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Securities identification code: 8133

June 2, 2017

To our shareholders:

Kenji Okada
Representative Director,
President and Chief Executive Officer

ITOCHU ENEX CO., LTD.

2-10-1, Toranomon, Minato-ku, Tokyo

NOTICE OF THE 57TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 57th Ordinary General Meeting of Shareholders of ITOCHU ENEX CO., LTD. (the “Company”), which will be held as described below.

If you are not able to attend the meeting, you can exercise your voting rights either by paper ballot or by using the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights.

Meeting Details

1. Date and time: Wednesday, June 21, 2017 at 10:00 a.m. (Japan Standard Time)

2. Venue: New Kasumigaseki Building, Nadao Hall
3-3-2, Kasumigaseki, Chiyoda-ku, Tokyo

3. Purposes:

Items to be reported:

The 57th Term (from April 1, 2016 to March 31, 2017)

1. Business Report, Consolidated Financial Statements, and Non-Consolidated Financial Statements
2. The results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board

Items to be resolved:

Proposal 1: Appropriation of surplus

Proposal 2: Election of eight (8) Directors

Proposal 3: Election of two (2) Audit & Supervisory Board Members

Proposal 4: Decision of Amount and Details of Stock-Based Remuneration Plan for Directors

Exercising your voting rights if you cannot attend the meeting

If you are not able to attend the meeting, you can exercise your voting rights either by paper ballot or over the Internet. Please indicate your approval or disapproval of the proposals on the enclosed voting form after reviewing the attached Reference Documents for the General Meeting of Shareholders and return it by postal mail to reach us no later than 5:30 p.m. (Japan Standard Time), Tuesday, June 20, 2017. Or, please access the following website solely set up for the exercise of voting rights designated by the Company.

[website] <http://www.web54.net> (This website is available in Japanese only.)

For those attending the meeting in person

- If you attend the meeting, please submit the enclosed voting form at the meeting's reception desk. Also, persons accompanying shareholders and representatives who are not shareholders, persons who are other than shareholders who can exercise voting rights are not allowed to enter the venue.
- In the interests of saving resources, please bring this Notice with you.
- At the meeting, the Company's officers and employees will be dressed lightly and without neckties (Coolbiz). We ask that shareholders also come dressed lightly.

Provision method of Convocation Notice (Information regarding Japanese version only)

- The contents of this Notice were disclosed on the Company's website before this Notice was sent out in order to provide information early.
- In the case that there are revisions to the Business Report, Consolidated Financial Statements, Non-Consolidated Financial Statements and Reference Documents for the General Meeting of Shareholders, the revised items will be put on the Company's website.
- Regarding the items below, according to law and provisions of Article 14 of the Articles of Incorporation, by putting them on the Company's website, they do not have to be provided to shareholders so they are not included in this Notice or other materials provided. Therefore, this Notice includes only part of the Consolidated Financial Statements and Non-Consolidated Financial Statements (excluding (Reference)) audited when the Audit & Supervisory Board Member and Accounting Auditor made the Audit Report.

Consolidated Financial Statements: Notes to Consolidated Financial Statements

Non-Consolidated Financial Statements: Notes to Non-Consolidated Financial Statements

(Reference) Consolidated Statements of Cash Flows, Segment Information.

[The Company's website] <http://www.itcenex.com> (This website is available in Japanese only.)

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of surplus

The company proposes appropriation of surplus as follows.

Matters related to year-end dividends

The Company's policy with respect to appropriation of its surplus is to continue to pay stable dividends as it maintains sustained growth of its business, and it aims for a dividend payout ratio (Consolidated) of 30% or more.

In addition, the Company's basic policy with respect to profit retention is to strengthen its business base and further expand the scale of its earnings by allocating investment capital, etc. to its business.

In consideration of the Company's business performance in its 57th term and its overall prospects for business development, the period-end dividends for the current period is as follows.

(1) Type of dividend property	Cash
(2) Allocation of dividend property and total amount thereof	18.5 yen per common share of the Company Total amount of dividends: 2,090,291,542 yen This brings the total dividends paid in the current period, including the interim dividend of 13.5 yen per share, to 32.0 yen per share
(3) Effective date of distribution of dividends of surplus	June 22, 2017

Proposal 2: Election of eight (8) Directors

As of March 31, 2017, Director Takashi Yasuda retired. In addition, at the conclusion of this meeting, the following seven (7) Directors will have completed their terms of office: Kenji Okada, Masaaki Itoyama, Tatsunosuke Nagao, Masahiko Takasaka, Masayasu Tanaka, Seiichi Shimbo, and Ichiro Saeki. The Company therefore proposes the election of eight (8) Directors. The candidates for Director are as follows.

Furthermore, in order to increase the transparency of the decision-making process with respect to the selection of Director candidates, the Company has made these decisions upon consultation with the Governance Committee, which consists of two (2) Internal Directors, one (1) Outside Director, and one (1) Outside Audit & Supervisory Board Member.

