total changes during the fiscal year	-	34	55,003	16	55,053
Balance at March 31, 2014	65,400	44,516	502,833	(6,981)	605,768

## **Consolidated Statement of Changes in Net Assets**

	Acc	umulated gai	ns (losses) fre	om valuation	and			
	translation adjustments							
	Unrealized holding gains on available- for-sale securities, net of tax	Unrealized gains (losses) on hedging derivatives, net of tax	Foreign currency translation adjustments	Remeasure- ments of defined benefit plans	Total accumulated gains (losses) from valuation and translation adjustments	Share subscription rights	Minority interests	Total Net assets
Balance at April 1, 2013	24,752	(196)	(39,848)	-	(15,292)	2,115	81,955	619,492
Changes during the fiscal year								
Dividends paid								(2,392)
Net income								57,393
Due to change in consolidated subsidiaries								2
Repurchase of treasury stock								(61)
Disposal of treasury stock								111
Net increase/decrease during the term except in owners' equity	8,057	39,907	39,533	1,186	88,684	275	20,042	109,002
Total changes during the fiscal year	8,057	39,907	39,533	1,186	88,684	275	20,042	164,056
Balance at March 31, 2014	32,809	39,711	(315)	1,186	73,392	2,390	101,998	783,549

## [ Reference Document ]

## **Consolidated Statements of Cash Flows**

		(Millions of yen)
	FY2013	FY2012
Items	(From April 1, 2013	(From April 1, 2012
Items	to March 31, 2014)	to March 31, 2013)
	Amount	Amount
Cash flows from operating activities	94,255	78,955
Cash flows from investing activities	(119,870)	(104,240)
Cash flows from financing activities	(7,093)	138,767
Effect of exchange rate changes on cash and cash	10.592	4.21(
equivalents	10,582	4,316
Net increase (decrease) in cash and cash equivalents	(22,126)	117,799
Cash and cash equivalents at beginning of year	200,636	82,837
Net cash increase from new	1 (1(	
consolidation/de-consolidation of subsidiaries	1,616	-
Cash and cash equivalents at end of the FY	180,125	200,636

### Notes to Consolidated Financial Statements

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

#### 1. Scope of consolidation

- (1) Number of consolidated subsidiaries: 357
- (2) Names of principal consolidated subsidiaries are as stated in "1 Matters Concerning the Present State of the Corporate Group, (10) Principal Subsidiaries" in Business Report.
- (3) Names of principal non-consolidated subsidiaries: Asia Cargo Service Co., Ltd.
- (4) Reason for exclusion from the scope of consolidation

Total assets, net revenues, net income (calculated according to our equity interest) and retained earnings (calculated according to our equity interest) of non-consolidated subsidiaries are not substantial respectively, and do not have a material impact on the consolidated statutory reports.

#### 2. Application of equity method

- (1) Number of affiliates accounted for by the equity method: 73
- (2) Names of principal affiliates accounted for by the equity method: Daiichi Chuo Kisen Kaisha, Asahi Tanker Co., Ltd.
- (3) Names of principal non-consolidated subsidiaries that are not accounted for by the equity method: Asia Cargo Service Co., Ltd.
- (4) Names of principal affiliates that are not accounted for by the equity method: Sorami Container Center Co., Ltd.
- (5) Reason for exclusion from the scope of applying the equity method Amounts calculated according to our equity interest in net income and retained earnings of non-consolidated subsidiaries and affiliates that are not accounted for by the equity method are not significant.

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

(1) Scope of consolidation

Twenty one (21) companies, including MOL TREASURY MANAGEMENT PTE. LTD., a newly established company, have been newly included in the scope of consolidation effective the fiscal year under review. Thirteen (13) companies, including CIRRUS MARITIME INC., which had been a consolidated subsidiary, were excluded from the scope of consolidation due to completion of their liquidation, etc.

(2) Scope of applying the equity method

Eleven (11) companies including CARIOCA MV27 B.V. have been accounted for under the equity method effective the fiscal year under review from the viewpoint of the significance. Three (3) companies including OASIS LNG CARRIER S.A., which had been accounted for under the equity method, were excluded from the scope of equity method application due to completion of liquidation, etc.

4. Significant accounting policies	
(1) Bases and methods of valuation of assets	
Securities	
Trading securities	Market value method (Calculating cost of securities sold mainly using the moving-average method)
Held-to-maturity debt securities Other securities	Amortized cost method
Available-for-sale securities	
with market value	Market value method based on the market price as of the closing date
	(Differences in valuation are included directly in net assets and costs of securities sold are calculated mainly using the moving-average method)
without market value	Stated at cost mainly using the moving-average method
Derivative transactions	Market value method
Inventories (Fuel and supplies)	Stated at cost mainly using the moving-average method Figures on the balance sheets have been calculated based on the method of reducing the book value in accordance with the decline in profitability.
(2) Depreciation methods for fixed assets Tangible fixed assets (excluding leased ass	ets)
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

As for software for in-house use, the straight-line method is used with a useful life in-house of 5 years. As for goodwill, the equally divided amount is amortized over 5 years, in general.

#### Leased assets

Leased assets related to finance lease transactions that transfer ownership The Company adopts the method consistent with the depreciation method applied on fixed assets owned on its own.

Leased assets related to finance lease transactions that do not transfer ownership The Company adopts the straight-line method over the term of the lease assuming no residual value. The Company adopts accounting standards corresponding to the method related to normal rental and lease transactions for finance lease transactions that do not transfer ownership and for which the lease transaction commenced on or before March 31, 2008.

(3) Disposition method of deferred assets

Bond issue expenses	The entire amount is expensed as incurred.
Stock issue expenses	The entire amount is expensed as incurred.

#### (4) Accounting for allowances

Allowance for doubtful accounts

Provided for losses on ordinary receivables using the historical default rate and provided for losses on specific receivables where there is a possibility of default based on the estimated amount of uncollectible receivables on an individual basis.

Allowance for bonuses

Provided for bonus payments to employees based on the estimated amounts of future payments attributed to the fiscal year.

Allowance for directors' bonuses

Some consolidated domestic subsidiaries provide for bonus payments to directors based on the estimated amounts of future payments.