No.	Name		Positions and responsibilities in the Company
1	Kenji Okada	Reelection	Representative Director, President and Chief Executive Officer, Itochu Enex Co., Ltd.
2	Masaaki Itoyama	Reelection	Representative Director and Senior Managing Officer, Assistant to Chief Executive Officer, Chief Compliance Officer, Executive Advisory Officer for Corporate Administration Division, Itochu Enex Co., Ltd.
3	Tatsunosuke Nagao	Reelection	Director and Senior Managing Officer, Chief Operating Officer, Energy Innovation & Logistics Business Group, Itochu Enex Co., Ltd.
4	Masahiko Takasaka	Reelection	Director and Senior Managing Officer, Chief Operating Officer, Power & Gas Business Group, Executive Advisory Officer for Automobile Business Office, Itochu Enex Co., Ltd.
5	Masayasu Tanaka	Reelection	Director and Managing Officer, Chief Financial Officer, Chief Information Officer, Chief Operating Officer, Corporate Administration Division, Itochu Enex Co., Ltd.
6	Seiichi Shimbo	Reelection Outside Independent	Director, Itochu Enex Co., Ltd.
7	Ichiro Saeki	Reelection Outside Independent	Director, Itochu Enex Co., Ltd.
8	Hisato Okubo	New election	–

Reelection: Candidate for reelection as a Director

New election: Candidate for election as a new Director

Outside: Candidate for election as an Outside Director

Independent: Candidate registered at the Tokyo Stock Exchange as an Independent Officer

1	Kenji Okada		[Reelection]
	Date of Birth: March 23, 1951 Age: 66	Tenure of Office on the Board: 5 years Board of Directors Meeting Attendance: 14/14 Meetings	
Number of the Company's shares owned		86,500 shares	
Career summary, position and responsibilities	April 1974	Joined C. Itoh & Co. Ltd. (currently, ITOCHU Corporation)	
	July 2000	General Manager for Construction & Realty Department, General Manager for PFI Business Promotion Office, ITOCHU Corporation	
	April 2004	Chief Operating Officer, Construction & Realty Division, ITOCHU Corporation	
	June 2005	Executive Officer, ITOCHU Corporation	
	April 2007	Executive Vice President, Finance, Realty, Insurance & Logistics Services Company, Chief Operating Officer, Construction & Realty Division, ITOCHU Corporation	
	April 2008	Managing Executive Officer, President, Finance, Realty, Insurance & Logistics Services Company, ITOCHU Corporation	
	June 2008	Member of the Board, Managing Director, ITOCHU Corporation	
	April 2010	Member of the Board, Managing Executive Officer, ITOCHU Corporation	
	May 2012	Corporate Adviser, Itochu Enex Co., Ltd.	
	June 2012	Representative Director, President and Chief Executive Officer, Itochu Enex Co., Ltd. (to date)	
Significant concurrent positions outside the Company	Outside Director, Cosmos Initia Co., Ltd.		
Reasons for nomination as candidate for Director	Kenji Okada has many years of experience at ITOCHU Corporation, primarily in the areas of finance, construction, real estate, and logistics, where he held such positions as Managing Executive Officer and Representative Director. He has been the Company's Representative Director and President since June 2012. He has been nominated to another term as Director because of his extensive business experience at both ITOCHU Corporation and the Company and his broad knowledge of corporate management.		

2	Masaaki Itoyama		[Reelection]
	Date of Birth: November 9, 1950 Age: 66	Tenure of Office on the Board: 4 years Board of Directors Meeting Attendance: 14/14 Meetings	
Number of the Company's shares owned		23,100 shares	
Career summary, position and responsibilities	April 1973	Joined Itochu Fuel Corporation (currently, Itochu Enex Co., Ltd.)	
	October 1998	Director, Itochu Fuel Kyushu Gas Corporation	
	April 2001	Representative Director and President, Itochu Fuel Kyushu Gas Corporation	
	April 2004	Representative Director and President, Itochu Enex Home-Life Kanto Co., Ltd.	
	June 2004	Executive Officer, Itochu Enex Co., Ltd. Representative Director and President, Itochu Enex Home-Life Kanto Co., Ltd.	
	April 2006	Executive Officer, General Manager for Kyushu Home-Life Sales Department, Itochu Enex Co., Ltd. Representative Director and President, Itochu Enex Home-Life Kyushu Co., Ltd.	
	June 2009	Representative Director and President, Ecore Co., Ltd.	
	June 2010	Representative Director and President, Itochu Enex Home-Life Kanto Co., Ltd.	
	April 2013	Senior Managing Officer, General Manager for Total Home-Life Division, Itochu Enex Co., Ltd.	
	June 2013	Director and Senior Managing Officer, General Manager for Total Home-Life Division, Itochu Enex Co., Ltd.	
	April 2014	Representative Director and Senior Managing Officer, General Manager for Home-Life Division, Itochu Enex Co., Ltd.	
	April 2016	Representative Director and Senior Managing Officer, Assistant to Chief Executive Officer, Chief Compliance Officer, Itochu Enex Co., Ltd.	
	April 2017	Representative Director and Senior Managing Officer, Assistant to Chief Executive Officer, Chief Compliance Officer, Executive Advisory Officer for Corporate Administration Division, Itochu Enex Co., Ltd. (to date)	
Significant concurrent positions outside the Company	None		
Reasons for nomination as candidate for Director	Masaaki Itoyama has many years of experience at the Company, primarily in the liquefied petroleum gas related business, and has also served as Representative Director at the Company's group companies, Ecore Co., Ltd., and Itochu Enex Home-Life Kanto Co., Ltd., and as General Manager of the Company's Home-Life Division. He currently holds the concurrent positions of Assistant to Chief Executive Officer, Chief Compliance Officer and Executive Advisory Officer for Corporate Administration Division at the Company. He has been nominated to another term as Director because of his extensive business experience at both the Company and its group companies and his broad knowledge of corporate management.		

3	Tatsunosuke Nagao		[Reelection]
	Date of Birth: December 2, 1952 Age: 64	Tenure of Office on the Board: 7 years Board of Directors Meeting Attendance: 14/14 Meetings	
Number of the Company's shares owned		32,800 shares	
Career summary, position and responsibilities	May 1987	Joined Itochu Fuel Corporation (currently, Itochu Enex Co., Ltd.)	
	April 2004	General Manager for Asphalt Department, Itochu Enex Co., Ltd.	
	June 2007	Executive Officer, General Manager for Asphalt Department, Itochu Enex Co., Ltd.	
	April 2009	Executive Officer, Deputy General Manager for Industrial Material Division, General Manager for Planning & Administration Department, Industrial Material Division, Itochu Enex Co., Ltd.	
	April 2010	Managing Officer, General Manager for Industrial Material Division, General Manager for Planning & Administration Department, Industrial Material Division, Itochu Enex Co., Ltd.	
	June 2010	Director and Managing Officer, General Manager for Industrial Material Division, General Manager for Planning & Administration Department, Industrial Material Division, Itochu Enex Co., Ltd.	
	April 2011	Director and Managing Officer, General Manager for Industrial Material Division, Itochu Enex Co., Ltd.	
	April 2013	Director and Managing Officer, General Manager for Power & Utility Division, Itochu Enex Co., Ltd.	
	April 2014	Director and Managing Officer, General Manager for Energy Trade Division, Itochu Enex Co., Ltd.	
	April 2015	Director and Senior Managing Officer, General Manager for Energy Trade Division, Itochu Enex Co., Ltd.	
April 2016	Director and Senior Managing Officer, Chief Operating Officer, Energy Innovation & Logistics Business Group, Itochu Enex Co., Ltd. (to date)		
Significant concurrent positions outside the Company	Representative Chairman, Osaka Car Life Group Co., Ltd. Representative Chairman, Nissan Osaka Sales Co., Ltd.		
Reasons for nomination as candidate for Director	Tatsunosuke Nagao has many years of experience at the Company, primarily in its industrial energy related business. He has served as General Manager for Industrial Material Division and General Manager for Power & Utility Division, and is currently Chief Operating Officer for Energy Innovation & Logistics Business Group. He has been nominated to another term as Director because of his extensive business experience at the Company and his broad knowledge of corporate management.		

4	Masahiko Takasaka		[Reelection]
	Date of Birth: January 4, 1958 Age: 59	Tenure of Office on the Board: 3 years Board of Directors Meeting Attendance: 14/14 Meetings	
Number of the Company's shares owned		6,500 shares	
Career summary, position and responsibilities	April 1980	Joined C. Itoh & Co. Ltd. (currently, ITOCHU Corporation)	
	January 2006	General Manager for Department of Automobile Business Strategy and Development, ITOCHU Corporation	
	April 2006	General Manager for Isuzu Business Promotion Department, ITOCHU Corporation	
	April 2007	Deputy Chief Operating Officer, Automobile Division and General Manager for Isuzu Business Department, ITOCHU Corporation	
	April 2008	Chief Operating Officer, Logistics Services Division, ITOCHU Corporation	
	April 2011	Executive Officer, General Manager for Research & Business Development Division, ITOCHU Corporation	
	April 2013	Corporate Adviser, Itochu Enex Co., Ltd.	
	June 2013	Managing Officer, Assistant to the President, Itochu Enex Co., Ltd.	
	August 2013	Managing Officer, Deputy General Manager for Power & Utility Division, Itochu Enex Co., Ltd.	
	April 2014	Managing Officer, General Manager for Power & Utility Division, Itochu Enex Co., Ltd.	
	June 2014	Director and Managing Officer, General Manager for Power & Utility Division, Itochu Enex Co., Ltd.	
	April 2016	Director and Senior Managing Officer, Chief Operating Officer, Power & Gas Business Group, Itochu Enex Co., Ltd.	
April 2017	Director and Senior Managing Officer, Chief Operating Officer, Power & Gas Business Group, Executive Advisory Officer for Automobile Business Office, Itochu Enex Co., Ltd. (to date)		
Significant concurrent positions outside the Company	Director, Osaka Car Life Group Co., Ltd. Director, Nissan Osaka Sales Co., Ltd.		
Reasons for nomination as candidate for Director	Masahiko Takasaka worked primarily in the automobile and logistics businesses at ITOCHU Corporation for many years, during which time he held various managerial positions, including General Manager of ITOCHU Corporation's Logistics Services Division and Executive Officer. At the Company, he previously held the post of General Manager for Power & Utilities Division and is currently Chief Operating Officer for Power & Gas Business Group and Executive Advisory Officer for Automobile Business Office. He has been nominated to another term as Director because of his extensive business experience and broad knowledge of corporate management.		