#### Allowance for directors' and corporate auditors' retirement benefits

To provide for the payment of retirement benefits to directors and corporate auditors, the Company and a part of consolidated domestic subsidiaries record an amount to adequately cover payments at the end of the fiscal year under review, in accordance with internal regulations. Effective from the conclusion of the Ordinary General Meeting of Shareholders of the Company for FY2004, the Company abolished the retirement benefits plan for directors and corporate auditors. Following the decision in that meeting, the Company recognizes liabilities for retirement benefit for directors and corporate auditors until the conclusion of the shareholders' meeting for FY2004, which will be paid upon their retirement, in accordance with internal regulations.

#### Allowance for special repairs

Provided for the payment for special repairs of vessels based on the estimated amount of repairs of vessels.

#### (5) Recognition of freight revenues and related expenses

Containerships:Recognized by the multiple transportation progress method.Vessels other than containerships: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 satisfy the requirements for special accounting rules.

#### Hedging instruments and hedged items

Means for hedging	Hedged items
Loans payable in foreign currencies	Foreign currency future transactions
Forward foreign exchange contracts	Foreign currency future transactions
Currency option contracts	Foreign currency future transactions
Currency swap contracts	Foreign currency loans payable
Interest rate swap contracts	Interest on loans and bonds payable
Crude oil swap contracts	Fuel oil
Commodities futures	Fuel oil
Freight futures	Freight

#### Hedging policy

The hedging derivative transactions are executed and managed by the Company mainly in accordance with established policies, "Market Risk Management Policy" 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

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) In the Company and consolidated subsidiaries, interest paid is expensed as incurred, in general. However, in cases where a period from start to completion of construction is long and the scale of investment is significant, interest expenses incurred during the construction period are included as part of the acquisition cost.
- (8) Other significant matters for the preparation of consolidated financial statements Accounting for retirement benefits

To provide for the payment of retirement benefits to employees, the amount is recorded based on the estimates of retirement benefit obligations and pension assets as of the end of the fiscal year under review. Actuarial differences are recognized in the statements of income using the straight-line method within the estimated remaining service period (generally 10 years) commencing with the following period. Prior service cost is chiefly accounted for as expenses in a lump-sum at the time of occurrence.

Accounting for consumption taxes

Consumption tax and local consumption tax are accounted for by the tax exclusion method.

#### Notes to Changes in Accounting Policies

(Application of accounting standards for retirement benefits and another standard)

The Company has applied the "Accounting Standard for Retirement Benefits" (ASBJ Statement No. 26, May 17, 2012) and the "Guidance on Accounting Standard for Retirement Benefits" (ASBJ Guidance No. 25, May 17, 2012), except for the provisions of the main clauses of Paragraph 35 of the Accounting Standard for Retirement Benefits and Paragraph 67 of the Guidance on Accounting Standard for Retirement Benefits, effective from the fiscal year ended March 31, 2014. Accordingly, the Company has changed its accounting policy to one that recognizes the difference between retirement benefit obligations and plan assets as net defined benefit liabilities or net defined benefit assets and recorded unrecognized actuarial gains and losses and unrecognized prior service costs under net defined benefit liabilities or net defined benefit assets.

Application of the Accounting Standard for Retirement Benefits and Guidance on Accounting Standard for Retirement Benefits is in line with the transitional measures provided in Paragraph 37 of the Accounting Standard for Retirement Benefits. In accordance with such measures, the effect of the change has been added to or deducted from remeasurements of defined benefit plans under accumulated gains (losses) from valuation and translation adjustments as of March 31, 2014.

As a result of the change, as of March 31, 2014, net defined benefit liabilities of 12,935 million yen and net defined benefit assets of 21,199 million yen were recorded. Also, accumulated gains (losses) from valuation and translation adjustments increased by 1,186 million yen.

#### Notes to Changes in Presentations

#### (Consolidated statements of income)

Although "Gain on sale of subsidiaries and affiliates stocks" had been included in "Others" up to the previous fiscal year, the item is separately presented in the fiscal year under review due to the increase in its monetary significance. "Gain on sale of subsidiaries and affiliates stocks" for the previous fiscal year was ¥62 million.

Although "Loss on valuation of investment securities" (¥22 million for the fiscal year under review) and "Cancellation fee for chartered vessels" (¥0 million for the fiscal year under review) were separately presented in the previous fiscal year, the items are included in "Others" due to the decrease in their monetary significance.

#### Notes to Changes in Accounting Estimates

Notes to Consolidated Balance Sheets

#### (Change of useful life)

As a part of the Business Structural Reforms executed in the previous fiscal year, we reviewed the policy on use of vessels based on actual use records. Then, we found that vessels can be used longer than their conventional useful life. Therefore, in this fiscal year, the period of useful lives of dry bulkers and car carriers were changed from the conventional 15 years to 20 years, and tankers from the conventional 13-18 years to 20-25 years.

As a result, each of operating income, ordinary income, and net income before taxes for the fiscal year was increased by ¥10,684 million, respectively, compared to the conventional method.

1. Breakdown and amounts of inventories	
Raw materials and supplies	58,210 million yen
Other	1,138 million yen
2. Assets pledged as collateral and secured obligations	
(1) Assets pledged as collateral	
Vessels	177,092 million yen
Buildings and structures	135 million yen
Vessels and other property under construction	72,952 million yen
Investment securities	21,158 million yen
Equity securities issued by subsidiaries and affiliates	38,989 million yen
Total	310,328 million yen
(2) Secured obligations	
Short-term loans	11,955 million yen
Long-term loans	132,539 million yen
Total	144,495 million yen

# Pledged investment securities and equity securities issued by subsidiaries and affiliates include the following securities:

- a) Investment securities at ¥21,076 million and equity securities issued by subsidiaries and affiliates at ¥11,143 million were pledged in order to secure losses to be incurred when the Company and our subsidiaries and affiliates cause oil pollution casualties in U.S. ocean area, and obligations for them have not been incurred as of the end of the fiscal year under review. ¥11,143 million in equity securities issued by subsidiaries and affiliates are equity securities issued by consolidated subsidiaries.
- b) Equity securities issued by subsidiaries and affiliates at ¥27,845 million were pledged in order to secure long-term loans and future payment of charter fees of subsidiaries and affiliates.
- c) Investment securities of ¥81 million were pledged as collateral for long-term loans associated with an LNG carrier project.