5	Masayasu Tanaka		[Reelection]
	Date of Birth: June 28, 1955 Age: 61	Tenure of Office on the Board: 3 years Board of Directors Meeting Attendance: 14/14 Meetings	
Number of the Company's shares owned		22,300 shares	
Career summary, position and responsibilities	April 1979	Joined C. Itoh & Co. Ltd. (currently, ITOCHU Corporation)	
	May 2006	General Manager for Administration Department of Finance, Realty, Insurance & Logistics Services Company, ITOCHU Corporation	
	April 2010	General Manager for Business Accounting & Control Division, ITOCHU Corporation	
	April 2011	Chief Financial Officer and Chief Information Officer, Energy, Metals & Minerals Company, ITOCHU Corporation	
	June 2011	Chief Financial Officer and Chief Information Officer, Energy, Metals & Minerals Company, ITOCHU Corporation Audit & Supervisory Board Member, Itochu Enex Co., Ltd.	
	April 2012	Chief Financial Officer, Metals Company, ITOCHU Corporation Audit & Supervisory Board Member, Itochu Enex Co., Ltd.	
	June 2013	Chief Financial Officer, Metals Company, ITOCHU Corporation	
	May 2014	Corporate Adviser, Itochu Enex Co., Ltd.	
	June 2014	Director and Executive Officer, General Manager for Corporate Administration Division and Chief Financial Officer, Itochu Enex Co., Ltd.	
	April 2015	Director and Managing Officer, General Manager for Corporate Administration Division and Chief Financial Officer, Itochu Enex Co., Ltd.	
	April 2016	Director and Managing Officer, Chief Financial Officer, Chief Information Officer, Itochu Enex Co., Ltd.	
	April 2017	Director and Managing Officer, Chief Financial Officer, Chief Information Officer, Chief Operating Officer, Corporate Administration Division, Itochu Enex Co., Ltd. (to date)	
Significant concurrent positions outside the Company	None		
Reasons for nomination as candidate for Director	Masayasu Tanaka has many years of experience at ITOCHU Corporation, having worked primarily in the finance and accounting areas. While at ITOCHU Corporation, he also held the posts of General Manager for the General Administration Division, Chief Financial Officer, and Chief Information Officer of Energy, Metals & Minerals Company, among others. At the Company, he currently holds concurrent positions as Chief Financial Officer, Chief Information Officer and Chief Operating Officer, Corporate Administration Division, having previously held the post of General Manager for Corporate Administration Division. He has been nominated to another term as Director because of his extensive business experience and his broad knowledge of accounting controls and corporate administration.		

6	Seiichi Shimbo		[Reelection][Outside][Independent]
	Date of Birth: April 9, 1951 Age: 66	Tenure of Office on the Board: 2 years Board of Directors Meeting Attendance: 14/14 Meetings	
Number of the Company's shares owned		4,200 shares	
Career summary, position and responsibilities	April 1975	Joined Tokio Marine Fire Insurance Co., Ltd. (currently, Tokio Marine & Nichido Fire Insurance Co., Ltd.)	
	April 2000	General Manager for Corporate Planning Department, Tokio Marine Fire Insurance Co., Ltd.	
	June 2003	General Manager for 3rd Automobile Sales Department of Tokyo Automobile Headquarter, Tokio Marine Fire Insurance Co., Ltd.	
	June 2004	Executive Officer, General Manager for 3rd Automobile Sales Department of Tokyo Automobile Headquarter, Tokio Marine Fire Insurance Co., Ltd.	
	October 2006	Managing Executive Officer, Tokio Marine & Nichido Fire Insurance Co., Ltd.	
	July 2009	Senior Director, Non-life Insurance Policy-holders Protection Corporation of Japan	
	June 2013	Outside Auditor, TOKYO OHKA KOGYO CO., LTD. (to date)	
	June 2015	Outside Director, Itochu Enex Co., Ltd. (to date)	
Significant concurrent positions outside the Company	Outside Auditor, TOKYO OHKA KOGYO CO., LTD. (scheduled to retire the position in June 2017)		
Reasons for nomination as candidate for Outside Director	At Tokio Marine & Nichido Fire Insurance Co., Ltd., Seiichi Shimbo has held the positions of General Manager for the Corporate Planning Department, General Manager for the Third Automotive Sales Department, and Managing Executive Officer. He has been nominated to another term as Outside Director because of his broad knowledge and extensive experience in the finance and automobile-related businesses and the pertinent advice that he offers to the Company's management from an objective perspective.		

7	Ichiro Saeki		[Reelection][Outside][Independent]
	Date of Birth: September 26, 1951 Age: 65	Tenure of Office on the Board: 1 year Board of Directors Meeting Attendance: 9/11 Meetings	
Number of the Company's shares owned		1,800 shares	
Career summary, position and responsibilities	April 1975	Joined The Nippon Fudosan Bank (currently, Aozora Bank, Ltd.)	
	March 1991	Resigned the Nippon Fudosan Bank	
	April 1991	The Supreme Court Legal Apprentice (The 45th term Assigned to the Yokohama District Court)	
	April 1993	Completed Legal Apprentice, reinstated to the Nippon Credit Bank Ltd. (currently, Aozora Bank, Ltd.)	
	June 1993	Deputy General Manager, General Planning Division, The Nippon Credit Bank, Ltd. (currently, Aozora Bank, Ltd.)	
	April 1995	Registered with the Daini Tokyo Bar Association as an attorney-at-law	
	June 1997	General Manager, General Planning Division, The Nippon Credit Bank, Ltd.	
	February 1999	Resigned The Nippon Credit Bank, Ltd. Established Saeki Law Office	
	April 2002	Visiting Professor, Faculty of Law, Teikyo University	
	March 2004	Established Shi-Go-Roku Law Office as Representative Attorney (to date)	
	April 2004	Professor, Omiya Law School	
	April 2007	Professor, Law School, Aoyama Gakuin University (to date)	
	June 2016	Outside Director, Itochu Enex Co., Ltd. (to date)	
Significant concurrent positions outside the Company	Representative Attorney, Shi-Go-Roku Law Office Professor, Law School, Aoyama Gakuin University Director, Audit and Supervisory Committee Member, A&T Corporation		
Reasons for nomination as candidate for Outside Director	Ichiro Saeki has specialized knowledge in his capacity as an attorney and extensive experience with corporate legal affairs. He also acquired broad knowledge of banking and finance during his tenure at Nippon Credit Bank Ltd. (currently, Aozora Bank, Ltd.). He has been nominated to another term as a candidate for Outside Director because the Company believes that his deep knowledge of banking and finance will enable him to contribute to the proper oversight of the Company's business conduct and offer advice from an objective and expert point of view.		

8	Hisato Okubo	
	Date of Birth: May 10, 1963 Age: 54	[New election]
Number of the Company's shares owned - shares		
Career summary, position and responsibilities	April 1986 September 2009 April 2012 April 2013 April 2014 April 2016 April 2017	Joined C. Itoh & Co. Ltd. (currently, ITOCHU Corporation) General Manager for Natural Gas Business Department, ITOCHU Corporation General Manager for Energy & Chemicals Planning and Administration Department and Compliance Officer for Energy & Chemicals Company, ITOCHU Corporation Deputy Chief Operating Officer, Energy Division No. 2 and General Manager for E&P, ITOCHU Corporation Deputy Chief Operating Officer, Energy Division No. 2, ITOCHU Corporation General Manager for Energy & Chemicals Planning and Administration Department and CP & CITIC Business Development Department, and Compliance Officer for Energy & Chemicals Company, ITOCHU Corporation Executive Officer, Deputy Chief Operating Officer for Energy Division, ITOCHU Corporation (to date)
Significant concurrent positions outside the Company	Executive Officer, Deputy Chief Operating Officer for Energy Division, ITOCHU Corporation Director, Sakhalin Oil and Gas Development Co., Ltd.	
Reasons for nomination as candidate for Outside Director	Hisato Okubo has worked primarily in energy-related trade and business development and other areas for many years at ITOCHU Corporation and is currently an Executive Officer and Chief Operating Officer for Energy Division at the company. He has been nominated as a candidate for Director because the Company believes that, based on his broad-based knowledge of global business management that he has acquired through his extensive experience, he will suitably provide advice to Company management and contribute to the execution of the Company's business.	

Notes:

1. There is no special interest between each candidate and the Company.
2. The "Career summary, position and responsibilities" of Director candidates Kenji Okada, Masahiko Takasaka, Masayasu Tanaka, and Hisato Okubo list their positions as Executives and areas of responsibility over the past five (5) years and currently at ITOCHU Corporation, the Company's parent company, and its subsidiaries.
3. Seiichi Shimbo and Ichiro Saeki are candidates for Outside Director.
4. The term of office of Seiichi Shimbo as Outside Director will be two (2) years as of the conclusion of this meeting. The term of office of Ichiro Saeki as Outside Director will be one (1) year as of the conclusion of this meeting.
5. Hisato Okubo has been serving as a business executive at ITOCHU Corporation, which had specific relations with the Company (parent company), during the past five years. He received salary and other compensation for the last two years from the company as well, and is expected to continue to receive salary and other compensation from the company.
6. Pursuant to prescriptions in Article 427, Paragraph 1 of the Companies Act, the Company has entered into separate limited liability agreements with Seiichi Shimbo and Ichiro Saeki as set forth in Article 423, Paragraph 1 of the Act, and the limit of liability is the minimum liability limit stipulated in Article 425, Paragraph 1 of the Act. If this proposal is approved, the Company will extend the limited liability agreements with each of them and will sign a new agreement containing identical terms with Hisato Okubo.

7. In the event that Seiichi Shimbo and Ichiro Saeki are elected as Director, in accordance with Tokyo Stock Exchange guidelines, the Company intends to register both Directors as Independent Directors at said Stock Exchange.

Proposal 3: Election of two (2) Audit & Supervisory Board Members

The term of office of Audit & Supervisory Board Members Yuji Moritsuka and Toshiharu Kawai will expire at the conclusion of this meeting. Therefore, the Company proposes the election of two (2) Audit & Supervisory Board Members.

The Audit & Supervisory Board has given its consent to this proposal.

The candidates for Audit & Supervisory Board Member are as follows:

Furthermore, in order to increase the transparency of the decision-making process in regard to the selection of Audit & Supervisory Board Member candidates, the Company has made these decisions upon consultation with the Governance Committee, which consists of two (2) Internal Directors, one (1) Outside Director, and one (1) Outside Audit & Supervisory Board Member.

No.	Name		Positions in the Company
1	Yuji Moritsuka	Reelection Outside Independent	Standing Audit & Supervisory Board Member, Itochu Enex Co., Ltd.
2	Shozo Tokuda	New election Outside Independent	–

Reelection: Candidate for reelection as an Audit & Supervisory Board Member

New election: Candidate for election as a new Audit & Supervisory Board Member

Outside: Candidate for election as an Outside Audit & Supervisory Board Member

Independent: Candidate registered at the Tokyo Stock Exchange as an Independent Officer