#### **3.** Accumulated depreciation of tangible fixed assets

777,790 million yen

#### 4. Contingent liabilities

Guarantee liabilities, etc. (Including guarantee liabilities in foreign currency 78,168 million yen 67,149 million yen)

#### 5. Others

The MOL Group is subject to investigations by overseas competition law authorities including those of the U.S. and Europe for violation of competition laws of those countries regarding price control negotiations for ocean transport services of completely built-up vehicles. In addition, a class-action lawsuit was filed in the U.S. and other countries against the MOL Group for damage claims and for a cease and desist order for the questioned conduct. Meanwhile, the effect of these investigations and lawsuit on the financial results of MOL Group is uncertain as its financial impact is not estimable at this stage.

In Japan, MOL had been under investigation by the Japan Fair Trade Commission (the "JFTC") since September 2012 for violation of the Japanese Antimonopoly Act regarding certain car carrier shipping trades. However, MOL was exempted from all of the Cease and Desist Orders and Surcharge Payment Orders issued by the JFTC in March 2014 because the JFTC accepted an application made by MOL under the JCTC's leniency program. Meanwhile, Nissan Motor Car Carrier Co., Ltd., which is a consolidated subsidiary of the Company, also made an application under the JFTC's leniency program and secured a reduction of its surcharge, but was not exempted from the Cease and Desist Order and Surcharge Payment Order.

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

1. Class and total number of issued and outstanding shares at the end of this fiscal year Class: Common stock

	• • • • • • • • • • • • • • • • • • • •
Total number of shares:	1,206,286,115 shares

#### 2. Class and number of shares of treasury stock at the end of the fiscal year

Class:	Common stock
Number of shares:	10,373,683 shares

#### 3. Matters concerning dividend distribution of surplus

(1) Amount of dividend payment

Resolution	Class of stock	Total dividend (millions of yen)	Dividend per share (yen)	Record date	Effective date
Board of Directors' meeting October 31, 2013	Common stock	2,392	2.0	September 30, 2013	November 22, 2013

(2) Dividend for which record date is in the current fiscal year but the effective date for the dividend is in the following fiscal year.

Resolution	Class of stock	Total dividend (millions of yen)	Source of dividend	Dividend per share (yen)	Record date	Effective date
Ordinary General Meeting of Shareholders June 24, 2014	Common stock	3,587	Retained earnings	3.0	March 31, 2014	June 25, 2014

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

(Excluding rights before exercise period of the share subscription rights)

Class:Common stockTotal number of shares:11,097,000 shares

#### **Notes on Financial Instruments**

#### 1. Qualitative information on financial instruments

We raise capital investment funds to acquire vessels and other fixed assets primarily through bank loans and corporate bonds. In addition, we secure short-term operating funds through commercial papers and bank loans. Furthermore, we have established commitment line with Japanese banks in preparation for supplementing liquidity in emergency situations. Trade receivables are exposed to the credit risks of customers. We strive to mitigate such risks in accordance with internal regulations. Besides, trade receivables denominated in foreign currencies are exposed to the foreign currency exchange rate risk. We avoid the risk mainly by, in principle, utilizing forward exchange contracts which cover the net position (The difference between trade receivables and trade payables dominated in foreign currencies). Investment securities are mainly stocks of companies with which we have business relationships. We identify the market value of listed stocks on a quarterly basis.

Trade payables are due within a year. Short-term loans are primarily used for raising short-term operating funds, while long-term loans and bonds are mainly for capital investments. Although several items with variable interest rates are exposed to the interest rate risk, a certain portion of such variable interest rates is fixed with the use of interest rate swaps. Long-term loans dominated in foreign currencies are exposed to the foreign currency exchange rate risk, a part of which is avoided by using currency swaps. Derivatives are utilized to hedge risks as discussed above and are executed within the scope of real requirements in accordance with the established policies "Market Risk Management Policy" and "Guideline for Market Risk Management." Our policy is not to use derivatives for speculative purposes.

#### 2. Fair values of financial instruments

Book values and fair values of the financial instruments as well as differences between them at end of the fiscal year are the following;

			(Millions of yen)
	Book Value	Fair Value	Difference
(1) Cash and deposits	98,148	98,148	_
(2) Trade receivables	146,786	146,786	_
(3) Marketable securities			
Available-for-sale securities	83,000	83,000	_
(4) Short-term loans receivable	1,445	1,445	-
(5) Long-term loans receivable (*1)	41,014	46,748	5,733
(6) Investment securities			
Available-for-sale securities	103,417	103,417	-
(7) Trade payables	143,196	143,196	_
(8) Short-term loans	14,696	14,696	_
(9) Bonds (*2)	225,500	230,952	5,452
(10) Long-term loans (*3)	830,529	833,094	2,564
(11) Derivative financial instruments (*4)	83,294	82,895	△399

(\*1) The book value of long-term loans receivable includes current portion amounting to ¥3,495 million.

(\*2) The book value of bonds includes current portion amounting to  $\frac{1}{4}45,000$  million.

(\*3) The book value of long-term loans includes current portion amounting to ¥90,491 million.

(\*4) Amounts of derivative financial instruments are net of asset and liability. Negative amount stated with [].

Notes: 1. The following is a description of the valuation methodologies used for the assets and liabilities measured at the fair value.

- (1) Cash and deposits, (2) Trade receivables and (4) Short-term loans receivable Since these assets are settled in a short term and their fair value is almost equal to the book value, the fair value is evaluated at the book value.
- (3) Marketable securities and (6) Investment securities

The fair value of stocks is evaluated at market prices at stock exchange as of the end of the fiscal year and the fair value of bonds is evaluated at market prices at stock exchange or provided by financial institutions as of the end of the fiscal years.