No. 1	Yuji Moritsuka		[Reelection][Outside][Independent]
	Date of Birth: April 25, 1950 Age: 67	Tenure of Office on the Board: 2 years Board of Directors Meeting Attendance: 13/14 Meetings Audit & Supervisory Board Meeting Attendance: 8/8 Meetings	
Number of the Company's shares owned		4,300 shares	
Career summary and position	April 1974	Joined The Nippon Fudosan Bank, Limited (currently, Aozora Bank, Ltd.)	
	August 1998	General Manager for Sendai Branch, The Nippon Credit Bank, Ltd. (currently, Aozora Bank, Ltd.)	
	August 2000	Chief Credit Analysis Officer for Credit Analysis Division, The Nippon Credit Bank, Ltd. (currently, Aozora Bank, Ltd.)	
	April 2001	Representative Director, Senior Managing Director, Aozora Information Systems, Ltd.	
	April 2003	Representative Director and President, Aozora Information Systems, Ltd.	
	June 2005	Senior Managing Director, Densan, Inc.	
	March 2008	Corporate Auditor, Japan Energy Network Co., Ltd. (currently, Enex Electric Power Co., Ltd.)	
	May 2012	Corporate Auditor, Tokyo Toshi Service Corporation	
	June 2015	Standing Audit & Supervisory Board Member, Itochu Enex Co., Ltd. (to date)	
Significant concurrent positions outside the Company	Corporate Auditor, Tokyo Toshi Service Corporation Corporate Auditor, Enex Electric Power Co., Ltd. Corporate Auditor, ENEX FLEET CO., LTD.		
Reasons for nomination as candidate for Outside Audit & Supervisory Board Member	Yuji Moritsuka acquired broad knowledge of banking and finance during his tenure at Nippon Fudosan Bank. (currently, Aozora Bank, Ltd.). He also has abundant experience of Corporate Auditor in other company. He has been nominated to another term as a candidate for Outside Audit & Supervisory Board Member because the Company believes that his deep knowledge of banking and finance will enable him to contribute to the proper oversight of the Company's business conduct and offer advice from an objective and expert point of view.		

No. 2	Shozo Tokuda	
	Date of Birth: March 1, 1955 Age: 62	[New election][Outside][Independent]
	Number of the Company's shares owned – shares	
Career summary and position	November 1981	Joined Asahi & Co. (Currently, KPMG AZSA LLC)
	August 1985	Registered as Certified Public Accountant
	July 2002	Partner, Asahi & Co.
	April 2004	Head of Intellectual Property Management, KPMG AZSA & Co.
	June 2006	Head of Division 3, Tokyo Office, KPMG AZSA & Co. Board Member, KPMG AZSA & Co.
	July 2009	Head of Knowledge Management, KPMG AZSA & Co.
	June 2010	Executive Board Member, KPMG AZSA & Co.
	July 2015	Senior Partner, KPMG AZSA LLC (to date)
Significant concurrent positions outside the Company	Senior Partner, KPMG AZSA LLC (scheduled to retire the position in June, 2017) Outside Corporate Auditor, Mitsui Chemicals, Inc. (scheduled to assume the position in June, 2017)	
Reasons for nomination as candidate for Outside Audit & Supervisory Board Member	Shozo Tokuda has specialized knowledge in his capacity as a certified public accountant. He also acquired broad knowledge of corporate accounting. He has been nominated as Outside Audit & Supervisory Board Member because the Company believes that his deep knowledge of corporate accounting will enable him to contribute to the proper oversight of the Company's business conduct and offer advice from an objective and expert point of view.	

Notes:

1. There is no special interest between Yuji Moritsuka, Shozo Tokuda and the Company.
2. Yuji Moritsuka and Shozo Tokuda are candidates for Outside Audit & Supervisory Board Member.
3. Yuji Moritsuka is currently an Outside Audit & Supervisory Board Member of the Company, and he will have been in office as an Outside Audit & Supervisory Board Member for two (2) years as of the conclusion of this meeting.
4. Pursuant to prescriptions in Article 427, Paragraph 1 of the Companies Act, the Company has entered into separate limited liability agreements with Yuji Moritsuka as set forth in Article 423, Paragraph 1 of the Act, and the limit of liability is the minimum liability limit stipulated in Article 425, Paragraph 1 of the Act. If this proposal is approved, the Company will extend the limited liability agreements with him and will sign a new agreement containing identical terms with Shozo Tokuda.
5. In the event that Yuji Moritsuka and Shozo Tokuda are elected as Audit & Supervisory Board Member, in accordance with Tokyo Stock Exchange guidelines, the Company intends to register both Audit & Supervisory Board Members as Independent Officer at said Stock Exchange.
6. In accordance with the Company's Articles of Incorporation, the term of office for Yuji Moritsuka and Shozo Tokuda will expire at the close of the Ordinary General Meeting of Shareholders for the last business year which ends within four (4) years from the time of their election.

(Reference) Criteria for Determining the Independence of Outside Directors

In regard to criteria for determining the independence of Outside Directors, the Company determines such independence after confirming the presence or absence of conditions (1) through (5) below and in accordance with the requirements for independence set forth by the Tokyo Stock Exchange, Inc. and other financial exchanges.

- (1) Is not currently, nor has ever been within the past ten (10) years, an Executive* of the Company or of a subsidiary of the Company (for Outside Audit & Supervisory Board Members, this includes Directors who are not Executives).
- (2) Is not currently, nor has been within the past three (3) years, an Executive or director of the Company's parent company or an Executive of another company owned by the Company's parent company.
- (3) Is not currently, nor has been within the past three (3) years, a major shareholder owning a stake of 10% or more, either directly or indirectly, of the Company's shares, or an Executive of such shareholder.
- (4) In either the most recent financial reporting period or during the three periods preceding the most recent financial reporting period, has not been a major customer comprising more than 2% of the turnover (sales or transaction volume) during the Company's most recent financial reporting period in which such transactions took place, or an Executive of such customer.
- (5) Within the past three (3) years, has not served as a consultant, accounting specialist, legal profession, or tax practitioner receiving annual compensation of 10 million yen or more from the Company in addition to Director's compensation (if the person receiving such compensation is an organization, such as a corporation or association, a person who belongs to such organization).

* "Executive" refers to executive directors, executive officers, and other such employees.