(5) Long-term loans receivable

The fair value of long-term loans receivable with variable interest rate is evaluated at the book value because the interest rate reflects the market rate in a short term and their fair value is almost equal to the book value, unless the creditworthiness of the borrower has changed significantly since the loan origination. The fair value of long-term loans receivable with fixed interest rates, for each category of loans based on types 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.

- (7) Trade payables, and (8) Short-term loans
- Since these assets are settled in a short term and their fair value is almost equal to the book value, the fair value is evaluated at the book value.
- (9) Bonds
  - The fair value of corporate bonds at market price are valued at market price.
- (10) Long-term loans

The fair value of long-term bank loans with variable interest rates is evaluated at the book value because their fair value is almost equal to the book value, the interest rate reflects the market rate in a short term and there has been no significant change in the creditworthiness of us 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 types, 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 newly taken out. The fair value of long-term bank loans qualifying for allocation method of interest and currency swap is evaluated at the book value because such bank loans were deemed as the variable interest rates bank loans and the interest rate reflects the market rate in a short term.

- (11) Derivative financial instruments
  - The fair value of derivative financial instruments, which are used for the hedging purposes, is measured based on forward exchange rates prevailing at the end of the fiscal year, information provided by financial institutions, etc. Currency swaps whose transactions are booked in yen by translation at the exchange rate stipulated in the contract are recorded as the combined amount of such currency swaps and their hedged items. Therefore, their fair value is included in fair values of such hedged items.
- 2. The following table summarizes financial instruments whose fair value is extremely difficult to estimate.

	(Millions of yen)
Item	Book Value
Unlisted stocks	7,627
Others	16
Total	7,643

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

#### **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 lands) in Tokyo, Osaka and other areas.

#### 2. Fair value of rental property

	(Millions of yen)
Book Value	Fair Value
280,120	381,024

Notes: 1. The book value was calculated as the amount equivalent to the cost for acquisition deducting accumulated depreciation.

2. The fair value is mainly based upon the amount appraised by outside independent real estate appraisers. For other properties, the fair value of land is the amount adjusted using an index that is believed to reflect the market price properly, and that of depreciable assets such as buildings is the amount on consolidated balance sheets.

#### **Per-share Information**

1. Net assets per share	567.90 yen
2. Net income per share	47.99 yen

#### **Material Subsequent Events**

The Company, by a resolution of a Board of Directors' meeting held on April 8, 2014, issued Euro US dollar Zero Coupon Convertible Bond due 2018 and Euro US dollar Zero Coupon Convertible Bond due 2020. All payments were made on April 24. An outline of these bonds is as follows.

(1) Securities offered	Euro US dollar Zero Coupon	Euro US dollar Zero Coupon
	Convertible Bond due 2018	Convertible Bond due 2020
(2) Total issue amount	US\$300,000,000	US\$200,000,000
(3) Issue prices	100.0% of principal amount	Same as to the left
(4) Offer prices	102.5% of principal amount	Same as to the left
(5) Coupon	Zero	Same as to the left
(6) Closing and issue date	April 24, 2014	Same as to the left
(7) Redemption prices	100% of principal amount	Same as to the left

(8) Redemption at maturity Early redemption and cancellation by acquisition	April 24, 2018 Early redemption and cancellation by acquisition by the bonds under certain circumstances are specified in the Information Memorandum.	April 24, 2020 Same as to the left	
(9) Particulars of stock acquisition rights			
i. Class of share to be issued upon exercise of the stock acquisition rights	Common stock of the Company	Same as to the left	
ii. Total number of stock acquisition rights	3,000 units	2,000 units	
iii. Conversion price	US\$5.34	US\$4.80	
iv. Exercise period Supplementary provisions	From May 8, 2014 to April 10, 2018 *Before three months prior to redemption date, the said stock acquisition rights shall not be exercised unless the stock price exceeds 130% of the conversion price for a certain period. *After three months prior to redemption date, the Company may acquire the bonds in exchange for 100% of principal amount in cash and common stock for value exceeded principal amount.	From May 8, 2014 to April 9, 2020 Same as to the left Same as to the left	
v. Amount to be paid upon exercise of the stock acquisition rights	The bonds in respect of the relevant stock acquisition rights shall be contributed upon exercising of each stock acquisition right, and the price of the bonds shall be equal to the principal amount of the bonds.		
vi. Capital and capital reserve increased in the case stocks are issued by exercising stock acquisition rights	The amount of capital increased in case the stocks are issued by exercising stock acquisition rights shall be half of the maximum increase of capital, etc., calculated in accordance with Article 17 of the "Company Calculation Ordinance," and any amount less than one yen arising from such calculation shall be rounded up. The increase in capital reserve shall be obtained by subtracting the capital increased from the maximum increase of capital, etc.		
(10) Security or guarantee	None		
(11) Use of proceeds	Proceeds from issuance of the bonds shall be used as capital investment for ships, including LNG carriers, which are expected to be built and completed from now, and the offshore business.		

#### **Other Notes**

Figures less than one (1) million yen are rounded down to the nearest million.

## Non-consolidated Financial Statements

### **Non-consolidated Balance Sheets**

<u>INOR-CONSOL</u>	idated Balance Sheets	(Millions of yen)
Item	As of March 31, 2014	As of March 31, 2013
	Amount	Amount
(Assets)		
Current assets	368,521	398,115
Cash and deposits	24,263	71,032
Trade receivables	86,113	97,205
Short-term loans receivable	26,866	67,789
Advances	14,912	11,990
Marketable securities	83,000	35,938
Inventories	43,011	41,954
Deferred and prepaid expenses	46,878	45,498
Receivable from agencies	19,780	11,450
Other receivables	10,991	3,659
Other current assets	13,218	12,012
Allowance for doubtful accounts	(516)	(417)
Fixed assets	670,662	607,521
(Tangible fixed assets)	124,072	116,120
Vessels	89,138	82,320
Buildings	10,204	10,883
Structures and equipment	379	391
Vehicles and transportation equipment	66	81
Equipment, mainly containers	659	609
Land	18,015	18,367
Vessels and other property under construction	3,561	1,515
Other tangible fixed assets	2,046	1,950
(Intangible fixed assets)	17,898	13,728
(Investments and other assets)	528,691	477,672
Investment securities	86,551	81,734
Investments in and advances to subsidiaries and affiliates	214,624	190,411
Long-term loans receivable	136,848	158,226
Long-term prepaid expenses	18,974	17,647
Long-term lease receivables	52,038	19,597
Long-term other receivables	10,594	731
Other investments and other assets	11,105	14,354
Allowance for doubtful accounts	(2,047)	(5,029)
Total Assets	1,039,183	1,005,637