Proposal 4: Decision of Amount and Details of Stock-Based Remuneration Plan for Directors

1. Reason for the proposal and reasons justifying such remuneration

Remuneration for Directors of the Company currently consists of a “fixed remuneration” and a “bonus,” which serves as a floating remuneration linked to short-term business performance and other factors. In order to give Directors greater motivation to make contributions to improving medium- and long-term business performance of the Company and to enhancing its corporate value, the Company requests approval for the introduction of a “performance-linked and stock-based remuneration plan” (hereinafter the “Plan”) as remuneration linked to medium- and long-term business performance.

The Plan, under which the remuneration amount paid to Directors excluding Outside Directors and Non-executive Directors is affected by share prices, aims to motivate eligible Directors to strive harder to achieve their performance targets and also share with shareholders the benefits and risks of share price fluctuations.

Remuneration for Directors under the Plan shall be paid to those serving as Directors during the two years between the fiscal year ending March 31, 2018 and that ending March 31, 2019 (hereinafter the “Plan Period”) as stock-based remuneration, separately from the maximum remuneration, etc. payable to Directors (500 million yen annually, but not including the employee salary portion) as approved at the 52nd Ordinary General Meeting of Shareholders held on June 21, 2012.

Specific details of the Plan shall be determined by the Board of Directors within the framework of 2 below.

The number of Directors who are eligible to receive payment of remuneration under the Plan shall be five (5) at the conclusion of this General Meeting of Shareholders, provided that “Proposal 2: Election of eight (8) Directors” is approved as originally proposed.

2. Amount and other details of remuneration, etc., of the Plan

(1) Overview of the Plan

The Plan is a performance-linked and stock-based remuneration system, under which points are granted to Directors excluding Outside Directors and Non-executive Directors (hereinafter “Directors” in this explanation of the Plan) according to certain criteria, including the attainment of the performance target, and a number of shares of the Company corresponding to the number of points granted are distributed to Directors at the time of their retirement from office, in principle.

In introducing the Plan, the Company adopts a system for “Stock Distribution Trust for Directors”, whereby a trust created by the Company and funded with its money (hereinafter the “Trust”) shall acquire shares of the Company and distribute shares from the Trust to the eligible Directors.

(2) Method of calculation of the number of shares of the Company to be distributed to Directors and the maximum number of shares to be distributed

- (i) Method of granting points to Directors and the maximum number of points to be granted
Pursuant to the Stock Distribution Regulations established by the Board of Directors, the Company will grant to each eligible Director a number of points objectively calculated

according to his/her position and the attainment of the performance targets during the trust period on the date prescribed by the Company. The total number of points granted to Directors by the Company is not to exceed 82,000 points per fiscal year.

(ii) Delivery of shares of the Company based on the number of points granted

Directors will receive distribution of shares of the Company according to the number of points granted as described in (i) above.

The number of shares of the Company to be distributed to each Director will be the number of points granted to him/her multiplied by a factor of 1.0; provided, however, that if any share split, reverse share split or any other event for which it would be considered reasonable to adjust the number of shares occurs with respect to the shares of the Company, then the Company will make reasonable adjustments depending on the ratio of such share split or reverse share split.

Shares of the Company will be distributed from the Trust to each eligible Director after he/she performs the established beneficiary determination procedures at the time of his/her retirement. However, a certain specific portion of such shares will be sold and converted into cash within the Trust, and may be distributed in cash instead of the shares. If the shares of the Company left within the Trust are converted into cash such as when a tender offer is accepted and settled with respect to such shares, the Company may make a distribution in cash instead of the shares.

(3) Performance-linked benchmark

“The attainment of the performance targets” as described above in (2) (i) is determined in accordance with the Stock Distribution Regulations according to net profit attributable to Itochu Enex’s shareholders. Net profit attributable to Itochu Enex’s shareholders is one of the major benchmarks set in the medium-term business plan and the Company regards it as the appropriate benchmark for determining the remuneration for Directors.

(4) Maximum amount of money contributed by the Company

The initial trust period of the Trust will be two years. During this trust period, the Company will contribute cash for acquiring shares of the Company that would need to be distributed to eligible Directors under the Plan. A maximum of 120 million yen will be contributed, and the Trust whose Beneficiaries are Directors who fulfill requirements will be created. The Trust will use cash left in trust by the Company as the source of funds and acquire shares of the Company either through the stock market (including off-hour trading) or by undertaking disposal of treasury stock of the Company.

At the time of expiration of the trust period, the Company may, by resolution of the Board of Directors, continue the Plan by extending the trust period every two years (including the case where the trust property of the Trust is transferred to a trust that has the same purpose as that of the Trust, which was created by the Company, effectively extending the Trust Agreement; the same shall apply hereinafter). In this instance, the Company will contribute additional cash of up to 120 million yen for each extended trust period as the fund to be used to acquire additional shares of the Company that would need to be distributed to eligible Directors under the Plan. In that event, the Plan Period would be extended in response to the continuation of the Plan and the extension of the trust period; the granting of points as described in (2)(i) above and distribution

of the shares of the Company as described in (2)(ii) above would continue during the extended trust period.

However, in the event that the Company does not continue to grant points as described above, if there is a Director who, at the time of expiration of the trust period, has not received distribution of all shares of the Company equivalent to points granted despite all points having already been granted, the trust period for the Trust may be extended up until that Director receives the undistributed shares of the Company, and distribution of such shares is completed.

(5) Exercise of the voting rights

Pursuant to the instructions of the Trust Administrator who will be independent of the Company and its Directors and Audit & Supervisory Board Members, the voting rights associated with the shares kept within the Trust will not be exercised without exception, which will assure the neutrality of the Company's management in relation to exercise of the voting rights of such shares.