		(Millions of yen)
Item	As of March 31, 2014	As of March 31, 2013
(Liabilities)	Amount	Amount
Current liabilities	271,712	303,957
Trade payables	98,106	120,391
Short-term bonds	30,000	15,000
Short-term bank loans		
	77,352	91,666
Other payables	27,422 662	36,884
Accrued income taxes		-
Accrued expenses	1,756	1,625
Advances received	22,246	20,426
Payable to agencies	2,752	6,238
Allowance for bonuses Provision for loss on liquidation of subsidiaries and affiliates	2,099	1,464 846
Other current liabilities	9,314	9,414
Fixed liabilities	311,873	9,414 <b>311,409</b>
Bonds	110,500	<b>511,409</b> 143,500
Long-term bank loans	179,310	
Deferred tax liabilities		126,574
	18,906	15,835
Allowance for employees' severance and retirement benefits	8	34
Allowance for directors' and corporate auditors' retirement benefits	120	120
Allowance for loss on guarantees	300	-
Other fixed liabilities	2,728	25,345
Total Liabilities	583,586	615,367
(Net Assets)	, , , , , , , , , , , , , , , , , , , ,	,
Owners' equity	422,751	364,571
Common stock	65,400	65,400
Capital surplus	44,419	44,429
Additional paid-in capital	44,371	44,371
Other capital surplus	47	57
Retained earnings	319,954	261,726
Legal earnings reserve	8,527	8,527
Other retained earnings	311,427	253,198
Reserve for special depreciation	1,247	1,868
Reserve for overseas investment loss	31	37
Reserve for advanced depreciation	975	821
General reserve	249,630	420,630
Retained earnings (losses) brought forward	59,543	(170,159)
Treasury stock, at cost	(7,023)	(6,984)
Accumulated gains from valuation and translation adjustments	30,455	23,583
Unrealized holding gains on available- for-sale securities, net of tax	30,764	23,568
Unrealized gains (losses) on hedging derivatives, net of tax	(308)	14
Share subscription rights	2,390	2,115
Total Net Assets	455,597	390,269
Total Liabilities and Total Net Assets	1,039,183	1,005,637

#### (Millions of yen) FY2013 FY2012 (From April 1, 2013 to March 31, 2014) (From April 1, 2012 to March 31, 2013) Item Amount Amount Shipping and other operating revenues Shipping revenues Freight 962.871 872.525 Charter fees 231,140 218,284 Other shipping revenues 35,676 30,324 1,229,688 1,121,134 Total 970 Other operating revenue 1,036 Total shipping and other operating 1,230,658 1,122,171 revenues Shipping and other operating expenses Shipping expenses 604,065 549,292 Voyage expenses 12,594 13,963 Vessels Charter fees 452,903 481,807 121,896 96,091 Other shipping expenses Total 1,191,459 1,141,155 Other operating expenses 743 758 Total shipping and other operating 1,192,202 1,141,913 expenses Gross operating income (loss) 38.456 (19,742)Selling, general and administrative expenses 28,509 28,414 **Operating income (loss)** 9,946 (48,156) Non-operating income 22,539 25,783 Interest and dividend income Gain on sale of containers 4,220 3,595 Others 1,109 1,400 **Total non-operating income** 27,869 30,779 Non-operating expenses 2.795 Interest expense 3,163 4.925 Others 1.168 4,332 7,721 Total non-operating expenses **Ordinary income (loss)** 33,483 (25,098)**Extraordinary profits** 994 Gain on sales of fixed assets 929 991 Gain on sales of investment securities 26 Gain on sales of securities issued by 47 28,369 subsidiaries and affiliates Gain on liquidation of subsidiaries and 2,276 342 affiliates Reversal of allowance for doubtful 314 27 accounts 1,790 Cancellation fee for chartered vessels 572 1,776 Others 314 **Total extraordinary profits** 35,229 3,542 **Extraordinary losses** Loss on disposal of fixed assets 59 120 Loss on sales of investment securities 213 30 Loss on valuation of investment securities 20 2,445 Loss on valuation of securities issued by 15,092 4,302 subsidiaries and affiliates Loss on liquidation of subsidiaries and 124 4 affiliates Provision of allowance for doubtful 3,104 accounts Cost of business structural reforms \_ 93,392 Loss arising from marine accident 257 Others 996 5,241 **Total extraordinary losses** 5,973 119,431 Income (loss) before income taxes 62,739 (140, 988)Income taxes - current 2,084 652 29,833 Income taxes - deferred 35 Net income (loss) 60,620 (171, 474)

#### Non-consolidated Statements of Income

							<u> </u>	·.			(111		i yen)
	Owners' equity												
		Capital surplus				1		Retained earnin					
	Common	Additional	Other	Total	Legal	Reserve for	Oth Reserve for	er retained earr Reserve for	nings	Retained	Total	Treasury	Total
	stock	paid-in capital	capital surplus	capital surplus	earnings reserve	special deprecia- tion	overseas investment loss	advanced deprecia- tion	General reserve	earnings (losses) brought forward	retained earnings	stock, at cost	owners' equity
Balance at April 1, 2013	65,400	44,371	57	44,429	8,527	1,868	37	821	420,630	(170,159)	261,726	(6,984)	364,571
Changes during the fiscal year													
Dividends paid										(2,392)	(2,392)		(2,392)
Net income										60,620	60,620		60,620
Provision of													,
reserve for special depreciation						7				(7)	-		-
Reversal of reserve for special depreciation						(629)				629	-		-
Reversal of reserve for overseas investment loss							(6)			6	-		-
Provision of reserve for advanced depreciation								184		(184)	-		-
Reversal of reserve for advanced depreciation								(30)		30	-		-
Reversal of general reserve									(171,000)	171,000	-		-
Repurchase of treasury stock												(61)	(61)
Disposal of treasury stock			(9)	(9)								22	13
Net increase/ decrease during the term except in owners' equity													
Total changes during the fiscal year	-	-	(9)	(9)	-	(621)	(6)	153	(171,000)	229,702	58,228	(38)	58,180
Balance at March 31, 2014	65,400	44,371	47	44,419	8,527	1,247	31	975	249,630	59,543	319,954	(7,023)	422,751

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

	Accumulated gai				
	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	Share subscription rights	Total Net assets
Balance at April 1, 2013	23,568	14	23,583	2,115	390,269
Changes during the fiscal year					
Dividends paid					(2,392)
Net income					60,620
Provision of reserve for special depreciation					-
Reversal of reserve for special depreciation					-
Reversal of reserve for overseas investment loss					-
Provision of reserve for advanced depreciation					-
Reversal of reserve for advanced depreciation					-
Reversal of general reserve					-
Repurchase of treasury stock					(61)
Disposal of treasury stock					13
Net increase/decrease during the term except in owners' equity	7,195	(322)	6,872	275	7,148
Total changes during the fiscal year	7,195	(322)	6,872	275	65,328
Balance at March 31, 2014	30,764	(308)	30,455	2,390	455,597

#### (Millions of yen)

### Notes to Non-consolidated Financial Statements

### Notes to Matters for Significant Accounting Policies

1. Bases and methods	of valuation of assets
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Securities	
Trading securities	Market value method (Calculating cost of securities sold with moving-average method)
Held-to-maturity debt securities	Amortized cost method
Equity securities issued by 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
	(Differences in valuation are included directly in net assets and costs of securities sold are calculated using the moving-average method)
without market value	Stated at cost using the moving-average method
Derivative transactions	Market value method
Inventories	Stated at cost using the moving-average method
	Figures on the balance sheets have been calculated based on the method of reducing the book value in accordance with the decline in profitability.

#### 2. Depreciation methods for fixed assets

Tangible fixed assets (excluding leased asset		
Vessels	Straight-line method	
Buildings and structures	Straight-line method	
Other tangible fixed assets	Declining-balance method	
Intangible fixed assets	Straight-line method	
(excluding leased assets)		
	As for software for in-house use, the straight-line method is used with a useful life in-house of 5 years.	
Leased assets	Leased assets related to finance lease transactions that transfer ownership	
	The Company adopts the method consistent with the	
	depreciation method applied on fixed assets owned on its own.	
	Leased assets related to finance lease transactions that do not transfer ownership	
	The Company adopts the straight-line method over the term of the lease assuming no residual value.	
	The Company adopts accounting standards corresponding to the method related to normal rental and lease transactions for finance lease transactions that do not transfer ownership and for which the lease transaction commenced on or before March 31, 2008.	
	<i>,</i>	

#### 3. Disposition method of deferred assets

Bond issue expenses

The entire amount is expensed as incurred.

Stock issue expenses

The entire amount is expensed as incurred.

#### 4. Accounting for allowances

Allowance for doubtful accounts

Provided for losses on ordinary receivables using the historical default rate and provided for losses on specific receivables where there is a possibility of default based on the estimated amount of uncollectible receivables on an individual basis.

Allowance for bonuses

Provided for bonus payments to employees based on the estimated amounts of future payments attributed to the fiscal year under review.

Provision for loss on liquidation of subsidiaries and affiliates Provided for losses accrued due to liquidation of subsidiaries and affiliates based on the estimated losses in the future.

#### Allowance for employees' severance and retirement benefits

To provide for the payment of retirement benefits to employees, the amount is recorded based on the estimates of retirement benefit obligations and pension assets as of the end of the fiscal year under review. Actuarial differences are recognized in the statements of income 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 directors' and corporate auditors' retirement benefits

To provide for the payment of retirement benefits to directors and corporate auditors, the amount to adequately cover payments at the end of the fiscal year under review is recorded, in accordance with internal regulations. Effective from the conclusion of the Ordinary General Meeting of Shareholders of the Company for FY2004, the Company abolished the retirement benefits plan for directors and corporate auditors. Following the decision in that meeting, the Company recognizes liabilities for retirement benefits for directors and corporate auditors until the conclusion of the shareholders' meeting for FY2004, which will be paid upon their retirement, in accordance with internal regulations.

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

Containerships:	Recognized by the multiple transportation progress method.
Vessels other than containerships:	Recognized by the completed-voyage method.

#### 6. Hedge accounting

Hedge accounting

The Company adopts deferral hedge accounting.

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

Hedging instruments and hedged items

Hedging instruments	Hedged items
Loans payable in foreign currencies	Foreign currency future transactions
Forward foreign exchange contracts	Foreign currency future transactions
Currency option contracts	Foreign currency future transactions
Interest rate swap contracts	Interest on loans and bonds payable
Commodities futures	Fuel oil
Freight futures	Freight

Hedging policy

Hedging derivative transactions are executed in accordance with the Company's internal regulations, "Market Risk Management Policy" 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 paid is expensed as incurred, in general. However, in cases where a period from start to completion of construction is long and the scale of investment is significant, interest expenses incurred during the construction period are included in a part of the 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 local consumption tax are accounted for by the tax exclusion method.

#### Notes to Changes in Presentations

(Non-consolidated balance sheets)

Although "Other receivables" had been included in "Other current assets" up to the previous fiscal year, the item is separately presented in the fiscal year under review due to the increase in its monetary significance. "Other receivables" for the previous fiscal year was \$3,659 million.

Although "Long-term other receivables" had been included in "Other investments and other assets" up to the previous fiscal year, the item is separately presented in the fiscal year under review due to the increase in its monetary significance. The amount of "Long-term other receivables" for the previous fiscal year was ¥731 million.

Although "Long-term other payables" (¥1,312 million for the fiscal year under review) was separately presented in the previous fiscal year, the item is included in "Other fixed liabilities" in the fiscal year under review due to a decrease in its monetary significance. "Long-term other payables" for the previous fiscal year was ¥21,333 million.