(6) Handling of dividends

Dividends on the shares of the Company kept within the Trust will be received by the Trust, and will be applied towards payment for acquisition of the shares of the Company, trust fees for the Trustee associated with the Trust, etc.

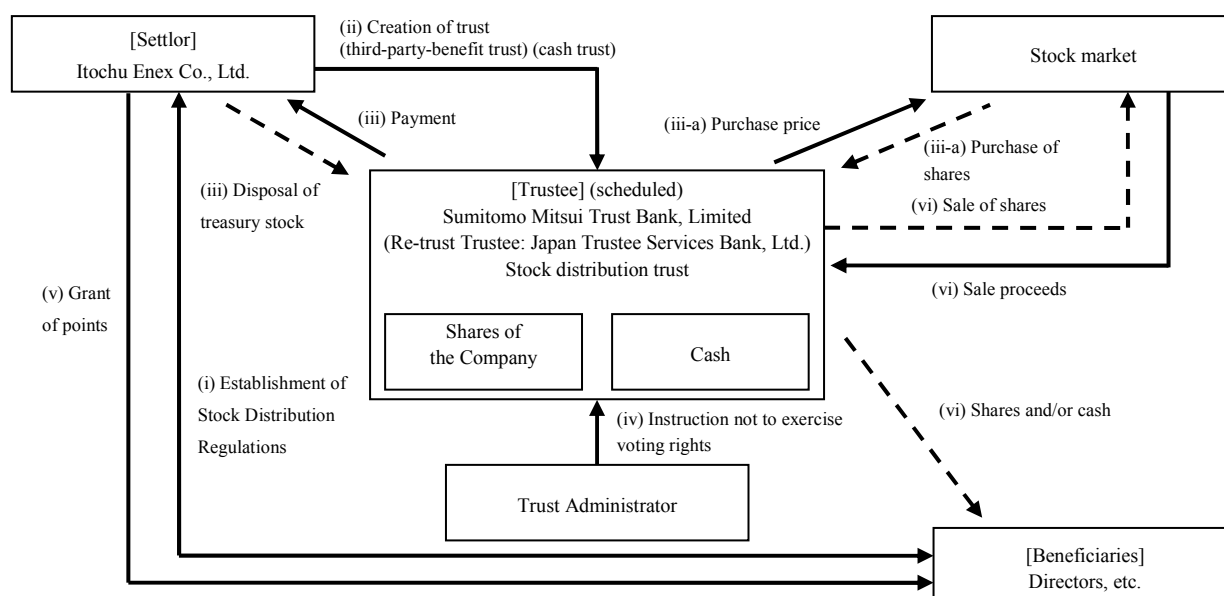
(7) Handling of trust property at the time of termination of the Trust

Of the residual property left within the Trust at the time of termination of the Trust, the Company plans to acquire all of the residual shares of the Company without charge and retire them by a resolution of the Board of Directors. A certain portion of cash in residual property within the Trust at the time of Trust termination is scheduled to be donated to specified public-service promotion corporations having no interest in the Company or its Directors and Audit & Supervisory Board Members, pursuant to the provisions of Stock Distribution Regulations and the Trust Agreement determined in advance.

(8) Overview of the Trust

- a. Name: Stock Distribution Trust for Directors
- b. Settlor: Itochu Enex Co., Ltd.
- c. Trustee: Sumitomo Mitsui Trust Bank, Limited
(Re-trust Trustee: Japan Trustee Services Bank, Ltd.)
- d. Beneficiaries: Eligible Directors fulfilling requirements of the Beneficiaries
- e. Trust Administrator: The Company will select a third party who does not have any interest in the Company
- f. Trust type: Trust of money other than money trust (third-party-benefit trust)
- g. Date of Trust Agreement: August 2017 (scheduled)
- h. Date on which cash will be entrusted: August 2017 (scheduled)
- i. Trust period: From August 2017 (scheduled) to September 2019 (scheduled)

(Overview of structure of the Plan)



- (i) The Company will establish Stock Distribution Regulations intended for its Directors.
- (ii) The Company will create a stock distribution trust (third-party-benefit trust) for Directors as Beneficiaries. When doing so, the Company will leave such amount of cash as to be equivalent to that for funds to acquire shares (limited to an amount within the purview approved by the Shareholders Meeting) in trust with the Trustee.
- (iii) The Trustee will acquire, in one lump, a sufficient enough number of shares of the Company that are expected to be distributed in the future (either by disposing of treasury stock or by purchasing from the stock market (including off-hour trading)).
- (iv) Throughout the trust period, the Company will appoint a Trust Administrator (to be limited to be a party independent of the Company and its Directors and Audit & Supervisory Board Members) who is responsible for protecting the interests of the Beneficiaries who are covered by the Stock Distribution Regulations and supervising the Trustee. The Trust Administrator instructs Trustee not to exercise any voting rights associated with the shares of the Company kept within the Trust. Pursuant to these instructions, Trustee will not exercise voting rights throughout the trust period.
- (v) Pursuant to the Stock Distribution Regulations, the Company will grant points to the eligible Directors.
- (vi) The Directors fulfilling requirements prescribed in the Stock Distribution Regulations and the Trust Agreement will receive, as Beneficiaries of the Trust, a distribution of shares of the Company equivalent to the cumulative number of points from the Trustee. In certain specific cases set forth in advance in the Stock Distribution Regulations and the Trust Agreement, the Company may sell part of the distributable shares of the Company on the stock market and distribute cash.

Sumitomo Mitsui Trust Bank, Limited, the Trustee for the Plan, will entrust administration of its trust property (re-trust) to Japan Trustee Services Bank, Ltd.