#### Notes to Changes in Accounting Estimates

(Change of useful life)

As a part of the Business Structural Reforms executed in the previous fiscal year, we reviewed the policy on use of vessels based on actual use records. Then, we found that vessels can be used longer than their conventional useful life. Therefore, in this fiscal year, the period of useful lives of dry bulkers and car carriers were changed from the conventional 15 years to 20 years, and tankers from the conventional 13-18 years to 20 years.

As a result, each of operating income, ordinary income, and net income before taxes for the fiscal year was increased by \$1,367 million, respectively, compared to the conventional method.

#### Notes to Non-consolidated Balance Sheets

#### 1. To subsidiaries and affiliates

Short-term monetary lending	55,862 million yen
Long-term monetary lending	143,714 million yen
Short-term monetary debts	88,018 million yen
Long-term monetary debts	476 million yen

2. Accumulated depreciation on tangible fixed assets 199,911 million yen

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

1 0	
(1) Assets pledged as collateral	
Vessels	14,352 million yen
Investment securities	21,158 million yen
Equity securities issued by subsidiaries and affiliates	35,016 million yen
Total	70,527 million yen
(2) Secured obligations	
Short-term loans	1,525 million yen
Long-term loans	6,318 million yen
Total	7,843 million yen

Pledged investment securities and equity securities issued by subsidiaries and affiliates include the following securities:

- a) Investment securities at ¥21,076 million and equity securities issued by subsidiaries and affiliates at ¥11,143 million were pledged in order to secure losses to be incurred when the Company and our subsidiaries and affiliates cause oil pollution casualties in U.S. ocean area, and obligations for them have not been incurred as of the end of the fiscal year under review.
- b) Equity securities issued by subsidiaries and affiliates at ¥23,872 million were pledged in order to secure long-term loans and future payment of charter fees of subsidiaries and affiliates.
- c) Investment securities at ¥81 million were pledged as collateral for long-term loans associated with an LNG carrier project.

#### 4. Contingent liabilities

Guarantee liabilities, etc.	657,529 million yen
(Including guarantee liabilities in foreign currency	362,123 million yen)

#### 5. Others

MOL is subject to investigations by overseas competition law authorities including those of the U.S. and Europe for violation of competition laws of those countries regarding price control negotiations for ocean transport services of completely built-up vehicles. In addition, a class-action lawsuit was filed in the U.S. and other countries against MOL for damage claims and for a cease and desist order for the questioned conduct. Meanwhile, the effect of these investigations and lawsuit on the financial results of MOL is uncertain as its financial impact is not estimable at this stage.

In Japan, MOL had been under investigation by the Japan Fair Trade Commission (the "JFTC") since September 2012 for violation of the Japanese Antimonopoly Act regarding certain car carrier shipping trades. However, MOL was exempted from all of the Cease and Desist Orders and Surcharge Payment Orders issued by the JFTC in March 2014 because the JFTC accepted an application made by MOL under the JCTC's leniency program.

#### Notes to Non-consolidated Statements of Income

Volume of transactions with subsidiaries and affiliates	
Volume of operating transactions	
Revenues	86,231 million yen
Amount of purchase	334,527 million yen
Transactions other than operating transactions	36,344 million yen

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

Class and number of shares of treasury stock at the end of the fiscal year under review Common stock 10,318,543 shares

### Notes on Deferred Tax Accounting

Significant components of deferred tax assets and liabilities

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	(Millions of yen)
Deferred tax assets	
Loss brought forward	50,684
Retained income of specific foreign subsidiaries	9,650
Voluntary adjustment of loss on valuation of securities issued by subsidiaries and affiliates	20,627
Reserve for bonuses expenses	666
Voluntary adjustment of loss on valuation of listed shares	206
Voluntary adjustment of loss on valuation of unlisted shares	125
Voluntary adjustment of loss on valuation of golf club membership	201
Accrued business tax and business place tax	47
Retirement allowances for directors	38
Impairment loss	625
Deferred hedge losses	185
Excess of provision of allowance for doubtful accounts	462
Others	2,676
Total of deferred tax assets	86,199
Valuation allowance	(86,086)
Net deferred tax assets	112
Deferred tax liabilities	
Reserve deductible for tax purposes when appropriated for special depreciation	(580)
Reserve for advanced depreciation	(453)
Gain on securities contributed to employee retirement benefit trust	(3,667)
Unrealized gains on available-for-sale securities	(14,065)
Deferred hedge gains	(112)
Others	(139)
Total deferred tax liabilities	(19,018)
Net deferred tax liabilities	(18,906)

#### Notes on Fixed Assets to Use on Lease

# 1. Finance lease transactions that commenced on or before March 31, 2008, except those whose ownership deems to transfer to the lessee.

(1) Assumed amounts of acquisition cost, accumulated depreciation and net book value at March 31, 2014 (Millions of yen)

			(withous of yen)
	Acquisition cost	Accumulated depreciation	Net book value
Equipment, mainly containers	16,243	15,855	388
Total	16,243	15,855	388

(2) Future lease payments equivalent

Amount due within one year	1,200 million yen
Amount due after one year	87 million yen
Total	1,288 million yen

(3) Lease payments, depreciation equivalent and interest equivalent		
Lease payments	2,211 million yen	
Depreciation equivalent	778 million yen	
Interest equivalent	45 million yen	

#### (4) Calculation of depreciation equivalent

Assumed depreciation amounts are computed using the declining-balance method or the straight-line method in accordance with the depreciation method of each account in balance sheets over the lease terms assuming no residual value.

#### (5) Calculation of interest equivalent

The excess of total lease payments over acquisition cost equivalents is regarded as amounts representing interest payable equivalents and is allocated to each period using the interest method.

#### 2. Operating lease transactions

Future lease payments	
Amount due within one year	12,324 million yen
Amount due after one year	12,008 million yen
Total	24,332 million yen

#### Notes on Transactions with Related Parties

#### (Millions of yen) Ratio of MOL's Nature of Fransacted Term-end Attribution Name of company, etc. Nature of relationship Account voting rights transaction amount balance (Note 1) (Note 2) Directly 100% 69,453 Subsidiary White Bear Maritime Limited Interlocking directorate Debt guarantee Ship chartering Debt guarantee Interlocking directorate Canopus Maritime Inc. Directly 100% Debt guarantee 44,007 Ship chartering Debt guarantee MOL Euro-orient Shipping S.A. Directly 100% Interlocking directorate Debt guarantee 40,908 Ship chartering Debt guarantee Linkman Holdings Inc. Directly 100% Interlocking directorate Debt guarantee 32,184 96,463 Short-term loans 6,520 Funding loan Debt guarantee receivable Funding loan Interlocking directorate Euromol B.V. Indirectly 100% Debt guarantee 27,559 Debt guarantee Camellia Container Carrier S.A. Directly 100% 24,149 Interlocking directorate Debt guarantee Ship chartering Debt guarantee Interlocking directorate Ural Container Carriers S.A. Directly 100% Debt guarantee 20,709 Ship chartering Debt guarantee Aurora Car Maritime Transport S.A. Directly 100% Interlocking directorate Debt guarantee 15,106 Ship chartering Debt guarantee Nefertiti LNG Shipping Co., Ltd. Directly 70% Interlocking directorate Debt guarantee 14,552 Debt guarantee Cleopatra LNG Shipping Co., Ltd. Directly 70% Interlocking directorate Debt guarantee 14,552 Debt guarantee Samba Offshore S.A. Directly 100% Interlocking directorate Debt guarantee 14,222 Debt guarantee Interlocking directorate 11,515 Astraea Maritime Inc. Directly 100% Debt guarantee Ship chartering Debt guarantee Phoenix Tankers Pte. Ltd. Directly 100% Entrusting ship operations Debt guarantee 11,183 Undertaking ship operations Debt guarantee Interlocking directorate Aeolus Maritime Inc. Directly 100% Debt guarantee 10,786 Ship chartering Debt guarantee Eligible Tankers S.A. Directly 100% Interlocking directorate 10,482 Debt guarantee Ship chartering Debt guarantee MOL Bulk Carriers Pte. Ltd. Directly 100% Interlocking directorate Transfer of Other payables 22,198 charter contracts Ship chartering Transfer of charter contracts Underwriting of Affiliate Daiichi Chuo Kisen Kaisha Directly 27% Interlocking directorate 15,000 capital increase Ship chartering Cernambi Sul MV24 B V Directly 21% Interlocking directorate Debt guarantee 14,481 Debt guarantee

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

- (1) As for debt guarantees, Euromol B.V. is required to pay guarantee charges, decided based on market interest rates and other conditions. Other
  - companies are required neither to pay guarantee charges nor to pledge collateral.
- (2) As for funding loan, they are determined by market rates and conditions, and companies are not required to pay mortgages.
- (3) As for the transfer of charter contracts, some charter contracts for bulkships and iron ore carriers were transferred in the
- previous fiscal year, and the transfer price was determined based on the appraisal value.

(4) As for underwriting of capital increase, the Company decided to underwrite capital increase through third-party allotment of new shares of Daiichi Chuo Kisen Kaisha at ¥1,000 per share.

2. Consumption taxes are not included in transacted amount.

#### **Per-share Information**

1. Net assets per share	378.95 yen
2. Net income per share	50.68 yen

#### **Material Subsequent Events**

The Company, by a resolution of a Board of Directors' meeting held on April 8, 2014, issued Euro US dollar Zero Coupon Convertible Bond due 2018 and Euro US dollar Zero Coupon Convertible Bond due 2020. All payments were made on April 24. An outline of these bonds is as follows.

(1) Securities offered	Euro US dollar Zero Coupon	Euro US dollar Zero Coupon
	Convertible Bond due 2018	Convertible Bond due 2020
(2) Total issue amount	US\$300,000,000	US\$200,000,000
(3) Issue prices	100.0% of principal amount	Same as to the left
(4) Offer prices	102.5% of principal amount	Same as to the left
(5) Coupon	Zero	Same as to the left
(6) Closing and issue date	April 24, 2014	Same as to the left
(7) Redemption prices	100% of principal amount	Same as to the left
(8) Redemption at maturity	April 24, 2018	April 24, 2020
Early redemption and	Early redemption and cancellation	Same as to the left
cancellation by acquisition	by acquisition by the bonds under	
	certain circumstances was	
	specified in the Information Memorandum.	
(9) Particulars of stock acquisition		
rights		
i. Class of share to be issued	Common stock of the Company	Same as to the left
upon exercise of the stock		
acquisition rights		
ii. Total number of stock	3,000 units	2,000 units
acquisition rights		
iii. Conversion price	US\$5.34	US\$4.80
iv. Exercise period	From May 8, 2014 to April 10, 2018	From May 8, 2014 to April 9, 2020
Supplementary provisions	*Before three months prior to	Same as to the left
	redemption date, the said stock	
	acquisition rights shall not be	
	exercised unless the stock price	
	exceeds 130% of the conversion	
	price for a certain period.	
	*After three months prior to	Same as to the left
	redemption date, the Company	
	may acquire the bonds in	
	exchange for 100% of principal	
	amount in cash and common	
	stock for value exceeded principal	
	amount.	

v. Amount to be paid upon exercise of the stock acquisition rights	The bonds in respect of the relevant stock acquisition rights shall be contributed upon exercising of each stock acquisition right, and the price of the bonds shall be equal to the principal amount of the bonds.
vi. Capital and capital reserve increased in the case stocks are issued by exercising stock acquisition rights	The amount of capital increased in case the stocks are issued by exercising stock acquisition rights shall be half of the maximum increase of capital, etc., calculated in accordance with Article 17 of the "Company Calculation Ordinance," and any amount less than one yen arising from such calculation shall be rounded up. The increase in capital reserve shall be obtained by subtracting the capital increased from the maximum increase of capital, etc.
(10) Security or guarantee	None
(11) Use of proceeds	Proceeds from issuance of the bonds shall be used as capital investment for ships, including LNG carriers, which are expected to be built and completed from now, and the offshore business.

#### **Other Notes**

Figures less than one (1) million yen are rounded down to the nearest million.